

000123900-24-10944410-K PhenixFIN Corp 2024121620241216183824183824183824 0 000123900-24-109444 10-K 92 20240930 20241217 20241216 PhenixFIN Corp 000149349 274576073 DE 0930 10-K 34 814-00818 241553166 445 PARK AVENUE 9TH FLOOR NEW YORK NY 10022 212-759-0777 445 PARK AVENUE 9TH FLOOR NEW YORK NY 10022 Medley Capital Corp 20110118 Medley Capital BDC LLC 20100426 10-K 1 ea022804-10k phenix.htm ANNUAL REPORT A A UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 A Form 10-K A A ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 A For the Fiscal Year Ended September 30, 2024 A or A A TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 A For the transition period from A A A A A A A A A A to A A A A A A A A A A A Commission file number: 1-35040 A PHENIXFIN CORPORATION (Exact Name of Registrant as Specified in its Charter) A Delaware A 27-4576073 (State or Other Jurisdiction of (I.R.S. Employer Incorporation or Organization) A Identification No.) A 445 Park Avenue, 10th Floor, New York, NY A 10022 (Address of Principal Executive Offices) A (Zip Code) A (212) 859-0390 (Registrant's Telephone Number, Including Area Code) A Securities registered pursuant to Section 12(b) of the Act: A Title of each class A Trading Symbol(s) A Name of each exchange on which registered Common Stock, par value \$0.001 per share A PFX A The NASDAQ Global Market 5.25% Notes due 2028 A PFXNZ A The NASDAQ Global Market A Securities registered pursuant to Section 12(g) of the Act: None A Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes A No A Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes A No A Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes A No A Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (A3232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes A No A Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. A Large accelerated filer A A Accelerated filer A A Non-accelerated filer A A Smaller reporting company A A A A Emerging growth company A A If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. A Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. A A If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. A A Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to AS240.10D-1(b). A A Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes A No A A The aggregate market value of the registrant's common stock held by non-affiliates of the Registrant as of March 31, 2024 was \$67,736,567. The Registrant had 2,019,778 shares of common stock, \$0.001 par value, outstanding as of December 16, 2024. A DOCUMENTS INCORPORATED BY REFERENCE A Portions of the registrant's proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the registrant's 2025 Annual Meeting of Stockholders, which will be filed subsequent to the date hereof, are incorporated by reference in to Part III of this Form 10-K. Such proxy statement will be filed with the Securities and Exchange Commission not later than 120 days following the end of the registrant's fiscal year ended September 30, 2024. A A A A A A PHENIXFIN CORPORATION A TABLE OF CONTENTS A A Page PART I A A Item 1. Business 1 A A Item 1A. Risk Factors 23 A A Item 1B. Unresolved Staff Comments 50 A A Item 1C. Cybersecurity 50 A A Item 2. Properties 51 A A Item 3. Legal Proceedings 51 A A Item 4. Mine Safety Disclosures 51 A A PART II 52 A A Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities 52 A A Item 6. [Reserved] 54 A A Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations 57 A A Item 7A. Quantitative and Qualitative Disclosures About Market Risk 70 A A Item 8. Consolidated Financial Statements and Supplementary Data F-1 A A Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure 71 A A Item 9A. Controls and Procedures 71 A A Item 9B. Other Information 71 A A Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections. 71 A A PART III 72 A A Item 10. Directors, Executive Officers and Corporate Governance 72 A A Item 11. Executive Compensation 72 A A Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters 72 A A Item 13. Certain Relationships and Related Transactions, and Director Independence 72 A A Item 14. Principal Accountant Fees and Services 72 A A PART IV 73 A A Item 15. Exhibits and Financial Statement Schedules 73 A A Signatures 76 A A PART I A A Item 1. Business A GENERAL A PhenixFIN Corporation (the "PhenixFIN", the "Company", the "we", "us" and "our") is an internally-managed non-diversified closed-end management investment company incorporated in Delaware that has elected to be regulated as a business development company (the "BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). We completed our initial public offering (the "IPO") and commenced operations on January 20, 2011. The Company has elected, and intends to qualify annually, to be treated, for U.S. federal income tax purposes, as a regulated investment company (the "RIC") under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). Through December 31, 2020, we were an externally managed company. Since January 1, 2021, we have operated under our present internalized management structure. The Company has formed and expects to continue to form certain taxable subsidiaries (the "Taxable Subsidiaries"), which are taxed as corporations for federal income tax purposes. These Taxable Subsidiaries allow us to, among other things, hold equity securities of portfolio companies organized as pass-through entities while continuing to satisfy the requirements to qualify as a RIC under the Code. A The Company's investment objective is to generate current income and capital appreciation. The management team seeks to achieve this objective primarily through making loans, private equity investments in privately-held companies. The Company may also make debt, equity or other investments in publicly-traded companies. (These investments may also include investments in other BDCs, closed-end funds or real estate investment trusts (the "REITs").) We also pursue other strategic opportunities and invest in other assets or operate other businesses to achieve our investment objective, such as operating and managing an asset-based lending business. The portfolio generally consists of senior secured first lien term loans, senior secured second lien term loans, senior secured bonds, preferred equity and common equity. Occasionally, we will receive warrants or other equity participation features which we believe will have the potential to increase total investment returns. Our loan and other debt investments are primarily rated below investment grade or are unrated. Investments in below investment grade securities are considered predominantly speculative with respect to the issuer's capacity to pay interest and repay principal when due. A We believe there are attractive opportunities in the private debt market for non-bank investors like the Company. We lend directly to many companies that are underserved by the traditional banking system and generally seek to avoid broadly marketed investment opportunities. We also believe there are attractive private equity investment opportunities. We source investment opportunities primarily through direct relationships with financial sponsors and other market participants, industry specialists, as well as financial intermediaries such as investment banks and commercial banks. A Our Investment Team is responsible for sourcing investment opportunities, conducting industry research, performing diligence on potential investments, structuring our investments and monitoring our portfolio companies on an ongoing basis. Our Investment Team draws on its expertise in lending to and investing in predominantly privately held companies in a range of sectors, including industrials, transportation, energy and natural resources, financials, gemstones/jewelry, insurance and real estate. A On October 1, 2024, the Company consummated the acquisition of approximately 80% of the equity of The National Security Group, an Alabama based insurance holding company (the "NSG"). NSG is a nationwide underwriter of life, accident, and health insurance. In addition, NSG is a specialty underwriter of property and casualty insurance throughout the southeast, other than Florida and Louisiana. The Company has entered into a contract with NSG to manage a portion of its investment assets. A As a BDC, we are required to comply with regulatory requirements, including limitations on our use of debt. We are permitted to, and expect to continue to, finance our investments through borrowings. However, as a BDC, we are only generally allowed to borrow amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% if certain requirements under the 1940 Act are met) after such borrowing. The amount of leverage that we employ will depend on our assessment of market conditions and other factors at the time of any proposed borrowing. A 1 A A As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was greater than 200%, the minimum asset coverage requirement applicable presently to the Company under the 1940 Act. A Our principal executive office is located at 445 Park Avenue, 10th Floor, New York, NY and our telephone number is (212) 859-0390. A A Investment Process Overview A Sourcing and Origination. We typically source investment opportunities through our management team's network of long-standing relationships. Our sourcing efforts are led by our senior investment professionals, who leverage their experience in the sourcing and origination of investments. A Initial Evaluation. We use a systematic, consistent approach to credit evaluation, which typically consists of (i) a preliminary due diligence review conducted by the Company, (ii) an initial diligence meeting with the portfolio company's management team, investment bank or private equity sponsor, (iii) an initial indication of interest and terms, and (iv) preparation of memoranda including potential portfolio company overviews, investment considerations and risks, financial model and return information. A Due Diligence & Underwriting. We typically undertake continued diligence, which expands on the investment thesis, risks and mitigants, and competition factors of our potential investment opportunities. We may conduct third party reviews, on-site visits and/or background checks in connection with our potential investments in portfolio companies. A Portfolio Management. We undertake a proactive monitoring process of our portfolio companies, whereby we conduct monthly financial review and monitoring of compliance with covenants, maintain ongoing dialogue with portfolio company management and owners, and exercise board observer rights where appropriate. A Rating Criteria. We generally use an investment rating system to characterize and monitor the credit profile and our expected level of returns on each debt investment in our portfolio. We use a five-level numeric rating scale. The following is a description of the conditions associated with each investment rating: A Credit Rating A Definition A A 1 A Investments that are performing above expectations. A A 2 A Investments that are performing within expectations, with risks that are neutral or favorable compared to risks at the time of origination. All new loans are rated A 2 A A A 3 A Investments that are performing below expectations and that require closer monitoring, but where no loss of interest, dividend or principal is expected. Companies rated A 3 A may be out of compliance with financial covenants, however, loan payments are generally not past due. A A 4 A Investments that are performing below expectations and for which risk has increased materially since origination. Some loss of interest or dividend is expected but no loss of principal. In addition to the borrower being generally out of compliance with debt covenants, loan payments may be past due (but generally not more than 180 days past due). A A 5 A Investments that are performing substantially below expectations and whose risks have increased substantially since origination. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. Some loss of principal is expected. A 2 A Investment Structure A Once we have determined that a prospective portfolio company is suitable for investment, we work with the management of that portfolio company and its other capital providers to structure an investment. We negotiate among these parties to agree on how our investment is expected to perform relative to the other capital in the portfolio company's capital structure. A We typically structure our debt investments as follows: A Senior Secured First Lien Term Loans We structure these investments as senior secured loans. We obtain security interests in the assets of the portfolio companies that serve as collateral in support of the repayment of such loans. This collateral generally takes the form of first-priority liens on the assets of the portfolio company borrower. Our senior secured loans may provide for amortization of principal with the majority of the amortization due at maturity. A Senior Secured Second Lien Term Loans We structure these investments as junior, secured loans. We obtain security interests in the assets of these portfolio companies that serve as collateral in support of the repayment of such loans. This collateral generally takes the form of second-priority liens on the assets of a portfolio company. These loans typically provide for amortization of principal in the initial years of the loans, with the majority of the amortization due at maturity. A A Senior Secured First Lien Notes We structure these investments as senior secured loans. We obtain security interests in the assets of these portfolio companies that serve as collateral in support of the repayment of such notes. This collateral generally takes the form of priority liens on the assets of a portfolio company. These notes typically have interest-only payments (often representing a combination of cash pay and payment-in-kind, or (the "PIK"), interest), with amortization of principal due at maturity. PIK interest represents contractually deferred interest added to the loan balance that is generally due at the end of the loan term and recorded as interest income on an accrual basis to the extent such amounts are expected to be collected. A Warrants and Minority Equity Securities In some cases, we may also receive nominally priced warrants or options to buy a minority equity interest in the portfolio company in connection with a debt investment. As a result, as a portfolio company appreciates in value, we may achieve additional investment return from this equity interest. We may structure such warrants to include provisions protecting our rights as a minority-interest holder, as well as a "put," or right to sell such securities back to the issuer, upon the occurrence of specified events. In many cases, we may also seek to obtain registration rights in connection with these equity interests, which may include demand and "piggyback" registration rights. A Unitranch Loans We structure our unitranch loans, which combine the characteristics of traditional senior secured first lien term loans and subordinated notes as senior secured loans. We obtain security interests in the assets of these portfolio companies that serve as collateral in support of the repayment of these loans. This collateral generally takes the form of first-priority liens on the assets of a portfolio company. Unitranch loans typically provide for amortization of principal in the initial years of the loans, with the majority of the amortization due at maturity. A Unsecured Debt We structure these investments as un

À Á Human Capital Resources À As of September 30, 2024, the internalized management team consists of 3 investment professionals and 6 employees/consultants overall. This team includes our executive officers, investment and finance professionals, and administrative staff. Our senior management team consists of David Lorber, our chief executive officer, and Ellida McMillan, our chief financial officer. À As an internally managed BDC, the success of our business and investment strategy, including achieving our investment objective, depends in material part on our professional team. We depend upon the members of our management team and our investment professionals for the identification, final selection, structuring, closing and monitoring of our investments. Our professional team has critical experience and relationships on which we rely to implement our business plan. We expect that the members of our management team and our investment professionals will maintain key informal relationships, which we will use to help identify and gain access to investment opportunities. If we do not attract, develop and retain highly talented professionals, we may not be able to operate our business as we expect and our operating results could be adversely affected. See àœItem 1A. Risk Factors.â 4 Á Administration À Since January 1, 2021, we have operated pursuant to an internalized management structure. To lead the internalized management team, the Board approved the appointment of David Lorber, who had served as an independent director of the Company since April 2019, as Chief Executive Officer, and Ellida McMillan as Chief Financial Officer of the Company, each effective January 1, 2021. À In connection with the adoption by the board of directors of an internalized management structure, on November 19, 2020, the Company entered into a Fund Accounting Servicing Agreement and an Administration Servicing Agreement on customary terms with U.S. Bancorp Fund Services, LLC d/b/a U.S. Bank Global Fund Services (àœU.S. Bancorpâ). A U.S. Bancorp affiliate also served as the Companyâ€™s custodian. The Companyâ€™s administrative and custodial relationship with U.S. Bancorp terminated on August 9, 2022. SS&C Technologies, Inc. (àœSS&Câ) has since served as administrator of the Company and has provided us with fund accounting and financial reporting services pursuant to its Services Agreement with the Company. Effective September 12, 2022, Computershare Trust Company, N.A. (àœComputershareâ) serves as custodian for the Company pursuant to its Loan Administration and Custodial Agreement with the Company. À Information Available À We maintain a website at <http://www.phenixfc.com>. We make available, free of charge, on our website, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the U.S. Securities and Exchange Commission, or the SEC. Information contained on our website is not incorporated by reference into this annual report on Form 10-K and you should not consider information contained on our website to be part of this annual report on Form 10-K or any other report we file with the SEC. À Summary of Risk Factors À Investing in our securities involves a high degree of risk. You should carefully consider the information in àœItem 1A. Risk Factorsâ, including, but not limited to, the following risks: À Certain Risks in the Current Environment À â We are operating in a period of market disruption and economic uncertainty, which may adversely affect the yields, and increase the risks of, our investment, and make it more difficult for us to raise equity capital. À Á Á â Events outside of our control could negatively affect our portfolio companies and make their valuation uncertain, increase our funding costs and limit access to capital. À Á Á â Rising interest rates may increase borrowing costs, reduce the net return on debt investments, and increase the risk of default on our portfolio company loans. Other events could negatively impact our cost of borrowing and the net return on our investments. À Risks Related to our Business À â We operate under an internalized operating structure and may incur significant costs and face significant risks associated with being self-managed. À Á Á â Because we use borrowed funds, we are exposed to risks typically associated with leverage, potentially magnifying the risk of investing in us. Lack of liquidity in our investments may adversely affect our business. À 5 Á Á â A substantial portion of our portfolio investments are recorded at fair value as determined by our valuation designee, and there may be uncertainty regarding the value of our portfolio investments. Also, we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer. À Á Á â We are exposed to risks associated with changes in interest rates on loans under our credit facility and loans to our portfolio companies, which bear interest based on SOFR or LIBOR. Changes in interest rates also affect our cost of capital and net investment income. À Á Á â Our investments may not be managed effectively. We may change our investment objective and strategies. Our operating results may fluctuate. Failure to remain a BDC could reduce our operating flexibility. À Á Á â We may be unable to pay distributions to shareholders, particularly if we realize income without receiving cash. À Á Á â Failures of our information, cybersecurity and disaster recovery systems could disrupt our business. À Risks Related to our Investments À â We may not realize gains from our equity investments, which may be risky and highly speculative. We may be unable to make follow-on investments in portfolio companies, which could impair their value. À Á Á â If portfolio companies prepay loans, our yields will be reduced if we cannot invest at an equal or higher rate. À Á Á â We invest in securities of foreign companies, which may involve significant risks. À Á Á â Our investment in a lender to the jewelry business, which comprises 12.1% of our assets, is subject to volatility in prices of gemstones/jewelry and the risk of fraud and counterfeiting. À Á Á â We may invest in àœunitrancheâ and àœcovenant-liteâ debt instruments, which have higher yields but entail greater risk. We may also be subject to the risks associated with investments in distressed issuers, hedging transactions and sector concentration.À Á The disposition of our investments may result in contingent liabilities. À Risks Related to our Operations as a BDC and a RIC À â Regulations governing our operation as a BDC may limit our ability to raise additional capital. À Á Á â We depend upon our management and investment teams and would be significantly affected by their loss. As an internally managed BDC, we may be restricted by the compensation to them that we may offer. À Á Á â Future tax reform legislation relating to BDCâ€™s may adversely affect our investments and our business. À Á Á â If a sufficient portion of our assets are not qualifying assets, we could fail to qualify as a BDC. We would be subject to corporate-level income tax if we did not qualify as a RIC or satisfy RIC distribution requirements. À 6 Á Á Risks Relating to an Investment in our Securities À â Investing in our securities may involve above average risk, and the market price of our shares fluctuates. Our shares have not traded at or above NAV since the first quarter of 2015. NAV per share may be diluted if we sell shares or convertible securities below NAV per share. À Á Á â Provisions of Delaware law and our charter documents could deter a takeover, depressing our share price. À Á Á â Our issuance of preferred stock could affect the volatility of our NAV and market value, and may give preferred stock holders rights adverse to common stock holders. Our credit facility places restrictions on our activities. À Á Á â We could be negatively affected if we become subject to any securities class actions and derivative lawsuits. À Risks Related to the Life Insurance and Annuities Business of NSG À âAssumptions regarding policyholder behavior may be incorrect, requiring NSG to increase its reserves. À âData underlying morbidity and mortality on which NSG relies may be insufficient, incorrect or incomplete, and public health crises may adversely impact NSGâ€™s business, financial condition or results of operations. À Risks Related to the Property & Casualty Insurance Business of NSG À âModels used by NSG to evaluate risk are subject to uncertainty, and losses may differ materially from estimates. À âNSGâ€™s expense reserves may be inadequate to cover losses. À âNSG is subject to unexpected changes in the interpretation of the coverage provisions of its policies. À âNSGâ€™s failure to accurately and timely pay claims could materially and adversely affect its business. À âThe property and casualty insurance business is historically cyclical in nature. À Risks Related to the Insurance Business Generally À âNSG relies on insurance retail agents and brokers, and its business is subject to intense competition. À âInsurance companies are subject to extensive regulation, and failure to satisfy regulatory requirements could subject NSG to operational restrictions or other sanctions. À âNSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform. Climate change could have a material adverse effect on NSGâ€™s business. À âPerformance of NSGâ€™s investment portfolio is subject to a variety of investment risks, including conditions in the capital markets and the U.S. economy generally. À âNSG will be required to increase its reserves if they are inadequate, adversely affecting its liquidity. À âEmployees of NSG or its third-party service providers may take excessive risks resulting in losses. À INVESTMENTS À We have built a diverse portfolio that includes senior secured first lien term loans, senior secured second lien term loans, equity, unitranche loans, senior secured first lien notes, subordinated notes, warrants and minority equity securities by investing approximately \$10 million to \$50 million of capital, on average, in the securities of portfolio companies. À 7 Á Á The following table shows the portfolio composition by industry grouping at fair value as of September 30, 2024 (dollars in thousands): À Á Fair ValueÀ Á PercentageÀ Á À Á À Á À Á Real EstateÀ \$50,162À Á 22.0% Services: BusinessÀ 46,706À Á 20.5À Services: ConsumerÀ 28,121À Á 12.3À Hotel, Gaming & LeisureÀ 24,253À Á 10.6À Construction & BuildingÀ 17,095À Á 7.5À High Tech IndustriesÀ 12,352À Á 5.5À AutomotiveÀ 12,316À Á 5.4À Metals & MiningÀ 12,161À Á 5.3À Media: Broadcasting & SubscriptionÀ 9,003À Á 4.0À Energy: Oil & GasÀ 4,333À Á 1.9À PackagingÀ 3,505À Á 1.5À Consumer DiscretionaryÀ 3,456À Á 1.5À Aerospace & DefenseÀ 2,827À Á 1.2À BankingÀ 1,525À Á 0.7À InsuranceÀ 101À Á 0.1À TotalÀ \$227,916À Á 100.0% À The following table shows the portfolio composition by industry grouping at fair value as of September 30, 2023 (dollars in thousands): À Á Fair ValueÀ Á PercentageÀ Á À Á À Á Services: BusinessÀ \$47,083À Á 20.7% Banking, Finance, Insurance & Real EstateÀ 43,755À Á 19.3À Hotel, Gaming & LeisureÀ 34,158À Á 15.1À Services: ConsumerÀ 18,292À Á 8.1À High Tech IndustriesÀ 15,472À Á 6.8À Construction & BuildingÀ 14,676À Á 6.5À Metals & MiningÀ 12,517À Á 5.5À Media: Broadcasting & SubscriptionÀ 11,665À Á 5.2À AutomotiveÀ 9,520À Á 4.2À Consumer DiscretionaryÀ 6,920À Á 3.1À Energy: Oil & GasÀ 5,384À Á 2.4À PackagingÀ 3,396À Á 1.5À Aerospace & DefenseÀ 2,645À Á 1.2À RetailÀ 978À Á 0.4À TotalÀ \$226,461À Á 100.0% À 8 Á Á The following table sets forth certain information as of September 30, 2024 for each portfolio company in which we had an investment. Other than these investments, our only formal relationship with our portfolio companies is the managerial assistance that we provide upon request and the board observer or participation rights we may receive in connection with our investment.À Á Name of Portfolio Company À Sector À Security Owned À Maturity À Interest Rate (1) À Par Amount/Shares/Units À Fair Value À % of Net Assets À Á Á À Á À Á À Á À Á À Á À Á All Around Roustabout, LLC À Energy: Oil & Gas À Senior Secured First Lien Term Loan C À 8/31/2026 À Á À \$ 350,000 À \$ 350,000 À Á 0.2 % Altisource S.A.R.L. À Services: Business À Senior Secured First Lien Term Loan B À 4/30/2025 À 5.00 % À 14,004,684 À Á 9,565,199 À Á 6.0 % Altisource S.A.R.L. À Services: Business À Warrants À 5/22/2027 À Á À 97,899 À Á 82,725 À Á 0.1 % Arcline FM Holdings, LLC À Aerospace & Defense À First Lien Term Loans À 6/23/2028 À 4.50 % À 2,658,987 À Á 2,660,649 À Á 1.7 % Black Angus Steakhouses, LLC À Hotel, Gaming & Leisure À Senior Secured First Lien Delayed Draw Term Loan À 1/31/2025 À 9.00 % À 1,013,584 À Á 751,207 À Á 0.5 % Black Angus Steakhouses, LLC À Hotel, Gaming & Leisure À Senior Secured First Lien Super Priority Delayed Draw Term Loan À 1/31/2025 À 9.00 % À 2,223,303 À Á 1,647,776 À Á 1.0 % Black Angus Steakhouses, LLC À Hotel, Gaming & Leisure À Senior Secured First Lien Term Loan À 1/31/2025 À 9.00 % À 15,090,314 À Á - À 0.0 % Blufox Mobile Services À Services: Consumer À Senior Secured First Lien Term Loan À 4/12/2028 À 9.50 % À 7,111,139 À Á 7,111,139 À Á 4.4 % Boostability Seotowncenter, Inc. À Services: Business À Equity À Á À Á À 833,152 À Á - À 0.0 % CB&L Associates Holdco I, LLC À Real Estate À First Lien Term Loans À 11/1/2025 À 2.75 % À 5,384,063 À Á 5,034,099 À Á 3.1 % Chimera Investment Corp. À Real Estate À Preferred Equity À Á À Á À 137,310 À Á 3,110,072 À Á 1.9 % Copper Property CTL Pass Through Trust À Real Estate À Equity À Á À Á À 637,795 À Á 7,664,893 À Á 4.8 % DirecTV Financing, LLC À Media: Broadcasting & Subscription À Senior Secured First Lien Term Loan À 8/2/2029 À 5.25 % À 932,500 À Á 916,764 À Á 0.6 % DirecTV Financing, LLC À Media: Broadcasting & Subscription À Senior Secured First Lien Term Loan À 8/2/2027 À 5.00 % À 3,639,523 À Á 3,639,523 À Á 2.3 % ECC Capital Corp. À Real Estate À Equity À Á À Á À 84,000,000 À Á 4,872,000 À Á 3.0 % ECC Capital Corp. À Real Estate À Senior Secured Promissory Note À 12/31/2031 À 5.00 % À 7,422,012 À Á 7,422,012 À Á 4.6 % Epic Y-Grade Services, LP À Energy: Oil & Gas À First Lien Term Loans À 6/30/2029 À 5.75 % À 4,000,000 À Á 3,982,500 À Á 2.5 % First Brands Group, LLC À Automotive À Senior Secured First Lien Term Loan À 3/30/2027 À 5.00 % À 3,879,397 À Á 3,830,905 À Á 2.4 % FlexFIN, LLC À Services: Business À Equity Interest À Á À Á À 36,683,045 À Á 36,683,045 À Á 22.9 % Franklin BSP Realty Trust, Inc. À Real Estate À Equity À Á À Á À 66,107 À Á 863,357 À Á 0.5 % FST HOLDINGS PARENT, LLC À High Tech Industries À Equity À Á À Á À 625,548 À Á 12,351,802 À Á 7.7 % Global Accessories Group, LLC À Consumer goods: Non-durable À Equity À Á À Á À 380 À Á - À 0.0 % Innovate Corp. À Construction & Building À Senior Secured Notes À 2/1/2026 À 8.50 % À 4,250,000 À Á 3,392,031 À Á 2.1 % Invesco Mortgage Capital, Inc. À Real Estate À Preferred Equity À Á À Á À 192,300 À Á 4,624,815 À Á 2.9 % JFL-NGS-WCS Partners, LLC À Construction & Building À Equity À Á À Á À 10,000,000 À Á 12,700,000 À Á 7.9 % Kemmerer Operations, LLC À Metals & Mining À Senior Secured First Lien Term Loan À 12/31/2028 À 5.00 % À 12,161,321 À Á 12,161,321 À Á 7.6 % LB NewHoldCo, LLC À Consumer Discretionary À Equity À Á À Á À 180,739 À Á 1,420,305 À Á 0.9 % À 9 À Name of Portfolio Company À Sector À Security Owned À Maturity À Interest Rate (1) À Par Amount/Shares/Units À Fair Value À % of Net Assets À Á Á À Á À Á À Á À Á À Á Lighting Science Group Corporation À Containers, Packaging & Glass À Warrants À Á À Á À 5,000,000 À Á - À 0.0 % Lucky Bucks, LLC À Consumer Discretionary À First Out Exit Term Loan À 10/2/2028 À 7.50 % À 684,370 À Á 684,370 À Á 0.4 % Lucky Bucks, LLC À Consumer Discretionary À Second Out Term Loan À 10/2/2029 À 7.50 % À 1,351,031 À Á 1,351,031 À Á 0.8 % McKissock Investment Holdings, LLC (dba Colibri) À Services: Consumer À Senior Secured First Lien Term Loan À 3/10/2029 À 5.00 % À 4,874,543 À Á 4,868,450 À Á 3.0 % MFA Financial, Inc. À Real Estate À Preferred Equity À Á À Á À 97,426 À Á 2,308,996 À Á 1.4 % Neptune Bidco US, Inc. À Media: Broadcasting & Subscription À First Lien Term Loans À 4/1/2029 À 5.00 % À 1,994,949 À Á 1,865,278 À Á 1.2 % New York Mortgage Trust, Inc. À Real Estate À Preferred Equity À Á À Á À 165,000 À Á 4,039,200 À Á 2.5 % NGS-WCS Group Holdings À Construction & Building À Senior Secured First Lien Term Loan B À 5/31/2030 À 4.75 % À 997,500 À Á 1,002,488 À Á 0.6 % NSG Captive, Inc. À Insurance À Equity À Á À Á À 100,000 À Á 101,000 À Á 0.1 % NVTN LLC À Hotel, Gaming & Leisure À Equity À Á À Á À 1,000 À Á - À 0.0 % NVTN LLC À Hotel, Gaming & Leisure À Senior Secured Revolving Note À 12/31/2026 À 7.00 % À 5,500,000 À Á 5,500,000 À Á 3.4 % NVTN LLC À Hotel, Gaming & Leisure À Senior Secured First Lien Term Loan B À 12/31/2026 À 0.00 % À 17,552,420 À Á 16,353,590 À Á 10.2 % NVTN LLC À Hotel, Gaming & Leisure À Senior Secured First Lien Term Loan C À 12/31/2026 À 12.00 % À 11,506,159 À Á - À 0.0 % PHH Mortgage Corp. À Real Estate À Senior Secured Notes À 3/15/2026 À 7.88 % À 7,686,000 À Á 7,661,981 À Á 4.8 % Point.360 À Services: Business À Senior Secured First Lien Term Loan À 7/8/2020 À 6.00 % À 2,777,366 À Á - À 0.0 % Power Stop LLC À Automotive À Senior Secured First Lien Term Loan À 1/26/2029 À 4.75 % À 8,838,431 À Á 8,484,894 À Á 5.3 % Secure Acquisition Inc. (dba Paragon Films) À Packaging À Senior Secured First Lien Term Loan À 12/16/2028 À 4.25 % À 3,509,670 À Á 3,505,283 À Á 2.2 % SS Acquisition, LLC (dba Soccer Shots Franchising) À Services: Consumer À Senior Secured First Lien Delayed Draw Term Loan À 12/30/2026 À 6.50 % À 3,200,000 À Á 3,200,000 À Á 2.0 % SS Acquisition, LLC (dba Soccer Shots Franchising) À Services: Consumer À Senior Secured First Lien Term Loan À 12/30/2026 À 6.50 % À 6,666,667 À Á 6,666,667 À Á 4.2 % Stancor (dba Industrial Flow Solutions Holdings, LLC) À Services: Business À Equity À Á À Á À 358,867 À Á 375,105 À Á 0.2 % Staples, Inc. À Services: Consumer À First Lien Term Loans À 9/1/2029 À 5.75 % À 4,000,000 À Á 3,632,500 À Á 2.3 % Tamarix Capital Partners II, L.P. À Banking À Fund Investment À Á À Á À - À 1,524,911 À Á 1.0 % Thryv Holdings, Inc. À Media: Broadcasting & Subscription À Senior Secured First Lien Term Loan À 5/1/2029 À 6.75 % À 2,550,000 À Á 2,581,875 À Á 1.6 % Velocity Pooling Vehicle, LLC À Automotive À Equity À Á À Á À 5,441 À Á - À 0.0 % Velocity Pooling Vehicle, LLC À Automotive À Warrants À 3/30/2028 À Á À 6,506 À Á - À 0.0 % Wingman Holdings, Inc. À Aerospace & Defense À Equity À Á À Á À 350 À Á 166,795 À Á 0.1 % XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) À Services: Consumer À First Out Delayed Draw Term Loan À 10/16/2028 À 3.50 % À 32,366 À Á 32,123 À Á 0.0 % XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) À Services: Consumer À First Out Term Loan À 10/16/2028 À 3.50 % À 646,390 À Á 641,542 À Á 0.4 % XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) À Services: Consumer À Last Out Delayed Draw Term Loan À 10/16/2028 À 11.75 % À 140,082 À Á 137,630 À Á 0.1 % XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) À Services: Consumer À Last Out Term Loan À 10/16/2028 À 11.75 % À 1,863,568 À Á 1,830,956 À Á 1.1 % À (1) All interest is payable in cash and/or PIK, and all SOFR or LIBOR represents 1 Month, 3 Month or 6 Month respective rates unless otherwise indicated. For each debt investment, we have provided the current spread over index interest rate as of September 30, 2024. À 10 Á Á As of September 30, 2024, our income-bearing investment portfolio, which represented 84.5% of our total portfolio, had a weighted average yield based upon cost of our portfolio investments of approximately 12.3% and 57.9% of our income-bearing investment portfolio bore interest based on floating rates, such SOFR or LIBOR, 17.0% of our income-bearing investment portfolio bore interest at fixed rates, and 25.1% of our income-bearing investment portfolio are income-producing equity investments. As of September 30, 2023, our income-bearing investment portfolio, which represented 88.2% of our total portfolio, had a weighted average yield based upon cost of our portfolio investments of approximately 13.3% and 59.5% of our income-bearing investment portfolio bore interest based on floating rates, such LIBOR or SOFR, 13.9% of our

oil-bearing investment portfolio bore interest at fixed rates, and 26.6% of our income-bearing investment portfolio bore equity investments. The weighted average yield on our total portfolio does not represent the total return to our stockholders. The weighted average yield on income producing investments is computed based upon a combination of the cash flows to date and the contractual interest payments, principal amortization and fee notes due at maturity without giving effect to closing fees received, base management fees, incentive fees or general fund related expenses. For each floating rate loan, the projected fixed-rate equivalent coupon rate used to forecast the interest cash flows was calculated by adding the interest rate spread specified in the relevant loan document to the fixed-rate equivalent floating rate, duration-matched to the specific loan, adjusted by the floating rate floor and/or cap in place on that loan.

Overview of Portfolio Companies

Set forth below is a brief description of the business of our portfolio companies as of September 30, 2024:

Portfolio Company – Brief Description of Portfolio Company All Around Roustabout, LLC

All Around Roustabout LLC (d/b/a AAR) provides field support services to oil and gas independent producers, drilling companies and midstream companies in the Denver-Julesburg A Basin and Permian Basin. AAR builds, repairs, modifies and maintains oil and gas production equipment, sites, wells and pipelines. A Altisource S.A.R.L. A Altisource operates as an integrated service provider and marketplace for the real estate and mortgage industries. It provides property preservation and inspection services, payment management technologies, and a vendor management oversight software-as-a-service (SaaS) platform. A Arcline FM Holdings, LLC A Arcline FM Holdings, LLC (d/b/a Fairbanks Morse Defense) is a provider of propulsion systems, ancillary power, motors, and controllers for the US Navy and Coast Guard, and provides necessary parts and maintenance, repair and overhaul (MRO) services to its long lived installed base of equipment. A Black Angus Steakhouses, LLC A Black Angus Steakhouses, LLC, founded in 1964 and headquartered in Los Altos, CA, operates restaurants across six states including California, Arizona, Alaska, New Mexico, Washington, and Hawaii. A Bluflox Mobile, LLC A Bluflox Mobile, LLC, founded in 2018 and headquartered in Plainview, NY, is the largest retailer for Comcast Corporation's consumer brand, Xfinity. The Company provides Comcast's mobile phone, internet, cable television, home voice communications, and home security to residential customers across the U.S. (primarily the East Coast, TX, and FL). A Boostability Seotowncenter, Inc. A Seotowncenter, Inc. is a tech-enabled business services company that delivers white label search engine optimization and local search and digital campaign fulfillment to the small and midsize business market. A CB&L Associates Holdco I, LLC A CBL owns, develops, acquires, leases, manages, and operates regional shopping malls, open-air and mixed-use centers, outlet centers, associated centers, community centers, office and other properties. Properties are in 24 states, primarily in the southeastern and midwestern United States. A Chimera Investment Corp. A Chimera Investment Corp. is an internally managed REIT that is primarily engaged in the business of investing in a diversified portfolio of mortgage assets, including residential mortgage loans, Agency residential mortgage-backed securities (RMBS), Non-Agency RMBS, Agency commercial mortgage-backed securities (CMBS), and other real estate-related assets. A Portfolio Company – Brief Description of Portfolio Company Copper Property CTL Pass Through Trust

Copper Property CTL Pass Through Trust was established to acquire 160 retail properties and 6 warehouse distribution centers (the Properties) from J.C. Penney as part of its Chapter 11 plan of reorganization. The Trust's operations consist solely of owning, leasing and selling the Properties. A DirectTV Financing, LLC A DirectTV Financing, LLC offers digital entertainment services in the United States using satellite and IP-based technologies as well as streaming options that do not require either satellite or wired IP services. The Company's customer base primarily consists of residential customers. A ECC Capital Corp. A ECC Capital Corporation, formed in 2004, is a specialty finance and asset management company that currently manages a portfolio of nonconforming, runoff residential mortgage assets and owns the associated mortgage servicing rights. A Epic Y-Grade Services, LP A Epic Y-Grade Services, LP is a fully integrated natural gas liquids (NGL) system consisting of ~1,100 miles of y-grade, ethane, propane, normal butane, isobutane, and natural gasoline pipelines, and fractionation facilities providing product supply to petrochemical companies, refineries, and export markets across the Texas Gulf Coast from Corpus Christi to Sweeny, TX. A First Brands Group, LLC A First Brands Group, LLC is an automotive aftermarket platform offering comprehensive solutions for consumable maintenance and mission-critical repair parts under a portfolio of brands. A FlexFin, LLC A FlexFin operates an asset-based lending business under which it enters into secured loans and secured financing structures with borrowers engaged in the gemstone/jewelry industry. A Franklin BSP Realty Trust, Inc. A Franklin BSP Realty Trust, Inc. is a real estate finance company that primarily originates, acquires and manages a diversified portfolio of commercial real estate debt investments secured by properties located within and outside the United States. A FST Holdings Parent, LLC A FST is a privately held provider of diversified technical services to the semiconductor / microelectronics, life sciences, data center, government, and higher-education industries. A Global Accessories Group, LLC A Global Accessories Group, LLC, headquartered in New York City, designs, manufactures, and sells custom-themed jewelry and accessory collections. These collections are tailored to leading retailers in the specialty, department store, off-price and juniors markets. A Innovate Corp. A Innovate Corp. is a diversified holding company that has a portfolio of subsidiaries in a variety of operating segments, infrastructure, life sciences, and broadcasting. A Portfolio Company – Brief Description of Portfolio Company Invesco Mortgage Capital, Inc. A Invesco Mortgage Capital Inc. is a Maryland corporation primarily focused on investing in, financing and managing mortgage-backed securities (MBS) and other mortgage-related assets. A JFL-NGS-WCS Partners, LLC NGS-WCS Group Holdings A JFL-NGS-WCS Partners, LLC and NGS-WCS Group Holdings were formed in November 2020 when NorthStar Group Services, a provider of environmental remediation and deconstruction services, merged with Waste Control Specialists, a leading provider of hazardous and radioactive waste disposal, storage, and treatment for commercial and government customers. A Kemmerer Operations, LLC A Kemmerer Operations, LLC, location in Wyoming, is a producer of high-value thermal coal and surface-mined coal. A Lighting Science Group Corporation A Lighting Science Group Corporation (LSG) is a light emitting diode (LED) lighting technology company. LSG designs, develops and markets general illumination products that exclusively use LEDs as their light source. LSG's product portfolio includes LED-based retrofit lamps (replacement bulbs) used in existing light fixtures as well as purpose-built LED-based luminaires (light fixtures). A Lucky Bucks, LLC LB NewHoldCo, LLC A Lucky Bucks, LLC and LB NewHoldCo, LLC owns and operates digital gaming terminals, or Coin Operated Amusement Machines, in the state Georgia. A McKissick Investment Holdings, LLC (dba Colibri) A Colibri is a provider of career lifecycle management for mandatory professional education solutions across various end markets including Financial & Accounting Services, Real Estate, Healthcare, Valuation & Property Services and Teaching. A MFA Financial, Inc. A MFA Financial, Inc. is an internally-managed REIT primarily engaged in investing in residential mortgage assets, with a focus on residential whole loans, residential mortgage securities, and mortgage servicing rights-related assets. A Neptune Bidco US Inc. (dba Nielsen) A Nielsen, founded in 1923, is a global provider of audience measurement, and data and analytics to programmers, content creators and distributors, and advertisers. Nielsen's audience estimates are one of the primary metrics used to determine the value of programming and advertising in the U.S. television advertising marketplace. A New York Mortgage Trust, Inc. A NY Mortgage Trust is a REIT that acquires, invests in, finances and manages mortgage-related single-family and multi-family residential assets in the U.S. A NSG Captive Inc. A NSG Captive Inc. is an Alabama protected cell captive insurance company and is the ultimate controlling party of National Security Group, Inc. (NSG). NSG is a nationwide underwriter of life, accident, and health insurance. In addition, NSG is a specialty underwriter of property and casualty insurance throughout the southeast, other than Florida and Louisiana. A NVTN LLC A NVTN LLC (d/b/a Dick's Last Resort), established in 1985 and headquartered in Nashville, TN, is a restaurant concept with locations throughout the U.S., mostly in budget friendly tourist destinations. NVTN LLC has developed an identifiable brand for its high-energy, unique themed restaurant concept that targets tourists and business travelers in high foot traffic locations. A PHH Mortgage Corp. A PHH Mortgage Corp. services and originates forward and reverse mortgage loans. The Company has been servicing mortgages since 1988 and commenced origination of forward mortgage loans in 2012 and reverse mortgage loans in 2013. A Portfolio Company – Brief Description of Portfolio Company Point360

Point360, headquartered in Los Angeles, CA is a full-service content management company with several facilities strategically located throughout Los Angeles supporting all aspects of postproduction. A Power Stop LLC A Power Stop LLC manufactures and distributes braking systems for cars, trucks, SUVs, performance vehicles, and severe duty trucks and tows. The Company offers brake kits, caliper kits, brake pads, brake rotors, calipers, brake shoes, and pad wear sensors. It provides products through a network of distributors in Europe, North America, South America, the Middle East, and Africa; and online retailers. A Secure Acquisition Inc. (dba Paragon Films) A Paragon Films, Inc. manufactures and supplies stretch film products to customers in various industries in the United States, Canada, Mexico, South America, and internationally. A SS Acquisition, LLC (dba Soccer Shots Franchising) A Soccer Shots Franchising is a franchised-based system operating in the U.S. and Canada that provides children's enrichment programs with a unique emphasis on social, cognitive, and linguistic skill through soccer. A Stancor (dba Industrial Flow Solutions Holdings, LLC) A Stancor, founded in 1985 and based out of Monroe, CT, is a designer and manufacturer of electric submersible pumps, control, accessories, and parts. A Staples, Inc. A Staples is a B2B distributor of office supplies in North America and provider of e-commerce via Staples.com. A Tamarix Capital Partners II, L.P. A Tamarix Capital Partners II, L.P. is a licensed SBIC formed to generate attractive-risk adjusted returns by making debt and preferred equity investments in United States-based, lower middle market companies operating across a broad cross-section of industries and sectors. A Thrivy Holdings, Inc. A Thrivy Holdings, Inc. is a provider of print and digital marketing solutions to small and medium sized businesses and SaaS end-to-end customer experience tools. A Velocity Pooling Vehicle, LLC A Velocity Pooling Vehicle, LLC, headquartered in Coppell, TX, is a manufacturer, distributor and retailer of branded aftermarket products for the powersports industry. The Company's brands include Vance & Hines, Kuryakyn, Mustang, Performance Machine, and others. A Wingman Holdings, Inc. A Wingman Holdings, Inc. (f/k/a Crow Precision Components, LLC) is a Fort Worth, TX based forger of aluminum and steel used for mission critical aircraft components, among other end markets. A XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) A SMC Roofing is a residential re-roofing platform that focuses on the insurance-driven weather damage market, specifically hail and windstorm damage. A Payment of Our Expenses

Since January 1, 2021, we are internally managed and do not pay any external investment advisory fees, but instead directly incur the operating costs associated with employing professionals and staff. We bear all costs and expenses of our operations and transactions, including, but not limited to those related to:

- A our organization and continued corporate existence;
- A calculating our net asset value (NAV) (including the cost and expenses of any independent valuation firms);
- A expenses, including travel expense, incurred by our professionals or payable to third parties performing due diligence on prospective portfolio companies, monitoring our investments and, if necessary, enforcing our rights;
- A interest payable on debt incurred to finance our investments;
- A the costs of all offerings of common shares and other securities;
- A operating costs associated with employing investment professionals and other staff;
- A distributions on our shares;
- A administration fees payable under our administration agreement;
- A custodial fees related to our assets;
- A amounts payable to third parties relating to, or associated with, making investments;
- A transfer agent and custodial fees;
- A all registration and listing fees;
- A U.S. federal, state and local taxes;
- A independent directors' fees and expenses;
- A costs of preparing and filing reports or other documents with the SEC or other regulators;
- A the costs of any reports, proxy statements or other notices to our stockholders, including printing costs;
- A our fiduciary bond;
- A the operating lease of our office space;
- A directors and officers/errors and omissions liability insurance, and any other insurance premiums;
- A indemnification payments; and
- A direct costs and expenses of administration, including audit and legal costs.

Administration Agreement

In connection with the adoption by the board of directors of an internalized management structure, on November 19, 2020, the Company entered into a Fund Accounting Servicing Agreement and an Administration Servicing Agreement on customary terms with U.S. Bancorp. A U.S. Bancorp affiliate also served as the Company's custodian. The Company's administrative and custodial relationship with U.S. Bancorp terminated on August 9, 2022. SS&C has since served as administrator of the Company and has provided us with fund accounting and financial reporting services pursuant to its Services Agreement with the Company. Effective September 12, 2022, Computershare serves as custodian for the Company pursuant to its Loan Administration and Custodial Agreement with the Company. For the years ended September 30, 2024, 2023 and 2022, we incurred \$0.3 million, \$0.3 million and \$0.3 million in administrator expenses, respectively.

Internalized Management Structure

On November 18, 2020, the board of directors approved adoption of an internalized management structure effective January 1, 2021. To lead the internalized management team, the board appointed David Lorber, who had served as an independent director of the Company since April 2019, as Chief Executive Officer and Ellida McMillan, who previously served as Chief Financial Officer and Chief Operating Officer of Alcentra Capital Corporation, a NASDAQ-traded BDC, from April 2017 until it merged into Crescent Capital BDC, Inc. in February 2020, as Chief Financial Officer of the Company, each effective January 1, 2021. Mr. Lorber is paid an annual base salary of \$530,000, and Ms. McMillan is paid an annual base salary of \$350,000, and each is eligible for one or more discretionary cash bonuses.

The internalized management team is responsible for the day-to-day management and operations of the Company, under the oversight of the board. The internalized management team presently consists of 3 investment professionals and 6 employees/consultants overall. The Company retained ACA Group, the successor to Alaric Compliance Services, LLC, whose officer serves as the Company's Chief Compliance Officer. As discussed above, the Company has also entered into a services agreement on customary terms with SS&C, which serves as the Company's administrator, as well as a loan administration and custodial agreement on customary terms with Computershare, who serves as our primary custodian.

REGULATION A General

We have elected to be regulated as a BDC under the 1940 Act. The 1940 Act contains prohibitions and restrictions relating to transactions between BDCs and their affiliates, principal underwriters and affiliates of those affiliates or underwriters and requires that a majority of the directors be persons other than "interested persons," as that term is defined in the 1940 Act. In addition, the 1940 Act provides that we may not change the nature of our business so as to cease to be, or to withdraw our election as, a BDC unless approved by a majority of our outstanding voting securities. As a BDC, we are required to meet an asset coverage ratio, reflecting the value of our total assets to our total senior securities, which include all of our borrowings and any preferred stock we may issue in the future, of at least 200%. However, in March 2018, the Small Business Credit Availability Act (the "SBCA") modified the 1940 Act by allowing a BDC to increase the maximum amount of leverage it may incur from 200% to 150%, if certain requirements are met. Under the 1940 Act, we are allowed to increase our leverage capacity if stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Act allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective on the one-year anniversary of such approval. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage. The Company has not sought stockholder or independent director approval to reduce its asset coverage ratio to 150%. On March 23, 2018, the SBCA was signed into law and, among other things, instructs the SEC to issue rules or amendments to rules allowing BDCs to use the same registration, offering and communication processes that are available to operating companies. The rules and amendments specified by the SBCA became self-implementing on March 24, 2019. On April 8,

1940 Act; and $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ —satisfies any of the following: $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ — has a market capitalization of less than \$250 million or does not have any class of securities listed on a national securities exchange; $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ — is controlled by a BDC or a group of companies including a BDC, the BDC actually exercises a controlling influence over the management or policies of the eligible portfolio company, and, as a result thereof, the BDC has an affiliated person who is a director of the eligible portfolio company; or $\text{\AA}$ $\text{\AA}$ $\text{\AA}$ — is a small and solvent company having total assets of not more than \$4 million and capital and surplus of not less than \$2 million. $\text{\AA}$ (2) Securities of an eligible portfolio company purchased from any person in a private transaction if there is no ready market for such securities and we already own 60% of the outstanding equity of the eligible portfolio company. $\text{\AA}$ (3) Securities received in exchange for or distributed on or with respect to securities described above, or pursuant to the exercise of warrants or rights relating to such securities. $\text{\AA}$ (4) Securities of any eligible portfolio company which we control. $\text{\AA}$ (5) Securities purchased in a private transaction from a U.S. issuer that is not an investment company or from an affiliated person of the issuer, or in transactions incident thereto, if the issuer is in bankruptcy and subject to reorganization or if the issuer, immediately prior to the purchase of its securities was unable to meet its obligations as they came due without material assistance other than conventional lending or financing arrangements. $\text{\AA}$ (6) Cash, cash equivalents, U.S. Government securities or high-quality debt securities maturing in one year or less from the time of investment. $\text{\AA}$ The regulations defining and interpreting qualifying assets may change over time. We may adjust our investment focus needed to comply with and/or take advantage of any regulatory, legislative, administrative or judicial actions in this area. $\text{\AA}$ Managerial Assistance to Portfolio Companies $\text{\AA}$ A BDC must have been organized and have its principal place of business in the United States and must be operated for the purpose of making investments in the types of securities described in $\text{\AA}$ Regulation $\text{\AA}$ ” Qualifying Assets $\text{\AA}$ above. However, in order to count portfolio securities as qualifying assets for the purpose of the 70% requirement, the BDC generally must either control the issuer of the securities or must offer to make available to the issuer of the securities significant managerial assistance. Where the BDC purchases such securities in conjunction with one or more other persons acting together, the BDC will satisfy this test if one of the other persons in the group makes available such managerial assistance. Making available managerial assistance means, among other things, any arrangement whereby the BDC, through its directors, officers or employees, offers to provide, and, if accepted, does so provide, significant guidance and counsel concerning the management, operations or business objectives and policies of a portfolio company. $\text{\AA}$ 17 $\text{\AA}$ Temporary Investments $\text{\AA}$ Pending investment in other types of $\text{\AA}$ qualifying assets $\text{\AA}$, as described above, our investments may consist of cash, cash equivalents, U.S. Government securities or high-quality debt securities maturing in one year or less from the time of investment, which we refer to, collectively, as temporary investments, so that 70% of our assets are qualifying assets. Typically, we will invest in highly rated commercial paper, U.S. Government agency notes, U.S. Treasury bills or in repurchase agreements relating to such securities that are fully collateralized by cash or securities issued by the U.S. Government or its agencies. A repurchase agreement involves the purchase by an investor, such as us, of a specified security and the simultaneous agreement by the seller to repurchase it at an agreed-upon future date and at a price which is greater than the purchase price by an amount that reflects an agreed-upon interest rate. There is no percentage restriction on the proportion of our assets that may be invested in such repurchase agreements. However, certain diversification tests that must be met in order to qualify as a RIC for U.S. federal income tax purposes will typically require us to limit the amount we invest with any one counterparty. We will monitor the creditworthiness of the counterparties with which we enter into repurchase agreement transactions. $\text{\AA}$ Senior Securities $\text{\AA}$ We are permitted, under specified conditions, to issue multiple classes of indebtedness and one class of stock senior to our common stock if our asset coverage, as defined in the 1940 Act, is at least equal to 200% (or 150% if certain requirements are met) immediately after each such issuance. In addition, while any preferred stock or publicly traded debt securities are outstanding, we may be prohibited from making distributions to our stockholders or the repurchasing of such securities or shares unless we meet the applicable asset coverage ratios at the time of the distribution or repurchase. We may also borrow amounts up to 5% of the value of our total assets for temporary or emergency purposes without regard to asset coverage. For a discussion of the risks associated with leverage, see $\text{\AA}$ Item 1A. Risk Factors $\text{\AA}$ ”Risks Related to our Business $\text{\AA}$ ”Because we use borrowed funds to make investments or fund our business operations, we are exposed to risks typically associated with leverage which increase the risk of investing in us. $\text{\AA}$ $\text{\AA}$ Code of Ethics $\text{\AA}$ We have adopted a code of ethics pursuant to Rule 17j-1 under the 1940 Act that establishes procedures for personal investments and restricts certain personal securities transactions. Personnel subject to each code may invest in securities for their personal investment accounts, including securities that may be purchased or held by us, so long as such investments are made in accordance with the code $\text{\AA}$ ”s requirements. The code of ethics is available at our website, www.phenixfc.com, and is available on the EDGAR Database on the SEC $\text{\AA}$ ”s Internet site at <http://www.sec.gov>. $\text{\AA}$ 18 $\text{\AA}$ Privacy Policy $\text{\AA}$ We are committed to maintaining the privacy of stockholders and to safeguarding our non-public personal information. The following information is provided to help you understand what personal information we collect, how we protect that information and why, in certain cases, we may share information with select other parties. $\text{\AA}$ Generally, we do not receive any non-public personal information relating to our stockholders, although certain non-public personal information of our stockholders may become available to us. We do not disclose any non-public personal information about our stockholders or former stockholders to anyone, except as permitted by law or as is necessary in order to service stockholder accounts (for example, to a transfer agent or third party administrator). $\text{\AA}$ We restrict access to non-public personal information about our stockholders to our employees with a legitimate business need for the information. We maintain physical, electronic and procedural safeguards designed to protect the non-public personal information of our stockholders. $\text{\AA}$ Proxy Voting Policies and Procedures $\text{\AA}$ Our Proxy Voting Policies and Procedures are set forth below. The guidelines are reviewed periodically by management and our independent directors, and, accordingly, are subject to change. $\text{\AA}$ Proxy Policies $\text{\AA}$ Our proxy voting decisions are made by our investment professionals, who review on a case-by-case basis each proposal submitted to a shareholder vote to determine its impact on the portfolio securities held by the Company. Although the Company generally votes against proposals that may have a negative impact on our portfolio securities, we may vote for such a proposal if there exists compelling long-term reasons to do so. We generally do not believe it is necessary to engage the services of an independent third party to assist in issue analysis and vote recommendation for proxy proposals. Under certain circumstances and when deemed in the best interests of shareholders, the Company may, in the discretion of its officers, refrain from exercising its proxy voting right for a particular decision. $\text{\AA}$ To ensure that our vote is not the product of a conflict of interest, we require that: (i) anyone involved in the decision making process disclose to our Chief Compliance Officer any potential conflict that he or she is aware of and any contact that he or she has had with any interested party regarding a proxy vote; and (ii) employees involved in the decision making process or vote administration are prohibited from revealing how we intend to vote on a proposal in order to reduce any attempted influence from interested parties, unless such employee has received pre-approval from our Chief Compliance Officer. $\text{\AA}$ Proxy Voting Records $\text{\AA}$ You may obtain information about how we voted proxies by making a written request for proxy voting information to: $\text{\AA}$ Chief Compliance Officer PhenixFIN Corporation 445 Park Avenue, 10th Floor New York, NY 10022 $\text{\AA}$ Other $\text{\AA}$ Under the 1940 Act, we are not generally able to issue and sell our common stock at a price below NAV per share. We may, however, issue and sell our common stock, at a price below the current NAV of the common stock, or issue and sell warrants, options or rights to acquire such common stock, at a price below the current NAV of the common stock if our board of directors determines that such sale is in our best interest and in the best interests of our stockholders, and our stockholders have approved our policy and practice of making such sales within the preceding 12 months. In any such case, the price at which our securities are to be issued and sold may not be less than a price which, in the determination of our board of directors, closely approximates the market value of such securities. However, we currently do not have the requisite stockholder approval, nor do we have any current plans to seek stockholder approval, to sell or issue shares of our common stock at a price below NAV per share. $\text{\AA}$ 19 $\text{\AA}$ In addition, at our 2012 Annual Meeting of Stockholders we received approval from our stockholders to authorize us, with the approval of our board of directors, to issue securities to, subscribe to, convert to, or purchase shares of the Company $\text{\AA}$ ”s common stock in one or more offerings, subject to certain conditions as set forth in the proxy statement. Such authorization has no expiration. $\text{\AA}$ We expect to be periodically examined by the SEC for compliance with the 1940 Act. $\text{\AA}$ We are required to provide and maintain a bond issued by a reputable fidelity insurance company to protect us against larceny and embezzlement. Furthermore, as a BDC, we are prohibited from protecting any director or officer against any liability to us or our stockholders arising from willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such person $\text{\AA}$ ”s office. $\text{\AA}$ We adopted written policies and procedures reasonably designed to prevent violation of the federal securities laws, and will review these policies and procedures annually for their adequacy and the effectiveness of their implementation. We have designated a Chief Compliance Officer to be responsible for administering the policies and procedures. $\text{\AA}$ Election to Be Taxed as a RIC $\text{\AA}$ We have elected and intend to qualify annually to be treated as a RIC under Subchapter M of the Code. As a RIC, we generally will not be subject to corporate-level U.S. federal income taxes on any net ordinary income or capital gains that we timely distribute to our stockholders as dividends. To qualify as a RIC, we must, among other things, meet certain source-of-income and asset diversification requirements (as described below). In addition, we must distribute to our stockholders, for each taxable year, at least 90% of our $\text{\AA}$ investment company taxable income $\text{\AA}$, which is generally our net ordinary income plus the excess of realized net short-term capital gains over realized net long-term capital losses (the $\text{\AA}$ Distribution Requirement $\text{\AA}$). $\text{\AA}$ Taxation as a RIC $\text{\AA}$ As a RIC, if we satisfy the Distribution Requirement, we will not be subject to U.S. federal income tax on the portion of our investment company taxable income and net capital gain, defined as net long-term capital gains in excess of net short-term capital losses, we timely distribute to stockholders. We will be subject to U.S. federal income tax at regular corporate rates on any net income or net capital gain not distributed to our stockholders. $\text{\AA}$ We will be subject to a nondeductible U.S. federal excise tax of 4% on undistributed income if we do not distribute at least the sum of 98% of our ordinary income in any calendar year, 98.2% of our capital gain net income for each one-year period ending on October 31 of such year, and any income and capital gain net income that we recognized in preceding years, but were not distributed during such years, and on which we did not pay U.S. federal income tax. Depending on the level of investment company taxable income ($\text{\AA}$ ECTI $\text{\AA}$) earned in a tax year and the amount of net capital gains recognized in such tax year, we may choose to carry forward ICTI in excess of current year dividend distributions into the next tax year. In order to eliminate our liability for income tax, and to the extent necessary to maintain our qualification as a RIC, any such carryover ICTI and net capital gains must be distributed before the end of that next tax year through a dividend declared prior to the 15th day of the 9th month after the close of the taxable year in which such ICTI was generated. To the extent that we determine that our estimated current year annual taxable income will be in excess of estimated current year dividend distributions for U.S. federal excise tax purposes, we accrue U.S. federal excise tax, if any, on estimated excess taxable income as taxable income is earned. On December 13, 2024, the Company identified that it did not distribute at least 90% of its investment company taxable income for the tax year ended September 30, 2023. The Company filed Form 8927 on December 16, 2024 notifying the IRS. $\text{\AA}$ In order to qualify as a RIC for U.S. federal income tax purposes, we must, among other things: $\text{\AA}$ $\text{\AA}$ — qualify to be treated as a BDC under the 1940 Act at all times during each taxable year; $\text{\AA}$ $\text{\AA}$ — derive in each taxable year at least 90% of our gross income from dividends, interest, payments with respect to certain securities loans, gains from the sale of stock or other securities, or other income derived with respect to our business of investing in such stock or securities, and net income derived from interests in $\text{\AA}$ equalized publicly traded partnerships $\text{\AA}$ (generally, partnerships that are traded on an established securities market or tradable on a secondary market, other than partnerships that could qualify as RICs if such partnerships were domestic corporations) (the $\text{\AA}$ 90% Income Test $\text{\AA}$); and $\text{\AA}$ 20 $\text{\AA}$ $\text{\AA}$ — diversify our holdings so that at the end of each quarter of the taxable year: $\text{\AA}$ $\text{\AA}$ — at least 50% of the value of our assets consists of cash, cash equivalents, U.S. government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer; and $\text{\AA}$ $\text{\AA}$ — no more than 25% of the value of our assets is invested in the securities, other than U.S. government securities or securities of other RICs, of one issuer or of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or in the securities of one or more qualified publicly traded partnerships (the $\text{\AA}$ Diversification Tests $\text{\AA}$). $\text{\AA}$ We may invest in partnerships, including qualified publicly traded partnerships, which may result in our being subject to state, local or foreign income and franchise or withholding liabilities. $\text{\AA}$ Any underwriting fees paid by us are not deductible. We may be required to recognize taxable income in circumstances in which we do not receive cash. For example, if we hold debt obligations that are treated under applicable tax rules as having original issue discount (such as debt instruments with PIK interest or, in certain cases, with increasing interest rates or issued with warrants), we must include in income each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by us in the same taxable year. Because any original issue discount accrued will be included in our investment company taxable income for the year of accrual, we may be required to make a distribution to our stockholders in order to satisfy the Distribution Requirement, even though we will not have received any corresponding cash amount. $\text{\AA}$ Although we do not presently expect to do so, we are authorized to borrow funds and to sell assets in order to satisfy the Distribution Requirement. However, under the 1940 Act, we are not permitted to make distributions to our stockholders while our debt obligations and other senior securities are outstanding unless certain $\text{\AA}$ asset coverage $\text{\AA}$ tests are met. See $\text{\AA}$ Business $\text{\AA}$ ” Regulation $\text{\AA}$ ” Senior Securities $\text{\AA}$. Moreover, our ability to dispose of assets to satisfy the Distribution Requirement may be limited by (1) the illiquid nature of our portfolio and/or (2) other requirements relating to our qualification as a RIC, including the Diversification Tests. If we dispose of assets in order to meet the Distribution Requirement or avoid the imposition of excise tax, we may make such dispositions at times that, from an investment standpoint, are not advantageous. $\text{\AA}$ Some of the income and fees that we may recognize will not count towards satisfaction of the 90% Income Test. In order to ensure that such income and fees do not disqualify us as a RIC for a failure to satisfy the 90% Income Test, we may be required to recognize such income and fees indirectly through one or more entities treated as corporations for U.S. federal income tax purposes. Such corporations will be required to pay corporate level U.S. federal income tax on their earnings, which ultimately will reduce our return on such income and fees. $\text{\AA}$ Failure to Qualify as a RIC $\text{\AA}$ If we were unable to continue to qualify for treatment as a RIC, we would be subject to U.S. federal income tax on all of our taxable income at regular corporate rates. We would not be able to deduct distributions to stockholders, nor would they be required to be made. Distributions, including distributions of net long-term capital gain, would generally be taxable to our stockholders as ordinary dividend income to the extent of our current and accumulated earnings and profits. Subject to certain limitations under the Code, corporate distributees would be eligible for the dividends received deduction. Distributions in excess of our current and accumulated earnings and profits would be treated first as a return of capital to the extent of the stockholder $\text{\AA}$ ”s tax basis in their shares of the RIC, and any distributions in excess of tax basis would be treated as a capital gain. If we fail to qualify as a RIC for a period greater than two taxable years, to qualify as a RIC in a subsequent year we may be subject to regular corporate level U.S. federal income tax on any net built-in gains with respect to certain of our assets (i.e., the excess of the aggregate gains, including items of income, over aggregate losses that would have been realized with respect to such assets if we had been liquidated) that we elect to recognize on requalification or when recognized over the next five years. $\text{\AA}$ 21 $\text{\AA}$ Company Investments $\text{\AA}$ Certain of our investment practices are subject to special and complex U.S. federal income tax provisions that may, among other things, (1) disallow, suspend or otherwise limit the allowance of certain losses or deductions, including the dividends received deduction, (2) convert lower taxed long-term capital gains and qualified dividend income into higher taxed short-term capital gains or ordinary income, (3) convert ordinary loss or a deduction into capital loss (the deductibility of which is more limited), (4) cause us to recognize income or gain without a corresponding receipt of cash, (5) adversely affect the time as to when a purchase or sale of stock or securities is deemed to occur, (6) adversely alter the characterization of certain complex financial transactions and (7) produce income that will not qualify as good income for purposes of the 90% Income Test described above. We will monitor our transactions and may make certain tax elections and may be required to borrow money or dispose of securities to mitigate the effect of these rules and prevent disqualification as a RIC. $\text{\AA}$ Investments we make in securities issued at a discount or providing for deferred interest or payment of interest in kind are subject to special tax rules that may affect the amount, timing and character of distributions to stockholders. For example, if we hold debt obligations that are treated under applicable tax rules as having original issue discount (such as debt instruments with PIK interest or, in certain cases, with increasing interest rates or issued with warrants), we will generally be required to accrue daily as income a portion of the discount and to distribute such income each year to avoid U.S. federal income and excise taxes. Since in certain circumstances we may recognize income before or without receiving cash representing such income, we may have difficulty making distributions in the amounts necessary to satisfy the requirements for maintaining RIC tax treatment and for avoiding U.S. federal income and excise taxes. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to obtain cash from other sources, we may fail to qualify for tax treatment as a RIC and thereby be subject to corporate-level U.S. federal income tax. $\text{\AA}$ Gain or loss realized by us from warrants acquired by us as well as any loss attributable to the lapse of such warrants generally will be treated as capital gain or loss. Such gain or loss generally will be long term or short term, depending on how long we held a particular warrant. $\text{\AA}$ In the event we invest in foreign securities, we may be subject to

withholding and other foreign taxes with respect to those securities. In that case, our yield on those securities would be decreased. We do not expect to satisfy the requirements necessary to pass through to our stockholders their share of the foreign taxes paid by us. A If we purchase shares in a passive foreign investment company (a PFIC (a PFIC)), we may be subject to U.S. federal income tax on a portion of any excess distribution or gain from the disposition of such shares even if such income is distributed as a taxable dividend by us to our stockholders. Additional charges in the nature of interest may be imposed on us in respect of deferred taxes arising from such distributions or gains. If we invest in a PFIC and elect to treat the PFIC as a qualified electing fund (a QEF) under the Code (a QEF), in lieu of the foregoing requirements, we will be required to include in income each year a portion of the ordinary earnings and net capital gain of the QEF, even if such income is not distributed to us. Alternatively, we may be able to elect to mark-to-market at the end of each taxable year our shares in certain PFICs; in this case, we will recognize as ordinary income any increase in the value of such shares, and as ordinary loss any decrease in such value to the extent it does not exceed prior increases included in income. Under either election, we may be required to recognize in a year income in excess of our distributions from PFICs and our proceeds from dispositions of PFIC stock during that year, and such income will nevertheless be subject to the Distribution Requirement and will be taken into account for purposes of the 4% U.S. federal excise tax described above. A Income inclusions from a QEF will be good income for purposes of the 90% Income Test provided that they are derived in connection with our business of investing in stocks and securities or the QEF distributes such income to us in the same taxable year in which the income is included in our income. A 22 A Item 1A. Risk FactorsA Before you invest in our securities, you should be aware of various risks, including those described below. You should carefully consider these risk factors, together with all of the other information included in this Form 10-K, before you decide whether to make an investment in our securities. The risks set out below are not the only risks we face. The risks described below, as well as additional risks and uncertainties presently unknown by us or currently not deemed significant could negatively affect our business, financial condition and results of operations. In such case, our NAV and the trading price of our common stock or other securities could decline, and you may lose all or part of your investment.A RISK RELATING TO OUR BUSINESS AND STRUCTUREA Certain Risks in the Current EnvironmentA We are currently operating in a period of capital markets disruptions and economic uncertainty. Such market conditions may materially and adversely affect the yields, and increase the risks of, our investments in portfolio companies, and make it more difficult for us to raise equity capital should we choose to do so.A From time to time, capital markets may experience periods of disruption and instability. The U.S. economy, as well as other major economies, may experience a recession, and we anticipate our businesses would be materially and adversely affected by a prolonged recession in the United States and other major markets. Disruptions in the capital markets have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. Any recession or future significant market events or disruptions (e.g. pandemics, war, natural disasters or terrorist activities) could have an adverse impact on the ability of lenders to originate loans, the volume and type of loans originated, the ability of borrowers to make payments and the volume and type of amendments and waivers granted to borrowers and remedial actions taken in the event of a borrower default, each of which could negatively impact the amount and quality of loans available for investment by the Company and returns to the Company, among other things. Recession, pandemics and other future market disruptions and/or illiquidity could have an adverse effect on our business, financial condition, results of operations and cash flows. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could limit our investment originations, limit our ability to grow and have a material negative impact on our operating results and the fair values of our debt and equity investments. We may have to access, if available, alternative markets for debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions or uncertainty regarding U.S. government spending and deficit levels or other global economic conditions could have a material adverse effect on our business, financial condition and results of operations.A For example, between 2008 and 2009, the U.S. and global capital markets were unstable as evidenced by periodic disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular.A Equity capital may be difficult to raise during periods of adverse or volatile market conditions because, subject to some limited exceptions, as a BDC, we are generally not able to issue additional shares of our common stock at a price less than NAV without first obtaining approval for such issuance from our stockholders and our independent directors. Volatility and dislocation in the capital markets can also create a challenging environment in which to raise or access debt capital. The current market and future market conditions similar to those experienced from 2008 through 2009 for any substantial length of time could make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms and any failure to do so could have a material adverse effect on our business. The debt capital that will be available to us in the future, if at all, may be at a higher cost and on less favorable terms and conditions than what we currently experience, including being at a higher cost in a rising interest rate environment. If any of these conditions appear, they may have an adverse effect on our business, financial condition, and results of operations. These events could limit our investment originations, limit our ability to increase returns to equity holders through the effective use of leverage, and negatively impact our operating results.A 23 A In addition, significant changes or volatility in the capital markets may also have a negative effect on the valuations of our investments. While most of our investments are not publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through its maturity). Significant changes in the capital markets may also affect the pace of our investment activity and the potential for liquidity events involving our investments. Thus, the illiquidity of our investments may make it difficult for us to sell our investments to access capital if required, and as a result, we could realize significantly less than the value at which we have recorded our investments if we were required to sell them for liquidity purposes. An inability to raise or access capital could have a material adverse effect on our business, financial condition or results of operations.A Governmental authorities worldwide have taken increased measures to stabilize the markets and support economic growth. The success of these measures is unknown and they may not be sufficient to address the market dislocations or avert severe and prolonged reductions in economic activity.A Events outside of our control, including terrorist attacks, acts of war, natural disasters or public health crises, could negatively affect the portfolio companies in which we invest and make the valuation of those investments more uncertain.A Periods of market volatility have occurred and could continue to occur in response to pandemics or other events outside of our control, including terrorist attacks, acts of war, natural disasters, public health crises or similar events. These types of events have adversely affected and could continue to adversely affect operating results for us and for our portfolio companies.A The large-scale invasion of Ukraine by Russia in February 2022 resulted in sanctions and market disruptions, including declines in regional and global stock markets, unusual volatility in global commodity markets and significant devaluations of Russian currency. The extent and duration of the military action are impossible to predict but could be significant. Market disruption caused by the Russian military action, and any counter measures or responses thereto (including international sanctions, a downgrade in a countrys credit rating, purchasing and financing restrictions, boycotts, tariffs, changes in consumer or purchaser preferences, cyberattacks and espionage) could continue to have severe adverse impacts on regional and/or global securities and commodities markets, including markets for oil and natural gas. These impacts may include reduced market liquidity, distress in credit markets, further disruption of global supply chains, increased risk of inflation, and limited access to investments in certain international markets and/or issuers. In addition, the current conflict in the Middle East and terrorist acts may cause significant volatility in the markets and/or market disruptions.A 24 A The extent and duration of these military actions, conflicts and resulting market disruptions are impossible to predict, but have been and could continue to be substantial, and any such market disruptions could affect our portfolio companies operations. As a result, our portfolio investments could decline in value or our valuation of them could become uncertain.A We have evaluated subsequent events from September 30, 2024 through the filing date of this annual report on Form 10-K. However, as the discussion in Item 7. Managements Discussion and Analysis of Financial Condition and Results of Operations relates to the Companys financial statements for the annual period ended September 30, 2024, the analysis contained herein may not fully account for market event impacts. As of September 30, 2024, the Company valued its portfolio investments in conformity with U.S. generally accepted accounting principles (GAAP) based on the facts and circumstances known by the Company at that time, or reasonably expected to be known at that time. Due to the overall volatility that market events may have caused during the months following our most recent valuation (as of September 30, 2024), any valuations conducted now or in the future in conformity with U.S. GAAP could result in a lower fair value of our portfolio.A Rising interest rates may increase our borrowing costs and reduce the net return that we are able to achieve on debt investments in portfolio companies, and may also increase the risk of default on our portfolio company loans.A In 2023, the Federal Reserve raised short-term interest rates. Additional interest rate increases may come. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may detract from our performance to the extent we are exposed to such interest rates and/or volatility. In periods of rising interest rates, such as the current interest rate environment, to the extent we borrow money subject to a floating interest rate, our cost of funds would increase, which could reduce our net investment income. Further, rising interest rates could also adversely affect our performance if such increases cause our borrowing costs to rise at a rate in excess of the rate that our investments yield. Further, rising interest rates could also adversely affect our performance if we hold investments with floating interest rates, subject to specified minimum interest rates (such as a SOFR floor), while at the same time engaging in borrowings subject to floating interest rates not subject to such minimums. In such a scenario, rising interest rates may increase our interest expense, even though our interest income from investments is not increasing in a corresponding manner as a result of such minimum interest rates.A 24 A If general interest rates rise, there is a risk that the portfolio companies in which we hold floating rate securities will be unable to pay escalating interest amounts, which could result in a default under their loan documents with us. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. In addition, rising interest rates may increase pressure on us to provide fixed rate loans to our portfolio companies, which could adversely affect our net investment income, as increases in our cost of borrowed funds would not be accompanied by increased interest income from such fixed-rate investments.A A Further downgrades of the U.S. credit rating, automatic spending cuts, or another government shutdown could negatively impact our cost of borrowing and the net return on our investments.A U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns, or a recession in the United States. Although U.S. lawmakers passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the United States. The impact of this or any further downgrades to the U.S. governments sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. Absent further quantitative easing by the Federal Reserve, these developments could cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. If our borrowing costs were to rise on account of these factors, and we were unable to raise the rates of return on our portfolio company debt, our net return on investments would decline.A Economic recessions or downturns could impair our portfolio companies, increase our funding costs and limit our access to capital.A Many of our portfolio companies may be susceptible to economic slowdowns or recessions and may be unable to repay our debt investments during these periods. In the past, instability in the global capital markets resulted in disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major domestic and international financial institutions. In particular, in past periods of instability, the financial services sector was negatively impacted by significant write-offs as the value of the assets held by financial firms declined, impairing their capital positions and abilities to lend and invest. In addition, continued uncertainty between the United States and other countries, including China and Russia, with respect to trade policies, treaties, and tariffs, among other factors, have caused disruption in the global markets. There can be no assurance that market conditions will not worsen in the future.A In an economic downturn, we may have non-performing assets or non-performing assets may increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may also decrease the value of any collateral securing our loans. A severe recession may further decrease the value of such collateral and result in losses of value in our portfolio and a decrease in our revenues, net income, assets and net worth. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us on terms we deem acceptable. These events could prevent us from increasing investments and harm our operating results.A A The occurrence of recessionary conditions and/or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our investments, and our ongoing operations, costs and profitability. Any such unfavorable economic conditions, including rising interest rates, may also increase our funding costs, limit our access to capital markets or negatively impact our ability to obtain financing, particularly from the debt markets. In addition, any future financial market uncertainty could lead to financial market disruptions and could further impact our ability to obtain financing. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results and financial condition.A 25 A Risks Related to Our BusinessA As a result of our internalized operating structure, including our internalized management and investment functions, we may incur significant costs and face significant risks associated with being self-managed, including adverse effects on our business and financial condition.A Effective January 1, 2021, we operate under an internalized operating structure, including our management and investment functions. There can be no assurances that our internalized operating structure will be beneficial to us and our stockholders, as we may not be able to effectively replicate the services previously provided to us by our former investment adviser and administrator.A While we no longer bear the costs of the various fees and expenses we previously paid under the investment management and administration agreements with our previous adviser and administrator, we have other significant direct expenses. These include general and administrative costs, legal, accounting and other governance expenses and costs and expenses related to managing our portfolio. We also incur the compensation and benefits costs of our officers and other employees and consultants. In addition, we may be subject to potential liabilities commonly faced by employers, such as workers disability and compensation claims, potential labor disputes and other employee-related liabilities and grievances.A All of these factors could have a material adverse effect on our results of operations, financial condition, and ability to pay distributions.A As an internally managed BDC, we are dependent upon our management team and other professionals, and if we are not able to hire and retain qualified personnel, we will not realize the benefits of an internally managed BDC.A Our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and professionals. We may experience difficulty identifying, engaging and retaining management, investment and general and administrative personnel with the necessary expertise and credit-related investment experience. As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which could limit our ability to attract and retain talented investment management professionals.A If we are unable to attract and retain highly talented professionals for the internal management of our Company, we will not realize the benefits of an internally managed BDC, and the results of our operation could deteriorate.A We may suffer credit and capital losses.A Making private debt and private equity investments is highly speculative and involves a high degree of risk of credit and capital loss, and therefore an investment in our securities may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during an economic recession, such as the economic recession or downturn that the United States and many other countries have recently experienced or are experiencing.A Because we use borrowed funds to make investments or fund our business operations, we are exposed to risks typically associated with leverage which increase the risk of investing in us.A We have borrowed funds, including through the issuance of \$57.5 million in aggregate principal amount of 5.25% unsecured notes due November 1, 2028 (the Notes or the 2028 Notes) to leverage our capital structure, which is generally considered a speculative investment technique. In addition, on December 15, 2022, the Company entered into a 3-year \$50.0 million revolving credit facility (the Credit Facility) with Woodforest Bank, N.A. (Woodforest), Valley National Bank, and Axiom Bank, (collectively, the Lenders), which was amended on February 21, 2024 to increase the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. On August 5, 2024 (the Second Amendment Effective Date), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the Second Amendment). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged. As a result:A our common stock may be exposed to an increased risk of loss because a decrease in the value of our investments may have a greater negative impact on the value of our common stock than if we did not

use leverage; Â 26 Â Â Â — if we do not appropriately match the assets and liabilities of our business, adverse changes in interest rates could reduce or eliminate the incremental income we make with the proceeds of any leverage; Â Â — our ability to pay distributions on our common stock may be restricted if our asset coverage ratio with respect to each of our outstanding senior securities representing indebtedness and our outstanding preferred shares, as defined by the 1940 Act, is not at least 200% and any amounts used to service indebtedness or preferred stock would not be available for such distributions; Â Â — any credit facility to which we became a party may be subject to periodic renewal by our lenders, whose continued participation cannot be guaranteed; Â Â — any credit facility to which we became a party may contain covenants restricting our operating flexibility; Â Â — we, and indirectly our stockholders, bear the cost of issuing and paying interest or dividends on such securities; and Â Â — any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common shares. Â Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue debt securities or preferred stock and/or borrow money from banks and other financial institutions, which we collectively refer to as “senior securities”, only in amounts such that our asset coverage ratio equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after each issuance of senior securities.Â For a discussion of the terms of the Notes, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition, Liquidity and Capital Resources.”Â As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.Â The lack of liquidity in our investments may adversely affect our business.Â We anticipate that our investments generally will be made in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.Â A substantial portion of our portfolio investments will be recorded at fair value as determined in good faith by our valuation designee under the oversight of our board of directors and, as a result, there may be uncertainty regarding the value of our portfolio investments.Â The debt and equity securities in which we invest for which market quotations are not readily available will be valued at fair value as determined in good faith by our Chief Financial Officer, the Company’s valuation designee, under the oversight of our board of directors. Most of our investments (other than cash and cash equivalents) will be classified as Level 3 under Accounting Standards Codification Topic 820 - Fair Value Measurements and Disclosures. This means that our portfolio valuations will be based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. We expect that inputs into the determination of fair value of our portfolio investments will require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information. We have retained the services of independent valuation firms to review the valuation of various loans and securities. The types of factors that we may take into account in determining the fair value of our investments generally include, as appropriate, comparison to publicly traded securities including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company’s ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these loans and securities existed. Our NAV could be adversely affected if our determinations regarding the fair value of our investments were materially higher or lower than the values that we ultimately realize upon the disposal of such loans and securities.Â 27 Â Â We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.Â We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. We also have not adopted any policy restricting the percentage of our assets that may be invested in a single portfolio company. To the extent that we assume large positions in the securities of a small number of issuers, our NAV may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market’s assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements under Subchapter M of the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies. (Note our significant investment in our affiliate FlexFIN “see Risks Related to our Investments).Â We are exposed to risks associated with changes in interest rates.Â Interest rate fluctuations may have a substantial negative impact on our investments, the value of our common stock and our rate of return on invested capital. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on our net interest income. Further increases in interest rates could decrease the value of any investments we hold which earn fixed interest rates and also could increase our interest expense, thereby decreasing our net income. Also, an increase in interest rates available to investors could make investment in our common stock less attractive if we are not able to increase our dividend rate, which could reduce the value of our common stock.Â Loans under our Credit Facility and the financial credit we extend to our portfolio companies bear interest based on SOFR, but experience with SOFR based loans is limited.Â Loans under our current Credit Facility bear interest at a rate based upon the Secured Overnight Financing Rate (SOFR) published by the Federal Reserve Bank of New York. Also, the secured terms loans that we make to our portfolio companies and the secured notes of our portfolio companies in which we invest bear interest at SOFR based rates. Previously, our credit facilities and our debt investments in portfolio companies bore interest at U.S. dollar London Interbank Overnight (USD LIBOR) rates.Â SOFR is considered to be a risk-free rate, and USD LIBOR was a risk weighted rate. Thus, SOFR tends to be a lower rate than USD LIBOR, because SOFR does not contain a risk component. This difference may negatively impact our net interest margin of our investments. Also, the use of SOFR based rates is relatively new, and experience with SOFR based rate loans is limited. There could be unanticipated difficulties or disruptions with the calculation and publication of SOFR based rates. This could result in increased borrowing costs for the Company or could adversely impact the interest income we receive from our portfolio companies or the market value of the financial obligations that are due to us from our portfolio companies.Â 28 Â Â Because we use debt to finance various investments, changes in interest rates will affect our cost of capital and net investment income.Â Because we borrow money to make certain investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use our existing debt to finance our investments. In periods of rising interest rates, such as the current period we are in, our cost of funds will increase to the extent we access any credit facility with a floating interest rate, which could reduce our net investment income to the extent any debt investments have fixed interest rates. We expect that our long-term fixed-rate investments will be financed primarily with issuances of equity and long-term debt securities. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.Â You should also be aware that, to the extent we make floating debt investments, a rise in the general level of interest rates typically leads to higher interest rates applicable to our debt investments.Â If our investments are not managed effectively, we may be unable to achieve our investment objective.Â Our ability to achieve our investment objective will depend on our ability to manage our business, which will depend on the internalized management team. Accomplishing this result is largely a function of the internalized management team’s ability to provide quality and efficient services to us. They may also be required to provide managerial assistance to our portfolio companies. These demands on their time may distract them or slow our rate of investment. Any failure to manage our business effectively could have a material adverse effect on our business, financial condition and results of operations.Â We may experience fluctuations in our periodic operating results.Â We could experience fluctuations in our periodic operating results due to a number of factors, including the interest rates payable on the debt securities we acquire, the default rate on such securities, the performance of our portfolio companies, the level of our expenses (including the interest rates payable on our borrowings), the dividend rates payable on preferred stock we issue, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.Â Any failure on our part to maintain our status as a BDC could reduce our operating flexibility.Â If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more onerous regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility.Â We may have difficulty paying required distributions if we recognize income before or without receiving cash representing such income.Â For U.S. federal income tax purposes, we may include in income certain amounts that we have not yet received in cash, such as original issue discount, which may arise if we receive warrants in connection with the making of a loan or possibly in other circumstances, such as PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such original issue discount, which could be significant relative to our overall investment activities, or increases in loan balances as a result of PIK arrangements are included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we do not receive in cash.Â 29 Â Â Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the tax requirement to distribute at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to maintain our tax treatment as a RIC. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to raise cash from other sources, we may fail to qualify and maintain our tax treatment as a RIC and thus become subject to corporate-level U.S. federal income tax. See “Taxation as a RIC” and “Failure to Qualify as a RIC.”Â We may not be able to pay distributions to our shareholders.Â We cannot assure that we will achieve investment results that will allow us to pay cash distributions. Our ability to pay distributions might be adversely affected by, among other things, the impact of one or more of the risk factors described herein. In addition, the inability to satisfy the asset coverage test applicable to us as a BDC could limit our ability to pay distributions. As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act. All distributions will be paid at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our RIC tax treatment, compliance with applicable BDC regulations, and such other factors as our board of directors may deem relevant from time to time. We cannot assure you that we will pay distributions to our stockholders in the future.Â The highly competitive market in which we operate may limit our investment opportunities.Â A number of entities compete with us to make the types of investments that we make. We compete with other BDCs and investment funds (including public and private funds, commercial and investment banks, commercial financing companies, SBICs and, to the extent they provide an alternative form of financing, private equity funds). Additionally, because competition for investment opportunities generally has increased among alternative investment vehicles, such as hedge funds, those entities have begun to invest in areas in which they have not traditionally invested. As a result of these new entrants, competition for investment opportunities has intensified in recent years and may intensify further in the future. Some of our existing and potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions and valuation requirements that the 1940 Act imposes on us as a BDC and the tax consequences of qualifying as a RIC. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this existing and potentially increasing competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.Â We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors make loans with interest rates that are comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors’ pricing, terms and structure. If we match our competitors’ pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss. A significant part of our competitive advantage stems from the fact that the market for investments in mid-sized companies is underserved by traditional commercial banks and other financial institutions. A significant increase in the number and/or size of our competitors in this target market could force us to accept less attractive investment terms. Furthermore, many of our competitors have greater experience operating under the regulatory restrictions of the 1940 Act and under an internalized management structure.Â In the event we make distributions, we would need additional capital to finance our growth and such capital may not be available on favorable terms or at all.Â We have elected and intend to qualify annually to be taxed for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. As a RIC, we must meet certain requirements, including source-of-income, asset diversification and distribution requirements in order to not have to pay corporate-level U.S. on income we distribute to our stockholders as distributions, which allows us to substantially reduce or eliminate our corporate-level U.S. federal income tax liability. As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) at the time we issue any debt or preferred stock. This requirement limits the amount of our leverage. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or issuing preferred stock and require us to raise additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. In addition, as a BDC, we are generally not permitted to issue common stock priced below NAV without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our NAV could decline.Â 30 Â Â Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.Â Our board of directors has the authority to modify or waive certain of our operating policies and strategies (including our investment objective) without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results or value of our stock. Nevertheless, the effects could adversely affect our business and impact our ability to make distributions and cause you to lose all or part of your investment.Â Â Because we borrow money, the potential for loss on amounts invested in us will be magnified and may increase the risk of investing in us.Â Borrowings, also known as leverage, magnify the potential for loss on invested equity capital. If we use leverage to partially finance our investments, which we have done historically, you will experience increased risks of investing in our securities. We issued the Notes, entered into the Credit Facility, and may issue other debt securities or enter into other types of borrowing arrangements in the future. If the value of our assets decreases, leveraging would cause our NAV to decline more sharply than it otherwise would have had we not leveraged. Similarly, any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock distributions or scheduled debt payments. Leverage is generally considered a speculative investment technique and we only intend to use leverage if expected returns will exceed the cost of borrowing.Â As of September 30, 2024, there was \$137.2 million of outstanding borrowings. The weighted average interest rate charged on our borrowings as of September 30, 2024 was 6.3% (exclusive of debt issuance costs). We will need to generate sufficient cash flow to make these required interest payments. If we are unable to meet the financial obligations under the Notes, the holders thereof will have the right to declare the principal amount and accrued and unpaid interest on the outstanding Notes to be due and payable immediately. If we are unable to meet the financial obligations under the Credit Facility or any other credit facility we enter into, the lenders thereunder would likely have a superior claim to our assets over our stockholders.Â Â We are dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay distributions.Â Our business is dependent on our and third parties’ communications and information systems. Any failure or interruption of those systems, including as a result of the

termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

- natural disasters such as earthquakes, tornadoes, hurricanes;
- disease pandemics (such as the COVID-19 outbreak);
- events arising from local or larger scale political or social matters, including terrorist acts; and
- cyber-attacks.

 These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay distributions to our stockholders. A failure of cybersecurity systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively. The occurrence of a disaster, such as a cyber-attack against us, certain of our portfolio companies, or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our ability to communicate or conduct business (including the business of certain portfolio companies), negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data. We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering, malware and computer virus attacks, or system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation. Third parties with which we do business and certain of our portfolio companies may also be sources of cybersecurity or other technological risks. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as customer, counterparty, employee and borrower information. Cybersecurity failures or breaches our service providers (including, but not limited to, accountants, custodians, transfer agents and administrators), and the issuers of securities in which we invest, also have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with our ability to calculate its net asset value, impediments to trading, the inability of our stockholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputation damages, reimbursement of other compensation costs, or additional compliance costs. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure or destruction of data, or other cybersecurity incidents, with increased costs and other consequences, including those described above. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future. Privacy and information security laws and regulation changes, and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, we may be required to expend significant additional resources to modify our protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. We currently do not maintain insurance coverage relating to cybersecurity risks, and we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are not fully insured.

Risks Related to Our Investments We may not realize gains from our equity investments. When we make a debt investment, we may acquire warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. Our equity investments may not appreciate in value and, in fact, may decline significantly in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience. Our investments are very risky and highly speculative. We have invested materially in senior secured first lien term loans and senior secured second lien term loans issued by private companies. Senior Secured Loans There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies. Equity Investments When we invest in senior secured first lien term loans or senior secured second lien term loans, we may receive warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. The warrants or equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrants or equity interests, and any gains that we do realize on the disposition of any warrants or equity interests may not be sufficient to offset any other losses we experience. In addition, investing in private companies involves a number of significant risks. See below. Our investments in private portfolio companies may be risky, and you could lose all or part of your investment below. Our investments in private portfolio companies may be risky, and you could lose all or part of your investment. Investments in private companies involve a number of significant risks. Generally, little public information exists about these companies, and we are required to rely on the ability of our investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Private companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. In addition, they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, private companies are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Private companies also generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, our executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from our investments in these types of companies. We have invested in secured debt issued by our portfolio companies. In the case of our senior secured first lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks equally with the debt securities in which we invest. With respect to our senior secured second lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks above or equally with the debt securities in which we invest. In the case of debt ranking above the senior secured second lien term loans in which we invest, we would be subordinate to such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company and therefore the holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company. Additionally, certain loans that we make to portfolio companies may be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the loan obligations secured by the second priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any. The rights we may have with respect to the collateral securing the loans we make to our portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of senior debt. Under such an intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: (1) the ability to cause the commencement of enforcement proceedings against the collateral; (2) the ability to control the conduct of such proceedings; (3) the approval of amendments to collateral documents; (4) releases of liens on the collateral; and (5) waivers of past defaults under collateral documents. We may not have the ability to control or direct such actions, even if our rights are adversely affected. Our portfolio companies may prepay loans, which prepayment may reduce stated yields if capital returned cannot be invested in transactions with equal or greater expected yields. Our loans to portfolio companies are prepayable at any time, and most of them at no premium to par. It is uncertain as to when each loan may be prepaid. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that allow such company the ability to replace existing financing with less expensive capital. As market conditions change frequently, it is unknown when, and if, this may be possible for each portfolio company. In the case of some of these loans, having the loan prepaid early may reduce the achievable yield for us below the stated yield to maturity contained herein if the capital returned cannot be invested in transactions with equal or greater expected yields. Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio and our ability to make follow-on investments in certain portfolio companies may be restricted. Following an initial investment in a portfolio company, provided that there are no restrictions imposed by the 1940 Act, we may make additional investments in that portfolio company as follow-on investments in order to: (1) increase or maintain in whole or in part our equity ownership percentage; (2) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (3) attempt to preserve or enhance the value of our initial investment. We have the discretion to make any follow-on investments, subject to the availability of capital resources. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Our failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make such follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, because we are inhibited by compliance with BDC requirements or because we might lose our RIC tax treatment. We also may be restricted from making follow-on investments in certain portfolio companies to the extent that affiliates of ours hold interests in such companies. As of September 30, 2024, 12.1% of our total assets were invested in FlexFIN, our affiliate's asset-based lending business. This significant exposure subjects our Company to various risks associated with such business (which are identified below) to a much greater extent than companies not similarly concentrated. Client borrowers, particularly with respect to asset-based lending activities, may lack the operating history, cash flows or balance sheet necessary to support other financing options and may expose us to additional risk. A portion of our loan portfolio consists, through FlexFIN, of asset-based lending involving gemstones. Some of these products arise out of relationships with clients who lack the operating history, cash flows or balance sheet necessary to qualify for other financing options. This could increase our risk of loss. 12.1% of the Company's total assets (as of September 30, 2024) are invested in our affiliate's asset-based lending business and its activities are influenced by volatility in prices of gemstones and jewelry. Our affiliate's asset-based lending business is impacted by volatility in gemstone and jewelry prices. Among the factors that can impact the price of gemstones and jewelry are supply and demand of gemstones; political, economic, and global financial events; movement of the U.S. dollar versus other currencies; and the activity of large speculators and other participants. A significant decline in market prices of gemstones could result in reduced collateral value and losses, (i.e., a lower balance of asset-based loans outstanding for the Company's affiliate). The gemstones and jewelry business is subject to the risk of fraud and counterfeiting. The gemstones business is exposed to the risk of loss as a result of fraud in its various forms. We seek to minimize our exposure to fraud through a number of means, including third-party authentication and verification and the establishment of procedures designed to detect fraud. However, there can be no assurance that we will be successful in preventing or identifying fraud, or in obtaining redress in the event such fraud is detected. We may be subject to risks associated with our investments in unitranche loans. Unitranche loans provide leverage levels comparable to a combination of first lien and second lien or subordinated loans, and may rank junior to other debt instruments issued by the portfolio company. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a heightened risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. From the perspective of a lender, in addition to making a single loan, a unitranche loan may allow the lender to choose to participate in the first out of a series of tranches, which will generally receive priority with respect to payments of principal, interest and any other amounts due, or to choose to participate only in the last out of a series of tranches, which is generally paid only after the first out of a series of tranches is paid. We may participate in the first out of a series of tranches or the last out of a series of tranches of unitranche loans and make single unitranche loans, and we may suffer losses on such loans if the borrower is unable to make required payments when due. Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants. A significant number of high yield loans in the market, may consist of covenant-lite loans, or Covenant-Lite Loans. A significant portion of the loans in which we may invest or get exposure to through our investments may be deemed to be Covenant-Lite Loans. Such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Ownership of Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants. As a BDC, our ability to invest in public companies and foreign companies is limited by the 1940 Act. To maintain our tax treatment as a BDC, we are not permitted to acquire any assets other than qualifying assets specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Subject to certain exceptions for follow-on investments and distressed companies, an investment in an issuer that has outstanding securities listed on a national securities exchange may be treated as qualifying assets only if such issuer has a market capitalization that is less than \$250 million at the time of such investment. In addition, we may invest up to 30% of our portfolio in opportunistic investments which will be intended to diversify or complement the remainder of our portfolio and to enhance our returns to stockholders. These investments may include private equity investments, securities of public companies that are broadly traded and securities of non-U.S. companies. We expect that these public companies generally will have debt securities that are non-investment grade. Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments. A portion of our investments may be in securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility. Although it is anticipated that most of our investments will be denominated in U.S. dollars, our investments that are denominated in a foreign currency will be subject to the risk that the value of a particular currency may change in relation to the U.S. dollar. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk or, that if we do, such strategies will be effective. As a result, a change in

currency exchange rates may adversely affect our profitability.Â Â Hedging transactions may expose us to additional risks.Â Â We may engage in currency or interest rate hedging transactions. If we engage in hedging transactions, we may expose ourselves to risks associated with such transactions. We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transaction may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.Â Â While we may enter into transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek or be able to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations.Â Â 36 Â Â The disposition of our investments may result in contingent liabilities.Â Â We currently expect that a significant portion of our investments will involve lending directly to private companies. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.Â Â If we invest in the securities and obligations of distressed and bankrupt issuers, we might not receive interest or other payments.Â Â We may invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer of those obligations might not make any interest or other payments. We may not realize gains from our equity investments.Â Â 37 Â Â We are subject to risks associated with significant investments in one or more economic sectors and/or industries, including the business services sector, which includes our investment in our affiliateâ€™s asset-based lending business.Â Â At times, the Company may have a significant portion of its assets invested in securities of companies conducting business within one or more economic sectors and/or industries, including the Services: Business sector, which includes our investment in an asset-based lending business and the insurance sector. Companies in the same sector or industry may be similarly affected by economic, regulatory, political or market events or conditions, which may make the Company more vulnerable to unfavorable developments in that sector or industry than companies that invest more broadly. Generally, the more broadly the Company invests, the more it spreads risk and potentially reduces the risks of loss and volatility.Â Â As of September 30, 2024, investments in our affiliateâ€™s asset-based lending business constituted 12.1% of our total assets. See above, under Item 1A for risk factors related to our investment in that business. See â€œSubsequent Eventsâ€ for a discussion of our investment in an insurance business.Â Â Risks Related to Our Operations as a BDC and a RIC

Regulations governing our operation as a BDC may limit our ability to, and the way in which we raise additional capital, which could have a material adverse impact on our liquidity, financial condition and results of operations.Â Â Our business requires a substantial amount of capital to operate and grow. We may acquire additional capital from the issuance of senior securities (including debt and preferred stock), the issuance of additional shares of our common stock or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. Additionally, we may only issue senior securities up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after such issuance or incurrence. If our assets decline in value and we fail to satisfy this test, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales or repayment may be disadvantageous, which could have a material adverse impact on our liquidity, financial condition and results of operations. As of September 30, 2024, the Companyâ€™s asset coverage was 216.8% after giving effect to leverage and therefore the Companyâ€™s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.Â Â 37 Â Â Changes in the laws or regulations governing our business, or changes in the interpretations thereof, and any failure by us to comply with these laws or regulations, could have a material adverse effect on our business, results of operations or financial condition.Â Â Changes in the laws or regulations or the interpretations of the laws and regulations that govern BDCs, RICs or non-depository commercial lenders could significantly affect our operations and our cost of doing business. We are subject to federal, state and local laws and regulations and are subject to judicial and administrative decisions that affect our operations, including our loan originations, maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, we may have to incur significant expenses in order to comply, or we might have to restrict our operations. In addition, if we do not comply with applicable laws, regulations and decisions, we may lose licenses needed for the conduct of our business and may be subject to civil fines and criminal penalties.Â Â As an internally managed BDC, we are subject to certain restrictions that may adversely affect our ability to offer certain compensation structures.Â Â As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which limits our ability to attract and retain talented investment management professionals. As such, these limitations could inhibit our ability to grow, pursue our business plan and attract and retain professional talent, any or all of which may have a negative impact on our business, financial condition and results of operations.Â Â As an internally managed BDC, we are dependent upon our management team and investment professionals for their time availability and for our future success, and if we are not able to hire and retain qualified personnel, or if we lose key members of our senior management team, our ability to implement our business strategy could be significantly harmed.Â Â As an internally managed BDC, our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and investment professionals. We depend upon the members of our management and our investment professionals for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships on which we rely to implement our business plan. If we lose the services of key members of our senior management team, we may not be able to operate the business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer. We believe our future success will depend, in part, on our ability to identify, attract and retain sufficient numbers of highly skilled employees. If we do not succeed in identifying, attracting and retaining such personnel, we may not be able to operate our business as we expect. As an internally managed BDC, our compensation structure is determined and set by our Board of Directors and its Compensation Committee. This structure currently includes salary, bonus and incentive compensation. We are subject to limitations by the 1940 Act on our ability to employ an incentive compensation structure that directly ties performance of our investment portfolio and results of operations to incentive compensation. Members of our senior management team may receive offers of more flexible and attractive compensation arrangements from other companies, particularly from investment advisers to externally managed BDCs that are not subject to the same limitations on incentive-based compensation that we are subject to as an internally managed BDC. A departure by one or more members of our senior management team could have a negative impact on our business, financial condition and results of operations.Â Â We cannot predict how tax reform legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.Â Â Legislative or other actions relating to taxes could have a negative effect on us, our investments, or our stockholders. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. We cannot predict with certainty how any changes in the tax laws might affect us, our stockholders, or our portfolio investments. New legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our stockholders of such qualification, or could have other adverse consequences. Stockholders are urged to consult with their tax advisors regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.Â Â 38 Â Â Legislation that became effective in 2018 may allow the Company to incur additional leverage, which could increase the risk of investing in the Company.Â Â The 1940 Act generally prohibits the Company from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, in March 2018, the SBCA was signed into law, which included various changes to regulations under the federal securities laws that impact BDCs. The SBCA included changes to the 1940 Act to allow BDCs to decrease their asset coverage requirement from 200% to 150%, if certain requirements are met. Under the 1940 Act, the Company is allowed to increase its leverage capacity if our stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Acts allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such proposal. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.Â Â Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect the Companyâ€™s ability to pay common stock dividends, scheduled debt payments or other payments related to our securities.Â Â If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.Â Â As a BDC, we may not acquire any assets other than â€œqualifying assetsâ€ unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See â€œRegulationâ€. Our intent is that a substantial portion of the investments that we acquire will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could be found to be in violation of the 1940 Act provisions applicable to BDCs and possibly lose our tax treatment as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.Â Â We would become subject to corporate-level U.S. federal income tax if we are unable to maintain our qualification as a RIC under Subchapter M of the Code or satisfy RIC distribution requirements.Â Â We have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. No assurance can be given that we will be able to maintain our qualification as a RIC. To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements.Â Â 39 Â Â The annual distribution requirement for a RIC is satisfied if we timely distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized short-term capital gains in excess of realized net long-term capital losses. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next year and pay a 4% U.S. federal excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year that generated such taxable income.Â Â 39 Â Â The source of income requirement is satisfied if we obtain at least 90% of our gross income for each taxable year from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or other securities or foreign currencies or other income derived with respect to our business of investing in such stock, securities or currencies and net income derived from an interest in a â€œqualified publicly traded partnershipâ€ (as defined in the Code).Â Â The asset diversification requirement is satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. To satisfy this requirement, at least 50% of the value of our assets must consist of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer (which for these purposes includes the equity securities of a â€œqualified publicly traded partnershipâ€). In addition, no more than 25% of the value of our assets can be invested in the securities, other than U.S. Government securities or securities of other RICs, (1) of one issuer (2) of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or (3) of one or more â€œqualified publicly traded partnershipsâ€.Â Â 40 Â Â If we fail to qualify for RIC tax treatment for any reason or are subject to corporate-level U.S. federal income tax, the resulting corporate-level taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. In addition, to the extent we had unrealized gains, we would have to establish deferred tax liabilities for taxes, which would reduce our NAV accordingly. In addition, our stockholders would lose the tax credit realized if we, as a RIC, decide to retain the net realized capital gain and make deemed distributions of net realized capital gains, and pay taxes on behalf of our stockholders at the end of the tax year. The loss of this pass-through tax treatment could have a material adverse effect on the total return of an investment in our common stock.Â Â Risks Relating to an Investment in Our Securities

Investing in our securities may involve an above average degree of risk.Â Â The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies involve higher levels of risk and, therefore, an investment in our securities may not be suitable for someone with lower risk tolerance.Â Â Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount to their NAV and the Companyâ€™s shares have not traded at or above NAV since the first quarter of 2015.Â Â Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount from NAV. This characteristic of closed-end investment companies and business development companies is separate and distinct from the risk that our NAV per share may decline. Our common stock has not traded at or above NAV since the first quarter of 2015, and we cannot predict whether our common stock will trade at, above or below NAV in the future.Â Â The market price of our common stock fluctuates.Â Â The market price and liquidity of the market for shares of our common stock fluctuates and may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance.Â Â 40 Â Â These factors include:Â Â 41 Â Â significant volatility in the market price and trading volume of securities of business development companies or other companies in our sector, which are not necessarily related to the operating performance of the companies;Â Â 42 Â Â changes in regulatory policies, accounting pronouncements or tax guidelines, particularly with respect to BDCs or RICs;Â Â 43 Â Â loss of our qualification as a RIC or BDC;Â Â 44 Â Â changes in earnings or variations in operating results;Â Â 45 Â Â changes in the value of our portfolio of investments;Â Â 46 Â Â changes in accounting guidelines governing valuation of our investments;Â Â 47 Â Â any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;Â Â 48 Â Â departure of our key personnel;Â Â 49 Â Â operating performance of companies comparable to us;Â Â 50 Â Â general economic trends and other external factors; andÂ Â 51 Â Â loss of a major funding source.Â Â Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.Â Â The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.Â Â The NAV per share of our common stock may be diluted if we sell shares of our common stock in one or more offerings at prices below the then current NAV per share of our common stock or securities to subscribe

for or convertible into shares of our common stock. While we currently do not have the requisite stockholder approval to sell shares of our common stock at a price or prices below our then current NAV per share, we may seek such approval in the future. In addition, at our 2012 Annual Meeting of Stockholders, we received approval from our stockholders to authorize the Company, with the approval of our board of directors, to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions as set forth in the proxy statement. Such authorization has no expiration. Any decision to sell shares of our common stock below its then current NAV per share or issue securities to subscribe for or convertible into shares of our common stock would be subject to the determination by our board of directors that such issuance is in our and our stockholders' best interests. If we were to sell shares of our common stock below its then current NAV per share, such sales would result in an immediate dilution to the NAV per share of our common stock. This dilution would occur as a result of the sale of shares at a price below the then current NAV per share of our common stock and a proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest in us than the increase in our assets resulting from such issuance. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect cannot be predicted. 41 If we issue warrants or securities to subscribe for or convertible into shares of our common stock, subject to certain limitations, the exercise or conversion price per share could be less than NAV per share at the time of exercise or conversion (including through the operation of anti-dilution protections). Because we would incur expenses in connection with any issuance of such securities, such issuance could result in a dilution of the NAV per share at the time of exercise or conversion. This dilution would include reduction in NAV per share as a result of the proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest than the increase in our assets resulting from such issuance. Further, if our current stockholders do not purchase any shares to maintain their percentage interest, regardless of whether such offering is above or below the then current NAV per share, their voting power will be diluted. For example, if we sell an additional 10% of our shares of common stock at a 5% discount from NAV, a stockholder who does not participate in that offering for its proportionate interest will suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV. The terms of the Credit Facility place restrictions on our and/or our subsidiaries' ability to, among other things, issue securities or otherwise incur additional indebtedness or other obligations, and in certain cases we may need the approval of WoodForest, as the Administrative Agent, in order to incur further indebtedness. In addition, the Credit Facility contains customary events of default for credit facilities of this type, including (without limitation) nonpayment of principal, interest, fees or other amounts after a stated grace period; inaccuracy of material representations and warranties; change of control; violations of covenants, subject in certain cases to stated cure periods; and certain bankruptcies and liquidations. If an event of default occurs and is continuing, the Company may be required to repay all amounts outstanding under the Credit Facility, which would adversely affect our liquidity position and, in turn, could force us to dispose of investments at inopportune times at reduced prices. Repayment could also adversely affect our ability to implement our investment strategy and achieve our investment objectives. If we issue preferred stock, the NAV and market value of our common stock may become more volatile. If we issue preferred stock, we cannot assure you that such issuance would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock would likely cause the NAV and market value of our common stock to become more volatile. If the dividend rate on the preferred stock were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock were to exceed the net rate of return on our portfolio, the leverage would result in a lower rate of return to the holders of our common stock than if we had not issued preferred stock. Any decline in the NAV of our investments would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in NAV to the holders of our common stock than if we were not leveraged through the issuance of preferred stock. This greater NAV decrease would also tend to cause a greater decline in the market price for our common stock. We might be in danger of failing to maintain the required asset coverage of the preferred stock or of losing our ratings on the preferred stock or, in an extreme case, our current investment income might not be sufficient to meet the dividend requirements on the preferred stock. In order to counteract such an event, we might need to liquidate investments in order to fund a redemption of some or all of the preferred stock. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, including higher advisory fees if our total return exceeds the dividend rate on the preferred stock. Holders of preferred stock may have different interests than holders of our common stock and may at times have disproportionate influence over our affairs. Holders of any preferred stock we might issue would have the right to elect members of the board of directors and class voting rights on certain matters. Holders of any preferred stock we might issue, voting separately as a single class, would have the right to elect two members of the board of directors at all times and in the event dividends become two full years in arrears, would have the right to elect a majority of our directors until such arrearage is completely eliminated. In addition, preferred stockholders would have class voting rights on certain matters, including changes in fundamental investment restrictions and conversion to open-end status, and accordingly would be able to veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies or the terms of any credit facility to which the Company is a party, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes. While we would intend to redeem our preferred stock to the extent necessary to enable us to distribute our income as required to maintain our qualification as a RIC, there can be no assurance that such actions could be effected in time to meet the tax requirements. 42 Our business and operations could be negatively affected if we become subject to any securities class actions and derivative lawsuits, which could cause us to incur significant expense, hinder execution of investment strategy and impact our stock price. In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against that company. Stockholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management's and our board of directors' attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism. Risks of the Insurance Business Risks Related to Life Insurance Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG's financial results, capitalization and financial condition. Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG's earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions. NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect. NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions. If NSG's actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves. NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG's financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free cash flow and liquidity. This could impact NSG's risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition below. 43 Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete. In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate sufficient premiums to cover NSG's cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interests rates or inflation. Such risks may result in NSG's pricing being based on outdated, inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG's margins, or it could overprice risks, which could reduce NSG's volume and competitiveness. Public health crises, extreme mortality events or similar occurrences may adversely impact NSG's business, financial condition, or results of operations. NSG's life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG's products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG's products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG's assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations. Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels. NSG's insurance business is exposed to the risk of unanticipated or extraordinary early policyholder withdrawals or surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition. Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations. 44 Risks Related to Property & Casualty Insurance If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected. NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results. The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results. A NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include, among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts. NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows. NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate. These variables are affected by both internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pools' ability to pay. Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations. There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued. 45 NSG's failure to accurately and timely pay claims could materially and adversely affect its business. Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of

[illegible]

investments that are performing above expectations. A A 2 A Investments that are performing below expectations and that require closer monitoring, but where no loss of interest, dividend or principal is expected. Companies rated “3” may be out of compliance with financial covenants, however, loan payments are generally not past due. A A 4 A Investments that are performing below expectations and for which risk has increased materially since origination. Some loss of interest or dividend is expected but no loss of principal. In addition to the borrower being generally out of compliance with debt covenants, loan payments may be past due (but generally not more than 180 days past due). A A 5 A Investments that are performing substantially below expectations and whose risks have increased substantially since origination. Most or all of the debt covenants are out of compliance and payments are substantially delinquent. Some loss of principal is expected. A The following table shows the distribution of our investments on the 1 to 5 investment performance rating scale at fair value as of September 30, 2024 and 2023 (dollars in thousands): A A A September 30, 2024 A A September 30, 2023 A A Fair Value A A Percentage A A Fair Value A A Percentage A A A A 0.0% A A 0.0% A A 200,162 A A 87.9% A A 197,951 A A 87.4% A A 8,835 A A 3.9% A A 15,651 A A 6.9% A A 16,520 A A 7.2% A A 6,362 A A 2.8% A A 2,399 A A 1.1% A A 6,497 A A 2.9% Total A \$227,916 A A 100.1% A \$226,461 A A 100.0% A 59 A A Results of Operations A Operating results for the years ended September 30, 2024 and 2022 are as follows (dollars in thousands): A A A For the Years Ended September 30, A A 2024 A 2023 A 2022A Total investment income A \$22,182 A \$19,878 A \$15,544A Less: Net expenses A 17,448 A 17,622 A 12,113A Net investment income/(loss) A 4,734 A 6,256 A 4,341A Net realized gains (losses) on investments A 7,292 A (11,532) A 5,221A Net change in unrealized gains (losses) on investments A 5,706 A (12,194) A (14,463)A Loss on extinguishment of debt A A A A A (296)A Deferred tax benefit (expense) A 887 A A A A Net increase (decrease) in net assets resulting from operations A \$18,619 A \$26,918 A \$(6,107)A Investment Income A For the year ended September 30, 2024, investment income totaled \$22.2 million, of which \$14.3 million was attributable to portfolio interest, approximately \$6.9 million was attributable to dividend income, \$0.5 million was attributable to fee and other income, and \$0.5 million was attributable to interest on cash and cash equivalents. Dividend income was received from 10 investments during the year ended September 30, 2024. A For the year ended September 30, 2023, investment income totaled \$20.1 million, of which \$12.1 million was attributable to portfolio interest, approximately \$6.9 million was attributable to dividend income, \$0.7 million was attributable to fee and other income, and \$0.4 million was attributable to interest on cash and cash equivalents. Dividend income was received from 11 investments during the year ended September 30, 2023. A For the year ended September 30, 2022, investment income totaled \$15.5 million, of which \$9.3 million was attributable to portfolio interest, approximately \$5.5 million was attributable to dividend income, and \$0.7 million was attributable to fee and other income. Dividend income was received from 12 investments during the year ended September 30, 2022. A A Operating Expenses A Operating expenses for the years ended September 30, 2024, 2023 and 2022 are as follows (dollars in thousands): A A A For the Years Ended September 30, A A 2024 A 2023 A 2022A Interest and financing expenses A \$6,609 A \$5,532 A \$5,113A Salaries and benefits A 6,851 A 4,187 A 2,952A Professional fees, net A 1,463 A 1,405 A 1,341A General and administrative A 1,094 A 983 A 1,103A Directors fees A 750 A 729 A 712A Insurance expenses A 379 A 466 A 590A Administrator expenses A 302 A 320 A 302A Total Expenses A \$17,448 A \$13,622 A \$12,113A A For the year ended September 30, 2024, total operating expenses increased by \$3.8 million, or 28.1%, compared to the year ended September 30, 2023. A For the year ended September 30, 2023, total operating expenses increased by \$1.5 million, or 12.5%, compared to the year ended September 30, 2022. A 6 A A Interest and Financing Expenses A Interest and financing expenses for the year ended September 30, 2024 increased by \$1.1 million, or 19.5%, compared to the year ended September 30, 2023. The increase in interest and financing expenses was primarily due to increased interest expense on the Credit Facility from increased borrowings during the year. A Interest and financing expenses for the year ended September 30, 2023 increased by \$0.4 million, or 8.2%, compared to the year ended September 30, 2022. The increase in interest and financing expenses was primarily due to interest expense on the Credit Facility which was issued on December 15, 2022, partially offset by a decrease due to the full repayment of the 2023 Notes on January 17, 2023. A Salaries and Benefits A Salaries and benefits expenses for the year ended September 30, 2024 increased by \$2.7 million, or 63.6%, compared to the year ended September 30, 2023. The increase in salaries and benefits expenses was primarily due to increased bonus accruals during the year. A Interest and financing expenses for the year ended September 30, 2023 increased by \$1.2 million, or 41.8%, compared to the year ended September 30, 2022. The increase in salaries and benefits expenses was primarily due to increased bonus accruals during the year. A A Professional Fees and General and Administrative Expenses A Professional fees and general and administrative expenses for the year ended September 30, 2024 decreased by \$0.2 million, or 7.1%, compared to the year ended September 30, 2023. This resulted primarily from a decrease in miscellaneous expenses. A Professional fees and general and administrative expenses for the year ended September 30, 2023 decreased by \$0.1 million, or 2.3%, compared to the year ended September 30, 2022. This resulted primarily from a decrease in miscellaneous expenses. A Net Realized Gains/Losses from Investments A We measure realized gains or losses by the difference between the net proceeds from the disposition and the amortized cost basis of an investment, without regard to unrealized gains or losses previously recognized. A During the year ended September 30, 2024, we recognized \$7.3 million of net realized gains on our portfolio investments. The realized gains were primarily due to a realized gain on Maritime Wireless Holdings for \$7.0 million and a realized gain on Kemmerer Operations, LLC for \$8.5 million, offset by a loss on the sale of 1888 Industrial Services for \$8.8 million. A A During the year ended September 30, 2023, we recognized \$11.5 million of net realized losses on our portfolio investments. The realized losses were primarily due to the restructuring of one investment and the full repayments of two investments. A A During the year ended September 30, 2022, we recognized \$5.2 million of net realized gains on our portfolio investments. The realized gains were primarily due to the partial and full repayments of two investments and the restructuring of three investments, offset by realized losses due to the sale of three investments and the repayment of four investments. A Realized loss on extinguishment of debt A In the event that we modify or extinguish our debt prior to maturity, we account for it in accordance with ASC 470-50, Modifications and Extinguishments, in which we measure the difference between the reacquisition price of the debt and the net carrying amount of the debt, which includes any unamortized debt issuance costs. A During the year ended September 30, 2024 and 2023, the Company did not recognize a net loss on extinguishment of debt. A During the year ended September 30, 2022, the Company recognized a net loss on extinguishment of debt of \$0.3 million, which was due to the Company’s \$55.3 million repayment of the 2023 Notes on December 16, 2021. A 6 A A Net Unrealized Appreciation/Depreciation on Investments A Net change in unrealized appreciation or depreciation on investments reflects the net change in the fair value of our investment portfolio. A A For the year ended September 30, 2024, we had \$5.7 million of net change in unrealized appreciation on investments. The net unrealized appreciation resulted from the reversal of the unrealized loss on 1888 Industrial Services and unrealized appreciation primarily on Chimera Investment Corporation, FST Holdings Parent LLC, Power Stop LLC, and PHH Mortgage Corporation, offset by the reversal of the unrealized gain on Maritime Wireless Holdings and Kemmerer Operations, LLC. A For the year ended September 30, 2023, we had \$31.9 million of net change in unrealized appreciation on investments. The net unrealized appreciation was comprised of \$1.9 million of net unrealized depreciation on investments and \$33.8 million of net unrealized appreciation that resulted from the reversal of previously recorded unrealized depreciation on investments that were realized, partially sold, or written-off during the year. A For the year ended September 30, 2022, we had \$14.5 million of net change in unrealized depreciation on investments. The net unrealized depreciation was comprised of \$21.3 million of net unrealized depreciation on investments and \$6.9 million of net unrealized appreciation that resulted from the reversal of previously recorded unrealized depreciation on investments that were realized, partially sold, or written-off during the year. A A Provision for Deferred Taxes A Certain consolidated subsidiaries of ours are subject to U.S. federal and state income taxes. These taxable subsidiaries are not consolidated with the Company for income tax purposes, but are consolidated for GAAP purposes, and may generate income tax liabilities or assets from temporary differences in the recognition of items for financial reporting and income tax purposes at the subsidiaries. For the year ended September 30, 2024, the Company recorded a change in provision for deferred taxes of \$0.9 million. A For the years ended September 30, 2023 and 2022, the Company did not record a change in provision for deferred taxes. A Changes in Net Assets from Operations A For the year ended September 30, 2024, we recorded a net increase in net assets resulting from operations of \$18.6 million compared to a net increase in net assets resulting from operations of \$26.9 million for the year ended September 30, 2023, and a net decrease in net assets resulting from operations of \$6.1 million for the year ended September 30, 2022 as a result of the factors discussed above. Based on 2,040,253, 2,092,326 and 2,323,601 weighted average common shares outstanding for the years ended September 30, 2024, 2023 and 2022, respectively, our per share net increase (decrease) in net assets resulting from operations was \$9.13, \$12.87 and \$(2.63) for the years ended September 30, 2024, 2023 and 2022, respectively. A A Financial Condition, Liquidity and Capital Resources A As a RIC, we distribute substantially all of our net income to our stockholders and have an ongoing need to raise additional capital for investment purposes. To fund growth, we have a number of alternatives available to increase capital, including raising equity, increasing debt, and funding from operational cash flow. A Our liquidity and capital resources historically have been generated primarily from the net proceeds of public offerings of common stock, advances from the Credit Facility and net proceeds from the issuance of notes as well as cash flows from operations. In the future, we may generate cash from future offerings of securities, future borrowings and cash flows from operations, including interest earned from the temporary investment of cash in U.S. government securities and other high-quality debt investments that mature in one year or less. Our primary use of funds is investments in our targeted asset classes, cash distributions to our stockholders, and other general corporate purposes. A As of September 30, 2024 and 2023, we had \$67.6 million and \$6.0 million in cash and cash equivalents, respectively. A 6 A A In order to maintain our RIC tax treatment under the Code, we intend to distribute to our stockholders substantially all of our taxable income, but we may also elect to periodically spill over certain excess undistributed taxable income from one tax year into the next tax year. In addition, as a BDC, for each taxable year we generally are required to meet a coverage ratio of total assets to total senior securities, which include borrowings and any preferred stock we may issue in the future, of at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met). This requirement limits the amount that we may borrow. A On January 11, 2021, the Company announced that its board of directors approved a share repurchase program. On February 9, 2022, the Board of Directors approved the expansion of the amount authorized for repurchase under the Company’s share repurchase program from \$15 million to \$25 million. On February 8, 2023, the Board of Directors approved the further expansion of the amount authorized for repurchase under the Company’s share repurchase program from \$25 million to \$35 million. Under the share repurchase program, the Company repurchased an aggregate of 703,931 shares of common stock through September 30, 2024, or 25.8% of shares outstanding as of the program’s inception, with a total cost of \$28.1 million. The total remaining amount authorized under the expanded share repurchase program at September 30, 2024 was approximately \$6.9 million. A Credit Facility A On December 15, 2022, the Company and its wholly-owned subsidiaries executed a three-year, \$50 million revolving credit facility (the “Credit Facility”) with WoodForest Bank, N.A. (“WoodForest”), Valley National Bank, and Axiom Bank, (collectively, the “Lenders”). WoodForest is the administrative agent, sole bookrunner and sole lead arranger. As of September 30, 2024, there was \$78.1 million outstanding borrowings by the Company under the Credit Facility. A Outstanding loans under the Credit Facility bear a monthly interest rate at Term SOFR + 2.90%. The Company is also subject to a commitment fee of 0.25%, which shall accrue on the actual daily amount of the undrawn portion of the revolving credit. The Credit Facility contains customary representations and warranties and affirmative and negative covenants. The Credit Facility contains customary events of default for credit facilities of this type, including (without limitation): nonpayment of principal, interest, fees or other amounts after a stated grace period; inaccuracy of material representations and warranties; change of control; violations of covenants, subject in certain cases to stated cure periods; and certain bankruptcies and liquidations. If an event of default occurs and is continuing, the Company may be required to repay all amounts outstanding under the Credit Facility. A On February 21, 2024 (the “First Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the terms of the Credit Facility, effective as of the First Amendment Effective Date (the “First Amendment”). The First Amendment increased the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. All other material terms of the Credit Facility remain unchanged. A On August 5, 2024 (the “Second Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the “Second Amendment”). The

subject to commitment comparable to the terms of other loan and equity securities in our portfolio. A summary of the composition of the unfunded commitments as of September 30, 2023 and September 30, 2023 is shown in the table below (dollars in thousands):

	September 30, 2023	September 30, 2024
Secured First Lien Delayed Draw Term LoanA \$-A \$517A NVTN LLC - Senior Secured First Lien Delayed Draw Term LoanA \$-A \$220A Deer Management Systems LLC - Senior Secured First Lien Delayed Draw Term LoanA \$-A \$600A XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - First Out Delayed Draw Term LoanA \$57A \$-A XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - Last Out Delayed Draw Term LoanA \$246A \$-A Tamarix Capital Partners II, L.P. - Fund InvestmentA \$1,313A \$2,038A Total unfunded commitmentsA \$1,616A \$3,375A	\$1,616A	\$3,375A

On October 1, 2024, the Company consummated the acquisition of approximately 80% of the equity of The National Security Group, an Alabama based insurance holding company (          ). NSG is a nationwide underwriter of life, accident, and health insurance. In addition, NSG is a specialty underwriter of property and casualty insurance throughout the southeast, other than Florida and Louisiana. The Company has entered into a contract with NSG to manage a portion of its investment assets.    The following table shows our payment obligations by calendar year for repayment of debt and other contractual obligations at September 30, 2024 (dollars in thousands):

	Payments Due by PeriodA \$-A \$2024A \$-A \$2025A \$-A \$2026A \$-A \$2027A \$-A \$2028A \$-A \$2029A \$-A \$2030A \$-A \$2031A \$-A \$2032A \$-A \$2033A \$-A \$2034A \$-A \$2035A \$-A \$2036A \$-A \$2037A \$-A \$2038A \$-A \$2039A \$-A \$2040A \$-A \$2041A \$-A \$2042A \$-A \$2043A \$-A \$2044A \$-A \$2045A \$-A \$2046A \$-A \$2047A \$-A \$2048A \$-A \$2049A \$-A \$2050A \$-A \$2051A \$-A \$2052A \$-A \$2053A \$-A \$2054A \$-A \$2055A \$-A \$2056A \$-A \$2057A \$-A \$2058A \$-A \$2059A \$-A \$2060A \$-A \$2061A \$-A \$2062A \$-A \$2063A \$-A \$2064A \$-A \$2065A \$-A \$2066A \$-A \$2067A \$-A \$2068A \$-A \$2069A \$-A \$2070A \$-A \$2071A \$-A \$2072A \$-A \$2073A \$-A \$2074A \$-A \$2075A \$-A \$2076A \$-A \$2077A \$-A \$2078A \$-A \$2079A \$-A \$2080A \$-A \$2081A \$-A \$2082A \$-A \$2083A \$-A \$2084A \$-A \$2085A \$-A \$2086A \$-A \$2087A \$-A \$2088A \$-A \$2089A \$-A \$2090A \$-A \$2091A \$-A \$2092A \$-A \$2093A \$-A \$2094A \$-A \$2095A \$-A \$2096A \$-A \$2097A \$-A \$2098A 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ability across all markets. We may hedge against interest rate fluctuations by using standard hedging instruments such as futures, options and forward contracts subject to the requirements of the 1940 Act. For the year ended September 30, 2024, we did not engage in hedging activities. As of September 30, 2024, 53.7% of our income-bearing investment portfolio bore interest based on floating rates based upon fair value. The substantial majority of this component of our portfolio bore interest based on a SOFR reference rate. Certain such investments used a LIBOR reference rate at September 30, 2024. A prolonged reduction in interest rates will reduce our gross investment income and could result in a decrease in our net investment income if such decreases in the applicable reference rates are not offset by a corresponding increase in the spread over the reference rates that we earn on any portfolio investments, a decrease in our operating expenses, including with respect to any income incentive fee, or a decrease in the interest rate of our floating interest rate liabilities tied to reference rates. In contrast, a rise in the general level of interest rates can be expected to lead to higher interest rates applicable to any variable rate investments we hold and to declines in the value of any fixed rate investments we hold. In addition, a rise in interest rates may increase the likelihood that a portfolio company defaults on a loan. However, many of our variable rate investments provide for an interest rate floor, which may prevent our interest income from increasing until benchmark interest rates increase beyond a threshold amount. The composition of our floating rate debt investments by cash interest rate floor as of September 30, 2024 was as follows (dollars in thousands):

	September 30, 2024	SOFR	LIBOR Floor	Fair Value	% of Floating Rate Portfolio																																															
Under 1%	\$30,576A	A 27.3%	1% to under 2%	\$45,566A	A 40.7%	2% to under 3%	\$2,642A	A 2.4%	3% to under 4%	A -A	A -A 4% to under 5%	A 7,111A	A 6.4%																																							
No Floor	A 25,917A	A 23.2A	Total	\$111,812A	A 100.0%	Based on our Consolidated Statements of Assets and Liabilities as of September 30, 2024, the following table (dollars in thousands) shows the approximate increase/(decrease) in components of net assets resulting from operations of hypothetical reference rate changes in interest rates, assuming no changes in our investment and capital structure.	A Change in Interest Rates	Interest Income(1)	A Interest Expense	A Net Increase/(Decrease)	A Up 300 basis points	\$4,400A	(2,300)A	\$2,100A	Up 200 basis points	A 2,900A	A (1,600)A	A 1,300A	Up 100 basis points	A 1,500A	A (800)A	A 700A	Down 100 basis points	A (1,500)A	A 800A	A (700)A	Down 200 basis points	A (2,900)A	A 1,600A	A (1,300)A	Down 300 basis points	A (4,400)A	A 2,300A	A (2,100)A	(1)	Assumes no defaults or prepayments by portfolio companies over the next twelve months.	A 70	A Item 8. Consolidated Financial Statements and Supplementary Data	A INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	A Page Reports of Independent Registered Public Accounting Firms	F-2 Consolidated Statements of Assets and Liabilities as of September 30, 2024 and 2023	F-5 Consolidated Statements of Operations for the years ended September 30, 2024, 2023 and 2022	F-6 Consolidated Statements of Changes in Net Assets for the years ended September 30, 2024, 2023 and 2022	F-7 Consolidated Statements of Cash Flows for the years ended September 30, 2024, 2023 and 2022	F-8 Consolidated Schedules of Investments as of September 30, 2024 and 2023	F-9 Notes to Consolidated Financial Statements	F-18	F-1	A Reports of Independent Registered Public Accounting Firms	A To the Shareholders and Board of Directors PhenixFIN Corporation:	A Opinion on the Consolidated Financial Statements	A We have audited the accompanying consolidated statements of assets and liabilities of PhenixFIN Corporation and subsidiaries (the Company), including the consolidated schedules of investments, as of September 30, 2024 and 2023, the related consolidated statements of operations, changes in net assets, and cash flows for each of the years in the two-year period ended September 30, 2024, and the related notes (collectively, the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of September 30, 2024 and 2023, and the results of its operations and its cash flows for each of the years in the two-year period ended September 30, 2024, in conformity with U.S.A generally accepted accounting principles. A Basis for Opinion A These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. A We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. A Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Such procedures also included confirmation of securities owned as of September 30, 2024 and 2023, by correspondence with custodians, portfolio companies, agents or by other appropriate auditing procedures. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. A Critical Audit Matter A The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates. A Fair value of investments A As discussed in Notes 2, 3 and 4 of the consolidated financial statements, the Company measures its investments at fair value. The Company determines the fair value of investments that are not publicly traded and whose market quotations are not readily available using one or more methodologies including the market approach and income approach, which requires the Company to make subjective judgments and estimates using unobservable inputs. As of September 30, 2024, the fair value of level 3 investments was \$140.3 million. A F-2 A We identified the assessment of the fair value of level 3 investments for which unobservable inputs were used as a critical audit matter. The key assumptions used to estimate the fair value of these investments related to the market yield associated with the portfolio company used in an income approach and the selection of financial performance multiples of comparative companies used in a market approach. Evaluating these assumptions involved a high degree of subjective auditor judgment and involvement of professionals with specialized skills and knowledge. Changes in these assumptions could have a significant impact on the estimated fair value of investments. A The following are the primary procedures we performed to address this critical audit matter. We evaluated the design of certain internal controls over the Company's process to estimate the fair value of level 3 investments, including controls related to the determination of market yield and financial performance multiples assumptions. We evaluated the Company's ability to estimate fair value by comparing prior period fair values for a selection of investments to transaction prices occurring subsequent to the prior period valuation date. We involved valuation professionals with specialized skills and knowledge who, for a selection of the Company's investments, assisted in evaluating the Company's estimate of fair value by developing an independent estimate of fair value using independent market yields and financial performance multiples that were developed using relevant market and portfolio company financial information and comparing such estimates to the fair values recorded by the Company for the selected investments. A /s/ KPMG LLP A We have served as the Company's auditor since 2023. A New York, New York December 16, 2024 A F-3 A To the Shareholders and the Board of Directors of PhenixFIN Corporation A Opinion on the Financial Statements A We have audited the accompanying consolidated statements of operations, changes in net assets, and cash flows of PhenixFIN Corporation (the Company), for the year ended September 30, 2022, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the results of its operations, changes in its net assets, and its cash flows for the year ended September 30, 2022 in conformity with U.S. generally accepted accounting principles. A Basis for Opinion A These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. A We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of the Company's internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. A Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our procedures included confirmation of investments owned as of September 30, 2022, by correspondence with the custodians, directly with designees of the portfolio companies and debt agents, as applicable, when replies were not received from designees of the portfolio companies and debt agents, we performed other auditing procedures. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion. A /s/ Ernst & Young LLP A We have served as the Company's auditor from 2010 to 2022. A New York, New York December 16, 2022 A F-4 A PHENIXFIN CORPORATION Consolidated Statements of Assets and Liabilities A September 30, 2024 A September 30, 2023A Assets:A A A A Investments at fair valueA A A A Non-controlled, non-affiliated investments (amortized cost of \$143,179,354 and \$134,339,121 respectively)A \$142,233,426A \$125,531,031A Affiliated investments (amortized cost of \$20,564,242 and \$48,233,910, respectively)A \$14,750,785A \$37,289,617A Controlled investments (amortized cost of \$97,016,429 and \$82,437,692, respectively)A \$70,931,647A \$63,640,043A Total Investments at fair valueA \$227,915,858A \$226,460,691A Cash and cash equivalentsA \$67,571,559A \$5,988,223A Receivables:A A A A Other receivableA \$6,838A \$31,425A Interest receivableA \$1,313,598A \$971,115A Dividends receivableA \$23,468A \$161,479A Receivable for investments soldA \$2,955,775A \$3,940,175A Other assetsA \$1,066,323A \$833,000A Deferred tax assetA \$887,099A \$A Deferred financing costsA \$760,680A \$699,124A Prepaid share repurchaseA \$101,151A \$199,019A Due from AffiliateA \$90,500A \$A 409,214A Total AssetsA \$302,751,813A \$239,693,465A Liabilities:A A A A Credit facility and notes payable (net of debt issuance costs of \$1,510,815 and \$1,688,835, respectively)A \$135,723,636A \$84,253,106A Accounts payable and accrued expensesA \$5,570,150A \$A 3,066,984A Interest and fees payableA \$768,043A \$690,398A Other liabilitiesA \$294,063A \$A 432,698A Due to AffiliateA \$88,148A \$A Payable for investments purchasedA \$A \$A 4,123,059A Deferred revenueA \$A \$A 421,685A Total LiabilitiesA \$142,444,040A \$92,987,930A A A A A Commitments and Contingencies (see Note 8)A A A A A A Net Assets:A A A A Common Shares, \$0.001 par value; 5,000,000 shares authorized; 2,723,709 shares issued; 2,019,778 and 2,073,713 common shares outstanding, respectivelyA \$2,020A \$2,074A Capital in excess of par valueA \$704,909,588A \$694,812,239A Total distributable earnings (loss)A \$(544,603,835)A \$(548,108,778) Total Net AssetsA \$160,307,773A \$146,705,535A Total Liabilities and Net AssetsA \$302,751,813A \$239,693,465A A A A A Net Asset Value Per Common ShareA \$79.37A \$70.75A The accompanying notes are an integral part of these consolidated financial statements. A F-5 A PHENIXFIN CORPORATION Consolidated Statements of Operations

[illegible]

(6)Percentage is based on net assets of \$160,307,773A as of September 30, 2024. (7)Control Investments are defined by the 1940 Act as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company. (8)Control Investments are defined by the Investment Company Act of 1940, as amended (the "1940 Act"), as investments in companies in which the Company owns more than 25% of the voting securities or maintains greater than 50% of the board representation. (9)Not in use. (10)The investment was on non-accrual status as of September 30, 2024. (11)The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2024, non-qualifying assets represented 13.1% of total assets. (12)This investment earns 0.50% commitment fee on all unused commitment as of September 30, 2024, and is recorded as a component of interest income on the Consolidated Statements of Operations. (13)This investment represents a Level 1 security in the ASC 820 table as of September 30, 2024 (see Note 4). (14)This investment represents a Level 2 security in the ASC 820 table as of September 30, 2024 (see Note 4). (15)The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 4.743% spread on 9/30/2025. (16)The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.29% spread on 9/27/2027. (17)The investment is held through PhenixFIN Investment Holdings FST, LLC. (18)The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 6.429% spread on 1/15/2025. (19)The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a 5.345% spread on 3/31/2025. (20)Credit Spread Adjustment (   CSAA  ) (21)Non-income producing security. (22)Not in use. (23)The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2024 was 4.85%. (24)The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2024 was 4.59%. (25)The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2024 was 4.25%. (26)The interest rate on these loans is subject to the monthly Applicable Federal Rate, which as of September 30, 2024 was 4.48%. A The accompanying notes are an integral part of these consolidated financial statements. A F-12 A PHENIXFIN CORPORATION Consolidated Schedule of Investments As of September 30, 2023 A Company(1)A IndustryA Type of InvestmentA MaturityA Par Amount/ Shares/UnitsA (2)A A Amortized Cost(3)A A Fair Value(4)A A % of NetA Assets(5)A Non-Controlled/Non-Affiliated Investments:A A A A A A A A A A A A A A A A A A A A A A Altisource S.A.R.L.(11)A Services: BusinessA Senior Secured First Lien Term Loan BA A (SOFR + CSA + 5.00%, 3.75% PIK)(20)(24)A 9,565,710A \$8,507,963A \$7,805,619A A 5.31%A A Warrants(21)A 5/22/2027A A 75,080A A A A A 206,470A A 0.14%A A A A A A 9,640,790A A 8,507,963A A 8,012,089A A 5.45%A A A A A A A A A A A A Arcline FM Holdings, LLCA Aerospace & DefenseA First Lien Term Loans (SOFR + CSA + 4.75%, 0.75% Floor)(20)(24)A 6/23/2028A A 2,679,494A A 2,591,013A A 2,644,660A A 1.80%A A A A A A A 2,679,494A A 2,591,013A A 2,644,660A A 1.80%A A A A A A A A A A A A Be Green Packaging, LLCA Containers, Packaging & GlassA Equity - 417 Common Units(21)A A A 417A A 416,250A A A A 0.00%A A A A A A 417A A 416,250A A A A 0.00%A A A A A A A A A A A Boostability Seatowncenter, Inc.A Services: BusinessA Equity - 833.152 Common Units(21)A A A 833.152A A 66,475A A A A 0.00%A A A A A A A 833.152A A 66,475A A A A 0.00%A A A A A A A A A A CB&L Associates Holdco I, LLC(11)A Banking, Finance, Insurance & Real EstateA First Lien Term Loan (SOFR + CSA + 2.75%, 1.00% Floor)(14)(20)(23)A 11/1/2025A A 5,916,102A A 4,990,179A A 5,191,380A A 5.33%A A A A A A A A A A A Chimera Investment Corp.(11)A Banking, Finance, Insurance & Real EstateA Equity - 117,310 Class C Preferred Units(13)(15)A A A 117,310A A 2,884,724A A A 2,116,271A A 1.44%A A A A Equity - 163,601 Class D Preferred Units(13)(9)A A A 163,601A A 3,463,275A A 3,414,353A A 2.32%A A A A A 280,911A A 6,347,999A A 5,530,624A A 3.76%A A A A A A A A A A A Copper Property CTL Pass Through TrustA Banking, Finance, Insurance & Real EstateA Equity Certificates(14)A A A 597,795A A 7,547,670A A 6,217,067A A 4.23%A A A A A A A A A A DataOnline Corp.A High Tech IndustriesA Senior Secured First Lien Term Loan (SOFR + CSA + 5.50%, 1.00% Floor)(20)(24)A 11/13/2025A A 4,812,500A A 4,812,500A A 4,764,375A A 3.24%A A A A Revolving Credit FacilityA A (SOFR + CSA + 5.50%, 1.00% Floor)(20)(24)A 11/13/2025A A 714,286A A 714,286A A 707,143A A 0.48%A A A A 5,526,786A A 5,526,786A A 5,471,518A A 3.72%A A A A Deer Management Systems LLCA Consumer DiscretionaryA First Lien Term Loan (SOFR + CSA + 8.25%, 3.00% Floor)(8)(20)(24)A 5/1/2028A A 3,357,500A A 3,294,306A A 3,323,925A A 2.26%A A A A A A A A A A DirectTV Financing, LLCA Media: Broadcasting & SubscriptionA Senior Secured First Lien Term Loan (SOFR + CSA + 5.00%, 0.75% Floor)(14)(20)(23)A 8/2/2027A A 4,100,000A A 4,100,000A A 4,003,908A A 2.72%A A A A A 4,100,000A A 4,003,908A A 2.72%A A A A A A A A A First Brands Group, LLCA AutomotiveA Senior Secured First Lien Term Loan (SOFR + CSA + 5.00%, 1.00% Floor)(20)(25)A 3/30/2027A A 3,919,598A A 3,919,598A A 3,880,402A A 2.64%A A A A A 3,919,598A A 3,919,598A A 3,880,402A A 2.64%A A A Franklin BSP Realty Trust, Inc.(11)A Banking, Finance, Insurance & Real EstateA Equity - 226.107 Common Units(13)A A A 226.107A A 3,572,788A A 2,993,657A A 2.04%A A A A A 226.107A A 3,572,788A A 2,993,657A A 2.04%A A Global Accessories Group, LLCA Consumer goods: Non-durableA Equity - 3.8% Membership Interest(21)A A A 380A A 151,337A A A A 0.00%A A A A A 380A A 151,337A A A A 0.00%A A A A A Innovate Corp.(11)A Construction & BuildingA 8.50% Senior Secured Notes(14)A 2/1/2026A A 2,750,000A A 2,615,913A A 2,076,250A A 1.41%A A A A A 2,750,000A A 2,615,913A A 2,076,250A A 1.41%A A A Inesco Mortgage Capital, Inc.(11)A Banking, Finance, Insurance & Real EstateA Equity - 205,000 Class C Preferred Units(13)(16)A A A 205,000A A 5,035,506A A 3,989,300A A 2.71%A A A A A 5,035,506A A 3,989,300A A 2.71%A A A JFL-NGS-WCS Partners, LLCA Construction & BuildingA Senior Secured First Lien Term Loan B (SOFR + CSA + 5.50%, 1.00% Floor)(20)(23)A 11/12/2026A A 861,605A A 864,482A A 865,913A A 0.59%A A A A A 10,000,000A A 10,000,000A A 11,733,525A A 7.98%A A A A 10,861,605A A 10,864,482A A 12,599,438A A 8.57%A A A Lighting Science Group CorporationA Containers, Packaging & GlassA Warrants - 0.62% of Outstanding Equity(21)A A A 5,000,000A A 955,680A A A A 0.00%A A A A A 5,000,000A A 955,680A A A A 0.00%A A The accompanying notes are an integral part of these consolidated financial statements. A F-13 A PHENIXFIN CORPORATION Consolidated Schedule of Investments (continued) As of September 30, 2023 A Company(1)A IndustryA Type of InvestmentA MaturityA Par Amount/ Shares/Units(2)A A Amortized Cost(3)A A Fair Value(4)A A % of NetA Assets(5)A Lucky Bucks, LLCA Consumer DiscretionaryA Equity - 180,739 Membership Units(21)A A A 180,739A A 174,393A A 1,545,318A A 1.05%A A A A Second Out Exit Term Loan (SOFR + CSA + 7.50%, 1.00% Floor)(20)(23)A 10/2/2029A A 1,361,240A A A 1,334,015A A 1,361,240A A 0.93%A A A A First Out Exit Term Loan (SOFR + CSA + 7.50%, 1.00% Floor)(20)(23)A 10/2/2028A A 689,541A A 626,519A A 689,541A A 0.47%A A A A A 2,231,520A A 2,134,927A A 3,596,099A A 2.45%A A A A McKissock Investment Holdings, LLC (dba Colibri)A Services: ConsumerA Senior Secured First Lien Term Loan (SOFR + CSA + 5.00%, 0.75% Floor)(20)(24)A 3/12/2029A A 4,924,535A A 4,883,570A A 4,776,799A A 3.25%A A A A A 4,924,535A A 4,883,570A A 4,776,799A A 3.25%A A MFA Financial, Inc.(11)A Banking, Finance, Insurance & Real EstateA Equity - 97,426 Class C Preferred Units(13)(19)A A A 97,426A A 2,318,487A A 1,856,940A A 1.26%A A A A 97,426A A 2,318,487A A 1,856,940A A 1.26%A A New York Mortgage Trust, Inc.(11)A Banking, Finance, Insurance & Real EstateA Equity - A 165,000 Class E Preferred Units(13)(18)A A A 165,000A A 4,102,076A A 3,677,850A A 2.50%A A A A 165,000A A 4,102,076A A 3,677,850A A 2.50%A A PennyMac Financial Services, Inc.(11)A Banking, Finance, Insurance & Real EstateA Equity - 29,500 Common Units(13)A A A 29,

negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan commitment. (9) The interest rate on this investment is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.379% spread on 3/30/2024. (10) The investment was on non-accrual status as of September 30, 2023. (11) The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2023, non-qualifying assets represented 20.21% of total assets. (12) This investment earns 0.50% commitment fee on all unused commitment as of September 30, 2023, and is recorded as a component of interest income on the Consolidated Statements of Operations. (13) This investment represents a Level 1 security in the ASC 820 table as of September 30, 2023 (see Note 4). (14) This investment represents a Level 2 security in the ASC 820 table as of September 30, 2023 (see Note 4). (15) The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 4.743% spread on 9/30/2025. (16) The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.29% spread on 9/27/2027. (17) The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month LIBOR plus a 5.64% spread on 8/15/2024. (18) The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 6.429% spread on 1/15/2025. (19) The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month LIBOR plus a 5.345% spread on 3/31/2025. (20) Credit Spread Adjustment (â€œCSAâ€¢) (21) Non-income producing security. (22) The interest rate on these loans is subject to 1 month LIBOR, which as of September 30, 2023 was 5.43%. (23) The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2023 was 5.32%. (24) The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2023 was 5.27%. (25) The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2023 was 5.17%. A The accompanying notes are an integral part of these consolidated financial statements. A F-17 A PHENIXFIN CORPORATION Notes to Consolidated Financial Statements September 30, 2024 A Note 1. Organization A PhenixFIN Corporation (â€œPhenixFINâ€¢the â€œCompany,â€¢â€œwe,â€¢and â€œusâ€¢are an internally-managed non-diversified closed-end management investment company incorporated in Delaware that has elected to be regulated as a business development company (â€œBDCâ€¢) under the Investment Company Act of 1940, as amended (the â€œ1940 Actâ€¢). We completed our initial public offering (â€œIPOâ€¢) and commenced operations on January 20, 2011. The Company has elected, and intends to qualify annually, to be treated, for U.S. federal income tax purposes, as a regulated investment company (â€œRICâ€¢) under Subchapter M of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€¢). Through December 31, 2020, we were an externally managed company. Since January 1, 2021, we have operated under our present internalized management structure. A The Company has formed and expects to continue to form certain taxable subsidiaries (the â€œTaxable Subsidiariesâ€¢), which are taxed as corporations for federal income tax purposes. These Taxable Subsidiaries allow us to, among other things, hold equity securities of portfolio companies organized as pass-through entities while continuing to satisfy the requirements of a RIC under the Code. A The Companyâ€™s investment objective is to generate current income and capital appreciation. The management team seeks to achieve this objective primarily through making loans, private equity or other investments in privately-held companies. The Company may also make debt, equity or other investments in publicly-traded companies. (These investments may also include investments in other BDCs, closed-end funds or REITs.) We may also pursue other strategic opportunities and invest in other assets or operate other businesses to achieve our investment objective, such as operating and managing an asset-based lending business. The portfolio generally consists of senior secured first lien term loans, senior secured second lien term loans, senior secured bonds, preferred equity and common equity. Occasionally, we will receive warrants or other equity participation features which we believe will have the potential to increase total investment returns. Our loan and other debt investments are primarily rated below investment grade or are unrated. Investments in below investment grade securities are considered predominantly speculative with respect to the issuerâ€™s capacity to pay interest and repay principal when due. A Since January 4, 2021, the common stock trades on the NASDAQ Global Market under the trading symbol â€œPFXâ€¢. A Note 2. Significant Accounting Policies A Basis of Presentation A The Company is an investment company following the accounting and reporting guidance in Financial Accounting Standards Board (â€œFASBâ€¢) Accounting Standards Codification 946 (â€œASC 946â€¢), Financial Services â€¢Investment Companies. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (â€œGAAPâ€¢) and include the consolidated accounts of the Company and its wholly owned subsidiaries PhenixFIN Small Business Fund, LP, PhenixFIN SLF Funding I LLC, PhenixFIN Investment Holdings, LLC, PhenixFIN Investment Holdings Omnivore, LLC, PhenixFIN Investment Holdings AAR, LLC, and PhenixFIN Investment Holdings Amvestar, LLC. All references made to the â€œCompany,â€¢â€œwe,â€¢and â€œusâ€¢herein include PhenixFIN Corporation and its consolidated subsidiaries, except as stated otherwise. Additionally, the accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-K and Article 10 of Regulation S-X of the Securities Act of 1933. Certain prior period information has been reclassified to conform to current period presentation. These reclassifications have no effect on the Companyâ€™s financial positions or its results of operations as previously recorded. A F-18 A Note 2. Significant Accounting Policies (continued) A Use of Estimates in the Preparation of Financial Statements A The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. A Cash, Restricted Cash and Cash Equivalents A The Company considers cash equivalents to be highly liquid investments with original maturities of three months or less. Cash and cash equivalents include deposits in a money market account. The Company deposits its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits. A As of September 30, 2024 and 2023, we had \$67.6 million and \$6.0 million in cash and cash equivalents, respectively, none of which is restricted. A Debt Issuance Costs and Deferred Financing Costs A Debt issuance costs, incurred in connection with unsecured notes (see Note 5) are deferred and amortized over the life of the respective instrument. Deferred financing costs related to the issuance of revolving debt obligations (see Note 5) are deferred and amortized over the life of the respective obligation. Debt issuance costs related to any unsecured notes are presented net against the outstanding debt balance on the Consolidated Statements of Assets and Liabilities. Deferred financing costs related to any credit facilities are presented on the Consolidated Statements of Assets and Liabilities. A Indemnification A In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no material claims or payments pursuant to such agreements. The Companyâ€™s individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on managementâ€™s experience, the Company expects the risk of loss to be remote. A Revenue Recognition A Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Discounts and premiums to par value on investments purchased are accreted and amortized into interest income over the life of the respective investment. Loan origination fees, original issue discount (â€œOIDâ€¢) and market discounts or premiums are capitalized and amortized into interest income using the effective interest method or straight-line method, as applicable. A The Company holds debt investments in its portfolio that contain a payment-in-kind (â€œPIKâ€¢) interest provision. PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is recorded on the accrual basis to the extent such amounts are expected to be collected. PIK interest is not accrued if the Company does not expect the issuer to be able to pay all principal and interest when due. For the years ended September 30, 2024, 2023 and 2022, the Company earned approximately \$1.2 million, \$1.5 million, \$0.8 million in PIK interest, respectively. A F-19 A Note 2. Significant Accounting Policies (continued) A Amendment and transaction break-up fees associated with investments in portfolio companies are recognized as income when we become entitled to such fees. Prepayment penalties received by the Company for debt instruments paid back to the Company prior to the maturity date are recorded as income upon repayment of debt. Administrative agent fees received by the Company are capitalized as deferred revenue and recorded as fee income when the services are rendered. Other income includes fees for providing managerial assistance to our portfolio companies and is recognized as revenue when earned. A For the years ended September 30, 2024, 2023 and 2022, fee income was approximately \$0.5 million, \$0.3 million and \$0.4 million, respectively (see Note 9). A Investment transactions are accounted for on a trade date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the amortized cost basis of investment using the specific identification method, without regard to unrealized gains or losses previously recognized. A Realized gains relating to restructuring transactions that occurred during the year ended September 30, 2024 were \$6.9 million. No realized losses relating to restructuring transactions occurred during the year ended September 30, 2024. No realized gains or losses relating to restructuring transactions occurred during the years ended September 30, 2023 and 2022. The Company reports changes in fair value of investments as net unrealized appreciation/(depreciation) on investments in the Consolidated Statements of Operations. A Management reviews all loans that become 90 days or more past due on principal or interest or when there is reasonable doubt that principal or interest will be collected for possible placement on managementâ€™s designation of non-accrual status. Interest receivable is analyzed regularly and may be reserved against when deemed not collectible. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon managementâ€™s judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in managementâ€™s judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection. At September 30, 2024, certain investments in three portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$2.4 million, or 1.1% of the fair value of our portfolio. At September 30, 2023, certain investments in four portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$6.5 million, or 2.9% of the fair value of our portfolio. A Investment Classification A The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, we would be deemed to â€œcontrolâ€¢ a portfolio company if we owned more than 25% of its outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company. We refer to such investments in portfolio companies that we â€œcontrolâ€¢ as â€œControl Investmentsâ€¢. A Under the 1940 Act, we would be deemed to be an â€œAffiliated Personâ€¢ of a portfolio company if we own between 5% and 25% of the portfolio companyâ€™s outstanding voting securities or we are under common control with such portfolio company. We refer to such investments in Affiliated Persons as â€œAffiliated Investmentsâ€¢. A Valuation of Investments A The Company applies fair value accounting to all of its financial instruments in accordance with the 1940 Act and ASC Topic 820 - Fair Value Measurements and Disclosures (â€œASC 820â€¢). ASC 820 defines fair value, establishes a framework used to measure fair value and requires disclosures for fair value measurements. In accordance with ASC 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three-level fair value hierarchy as discussed in Note 4. Fair value is a market-based measure considered from the perspective of a market participant rather than an entity specific measure. Therefore, when market assumptions are not readily available, the Companyâ€™s own assumptions are set to reflect those that management believes market participants would use in pricing the financial instrument at the measurement date. A F-20 A Note 2. Significant Accounting Policies (continued) A Investments for which market quotations are readily available are valued at such market quotations, which are generally obtained from an independent pricing service or multiple broker-dealers or market makers. We weight the use of third-party broker quotations, if any, in determining fair value based on our understanding of the level of actual transactions used by the broker to develop the quote and whether the quote was an indicative price or binding offer. However, debt investments with remaining maturities within 60 days that are not credit impaired are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Investments for which market quotations are not readily available are valued at fair value as determined by our Chief Financial Officer, the Companyâ€™s Valuation Designee, based upon input from management and third-party valuation firms. Because these investments are illiquid and because there may not be any directly comparable companies whose financial instruments have observable market values, these loans are valued using a fundamental valuation methodology, consistent with traditional asset pricing standards, that is objective and consistently applied across all loans and through time. A Investments in investment funds are valued at fair value. Fair values are generally determined utilizing the NAV supplied by, or on behalf of, management of each investment fund, which is net of management and incentive fees or allocations charged by the investment fund and is in accordance with the â€œpractical expedientâ€, as defined by FASB Accounting Standards Update (â€œASUâ€¢) 2009-12. A Investments in Certain Entities that Calculate Net Asset Value per Share. NAVs received by, or on behalf of, management of each investment fund are based on the fair value of the investment fundsâ€™ underlying investments in accordance with policies established by management of each investment fund, as described in each of their financial statements and offering memorandum. If the Company is in the process of the sale of an investment fund, fair value will be determined by actual or estimated sale proceeds. A The methodologies utilized by the Company in estimating the fair value of its investments categorized as Level 3 generally fall into the following two categories: A A â— The â€œMarket Approachâ€¢ uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business. A A â— The â€œIncome Approachâ€¢ converts future amounts (for example, cash flows or income and expenses) to a single current (that is, discounted) amount. When the Income Approach is used, the fair value measurement reflects current market expectations about those future amounts. A The Company has engaged third-party valuation firms (the â€œValuation Firmsâ€¢) to assist it and its Valuation Designee (the Chief Financial Officer) in the valuation of its portfolio investments. The valuation reports generated by the Valuation Firms consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance multiples, and movement in yields of debt instruments, among other factors. The Company uses a market yield analysis under the Income Approach or an enterprise model of valuation under the Market Approach, or a combination thereof. In applying the market yield analysis, the value of the Companyâ€™s loans are determined based upon inputs such as the coupon rate, current market yield, interest rate spreads of similar securities, the stated value of the loan, and the length to maturity. In applying the enterprise model, the Company uses a waterfall analysis, which

financial instruments and the carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, approximate fair value due to their short-term nature. The carrying amounts and fair values of our long-term obligations are discussed in Note 5. A Recent Accounting Pronouncements A The Company considers the applicability and impact of all accounting standard updates (ASUs) FASB. ASUs not listed were assessed by the Company and either determined to be not applicable or expected to have minimal impact on its Consolidated Financial Statements. A In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures (ASU 2023-07), which enhances disclosure requirements about significant segment expenses that are regularly provided to the chief operating decision maker (the CODM). ASU 2023-07, among other things, (i) requires a single segment public entity to provide all of the disclosures as required by Topic 280, (ii) requires a public entity to disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources and (iii) provides the ability for a public entity to elect more than one performance measure. ASU 2023-07 is effective for the fiscal years beginning after December 15, 2023, and interim periods beginning with the first quarter ended March 31, 2025. Early adoption is permitted and retrospective adoption is required for all prior periods presented. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact on its Consolidated Financial Statements. A In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures (ASU 2023-09), which intends to improve the transparency of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and is to be adopted on a prospective basis with the option to apply retrospectively. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact to its Consolidated Financial Statements. A Other than the aforementioned guidance, the Company's management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying Consolidated Financial Statements. A Federal Income Taxes A The Company has elected, and intends to qualify annually, to be treated as a RIC under Subchapter M of the Code. In order to continue to qualify as a RIC and be eligible for tax treatment under Subchapter M of the Code, among other things, the Company is required to meet certain source of income and asset diversification requirements and timely distribute to its stockholders at least 90% of the sum of investment company taxable income (as defined by the Code, including PIK interest, and net tax exempt interest income (which is the excess of gross tax exempt interest income over certain disallowed deductions) for each taxable year. Depending on the level of ICTI earned in a tax year, the Company may choose to carry forward ICTI in excess of current year dividend distributions into the next tax year. Any such carryover ICTI must be distributed before the end of that next tax year through a dividend declared prior to filing the final tax return related to the year which generated such ICTI. F-23 A A Note 2. Significant Accounting Policies (continued) A The Company is subject to a nondeductible U.S. federal excise tax of 4% on undistributed income if it does not distribute at least 98% of its ordinary income in any calendar year and 98.2% of its capital gain net income for each one-year period ending on October 31 of such calendar year and any income realized, but not distributed, in preceding years and on which it did not pay federal income tax. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year dividend distributions for excise tax purposes, the Company accrues excise tax, if any, on estimated excess taxable income as taxable income is earned. There was no provision for federal excise tax for the calendar year ended 2023 accrued at September 30, 2024, for the calendar year ended 2022 accrued at September 30, 2023 and the calendar year ended 2021 accrued at September 30, 2022. On December 13, 2024, the Company identified that it did not distribute at least 90% of its investment company taxable income for the tax year ended September 30, 2023. The Company filed Form 9927 on December 16, 2024 notifying the IRS. A The Company's Taxable Subsidiaries accrue income taxes payable based on the applicable corporate rates on the unrealized gains generated by the investments held by the Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company did not record a deferred tax liability on the Consolidated Statements of Assets and Liabilities. The change in provision for deferred taxes is included as a component of net realized and unrealized gain/(loss) on investments in the Consolidated Statements of Operations. For the years ended September 30, 2024, 2023 and 2022, the Company did not record a change in provision for deferred taxes on the unrealized (appreciation)/depreciation on investments. A A As of September 30, 2024 and 2023, the Company had a deferred tax asset of \$20.9 million and \$23.1 million, respectively, consisting primarily of net operating losses and net unrealized losses on the investments held within its Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company has booked a valuation allowance of \$20.0 million and \$23.1 million, respectively, against its deferred tax asset, as for the year ended September 30, 2024 it anticipated that its Taxable Subsidiaries would be unable to fully utilize their generated net losses. A A ICTI generally differs from net investment income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. The Company may be required to recognize ICTI in certain circumstances in which it does not receive cash. For example, if the Company holds debt obligations that are treated under applicable tax rules as having original issue discount, the Company must include in ICTI each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by the Company in the same taxable year. The Company may also have to include in ICTI other amounts that it has not yet received in cash, such as 1) PIK interest income and 2) interest income from investments that have been classified as non-accrual for financial reporting purposes. Interest income on non-accrual investments is not recognized for financial reporting purposes, but generally is recognized in ICTI. Because any original issue discount or other amounts accrued will be included in the Company's ICTI for the year of accrual, the Company may be required to make a distribution to its stockholders in order to satisfy the minimum distribution requirements, even though the Company will not have received and may not ever receive any corresponding cash amount. ICTI also excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized. A Permanent differences between ICTI and net investment income for financial reporting purposes are reclassified among capital accounts in the financial statements to reflect their tax character. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes. During the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows: A A For the Years Ended September 30 A A 2024 A 2023 A 2022 A Capital in excess of par value A \$12,468,254 A A \$20,468,622 A A \$3,276,372 A Accumulated undistributed net investment income/(loss) A \$(12,468,254) A A \$(20,468,622) A A \$(3,276,372) Total distributable earnings (loss) A A A A A A A A F-24 A A Note 2. Significant Accounting Policies (continued) A For income tax purposes, distributions paid to stockholders are reported as ordinary income, return of capital, long term capital gains or a combination thereof. The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows: A A A For the Years Ended September 30 A A 2024 A 2023 A 2022 A Ordinary income A \$2,645,925 A A \$A A A A A A A A \$265,798 A Distributions of long term capital gains A A A A A A A A Return of capital A A A A A A A A Distributions on a tax basis A \$2,645,925 A A A A \$265,798 A For federal income tax purposes, the cost of investments owned at September 30, 2024, 2023 and 2022 were approximately \$259.6 million, \$264.1 million and \$262.6 million, respectively. A At September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows: A A A For the Years Ended September 30 A A 2024 A 2023 A 2022 A Undistributed ordinary income A \$1,918,290 A A \$2,389,267 A A A Accumulated capital and other losses (1) A A \$(515,131,566) A A \$(512,809,528) A A \$(485,107,934) Other temporary differences A A \$(1,229) A A \$(7,438) A A \$(73,646) Unrealized appreciation/(depreciation) A A \$(31,349,330) A A \$(37,631,079) A A \$(69,376,916) Components of distributable earnings/(accumulated deficits) at year end A A \$(544,603,835) A A \$(548,108,778) A A \$(554,558,496) A (1) Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses. A The Company accounts for income taxes in conformity with ASC Topic 740 - Income Taxes (ASC 740). ASC 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Tax positions deemed to meet a more-likely-than-not threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Operations. There were no material uncertain income tax positions at September 30, 2024. Although we file federal and state tax returns, our major tax jurisdiction is federal. The Company's federal and state tax returns for the prior three fiscal years remain open, subject to examination by the Internal Revenue Service and applicable state tax authorities. A Segments A The Company invests in various industries. The Company separately evaluates the performance of each of its investment relationships. However, because each of these investment relationships has similar business and economic characteristics, they have been aggregated into a single investment segment. All applicable segment disclosures are included in or can be derived from the Company's financial statements. See Note 3 for further information. A F-25 A A Note 2. Significant Accounting Policies (continued) A Company Investment Risk, Concentration of Credit Risk, and Liquidity Risk A The Company has broad discretion in making investments. Investments generally consist of debt instruments that may be affected by business, financial market or legal uncertainties. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Company's activities and the value of its investments. In addition, the value of the Company's portfolio may fluctuate as the general level of interest rates fluctuate. A The value of the Company's investments in loans may be detrimentally affected to the extent, among other things, that a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan, observable secondary or primary market yields for similar instruments issued by comparable companies increase materially or risk premiums required in the market between smaller companies, such as our borrowers, and those for which market yields are observable increase materially. A The Company's assets may, at any time, include securities and other financial instruments or obligations that are illiquid or thinly traded, making purchase or sale of such securities and financial instruments at desired prices or in desired quantities difficult. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately. A Note 3. Investments A The composition of our investments as of September 30, 2024 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands): A A Amortized Cost A Percentage A Fair Value A Percentage A Senior Secured First Lien Term Loans A \$129,957 A A 49.8% A \$113,990 A A 50.0% Senior Secured Notes A \$18,127 A A 7.0 A A \$18,476 A A 8.1 A Fund Investment A \$1,746 A A 0.7 A A \$1,525 A A 0.7 A Equity/Warrants A \$110,930 A A 42.5 A A \$93,925 A A 41.2 A Total Investments A \$260,760 A A 100.0 A A \$227,916 A A 100.0 A The composition of our investments as of September 30, 2023 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands): A A Amortized Cost A Percentage A Fair Value A Percentage A Senior Secured First Lien Term Loans A \$139,103 A A 52.5% A \$103,004 A A 45.6% Senior Secured Notes A \$9,512 A A 3.6 A A \$8,922 A A 3.9 A Fund Investment A \$1,027 A A 0.4 A A \$792 A A 0.3 A Equity/Warrants A \$115,369 A A 43.5 A A \$113,743 A A 50.2 A Total Investments A \$265,011 A A 100.0 A A \$226,461 A A 100.0 A In connection with certain of the Company's investments, the Company receives warrants that are obtained for the objective of increasing the total investment returns and are not held for hedging purposes. A At September 30, 2024 and 2023, the total fair value of warrants was \$82.7 thousand and \$206.5 thousand, respectively, and were included in investments at fair value on the Consolidated Statements of Assets and Liabilities. During the year ended September 30, 2024, the Company did not acquire any additional warrants in an existing portfolio company. A During the year ended September 30, 2023, the Company acquired additional warrants in an existing portfolio company. A During the year ended September 30, 2022, the Company did not acquire any additional warrants in any existing portfolio companies. A Total change in unrealized depreciation related to warrants for the years ended September 30, 2024, 2023 and 2022 was \$123.7 thousand, \$143.9 thousand and \$299.1 thousand, respectively, and was recorded on the Consolidated Statements of Operations as net change in unrealized appreciation/(depreciation) on investments. The warrants are received in connection with individual investments

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amounts available to borrow under the Credit Facility (and the incurrence of certain other permitted debt) are also subject to compliance with a borrowing base that applies different advance rates to different types of assets (based on their value as determined pursuant to the Credit Facility) that are pledged as collateral. As of September 30, 2024, the Company was in compliance in all respects with the terms of the Credit Facility. As of September 30, 2024 and September 30, 2023, there was \$78.1 million and \$28.4 million outstanding, respectively, under the Credit Facility. A Outstanding loans under the Credit Facility bear a monthly interest rate at Term SOFR + 2.90%. The Company is also subject to a commitment fee of 0.25%, which shall accrue on the actual daily amount of the undrawn portion of the revolving credit. A Unsecured Notes A 2023 Notes A On March 18, 2013, the Company issued \$60.0A million in aggregate principal amount of A 6.125% unsecured notes that matured onA March 30, 2033A (the A 6.125% NotesA). On March 26, 2013, the Company closed an additional \$3.5A million in aggregate principal amount of the 2023 Notes, pursuant to the partial exercise of the underwritersA option to purchase additional notes. As of March 30, 2016, the 2023 Notes may be redeemed in whole or in part at any time or from time to time at the CompanyA option. The 2023 Notes bore interest at a rate ofA 6.125% per year, payable quarterly on March 30, June 30, September 30 and December 30 of each year, beginning June 30, 2013.A F-34 A A Note 5. Borrowings (continued) A On December 12, 2016, the Company entered into an A At-The-MarketA (A ATM) debt distribution agreement with FBR Capital Markets & Co., through which the Company could offer for sale, from time to time, up to \$40.0A million in aggregate principal amount of the 2023 Notes. The Company soldA \$1,573,872A of the 2023 Notes at an average price of \$25.03A per note, and raised \$38.6A million in net proceeds, through the ATM debt distribution agreement. A On March 10, 2018, the Company redeemed \$13.0A million in aggregate principal amount of the 2023 Notes. On December 31, 2018, the Company redeemed \$12.0A million in aggregate principal amount of the 2023 Notes. The redemption was accounted for as a debt extinguishment in accordance with ASC 470-50, Modifications and Extinguishments, which resulted in a realized loss of \$0.3A million and was recorded on the Consolidated Statements of Operations as a loss on extinguishment of debt. A On December 21, 2020, the Company announced that it completed the application process for and was authorized to transfer the listing of the 2023 Notes to the NASDAQ Global Market. The listing and trading of the 2023 Notes on the NYSE ceased at the close of trading on December 31, 2020. Effective January 4, 2021, the 2023 Notes began trading on the NASDAQ Global Market under the trading symbol A PFXNL.A On November 15, 2021, the Company caused notices to be issued to the holders of the 2023 Notes regarding the CompanyA exercise of its option to redeem \$55,325,000A in aggregate principal amount of the issued and outstanding 2023 Notes on December 16, 2021. On December 16, 2021, the Company redeemed \$55,325,000A in aggregate principal amount of the issued and outstanding 2023 Notes. The redemption was accounted for as a debt extinguishment in accordance with ASC 470-50, Modifications and Extinguishments, which resulted in a realized loss of \$0.3A million and was recorded on the Consolidated Statements of Operations as a loss on extinguishment of debt. A On December 15, 2022, the Company caused notices to be issued to the holders of its 2023 Notes regarding the CompanyA exercise of its option to redeem \$22,521,800A in aggregate principal amount of issued and outstanding 2023 Notes, comprising all issued and outstanding 2023 Notes, at a price equal toA 100% of the principal amount of the 2023 Notes, plus accrued and unpaid interest thereon from September 30, 2022, through, but excluding, January 17, 2023 in accordance with the terms of the indenture governing the 2023 Notes. The redemption was completed on January 17, 2023. The Company funded the redemption of the 2023 Notes with loans obtained under the Credit Facility. A 2028 Notes A On November 9, 2021, the Company entered into an underwriting agreement, by and between the Company and Oppenheimer & Co. Inc., as representative of the several underwriters, in connection with the issuance and sale (the A OfferingA) of \$75,500,000A (including the underwritersA option to purchase up to \$7,500,000A aggregate principal amount) in aggregate principal amount of itsA 5.25% Notes that mature onA November 1, 2028A (the A 2028 NotesA or the A NotesA). The Offering occurred on November 15, 2021, pursuant to the CompanyA effective shelf registration statement on Form N-2 previously filed with the SEC. Effective November 16, 2021, the 2028 Notes began trading on the NASDAQ Global Market under the trading symbol A PFXNZ.A On November 15, 2021, the Company and U.S. Bank National Association, as trustee, entered into a Fourth Supplemental Indenture to its base Indenture, dated February 7, 2012, between the Company and the Trustee. The Fourth Supplemental Indenture relates to the Offering of the 2028 Notes. A 2028 Promissory Note A On May 2, 2024, the Company issued aA 5.25% note due November 1, 2028 in the principal amount of \$1,661,498A to National Security Insurance Company (the A 2028 Promissory NoteA). The financial terms of the note are substantially the same as the 2028 Notes.A F-35 A A Note 5. Borrowings (continued) A Fair Value of Debt Obligations A The fair values of our debt obligations are determined in accordance with ASC 820, which defines fair value in terms of the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The fair value of the 2028 Notes, which are publicly traded, is based upon closing market quotes as of the measurement date. As of September 30, 2024 and September 30, 2023, the 2028 Notes are deemed to be Level 1 in the fair value hierarchy, as defined in Note 4. As of September 30, 2024, the 2028 Promissory Note is deemed to be Level 3 in the fair value hierarchy, as defined in Note 4. A Debt issuance costs related to the 2028 Notes are reported on the Consolidated Statements of Assets and Liabilities as a direct deduction from the face amount of the 2028 Notes.A As of September 30, 2024 and September 30, 2023, debt issuance costs related to the 2023 Notes and the 2028 Notes were as follows (dollars in thousands):A A A For the year endedA A For the year endedA A September 30, 2024A A September 30, 2023A A 2028 NotesA A 2028 Promissory NoteA A TotalA A 2023 NotesA A 2028 NotesA A TotalA Total debt issuance costs at beginning of periodA \$1,689A \$-A \$1,689A \$39A \$2,020A \$2,059A Debt issuance costs during the periodA A-A A 169A A 169A A -A A -A Amortized debt issuance costsA A 332A A 15A A 347A A 39A A 331A A 370A Unamortized debt issuance costsA \$1,357A \$154A \$1,511A \$-A \$1,689A \$1,689A A For the years ended September 30, 2024, 2023 and 2022, the components of interest expense, amortized debt issuance costs, amortized deferred financing costs, weighted average stated interest rate and weighted average outstanding debt balance for the 2023 Notes, 2028 Notes and Credit Facility were as follows (dollars in thousands):A A For the Years Ended September 30,A A A 2024A A 2023A A 2022A 2023 Notes InterestA \$-A \$410A \$1,749A 2028 Notes InterestA \$3,019A A \$3,019A A 2,996A 2028 Promissory NoteA \$36A A -A A -A Credit Facility InterestA \$2,533A A 1,390A A -A Commitment feesA \$108A A 56A A -A Amortization of deferred financing costsA \$56A A 287A A -A Amortization of debt issuance costsA \$347A A 370A A 368A TotalA \$6,609A \$5,532A \$5,113A Weighted average stated interest rateA A 6.3%A A 5.9%A A 6.0% Weighted average debt outstandingA \$88,467A \$81,600A \$85,398A A Note 6. Agreements A Administration Agreement A In connection with the adoption by the board of directors of an internalized management structure, on November 19, 2020, the Company entered into a Fund Accounting Servicing Agreement and an Administration Servicing Agreement on customary terms with U.S. Bancorp. A U.S. Bancorp affiliate also served as the CompanyA custodian. The CompanyA administrative and custodial relationship with U.S. Bancorp terminated on August 9, 2022. SS&C has since served as administrator of the Company and has provided the Company with fund accounting and financial reporting services pursuant to the services agreement with the Company. Effective September 12, 2022, Computershare serves as custodian for the Company pursuant to its Loan Administration and Custodial Agreement with the Company. For each of the years ended September 30, 2024, 2023 and 2022, we incurred \$0.3 million in administrator expenses. A As of September 30, 2024 and 2023, \$0.0 million was included in A administrator expenses payableA in the accompanying Consolidated Statements of Assets and Liabilities.A F-36 A A Note 6. Agreements (continued) A Long-Term Cash Incentive Plan A On May 9, 2022, the board of directors of the Company adopted the PhenixFIN 2022 Long-Term Cash Incentive Plan (the A CIPA) pursuant to the recommendation by the Compensation Committee of the board of directors. The CIP provides for performance-based cash awards to key employees of the Company, as approved by the Compensation Committee, based on the achievement of pre-established financial goals for the approved performance period. The performance goals may be expressed as one or a combination of net asset value of the Company, net asset value per share of the CompanyA common stock, changes in the market price of shares of the CompanyA common stock, individual performance metrics and/or such other goals and objectives the Committee considers relevant in connection with accomplishing the purposes of the CIP. A In connection with the approval of the CIP, the Compensation Committee in April 2022, approved awards for the three-year performance period commencing on October 1, 2021 and ending on September 30, 2024 (the A 2022 LTIP PlanA). Each participant is eligible to receive an amount of cash equal to 0%-200% of the target award set forth in the table below (A Target Performance AwardA), based on the achievement of net asset value (A NAVA) and NAV per share goals (weighted at 30% and 70%, respectively) as of the end of the performance period (the A Performance GoalsA). Performance is evaluated separately for each Performance Goal. No payment is made with respect to a Performance Goal if a threshold level of performance is not achieved. Each Performance Goal is subject to (i) a threshold level of performance at which a percentage of the Target Performance Award attributable to that Performance Goal may be paid and below which no payment is made pursuant to an award, (ii) a target level of performance at whichA 100% of the Target Performance Award attributable to that Performance Goal may be paid and (iii) a maximum level of performance, at whichA 200% of the Target Performance Award attributable to that Performance Goal may be paid, in each case subject to such other terms and conditions of an award. Between threshold, target and maximum performance levels for each Performance Goal, the portion of that award attributed to the Performance Goal shall be interpolated in a linear progression. A In December 2022, pursuant to the CIP, the Compensation Committee approved awards for Mr. Lorber and Ms. McMillan for the three-year performance period commencing on October 1, 2022 and ending on September 30, 2025 (the A 2023 LTIP PlanA). Each participant is eligible to receive an amount of cash equal to a percentage of the target award amount set forth above based on the factors described above. The Compensation Committee, in approving the awards, evaluated each Performance Goal separately. A In December 2023, pursuant to the CIP, the Compensation Committee approved awards for Mr. Lorber and Ms. McMillan for the three-year performance period commencing on October 1, 2023 and ending on September 30, 2026 (the A 2024 LTIP PlanA). Each participant is eligible to receive an amount of cash equal to a percentage of their target award amount set forth above based on the factors described above. The Compensation Committee, in approving the awards, evaluated each Performance Goal separately. A The Target Performance Award for each executive officer for the 2022 LTIP Plan, 2023 LTIP Plan, and the 2024 LTIP Plan is set forth in the table below: A Name and TitleA Dollar Value of Target AwardA David Lorber, Chairman of the Board and Chief Executive OfficerA \$890,000A Elida McMillan, Chief Financial OfficerA \$380,000A A During the years ended September 30, 2024 and September 30, 2023, the Company recorded an accrual of \$2,798,437 and \$317,000, respectively, for these awards. During the year ended September 30, 2022 the Company did not record an accrual. To date, no amounts have been paid under these awards. A F-37 A A Note 7. Related Party Transactions A During the year ended September 30, 2024, the Company entered into a related party transaction with NVTN LLC whereby the \$11.9 million of equity of Maritime Wireless Holdings LLC was transferred to NVTN LLC. A Due from/to Affiliates A Due from affiliates at September 30, 2024 and September 30, 2023 consists of certain legal and general and administrative expenses paid by the Company on behalf of certain of its affiliates. Due to affiliates at September 30, 2024 and September 30, 2023 consists of certain expenses payable by the Company to certain of its affiliates. A Note 8. Commitments A Unfunded commitments A As of September 30, 2024 and 2023, we had commitments under loan and financing agreements to fund up to \$1.6 million to two portfolio companies and \$3.4 million to four portfolio companies, respectively. These commitments are primarily composed of senior secured delayed draw term loans and revolvers, and the determination of their fair value is included in the Consolidated Schedules of Investments. The commitments are generally subject to the borrowers meeting certain criteria such as compliance with covenants and certain operational metrics. The terms of the borrowings and financings subject to commitment are comparable to the terms of other loan and equity securities in our portfolio. A summary of the composition of the unfunded commitments as of September 30, 2024 and 2023 is shown in the table below (dollars in thousands): A A SeptemberA A SeptemberA A SeptemberA A Secure Acquisition Inc. (dba Paragon Films) - Senior Secured First Lien Delayed Draw Term LoanA \$-A \$517A NVTN LLC - Senior Secured First Lien Delayed Draw Term LoanA

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A 14 Code of Ethics & Insider Trading Policy of the Registrant (Incorporated by reference to Exhibit 99.R to the Registrant     Registration Statement on Form N-2 (File No. 333-258913), filed on August 19, 2021,    A 21.1 List of Subsidiaries (Incorporated by reference to Exhibit 21 of the Quarterly Report on Form 10-Q filed on February 10, 2022)    A 31.1* Certification of Chief Executive Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended,    A 31.2* Certification of Chief Financial Officer pursuant to Rule 13a-14 of the Securities Exchange Act of 1934, as amended,    A 32.1* Certification of Chief Executive Officer and Chief Financial Officer pursuant to section 906 of The Sarbanes-Oxley Act of 2002,    A 99.1 Notice of Redemption to the Holders of the 6.125% Senior Notes due 2023, dated December 15, 2022 (Incorporated by reference to Exhibit 99.1 to the Annual Report on Form 10-K filed on December 16, 2022),    A 99.2* FlexFIN, LLC Audited Financial Statements for the Year Ended September 30, 2024    A 99.3 PhenixFIN Compensation Clawback Policy and Procedures (Incorporated by reference to Exhibit 99.3 to the Annual Report on Form 10-K filed on December 22, 2023),    A 101.INS*    Inline XBRL Instance Document    A 101.SCH*    Inline XBRL Taxonomy Extension Schema Document    A 101.CAL*    Inline XBRL Taxonomy Extension Calculation Linkbase Document    A 101.DEF*    Inline XBRL Taxonomy Extension Definition Linkbase Document    A 101.LAB*    Inline XBRL Taxonomy Extension Label Linkbase Document    A 101.PRE*    Inline XBRL Taxonomy Extension Presentation Linkbase Document    A 104*    Cover Page Interactive Data File (Embedded within the Inline XBRL document and included in Exhibit 101)    * Filed herewith,    75    A SIGNATURES    Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized,    Dated: December 16, 2024    A PhenixFIN Corporation    A By /s/ David Lorber    A David Lorber    A Chief Executive Officer    A (Principal Executive Officer)    A    A By /s/ Elidida McMillan    A Elidida McMillan    A Chief Financial Officer    A (Principal Accounting and Financial Officer)    In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the following capacities on December 16, 2024,    /s/ David Lorber    Chief Executive Officer and Chairman of the David Lorber    Board of Directors (Principal Executive Officer)    A    /s/ Elidida McMillan    Chief Financial Officer Elidida McMillan    (Principal Accounting and Financial Officer)    A    /s/ Arthur S. Ainsberg    Director Arthur S. Ainsberg    A    A    /s/ Karin Hirtler-Garvey    Director Karin Hirtler-Garvey    A    A    /s/ Lowell Robinson    Director Lowell Robinson    A    A    /s/ Howard Amster    Director Howard Amster    A    A    76    A    Net unrealized depreciation for U.S. federal income tax purposes totaled \$(38,550,032).The tax cost basis of investments is \$265,010,723 as of September 30, 2023. P3Y false FY 0001490349 0001490349 2023-10-01 2024-09-30 0001490349 us-gaap:CommonStockMember 2023-10-01 2024-09-30 0001490349 pfx:FivepointTwentyfivePercentageNotesDue2028Member 2023-10-01 2024-09-30 0001490349 2024-03-31 0001490349 us-gaap:InvestmentUnaffiliatedIssuerMember 2024-09-30 0001490349 us-gaap:InvestmentAffiliatedIssuerNoncontrolledMember 2024-09-30 0001490349 us-gaap:InvestmentAffiliatedIssuerControlledMember 2023-09-30 0001490349 2024-09-30 0001490349 us-gaap:InvestmentAffiliatedIssuerControlledMember 2023-09-30 0001490349 2024-09-30 0001490349 pfx:NonControlledNonAffiliatedInvestmentsMember 2023-10-01 2024-09-30 0001490349 pfx:NonControlledNonAffiliatedInvestmentsMember 2022-10-01 2023-09-30 0001490349 pfx:NonControlledNonAffiliatedInvestmentsMember 2021-10-01 2022-09-30 0001490349 pfx:AffiliatedInvestmentMember 2023-10-01 2024-09-30 0001490349 pfx:AffiliatedInvestmentMember 2022-10-01 2023-09-30 0001490349 pfx:AffiliatedInvestmentMember 2021-10-01 2022-09-30 0001490349 pfx:ControlledInvestmentMember 2023-10-01 2024-09-30 0001490349 pfx:ControlledInvestmentMember 2022-10-01 2023-09-30 0001490349 us-gaap:CommonStockMember 2021-09-30 0001490349 us-gaap:AdditionalPaidInCapitalMember 2021-09-30 0001490349 us-gaap:RetainedEarningsMember 2021-09-30 0001490349 2021-09-30 0001490349 us-gaap:CommonStockMember 2021-10-01 2022-09-30 0001490349 us-gaap:AdditionalPaidInCapitalMember 2021-10-01 2022-09-30 0001490349 us-gaap:RetainedEarningsMember 2021-10-01 2022-09-30 0001490349 us-gaap:CommonStockMember 2022-09-30 0001490349 us-gaap:AdditionalPaidInCapitalMember 2022-09-30 0001490349 us-gaap:RetainedEarningsMember 2022-09-30 0001490349 2022-09-30 0001490349 us-gaap:CommonStockMember 2022-10-01 2023-09-30 0001490349 us-gaap:AdditionalPaidInCapitalMember 2022-10-01 2023-09-30 0001490349 us-gaap:RetainedEarningsMember 2022-10-01 2023-09-30 0001490349 us-gaap:CommonStockMember 2023-09-30 0001490349 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001490349 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forth herein. A NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows: A 1. Consent to Increase and New Lender. In accordance with Section 2.06 of the Existing Credit Agreement, (a) each Lender hereby consents to and approves the aggregate amount of Revolving Commitments exceeding \$75,000,000 as contemplated herein, and (b) Agent hereby consents to and approves the New Lender becoming a Lender under the Credit Agreement and the other Loan Documents and providing its Revolving Commitment. A 2. Joinder of New Lender. A (a) New Lender hereby joins the Credit Agreement and each other Loan Documents to which Lenders are a party, and hereby assumes all of the rights and obligations of a Lender thereunder as of and after the Amendment Effective Date but not with respect to any matter relating prior to the Amendment Effective Date. A (b) New Lender hereby agrees to provide a Revolving Commitment in the amount set forth on Commitment Schedule attached hereto. A A A (c) New Lender (a) represents and warrants that it (i) has full power and authority, and has taken all action necessary, to execute and deliver this Amendment and to consummate the transactions contemplated hereby and to become a Lender under the Credit Agreement and (ii) has received a copy of the Credit Agreement and the other Loan Documents, and copies of the most recent financial statements referred to in Section 5.01 of the Credit Agreement together with such other documents and information as it has deemed appropriate to make its own credit analysis and decision to enter into this Amendment; (b) agrees that it will, independently and without reliance upon the Administrative Agent or any other Lender and based on such documents and information as it shall deem appropriate at the time, continue to make its own credit decisions in taking or not taking action under the Credit Agreement; (c) appoints and authorizes the Administrative Agent to take such action as agent on its behalf and to exercise such powers and discretion under the Credit Agreement as are delegated to the Administrative Agent by the terms thereof, together with such powers and discretion as are reasonably incidental thereto; and (d) agrees to perform all of the obligations that by the terms of the Credit Agreement are required to be performed by it as a Lender under the Credit Agreement. A (d) Each of the parties hereto hereby acknowledges, agrees and confirms that New Lender shall from and after the Amendment Effective Date be deemed to be a Lender and a Revolving Lender for all purposes of the Credit Agreement and the other Loan Documents. A 3. Amendments to Existing Credit Agreement. As of the Amendment Effective Date, subject to the terms and conditions set forth in this Amendment and in the Existing Credit Agreement, the Existing Credit Agreement is amended as follows: A (a) The definition of Revolving Commitment in Section 1.01 of the Existing Credit Agreement is hereby amended and restated to read as follows: A Revolving Commitment means with respect to each Lender, the amount set forth on the Commitment Schedule opposite such Lender's name, or in the Assignment and Assumption or other documentation or record (as such term is defined in Section 9-102(a)(70) of the New York Uniform Commercial Code) as provided in Section 9.04(b)(ii)(C), pursuant to which such Lender shall have assumed its Revolving Commitment, as applicable, as such Revolving Commitment may be reduced or increased from time to time pursuant to assignments by or to such Lender pursuant to Section 9.04; provided, that at no time shall the Revolving Exposure of any Lender exceed its Revolving Commitment. As of August 5, 2024, the aggregate amount of the Lenders' Revolving Commitments is \$87,500,000. A (b) Section 2.06 of the Existing Credit Agreement is hereby amended and restated to read as follows: A Section 2.06 [Section Intentionally Omitted]. A (f) The Commitment Schedule to the Existing Credit Agreement is hereby amended and restated as attached hereto. On the Amendment Effective Date, the Administrative Agent, existing Lenders and New Lender shall take all necessary steps in accordance with Section 2.06(c) of the Existing Credit Agreement to cause each Lender's portion of the outstanding Revolving Loans of all the Lenders to equal its revised Applicable Percentage of such outstanding Revolving Loans after giving effect to the Revolving Commitment Increase. A (g) Schedule 3.15 of the Existing Credit Agreement is hereby amended and restated as attached hereto. A A 4. Amendment to Security Agreement. As of the Amendment Effective Date, subject to the terms and conditions set forth in this Amendment and in the Existing Credit Agreement, Exhibit E (Equity) to the Security Agreement is amended to include the following entry and Borrower hereby grants to the Administrative Agent a security interest in such property to secure the performance of the Obligations: A Name of Grantor A Issuer A Number of Shares A Class of Stock A Percentage of Outstanding Shares / Interest A PhenixFIN Corporation A PhenixFIN Investment Holdings FST LLC A N/A A Membership Interest A 100% A 5. Conditions Precedent. This Amendment shall be effective upon the first date (such date, the Amendment Effective Date) that all conditions set forth in Section 4.02 of the Credit Agreement and each of the following conditions have been satisfied: A (a) the Administrative Agent shall have received each of the following (together with the schedules and exhibits thereto, if any), duly executed and delivered by each applicable Loan Party: A (i) an executed copy of this Amendment, a Revolving Note for New Lender, and such other certificates, documents, instruments and agreements as the Administrative Agent shall request in connection with the transactions contemplated by this Amendment and the other Loan Documents, all in form and substance satisfactory to the Administrative Agent (collectively, the Amendment Documents); A (ii) duly executed certificates from an authorized officer of each Loan Party, together with all applicable attachments, certifying as to the following: A (A) Organizational Documents. Attached thereto is a copy of each organizational document of such Loan Party (or a certification that there have been no changes to the organizational documents delivered to the Administrative Agent on the Effective Date of the Existing Credit Agreement), duly executed and delivered by each party thereto and, to the extent applicable, certified as of a recent date by the appropriate governmental official, each dated the Amendment Effective Date or a recent date prior thereto, or a certification that there have been no changes to the Organizational Documents attached to the omnibus certificates delivered to the Administrative Agent on the Effective Date; A (B) Resolutions. Attached thereto are copies of resolutions of the Board of Directors or other governing body of such Loan Party approving and authorizing the execution, delivery and performance of this Amendment, certified as of the Amendment Effective Date as being in full force and effect without modification or amendment; and A (C) Good Standing Certificates. Attached thereto is a good standing certificate (or, if applicable, such other comparable certificate) from the applicable Governmental Authority of such Loan Party's jurisdiction of incorporation, organization or formation and in each jurisdiction in which it is qualified as a foreign corporation or other entity to do business, each dated a recent date prior to the Amendment Effective Date; A (iii) a written opinion of the Loan Parties' counsel, addressed to the Administrative Agent and the Lenders, in form and substance satisfactory to the Administrative Agent; and A 3 A (iv) the results of a recent search of all effective UCC financing statements (or equivalent filings) made with respect to any personal or mixed property of each Loan Party in the appropriate jurisdictions, together with copies of all such filings disclosed by such search; and A (b) the Borrowers shall have paid all fees and expenses required to be paid under the Credit Agreement, including the fees and expenses of counsel to the Administrative Agent; A (c) on the Amendment Effective Date, the representations and warranties contained in the Credit Agreement and in the other Loan Documents shall be true and correct in all respects on and as of the Amendment Effective Date to the same extent as though made on and as of that date, except to the extent such representations and warranties specifically relate to an earlier date, in which case such representations and warranties shall have been true and correct in all respects on and as of such earlier date. A 4. Representations and Warranties. Each Loan Party represents, warrants and certifies to the Administrative Agent and Lenders that: A (a) each Loan Party and its Subsidiaries are duly organized, validly existing and in good standing under the laws of their respective jurisdictions of organization or incorporation; A (b) each Loan Party has full right, power and authority to execute and deliver this Amendment and perform their obligations hereunder and under the other Loan Documents; A (c) the execution and delivery of this Amendment by the Loan Parties and the performance by them of their respective obligations hereunder and under the Loan Documents have been duly authorized by all necessary action and do not and will not (i) violate any of the organizational documents of any Loan Party or otherwise require any approval of any stockholder, member or partner of any Loan Party, except for such approvals or consents which will be obtained on or before the Amendment Effective Date; (ii) violate any provision of any Requirement of Law, judgment, injunction, order or decree applicable to or otherwise binding on any Loan Party or Subsidiary; (iii) result in or require the creation or imposition of any Lien upon any of the properties or assets of any Loan Party or Subsidiary (other than any Liens created pursuant to the Loan Documents); or (iv) result in any default, noncompliance, suspension, revocation, impairment, forfeiture or nonrenewal of any material permit, license, authorization or approval applicable to its operations or any of its properties; A (d) this Amendment and the other Loan Documents are the legal, valid and binding obligations of the Loan Parties, enforceable against them in accordance with their terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditors' rights generally or by equitable principles relating to enforceability; A (e) the representations and warranties contained in Article III of the Credit Agreement, and in the other Loan Documents, are true and correct in all respects on and as of the Amendment Effective Date to the same extent as though made on and as of that date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct as of such earlier date; A (f) no Default or Event of Default exists immediately prior to or after the execution and delivery of this Amendment; and (g) the Loan Parties are in compliance with the covenants contained in Section 6.12 of the Credit Agreement. A 4 A 5. Reaffirmation. By its execution hereof, each Loan Party hereby expressly (a) acknowledges and agrees to the terms and conditions of this Amendment, (b) ratifies, restates, and reaffirms all of its respective Obligations, covenants, representations, warranties and other obligations set forth in the Credit Agreement and the other Loan Documents to which it is a party (except to the extent expressly modified hereby), and (c) acknowledges that its respective covenants, representations, warranties and other obligations set forth in the Credit Agreement and the other Loan Documents to which it is a party remain in full force and effect (except to the extent modified hereby). Except as expressly modified hereby, the Credit Agreement and the other Loan Documents shall remain unaltered and in full force and effect in accordance with their respective terms. Payment of the Obligations under the Loan Documents, and any other obligations of the Loan Parties to the Lenders, presently existing or hereafter arising, remain and shall be and hereby are secured by all of the Collateral Documents. The Loan Parties ratify and confirm the provisions of the Collateral Documents, and represent and warrant that such documents continue to create first liens and first perfected security interests in the Collateral described therein. A 6. Release. Each Loan Party hereby jointly and severally acknowledges and agrees that neither it nor any of its Subsidiaries has any claim or cause of action against the Administrative Agent or any Lender (or any of the directors, officers, employees, agents, attorneys or consultants of any of the foregoing), or any defense, set-off, objection or challenge against payment of any sums currently owing or enforcement of any terms, under or with respect to the Loans, the Credit Agreement, or the Loan Documents. Notwithstanding the foregoing, the Administrative Agent and the Lenders wish (and the Loan Parties agree) to eliminate any possibility that any past conditions, acts, omissions, events or circumstances would impair or otherwise adversely affect any of their respective rights, interests, security and/or remedies. Accordingly, for and in consideration of the agreements contained in this Amendment and other good and valuable consideration, each Loan Party (for itself and its Subsidiaries and Affiliates and the successors, assigns, heirs and representatives of each of the foregoing) (collectively, the Releasees) does hereby jointly, severally, fully, finally, unconditionally and irrevocably release, waive and forever discharge the Administrative Agent and the Lenders, together with their respective Affiliates and Related Funds, and each of the Related Parties of each of the foregoing (collectively, the Released Parties), from any and all debts, claims, allegations, obligations, damages, costs, attorneys' fees, suits, demands, liabilities, actions, proceedings and causes of action, in each case, whether known or unknown, contingent or fixed, direct or indirect, and of whatever nature or description, and whether in law or in equity, under contract, tort, statute or otherwise, which any Releasor has heretofore had or now or hereafter can, shall or may have against any Released Party by reason of any act, omission or thing whatsoever done or omitted to be done, in each case, arising out of, connected with or related to this Amendment, the Credit Agreement or any other Loan Document, or any act, event or transaction related or attendant thereto, or the agreements of the Administrative Agent or any Lender contained therein, or the possession, use, operation or control of any of the assets of any Loan Party in connection with the Credit Agreement or the other Loan Documents, or the making of any Loans or other advances, or the management of such Loans or other advances or the Collateral (collectively, the Claims). Each Loan Party represents and warrants that it has no knowledge of any Claim by any Releasor against any Released Party or of any facts or acts or omissions of any Released Party which on the date hereof would be the basis of a Claim by any Releasor against any Released Party which would not be released hereby. It is the express intent of Releasors and the Released Parties that the release and discharge set forth in this Section be construed as broadly as possible in favor of the Released Parties so as to foreclose forever the assertion by any of the Releasors of any Claims against any of the Releasees. For the avoidance of doubt, the provisions in this Section 6 do not apply to the ongoing obligations of the Administrative Agent and the Lenders expressly set forth in the Loan Documents including the Commitments and obligations to make Loans as set forth therein. A 7. No Novation. The parties to this Amendment intend that this Amendment shall not constitute a substitution or novation, and nothing herein contained shall be construed as a substitution or novation, of any Obligations outstanding under the Credit Agreement, any Loan Document, or any instrument securing the same, all of which shall remain in full force and effect, except as expressly modified hereby. A 5 A 8. Amendment Documents as Loan Documents. Each Loan Party hereby acknowledges and agrees that this Amendment and each other Amendment Document constitutes a Loan Document under the Credit Agreement, and shall be subject to the terms of the Credit Agreement. Accordingly, it shall be an immediate Event of Default under the Credit Agreement if (i) any representation or warranty made by any Loan Party under or in connection with this Amendment or any other Amendment Document shall have been incorrect in any respect when made or deemed made, or (ii) any Loan Party shall fail to perform or observe any term, covenant or agreement contained in this Amendment or any other Amendment Document. A 9. General Provisions. Sections 9.01, 9.03, 9.06, 9.07, 9.09 and 9.10 of the Existing Credit Agreement shall be incorporated herein by reference, mutatis mutandis. A [Signature pages follow] A 6 A IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective authorized officers as of the day and year first above written. A BORROWER: A A PHENIXFIN CORPORATION A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A GUARANTORS: A A PHENIXFIN SMALL BUSINESS FUND GP, LLC A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN SMALL BUSINESS FUND, LP A A By: PHENIXFIN SMALL BUSINESS FUND GP, LLC, its General Partner A A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: A Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN SLF FUNDING I LLC A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A [Loan Parties Signature Page - Second Amendment to Credit Agreement] A A A A PHENIXFIN INVESTMENT HOLDINGS LLC A A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENT HOLDINGS AAR LLC A A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENT HOLDINGS AMVESTAR LLC A A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENT HOLDINGS OMNIVERE LLC A A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENTS, LLC A A A By: PHENIXFIN CORPORATION, its Member A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A [Loan Parties Signature Page - Second Amendment to Credit Agreement] A A A A PHENIXFIN INVESTMENT HOLDINGS FST LLC A A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A [Loan Parties Signature Page - Second Amendment to Credit Agreement] A A A A ADMINISTRATIVE AGENT: A A WOODFOREST NATIONAL BANK, as Administrative Agent A A A By: /s/ Cameron Jones A Name: Cameron Jones A Title: Senior Vice President A A LENDERS: A A WOODFOREST NATIONAL BANK, as Administrative Agent A A A By: /s/ Cameron Jones A Name: Cameron Jones A Title: Senior Vice President A [Signature Page to Second Amendment to Credit Agreement] A A A A VALLEY NATIONAL BANK, as Lender A A A By: /s/ Michael Hood A Name: A Michael Hood A Title: Vice President A [Signature Page to Second Amendment to Credit Agreement] A A A A AXIOM BANK, as Lender A A A By: /s/ T.C. Wilde A Name: A T.C. Wilde A Title: AVP A [Signature Page to Second Amendment to Credit Agreement] A A A A BANKUNITED, N.A., as New Lender A A By: /s/ Thomas Angley A Name: A Thomas Angley A Title: Senior Vice President A [Signature Page to Second Amendment to Credit Agreement] A A A COMMITMENT SCHEDULE A (as of August 5, 2024) A Lender A Revolving Commitment A Commitment A Woodforest National Bank A \$27,500,000.00 A \$27,500,000.00 A Valley National Bank A \$25,000,000.00 A \$25,000,000.00 A BankUnited A \$25,000,000.00 A \$25,000,000.00 A Axiom Bank A \$10,000,000.00 A \$10,000,000.00 A Total A \$87,500,000.00 A \$87,500,000.00 A A Schedule 3.15 CAPITALIZATION AND SUBSIDIARIES A Loan Party A Type of Entity A State of Organization A Owner A Ownership Interest / Number of Shares A Class of Ownership Interest / Shares A PhenixFIN Corporation A Delaware A N/A A N/A A A N/A A PhenixFIN Small Business Fund GP, LLC A Limited Liability Company A Delaware A PhenixFIN Corporation A 100% A N/A A PhenixFIN Small Business Fund, LP A Limited Partnership A Delaware A PhenixFIN Corporation A 100% A A General Partnership Interest / N/A A PhenixFIN Small Business Fund, LP A Limited Partnership A Delaware A PhenixFIN Corporation A 100% A A PhenixFIN Investment Holdings LLC A Limited Liability Company A Delaware A PhenixFIN Corporation A 100% A N/A A PhenixFIN Investment Holdings AAR LLC A Limited Liability Company A Delaware A PhenixFIN Corporation A 100% A N/A A PhenixFIN Investment Holdings AmveStar, LLC A Limited Liability Company A

Delaware PhenixFIN Corporation, A 100% A/A/A PhenixFIN Investment Holdings OmniVere LLC, A 100% A/A PhenixFIN Investment Holdings FST LLC, Limited Liability Company, Delaware PhenixFIN Corporation, A 100% A/A/A PhenixFIN Investments, LLC, Limited Liability Company, Delaware PhenixFIN Corporation, A 100% A/A/A A A A A EX-10.14 3 ea02280401ex10-14 phenix.htm FIRST AMENDMENT TO PLEDGE AND SECURITY AGREEMENT, DATED FEBRUARY 21, 2024 BY AND BETWEEN PHENIXFIN CORPORATION AND WOODFOREST NATIONAL BANK Exhibit 10.14 Execution Version A FIRST AMENDMENT TO PLEDGE AND SECURITY AGREEMENT A This FIRST AMENDMENT TO PLEDGE AND SECURITY AGREEMENT, dated as of February 21, 2024 (this "Amendment"), is among PhenixFIN Corporation, a Delaware corporation, as Borrower, the other Loan Parties party hereto, and Woodforest National Bank, as Administrative Agent. A WHEREAS, the Loan Parties, the Lenders and the Administrative Agent are parties to that certain First Amendment to Credit Agreement and Consent, dated as of the date hereof (the "First Amendment"), which amends that certain Credit Agreement, dated as of December 15, 2022 (as amended by the First Amendment, and as further amended, supplemented, amended and restated or otherwise modified, the "Credit Agreement"; capitalized terms used herein but not otherwise defined herein shall have the respective meanings given to such terms in the Credit Agreement and the First Amendment, as applicable); A WHEREAS, pursuant to the Credit Agreement, the Loan Parties and the Administrative Agent are parties to that certain Pledge and Security Agreement dated as of December 15, 2022 (as amended, supplemented, amended and restated or otherwise modified prior to the date hereof, the "Existing Security Agreement," and as amended, modified and supplemented by this Amendment, the "Security Agreement"); A WHEREAS, the Loan Parties have requested that the Lenders and the Administrative Agent consent to the FlexFIN Restructuring, and agree to the FlexFIN Release and the Holdco Pledge, and as a condition thereto, the Administrative Agent requires that the Loan Parties amend the Existing Security Agreement as provided in this Amendment. A NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows: A 1.A Amendments to Existing Security Agreement. As of the Amendment Effective Date, subject to the terms and conditions set forth in the Credit Agreement, the First Amendment, this Amendment, and the Existing Security Agreement, the Existing Security Agreement is amended as follows: A (a) The following entry is hereby deleted from Exhibit E (Equity) and the Administrative Agent hereby releases and terminates its security interest in such property: A Name of Grantor A Issuer A Number of Shares A Class of Stock A Percentage of Outstanding Shares / Interest A PhenixFIN Investment Holdings LLC A FlexFIN, LLC A 10000A A Membership Interest A 50.00% A A A (b) The following entry is hereby added to Exhibit E (Equity) and PhenixFIN Investment Holdings LLC hereby grants to the Administrative Agent a security interest in such property to secure the performance of the Obligations: A Name of Grantor A Issuer A Number of Shares A Class of Stock A Percentage of Outstanding Shares / Interest A PhenixFIN Corporation A 100% PhenixFIN Corporation A PhenixFIN Small Business Fund GP, LLC A N/A A A Membership Interest A 100% PhenixFIN Corporation A PhenixFIN Small Business Fund GP, LLC A N/A A A General Partnership Interest A 100% PhenixFIN Corporation A PhenixFIN SLF Funding I LLC A N/A A A Membership Interest A 100% PhenixFIN Corporation A PhenixFIN Investment Holdings LLC A N/A A A Membership Interest A 100% PhenixFIN Corporation A PhenixFIN Investment Holdings AAR, LLC A N/A A A Membership Interest A 100% PhenixFIN Corporation A PhenixFIN Investment Holdings OmniVere LLC A N/A A A Membership Interest A 100% PhenixFIN Corporation A PhenixFIN Investments, LLC A N/A A A Membership Interest A 100% A 2 A 2.A Representations and Warranties. Each Loan Party represents, warrants and certifies to the Administrative Agent and Lenders that: A (a) each Loan Party has full right, power and authority to execute and deliver this Amendment and perform their obligations hereunder; A (b) the execution and delivery of this Amendment by the Loan Parties and the performance by them of their respective obligations hereunder and under this Amendment have been duly authorized by all necessary action and do not and will not (i) violate any of the organizational documents of any Loan Party or otherwise require any approval of any stockholder, member or partner of any Loan Party, except for such approvals or consents which will be obtained on or before the Amendment Effective Date; (ii) violate any provision of any Requirement of Law, judgment, injunction, order or decree applicable to or otherwise binding on any Loan Party or Subsidiary; (iii) result in or require the creation or imposition of any Lien upon any of the properties or assets of any Loan Party or Subsidiary (other than any Liens created pursuant to the Loan Documents); or (iv) result in any default, noncompliance, suspension, revocation, impairment, forfeiture or nonrenewal of any material permit, license, authorization or approval applicable to its operations or any of its properties; A (c) this Amendment is a legal, valid and binding obligation of the Loan Parties, enforceable against them in accordance with their terms, except as may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or limiting creditors' rights generally or by equitable principles relating to enforceability; and A (d) the representations and warranties contained in Article III of the Security Agreement are true and correct in all respects on and as of the Amendment Effective Date to the same extent as though made on and as of that date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct as of such earlier date. A 3. Reaffirmation. By its execution hereof, each Loan Party hereby expressly (a) acknowledges and agrees to the terms and conditions of this Amendment, (b) ratifies, restates, and reaffirms all of its respective Obligations, covenants, representations, warranties and other obligations set forth in the Security Agreement (except to the extent expressly modified hereby), and (c) acknowledges that its respective covenants, representations, warranties and other obligations set forth in the Security Agreement remain in full force and effect (except to the extent expressly modified hereby). Except as expressly modified hereby, the Security Agreement shall remain unaltered and in full force and effect in accordance with its terms. Payment of the Obligations under the Loan Documents, and any other obligations of the Loan Parties to the Lenders, presently existing or hereafter arising, remain and shall be and hereby are secured by the Security Agreement. The Loan Parties ratify and confirm the provisions of the Security Agreement, and represent and warrant that the Security Agreement continues to create first liens and first perfected security interests in the Collateral described therein. A 4.A No Novation. The parties to this Amendment intend that this Amendment shall not constitute a substitution or novation, and nothing herein contained shall be construed as a substitution or novation, of any Obligations outstanding under the Credit Agreement, the Security Agreement, or any Loan Document, or any instrument securing the same, all of which shall remain in full force and effect, except as expressly modified hereby. A 5.A Amendment as a Loan Document. Each Loan Party hereby acknowledges and agrees that this Amendment constitutes a "Loan Document" under the Credit Agreement, and shall be subject to the terms of the Credit Agreement. Accordingly, it shall be an immediate Event of Default under the Credit Agreement if (i) any representation or warranty made by any Loan Party under or in connection with this Amendment shall have been incorrect in any respect when made or deemed made, or (ii) any Loan Party shall fail to perform or observe any term, covenant or agreement contained in this Amendment. A 6.A General Provisions. Sections 7.8, 7.12, 7.16, 7.18, 7.20, and 8.1 of the Existing Security Agreement shall be incorporated herein by reference, mutatis mutandis. A [Signature pages follow] A 3 A IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their respective authorized officers as of the day and year first above written. A A BORROWER: A A PHENIXFIN CORPORATION A A By: /s/ Ellida McMillan A Name: A Ellida McMillan A Title: Chief Financial Officer A A A GUARANTORS: A A A PHENIXFIN SMALL BUSINESS FUND GP, LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN SMALL BUSINESS FUND, LP A A By: PHENIXFIN SMALL BUSINESS FUND A GP, LLC, its General Partner A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN SLF FUNDING I LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A [Loan Parties Signature Page - First Amendment to Pledge and Security Agreement] A A A PHENIXFIN INVESTMENT HOLDINGS LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENT HOLDINGS AAR LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENT HOLDINGS AAR LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENT HOLDINGS OMNIVERE LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A A PHENIXFIN INVESTMENTS, LLC A A By: PHENIXFIN CORPORATION, its Member A A By: /s/ Ellida McMillan A Name: Ellida McMillan A Title: Chief Financial Officer A [Loan Parties Signature Page - First Amendment to Pledge and Security Agreement] A A A ADMINISTRATIVE AGENT: A A WOODFOREST NATIONAL BANK, as Administrative Agent A A By: /s/ Thomas Angley A Name: Thomas Angley A Title: Senior Vice President A [Signature Page to First Amendment to Pledge and Security Agreement] A A A EX-31.1 4 ea02280401ex31-1 phenix.htm CERTIFICATION Exhibit 31.1 Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a) A I, David Lorber, certify that: A 1) I have reviewed this Annual Report on Form 10-K of PhenixFIN Corporation (the "Company"); A 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; A 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report; A 4) The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have: A a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company is made known to us by others within those entities, particularly during the period in which this report is being prepared; A b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; A c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and A d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and A 5) The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions): A a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and A b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. A Date: December 16, 2024 A /s/ David Lorber A David Lorber A Chief Executive Officer (Principal Executive Officer) A A EX-31.2 5 ea02280401ex31-2 phenix.htm CERTIFICATION Exhibit 31.2 Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a) A I, Ellida McMillan, certify that: A 1) I have reviewed this Annual Report on Form 10-K of PhenixFIN Corporation (the "Company"); A 2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; A 3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report; A 4) The Company's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15 (e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have: A a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company is made known to us by others within those entities, particularly during the period in which this report is being prepared; A b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; A c) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and A d) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and A 5) The Company's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions): A a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and A b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. A Date: December 16, 2024 A /s/ Ellida McMillan A Ellida McMillan A Chief Financial Officer (Principal Financial Officer) A EX-32.1 6 ea02280401ex32-1 phenix.htm CERTIFICATION Exhibit 32.1 A CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 A In connection with the Annual Report on Form 10-K of PhenixFIN Corporation, (the "Company") for the annual period ended September 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, David Lorber and Ellida McMillan, Chief Executive Officer and Chief Financial Officer, respectively, of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002,

to our audit opinion. A Responsibilities of Management or the Financial Statements A Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. A In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about FlexFIN, LLC's ability to continue as a going concern within one year after the date that the financial statements are available to be issued. A Page 2 A Auditor's Responsibilities for the Audit of the Financial Statements A Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements. A In performing an audit in accordance with generally accepted auditing standards, we: A -Exercise professional judgment and maintain professional skepticism throughout the audit. A -Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. A -Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of FlexFIN, LLC's internal control. Accordingly, no such opinion is expressed. A -Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements. A -Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about FlexFIN, LLC's ability to continue as a going concern for a reasonable period of time. A We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit. A A CERTIFIED PUBLIC ACCOUNTANTS A Great Neck, New York December 11, 2024 A Page 3 A FLEXFIN, LLC BALANCE SHEETS AA SEPTEMBER 30,AA 2024A 2023A ASSETS AAA AA AA AAA AA Current Assets:AAA AA Cash in bank (Note 2) A \$-AA AA Restricted inventory (Notes 1, 2, 3, 7 and 8) A \$51,629,288AA A \$38,870,710A Prepaid taxes (Note 2) A \$4,943AA A -\$AA AA TOTAL ASSETS\$51,634,231AA A \$38,870,710A AAA AA LIABILITIES AND MEMBERS' EQUITY AAA AA AAA AA Current Liabilities:AAA AA Line of credit - bank (Note 5) A \$14,946,243AA A \$-AA Due to related parties (Note 4) A \$132,663AA A \$168,153A Option extension fees received in advance (Note 2) A \$86,457AA A \$88,284A Accrued expensesA \$41,125AA A \$1,125A New York City Unincorporated Business Tax payable (Note 2) A -\$AA A \$21,615AA AA Total liabilitiesA \$15,206,488AA A \$279,177A AAA AA Commitments and Contingencies (Notes 3, 4 and 7) A -\$AA AA Members' Equity (Page 4) A \$36,427,743AA A \$38,591,533AA AA TOTAL LIABILITIES AND MEMBERS' EQUITY \$51,634,231AA A \$38,870,710A A See accompanying notes to the financial statements. A Page 4 A FLEXFIN, LLC STATEMENTS OF INCOME AND MEMBERS' EQUITY AA YEARS ENDED SEPTEMBER 30, AA 2024A 2023A ASSETS AAA AA AA AAA AA Option extension fee income (Notes 1, 2 and 8) A \$4,954,885AA A \$4,384,908AA AA Operating Expenses:A AAA AA AA Origination and servicing fee (Note 4) A \$404,965AA A \$30,007A Interest expense (Note 7) A \$235,046AA A \$-AA Appraisal, legal and accounting fees A \$180,122AA A \$95,861A Bank chargesA \$128,706AA A -\$AA Insurance (Note 4) A \$68,746AA A \$51,696A Advertising and trade showsA \$6,449AA A \$3,585A Office expenses, penalties and fees (Note 1) A \$3,520AA A \$700AA AA Total Operating ExpensesA \$1,027,554AA A \$781,849AA AA Income from operations before New York City Unincorporated Business Tax A \$3,927,331AA A \$3,603,059A New York City Unincorporated Business Tax (Note 2) A \$36,405AA A \$32,703A Net Income (Page 5) A \$3,890,926AA A \$3,570,356A Members' equity - beginningA \$38,591,533AA A \$47,156,115A Contributions from member (Note 6) (Page 5) A \$12,832,106AA A \$13,712,934A Distributions to member (Note 6) (Page 5) A \$(18,886,822)AA A \$(25,847,872) MEMBERS' EQUITY - END (Page 3) A \$36,427,743AA A \$38,591,533A A See accompanying notes to the financial statements. A Page 5 A FLEXFIN, LLC STATEMENTS OF CASH FLOWS AA YEARS ENDED SEPTEMBER 30, AA 2024A 2023A CASH FLOWS FROM OPERATING ACTIVITIES:AAA AA AA Net income (Page 4) A \$3,890,926AA A \$3,570,356A Adjustments To Reconcile Net Income To Net Cash A -\$AA AA Provided By (Used For) Operating Activities:AAA AA AA (Increase) Decrease In Current Assets:AAA AA AA Restricted inventoryA \$(12,758,578)AA A \$8,267,064A Prepaid expensesA \$(4,943)AA A \$9,460A Increase (Decrease) In Current Liabilities:AAA AA AA Due to related partiesA \$(35,490)AA A \$156,399A Option extension fees received in advanceA \$(1,827)AA A \$88,284A Accrued expensesA \$40,000AA A \$1,125A New York City Unincorporated Business Tax payableA \$(21,615)AA A \$21,615A Total AdjustmentsA \$(12,782,453)AA A \$8,543,947A Net Cash Provided By (Used For) Operating ActivitiesA \$(8,991,527)AA A \$12,114,303A CASH FLOWS FROM FINANCING ACTIVITIES:AAA AA AA Proceeds from line of credit - bank, including interest accruedA \$14,946,243AA A -\$A Contributions from member (Page 4) A \$12,832,106AA A \$13,712,934A Distributions to member (Page 4) A \$(18,886,822)AA A \$(25,847,872) Net Cash Provided By (Used For) Financing ActivitiesA \$8,991,527AA A \$(12,134,938) Net Increase (Decrease) In Cash In BankA -\$AA A \$(20,635) Cash In Bank - BeginningA -\$AA A \$20,635A CASH IN BANK - END (Page 3) A -\$AA A -\$A SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:AAA AA AA Taxes PaidA \$62,971AA A \$10,504A A See accompanying notes to the financial statements. A Page 6 A FLEXFIN, LLC NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2024 A NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS A FlexFIN, LLC (the Company), a Delaware limited liability company organized in July 2021, is a purchaser of gemstones and jewelry with repurchase options. Option extension fees are charged to the sellers in order to extend those repurchase options in increments of one, two, or three months. In certain circumstances inventory items may be sold to third parties. The Company does business with both domestic and international entities in the diamond and jewelry business. A The Company purchases gemstones and jewelry via purchase and sale agreements which contain repurchase options in favor of the sellers. While a repurchase option is active, the Company is prohibited from selling the related inventory, except that some of the inventory may be sold at an agreed upon minimum price (Note 3). The seller must pay an option extension fee in order to maintain the repurchase option. Once an item is no longer subject to a repurchase option the Company may sell it on its own terms. The majority of the Company's operations are located in the New York metropolitan area, while most of its revenue is from clients in Belgium. A NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES A Basis of Presentation A The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. A Cash in Bank A The Company maintains a cash balance in one financial institution, which from time to time may be in excess of the Federally insured amount of \$250,000. The Company has not experienced losses in this account. A Accounts Receivable, Revenue Recognition and Contracts with Customers A The Company generates revenues from option extension fees collected on asset repurchase option contracts with the sellers. Terms of purchases of inventory are detailed in the purchase contracts. Sellers of inventory to the Company pay monthly option extension fees to maintain the right to repurchase inventory assets sold to the Company. The option extension fee on each contract is calculated as a percentage of the purchase price with rates agreed upon in each transaction. Rates have typically been 0.667% to 1.700% per month, but management reserves the right to raise the fee rates on future contracts. Option extension fee income is paid by the seller at the beginning of each option extension period and is nonrefundable. Income is therefore recognized when the purchase is consummated, upon receipt of the goods and disbursement of funds by the Company. When a repurchase option is exercised by a seller the transaction is recognized as a return of inventory. At September 30, 2024 and 2023, other than option extension fees received in advance the Company has no unfulfilled performance obligations. A Page 7 A FLEXFIN, LLC NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2024 A NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued) A Inventory A Restricted, and when applicable unrestricted, inventory is stated at the lower of cost or net realizable value. A NOTE 3 RESTRICTED INVENTORY A Items purchased and subject to seller repurchase options are reported as restricted inventory. The purchase contracts that establish the seller repurchase options state whether the items purchased by the Company can be sold for a specified minimum price, or the Company is prohibited from selling the items (Note 1). Management monitors the inventory to ascertain that the value of items is always well above its cost. Should the value of an item decline below cost management will require the conveyor to provide additional goods. A At September 30, 2024 and 2023 restricted inventory that is restricted by the minimum sale price criteria during the repurchase option period totaled \$4,005,240 and \$4,009,834 at cost, respectively. At September 30, 2024 and 2023 restricted inventory that is completely restricted from being sold during the repurchase option period totaled \$47,624,048 and \$34,860,876 at cost, respectively. A Should a restricted inventory item no longer be subject to an active seller repurchase option it is classified as inventory held for sale. At September 30, 2024 and 2023 the Company had no items held for sale. A NOTE 4 RELATED PARTY TRANSACTIONS A Office and Administrative Support A Office and administrative support is provided by Kwiat Enterprises, LLC, an entity that has common ownership with a member. Effective January 1, 2023 the Company entered an agreement with Kwiat Enterprises, LLC to pay an Origination & Servicing Fee (the Fee) to compensate for work done on behalf of the Company. A The fee applies only to purchase agreements where the net annualized rate of return meets or exceeds 12%. The fee is equal to 1% per year of the asset purchase price, it is accrued monthly and invoiced quarterly. During the years ended September 30, 2024 and 2023 the Company paid origination and servicing fees totaling \$404,965 and \$630,007, respectively, to Kwiat Enterprises, LLC. The amount paid in 2023 consisted of \$371,470 for services during the year ended September 30, 2023 and \$258,537 for services during the year ended September 30, 2022. A Page 9 A FLEXFIN, LLC NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2024 A NOTE 4 RELATED PARTY TRANSACTIONS (Continued) A Insurance A The Company has insurance coverage as an additionally insured party on the block policy of Kwiat Enterprises, LLC. Kwiat Enterprises, LLC charged the Company for a portion of the policy cost. During the years ended September 30, 2024 and 2023 the Company paid \$61,546 and \$51,696, respectively, to Kwiat Enterprises, LLC for insurance. During the year ended September 30, 2024 the Company also acquired insurance coverage from a third party on a specific collection of inventory items. This additional coverage cost totaled \$7,200 bringing total cost of insurance to \$68,746 for the year ended September 30, 2024. A Sales and Purchases A During the year ended September 30, 2023 the Company received option extension fee income from related parties totaling \$255,829, and none during the year ended September 30, 2024. A related party who previously sold assets to and repurchased assets from the Company is no longer a related party as of December 31, 2023. There were no purchases from related parties during the years ended September 30, 2024 and 2023. A Due To Related Parties A At September 30, 2024 and 2023 amounts payable to Kwiat Enterprises, LLC, an entity that has common ownership with a member, totaled \$132,663 and \$168,153, respectively, representing costs paid on behalf of the Company. There were no amounts receivable from any related entities. A NOTE 5 LINE OF CREDIT - BANK A The Company entered into an agreement for a line of credit with a lender to provide up to \$15,000,000, subject to borrowing base limitations, as defined. The borrowings bear interest at a rate of One Month Term SOFR plus an applicable margin of 2.75%, subject to an interest rate floor of 6.00%, which at September 30, 2024 was 7.85%. The line is secured by substantially all the assets of the Company and is subject to financial covenants. The lender has first priority to the assets of the Company in the event of a default. The line matures on February 27, 2025. The Company expects to renew the line of credit under similar terms. A For the year ended September 30, 2024 interest expense relating to the line of credit was \$235,046, and was not charged to the Company's bank account but rather accrued to the line of credit. The company is in compliance with all financial covenants. A Page 10 A FLEXFIN, LLC NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2024 A NOTE 6 CONTRIBUTIONS FROM AND DISTRIBUTIONS TO A MEMBER A During the years ended September 30, 2024 and 2023 PhenixFIN Corp., a member of the Company, contributed capital to the Company totaling \$

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***** BBB@_HHHH ***** BBB@_HHHH ***** BBB@_HHHH ***** M^1^Q^<KG^4^C_@/I_PIG1_M^P^K^1^Q^HH_X^N^12^<^D_&?W^+V+ _M\$M^\$6B@<#_7>_X^_+*+1^ Q1_P#9@<1^P^#2\$K1_<Z^<1^<30_ "BR_P^" M^1^A^V81^Q^<1Z_#FOQ^<_HHHH ***** BBB@_HHHH *****HGCISHB>YNOX^MO^<K^I^E%1^+9VWPZ_P#^73VU1^)(S1:617G_ 3;N1MHQ(CBB;ZKNKEY_M^*91B:4M(WWQ101^_##_P6A^V^O^<^AOXH^MM_<Q^Q=XD_0_4^<SOF^MIX_M^<^>PA_C^172BA_P3^<^&JK=M6CMM210^<H&\$>_?"1L^GZQX9TW2X^<^M^XV^&X3>+<4N9=+27915>-GO_N^<F^IUV^1^H^TM6>)/_<WOV^XP_X^8^A_M^%>AUXMUPIX>UKG1/V^M21^>S0ES>H^<1^\$61^19WVM^<Q_<Q^X8_X^OZCX;U_MZL;G^<=)=-SX>U^<T/5) <1^>GFR6E1XB6;AXUM14+7^FMZK9^>01JZFK48;T+X_MH_1^1^WZ^%?2S9Q(UKXB_MHOOPUJ^P1^+X+ M^_ _67OKK=YLH^+<+T12X2V^C5J5=-JG M2K4J14Z=6G.H445%U_P40_9&T+P^%Q^<(TVO_1MU70_0000_152^&M^L2_MAL^/B3HOQ^&A^&XUCX8_57X^>^/O^X@+?PDAWQ_ZG10A^XJ>^?1N MOZIH&8T^PUZ+R1^LW1_X2_L9>@_C^GWXA67Q_U+3H\AAWYTF#9>_AUX1^M^MWAQ\$M^#>_<E^+1^1^#2^F#IEOQE1L_4O^WQ9_L2Y0^AGX.TWX47Q_MBX3XDVB> 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3;N1MHQ(CBB;ZKNKEY_M^*91B:4M(WWQ101^_##_P6A^V^O^<^AOXH^MM_<Q^Q=XD_0_4^<SOF^MIX_M^<^>PA_C^172BA_P3^<^&JK=M6CMM210^<H&\$>_?"1L^GZQX9TW2X^<^M^XV^&X3>+<4N9=+27915>-GO_N^<F^IUV^1^H^TM6>)/_<WOV^XP_X^8^A_M^%>AUXMUPIX>UKG1/V^M21^>S0ES>H^<1^\$61^19WVM^<Q_<Q^X8_X^OZCX;U_MZL;G^<=)=-SX>U^<T/5) <1^>GFR6E1XB6;AXUM14+7^FMZK9^>01JZFK48;T+X_MH_1^1^WZ^%?2S9Q(UKXB_MHOOPUJ^P1^+X+ M^_ _67OKK=YLH^+<+T12X2V^C5J5=-JG M2K4J14Z=6G.H445%U_P40_9&T+P^%Q^<(TVO_1MU70_0000_152^&M^L2_MAL^/B3HOQ^&A^&XUCX8_57X^>^/O^X@+?PDAWQ_ZG10A^XJ>^?1N MOZIH&8T^PUZ+R1^LW1_X2_L9>@_C^GWXA67Q_U+3H\AAWYTF#9>_AUX1^M^MWAQ\$M^#>_<E^+1^1^#2^F#IEOQE1L_4O^WQ9_L2Y0^AGX.TWX47Q_MBX3XDVB> I^Z9X@MXD4JZ_?6_?U>WM^5J3L?^<A5_#^07X+T^XK^_01X:U/214/PIU^P91^XY>=K;3;GP_1KU2P_MMIC_91_1^%Q^_P^U^#=-/+OP=N^&FH>1^5U361^T^_<=^?_XL_1^6;J^< ME/H^1^<7^X^<@CX?>_1^9VJ^6MWIZZ^A1=;NINTOG^AN^M^+&15ROFG^SYZ=^M^CBIG06KCA<36EA^W^B79N^H5ZJ^T- _ZE_KC^<_4KKR3RZWX5;1X7UQ0K&G^H4X^K15M^>4J4E17^/0152H1T^M1^\$B=U^>=FJ^GC^VM^31^D1EDTX5E^Z2=61^M^G5479^SJ3P^<(C3J6V^MRH5E^4095.0HHHHH ***** BBB@_HHHH ***** BBB@_HHHH ***** BBB@_HHHH ***** M^1^Q^<KG^4^C_@/I_PIG1_M^P^K^1^Q^HH_X^N^12^<^D_&?W^+V+ _M\$M^\$6B@<#_7>_X^_+*+1^ Q1_P#9@<1^P^#2\$K1_<Z^<1^<30_ "BR_P^" M^1^A^V81^Q^<1Z_#FOQ^<_HHHH ***** BBB@_HHHH *****HGCISHB>YNOX^MO^<K^I^E%1^+9VWPZ_P#^73VU1^)(S1:617G_ 3;N1MHQ(CBB;ZKNKEY_M^*91B:4M(WWQ101^_##_P6A^V^O^<^AOXH^MM_<Q^Q=XD_0_4^<SOF^MIX_M^<^>PA_C^172BA_P3^<^&JK=M6CMM210^<H&\$>_?"1L^GZQX9TW2X^<^M^XV^&X3>+<4N9=+27915>-GO_N^<F^IUV^1^H^TM6>)/_<WOV^XP_X^8^A_M^%>AUXMUPIX>UKG1/V^M21^>S0ES>H^<1^\$61^19WVM^<Q_<Q^X8_X^OZCX;U_MZL;G^<=)=-SX>U^<T/5) <1^>GFR6E1XB6;AXUM14+7^FMZK9^>01JZFK48;T+X_MH_1^1^WZ^%?2S9Q(UKXB_MHOOPUJ^P1^+X+ M^_ _67OKK=YLH^+<+T12X2V^C5J5=-JG M2K4J14Z=6G.H445%U_P40_9&T+P^%Q^<(TVO_1MU70_0000_152^&M^L2_MAL^/B3HOQ^&A^&XUCX8_57X^>^/O^X@+?PDAWQ_ZG10A^XJ>^?1N MOZIH&8T^PUZ+R1^LW1_X2_L9>@_C^GWXA67Q_U+3H\AAWYTF#9>_AUX1^M^MWAQ\$M^#>_<E^+1^1^#2^F#IEOQE1L_4O^WQ9_L2Y0^AGX.TWX47Q_MBX3XDVB> 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***** BBB@_HHHH ***** BBB@_HHHH ***** BBB@_HHHH ***** M^1^Q^<KG^4^C_@/I_PIG1_M^P^K^1^Q^HH_X^N^12^<^D_&?W^+V+ _M\$M^\$6B@<#_7>_X^_+*+1^ Q1_P#9@<1^P^#2\$K1_<Z^<1^<30_ "BR_P^" M^1^A^V81^Q^<1Z_#FOQ^<_HHHH ***** BBB@_HHHH *****HGCISHB>YNOX^MO^<K^I^E%1^+9VWPZ_P#^73VU1^)(S1:617G_ 3;N1MHQ(CBB;ZKNKEY_M^*91B:4M(WWQ101^_##_P6A^V^O^<^AOXH^MM_<Q^Q=XD_0_4^<SOF^MIX_M^<^>PA_C^172BA_P3^<^&JK=M6CMM210^<H&\$>_?"1L^GZQX9TW2X^<^M^XV^&X3>+<4N9=+27915>-GO_N^<F^IUV^1^H^TM6>)/_<WOV^XP_X^8^A_M^%>AUXMUPIX>UKG1/V^M21^>S0ES>H^<1^\$61^19WVM^<Q_<Q^X8_X^OZCX;U_MZL;G^<=)=-SX>U^<T/5) <1^>GFR6E1XB6;AXUM14+7^FMZK9^>01JZFK48;T+X_MH_1^1^WZ^%?2S9Q(UKXB_MHOOPUJ^P1^+X+ M^_ _67OKK=YLH^+<+T12X2V^C5J5=-JG M2K4J14Z=

MV2[UZ^<1POL>))S@-(P')4&@ "Q%\4I>?1/\$%_::5+&-/N%M;(;
(V\0:R%N;C0S_6MW&!^N6_U-K&>GR_*".FM>./B M?I^D:!
(EHNAY66]49@@@G8?.W3&GW-KKND^_"4I;K&5;S4;Z M9IR MN1U_(U] H3@E@1I=:\-
U+Q*/A['?Z-X=\G4=?5#>:QJ5WT+9R05R,L2P55&, M>I>@6'BZ>P^&D?B'Q*L4-
XEKY\#"8M<7\2_%Q*^%B M]IDU*]?I-9QCKYC*-<COC^9%
<7X<^+FO^,=5T]2]T"WCE+[]^267=" #NP
M2N",8'KU/;O6#XHUS5/%'C;4/\$NCR69TGPIS?+FNP6BDES\Q4#JQ.,>RB@#U M?X<>\$A
A#?"<-C/(+R21KBY<<R-C./H !^%=?N&A*\HF^(>LWNE>'M'T
MZW@A\2ZO:K=3/(A]JSBYS(5//0\$@&L[PS\]1T]P7K6KZM=R.U&FH"TTR3RE MC:
[8CH:Z=^~!0![0&![UQGQ,\1W&A^&/LVFJFK:H_V2SCC^_N;JP'7@?J17 M/>!-
A=7OC.IM? \$TT":?%_0(UA6,&8X(1"0&::,Y(R*_P#B!XNU:[]^(-OJF
MDDM;Z2_V&VE\$8=4D92"0#D;B0V#_+(I*/=!!?A>V\(^&;73(54RA=IQ*!S M+*?
O\$ _R'L:70UX7J/Q%OO"7A>'0_I:-[XIEE!O9ID%TL=PY4\$#!*\#'.#N^E
M;7P[U6XT6:^G\2^(KV6*_);3(I0=R\D,89GE"\$DHI'3ID+[]*/6LT5\W7?C7
MXA^)KS4=4T&'4_I*E?L;L=C\$S^4!@ \8!*N0.6']MQ7MG@4:FGA>" +4I::U,
M3%+=+F;S)S";3*>F_KD#@<=.E '2UYA\<]2AM_ ;60N8EGN;B,>27&|E!W\$ M@=<A>:
[?Q5K1\/>%M2U955WM8&>-6!P7Z*#CMDBO)^*\$36_A5JGBG4_,O_M!#J-
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QP"*]H.^#M!)-?[]\$L/LOVG;YW[YWW;<[]?O;/3_MUH_W\K\7W-
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8NN:;JWB'5L;P'8Z5/IGA*P\$9N;LIM^T*H#;4;&"F*]2ZT^RD@_MTX7-0%)M"Q0&0!B_,
\$Y/2N#\3? \$V72+S7!86<-Q9:5_J/&[]_XH:++!O+<:U"5U?5[QF_U;##1PA>@_P@/?YN,4?0
M%%_HH ****_.\$^,&GW^I_#;4;;3XGFD+Q\4:IF=X)"CUZ\"*X3Q1\4M5L_
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LH_G)0!D^\$KN'P@UAX?UO4V MN?\$>M2RWDFW+H7;)XA_"H"XQZBO0P/E\&^)R!QS%
/_M&KXHUD:%X6U35_N6M;; M215/<@_"ZBOF7POHUSK/P^UN_O8!+I>E)+)
BE@TUU)M&XX.3M7\.?K7O>H>_M()M6L+BQO/
GB*:VN(S%+&X@4.IZY/G<4S2K@Z1HRZ7IOP^UB&T4?ZDO:[6R M.2=TQSF@#SOX76?_
F6L;)J+VQATIPQ9+#\$"_ \$MRV6+#\P?P%=;H]G=>(_B
MSK&O7MK(D6B]HBT2+M5V^8EN>O!SGWKH;+5;]3K8P6/@#4I:(I7MJ/Y24>9_#?
PAXFU"Z@.LV,NEZ9:ZB=1G67*27MQ]M7Y2/N*03^-2:+X1\6ZWXBUNUU?3_
+ #HU_JANK^8MM:YC0_NXD_/W*NW@FY_&_@_[]^*I?^\$@\4GKX-E'L=0@_[]^*H
]3PGXAL_'FOZBOA*34=_M3FOFETV[N)\6L2EB0SKG+8!7
.>1ZU:U[X9^<(Z^TFUE,MU+JET+O7KX2_1+ ML/RJB_P@!W_XYX]*I';70%FT^7X(__MNU.
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E0#^'!_P_X%>CKJ_C<*0G@FS1SR3_();_)/FFMK/Q_M\$S\OA+3,>^J?_84_I\6ZZ(U1);
M2PZ38Q2XBM/H;DXH\$7Q<)P;GPBHZ9" MSG/YT ==X=T.U\Z!9Z59HJQV\84D?
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M\$=3TJ%PLMS_5C)/& MX?[]#E8?^"9?_CE_\$_J_#.QOO_\$?A:VO9+?;*L[]
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S\33EV/>.2")/&T'7_)9Z3&H_4FK"[]^_%^1N\;MM]M,AS0H>\$4UJ+PKI
MZ^(H1)JVP_:#\O7<2 =O&0N <=Q6W7*?([]XI+*3XVGP""0_.@&1GITKJ8T"
M(%'U_&@!U%%%)#)/NC_>\Q7EGPL_P"1O\>?[]A0?S>BB@#TZ+_5US7Q\$ _P"2_M>>
(/^P?-_P"@T44>2_7_D;O\[]!\$7_H2U_.M%%%"_P_OJ9?NT44_#_[]_I MJ]***'?PFD?[]@HHH
8*(_O?C110!_2444_%;;BB@!PZ"G&BB@_%)110_"BB_EB@_HHHH ****_"BBB@_HHHH
*6BB@_HHHH ****_"BBB@#_V0\$!_end EX-101.SCH_10_pfx-20240930.xsd XBRL
SCHEMA FILE 995301 - Statement - Consolidated Statements of Assets and Liabilities
link:presentationLink link:definitionLink link:calculationLink 995302 - Statement -
Consolidated Statements of Assets and Liabilities (Parentheticals)

[link:presentationLink link:definitionLink link:calculationLink 995303 - Statement - Consolidated Statements of Operations](#) [link:presentationLink link:definitionLink link:calculationLink 995304 - Statement - Consolidated Statements of Changes in Net Assets Equity](#) [link:presentationLink link:definitionLink link:calculationLink 995305 - Statement - Consolidated Statements of Cash Flows](#) [link:presentationLink link:definitionLink link:calculationLink 995306 - Statement - Consolidated Schedule of Investments](#) [link:presentationLink link:definitionLink link:calculationLink 995307 - Statement - Consolidated Schedule of Investments \(Parentheticals\)](#) [link:presentationLink link:definitionLink link:calculationLink 995308 - Disclosure - Organization](#) [link:presentationLink link:definitionLink link:calculationLink 995309 - Disclosure - Significant Accounting Policies](#) [link:presentationLink link:definitionLink link:calculationLink 995310 - Disclosure - Investments](#) [link:presentationLink link:definitionLink link:calculationLink 995311 - Disclosure - Fair Value Measurements](#) [link:presentationLink link:definitionLink link:calculationLink 995312 - Disclosure - Borrowings](#) [link:presentationLink link:definitionLink link:calculationLink 995313 - Disclosure - Agreements](#) [link:presentationLink link:definitionLink link:calculationLink 995314 - Disclosure - Related Party Transactions](#) [link:presentationLink link:definitionLink link:calculationLink 995315 - Disclosure - Commitments](#) [link:presentationLink link:definitionLink link:calculationLink 995316 - Disclosure - Fee Income](#) [link:presentationLink link:definitionLink link:calculationLink 995317 - Disclosure - Directors Fees](#) [link:presentationLink link:definitionLink link:calculationLink 995318 - Disclosure - Earnings Per Share](#) [link:presentationLink link:definitionLink link:calculationLink 995319 - Disclosure - Financial Highlights](#) [link:presentationLink link:definitionLink link:calculationLink 995320 - Disclosure - Dividends](#) [link:presentationLink link:definitionLink link:calculationLink 995321 - Disclosure - Share Transactions](#) [link:presentationLink link:definitionLink link:calculationLink 995322 - Disclosure - Subsequent Events](#) [link:presentationLink link:definitionLink link:calculationLink 996000 - Disclosure - Accounting Policies, by Policy \(Policies\)](#) [link:presentationLink link:definitionLink link:calculationLink 996001 - Disclosure - Significant Accounting Policies \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996002 - Disclosure - Investments \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996003 - Disclosure - Fair Value Measurements \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996004 - Disclosure - Borrowings \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996005 - Disclosure - Agreements \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996006 - Disclosure - Commitments \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996007 - Disclosure - Fee Income \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996008 - Disclosure - Earnings Per Share \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996009 - Disclosure - Financial Highlights \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996010 - Disclosure - Share Transactions \(Tables\)](#) [link:presentationLink link:definitionLink link:calculationLink 996011 - Disclosure - Significant Accounting Policies \(Details\)](#) [link:presentationLink link:definitionLink link:calculationLink 996012 - Disclosure - Significant Accounting Policies \(Details\) - Schedule of Investments](#) [link:presentationLink link:definitionLink link:calculationLink 996013 - Disclosure - Significant Accounting Policies \(Details\) - Schedule of Income Tax](#) [link:presentationLink link:definitionLink link:calculationLink 996014 - Disclosure - Significant Accounting Policies \(Details\) - Schedule of Organizational Expenses](#) [link:presentationLink link:definitionLink link:calculationLink 996015 - Disclosure - Investments \(Details\)](#) [link:presentationLink link:definitionLink link:calculationLink 996016 - Disclosure - Investments \(Details\) - Schedule of Investments at Amortized Cost and Fair Value](#) [link:presentationLink link:definitionLink link:calculationLink 996017 - Disclosure - Investments \(Details\) - Schedule of Portfolio Composition by Industry Grouping at Fair Value](#) [link:presentationLink link:definitionLink link:calculationLink 996018 - Disclosure - Investments \(Details\) - Schedule of Portfolio Composition by Geographic Location at Fair Value](#) [link:presentationLink link:definitionLink link:calculationLink 996019 - Disclosure - Investments \(Details\) -](#)

[Schedule of Transactions with Affiliated Investments and Controlled Investments](#)
[link:presentationLink link:definitionLink link:calculationLink 996020 - Disclosure - Fair Value Measurements \(Details\)](#)
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[Total Assets Total Liabilities Total Net Assets Balance Balance Total Liabilities and Net Assets Investment Type \[Axis\] Total interest income Total Investment Income Total expenses Net Investment Income Net investment income \(loss\) Total realized and unrealized gains \(losses\) Net Increase \(Decrease\) in Net Assets Resulting from Operations Net increase \(decrease\) in net assets resulting from operations Balance \(in Shares\) Balance \(in Shares\) Common stock, shares outstanding \(in Shares\) Shares Outstanding at End of Period \(in Shares\) Equity Components \[Axis\] Net cash provided by \(used in\) operating activities Net cash provided by \(used in\) financing activities Net increase \(decrease\) in cash and cash equivalents Cash and cash equivalents, beginning of period Cash and cash equivalents, end of period Cash and cash equivalents Ownership \[Axis\] Industry Sector \[Axis\] Long-](#)

Term Debt, Type [Axis] Organization [Abstract] Significant Accounting Policies [Abstract] Schedule of Income Tax [Abstract] Distributions on a tax basis Schedule of Organizational Expenses [Abstract] Components of distributable earnings/(accumulated deficits) at year end Total distributable earnings (loss) Investments [Abstract] Geographical [Axis] Investment, Name [Axis] Investment Company, Nonconsolidated Subsidiary [Axis] Fair value as of beginning Fair value as of ending Total Investments at fair value Fair Value Investments total Statistical Measurement [Axis] Fair Value Measurements [Abstract] Asset Class [Axis] Fair Value Hierarchy and NAV [Axis] Balance at beginning Balance at ending Borrowings [Abstract] Credit Facility [Axis] Unamortized debt issuance costs Total Agreements [Abstract] Title and Position [Axis] Related Party Transactions [Abstract] Commitments [Abstract] Other Commitments [Axis] Related and Nonrelated Parties [Axis] Operating Leases, Future Minimum Payments Due Fee Income [Abstract] Schedule of Fee Income [Abstract] Fee Income [Axis] Directors Fees [Abstract] Earnings Per Share [Abstract] Schedule of Weighted Average Basic and Diluted Net Increase Decrease in Net Assets [Abstract] Net Asset Value per share at Beginning of Period Net Asset Value per share at End of Period Net Asset Value Per Common Share (in Dollars per share) Dividends [Abstract] Share Transactions [Abstract] Subsequent Events [Abstract] Risk Relating To Our Business And Structure [Member] Risks Related to Our Business [Member] Risks Related to Our Investments [Member] Risks Related to Our Operations as a BDC and a RIC [Member] Risks Relating to an Investment in our Securities [Member] Risks of the Insurance Business [Member] Risks Related to Life Insurance [Member] Risks Related to Property & Casualty Insurance [Member] Risks Related to the Insurance Business Generally [Member] Assets: Investments at fair value Non-controlled, Non-affiliated Investments Owned, at Amortized Cost Cost Amortized Cost Receivables: Other receivable Interest receivable Dividends receivable Receivable for investments sold Other assets Deferred tax asset Deferred financing costs Total debt issuance costs at beginning of period Prepaid share repurchase Due from Affiliate Liabilities: Credit facility and notes payable (net of debt issuance costs of \$1,510,815 and \$1,688,835, respectively) Debt issuance costs of notes payable Accounts payable and accrued expenses Interest and fees payable Other liabilities Due to Affiliate Payable for investments purchased Deferred revenue Commitments and Contingencies (see Note 8) Net Assets: Common Shares, \$0.001 par value; 5,000,000 shares authorized; 2,723,709 shares issued; 2,019,778 and 2,073,713 common shares outstanding, respectively Common stock, par value (in Dollars per share) Common stock, shares authorized (in Shares) Common stock, shares issued (in Shares) Capital in excess of par value Interest Income: Interest from investments Non-controlled, non-affiliated investments: Cash Payment in-kind Interest income, operating, paid in kind Affiliated investments: Controlled investments: Dividend income Total dividend income Interest from cash and cash equivalents Fee income (see Note 9) Fee income Other income Expenses: Interest and financing expenses Salaries and benefits Professional fees, net General and administrative expenses Directors fees Directors annual fees Insurance expenses Administrator expenses (see Note 6) Administrator expenses Realized and unrealized gains (losses) on investments Net realized gains (losses): Total net realized gains (losses) Net change in unrealized gains (losses): Total net change in unrealized gains (losses) Loss on extinguishment of debt (see Note 5) Net loss on extinguishment of debt Gain (loss) on extinguishment of debt Weighted average basic earnings per common share (in Dollars per share) Earnings (loss) per share of common stock - basic Weighted average diluted earnings per common share (in Dollars per share) Earnings (loss) per share of common stock - diluted Weighted average common shares outstanding - basic (in Shares) Weighted average shares of common stock outstanding - basic Weighted average common shares outstanding - diluted (in Shares) Weighted average shares of common stock outstanding - diluted OPERATIONS Net realized gains (losses) on investments Net realized (gains) losses from investments Realized Gain/(Loss) Net realized gains/(losses) from investments Net change in unrealized appreciation (depreciation) on investments Net unrealized (gains) losses on investments Unrealized Gain/(Loss) Net unrealized gains/(losses) Total unrealized depreciation Unrealized gain (loss)

CAPITAL SHARE TRANSACTIONS Tax reclassification of shareholders' equity in accordance with generally accepted accounting principles Total Increase (Decrease) in Net Assets Total Increase (Decrease) in Net Assets (in Shares) **OPERATIONS** **OPERATIONS** Deferred tax benefit (expense) Cash Flows from Operating Activities: Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities: Proceeds from sale and settlements of investments Amortization of debt issuance cost Amortization of deferred financing cost (Increase) decrease in operating assets: Deferred tax benefit (expense) Deferred tax benefit (expense) Increase (decrease) in operating liabilities: Payable for investments purchased Accounts payable and accrued expenses Due to Affiliate Administrator expenses payable Interest and fees payable Deferred revenue Other liabilities Cash Flows from Financing Activities: Debt issuance Aggregate principal amount Supplemental information: Interest paid during the period Non-cash purchase of investments Non-cash sale of investments Non-Controlled/Non-Affiliated Investments: % of Net Assets Par Amount Total unfunded commitments Financing agreements to fund Maturity Investment interest rate Equity common units (in Shares) Warrants of outstanding equity Affiliated Investments:(6) Controlled Investments:(7) Cost Distributions declared Repurchase of common shares Aggregate Consideration for Repurchased Shares (in Dollars) Repurchase of common shares (in Shares) Shares Repurchased (in Shares) Purchases, originations and participations Investment increases due to payment-in-kind interest Net amortization of premium (discount) on investments Loss on extinguishment of debt Fees receivable Interest receivable Due from affiliate Receivable for investments sold Dividends receivable Paydown receivable Other receivable Prepaid share repurchase Other assets Paydowns on debt Debt issuance costs paid Deferred financing costs Distributions paid to shareholders Payments of dividends Repurchase of common shares Common Stock, par value \$0.001 per share Common Stock Common Stock [Member] 5.25% Notes due 2028 Non-Controlled, Non-Affiliated Investments Affiliated Investments Controlled Investments Non-controlled, non-affiliated investments Non-Controlled/Non-Affiliated Investments [Member] Affiliated investments Affiliated Investments [Member] Total Affiliated Investments [Member] Controlled investments Controlled Investment [Member] Capital in Excess of Par Value Total Distributable Earnings/(Loss) All Around Roustabout, LLC [Member] All Around Roustabout, LLC [Member] Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan C [Member] Altisource S.A.R.L. [Member] Altisource S.A.R.L. [Member] Services: Business [Member] Services Business [Member] Services: Business [Member] Senior Secured First Lien Term Loan B [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Interest Rate Floor [Member] Warrant [Member] Equity/Warrants [Member] Arcline FM Holdings, LLC [Member] Aerospace & Defense [Member] First Lien Term Loan [Member] First Lien Term Loans [Member] Blufox Mobile Services [Member] Services Consumer [Member] Services: Consumer [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] Payment in Kind (PIK) Note [Member] Boostability Seotowncenter, Inc [Member] Boostability Seotowncenter, Inc. [Member] Equity - 833,152 Common Units [Member] Equity [Member] CB&L Associates Holdco I, LLC [Member] Real Estate [Member] Banking, Finance, Insurance & Real Estate [Member] Chimera Investment Corp [Member] Chimera Investment Corp. [Member] Equity [Member] Equity [Member] Copper Property CTL Pass Through Trust [Member] Equity Certificates [Member] DirecTV Financing, LLC [Member] Media: Broadcasting & Subscription [Member] High Tech Industries [Member] Revolving Credit Facility [Member] Credit Facility [Member] Epic Y-Grade Services, LP [Member] First Brands Group, LLC [Member] Automotive [Member] Franklin BSP Realty Trust, Inc [Member] Franklin BSP Realty Trust, Inc. [Member] Equity [Member] Global Accessories Group, LLC [Member] Consumer Goods Nondurable [Member] Consumer goods: Non-durable [Member] Equity [Member] Innovate Corp [Member] Innovate Corp. [Member] Construction & Building [Member] Construction Sector [Member] Senior Secured Notes [Member] Senior Secured Second Lien Term Loans [Member] Invesco Mortgage Capital, Inc [Member] Invesco Mortgage Capital, Inc. [Member] Equity [Member] NGS-WCS Group Holdings [Member] JFL-

NGS-WCS Partners, LLC [Member] Equity [Member] Kemmerer Operations, LLC [Member] Metals & Mining [Member] Lighting Science Group Corporation [Member] Containers, Packaging & Glass [Member] Packaging [Member] Warrants of Outstanding Equity [Member] Lucky Bucks, LLC [Member] Consumer Discretionary [Member] Priority Second Out Term Loan [Member] Priority First Out Exit Term Loan [Member] LB NewHoldCo, LLC [Member] Equity [Member] McKissock Investment Holdings, LLC (dba Colibri) [Member] MFA Financial, Inc [Member] MFA Financial, Inc. [Member] Equity [Member] Neptune Bidco US, Inc. (dba Nielsen) [Member] Media: Broadcasting & Subscription [Member] New York Mortgage Trust, Inc [Member] New York Mortgage Trust, Inc. [Member] Equity [Member] PHH Mortgage Corp. [Member] PHH Mortgage Corp [Member] Point 360 [Member] Point.360 [Member] London Interbank Offered Rates (LIBOR) [Member] Power Stop LLC [Member] Secure Acquisition Inc. (dba Paragon Films) [Member] Secure Acquisition Inc. (dba Paragon Films) – Senior Secured First Lien Delayed Draw Term Loan [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Stancor (dba Industrial Flow Solutions Holdings, LLC) [Member] Equity [Member] Staples, Inc [Member] Staples, Inc. [Member] Tamarix Capital Partners II, L.P. [Member] Tamarix Capital Partners II, L.P. - Fund Investment [Member] Banking [Member] Fund Investment [Member] Thryv Holdings, Inc. [Member] Velocity Pooling Vehicle, LLC [Member] Equity [Member] Warrants of Outstanding Equity [Member] Wingman Holdings, Inc. [Member] Equity [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] First Out Term Loan [Member] First Out Delayed Draw Term Loan [Member] Last Out Term Loan [Member] Last Out Delayed Draw Term Loan [Member] Black Angus Steakhouses, LLC [Member] Black Angus Steakhouses, LLC [Member] Hotel, Gaming & Leisure [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member] Senior Secured First Lien Super Priority DDTL [Member] Equity [Member] FST Holdings Parent, LLC [Member] Equity [Member] ECC Capital Corp. [Member] Equity [Member] Senior Secured Promissory Note [Member] FlexFIN, LLC [Member] FlexFIN, LLC Equity Interest [Member] Equity Interest [Member] NSG Captive, Inc. [Member] Insurance [Member] Insurance Sector [Member] Equity [Member] NVTN LLC [Member] NVTN LLC – Senior Secured First Lien Delayed Draw Term Loan [Member] Senior Secured Revolving Note [Member] Equity [Member] Total Investments [Member] Be Green Packaging, LLC [Member] Equity [Member] Equity [Member] Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Equity [Member] DataOnline Corp. [Member] Deer Management Systems LLC [Member] Deer Management Systems LLC - Senior Secured First Lien Delayed Draw Term Loan [Member] Equity [Member] 8.50% Senior Secured Notes [Member] Senior Secured Notes [Member] Equity [Member] Consumer Sector [Member] Services: Consumer [Member] Second Out Exit Term Loan [Member] First Out Exit Term Loan [Member] PennyMac Financial Services, Inc. [Member] Equity [Member] Rithm Capital Corp. [Member] Equity [Member] SMART Financial Operations, LLC [Member] Retail [Member] Equity [Member] Equity [Member] 1888 Industrial Services, LLC [Member] Senior Secured First Lien Term Loan A [Member] Equity [Member] Maritime Wireless Holdings LLC [Member] Equity [Member] Kemmerer Holdings, LLC [Member] Equity [Member] Organization Significant Accounting Policies Schedule of Investments Capital in excess of par value Total distributable earnings (loss) Schedule of Income Tax Ordinary income Distributions of long term capital gains Return of capital Schedule of Organizational Expenses Undistributed ordinary income Other temporary differences Unrealized appreciation/(depreciation) Investments Schedule of Investments at Amortized Cost and Fair Value Percentage Percentage Schedule of Portfolio Composition by Industry Grouping at Fair Value Schedule of Portfolio Composition by Geographic Location at Fair Value Schedule of Transactions with Affiliated Investments and Controlled Investments Affiliated Investments Purchases/(Sales) of or Advances/ (Distributions) Transfers In/(Out) of Controlled Earned Income Controlled Investments Affiliated Investments Controlled Investments Fair Value Measurements Schedule of Fair Value Measurements of Our Investments Investments measured at net asset value Total Investments, at fair value Schedule of

Investments that Use Level 3 Inputs Purchases and other adjustments to cost Sales (including repayments or maturities) Transfer in/(out) Transferred investment Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments Valuation Methodology Unobservable Input Range (Weighted Average) Impact to Valuation From An Increase In Input Borrowings Schedule of Debt Issuance Costs Aggregate Principal Available Principal Amount Outstanding Senior Securities Outstanding (in Dollars) Carrying Value Fair Value Schedule of Consolidated Statements of Assets and Liabilities Debt issuance costs during the period Amortized debt issuance costs Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt Notes Interest Credit Facility Interest Commitment fees Amortization of deferred financing costs Amortization of debt issuance costs Weighted average stated interest rate Accrued and unpaid interest rate Weighted average debt outstanding Agreements Schedule of Target Performance Award for each Executive Officer Value of Target Award Related Party Transactions Commitments Schedule of Composition of the Unfunded Commitments Schedule of Future Minimum Payments Under Phenixfin's Operating Lease 2025 2026 2027 Thereafter Total Liabilities operating lease Fee Income Schedule of Fee Income Directors Fees Earnings Per Share Schedule of Weighted Average Basic and Diluted Net Increase/(Decrease) in Net Assets Basic and diluted; Financial Highlights Schedule of Financial Highlights Per share data Results of Operations: Net Investment Income/(Loss) Net investment income/(loss) per share Net Realized Gain/(Loss) on Investments Net Unrealized Gain/(Loss) on Investments Net loss on extinguishment of debt Deferred tax benefit (expense) Net Increase (Decrease) in Net Assets Resulting from Operations Capital Share Transactions Repurchase of common stock under stock repurchase program Repurchase Price Per Share Average price per share (in Dollars per share) Net Increase (Decrease) Resulting from Capital Share Transactions Net Assets at End of Period (in Dollars) Per share market value at end of period Total return based on market value Total return based on net asset value Portfolio turnover rate Ratios: Ratio of net investment/(loss) income to average net assets after waivers, discounts and reimbursements Ratio of total expenses to average net assets Supplemental Data: Percentage of non-recurring fee income Average debt outstanding (in Dollars) Average debt outstanding per weighted average common share Asset coverage ratio per unit (in Dollars) Senior Securities Outstanding(8) Dividends Share Transactions Schedule of Shares of Common Stock Repurchased Subsequent Events Accumulated undistributed net investment income/(loss) Accumulated capital and other losses Difference between undiscounted and discounted cash flows Distributions declared Senior Secured First Lien Term Loans [Member] Senior Secured Notes [Member] Investments [Member] Real Estate [Member] Energy: Oil & Gas [Member] Retail [Member] Northeast [Member] Southeast [Member] Midwest [Member] West [Member] Southwest [Member] Mid-Atlantic [Member] International [Member] Equity [Member] Controlled Investments [Member] Total Controlled Investments [Member] 1888 Industrial Services, LLC [Member] US Multifamily, LLC [Member] Minimum [Member] Maximum [Member] Equity Warrants [Member] Fair Value, Inputs, Level 1 [Member] Level 1 [Member] Fair Value, Inputs, Level 2 [Member] Fair Value, Inputs, Level 3 [Member] Level 3 [Member] Equities/ Warrants [Member] Senior Secured Second Lien Term Loans [Member] Senior Secured First Lien Term Loans [Member] Senior Secured First Lien Term Loans One [Member] Senior Secured First Lien Term Loans Two [Member] Senior Secured First Lien Term Loans Three [Member] Equity/Warrants One [Member] Equity Warrants One [Member] Equity/Warrants Two [Member] Equity Warrants Two [Member] Equity/Warrants Three [Member] Equity Warrants Three [Member] Equity Warrants Four [Member] 2028 Notes [Member] 2023 Notes [Member] 2028 Promissory Note [Member] 2028 Notes [Member] 2028 Notes Promissory Note [Member] 2028 Promissory Note [Member] 2023 Notes Interest [Member] 2028 Notes Interest [Member] David Lorber, Chairman of the Board and Chief Executive Officer [Member] Elida McMillan, Chief Financial Officer [Member] Unfunded Loan Commitment [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - First Out Delayed Draw Term Loan [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - Last Out

Delayed Draw Term Loan [Member] Other Liabilities [Member] Prepayment Fee [Member] Administrative Agent [Member] Amendment [Member] Other Income [Member] 2021 Notes [Member] 2028 Promissory Note [Member] Business Acquisition [Axis] Class of Warrant or Right [Axis] Subordinated Borrowing [Axis] Related Party Transaction [Axis] Level of performance [Axis] Scenario [Axis] Subsequent Event Type [Axis] Cash and cash equivalents Realized gains Non-accrual investments at fair value Portfolio percentage at fair value Outstanding voting securities percentage Percentage of investment company taxable income Federal excise tax percentage Distributable ordinary income percentage Capital gain net income percentage Deferred tax asset, net Valuation allowance Investments Long-term capital loss carryforward Short-term capital loss carryforward Total fair value of warrants Asset coverage percentage Asset coverage percentage with no approval Revolving credit facility in terms Revolving credit facility Borrowed amount Aggregate principal amount Outstanding credit facility Interest rate Commitment fee percentage Percentage of unsecured notes Sale of debt (in Shares) Redemption price per share (in Dollars per share) Net proceeds Aggregate principal amount Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed Maturity date Principal amount Administrator expenses payable Performance based executive compensation target award percentage Performance goal percentage Accrual amount Related party transaction value Lease term, description Total operating lease cost Asset operating lease Lease term Implied borrowing rate percentage Asset coverage of indebtedness (in Dollars) Asset coverage percentage Leverage of asset coverage percentage Dividend per share Repurchase amount Aggregate repurchased shares (in Shares) Percentage of shares outstanding Remaining amount authorized Shares were repurchased (in Shares) Equity rate Basis of Presentation Use of Estimates in the Preparation of Financial Statements Cash, Restricted Cash and Cash Equivalents Debt Issuance Costs and Deferred Financing Costs Indemnification Revenue Recognition Investment Classification Valuation of Investments Fair Value of Financial Instruments Recent Accounting Pronouncements Federal Income Taxes Segments Company Investment Risk, Concentration of Credit Risk, and Liquidity Risk PIK interest [Member] Unsecured Notes [Member] Unsecured Debt [Member] Underwriters [Member] Administration Agreement [Member] Target Performance Award [Member] Net Asset Value [Member] Target level of performance [Member] Maximum level of performance [Member] Other Assets [Member] Director [Member] Independent Directors [Member] Lead Independent Director [Member] Audit Committee Chair [Member] Other Members of Audit Committee [Member] Nominating and Corporate Governance Committee Chair and Compensation Committee Chair [Member] Other members of Nominating and Corporate Governance Committee and the Compensation Committee [Member] Each Board Meeting [Member] Each Committee Meeting [Member] National Security Group, Alabama [Member] Subsequent Event [Member] Class of Stock [Domain] Statement [Table] Statement [Line Items] Investments [Domain] Equity Component [Domain] Industry Sector [Domain] Long-Term Debt, Type [Domain] Ownership [Domain] Financial Highlights [Table] Financial Highlights [Abstract] Schedule of Investments [Table] Schedule of Investments at Amortized Cost and Fair Value [Line Items] Investments (Details) - Schedule of Portfolio Composition by Industry Grouping at Fair Value [Table] Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items] Geographical [Domain] Investments (Details) - Schedule of Portfolio Composition by Geographic Location at Fair Value [Table] Schedule of Investments [Line Items] Investment, Name [Domain] Investment Company, Nonconsolidated Subsidiary [Domain] Statistical Measurement [Domain] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Asset Class [Domain] Fair Value Hierarchy and NAV [Domain] Fair Value Measurements (Details) - Schedule of Fair Value Measurements of Our Investments [Table] Schedule of Fair Value Measurements of Our Investments [Line Items] Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Schedule of Investments that Use Level 3 Inputs [Line Items] Fair Value Measurement Inputs and Valuation Techniques [Table] Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items] Credit Facility [Domain] Borrowings (Details) - Schedule of

Debt Issuance Costs [Table] Schedule of Debt Issuance Costs [Line Items] Debt Instrument, Name [Domain] Borrowings (Details) – Schedule of Consolidated Statements of Assets and Liabilities [Table] Schedule of Consolidated Statements of Assets and Liabilities [Line Items] Borrowings (Details) – Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt [Table] Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt [Line Items] Title and Position [Domain] Agreements (Details) – Schedule of Target Performance Award for each Executive Officer [Table] Schedule of Target Performance Award for each Executive Officer [Line Items] Related and Nonrelated Parties [Domain] Other Commitments [Domain] Other Commitments [Table] Schedule of Composition of the Unfunded Commitments [Line Items] Commitments (Details) – Schedule of Future Minimum Payments Under Phenixfin’s Operating Lease [Table] Schedule of Future Minimum Payments Under Phenixfin’s Operating Lease [Line Items] FeeIncomeDomain [Domain] Investment Income [Table] Net Investment Income [Line Items] Investment Company, Financial Highlights [Table] Schedule of Financial Highlights [Line Items] Share Transactions (Details) – Schedule of Shares of Common Stock Repurchased [Table] Schedule of Shares of Common Stock Repurchased [Line Items] Business Acquisition, Acquiree [Domain] Significant Accounting Policies (Details) [Table] Significant Accounting Policies [Line Items] Class of Warrant or Right [Domain] Investments (Details) [Table] Fair Value Measurements (Details) [Table] Fair Value Measurements [Line Items] Subordinated Borrowing, Name [Domain] Borrowings (Details) [Table] Borrowings [Line Items] LevelOfPerformanceDomain [Domain] Related Party Transaction [Domain] Award Type [Domain] Agreements (Details) [Table] Agreements [Line Items] Related Party Transactions (Details) [Table] Related Party Transactions [Line Items] Commitments (Details) [Table] Commitments [Line Items] Scenario [Domain] Directors Fees (Details) [Table] Directors Fees (Details) [Line Items] Financial Highlights (Details) [Table] Investment Company, Financial Highlights [Line Items] Share Transactions (Details) [Table] Share Transactions [Line Items] Subsequent Event Type [Domain] Subsequent Events (Details) [Table] Subsequent Event [Line Items] Amount of expense for fund administrative services. Amount of accrued administrator expenses payable. It represent amortized cost percentage. The amount of asset coverage of indebtedness. Asset coverage percentage. Asset coverage percentage with no approval. Asset coverage ratio per unit. Sale of debt securities by shares. Percentage of capital gain net income. Principal amount of debt outstanding. The amount of debt instrument redemption value. Par value per share of debt instrument redemption price. Represents the amount of deferred tax benefit (expense). The entire disclosure of investment company directors fees. Percentage of distributable ordinary income. The entire disclosure for dividend. Due from Affiliate amount. The entire disclosure for fee Income. Description of impact to valuation from an increase in input. The increase (decrease) during the reporting period in the amount of principal paydown receivable which represents the principal amount due from note holders, bond holders, and other parties for loans or credit extended by the reporting entity. Increase (decrease) in accrued expense for fund administrative services. It represent investment at fair value percentage. Percentage of non-recurring fee income. The amount of affiliated investment transfers in or out. The amount of investment owned cost. The amount of investment purchases, sales of, or advances/distribution Performance goal percentage of Net Asset Value per share. Amount of non-accrual investments at fair value. Non-cash purchase of investments. Non-cash sale of investments. Percentage of investment company taxable income. Percentage of shares outstanding. Amount of performance based executive compensation. Percentage of performance based executive compensation. Portfolio percentages at fair values. The amount of prepaied share repurchases. Per share amount of provision for deferred taxes on unrealized appreciation/(depreciation) on investments. Range (weighted average). Per share amount of realized gain (loss) on investment. Tabular disclosure of debt issuance costs. Tabular disclosure of portfolio composition by geographic location at fair value and it's percentage. Tabular disclosure of portfolio composition by industry grouping

at fair value and it's percentage. The table of target performance award for each executive officer. Total distributable earnings (loss). Per share amount of unrealized gain (loss) on investment. Valuation technique. The percentage of warrants of outstanding equity. Hotel, Gaming & Leisure [Member] Senior secured first lien term loans. Maritime Wireless Holdings LLCMember Lucky Bucks LLCMember Assets [Abstract] Unrealized Investment Gains Losses Per Share Deferred Tax Assets, Net Controlled Investment Abstract Controlled Investments Abstract1 Other Commitments [Table Text Block] Controlled Investments Abstract0 Earnings Per Share, Diluted Equity66107 Common Units Member Debt, Weighted Average Interest Rate Investment Company, Investment Income (Loss) from Operations, Per Share [Abstract] Risks Related To Our Investments Member Interest Paid, Capitalized, Investing Activities Retained Earnings [Member] Equity500000 Class AUnits Member Payment In Kind Member Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Purchases Retail [Member] Weighted Average Number of Shares Outstanding, Basic Investment Company, Distribution, Long-Term Capital Gain Fee Income Amendment Member Unamortized Debt Issuance Expense Risks Relating To An Investment In Our Securities Member Non-Controlled Non-Affiliated Investments Abstract Gain (Loss) on Extinguishment of Debt Services Business Member Target Performance Award Member Performance Based Executive Compensation Affiliated Investment Member USMultifamily LLCMember Line of Credit Facility, Maximum Month-end Outstanding Amount Deferred Income Tax Assets, Net Fee Income Axis Non-Controlled Non-Affiliated Investments Member Line of Credit Assumed Fair Value Measurement, Policy [Policy Text Block] Eight Five Zero Senior Secured Notes Member Disclosure Of Investment Company Directors Fees Text Block Interest Income, Operating, Paid in Kind Amortized Cost Percentage Level Of Performance Axis Realized Investment Gains (Losses) Epic YGrade Services LPMember Investment Maturity Date Container and Packaging Sector [Member] Operating Expenses [Abstract] Risks Related To Property Casualty Insurance Member Fair Value, Assets Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block] Risk Relating To Our Business And Structure Member Wingman Holdings Inc Member XYZRoofco LLCFirst Out Delayed Draw Term Loan Member Interest Income, Operating Affiliated Investments Abstract Net Cash Provided by (Used in) Operating Activities [Abstract] Senior Secured First Lien Super Priority Delayed Draw Term Loan Member Receivable, Investment, Sale Two Zero Two Eight Promissory Note Member Schedule of Repurchase Agreements [Table Text Block] Equity, Attributable to Parent [Abstract] Equity Interest Member Equity21562 Class AUnits Member Investment, Policy [Policy Text Block] Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Investment Company, Senior Security, Indebtedness, Asset Coverage Ratio International Member Investment Owned, Fair Value Debt Disclosure [Text Block] Minimum [Member] Schedule Of Transactions With Affiliated Investments And Controlled Investments Abstract Common Stock, Shares, Outstanding Extinguishment of Debt, Gain (Loss), Per Share, Net of Tax Increase (Decrease) in Operating Assets [Abstract] Equity Eight Three Three One Five Two Common Units Member Share Repurchase Program, Authorized, Number of Shares Retained Earnings (Accumulated Deficit) Warrants062 Of Outstanding Equity Member Lessee, Operating Lease, Liability, to be Paid, Year Three Fair Value Measurement Inputs and Valuation Techniques [Table Text Block] Other Liabilities JFLNGSWCSPartners LLCMember Net Investment Income Schedule Of Fair Value Measurements Of Our Investments Abstract Performance Based Executive Compensation Target Award Percentage Other Long-Term Debt, Current Interest From Investments Abstract Investment Owned, Balance, Shares Provision For Deferred Tax On Unrealized Appreciationdepreciation On Investmentsin Dollars Investment Company, Investment Income (Loss) from Operations, Per Share Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Transfers, Net Repayments of Debt Interest Income, Operating, Paid in Cash Fair Value, Inputs, Level 2 [Member] Impact To Valuation From An Increase In Input Mc Kiscock Investment Holdings LLCdba Colibri Member Noninterest Expense Directors Fees Maximum [Member] Income Tax, Policy [Policy Text Block] Investment Company, Total Return Basic Earnings Per Share

Adjustment, Pro Forma Investment Company, Distributable Earnings (Loss), Accumulated Temporary Difference, Other Common Stock, Shares Authorized Investment Company, Investment Income (Loss), Per Share Increase (Decrease) in Operating Liabilities [Abstract] Investment Owned, Cost Equity One Thousand Class A Units Member Investment Company, Tax Return of Capital Distribution Invesco Mortgage Capital Inc Member Interest Income, Money Market Deposits Nominating And Corporate Governance Committee Chair And Compensation Committee Chair Member Investment Company, Financial Highlights [Table Text Block] Concentration Risk, Credit Risk, Policy [Policy Text Block] Automotive Sector [Member] Net Cash Provided by (Used in) Financing Activities [Abstract] Additional Paid-in Capital [Member] Receivables [Abstract] Lessee, Operating Lease, Description Interest and Dividend Income, Operating, Paid in Kind Asset Coverage Of Indebtedness Other Income Debt Related Commitment Fees and Debt Issuance Costs Asset Coverage Percentage Black Angus Steakhouses LLC Member US Midwest Region [Member] Payments for Repurchase of Common Stock Prepayment Fee Member Proceeds from Sale of Debt Securities, Available-for-Sale Investment Company, Financial Highlights [Text Block] Innovate Corp Member Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] First Out Term Loan Member Equity 206684 Class B Preferred Units Member Proceeds from Issuance of Debt NVTN LLC Member Investments Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed Equity 192300 Class C Preferred Units Member Fee Income Text Block Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Excluding Exchange Rate Effect Thryv Holdings Inc Member Investment Company, Total Return, Market Value Increase (Decrease) in Other Operating Assets Secure Acquisition Inc Member Significant Accounting Policies [Text Block] Stock Issued During Period, Shares, Period Increase (Decrease) Equity 5441 Class A Units Member Interest Income and Interest Expense Disclosure [Table Text Block] Schedule Of Target Performance Award For Each Executive Officer Abstract Investment Purchases Sales Of Or Advances Distributions Be Green Packaging LLC Member Segment Reporting, Policy [Policy Text Block] Schedule Of Debt Issuance Costs Abstract Senior Secured First Lien Term Loan Member Lessee, Operating Lease, Liability, to be Paid, Year Two Investment Company Investment Income Percentage Of Nonrecurring Fee Income Point 360 Member Other Members Of Nominating And Corporate Governance Committee And The Compensation Committee Member Salary and Wage, Excluding Cost of Good and Service Sold thousand Eight Hundred Eight Eight Industrial Services LLC Member Fair Value, Inputs, Level 3 [Member] Chief Executive Officer [Member] Related Party Transactions Disclosure [Text Block] Senior Secured First Lien Term Loan A Member Long-Term Debt, Average Amount Outstanding Debt Instrument Redemption Amount Net Cash Provided by (Used in) Operating Activities Schedule Of Portfolio Composition By Geographic Location At Fair Value Abstract Senior Secured First Lien Term Loans Member Share Repurchase Program, Remaining Authorized, Amount Target Level Of Performance Member Payments of Financing Costs Administrative Agent Member Senior Securities Outstanding 8 Abstract Investment Of Transfers In Out Of Affiliates Gain (Loss) on Sale of Investments Results Of Operations Abstract NSGCaptive Inc Member First Out Exit Term Loan Member Payments of Stock Issuance Costs Fair Value, Inputs, Level 1 [Member] Equity 226107 Common Units Member Construction Sector [Member] Equity 833152 Common Units Member National Security Group Alabama Member Risks Related To Life Insurance Member Equity, Attributable to Parent Due From Affiliates Amount Capital Gain Net Income Percentage Kemmerer Holdings LLC Member Financial Highlights Line Items Investment Company, Investment Income (Loss) Ratio, after Incentive Allocation Notes Payable, Current Payments of Dividends Net Asset Value Per Share Performance Goal Percentage Cash and Cash Equivalents, Policy [Policy Text Block] Fund Investment Member Equity Warrants Four Member Fair Value Adjustment of Warrants Line of Credit Facility, Expiration Period Lessee, Operating Lease, Discount Rate Secured Overnight Financing Rate (SOFR) [Member] Investment Income, Net Other Assets [Member] US Southwest Region [Member] Chimera Investment Corp Member Adjustments to Additional Paid in Capital, Dividends in

Excess of Retained Earnings Dividend Income, Operating Schedule Of Quantitative Information About Level3 Fair Value Measurements Of Our Investments Abstract Senior Secured First Lien Term Loan BMember Available For Sale Of Debt Shares Interest Rate Floor [Member] ECCCapital Corp Member Last Out Delayed Draw Term Loan Member Two Thousand Twenty Three Notes Member Operations Abstract0 Operations Abstract1 Schedule of Investments [Text Block] Flex FINLLCMember Other Assets Equity1792 Membership Interest Member Consolidated Schedule Of Investments Abstract Investment Interest Rate Controlled Investments Abstract Director [Member] Lessee, Operating Lease, Liability, to be Paid Increase (Decrease) in Other Receivables Amortization of Deferred Charges Increase (Decrease) in Dividends Receivable Securities Borrowed Equity [Text Block] Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Investment Holdings, Schedule of Investments [Table Text Block] Dividend Disclosure Text Block Realized Investment Gains (Losses) [Abstract] Interest Payable Schedule of Debt [Table Text Block] Warrants065 Of Outstanding Equity Member SMARTFinancial Operations LLCMember Statement of Financial Position [Abstract] Administrative Services Expense Line of Credit Facility, Interest Rate During Period Cash and Cash Equivalents, at Carrying Value Debt and Equity Securities, Unrealized Gain (Loss) Audit Committee Chair Member Senior Secured Promissory Note Member Schedule Of Target Performances Award For Each Executive Officer Table Text Block Lessor, Operating Lease, Term of Contract Equity205000 Class CPreferred Units Member Investment Company, Financial Ratios [Abstract] Equity Nine Seven Four Two Six Class CPreferred Units Member Schedule Of Portfolio Composition By Industry Grouping At Fair Value Table Text Block Unsecured Debt [Member] Accretion (Amortization) of Discounts and Premiums, Investments Direc TVFinancing LLCMember Dividends Receivable Investment Company, Tax Basis, Capital Loss Carryforward (Utilization) Liabilities [Abstract] Senior Secured Second Lien Term Loans Member Lessee, Operating Lease, Liability, Undiscounted Excess Amount Dividend Income Abstract Penny Mac Financial Services Inc Member Senior Secured Revolving Note Member Risks Related To The Insurance Business Generally Member Investment Company, Tax Reclassification, Increase (Decrease) Senior Secured First Lien Term Loan CMember Debt Instrument Outstanding Amount Realized Gain (Loss) on Investments [Table Text Block] Loans Payable Investment Company, Share Repurchase, Per Share Investment Company, Capital Share Transaction, Increase (Decrease) [Abstract] Schedule of Investments in and Advances to Affiliates, Schedule of Investments [Table Text Block] Blufox Mobile Services Member Use of Estimates, Policy [Policy Text Block] Commitments and Contingencies Equity117310 Class CPreferred Units Member Common Stock, Value, Issued Revolving Credit Facility [Member] Senior Notes [Member] Underwriters Member Stancordba Industrial Flow Solutions Holdings LLCMember Amortization of Debt Issuance Costs Interest Receivable Increase (Decrease) in Deferred Revenue Investment Company, Net Asset Value Per Share, Period Increase (Decrease) Schedule Of Shares Of Common Stock Repurchased Abstract Share Repurchase Program, Authorized, Amount Schedule Of Future Minimum Payments Under Phenixfin SOperating Lease Abstract Debt and Equity Securities, Gain (Loss) Metals Mining Member Rithm Capital Corp Member London Interbank Offered Rates LIBORMember Equity700000 Class APreferred Units Member First Mortgage [Member] Real Estate [Member] Administrator Expenses Payable Statement of Stockholders' Equity [Abstract] Deferred Policy Acquisition Costs, Amortization Expense Basis of Accounting, Policy [Policy Text Block] Schedule Of Consolidated Statements Of Assets And Liabilities Abstract Percentage Of Shares Outstanding Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Schedule Of Investments At Amortized Cost And Fair Value Abstract Senior Secured Notes Member Earnings Per Share, Basic, Two Class Method [Abstract] Deferred Tax Assets, Net of Valuation Allowance Income Statement [Abstract] Warrants Of Outstanding Equity Investment Income, Investment Expense Increase (Decrease) Due from Affiliates New Accounting Pronouncements, Policy [Policy Text Block] Deferred Compensation Arrangement with Individual, Cash Award Granted, Amount Lighting Science Group Corporation Member Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Schedule Of Financial Highlights

Abstract Franklin BSP Realty Trust Inc Member Copper Property CTL Pass Through Trust Member Increase (Decrease) in Payable for Investment Purchased Senior Secured First Lien Term Loans One Member Two Thousand Twenty Eight Notes Member Interest and Debt Expense FST Holdings Parent LLC Member Schedule Of Investments That Use Level 3 Inputs Abstract Hotel Gaming And Leisure Member US Northeast Region [Member] Equity 84000000 Units Member Earnings Per Share, Basic Risks Related To Our Operations As ABDC And ARIC Member Banking Regulation, Total Risk-Based Capital, Excess, Actual Assets Liabilities Noncash Sale Of Investments General Insurance Expense Neptune Bidco US Inc Member Subsequent Events [Text Block] Equity 163601 Class D Preferred Units Member Percentage Of Investment Company Taxable Income Net Asset Value Member Equity 165000 Class E Preferred Units Member Schedule of Effective Income Tax Rate Reconciliation [Table Text Block] Increase (Decrease) in Accrued Interest Receivable, Net PHH Mortgage Corp Member Noncash Purchase Of Investments Equities Warrants Member Accumulated Amortization, Debt Issuance Costs Additional Paid in Capital, Common Stock Investment Income [Table Text Block] Portfolio Percentage At Fair Values Total Distributable Earnings Loss Notes Payable Deferred Tax Benefit Expense Consumer Sector [Member] Investments [Member] Professional Fees US Southeast Region [Member] Equity Thirty One Common Units Member Investments, Fair Value Disclosure Debt Issuance Costs, Net Tamarix Capital Partners III LP Member Equity Type Of Investment Member Distributable Ordinary Income Percentage Net Cash Provided by (Used in) Financing Activities First Brands Group LLC Member Banking Finance Insurance Real Estate Member Payment for Purchase, Investment, Operating Activity LBN New Hold Co LLC Member Debt Instrument, Issued, Principal Equity 100000 Units Member First Lien Term Loan Member Investment Company, Distributable Earnings (Loss), Accumulated Capital Loss Carryforward New York Mortgage Trust Inc Member Investment Company, Market Value, Per Share Senior Secured First Lien Term Loans Three Member Prepaid Share Repurchases Fivepoint Twentyfive Percentage Notes Due 2028 Member Equity 350 Common Shares Member Investment Company, Distribution to Shareholders, Per Share Subsequent Event [Member] Warrant [Member] Aerospace Sector [Member] Chief Financial Officer [Member] Lessee, Operating Lease, Liability, to be Paid, Year Four Equity 105480 Class D Preferred Units Member Equity 33873611 Class A Units Member Nonaccrual Investments At Fair Value Amortization of Debt Issuance Costs and Discounts Administration Agreement Member Each Board Meeting Member Lessee, Operating Lease, Liability, to be Paid, after Year Five Equity Warrants One Member Operating Lease, Liability Increase (Decrease) in Prepaid Expense Equity 417 Common Units Member Equity 29500 Common Units Member Investment Owned, Balance, Principal Amount NGS WCS Group Holdings Member Debt Instrument, Interest Rate, Stated Percentage Operations Abstract Controlled Investment Member US West Region [Member] Revenue from Contract with Customer [Policy Text Block] Common Stock [Member] Schedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block] Schedule Of Interest Expense Amortized Debt Issuance Costs Weighted Average Stated Interest Rate And Weighted Average Outstanding Debt Abstract All Around Roustabout LLC Member Risks Of The Insurance Business Member Increase Decrease In Paydown Receivable Unfunded Loan Commitment [Member] Energy Oil And Gas Member Statement of Cash Flows [Abstract] Interest Expense, Operating and Nonoperating Effective Income Tax Rate Reconciliation at Federal Statutory Income Tax Rate, Amount Each Committee Meeting Member Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Investment, Affiliated Issuer, Controlled [Member] Fair Value, Net Asset (Liability) Two Thousand Twenty One Notes Member Energy Oil Gas Member Banking [Member] Collaborative Arrangement Disclosure [Text Block] Two Thousand Twenty Eight Notes Interest Member Line of Credit Facility, Commitment Fee Percentage Retail Sector [Member] Equity Method Investment, Ownership Percentage Media Broadcasting Subscription Member Investment, Unaffiliated Issuer [Member] Other Liabilities [Member] Investment Company, Financial Highlights [Abstract] Investment At Fair Value Percentage Capital Share Transactions Abstract Schedule of Investments [Abstract] Equity Certificates Member Equity 10000000 Units Member

Increase (Decrease) in Other Operating Liabilities Stock Repurchased During Period, Value Equity180739 Membership Units Member Debt and Equity Securities, Realized Gain (Loss) Stock Repurchased During Period, Shares Investment Company, Distributable Earnings (Loss), Accumulated Ordinary Income (Loss) Investment Company, Distribution, Ordinary Income Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Sales Realized Investment Gains Losses Per Share Fair Value of Financial Instruments, Policy [Policy Text Block] Unobservable Measurement Input, Uncertainty, Description Supplemental Cash Flow Elements [Abstract] XYZRoofco LLCdba SMCRoofing Solutions LLCMember Investment Company, Expense Ratio after Incentive Allocation Realized And Unrealized Gains Losses On Investments Abstract Other Income [Member] Dividends Payable, Amount Per Share Payment in Kind (PIK) Note [Member] Increase (Decrease) in Accounts Payable and Accrued Liabilities Insurance Sector [Member] Earnings Per Share [Text Block] Maximum Level Of Performance Member Investment, Affiliated Issuer, Noncontrolled [Member] Business Acquisition, Percentage of Voting Interests Acquired Consumer Discretionary Member XYZRoofco LLCLast Out Delayed Draw Term Loan Member Consumer Goods Nondurable Member Kemmerer Operations LLCMember MFAFinancial Inc Member Operating Lease, Cost Other Receivables, Net, Current Stock Repurchased and Retired During Period, Shares General and Administrative Expense Boostability Seotowncenter Inc Member Priority Second Out Term Loan Member Contract with Customer, Liability, Current Equity Warrants Member Common Stock, Par or Stated Value Per Share Risks Related To Our Business Member Staples Inc Member Related Party Transaction, Amounts of Transaction Common Stock, Shares, Issued Net Investment Income [Abstract] Arcline FMHoldings LLCMember Accumulated Deferred Investment Tax Credit Equity Warrants Three Member Schedule Of Portfolio Composition By Industry Grouping At Fair Value Abstract Altisource SARLMember Data Online Corp Member Schedule Of Debt Issuance Costs Table Text Block Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Proceeds from Disposition of Investment, Operating Activity Equity Warrants Two Member Weighted Average Number of Shares Outstanding, Diluted Mid Atlantic Member Velocity Pooling Vehicle LLCMember Increase (Decrease) in Receivable for Investment Sold Debt, Policy [Policy Text Block] Services Consumer Member Valuation Technique Increase (Decrease) in Interest Payable, Net Tax Credit Carryforward, Amount Fair Value Disclosures [Text Block] Range Weighted Average Principal Investment Gain (Loss) Controlled Investments Member Technology Sector [Member] Equity350 Common Units Member Financial Services Sector [Member] Priority First Out Exit Term Loan Member Lead Independent Director Member Affiliated Investment Abstract Gain (Loss), Investment and Derivative, Operating, Deferred Tax Expense (Benefit) First Out Delayed Draw Term Loan Member Debt Instrument, Face Amount Increase (Decrease) in Accounts and Other Receivables Increase Decreasein Administrator Expenses Payable Affiliated Investments Abstract0 Senior Secured First Lien Term Loans Two Member Equity137310 Class CPreferred Units Member Schedule Of Composition Of The Unfunded Commitments Abstract Affiliated Investments Abstract1 Payable, Investment, Purchase Schedule Of Portfolio Composition By Geographic Location At Fair Value Table Text Block Investment Company, Portfolio Turnover Second Out Exit Term Loan Member Debt Issuance Costs, Gross Deferred Tax Assets, Deferred Income Interest Expense, Borrowings Global Accessories Group LLCMember Debt Instrument Redemption Price Per Share Asset Coverage Percentage With No Approval Other Members Of Audit Committee Member Commitments and Contingencies Disclosure [Text Block] Debt Instrument, Fair Value Disclosure CBLAssociates Holdco ILLCMember Equity38 Membership Interest Member Onethripleeight Industrial Services LLCMember Net Change In Unrealized Gains Losses Abstract Interest Expense, Debt Investment Owned Cost Equity625548 Class AUnits Member Effective Income Tax Rate Reconciliation, at Federal Statutory Income Tax Rate, Percent Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Investment Owned, Net Assets, Percentage SSAcquisition LLCMember Supplemental Data Abstract Investment Income, Interest and Dividend

Accounts Payable and Accrued Liabilities Increase (Decrease) in Due to Affiliates Two Thousand Twenty Eight Promissory Note Member Two Thousand Twenty Three Notes Interest Member Investments [Abstract] [Standard Label] Other Long-Term Debt, Noncurrent Investment Company, Senior Security, Stock, Asset Coverage Ratio Liabilities and Equity Deer Management Systems LLCMember Debt Instrument, Maturity Date Non Controlled Non Affiliated Investment Abstract Power Stop LLCMember Guarantees, Indemnifications and Warranties Policies [Policy Text Block] Stockholders' Equity, Period Increase (Decrease) Total Investment Member Asset Coverage Ratio Per Unit Last Out Term Loan Member Senior Secured First Lien Delayed Draw Term Loan Member Investment Company, Distributable Earnings (Loss), Accumulated Appreciation (Depreciation) Operating Lease, Right-of-Use Asset Short-Term Debt, Average Outstanding Amount EX-101.PRE 14 pfx-20240930_pre.xml XBRL PRESENTATION FILE XML 16 R1.htm IDEA: XBRL DOCUMENT

Cover - USD (\$)		12 Months Ended		Dec. 16,	Mar. 31,
		Sep. 30, 2024		2024	2024
Document Information [Line Items]					
Document Type	10-K				
Document Annual Report	true				
Document Transition Report	false				
Document Financial Statement Error Correction [Flag]	false				
Entity Interactive Data Current	Yes				
ICFR Auditor Attestation Flag	false				
Amendment Flag	false				
Document Period End Date	Sep. 30, 2024				
Document Fiscal Year Focus	2024				
Document Fiscal Period Focus	FY				
Documents Incorporated by Reference [Text Block]	Portions of the registrant’s proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the registrant’s 2025 Annual Meeting of Stockholders, which will be filed subsequent to the date hereof, are incorporated by reference in to Part III of this Form 10-K. Such proxy statement will be filed with the Securities and Exchange Commission not later than 120 days following the end of the registrant’s fiscal year ended September 30, 2024.				
Entity Information [Line Items]					
Entity Registrant Name	PHENIXFIN CORPORATION				
Entity Central Index Key	0001490349				
Securities Act File Number	1-35040				
Entity Tax Identification Number	27-4576073				
Entity Incorporation, State or Country Code	DE				
Current Fiscal Year End Date	--09-30				
Entity Well-known Seasoned Issuer	No				
Entity Voluntary Filers	No				
Entity Current Reporting Status	Yes				
Entity Shell Company	false				
Entity Filer Category	Non-accelerated Filer				
Entity Small Business	false				
Entity Emerging Growth Company	false				
Entity Public Float				\$	67,736,567
Entity Contact Personnel [Line Items]					
Entity Address, Address Line One	445 Park Avenue				
Entity Address, Address Line Two	10th Floor				
Entity Address, City or Town	New York				
Entity Address, State or Province	NY				
Entity Address, Postal Zip Code	10022				
Entity Phone Fax Numbers [Line Items]					
City Area Code	(212)				
Local Phone Number	859-0390				
Entity Listings [Line Items]					
Entity Common Stock, Shares Outstanding					2,019,778
Common Stock, par value \$0.001 per share					
Entity Listings [Line Items]					
Title of 12(b) Security	Common Stock, par value \$0.001 per share				
Trading Symbol	PFX				
Security Exchange Name	NASDAQ				

5.25% Notes due 2028

Entity Listings [Line Items]

Title of 12(b) Security	5.25% Notes due 2028
Trading Symbol	PFXNZ
Security Exchange Name	NASDAQ

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Audit Information	12 Months Ended Sep. 30, 2024

Auditor [Table]

Auditor Name	KPMG LLP
Auditor Firm ID	185
Auditor Location	New York, New York

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Consolidated Statements of Assets and Liabilities - USD (\$)	Sep. 30, 2024	Sep. 30, 2023
Investments at fair value		
Total Investments at fair value	\$ 227,915,858	\$ 226,460,691
Cash and cash equivalents	67,571,559	5,988,223
Receivables:		
Other receivable	65,838	31,425
Interest receivable	1,313,598	971,115
Dividends receivable	23,468	161,479
Receivable for investments sold	2,955,775	3,940,175
Other assets	1,066,323	833,000
Deferred tax asset	887,099	
Deferred financing costs	760,680	699,124
Prepaid share repurchase	101,115	199,019
Due from Affiliate	90,500	409,214
Total Assets	302,751,813	239,693,465
Liabilities:		
Credit facility and notes payable (net of debt issuance costs of \$1,510,815 and \$1,688,835, respectively)	135,723,636	84,253,106
Accounts payable and accrued expenses	5,570,150	3,066,984
Interest and fees payable	768,043	690,398
Other liabilities	294,063	432,698
Due to Affiliate	88,148	
Payable for investments purchased		4,123,059
Deferred revenue		421,685
Total Liabilities	142,444,040	92,987,930
Commitments and Contingencies (see Note 8)		
Net Assets:		
Common Shares, \$0.001 par value; 5,000,000 shares authorized; 2,723,709 shares issued; 2,019,778 and 2,073,713 common shares outstanding, respectively	2,020	2,074
Capital in excess of par value	704,909,588	694,812,239
Total distributable earnings (loss)	(544,603,835)	(548,108,778)
Total Net Assets	160,307,773	146,705,535
Total Liabilities and Net Assets	\$ 302,751,813	\$ 239,693,465
Net Asset Value Per Common Share (in Dollars per share)	\$ 79.37	\$ 70.75
Non-Controlled, Non-Affiliated Investments		
Investments at fair value		
Total Investments at fair value	\$ 142,233,426	\$ 125,531,031
Affiliated Investments		
Investments at fair value		
Total Investments at fair value	14,750,785	37,289,617
Controlled Investments		
Investments at fair value		
Total Investments at fair value	\$ 70,931,647	\$ 63,640,043

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Consolidated Statements of Assets and Liabilities (Parentheticals) - USD (\$)	Sep. 30, 2024	Sep. 30, 2023
Debt issuance costs of notes payable	\$ 1,510,815	\$ 1,688,835
Common stock, par value (in Dollars per share)	\$ 0.001	\$ 0.001
Common stock, shares authorized (in Shares)	5,000,000	5,000,000
Common stock, shares issued (in Shares)	2,723,709	2,723,709
Common stock, shares outstanding (in Shares)	2,019,778	2,073,713
Non-Controlled, Non-Affiliated Investments		
Non-controlled, Non-affiliated Investments Owned, at Amortized Cost	\$ 143,179,354	\$ 134,339,121
Affiliated Investments		
Non-controlled, Non-affiliated Investments Owned, at Amortized Cost	20,564,242	48,233,910
Controlled Investments		
Non-controlled, Non-affiliated Investments Owned, at Amortized Cost	\$ 97,016,429	\$ 82,437,692

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Consolidated Statements of Operations - USD (\$)	12 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2022		
Controlled investments:			
Total interest income	\$ 14,303,415	\$ 12,149,536	\$ 9,156,686
Dividend income			
Total dividend income	6,863,133	6,856,268	5,503,425
Interest from cash and cash equivalents	500,079	400,031	139,942
Fee income (see Note 9)	514,949	324,290	420,279
Other income	22	402,138	323,828
Total Investment Income	22,181,598	20,132,263	15,544,160
Expenses:			
Interest and financing expenses	6,609,473	5,531,833	5,113,105
Salaries and benefits	6,850,792	4,186,852	2,952,106
Professional fees, net	1,462,766	1,404,676	1,340,828
General and administrative expenses	1,093,922	983,274	1,103,125
Directors fees	750,000	728,833	712,000
Insurance expenses	378,854	466,319	590,178
Administrator expenses (see Note 6)	301,931	320,310	301,281
Total expenses	17,447,738	13,622,097	12,112,623

Net Investment Income	4,733,860	6,510,166	3,431,537
Net realized gains (losses):			
Total net realized gains (losses)	7,292,299	(11,533,039)	5,221,051
Net change in unrealized gains (losses):			
Total net change in unrealized gains (losses)	5,705,864	31,941,213	(14,463,337)
Loss on extinguishment of debt (see Note 5)			(296,197)
Deferred tax benefit (expense)	887,099		
Total realized and unrealized gains (losses)	13,885,262	20,408,174	(9,538,483)
Net Increase (Decrease) in Net Assets Resulting from Operations	\$ 18,619,122	\$ 26,918,340	\$ (6,106,946)
Weighted average basic earnings per common share (in Dollars per share)	\$ 9.13	\$ 12.87	\$ (2.63)
Weighted average diluted earnings per common share (in Dollars per share)	\$ 9.13	\$ 12.87	\$ (2.63)
Weighted average common shares outstanding - basic (in Shares)	2,040,253	2,092,326	2,323,601
Weighted average common shares outstanding - diluted (in Shares)	2,040,253	2,092,326	2,323,601
Non-controlled, non-affiliated investments			
Non-controlled, non-affiliated investments:			
Cash	\$ 10,231,111	\$ 8,031,539	\$ 5,207,850
Payment in-kind	938,879	506,555	444,741
Dividend income			
Total dividend income	2,691,393	3,139,592	1,996,374
Net realized gains (losses):			
Total net realized gains (losses)	740,924	(10,538,228)	810,240
Net change in unrealized gains (losses):			
Total net change in unrealized gains (losses)	7,862,162	15,954,552	(16,701,153)
Affiliated investments			
Non-controlled, non-affiliated investments:			
Cash	742,881	1,925,293	639,733
Payment in-kind		460,856	374,981
Dividend income			
Total dividend income	199,388		
Net realized gains (losses):			
Total net realized gains (losses)	(1,991,456)	(1,018,267)	4,408,961
Net change in unrealized gains (losses):			
Total net change in unrealized gains (losses)	5,130,836	7,327,399	96,490
Controlled investments			
Non-controlled, non-affiliated investments:			
Cash	2,121,713	667,312	2,489,381
Payment in-kind	268,831	557,981	
Dividend income			
Total dividend income	3,972,352	3,716,676	3,507,051
Net realized gains (losses):			
Total net realized gains (losses)	8,542,831	23,456	1,850
Net change in unrealized gains (losses):			
Total net change in unrealized gains (losses)	\$ (7,287,134)	\$ 8,659,262	\$ 2,141,326

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Consolidated Statements of Changes in Net Assets Equity - USD (\$)	Common Stock	Capital in Excess of Par Value	Total Distributable Earnings/(Loss)	Total
Balance at Sep. 30, 2021	\$ 2,517	\$ 688,866,642	\$ (545,175,178)	\$ 143,693,981
Balance (in Shares) at Sep. 30, 2021	2,517,221			2,517,221
OPERATIONS				
Net investment income (loss)			3,431,537	\$ 3,431,537
Net realized gains (losses) on investments			5,221,051	5,221,051
Net change in unrealized appreciation (depreciation) on investments			(14,463,337)	(14,463,337)
Net loss on extinguishment of debt			(296,197)	(296,197)
CAPITAL SHARE TRANSACTIONS				
Distributions declared		(265,798)		(265,798)
Repurchase of common shares	\$ (415)	(16,475,414)		(16,475,829)
Repurchase of common shares (in Shares)	(415,092)			
Tax reclassification of shareholders' equity in accordance with generally accepted accounting principles		3,276,372	(3,276,372)	
Total Increase (Decrease) in Net Assets	\$ (415)	(13,464,840)	(9,383,318)	(22,848,573)
Total Increase (Decrease) in Net Assets (in Shares)	(415,092)			
Balance at Sep. 30, 2022	\$ 2,102	675,401,802	(554,558,496)	\$ 120,845,408
Balance (in Shares) at Sep. 30, 2022	2,102,129			2,102,129
OPERATIONS				
Net investment income (loss)			6,510,166	\$ 6,510,166
Net realized gains (losses) on investments			(11,533,039)	(11,533,039)
Net change in unrealized appreciation (depreciation) on investments			31,941,213	31,941,213
Net loss on extinguishment of debt				
CAPITAL SHARE TRANSACTIONS				
Repurchase of common shares	\$ (28)	(1,058,185)		(1,058,213)
Repurchase of common shares (in Shares)	(28,416)			
Tax reclassification of shareholders' equity in accordance with generally accepted accounting principles		20,468,622	(20,468,622)	
Total Increase (Decrease) in Net Assets	\$ (28)	19,410,437	6,449,718	25,860,127
Total Increase (Decrease) in Net Assets (in Shares)	(28,416)			
Balance at Sep. 30, 2023	\$ 2,074	694,812,239	(548,108,778)	\$ 146,705,535
Balance (in Shares) at Sep. 30, 2023	2,073,713			2,073,713
OPERATIONS				
Net investment income (loss)			4,733,860	\$ 4,733,860
Net realized gains (losses) on investments			7,292,299	7,292,299
Net change in unrealized appreciation (depreciation) on investments			5,705,864	5,705,864
Deferred tax benefit (expense)			887,099	887,099
Net loss on extinguishment of debt				
CAPITAL SHARE TRANSACTIONS				
Distributions declared			(2,645,925)	(2,645,925)
Repurchase of common shares	\$ (54)	(2,370,905)		(2,370,959)
Repurchase of common shares (in Shares)	(53,935)			
Tax reclassification of shareholders' equity in accordance with generally accepted accounting principles		12,468,254	(12,468,254)	
Total Increase (Decrease) in Net Assets	\$ (54)	10,097,349	3,504,943	13,602,238
Total Increase (Decrease) in Net Assets (in Shares)	(53,935)			
Balance at Sep. 30, 2024				\$

	\$ 2,020	\$ 704,909,588	\$ (544,603,835)	160,307,773
Balance (in Shares) at Sep. 30, 2024	2,019,778			2,019,778

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Consolidated Statements of Cash Flows - USD (\$)	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Cash Flows from Operating Activities:			
Net increase (decrease) in net assets resulting from operations	\$ 18,619,122	\$ 26,918,340	\$ (6,106,946)
Adjustments to reconcile net increase (decrease) in net assets resulting from operations to net cash provided by (used in) operating activities:			
Proceeds from sale and settlements of investments	112,313,260	66,642,920	123,801,226
Purchases, originations and participations	(99,173,887)	(76,652,712)	(173,321,143)
Investment increases due to payment-in-kind interest	(1,207,710)	(1,525,392)	(819,722)
Net amortization of premium (discount) on investments	(388,667)	(1,560,684)	(219,513)
Amortization of debt issuance cost	347,908	370,329	368,471
Amortization of deferred financing cost	565,619	286,597	
Net realized (gains) losses from investments	(7,292,299)	11,533,039	(5,221,051)
Net unrealized (gains) losses on investments	(5,705,864)	(31,941,213)	14,463,337
Loss on extinguishment of debt			296,197
(Increase) decrease in operating assets:			
Fees receivable			1,872,700
Interest receivable	(342,483)	(243,539)	(356,000)
Due from affiliate	318,714	(137,252)	(271,962)
Receivable for investments sold	984,400	(3,940,175)	
Dividends receivable	138,011	107,851	(188,119)
Paydown receivable		112,500	179,515
Other receivable	(34,413)	5,567	(36,992)
Prepaid share repurchase	97,904	290,137	
Deferred tax benefit (expense)	(887,099)		
Other assets	(233,323)	359,677	159,069
Increase (decrease) in operating liabilities:			
Payable for investments purchased	(4,123,059)	(12,426,941)	14,964,000
Accounts payable and accrued expenses	2,503,166	1,026,707	623,753
Due to Affiliate	88,148		(280,323)
Administrator expenses payable		(74,911)	6,991
Interest and fees payable	77,645	187,273	503,125
Deferred revenue	(421,685)	96,083	325,602
Other liabilities	(138,635)	(140,251)	(40,586)
Net cash provided by (used in) operating activities	16,104,773	(20,706,050)	(29,298,371)
Cash Flows from Financing Activities:			
Debt issuance	76,471,498	36,441,941	57,500,000
Paydowns on debt	(25,178,988)	(30,521,800)	(55,325,000)
Debt issuance costs paid	(169,888)		(2,311,036)
Deferred financing costs	(627,175)	(935,721)	
Distributions paid to shareholders	(2,645,925)		(265,798)
Repurchase of common shares	(2,370,959)	(1,058,213)	(16,964,985)
Net cash provided by (used in) financing activities	45,478,563	3,926,207	(17,366,819)
Net increase (decrease) in cash and cash equivalents	61,583,336	(16,779,843)	(46,665,190)
Cash and cash equivalents, beginning of period	5,988,223	22,768,066	69,433,256
Cash and cash equivalents, end of period	67,571,559	5,988,223	22,768,066
Supplemental information:			
Interest paid during the period	5,532,959	4,647,166	4,241,510
Non-cash purchase of investments	45,900,000		
Non-cash sale of investments	\$ 45,900,000		

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Consolidated Schedule of Investments - USD (\$)		Sep. 30, 2024		Sep. 30, 2023	
All Around Roustabout, LLC [Member]					
% of Net Assets	[1],[2]	0.22%			
Par Amount	[2],[3]	\$ 350,000			
Fair Value	[2],[4]	350,000			
Cost	[2],[5]	\$ 196,411			
Altisource S.A.R.L. [Member]					
% of Net Assets		6.02%	[1],[2], [6]	5.45%	[7],[8]
Par Amount	[3]	\$ 14,102,583	[2],[6]	\$ 9,640,790	[7]
Fair Value	[4]	9,647,924	[2],[6]	8,012,089	[7]
Cost		\$ 11,029,605	[2],[5], [6]	\$ 8,507,963	[7],[9]
Arcline FM Holdings, LLC [Member]					
% of Net Assets	[1]	1.66%	[2]	1.80%	[7]
Par Amount	[3]	\$ 2,658,987	[2]	\$ 2,679,494	[7]
Fair Value	[4]	2,660,649	[2]	2,644,660	[7]
Cost		\$ 2,571,184	[2],[5]	\$ 2,591,013	[7],[9]
Blufox Mobile Services [Member]					
% of Net Assets	[1],[2]	4.44%			
Par Amount	[2],[3]	\$ 7,111,139			
Fair Value	[2],[4]	7,111,139			
Cost	[2],[5]	\$ 7,047,816			
Boostability Seotowncenter, Inc. [Member]					
% of Net Assets		0.00%	[1],[2]	0.00%	[7],[8], [10]
Par Amount	[3]	\$ 833,152	[2]	\$ 833,152	[7]
Fair Value	[4]		[2]		[7]
Cost		\$ 66,475	[2],[5]	\$ 66,475	[7],[9]
CB&L Associates Holdco I, LLC [Member]					
% of Net Assets		3.14%	[1],[2]	3.53%	[7],[8]
Par Amount	[3]	\$ 5,384,063	[2]	\$ 5,916,102	[7]
Fair Value	[4]	5,034,099	[2]	5,191,380	[7]
Cost		\$ 4,541,408	[2],[5]	\$ 4,990,179	[7],[9]
Chimera Investment Corp [Member]					
% of Net Assets		3.54%	[1],[2], [6]	3.76%	[7],[8]
Par Amount	[3]	\$ 242,790	[2],[6]	\$ 280,911	[7]
Fair Value	[4]	5,671,126	[2],[6]	5,530,624	[7]

Cost			\$ 5,648,289	[2],[5],[6]	\$ 6,347,999	[7],[9]
Copper Property CTL Pass Through Trust [Member]						
% of Net Assets	[1],[2]	4.78%				
Par Amount	[2],[3]	\$ 637,795				
Fair Value	[2],[4]	7,664,893				
Cost	[2],[5]	\$ 7,678,355				
DirecTV Financing, LLC [Member]						
% of Net Assets		2.84%	[1],[2]	2.72%	[7],[8]	
Par Amount	[3]	\$ 4,572,023	[2]	\$ 4,100,000	[7]	
Fair Value	[4]	4,556,287	[2]	4,003,908	[7]	
Cost		\$ 4,563,762	[2],[5]	\$ 4,100,000	[7],[9]	
Epic Y-Grade Services, LP [Member]						
% of Net Assets	[1],[2]	2.48%				
Par Amount	[2],[3]	\$ 4,000,000				
Fair Value	[2],[4]	3,982,500				
Cost	[2],[5]	\$ 3,906,938				
First Brands Group, LLC [Member]						
% of Net Assets		2.39%	[1],[2]	2.64%	[7],[8]	
Par Amount	[3]	\$ 3,879,397	[2]	\$ 3,919,598	[7]	
Fair Value	[4]	3,830,905	[2]	3,880,402	[7]	
Cost	[5]	\$ 3,879,397	[2]	\$ 3,919,598	[7]	
Franklin BSP Realty Trust, Inc. [Member]						
% of Net Assets		0.54%	[1],[2],[6]	2.04%	[7],[8]	
Par Amount	[3]	\$ 66,107	[2],[6]	\$ 226,107	[7]	
Fair Value	[4]	863,357	[2],[6]	2,993,657	[7]	
Cost	[5]	\$ 907,782	[2],[6]	\$ 3,572,788	[7]	
Global Accessories Group, LLC [Member]						
% of Net Assets		0.00%	[1],[2]	0.00%	[7],[8]	
Par Amount	[3]	\$ 380	[2]	\$ 380	[7]	
Fair Value	[4]		[2]		[7]	
Cost	[5]	\$ 151,337	[2]	\$ 151,337	[7]	
Innovate Corp. [Member]						
% of Net Assets		2.12%	[1],[2],[6]	1.41%	[7],[8]	
Par Amount	[3]	\$ 4,250,000	[2],[6]	\$ 2,750,000	[7]	
Fair Value	[4]	3,392,031	[2],[6]	2,076,250	[7]	
Cost	[5]	\$ 3,714,663	[2],[6]	\$ 2,615,913	[7]	
Invesco Mortgage Capital, Inc. [Member]						
% of Net Assets		2.88%	[1],[2],[6]	2.71%	[7],[8]	
Par Amount	[3]	\$ 192,300	[2],[6]	\$ 205,000	[7]	
Fair Value	[4]	4,624,815	[2],[6]	3,989,300	[7]	
Cost	[5]	\$ 4,725,994	[2],[6]	\$ 5,035,506	[7]	
JFL-NGS-WCS Partners, LLC [Member]						
% of Net Assets		8.55%	[1],[2]	8.57%	[7],[8]	
Par Amount	[3]	\$ 10,997,500	[2]	\$ 10,861,605	[7]	
Fair Value	[4]	13,702,488	[2]	12,599,438	[7]	
Cost	[5]	\$ 10,992,748	[2]	\$ 10,864,482	[7]	
Kemmerer Operations, LLC [Member]						
% of Net Assets	[1],[2]	7.59%				
Par Amount	[2],[3]	\$ 12,161,321				
Fair Value	[2],[4]	12,161,321				
Cost	[2],[5]	\$ 12,161,321				
Lighting Science Group Corporation [Member]						
% of Net Assets		0.00%	[1],[2]	0.00%	[7],[8]	
Par Amount	[3]	\$ 5,000,000	[2]	\$ 5,000,000	[7]	
Fair Value	[4]		[2]		[7]	
Cost	[5]	\$ 955,680	[2]	\$ 955,680	[7]	
Lucky Bucks, LLC [Member]						
% of Net Assets		2.16%	[1],[2]	2.45%	[7],[8]	
Par Amount	[3]	\$ 2,216,140	[2]	\$ 2,231,520	[7]	
Fair Value	[4]	3,455,706	[2]	3,596,099	[7]	
Cost		\$ 2,120,223	[2],[5]	\$ 2,134,927	[7],[9]	
McKissock Investment Holdings, LLC (dba Colibri) [Member]						
% of Net Assets		3.04%	[1],[2]	3.25%	[7],[8]	
Par Amount	[3]	\$ 4,874,543	[2]	\$ 4,924,535	[7]	
Fair Value	[4]	4,868,450	[2]	4,776,799	[7]	
Cost		\$ 4,840,100	[2],[5]	\$ 4,883,570	[7],[9]	
MFA Financial, Inc. [Member]						
% of Net Assets		1.44%	[1],[2],[6]	1.26%	[7],[8]	
Par Amount	[3]	\$ 97,426	[2],[6]	\$ 97,426	[7]	
Fair Value	[4]	2,308,996	[2],[6]	1,856,940	[7]	
Cost		\$ 2,318,487	[2],[5],[6]	\$ 2,318,487	[7],[9]	
Neptune Bidco US, Inc. (dba Nielsen) [Member]						
% of Net Assets	[1],[2]	1.16%				
Par Amount	[2],[3]	\$ 1,994,949				
Fair Value	[2],[4]	1,865,278				
Cost	[2],[5]	\$ 1,885,227				
New York Mortgage Trust, Inc. [Member]						
% of Net Assets		2.52%	[1],[2],[6]	2.50%	[7],[8]	
Par Amount	[3]	\$ 165,000	[2],[6]	\$ 165,000	[7]	
Fair Value	[4]	4,039,200	[2],[6]	3,677,850	[7]	
Cost		\$ 4,102,076	[2],[5],[6]	\$ 4,102,076	[7],[9]	
PHH Mortgage Corp [Member]						
% of Net Assets		4.78%	[1],[2]	4.66%	[7],[8]	
Par Amount	[3]	\$ 7,686,000	[2]	\$ 7,686,000	[7]	
Fair Value	[4]	7,661,981	[2]	6,845,344	[7]	
Cost		\$ 6,990,720	[2],[5]	\$ 6,895,720	[7],[9]	
Point.360 [Member]						
% of Net Assets		0.00%	[1],[2]	0.00%	[7],[8]	
Par Amount	[3]	\$ 2,777,366	[2]	\$ 2,777,366	[7]	

Fair Value	[4]	[2]	[7]
Cost		\$ 2,103,712 [2],[5]	\$ 2,103,712 [7],[9]
Power Stop LLC [Member]			
% of Net Assets		5.29% [1],[2]	3.84% [7],[8]
Par Amount	[3]	\$ 8,838,431 [2]	\$ 6,919,937 [7]
Fair Value	[4]	8,484,894 [2]	5,639,748 [7]
Cost		\$ 8,289,487 [2],[5]	\$ 6,515,010 [7],[9]
Secure Acquisition Inc. (dba Paragon Films) [Member]			
% of Net Assets		2.19% [1],[2]	2.31% [7],[8]
Par Amount	[3]	\$ 3,509,670 [2]	\$ 3,430,517 [7]
Fair Value	[4]	3,505,283 [2]	3,396,212 [7]
Cost		\$ 3,499,674 [2],[5]	\$ 3,417,600 [7],[9]
SS Acquisition, LLC (dba Soccer Shots Franchising) [Member]			
% of Net Assets		6.16% [1],[2]	6.72% [7],[8]
Par Amount	[3]	\$ 9,866,667 [2]	\$ 9,866,667 [7]
Fair Value	[4]	9,866,667 [2]	9,866,667 [7]
Cost		\$ 9,783,949 [2],[5]	\$ 9,753,518 [7],[9]
Stancor (dba Industrial Flow Solutions Holdings, LLC) [Member]			
% of Net Assets		0.23% [1],[2]	0.14% [7],[8]
Par Amount	[3]	\$ 358,867 [2]	\$ 338,736 [7]
Fair Value	[4]	375,105 [2]	200,566 [7]
Cost		\$ 345,491 [2],[5]	\$ 308,652 [7],[9]
Staples, Inc. [Member]			
% of Net Assets		2.27% [1],[2]	2.48% [7],[8]
Par Amount	[3]	\$ 4,000,000 [2]	\$ 3,692,159 [7]
Fair Value	[4]	3,632,500 [2]	3,648,315 [7]
Cost		\$ 3,845,748 [2],[5]	\$ 3,655,672 [7],[9]
Tamarix Capital Partners II, L.P. [Member]			
% of Net Assets		0.96% [1],[2],[6]	0.54% [7],[8]
Par Amount	[3]	[2],[6]	[7]
Fair Value	[4]	1,524,911 [2],[6]	792,346 [7]
Cost		\$ 1,746,049 [2],[5],[6]	\$ 1,026,818 [7],[9]
Thryv Holdings, Inc. [Member]			
% of Net Assets		1.61% [1],[2],[6]	5.21% [7],[8]
Par Amount	[3]	\$ 2,550,000 [2],[6]	\$ 7,656,442 [7]
Fair Value	[4]	2,581,875 [2],[6]	7,661,227 [7]
Cost		\$ 2,526,140 [2],[5],[6]	\$ 7,604,838 [7],[9]
Velocity Pooling Vehicle, LLC [Member]			
% of Net Assets		0.00% [1],[2]	0.00% [7],[8]
Par Amount	[3]	\$ 11,947 [2]	\$ 11,947 [7]
Fair Value	[4]	[2]	[7]
Cost		\$ 664,131 [2],[5]	\$ 664,131 [7],[9]
Wingman Holdings, Inc. [Member]			
% of Net Assets		0.10% [1],[2]	0.00% [7],[8]
Par Amount	[3]	\$ 350 [2]	\$ 350 [7]
Fair Value	[4]	166,795 [2]	[7]
Cost		\$ 700,000 [2],[5]	\$ 700,000 [7],[9]
XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member]			
% of Net Assets	[1],[2]	1.65%	
Par Amount	[2],[3]	\$ 2,682,406	
Fair Value	[2],[4]	2,642,251	
Cost	[2],[5]	\$ 2,678,975	
Non-Controlled/Non-Affiliated Investments [Member]			
% of Net Assets		88.75% [1],[2]	85.41% [7],[8]
Par Amount	[3]	\$ 128,069,299 [2]	\$ 106,630,423 [7]
Fair Value	[4]	142,233,426 [2]	125,531,031 [7]
Cost		\$ 143,179,354 [2],[5]	\$ 134,339,121 [7],[9]
Black Angus Steakhouses, LLC [Member]			
% of Net Assets		1.50% [1],[2],[11]	2.90% [7],[8],[12]
Par Amount	[3]	\$ 18,327,201 [2],[11]	\$ 15,825,824 [7],[12]
Fair Value	[4]	2,398,983 [2],[11]	4,255,958 [7],[12]
Cost		\$ 10,564,242 [2],[5],[11]	\$ [7],[9],[12]
EST Holdings Parent, LLC [Member]			
% of Net Assets		7.71% [1],[2],[11]	6.81% [7],[8],[12]
Par Amount		\$ 625,548 [2],[3],[11]	\$ 625,548 [7],[12]
Fair Value		12,351,802 [2],[4],[11]	10,000,003 [7],[12]
Cost		\$ 10,000,000 [2],[5],[11]	\$ [7]
Affiliated Investments [Member]			
% of Net Assets		9.21% [1],[2],[11]	25.38% [7],[8],[12]
Par Amount	[3]	\$ 18,952,749 [2],[11]	\$ 44,783,784 [7],[12]
Fair Value	[4]	14,750,785 [2],[11]	37,289,617 [7],[12]
Cost		\$ 20,564,242 [2],[5],[11]	\$ 48,233,910 [7],[9],[12]
ECC Capital Corp. [Member]			
% of Net Assets	[1],[2],[13]	7.67%	
Par Amount	[2],[3],[13]	\$ 91,422,012	
Fair Value	[2],[4],[13]	12,294,012	
Cost	[2],[5],[13]	\$ 11,679,014	
FlexFIN, LLC [Member]			
% of Net Assets	[13]	22.88% [1],[2]	26.45% [7],[8]
Par Amount	[3],[13]	\$ 36,683,045 [2]	\$ 38,870,711 [7]
Fair Value	[4],[13]	36,683,045 [2]	38,870,711 [7]
Cost	[13]	\$ 36,683,045 [2],[5]	\$ 38,870,711 [7],[9]

NSG Captive, Inc. [Member]					
% of Net Assets	[1],[2],[13]	0.06%			
Par Amount	[2],[3],[13]	\$ 100,000			
Fair Value	[2],[4],[13]	101,000			
Cost	[2],[5],[13]	\$ 101,000			
NVTN LLC [Member]					
% of Net Assets	[2],[13]	13.63%	[1]	8.34%	[8]
Par Amount	[2],[3],[13]	\$ 34,559,579		\$ 36,369,131	
Fair Value	[2],[4],[13]	21,853,590		12,252,403	
Cost	[2],[13]	\$ 48,553,370	[5]	\$ 38,346,947	[9]
Controlled Investment [Member]					
% of Net Assets	[13]	44.24%	[1],[2]	43.31%	[7],[8]
Par Amount	[3],[13]	\$ 162,764,636	[2]	\$ 78,623,750	[7]
Fair Value	[4],[13]	70,931,647	[2]	63,640,043	[7]
Cost	[13]	\$ 97,016,429	[2],[5]	\$ 82,437,692	[7],[9]
Total Investments [Member]					
% of Net Assets	[13]	142.20%	[1],[2]	154.40%	[7],[8]
Par Amount	[3],[13]	\$ 309,786,684	[2]	\$ 230,037,957	[7]
Fair Value	[4],[13]	227,915,858	[2]	226,460,691	[7]
Cost	[13]	\$ 260,760,025	[2],[5]	\$ 265,010,723	[7],[9]
Be Green Packaging, LLC [Member]					
% of Net Assets	[7],[8]			0.00%	
Par Amount	[3],[7]			\$ 417	
Fair Value	[4],[7]				
Cost	[7],[9]			\$ 416,250	
DataOnline Corp. [Member]					
% of Net Assets	[7],[8]			3.72%	
Par Amount	[3],[7]			\$ 5,526,786	
Fair Value	[4],[7]			5,471,518	
Cost	[7],[9]			\$ 5,526,786	
Deer Management Systems LLC [Member]					
% of Net Assets	[7],[8]			2.26%	
Par Amount	[3],[7]			\$ 3,357,500	
Fair Value	[4],[7]			3,323,925	
Cost	[7],[9]			\$ 3,294,306	
PennyMac Financial Services, Inc. [Member]					
% of Net Assets	[7],[8]			1.34%	
Par Amount	[3],[7]			\$ 29,500	
Fair Value	[4],[7]			1,964,700	
Cost	[7],[9]			\$ 1,921,275	
Rithm Capital Corp. [Member]					
% of Net Assets	[7],[8],[10]			3.20%	
Par Amount	[3],[7],[10],[14]			\$ 206,684	
Fair Value	[4],[7],[10]			4,695,860	
Cost	[7],[9],[10]			\$ 5,129,170	
SMART Financial Operations, LLC [Member]					
% of Net Assets	[7],[8]			0.67%	
Par Amount	[3],[7]			\$ 700,000	
Fair Value	[4],[7]			978,140	
Cost	[7],[9]			\$ 700,000	
1888 Industrial Services, LLC [Member]					
% of Net Assets	[7],[8],[12]			3.66%	
Par Amount	[3],[7],[12]			\$ 15,832,412	
Fair Value	[4],[7],[12]			5,383,656	
Cost	[7],[9],[12]			\$ 15,296,502	
Maritime Wireless Holdings LLC [Member]					
% of Net Assets				12.01%	
Par Amount	[7],[12],[15]			\$ 12,500,000	
Fair Value				17,650,000	
Cost	[7]			\$ 12,373,166	
Kemmerer Holdings, LLC [Member]					
% of Net Assets	[7],[8],[13]			8.52%	
Par Amount	[3],[7],[13]			\$ 3,383,908	
Fair Value	[4],[7],[13]			12,516,929	
Cost	[7],[9],[13]			\$ 5,220,034	
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan C [Member] All Around Roustabout, LLC [Member]					
% of Net Assets	[1],[2]	0.22%			
Par Amount	[2],[3]	\$ 350,000			
Maturity	[2]	Aug. 31, 2026			
Fair Value	[2],[4]	\$ 350,000			
Cost	[2],[5]	\$ 196,411			
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan C [Member] 1888 Industrial Services, LLC [Member]					
% of Net Assets	[7],[8],[12],[16]			0.51%	
Par Amount	[3],[7],[12],[16]			\$ 1,231,932	
Maturity	[7],[12],[16]			Aug. 31, 2024	
Fair Value	[4],[7],[12],[16]			\$ 751,479	
Cost	[7],[9],[12],[16]			\$ 1,191,257	
Energy: Oil & Gas [Member] First Lien Term Loan [Member] Epic Y-Grade Services, LP [Member]					
% of Net Assets	[1],[2]	2.48%			
Par Amount	[2],[3]	\$ 4,000,000			
Maturity	[2]	Jun. 30, 2029			
Fair Value	[2],[4]	\$ 3,982,500			
Cost	[2],[5]	\$ 3,906,938			
Energy: Oil & Gas [Member] Revolving Credit Facility [Member] 1888 Industrial Services, LLC [Member]					
% of Net Assets	[1],[7],[12],[16],[17]			3.15%	
Par Amount	[3],[7],[12],[16],[17]			\$ 4,632,177	
Maturity				Aug. 31,	

	[7],[12],[16],[17]				2024
Fair Value	[4],[7],[12],[16],[17]				\$ 4,632,177
Cost	[5],[7],[12],[16],[17]				\$ 4,632,177
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan A [Member] 1888 Industrial Services, LLC [Member]					
% of Net Assets	[7],[8],[12],[15],[16],[18]				0.00%
Par Amount	[3],[7],[12],[15],[16],[18]				\$ 9,946,741
Maturity	[7],[12],[15],[16],[18]				Aug. 31, 2024
Fair Value	[4],[7],[12],[15],[16],[18]				
Cost	[7],[9],[12],[15],[16],[18]				\$ 9,473,068
Energy: Oil & Gas [Member] Equity [Member] 1888 Industrial Services, LLC [Member]					
% of Net Assets	[1],[7],[12],[15]				
Par Amount	[3],[7],[12],[15]				\$ 21,562
Fair Value	[4],[7],[12],[15]				
Cost	[5],[7],[12],[15]				
Services: Business [Member] Senior Secured First Lien Term Loan B [Member] Altisource S.A.R.L [Member]					
% of Net Assets	[6]	5.97%	[1],[2]	5.31%	[7],[8],[13]
Par Amount	[3],[6]	\$ 14,004,684	[2]	\$ 9,565,710	[7]
Maturity	[6]	Apr. 30, 2025	[2]	Apr. 30, 2025	[7],[16],[19]
Fair Value	[4],[6]	\$ 9,565,199	[2]	\$ 7,805,619	[7]
Cost	[6]	\$ 11,029,605	[2],[5]	\$ 8,507,963	[7],[9]
Services: Business [Member] Warrant [Member] Altisource S.A.R.L [Member]					
Par Amount	[3]	0.05%	[1],[2],[6]	0.14%	[7],[8]
Maturity		\$ 97,899	[2],[6]	\$ 75,080	[7]
Fair Value		May 22, 2027	[2],[6]	May 22, 2027	[7]
Cost	[4]	\$ 82,725	[2],[6]	\$ 206,470	[7]
			[2],[5],[6]		[7],[9]
Services: Business [Member] Senior Secured First Lien Term Loan [Member] Point.360 [Member]					
% of Net Assets		0.00%	[1],[2]	0.00%	[7],[8]
Par Amount	[3]	\$ 2,777,366	[2]	\$ 2,777,366	[7]
Maturity	[2]	Jul. 08, 2020		Jul. 08, 2020	[7]
Fair Value	[4]		[2]		[7]
Cost		\$ 2,103,712	[2],[5]	\$ 2,103,712	[7],[9]
Services: Business [Member] Equity [Member] Stancor (dba Industrial Flow Solutions Holdings, LLC) [Member]					
% of Net Assets	[7],[8]			0.14%	
Par Amount	[3],[7]			\$ 338,736	
Fair Value	[4],[7]			200,566	
Cost	[7],[9]			\$ 308,652	
Services: Business [Member] Equity Interest [Member] FlexFIN, LLC [Member]					
% of Net Assets	[7],[8],[9],[13]			26.45%	
Par Amount	[3],[7],[13]			\$ 38,870,711	
Fair Value	[3],[4],[7],[13]			38,870,711	
Cost	[7],[9],[13]			\$ 38,870,711	
Aerospace & Defense [Member] First Lien Term Loan [Member] Arcline FM Holdings, LLC [Member]					
% of Net Assets		1.66%	[1],[2]	1.80%	[7],[8]
Par Amount	[3]	\$ 2,658,987	[2]	\$ 2,679,494	[7]
Maturity		Jun. 23, 2028	[2]	Jun. 23, 2028	[7]
Fair Value	[4]	\$ 2,660,649	[2]	\$ 2,644,660	[7]
Cost		\$ 2,571,184	[2],[5]	\$ 2,591,013	[7],[9]
Aerospace & Defense [Member] Equity [Member] Wingman Holdings, Inc. [Member]					
% of Net Assets	[7],[8]			0.00%	
Par Amount	[3],[7]			\$ 350	
Fair Value	[4],[7]				
Cost	[7],[9]			\$ 700,000	
Services Consumer [Member] First Lien Term Loan [Member] Staples, Inc. [Member]					
% of Net Assets		2.27%	[1],[2]	2.48%	[7],[8]
Par Amount	[3]	\$ 4,000,000	[2]	\$ 3,692,159	[7]
Maturity	[2]	Sep. 01, 2029		Sep. 12, 2024	[7],[9]
Fair Value	[4]	\$ 3,632,500	[2]	\$ 3,648,315	[7]
Cost		\$ 3,845,748	[2],[5]	\$ 3,655,672	[7],[9]
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] Blufox Mobile Services [Member]					
% of Net Assets	[1],[2]	4.44%			
Par Amount	[2],[3]	\$ 7,111,139			
Maturity	[2]	Apr. 12, 2028			
Fair Value	[2],[4]	\$ 7,111,139			
Cost	[2],[5]	\$ 7,047,816			
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] McKissock Investment Holdings, LLC (dba Colibri) [Member]					
% of Net Assets		3.04%	[1],[2]	3.25%	[7],[8]
Par Amount	[3]	\$ 4,874,543	[2]	\$ 4,924,535	[7]
Maturity	[2]	Mar. 10, 2029		Mar. 12, 2029	[7]
Fair Value	[4]	\$ 4,868,450	[2]	\$ 4,776,799	[7]
Cost		\$ 4,840,100	[2],[5]	\$ 4,883,570	[7],[9]
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member]					
% of Net Assets		4.16%	[1],[2]	4.54%	[7],[8]
Par Amount	[3]	\$ 6,666,667	[2]	\$ 6,666,667	[7]
Maturity	[2]	Dec. 30, 2026		Dec. 30, 2026	[7],[9],[20]
Fair Value	[4]	\$ 6,666,667	[2]	\$ 6,666,667	[7]
Cost		\$ 6,612,831	[2],[5]	\$ 6,592,976	[7],[9]

Services Consumer [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member]									
% of Net Assets			2.00%	[1],[2]	2.18%	[7],[8]			
Par Amount	[3]		\$ 3,200,000	[2]	\$ 3,200,000	[7]			
Maturity			Dec. 30, 2026	[2]	Dec. 30, 2026	[7]			
Fair Value	[4]		\$ 3,200,000	[2]	\$ 3,200,000	[7]			
Cost			\$ 3,171,118	[2],[5]	\$ 3,160,542	[7],[9]			
Services Consumer [Member] First Out Term Loan [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member]									
% of Net Assets	[1],[2]		0.40%						
Par Amount	[2],[3]		\$ 646,390						
Maturity	[2]		Oct. 16, 2028						
Fair Value	[2],[4]		\$ 641,542						
Cost	[2],[5]		\$ 650,342						
Services Consumer [Member] First Out Delayed Draw Term Loan [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member]									
% of Net Assets	[1],[2]		0.02%						
Par Amount	[2],[3]		\$ 32,366						
Maturity	[2]		Oct. 16, 2028						
Fair Value	[2],[4]		\$ 32,123						
Cost	[2],[5]		\$ 33,259						
Services Consumer [Member] Last Out Term Loan [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member]									
% of Net Assets	[1],[2]		1.14%						
Par Amount	[2],[3]		\$ 1,863,568						
Maturity	[2]		Oct. 16, 2028						
Fair Value	[2],[4]		\$ 1,830,956						
Cost	[2],[5]		\$ 1,853,360						
Services Consumer [Member] Last Out Delayed Draw Term Loan [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member]									
% of Net Assets	[1],[2]		0.09%						
Par Amount	[2],[3]		\$ 140,082						
Maturity	[2]		Oct. 16, 2028						
Fair Value	[2],[4]		\$ 137,630						
Cost	[2],[5]		\$ 142,014						
Real Estate [Member] First Lien Term Loan [Member] CB&L Associates Holdco I, LLC [Member]									
% of Net Assets	[1],[2],[6]		3.14%						
Par Amount	[2],[3],[6]		\$ 5,384,063						
Maturity	[2],[6]		Nov. 01, 2025						
Fair Value	[2],[4],[6]		\$ 5,034,099						
Cost	[2],[5],[6]		\$ 4,541,408						
Real Estate [Member] Senior Secured Notes [Member] PHH Mortgage Corp [Member]									
% of Net Assets	[1],[2]		4.78%						
Par Amount	[2],[3]		\$ 7,686,000						
Maturity	[2]		Mar. 15, 2026						
Fair Value	[2],[4]		\$ 7,661,981						
Cost	[2],[5]		\$ 6,990,720						
Real Estate [Member] Senior Secured Promissory Note [Member] ECC Capital Corp. [Member]									
% of Net Assets	[1],[2],[13]		4.63%						
Par Amount	[2],[3],[13]		\$ 7,422,012						
Maturity	[2],[13]		Dec. 31, 2031						
Fair Value	[2],[4],[13]		\$ 7,422,012						
Cost	[2],[5],[13]		\$ 7,422,012						
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] DirecTV Financing, LLC [Member]									
% of Net Assets	[1],[2]		2.27%						
Par Amount	[2],[3]		\$ 3,639,523						
Maturity	[2]		Aug. 02, 2027						
Fair Value	[2],[4]		\$ 3,639,523						
Cost	[2],[5]		\$ 3,641,793						
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] DataOnline Corp. [Member]									
% of Net Assets	[7],[8]				3.24%				
Par Amount	[3],[7]				\$ 4,812,500				
Maturity	[7]				Nov. 13, 2025				
Fair Value	[4],[7]				\$ 4,764,375				
Cost	[7],[9]				\$ 4,812,500				
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] DirecTV Financing, LLC [Member]									
% of Net Assets	[1],[2]		0.57%						
Par Amount	[2],[3]		\$ 932,500						
Maturity	[2]		Aug. 02, 2029						
Fair Value	[2],[4]		\$ 916,764						
Cost	[2],[5]		\$ 921,969						
High Tech Industries [Member] Equity [Member] FST Holdings Parent, LLC [Member]									
% of Net Assets	[1],[2],[11]		7.71%						
Par Amount	[2],[3],[11]		\$ 625,548						
Fair Value	[2],[4],[11]		12,351,802						
Cost	[2],[5],[11]		\$ 10,000,000						
High Tech Industries [Member] Revolving Credit Facility [Member] DataOnline Corp. [Member]									
% of Net Assets	[7],[8]				0.48%				
Par Amount	[3],[7]				\$ 714,286				
Maturity	[7]				Nov. 13, 2025				
Fair Value	[4],[7]				\$ 707,143				
Cost	[7],[9]				\$ 714,286				
Automotive [Member] Senior Secured First Lien Term Loan [Member] First Brands Group, LLC [Member]									
% of Net Assets			2.39%	[1],[2]	2.64%	[7],[8]			
Par Amount	[3]		\$ 3,879,397	[2]	\$ 3,919,598	[7]			
Maturity			Mar. 30, 2027	[2]	Mar. 30, 2027	[7]			
Fair Value	[4]		\$ 3,830,905	[2]	\$ 3,880,402	[7]			
Cost	[5]		\$ 3,879,397	[2]	\$ 3,919,598	[7]			
Automotive [Member] Senior Secured First Lien Term Loan [Member] Power Stop LLC [Member]									

% of Net Assets		5.29%	[1],[2]	3.84%	[7],[8]
Par Amount	[3]	\$ 8,838,431	[2]	\$ 6,919,937	[7]
Maturity	[2]	Jan. 26, 2029		Jan. 26, 2029	[7]
Fair Value	[4]	\$ 8,484,894	[2]	\$ 5,639,748	[7]
Cost		\$ 8,289,487	[2],[5]	\$ 6,515,010	[7],[9]
Automotive [Member] Equity [Member] Velocity Pooling Vehicle, LLC [Member]					
% of Net Assets	[7],[8]			0.00%	
Par Amount	[3],[7]			\$ 5,441	
Fair Value	[4],[7]				
Cost	[7],[9]			\$ 302,464	
Automotive [Member] Warrants of Outstanding Equity [Member] Velocity Pooling Vehicle, LLC [Member]					
% of Net Assets	[7],[8]			0.00%	
Par Amount	[3],[7]			\$ 6,506	
Maturity	[2],[3],[7]			Mar. 30, 2028	
Fair Value	[4],[7]				
Cost	[7],[9]			\$ 361,667	
Consumer goods: Non-durable [Member] Equity [Member] Global Accessories Group, LLC [Member]					
% of Net Assets	[7],[8]			0.00%	
Par Amount	[3],[7]			\$ 380	
Fair Value	[4],[7]				
Cost	[5],[7]			\$ 151,337	
Construction & Building [Member] Senior Secured First Lien Term Loan B [Member] NGS-WCS Group Holdings [Member]					
% of Net Assets	[1],[2]	0.63%			
Par Amount	[2],[3]	\$ 997,500			
Maturity	[2]	May 31, 2030			
Fair Value	[2],[4]	\$ 1,002,488			
Cost	[2],[5]	\$ 992,748			
Construction & Building [Member] Senior Secured First Lien Term Loan B [Member] JFL-NGS-WCS Partners, LLC [Member]					
% of Net Assets	[7],[8]			0.59%	
Par Amount	[3],[7]			\$ 861,605	
Maturity	[7]			Nov. 12, 2026	
Fair Value	[4],[7]			\$ 865,913	
Cost	[5],[7]			\$ 864,482	
Construction & Building [Member] Senior Secured Notes [Member] Innovate Corp. [Member]					
% of Net Assets	[1],[2],[6]	2.12%			
Par Amount	[2],[3],[6]	\$ 4,250,000			
Maturity	[2],[6]	Feb. 01, 2026			
Fair Value	[2],[4],[6]	\$ 3,392,031			
Cost	[2],[5],[6]	\$ 3,714,663			
Construction & Building [Member] 8.50% Senior Secured Notes [Member] Innovate Corp. [Member]					
% of Net Assets	[7],[8],[10]			1.41%	
Par Amount	[3],[7],[10]			\$ 2,750,000	
Maturity	[7],[10]			Feb. 01, 2026	
Fair Value	[4],[7],[10]			\$ 2,076,250	
Cost	[5],[7],[10]			\$ 2,615,913	
Construction & Building [Member] Equity [Member] JFL-NGS-WCS Partners, LLC [Member]					
% of Net Assets	[7],[8]			7.98%	
Par Amount	[3],[7]			\$ 10,000,000	
Fair Value	[4],[7]			11,733,525	
Cost	[5],[7]			\$ 10,000,000	
Metals & Mining [Member] Senior Secured First Lien Term Loan [Member] Kemmerer Operations, LLC [Member]					
% of Net Assets	[1],[2]	7.59%			
Par Amount	[2],[3]	\$ 12,161,321			
Maturity	[2]	Dec. 31, 2028			
Fair Value	[2],[4]	\$ 12,161,321			
Cost	[2],[5]	\$ 12,161,321			
Metals & Mining [Member] Senior Secured First Lien Term Loan [Member] Kemmerer Holdings, LLC [Member]					
% of Net Assets	[7],[8],[13]			2.30%	
Par Amount	[3],[7],[13]			\$ 3,383,877	
Maturity	[7],[13]			Jun. 21, 2025	
Fair Value	[4],[7],[13]			\$ 3,383,877	
Cost	[7],[9],[13]			\$ 3,383,877	
Packaging [Member] Senior Secured First Lien Term Loan [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
% of Net Assets	[3]	2.19%	[1],[2]	2.31%	[7],[8]
Par Amount		\$ 3,509,670	[2]	\$ 3,430,517	[7]
Maturity	[2]	Dec. 16, 2028		Dec. 16, 2028	[7],[21]
Fair Value	[4]	\$ 3,505,283	[2]	\$ 3,396,212	[7]
Cost		\$ 3,499,674	[2],[5]	\$ 3,418,570	[7],[9]
Packaging [Member] Warrants of Outstanding Equity [Member] Lighting Science Group Corporation [Member]					
% of Net Assets		0.00%	[1],[2]	0.00%	[7],[8]
Par Amount	[3]	\$ 5,000,000	[2]	\$ 5,000,000	[7]
Fair Value	[4]		[2]		[7]
Cost	[5]	\$ 955,680	[2]	\$ 955,680	[7]
Packaging [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
% of Net Assets	[7],[8]			0.00%	
Par Amount	[3],[7]				
Maturity	[2],[7],[21]			Dec. 16, 2028	
Fair Value	[4],[7]				
Cost	[7],[9]			\$ (970)	
Packaging [Member] Equity [Member] Be Green Packaging, LLC [Member]					
% of Net Assets	[1],[7]			0.00%	
Par Amount	[3],[7]			\$ 417	
Fair Value	[4],[7]				
Cost	[7],[9]			\$ 416,250	
Consumer Discretionary [Member] First Lien Term Loan [Member] Deer Management Systems LLC [Member]					
% of Net Assets	[7],[8]			2.26%	

Par Amount	[3],[7]				\$ 3,357,500
Maturity	[7]				May 01, 2028
Fair Value	[4],[7]				\$ 3,323,925
Cost	[7],[9]				\$ 3,294,306
Consumer Discretionary [Member] Priority Second Out Term Loan [Member] Lucky Bucks, LLC [Member]					
% of Net Assets	[1],[2]	0.84%			
Par Amount	[2],[3]	\$ 1,351,031			
Maturity	[2]	Oct. 02, 2029			
Fair Value	[2],[4]	\$ 1,351,031			
Cost	[2],[5]	\$ 1,324,010			
Consumer Discretionary [Member] Priority First Out Exit Term Loan [Member] Lucky Bucks, LLC [Member]					
% of Net Assets	[1],[2]	0.43%			
Par Amount	[2],[3]	\$ 684,370			
Maturity	[2]	Oct. 02, 2028			
Fair Value	[2],[4]	\$ 684,370			
Cost	[2],[5]	\$ 621,820			
Consumer Discretionary [Member] Equity [Member] LB NewHoldCo, LLC [Member]					
% of Net Assets	[1],[2]	0.89%			
Par Amount	[2],[3]	\$ 180,739			
Fair Value	[2],[4]	\$ 1,420,305			
Cost	[2],[5]	\$ 174,393			
Consumer Discretionary [Member] Second Out Exit Term Loan [Member] Lucky Bucks, LLC [Member]					
% of Net Assets	[7],[8]				0.93%
Par Amount	[3],[7]				\$ 1,361,240
Maturity	[2],[5],[7]				Oct. 02, 2029
Fair Value	[4],[7]				\$ 1,361,240
Cost	[7],[9]				\$ 1,334,015
Consumer Discretionary [Member] First Out Exit Term Loan [Member] Lucky Bucks, LLC [Member]					
% of Net Assets	[4],[7],[8]				0.47%
Par Amount	[3],[7]				\$ 689,541
Maturity	[7]				Oct. 02, 2028
Fair Value	[4],[7]				\$ 689,541
Cost	[7],[9]				\$ 626,519
Media: Broadcasting & Subscription [Member] First Lien Term Loan [Member] Neptune Bidco US, Inc. (dba Nielsen) [Member]					
% of Net Assets	[1],[2]	1.16%			
Par Amount	[2],[3]	\$ 1,994,949			
Maturity	[2]	Apr. 11, 2029			
Fair Value	[2],[4]	\$ 1,865,278			
Cost	[2],[5]	\$ 1,885,227			
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] DirecTV Financing, LLC [Member]					
% of Net Assets	[7],[8]				2.72%
Par Amount	[3],[7]				\$ 4,100,000
Maturity	[7]				Aug. 02, 2027
Fair Value	[4],[7]				\$ 4,003,908
Cost	[7],[9]				\$ 4,100,000
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] Thryv Holdings, Inc. [Member]					
% of Net Assets		1.61%	[1],[2],[6]	5.21%	[7],[8],[10]
Par Amount	[3]	\$ 2,550,000	[2],[6]	\$ 7,656,442	[7],[10]
Maturity	[2]	May 01, 2029	[6]	Mar. 01, 2026	[7],[9],[10]
Fair Value	[4]	\$ 2,581,875	[2],[6]	\$ 7,661,227	[7],[10]
Cost		\$ 2,526,140	[2],[5],[6]	\$ 7,604,838	[7],[9],[10]
Banking [Member] Fund Investment [Member] Tamarix Capital Partners II, L.P. [Member]					
% of Net Assets	[1],[2],[6]	0.96%			
Par Amount	[2],[3],[6]				
Fair Value	[2],[4],[6]	1,524,911			
Cost	[2],[5],[6]	\$ 1,746,049			
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan C [Member] NVTN LLC [Member]					
% of Net Assets	[13]	0.00%	[1],[2]	0.00%	[4],[7],[8],[15],[18]
Par Amount	[3],[13]	\$ 11,506,159	[2]	\$ 11,506,159	[7],[15],[18]
Maturity	[13]	Dec. 31, 2026	[2]	Dec. 31, 2024	[7],[15],[18]
Fair Value	[4],[13]		[2]		[7],[9],[15],[18]
Cost	[13]	\$ 7,570,055	[2],[5]	\$ 7,570,055	[3],[7],[9],[15],[18]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan B [Member] NVTN LLC [Member]					
% of Net Assets	[13]	10.20%	[1],[2]	3.43%	[4],[8],[10],[15],[18]
Par Amount	[3],[13]	\$ 17,552,420	[2]	\$ 17,552,420	[10],[15],[18]
Maturity	[13]	Dec. 31, 2026	[2]	Dec. 31, 2024	[10],[15],[18]
Fair Value	[4],[13]	\$ 16,353,590	[2]	\$ 5,037,547	[9],[10],[15],[18]
Cost	[13]	\$ 13,916,082	[2],[5]	\$ 13,916,083	[3],[9],[10],[15],[18]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan B [Member] Maritime Wireless Holdings LLC [Member]					
% of Net Assets	[7],[8],[12],[19],[22]			5.10%	
Par Amount	[7],[12],[19],[22]			\$ 7,500,000	
Maturity	[7],[12],[19],[22]			May 31, 2027	
Fair Value	[4],[7],[12],[19],[22]			\$ 7,500,000	
Cost	[5],[7],[12],[19],[22]			\$ 7,373,166	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan [Member] Black Angus Steakhouses, LLC [Member]					

% of Net Assets		0.00%	[1],[2],[11]	0.99%	[7],[12],[18],[19],[22]
Par Amount	[3]	\$ 15,090,314	[2],[11]	\$ 13,029,115	[7],[12],[18],[19],[22]
Maturity		Jan. 31, 2025	[2],[11]	Jan. 31, 2024	[7],[12],[18],[19],[22]
Fair Value	[4]		[2],[11]	\$ 1,459,249	[7],[12],[18],[19],[22]
Cost	[5]	\$ 7,767,533	[2],[11]	\$ 7,767,533	[7],[12],[18],[19],[22]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Black Angus Steakhouses, LLC [Member]					
% of Net Assets	[1]	0.47%	[2],[11]	0.60%	[7],[12],[19],[22]
Par Amount	[3]	\$ 1,013,584	[2],[11]	\$ 875,749	[7],[12],[19],[22]
Maturity		Jan. 31, 2025	[2],[11]	Jan. 31, 2024	[7],[12],[19],[22]
Fair Value	[4]	\$ 751,207	[2],[11]	\$ 875,749	[7],[12],[19],[22]
Cost	[5]	\$ 875,749	[2],[11]	\$ 875,749	[7],[12],[19],[22]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] NVTN LLC [Member]					
% of Net Assets	[7],[8],[9],[13],[21],[23]			4.91%	
Par Amount	[3],[7],[13],[21],[23]			\$ 7,309,552	
Maturity	[7],[13],[21],[23]			Dec. 31, 2024	
Fair Value	[3],[4],[7],[13],[21],[23]			\$ 7,214,856	
Cost	[7],[9],[13],[21],[23]			\$ 7,309,885	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member] Black Angus Steakhouses, LLC [Member]					
% of Net Assets		1.03%	[1],[2],[11]	1.31%	[7],[8],[12],[19],[22]
Par Amount	[3]	\$ 2,223,303	[2],[11]	\$ 1,920,960	[7],[12],[19],[22]
Maturity		Jan. 31, 2025	[2],[11]	Jan. 31, 2024	[7],[12],[19],[22]
Fair Value	[4]	\$ 1,647,776	[2],[11]	\$ 1,920,960	[7],[12],[19],[22]
Cost		\$ 1,920,960	[2],[5],[11]	\$ 1,920,960	[7],[9],[12],[19],[22]
Hotel, Gaming & Leisure [Member] Equity [Member] Black Angus Steakhouses, LLC [Member]					
% of Net Assets	[1],[2],[11]	0.00%			
Par Amount	[2],[3],[11]				
Fair Value	[2],[4],[11]				
Cost	[2],[5],[11]				
Hotel, Gaming & Leisure [Member] Equity [Member] Energy: Oil & Gas [Member]					
% of Net Assets	[7],[8],[12],[15]			0.00%	
Par Amount	[3],[7],[12],[15]			\$ 1,000	
Fair Value	[4],[7],[12],[15]				
Cost	[7],[9],[12],[15]			\$ 9,550,924	
Hotel, Gaming & Leisure [Member] Senior Secured Revolving Note [Member] NVTN LLC [Member]					
% of Net Assets	[1],[2],[13]	3.43%			
Par Amount	[2],[3],[13]	\$ 5,500,000			
Maturity	[2],[13]	Dec. 31, 2026			
Fair Value	[2],[4],[13]	\$ 5,500,000			
Cost	[2],[5],[13]	\$ 5,616,309			
Hotel, Gaming & Leisure [Member] Equity [Member] NVTN LLC [Member]					
% of Net Assets	[4],[7],[8],[13],[15]			0.00%	
Par Amount	[3],[7],[13],[15]			\$ 1,000	
Fair Value	[4],[7],[9],[13],[15]				
Cost	[3],[7],[9],[13],[15]			\$ 9,550,924	
Banking, Finance, Insurance & Real Estate [Member] First Lien Term Loan [Member] CB&L Associates Holdco I, LLC [Member]					
% of Net Assets	[7],[8],[10]			3.53%	
Par Amount	[3],[7],[10]	\$ 5,916,102			
Maturity	[7],[10]	Nov. 01, 2025			
Fair Value	[4],[7],[10]	\$ 5,191,380			
Cost	[7],[9],[10]	\$ 4,990,179			
Banking, Finance, Insurance & Real Estate [Member] Senior Secured Notes [Member] PHH Mortgage Corp [Member]					
% of Net Assets	[7],[8]			4.66%	
Par Amount	[3],[7]	\$ 7,686,000			
Maturity	[7]	Mar. 15, 2026			
Fair Value	[4],[7]	\$ 6,845,344			
Cost	[7],[9]	\$ 6,895,720			
Banking, Finance, Insurance & Real Estate [Member] Fund Investment [Member] Tamarix Capital Partners II, L.P. [Member]					
% of Net Assets	[7],[8],[10]			0.54%	
Par Amount	[3],[7],[10]				
Fair Value	[4],[7],[10]	792,346			
Cost	[7],[9],[10]	\$ 1,026,818			
Banking, Finance, Insurance & Real Estate [Member] Equity Certificates [Member] Copper Property CTL Pass Through Trust [Member]					
% of Net Assets	[7],[8]			4.23%	
Par Amount	[3],[7]	\$ 597,795			
Fair Value	[4],[7]	6,217,067			
Cost	[7],[9]	\$ 7,547,670			
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Franklin BSP Realty Trust, Inc. [Member]					
% of Net Assets	[7],[8],[10]			2.04%	
Par Amount	[3],[7],[10]	\$ 226,107			
Fair Value	[4],[7],[10]	2,993,657			
Cost	[5],[7],[10]	\$ 3,572,788			

Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Invesco Mortgage Capital, Inc. [Member]			
% of Net Assets	[7],[8],[10]		2.71%
Par Amount	[3],[7],[10]		\$ 205,000
Fair Value	[4],[7],[10]		3,989,300
Cost	[5],[7],[10]		\$ 5,035,506
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] MFA Financial, Inc. [Member]			
% of Net Assets	[7],[8],[10]		1.26%
Par Amount	[3],[7],[10]		\$ 97,426
Fair Value	[4],[7],[10]		1,856,940
Cost	[7],[9],[10]		\$ 2,318,487
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] New York Mortgage Trust, Inc. [Member]			
% of Net Assets	[7],[8],[10]		2.50%
Par Amount	[3],[7],[10]		\$ 165,000
Fair Value	[4],[7],[10]		3,677,850
Cost	[7],[9],[10]		\$ 4,102,076
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] PennyMac Financial Services, Inc. [Member]			
% of Net Assets	[7],[8],[10]		1.34%
Par Amount	[3],[7],[10]		\$ 29,500
Fair Value	[4],[7],[10]		1,964,700
Cost	[7],[9],[10]		\$ 1,921,275
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Rithm Capital Corp. [Member]			
% of Net Assets	[7],[8],[10]		3.20%
Par Amount	[3],[7],[10]		\$ 206,684
Fair Value	[4],[7],[10]		4,695,860
Cost	[7],[9],[10]		\$ 5,129,170
Retail [Member] Equity [Member] SMART Financial Operations, LLC [Member]			
% of Net Assets	[7],[8]		0.67%
Par Amount	[3],[7]		\$ 700,000
Fair Value	[4],[7]		978,140
Cost	[7],[9]		\$ 700,000
Equity - 833,152 Common Units [Member] Services: Business [Member] Boostability Seotowncenter, Inc. [Member]			
% of Net Assets	[1],[2]	0.00%	
Par Amount	[2],[3]	\$ 833,152	
Fair Value	[2],[4]		
Cost	[2],[5]	\$ 66,475	
Equity [Member] Real Estate [Member] Chimera Investment Corp [Member]			
% of Net Assets	[1],[2],[6]	1.94%	
Par Amount	[2],[3],[6]	\$ 137,310	
Fair Value	[2],[4],[6]	3,110,072	
Cost	[2],[5],[6]	\$ 3,343,083	
Equity [Member] Real Estate [Member] Chimera Investment Corp [Member]			
% of Net Assets	[1],[2],[6]	1.60%	
Par Amount	[2],[3],[6]	\$ 105,480	
Fair Value	[2],[4],[6]	2,561,054	
Cost	[2],[5],[6]	\$ 2,305,206	
Equity Certificates [Member] Real Estate [Member] Copper Property CTL Pass Through Trust [Member]			
% of Net Assets	[1],[2]	4.78%	
Par Amount	[2],[3]	\$ 637,795	
Fair Value	[2],[4]	7,664,893	
Cost	[2],[5]	\$ 7,678,355	
Equity [Member] Real Estate [Member] Franklin BSP Realty Trust, Inc. [Member]			
% of Net Assets	[1],[2],[6]	0.54%	
Par Amount	[2],[3],[6]	\$ 66,107	
Fair Value	[2],[4],[6]	863,357	
Cost	[2],[5],[6]	\$ 907,782	
Equity [Member] Consumer goods: Non-durable [Member] Global Accessories Group, LLC [Member]			
% of Net Assets	[1],[2]	0.00%	
Par Amount	[2],[3]	\$ 380	
Fair Value	[2],[4]		
Cost	[2],[5]	\$ 151,337	
Equity [Member] Real Estate [Member] Invesco Mortgage Capital, Inc. [Member]			
% of Net Assets	[1],[2],[6]	2.88%	
Par Amount	[2],[3],[6]	\$ 192,300	
Fair Value	[2],[4],[6]	4,624,815	
Cost	[2],[5],[6]	\$ 4,725,994	
Equity [Member] Construction & Building [Member] JFL-NGS-WCS Partners, LLC [Member]			
% of Net Assets	[1],[2]	7.92%	
Par Amount	[2],[3]	\$	
		10,000,000	
Fair Value	[2],[4]	12,700,000	
Cost	[2],[5]	\$	
		10,000,000	
Equity [Member] Real Estate [Member] MFA Financial, Inc. [Member]			
% of Net Assets	[1],[2],[6]	1.44%	
Par Amount	[2],[3],[6]	\$ 97,426	
Fair Value	[2],[4],[6]	2,308,996	
Cost	[2],[5],[6]	\$ 2,318,487	
Equity [Member] Real Estate [Member] New York Mortgage Trust, Inc. [Member]			
% of Net Assets	[1],[2],[6]	2.52%	
Par Amount	[2],[3],[6]	\$ 165,000	
Fair Value	[2],[4],[6]	4,039,200	
Cost	[2],[5],[6]	\$ 4,102,076	
Equity [Member] Services: Business [Member] Stancor (dba Industrial Flow Solutions Holdings, LLC) [Member]			
% of Net Assets	[1],[2]	0.23%	
Par Amount	[2],[3]	\$ 358,867	
Fair Value	[2],[4]	375,105	
Cost	[2],[5]	\$ 345,491	
Equity [Member] Automotive [Member] Velocity Pooling Vehicle, LLC [Member]			
% of Net Assets	[1],[2]	0.00%	
Par Amount	[2],[3]	\$ 5,441	
Fair Value	[2],[4]		
Cost	[2],[5]	\$ 302,464	
Warrants of Outstanding Equity [Member] Automotive [Member] Velocity Pooling Vehicle, LLC [Member]			
% of Net Assets	[1],[2]	0.00%	
Par Amount	[2],[3]	\$ 6,506	
Maturity	[2]	Mar. 30, 2028	
Fair Value	[2],[4]		
Cost	[2],[5]	\$ 361,667	

Equity [Member] Aerospace & Defense [Member] Wingman Holdings, Inc. [Member]		
% of Net Assets	[1],[2]	0.10%
Par Amount	[2],[3]	\$ 350
Fair Value	[2],[4]	166,795
Cost	[2],[5]	\$ 700,000
Equity [Member] Real Estate [Member] ECC Capital Corp. [Member]		
% of Net Assets	[1],[2],[13]	3.04%
Par Amount	[2],[3],[13]	\$ 84,000,000
Fair Value	[2],[4],[13]	4,872,000
Cost	[2],[5],[13]	\$ 4,257,002
Equity Interest [Member] Services: Business [Member] FlexFIN, LLC [Member]		
% of Net Assets	[1],[2],[13]	22.88%
Par Amount	[2],[3],[13]	\$ 36,683,045
Fair Value	[2],[4],[13]	36,683,045
Cost	[2],[5],[13]	\$ 36,683,045
Equity [Member] Insurance [Member] NSG Captive, Inc. [Member]		
% of Net Assets	[1],[2],[13]	0.06%
Par Amount	[2],[3],[13]	\$ 100,000
Fair Value	[2],[4],[13]	101,000
Cost	[2],[5],[13]	\$ 101,000
Equity [Member] Hotel, Gaming & Leisure [Member] NVTN LLC [Member]		
% of Net Assets	[1],[2],[13]	0.00%
Par Amount	[2],[3],[13]	\$ 1,000
Fair Value	[2],[4],[13]	
Cost	[2],[5],[13]	\$ 21,450,924
Equity [Member] Services: Business [Member] Boostability Seotowncenter, Inc. [Member]		
% of Net Assets	[7],[8]	0.00%
Par Amount	[3],[7]	\$ 833,152
Fair Value	[4],[7]	
Cost	[7],[9]	\$ 66,475
Equity [Member] Banking, Finance, Insurance & Real Estate [Member] Chimera Investment Corp [Member]		
% of Net Assets	[7],[8],[10]	1.44%
Par Amount	[3],[7],[10]	\$ 117,310
Fair Value	[4],[7],[10]	2,116,271
Cost	[7],[9],[10]	\$ 2,884,724
Equity [Member] Banking, Finance, Insurance & Real Estate [Member] Chimera Investment Corp [Member]		
% of Net Assets	[7],[8]	2.32%
Par Amount	[3],[7]	\$ 163,601
Fair Value	[4],[7]	3,414,353
Cost	[7],[9]	\$ 3,463,275
Equity [Member] Consumer Discretionary [Member] Lucky Bucks, LLC [Member]		
% of Net Assets	[7],[8]	1.05%
Par Amount	[3],[7]	\$ 180,739
Fair Value	[4],[7]	1,545,318
Cost	[7],[9]	\$ 174,393
Equity [Member] High Tech Industries [Member] FST Holdings Parent, LLC [Member]		
% of Net Assets	[7],[8],[12]	6.81%
Par Amount	[3],[7],[12]	\$ 625,548
Fair Value	[4],[7],[12]	10,000,003
Cost	[7],[9],[12]	\$ 10,000,000
Equity [Member] Hotel, Gaming & Leisure [Member] Maritime Wireless Holdings LLC [Member]		
% of Net Assets	[7],[8],[12],[15]	6.91%
Par Amount	[3],[7],[12],[15]	\$ 5,000,000
Fair Value	[4],[7],[12],[15]	10,150,000
Cost	[7],[9],[12],[15]	\$ 5,000,000
Equity [Member] Metals & Mining [Member] Kemmerer Holdings, LLC [Member]		
% of Net Assets	[7],[8],[13],[15]	6.22%
Par Amount	[3],[7],[13],[15]	\$ 31
Fair Value	[4],[7],[13],[15]	9,133,052
Cost	[7],[9],[13],[15]	\$ 1,836,157

- [1] Percentage is based on net assets of \$160,307,773 as of September 30, 2024.
- [2] Substantially all of our investments are domiciled in the United States. Certain investments also have international operations.
- [3] Par amount is presented for debt investments and the amount includes accumulated payment-in-kind ("PIK") interest, as applicable, and is net of repayments, while the number of shares or units owned is presented for equity investments. Par amount is denominated in U.S. Dollars ("\$\$") unless otherwise noted.
- [4] Unless otherwise indicated, all securities are valued using significant unobservable inputs, which are categorized as Level 3 assets under the definition of ASC 820 fair value hierarchy (see Note 4).
- [5] Net unrealized depreciation for U.S. federal income tax purposes totaled \$(31,349,330). The tax cost basis of investments is \$259,682,623 as of September 30, 2024. The amortized cost represents the original cost adjusted for the amortization or accretion of premium or discount, as applicable, on debt investments using the effective interest method.
- [6] The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2024, non-qualifying assets represented 13.1% of total assets.
- [7] All of our investments are domiciled in the United States. Certain investments also have international operations.
- [8] Percentage is based on net assets of \$146,705,535 as of September 30, 2023.
- [9] Net unrealized depreciation for U.S. federal income tax purposes totaled \$(38,550,032).The tax cost basis of investments is \$265,010,723 as of September 30, 2023.
- [10] The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2023, non-qualifying assets represented 20.21% of total assets.
- [11] Affiliated Investments are defined by the 1940 Act as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company.
- [12] Affiliated Investments are defined by Investment Company Act of 1940 Act, as amended (the "1940 Act"), as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company.
- [13] Control Investments are defined by the Investment Company Act of 1940, as amended (the "1940 Act"), as investments in companies in which the Company owns more than 25% of the voting securities or maintains greater than 50% of the board representation.
- [14] The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month LIBOR plus a 5.64% spread on 8/15/2024.
- [15] Non-income producing security.
- [16] The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2023 was 5.27%.
- [17] This investment earns 0.50% commitment fee on all unused commitment as of September 30, 2023, and is recorded as a component of interest income on the Consolidated Statements of Operations.
- [18] The investment was on non-accrual status as of September 30, 2023.
- [19] Credit Spread Adjustment ("CSA")
- [20] The investment has an unfunded commitment as of September 30, 2024 (see Note 8), and fair value includes the value of any unfunded commitments. The negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan.
- [21] The investment has an unfunded commitment as of September 30, 2023 (see Note 8), and fair value includes the value of any unfunded commitments. The negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan commitment.
- [22] The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2023 was 5.32%.
- [23] The interest rate on these loans is subject to 1 month LIBOR, which as of September 30, 2023 was 5.43%.

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Rate [Member] Altisource S.A.R.L [Member]					
Investment interest rate	[1]	5.00%	[2],[3],[4]	5.00%	[5],[6]
Services: Business [Member] Senior Secured First Lien Term Loan B [Member] Interest Rate Floor [Member] Altisource S.A.R.L [Member]					
Investment interest rate	[1],[2],[3],[4]	3.75%			
Services: Business [Member] Senior Secured First Lien Term Loan B [Member] Payment in Kind (PIK) Note [Member] Altisource S.A.R.L [Member]					
Investment interest rate	[1],[5],[6],[7]			3.75%	
Services: Business [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] Blufox Mobile Services [Member]					
Investment interest rate	[2],[8]	4.00%			
Services: Business [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] Blufox Mobile Services [Member]					
Investment interest rate	[2],[8]	9.50%			
Services: Business [Member] Senior Secured First Lien Term Loan [Member] Payment in Kind (PIK) Note [Member] Blufox Mobile Services [Member]					
Investment interest rate	[2],[8]	4.00%			
Services: Business [Member] Senior Secured First Lien Term Loan [Member] London Interbank Offered Rates (LIBOR) [Member] Point 360 [Member]					
Investment interest rate	[9]	6.00%	[2],[10]	6.00%	[5],[11]
Services: Business [Member] Equity [Member] Stancor (dba Industrial Flow Solutions Holdings, LLC) [Member]					
Equity common units (in Shares)	[5],[9]			338,736.11	
Aerospace & Defense [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Arcline FM Holdings, LLC [Member]					
Investment interest rate		4.50%	[2],[12],[13]	4.75%	[1],[5],[6]
Aerospace & Defense [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] Arcline FM Holdings, LLC [Member]					
Investment interest rate		0.75%	[2],[12],[13]	0.75%	[1],[5],[6]
Aerospace & Defense [Member] Equity [Member] Wingman Holdings, Inc. [Member]					
Equity common units (in Shares)	[5],[9]			350	
Real Estate [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] CB&L Associates Holdco I, LLC [Member]					
Investment interest rate	[1],[2],[8],[13]	2.75%			
Real Estate [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] CB&L Associates Holdco I, LLC [Member]					
Investment interest rate	[1],[2],[8],[13]	1.00%			
Real Estate [Member] Senior Secured Notes [Member] PHH Mortgage Corp [Member]					
Investment interest rate	[2],[13]	7.875%			
Real Estate [Member] Senior Secured Promissory Note [Member] Interest Rate Floor [Member] ECC Capital Corp. [Member]					
Investment interest rate	[2],[3],[14]	0.00%			
Real Estate [Member] Senior Secured Promissory Note [Member] Secured Overnight Financing Rate (SOFR) [Member] ECC Capital Corp. [Member]					
Investment interest rate	[2],[3],[14]	5.00%			
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] DataOnline Corp. [Member]					
Investment interest rate	[1],[5],[6]			5.50%	
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] DirecTV Financing, LLC [Member]					
Investment interest rate	[1],[2],[8],[13]	0.75%			
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] DataOnline Corp. [Member]					
Investment interest rate	[1],[5],[6]			1.00%	
High Tech Industries [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] DirecTV Financing, LLC [Member]					
Investment interest rate	[1],[2],[8],[13]	5.00%			
High Tech Industries [Member] Revolving Credit Facility [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] DataOnline Corp. [Member]					
Investment interest rate	[1],[5],[6]			5.50%	
High Tech Industries [Member] Revolving Credit Facility [Member] Interest Rate Floor [Member] DirecTV Financing, LLC [Member]					
Investment interest rate	[1],[2],[8],[13]	0.75%			
High Tech Industries [Member] Revolving Credit Facility [Member] Interest Rate Floor [Member] DataOnline Corp. [Member]					
Investment interest rate	[1],[5],[6]			1.00%	
High Tech Industries [Member] Revolving Credit Facility [Member] Secured Overnight Financing Rate (SOFR) [Member] DirecTV Financing, LLC [Member]					
Investment interest rate	[1],[2],[8],[13]	5.25%			
High Tech Industries [Member] Equity [Member] FST Holdings Parent, LLC [Member]					
Equity common units (in Shares)	[2],[15]	625,548			
Energy: Oil & Gas [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] Epic Y-Grade Services, LP [Member]					
Investment interest rate	[2],[8],[13]	0.00%			
Energy: Oil & Gas [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] Epic Y-Grade Services, LP [Member]					
Investment interest rate	[2],[8],[13]	5.75%			
Energy: Oil & Gas [Member] Revolving Credit Facility [Member] Interest Rate Floor [Member] 1888 Industrial Services, LLC [Member]					
Investment interest rate	[5],[6],[16],[17]			1.00%	
Energy: Oil & Gas [Member] Revolving Credit Facility [Member] Secured Overnight Financing Rate (SOFR) [Member] 1888 Industrial Services, LLC [Member]					
Investment interest rate	[5],[6],[16],[17]			5.00%	
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan C [Member] Interest Rate Floor [Member] 1888 Industrial Services, LLC [Member]					
Investment interest rate	[5],[6],[16]			1.00%	
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan C [Member] Secured Overnight Financing Rate (SOFR) [Member] 1888 Industrial Services, LLC [Member]					
Investment interest rate	[5],[6],[16]			5.00%	
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan A [Member] Interest Rate Floor [Member] 1888 Industrial Services, LLC [Member]					
Investment interest rate	[5],[6],[9],[11],[16]			1.00%	
Energy: Oil & Gas [Member] Senior Secured First Lien Term Loan A [Member] Secured Overnight Financing Rate (SOFR) [Member] 1888 Industrial Services, LLC [Member]					
Investment interest rate	[5],[6],[9],[11],[16]			5.00%	
Energy: Oil & Gas [Member] Equity [Member] 1888 Industrial Services, LLC [Member]					
Equity common units (in Shares)	[5],[9],[16]			21,562	
Automotive [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate					

[Member] First Brands Group, LLC [Member]					
Investment interest rate					
Automotive [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Power Stop LLC [Member]	[1],[5],[18]			5.00%	
Investment interest rate	[1]	4.75%	[2],[3],[13]	4.75%	[5],[19]
Automotive [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] First Brands Group, LLC [Member]					
Investment interest rate	[1]	1.00%	[2],[3],[13]	1.00%	[5],[18]
Automotive [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] Power Stop LLC [Member]					
Investment interest rate	[1]	0.50%	[2],[3],[13]	0.50%	[5],[19]
Automotive [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] First Brands Group, LLC [Member]					
Investment interest rate	[1],[2],[3],[13]	5.00%			
Automotive [Member] Equity [Member] Velocity Pooling Vehicle, LLC [Member]					
Equity common units (in Shares)	[5],[9]			5,441	
Automotive [Member] Warrants of Outstanding Equity [Member] Velocity Pooling Vehicle, LLC [Member]					
Investment interest rate	[5],[9]			0.65%	
Consumer goods: Non-durable [Member] Equity [Member] Global Accessories Group, LLC [Member]					
Investment interest rate	[5],[9]			3.80%	
Construction & Building [Member] Senior Secured First Lien Term Loan B [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] JFL-NGS-WCS Partners, LLC [Member]					
Investment interest rate	[1],[5],[19]			5.50%	
Construction & Building [Member] Senior Secured First Lien Term Loan B [Member] Interest Rate Floor [Member] NGS-WCS Group Holdings [Member]					
Investment interest rate	[2],[8]	0.50%			
Construction & Building [Member] Senior Secured First Lien Term Loan B [Member] Interest Rate Floor [Member] JFL-NGS-WCS Partners, LLC [Member]					
Investment interest rate	[1],[5],[19]			1.00%	
Construction & Building [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] NGS-WCS Group Holdings [Member]					
Investment interest rate	[2],[8]	4.75%			
Construction & Building [Member] Senior Secured Notes [Member] Innovate Corp. [Member]					
Investment interest rate	[2],[4],[13]	8.50%			
Construction & Building [Member] Senior Secured Notes [Member] Innovate Corp. [Member]					
Investment interest rate	[5],[20]			8.50%	
Metals & Mining [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] Kemmerer Operations, LLC [Member]					
Investment interest rate	[2],[3]	0.00%			
Metals & Mining [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] Kemmerer Operations, LLC [Member]					
Investment interest rate	[2],[3]	5.00%			
Metals & Mining [Member] Senior Secured First Lien Term Loan [Member] Payment in Kind (PIK) Note [Member] Kemmerer Holdings, LLC [Member]					
Investment interest rate	[5],[7],[14]			15.00%	
Packaging [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
Investment interest rate	[1],[5],[6]			5.00%	
Packaging [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
Investment interest rate		0.50%	[2],[3],[13]	0.50%	[1],[5],[6]
Packaging [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
Investment interest rate	[2],[3],[13]	4.25%			
Packaging [Member] Warrants of Outstanding Equity [Member] Lighting Science Group Corporation [Member]					
Investment interest rate	[5],[9]			0.62%	
Warrants of outstanding equity	[2],[9]	0.62%			
Packaging [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
Investment interest rate	[1],[5],[6],[17],[21]			5.00%	
Packaging [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Interest Rate Floor [Member] Secure Acquisition Inc. (dba Paragon Films) [Member]					
Investment interest rate	[1],[5],[6],[17],[21]			0.50%	
Packaging [Member] Equity [Member] Be Green Packaging, LLC [Member]					
Equity common units (in Shares)	[5],[9]			417	
Consumer Discretionary [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Deer Management Systems LLC [Member]					
Investment interest rate	[1],[5],[6],[21]			8.25%	
Consumer Discretionary [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] Deer Management Systems LLC [Member]					
Investment interest rate	[1],[5],[6],[21]			3.00%	
Consumer Discretionary [Member] Priority Second Out Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[2],[8]	7.50%			
Consumer Discretionary [Member] Priority Second Out Term Loan [Member] Interest Rate Floor [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[2],[8]	1.00%			
Consumer Discretionary [Member] Priority First Out Exit Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[2],[8]	7.50%			
Consumer Discretionary [Member] Priority First Out Exit Term Loan [Member] Interest Rate Floor [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[2],[8]	1.00%			
Consumer Discretionary [Member] Equity [Member] LB NewHoldCo, LLC [Member]					
Equity common units (in Shares)	[2],[9]	180,739			
Consumer Discretionary [Member] Second Out Exit Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[5],[19]			7.50%	
Consumer Discretionary [Member] Second Out Exit Term Loan [Member] Interest Rate Floor [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[5],[19]			1.00%	
Consumer Discretionary [Member] First Out Exit Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[5],[19]			7.50%	
Consumer Discretionary [Member] First Out Exit Term Loan [Member] Interest Rate Floor [Member] Lucky Bucks, LLC [Member]					
Investment interest rate	[1],[5],[19]			1.00%	
Services Consumer [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] Staples, Inc. [Member]					
Investment interest rate	[2],[3],[13]	0.50%			
Services Consumer [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) [Member] Staples, Inc. [Member]					
Investment interest rate	[2],[3],[13]	5.75%			

Services Consumer [Member] First Lien Term Loan [Member] London Interbank Offered Rates (LIBOR) [Member] Staples, Inc. [Member] Investment interest rate	[5],[20]			4.50%	
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] McKissock Investment Holdings, LLC (dba Colibri) [Member] Investment interest rate	[1]	5.00%	[2],[3],[13]	5.00%	[5],[6]
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member] Investment interest rate	[1]	6.50%	[2],[8]	6.50%	[5],[19]
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] McKissock Investment Holdings, LLC (dba Colibri) [Member] Investment interest rate	[1]	0.75%	[2],[3],[13]	0.75%	[5],[6]
Services Consumer [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member] Investment interest rate	[1]	1.00%	[2],[8]	1.00%	[5],[19]
Services Consumer [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member] Investment interest rate		6.50%	[1],[2],[8]	6.50%	[5]
Services Consumer [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Interest Rate Floor [Member] SS Acquisition, LLC (dba Soccer Shots Franchising) [Member] Investment interest rate		1.00%	[1],[2],[8]	1.00%	[5]
Services Consumer [Member] First Out Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3]	3.50%			
Services Consumer [Member] First Out Term Loan [Member] Interest Rate Floor [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3]	2.00%			
Services Consumer [Member] First Out Delayed Draw Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3],[22]	3.50%			
Services Consumer [Member] First Out Delayed Draw Term Loan [Member] Interest Rate Floor [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3],[22]	2.00%			
Services Consumer [Member] Last Out Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3]	11.75%			
Services Consumer [Member] Interest Rate Floor [Member] Last Out Term Loan [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3]	2.00%			
Services Consumer [Member] Last Out Delayed Draw Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3],[22]	11.75%			
Services Consumer [Member] Last Out Delayed Draw Term Loan [Member] Interest Rate Floor [Member] XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) [Member] Investment interest rate	[2],[3],[22]	2.00%			
Media: Broadcasting & Subscription [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Neptune Bidco US, Inc. (dba Nielsen) [Member] Investment interest rate	[1],[2],[3],[13]	5.00%			
Media: Broadcasting & Subscription [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] Neptune Bidco US, Inc. (dba Nielsen) [Member] Investment interest rate	[1],[2],[3],[13]	0.50%			
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] DirecTV Financing, LLC [Member] Investment interest rate	[1],[5],[19],[20]			5.00%	
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Thryv Holdings, Inc. [Member] Investment interest rate	[1],[5],[19],[20]			8.50%	
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] DirecTV Financing, LLC [Member] Investment interest rate	[1],[5],[19],[20]			0.75%	
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] Thryv Holdings, Inc. [Member] Investment interest rate		1.00%	[2],[4],[8],[13]	1.00%	[1],[5],[19],[20]
Media: Broadcasting & Subscription [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Thryv Holdings, Inc. [Member] Investment interest rate	[2],[4],[8],[13]	6.75%			
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan B [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Maritime Wireless Holdings LLC [Member] Investment interest rate	[1],[5],[16],[19]			9.00%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan B [Member] Interest Rate Floor [Member] NVTN LLC [Member] Investment interest rate	[14]	2.00%	[2],[23]	1.00%	[5],[7],[9],[11]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan B [Member] Interest Rate Floor [Member] Maritime Wireless Holdings LLC [Member] Investment interest rate	[1],[5],[16],[19]			1.00%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan B [Member] London Interbank Offered Rates (LIBOR) [Member] NVTN LLC [Member] Investment interest rate	[5],[7],[9],[11],[14]			9.25%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1]	9.00%	[2],[8],[10],[15]	9.00%	[5],[11],[16],[19]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan [Member] Interest Rate Floor [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1],[5],[11],[16],[19]			1.00%	

Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan [Member] Payment in Kind (PIK) Note [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1],[2],[8],[10],[15]	1.00%			
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1]	9.00%	[2],[8],[10],[15]	9.00%	[5],[16],[19]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Interest Rate Floor [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1],[5],[16],[19]			1.00%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Interest Rate Floor [Member] NVTN LLC [Member] Investment interest rate	[5],[7],[14],[21],[24]			1.00%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Payment in Kind (PIK) Note [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1],[2],[8],[10],[15]	1.00%			
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] London Interbank Offered Rates (LIBOR) [Member] NVTN LLC [Member] Investment interest rate	[5],[7],[14],[21],[24]			4.00%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1]	9.00%	[2],[8],[10],[15]	9.00%	[5],[16],[19]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member] Interest Rate Floor [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1],[5],[16],[19]			1.00%	
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member] Payment in Kind (PIK) Note [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[1],[2],[8],[10],[15]	1.00%			
Hotel, Gaming & Leisure [Member] Equity [Member] Black Angus Steakhouses, LLC [Member] Investment interest rate	[9]	17.92%	[2],[15]	17.92%	[5],[16]
Hotel, Gaming & Leisure [Member] Senior Secured Revolving Note [Member] Interest Rate Floor [Member] NVTN LLC [Member] Investment interest rate	[2],[8],[14]	2.00%			
Hotel, Gaming & Leisure [Member] Senior Secured Revolving Note [Member] Secured Overnight Financing Rate (SOFR) [Member] NVTN LLC [Member] Investment interest rate	[2],[8],[14]	7.00%			
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan C [Member] Interest Rate Floor [Member] NVTN LLC [Member] Investment interest rate	[14]	2.00%	[2],[10]	1.00%	[5],[7],[9],[11]
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan C [Member] Secured Overnight Financing Rate (SOFR) [Member] NVTN LLC [Member] Investment interest rate	[2],[10],[14]	12.00%			
Hotel, Gaming & Leisure [Member] Senior Secured First Lien Term Loan C [Member] London Interbank Offered Rates (LIBOR) [Member] NVTN LLC [Member] Investment interest rate	[5],[7],[9],[11],[14]			12.00%	
Hotel, Gaming & Leisure [Member] Equity [Member] NVTN LLC [Member] Equity common units (in Shares)	[5],[7],[9],[14]			1,000	
Banking, Finance, Insurance & Real Estate [Member] First Lien Term Loan [Member] Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] CB&L Associates Holdco I, LLC [Member] Investment interest rate	[1],[5],[19],[20]			2.75%	
Banking, Finance, Insurance & Real Estate [Member] First Lien Term Loan [Member] Interest Rate Floor [Member] CB&L Associates Holdco I, LLC [Member] Investment interest rate	[1],[5],[19],[20]			1.00%	
Banking, Finance, Insurance & Real Estate [Member] Senior Secured Notes [Member] Interest Rate Floor [Member] PHH Mortgage Corp [Member] Investment interest rate	[5],[20]			7.875%	
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Franklin BSP Realty Trust, Inc [Member] Equity common units (in Shares)	[5],[25]			226,107	
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Invesco Mortgage Capital, Inc [Member] Equity common units (in Shares)	[5],[25],[26]			205,000	
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] MFA Financial, Inc. [Member] Equity common units (in Shares)	[5],[25],[27]			97,426	
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] New York Mortgage Trust, Inc. [Member] Equity common units (in Shares)	[5],[25],[28],[29]			165,000	
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] PennyMac Financial Services, Inc. [Member] Equity common units (in Shares)	[5],[29],[30]			29,500	
Banking, Finance, Insurance & Real Estate [Member] Equity [Member] Rithm Capital Corp. [Member] Equity common units (in Shares)	[5],[25],[31]			206,684	
Consumer Sector [Member] Equity [Member] JFL-NGS-WCS Partners, LLC [Member] Equity common units (in Shares)	[5],[9]			10,000,000	
Retail [Member] Equity [Member] SMART Financial Operations, LLC [Member] Equity common units (in Shares)	[5],[9]			700,000	
Equity [Member] Services: Business [Member] Boostability Seotowncenter, Inc. [Member] Equity common units (in Shares)	[9]	833,152	[2]	833,152	[5]
Equity [Member] Real Estate [Member] Chimera Investment Corp [Member] Equity common units (in Shares)	[2],[4],[30],[32]	137,310			
Equity [Member] Real Estate [Member] Chimera Investment Corp [Member] Equity common units (in Shares)	[2],[3],[30]	105,480			
Equity [Member] Real Estate [Member] Franklin BSP Realty Trust, Inc [Member] Equity common units (in Shares)	[2],[4],[30]	66,107			
Equity [Member] Consumer goods: Non-durable [Member] Global Accessories Group, LLC [Member] Investment interest rate	[2],[9]	3.80%			
Equity [Member] Real Estate [Member] Invesco Mortgage Capital, Inc [Member] Equity common units (in Shares)	[2],[4],[26],[30]	192,300			
Equity [Member] Construction & Building [Member] JFL-NGS-WCS Partners, LLC [Member] Equity common units (in Shares)	[2]	10,000,000			

Equity [Member] Real Estate [Member] MFA Financial, Inc. [Member] Equity common units (in Shares)	[2],[4],[27],[30]	97,426
Equity [Member] Real Estate [Member] New York Mortgage Trust, Inc. [Member] Equity common units (in Shares)	[2],[4],[28],[30]	165,000
Equity [Member] Services: Business [Member] Stancor (dba Industrial Flow Solutions Holdings, LLC) [Member] Equity common units (in Shares)	[2],[9]	358,867
Equity [Member] Automotive [Member] Velocity Pooling Vehicle, LLC [Member] Equity common units (in Shares)	[2],[9]	5,441
Warrants of Outstanding Equity [Member] Automotive [Member] Velocity Pooling Vehicle, LLC [Member] Warrants of outstanding equity	[2],[9]	0.65%
Equity [Member] Aerospace & Defense [Member] Wingman Holdings, Inc. [Member] Equity common units (in Shares)	[2],[9]	350
Equity [Member] Real Estate [Member] ECC Capital Corp. [Member] Equity common units (in Shares)	[2],[9],[14],[30]	84,000,000
Equity [Member] Insurance Sector [Member] NSG Captive, Inc. [Member] Equity common units (in Shares)	[2],[9],[14]	100,000
Equity [Member] Hotel, Gaming & Leisure [Member] NVTN LLC [Member] Equity common units (in Shares)	[2],[14]	1,000
Equity [Member] Banking, Finance, Insurance & Real Estate [Member] Chimera Investment Corp [Member] Equity common units (in Shares)	[5],[25],[32]	117,310
Equity [Member] Banking, Finance, Insurance & Real Estate [Member] Chimera Investment Corp [Member] Equity common units (in Shares)	[5],[25],[33]	163,601
Equity [Member] Consumer Discretionary [Member] Lucky Bucks, LLC [Member] Equity common units (in Shares)	[5],[9]	180,739
Equity [Member] High Tech Industries [Member] FST Holdings Parent, LLC [Member] Equity common units (in Shares)	[5],[16]	625,548
Equity [Member] Hotel, Gaming & Leisure [Member] Maritime Wireless Holdings LLC [Member] Equity common units (in Shares)	[5],[9],[16]	500,000

- [1] Credit Spread Adjustment (“CSA”)
- [2] Substantially all of our investments are domiciled in the United States. Certain investments also have international operations.
- [3] The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2024 was 4.59%.
- [4] The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2024, non-qualifying assets represented 13.1% of total assets.
- [5] All of our investments are domiciled in the United States. Certain investments also have international operations.
- [6] The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2023 was 5.27%.
- [7] Par amount is presented for debt investments and the amount includes accumulated payment-in-kind (“PIK”) interest, as applicable, and is net of repayments, while the number of shares or units owned is presented for equity investments. Par amount is denominated in U.S. Dollars (“\$”) unless otherwise noted.
- [8] The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2024 was 4.85%
- [9] Non-income producing security.
- [10] The investment was on non-accrual status as of September 30, 2024.
- [11] The investment was on non-accrual status as of September 30, 2023.
- [12] The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2024 was 4.25%.
- [13] This investment represents a Level 2 security in the ASC 820 table as of September 30, 2024 (see Note 4).
- [14] Control Investments are defined by the Investment Company Act of 1940, as amended (the “1940 Act”), as investments in companies in which the Company owns more than 25% of the voting securities or maintains greater than 50% of the board representation.
- [15] Affiliated Investments are defined by the 1940 Act as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company.
- [16] Affiliated Investments are defined by Investment Company Act of 1940 Act, as amended (the “1940 Act”), as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company.
- [17] This investment earns 0.50% commitment fee on all unused commitment as of September 30, 2023, and is recorded as a component of interest income on the Consolidated Statements of Operations.
- [18] The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2023 was 5.17%.
- [19] The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2023 was 5.32%.
- [20] This investment represents a Level 2 security in the ASC 820 table as of September 30, 2023 (see Note 4).
- [21] The investment has an unfunded commitment as of September 30, 2023 (see Note 8), and fair value includes the value of any unfunded commitments. The negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan commitment.
- [22] The investment has an unfunded commitment as of September 30, 2024 (see Note 8), and fair value includes the value of any unfunded commitments. The negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan.
- [23] The interest rate on these loans is subject to the monthly Applicable Federal Rate, which as of September 30, 2024 was 4.48%.
- [24] The interest rate on these loans is subject to 1 month LIBOR, which as of September 30, 2023 was 5.43%.
- [25] This investment represents a Level 1 security in the ASC 820 table as of September 30, 2023 (see Note 4).
- [26] The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.29% spread on 9/27/2027.
- [27] The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a 5.345% spread on 3/31/2025.
- [28] The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 6.429% spread on 1/15/2025.
- [29] The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2023, non-qualifying assets represented 20.21% of total assets.
- [30] This investment represents a Level 1 security in the ASC 820 table as of September 30, 2024 (see Note 4).
- [31] The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month LIBOR plus a 5.64% spread on 8/15/2024.
- [32] The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 4.743% spread on 9/30/2025.
- [33] The interest rate on this investment is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.379% spread on 3/30/2024.

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Organization	12 Months Ended Sep. 30, 2024
Organization [Abstract] Organization	Note 1. Organization
	PhenixFIN Corporation (“PhenixFIN,” the “Company,” “we” and “us”) is an internally-managed non-diversified closed-end management investment company incorporated in Delaware that has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). We completed our initial public offering (“IPO”) and commenced operations on January 20, 2011. The Company has elected, and intends to qualify annually, to be treated, for U.S. federal income tax purposes, as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). Through December 31, 2020, we were an externally managed company. Since January 1, 2021, we have operated under our present internalized management structure.
	The Company has formed and expects to continue to form certain taxable subsidiaries (the “Taxable Subsidiaries”), which are taxed as corporations for federal income tax purposes. These Taxable Subsidiaries allow us to, among other things, hold equity securities of portfolio companies organized as pass-through entities while continuing to satisfy the requirements of a RIC under the Code.
	The Company’s investment objective is to generate current income and capital appreciation. The management team seeks to achieve this objective primarily through making loans, private equity or other investments in privately-held companies. The Company may also make debt, equity or other investments in publicly-traded companies. (These investments may also include investments in other BDCs, closed-end funds or REITs.) We may also pursue other strategic opportunities and invest in other assets or operate other businesses to achieve our investment objective, such as operating and managing an asset-based lending business. The portfolio generally consists of senior secured first lien term loans, senior secured second lien term loans, senior secured bonds, preferred equity and common equity. Occasionally, we will receive warrants or other equity participation features which we believe will have the potential to increase total investment returns. Our loan and other debt investments are primarily rated below investment grade or are unrated. Investments in below investment grade securities are considered predominantly speculative with respect to the issuer’s capacity to pay interest and repay principal when due.

Since January 4, 2021, the common stock trades on the NASDAQ Global Market under the trading symbol “PFX.”

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Significant Accounting Policies	12 Months Ended Sep. 30, 2024
Significant Accounting Policies [Abstract] Significant Accounting Policies	Note 2. Significant Accounting Policies
	Basis of Presentation
	The Company is an investment company following the accounting and reporting guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification 946 (“ASC 946”), Financial

Services – Investment Companies. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (“GAAP”) and include the consolidated accounts of the Company and its wholly owned subsidiaries PhenixFIN Small Business Fund, LP, PhenixFIN SLF Funding 1 LLC, PhenixFIN Investment Holdings, LLC, PhenixFIN Investment Holdings Omnivore, LLC, PhenixFIN Investment Holdings AAR, LLC, and PhenixFIN Investment Holdings Amvestar, LLC. All references made to the “Company,” “we,” and “us” herein include PhenixFIN Corporation and its consolidated subsidiaries, except as stated otherwise. Additionally, the accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-K and Article 10 of Regulation S-X of the Securities Act of 1933. Certain prior period information has been reclassified to conform to current period presentation. These reclassifications have no effect on the Company’s financial positions or its results of operations as previously recorded.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Restricted Cash and Cash Equivalents

The Company considers cash equivalents to be highly liquid investments with original maturities of three months or less. Cash and cash equivalents include deposits in a money market account. The Company deposits its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits. As of September 30, 2024 and 2023, we had \$67.6 million and \$6.0 million in cash and cash equivalents, respectively, none of which is restricted.

Debt Issuance Costs and Deferred Financing Costs

Debt issuance costs, incurred in connection with unsecured notes (see Note 5) are deferred and amortized over the life of the respective instrument. Deferred financing costs related to the issuance of revolving debt obligations (see Note 5) are deferred and amortized over the life of the respective obligation. Debt issuance costs related to any unsecured notes are presented net against the outstanding debt balance on the Consolidated Statements of Assets and Liabilities. Deferred financing costs related to any credit facilities are presented on the Consolidated Statements of Assets and Liabilities.

Indemnification

In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no material claims or payments pursuant to such agreements. The Company’s individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on management’s experience, the Company expects the risk of loss to be remote.

Revenue Recognition

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Discounts and premiums to par value on investments purchased are accreted and amortized into interest income over the life of the respective investment. Loan origination fees, original issue discount (“OID”) and market discounts or premiums are capitalized and amortized into interest income using the effective interest method or straight-line method, as applicable.

The Company holds debt investments in its portfolio that contain a payment-in-kind (“PIK”) interest provision. PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is recorded on the accrual basis to the extent such amounts are expected to be collected. PIK interest is not accrued if the Company does not expect the issuer to be able to pay all principal and interest when due. For the years ended September 30, 2024, 2023 and 2022, the Company earned approximately \$1.2 million, \$1.5 million, \$0.8 million in PIK interest, respectively.

Amendment and transaction break-up fees associated with investments in portfolio companies are recognized as income when we become entitled to such fees. Prepayment penalties received by the Company for debt instruments paid back to the Company prior to the maturity date are recorded as income upon repayment of debt. Administrative agent fees received by the Company are capitalized as deferred revenue and recorded as fee income when the services are rendered. Other income includes fees for providing managerial assistance to our portfolio companies and is recognized as revenue when earned. For the years ended September 30, 2024, 2023 and 2022, fee income was approximately \$0.5 million, \$0.3 million and \$0.4 million, respectively (see Note 9).

Investment transactions are accounted for on a trade date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the amortized cost basis of investment using the specific identification method, without regard to unrealized gains or losses previously recognized. Realized gains relating to restructuring transactions that occurred during the year ended September 30, 2024 were \$6.9 million. No realized losses relating to restructuring transactions occurred during the year ended September 30, 2024. No realized gains or losses relating to restructuring transactions occurred during the years ended September 30, 2023 and 2022. The Company reports changes in fair value of investments as net unrealized appreciation/(depreciation) on investments in the Consolidated Statements of Operations.

Management reviews all loans that become 90 days or more past due on principal or interest or when there is reasonable doubt that principal or interest will be collected for possible placement on management’s designation of non-accrual status. Interest receivable is analyzed regularly and may be reserved against when deemed not collectible. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management’s judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management’s judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection. At September 30, 2024, certain investments in three portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$2.4 million, or 1.1% of the fair value of our portfolio. At September 30, 2023, certain investments in four portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$6.5 million, or 2.9% of the fair value of our portfolio.

Investment Classification

The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, we would be deemed to “control” a portfolio company if we owned more than 25% of its outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company. We refer to such investments in portfolio companies that we “control” as “Control Investments.” Under the 1940 Act, we would be deemed to be an “Affiliated Person” of a portfolio company if we own between 5% and 25% of the portfolio company’s outstanding voting securities or we are under common control with such portfolio company. We refer to such investments in Affiliated Persons as “Affiliated Investments.”

Valuation of Investments

The Company applies fair value accounting to all of its financial instruments in accordance with the 1940 Act and ASC Topic 820 - Fair Value Measurements and Disclosures (“ASC 820”). ASC 820 defines fair value, establishes a framework used to measure fair value and requires disclosures for fair value measurements. In accordance with ASC 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three-level fair value hierarchy as discussed in Note 4. Fair value is a market-based measure considered from the perspective of a market participant rather than an entity specific measure. Therefore, when market assumptions are not readily available, the Company’s own assumptions are set to reflect those that management believes market participants would use in pricing the financial instrument at the measurement date.

Investments for which market quotations are readily available are valued at such market quotations, which are generally obtained from an independent pricing service or multiple broker-dealers or market makers. We weight the use of third-party broker quotations, if any, in determining fair value based on our understanding of the level of actual transactions used by the broker to develop the quote and whether the quote was an indicative price or binding offer. However, debt investments with remaining maturities within 60 days that are not credit impaired are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Investments for which market quotations are not readily available are valued at fair value as determined by our Chief Financial Officer, the Company’s Valuation Designee, based upon input from management and third-party valuation firms. Because these investments are illiquid and because there may not be any directly comparable companies whose financial instruments have observable market values, these loans are valued using a fundamental valuation methodology, consistent with traditional asset pricing standards, that is objective and consistently applied across all loans and through time.

Investments in investment funds are valued at fair value. Fair values are generally determined utilizing the NAV supplied by, or on behalf of, management of each investment fund, which is net of management and incentive fees or allocations charged by the investment fund and is in accordance with the “practical expedient”, as defined by FASB Accounting Standards Update (“ASU”) 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share*. NAVs received by, or on behalf of, management of each investment fund are based on the fair value of the investment funds’ underlying investments in accordance with policies established by management of each investment fund, as described in each of their financial statements and offering memorandum. If the Company is in the process of the sale of an investment fund, fair value will be determined by actual or estimated sale proceeds.

The methodologies utilized by the Company in estimating the fair value of its investments categorized as Level 3 generally fall into the following two categories:

- The “Market Approach” uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business.
- The “Income Approach” converts future amounts (for example, cash flows or income and expenses) to a single current (that is, discounted) amount. When the Income Approach is used, the fair value measurement reflects current market expectations about those future amounts.

The Company has engaged third-party valuation firms (the “Valuation Firms”) to assist it and its Valuation Designee (the Chief Financial Officer) in the valuation of its portfolio investments. The valuation reports generated by the Valuation Firms consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance multiples, and movement in yields of debt instruments, among other factors. The Company uses a market yield analysis under the Income Approach or an enterprise model of valuation under the Market Approach, or a combination thereof. In applying the market yield analysis, the value of the Company’s loans are determined based upon inputs such as the coupon rate, current market yield, interest rate spreads of similar securities, the stated value of the loan, and the length to maturity. In applying the enterprise model, the Company uses a waterfall analysis, which takes into account the specific capital structure of the borrower and the related seniority of the instruments within the borrower’s capital structure. To estimate the enterprise value of the portfolio company, we weigh some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value.

The methodologies and information that the Company utilizes when applying the Market Approach for performing investments include, among other things:

- valuations of comparable public companies (“Guideline Comparable Approach”);
- recent sales of private and public comparable companies (“Guideline Comparable Approach”);
- recent acquisition prices of the company, debt securities or equity securities (“Recent Arms-Length Transaction”);
- external valuations of the portfolio company, offers from third parties to buy the company (“Estimated Sales Proceeds Approach”);
- subsequent sales made by the Company of its investments (“Expected Sales Proceeds Approach”); and
- estimating the value to potential buyers.

The methodologies and information that the Company utilizes when applying the Income Approach for performing investments include:

- discounting the forecasted cash flows of the portfolio company or securities (Discounted Cash Flow (“DCF”) Approach); and
- Black-Scholes model or simulation models or a combination thereof (Income Approach - Option Model) with respect to the valuation of warrants.

For non-performing investments, we may estimate the liquidation or collateral value of the portfolio company’s assets and liabilities using an expected recovery model (Market Approach - Expected Recovery Analysis or Estimated Liquidation Proceeds).

We undertake a multi-step valuation process each quarter when valuing investments for which market quotations are not readily available, as described below:

- our quarterly valuation process generally begins with each portfolio investment being initially valued by a Valuation Firm;
- Available third-party market data will be reviewed by Company personnel designated by the Valuation Designee (“Fair Value Personnel”) and the Valuation Firm.

- Available portfolio company data and general industry data are then reviewed by the Fair Value Personnel.
- Preliminary valuation conclusions are then documented and discussed with the Fair Value Personnel.
- The Valuation Designee then determines the fair value of each investment in the Company's portfolio in good faith based on such discussions, the Company's Valuation Policy and the Valuation Firms' final estimated valuations.
- The Valuation Designee's report is then presented to the Board of Directors and the Audit Committee.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ from the values that would have been used had a readily available market value existed for such investments, and the differences could be material. In addition, changes in the market environment (including the impact of pandemics, wars or other events on financial markets), portfolio company performance, and other events may occur over the lives of the investments that may cause the gains or losses ultimately realized on these investments to be materially different than the valuations currently assigned.

Fair Value of Financial Instruments

The carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, approximate fair value due to their short-term nature. The carrying amounts and fair values of our long-term obligations are discussed in Note 5.

Recent Accounting Pronouncements

The Company considers the applicability and impact of all accounting standard updates ("ASU") FASB. ASUs not listed were assessed by the Company and either determined to be not applicable or expected to have minimal impact on its Consolidated Financial Statements.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 202307")," which enhances disclosure requirements about significant segment expenses that are regularly provided to the chief operating decision maker (the "CODM"). ASU 2023-07, among other things, (i) requires a single segment public entity to provide all of the disclosures as required by Topic 280, (ii) requires a public entity to disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources and (iii) provides the ability for a public entity to elect more than one performance measure. ASU 2023-07 is effective for the fiscal years beginning after December 15, 2023, and interim periods beginning with the first quarter ended March 31, 2025. Early adoption is permitted and retrospective adoption is required for all prior periods presented. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact on its Consolidated Financial Statements.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")," which intends to improve the transparency of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and is to be adopted on a prospective basis with the option to apply retrospectively. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact to its Consolidated Financial Statements.

Other than the aforementioned guidance, the Company's management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying Consolidated Financial Statements.

Federal Income Taxes

The Company has elected, and intends to qualify annually, to be treated as a RIC under Subchapter M of the Code. In order to continue to qualify as a RIC and be eligible for tax treatment under Subchapter M of the Code, among other things, the Company is required to meet certain source of income and asset diversification requirements and timely distribute to its stockholders at least 90% of the sum of investment company taxable income ("ICTI"), as defined by the Code, including PIK interest, and net tax exempt interest income (which is the excess of gross tax exempt interest income over certain disallowed deductions) for each taxable year. Depending on the level of ICTI earned in a tax year, the Company may choose to carry forward ICTI in excess of current year dividend distributions into the next tax year. Any such carryover ICTI must be distributed before the end of that next tax year through a dividend declared prior to filing the final tax return related to the year which generated such ICTI.

The Company is subject to a nondeductible U.S. federal excise tax of 4% on undistributed income if it does not distribute at least 98% of its ordinary income in any calendar year and 99.2% of its capital gain net income for each one-year period ending on October 31 of such calendar year and any income realized, but not distributed, in preceding years and on which it did not pay federal income tax. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year dividend distributions for excise tax purposes, the Company accrues excise tax, if any, on estimated excess taxable income as taxable income is earned. There was no provision for federal excise tax for the calendar year ended 2023 accrued at September 30, 2024, for the calendar year ended 2022 accrued at September 30, 2023 and the calendar year ended 2021 accrued at September 30, 2022. On December 13, 2024, the Company identified that it did not distribute at least 90% of its investment company taxable income for the tax year ended September 30, 2023. The Company filed Form 9927 on December 16, 2024 notifying the IRS.

The Company's Taxable Subsidiaries accrue income taxes payable based on the applicable corporate rates on the unrealized gains generated by the investments held by the Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company did not record a deferred tax liability on the Consolidated Statements of Assets and Liabilities. The change in provision for deferred taxes is included as a component of net realized and unrealized gain/(loss) on investments in the Consolidated Statements of Operations. For the years ended September 30, 2024, 2023 and 2022, the Company did not record a change in provision for deferred taxes on the unrealized (appreciation)/depreciation on investments.

As of September 30, 2024 and 2023, the Company had a deferred tax asset of \$20.9 million and \$23.1 million, respectively, consisting primarily of net operating losses and net unrealized losses on the investments held within its Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company has booked a valuation allowance of \$20.0 million and \$23.1 million, respectively, against its deferred tax asset, as for the year ended September 30, 2024 it anticipated that its Taxable Subsidiaries would be unable to fully utilize their generated net losses.

ICTI generally differs from net investment income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. The Company may be required to recognize ICTI in certain circumstances in which it does not receive cash. For example, if the Company holds debt obligations that are treated under applicable tax rules as having original issue discount, the Company must include in ICTI each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by the Company in the same taxable year. The Company may also have to include in ICTI other amounts that it has not yet received in cash, such as 1) PIK interest income and 2) interest income from investments that have been classified as non-accrual for financial reporting purposes. Interest income on non-accrual investments is not recognized for financial reporting purposes, but generally is recognized in ICTI. Because any original issue discount or other amounts accrued will be included in the Company's ICTI for the year of accrual, the Company may be required to make a distribution to its stockholders in order to satisfy the minimum distribution requirements, even though the Company will not have received and may not ever receive any corresponding cash amount. ICTI also excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

Permanent differences between ICTI and net investment income for financial reporting purposes are reclassified among capital accounts in the financial statements to reflect their tax character. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes. During the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows:

	For the Years Ended September 30		
	2024	2023	2022
Capital in excess of par value	\$ 12,468,254	\$ 20,468,622	\$ 3,276,372
Accumulated undistributed net investment income/(loss)	(12,468,254)	(20,468,622)	(3,276,372)
Total distributable earnings (loss)	-	-	-

For income tax purposes, distributions paid to stockholders are reported as ordinary income, return of capital, long term capital gains or a combination thereof. The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows:

	For the Years Ended September 30		
	2024	2023	2022
Ordinary income	\$ 2,645,925	\$ -	\$ 265,798
Distributions of long term capital gains	-	-	-
Return of capital	-	-	-
Distributions on a tax basis	\$ 2,645,925	\$ -	\$ 265,798

For federal income tax purposes, the cost of investments owned at September 30, 2024, 2023 and 2022 were approximately \$259.6 million, \$264.1 million and \$262.6 million, respectively.

At September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows:

	For the Years Ended September 30		
	2024	2023	2022
Undistributed ordinary income	\$ 1,918,290	\$ 2,389,267	\$ -
Accumulated capital and other losses ⁽¹⁾	(515,131,566)	(512,809,528)	(485,107,934)
Other temporary differences	(41,229)	(57,438)	(73,646)
Unrealized appreciation/(depreciation)	(31,349,330)	(37,631,079)	(69,376,916)
Components of distributable earnings/(accumulated deficits) at year end	\$ (544,603,835)	(548,108,778)	\$ (554,558,496)

⁽¹⁾ Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses.

The Company accounts for income taxes in conformity with ASC Topic 740 - Income Taxes ("ASC 740"). ASC 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions deemed to meet a "more-likely-than-not" threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Operations. There were no material uncertain income tax positions at September 30, 2024. Although we file federal and state tax returns, our major tax jurisdiction is federal. The Company's federal and state tax returns for the prior three fiscal years remain open, subject to examination by the Internal Revenue Service and applicable state tax authorities.

Segments

The Company invests in various industries. The Company separately evaluates the performance of each of its investment relationships. However, because each of these investment relationships has similar business and economic characteristics, they have been aggregated into a single investment segment. All applicable segment disclosures are included in or can be derived from the Company's financial statements. See Note 3 for further information.

Company Investment Risk, Concentration of Credit Risk, and Liquidity Risk

The Company has broad discretion in making investments. Investments generally consist of debt instruments that may be affected by business, financial market or legal uncertainties. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Company's activities and the value of its investments. In addition, the value of the Company's portfolio may fluctuate as the general level of interest rates fluctuate.

The value of the Company's investments in loans may be detrimentally affected to the extent, among other things, that a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan, observable secondary or primary market yields for similar instruments issued by comparable companies increase materially or risk premiums required in the market between smaller companies, such as our borrowers, and those for which market yields are observable increase materially.

The Company's assets may, at any time, include securities and other financial instruments or obligations that are illiquid or thinly traded, making purchase or sale of such securities and financial instruments at desired prices or in desired quantities difficult. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately.

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Investments

Investments
[Abstract]
Investments

12 Months Ended
Sep. 30, 2024

Note 3. Investments

The composition of our investments as of September 30, 2024 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands):

	Amortized Cost	Percentage	Fair Value	Percentage
Senior Secured First Lien Term Loans	\$ 129,957	49.8%	\$ 113,990	50.0%
Senior Secured Notes	18,127	7.0	18,476	8.1
Fund Investment	1,746	0.7	1,525	0.7
Equity/Warrants	110,930	42.5	93,925	41.2
Total Investments	\$ 260,760	100.0%	\$ 227,916	100.0%

The composition of our investments as of September 30, 2023 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands):

	Amortized Cost	Percentage	Fair Value	Percentage
Senior Secured First Lien Term Loans	\$ 139,103	52.5%	\$ 103,004	45.6%
Senior Secured Notes	9,512	3.6	8,922	3.9
Fund Investment	1,027	0.4	792	0.3
Equity/Warrants	115,369	43.5	113,743	50.2
Total Investments	\$ 265,011	100.0%	\$ 226,461	100.0%

In connection with certain of the Company's investments, the Company receives warrants that are obtained for the objective of increasing the total investment returns and are not held for hedging purposes. At September 30, 2024 and 2023, the total fair value of warrants was \$82.7 thousand and \$206.5 thousand, respectively, and were included in investments at fair value on the Consolidated Statements of Assets and Liabilities. During the year ended September 30, 2024, the Company did not acquire any additional warrants in an existing portfolio company. During the year ended September 30, 2023, the Company acquired additional warrants in an existing portfolio company. During the year ended September 30, 2022, the Company did not acquire any additional warrants in any existing portfolio companies.

Total change in unrealized depreciation related to warrants for the years ended September 30, 2024, 2023 and 2022 was \$123.7 thousand, \$143.9 thousand and \$299.1 thousand, respectively, and was recorded on the Consolidated Statements of Operations as net change in unrealized appreciation/(depreciation) on investments. The warrants are received in connection with individual investments and are not subject to master netting arrangements.

The following table shows the portfolio composition by industry grouping at fair value at September 30, 2024 (dollars in thousands):

	Fair Value	Percentage
Real Estate	\$ 50,162	22.0%
Services: Business	46,706	20.5
Services: Consumer	28,121	12.3
Hotel, Gaming & Leisure	24,253	10.6
Construction & Building	17,095	7.5
High Tech Industries	12,352	5.5
Automotive	12,316	5.4
Metals & Mining	12,161	5.3
Media: Broadcasting & Subscription	9,003	4.0
Energy: Oil & Gas	4,333	1.9
Packaging	3,505	1.5
Consumer Discretionary	3,456	1.5
Aerospace & Defense	2,827	1.2
Banking	1,525	0.7
Insurance	101	0.1
Total	\$ 227,916	100.0%

The following table shows the portfolio composition by industry grouping at fair value at September 30, 2023 (dollars in thousands):

	Fair Value	Percentage
Services: Business	\$ 47,083	20.7%
Banking, Finance, Insurance & Real Estate	43,755	19.3
Hotel, Gaming & Leisure	34,158	15.1
Services: Consumer	18,292	8.1
High Tech Industries	15,472	6.8
Construction & Building	14,676	6.5
Metals & Mining	12,517	5.5
Media: Broadcasting & Subscription	11,665	5.2
Automotive	9,520	4.2
Consumer Discretionary	6,920	3.1
Energy: Oil & Gas	5,384	2.4
Packaging	3,396	1.5
Aerospace & Defense	2,645	1.2
Retail	978	0.4
Total	\$ 226,461	100.0%

The Company invests in portfolio companies principally located in the United States. The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company's business.

The following table shows the portfolio composition by geographic location at fair value at September 30, 2024 (dollars in thousands):

	Fair Value	Percentage
Northeast	\$ 87,269	38.3%
Southeast	61,276	26.9
Midwest	34,648	15.2
West	31,951	14.0
Southwest	2,749	1.2
Mid-Atlantic	375	0.2
International	9,648	4.2
Total	\$ 227,916	100.0%

The following table shows the portfolio composition by geographic location at fair value at September 30, 2023 (dollars in thousands):

	Fair Value	Percentage
Northeast	\$ 92,081	40.7%
Southeast	60,116	26.5
Midwest	32,782	14.5
West	25,608	11.3
Southwest	7,661	3.4
Mid-Atlantic	201	0.1
International	8,012	3.5
Total	\$ 226,461	100.0%

Transactions With Affiliated/Controlled Companies

The Company had investments in portfolio companies designated as Affiliated Investments and Controlled Investments under the 1940 Act. Transactions with Affiliated Investments and Controlled Investments during the years ended September 30, 2024 and 2023 were as follows:

Name of Investment ^{(1) (2)}	Type of Investment	Fair Value at September 30, 2023	Purchases/(Sales) of or Advances/(Distributions)	Transfers In/(Out) of Affiliates	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2024	Earned Income
Affiliated Investments								
All Around Roustabout, LLC	Senior Secured First Lien Term Loan C	\$ 751,479	\$ (1,096,561)	\$ (196,411)	\$ 439,778	\$ 101,715	\$ -	\$ 123,326
	Senior Secured First Lien Term Loan A	-	-	-	9,473,068	(9,473,068)	-	-
	Revolving Credit Facility	4,632,177	(5,112,074)	-	-	479,897	-	158,704
Black Angus Steakhouses, LLC	Senior Secured First Lien Delayed Draw Term Loan	875,749	-	-	(124,542)	-	751,207	-
	Senior Secured First Lien Term Loan	1,459,249	-	-	(1,459,249)	-	-	-
	Senior Secured First Lien Super Priority DDTL	1,920,960	-	-	(273,184)	-	1,647,776	-
FST Holdings Parent, LLC	Equity	10,000,003	-	-	2,351,799	-	12,351,802	199,388

Maritime Wireless Holdings LLC	Senior Secured First Lien Term Loan B	7,500,000	(7,373,166)	-	(126,834)	-	-	535,951
	Equity	10,150,000	(11,900,000)	-	(5,150,000)	6,900,000	-	-
Total Affiliated Investments		\$ 37,289,617	\$ (25,481,801)	\$ (196,411)	\$ 5,130,836	\$ (1,991,456)	\$ 14,750,785	\$ 1,017,269

Name of Investment ⁽¹⁾ (2)	Type of Investment	Fair Value at September 30, 2023	Purchases/(Sales) of or Advances/ (Distributions)	Transfers In/(Out) of Controlled	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2024	Earned Income
Controlled Investments								
ECC Capital Corp.	Senior Secured First Lien Term Loan	-	7,422,012	-	-	-	7,422,012	962,959
	Equity	-	4,257,002	-	614,998	-	4,872,000	33,280
FlexFIN, LLC	Equity Interest	38,870,711	(2,187,665)	-	-	-	36,683,046	3,972,352
Kemmerer Operations, LLC	Senior Secured First Lien Term Loan	-	-	(9,153,693)	-	-	-	268,831
	Equity	3,383,877	5,769,816	-	-	-	-	-
	Equity	9,133,052	(10,378,988)	-	(7,296,895)	8,542,831	-	-
NSG Captive, Inc.	Equity	-	101,000	-	-	-	101,000	-
NVTN LLC	Senior Secured First Lien Delayed Draw Term Loan	7,214,856	(1,693,577)	-	(21,279)	-	5,500,000	1,035,741
	Senior Secured First Lien Term Loan B	5,037,547	-	-	11,316,042	-	16,353,589	423,013
	Equity	-	11,900,000	-	(11,900,000)	-	-	-
Total Controlled Investments		\$ 63,640,043	\$ 15,189,600	\$ (9,153,693)	\$ (7,287,134)	\$ 8,542,831	\$ 70,931,647	\$ 6,696,176

Name of Investment ⁽¹⁾ (2)	Type of Investment	Fair Value at September 30, 2022	Purchases/(Sales) of or Advances/ (Distributions)	Transfers In/(Out) of Affiliates	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2023	Earned Income
Affiliated Investments								
1888 Industrial Services, LLC	Senior Secured First Lien Term Loan C	\$ -	-	\$ -	751,479	\$ -	751,479	\$ 84,559
		4,151,562	215,622	-	264,993	-	4,632,177	553,233
Black Angus Steakhouses, LLC	Revolving Credit Facility	-	-	-	-	-	-	-
	Senior Secured First Lien Delayed Draw Term Loan	758,929	116,820	-	-	-	875,749	232,614
	Senior Secured First Lien Term Loan	1,547,918	-	-	(88,669)	-	1,459,249	159,780
	Senior Secured First Lien Super Priority Delayed Draw Term Loan	1,500,000	420,960	-	-	-	1,920,960	360,670
FST Holdings Parent, LLC	Equity	-	10,000,000	-	3	-	10,000,003	121,385
Kemmerer Operations, LLC	Senior Secured First Lien Term Loan	-	-	(2,378,510)	-	-	-	89,743
	Equity	2,378,510	-	(962,717)	268,015	-	-	-
Maritime Wireless Holdings LLC	Senior Secured First Lien Term Loan A	-	(5,000,704)	4,900,000	-	100,704	-	218,788
	Senior Secured First Lien Term Loan B	-	23,166	7,350,000	126,834	-	7,500,000	565,377
	Equity	-	-	5,000,000	5,150,000	-	10,150,000	-
US Multifamily, LLC	Equity	1,282,571	(1,018,344)	-	854,744	(1,118,971)	-	-
Total Affiliated Investments		\$ 12,314,192	\$ 4,757,520	\$ 13,908,773	\$ 7,327,399	\$ (1,018,267)	\$ 37,289,617	\$ 2,386,149

Name of Investment ⁽¹⁾ (2)	Type of Investment	Fair Value at September 30, 2022	Purchases/(Sales) of or Advances/ (Distributions)	Transfers In/(Out) of Controlled	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2023	Earned Income
Controlled Investments								
FlexFIN, LLC	Equity Interest	\$ 47,136,146	(8,265,435)	\$ -	-	-	38,870,711	\$ 3,716,676
Kemmerer Operations, LLC	Senior Secured First Lien Term Loan	-	-	2,378,510	-	23,456	3,383,877	557,981
	Equity	-	981,911	962,717	7,296,895	-	9,133,052	-
	Equity	-	873,440	-	21,929	-	7,214,856	667,312
NVTN LLC	Senior Secured First Lien Delayed Draw Term Loan	7,192,927	-	-	-	-	5,037,547	-
	Senior Secured First Lien Term Loan B	3,697,109	-	-	1,340,438	-	-	-
Total Controlled Investments		\$ 58,026,182	\$ (6,410,084)	\$ 3,341,227	\$ 8,659,262	\$ 23,456	\$ 63,640,043	\$ 4,941,969

(1) The par amount and additional detail are shown in the Consolidated Schedules of Investments.

(2) Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.

Purchases/(sales) of or advances to/(distributions) from Affiliated Investments and Controlled Investments represent the proceeds from sales and settlements of investments, purchases, originations and participations, investment increases due to PIK interest as well as net amortization of premium/(discount) on investments and are included in the purchases and sales presented on the Consolidated Statements of Cash Flows for the years ended September 30, 2024, 2023 and 2022. Transfers in/(out) of Affiliated Investments and Controlled Investments represent the fair value for the quarter an investment became or was removed as an Affiliated Investment or a Controlled Investment. Income received from Affiliated Investments and Controlled Investments is included in total investment income on the Consolidated Statements of Operations for the years ended September 30, 2024, 2023 and 2022.

Unconsolidated Significant Subsidiaries

In accordance with the SEC’s Regulation S-X and GAAP, the Company evaluated and determined that it had one subsidiary, FlexFIN, LLC, that is deemed to be a “significant subsidiary” as of September 30, 2024. In accordance with Rule 3-09, separate audited financial statements of FlexFIN, LLC for the year ended September 30, 2024 are being filed herewith as Exhibit 99.2.

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Fair Value
Measurements

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

12 Months Ended
Sep. 30, 2024

Note 4. Fair Value Measurements

The Company follows ASC 820 for measuring the fair value of portfolio investments. Fair value is the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments’ complexity. The Company’s fair value analysis includes an analysis of the value of any unfunded loan commitments. Financial investments recorded at fair value in the consolidated financial statements are categorized for disclosure purposes based upon the level of judgment associated with the inputs used to measure their value. The valuation hierarchical levels are based upon the transparency of the inputs to the valuation of the investment as of the measurement date. Investments which are valued using NAV as a practical expedient are excluded from this hierarchy, and certain prior period amounts have been reclassified to conform to the current period presentation. The three levels are defined below:

- Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

In addition to using the above inputs in investment valuations, the Company continues to employ a valuation policy approved by the board of directors that is consistent with ASC 820 (see Note 2). Consistent with our valuation policy, we evaluate the source of inputs, including any markets in which our investments are trading, in determining fair value.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2024 (dollars in thousands):

Investments:	Fair Value Hierarchy as of September 30, 2024			
	Level 1	Level 2	Level 3	Total
Senior Secured First Lien Term Loans	\$ -	\$ 45,003	\$ 68,987	\$ 113,990
Senior Secured Notes	-	11,054	7,422	18,476
Equity/Warrants	30,044	-	63,881	93,925
Total	\$ 30,044	\$ 56,057	\$ 140,290	\$ 226,391
Investments measured at net asset value ⁽¹⁾				1,525
Total Investments, at fair value				\$ 227,916

(1) Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2023 (dollars in thousands):

Investments:	Fair Value Hierarchy as of September 30, 2023			
	Level 1	Level 2	Level 3	Total
Senior Secured First Lien Term Loans	\$ -	\$ 20,505	\$ 82,499	\$ 103,004
Senior Secured Notes	-	8,922	-	8,922
Equity/Warrants	24,709	6,217	82,817	113,743
Total	\$ 24,709	\$ 35,644	\$ 165,316	\$ 225,669
Investments measured at net asset value(1)				792
Total Investments, at fair value				\$ 226,461

(1) Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2024 (dollars in thousands):

	Senior Secured First Lien Term Loans	Senior Secured Notes	Equities/ Warrants	Total
Balance as of September 30, 2023	\$ 82,499	\$ -	\$ 82,817	\$ 165,316
Purchases and other adjustments to cost	31,590	34,000	50,146	115,736
Sales (including repayments or maturities)	(32,879)	(26,578)	(63,578)	(123,035)
Net realized gains/(losses) from investments	(8,728)	-	15,331	6,603
Net unrealized gains/(losses)	19,634	-	(20,835)	(1,201)

Transfer in/(out)		(23,129)	-	-	(23,129)			
Balance as of September 30, 2024	\$	68,987	\$	7,422	\$	63,881	\$	140,290

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2023 (dollars in thousands):

	Senior Secured First Lien Term Loans	Senior Secured Second Lien Term Loans	Senior Secured Notes	Equities/ Warrants	Total
Balance as of September 30, 2022	\$ 74,252	\$ 2,607	\$ -	\$ 69,816	\$ 146,675
Purchases and other adjustments to cost	23,481	-	-	29,571	53,052
Sales (including repayments or maturities)	(12,840)	(2,607)	(191)	(33,213)	(48,851)
Net realized gains/(losses) from investments	162	5	9	(9,574)	(9,398)
Net unrealized gains/(losses)	(2,556)	(5)	182	26,217	23,838
Transfer in/(out)	-	-	-	-	-
Balance as of September 30, 2023	\$ 82,499	\$ -	\$ -	\$ 82,817	\$ 165,316

Net change in unrealized gain (loss) for the years ended September 30, 2024 and 2023 included in earnings related to Level 3 investments still held as of September 30, 2024 and 2023 was approximately \$2.1 million and \$26.5 million, respectively.

Purchases and other adjustments to cost include purchases of new investments at cost, effects of refinancing/restructuring, accretion/amortization of income from discount/premium on debt securities, and PIK.

Sales represent net proceeds received from investments sold, including any repayments or maturities.

A review of the fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets or liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in/out of the Level 3 category as of the beginning of the quarter in which the reclassifications occur. During the year ended September 30, 2024, \$23.1 million of investments were transferred out of Level 3 and no investments were transferred into Level 3. During the year ended September 30, 2023, no investments were transferred in or out of Level 3.

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2024 (dollars in thousands):

	Fair Value	Valuation Methodology	Unobservable Input	Range (Weighted Average)	Impact to Valuation From An Increase In Input
Senior Secured First Lien Term Loans	\$ 65,236	Income Approach	Market Yield	3.5% - 42.5% (15.3%)	Decrease
Senior Secured First Lien Term Loans	2,399	Market Approach	EBITDA Multiple	1.8x - 2.3x (2.0x)	Increase
Senior Secured First Lien Term Loans	1,002	Market Approach	Market Spread	4.5% - 5.0% (4.75%)	Decrease
Senior Secured First Lien Term Loans	350	Cost Approach	Collateral Value	N/A	N/A
Senior Secured Notes	7,422	Recent Purchase	Purchase Price	N/A	N/A
Equity/Warrants	36,683	Cost Approach	Collateral Value	N/A	N/A
Equity/Warrants	27,014	Market Approach	EBITDA Multiple	4.3x - 10.3x (8.4x)	Increase
Equity/Warrants	101	Recent Purchase	Purchase Price	N/A	N/A
Equity/Warrants	83	Income Approach	DLOM (Discount for lack of Marketability)	27.0%-31.0% (29.0%)	Decrease
Total	\$ 140,290				

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2023 (dollars in thousands):

	Fair Value	Valuation Methodology	Unobservable Input	Range (Weighted Average)	Impact to Valuation From An Increase In Input
Senior Secured First Lien Term Loans	\$ 69,943	Income Approach	Market Yield	8.50% - 32.0% (13.78%)	Decrease
Senior Secured First Lien Term Loans	751	Market Approach	Revenue Multiple	0.3x - 0.3x (0.3x)	Increase
Senior Secured First Lien Term Loans	10,939	Market Approach	EBITDA Multiple	1.7x - 5.0x (3.1x)	Increase
Senior Secured First Lien Term Loans	866	Market Approach	LTM EBITDA Multiple	5.8x - 6.8x (6.3x)	Increase
Equity/Warrants	38,870	Cost Approach	Collateral Value	N/A	N/A
Equity/Warrants	11,734	Market Approach	LTM Multiple	5.8x - 6.8x (6.3x)	Increase
Equity/Warrants	22,007	Market Approach	EBITDA Multiple	1.8x - 36.8x (2.8x)	Increase
Equity/Warrants	10,000	Recent Purchase	Purchase Price	N/A - N/A (N/A)	N/A
Equity/Warrants	206	Income Approach	DLOM (Discount for lack of Marketability)	3.0x - 3.2x (3.1x)	Decrease
Total	\$ 165,316				

The significant unobservable inputs used in the fair value measurement of the Company’s debt and derivative investments are market yields. Increases in market yields would result in lower fair value measurements.

The significant unobservable inputs used in the fair value measurement of the Company’s equity/warrants investments are comparable company multiples of revenue or EBITDA for the latest twelve months (“LTM”), next twelve months (“NTM”) or a reasonable period a market participant would consider. Increases in EBITDA multiples in isolation would result in higher fair value measurement.

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Borrowings
[Borrowings \[Abstract\]](#)
[Borrowings](#)

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

Note 5. Borrowings

As a BDC, we are generally only allowed to employ leverage to the extent that our asset coverage, as defined in the 1940 Act, equals at least 200% after giving effect to such leverage. The amount of leverage that we employ at any time depends on our assessment of the market and other factors at the time of any proposed borrowing.

However, in March 2018, the Small Business Credit Availability Act modified the 1940 Act by allowing a BDC to increase the maximum amount of leverage it may incur from 200% to 150% of asset coverage, if certain requirements under the 1940 Act are met. Under the 1940 Act, we are allowed to increase our leverage capacity if stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Act allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such approval. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage. No approval was requested or obtained and the Company is still subject to the 200% requirement.

As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage was greater than 200%, the minimum asset coverage requirement applicable presently to the Company under the 1940 Act.

As of September 30, 2023, the Company’s asset coverage was 270.7% after giving effect to leverage and therefore the Company’s asset coverage was greater than 200%, the minimum asset coverage requirement applicable presently to the Company under the 1940 Act.

The Company’s outstanding debt excluding debt issuance costs as of September 30, 2024 and 2023 were as follows (dollars in thousands):

	September 30, 2024				September 30, 2023			
	Aggregate Principal Available ⁽¹⁾	Principal Amount Outstanding	Carrying Value	Fair Value	Aggregate Principal Available ⁽¹⁾	Principal Amount Outstanding	Carrying Value	Fair Value
2028 Notes	\$ 57,500	\$ 57,500	\$ 56,143	\$ 51,980	\$ 57,500	\$ 57,500	\$ 55,811	\$ 49,105
2028 Promissory Note	1,661	1,661	1,508	1,661	-	-	-	-
Revolving Credit Facility	9,427	78,073	78,073	78,073	21,558	28,442	28,442	28,442
Total debt	\$ 68,588	\$ 137,234	\$ 135,724	\$ 131,714	\$ 79,058	\$ 85,942	\$ 84,253	\$ 77,547

(1) For the 2028 Notes and 2028 Promissory Note, this represents the total principal amount and for the Revolving Credit Facility, this represents the undrawn principal amount.

Credit Facility

On December 15, 2022, the Company entered into a 3 year \$50.0 million revolving credit facility (the “Credit Facility”) with Woodforest National Bank (“Woodforest”). Woodforest is the administrative agent, sole bookrunner and sole lead arranger. The Credit Facility has a maturity date of December 15, 2025.

On January 17, 2023, the Company borrowed \$23.2 million under the Credit Facility and used these proceeds to redeem \$22.6 million in aggregate principal amount of the issued and outstanding 2023 Notes, comprising all issued and outstanding 2023 Notes. The 2023 Notes were redeemed at 100% of their principal amount, plus accrued and unpaid interest thereon from September 30, 2022 through, but excluding January 17, 2023 (the “Redemption Date”).

On February 21, 2024 (the “First Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the terms of the Credit Facility, effective as of the First Amendment Effective Date (the “First Amendment”). The First Amendment increased the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. All other material terms of the Credit Facility remain unchanged.

On August 5, 2024 (the “Second Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the “Second Amendment”). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged.

Under the Credit Facility, the Company is required to comply with various covenants, reporting requirements and other customary requirements for similar revolving credit facilities, including, without limitation, covenants related to: (a) limitations on the incurrence of additional indebtedness and liens, (b) limitations on certain investments, (c) limitations on certain restricted payments, (d) maintaining a certain minimum stockholders’ equity, (e) maintaining a ratio of total assets to total indebtedness of the Company and its consolidated subsidiaries (subject to certain exceptions) of not less than 2.0:1.0, (f)

limitations on pledging certain unencumbered assets, and (g) limitations on the creation or existence of agreements that prohibit liens on certain properties of the Company and certain of its subsidiaries. These covenants are subject to important limitations and exceptions that are described in the documents governing the Credit Facility. Amounts available to borrow under the Credit Facility (and the incurrence of certain other permitted debt) are also subject to compliance with a borrowing base that applies different advance rates to different types of assets (based on their value as determined pursuant to the Credit Facility) that are pledged as collateral. As of September 30, 2024, the Company was in compliance in all respects with the terms of the Credit Facility.

As of September 30, 2024 and September 30, 2023, there was \$78.1 million and \$28.4 million outstanding, respectively, under the Credit Facility.

Outstanding loans under the Credit Facility bear a monthly interest rate at Term SOFR + 2.90%. The Company is also subject to a commitment fee of 0.25%, which shall accrue on the actual daily amount of the undrawn portion of the revolving credit.

Unsecured Notes

2023 Notes

On March 18, 2013, the Company issued \$60.0 million in aggregate principal amount of 6.125% unsecured notes that matured on March 30, 2023 (the “2023 Notes”). On March 26, 2013, the Company closed an additional \$3.5 million in aggregate principal amount of the 2023 Notes, pursuant to the partial exercise of the underwriters’ option to purchase additional notes. As of March 30, 2016, the 2023 Notes may be redeemed in whole or in part at any time or from time to time at the Company’s option. The 2023 Notes bore interest at a rate of 6.125% per year, payable quarterly on March 30, June 30, September 30 and December 30 of each year, beginning June 30, 2013.

On December 12, 2016, the Company entered into an “At-The-Market” (“ATM”) debt distribution agreement with FBR Capital Markets & Co., through which the Company could offer for sale, from time to time, up to \$40.0 million in aggregate principal amount of the 2023 Notes. The Company sold \$1,573,872 of the 2023 Notes at an average price of \$25.03 per note, and raised \$38.6 million in net proceeds, through the ATM debt distribution agreement.

On March 10, 2018, the Company redeemed \$13.0 million in aggregate principal amount of the 2023 Notes. On December 31, 2018, the Company redeemed \$12.0 million in aggregate principal amount of the 2023 Notes. The redemption was accounted for as a debt extinguishment in accordance with ASC 470-50, Modifications and Extinguishments, which resulted in a realized loss of \$0.3 million and was recorded on the Consolidated Statements of Operations as a loss on extinguishment of debt.

On December 21, 2020, the Company announced that it completed the application process for and was authorized to transfer the listing of the 2023 Notes to the NASDAQ Global Market. The listing and trading of the 2023 Notes on the NYSE ceased at the close of trading on December 31, 2020. Effective January 4, 2021, the 2023 Notes began trading on the NASDAQ Global Market under the trading symbol “PFXML.”

On November 15, 2021, the Company caused notices to be issued to the holders of the 2023 Notes regarding the Company’s exercise of its option to redeem \$55,325,000 in aggregate principal amount of the issued and outstanding 2023 Notes on December 16, 2021. On December 16, 2021, the Company redeemed \$55,325,000 in aggregate principal amount of the issued and outstanding 2023 Notes. The redemption was accounted for as a debt extinguishment in accordance with ASC 470-50, Modifications and Extinguishments, which resulted in a realized loss of \$0.3 million and was recorded on the Consolidated Statements of Operations as a loss on extinguishment of debt.

On December 15, 2022, the Company caused notices to be issued to the holders of its 2023 Notes regarding the Company’s exercise of its option to redeem \$22,521,800 in aggregate principal amount of issued and outstanding 2023 Notes, comprising all issued and outstanding 2023 Notes, at a price equal to 100% of the principal amount of the 2023 Notes, plus accrued and unpaid interest thereon from September 30, 2022, through, but excluding, January 17, 2023 in accordance with the terms of the indenture governing the 2023 Notes. The redemption was completed on January 17, 2023. The Company funded the redemption of the 2023 Notes with loans obtained under the Credit Facility.

2028 Notes

On November 9, 2021, the Company entered into an underwriting agreement, by and between the Company and Oppenheimer & Co. Inc., as representative of the several underwriters, in connection with the issuance and sale (the “Offering”) of \$57,500,000 (including the underwriters’ option to purchase up to \$7,500,000 aggregate principal amount) in aggregate principal amount of its 5.25% Notes that mature on November 1, 2028 (the “2028 Notes” or the “Notes”). The Offering occurred on November 15, 2021, pursuant to the Company’s effective shelf registration statement on Form N-2 previously filed with the SEC. Effective November 16, 2021, the 2028 Notes began trading on the NASDAQ Global Market under the trading symbol “PFXNZ.”

On November 15, 2021, the Company and U.S. Bank National Association, as trustee, entered into a Fourth Supplemental Indenture to its base Indenture, dated February 7, 2012, between the Company and the Trustee. The Fourth Supplemental Indenture relates to the Offering of the 2028 Notes.

2028 Promissory Note

On May 2, 2024, the Company issued a 5.25% note due November 1, 2028 in the principal amount of \$1,661,498 to National Security Insurance Company (the “2028 Promissory Note”). The financial terms of the note are substantially the same as the 2028 Notes.

Fair Value of Debt Obligations

The fair values of our debt obligations are determined in accordance with ASC 820, which defines fair value in terms of the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The fair value of the 2028 Notes, which are publicly traded, is based upon closing market quotes as of the measurement date. As of September 30, 2024 and September 30, 2023, the 2028 Notes are deemed to be Level 1 in the fair value hierarchy, as defined in Note 4. As of September 30, 2024, the 2028 Promissory Note is deemed to be Level 3 in the fair value hierarchy, as defined in Note 4. As of September 30, 2024 and September 30, 2023, the Credit Facility is deemed to be Level 3 in the fair value hierarchy, as defined in Note 4.

Debt issuance costs related to the 2028 Notes are reported on the Consolidated Statements of Assets and Liabilities as a direct deduction from the face amount of the 2028 Notes. As of September 30, 2024 and September 30, 2023, debt issuance costs related to the 2023 Notes and the 2028 Notes were as follows (dollars in thousands):

	For the year ended September 30, 2024			For the year ended September 30, 2023		
	2028 Notes	Promissory Note	Total	2023 Notes	2028 Notes	Total
Total debt issuance costs at beginning of period	\$ 1,689	\$ -	\$ 1,689	\$ 39	\$ 2,020	\$ 2,059
Debt issuance costs during the period	-	169	169	-	-	-
Amortized debt issuance costs	332	15	347	39	331	370
Unamortized debt issuance costs	\$ 1,357	\$ 154	\$ 1,511	\$ -	\$ 1,689	\$ 1,689

For the years ended September 30, 2024, 2023 and 2022, the components of interest expense, amortized debt issuance costs, amortized deferred financing costs, weighted average stated interest rate and weighted average outstanding debt balance for the 2023 Notes, 2028 Notes and Credit Facility were as follows (dollars in thousands):

	For the Years Ended September 30,		
	2024	2023	2022
2023 Notes Interest	\$ -	\$ 410	\$ 1,749
2028 Notes Interest	3,019	3,019	2,996
2028 Promissory Note	36	-	-
Credit Facility Interest	2,533	1,390	-
Commitment fees	108	56	-
Amortization of deferred financing costs	566	287	-
Amortization of debt issuance costs	347	370	368
Total	\$ 6,609	\$ 5,532	\$ 5,113
Weighted average stated interest rate	6.3%	5.9%	6.0%
Weighted average debt outstanding	\$ 88,467	\$ 81,600	\$ 85,398

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Agreements

Agreements
[Abstract]
Agreements

Note 6. Agreements

Administration Agreement

In connection with the adoption by the board of directors of an internalized management structure, on November 19, 2020, the Company entered into a Fund Accounting Servicing Agreement and an Administration Servicing Agreement on customary terms with U.S. Bancorp. A U.S. Bancorp affiliate also served as the Company’s custodian. The Company’s administrative and custodial relationship with U.S. Bancorp terminated on August 9, 2022. SS&C has since served as administrator of the Company and has provided the Company with fund accounting and financial reporting services pursuant to the services agreement with the Company. Effective September 12, 2022, Computershare serves as custodian for the Company pursuant to its Loan Administration and Custodial Agreement with the Company. For each of the years ended September 30, 2024, 2023 and 2022, we incurred \$0.3 million in administrator expenses.

As of September 30, 2024 and 2023, \$0.0 million was included in “administrator expenses payable” in the accompanying Consolidated Statements of Assets and Liabilities.

Long-Term Cash Incentive Plan

On May 9, 2022, the board of directors of the Company adopted the PhenixFIN 2022 Long-Term Cash Incentive Plan (the “CIP”) pursuant to the recommendation by the Compensation Committee of the board of directors. The CIP provides for performance-based cash awards to key employees of the Company, as approved by the Compensation Committee, based on the achievement of pre-established financial goals for the approved performance period. The performance goals may be expressed as one or a combination of net asset value of the Company, net asset value per share of the Company’s common stock, changes in the market price of shares of the Company’s common stock, individual performance metrics and/or such other goals and objectives the Committee considers relevant in connection with accomplishing the purposes of the CIP.

In connection with the approval of the CIP, the Compensation Committee in April 2022, approved awards for the three-year performance period commencing on October 1, 2021 and ending on September 30, 2024 (the “2022 LTIP Plan”). Each participant is eligible to receive an amount of cash equal to 0%-200% of the target award set forth in the table below (“Target Performance Award”), based on the achievement of net asset value (“NAV”) and NAV per share goals (weighted at 30% and 70%, respectively) as of the end of the performance period (the “Performance Goals”). Performance is evaluated separately for each Performance Goal. No payment is made with respect to a Performance Goal if a threshold level of performance is not achieved. Each Performance Goal is subject to (i) a threshold level of performance at which a percentage of the Target Performance Award attributable to that Performance Goal may be paid and below which no payment is made pursuant to an award, (ii) a target level of performance at which 100% of the Target Performance Award attributable to that Performance Goal may be paid and (iii) a maximum level of performance, at which 200% of the Target Performance Award attributable to that Performance Goal may be paid, in each case subject to such other terms and conditions of an award. Between threshold, target and maximum performance levels for each Performance Goal, the portion of that award attributed to the Performance Goal shall be interpolated in a linear progression.

In December 2022, pursuant to the CIP, the Compensation Committee approved awards for Mr. Lorber and Ms. McMillan for the three-year performance period commencing on October 1, 2022 and ending on September 30, 2025 (the “2023 LTIP Plan”). Each participant is eligible to receive an amount of cash equal to a percentage of the target award amount set forth above based on the factors described above. The Compensation Committee, in approving the awards, evaluated each Performance Goal separately.

12 Months Ended
Sep. 30, 2024

Note 11. Earnings Per Share

In accordance with the provisions of ASC Topic 260 - Earnings per Share, basic earnings per share is computed by dividing earnings available to common stockholders by the weighted average number of shares outstanding during the period. Other potentially dilutive common shares, and the related impact to earnings, are considered when calculating earnings per share on a diluted basis. The Company does not have any potentially dilutive common shares as of September 30, 2024, 2023 and 2022.

The following information sets forth the computation of the weighted average basic and diluted net increase/(decrease) in net assets per share from operations for the years ended September 30, 2024, 2023 and 2022 (amounts in thousands, except shares and per share amounts):

	For the Years Ended September 30,		
	2024	2023	2022
Basic and diluted:			
Net increase (decrease) in net assets resulting from operations	\$ 18,619	\$ 26,918	\$ (6,107)
Weighted average shares of common stock outstanding - basic and diluted	2,040,253	2,092,326	2,323,601
Earnings (loss) per share of common stock - basic and diluted	\$ 9.13	\$ 12.87	\$ (2.63)

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Financial Highlights

12 Months Ended
Sep. 30, 2024

Note 12. Financial Highlights

The following is a schedule of financial highlights for the years ended September 30, 2024, 2023, 2022, 2021 and 2020:

	For the Years Ended September 30,				
	2024	2023	2022	2021	2020
Per share data					
Net Asset Value per share at Beginning of Period	\$ 70.75	\$ 57.49	\$ 57.08	\$ 55.30	\$ 79.46
Results of Operations:					
Net Investment Income/(Loss) ⁽¹⁾	2.32	3.11	1.48	6.92	(1.00)
Net Realized Gain/(Loss) on Investments	3.57	(5.51)	2.24	(15.86)	(18.35)
Net Unrealized Gain/(Loss) on Investments	2.81	15.27	(6.22)	9.47	(3.90)
Net loss on extinguishment of debt	-	-	(0.13)	(0.05)	(0.91)
Deferred tax benefit (expense)	0.43	-	-	-	-
Net Increase (Decrease) in Net Assets Resulting from Operations	9.13	12.87	(2.63)	0.48	(24.16)
Capital Share Transactions					
Distributions declared	(1.31)	-	(0.12)	-	-
Repurchase of common stock under stock repurchase program ⁽²⁾	0.80	0.39	3.16	1.30	-
Net Increase (Decrease) Resulting from Capital Share Transactions	(0.51)	0.39	3.04	1.30	-
Net Asset Value per share at End of Period	\$ 79.37	\$ 70.75	\$ 57.49	\$ 57.08	\$ 55.30
Net Assets at End of Period	\$ 160,307,773	\$ 146,705,535	\$ 120,845,408	\$ 143,693,981	\$ 150,619,517
Shares Outstanding at End of Period	2,019,778	2,073,713	2,102,129	2,517,221	2,723,709
Per share market value at end of period	\$ 47.60	\$ 37.90	\$ 34.88	\$ 42.90	\$ 17.83
Total return based on market value ⁽³⁾	29.05%	8.66%	(18.69%)	140.61%	(65.58%)
Total return based on net asset value ⁽⁴⁾	11.08%	21.40%	(15.90%)	(4.60%)	(30.41%)
Portfolio turnover rate	43.90%	32.62%	69.43%	24.97%	5.66%
Ratios:					
Ratio of net investment/(loss) income to average net assets after waivers, discounts and reimbursements ⁽⁵⁾	3.06%	4.80%	2.55%	12.44%	(1.64%)
Ratio of total expenses to average net assets	11.27%	10.04%	9.02%	9.26%	14.64%
Supplemental Data:					
Percentage of non-recurring fee income ⁽⁵⁾	2.32%	1.61%	2.70%	7.94%	2.33%
Average debt outstanding ⁽⁶⁾	\$ 88,467,130	\$ 81,599,762	\$ 85,397,690	\$ 82,930,098	\$ 189,038,998
Average debt outstanding per weighted average common share	\$ 43.36	\$ 39.18	\$ 36.75	\$ 30.97	\$ 69.40
Asset coverage ratio per unit ⁽⁷⁾	\$ 2,168	\$ 2,707	\$ 2,550	\$ 2,856	\$ 1,992
Senior Securities Outstanding ⁽⁸⁾					
2021 Notes ⁽⁹⁾	\$ -	\$ -	\$ -	\$ -	\$ 74,012,825
2023 Notes	\$ -	\$ -	\$ 22,521,800	\$ 77,846,800	\$ 77,846,800
2028 Notes	\$ 57,500,000	\$ 57,500,000	\$ 57,500,000	\$ -	\$ -
2028 Promissory Note	\$ 1,661,498	\$ -	\$ -	\$ -	\$ -
Credit Facility	\$ 78,072,953	\$ 28,241,941	\$ -	\$ -	\$ -

- (1) Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.48, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively.
- (2) The amount shown at this caption is the balancing amount derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the repurchase of common stock because of the timing of repurchase of the Company's shares.
- (3) Total return is historical and assumes changes in share price, reinvestments of all dividends and distributions at prices obtained under the Company's dividend reinvestment plan, and no sales charge for the period.
- (4) Total return is historical and assumes changes in NAV, reinvestments of all dividends at prices obtained under the Company's dividend reinvestment plan, and no sales charges for the period.
- (5) Represents the impact of the non-recurring fees as a percentage of total investment income.
- (6) Based on daily weighted average carrying value of debt outstanding during the period.
- (7) Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per \$1,000 of indebtedness.
- As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was above 200%, the minimum asset coverage requirement under the 1940 Act.
- (8) Total amount of each class of senior securities outstanding at the end of the period excluding debt issuance costs.
- (9) During the year ended September 30, 2021, the 2021 Notes were redeemed in full and ceased trading on November 20, 2020. The average price for the year ended September 30, 2021 reflects the period from October 1, 2020 through November 20, 2020.

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12 Months Ended
Sep. 30, 2024

Dividends

Note 13. Dividends

Any dividends and distributions to common stockholders are recorded on the ex-dividend date. Any amounts to be paid out as a dividend are determined by our board of directors.

We have adopted an "opt out" dividend reinvestment plan for our common stockholders. As a result, if we declare a cash dividend or other distribution, each stockholder that has not "opted out" of our dividend reinvestment plan will have its dividends automatically reinvested in additional shares of our common stock rather than receiving cash dividends. Stockholders who receive distributions in the form of shares of common stock will be subject to the same federal, state and local tax consequences as if they received cash distributions.

On May 9, 2024, the Board of Directors declared a special dividend of \$1.31 per share. This dividend was paid on June 10, 2024 to stockholders of record as of May 27, 2024. The dividends declared during the year ended September 30, 2024 were derived from net investment income, determined on a tax basis. During the year ended September 30, 2022, a special dividend was declared in the amount of \$265,798 on June 24, 2022 payable on July 13, 2022 to Stockholders of record on July 5, 2022. The Company did not declare any regular distribution payments during the years ended September 30, 2024, 2023 and 2022.

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Share Transactions

12 Months Ended
Sep. 30, 2024

Note 14. Share Transactions

On February 8, 2023, the Board of Directors approved the expansion of the amount authorized for repurchase under the Company's share repurchase program from \$25 million to \$35 million. Since announcing this share repurchase program on January 11, 2021, the Company has repurchased an aggregate of 703,931 shares of common stock through September 30, 2024 with a total cost of approximately \$28.1 million, or 25.8% of shares outstanding as of the program's inception. The total remaining amount authorized under the expanded share repurchase program is approximately \$6.9 million.

The following table sets forth the number of shares of common stock repurchased by the Company at an average price of \$39.93 per share under its share repurchase program from February 10, 2021 through September 30, 2024:

Month Ended	Shares Repurchased	Repurchase Price Per Share	Aggregate Consideration for Repurchased Shares

February 2021	13,082	\$30.25 - \$30.96	397,384
March 2021	12,241	\$30.25 - \$34.42	393,938
April 2021	14,390	\$33.11 - \$34.89	491,469
May 2021	25,075	\$34.56 - \$39.93	976,440
August 2021	141,700	\$41.03 - \$42.28	5,944,213
January 2022	7,312	\$39.07 - \$40.88	293,756
February 2022	170,589	\$39.53 - \$41.00	6,908,864
March 2022	132,054	\$39.24 - \$40.57	5,306,885
April 2022	2,942	\$39.07 - \$41.00	117,758
May 2022	3,391	\$37.70 - \$39.78	131,338
June 2022	3,515	\$37.28 - \$39.19	135,063
July 2022	700	\$36.40 - \$37.23	25,864
August 2022	3,081	\$28.24 - \$37.79	112,456
September 2022	91,508	\$36.80 - \$37.50	3,443,845
October 2022	701	\$35.20 - \$36.14	14,434
November 2022	1,103	\$34.53 - \$35.28	38,790
December 2022	1,501	\$33.26 - \$34.84	51,295
January 2023	2,052	\$32.78 - \$34.84	68,665
February 2023	3,131	\$33.06 - \$39.03	115,430
March 2023	2,003	\$37.02 - \$38.89	76,214
April 2023	649	\$35.79 - \$37.03	23,671
May 2023	100	\$36.53 - \$36.53	3,658
June 2023	2,300	\$33.63 - \$38.76	85,556
August 2023	14,751	\$36.98 - \$39.41	575,728
September 2023	125	\$38.11 - \$38.11	4,772
November 2023	475	\$37.03 - \$37.78	17,825
December 2023	12,748	\$37.53 - \$41.03	520,749
March 2024	40,000	\$45.03 - \$45.03	1,801,205
April 2024	700	\$43.76 - \$43.76	30,637
May 2024	12	\$44.82 - \$44.82	543
Total	703,931		\$ 28,108,445

During the year ended September 30, 2024, 54,060 shares were transferred into treasury, including 125 shares that were repurchased during the year ended September 30, 2023 and transferred into treasury during the year ended September 30, 2024.

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Subsequent Events

12 Months Ended
Sep. 30, 2024

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

Note 15. Subsequent Events

Management has evaluated subsequent events through the date of issuance of the consolidated financial statements included herein. Other than the items disclosed herein, there have been no subsequent events that occurred during such period that would require disclosure in this Form 10-K or would be required to be recognized in the Consolidated Financial Statements as of and for the year ended September 30, 2024.

On October 1, 2024, the Company consummated the acquisition of approximately 80% of the equity of The National Security Group, an Alabama based insurance holding company (“NSG”). NSG is a nationwide underwriter of life, accident, and health insurance. In addition, NSG is a specialty underwriter of property and casualty insurance throughout the southeast, other than Florida and Louisiana. The Company has entered into a contract with NSG to manage a portion of its investment assets.

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Pay vs Performance Disclosure - USD (\$)	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Pay vs Performance Disclosure			
Net Income (Loss)	\$ 18,619,122	\$ 26,918,340	\$ (6,106,946)

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Insider Trading Arrangements	3 Months Ended	
	Sep. 30, 2024	
Trading Arrangements, by Individual		
Rule 10b5-1 Arrangement Adopted	false	
Non-Rule 10b5-1 Arrangement Adopted	false	
Rule 10b5-1 Arrangement Terminated	false	
Non-Rule 10b5-1 Arrangement Terminated	false	

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N-2 - \$ / shares	12 Months Ended						
	Sep. 30, 2024		Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2021	Sep. 30, 2020	Sep. 30, 2019

[Cover](#) [\[Abstract\]](#)

Entity Central Index Key	0001490349
Amendment Flag	false
Securities Act File Number	1-35040
Document Type	10-K
Entity Registrant Name	PHENIXFIN CORPORATION
Entity Address, Address Line One	445 Park Avenue
Entity Address, Address Line Two	10th Floor
Entity Address, City or Town	New York
Entity Address, State or Province	NY
Entity Address, Postal Zip Code	10022
City Area Code	(212)
Local Phone Number	859-0390
Entity Well-known Seasoned Issuer	No
Entity Emerging Growth Company	false

[General Description of Registrant](#)
[\[Abstract\]](#)

[Risk Factors](#) [\[Table Text Block\]](#) **Item 1A. Risk Factors**

Before you invest in our securities, you should be aware of various risks, including those described below. You should carefully consider these risk factors, together with all of the other information included in this Form 10-K, before you decide whether to make an investment in our securities. The risks set out below are not the only risks we face. The risks described below, as well as additional risks and uncertainties presently unknown by us or currently not deemed significant could negatively affect our business, financial condition and results of operations. In such case, our NAV and the trading price of our common stock or other securities could decline, and you may lose all or part of your investment.

RISK RELATING TO OUR BUSINESS AND STRUCTURE

Certain Risks in the Current Environment

We are currently operating in a period of capital markets disruptions and economic uncertainty. Such market conditions may materially and adversely affect the yields, and increase the risks of, our investments in portfolio companies, and make it more difficult for us to raise equity capital should we choose to do so.

From time to time, capital markets may experience periods of disruption and instability. The U.S. economy, as well as other major economies, may experience a recession, and we anticipate our businesses would be materially and adversely affected by a prolonged recession in the United States and other major markets. Disruptions in the capital markets have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. Any recession or future significant market events or disruptions (e.g. pandemics, war, natural disasters or terrorist activities) could have an adverse

impact on the ability of lenders to originate loans, the volume and type of loans originated, the ability of borrowers to make payments and the volume and type of amendments and waivers granted to borrowers and remedial actions taken in the event of a borrower default, each of which could negatively impact the amount and quality of loans available for investment by the Company and returns to the Company, among other things. Recession, pandemics and other future market disruptions and/or illiquidity could have an adverse effect on our business, financial condition, results of operations and cash flows. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could limit our investment originations, limit our ability to grow and have a material negative impact on our operating results and the fair values of our debt and equity investments. We may have to access, if available, alternative markets for debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions or uncertainty regarding U.S. government spending and deficit levels or other global economic conditions could have a material adverse effect on our business, financial condition and results of operations.

For example, between 2008 and 2009, the U.S. and global capital markets were unstable as evidenced by periodic disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular.

Equity capital may be difficult to raise during periods of adverse or volatile market conditions because, subject to some limited exceptions, as a BDC, we are generally not able to issue additional shares of our common stock at a price less than NAV without first obtaining approval for such issuance from our stockholders and our independent directors. Volatility and dislocation in the capital markets can also create a challenging environment in which to raise or access debt capital. The current market and future market conditions similar to those experienced from 2008 through 2009 for any substantial length of time could make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms and any failure to do so could have a material adverse effect on our business. The debt capital that will be available to us in the future, if at all, may be at a higher cost and on less favorable terms and conditions than what we currently experience, including being at a higher cost in a rising interest rate environment. If any of these conditions appear, they may have an adverse effect on our business, financial condition, and results of operations. These events could limit our investment originations, limit our ability to increase returns to equity holders through the effective use of leverage, and negatively impact our operating results.

In addition, significant changes or volatility in the capital markets may also have a negative effect on the valuations of our investments. While most of our investments are not publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through its maturity). Significant changes in the capital markets may also affect the pace of our investment activity and the potential for liquidity events involving our investments. Thus, the illiquidity of our investments may make it difficult for us to sell our investments to access capital if required, and as a result, we could realize significantly less than the value at which we have recorded our investments if we were required to sell them for liquidity purposes. An inability to raise or access capital could have a material adverse effect on our business, financial condition or results of operations.

Governmental authorities worldwide have taken increased measures to stabilize the markets and support economic growth. The success of these measures is unknown and they may not be sufficient to address the market dislocations or avert severe and prolonged reductions in economic activity.

Events outside of our control, including terrorist attacks, acts of war, natural disasters or public health crises, could negatively affect the portfolio companies in which we invest and make the valuation of those investments more uncertain.

Periods of market volatility have occurred and could continue to occur in response to pandemics or other events outside of our control, including terrorist attacks, acts of war, natural disasters, public health crises or similar events. These types of events have adversely affected and could continue to adversely affect operating results for us and for our portfolio companies.

The large-scale invasion of Ukraine by Russia in February 2022 resulted in sanctions and market disruptions, including declines in regional and global stock markets, unusual volatility in global commodity markets and significant devaluations of Russian currency. The extent and duration of the military action are impossible to predict but could be significant. Market disruption caused by the Russian military action, and any counter measures or responses thereto (including international sanctions, a downgrade in a country's credit rating, purchasing and financing restrictions, boycotts, tariffs, changes in consumer or purchaser preferences, cyberattacks and espionage) could continue to have severe adverse impacts on regional and/or global securities and commodities markets, including markets for oil and natural gas. These impacts may include reduced market liquidity, distress in credit markets, further disruption of global supply chains, increased risk of inflation, and limited access to investments in certain international markets and/or issuers. In addition, the current conflict in the Middle East and terrorist acts may cause significant volatility in the markets and/or market disruptions.

The extent and duration of these military actions, conflicts and resulting market disruptions are impossible to predict, but have been and could continue to be substantial, and any such market disruptions could affect our portfolio companies' operations. As a result, our portfolio investments could decline in value or our valuation of them could become uncertain.

We have evaluated subsequent events from September 30, 2024 through the filing date of this annual report on Form 10-K. However, as the discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations relates to the Company's financial statements for the annual period ended September 30, 2024, the analysis contained herein may not fully account for market event impacts. As of September 30, 2024, the Company valued its portfolio investments in conformity with U.S. generally accepted accounting principles ("GAAP") based on the facts and circumstances known by the Company at that time, or reasonably expected to be known at that time. Due to the overall volatility that market events may have caused during the months following our most recent valuation (as of September 30, 2024), any valuations conducted now or in the future in conformity with U.S. GAAP could result in a lower fair value of our portfolio.

Rising interest rates may increase our borrowing costs and reduce the net return that we are able to achieve on debt investments in portfolio companies, and may also increase the risk of default on our portfolio company loans.

In 2023, the Federal Reserve raised short-term interest rates. Additional interest rate increases may come. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may detract from our performance to the extent we are exposed to such interest rates and/or volatility. In periods of rising interest rates, such as the current interest rate environment, to the extent we borrow money subject to a floating interest rate, our cost of funds would increase, which could reduce our net investment income. Further, rising interest rates could also adversely affect our performance if such increases cause our borrowing costs to rise at a rate in excess of the rate that our investments yield. Further, rising interest rates could also adversely affect our performance if we hold investments with floating interest rates, subject to specified minimum interest rates (such as a SOFR floor), while at the same time engaging in borrowings subject to floating interest rates not subject to such minimums. In such a scenario, rising interest rates may increase our interest expense, even though our interest income from investments is not increasing in a corresponding manner as a result of such minimum interest rates.

If general interest rates rise, there is a risk that the portfolio companies in which we hold floating rate securities will be unable to pay escalating interest amounts, which could result in a default under their loan documents with us. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. In addition, rising interest rates may increase pressure on us to provide fixed rate loans to our portfolio companies, which could adversely affect our net investment income, as increases in our cost of borrowed funds would not be accompanied by increased interest income from such fixed-rate investments.

Further downgrades of the U.S. credit rating, automatic spending cuts, or another government shutdown could negatively impact our cost of borrowing and the net return on our investments.

U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns, or a recession in the United States. Although U.S. lawmakers passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the United States. The impact of this or any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. Absent further quantitative easing by the Federal Reserve, these developments could cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. If our borrowing costs were to rise on account of these factors, and we were unable to raise the rates of return on our portfolio company debt, our net return on investments would decline.

Economic recessions or downturns could impair our portfolio companies, increase our funding costs and limit our access to capital.

Many of our portfolio companies may be susceptible to economic slowdowns or recessions and may be unable to repay our debt investments during these periods. In the past, instability in the global capital markets resulted in disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major domestic and international financial institutions. In particular, in past periods of instability, the financial services sector was negatively impacted by significant write-offs as the value of the assets held by financial firms declined, impairing their capital positions and abilities to lend and invest. In addition, continued uncertainty between the United States and other countries, including China and Russia, with respect to trade policies, treaties, and tariffs, among other factors, have caused disruption in the global markets. There can be no assurance that market conditions will not worsen in the future.

In an economic downturn, we may have non-performing assets or non-performing assets may increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may also decrease the value of any collateral securing our loans. A severe recession may further decrease the value of such collateral and result in losses of value in our portfolio and a decrease in our revenues, net income, assets and net worth. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us on terms we deem acceptable. These events could prevent us from increasing investments and harm our operating results.

The occurrence of recessionary conditions and/or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our investments, and our ongoing operations, costs and profitability. Any such unfavorable economic conditions, including rising interest rates, may also increase our funding costs, limit our access to capital markets or negatively impact our ability to obtain financing, particularly from the debt markets. In addition, any future financial market uncertainty could lead to financial market disruptions and could further impact our ability to obtain financing. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results and financial condition.

Risks Related to Our Business

As a result of our internalized operating structure, including our internalized management and investment functions, we may incur significant costs and face significant risks associated with being self-managed, including adverse effects on our business and financial condition.

Effective January 1, 2021, we operate under an internalized operating structure, including our management and investment functions. There can be no assurances that our internalized operating structure will be beneficial to us and our stockholders, as we may not be able to effectively replicate the services previously provided to us by our former investment adviser and administrator.

While we no longer bear the costs of the various fees and expenses we previously paid under the investment management and administration agreements with our previous adviser and administrator, we have other significant direct expenses. These include general and administrative costs, legal, accounting and other governance expenses and costs and expenses related to managing our portfolio. We also incur the compensation and benefits costs of our officers and other employees and consultants. In addition, we may be subject to potential liabilities commonly faced by employers, such as workers disability and compensation claims, potential labor disputes and other employee-related liabilities and grievances.

All of these factors could have a material adverse effect on our results of operations, financial condition, and ability to pay distributions.

As an internally managed BDC, we are dependent upon our management team and other professionals, and if we are not able to hire and retain qualified personnel, we will not realize the benefits of an internally managed BDC.

Our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and professionals. We may experience difficulty identifying, engaging and retaining management, investment and general and administrative personnel with the necessary expertise and credit-related investment experience. As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which could limit our ability to attract and retain talented investment management professionals.

If we are unable to attract and retain highly talented professionals for the internal management of our Company, we will not realize the benefits of an internally managed BDC, and the results of our operation could deteriorate.

We may suffer credit and capital losses.

Making private debt and private equity investments is highly speculative and involves a high degree of risk of credit and capital loss, and therefore an investment in our securities may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during an economic recession, such as the economic recession or downturn that the United States and many other countries have recently experienced or are experiencing.

Because we use borrowed funds to make investments or fund our business operations, we are exposed to risks typically associated with leverage which increase the risk of investing in us.

We have borrowed funds, including through the issuance of \$57.5 million in aggregate principal amount of 5.25% unsecured notes due November 1, 2028 (the “Notes” or the “2028 Notes”) to leverage our capital structure, which is generally considered a speculative investment technique. In addition, on December 15, 2022, the Company entered into a 3-year \$50.0 million revolving credit facility (the “Credit Facility”) with Woodforest Bank, N.A. (“Woodforest”), Valley National Bank, and Axiom Bank, (collectively, the “Lenders”), which was amended on February 21, 2024 to increase the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. On August 5, 2024 (the “Second Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the “Second Amendment”). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged. As a result:

- our common stock may be exposed to an increased risk of loss because a decrease in the value of our investments may have a greater negative impact on the value of our common stock than if we did not use leverage;
- if we do not appropriately match the assets and liabilities of our business, adverse changes in interest rates could reduce or eliminate the incremental income we make with the proceeds of any leverage;
- our ability to pay distributions on our common stock may be restricted if our asset coverage ratio with respect to each of our outstanding senior securities representing indebtedness and our outstanding preferred shares, as defined by the 1940 Act, is not at least 200% and any amounts used to service indebtedness or preferred stock would not be available for such distributions;
- any credit facility to which we became a party may be subject to periodic renewal by our lenders, whose continued participation cannot be guaranteed;
- any credit facility to which we became a party may contain covenants restricting our operating flexibility;
- we, and indirectly our stockholders, bear the cost of issuing and paying interest or dividends on such securities; and
- any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common shares.

Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue debt securities or preferred stock and/or borrow money from banks and other financial institutions, which we collectively refer to as “senior securities”, only in amounts such that our asset coverage ratio equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after each issuance of senior securities.

For a discussion of the terms of the Notes, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition, Liquidity and Capital Resources.”

As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.

The lack of liquidity in our investments may adversely affect our business.

We anticipate that our investments generally will be made in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.

A substantial portion of our portfolio investments will be recorded at fair value as determined in good faith by our valuation designee under the oversight of our board of directors and, as a result, there may be uncertainty regarding the value of our portfolio investments.

The debt and equity securities in which we invest for which market quotations are not readily available will be valued at fair value as determined in good faith by our Chief Financial Officer, the Company’s valuation designee, under the oversight of our board of directors. Most of our investments (other than cash and cash equivalents) will be classified as Level 3 under Accounting Standards Codification Topic 820 - Fair Value Measurements and Disclosures. This means that our portfolio valuations will be based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. We expect that inputs into the determination of fair value of our portfolio investments will require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information. We have retained the services of independent valuation firms to review the valuation of various loans and securities. The types of factors that we may take into account in determining the fair value of our investments generally include, as appropriate, comparison to publicly traded securities including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company’s ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these loans and securities existed. Our NAV could be adversely affected if our determinations regarding the fair value of our investments were materially higher or lower than the values that we ultimately realize upon the disposal of such loans and securities.

We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. We also have not adopted any policy restricting the percentage of our assets that may be invested in a single portfolio company. To the extent that we assume large positions in the securities of a small number of issuers, our NAV may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market’s assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements under Subchapter M of the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies. (Note our significant investment in our affiliate FlexFIN - see Risks Related to our Investments).

We are exposed to risks associated with changes in interest rates.

Interest rate fluctuations may have a substantial negative impact on our investments, the value of our common stock and our rate of return on invested capital. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on our net interest income. Further increases in interest rates could decrease the value of any investments we hold which earn fixed interest rates and also could increase our interest expense, thereby decreasing our net income. Also, an increase in interest rates available to investors could make investment in our common stock less attractive if we are not able to increase our dividend rate, which could reduce the value of our common stock.

Loans under our Credit Facility and the financial credit we extend to our portfolio companies bear interest based on SOFR, but experience with SOFR based loans is limited.

Loans under our current Credit Facility bear interest at a rate based upon the Secured Overnight Financing Rate (SOFR) published by the Federal Reserve Bank of New York. Also, the secured terms loans that we make to our portfolio companies and the secured notes of our portfolio companies in which we invest bear interest at SOFR based rates. Previously, our credit facilities and our debt investments in portfolio companies bore interest at U.S dollar London Interbank Overnight (USD LIBOR) rates.

SOFR is considered to be a risk-free rate, and USD LIBOR was a risk weighted rate. Thus, SOFR tends to be a lower rate than USD LIBOR, because SOFR does not contain a risk component. This difference may negatively impact our net interest margin of our investments. Also, the use of SOFR based rates is relatively new, and experience with SOFR based rate loans is limited. There could be unanticipated difficulties or disruptions with the calculation and publication of SOFR based rates. This could result in increased borrowing costs for the Company or could adversely impact the interest income we receive from our portfolio companies or the market value of the financial obligations that are due to us from our portfolio companies.

Because we use debt to finance various investments, changes in interest rates will affect our cost of capital and net investment income.

Because we borrow money to make certain investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use our existing debt to finance our investments. In periods of rising interest rates, such as the current period we are in, our cost of funds will increase to the extent we access any credit facility with a floating interest rate, which could reduce our net investment income to the extent any debt investments have fixed interest rates. We expect that our long-term fixed-rate investments will be financed primarily with issuances of equity and long-term debt securities. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

You should also be aware that, to the extent we make floating debt investments, a rise in the general level of interest rates typically leads to higher interest rates applicable to our debt investments.

If our investments are not managed effectively, we may be unable to achieve our investment objective.

Our ability to achieve our investment objective will depend on our ability to manage our business, which will depend on the internalized management team. Accomplishing this result is largely a function of the internalized management team’s ability to provide quality and efficient services to us. They may also be required to provide managerial assistance to our portfolio companies. These demands on their time may distract them or slow our rate of investment. Any failure to manage our business effectively could have a material adverse effect on our business, financial condition and results of operations.

We may experience fluctuations in our periodic operating results.

We could experience fluctuations in our periodic operating results due to a number of factors, including the interest rates payable on the debt securities we acquire, the default rate on such securities, the performance of our portfolio companies, the level of our expenses (including the interest rates payable on our borrowings), the dividend rates payable on preferred stock we issue, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Any failure on our part to maintain our status as a BDC could reduce our operating flexibility.

If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more onerous regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility.

We may have difficulty paying required distributions if we recognize income before or without receiving cash representing such income.

For U.S. federal income tax purposes, we may include in income certain amounts that we have not yet received in cash, such as original issue discount, which may arise if we receive warrants in connection with the making of a loan or possibly in other circumstances, such as PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such original issue discount, which could be significant relative to our overall investment activities, or increases in loan balances as a result of PIK arrangements are included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we do not receive in cash.

Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the tax requirement to distribute at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to maintain our tax treatment as a RIC. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to raise cash from other sources, we may fail to qualify and maintain our tax treatment as a RIC and thus become subject to corporate-level U.S. federal income tax. See "Taxation as a RIC" and "Failure to Qualify as a RIC".

We may not be able to pay distributions to our shareholders.

We cannot assure that we will achieve investment results that will allow us to pay cash distributions. Our ability to pay distributions might be adversely affected by, among other things, the impact of one or more of the risk factors described herein. In addition, the inability to satisfy the asset coverage test applicable to us as a BDC could limit our ability to pay distributions. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act. All distributions will be paid at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our RIC tax treatment, compliance with applicable BDC regulations, and such other factors as our board of directors may deem relevant from time to time. We cannot assure you that we will pay distributions to our stockholders in the future.

The highly competitive market in which we operate may limit our investment opportunities.

A number of entities compete with us to make the types of investments that we make. We compete with other BDCs and investment funds (including public and private funds, commercial and investment banks, commercial financing companies, SBICs and, to the extent they provide an alternative form of financing, private equity funds). Additionally, because competition for investment opportunities generally has increased among alternative investment vehicles, such as hedge funds, those entities have begun to invest in areas in which they have not traditionally invested. As a result of these new entrants, competition for investment opportunities has intensified in recent years and may intensify further in the future. Some of our existing and potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions and valuation requirements that the 1940 Act imposes on us as a BDC and the tax consequences of qualifying as a RIC. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this existing and potentially increasing competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.

We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors make loans with interest rates that are comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. If we match our competitors' pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss. A significant part of our competitive advantage stems from the fact that the market for investments in mid-sized companies is underserved by traditional commercial banks and other financial institutions. A significant increase in the number and/or size of our competitors in this target market could force us to accept less attractive investment terms. Furthermore, many of our competitors have greater experience operating under the regulatory restrictions of the 1940 Act and under an internalized management structure.

In the event we make distributions, we would need additional capital to finance our growth and such capital may not be available on favorable terms or at all.

We have elected and intend to qualify annually to be taxed for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. As a RIC, we must meet certain requirements, including source-of-income, asset diversification and distribution requirements in order to not have to pay corporate-level U.S. on income we distribute to our stockholders as distributions, which allows us to substantially reduce or eliminate our corporate-level U.S. federal income tax liability. As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) at the time we issue any debt or preferred stock. This requirement limits the amount of our leverage. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or issuing preferred stock and require us to raise additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. In addition, as a BDC, we are generally not permitted to issue common stock priced below NAV without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our NAV could decline.

Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.

Our board of directors has the authority to modify or waive certain of our operating policies and strategies (including our investment objective) without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results or value of our stock. Nevertheless, the effects could adversely affect our business and impact our ability to make distributions and cause you to lose all or part of your investment.

Because we borrow money, the potential for loss on amounts invested in us will be magnified and may increase the risk of investing in us.

Borrowings, also known as leverage, magnify the potential for loss on invested equity capital. If we use leverage to partially finance our investments, which we have done historically, you will experience increased risks of investing in our securities. We issued the Notes, entered into the Credit Facility, and may issue other debt securities or enter into other types of borrowing arrangements in the future. If the value of our assets decreases, leveraging would cause our NAV to decline more sharply than it otherwise would have had we not leveraged. Similarly, any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock distributions or scheduled debt payments. Leverage is generally considered a speculative investment technique and we only intend to use leverage if expected returns will exceed the cost of borrowing.

As of September 30, 2024, there was \$137.2 million of outstanding borrowings. The weighted average interest rate charged on our borrowings as of September 30, 2024 was 6.3% (exclusive of debt issuance costs). We will need to generate sufficient cash flow to make these required interest payments. If we are unable to meet the financial obligations under the Notes, the holders thereof will have the right to declare the principal amount and accrued and unpaid interest on the outstanding Notes to be due and payable immediately. If we are unable to meet the financial obligations under the Credit Facility or any other credit facility we enter into, the lenders thereunder would likely have a superior claim to our assets over our stockholders.

We are dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay distributions.

Our business is dependent on our and third parties' communications and information systems. Any failure or interruption of those systems, including as a result of the termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

- sudden electrical or telecommunications outages;
- natural disasters such as earthquakes, tornadoes and hurricanes;
- disease pandemics (such as the COVID-19 outbreak);
- events arising from local or larger scale political or social matters, including terrorist acts; and
- cyber-attacks.

These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay distributions to our stockholders.

A failure of cybersecurity systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively.

The occurrence of a disaster, such as a cyber-attack against us, certain of our portfolio companies, or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our ability to communicate or conduct business (including the business of certain portfolio companies), negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering, malware and computer virus attacks, or system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation.

Third parties with which we do business and certain of our portfolio companies may also be sources of cybersecurity or other technological risks. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as customer, counterparty, employee and borrower information. Cybersecurity failures or breaches our service providers (including, but not limited to, accountants, custodians, transfer agents and administrators), and the issuers of

securities in which we invest, also have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with our ability to calculate its net asset value, impediments to trading, the inability of our stockholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputation damages, reimbursement of other compensation costs, or additional compliance costs. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure or destruction of data, or other cybersecurity incidents, with increased costs and other consequences, including those described above. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future.

Privacy and information security laws and regulation changes, and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, we may be required to expend significant additional resources to modify our protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. We currently do not maintain insurance coverage relating to cybersecurity risks, and we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are not fully insured.

Risks Related to Our Investments

We may not realize gains from our equity investments.

When we make a debt investment, we may acquire warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. Our equity investments may not appreciate in value and, in fact, may decline significantly in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

Our investments are very risky and highly speculative.

We have invested materially in senior secured first lien term loans and senior secured second lien term loans issued by private companies.

Senior Secured Loans There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies.

Equity Investments When we invest in senior secured first lien term loans or senior secured second lien term loans, we may receive warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. The warrants or equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrants or equity interests, and any gains that we do realize on the disposition of any warrants or equity interests may not be sufficient to offset any other losses we experience.

In addition, investing in private companies involves a number of significant risks. See "Our investments in private portfolio companies may be risky, and you could lose all or part of your investment" below.

Our investments in private portfolio companies may be risky, and you could lose all or part of your investment.

Investments in private companies involve a number of significant risks. Generally, little public information exists about these companies, and we are required to rely on the ability of our investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Private companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. In addition, they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, private companies are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Private companies also generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, our executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from our investments in these types of companies.

We have invested in secured debt issued by our portfolio companies. In the case of our senior secured first lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks equally with the debt securities in which we invest. With respect to our senior secured second lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks above or equally with the debt securities in which we invest. In the case of debt ranking above the senior secured second lien term loans in which we invest, we would be subordinate to such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company and therefore the holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Additionally, certain loans that we make to portfolio companies may be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the loan obligations secured by the second priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing the loans we make to our portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of senior debt. Under such an intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: (1) the ability to cause the commencement of enforcement proceedings against the collateral; (2) the ability to control the conduct of such proceedings; (3) the approval of amendments to collateral documents; (4) releases of liens on the collateral; and (5) waivers of past defaults under collateral documents. We may not have the ability to control or direct such actions, even if our rights are adversely affected.

Our portfolio companies may prepay loans, which prepayment may reduce stated yields if capital returned cannot be invested in transactions with equal or greater expected yields.

Our loans to portfolio companies are prepayable at any time, and most of them at no premium to par. It is uncertain as to when each loan may be prepaid. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that allow such company the ability to replace existing financing with less expensive capital. As market conditions change frequently, it is unknown when, and if, this may be possible for each portfolio company. In the case of some of these loans, having the loan prepaid early may reduce the achievable yield for us below the stated yield to maturity contained herein if the capital returned cannot be invested in transactions with equal or greater expected yields.

Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio and our ability to make follow-on investments in certain portfolio companies may be restricted.

Following an initial investment in a portfolio company, provided that there are no restrictions imposed by the 1940 Act, we may make additional investments in that portfolio company as "follow-on" investments in order to: (1) increase or maintain in whole or in part our equity ownership percentage; (2) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (3) attempt to preserve or enhance the value of our initial investment.

We have the discretion to make any follow-on investments, subject to the availability of capital resources. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Our failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make such follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, because we are inhibited by compliance with BDC requirements or because we might lose our RIC tax treatment. We also may be restricted from making follow-on investments in certain portfolio companies to the extent that affiliates of ours hold interests in such companies.

As of September 30, 2024, 12.1% of our total assets were invested in FlexFIN, our affiliate's asset-based lending business.

This significant exposure subjects our Company to various risks associated with such business (which are identified below) to a much greater extent than companies not similarly concentrated.

Client borrowers, particularly with respect to asset-based lending activities, may lack the operating history, cash flows or balance sheet necessary to support other financing options and may expose us to additional risk.

A portion of our loan portfolio consists, through FlexFIN, of asset-based lending involving gemstones. Some of these products arise out of relationships with clients who lack the operating history, cash flows or balance sheet necessary to qualify for other financing options. This could increase our risk of loss.

12.1% of the Company's total assets (as of September 30, 2024) are invested in our affiliate's asset-based lending business and its activities are influenced by volatility in prices of gemstones and jewelry.

Our affiliate's asset-based lending business is impacted by volatility in gemstone and jewelry prices. Among the factors that can impact the price of gemstones and jewelry are supply and demand of gemstones; political, economic, and global financial events; movement of the U.S. dollar versus other currencies; and the activity of large speculators and other participants. A significant decline in market prices of gemstones could result in reduced collateral value and losses, (i.e., a lower balance of asset-based loans outstanding for the Company's affiliate.)

The gemstones and jewelry business is subject to the risk of fraud and counterfeiting.

The gemstones business is exposed to the risk of loss as a result of fraud in its various forms. We seek to minimize our exposure to fraud through a number of means, including third-party authentication and verification and the establishment of procedures designed to detect fraud. However, there can be no assurance that we will be successful in preventing or identifying fraud, or in obtaining redress in the event such fraud is detected.

We may be subject to risks associated with our investments in unitranche loans

Unitranche loans provide leverage levels comparable to a combination of first lien and second lien or subordinated loans, and may rank junior to other debt instruments issued by the portfolio company. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a heightened risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. From the perspective of a lender, in addition to

making a single loan, a unitranche loan may allow the lender to choose to participate in the “first out” tranche, which will generally receive priority with respect to payments of principal, interest and any other amounts due, or to choose to participate only in the “last out” tranche, which is generally paid only after the first out tranche is paid. We may participate in “first out” and “last out” tranches of unitranche loans and make single unitranche loans, and we may suffer losses on such loans if the borrower is unable to make required payments when due.

Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

A significant number of high yield loans in the market, may consist of covenant-lite loans, or “Covenant-Lite Loans.” A significant portion of the loans in which we may invest or get exposure to through our investments may be deemed to be Covenant-Lite Loans. Such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Ownership of Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

As a BDC, our ability to invest in public companies and foreign companies is limited by the 1940 Act.

To maintain our tax treatment as a BDC, we are not permitted to acquire any assets other than “qualifying assets” specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Subject to certain exceptions for follow-on investments and distressed companies, an investment in an issuer that has outstanding securities listed on a national securities exchange may be treated as qualifying assets only if such issuer has a market capitalization that is less than \$250 million at the time of such investment. In addition, we may invest up to 30% of our portfolio in opportunistic investments which will be intended to diversify or complement the remainder of our portfolio and to enhance our returns to stockholders. These investments may include private equity investments, securities of public companies that are broadly traded and securities of non-U.S. companies. We expect that these public companies generally will have debt securities that are non-investment grade.

Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.

A portion of our investments may be in securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Although it is anticipated that most of our investments will be denominated in U.S. dollars, our investments that are denominated in a foreign currency will be subject to the risk that the value of a particular currency may change in relation to the U.S. dollar. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk or, that if we do, such strategies will be effective. As a result, a change in currency exchange rates may adversely affect our profitability.

Hedging transactions may expose us to additional risks.

We may engage in currency or interest rate hedging transactions. If we engage in hedging transactions, we may expose ourselves to risks associated with such transactions. We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transaction may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

While we may enter into transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek or be able to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations.

The disposition of our investments may result in contingent liabilities.

We currently expect that a significant portion of our investments will involve lending directly to private companies. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

If we invest in the securities and obligations of distressed and bankrupt issuers, we might not receive interest or other payments.

We may invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer of those obligations might not make any interest or other payments. We may not realize gains from our equity investments.

We are subject to risks associated with significant investments in one or more economic sectors and/or industries, including the business services sector, which includes our investment in our affiliate’s asset-based lending business.

At times, the Company may have a significant portion of its assets invested in securities of companies conducting business within one or more economic sectors and/or industries, including the Services: Business sector, which includes our investment in an asset-based lending business and the insurance sector. Companies in the same sector or industry may be similarly affected by economic, regulatory, political or market events or conditions, which may make the Company more vulnerable to unfavorable developments in that sector or industry than companies that invest more broadly. Generally, the more broadly the Company invests, the more it spreads risk and potentially reduces the risks of loss and volatility.

As of September 30, 2024, investments in our affiliate’s asset-based lending business constituted 12.1% of our total assets. See above, under Item 1A for risk factors related to our investment in that business. See “Subsequent Events” for a discussion of our investment in an insurance business.

Risks Related to Our Operations as a BDC and a RIC

Regulations governing our operation as a BDC may limit our ability to, and the way in which we raise additional capital, which could have a material adverse impact on our liquidity, financial condition and results of operations.

Our business requires a substantial amount of capital to operate and grow. We may acquire additional capital from the issuance of senior securities (including debt and preferred stock), the issuance of additional shares of our common stock or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. Additionally, we may only issue senior securities up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after such issuance or incurrence. If our assets decline in value and we fail to satisfy this test, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales or repayment may be disadvantageous, which could have a material adverse impact on our liquidity, financial condition and results of operations. As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.

Changes in the laws or regulations governing our business, or changes in the interpretations thereof, and any failure by us to comply with these laws or regulations, could have a material adverse effect on our business, results of operations or financial condition.

Changes in the laws or regulations or the interpretations of the laws and regulations that govern BDCs, RICs or non-depository commercial lenders could significantly affect our operations and our cost of doing business. We are subject to federal, state and local laws and regulations and are subject to judicial and administrative decisions that affect our operations, including our loan originations, maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, we may have to incur significant expenses in order to comply, or we might have to restrict our operations. In addition, if we do not comply with applicable laws, regulations and decisions, we may lose licenses needed for the conduct of our business and may be subject to civil fines and criminal penalties.

As an internally managed BDC, we are subject to certain restrictions that may adversely affect our ability to offer certain compensation structures.

As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which limits our ability to attract and retain talented investment management professionals. As such, these limitations could inhibit our ability to grow, pursue our business plan and attract and retain professional talent, any or all of which may have a negative impact on our business, financial condition and results of operations.

As an internally managed BDC, we are dependent upon our management team and investment professionals for their time availability and for our future success, and if we are not able to hire and retain qualified personnel, or if we lose key members of our senior management team, our ability to implement our business strategy could be significantly harmed.

As an internally managed BDC, our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and investment professionals. We depend upon the members of our management and our investment professionals for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships on which we rely to implement our business plan. If we lose the services of key members of our senior management team, we may not be able to operate the business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer. We believe our future success will depend, in part, on our ability to identify, attract and retain sufficient numbers of highly skilled employees. If we do not succeed in identifying, attracting and retaining such personnel, we may not be able to operate our business as we expect. As an internally managed BDC, our compensation structure is determined and set by our Board of Directors and its Compensation Committee. This structure currently includes salary, bonus and incentive compensation. We are subject to limitations by the 1940 Act on our ability to employ an incentive compensation structure that directly ties performance of our investment portfolio and results of operations to incentive compensation. Members of our senior management team may receive offers of more flexible and attractive compensation arrangements from other companies, particularly from investment advisers to externally managed BDCs that are not subject to the same limitations on incentive-based compensation that we are subject to as an internally managed BDC. A departure by one or more members of our senior management team could have a negative impact on our business, financial condition and results of operations.

We cannot predict how tax reform legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our

business.

Legislative or other actions relating to taxes could have a negative effect on us, our investments, or our stockholders. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. We cannot predict with certainty how any changes in the tax laws might affect us, our stockholders, or our portfolio investments. New legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our stockholders of such qualification, or could have other adverse consequences. Stockholders are urged to consult with their tax advisors regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.

Legislation that became effective in 2018 may allow the Company to incur additional leverage, which could increase the risk of investing in the Company.

The 1940 Act generally prohibits the Company from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, in March 2018, the SBCA was signed into law, which included various changes to regulations under the federal securities laws that impact BDCs. The SBCA included changes to the 1940 Act to allow BDCs to decrease their asset coverage requirement from 200% to 150%, if certain requirements are met. Under the 1940 Act, the Company is allowed to increase its leverage capacity if our stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Acts allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such proposal. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.

Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect the Company's ability to pay common stock dividends, scheduled debt payments or other payments related to our securities.

If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.

As a BDC, we may not acquire any assets other than "qualifying assets" unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See "Regulation". Our intent is that a substantial portion of the investments that we acquire will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could be found to be in violation of the 1940 Act provisions applicable to BDCs and possibly lose our tax treatment as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.

We would become subject to corporate-level U.S. federal income tax if we are unable to maintain our qualification as a RIC under Subchapter M of the Code or satisfy RIC distribution requirements.

We have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. No assurance can be given that we will be able to maintain our qualification as a RIC. To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements.

- The annual distribution requirement for a RIC is satisfied if we timely distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized short-term capital gains in excess of realized net long-term capital losses. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next year and pay a 4% U.S. federal excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year that generated such taxable income.
- The source of income requirement is satisfied if we obtain at least 90% of our gross income for each taxable year from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or other securities or foreign currencies or other income derived with respect to our business of investing in such stock, securities or currencies and net income derived from an interest in a "qualified publicly traded partnership" (as defined in the Code).
- The asset diversification requirement is satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. To satisfy this requirement, at least 50% of the value of our assets must consist of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer (which for these purposes includes the equity securities of a "qualified publicly traded partnership"). In addition, no more than 25% of the value of our assets can be invested in the securities, other than U.S. Government securities or securities of other RICs, (1) of one issuer (2) of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or (3) of one or more "qualified publicly traded partnerships".

If we fail to qualify for RIC tax treatment for any reason or are subject to corporate-level U.S. federal income tax, the resulting corporate-level taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. In addition, to the extent we had unrealized gains, we would have to establish deferred tax liabilities for taxes, which would reduce our NAV accordingly. In addition, our stockholders would lose the tax credit realized if we, as a RIC, decide to retain the net realized capital gain and make deemed distributions of net realized capital gains, and pay taxes on behalf of our stockholders at the end of the tax year. The loss of this pass-through tax treatment could have a material adverse effect on the total return of an investment in our common stock.

Risks Relating to an Investment in Our Securities

Investing in our securities may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies involve higher levels of risk and, therefore, an investment in our securities may not be suitable for someone with lower risk tolerance.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount to their NAV and the Company's shares have not traded at or above NAV since the first quarter of 2015.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount from NAV. This characteristic of closed-end investment companies and business development companies is separate and distinct from the risk that our NAV per share may decline. Our common stock has not traded at or above NAV since the first quarter of 2015, and we cannot predict whether our common stock will trade at, above or below NAV in the future.

The market price of our common stock fluctuates.

The market price and liquidity of the market for shares of our common stock fluctuates and may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance.

These factors include:

- significant volatility in the market price and trading volume of securities of business development companies or other companies in our sector, which are not necessarily related to the operating performance of the companies;
- changes in regulatory policies, accounting pronouncements or tax guidelines, particularly with respect to BDCs or RICs;
- loss of our qualification as a RIC or BDC;
- changes in earnings or variations in operating results;
- changes in the value of our portfolio of investments;
- changes in accounting guidelines governing valuation of our investments;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;
- departure of our key personnel;
- operating performance of companies comparable to us;
- general economic trends and other external factors; and
- loss of a major funding source.

Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.

The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.

The NAV per share of our common stock may be diluted if we sell shares of our common stock in one or more offerings at prices below the then current NAV per share of our common stock or securities to subscribe for or convertible into shares of our common stock.

While we currently do not have the requisite stockholder approval to sell shares of our common stock at a price or prices below our then current NAV per share, we may seek such approval in the future. In addition, at our 2012 Annual Meeting of Stockholders, we received approval from our stockholders to authorize the Company, with the approval of our board of directors, to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions as set forth in the proxy statement. Such authorization has no expiration.

Any decision to sell shares of our common stock below its then current NAV per share or issue securities to subscribe for or convertible into shares of our common stock would be subject to the determination by our board of directors that such issuance is in our and our stockholders' best interests.

If we were to sell shares of our common stock below its then current NAV per share, such sales would result in an immediate dilution to the NAV per share of our common stock. This dilution would occur as a result of the sale of shares at a price below the then current NAV per share of our common stock and a proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest in us than the increase in our assets resulting from such issuance. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect cannot be predicted.

If we issue warrants or securities to subscribe for or convertible into shares of our common stock, subject to certain limitations, the exercise or conversion price per share could be less than NAV per share at the time of exercise or conversion (including through the operation of anti-dilution protections). Because we would incur expenses in connection with any issuance of such securities, such issuance could result in a dilution of the NAV per share at the time of exercise or conversion. This dilution would include reduction in NAV per share as a result of the proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest than the increase in our assets resulting from such issuance.

Further, if our current stockholders do not purchase any shares to maintain their percentage interest, regardless of whether such offering is above or below the then current NAV per share, their voting power will be diluted. For example, if we sell an additional 10% of our shares of common stock at a 5% discount from NAV, a stockholder who does not participate in that offering for its proportionate interest will suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries activities.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries' ability to, among other things, issue securities or otherwise incur additional indebtedness or other obligations, and in certain cases we may need the approval of WoodForest, as the Administrative Agent, in order to incur further indebtedness. In addition, the Credit Facility contains customary events of default for credit facilities of this type, including (without limitation): nonpayment of principal, interest, fees or other amounts after a stated grace period; inaccuracy of material representations and warranties; change of control; violations of covenants, subject in certain cases to stated cure periods; and certain bankruptcies and liquidations. If an event of default occurs and is continuing, the Company may be required to repay all amounts outstanding under the Credit Facility, which would adversely affect our liquidity position and, in turn, could force us to dispose of investments at inopportune times at reduced prices. Repayment could also adversely affect our ability to implement our investment strategy and achieve our investment objectives.

If we issue preferred stock, the NAV and market value of our common stock may become more volatile.

If we issue preferred stock, we cannot assure you that such issuance would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock would likely cause the NAV and market value of our common stock to become more volatile. If the dividend rate on the preferred stock were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock were to exceed the net rate of return on our portfolio, the leverage would result in a lower rate of return to the holders of our common stock than if we had not issued preferred stock. Any decline in the NAV of our investments would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in NAV to the holders of our common stock than if we were not leveraged through the issuance of preferred stock. This greater NAV decrease would also tend to cause a greater decline in the market price for our common stock. We might be in danger of failing to maintain the required asset coverage of the preferred stock or of losing our ratings on the preferred stock or, in an extreme case, our current investment income might not be sufficient to meet the dividend requirements on the preferred stock. In order to counteract such an event, we might need to liquidate investments in order to fund a redemption of some or all of the preferred stock. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, including higher advisory fees if our total return exceeds the dividend rate on the preferred stock. Holders of preferred stock may have different interests than holders of our common stock and may at times have disproportionate influence over our affairs.

Holders of any preferred stock we might issue would have the right to elect members of the board of directors and class voting rights on certain matters.

Holders of any preferred stock we might issue, voting separately as a single class, would have the right to elect two members of the board of directors at all times and in the event dividends become two full years in arrears, would have the right to elect a majority of our directors until such arrearage is completely eliminated. In addition, preferred stockholders would have class voting rights on certain matters, including changes in fundamental investment restrictions and conversion to open-end status, and accordingly would be able to veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies or the terms of any credit facility to which the Company is a party, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes. While we would intend to redeem our preferred stock to the extent necessary to enable us to distribute our income as required to maintain our qualification as a RIC, there can be no assurance that such actions could be effected in time to meet the tax requirements.

Our business and operations could be negatively affected if we become subject to any securities class actions and derivative lawsuits, which could cause us to incur significant expense, hinder execution of investment strategy and impact our stock price.

In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against that company. Stockholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management's and our board of directors' attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism.

Risks of the Insurance Business

Risks Related to Life Insurance

Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG's financial results, capitalization and financial condition.

Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG's earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions.

NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect.

NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions.

If NSG's actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves.

NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG's financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free cash flow and liquidity. This could impact NSG's risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also "NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition" below.

Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete.

In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate sufficient premiums to cover NSG's cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interests rates or inflation. Such risks may result in NSG's pricing being based on outdated, inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG's margins, or it could overprice risks, which could reduce NSG's volume and competitiveness.

Public health crises, extreme mortality events or similar occurrences may adversely impact NSG's business, financial condition, or results of operations.

NSG's life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG's products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG's products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG's assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations.

Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels.

NSG's insurance business is exposed to the risk of unanticipated or extraordinary early policyholder withdrawals and surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition.

Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations.

Risks Related to Property & Casualty Insurance

If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected.

NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results.

The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results.

NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include, among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts.

NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows.

NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate.

These variables are affected by both internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pool's ability to pay.

Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations.

There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued.

NSG's failure to accurately and timely pay claims could materially and adversely affect its business.

Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of operations and prospects.

The property and casualty insurance business is historically cyclical in nature, which may affect NSG's financial performance, cause its operating results to vary from quarter to quarter and may not be indicative of future performance.

The supply of property and casualty insurance is related to prevailing prices, the level of insured losses and the level of capital available to the industry that, in turn, may fluctuate in response to changes in rates of return on investments being earned in the insurance industry. As a result, the property and casualty insurance business historically has been a cyclical industry characterized by periods of intense price competition due to excessive underwriting capacity as well as periods when shortages of capacity increased premium levels. In addition, demand for property and casualty insurance depends on numerous factors, including the frequency and severity of catastrophic events, levels of capacity, the introduction of new capital providers and general economic conditions. All of these factors fluctuate and may contribute to price declines in the insurance industry generally. As a result, NSG's operating results are subject to fluctuation.

If actual renewals do not meet expectations or if NSG chooses not to write renewals because of pricing conditions, its written premium in future years and its future operations would be materially adversely affected.

Risks Related to the Insurance Business Generally

Competition for business in the insurance industry is intense.

NSG faces competition from specialty insurance companies, standard insurance companies and underwriting agencies. Competition among insurance companies is based on a number of factors, including reputation, name recognition, credit ratings, financial strength ratings, relationships with distribution partners, terms and conditions of products offered, and speed of claims payment. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition. In addition, some of NSG's competitors are larger and have greater financial, marketing, and other resources than NSG has, and are able to absorb large losses more easily. NSG's competitors may also offer more competitive pricing, a broader range of products and have greater claims-paying ability. NSG may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect NSG's ability to price its products at risk-adequate

Because NSG's business depends on insurance retail agents and brokers, NSG is exposed to certain risks arising out of its reliance on these distribution channels.

NSG's products are distributed through independent retail agents and brokers. Retail agents and brokers generally own the renewal rights, making NSG's business model dependent on its relationships with, and the success of, the retail agents and brokers with whom it does business. NSG relies on a core number of brokers that account for a substantial number of policies, and its relationships with its brokers and retail agents may be discontinued at any time. If one or more such distributors were to terminate its relationship with NSG or reduce the amount of sales it produces, NSG's results of operations could be adversely affected. Even if the relationships do continue, they may not be on terms that are profitable for NSG. A deterioration in the relationships with distributors or failure to provide competitive compensation could lead these distributors to place more premium with other carriers and less premium with NSG. Also, NSG's distributors may in any event choose to concentrate their efforts in selling their firm's own products or NSG's other competitors' products instead of NSG's.

NSG could also be adversely affected by consolidation in its distribution sales channels. Consolidation could result in loss of market access. NSG could also be negatively affected due to loss of talent as the people most knowledgeable about NSG's products and with whom NSG has developed strong working relationships exit the business following an acquisition, or, increases in its commission costs as larger distributors acquire more negotiating leverage over their fees.

Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and remitted to NSG, and NSG could be adversely affected if the brokers collect premiums but do not remit them to NSG. Despite the premiums not being paid to NSG, NSG may be required under applicable law to provide the coverage set forth in the policy. Consequently, NSG assumes a degree of credit risk associated with the brokers with which it works. Similarly, if NSG is limited in its ability to cancel policies for non-payment, its underwriting profits may decline and its financial condition and results of operations could be materially and adversely affected.

Insurance companies are subject to extensive regulation, which varies from jurisdiction to jurisdiction and may change from time to time.

NSG is subject to extensive regulation which may adversely affect its ability to achieve its business objectives, and noncompliance with these regulations could subject NSG to penalties, including fines and suspensions, which may adversely affect its financial condition and results of operations. Applicable laws and rules are subject to change by legislation or administrative or judicial interpretation, and changes in regulation could limit NSG's discretion or make it more expensive to conduct business.

In addition, state insurance regulators have broad discretion to deny or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, NSG follows practices based on its interpretations of regulations or practices that it believes generally to be followed by the industry which may turn out to be different from the interpretations of regulatory authorities. If NSG does not have the requisite licenses and approvals or does not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend it from carrying on some or all of its activities in their state or could otherwise penalize NSG. This could adversely affect NSG's ability to operate its business. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with NSG's operations and require it to bear additional costs of compliance, which could adversely affect its ability to operate its business.

Also, because its products are sold through independent agents, NSG has less control over how products are sold, including with respect to legal compliance. While NSG expects its agents to comply with their contractual obligations and applicable law, NSG has limited control over how such agents conduct their business. If violations are attributed to NSG, NSG could incur significant fines, and if attributed to its agents, may cause the agents to stop selling NSG's products.

NSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform.

NSG purchases reinsurance from third parties to limit its risk on individual policies, and in the case of property insurance, limit its risk in the event of a catastrophe in various geographic areas (including, without limitation, the risk of hurricanes and tornado activity in the states in which it operates). If NSG is unable to renew expiring reinsurance contracts or enter into new reinsurance arrangements on acceptable terms, NSG's loss exposure could increase, which would increase potential losses related to such loss events. If NSG is unwilling to bear an increase in loss exposure, it may need to reduce the level of its underwriting commitments which could materially adversely affect its business, financial condition and results of operations. In addition, reinsurers may exclude certain coverages from, or alter terms in, the reinsurance contracts NSG enters into with them. NSG, like other insurance companies, could write insurance policies which to some extent do not have the benefit of reinsurance protection, but these gaps in reinsurance protection expose NSG to greater risk and greater potential losses.

Although reinsurance makes the reinsurer liable to NSG to the extent the risk is transferred or ceded to the reinsurer, it does not relieve NSG (the ceding insurer) of its primary liability to policyholders. Reinsurers may not pay claims NSG incurs on a timely basis, or they may not pay some or all of these claims. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. In addition, NSG's reinsurance may be concentrated among a few reinsurance carriers, meaning that if one or more of these reinsurers do not renew, default on payment of claims, or become insolvent, NSG could incur increased net losses and its financial condition could be adversely affected.

A downgrade or potential downgrade in NSG’s financial strength rating could adversely affect its business.

Participants in the insurance industry use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of insurers. Downgrades in NSG’s financial strength rating could cause NSG’s partners to choose more highly rated competitors; increase the cost or reduce the availability of reinsurance; limit or prevent the ability to write or renew insurance contracts; limit access to capital markets; increase costs of capital; reduce new sales of insurance products; increase regulatory scrutiny; provide termination rights to reinsurers; require reduced pricing to remain competitive; and increase the number or amount of policy surrenders and withdrawals by contract holders and policyholders, among other consequences.

Performance of NSG’s investment portfolio is subject to a variety of investment risks that could adversely affect its financial results.

NSG’s results of operations depend, in part, on the performance of its investment portfolio, and its investments are subject to general economic conditions and market risks as well as risks inherent to specific securities. NSG’s primary market risk exposures are to changes in interest rates and equity prices. Should interest rates decline, a low interest rate environment would place pressure on NSG’s net investment income. Increases in interest rates could cause the values of NSG’s fixed income securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in its portfolio and the amount by which interest rates increase.

During periods of market disruption, including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of NSG’s securities if trading becomes less frequent or market data becomes less observable. In addition, in times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In those cases, the valuation process includes inputs that are less observable and require more subjectivity and management judgment. If NSG is forced to sell certain of its investments during periods of market volatility or disruption, market prices may be lower than their carrying. This could result in realized losses, which could have a material adverse effect on NSG’s financial condition and results of operations. It could also affect financial ratios, brining NSG out of compliance with its credit instruments and rating agency capital adequacy measures.

NSG’s debt investments are subject to the risk that investments may default or become impaired due to deterioration in the financial condition of the issuer, or due to deterioration in the financial condition of an insurer that guarantees the issuer’s payments. Downgrades in the credit ratings of fixed maturity securities (where rated) could also have a significant negative effect on the market valuation of such securities. Mortgage loans are subject to a variety of risks relating to the supply and demand of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility, interest rate fluctuations and issuer defaults, among others.

NSG’s actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition.

NSG maintains reserves to cover its estimated exposure for claims relating to its issued insurance policies. Reserves do not represent an exact calculation of exposure, but instead represent NSG’s best estimates using actuarial and statistical procedures. Reserve estimates are refined as experience develops. Because establishing reserves is an inherently uncertain process involving estimates of future losses, future developments may require NSG to increase policy benefit reserves, which would restrict its use of cash that might otherwise be used for other purposes, negatively affecting its results of operations, and limit the dividends and distributions that it is able to make to the Company.

NSG is subject to minimum capital and surplus requirements, and failure to meeting these requirements could subject it to regulatory action or other restrictions.

NSG is subject to minimum capital and surplus requirements. Failure to satisfy these requirements could result in regulatory action, prevent NSG from selling new business or require guarantees, all of which could have a material and adverse impact on NSG’s competitiveness, operational flexibility, financial condition and results of operations. Failure to satisfy these requirements could also preclude NSG from making dividends and distributions to the Company.

A decline in NSG’s risk-based capital (“RBC”) ratio could result in in increased scrutiny by insurance regulators and rating agencies and could have a material adverse effect on its financial condition and results of operations.

The NAIC has established model regulations that provide minimum capitalization requirements based on RBC formulas for insurance companies. A failure to meet these requirements could subject NSG to increased scrutiny or corrective action imposed by insurance regulators, including limitations on its ability to write additional business, increased regulatory supervision, or seizure or liquidation. A decline in RBC ratio, whether or not it results in a failure to meet applicable RBC requirements, could limit NSG’s ability to make distributions, could result in a loss of customers or new business or result in a downgrade of NSG’s financial strength rating.

Employees of NSG or its third-party service providers may take excessive risks which could negatively affect NSG’s financial condition and business.

The individuals who conduct NSG’s business, including its management personnel, sales intermediaries, investment professions, and other employees, as well as employees of various third-party service providers, make decision that could expose NSG to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, among other decisions. Such individuals may take excessive risks regardless of the structure of NSG’s risk management framework or its compensation program and practices, which may not effectively deter excessive risk-taking or misconduct. Similarly, NSG’s controls and procedures may not be effective. If NSG’s employees and the employees of third-party service providers take excessive risks, it could suffer material losses in its investment portfolio, be subject to regulatory sanctions and experience harm to its reputation.

Difficult conditions in the capital markets and the U.S. economy generally could materially adversely affect NSG’s business and results of operations.

The business and results of operations of domestic insurance companies generally are materially affected by conditions in the capital markets and the U.S. economy generally. An economic downturn may be characterized by increases in inflation, higher unemployment, lower family income, lower corporate earnings, lower business investment or lower consumer spending. As a result, the demand for insurance products and their utilization could be adversely affected, as customers are unwilling or unable to purchase policies, choose to defer paying insurance premiums or stop paying insurance premiums altogether, surrender their life insurance policies for their cash value or otherwise seek to utilize the cash benefits of their policies or file property and casualty claims at elevated rates. Depending on their level of occurrence, these customer actions could materially adversely affect NSG’s business and results of operations.

Climate change could have a material adverse effect on NSG’s business.

Climate change could have a significant impact on longer-term natural weather trends, potentially impacting both NSG’s property and casualty insurance business and its life insurance business. Rising temperatures and changes in weather patterns could impact storm frequency and severity and thereby negatively affect claims experience, reinsurance costs and product pricing in NSG’s property and casualty insurance business. Climate change may also impact life expectancies, influencing mortality assumptions used in pricing and reserve calculations in its insurance business. Because of the unpredictability of the long-term effects of climate change, NSG may be unable to accurately factor these effects into its assumptions and models, and its business could suffer as a result.

NAV Per Share	\$	\$	\$	\$	\$
\$ 79.37	70.75	57.49	57.08	55.3	79.46

[Risk Relating To Our Business And Structure \[Member\]](#)

[General Description of Registrant \[Abstract\]](#)

[Risk \[Text Block\]](#)

RISK RELATING TO OUR BUSINESS AND STRUCTURE

Certain Risks in the Current Environment

We are currently operating in a period of capital markets disruptions and economic uncertainty. Such market conditions may materially and adversely affect the yields, and increase the risks of, our investments in portfolio companies, and make it more difficult for us to raise equity capital should we choose to do so.

From time to time, capital markets may experience periods of disruption and instability. The U.S. economy, as well as other major economies, may experience a recession, and we anticipate our businesses would be materially and adversely affected by a prolonged recession in the United States and other major markets. Disruptions in the capital markets have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. Any recession or future significant market events or disruptions (e.g. pandemics, war, natural disasters or terrorist activities) could have an adverse impact on the ability of lenders to originate loans, the volume and type of loans originated, the ability of borrowers to make payments and the volume and type of amendments and waivers granted to borrowers and remedial actions taken in the event of a borrower default, each of which could negatively impact the amount and quality of loans available for investment by the Company and returns to the Company, among other things. Recession, pandemics and other future market disruptions and/or illiquidity could have an adverse effect on our business, financial condition, results of operations and cash flows. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could limit our investment originations, limit our ability to grow and have a material negative impact on our operating results and the fair values of our debt and equity investments. We may have to access, if available, alternative markets for debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions or uncertainty regarding U.S. government spending and deficit levels or other global economic conditions could have a material adverse effect on our business, financial condition and results of operations.

For example, between 2008 and 2009, the U.S. and global capital markets were unstable as evidenced by periodic disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular.

Equity capital may be difficult to raise during periods of adverse or volatile market conditions because, subject to some limited exceptions, as a BDC, we are generally not able to issue additional shares of our common stock at a price less than NAV without first obtaining approval for such issuance from our stockholders and our independent directors. Volatility and dislocation in the capital markets can also create a challenging environment in which to raise or access debt capital. The current market and future market conditions similar to those experienced from 2008 through 2009 for any substantial length of time could make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms and any failure to do so could have a material adverse effect on our business. The debt capital that will be available to us in the future, if at all, may be at a higher cost and on less favorable terms and conditions than what we currently experience, including being at a higher cost in a rising interest rate environment. If any of these conditions appear, they may have an adverse effect on our business, financial condition, and results of operations. These events could limit our investment originations, limit our ability to increase returns to equity holders through the effective use of leverage, and negatively impact our operating results.

In addition, significant changes or volatility in the capital markets may also have a negative effect on the valuations of our investments. While most of our investments are not publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through its maturity). Significant changes in the capital markets may also affect the pace of our investment activity and the potential for liquidity events involving our investments. Thus, the illiquidity of our investments may make it difficult for us to sell our investments to access capital if required, and as a result, we could realize significantly less than the value at which we have recorded our investments if we were required to sell them for liquidity purposes. An inability to raise or access capital could have a material adverse effect on our business, financial condition or results of operations.

Governmental authorities worldwide have taken increased measures to stabilize the markets and support economic growth. The success of these measures is unknown and they may not be sufficient to address the market dislocations or avert severe and prolonged reductions in economic activity.

Events outside of our control, including terrorist attacks, acts of war, natural disasters or public health crises, could negatively affect the portfolio companies in which we invest and make the valuation of those investments more uncertain.

Periods of market volatility have occurred and could continue to occur in response to pandemics or other events outside of our control, including terrorist attacks, acts of war, natural disasters, public health crises or similar events. These types of events have adversely affected and could continue to adversely affect operating results for us and for our portfolio companies.

The large-scale invasion of Ukraine by Russia in February 2022 resulted in sanctions and market disruptions, including declines in regional and global stock markets, unusual volatility in global commodity markets and significant devaluations of Russian currency. The extent and duration of the military action are impossible to predict but could be significant. Market disruption caused by the Russian military action, and any counter measures or responses thereto (including international sanctions, a downgrade in a country's credit rating, purchasing and financing restrictions, boycotts, tariffs, changes in consumer or purchaser preferences, cyberattacks and espionage) could continue to have severe adverse impacts on regional and/or global securities and commodities markets, including markets for oil and natural gas. These impacts may include reduced market liquidity, distress in credit markets, further disruption of global supply chains, increased risk of inflation, and limited access to investments in certain international markets and/or issuers. In addition, the current conflict in the Middle East and terrorist acts may cause significant volatility in the markets and/or market disruptions.

The extent and duration of these military actions, conflicts and resulting market disruptions are impossible to predict, but have been and could continue to be substantial, and any such market disruptions could affect our portfolio companies' operations. As a result, our portfolio investments could decline in value or our valuation of them could become uncertain.

We have evaluated subsequent events from September 30, 2024 through the filing date of this annual report on Form 10-K. However, as the discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations relates to the Company's financial statements for the annual period ended September 30, 2024, the analysis contained herein may not fully account for market event impacts. As of September 30, 2024, the Company valued its portfolio investments in conformity with U.S. generally accepted accounting principles ("GAAP") based on the facts and circumstances known by the Company at that time, or reasonably expected to be known at that time. Due to the overall volatility that market events may have caused during the months following our most recent valuation (as of September 30, 2024), any valuations conducted now or in the future in conformity with U.S. GAAP could result in a lower fair value of our portfolio.

Rising interest rates may increase our borrowing costs and reduce the net return that we are able to achieve on debt investments in portfolio companies, and may also increase the risk of default on our portfolio company loans.

In 2023, the Federal Reserve raised short-term interest rates. Additional interest rate increases may come. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may detract from our performance to the extent we are exposed to such interest rates and/or volatility. In periods of rising interest rates, such as the current interest rate environment, to the extent we borrow money subject to a floating interest rate, our cost of funds would increase, which could reduce our net investment income. Further, rising interest rates could also adversely affect our performance if such increases cause our borrowing costs to rise at a rate in excess of the rate that our investments yield. Further, rising interest rates could also adversely affect our performance if we hold investments with floating interest rates, subject to specified minimum interest rates (such as a SOFR floor), while at the same time engaging in borrowings subject to floating interest rates not subject to such minimums. In such a scenario, rising interest rates may increase our interest expense, even though our interest income from investments is not increasing in a corresponding manner as a result of such minimum interest rates.

If general interest rates rise, there is a risk that the portfolio companies in which we hold floating rate securities will be unable to pay escalating interest amounts, which could result in a default under their loan documents with us. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. In addition, rising interest rates may increase pressure on us to provide fixed rate loans to our portfolio companies, which could adversely affect our net investment income, as increases in our cost of borrowed funds would not be accompanied by increased interest income from such fixed-rate investments.

Further downgrades of the U.S. credit rating, automatic spending cuts, or another government shutdown could negatively impact our cost of borrowing and the net return on our investments.

U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns, or a recession in the United States. Although U.S. lawmakers passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the United States. The impact of this or any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. Absent further quantitative easing by the Federal Reserve, these developments could cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. If our borrowing costs were to rise on account of these factors, and we were unable to raise the rates of return on our portfolio company debt, our net return on investments would decline.

Economic recessions or downturns could impair our portfolio companies, increase our funding costs and limit our access to capital.

Many of our portfolio companies may be susceptible to economic slowdowns or recessions and may be unable to repay our debt investments during these periods. In the past, instability in the global capital markets resulted in disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the repricing of credit risk in the broadly syndicated credit market and the failure of major domestic and international financial institutions. In particular, in past periods of instability, the financial services sector was negatively impacted by significant write-offs as the value of the assets held by financial firms declined, impairing their capital positions and abilities to lend and invest. In addition, continued uncertainty between the United States and other countries, including China and Russia, with respect to trade policies, treaties, and tariffs, among other factors, have caused disruption in the global markets. There can be no assurance that market conditions will not worsen in the future.

In an economic downturn, we may have non-performing assets or non-performing assets may increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may also decrease the value of any collateral securing our loans. A severe recession may further decrease the value of such collateral and result in losses of value in our portfolio and a decrease in our revenues, net income, assets and net worth. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us on terms we deem acceptable. These events could prevent us from increasing investments and harm our operating results.

The occurrence of recessionary conditions and/or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our investments, and our ongoing operations, costs and profitability. Any such unfavorable economic conditions, including rising interest rates, may also increase our funding costs, limit our access to capital markets or negatively impact our ability to obtain financing, particularly from the debt markets. In addition, any future financial market uncertainty could lead to financial market disruptions and could further impact our ability to obtain financing. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results and financial condition.

[Risks Related to Our Business \[Member\]](#)
[General Description of Registrant \[Abstract\]](#)
[Risk \[Text Block\]](#)

Risks Related to Our Business

As a result of our internalized operating structure, including our internalized management and investment functions, we may incur significant costs and face significant risks associated with being self-managed, including adverse effects on our business and financial condition.

Effective January 1, 2021, we operate under an internalized operating structure, including our management and investment functions. There can be no assurances that our internalized operating structure will be beneficial to us and our stockholders, as we may not be able to effectively replicate the services previously provided to us by our former investment adviser and administrator.

While we no longer bear the costs of the various fees and expenses we previously paid under the investment management and administration agreements with our previous adviser and administrator, we have other significant direct expenses. These include general and administrative costs, legal, accounting and other governance expenses and costs and expenses related to managing our portfolio. We also incur the compensation and benefits costs of our officers and other employees and consultants. In addition, we may be subject to potential liabilities commonly faced by employers, such as workers disability and compensation claims, potential labor disputes and other employee-related liabilities and grievances.

All of these factors could have a material adverse effect on our results of operations, financial condition, and ability to pay distributions.

As an internally managed BDC, we are dependent upon our management team and other professionals, and if we are not able to hire and retain qualified personnel, we will not realize the benefits of an internally managed BDC.

Our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and professionals. We may experience difficulty identifying, engaging and retaining management, investment and general and administrative personnel with the necessary expertise and credit-related investment experience. As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which could limit our ability to attract and retain talented investment management professionals.

If we are unable to attract and retain highly talented professionals for the internal management of our Company, we will not realize the benefits of an internally managed BDC, and the results of our operation could deteriorate.

We may suffer credit and capital losses.

Making private debt and private equity investments is highly speculative and involves a high degree of risk of credit and capital loss, and therefore an investment in our securities may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during an economic recession, such as the economic recession or downturn that the United States and many other countries have recently experienced or are experiencing.

Because we use borrowed funds to make investments or fund our business operations, we are exposed to risks typically associated with leverage which increase the risk of investing in us.

We have borrowed funds, including through the issuance of \$57.5 million in aggregate principal amount of 5.25% unsecured notes due November 1, 2028 (the "Notes" or the "2028 Notes") to leverage our capital structure, which is generally considered a speculative investment technique. In addition, on December 15, 2022, the Company entered into a 3-year \$50.0 million revolving credit facility (the "Credit Facility") with Woodforest Bank, N.A. ("Woodforest"), Valley National Bank, and Axiom Bank, (collectively, the "Lenders"), which was amended on February 21, 2024 to increase the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. On August 5, 2024 (the "Second Amendment Effective Date"), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the "Second Amendment"). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged. As a result:

- our common stock may be exposed to an increased risk of loss because a decrease in the value of our investments may have a greater negative impact on the value of our common stock than if we did not use leverage;
- if we do not appropriately match the assets and liabilities of our business, adverse changes in interest rates could reduce or eliminate the incremental income we make with the proceeds of any leverage;
- our ability to pay distributions on our common stock may be restricted if our asset coverage ratio with respect to each of our outstanding senior securities representing indebtedness and our outstanding preferred shares, as defined by the 1940 Act, is not at least 200% and any amounts used to service indebtedness or preferred stock would not be available for such distributions;
- any credit facility to which we became a party may be subject to periodic renewal by our lenders, whose continued participation cannot be guaranteed;
- any credit facility to which we became a party may contain covenants restricting our operating flexibility;
- we, and indirectly our stockholders, bear the cost of issuing and paying interest or dividends on such securities; and
- any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common shares.

Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue debt securities or preferred stock and/or borrow money from banks and other financial institutions, which we collectively refer to as “senior securities”, only in amounts such that our asset coverage ratio equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after each issuance of senior securities.

For a discussion of the terms of the Notes, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations - Financial Condition, Liquidity and Capital Resources.”

As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.

The lack of liquidity in our investments may adversely affect our business.

We anticipate that our investments generally will be made in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.

A substantial portion of our portfolio investments will be recorded at fair value as determined in good faith by our valuation designee under the oversight of our board of directors and, as a result, there may be uncertainty regarding the value of our portfolio investments.

The debt and equity securities in which we invest for which market quotations are not readily available will be valued at fair value as determined in good faith by our Chief Financial Officer, the Company’s valuation designee, under the oversight of our board of directors. Most of our investments (other than cash and cash equivalents) will be classified as Level 3 under Accounting Standards Codification Topic 820 - Fair Value Measurements and Disclosures. This means that our portfolio valuations will be based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. We expect that inputs into the determination of fair value of our portfolio investments will require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information. We have retained the services of independent valuation firms to review the valuation of various loans and securities. The types of factors that we may take into account in determining the fair value of our investments generally include, as appropriate, comparison to publicly traded securities including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company’s ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these loans and securities existed. Our NAV could be adversely affected if our determinations regarding the fair value of our investments were materially higher or lower than the values that we ultimately realize upon the disposal of such loans and securities.

We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. We also have not adopted any policy restricting the percentage of our assets that may be invested in a single portfolio company. To the extent that we assume large positions in the securities of a small number of issuers, our NAV may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market’s assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements under Subchapter M of the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies. (Note our significant investment in our affiliate FlexFIN - see Risks Related to our Investments).

We are exposed to risks associated with changes in interest rates.

Interest rate fluctuations may have a substantial negative impact on our investments, the value of our common stock and our rate of return on invested capital. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on our net interest income. Further increases in interest rates could decrease the value of any investments we hold which earn fixed interest rates and also could increase our interest expense, thereby decreasing our net income. Also, an increase in interest rates available to investors could make investment in our common stock less attractive if we are not able to increase our dividend rate, which could reduce the value of our common stock.

Loans under our Credit Facility and the financial credit we extend to our portfolio companies bear interest based on SOFR, but experience with SOFR based loans is limited.

Loans under our current Credit Facility bear interest at a rate based upon the Secured Overnight Financing Rate (SOFR) published by the Federal Reserve Bank of New York. Also, the secured terms loans that we make to our portfolio companies and the secured notes of our portfolio companies in which we invest bear interest at SOFR based rates. Previously, our credit facilities and our debt investments in portfolio companies bore interest at U.S. dollar London Interbank Overnight (USD LIBOR) rates.

SOFR is considered to be a risk-free rate, and USD LIBOR was a risk weighted rate. Thus, SOFR tends to be a lower rate than USD LIBOR, because SOFR does not contain a risk component. This difference may negatively impact our net interest margin of our investments. Also, the use of SOFR based rates is relatively new, and experience with SOFR based rate loans is limited. There could be unanticipated difficulties or disruptions with the calculation and publication of SOFR based rates. This could result in increased borrowing costs for the Company or could adversely impact the interest income we receive from our portfolio companies or the market value of the financial obligations that are due to us from our portfolio companies.

Because we use debt to finance various investments, changes in interest rates will affect our cost of capital and net investment income.

Because we borrow money to make certain investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use our existing debt to finance our investments. In periods of rising interest rates, such as the current period we are in, our cost of funds will increase to the extent we access any credit facility with a floating interest rate, which could reduce our net investment income to the extent any debt investments have fixed interest rates. We expect that our long-term fixed-rate investments will be financed primarily with issuances of equity and long-term debt securities. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

You should also be aware that, to the extent we make floating debt investments, a rise in the general level of interest rates typically leads to higher interest rates applicable to our debt investments.

If our investments are not managed effectively, we may be unable to achieve our investment objective.

Our ability to achieve our investment objective will depend on our ability to manage our business, which will depend on the internalized management team. Accomplishing this result is largely a function of the internalized management team’s ability to provide quality and efficient services to us. They may also be required to provide managerial assistance to our portfolio companies. These demands on their time may distract them or slow our rate of investment. Any failure to manage our business effectively could have a material adverse effect on our business, financial condition and results of operations.

We may experience fluctuations in our periodic operating results.

We could experience fluctuations in our periodic operating results due to a number of factors, including the interest rates payable on the debt securities we acquire, the default rate on such securities, the performance of our portfolio companies, the level of our expenses (including the interest rates payable on our borrowings), the dividend rates payable on preferred stock we issue, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Any failure on our part to maintain our status as a BDC could reduce our operating flexibility.

If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more onerous regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility.

We may have difficulty paying required distributions if we recognize income before or without receiving cash representing such income.

For U.S. federal income tax purposes, we may include in income certain amounts that we have not yet received in cash, such as original issue discount, which may arise if we receive warrants in connection with the making of a loan or possibly in other circumstances, such as PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such original issue discount, which could be significant relative to our overall investment activities, or increases in loan balances as a result of PIK arrangements are included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we do not receive in cash.

Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the tax requirement to distribute at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to maintain our tax treatment as a RIC. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to raise cash from other sources, we may fail to qualify and maintain our tax treatment as a RIC and thus become subject to corporate-level U.S. federal income tax. See “Taxation as a RIC” and “Failure to Qualify as a RIC”.

We may not be able to pay distributions to our shareholders.

We cannot assure that we will achieve investment results that will allow us to pay cash distributions. Our ability to pay distributions might be adversely affected by, among other things, the impact of one or more of the risk factors described herein. In addition, the inability to satisfy the asset coverage test applicable to us as a BDC could limit our ability to pay distributions. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act. All distributions will be paid at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our RIC tax treatment, compliance with applicable BDC regulations, and such other factors as our board of directors may deem relevant from time to time. We cannot assure you that we will pay distributions to our stockholders in the future.

The highly competitive market in which we operate may limit our investment opportunities.

A number of entities compete with us to make the types of investments that we make. We compete with other BDCs and investment funds (including public and private funds, commercial and investment banks, commercial financing companies, SBICs and, to the extent they provide an alternative form of financing, private equity funds). Additionally, because competition for investment opportunities generally has increased among alternative investment vehicles, such as hedge funds, those entities have begun to invest in areas in which they have not traditionally invested. As a result of these new entrants, competition for investment opportunities has intensified in recent years and may intensify further in the future. Some of our existing and potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions and valuation requirements that the 1940 Act imposes on us as a BDC and the tax consequences of qualifying as a RIC. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this existing and potentially increasing competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.

We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors make loans with interest rates that are comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. If we match our competitors' pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss. A significant part of our competitive advantage stems from the fact that the market for investments in mid-sized companies is underserved by traditional commercial banks and other financial institutions. A significant increase in the number and/or size of our competitors in this target market could force us to accept less attractive investment terms. Furthermore, many of our competitors have greater experience operating under the regulatory restrictions of the 1940 Act and under an internalized management structure.

In the event we make distributions, we would need additional capital to finance our growth and such capital may not be available on favorable terms or at all.

We have elected and intend to qualify annually to be taxed for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. As a RIC, we must meet certain requirements, including source-of-income, asset diversification and distribution requirements in order to not have to pay corporate-level U.S. on income we distribute to our stockholders as distributions, which allows us to substantially reduce or eliminate our corporate-level U.S. federal income tax liability. As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) at the time we issue any debt or preferred stock. This requirement limits the amount of our leverage. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or issuing preferred stock and require us to raise additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. In addition, as a BDC, we are generally not permitted to issue common stock priced below NAV without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our NAV could decline.

Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.

Our board of directors has the authority to modify or waive certain of our operating policies and strategies (including our investment objective) without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results or value of our stock. Nevertheless, the effects could adversely affect our business and impact our ability to make distributions and cause you to lose all or part of your investment.

Because we borrow money, the potential for loss on amounts invested in us will be magnified and may increase the risk of investing in us.

Borrowings, also known as leverage, magnify the potential for loss on invested equity capital. If we use leverage to partially finance our investments, which we have done historically, you will experience increased risks of investing in our securities. We issued the Notes, entered into the Credit Facility, and may issue other debt securities or enter into other types of borrowing arrangements in the future. If the value of our assets decreases, leveraging would cause our NAV to decline more sharply than it otherwise would have had we not leveraged. Similarly, any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock distributions or scheduled debt payments. Leverage is generally considered a speculative investment technique and we only intend to use leverage if expected returns will exceed the cost of borrowing.

As of September 30, 2024, there was \$137.2 million of outstanding borrowings. The weighted average interest rate charged on our borrowings as of September 30, 2024 was 6.3% (exclusive of debt issuance costs). We will need to generate sufficient cash flow to make these required interest payments. If we are unable to meet the financial obligations under the Notes, the holders thereof will have the right to declare the principal amount and accrued and unpaid interest on the outstanding Notes to be due and payable immediately. If we are unable to meet the financial obligations under the Credit Facility or any other credit facility we enter into, the lenders thereunder would likely have a superior claim to our assets over our stockholders.

We are dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay distributions.

Our business is dependent on our and third parties' communications and information systems. Any failure or interruption of those systems, including as a result of the termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

- sudden electrical or telecommunications outages;
- natural disasters such as earthquakes, tornadoes and hurricanes;
- disease pandemics (such as the COVID-19 outbreak);
- events arising from local or larger scale political or social matters, including terrorist acts; and
- cyber-attacks.

These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay distributions to our stockholders.

A failure of cybersecurity systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively.

The occurrence of a disaster, such as a cyber-attack against us, certain of our portfolio companies, or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our ability to communicate or conduct business (including the business of certain portfolio companies), negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering, malware and computer virus attacks, or system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation.

Third parties with which we do business and certain of our portfolio companies may also be sources of cybersecurity or other technological risks. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as customer, counterparty, employee and borrower information. Cybersecurity failures or breaches our service providers (including, but not limited to, accountants, custodians, transfer agents and administrators), and the issuers of securities in which we invest, also have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with our ability to calculate its net asset value, impediments to trading, the inability of our stockholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputation damages, reimbursement of other compensation costs, or additional compliance costs. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure or destruction of data, or other cybersecurity incidents, with increased costs and other consequences, including those described above. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future.

Privacy and information security laws and regulation changes, and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, we may be required to expend significant additional resources to modify our protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. We currently do not maintain insurance coverage relating to cybersecurity risks, and we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are not fully insured.

[Risks Related to Our Investments \[Member\]](#)
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Risks Related to Our Investments

We may not realize gains from our equity investments.

When we make a debt investment, we may acquire warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. Our equity investments may not appreciate in value and, in fact, may decline significantly in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

Our investments are very risky and highly speculative.

We have invested materially in senior secured first lien term loans and senior secured second lien term loans issued by private companies.

Senior Secured Loans There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies.

Equity Investments When we invest in senior secured first lien term loans or senior secured second lien term loans, we may receive warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. The warrants or equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrants or equity interests, and any gains that we do realize on the disposition of any warrants or equity interests may not be sufficient to offset any other losses we experience.

In addition, investing in private companies involves a number of significant risks. See "Our investments in private portfolio companies may be risky, and you could lose all or part of your investment" below.

Our investments in private portfolio companies may be risky, and you could lose all or part of your investment.

Investments in private companies involve a number of significant risks. Generally, little public information exists about these companies, and we are required to rely on the ability of our investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Private companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. In addition, they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, private companies are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Private companies also generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, our executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from our investments in these types of companies.

We have invested in secured debt issued by our portfolio companies. In the case of our senior secured first lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks equally with the debt securities in which we invest. With respect to our senior secured second lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks above or equally with the debt securities in which we invest. In the case of debt ranking above the senior secured second lien term loans in which we invest, we would be subordinate to such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company and therefore the holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Additionally, certain loans that we make to portfolio companies may be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the loan obligations secured by the second priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing the loans we make to our portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of senior debt. Under such an intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: (1) the ability to cause the commencement of enforcement proceedings against the collateral; (2) the ability to control the conduct of such proceedings; (3) the approval of amendments to collateral documents; (4) releases of liens on the collateral; and (5) waivers of past defaults under collateral documents. We may not have the ability to control or direct such actions, even if our rights are adversely affected.

Our portfolio companies may prepay loans, which prepayment may reduce stated yields if capital returned cannot be invested in transactions with equal or greater expected yields.

Our loans to portfolio companies are prepayable at any time, and most of them at no premium to par. It is uncertain as to when each loan may be prepaid. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that allow such company the ability to replace existing financing with less expensive capital. As market conditions change frequently, it is unknown when, and if, this may be possible for each portfolio company. In the case of some of these loans, having the loan prepaid early may reduce the achievable yield for us below the stated yield to maturity contained herein if the capital returned cannot be invested in transactions with equal or greater expected yields.

Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio and our ability to make follow-on investments in certain portfolio companies may be restricted.

Following an initial investment in a portfolio company, provided that there are no restrictions imposed by the 1940 Act, we may make additional investments in that portfolio company as "follow-on" investments in order to: (1) increase or maintain in whole or in part our equity ownership percentage; (2) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (3) attempt to preserve or enhance the value of our initial investment.

We have the discretion to make any follow-on investments, subject to the availability of capital resources. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Our failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make such follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, because we are inhibited by compliance with BDC requirements or because we might lose our RIC tax treatment. We also may be restricted from making follow-on investments in certain portfolio companies to the extent that affiliates of ours hold interests in such companies.

As of September 30, 2024, 12.1% of our total assets were invested in FlexFIN, our affiliate's asset-based lending business.

This significant exposure subjects our Company to various risks associated with such business (which are identified below) to a much greater extent than companies not similarly concentrated.

Client borrowers, particularly with respect to asset-based lending activities, may lack the operating history, cash flows or balance sheet necessary to support other financing options and may expose us to additional risk.

A portion of our loan portfolio consists, through FlexFIN, of asset-based lending involving gemstones. Some of these products arise out of relationships with clients who lack the operating history, cash flows or balance sheet necessary to qualify for other financing options. This could increase our risk of loss.

12.1% of the Company's total assets (as of September 30, 2024) are invested in our affiliate's asset-based lending business and its activities are influenced by volatility in prices of gemstones and jewelry.

Our affiliate's asset-based lending business is impacted by volatility in gemstone and jewelry prices. Among the factors that can impact the price of gemstones and jewelry are supply and demand of gemstones; political, economic, and global financial events; movement of the U.S. dollar versus other currencies; and the activity of large speculators and other participants. A significant decline in market prices of gemstones could result in reduced collateral value and losses, (i.e., a lower balance of asset-based loans outstanding for the Company's affiliate.)

The gemstones and jewelry business is subject to the risk of fraud and counterfeiting.

The gemstones business is exposed to the risk of loss as a result of fraud in its various forms. We seek to minimize our exposure to fraud through a number of means, including third-party authentication and verification and the establishment of procedures designed to detect fraud. However, there can be no assurance that we will be successful in preventing or identifying fraud, or in obtaining redress in the event such fraud is detected.

We may be subject to risks associated with our investments in unitranche loans

Unitranche loans provide leverage levels comparable to a combination of first lien and second lien or subordinated loans, and may rank junior to other debt instruments issued by the portfolio company. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a heightened risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. From the perspective of a lender, in addition to making a single loan, a unitranche loan may allow the lender to choose to participate in the "first out" tranche, which will generally receive priority with respect to payments of principal, interest and any other amounts due, or to choose to participate only in the "last out" tranche, which is generally paid only after the first out tranche is paid. We may participate in "first out" and "last out" tranches of unitranche loans and make single unitranche loans, and we may suffer losses on such loans if the borrower is unable to make required payments when due.

Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

A significant number of high yield loans in the market, may consist of covenant-lite loans, or "Covenant-Lite Loans." A significant portion of the loans in which we may invest or get exposure to through our investments may be deemed to be Covenant-Lite Loans. Such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Ownership of Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

As a BDC, our ability to invest in public companies and foreign companies is limited by the 1940 Act.

To maintain our tax treatment as a BDC, we are not permitted to acquire any assets other than "qualifying assets" specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Subject to certain exceptions for follow-on investments and distressed companies, an investment in an issuer that has outstanding securities listed on a national securities exchange may be treated as qualifying assets only if such issuer has a market capitalization that is less than \$250 million at the time of such investment. In addition, we may invest up to 30% of our portfolio in opportunistic

investments which will be intended to diversify or complement the remainder of our portfolio and to enhance our returns to stockholders. These investments may include private equity investments, securities of public companies that are broadly traded and securities of non-U.S. companies. We expect that these public companies generally will have debt securities that are non-investment grade.

Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.

A portion of our investments may be in securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Although it is anticipated that most of our investments will be denominated in U.S. dollars, our investments that are denominated in a foreign currency will be subject to the risk that the value of a particular currency may change in relation to the U.S. dollar. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk or, that if we do, such strategies will be effective. As a result, a change in currency exchange rates may adversely affect our profitability.

Hedging transactions may expose us to additional risks.

We may engage in currency or interest rate hedging transactions. If we engage in hedging transactions, we may expose ourselves to risks associated with such transactions. We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transaction may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

While we may enter into transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek or be able to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations.

The disposition of our investments may result in contingent liabilities.

We currently expect that a significant portion of our investments will involve lending directly to private companies. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

If we invest in the securities and obligations of distressed and bankrupt issuers, we might not receive interest or other payments.

We may invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer of those obligations might not make any interest or other payments. We may not realize gains from our equity investments.

We are subject to risks associated with significant investments in one or more economic sectors and/or industries, including the business services sector, which includes our investment in our affiliate's asset-based lending business.

At times, the Company may have a significant portion of its assets invested in securities of companies conducting business within one or more economic sectors and/or industries, including the Services: Business sector, which includes our investment in an asset-based lending business and the insurance sector. Companies in the same sector or industry may be similarly affected by economic, regulatory, political or market events or conditions, which may make the Company more vulnerable to unfavorable developments in that sector or industry than companies that invest more broadly. Generally, the more broadly the Company invests, the more it spreads risk and potentially reduces the risks of loss and volatility.

As of September 30, 2024, investments in our affiliate's asset-based lending business constituted 12.1% of our total assets. See above, under Item 1A for risk factors related to our investment in that business. See "Subsequent Events" for a discussion of our investment in an insurance business.

[Risks Related to Our Operations as a BDC and a RIC \[Member\]](#)

[General Description of Registrant \[Abstract\]](#)

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Risks Related to Our Operations as a BDC and a RIC

Regulations governing our operation as a BDC may limit our ability to, and the way in which we raise additional capital, which could have a material adverse impact on our liquidity, financial condition and results of operations.

Our business requires a substantial amount of capital to operate and grow. We may acquire additional capital from the issuance of senior securities (including debt and preferred stock), the issuance of additional shares of our common stock or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. Additionally, we may only issue senior securities up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after such issuance or incurrence. If our assets decline in value and we fail to satisfy this test, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales or repayment may be disadvantageous, which could have a material adverse impact on our liquidity, financial condition and results of operations. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.

Changes in the laws or regulations governing our business, or changes in the interpretations thereof, and any failure by us to comply with these laws or regulations, could have a material adverse effect on our business, results of operations or financial condition.

Changes in the laws or regulations or the interpretations of the laws and regulations that govern BDCs, RICs or non-depository commercial lenders could significantly affect our operations and our cost of doing business. We are subject to federal, state and local laws and regulations and are subject to judicial and administrative decisions that affect our operations, including our loan originations, maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, we may have to incur significant expenses in order to comply, or we might have to restrict our operations. In addition, if we do not comply with applicable laws, regulations and decisions, we may lose licenses needed for the conduct of our business and may be subject to civil fines and criminal penalties.

As an internally managed BDC, we are subject to certain restrictions that may adversely affect our ability to offer certain compensation structures.

As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which limits our ability to attract and retain talented investment management professionals. As such, these limitations could inhibit our ability to grow, pursue our business plan and attract and retain professional talent, any or all of which may have a negative impact on our business, financial condition and results of operations.

As an internally managed BDC, we are dependent upon our management team and investment professionals for their time availability and for our future success, and if we are not able to hire and retain qualified personnel, or if we lose key members of our senior management team, our ability to implement our business strategy could be significantly harmed.

As an internally managed BDC, our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and investment professionals. We depend upon the members of our management and our investment professionals for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships on which we rely to implement our business plan. If we lose the services of key members of our senior management team, we may not be able to operate the business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer. We believe our future success will depend, in part, on our ability to identify, attract and retain sufficient numbers of highly skilled employees. If we do not succeed in identifying, attracting and retaining such personnel, we may not be able to operate our business as we expect. As an internally managed BDC, our compensation structure is determined and set by our Board of Directors and its Compensation Committee. This structure currently includes salary, bonus and incentive compensation. We are subject to limitations by the 1940 Act on our ability to employ an incentive compensation structure that directly ties performance of our investment portfolio and results of operations to incentive compensation. Members of our senior management team may receive offers of more flexible and attractive compensation arrangements from other companies, particularly from investment advisers to externally managed BDCs that are not subject to the same limitations on incentive-based compensation that we are subject to as an internally managed BDC. A departure by one or more members of our senior management team could have a negative impact on our business, financial condition and results of operations.

We cannot predict how tax reform legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.

Legislative or other actions relating to taxes could have a negative effect on us, our investments, or our stockholders. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. We cannot predict with certainty how any changes in the tax laws might affect us, our stockholders, or our portfolio investments. New legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our stockholders of such qualification, or could have other adverse consequences. Stockholders are urged to consult with their tax advisors regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.

Legislation that became effective in 2018 may allow the Company to incur additional leverage, which could increase the risk of investing in the Company.

The 1940 Act generally prohibits the Company from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, in March 2018, the SBCA was signed into law, which included various changes to regulations under the federal securities laws that impact BDCs. The SBCA included changes to the 1940 Act to allow BDCs to decrease their asset coverage requirement from 200% to 150%, if certain requirements are met. Under the 1940 Act, the Company is allowed to increase its leverage capacity if our stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Acts allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such proposal. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.

Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect the Company's ability to pay common stock dividends, scheduled debt payments or other payments related to our securities.

If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.

As a BDC, we may not acquire any assets other than "qualifying assets" unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See "Regulation". Our intent is that a substantial portion of the investments that we acquire will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could be found to be in violation of the 1940 Act provisions applicable to BDCs and possibly lose our tax treatment as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.

We would become subject to corporate-level U.S. federal income tax if we are unable to maintain our qualification as a RIC under Subchapter M of the Code or satisfy RIC distribution requirements.

We have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. No assurance can be given that we will be able to maintain our qualification as a RIC. To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements.

- The annual distribution requirement for a RIC is satisfied if we timely distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized short-term capital gains in excess of realized net long-term capital losses. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next year and pay a 4% U.S. federal excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year that generated such taxable income.
- The source of income requirement is satisfied if we obtain at least 90% of our gross income for each taxable year from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or other securities or foreign currencies or other income derived with respect to our business of investing in such stock, securities or currencies and net income derived from an interest in a "qualified publicly traded partnership" (as defined in the Code).
- The asset diversification requirement is satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. To satisfy this requirement, at least 50% of the value of our assets must consist of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer (which for these purposes includes the equity securities of a "qualified publicly traded partnership"). In addition, no more than 25% of the value of our assets can be invested in the securities, other than U.S. Government securities or securities of other RICs, (1) of one issuer (2) of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or (3) of one or more "qualified publicly traded partnerships".

If we fail to qualify for RIC tax treatment for any reason or are subject to corporate-level U.S. federal income tax, the resulting corporate-level taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. In addition, to the extent we had unrealized gains, we would have to establish deferred tax liabilities for taxes, which would reduce our NAV accordingly. In addition, our stockholders would lose the tax credit realized if we, as a RIC, decide to retain the net realized capital gain and make deemed distributions of net realized capital gains, and pay taxes on behalf of our stockholders at the end of the tax year. The loss of this pass-through tax treatment could have a material adverse effect on the total return of an investment in our common stock.

[Risks Relating to an Investment in our Securities \[Member\]](#)
[General Description of Registrant \[Abstract\]](#)
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Risks Relating to an Investment in Our Securities

Investing in our securities may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies involve higher levels of risk and, therefore, an investment in our securities may not be suitable for someone with lower risk tolerance.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount to their NAV and the Company's shares have not traded at or above NAV since the first quarter of 2015.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount from NAV. This characteristic of closed-end investment companies and business development companies is separate and distinct from the risk that our NAV per share may decline. Our common stock has not traded at or above NAV since the first quarter of 2015, and we cannot predict whether our common stock will trade at, above or below NAV in the future.

The market price of our common stock fluctuates.

The market price and liquidity of the market for shares of our common stock fluctuates and may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance.

These factors include:

- significant volatility in the market price and trading volume of securities of business development companies or other companies in our sector, which are not necessarily related to the operating performance of the companies;
- changes in regulatory policies, accounting pronouncements or tax guidelines, particularly with respect to BDCs or RICs;
- loss of our qualification as a RIC or BDC;
- changes in earnings or variations in operating results;
- changes in the value of our portfolio of investments;
- changes in accounting guidelines governing valuation of our investments;
- any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;
- departure of our key personnel;
- operating performance of companies comparable to us;
- general economic trends and other external factors; and
- loss of a major funding source.

Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.

The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.

The NAV per share of our common stock may be diluted if we sell shares of our common stock in one or more offerings at prices below the then current NAV per share of our common stock or securities to subscribe for or convertible into shares of our common stock.

While we currently do not have the requisite stockholder approval to sell shares of our common stock at a price or prices below our then current NAV per share, we may seek such approval in the future. In addition, at our 2012 Annual Meeting of Stockholders, we received approval from our stockholders to authorize the Company, with the approval of our board of directors, to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions as set forth in the proxy statement. Such authorization has no expiration.

Any decision to sell shares of our common stock below its then current NAV per share or issue securities to subscribe for or convertible into shares of our common stock would be subject to the determination by our board of directors that such issuance is in our and our stockholders' best interests.

If we were to sell shares of our common stock below its then current NAV per share, such sales would result in an immediate dilution to the NAV per share of our common stock. This dilution would occur as a result of the sale of shares at a price below the then current NAV per share of our common stock and a proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest in us than the increase in our assets resulting from such issuance.

Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect cannot be predicted.

If we issue warrants or securities to subscribe for or convertible into shares of our common stock, subject to certain limitations, the exercise or conversion price per share could be less than NAV per share at the time of exercise or conversion (including through the operation of anti-dilution protections). Because we would incur expenses in connection with any issuance of such securities, such issuance could result in a dilution of the NAV per share at the time of exercise or conversion. This dilution would include reduction in NAV per share as a result of the proportionately greater decrease in the stockholders’ interest in our earnings and assets and their voting interest than the increase in our assets resulting from such issuance.

Further, if our current stockholders do not purchase any shares to maintain their percentage interest, regardless of whether such offering is above or below the then current NAV per share, their voting power will be diluted. For example, if we sell an additional 10% of our shares of common stock at a 5% discount from NAV, a stockholder who does not participate in that offering for its proportionate interest will suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries activities.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries’ ability to, among other things, issue securities or otherwise incur additional indebtedness or other obligations, and in certain cases we may need the approval of WoodForest, as the Administrative Agent, in order to incur further indebtedness. In addition, the Credit Facility contains customary events of default for credit facilities of this type, including (without limitation): nonpayment of principal, interest, fees or other amounts after a stated grace period; inaccuracy of material representations and warranties; change of control; violations of covenants, subject in certain cases to stated cure periods; and certain bankruptcies and liquidations. If an event of default occurs and is continuing, the Company may be required to repay all amounts outstanding under the Credit Facility, which would adversely affect our liquidity position and, in turn, could force us to dispose of investments at inopportune times at reduced prices. Repayment could also adversely affect our ability to implement our investment strategy and achieve our investment objectives.

If we issue preferred stock, the NAV and market value of our common stock may become more volatile.

If we issue preferred stock, we cannot assure you that such issuance would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock would likely cause the NAV and market value of our common stock to become more volatile. If the dividend rate on the preferred stock were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock were to exceed the net rate of return on our portfolio, the leverage would result in a lower rate of return to the holders of our common stock than if we had not issued preferred stock. Any decline in the NAV of our investments would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in NAV to the holders of our common stock than if we were not leveraged through the issuance of preferred stock. This greater NAV decrease would also tend to cause a greater decline in the market price for our common stock. We might be in danger of failing to maintain the required asset coverage of the preferred stock or of losing our ratings on the preferred stock or, in an extreme case, our current investment income might not be sufficient to meet the dividend requirements on the preferred stock. In order to counteract such an event, we might need to liquidate investments in order to fund a redemption of some or all of the preferred stock. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, including higher advisory fees if our total return exceeds the dividend rate on the preferred stock. Holders of preferred stock may have different interests than holders of our common stock and may at times have disproportionate influence over our affairs.

Holders of any preferred stock we might issue would have the right to elect members of the board of directors and class voting rights on certain matters.

Holders of any preferred stock we might issue, voting separately as a single class, would have the right to elect two members of the board of directors at all times and in the event dividends become two full years in arrears, would have the right to elect a majority of our directors until such arrearage is completely eliminated. In addition, preferred stockholders would have class voting rights on certain matters, including changes in fundamental investment restrictions and conversion to open-end status, and accordingly would be able to veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies or the terms of any credit facility to which the Company is a party, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes. While we would intend to redeem our preferred stock to the extent necessary to enable us to distribute our income as required to maintain our qualification as a RIC, there can be no assurance that such actions could be effected in time to meet the tax requirements.

Our business and operations could be negatively affected if we become subject to any securities class actions and derivative lawsuits, which could cause us to incur significant expense, hinder execution of investment strategy and impact our stock price.

In the past, following periods of volatility in the market price of a company’s securities, securities class-action litigation has often been brought against that company. Stockholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management’s and our board of directors’ attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism.

[Risks of the Insurance Business \[Member\]](#)
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Risks of the Insurance Business

Risks Related to Life Insurance

Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG’s financial results, capitalization and financial condition.

Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG’s earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions.

NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect.

NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions.

If NSG’s actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves.

NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG’s financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free cash flow and liquidity. This could impact NSG’s risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also “NSG’s actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition” below.

Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete.

In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate sufficient premiums to cover NSG’s cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interests rates or inflation. Such risks may result in NSG’s pricing being based on outdated, inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG’s margins, or it could overprice risks, which could reduce NSG’s volume and competitiveness.

Public health crises, extreme mortality events or similar occurrences may adversely impact NSG’s business, financial condition, or results of operations.

NSG’s life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG’s products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG’s products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG’s assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations.

Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels.

NSG’s insurance business is exposed to the risk of unanticipated or extraordinary early policyholder withdrawals or surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as

market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition.

Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations.

Risks Related to Property & Casualty Insurance

If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected.

NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results.

The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results.

NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include, among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts.

NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows.

NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate.

These variables are affected by both internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pool's ability to pay.

Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations.

There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued.

NSG's failure to accurately and timely pay claims could materially and adversely affect its business.

Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of operations and prospects.

The property and casualty insurance business is historically cyclical in nature, which may affect NSG's financial performance, cause its operating results to vary from quarter to quarter and may not be indicative of future performance.

The supply of property and casualty insurance is related to prevailing prices, the level of insured losses and the level of capital available to the industry that, in turn, may fluctuate in response to changes in rates of return on investments being earned in the insurance industry. As a result, the property and casualty insurance business historically has been a cyclical industry characterized by periods of intense price competition due to excessive underwriting capacity as well as periods when shortages of capacity increased premium levels. In addition, demand for property and casualty insurance depends on numerous factors, including the frequency and severity of catastrophic events, levels of capacity, the introduction of new capital providers and general economic conditions. All of these factors fluctuate and may contribute to price declines in the insurance industry generally. As a result, NSG's operating results are subject to fluctuation.

If actual renewals do not meet expectations or if NSG chooses not to write renewals because of pricing conditions, its written premium in future years and its future operations would be materially adversely affected.

Risks Related to the Insurance Business Generally

Competition for business in the insurance industry is intense.

NSG faces competition from specialty insurance companies, standard insurance companies and underwriting agencies. Competition among insurance companies is based on a number of factors, including reputation, name recognition, credit ratings, financial strength ratings, relationships with distribution partners, terms and conditions of products offered, and speed of claims payment. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition. In addition, some of NSG's competitors are larger and have greater financial, marketing, and other resources than NSG has, and are able to absorb large losses more easily. NSG's competitors may also offer more competitive pricing, a broader range of products and have greater claims-paying ability. NSG may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect NSG's ability to price its products at risk-adequate

Because NSG's business depends on insurance retail agents and brokers, NSG is exposed to certain risks arising out of its reliance on these distribution channels.

NSG's products are distributed through independent retail agents and brokers. Retail agents and brokers generally own the renewal rights, making NSG's business model dependent on its relationships with, and the success of, the retail agents and brokers with whom it does business. NSG relies on a core number of brokers that account for a substantial number of policies, and its relationships with its brokers and retail agents may be discontinued at any time. If one or more such distributors were to terminate its relationship with NSG or reduce the amount of sales it produces, NSG's results of operations could be adversely affected. Even if the relationships do continue, they may not be on terms that are profitable for NSG. A deterioration in the relationships with distributors or failure to provide competitive compensation could lead these distributors to place more premium with other carriers and less premium with NSG. Also, NSG's distributors may in any event choose to concentrate their efforts in selling their firm's own products or NSG's other competitors' products instead of NSG's.

NSG could also be adversely affected by consolidation in its distribution sales channels. Consolidation could result in loss of market access. NSG could also be negatively affected due to loss of talent as the people most knowledgeable about NSG's products and with whom NSG has developed strong working relationships exit the business following an acquisition, or, increases in its commission costs as larger distributors acquire more negotiating leverage over their fees.

Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and remitted to NSG, and NSG could be adversely affected if the brokers collect premiums but do not remit them to NSG. Despite the premiums not being paid to NSG, NSG may be required under applicable law to provide the coverage set forth in the policy. Consequently, NSG assumes a degree of credit risk associated with the brokers with which it works. Similarly, if NSG is limited in its ability to cancel policies for non-payment, its underwriting profits may decline and its financial condition and results of operations could be materially and adversely affected.

Insurance companies are subject to extensive regulation, which varies from jurisdiction to jurisdiction and may change from time to time.

NSG is subject to extensive regulation which may adversely affect its ability to achieve its business objectives, and noncompliance with these regulations could subject NSG to penalties, including fines and suspensions, which may adversely affect its financial condition and results of operations. Applicable laws and rules are subject to change by legislation or administrative or judicial interpretation, and changes in regulation could limit NSG's discretion or make it more expensive to conduct business.

In addition, state insurance regulators have broad discretion to deny or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, NSG follows practices based on its interpretations of regulations or practices that it believes generally to be followed by the industry which may turn out to be different from the interpretations of regulatory authorities. If NSG does not have the requisite licenses and approvals or does not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend it from carrying on some or all of its activities in their state or could otherwise penalize NSG. This could adversely affect NSG's ability to operate its business. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with NSG's operations and require it to bear additional costs of compliance, which could adversely affect its ability to operate its business.

Also, because its products are sold through independent agents, NSG has less control over how products are sold, including with respect to legal compliance. While NSG expects its agents to comply with their contractual obligations and applicable law, NSG has limited control over how such agents conduct their business. If violations are attributed to NSG, NSG could incur significant fines, and if attributed to its agents, may cause the agents to stop selling NSG's products.

NSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform.

NSG purchases reinsurance from third parties to limit its risk on individual policies, and in the case of property insurance, limit its risk in the event of a catastrophe in various geographic areas (including, without limitation, the risk of hurricanes and tornado activity in the states in which it operates). If NSG is unable to renew expiring reinsurance contracts or enter into new reinsurance arrangements on acceptable terms, NSG's loss exposure could increase, which would increase potential losses related to such loss events. If NSG is unwilling to bear an increase in loss exposure, it may need to reduce the level of its underwriting commitments which could materially adversely affect its business, financial condition and results of operations. In addition, reinsurers may exclude certain coverages from, or alter terms in, the reinsurance contracts NSG enters into with them. NSG, like other insurance companies, could write insurance policies which to some extent do not have the benefit of reinsurance protection, but these gaps in reinsurance protection expose NSG to greater risk and greater potential losses.

Although reinsurance makes the reinsurer liable to NSG to the extent the risk is transferred or ceded to the reinsurer, it does not relieve NSG (the ceding insurer) of its primary liability to policyholders. Reinsurers may not pay claims NSG incurs on a timely basis, or they may not pay some or all of these claims. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. In addition, NSG's reinsurance may be

concentrated among a few reinsurance carriers, meaning that if one or more of these reinsurers do not renew, default on payment of claims, or become insolvent, NSG could incur increased net losses and its financial condition could be adversely affected.

A downgrade or potential downgrade in NSG's financial strength rating could adversely affect its business.

Participants in the insurance industry use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of insurers. Downgrades in NSG's financial strength rating could cause NSG's partners to choose more highly rated competitors; increase the cost or reduce the availability of reinsurance; limit or prevent the ability to write or renew insurance contracts; limit access to capital markets; increase costs of capital; reduce new sales of insurance products; increase regulatory scrutiny; provide termination rights to reinsurers; require reduced pricing to remain competitive; and increase the number or amount of policy surrenders and withdrawals by contract holders and policyholders, among other consequences.

Performance of NSG's investment portfolio is subject to a variety of investment risks that could adversely affect its financial results.

NSG's results of operations depend, in part, on the performance of its investment portfolio, and its investments are subject to general economic conditions and market risks as well as risks inherent to specific securities. NSG's primary market risk exposures are to changes in interest rates and equity prices. Should interest rates decline, a low interest rate environment would place pressure on NSG's net investment income. Increases in interest rates could cause the values of NSG's fixed income securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in its portfolio and the amount by which interest rates increase.

During periods of market disruption, including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of NSG's securities if trading becomes less frequent or market data becomes less observable. In addition, in times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In those cases, the valuation process includes inputs that are less observable and require more subjectivity and management judgment. If NSG is forced to sell certain of its investments during periods of market volatility or disruption, market prices may be lower than their carrying. This could result in realized losses, which could have a material adverse effect on NSG's financial condition and results of operations. It could also affect financial ratios, brining NSG out of compliance with its credit instruments and rating agency capital adequacy measures.

NSG's debt investments are subject to the risk that investments may default or become impaired due to deterioration in the financial condition of the issuer, or due to deterioration in the financial condition of an insurer that guarantees the issuer's payments. Downgrades in the credit ratings of fixed maturity securities (where rated) could also have a significant negative effect on the market valuation of such securities. Mortgage loans are subject to a variety of risks relating to the supply and demand of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility, interest rate fluctuations and issuer defaults, among others.

NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition.

NSG maintains reserves to cover its estimated exposure for claims relating to its issued insurance policies. Reserves do not represent an exact calculation of exposure, but instead represent NSG's best estimates using actuarial and statistical procedures. Reserve estimates are refined as experience develops. Because establishing reserves is an inherently uncertain process involving estimates of future losses, future developments may require NSG to increase policy benefit reserves, which would restrict its use of cash that might otherwise be used for other purposes, negatively affecting its results of operations, and limit the dividends and distributions that it is able to make to the Company.

NSG is subject to minimum capital and surplus requirements, and failure to meeting these requirements could subject it to regulatory action or other restrictions.

NSG is subject to minimum capital and surplus requirements. Failure to satisfy these requirements could result in regulatory action, prevent NSG from selling new business or require guarantees, all of which could have a material and adverse impact on NSG's competitiveness, operational flexibility, financial condition and results of operations. Failure to satisfy these requirements could also preclude NSG from making dividends and distributions to the Company.

A decline in NSG's risk-based capital ("RBC") ratio could result in in increased scrutiny by insurance regulators and rating agencies and could have a material adverse effect on its financial condition and results of operations.

The NAIC has established model regulations that provide minimum capitalization requirements based on RBC formulas for insurance companies. A failure to meet these requirements could subject NSG to increased scrutiny or corrective action imposed by insurance regulators, including limitations on its ability to write additional business, increased regulatory supervision, or seizure or liquidation. A decline in RBC ratio, whether or not it results in a failure to meet applicable RBC requirements, could limit NSG's ability to make distributions, could result in a loss of customers or new business or result in a downgrade of NSG's financial strength rating.

Employees of NSG or its third-party service providers may take excessive risks which could negatively affect NSG's financial condition and business.

The individuals who conduct NSG's business, including its management personnel, sales intermediaries, investment professions, and other employees, as well as employees of various third-party service providers, make decision that could expose NSG to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, among other decisions. Such individuals may take excessive risks regardless of the structure of NSG's risk management framework or its compensation program and practices, which may not effectively deter excessive risk-taking or misconduct. Similarly, NSG's controls and procedures may not be effective. If NSG's employees and the employees of third-party service providers take excessive risks, it could suffer material losses in its investment portfolio, be subject to regulatory sanctions and experience harm to its reputation.

Difficult conditions in the capital markets and the U.S. economy generally could materially adversely affect NSG's business and results of operations.

The business and results of operations of domestic insurance companies generally are materially affected by conditions in the capital markets and the U.S. economy generally. An economic downturn may be characterized by increases in inflation, higher unemployment, lower family income, lower corporate earnings, lower business investment or lower consumer spending. As a result, the demand for insurance products and their utilization could be adversely affected, as customers are unwilling or unable to purchase policies, choose to defer paying insurance premiums or stop paying insurance premiums altogether, surrender their life insurance policies for their cash value or otherwise seek to utilize the cash benefits of their policies or file property and casualty claims at elevated rates. Depending on their level of occurrence, these customer actions could materially adversely affect NSG's business and results of operations.

Climate change could have a material adverse effect on NSG's business.

Climate change could have a significant impact on longer-term natural weather trends, potentially impacting both NSG's property and casualty insurance business and its life insurance business. Rising temperatures and changes in weather patterns could impact storm frequency and severity and thereby negatively affect claims experience, reinsurance costs and product pricing in NSG's property and casualty insurance business. Climate change may also impact life expectancies, influencing mortality assumptions used in pricing and reserve calculations in its insurance business. Because of the unpredictability of the long-term effects of climate change, NSG may be unable to accurately factor these effects into its assumptions and models, and its business could suffer as a result.

[Risks Related to Life Insurance \[Member\]](#)
[General Description of Registrant \[Abstract\]](#)
[Risk \[Text Block\]](#)

Risks Related to Life Insurance

Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG's financial results, capitalization and financial condition.

Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG's earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions.

NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect.

NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions.

If NSG's actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves.

NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG's financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free cash flow and liquidity. This could impact NSG's risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also "NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition" below.

Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete.

In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate sufficient premiums to cover NSG's cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interest rates or inflation. Such risks may result in NSG's pricing being based on outdated, inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG's margins, or it could overprice risks, which could reduce NSG's volume and competitiveness.

Public health crises, extreme mortality events or similar occurrences may adversely impact NSG's business, financial condition, or results of operations.

NSG's life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG's products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG's products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG's assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations.

Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels.

NSG's insurance business is exposed to the risk of unanticipated or extraordinary early policyholder withdrawals or surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition.

Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations.

[Risks Related to Property & Casualty Insurance \[Member\]](#)

[General Description of Registrant \[Abstract\]](#)

[Risk \[Text Block\]](#)

Risks Related to Property & Casualty Insurance

If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected.

NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results.

The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results.

NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include, among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts.

NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows.

NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate.

These variables are affected by both internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pool's ability to pay.

Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations.

There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued.

NSG's failure to accurately and timely pay claims could materially and adversely affect its business.

Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of operations and prospects.

The property and casualty insurance business is historically cyclical in nature, which may affect NSG's financial performance, cause its operating results to vary from quarter to quarter and may not be indicative of future performance.

The supply of property and casualty insurance is related to prevailing prices, the level of insured losses and the level of capital available to the industry that, in turn, may fluctuate in response to changes in rates of return on investments being earned in the insurance industry. As a result, the property and casualty insurance business historically has been a cyclical industry characterized by periods of intense price competition due to excessive underwriting capacity as well as periods when shortages of capacity increased premium levels. In addition, demand for property and casualty insurance depends on numerous factors, including the frequency and severity of catastrophic events, levels of capacity, the introduction of new capital providers and general economic conditions. All of these factors fluctuate and may contribute to price declines in the insurance industry generally. As a result, NSG's operating results are subject to fluctuation.

If actual renewals do not meet expectations or if NSG chooses not to write renewals because of pricing conditions, its written premium in future years and its future operations would be materially adversely affected.

[Risks Related to the Insurance Business Generally \[Member\]](#)

[General Description of Registrant \[Abstract\]](#)

[Risk \[Text Block\]](#)

Risks Related to the Insurance Business Generally

Competition for business in the insurance industry is intense.

NSG faces competition from specialty insurance companies, standard insurance companies and underwriting agencies. Competition among insurance companies is based on a number of factors, including reputation, name recognition, credit ratings, financial strength ratings, relationships with distribution partners, terms and conditions of products offered, and speed of claims payment. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition. In addition, some of NSG's competitors are larger and have greater financial, marketing, and other resources than NSG has, and are able to absorb large losses more easily. NSG's competitors may also offer more competitive pricing, a broader range of products and have greater claims-paying ability. NSG may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect NSG's ability to price its products at risk-adequate

Because NSG's business depends on insurance retail agents and brokers, NSG is exposed to certain risks arising out of its reliance on these distribution channels.

NSG's products are distributed through independent retail agents and brokers. Retail agents and brokers generally own the renewal rights, making NSG's business model dependent on its relationships with, and the success of, the retail agents and brokers with whom it does business. NSG relies on a core number of brokers that account for a substantial number of policies, and its relationships with its brokers and retail agents may be discontinued at any time. If one or more such distributors were to terminate its relationship with NSG or reduce the amount of sales it produces, NSG's results of operations could be adversely affected. Even if the relationships do continue, they may not be on terms that are profitable for NSG. A deterioration in the relationships with distributors or failure to provide competitive compensation could lead these distributors to place more premium with other carriers and less premium with NSG. Also, NSG's distributors may in any event choose to concentrate their efforts in selling their firm's own products or NSG's other competitors' products instead of NSG's.

NSG could also be adversely affected by consolidation in its distribution sales channels. Consolidation could result in loss of market access. NSG could also be negatively affected due to loss of talent as the people most knowledgeable about NSG's products and with whom NSG has developed strong working relationships exit the business following an acquisition, or, increases in its commission costs as larger distributors acquire more negotiating leverage over their fees.

Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and remitted to NSG, and NSG could be adversely affected if the brokers collect premiums but do not remit them to NSG. Despite the premiums not being paid to NSG, NSG may be required under applicable

law to provide the coverage set forth in the policy. Consequently, NSG assumes a degree of credit risk associated with the brokers with which it works. Similarly, if NSG is limited in its ability to cancel policies for non-payment, its underwriting profits may decline and its financial condition and results of operations could be materially and adversely affected.

Insurance companies are subject to extensive regulation, which varies from jurisdiction to jurisdiction and may change from time to time.

NSG is subject to extensive regulation which may adversely affect its ability to achieve its business objectives, and noncompliance with these regulations could subject NSG to penalties, including fines and suspensions, which may adversely affect its financial condition and results of operations. Applicable laws and rules are subject to change by legislation or administrative or judicial interpretation, and changes in regulation could limit NSG’s discretion or make it more expensive to conduct business.

In addition, state insurance regulators have broad discretion to deny or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, NSG follows practices based on its interpretations of regulations or practices that it believes generally to be followed by the industry which may turn out to be different from the interpretations of regulatory authorities. If NSG does not have the requisite licenses and approvals or does not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend it from carrying on some or all of its activities in their state or could otherwise penalize NSG. This could adversely affect NSG’s ability to operate its business. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with NSG’s operations and require it to bear additional costs of compliance, which could adversely affect its ability to operate its business.

Also, because its products are sold through independent agents, NSG has less control over how products are sold, including with respect to legal compliance. While NSG expects its agents to comply with their contractual obligations and applicable law, NSG has limited control over how such agents conduct their business. If violations are attributed to NSG, NSG could incur significant fines, and if attributed to its agents, may cause the agents to stop selling NSG’s products.

NSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform.

NSG purchases reinsurance from third parties to limit its risk on individual policies, and in the case of property insurance, limit its risk in the event of a catastrophe in various geographic areas (including, without limitation, the risk of hurricanes and tornado activity in the states in which it operates). If NSG is unable to renew expiring reinsurance contracts or enter into new reinsurance arrangements on acceptable terms, NSG’s loss exposure could increase, which would increase potential losses related to such loss events. If NSG is unwilling to bear an increase in loss exposure, it may need to reduce the level of its underwriting commitments which could materially adversely affect its business, financial condition and results of operations. In addition, reinsurers may exclude certain coverages from, or alter terms in, the reinsurance contracts NSG enters into with them. NSG, like other insurance companies, could write insurance policies which to some extent do not have the benefit of reinsurance protection, but these gaps in reinsurance protection expose NSG to greater risk and greater potential losses.

Although reinsurance makes the reinsurer liable to NSG to the extent the risk is transferred or ceded to the reinsurer, it does not relieve NSG (the ceding insurer) of its primary liability to policyholders. Reinsurers may not pay claims NSG incurs on a timely basis, or they may not pay some or all of these claims. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. In addition, NSG’s reinsurance may be concentrated among a few reinsurance carriers, meaning that if one or more of these reinsurers do not renew, default on payment of claims, or become insolvent, NSG could incur increased net losses and its financial condition could be adversely affected.

A downgrade or potential downgrade in NSG’s financial strength rating could adversely affect its business.

Participants in the insurance industry use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of insurers. Downgrades in NSG’s financial strength rating could cause NSG’s partners to choose more highly rated competitors; increase the cost or reduce the availability of reinsurance; limit or prevent the ability to write or renew insurance contracts; limit access to capital markets; increase costs of capital; reduce new sales of insurance products; increase regulatory scrutiny; provide termination rights to reinsurers; require reduced pricing to remain competitive; and increase the number or amount of policy surrenders and withdrawals by contract holders and policyholders, among other consequences.

Performance of NSG’s investment portfolio is subject to a variety of investment risks that could adversely affect its financial results.

NSG’s results of operations depend, in part, on the performance of its investment portfolio, and its investments are subject to general economic conditions and market risks as well as risks inherent to specific securities. NSG’s primary market risk exposures are to changes in interest rates and equity prices. Should interest rates decline, a low interest rate environment would place pressure on NSG’s net investment income. Increases in interest rates could cause the values of NSG’s fixed income securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in its portfolio and the amount by which interest rates increase.

During periods of market disruption, including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of NSG’s securities if trading becomes less frequent or market data becomes less observable. In addition, in times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In those cases, the valuation process includes inputs that are less observable and require more subjectivity and management judgment. If NSG is forced to sell certain of its investments during periods of market volatility or disruption, market prices may be lower than their carrying. This could result in realized losses, which could have a material adverse effect on NSG’s financial condition and results of operations. It could also affect financial ratios, brining NSG out of compliance with its credit instruments and rating agency capital adequacy measures.

NSG’s debt investments are subject to the risk that investments may default or become impaired due to deterioration in the financial condition of the issuer, or due to deterioration in the financial condition of an insurer that guarantees the issuer’s payments. Downgrades in the credit ratings of fixed maturity securities (where rated) could also have a significant negative effect on the market valuation of such securities. Mortgage loans are subject to a variety of risks relating to the supply and demand of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility, interest rate fluctuations and issuer defaults, among others.

NSG’s actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition.

NSG maintains reserves to cover its estimated exposure for claims relating to its issued insurance policies. Reserves do not represent an exact calculation of exposure, but instead represent NSG’s best estimates using actuarial and statistical procedures. Reserve estimates are refined as experience develops. Because establishing reserves is an inherently uncertain process involving estimates of future losses, future developments may require NSG to increase policy benefit reserves, which would restrict its use of cash that might otherwise be used for other purposes, negatively affecting its results of operations, and limit the dividends and distributions that it is able to make to the Company.

NSG is subject to minimum capital and surplus requirements, and failure to meeting these requirements could subject it to regulatory action or other restrictions.

NSG is subject to minimum capital and surplus requirements. Failure to satisfy these requirements could result in regulatory action, prevent NSG from selling new business or require guarantees, all of which could have a material and adverse impact on NSG’s competitiveness, operational flexibility, financial condition and results of operations. Failure to satisfy these requirements could also preclude NSG from making dividends and distributions to the Company.

A decline in NSG’s risk-based capital (“RBC”) ratio could result in in increased scrutiny by insurance regulators and rating agencies and could have a material adverse effect on its financial condition and results of operations.

The NAIC has established model regulations that provide minimum capitalization requirements based on RBC formulas for insurance companies. A failure to meet these requirements could subject NSG to increased scrutiny or corrective action imposed by insurance regulators, including limitations on its ability to write additional business, increased regulatory supervision, or seizure or liquidation. A decline in RBC ratio, whether or not it results in a failure to meet applicable RBC requirements, could limit NSG’s ability to make distributions, could result in a loss of customers or new business or result in a downgrade of NSG’s financial strength rating.

Employees of NSG or its third-party service providers may take excessive risks which could negatively affect NSG’s financial condition and business.

The individuals who conduct NSG’s business, including its management personnel, sales intermediaries, investment professions, and other employees, as well as employees of various third-party service providers, make decision that could expose NSG to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, among other decisions. Such individuals may take excessive risks regardless of the structure of NSG’s risk management framework or its compensation program and practices, which may not effectively deter excessive risk-taking or misconduct. Similarly, NSG’s controls and procedures may not be effective. If NSG’s employees and the employees of third-party service providers take excessive risks, it could suffer material losses in its investment portfolio, be subject to regulatory sanctions and experience harm to its reputation.

Difficult conditions in the capital markets and the U.S. economy generally could materially adversely affect NSG’s business and results of operations.

The business and results of operations of domestic insurance companies generally are materially affected by conditions in the capital markets and the U.S. economy generally. An economic downturn may be characterized by increases in inflation, higher unemployment, lower family income, lower corporate earnings, lower business investment or lower consumer spending. As a result, the demand for insurance products and their utilization could be adversely affected, as customers are unwilling or unable to purchase policies, choose to defer paying insurance premiums or stop paying insurance premiums altogether, surrender their life insurance policies for their cash value or otherwise seek to utilize the cash benefits of their policies or file property and casualty claims at elevated rates. Depending on their level of occurrence, these customer actions could materially adversely affect NSG’s business and results of operations.

Climate change could have a material adverse effect on NSG’s business.

Climate change could have a significant impact on longer-term natural weather trends, potentially impacting both NSG’s property and casualty insurance business and its life insurance business. Rising temperatures and changes in weather patterns could impact storm frequency and severity and thereby negatively affect claims experience, reinsurance costs and product pricing in NSG’s property and casualty insurance business. Climate change may also impact life expectancies, influencing mortality assumptions used in pricing and reserve calculations in its insurance business. Because of the unpredictability of the long-term effects of climate change, NSG may be unable to accurately factor these effects into its assumptions and models, and its business could suffer as a result.

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**Accounting Policies,
by Policy (Policies)**

[Significant
Accounting Policies
\[Abstract\]](#)
[Basis of Presentation](#)

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

Basis of Presentation
The Company is an investment company following the accounting and reporting guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification 946 (“ASC 946”), Financial Services – Investment Companies. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles (“GAAP”) and include the consolidated accounts of the Company and its wholly owned subsidiaries PhenixFIN Small Business Fund, LP, PhenixFIN SLF Funding I LLC, PhenixFIN Investment Holdings, LLC, PhenixFIN Investment Holdings Omnivere, LLC, PhenixFIN Investment Holdings AAR, LLC, and PhenixFIN Investment Holdings Amvestar, LLC. All references made to the “Company,” “we,” and “us” herein include PhenixFIN Corporation and its consolidated subsidiaries, except as stated otherwise. Additionally, the accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-K and Article 10 of Regulation S-X of the Securities Act of 1933. Certain prior period information has been reclassified to conform to current period presentation. These reclassifications have no effect on the Company’s financial positions or its results of operations as previously recorded.

[Use of Estimates in the Preparation of Financial Statements](#)

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

[Debt Issuance Costs and Deferred Financing Costs](#)

[Indemnification](#)

[Revenue Recognition](#)

[Investment Classification](#)

[Valuation of Investments](#)

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Restricted Cash and Cash Equivalents

The Company considers cash equivalents to be highly liquid investments with original maturities of three months or less. Cash and cash equivalents include deposits in a money market account. The Company deposits its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits. As of September 30, 2024 and 2023, we had \$67.6 million and \$6.0 million in cash and cash equivalents, respectively, none of which is restricted.

Debt Issuance Costs and Deferred Financing Costs

Debt issuance costs, incurred in connection with unsecured notes (see Note 5) are deferred and amortized over the life of the respective instrument. Deferred financing costs related to the issuance of revolving debt obligations (see Note 5) are deferred and amortized over the life of the respective obligation. Debt issuance costs related to any unsecured notes are presented net against the outstanding debt balance on the Consolidated Statements of Assets and Liabilities. Deferred financing costs related to any credit facilities are presented on the Consolidated Statements of Assets and Liabilities.

Indemnification

In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no material claims or payments pursuant to such agreements. The Company's individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on management's experience, the Company expects the risk of loss to be remote.

Revenue Recognition

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Discounts and premiums to par value on investments purchased are accreted and amortized into interest income over the life of the respective investment. Loan origination fees, original issue discount ("OID") and market discounts or premiums are capitalized and amortized into interest income using the effective interest method or straight-line method, as applicable.

The Company holds debt investments in its portfolio that contain a payment-in-kind ("PIK") interest provision. PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is recorded on the accrual basis to the extent such amounts are expected to be collected. PIK interest is not accrued if the Company does not expect the issuer to be able to pay all principal and interest when due. For the years ended September 30, 2024, 2023 and 2022, the Company earned approximately \$1.2 million, \$1.5 million, \$0.8 million in PIK interest, respectively.

Amendment and transaction break-up fees associated with investments in portfolio companies are recognized as income when we become entitled to such fees. Prepayment penalties received by the Company for debt instruments paid back to the Company prior to the maturity date are recorded as income upon repayment of debt. Administrative agent fees received by the Company are capitalized as deferred revenue and recorded as fee income when the services are rendered. Other income includes fees for providing managerial assistance to our portfolio companies and is recognized as revenue when earned. For the years ended September 30, 2024, 2023 and 2022, fee income was approximately \$0.5 million, \$0.3 million and \$0.4 million, respectively (see Note 9).

Investment transactions are accounted for on a trade date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the amortized cost basis of investment using the specific identification method, without regard to unrealized gains or losses previously recognized. Realized gains relating to restructuring transactions that occurred during the year ended September 30, 2024 were \$6.9 million. No realized losses relating to restructuring transactions occurred during the year ended September 30, 2024. No realized gains or losses relating to restructuring transactions occurred during the years ended September 30, 2023 and 2022. The Company reports changes in fair value of investments as net unrealized appreciation/(depreciation) on investments in the Consolidated Statements of Operations.

Management reviews all loans that become 90 days or more past due on principal or interest or when there is reasonable doubt that principal or interest will be collected for possible placement on management's designation of non-accrual status. Interest receivable is analyzed regularly and may be reserved against when deemed not collectible. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection. At September 30, 2024, certain investments in three portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$2.4 million, or 1.1% of the fair value of our portfolio. At September 30, 2023, certain investments in four portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$6.5 million, or 2.9% of the fair value of our portfolio.

Investment Classification

The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, we would be deemed to "control" a portfolio company if we owned more than 25% of its outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company. We refer to such investments in portfolio companies that we "control" as "Control Investments." Under the 1940 Act, we would be deemed to be an "Affiliated Person" of a portfolio company if we own between 5% and 25% of the portfolio company's outstanding voting securities or we are under common control with such portfolio company. We refer to such investments in Affiliated Persons as "Affiliated Investments."

Valuation of Investments

The Company applies fair value accounting to all of its financial instruments in accordance with the 1940 Act and ASC Topic 820 - Fair Value Measurements and Disclosures ("ASC 820"). ASC 820 defines fair value, establishes a framework used to measure fair value and requires disclosures for fair value measurements. In accordance with ASC 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three-level fair value hierarchy as discussed in Note 4. Fair value is a market-based measure considered from the perspective of a market participant rather than an entity specific measure. Therefore, when market assumptions are not readily available, the Company's own assumptions are set to reflect those that management believes market participants would use in pricing the financial instrument at the measurement date.

Investments for which market quotations are readily available are valued at such market quotations, which are generally obtained from an independent pricing service or multiple broker-dealers or market makers. We weight the use of third-party broker quotations, if any, in determining fair value based on our understanding of the level of actual transactions used by the broker to develop the quote and whether the quote was an indicative price or binding offer. However, debt investments with remaining maturities within 60 days that are not credit impaired are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Investments for which market quotations are not readily available are valued at fair value as determined by our Chief Financial Officer, the Company's Valuation Designee, based upon input from management and third-party valuation firms. Because these investments are illiquid and because there may not be any directly comparable companies whose financial instruments have observable market values, these loans are valued using a fundamental valuation methodology, consistent with traditional asset pricing standards, that is objective and consistently applied across all loans and through time.

Investments in investment funds are valued at fair value. Fair values are generally determined utilizing the NAV supplied by, or on behalf of, management of each investment fund, which is net of management and incentive fees or allocations charged by the investment fund and is in accordance with the "practical expedient", as defined by FASB Accounting Standards Update ("ASU") 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share*. NAVs received by, or on behalf of, management of each investment fund are based on the fair value of the investment funds' underlying investments in accordance with policies established by management of each investment fund, as described in each of their financial statements and offering memorandum. If the Company is in the process of the sale of an investment fund, fair value will be determined by actual or estimated sale proceeds.

The methodologies utilized by the Company in estimating the fair value of its investments categorized as Level 3 generally fall into the following two categories:

- The "Market Approach" uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business.
- The "Income Approach" converts future amounts (for example, cash flows or income and expenses) to a single current (that is, discounted) amount. When the Income Approach is used, the fair value measurement reflects current market expectations about those future amounts.

The Company has engaged third-party valuation firms (the "Valuation Firms") to assist it and its Valuation Designee (the Chief Financial Officer) in the valuation of its portfolio investments. The valuation reports generated by the Valuation Firms consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance multiples, and movement in yields of debt instruments, among other factors. The Company uses a market yield analysis under the Income Approach or an enterprise model of valuation under the Market Approach, or a combination thereof. In applying the market yield analysis, the value of the Company's loans are determined based upon inputs such as the coupon rate, current market yield, interest rate spreads of similar securities, the stated value of the loan, and the length to maturity. In applying the enterprise model, the Company uses a waterfall analysis, which takes into account the specific capital structure of the borrower and the related seniority of the instruments within the borrower's capital structure. To estimate the enterprise value of the portfolio company, we weigh some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value.

The methodologies and information that the Company utilizes when applying the Market Approach for performing investments include, among other things:

- valuations of comparable public companies ("Guideline Comparable Approach");
- recent sales of private and public comparable companies ("Guideline Comparable Approach");
- recent acquisition prices of the company, debt securities or equity securities ("Recent Arms-Length Transaction");
- external valuations of the portfolio company, offers from third parties to buy the company ("Estimated Sales Proceeds Approach");
- subsequent sales made by the Company of its investments ("Expected Sales Proceeds Approach"); and
- estimating the value to potential buyers.

The methodologies and information that the Company utilizes when applying the Income Approach for performing investments include:

- discounting the forecasted cash flows of the portfolio company or securities (Discounted Cash Flow ("DCF") Approach); and
- Black-Scholes model or simulation models or a combination thereof (Income Approach - Option Model) with respect to the valuation of warrants.

For non-performing investments, we may estimate the liquidation or collateral value of the portfolio company's assets and liabilities using an expected recovery model (Market Approach - Expected Recovery Analysis or Estimated Liquidation Proceeds).

We undertake a multi-step valuation process each quarter when valuing investments for which market quotations are not readily available, as described below:

- our quarterly valuation process generally begins with each portfolio investment being initially valued by a Valuation Firm;
- Available third-party market data will be reviewed by Company personnel designated by the Valuation Designee ("Fair Value Personnel") and the Valuation Firm.
- Available portfolio company data and general industry data are then reviewed by the Fair Value Personnel.
- Preliminary valuation conclusions are then documented and discussed with the Fair Value Personnel.
- The Valuation Designee then determines the fair value of each investment in the Company's portfolio in good faith based on such discussions, the Company's Valuation Policy and the Valuation Firms' final estimated valuations.
- The Valuation Designee's report is then presented to the Board of Directors and the Audit Committee.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ from the values that would have been used had a readily available market value existed for such investments, and the differences could be material. In addition, changes in the market environment (including the impact of pandemics, wars or other events on financial markets), portfolio company performance, and other events may occur over the lives of the investments that may cause the gains or losses ultimately realized on these investments to be materially different than the valuations currently assigned.

[Fair Value of Financial Instruments](#)

[Recent Accounting Pronouncements](#)

Fair Value of Financial Instruments

The carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, approximate fair value due to their short-term nature. The carrying amounts and fair values of our long-term obligations are discussed in Note 5.

Recent Accounting Pronouncements

The Company considers the applicability and impact of all accounting standard updates ("ASU") FASB. ASUs not listed were assessed by the Company and either determined to be not applicable or expected to have minimal impact on its Consolidated Financial Statements.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 202307)," which enhances disclosure requirements about significant segment expenses that are regularly provided to the chief operating decision maker (the "CODM"). ASU 2023-07, among other things, (i) requires a single segment public entity to provide all of the disclosures as required by Topic 280, (ii) requires a public entity to disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources and (iii) provides the ability for a public entity to elect more than one performance measure. ASU 2023-07 is effective for the fiscal years beginning after December 15, 2023, and interim periods beginning with the first quarter ended March 31, 2025. Early adoption is permitted and retrospective adoption is required for all prior periods presented. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact on its Consolidated Financial Statements.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09)," which intends to improve the transparency of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and is to be adopted on a prospective basis with the option to apply retrospectively. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact to its Consolidated Financial Statements.

Other than the aforementioned guidance, the Company's management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying Consolidated Financial Statements.

Federal Income Taxes

The Company has elected, and intends to qualify annually, to be treated as a RIC under Subchapter M of the Code. In order to continue to qualify as a RIC and be eligible for tax treatment under Subchapter M of the Code, among other things, the Company is required to meet certain source of income and asset diversification requirements and timely distribute to its stockholders at least 90% of the sum of investment company taxable income ("ICTI"), as defined by the Code, including PIK interest, and net tax exempt interest income (which is the excess of gross tax exempt interest income over certain disallowed deductions) for each taxable year. Depending on the level of ICTI earned in a tax year, the Company may choose to carry forward ICTI in excess of current year dividend distributions into the next tax year. Any such carryover ICTI must be distributed before the end of that next tax year through a dividend declared prior to filing the final tax return related to the year which generated such ICTI.

The Company is subject to a nondeductible U.S. federal excise tax of 4% on undistributed income if it does not distribute at least 98% of its ordinary income in any calendar year and 98.2% of its capital gain net income for each one-year period ending on October 31 of such calendar year and any income realized, but not distributed, in preceding years and on which it did not pay federal income tax. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year dividend distributions for excise tax purposes, the Company accrues excise

[Federal Income Taxes](#)

tax, if any, on estimated excess taxable income as taxable income is earned. There was no provision for federal excise tax for the calendar year ended 2023 accrued at September 30, 2024, for the calendar year ended 2022 accrued at September 30, 2023 and the calendar year ended 2021 accrued at September 30, 2022. On December 13, 2024, the Company identified that it did not distribute at least 90% of its investment company taxable income for the tax year ended September 30, 2023. The Company filed Form 9927 on December 16, 2024 notifying the IRS.

The Company's Taxable Subsidiaries accrue income taxes payable based on the applicable corporate rates on the unrealized gains generated by the investments held by the Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company did not record a deferred tax liability on the Consolidated Statements of Assets and Liabilities. The change in provision for deferred taxes is included as a component of net realized and unrealized gain/(loss) on investments in the Consolidated Statements of Operations. For the years ended September 30, 2024, 2023 and 2022, the Company did not record a change in provision for deferred taxes on the unrealized (appreciation)/depreciation on investments.

As of September 30, 2024 and 2023, the Company had a deferred tax asset of \$20.9 million and \$23.1 million, respectively, consisting primarily of net operating losses and net unrealized losses on the investments held within its Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company has booked a valuation allowance of \$20.0 million and \$23.1 million, respectively, against its deferred tax asset, as for the year ended September 30, 2024 it anticipated that its Taxable Subsidiaries would be unable to fully utilize their generated net losses.

ICTI generally differs from net investment income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. The Company may be required to recognize ICTI in certain circumstances in which it does not receive cash. For example, if the Company holds debt obligations that are treated under applicable tax rules as having original issue discount, the Company must include in ICTI each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by the Company in the same taxable year. The Company may also have to include in ICTI other amounts that it has not yet received in cash, such as 1) PIK interest income and 2) interest income from investments that have been classified as non-accrual for financial reporting purposes. Interest income on non-accrual investments is not recognized for financial reporting purposes, but generally is recognized in ICTI. Because any original issue discount or other amounts accrued will be included in the Company's ICTI for the year of accrual, the Company may be required to make a distribution to its stockholders in order to satisfy the minimum distribution requirements, even though the Company will not have received and may not ever receive any corresponding cash amount. ICTI also excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

Permanent differences between ICTI and net investment income for financial reporting purposes are reclassified among capital accounts in the financial statements to reflect their tax character. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes. During the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows:

For the Years Ended September 30			
	2024	2023	2022
Capital in excess of par value	\$ 12,468,254	\$ 20,468,622	\$ 3,276,372
Accumulated undistributed net investment income/(loss)	(12,468,254)	(20,468,622)	(3,276,372)
Total distributable earnings (loss)	-	-	-

For income tax purposes, distributions paid to stockholders are reported as ordinary income, return of capital, long term capital gains or a combination thereof. The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows:

For the Years Ended September 30			
	2024	2023	2022
Ordinary income	\$ 2,645,925	\$ -	\$ 265,798
Distributions of long term capital gains	-	-	-
Return of capital	-	-	-
Distributions on a tax basis	\$ 2,645,925	\$ -	\$ 265,798

For federal income tax purposes, the cost of investments owned at September 30, 2024, 2023 and 2022 were approximately \$259.6 million, \$264.1 million and \$262.6 million, respectively. At September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows:

For the Years Ended September 30			
	2024	2023	2022
Undistributed ordinary income	\$ 1,918,290	\$ 2,389,267	\$ -
Accumulated capital and other losses ⁽¹⁾	(515,131,566)	(512,809,528)	(485,107,934)
Other temporary differences	(41,229)	(57,438)	(73,646)
Unrealized appreciation/(depreciation)	(31,349,330)	(37,631,079)	(69,376,916)
Components of distributable earnings/(accumulated deficits) at year end	\$ (544,603,835)	\$ (548,108,778)	\$ (554,558,496)

(1) Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses.

The Company accounts for income taxes in conformity with ASC Topic 740 - Income Taxes ("ASC 740"). ASC 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Tax positions deemed to meet a "more-likely-than-not" threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Operations. There were no material uncertain income tax positions at September 30, 2024. Although we file federal and state tax returns, our major tax jurisdiction is federal. The Company's federal and state tax returns for the prior three fiscal years remain open, subject to examination by the Internal Revenue Service and applicable state tax authorities.

Segments

Segments
The Company invests in various industries. The Company separately evaluates the performance of each of its investment relationships. However, because each of these investment relationships has similar business and economic characteristics, they have been aggregated into a single investment segment. All applicable segment disclosures are included in or can be derived from the Company's financial statements. See Note 3 for further information.

[Company Investment Risk, Concentration of Credit Risk, and Liquidity Risk](#)

Company Investment Risk, Concentration of Credit Risk, and Liquidity Risk
The Company has broad discretion in making investments. Investments generally consist of debt instruments that may be affected by business, financial market or legal uncertainties. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Company's activities and the value of its investments. In addition, the value of the Company's portfolio may fluctuate as the general level of interest rates fluctuate.

The value of the Company's investments in loans may be detrimentally affected to the extent, among other things, that a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan, observable secondary or primary market yields for similar instruments issued by comparable companies increase materially or risk premiums required in the market between smaller companies, such as our borrowers, and those for which market yields are observable increase materially.

The Company's assets may, at any time, include securities and other financial instruments or obligations that are illiquid or thinly traded, making purchase or sale of such securities and financial instruments at desired prices or in desired quantities difficult. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately.

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Significant Accounting Policies (Tables)

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

[Schedule of Investments](#) During the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows:

For the Years Ended September 30			
	2024	2023	2022
Capital in excess of par value	\$ 12,468,254	\$ 20,468,622	\$ 3,276,372
Accumulated undistributed net investment income/(loss)	(12,468,254)	(20,468,622)	(3,276,372)
Total distributable earnings (loss)	-	-	-

[Schedule of Income Tax](#) The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows:

For the Years Ended September 30			
	2024	2023	2022
Ordinary income	\$ 2,645,925	\$ -	\$ 265,798
Distributions of long term capital gains	-	-	-
Return of capital	-	-	-
Distributions on a tax basis	\$ 2,645,925	\$ -	\$ 265,798

At September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows:

For the Years Ended September 30			
	2024	2023	2022
Undistributed ordinary income	\$ 1,918,290	\$ 2,389,267	\$ -
Accumulated capital and other losses ⁽¹⁾	(515,131,566)	(512,809,528)	(485,107,934)
Other temporary differences	(41,229)	(57,438)	(73,646)
Unrealized appreciation/(depreciation)	(31,349,330)	(37,631,079)	(69,376,916)
Components of distributable earnings/(accumulated deficits) at year end	\$ (544,603,835)	\$ (548,108,778)	\$ (554,558,496)

(1) Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses.

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Investments (Tables)

[Investments \[Abstract\]](#)

[Schedule of Investments at Amortized Cost and Fair Value](#) The composition of our investments as of September 30, 2024 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands):

	Amortized Cost	Percentage	Fair Value	Percentage
Senior Secured First Lien Term Loans	\$ 129,957	49.8%	\$ 113,990	50.0%
Senior Secured Notes	18,127	7.0	18,476	8.1
Fund Investment	1,746	0.7	1,525	0.7
Equity/Warrants	110,930	42.5	93,925	41.2

Total Investments	\$	260,760	100.0%	\$	227,916	100.0%
The composition of our investments as of September 30, 2023 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands):						
		Amortized Cost	Percentage		Fair Value	Percentage
Senior Secured First Lien Term Loans	\$	139,103	52.5%	\$	103,004	45.6%
Senior Secured Notes		9,512	3.6		8,922	3.9
Fund Investment		1,027	0.4		792	0.3
Equity/Warrants		115,369	43.5		113,743	50.2
Total Investments	\$	265,011	100.0%	\$	226,461	100.0%

[Schedule of Portfolio Composition by Industry Grouping at Fair Value](#)

The following table shows the portfolio composition by industry grouping at fair value at September 30, 2024 (dollars in thousands):			Fair Value	Percentage
Real Estate		\$	50,162	22.0%
Services: Business			46,706	20.5
Services: Consumer			28,121	12.3
Hotel, Gaming & Leisure			24,253	10.6
Construction & Building			17,095	7.5
High Tech Industries			12,352	5.5
Automotive			12,316	5.4
Metals & Mining			12,161	5.3
Media: Broadcasting & Subscription			9,003	4.0
Energy: Oil & Gas			4,333	1.9
Packaging			3,505	1.5
Consumer Discretionary			3,456	1.5
Aerospace & Defense			2,827	1.2
Banking			1,525	0.7
Insurance			101	0.1
Total		\$	227,916	100.0%

The following table shows the portfolio composition by industry grouping at fair value at September 30, 2023 (dollars in thousands):			Fair Value	Percentage
Services: Business		\$	47,083	20.7%
Banking, Finance, Insurance & Real Estate			43,755	19.3
Hotel, Gaming & Leisure			34,158	15.1
Services: Consumer			18,292	8.1
High Tech Industries			15,472	6.8
Construction & Building			14,676	6.5
Metals & Mining			12,517	5.5
Media: Broadcasting & Subscription			11,665	5.2
Automotive			9,520	4.2
Consumer Discretionary			6,920	3.1
Energy: Oil & Gas			5,384	2.4
Packaging			3,396	1.5
Aerospace & Defense			2,645	1.2
Retail			978	0.4
Total		\$	226,461	100.0%

[Schedule of Portfolio Composition by Geographic Location at Fair Value](#)

The following table shows the portfolio composition by geographic location at fair value at September 30, 2024 (dollars in thousands):			Fair Value	Percentage
Northeast		\$	87,269	38.3%
Southeast			61,276	26.9
Midwest			34,648	15.2
West			31,951	14.0
Southwest			2,749	1.2
Mid-Atlantic			375	0.2
International			9,648	4.2
Total		\$	227,916	100.0%

The following table shows the portfolio composition by geographic location at fair value at September 30, 2023 (dollars in thousands):			Fair Value	Percentage
Northeast		\$	92,081	40.7%
Southeast			60,116	26.5
Midwest			32,782	14.5
West			25,608	11.3
Southwest			7,661	3.4
Mid-Atlantic			201	0.1
International			8,012	3.5
Total		\$	226,461	100.0%

[Schedule of Transactions with Affiliated Investments and Controlled Investments](#)

The Company had investments in portfolio companies designated as Affiliated Investments and Controlled Investments under the 1940 Act. Transactions with Affiliated Investments and Controlled Investments during the years ended September 30, 2024 and 2023 were as follows:									
Name of Investment (1) (2)	Type of Investment	Fair Value at September 30, 2023	Purchases/(Sales) of or Advances/(Distributions)	Transfers In/(Out) of Affiliates	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2024	Earned Income	
Affiliated Investments									
All Around Roustabout, LLC	Senior Secured First Lien Term Loan C	\$ 751,479	\$ (1,096,561)	\$ (196,411)	\$ 439,778	\$ 101,715	\$ -	\$ 123,326	
	Senior Secured First Lien Term Loan A Revolving Credit Facility	4,632,177	(5,112,074)	-	9,473,068	(9,473,068)	-	-	
Black Angus Steakhouses, LLC	Term Loan	875,749	-	-	(124,542)	-	751,207	-	
	Senior Secured First Lien Term Loan	1,459,249	-	-	(1,459,249)	-	-	-	
	Senior Secured First Lien Super Priority DDTL	1,920,960	-	-	(273,184)	-	1,647,776	-	
FST Holdings Parent, LLC	Equity	10,000,003	-	-	2,351,799	-	12,351,802	199,388	
Maritime Wireless Holdings LLC	Senior Secured First Lien Term Loan B	7,500,000	(7,373,166)	-	(126,834)	-	-	535,851	
	Equity	10,150,000	(11,900,000)	-	(5,150,000)	6,900,000	-	-	
Total Affiliated Investments		\$ 37,289,617	\$ (25,481,801)	\$ (196,411)	\$ 5,130,836	\$ (1,991,456)	\$ 14,750,785	\$ 1,017,269	
Name of Investment(1)(2)	Type of Investment	Fair Value at September 30, 2023	Purchases/(Sales) of or Advances/(Distributions)	Transfers In/(Out) of Controlled	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2024	Earned Income	
Controlled Investments									
ECC Capital Corp.	Senior Secured First Lien Term Loan	-	7,422,012	-	-	-	7,422,012	962,959	
	Equity	-	4,257,002	-	614,998	-	4,872,000	33,280	
FlexFIN, LLC	Equity Interest	38,870,711	(2,187,665)	-	-	-	36,683,046	3,972,352	
Kemmerer Operations, LLC	Senior Secured First Lien Term Loan	3,383,877	5,769,816	(9,153,693)	-	-	-	268,831	
	Equity	9,133,052	(10,378,988)	-	(7,296,895)	8,542,831	-	-	
NSG Captive, Inc.	Equity	-	101,000	-	-	-	101,000	-	
NVTN LLC	Senior Secured First Lien Delayed Draw Term Loan	7,214,856	(1,693,577)	-	(21,279)	-	5,500,000	1,035,741	
	Senior Secured First Lien Term Loan B	5,037,547	-	-	11,316,042	-	16,353,589	423,013	
	Equity	-	11,900,000	-	(11,900,000)	-	-	-	
Total Controlled Investments		\$ 63,640,043	\$ 15,189,600	\$ (9,153,693)	\$ (7,287,134)	\$ 8,542,831	\$ 70,931,647	\$ 6,696,176	
Name of Investment(1)(2)	Type of Investment	Fair Value at September 30, 2022	Purchases/(Sales) of or Advances/(Distributions)	Transfers In/(Out) of Affiliates	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2023	Earned Income	
Affiliated Investments									
1888 Industrial Services, LLC	Senior Secured First Lien Term Loan C	\$ -	-	\$ -	751,479	\$ -	751,479	\$ 84,559	
	Revolving Credit Facility	4,151,562	215,622	-	264,993	-	4,632,177	553,233	
Black Angus Steakhouses, LLC	Senior Secured First Lien Delayed Draw Term Loan	758,929	116,820	-	-	-	875,749	232,614	
	Senior Secured First Lien Term Loan	1,547,918	-	-	(88,669)	-	1,459,249	159,780	
	Senior Secured First Lien Super Priority Delayed Draw Term Loan	1,500,000	420,960	-	-	-	1,920,960	360,670	
FST Holdings Parent, LLC	Equity	-	10,000,000	-	3	-	10,000,003	121,385	
Kemmerer Operations, LLC	Senior Secured First Lien Term Loan	2,378,510	-	(2,378,510)	-	-	-	89,743	
	Equity	694,702	-	(962,717)	268,015	-	-	-	
Maritime Wireless Holdings LLC	Senior Secured First Lien Term Loan A	-	(5,000,704)	4,900,000	-	100,704	-	218,788	
	Senior Secured First Lien Term Loan B	-	23,166	7,350,000	126,834	-	7,500,000	565,377	
	Equity	-	-	5,000,000	5,150,000	-	10,150,000	-	
US Multifamily, LLC	Equity	1,282,571	(1,018,344)	-	854,744	(1,118,921)	-	-	
Total Affiliated Investments		\$ 12,314,192	\$ 4,757,520	\$ 13,908,773	\$ 7,327,399	\$ (1,018,267)	\$ 37,289,617	\$ 2,386,149	
Name of Investment(1)(2)	Type of Investment	Fair Value at September 30, 2022	Purchases/(Sales) of or Advances/(Distributions)	Transfers In/(Out) of Controlled	Unrealized Gain/(Loss)	Realized Gain/(Loss)	Fair Value at September 30, 2023	Earned Income	
Controlled Investments									
FlexFIN, LLC	Equity Interest	\$ 47,136,146	\$ (8,265,435)	\$ -	\$ -	\$ -	38,870,711	\$ 3,716,676	
Kemmerer	Senior Secured First Lien Term Loan	-	-	-	-	-	-	-	

Operations, LLC	Equity	-	981,911	2,378,510	-	23,456	3,383,877	557,981
NVTN LLC	Senior Secured First Lien Delayed Draw	-	873,440	962,717	7,296,895	-	9,133,052	-
	Term Loan	7,192,927	-	-	21,929	-	7,214,856	667,312
	Senior Secured First Lien Term Loan B	3,697,109	-	-	1,340,438	-	5,037,547	-
Total Controlled Investments		\$ 58,026,182	\$ (6,410,084)	\$ 3,341,227	\$ 8,659,262	\$ 23,456	\$ 63,640,043	\$ 4,941,969

(1) The par amount and additional detail are shown in the Consolidated Schedules of Investments.
(2) Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.

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Fair Value Measurements (Tables)
Fair Value Measurements [Abstract]
Schedule of Fair Value Measurements of Our Investments

12 Months Ended
Sep. 30, 2024

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2024 (dollars in thousands):

Fair Value Hierarchy as of September 30, 2024				
Investments:	Level 1	Level 2	Level 3	Total
Senior Secured First Lien Term Loans	\$ -	\$ 45,003	\$ 68,987	\$ 113,990
Senior Secured Notes	-	11,054	7,422	18,476
Equity/Warrants	30,044	-	63,881	93,925
Total	\$ 30,044	\$ 56,057	\$ 140,290	\$ 226,391
Investments measured at net asset value ⁽¹⁾				1,525
Total Investments, at fair value				\$ 227,916

(1) Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2023 (dollars in thousands):

Fair Value Hierarchy as of September 30, 2023				
Investments:	Level 1	Level 2	Level 3	Total
Senior Secured First Lien Term Loans	\$ -	\$ 20,505	\$ 82,499	\$ 103,004
Senior Secured Notes	-	8,922	-	8,922
Equity/Warrants	24,709	6,217	82,817	113,743
Total	\$ 24,709	\$ 35,644	\$ 165,316	\$ 225,669
Investments measured at net asset value ⁽¹⁾				792
Total Investments, at fair value				\$ 226,461

(1) Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2024 (dollars in thousands):

	Senior Secured First Lien Term Loans	Senior Secured Notes	Equities/Warrants	Total
Balance as of September 30, 2023	\$ 82,499	\$ -	\$ 82,817	\$ 165,316
Purchases and other adjustments to cost	31,590	34,000	50,146	115,736
Sales (including repayments or maturities)	(32,879)	(26,578)	(63,578)	(123,035)
Net realized gains/(losses) from investments	(8,728)	-	15,331	6,603
Net unrealized gains/(losses)	19,634	-	(20,835)	(1,201)
Transfer in/(out)	(23,129)	-	-	(23,129)
Balance as of September 30, 2024	\$ 68,987	\$ 7,422	\$ 63,881	\$ 140,290

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2023 (dollars in thousands):

	Senior Secured First Lien Term Loans	Senior Secured Second Lien Term Loans	Senior Secured Notes	Equities/Warrants	Total
Balance as of September 30, 2022	\$ 74,252	\$ 2,607	\$ -	\$ 69,816	\$ 146,675
Purchases and other adjustments to cost	23,481	-	-	29,571	53,052
Sales (including repayments or maturities)	(12,840)	(2,607)	(191)	(33,213)	(48,851)
Net realized gains/(losses) from investments	162	5	9	(9,574)	(9,398)
Net unrealized gains/(losses)	(2,556)	(5)	182	26,217	23,838
Transfer in/(out)	-	-	-	-	-
Balance as of September 30, 2023	\$ 82,499	\$ -	\$ -	\$ 82,817	\$ 165,316

Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2024 (dollars in thousands):

	Fair Value	Valuation Methodology	Unobservable Input	Range (Weighted Average)	Impact to Valuation From An Increase In Input
Senior Secured First Lien Term Loans	\$ 65,236	Income Approach	Market Yield	3.5% - 42.5% (15.3%)	Decrease
Senior Secured First Lien Term Loans	2,399	Market Approach	EBITDA Multiple	1.8x - 2.3x (2.0x)	Increase
Senior Secured First Lien Term Loans	1,002	Market Approach	Market Spread	4.5% - 5.0% (4.75%)	Decrease
Senior Secured First Lien Term Loans	350	Cost Approach	Collateral Value	N/A	N/A
Senior Secured Notes	7,422	Recent Purchase	Purchase Price	N/A	N/A
Equity/Warrants	36,683	Cost Approach	Collateral Value	N/A	N/A
Equity/Warrants	27,014	Market Approach	EBITDA Multiple	4.3x - 10.3x (8.4x)	Increase
Equity/Warrants	101	Recent Purchase	Purchase Price	N/A	N/A
Equity/Warrants	83	Income Approach	DLOM (Discount for lack of Marketability)	27.0%-31.0% (29.0%)	Decrease
Total	\$ 140,290				

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2023 (dollars in thousands):

	Fair Value	Valuation Methodology	Unobservable Input	Range (Weighted Average)	Impact to Valuation From An Increase In Input
Senior Secured First Lien Term Loans	\$ 69,943	Income Approach	Market Yield	8.50% - 32.0% (13.78%)	Decrease
Senior Secured First Lien Term Loans	751	Market Approach	Revenue Multiple	0.3x - 0.3x (0.3x)	Increase
Senior Secured First Lien Term Loans	10,939	Market Approach	EBITDA Multiple	1.7x - 5.0x (3.1x)	Increase
Senior Secured First Lien Term Loans	866	Market Approach	LTM EBITDA Multiple	5.8x - 6.8x (6.3x)	Increase
Equity/Warrants	38,870	Cost Approach	Collateral Value	N/A	N/A
Equity/Warrants	11,734	Market Approach	LTM Multiple	5.8x - 6.8x (6.3x)	Increase
Equity/Warrants	22,007	Market Approach	EBITDA Multiple	1.8x - 36.8x (2.8x)	Increase
Equity/Warrants	10,000	Recent Purchase	Purchase Price	N/A - N/A (N/A)	N/A
Equity/Warrants	206	Income Approach	DLOM (Discount for lack of Marketability)	3.0x - 3.2x (3.1x)	Decrease
Total	\$ 165,316				

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Borrowings (Tables)
Borrowings [Abstract]
Schedule of Debt Issuance Costs

12 Months Ended
Sep. 30, 2024

The Company's outstanding debt excluding debt issuance costs as of September 30, 2024 and 2023 were as follows (dollars in thousands):

	September 30, 2024				September 30, 2023			
	Aggregate Principal Available ⁽¹⁾	Principal Amount Outstanding	Carrying Value	Fair Value	Aggregate Principal Available ⁽¹⁾	Principal Amount Outstanding	Carrying Value	Fair Value
2028 Notes	\$ 57,500	\$ 57,500	\$ 56,143	\$ 51,980	\$ 57,500	\$ 57,500	\$ 55,811	\$ 49,105
2028 Promissory Note	1,661	1,661	1,508	1,661	-	-	-	-

Revolving Credit Facility	9,427	78,073	78,073	78,073	21,558	28,442	28,442	28,442
Total debt	\$ 68,588	\$ 137,234	\$ 135,724	\$ 131,714	\$ 79,058	\$ 85,942	\$ 84,253	\$ 77,547
(1) For the 2028 Notes and 2028 Promissory Note, this represents the total principal amount and for the Revolving Credit Facility, this represents the undrawn principal amount.								

[Schedule of Consolidated Statements of Assets and Liabilities](#)

Debt issuance costs related to the 2028 Notes are reported on the Consolidated Statements of Assets and Liabilities as a direct deduction from the face amount of the 2028 Notes. As of September 30, 2024 and September 30, 2023, debt issuance costs related to the 2023 Notes and the 2028 Notes were as follows (dollars in thousands):

	For the year ended September 30, 2024			For the year ended September 30, 2023		
	2028 Notes	Promissory Note	Total	2023 Notes	2028 Notes	Total
Total debt issuance costs at beginning of period	\$ 1,689	\$ -	\$ 1,689	\$ 39	\$ 2,020	\$ 2,059
Debt issuance costs during the period	-	169	169	-	-	-
Amortized debt issuance costs	332	15	347	39	331	370
Unamortized debt issuance costs	\$ 1,357	\$ 154	\$ 1,511	\$ -	\$ 1,689	\$ 1,689

[Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt](#)

For the years ended September 30, 2024, 2023 and 2022, the components of interest expense, amortized debt issuance costs, amortized deferred financing costs, weighted average stated interest rate and weighted average outstanding debt balance for the 2023 Notes, 2028 Notes and Credit Facility were as follows (dollars in thousands):

	For the Years Ended September 30,		
	2024	2023	2022
2023 Notes Interest	\$ -	\$ 410	\$ 1,749
2028 Notes Interest	3,019	3,019	2,996
2028 Promissory Note	36	-	-
Credit Facility Interest	2,533	1,390	-
Commitment fees	108	56	-
Amortization of deferred financing costs	566	287	-
Amortization of debt issuance costs	347	370	368
Total	\$ 6,609	\$ 5,532	\$ 5,113
Weighted average stated interest rate	6.3%	5.9%	6.0%
Weighted average debt outstanding	\$ 88,467	\$ 81,600	\$ 85,398

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Agreements (Tables)

12 Months Ended
Sep. 30, 2024

[Agreements \[Abstract\]](#)
[Schedule of Target Performance Award for each Executive Officer](#)

The Target Performance Award for each executive officer for the 2022 LTIP Plan, 2023 LTIP Plan, and the 2024 LTIP Plan is set forth in the table below:

Name and Title	Dollar Value of Target Award
David Lorber, Chairman of the Board and Chief Executive Officer	\$ 890,000
Ellida McMillan, Chief Financial Officer	380,000

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Commitments
(Tables)

12 Months Ended
Sep. 30, 2024

[Commitments \[Abstract\]](#)
[Schedule of Composition of the Unfunded Commitments](#)

A summary of the composition of the unfunded commitments as of September 30, 2024 and 2023 is shown in the table below (dollars in thousands):

	September 30, 2024	September 30, 2023
Secure Acquisition Inc. (dba Paragon Films) - Senior Secured First Lien Delayed Draw Term Loan	\$ -	\$ 517
NVTN LLC - Senior Secured First Lien Delayed Draw Term Loan	-	220
Deer Management Systems LLC - Senior Secured First Lien Delayed Draw Term Loan	-	600
XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - First Out Delayed Draw Term Loan	57	-
XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - Last Out Delayed Draw Term Loan	246	-
Tamarix Capital Partners II, L.P. - Fund Investment	1,313	2,038
Total unfunded commitments	\$ 1,616	\$ 3,375

[Schedule of Future Minimum Payments Under Phenixfin’s Operating Lease](#)

The following table shows future minimum payments under PhenixFIN’s operating lease as of September 30, 2024:	
For the Years Ended September 30,	Amount
2025	\$ 161,050
2026	161,680
2027	27,417
Thereafter	-
	350,147
Difference between undiscounted and discounted cash flows	(56,084)
	\$ 294,063

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Fee Income (Tables)

12 Months Ended
Sep. 30, 2024

[Fee Income \[Abstract\]](#)
[Schedule of Fee Income](#) The following table summarizes the Company’s fee income for the years ended September 30, 2024, 2023 and 2022 (dollars in thousands):

	For the Years Ended September 30,		
	2024	2023	2022
Prepayment fee	\$ -	\$ -	\$ 235
Administrative agent fee	75	169	94
Amendment fee	-	53	4
Other fees	440	102	87
Fee income	\$ 515	\$ 324	\$ 420

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Earnings Per Share
(Tables)

12 Months Ended
Sep. 30, 2024

[Earnings Per Share \[Abstract\]](#)
[Schedule of Weighted Average Basic and Diluted Net Increase/\(Decrease\) in Net Assets](#)

The following information sets forth the computation of the weighted average basic and diluted net increase/(decrease) in net assets per share from operations for the years ended September 30, 2024, 2023 and 2022 (amounts in thousands, except shares and per share amounts):

	For the Years Ended September 30,		
	2024	2023	2022
Basic and diluted:			
Net increase (decrease) in net assets resulting from operations	\$ 18,619	\$ 26,918	\$ (6,107)
Weighted average shares of common stock outstanding - basic and diluted	2,040,253	2,092,326	2,323,601
Earnings (loss) per share of common stock - basic and diluted	\$ 9.13	\$ 12.87	\$ (2.63)

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Financial Highlights
(Tables)

12 Months Ended
Sep. 30, 2024

[Investment Company, Financial Highlights \[Abstract\]](#)
[Schedule of Financial Highlights](#)

The following is a schedule of financial highlights for the years ended September 30, 2024, 2023, 2022, 2021 and 2020:

	For the Years Ended September 30,				
	2024	2023	2022	2021	2020
Per share data					
Net Asset Value per share at Beginning of Period	\$ 70.75	\$ 57.49	\$ 57.08	\$ 55.30	\$ 79.46
Results of Operations:					
Net Investment Income/(Loss) ⁽¹⁾	2.32	3.11	1.48	6.92	(1.00)
Net Realized Gain/(Loss) on Investments	3.57	(5.51)	2.24	(15.86)	(18.35)
Net Unrealized Gain/(Loss) on Investments	2.81	15.27	(6.22)	9.47	(3.90)
Net loss on extinguishment of debt	-	-	(0.13)	(0.05)	(0.91)
Deferred tax benefit (expense)	0.43	-	-	-	-
Net Increase (Decrease) in Net Assets Resulting from Operations	9.13	12.87	(2.63)	0.48	(24.16)
Capital Share Transactions					

Distributions declared	(1.31)	-	(0.12)	-	-
Repurchase of common stock under stock repurchase program ⁽²⁾	0.80	0.39	3.16	1.30	-
Net Increase (Decrease) Resulting from Capital Share Transactions	(0.51)	0.39	3.04	1.30	-
Net Asset Value per share at End of Period	\$ 79.37	\$ 70.75	\$ 57.49	\$ 57.08	\$ 55.30
Net Assets at End of Period	\$ 160,307,773	\$ 146,705,535	\$ 120,845,408	\$ 143,693,981	\$ 150,619,517
Shares Outstanding at End of Period	2,019,778	2,073,713	2,102,129	2,517,221	2,723,709
Per share market value at end of period	\$ 47.60	\$ 37.90	\$ 34.88	\$ 42.90	\$ 17.83
Total return based on market value ⁽³⁾	29.05%	8.66%	(18.69%)	140.61%	(65.58%)
Total return based on net asset value ⁽⁴⁾	11.08%	21.40%	(15.90%)	(4.60%)	(30.41%)
Portfolio turnover rate	43.90%	32.62%	69.43%	24.97%	5.66%
Ratios:					
Ratio of net investment/(loss) income to average net assets after waivers, discounts and reimbursements ⁽⁵⁾	3.06%	4.80%	2.55%	12.44%	(1.64%)
Ratio of total expenses to average net assets	11.27%	10.04%	9.02%	9.26%	14.64%
Supplemental Data:					
Percentage of non-recurring fee income ⁽⁵⁾	2.32%	1.61%	2.70%	7.94%	2.33%
Average debt outstanding ⁽⁶⁾	\$ 88,467,130	\$ 81,599,762	\$ 85,397,690	\$ 82,930,098	\$ 189,038,998
Average debt outstanding per weighted average common share	\$ 43.36	\$ 39.18	\$ 36.75	\$ 30.97	\$ 69.40
Asset coverage ratio per unit ⁽⁷⁾	\$ 2,168	\$ 2,707	\$ 2,550	\$ 2,856	\$ 1,992
Senior Securities Outstanding ⁽⁸⁾					
2021 Notes ⁽⁹⁾	\$ -	\$ -	\$ -	\$ -	\$ 74,012,825
2023 Notes	\$ -	\$ -	\$ 22,521,800	\$ 77,846,800	\$ 77,846,800
2028 Notes	\$ 57,500,000	\$ 57,500,000	\$ 57,500,000	\$ -	\$ -
2028 Promissory Note	\$ 1,661,498	-	-	-	-
Credit Facility	\$ 78,072,953	\$ 28,241,941	\$ -	\$ -	\$ -
(1) Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.48, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively.					
(2) The amount shown at this caption is the balancing amount derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the repurchase of common stock because of the timing of repurchase of the Company's shares.					
(3) Total return is historical and assumes changes in share price, reinvestments of all dividends and distributions at prices obtained under the Company's dividend reinvestment plan, and no sales charge for the period.					
(4) Total return is historical and assumes changes in NAV, reinvestments of all dividends at prices obtained under the Company's dividend reinvestment plan, and no sales charges for the period.					
(5) Represents the impact of the non-recurring fees as a percentage of total investment income.					
(6) Based on daily weighted average carrying value of debt outstanding during the period.					
(7) Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per \$1,000 of indebtedness.					
As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was above 200%, the minimum asset coverage requirement under the 1940 Act.					
(8) Total amount of each class of senior securities outstanding at the end of the period excluding debt issuance costs.					
(9) During the year ended September 30, 2021, the 2021 Notes were redeemed in full and ceased trading on November 20, 2020. The average price for the year ended September 30, 2021 reflects the period from October 1, 2020 through November 20, 2020.					

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**Share Transactions
(Tables)**

[Share Transactions \[Abstract\]](#)
[Schedule of Shares of Common
Stock Repurchased](#)

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

The following table sets forth the number of shares of common stock repurchased by the Company at an average price of \$39.93 per share under its share repurchase program from February 10, 2021 through September 30, 2024:

Month Ended	Shares Repurchased	Repurchase Price Per Share	Aggregate Consideration for Repurchased Shares
February 2021	13,082	\$30.25 - \$30.96	397,384
March 2021	12,241	\$30.25 - \$34.42	393,938
April 2021	14,390	\$33.11 - \$34.89	491,469
May 2021	25,075	\$34.56 - \$39.93	976,440
August 2021	141,700	\$41.03 - \$42.28	5,944,213
January 2022	7,312	\$39.07 - \$40.88	293,756
February 2022	170,589	\$39.53 - \$41.00	6,908,864
March 2022	132,054	\$39.24 - \$40.57	5,306,885
April 2022	2,942	\$39.07 - \$41.00	117,758
May 2022	3,391	\$37.70 - \$39.78	131,338
June 2022	3,515	\$37.28 - \$39.19	135,063
July 2022	700	\$36.40 - \$37.23	25,864
August 2022	3,081	\$28.24 - \$37.79	112,456
September 2022	91,508	\$36.80 - \$37.50	3,443,845
October 2022	701	\$35.20 - \$36.14	14,434
November 2022	1,103	\$34.53 - \$35.28	38,790
December 2022	1,501	\$33.26 - \$34.84	51,295
January 2023	2,052	\$32.78 - \$34.84	68,665
February 2023	3,131	\$33.06 - \$39.03	115,430
March 2023	2,003	\$37.02 - \$38.89	76,214
April 2023	649	\$35.79 - \$37.03	23,671
May 2023	100	\$36.53 - \$36.53	3,658
June 2023	2,300	\$33.63 - \$38.76	85,556
August 2023	14,751	\$36.98 - \$39.41	575,728
September 2023	125	\$38.11 - \$38.11	4,772
November 2023	475	\$37.03 - \$37.78	17,825
December 2023	12,748	\$37.53 - \$41.03	520,749
March 2024	40,000	\$45.03 - \$45.03	1,801,205
April 2024	700	\$43.76 - \$43.76	30,637
May 2024	12	\$44.82 - \$44.82	543
Total	703,931		\$ 28,108,445

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Significant Accounting Policies (Details) - USD (\$)	12 Months Ended			
	Dec. 13, 2024	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Significant Accounting Policies [Line Items]				
Cash and cash equivalents	\$ 67,600,000	\$ 6,000,000		
Fee income	514,949	324,290	\$ 420,279	
Realized gains	6,900,000			
Non-accrual investments at fair value	\$ 2,400,000	\$ 6,500,000		
Portfolio percentage at fair value	1.10%	2.90%		
Percentage of investment company taxable income	90.00%			
Federal excise tax percentage	4.00%			
Distributable ordinary income percentage	98.00%			
Capital gain net income percentage	98.20%			
Deferred tax asset, net	\$ 20,900,000	\$ 23,100,000		
Valuation allowance	20,000,000	23,100,000		
Investments	259,600,000	264,100,000	262,600,000	
Long-term capital loss carryforward	512,539,871			
Short-term capital loss carryforward	\$ 2,591,695			
Controlled Investment [Member]				
Significant Accounting Policies [Line Items]				
Outstanding voting securities percentage	25.00%			
PIK interest [Member]				
Significant Accounting Policies [Line Items]				
Interest income, operating, paid in kind	\$ 1,200,000	1,500,000	800,000	
Fee income	\$ 500,000	\$ 300,000	\$ 400,000	
Minimum [Member] Affiliated Investments [Member]				
Significant Accounting Policies [Line Items]				

Outstanding voting securities percentage	5.00%
Maximum [Member] Affiliated Investments [Member]	
Significant Accounting Policies [Line Items]	
Outstanding voting securities percentage	25.00%

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Significant Accounting Policies (Details) - Schedule of Investments - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Schedule of Investments [Abstract]			
Capital in excess of par value	\$ 12,468,254	\$ 20,468,622	\$ 3,276,372
Accumulated undistributed net investment income/(loss)	(12,468,254)	(20,468,622)	\$ (3,276,372)
Total distributable earnings (loss)			

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Significant Accounting Policies (Details) - Schedule of Income Tax - USD (\$)	12 Months Ended	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Schedule of Income Tax [Abstract]				
Ordinary income	\$ 2,645,925	\$ 265,798		
Distributions of long term capital gains				
Return of capital				
Distributions on a tax basis	\$ 2,645,925	\$ 265,798		

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Significant Accounting Policies (Details) - Schedule of Organizational Expenses - USD (\$)	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Schedule of Organizational Expenses [Abstract]			
Undistributed ordinary income	\$ 1,918,290	\$ 2,389,267	
Accumulated capital and other losses	[1] (515,131,566)	(512,809,528)	(485,107,934)
Other temporary differences	(41,229)	(57,438)	(73,646)
Unrealized appreciation/(depreciation)	(31,349,330)	(37,631,079)	(69,376,916)
Components of distributable earnings/(accumulated deficits) at year end	\$ (544,603,835)	\$ (548,108,778)	\$ (554,558,496)

[1] Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund’s next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses.

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Investments (Details) - USD (\$)	12 Months Ended	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Schedule of Investments [Line Items]				
Total fair value of warrants	\$ 82,700	\$ 206,500		
Total unrealized depreciation	5,705,864	31,941,213	\$ (14,463,337)	
Warrant [Member]				
Schedule of Investments [Line Items]				
Total unrealized depreciation	\$ 123,700	\$ 143,900	\$ 299,100	

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Investments (Details) - Schedule of Investments at Amortized Cost and Fair Value - USD (\$)	\$ in Thousands	Sep. 30, 2024	Sep. 30, 2023
Senior Secured First Lien Term Loans [Member]			
Schedule of Investments at Amortized Cost and Fair Value [Line Items]			
Amortized Cost	\$ 129,957	\$ 139,103	
Percentage	49.80%	52.50%	
Fair Value	\$ 113,990	\$ 103,004	
Percentage	50.00%	45.60%	
Senior Secured Notes [Member]			
Schedule of Investments at Amortized Cost and Fair Value [Line Items]			
Amortized Cost	\$ 18,127	\$ 9,512	
Percentage	7.00%	3.60%	
Fair Value	\$ 18,476	\$ 8,922	
Percentage	8.10%	3.90%	
Fund Investment [Member]			
Schedule of Investments at Amortized Cost and Fair Value [Line Items]			
Amortized Cost	\$ 1,746	\$ 1,027	
Percentage	0.70%	0.40%	
Fair Value	\$ 1,525	\$ 792	
Percentage	0.70%	0.30%	
Equity/Warrants [Member]			
Schedule of Investments at Amortized Cost and Fair Value [Line Items]			
Amortized Cost	\$ 110,930	\$ 115,369	
Percentage	42.50%	43.50%	
Fair Value	\$ 93,925	\$ 113,743	
Percentage	41.20%	50.20%	
Investments [Member]			
Schedule of Investments at Amortized Cost and Fair Value [Line Items]			
Amortized Cost	\$ 260,760	\$ 265,011	
Percentage	100.00%	100.00%	
Fair Value	\$ 227,916	\$ 226,461	
Percentage	100.00%	100.00%	

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Investments (Details) - Schedule of Portfolio Composition by Industry Grouping at Fair Value - USD (\$)	Sep. 30, 2024	Sep. 30, 2023
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 227,915,858	\$ 226,460,691

Percentage	100.00%	100.00%
Real Estate [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 50,162,000	
Percentage	22.00%	
Services: Business [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 46,706,000	\$ 47,083,000
Percentage	20.50%	20.70%
Services: Consumer [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 28,121,000	\$ 18,292,000
Percentage	12.30%	8.10%
Hotel, Gaming & Leisure [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 24,253,000	\$ 34,158,000
Percentage	10.60%	15.10%
Construction & Building [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 17,095,000	\$ 14,676,000
Percentage	7.50%	6.50%
High Tech Industries [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 12,352,000	\$ 15,472,000
Percentage	5.50%	6.80%
Automotive [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 12,316,000	\$ 9,520,000
Percentage	5.40%	4.20%
Metals & Mining [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 12,161,000	\$ 12,517,000
Percentage	5.30%	5.50%
Media: Broadcasting & Subscription [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 9,003,000	\$ 11,665,000
Percentage	4.00%	5.20%
Energy: Oil & Gas [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 4,333,000	\$ 5,384,000
Percentage	1.90%	2.40%
Packaging [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 3,505,000	\$ 3,396,000
Percentage	1.50%	1.50%
Consumer Discretionary [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 3,456,000	\$ 6,920,000
Percentage	1.50%	3.10%
Aerospace & Defense [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 2,827,000	\$ 2,645,000
Percentage	1.20%	1.20%
Banking [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 1,525,000	
Percentage	0.70%	
Insurance [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value	\$ 101,000	
Percentage	0.10%	
Banking, Finance, Insurance & Real Estate [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value		\$ 43,755,000
Percentage		19.30%
Retail [Member]		
Schedule of Portfolio Composition by Industry Grouping at Fair Value [Line Items]		
Fair Value		\$ 978,000
Percentage		0.40%

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Investments (Details)

- Schedule of

Portfolio Composition

by Geographic

Location at Fair Value

- USD (\$)

Schedule of Investments [Line Items]		
Fair Value	\$ 227,915,858	\$ 226,460,691
Percentage	100.00%	100.00%
Northeast [Member]		
Schedule of Investments [Line Items]		
Fair Value	\$ 87,269,000	\$ 92,081,000
Percentage	38.30%	40.70%
Southeast [Member]		
Schedule of Investments [Line Items]		
Fair Value	\$ 61,276,000	\$ 60,116,000
Percentage	26.90%	26.50%
Midwest [Member]		
Schedule of Investments [Line Items]		
Fair Value	\$ 34,648,000	\$ 32,782,000
Percentage	15.20%	14.50%
West [Member]		
Schedule of Investments [Line Items]		
Fair Value	\$ 31,951,000	\$ 25,608,000
Percentage	14.00%	11.30%
Southwest [Member]		
Schedule of Investments [Line Items]		

Fair Value	\$ 2,749,000	\$ 7,661,000
Percentage	1.20%	3.40%
Mid-Atlantic [Member]		
Schedule of Investments [Line Items]		
Fair Value	\$ 375,000	\$ 201,000
Percentage	0.20%	0.10%
International [Member]		
Schedule of Investments [Line Items]		
Fair Value	\$ 9,648,000	\$ 8,012,000
Percentage	4.20%	3.50%

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Investments (Details) - Schedule of Transactions with Affiliated Investments and Controlled Investments - USD (\$) Total Affiliated Investments [Member] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Fair value as of beginning	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2] \$ 37,289,617	\$ 12,314,192
Transfers In/(Out) of Controlled	[1], [2] (196,411)	4,757,520 13,908,773
Unrealized Gain/(Loss)	[1], [2] 5,130,836	
Realized Gain/(Loss)	[1], [2] (1,991,456)	(1,018,267)
Fair value as of ending	[1], [2] 14,750,785	37,289,617
Earned Income	[1], [2] 1,017,269	2,386,149
Total Controlled Investments [Member] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Fair value as of beginning	[1], [2] 63,640,043	\$ 58,026,182
Purchases/(Sales) of or Advances/ (Distributions)		
Transfers In/(Out) of Controlled	[1], [2] 15,189,600	(6,410,084)
Unrealized Gain/(Loss)	[1], [2] (7,287,134)	3,341,227 8,659,262
Realized Gain/(Loss)	[1], [2] 8,542,831	
Fair value as of ending	[1], [2] 70,931,647	63,640,043
Earned Income	[1], [2] 6,696,176	4,941,969
All Around Roustabout, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan C [Member] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Fair value as of beginning		
Transfers In/(Out) of Controlled	[1], [2] 751,479	
Unrealized Gain/(Loss)	[1], [2] (196,411)	
Realized Gain/(Loss)	[1], [2] 439,778	
Fair value as of ending	[1], [2] 101,715	
Earned Income	[1], [2] 751,479	
All Around Roustabout, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan A [Member] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Fair value as of beginning		
Transfers In/(Out) of Controlled	[1], [2] 123,326	
Unrealized Gain/(Loss)	[1], [2] 9,473,068	
Realized Gain/(Loss)	[1], [2] (9,473,068)	
Fair value as of ending	[1], [2] 751,479	
Earned Income	[1], [2] 123,326	
All Around Roustabout, LLC [Member] Total Affiliated Investments [Member] Revolving Credit Facility [Member] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Fair value as of beginning		
Transfers In/(Out) of Controlled	[1], [2] 4,632,177	
Unrealized Gain/(Loss)	[1], [2] 479,897	
Realized Gain/(Loss)	[1], [2] 4,632,177	
Fair value as of ending	[1], [2] 158,704	
Earned Income	[1], [2] 158,704	
Black Angus Steakhouses LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Delayed Draw Term Loan [Member] Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items] Fair value as of beginning		
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2] 875,749	758,929
Transfers In/(Out) of Controlled	[1], [2] (124,542)	116,820
Unrealized Gain/(Loss)	[1], [2] 751,207	875,749
Realized Gain/(Loss)	[1], [2] 751,207	875,749
Fair value as of ending	[1], [2] 751,207	875,749

Earned Income	[2]		
	[1],		232,614
	[2]		
Black Angus Steakhouses,LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	1,459,249	1,547,918
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		
Transfers In/(Out) of Controlled	[1],		
	[2]		
Unrealized Gain/(Loss)	[1],	(1,459,249)	
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],		1,459,249
	[2]		
Earned Income	[1],		159,780
	[2]		
Black Angus Steakhouses,LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	1,920,960	1,500,000
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		420,960
Transfers In/(Out) of Controlled	[1],		
	[2]		
Unrealized Gain/(Loss)	[1],	(273,184)	
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],	1,647,776	1,920,960
	[2]		
Earned Income	[1],		360,670
	[2]		
FST Holdings Parent, LLC [Member] Total Affiliated Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	10,000,003	
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		10,000,000
Transfers In/(Out) of Controlled	[1],		
	[2]		
Unrealized Gain/(Loss)	[1],	2,351,799	
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],	12,351,802	10,000,003
	[2]		
Earned Income	[1],	199,388	121,385
	[2]		
Maritime Wireless Holdings LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan A [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],		
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		(5,000,704)
	[2]		
Transfers In/(Out) of Controlled	[1],		4,900,000
	[2]		
Realized Gain/(Loss)	[1],		100,704
	[2]		
Fair value as of ending	[1],		
	[2]		
Earned Income	[1],		218,788
	[2]		
Maritime Wireless Holdings LLC [Member] Total Affiliated Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	10,150,000	
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		
Transfers In/(Out) of Controlled	[1],		5,000,000
	[2]		
Unrealized Gain/(Loss)	[1],	(5,150,000)	
	[2]		
Realized Gain/(Loss)	[1],	6,900,000	
	[2]		
Fair value as of ending	[1],		10,150,000
	[2]		
Earned Income	[1],		
	[2]		
Maritime Wireless Holdings LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan B [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	7,500,000	
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		23,166
	[2]		
Transfers In/(Out) of Controlled	[1],		7,350,000
	[2]		
Unrealized Gain/(Loss)	[1],	(126,834)	
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],		7,500,000
	[2]		
Earned Income	[1],	535,851	565,377
	[2]		
ECC Capital Corp. [Member] Total Controlled Investments [Member] Senior Secured First Lien Term Loan [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],		
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],	7,422,012	
	[2]		
Unrealized Gain/(Loss)	[1],		
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		

Fair value as of ending	[1], [2]	7,422,012	
Earned Income	[1], [2]	962,959	
ECC Capital Corp. [Member] Total Controlled Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]	4,257,002	
Unrealized Gain/(Loss)	[1], [2]	614,998	
Realized Gain/(Loss)	[1], [2]		
Fair value as of ending	[1], [2]	4,872,000	
Earned Income	[1], [2]	33,280	
FlexFIN, LLC [Member] Total Controlled Investments [Member] Equity Interest [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]	38,870,711	47,136,146
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]	(2,187,665)	(8,265,435)
Transfers In/(Out) of Controlled	[1], [2]		
Unrealized Gain/(Loss)	[1], [2]		
Realized Gain/(Loss)	[1], [2]		
Fair value as of ending	[1], [2]	36,683,046	38,870,711
Earned Income	[1], [2]	3,972,352	3,716,676
Kemmerer Operations, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]		2,378,510
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]		
Transfers In/(Out) of Controlled	[1], [2]		(2,378,510)
Realized Gain/(Loss)	[1], [2]		
Fair value as of ending	[1], [2]		
Earned Income	[1], [2]		89,743
Kemmerer Operations, LLC [Member] Total Affiliated Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]		694,702
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]		
Transfers In/(Out) of Controlled	[1], [2]		(962,717)
Realized Gain/(Loss)	[1], [2]		
Fair value as of ending	[1], [2]		
Earned Income	[1], [2]		
Kemmerer Operations, LLC [Member] Total Controlled Investments [Member] Senior Secured First Lien Term Loan [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]	3,383,877	
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]	5,769,816	981,911
Transfers In/(Out) of Controlled	[1], [2]		2,378,510
Unrealized Gain/(Loss)	[1], [2]		
Realized Gain/(Loss)	[1], [2]		
Fair value as of ending	[1], [2]		3,383,877
Earned Income	[1], [2]	268,831	557,981
Kemmerer Operations, LLC [Member] Total Controlled Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]	9,133,052	
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]	(10,378,988)	873,440
Transfers In/(Out) of Controlled	[1], [2]		962,717
Unrealized Gain/(Loss)	[1], [2]	(7,296,895)	7,296,895
Realized Gain/(Loss)	[1], [2]	8,542,831	
Fair value as of ending	[1], [2]		9,133,052
Earned Income	[1], [2]		
NSG Captive, Inc. [Member] Total Controlled Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1], [2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1], [2]	101,000	
Unrealized Gain/(Loss)	[1], [2]		
Realized Gain/(Loss)	[1], [2]		
Fair value as of ending	[1], [2]	101,000	

Earned Income	[1],		
	[2]		
NVTN LLC [Member] Total Controlled Investments [Member] Senior Secured First Lien Delayed Draw Term Loan [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	7,214,856	7,192,927
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]	(1,693,577)	
Transfers In/(Out) of Controlled	[1],		
	[2]		
Unrealized Gain/(Loss)	[1],		
	[2]	(21,279)	21,929
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],	5,500,000	7,214,856
	[2]		
Earned Income	[1],	1,035,741	667,312
	[2]		
NVTN LLC [Member] Total Controlled Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],		
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],	11,900,000	
	[2]		
Unrealized Gain/(Loss)	[1],		
	[2]	(11,900,000)	
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],		
	[2]		
Earned Income	[1],		
	[2]		
NVTN LLC [Member] Total Controlled Investments [Member] Senior Secured First Lien Term Loan B [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	5,037,547	3,697,109
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		
Transfers In/(Out) of Controlled	[1],		
	[2]		
Unrealized Gain/(Loss)	[1],	11,316,042	1,340,438
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],	16,353,589	5,037,547
	[2]		
Earned Income	[1],	423,013	
	[2]		
1888 Industrial Services, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan C [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	751,479	
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		
Transfers In/(Out) of Controlled	[1],		
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],		751,479
	[2]		
Earned Income	[1],		84,559
	[2]		
1888 Industrial Services, LLC [Member] Total Affiliated Investments [Member] Revolving Credit Facility [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],	4,632,177	4,151,562
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		215,622
	[2]		
Transfers In/(Out) of Controlled	[1],		
	[2]		
Realized Gain/(Loss)	[1],		
	[2]		
Fair value as of ending	[1],		4,632,177
	[2]		
Earned Income	[1],		553,233
	[2]		
US Multifamily, LLC [Member] Total Affiliated Investments [Member] Equity [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Fair value as of beginning	[1],		1,282,571
	[2]		
Purchases/(Sales) of or Advances/ (Distributions)	[1],		(1,018,344)
	[2]		
Transfers In/(Out) of Controlled	[1],		
	[2]		
Realized Gain/(Loss)	[1],		(1,118,971)
	[2]		
Fair value as of ending	[1],		
	[2]		
Earned Income	[1],		
	[2]		
Minimum [Member] Total Affiliated Investments [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Purchases/(Sales) of or Advances/ (Distributions)	[1],	(25,481,801)	
	[2]		
Unrealized Gain/(Loss)	[1],		7,327,399
	[2]		
Minimum [Member] All Around Roustabout, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan C [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Purchases/(Sales) of or Advances/ (Distributions)	[1],	(1,096,561)	
	[2]		
Minimum [Member] All Around Roustabout, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan A [Member]			
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]			
Purchases/(Sales) of or Advances/ (Distributions)	[1],		
	[2]		
Minimum [Member] All Around Roustabout, LLC [Member] Total Affiliated Investments [Member] Revolving Credit Facility [Member]			

Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	(5,112,074)
Minimum [Member] Black Angus Steakhouses,LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Delayed Draw Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	
Unrealized Gain/(Loss)	(1, 2)	
Minimum [Member] Black Angus Steakhouses,LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	
Unrealized Gain/(Loss)	(1, 2)	(88,669)
Minimum [Member] Black Angus Steakhouses,LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Super Priority Delayed Draw Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	
Unrealized Gain/(Loss)	(1, 2)	
Minimum [Member] FST Holdings Parent, LLC [Member] Total Affiliated Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	
Unrealized Gain/(Loss)	(1, 2)	3
Minimum [Member] Maritime Wireless Holdings LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan A [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Unrealized Gain/(Loss)	(1, 2)	
Minimum [Member] Maritime Wireless Holdings LLC [Member] Total Affiliated Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	(11,900,000)
Unrealized Gain/(Loss)	(1, 2)	5,150,000
Minimum [Member] Maritime Wireless Holdings LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan B [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Purchases/(Sales) of or Advances/ (Distributions)	(1, 2)	(7,373,166)
Unrealized Gain/(Loss)	(1, 2)	126,834
Minimum [Member] Kemmerer Operations, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Unrealized Gain/(Loss)	(1, 2)	
Minimum [Member] Kemmerer Operations, LLC [Member] Total Affiliated Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Unrealized Gain/(Loss)	(1, 2)	268,015
Minimum [Member] 1888 Industrial Services, LLC [Member] Total Affiliated Investments [Member] Senior Secured First Lien Term Loan C [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Unrealized Gain/(Loss)	(1, 2)	751,479
Minimum [Member] 1888 Industrial Services, LLC [Member] Total Affiliated Investments [Member] Revolving Credit Facility [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Unrealized Gain/(Loss)	(1, 2)	264,993
Minimum [Member] US Multifamily, LLC [Member] Total Affiliated Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Unrealized Gain/(Loss)	(1, 2)	854,744
Maximum [Member] Total Controlled Investments [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	(9,153,693)
Realized Gain/(Loss)	(1, 2)	23,456
Maximum [Member] ECC Capital Corp. [Member] Total Controlled Investments [Member] Senior Secured First Lien Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	
Maximum [Member] ECC Capital Corp. [Member] Total Controlled Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	
Maximum [Member] FlexFIN, LLC [Member] Total Controlled Investments [Member] Equity Interest [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	
Realized Gain/(Loss)	(1, 2)	
Maximum [Member] Kemmerer Operations, LLC [Member] Total Controlled Investments [Member] Senior Secured First Lien Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	(9,153,693)
Realized Gain/(Loss)	(1, 2)	23,456
Maximum [Member] Kemmerer Operations, LLC [Member] Total Controlled Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	
Realized Gain/(Loss)	(1, 2)	
Maximum [Member] NSG Captive, Inc. [Member] Total Controlled Investments [Member] Equity [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	
Maximum [Member] NVTN LLC [Member] Total Controlled Investments [Member] Senior Secured First Lien Delayed Draw Term Loan [Member]		
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]		
Transfers In/(Out) of Controlled	(1, 2)	

Realized Gain/(Loss)	[2]
Maximum [Member] NVTN LLC [Member] Total Controlled Investments [Member] Equity [Member]	[1],
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]	[2]
Transfers In/(Out) of Controlled	[1],
	[2]
Maximum [Member] NVTN LLC [Member] Total Controlled Investments [Member] Senior Secured First Lien Term Loan B [Member]	
Schedule of Transactions with Affiliated Investments and Controlled Investments [Line Items]	
Transfers In/(Out) of Controlled	[1],
	[2]
Realized Gain/(Loss)	[1],
	[2]

[1] Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.

[2] The par amount and additional detail are shown in the Consolidated Schedules of Investments.

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Fair Value Measurements (Details) - Fair Value, Inputs, Level 3 [Member] - USD (\$) \$ in Thousands	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Fair Value Measurements [Line Items]		
Unrealized gain (loss)	\$ (1,201)	\$ 23,838
Transferred investment	(23,129)	
Investments [Member]		
Fair Value Measurements [Line Items]		
Unrealized gain (loss)	\$ 2,100	\$ 26,500

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Fair Value Measurements (Details) - Schedule of Fair Value Measurements of Our Investments - Investments [Member] - USD (\$) \$ in Thousands	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	\$ 226,391	\$ 225,669
Investments measured at net asset value	(1) 1,525	792
Total Investments, at fair value	227,916	226,461
Fair Value, Inputs, Level 1 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	30,044	24,709
Fair Value, Inputs, Level 2 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	56,057	35,644
Fair Value, Inputs, Level 3 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	140,290	165,316
Senior Secured First Lien Term Loan [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	113,990	103,004
Senior Secured First Lien Term Loan [Member] Fair Value, Inputs, Level 1 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	45,003	20,505
Senior Secured First Lien Term Loan [Member] Fair Value, Inputs, Level 3 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	68,987	82,499
Senior Secured Notes [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	18,476	8,922
Senior Secured Notes [Member] Fair Value, Inputs, Level 1 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	11,054	8,922
Senior Secured Notes [Member] Fair Value, Inputs, Level 3 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	7,422	
Equity Warrants [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	93,925	113,743
Equity Warrants [Member] Fair Value, Inputs, Level 1 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	30,044	24,709
Equity Warrants [Member] Fair Value, Inputs, Level 2 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total		6,217
Equity Warrants [Member] Fair Value, Inputs, Level 3 [Member]		
Schedule of Fair Value Measurements of Our Investments [Line Items]		
Investments total	\$ 63,881	\$ 82,817

[1] Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

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Fair Value Measurements (Details) - Schedule of Investments that Use Level 3 Inputs - Level 3 [Member] - USD (\$) \$ in Thousands	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023

Schedule of Investments that Use Level 3 Inputs [Line Items]		
Balance at beginning	\$ 165,316	\$ 146,675
Purchases and other adjustments to cost	115,736	53,052
Sales (including repayments or maturities)	(123,035)	(48,851)
Net realized gains/(losses) from investments	6,603	(9,398)
Net unrealized gains/(losses)	(1,201)	23,838
Transfer in/(out)	(23,129)	
Balance at ending	140,290	165,316

[Senior Secured First Lien Term Loan \[Member\]](#)

Schedule of Investments that Use Level 3 Inputs [Line Items]		
Balance at beginning	82,499	74,252
Purchases and other adjustments to cost	31,590	23,481
Sales (including repayments or maturities)	(32,879)	(12,840)
Net realized gains/(losses) from investments	(8,728)	162
Net unrealized gains/(losses)	19,634	(2,556)
Transfer in/(out)	(23,129)	
Balance at ending	68,987	82,499

[Senior Secured Second Lien Term Loans \[Member\]](#)

Schedule of Investments that Use Level 3 Inputs [Line Items]		
Balance at beginning		
Purchases and other adjustments to cost	34,000	
Sales (including repayments or maturities)	(26,578)	(191)
Net realized gains/(losses) from investments		9
Net unrealized gains/(losses)		182
Transfer in/(out)		
Balance at ending	7,422	

[Equities/ Warrants \[Member\]](#)

Schedule of Investments that Use Level 3 Inputs [Line Items]		
Balance at beginning	82,817	69,816
Purchases and other adjustments to cost	50,146	29,571
Sales (including repayments or maturities)	(63,578)	(33,213)
Net realized gains/(losses) from investments	15,331	(9,574)
Net unrealized gains/(losses)	(20,835)	26,217
Transfer in/(out)		
Balance at ending	63,881	82,817

[Senior Secured Second Lien Term Loans \[Member\]](#)

Schedule of Investments that Use Level 3 Inputs [Line Items]		
Balance at beginning		2,607
Purchases and other adjustments to cost		
Sales (including repayments or maturities)		(2,607)
Net realized gains/(losses) from investments		5
Net unrealized gains/(losses)		(5)
Transfer in/(out)		
Balance at ending		

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Fair Value Measurements (Details) - Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments - Fair Value, Inputs, Level 3 [Member] - USD (\$) \$ in Thousands	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items]		
Fair Value	\$ 140,290	\$ 165,316
Senior Secured First Lien Term Loans [Member]		
Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items]		
Fair Value	\$ 65,236	\$ 69,943
Valuation Methodology	Income Approach	Income Approach
Unobservable Input	Market Yield	Market Yield
Range (Weighted Average)	3.5% - 42.5% (15.3%)	8.50% - 32.0% (13.78%)
Impact to Valuation From An Increase In Input	Decrease	Decrease
Senior Secured First Lien Term Loans One [Member]		
Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items]		
Fair Value	\$ 2,399	\$ 751
Valuation Methodology	Market Approach	Market Approach
Unobservable Input	EBITDA Multiple	Revenue Multiple
Range (Weighted Average)	1.8x - 2.3x (2.0x)	0.3x - 0.3x (0.3x)
Impact to Valuation From An Increase In Input	Increase	Increase
Senior Secured First Lien Term Loans Two [Member]		
Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items]		
Fair Value	\$ 1,002	\$ 10,939
Valuation Methodology	Market Approach	Market Approach
Unobservable Input	Market Spread	EBITDA Multiple
Range (Weighted Average)	4.5% - 5.0% (4.75%)	1.7x - 5.0x (3.1x)
Impact to Valuation From An Increase In Input	Decrease	Increase
Senior Secured First Lien Term Loans Three [Member]		
Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items]		
Fair Value	\$ 350	\$ 866
Valuation Methodology	Cost Approach	Market Approach
Unobservable Input	Collateral Value	LTM EBITDA Multiple
Range (Weighted Average)	N/A	5.8x - 6.8x (6.3x)
Impact to Valuation From An Increase In Input	N/A	Increase
Senior Secured Notes [Member]		
Schedule of Quantitative Information About Level 3 Fair Value Measurements of Our Investments [Line Items]		
Fair Value	\$ 7,422	
Valuation Methodology	Recent Purchase	
Unobservable Input	Purchase Price	
Range (Weighted Average)	N/A	
Impact to Valuation From An Increase In Input	N/A	
Equity Warrants [Member]		

Fair Value	\$ 36,683	\$ 38,870
Valuation Methodology	Cost Approach	Cost Approach
Unobservable Input	Collateral Value	Collateral Value
Range (Weighted Average)	N/A	N/A
Impact to Valuation From An Increase In Input	N/A	N/A

Fair Value	\$ 27,014	\$ 11,734
Valuation Methodology	Market Approach	Market Approach
Unobservable Input	EBITDA Multiple	LTM Multiple
Range (Weighted Average)	4.3x - 10.3x (8.4x)	5.8x - 6.8x (6.3x)
Impact to Valuation From An Increase In Input	Increase	Increase

Fair Value	\$ 101	\$ 22,007
Valuation Methodology	Recent Purchase	Market Approach
Unobservable Input	Purchase Price	EBITDA Multiple
Range (Weighted Average)	N/A	1.8x - 36.8x (2.8x)
Impact to Valuation From An Increase In Input	N/A	Increase

Fair Value	\$ 83	\$ 10,000
Valuation Methodology	Income Approach	Recent Purchase
Unobservable Input	DLOM (Discount for lack of Marketability)	Purchase Price
Range (Weighted Average)	27.0%-31.0% (29.0%)	N/A - N/A (N/A)
Impact to Valuation From An Increase In Input	Decrease	N/A

Fair Value	\$ 206
Valuation Methodology	Income Approach
Unobservable Input	DLOM (Discount for lack of Marketability)
Range (Weighted Average)	3.0x - 3.2x (3.1x)
Impact to Valuation From An Increase In Input	Decrease

								1 Months Ended	12 Months Ended					
Borrowings (Details) - USD (\$)								Dec. 16, 2021	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	Jan. 17, 2023	Nov. 15, 2021	Dec. 31, 2020
Aug. 05, 2024	May 02, 2024	Feb. 21, 2024	Dec. 15, 2022	Nov. 09, 2021	Mar. 10, 2018	Dec. 12, 2016	Mar. 26, 2013							

Borrowings [Line Items]									
Asset coverage percentage						200.00%			
Asset coverage percentage with no approval						200.00%			
Revolving credit facility in terms		3 years							
Revolving credit facility		\$ 50,000,000							
Borrowed amount								\$ 23,200,000	
Accrued and unpaid interest rate				6.30%		5.90%		6.00%	
Aggregate principal amount				\$ 76,471,498		\$ 36,441,941		\$ 57,500,000	
Outstanding credit facility				78,100,000		\$ 28,400,000			
Interest rate						2.90%			
Commitment fee percentage						0.25%			
Aggregate principal amount		\$ 22,521,800							
Gain (loss) on extinguishment of debt								\$ (296,197)	
Debt Instrument, Redemption Price, Percentage of Principal Amount Redeemed		100.00%							
2023 Notes [Member]									
Borrowings [Line Items]									
Aggregate principal amount								\$ 22,600,000	
Accrued and unpaid interest rate								100.00%	
Percentage of unsecured notes									
2028 Promissory Note [Member]									
Borrowings [Line Items]									
Percentage of unsecured notes									
Principal amount		\$ 1,661,498							
Unsecured Debt [Member] 2023 Notes [Member]									
Borrowings [Line Items]									
Aggregate principal amount								\$ 3,500,000	
Percentage of unsecured notes									

Sale of debt (in Shares)		1,573,872	
Redemption price per share (in Dollars per share)		\$ 25.03	
Net proceeds		\$ 38,600,000	
Aggregate principal amount	\$ 13,000,000	\$ 55,325,000	\$ 55,325,000
Gain (loss) on extinguishment of debt	\$ 300,000	\$ 300,000	
Unsecured Debt [Member] 2028 Promissory Note [Member]			
Borrowings [Line Items]			
Aggregate principal amount	\$ 57,500,000		
Percentage of unsecured notes	5.25%		
Maturity date	Nov. 01, 2028		
Maximum [Member]			

Borrowings [Line Items]

Asset coverage percentage		270.70%	216.80%

Aggregate principal amount	\$ 87,500,000	\$ 62,500,000

Maximum [Member] | Unsecured Debt [Member] | 2023 Notes [Member]

Borrowings [Line Items]

Aggregate principal amount	\$ 40,000,000

Minimum [Member]

Borrowings [Line Items]

Asset coverage percentage		200.00%	200.00%

Aggregate principal amount	\$ 25,000,000	\$ 12,500,000

Underwriters [Member] | 2028 Promissory Note [Member]

Borrowings [Line Items]

Aggregate principal amount	\$ 7,500,000

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Borrowings (Details) - Schedule of Debt Issuance Costs - USD (\$)			Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				
Schedule of Debt Issuance Costs [Line Items]				
Aggregate Principal Available	[1]	\$ 68,588		\$ 79,058
Principal Amount Outstanding		137,234		85,942
Carrying Value		135,724		84,253
Fair Value		131,714		77,547
2028 Notes [Member]				
Schedule of Debt Issuance Costs [Line Items]				
Aggregate Principal Available	[1]	57,500		57,500
Principal Amount Outstanding		57,500		57,500
Carrying Value		56,143		55,811
Fair Value		51,980		49,105
2028 Promissory Note [Member]				
Schedule of Debt Issuance Costs [Line Items]				
Aggregate Principal Available	[1]	1,661		
Principal Amount Outstanding		1,661		
Carrying Value		1,508		
Fair Value		1,661		
Revolving Credit Facility [Member]				
Schedule of Debt Issuance Costs [Line Items]				
Aggregate Principal Available	[1]	9,427		21,558
Principal Amount Outstanding		78,073		28,442
Carrying Value		78,073		28,442
Fair Value		\$ 78,073		\$ 28,442

[1] For the 2028 Notes and 2028 Promissory Note, this represents the total principal amount and for the Revolving Credit Facility, this represents the undrawn principal amount.

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Borrowings (Details) - Schedule of Consolidated Statements of Assets and Liabilities - Level 1 [Member] - USD (\$)			Sep. 30, 2024	Sep. 30, 2023
\$ in Thousands				
Schedule of Consolidated Statements of Assets and Liabilities [Line Items]				
Total debt issuance costs at beginning of period	\$ 1,689	\$ 2,059		
Debt issuance costs during the period	169			
Amortized debt issuance costs	347	370		
Unamortized debt issuance costs	1,511	1,689		
2028 Notes [Member]				
Schedule of Consolidated Statements of Assets and Liabilities [Line Items]				
Total debt issuance costs at beginning of period	1,689	2,020		
Debt issuance costs during the period				
Amortized debt issuance costs	332	331		
Unamortized debt issuance costs	1,357	1,689		
2028 Notes Promissory Note [Member]				

Schedule of Consolidated Statements of Assets and Liabilities [Line Items]		
Total debt issuance costs at beginning of period		
Debt issuance costs during the period	169	
Amortized debt issuance costs	15	
Unamortized debt issuance costs	\$ 154	
2023 Notes [Member]		
Schedule of Consolidated Statements of Assets and Liabilities [Line Items]		
Total debt issuance costs at beginning of period		39
Debt issuance costs during the period		
Amortized debt issuance costs		39
Unamortized debt issuance costs		

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Borrowings (Details) - Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt - USD (\$) \$ in Thousands	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt [Line Items]			
Credit Facility Interest	\$ 2,533	\$ 1,390	
Commitment fees	108	56	
Amortization of deferred financing costs	566	287	
Amortization of debt issuance costs	347	370	368
Total	\$ 6,609	\$ 5,532	\$ 5,113
Weighted average stated interest rate	6.30%	5.90%	6.00%
Weighted average debt outstanding	\$ 88,467	\$ 81,600	\$ 85,398
2023 Notes Interest [Member]			
Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt [Line Items]			
Notes Interest		410	1,749
2028 Notes Interest [Member]			
Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt [Line Items]			
Notes Interest	3,019	3,019	2,996
2028 Promissory Note [Member]			
Schedule of Interest Expense, Amortized Debt Issuance Costs, Weighted Average Stated Interest Rate and Weighted Average Outstanding Debt [Line Items]			
Notes Interest	\$ 36		

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Agreements (Details) - USD (\$)	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Agreements [Line Items]			
Administrator expenses	\$ 301,931	\$ 320,310	\$ 301,281
Accrual amount	\$ 2,798,437	317,000	
Target Performance Award [Member]			
Agreements [Line Items]			
Performance goal percentage	30.00%		
Net Asset Value [Member]			
Agreements [Line Items]			
Performance goal percentage	70.00%		
Administration Agreement [Member]			
Agreements [Line Items]			
Administrator expenses	\$ 300,000	300,000	\$ 300,000
Administrator expenses payable	\$ 0	\$ 0	
Minimum [Member]			
Agreements [Line Items]			
Performance based executive compensation target award percentage	0.00%		
Maximum [Member]			
Agreements [Line Items]			
Performance based executive compensation target award percentage	200.00%		
Target level of performance [Member]			
Agreements [Line Items]			
Performance based executive compensation target award percentage	100.00%		
Maximum level of performance [Member]			
Agreements [Line Items]			
Performance based executive compensation target award percentage	200.00%		

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Agreements (Details) - Schedule of Target Performance Award for each Executive Officer	Sep. 30, 2024
	USD (\$)
David Lorber, Chairman of the Board and Chief Executive Officer [Member]	
Schedule of Target Performance Award for each Executive Officer [Line Items]	
Value of Target Award	\$ 890,000
Ellida McMillan, Chief Financial Officer [Member]	
Schedule of Target Performance Award for each Executive Officer [Line Items]	
Value of Target Award	\$ 380,000

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Related Party Transactions (Details) \$ in Millions	12 Months Ended
	Sep. 30, 2024
	USD (\$)
NVTN LLC [Member]	
Related Party Transactions [Line Items]	
Related party transaction value	\$ 11.9

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Commitments (Details) - USD (\$)	12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023
Commitments [Line Items]		
Lease term, description	The lease commenced September 1, 2021 and expires November 30, 2026.	
Total operating lease cost	\$ 141,330	\$ 141,330
		\$ 129,552

Lease term	2 years	3 years
Implied borrowing rate percentage	5.25%	5.25%
Unfunded Loan Commitment [Member]		
Commitments [Line Items]		
Financing agreements to fund	\$ 1,616,000	\$ 3,375,000
Other Assets [Member]		
Commitments [Line Items]		
Asset operating lease	322,131	449,815
Other Liabilities [Member]		
Commitments [Line Items]		
Liabilities operating lease	\$ 294,063	\$ 432,698

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Commitments (Details) - Schedule of Composition of the Unfunded Commitments - Unfunded Loan Commitment [Member] - USD (\$) \$ in Thousands	Sep. 30, 2024	Sep. 30, 2023
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments	\$ 1,616	\$ 3,375
Secure Acquisition Inc. (dba Paragon Films) - Senior Secured First Lien Delayed Draw Term Loan [Member]		
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments		517
NVTN LLC - Senior Secured First Lien Delayed Draw Term Loan [Member]		
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments		220
Deer Management Systems LLC - Senior Secured First Lien Delayed Draw Term Loan [Member]		
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments		600
XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - First Out Delayed Draw Term Loan [Member]		
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments	57	
XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - Last Out Delayed Draw Term Loan [Member]		
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments	246	
Tamarix Capital Partners II, L.P. - Fund Investment [Member]		
Schedule of Composition of the Unfunded Commitments [Line Items]		
Total unfunded commitments	\$ 1,313	\$ 2,038

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Commitments (Details) - Schedule of Future Minimum Payments Under Phenixfin's Operating Lease - Other Liabilities [Member] - USD (\$)	Sep. 30, 2024	Sep. 30, 2023
Schedule of Future Minimum Payments Under Phenixfin's Operating Lease [Line Items]		
2025	\$ 161,050	
2026	161,680	
2027	27,417	
Thereafter		
Operating Leases, Future Minimum Payments Due	350,147	
Difference between undiscounted and discounted cash flows	(56,084)	
Total	\$ 294,063	\$ 432,698

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Fee Income (Details) - Schedule of Fee Income - USD (\$)	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Net Investment Income [Line Items]			
Fee income	\$ 514,949	\$ 324,290	\$ 420,279
Prepayment Fee [Member]			
Net Investment Income [Line Items]			
Fee income			235,000
Administrative Agent [Member]			
Net Investment Income [Line Items]			
Fee income	75,000	169,000	94,000
Amendment [Member]			
Net Investment Income [Line Items]			
Fee income		53,000	4,000
Other Income [Member]			
Net Investment Income [Line Items]			
Fee income	\$ 440,000	\$ 102,000	\$ 87,000

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Directors Fees (Details) - USD (\$)	12 Months Ended			
	May 01, 2023	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022
Directors Fees (Details) [Line Items]				
Directors annual fees		\$ 750,000	\$ 728,833	\$ 712,000
Director [Member]				
Directors Fees (Details) [Line Items]				
Directors annual fees	\$ 150,000			\$ 100,000
Lead Independent Director [Member]				
Directors Fees (Details) [Line Items]				
Directors annual fees	30,000	30,000		
Audit Committee Chair [Member]				
Directors Fees (Details) [Line Items]				
Directors annual fees	25,000	25,000		
Other Members of Audit Committee [Member]				
Directors Fees (Details) [Line Items]				
Directors annual fees	12,500	12,500		
Nominating and Corporate Governance Committee Chair and Compensation Committee Chair [Member]				
Directors Fees (Details) [Line Items]				
Directors annual fees	15,000	15,000		

Other members of Nominating and Corporate Governance Committee and the Compensation Committee [Member]

Directors Fees (Details) [Line Items]

Directors annual fees

\$ 8,000

8,000

Each Board Meeting [Member] | Director [Member]

Directors Fees (Details) [Line Items]

Directors annual fees

3,000

Each Committee Meeting [Member] | Director [Member]

Directors Fees (Details) [Line Items]

Directors annual fees

\$ 2,500

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Earnings Per Share (Details) - Schedule of Weighted Average Basic and Diluted Net Increase/(Decrease) in Net Assets - USD (\$)	12 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022

Basic and diluted:

Net increase (decrease) in net assets resulting from operations	\$ 18,619,122	\$ 26,918,340	\$ (6,106,946)
Weighted average shares of common stock outstanding - basic	2,040,253	2,092,326	2,323,601
Weighted average shares of common stock outstanding - diluted	2,040,253	2,092,326	2,323,601
Earnings (loss) per share of common stock - basic	\$ 9.13	\$ 12.87	\$ (2.63)
Earnings (loss) per share of common stock - diluted	\$ 9.13	\$ 12.87	\$ (2.63)

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Financial Highlights (Details) - USD (\$)	12 Months Ended				
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2021	Sep. 30, 2020
Investment Company, Financial Highlights [Line Items]					
Net investment income/(loss) per share	[1] \$ 2.32	\$ 3.11	\$ 1.48	\$ 6.92	\$ (1)
Asset coverage of indebtedness (in Dollars)	\$ 1,000				
Asset coverage percentage	216.80%				
Leverage of asset coverage percentage	200.00%				
Common Stock [Member]					
Investment Company, Financial Highlights [Line Items]					
Net investment income/(loss) per share	\$ 2.32	\$ 3.11	\$ 1.48	\$ 6.92	\$ 3.35

[1] Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.48, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively.

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Financial Highlights (Details) - Schedule of Financial Highlights - USD (\$)	12 Months Ended				
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2022	Sep. 30, 2021	Sep. 30, 2020
Schedule of Financial Highlights [Line Items]					
Net Asset Value per share at Beginning of Period	\$ 70.75	\$ 57.49	\$ 57.08	\$ 55.3	\$ 79.46
Results of Operations:					
Net Investment Income/(Loss)	[1] 2.32	3.11	1.48	6.92	(1)
Net Realized Gain/(Loss) on Investments	3.57	(5.51)	2.24	(15.86)	(18.35)
Net Unrealized Gain/(Loss) on Investments	2.81	15.27	(6.22)	9.47	(3.9)
Net loss on extinguishment of debt			(0.13)	(0.05)	(0.91)
Deferred tax benefit (expense)	0.43				
Net Increase (Decrease) in Net Assets Resulting from Operations	9.13	12.87	(2.63)	0.48	(24.16)
Capital Share Transactions					
Distributions declared	(1.31)		(0.12)		
Repurchase of common stock under stock repurchase program	[2] 0.8	0.39	3.16	1.3	
Net Increase (Decrease) Resulting from Capital Share Transactions	(0.51)	0.39	3.04	1.3	
Net Asset Value per share at End of Period	\$ 79.37	\$ 70.75	\$ 57.49	\$ 57.08	\$ 55.3
Net Assets at End of Period (in Dollars)	\$ 160,307,773	\$ 146,705,535	\$ 120,845,408	\$ 143,693,981	\$ 150,619,517
Shares Outstanding at End of Period (in Shares)	2,019,778	2,073,713	2,102,129	2,517,221	2,723,709
Per share market value at end of period	\$ 47.6	\$ 37.9	\$ 34.88	\$ 42.9	\$ 17.83
Total return based on market value	[3] 29.05%	8.66%	(18.69%)	140.61%	(65.58%)
Total return based on net asset value	[4] 11.08%	21.40%	(15.90%)	(4.60%)	(30.41%)
Portfolio turnover rate	43.90%	32.62%	69.43%	24.97%	5.66%
Ratios:					
Ratio of net investment/(loss) income to average net assets after waivers, discounts and reimbursements	[5] 3.06%	4.80%	2.55%	12.44%	(1.64%)
Ratio of total expenses to average net assets	11.27%	10.04%	9.02%	9.26%	14.64%
Supplemental Data:					
Percentage of non-recurring fee income	[5] 2.32%	1.61%	2.70%	7.94%	2.33%
Average debt outstanding (in Dollars)	[6] \$ 88,467,130	\$ 81,599,762	\$ 85,397,690	\$ 82,930,098	\$ 189,038,998
Average debt outstanding per weighted average common share	\$ 43.36	\$ 39.18	\$ 36.75	\$ 30.97	\$ 69.4
Asset coverage ratio per unit (in Dollars)	[7] \$ 2,168	\$ 2,707	\$ 2,550	\$ 2,856	\$ 1,992
Senior Securities Outstanding(8)					
Senior Securities Outstanding (in Dollars)	137,234,000	85,942,000			
2021 Notes [Member]					
Senior Securities Outstanding(8)					
Senior Securities Outstanding (in Dollars)	[8],[9] 0.8				74,012,825
2023 Notes [Member]					
Senior Securities Outstanding(8)					
Senior Securities Outstanding (in Dollars)	[8] 0.8		22,521,800	77,846,800	77,846,800
2028 Notes [Member]					
Senior Securities Outstanding(8)					
Senior Securities Outstanding (in Dollars)	[8] 57,500,000	57,500,000	57,500,000		
2028 Promissory Note [Member]					
Senior Securities Outstanding(8)					
Senior Securities Outstanding (in Dollars)	[8] 1,661,498				
Credit Facility [Member]					
Senior Securities Outstanding(8)					
Senior Securities Outstanding (in Dollars)	[8] \$ 78,072,953	\$ 28,241,941			

[1] Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.48, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively.

[2] The amount shown at this caption is the balancing amount derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the repurchase of common stock because of the timing of repurchase of the Company's shares.

[3] Total return is historical and assumes changes in share price, reinvestments of all dividends and distributions at prices obtained under the Company's dividend reinvestment plan, and no sales charge for the period.

[4] Total return is historical and assumes changes in NAV, reinvestments of all dividends at prices obtained under the Company's dividend reinvestment plan, and no sales charges for the period.

[5] Represents the impact of the non-recurring fees as a percentage of total investment income.

[6] Based on daily weighted average carrying value of debt outstanding during the period.

[7] Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities

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1^,PPQ=3SW;8X!&V7RU\%M4I M35@U@.7Y'.GS7M?
EPX?;30#_04=,M_9S>3N>"B,Y6""^S&85[Z</F90!U' M;A0,>\UCA]B#ZWJ
NE%&0OH>&/J.J6AWIBRB9\RF)\$>S/_8_(14:L*.9>W MX["-F'Q&5/5JVA.COQ,WHXC-
\"^87%?TE5QYA(YQG(R9V6')8IJD\$8DG
M\$M7H"N;7%:;'OIBH7D9O!W_U&CD2(#/EZB!5JJ<&OFYO!U';M1-\!IU MY;S6!G!H(V
OVYWHUR;ZUV26_P)02P,\$% M @ R92066;_AT.& P J P !@
!X;"IW;W)K25FCF%UO6MZZJLH"51-Z*F M%3Q9"UD2#5.Y<54M*^!S]J=BJSFKZ(-
\$:EN61/[X M0+G8SQSL/-WXRC:%-C?<^;0F&[JD^EOI(&'F=B@Y*VFEF*B0LN97<(
&/OUM0IUO3.!Z. MG]!_L^)!S(HHNA#^+Y;K8N:D#LKIFFRY_BKV'VDK*#)XF>#*_J-
l8YLD#LJV M2HNR=08&):N:*_G>!N+ 8="S6P7^M0I Z!%9HP\ S*NB>:S*=2I)\$TUH!F
M!C8VUA04LJD<:DE/&7@I^<+42G!64XTS=%2PP5RI!42:W2G%(41J7+TF9\$5
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MPP0(6XJPY[-Z\$)+|WO2B%C:NZ/,&_#X@%/DV=^ ^WF['ONH8Q]=SM[LH//,
MHQ>,_0/\$FR8'|>KL<\\IC'ES.'|T'A6;<[1CU_2\\O D2=(!_3&!)\$AP
M,\$X_Z>@G)^G_+JKW4+NTA/U-\\VMDYG?K-10I6\\D^53NJM"UE8^1/8ILWYZVJ
M249G#KP:%94[ZLQ_ ^0G'WJIC->J-P'IA2+LPI&?#D-W"0\$;#@/[85\\:":'17 M"JGMX5I
B1N+3_JR4(4!3B9!%|2.V(9A\$ \$PP?Z1NC#IE\$U.*GM|,D_B7)K, M-P+K2<;>\\O8^S_2V:
[-/X11'/JA/TCGB&68^B:?!PHE/F@T)F"\\Z3K7\$)/ M
UV:T;="Z\\M^;BGPZ9[BOTKIRUYBDG@8_W7VK|:G9P6>8;539Y54:U6EU-
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4'=%JE"+MK/(|)'-5=%T3GIZ_AS;SHYG+,K>'S\\Y/YS'[P.YC9K MU+PJ_LB7|?
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EB,%"#|_L0N,'8&NB|_3RW_|@58GYE=*T>TJS-KB_K MZC&J.[5VZP[Z9/:E=?
AYV=WWF|,6G^:Z7'LJK|JF*O)EUJIE=-/J/_JFMDU4 MK:++?
|E6==3>GB;:1|S=|_:O;R|GK3YI5W2VV)_@X^X\$9.0\$F\$2_5F6|:J*?
MRJ5:#@UF^FH/ETR>+ODC\\3K>J/N+B*)W\$4&\$ 1-<9PMU-=\$10*/J!S6Y_L?? ML\$#_A)
(4TBP-9#9((#LDD/G,BJ M\$-(L#60V2)PX)\$Z<4!66SZ=O9R.;IR^:113:M4\$2,
<=%\$8E5\$5P=Y|HF\$0Y7 MA/@03^R-
Y|-3I5|5U29:9,TZRG1<-8'Z|GI?;W*|K3Z.//5:LB"8XQB1N.;|',#L>54<*(
M1%8XKHSIWOPH.8-PY"\$5E5B|R\\BY2^W2" MV21NIRF09+'=N0)"SBE.
|%XXA8084XQ&NE=LV M|R>3Z)BNR.E=-|ZM*M4J MA|O3O8\\U\$NC^U&
|!@)#A1&N)'90K)) (3C\$;@_1L>PGX@^E)7*|5T\$S/=F%*=M->^B4K5@5,QM<\$R06
@[*DB(F(AM(H*\$E*'QOLDP\$?:2P_4O^N|4.J#N3F5+ M/1/*F|:;GCPH?
VWD|@4A2:73|0)"F5_2,SM"P|:K\$7-LK,<&7K"?7M*\\UI/A MJF|ZFP8&XW)&W
WKR(X%T)\$\$:B #|COV\$HAEOP<^#2;&O=5SOS;URLH'&2 M<&:'U"*T+@F|7_Z)\$ (QV-
USW_*|H/*|U/?JOH0TA&T"AB#. (PM*FJSFD M(|I*V=@"^Y\$ \$C\\1GP
7|IR64W|GMOE8L<.&8LCFTVF4-**@A|,K;#_90\$8R((MA0,B!F2('V0^J_8TC"\$N",@Q#_S3
M!56KK,C_\\Y;179:7N@865:/OV%L0:TA0K GJEH9R&Z;28 WQ8\\VNPI?C"07S MZ6)(3/1
(NU9""""<8ET#**)VEP5(N>9HQ\$?:-#%H0_SK2EUM6:RS|JZ;8T7;
M|JR:\$W2E*:A;&LIMF%8#5^24U.;RM.2"N74)B<>()\\(>|0"A'O*8|B+M81Q0
M3C%C@M+13L=@%_%CU|U)%%5ZL&AU>_"S9MUWZ-6JVBI;MNC(9##T?|C-?
E2%L^/R5Y+\$R.U0 MO"<^)_B7&PV38XB0^(EPUVX.|:2C^/:;#;0\$I5E1TX*=+%=)D)Z"8_?
E>54 MT6^,R& M"YB!Q%V63G2|QF.\\C9K\\D6DLKK4_3>1CC725+;1?
4NSSFJ=)9V;M"KTA'SW8?\\N7!=V9XZ/ MIVH7F**C?S9B_T4PN4AL)
5D4W(A1JH#-3Q*_3S|)&.9%|ON=8AT|,|3CJ M(E_Z)DO'89DJ1?
OW'0<1ZZ'FVW;M+J'Z!K&=%|ONG3<|!_#_.5^G6V6N5%WF|'"^V"@I&&W04-
NPWZ&FQ*#9M2YD?^DQ,+:R| MR??LS(9T2T.Y#3-
K*)CZ*7B>-6LP9=P=DQ&A6/^SVYVK3%"W+&#/' \$A)RA. M^,BB'#5\\2OU^B7|JV?
WO)Q^R\\LE&(\\+I%)3EK-M".@X\$IQS.QA7QQB+V5@? M8G"2QB_=(J=>(#V|.H=T2T.Y#;-
GZ)3ZZ?3D?7+JKCAV)\$FE,ZP_2Y:QNW| MD1008BD%/8+S85_&.*D,NCQ&O?
QZ=OT(Z9:&L,#. 505*N//0IZO3|"+'=F&985KV M8J9E09DVJ%L:RFV8/<.T+!#3,I!
|2S'KOW>\\YVQZ!|:)|@3@\\0L+!*SH\$@< MU"T-Y39\\
(ML@,7%).80ZD|)F=VIS\$\$\$EP@D1|HHLH&0.)5*,|_#_<0#%_/2CF
M0:\$XJ%L:RFV85@/%)6AF\$./U*4V%|'F/'F)*8VON)*2"4@LF1:14W/,S|M/
Q_EP6,*2@/!W5+0|D-DVAXF+|J#_@/!S4+0WE-LSLT==J?HR'N8NO!|,< MVP|:S
&A\$#'%|IP3,F2)9HRQ/MH_7|Q\$'.73XE(\$N>I0T#'|>2SM64#JOZ+S M84;(80!F(>%
(B#NJ6AW(;9,T#, P\$Q|I9N94RHO90RAX0Q%NY3X)"0HWCT
MJ39NB):)5H>E&B#NJ6AW(9?E3-\$*UZ!:_6P(LL9<7L70\$BHP|TI(.C6UW"
MH*QX/90505\$VJ%L:RFV85H.RXI51=N\\>-XH)HD>:>U= D"9""Z=Q|U20\$@P MP\\O\\C?
I_N?I; MV.Q^)>'7K+|K4E"HE;9\$%|&^JGKWPP.|%VUUWW\\5_9JVVK3'ZY5ME1U)|"?
MKZJJ?7K1G>#P\\P_7_P=02P,\$% @_R9206;QS;2^KBN2B_
M5"O&:N=EG>75Y615UYN/TVF5K-@ZKCX4&Y;S7Y9%N8YK?EL^3JM-R>)%6VB= M31\$
|G0=I_GDZJ+|K;\\NBBV=9;F|+9TJNUZ'9??/K&L>+Z3:_@Q(K0IT%K\\E;+GZNC:
M.;KR4!1?FIN;Q>4\$-"UB&4OJ|B+F'T|LQK*L0>+M^+H'G1S|; H>7W|'_Z7M
M/_0URO69'\\G2|JU>7\$GS@+MHRW67U7//_*|AUJ&Y@46=7^=YIWMF#B)-NJ M+M;
|PKP%ZS3??<8O>R*."D#<4P#M"R"\\I(8|!?"^)8+N#T%R+X D9M\$>@K0 M?8&VZ|_
=WUOBPKB.KR|*XMDI&VN.UERT|+>E.5|HWCC*O"\\YKRDO5U_-BKPJ
MLG01UVSAS&O^P;V@KIQBZG2@=;|(ZSH612\\)HJF MWL:EAU>
<;9D&+S3CW1<-6IA6=9D^;OX(6-.)=YFC|6T|/?BJK2=3\$: "H6 MF_*!.8P..HP.:G%
(#\\ZG.(OSA#EQ|Q.B/U.;.&&7\$QZ#*U8^LG032-AB55U\$V;Y95*LN7|G/6'FDQ%-WU9'-

QJ6<\$*J^"4F&% (LQ9F(M*B%!MA/HB?)3-HYOIE,M_F!V'C#&YZD<;N2.UNPIFX(R\9*
M1!L"2?T%/,(.2\$NOHK3#K\$4F/8/3/LGF6I M:AV11LP11%K""7V5'A2X,)H/&TGD!@<2 R,
<|?L^O;F_OHW9_IKJ5WDW-J= M?YY?SWKGLL#F7&83++0)%ED"\$P8\$@DXI *-?'U;,-
/#14W(^3C*_1%EI%8-0: MXY6@ZA MNB0GD\$IKVKV5&,5SPW:I@;1)_R1%N6BUVW-
:KYQ'EK,RSK)OS2|LT^0:&I-MWLR% MSJ;DZ^!TD_6X_2N\$E3YTJ*(*
(_%GBQ|-8;G6LO(0M0\$<>F\$'#3*E'W:XB9/ M^*J-/QIG(=M=O1?3-5I"R: X0C3/-
"8N\0F0^=*8!MC'&,J9 ITE0C|QJ8=[M D6GK*!96@UDY&304"5.3!|XA:8R! V;,:) \$M-
'\$H.I4&S3*M)VV%M'R|:MX* M H5L50.Y? \$H#T)=-0XWI.:6\$4I\$KNR/:N40-9|PY+|9O5-
7T"RO!B2O|(2H M,J0A!!Y-I7M.7J&0# YH\$RT:T F1UDY*0?)-
*2SX"K'3O^ZWBA9:18MLH8G# MT(DQ:)06HQ-99K@QL|@EH' /)(04"@%TE2 1J\$ESR5!,-
|G?Z"9GUT|O266;P M\$93: @J11BI2#&\$6 I>T2!3D=9.5R&SKOJ/\$EOF6L?
P;0DH1*KNPC @\$\$\$L MTSW 4F3|:(O*+!>E|PR@XX-U%;10JMH6003!H!==H-
88L9,V1S VMF%2VT MBA;90A.'T9-
NR"S=1J9|D\$:N(4E8S9!.K0'J0U_2=:&Y<2.2/GU5|H>43LHA
MLY1|0X':>0;%YC0E0FSJMZLHD6VT\$3V._6&S.KM_T_YF!LX9J95M2 "Q/5=
MH!QWT*A&O6EDH77BR'22\$IDEY1N2/GOD\$U%\$56W-(@\$0>:LLU%BZA-2>DO'1
M&"+JNP"BGNT@U"E!9-Y5LY3P0;K|*EW\$L"H&K;) %MM#\$D>C\$(#*+P9Y\#1;2
MK:HI!#PBDZT19P'Q(4*RD@@UIN>4FP+?4TVJ95#XGJ 4DSU|H@|,8?-8FY
MOD=+"%:5\$"<\$>_(:?F:N?_1Q)9MHT8!.B+1V8@| #-^1| "ND5/^BU2I::!4M
MLH4F#D.G\O!IE34#442CXXSFC?3
MWI;O,8./H=024(C5C3(!0@%FL%E,_4>Y'G.M8|BV!!1B56Y1
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<2S3X6Q00&6C|.86S#Z?0BKXLT6FLA^I_"(>;ON_\\WFALX(G-0=9L-(N+Z M2'Z
0HWEN=XTLM Z<60ZT4?,HN\^4:B?7|,?BA4208!"#Q,Y"2/QA)30 (B M;W3J(+\$\$+,\$
(H!WI(H|B:..0=O*-1'.Z4!LQK.Z@646+;*&)(W'T%IM9|/7D
M&XF6;G7|C)L"F6S5RN/NQ2<77SY8KC'EGDU<@'UY#".-+2&PO=V|R:W-
H965T&ULK9MM_"N6|NLI43<;H&>;25&7"3>U4W>ZF)K5WKXF1 M8VXP>
\$G,_OIKP78V*@1R2Y0\$C^T&OXMJ?53"U^|%.6W-J-U|7W?9GEUO=C4 M|>
|COCYX_|R(!S&/<;7OBNR_5)O MKA?;!PDOT.MYG|=?BY2?
="1+&WZK(JN:O|)+9^@MOM: J8MLUACO8IGG|/_|> M!>*D-9\$C#6C7@ X,))\$&K&O
7MN =PUX\$YE62A.'**[CFZNR>/%*8PW>S(LF MF\$UKD)_FIM?ZA*^3:%=?7-
7Y%61I4E<7:NXNKC?<9!D;E M77J_|/43>Q=_?
72UKN*AINEQU%_C47H".7(!0|^5|Z\T&6/U&GQP>|^ ^ Q_|U'?WYPZU+!C!|H#&'QOK@#
|*Z|+8 M>K_N=!G7:?!DW9HID=:IKCYB86_=5+I_UXN8??R/2
M_R<6LCF=13,Y.PLG/X:3NIS?_*L,LU7D
(K|5TDNGWU#C|S='&*8"%NCV@J*YH\$FCSSL"5*Z*?)5FNI'^%Z)BG!F|E1FKN|)X
M3F\$F>X_O(M|!2_2_-W!&-K&|F\$KYARVPEY.E)9811.1B =|:EE)+3D Y'*N*2
MLL""L3\R5-51L'(+W|>K#8S!ZKU7E.E3FGQ66=KM+=^)14UFU=AB%1 M+
C40"EBJ:045)!|(T02_#(*"&3 M<+PMH!?:/K0C%V8--MTOX7LDU:K8I_7D#/RJ1\$=VO<'?
2SEL)<1.R*D+P,^ M\$(P84A(*,M+#Q.\QRG=*OAW(3?0C|'95|>-H;U5@?=HY_3T?
AA7H1\,|&%V MRF*9ZG/4>*)K0/ ITGAC-G?OS M9-1)EX96+&Q+0@1C/K-
Z'/!\$I*^6^&.OS'DR)\$|0:N?M\3/#TY.W.MB_)T\$?"J M(DM0=39VA0'G_H;,\$;M+%G*?
*#&4Y|S'MT, |4&/ND\$O2LWN-T^FIBVU48R8 MG1,9;.,L?;!6(@5V\$V%V2(" G"6NJ&<|ZF:
|_A'4KSD4WK^_G9U@FW.@VVJ M& Z&"+-3@.IB1&^/<=2-
<;_6&UU.J46PBG\$^Q)\$|Q\$Z(X?8D0KW),!R9B|1' M-.I&M/M2|^ (T\;I-
7&J0M.MVU:@DFYQ"V&H,,POB1D.?, \$O3GZCR.6=@SVG4
MS6G18>|1Q|^|1YWK=5H%_K|3N>)ZATFXHN@T#Y%G>[K_R&)7(&1^?1Z4&-
M.HFE&|TMC:&Q\$,C" /A,K:%M&S(12F4-!-N.B-
"78WFI9R,JGT\MCUHT8GR6_P#7<\$/'01=QBD"2;!'8|ZP MYA%63*.
<2MC3#8>;/4IX*/DH>M\$>O:@;O6Y73:&I,D6V1JTI+L:K5;F'Y-'E M"WR.V/
\$"Q0C4@YUVH;\$IU+YUB2Q#25E2HS4G6A/8|1-8U%;1KQUP26UL0K
M@0^+3.XK027Y856VP#|-,>='93U\L8DJ6|)-\|2J(0' P#UTX:%_T5,RI,W M8
M#^\$OQ<,AS\$6(*_U(,8;UD,,A)C;A(|KN2E?M;Y'M>"L!.G1-6&MLPE/YP2Q@A9HS"3F^\$
MQ=C):.Z;Q=J%|V1-0M4@E2|8%DAFJ<\$,N4^M?0%FR\$V1;41/CUEL^B3UC0=^
MJ&*;O8@D/E?#87:'6%Y27_G2%_| 6H:TC!@8Z5NU@,4ZA@?RGX\5JD# M^5G+7+-
ZB^;R=A|3'N68N\PSG9Z&H+&S2TJ0L!20P""50BR9A)V931:(I5"P MSQPE"|;C\$YO\$)|-
E;LK%8\5AAM6>!%!!&%B:L.J3+R@)K%TQ9BH\$, _OG,54| M+
|&)4I5U9F56F11E0885HB1(L|0YK_D&JL"N2!DA/AM+=3U\$L0F(PD^S'R&

MP(VDRBI1W6&&(1.*6N-TYEH6[W&*3]6R *72QWU[-Y4\$H EFV+"IL@27>+ MPR
D1(\$N0CH,@?OR;^A[-])"G62\Q#T7,7=7/7U6#,Q!SVK8KN%*=U\$-=N MHQ
,0N6'UA8(LR2P+MM'6JBEA"U0&(P0%N)BT\?63H6\7ZANQ=Q;D,3%UP%
M0@X7<<22A512:T>\$&)KG+:0,QBJ:O\$"[&@\$U**4@XDL'YR<-O;F:|&U/WWGO43VF>
MFZXV#V/H,BW0O,YMLA*0U:E5'D(,*54R\(>;Y BOE"%GAKI'[-L:OMW%+H=>
M#9^ZE=IU*ZF\$(L*>RK8E&L,(-1B|]DFP.(-QW#[P#6D; M)5\$^:~%K5F_17-
[-X]B3&W_E"6.SVB7[TLF(V+FY!HJ-7(:XD)1O&W(#L?; M0 PI)X*),8
>X;@;X7XPLLVWY^L:A//7;K& Q/^?D3N!<+#+#H_[-C' M)OY-.P2H><;R%
<%IW8E7!&>NMD,CMK@+[\$]^%K#5Y5/S\XK*:XJB|>/VQT^/
M/^&X;7ZX,/C\$ _D8M3_\$Z-VTOPOY.2YA6:F\3* _!?:!0:##*J<6I9NZV#4 _M/G@LZKK8-
B.W.@:T-;P_;HHZL;X? MP+"F9@ 7,4# !@ !X;|IW;W)KV3VS:V M|O|I?P4K9V974N4X!\$"
9.:ERJUN)9ZQ'9?;DYPY4 _N#K*:|=:(6> _1BQ|?N M'W|)M=1:PML#DN#LF[TK,|/VPA*?
IM9Z (+X _?ESO?YMO M|[-;AQ^^ _WXS0ZON9YOG|4.U:O|D8|V^GVV; |F^ _7|SL*YF-
_N@^^^7W/\$W5 M|>SQ>KKO _YY [-WZ| _^N=YMEXM5|7;=;|;W|H/UEXMJ67 _^RI?
LZ^,/WBUN M|[-;M#|H _ZY\?9K?5=;7|Q\;=? _OG\;Y69Q7ZTVBWJ5K*N/? _GZ!;MA6F2B
MC=C _E5\6U><-^>|>RT?ZOJW|G^|O/G+UVG|D;IE-=^V8R: _A43:KELAVJ
M^2# _/HSZ|5/2-1#^| ^/HT _W5-U?S8;|)O7RU\7-|NXO7Q=?)S?5O|ENN7U7 M?
_ZL.ER1;,>;UO- _M_)Y/?3;|YKO-MKX _!#>?X'ZQ>OS/V>\)4@ +QP! M _!# M0"F' 'B\$"#T
_.\$(R X!66@&>0B0^C5DC@!U"%!|H1 _%VBM|. =O. _OKG M=?TY6;= _NQFM _2 [-7|
<^NA%XL6IOK>OMNOC311.W _>ND7FWJY>)FMJUNDNOF MQKW9+;ND _IB\7'VJ-
MOF)MINDN^2?UQ?)M _X=L _?|HMQ^>. M|: ^KA^>)2)\E/.69)?
PJ/%R"^6R^3%NMZM;|)W M=;|N|\$/S=7N6O'HU2?|UNKK_4*W _VW:-WD'; _\FX?
9O/K+UAW7>U.M/U5? M _6 _A=3Z9|L5OQIL+/K%T _7+|S7 _?V5 _NFJ5@O-IMJN|%\O O _
/|B _WL M7|PJTF-@N0|L*|JGOZ;/TY3S/W _B5Z^=_R>EY|77|F _?1O9^ODO7WSZ| _;
MKMP?VUSULW\ZY4 _!DIRY4*FS3 _;E7O'IWGE\NG*I?;33V>+=?++;+FK;%?N MCIU?
>6;|L=A:
|< .W|/*U=/5ZZ\GWY2;ZR _;7_4 _JE|9J5\=MFI|N^2MO>?; .UK6\11KL|+J+I^LN!H:W
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M&V)M0;"CRC/3V'(EB|+(=0&A=;8*:_L^+|L,RTR4\$P _LE/%ED-L0C@V|7D3<=
M,E6W6RVQ/F&F;NU|>67UE3 ME"QE1FT'*7|M|EPYO?A%\O=Q_KWY'7|8;%LK'A3.1?
S:N.O|%->*S1SJ _M9,?94#| ^ 4;PK#X;!'L6'9CID)LO%&.BU* _? MFZ+G|?3=>9#K#;
(|BP|<-;VJ _?GZ+O|9\+ ^ _E>2| F&EM _7LVKU;9;/TM>KN;/_ 4NN<==<
MQW"X _1P^5"" .SF,T\$|3N5;:XX@B|M67@6,/D6C/ZY'//L72WW-D9\<*Q_B
M6\$&PHRARTU(60C"i+ ^ ^@T1TJAHT^1:-|S18 _^54^Q*^"8%=5|;%4FU@&ND3I
M'0I'2C|%Z?V _@I/?Y?W+ C? _J%)9KJ|F@- \$|;CX? _O2JK7'U?#';-
D:W7="8UAG+@="L46UOK-'I3C97CYX&9I;S:M@^GP(M9/*5?'L&J4^'4
:X#,U/5I@/L<(@V%7Q31LL19&E^I+>)1K>H;)E^)(HC|P MF*+A005'G-
RT&.*F0;"CY@O32T2VH9G)1.%;D#0\X)3X9<
M|)%N\$%J:MSF3&LK309>CKW*|L*)1O<(:04I?#++>+/:HI _7%J85EBHKN/ZO\Q*#YX=
M6M(HD>6EWB6G* VNW2?/+8#GKA\>JG7R=ETW _|]DDS>OTK>SC;:Y/W=NM|=
MWB7OU|O-UE _*HOKO6*.=ZW\$RWF+P>C,8P; _>S;|>G&OVX,J?H:\&)Y,MAIAL
M\$.Q9;Q:F\$U8BSTNI7 _X8R\W9R2!G0PPR"/8L-V>6Y>9FQEV4VCSCRI^B| _6? MW&W6;
|D9A'F6FS/+DRR@ _|;\$;V _|Q ML"#8M>/7=)B9S!WJ9\KV6NAV38\2V-M5,TO-
=Z92<'FPUQL"#855!->YE) MJ;BQN00-|Y#0,GR:BE*?S4 _1\X)3^XUZ^=>_1-69K)IK\$|_9
'&|ZPZV%+8 M|Z:ASC4|.=?;|URO'A;SY) _? _;B>W9PV1C0%^ZV_7DRIT0\$ _%R_
E*V6I>RTT MO-=K2?*NVZ"7W7K956EYU:T0:6F\H8"&=TAH&|Y(^,Y(QK>+ ^)KLI^;V|
M,%=1-AVHX_Z#)M+ID|V60VQSR#84>B5Y9TY)834
M142CNT6T9.!E*92>8HI2^%4F7#5SX2#,-?KT:8!+|,|+ _3U# #2Z1S^+Q9+ZI@0^ \?
N&NQCS7:N0PG0Z\& M&WH5L,D99/&8^8#1IVAT6.#5R!#L*O+
(9>4/!7B8^9.@I&MK _C3H9 M>#7\$P(-@5UV/M;9I7?(&VMG,TKO_Q604S-Z'I01:P* @+
(=F2":\$T51| ^? _MT:=H=+|T) _NO _/; _Y6I5?YIMJ_T^ .K _;IX_4N0&X?;5R>VKP6Y?V7TX,AS!
M(+ =OS\ (R??\7RH*;P+|: M^V|QXSG+E+\$%PWO\$=!,T4P|96FW(U2^ 4\6?
|<; _GWFZ7G=?*Z7F|O M9|=-J9| |++S9< "CW_DSJ'YAY/GSP=| _MRQYT3?
50R@9+OR)+K)1|E M@24 _/ _G _?(C _\&.DI^;)IV57!@5'XWN\$=+,P%-
I%GR4P?|%.|T\$B\$S 1#L M*OB6K2&*9P73E _+1\!X5+3F\WYN'H2Y"KYE0TG.9:D?

MW'*)AO<(:-G4G0HI4_UE")3"+R Y4,_OZ?AV??
7=FQ^OO_MUY\MO>YU7@74J;D'\-6]7I%T95.G->A#+CHGWQ^/L3G
M@V!7T;>696[LYKA\$XSMDM(U?*&:PIZ0+WWC]FU MWL<:{5R!D!?
ABB(<'P9[]B87%QW.F MF.#Z,<+^"T%./GO8HC !L&>#8J%:9!= HQQ>'1Q=!'IWE?
M52&Q>HVN9XOJM6\>GRJN5_5KA\+HK\81C6_L48IUX(< M+#W\9.D"/IP\$63Q>-
V#T*1H=^MSBY'.+(3X7!+N*HN6L#=#NF[4LTO\$!/P.&G
M:'BOPRA/+K<T2QTH_1>G]OX*31R[]>600YBCL167G-MBY3*>#Z/1G=H&S;Z%
(WNE^[DCTN_/WZUF_V);EH_AW@B_UC=6T%L48[O_*3
M+RX'KWF7]M5H_8#&2Y#)TPX<&OS&_J (0,GKUP.\M-47#^R4\^?
6RWWN6I>5X:;93;KRO";WO&=I32&RDNOKD2@%?,^R/'GXTN_A M7__OFC/X_N-
GNITSAGXYN;#K#-'UR[6']>);?QF/ZNACC7:NS,G1EX,=?6D_M0D_?-7X),OG*N#T#-
\KX8%8,@<4,HL7TP\58=JH4>28SX\O7R]G;AB^;7B@, M&8?
18B@N9A@OIBQ)B4HMI[%]S(3-@0R(88*&)IC!10\$TGJ)C4[]3?5_;W:I*
M+A;MD=G_N#Z4[]T?I.HEIMJY7?G(\$'W(C*.R8E\)\AT.#T&#.#OZ3V7>(&
M10/DZ"T\$(+0G)[]V>(*).E]^<3W E;BF^IS\L]Z M_=MIWW7H: 5@Y,[]%
<1QD(F4F#H8F3IB=4,@-&@K*A1RP*X_>3S\$*\$1E@RD,< M!D3L242T, N9,K='7\+Q?
7*&Y9C""(#:2BSP,#)B3S2B!5Z8I>V;-Z:8_2VP M)8E0>5X8K[])\$!-8H'!0A(M",.6JISJ)\!?
H@P0@QN8: H380M,:8D_E_CV MIY_(&S4(0@!&ZU[21_&
[]%)8XF)8X80[]HH6Y5+E\$NSYJT*X>.S9W"" 'UG)C@_M81Q%!%)TU7,+15\$5RE;0>RU-
!R>8P@3^D. C&P0D1%%NZJYC<>H%"L+?;_M3.!0TI*~7?L6^H+>%"8
2A([WH_M.&\$61*,JRS37'RQ?H@R^Q6E;DJ*41I(I M3!*,RM4%/@! M7\$K'.A<=?
@#PFR#^O2?TD5F@C)RE(C>.MT 90%4_,D4)@FH^L2[]_SCV_IS MM4ZNM_4#W
T(ANI>^D80IS!+0_M8MP'41[]M+,%F+ZZ*)I+-4[]M@
E<8EK.4BQ961JG"L\$\$_L)#V([L\$/P11;M: M@/(7/6&3_-QEO<\,\$#B5M_\$@E2N/5P2E,
)0DQKTG-Y)9"(TM2 M;\#"#R+AXR&C#:<(0:S^<\$,GL\$\$.C/H>QHBT"^X#UT_Y 3FP/6=
('++9(\$8D-MBG;5=PO#40N@TJ\$DAF!;E0Q-(,4)@)+\$QO>#74Z8A5E9
MYH4P]C5=H@R^,F]-(H5DQKP&)<%EGF P&>!@7F^; EZO'TO[R]7;-K-=+V;+
M9+ILOKJNE[]O!82;G+P&!2A^7DQEM.\$TB8NB'HS*9G61H\$AY1+E^E=^1@QH+-
M8%PF([Q,-@B8B:)=E=!'M!2R*"SEJ9^?MXTOBEP8*_;#F)F,0#/9(&HFBC;6
M>8O;SB4S.\$1P?)>.EHWI;2K-)Q^#P)F,D#-93W0FLX M12:STE@[]_.M.9(
MV]VAAAR#K3RA9S* SVOJ_,.R!6;BC8]QF9G1AM,NG;CTP=C,"7/0+_4=K9:8@ MRN
KX+8D2DK+=!HEP16'/OTJF[Q\V3CRYV]!58^+ M
HTVG"8'<>3#::#,#NM,2UF>_6/<.\,VMSNRZH"Z**0/,84? E0XXO0' 4=1M+-76-
[]>E+RQMX:_Q),COJDRGS2S.(,>3((_5#/*264]Y0!E38+8GRIG\4
MQAGM,!\$N[(K,!91_+O!+M:SGB^V7Y&U=+[]L#=#W^HA;S984/5@0C=Z[]PL8;3
MI"#S@.\$0419"\$45Y?"L[(1Q1.#ZNZH0DR@:A1%&TJZ[]B)^,E9FQ2-:/)QHX
M_!0.#^H/<>F#J*(HVEG-H^V@[]P<6C?8!HO #@-\\$L?C[]X*
(39B%Y*I4O0,P[]@(:^VM3]^[]FJD[V/2P^--IRF;'WPP&BS,[V-*!'
M*)6W_@<B:&?[]MRRZFT<)8GBH7<2 P:=P<'_%(=Q0-@@<
MBJ)=M=_[]6RJ1EX:1AZC0ZTB^L.ZE/9!8%%&R**L'UITPBP(S]SZ""F\$ \$NHH M[]8\$YIC
'+NV\$%"M."OH=&& MT\0AAG\PO?0"#>\$[Y,O.!6VET^<,\$!MOJE7WTWJU79=+Y?5S??
M_WSQ\>-BN9AMJQMRC/D&%,JX MYG@4^"8C[]\$TV'+_)K\$#,PK*PV)^YZ<@A,V/Z-
)BZR0AVDPWB;J)H9^6T'(_ (MBU25W'S,W(^!;4V1*B723-[]H.H4I_":\#?9(GBG;58!LBLZG
0E@.\$X' MX;2FX%(*EIK3^T\$<3D9_G*P?B7/";-#+3#2_9]O+KA\$.7RNV)9&9\$*4S'Q8
MA>F:R!@3Q"8#C,V+Y6S^6_)B=;O;)-?::O;;7;W;5 \$(3!PY^(^"FF3\$=0F M&S:G# []M.
EJ-43\U&7/<+O:W3(V=>"C/8WUO\NC?54TE8I\$'T3A1M*O(MVUB" Y-Q>50H"?
3EDM:63!F_W=A*A-'F JL1S#T)\HFAGL;=>;UX6I?G6
M:0A\$U"FJY0C)HMZ7TGB@A[]\$:\$HL?#[]JZ(39X)^!;"8B^E/N2Y3BZ5FG4YO0
M5%.8ZK'J8X&(R0=LT>GU^Z>E[]G;O8^/G0I^7\$ _"E.4\$:@H&TX5/0ZADY)S MLS@%
[]F=QWB_VUTZ+U+Z[]4KMH8M6'H\$,GS(+I5,U7VMP3C"F@[]8J(YWK#\$DUA
MHH#20:B@; @6='*/G>X[]3N'J5%,,,S72UQ"V1+[];CK7SCN D+>9/W0FQ-F
MX5P>LAHKQ1BDZ: ^0P:FF,)5_LD"PF@QP-?LL=<3%:T8;3M. N.'AA\$UF!V"6
M^HSF\$N6"9=&:B\$MSRU 8:A.7"N*!Q\$W4;3+#UN@F\$T)E#PW[]HEBZJ9'5S--
MEN6%R,WCRC![]\$ZM*_ / @"">*OEA"R>39;E,*8P&\$0IT=5V[]NAO"B5>:P-
M!G)B58DC[]LGE9#9JIL,1AZ\$Y/>)8CCTO>+L08M;[]L.(Z8@#H9(5>329/+P.U
M9Y^#O1[]Q69S1AM,NGUCAP3C."S3\$J92[]*IO=2NNOH%^!1+W5(!YY\$(0319^L
MKTL(RZ\$H[]5)LJA_9= 52[]92"\$Y0F'X321-\$GDVN7@EN0EXSS,C.E *EZ2\&(
M%/WH/RCN5!A=(EB,,%-Y:9Q\$<052[]1:!!\$Q\!GFZK'Z?OGR#5PO_0%U+9+3A

MM"L7Y,H';Y5 0[CO *O+Y84^Z\8)G\$\'.'3F4P:R'.>"30TY F7P0*!-%^\HL MMZ
LA5%0/2/5+OH1I7)):A1%GN;Z.X)3E,\$[@^6\$E\D"\3)1M+|8VV ^#D%[M;::V9G).F2W-"?
(3-X/F7F!XMPR6LXT<Y^U-8M+RJ\$[K3D!;7(\$VKS^ ML37:V\6G*F"3-
1BM>Q<9PVAS0M7DPZF:: ADM+D=K9FFVIOZ.F02Y.TM3DG\$ M&>*[433RW=R&V|0L-
UZ!1'V%(+1-/HBVB:*AZ|8A-UMTNR'\$*,1-3HB;O"=O M\$!5!SVW#;MHE&,5Q\$^HF1|3-
7|Z_P6X|+F SVG#:51.W/1BP>8&&\-9(*S23 M":4_'X=)
I(M=|O'30NBKJW\|O|,F1\$X^B,B)HF%QM6 S1=;N!FE@-!"L5%;KQ""#/XY^*\$GPVP":2F8
M,M|(AVD<@MH(FD)E:9KI6\UA!B H\=?|)\$H7*,XMH^U4|K11T4!MP12>00U+
MEH)G(E>EOKD.9L&+&P2^R0%\|WW=/C\,W3D"1NO<1D:|<'("X>2#(9P7: CW
MC64::O8\X_I3:CR^NXM84T@#< M3X"9"\$)Y\\$, (317N;B 6S*="R?)*WP1R
M"?X)#53<)&F(F_F!8:L@Y;('EGH>Z(O81Z7I+84 M3>-/E7|RI\A2F_)2Z4@_*,
<%BG,+:7MC,FTA/MQ8)>^|A|2G:5%PN?'^%TP3 MT\$G(I 0 /2^JY,=U5:V2M|Y;
H:Q>HVX)%K7+)GM.\$T\$7**)0&81@P">*K? /2O^?'Z(RUS'Z_?\$(%YY\$ L31?
M*I3^TNP:F+9:R/1%"N40@|G80QA)%>\MEI*,YCB*81E9F M.:, +TT\$XD?
|S2@O4)RW'\$8ZFN-X^;;U!/< <8^ -7E95>OD|6PUNZWVB|G7
M7S;;ZGZ#-'613!>KV6K>HAF0FP^TF ?Q MO,#HW:|T%.| (6(Q\,(OQ
@WA*Y#^T.YRV0_A(+LJ-"& (=OR\$7431O@+I#^VN M@65)M?241^ (+:1CL+
M4:@FU(1GR ?Q#%'TH2CN=6C^97\U%PS270P+++"4|>Z)UK@9A\$O)!3\$(4?:B/
M|KO""|I9" N*,%.E+)2K2!*F(.'%+Q <:<7=UT:Q#62%OJ@9+QDN5,#8B0!
M0O#Z|8MW|XF+ /FA6L_VYP@/'*F)"Q",-IPF!K&1@P&"%V@(GXWTAW:7RPX5
M5*Z'%80,R >1 5&TST;V ?/Y-
#!MI'98MZ8!9&#>'PHVN;QP="\"S2\$^ ^R:HV9Q_:2=K2>4: 6% /+X(\$ >BCX92I<0<;VD
MA8G'9"%XQES>FM#M^""Z'8H^N4F'%/|XSE)8@'92%\$))UTU!R'2'YGN L6Y
MCX\$Y:A#735KX=4SR4LG4>3L0.ZG\=O+U;+W8+NZKY-?%NEI6F\WI@\$98,_U# M=
|_.4=PDP=#QX1@Z,\$3W:|: ^#T8/H=6NAEC"0?@X%'WDC?_LL,%P #=#E3"- M(>/29PP(!
(X/@).OLXE0EOC9P&72<|3U/E#',"/7:VJ_M|>V7'Y*?%ODOV;W#W|*?
IR=7@M*_M|F;KQ:U.OF/^:|=7633!KS39YM:A6 MR?MJ?
9^\JF>K9\$(#7BR7R8MU\U6|2=[5S0Q|J]'>!1S?#3YH=|%&<8F\$7<:'
ML\O0\$!YV&;>SRU+|C:,KD*.W\$,1@#F*7H6@/NXQ;V&7" IZ_CEZ:T'')8"/
MO9YM=|T\$ZHM=@3YOVDQ0V(O=[?-\$L&=)PM-VBY;M.S(&S(P3F!D'4#+4C +>
MG'\$\MK,@S1RWQAA\$,TZ(9AP0S=Q=R!_G ;H=0\|P:M,/UOK"N3H??7\$I@+0
M5_S^,V!OU_19N|>@40ZL(MPS#IA?02TH@%|0/,WQE4.XN|W,)S>VZ1KM8/ MRS@
=X%FA+!|?9(77K89_D,YJ'(;3ILJL=.Z@(/0Q#I!=WKX4@OOR"Q'7!X// M<|;P,M|7B%#
(.*"0@0X%HNDRN\$>FN,|W,-S9@S)/LMPU8R(D,@ZP7%8+| M*\$J\$.<==, #\.=GUM<-M-
'UW-T AOC@+(%VY:U3Y\$ _OWI8S)-_?O?C>G93T1;U MUM^A_!^KNT2C^&*"%^.
K!72H1"/6;? ,<.>X(8XP Q!AH1 MB#8F2!Y)XKK>TG2|F1*\Q@'Y
M"W4T8)_.QK6).X:69S<;Z- M;K08U+OUO\$JNG|X_N|Y*U#GHWKQ:,-IF@E+2-
\A\$E<>IL)\B*5BI7Z_8P2@/N9 M3\$| T,W9\&<4T-S89ZQE) YZ8)PX@3@ MH_E-
P: ^S|7I&8\$X|VKX_?^>V'VLX33-R50\$@MX!W*X|#F !1XWX"\$YLCJ=1Z MYUZY\NC8\RG,
XD;@A#D!&# @?:-""+V72+|L',P3F&I<9HIX)COR2-J>T6?3^0|@NPV?
F)._K9>K+;/A4!6X|ZR"/<.<:\$K*=M \$BWD+9\&, +Q^_YP"R)TG&=*'3#^%(Z/6S'!TPE
9P.M&+'='*W80H_C>9|3 M VZ.8O:;=(OFF,
(\$_N)'R'0"D.F\DV@0Z|CYB<+^MEL^3Y*T>.RCJ5VIH4-
MX8<'|\$I!N"Z@5:,J'".5NP/Z|)\T =PW:R1/L 4?@#PFR!S&('"'TV63 M^|H>|O9G69Z?
V&MORG|V'GIAQK.\$U2,G\|2+>0)?(0*ISCD;H_M+M<"LVF M-2'(+ 30Z%
?!A;>?:HE".VN@3GK\$*+(A>/,&T%@= *0Y%#Y!X|;?:HE".VN MP>-P9X#(-)6N<\6W.
<+JO?IR_?!&PFB4NDBS:<)ADO\ O%U)!0PAUA?|&#!& M=|ULV_ ^YRAS;_P5!U0F
J@.E%\$2C@Y) ?'O|ASGLW+NL/E:K3=7ES=\7ZWD|:C)|W>%X.O"YNH|LTBG125'CD*?*X6
^?SK2H2/)P ?#Q5AZ&?MF*\$\$_JDX >P)0,?S/N(!L:M7@|EX7-PIK&L:B,WG\$FI@XBE, M#
0DEAJ@|5 3!,,;L:|DH>AQI5*5&<\,40*7PK8\$6::4L6", \$OB5)'0_?A\ MSE6AS#S?AFJ?
\$(P'/D?G_AEK.\$TXXM,|)S!DY@*&*\W|Q.4('H<+>;-+\$#J@_&@_MT"<1&-
"S|A,7#'|@<3CN-SB4\>2 ZP>J,Z('>A9|XE(!>PWGW9A-N(\$"D/^<
M\$Q=\$#/2L"L4E!AZ""V6=" (,% #\=UP52B;U:K.|K|9=YBK7V|G#,H@\"CY&
M=T7&>)U6\$-*@ *3!D G*80@#B&P8:I#+-T%QY-"/,)K""B&0C"\$ C \$4>6% MH|3:|31?
=K4>570)\$|C\$M)QWHTK.I+'=%C,4O4H2@PTHA-XGWXA@Z'CR#<*N MJX?VL37S"H4-
3CUI=LCPKV6',_5Y&P#|4@|B&* =DU3I&F:A1+F\4B7,(C M?K0FR IZD,M!393 ?
S\2=J+HOTZ<" NL4!29S/5*=(DR^*8IMB1*2I4;#Z_#
M4(Y>48C;1C!%7Q/MN(L8KG|6/^>O*X_+):GH_ \|S34NCS':<)J>Q+@/YS&B

M(3S' _@D[0#'+M GU%C"AE9TW!NCV'"" M;A0 U>BN9[CASZRP]3F //]P@-4@">(^A3B
;IZ% '*M+I9D6X0I _A 0.+ %U9 3 MV5&TJR4JR_ &1A6KF\94#R5PW8J6!'FNX9IH7NT2 MY?
+U7\$<.:>Q;0#D">B[Q_X#\$B7HN/\^NGFMZ?I7_QUBT1@E<8@8FF,(\$H-"1 M203@@?
H;JISY5'8934_G91AI6-'F\$*/_IQYQU/_4J2^0A @J+F"W>9V[4T ME^5=I V2_=?_0!%.8-
R39+XIF*+NYFMN75&*4(_N@29? V7TL26?(R-UX! M1\$EP\R5P4@'PHCV;IV6UG'UI?
G2YGGW^SW3BN)C3;,-IPI-9"4":AG3BPQ#G MFSB>I;.:XB>ZFG\$N?
5<>VYNQPPAM/H;_6&D"L!:(18T81+L:<6I9N\ZM#SM1 M I>8@0FF,(&_Z!\$FJ@! 4^I V3!
+^ ^\$E&L\$IU, # \$4Y@8"\$ \$AF)X"&"OHO8JDZ M^J^-H^JX%>\$#";O"@0FF, %0DLP! !
[5V7]S^ BEZZT#F#P#WBEH MP \$UKG9JL?B9\$J5.L@(Y>FM G#]
JGIGHPC'ZKH! &\$ _S!/?\$Z9\CSMC(5S/
M92%D5@'8JJ"U(3*KYW&G!:"J,F;4VBN0H|<&Q(8#A*GS:2="L7J>=A;FEAHE
M4V&Y^E'VM!;/6J|@"TU,#N@V=[45M17#IKM.\$TE8D'!RS6D%:\$<*Z>5E18]JZD
M^C3Q"N3H+03QTH#A"GH1B/;UHL)F=XWCE:Y BMX2\$!.,V*G>5H2XJZX;P!A6
MT(I&@;\$* F,5 *->*6E' _G3<6&*O@C OCSAC%L!(4JP!<5'P_-
@N*!5T]ZCJ*\R4,5P%8K\$&MI^ _6FIL/0J\Z
M;@\$0%M!A8I%:-5F("P8(5=!\$(#5TWPLB%16B+24AC&)Q6;51" F%0!*G>T' MT58]
I:KI1:=U4DJ:&W8D%<-6\$('878%E1-PJPNZYN9-K=%@A3&)/!4>BI@M!3 M!4"?
^IM1ORTB("RD&8WBA D[50#Z*6I& >NUKF9DKM=P*F2NT[3.15-^?P42]19"\$B'Z'5^"
MXOPTC\DO_&S _OZ:0%(! \$O2501 *_Q73T(&U#X)MZ6YT=>?OVIY^2U_5Z
M>SN[K9J9U/H!])RH>PZB#:>IEA/5!N\Y0\$-XYC?'4'W3?&[>/F.8V(R@1#/
MT\$3HO>F@V/HV9NDJE#&OJ8KD*2W""41H?^N Q3KO 50RO:M,>G9 P] &Z"L+
MH7=F@\$<)V@S&:+HF.,?0\WM#L;)@^KWA3I);!.). 3S2V6(PU=(UP\DL9\$M5
MEFG.C: ^&/TGORR=^%" ?P]K+VW5IWIX_O?ZR[S1G1O1.)LEDIK#8-N.T?<9_
M5!;X.)T;3:SA-/V(C060RY!& X9XFMPX#HD^QNO=QC3UHQ L,T*PS #M\$70;
MQ(HASFZ<0IC.-<\X3W6\RQ7(U%L)XEP!J=';NA#K" "#H UA\J)S M^L,M;Y\Y;HY1_"LA)V:
.?L0!A9Z)S^<,N)SZH-*5Y^.,85H(KS #G+W;S MF6UG/^ ^3A,R%)^M<[N)-9PF)O&\
'8TG; \$)YSV4%H=[FL>Q0\$=S#Y,@(G MS !9\$+4=>'J%ZVAR\$-I= I,J9P4I.^15\$X%X6X
6I+>=CA"4X^5'11*B3I%_ M5L2\$]5&1)@NQN X-8A2C:0UC("QZP@IIG.=8>A#: M_?
+-70K^KP:A%6: 5ABYZOS_WL^?JO6J&7H FOPD]H%O6^N?YZ^ ^W;H+"DN M #'<:-IO@?
CBX0!\$-(1OEF0%::I-&9)L0")FA#\$" _B'J)HWRS)PB@L+6>(- M7X\$0A#K.P@JB*)/#S]
<0CS& M4PPNXT*RPG@)&:3J*P6A F;J] (7*.[T],A@&7XQU(3.<*I.HM G&A@ *(
MRNN[ZE.] -1: ^4GC\1>-MY_- %TNMXG9;=XK+ XPVG"8A\;_#>8!H"-^Z4UP>
MX'\$XX[R:PC&O)\$S ;! 3\$ \$7IUIWB, @\$S"Q,P9QDOE\$L#8E@!V,JKY!\$4T'7U M<1=JP:
<(7W8B(, , /U VT\$X0, ^R4UP<8&;% 38WAW#=&L3) AR@N\H\$ *X= MJTYQT7 'X<* _&,2/
@C>B]VVOJ^WBT^ ^C5YHJ>GOSR_6L]7-)OEQ7> \> IRI M_X-UUV@4+TL @!D X
4<&'H<0G] &KE-F+E\$NSXFAKASZ#'H*<\ 30S,"I P%^B\$5Q"#4T\A8F!@.,1; Q
>:'H(H^=8N++" \$5:IE*_%3\$, MT*ZP+4&19OH4;@H3 "6)Q0800&?
K!'&NY2HV2%A_SJC!"X-+0GL7V>4 &A(MW#F@]D5IP&_KS^V1W=OZ ??
=6(2_HZ2CK\$438& &D\A??OJN/8YR)K_*W4\$'4S@NA7-!%(U+X,S%X M(T5A-M"
I77[2=VV)\$HRF3+I]Z*8!)[4G1%<80;P?O9&:CZ^ ^J5:UO/V9V_K
M>MFNH/Y2W2WFRRI@RNK_-U;YRA+I81AF &&7\@2*<8 .I=(_&=Y3H,=T]; M<*R
\$/Q@!CAH\$,BBIHG>=0?VOWZS0F S#+F4H#8>#5HRS.(JIT"^D.[*]!C MN,3I72\$^O1\;
+%^98) _.'=Y;'LL\$YYIEQI5PD#,,0'MQ_76V7L]6VTU;
M1G|>;3?;V;H0!^WZ,9%_\$4;3L2./+!B+\+- (2WZ,9=>#\,%U9TB9D>1/)# MT=ZB&W?
IW<;NDZEKX9T0^+(!!#X4^[3QP:5!W*5U>"5D;:_P?DN(Q1V\$U4/1 MWIX4=T-
TG^ ^\V8E8WG[\$O L4Y^U)<3VN!;LG%*.8P?.K)VB\##QGDx"O:WK MF\T/R9MZ]=W-
;CWIL_0S@!^7I8?9,GDOGU?MZ07MUHK0AU9Q*7?1AM,T).9W M,.7N
@WA:T;^T.YRV7A[KAN)^-I!-#L4[2O\$_M#NUV];'W<*0+PMH+&:8HM8
M;IYBZP_M+D"/X;S%EH#F,@!;EL+5(Y))H2SV!+7"N%PJUV
MO9NW1R,G^X,LDXO=8K^;M^MSBPL\.;'Z^I^G5P_%N#3_F!_\$8YK<6,-IVE+ MS#!@S
458>"(/: ^<'\$+UK67F03&C,.\$RPH3+- -%>(@5VS7P%\$S+GPV%2^U=DE/W1A!"7
5P;ZE!!^Z/MVEC. M'4Y3GA7&)O%1>' 9X<%E@.CFI\$ A)#C'(W<+";XLN?
%PXPkdZ'WUQ*I"\$MPX M'>AOTU??;M04X"VJVJ]"9@)Q&+ # '>4=9;LT0/7FFFVALHPP-
K2K)PX50N#Z-"C":7JU7HJ7T/'/^"] MG%CLMZ,XHOA<@I++ \$HNJ-\$;\$7IV'N1=V+=F?<
O3GM&87_EA'^6P8(CMZ.\$T)_0 _+RWIBD7Y>\$IH^4TR"@@N(R"X#*#*:7/!1O(U-\$X?
87P!H0YT(CN\$%MTEIY +[GDELL\MM1 MFC\$KR0@.0E <@\$M"
WA67(#H5WE.@ZGGRI3.DXHD(0%)P'(S=H4+1GR0V\$ M=M?
I,K&\$2*:"IRH,&0;+HKVK"Z!T.XJ/ YW=IH,RX60W+'T* D!3@ (4FZNP

MHCC/^A((I7I]FPRN LR+Q!_OK?J_O]:EVMDYA?
MJ05LSS7&A19Q.YZ11I.TU0230=ON45#>!ZP'T/URBCU4IM CMY"*"+\$D&VW M*-
KS@/T8>O:=X\$PQP?5E!) "EMPHY4:'_UEL4Z[P'_&\$4P&(G&X,1>LM2\$%F&
M;+E%T9YGI-("A7/>'&.LR\$I"A9, T>;N/[W9QL?0H.L?Q902_)L\$ +>1^L]Q M9U=]XD%?
SLH.@I+3A*6G_1,N)#N@!R3RM-CO(;BQAWU,QZ2C%WS!DE(;L0@L-Y-8CK=L%'^=NN
M?IQ%0^!/E&7 M9(_#==" N%; =GL[F_VNQW6B![_7O)B_N_=8K/8KUB]7#6>]DN;#I-
V#6IV MV_QDNEC>;[X%W2GJ,FZTX31QB1D&T+B XU..0QC/T_7C4U NS_\$IKASZ4\@I
MS &/3Y\$ \$0R=O=[UHRRAL/^EBRC?I&CK"%'[T]G;D^HG\$YRH2=)T\$ \#G0&!&ZSC\$_
MLV'K9" IY(?3I\$;/OK# +;\$HA2&3MRIC"!_WXD_#L)8'2N,U2.<>??
G;+YZ"^G'UT=I;8W'OCB*/L5E#\$HR> !#B\D-YZ&, +Q3N/Q3@MB1=M%P.-/X?BX
MIQ*ZG@1T/=!30;2KIW+3A\$O;X>Z7,(%+R, \$4Y@_U#_R.0!B0"
M#GJV'<0%#AZ'"WGG7Q+6H 3,0-2\$X'G4SH?-<8F#08;SO?(N"9%0 B*A=\X& M8O?
NUSKY.>@4%QR(/HYO)J?I0^80 /0^B_"!'IV;,2B_QW%Z3&<_R8B\W:IJ-
LO3ION5*]NVBK=B9=2MV6HCR!|HUV4L6J\$F" I&I M":(^D__C=D6=B
3DIFO=X,DO44@MA:P"/W]H^ ^;!#V\WS;OB;)/8@5,\$1O
M78CA!20^U(#Z\;S.+!NS'3?'*%:5-0E .BY&U#_?=D6NA\3/#-()E<@2=_+
M)I0_"? !W'1K0X^RG[3]7OR^B-
_"_9^O)%P]"3ATH.L@BIVGZTAS)X7CWAC%K1)ZG@3T.&?3P5@[M9].QH>TX*
[AY]:.84D*]DP#]AGN.900815-8/[=O^TSJD,X2=U\$VUG":9,3" M L9;4&?INTEZ<@PUIC?
&A,:?H] <0Q+,"MAOJ+ &>U=59+)ZU2'.=H7T%B M- O6+
==O7\$;0("ZA9+DHEEV/RVV+-IPF(G&I:O#1Q&@(WU,?VAWN>Q' M\$Y?
9Q9QN732PJ5C0K%FHNT2@;A4 *;SNG<0^W0L MH\$N&N&NOX--XEZ(T?8B#!:@XT(,0;,
[S"(N.:XX7(>;A!A9P(MSIZ" \]P< M#R_B]#TT# M6CRPT(8B_!5PZT(I M&^=*;
<8TK+,FO\ S M1!AEH98
Y'^2@O_E[49\WQ"8H],7#^GG"F.^Y^2@X.4EPB@"58Q_I;;EN"+23GN7'YHZS!\$G"B5\$L
M]-O!KL)ZD# '/'7@ @21AU\$C#J0#<"T;Z)45S?4*"Y9[CA9M17/1<
MM.\$TB8D9!J"YD\$-7"BL2F2EMV^,ERN4'D5TY\DC]V- W0-P^
.*A% @L6IAVS/0M&CS<.JLBE M<5,;'.EPZ6TFR95BQIQJ" I,\$W-0\$S"[U_NEO=-
&WW4I79]E\NI=G8TH+:X_E65-_S2_*,Z? MH/LD8-[I5&^KY;/DO]G]:5KUJEILVF/
.LZH)F>/GWYY_P8OZL7E^T4;3E.3 M3! K2^H.J.MS(YIPB'.?^@E'-Q]Z&7
^%,X_FF[1N,8VF\(\Q^!2>B!\$E M47F'QT]HSW6W /A8DVG+_#,\$[G>X=" '&*^_=XY?!
(CM<#8I_!3V7TBT M#S"%'^!ILA+RRV'DE]/KW.L+%.?
^E9B/\$G*9IZG49\&^9X5E6LA2;MRQO<_ = MMJ=(A?X2\!3FR\$Y+OX%W;\$8T]L]_#X\$1?
M\R# 'V?-X@F\F3_J+C)4SC4C@T MPQ1F"-=6\$FW!HQZ/\$4&Q;E7I
<=B(P,PNL3LDMAH1?,G!OP-%?@=#3A-\$T7XG M8MFPKX04LC3O[UYG=-LRR%3D,M-
7A&&"LE/YR(F_M:4I<5]E?RZ6%?+:K-Y>EP< M8#*BOJ,0;3A-XY)H//@
1#3\$;8V@O>58>S=P^\,\,%)W]:SG(4K'!G9%(* * M0\$"!+P#1CW-*J\$9'L+N#% CZL,=?\$%?
GMJU M;W^3(FA/!>"F8X%\@AN'3&('=/9(1'@4X:K\$77SUW&X M,S5\$+IARG**H"-93
3!GQ(Y&3T]?SN;)2]6M[M-GKLS*=K@ZOAN/71CH:L7^;K4YS3&D9X1*-X)>P0W;
[##>\$3-I163); *1.U'WAN\GV M7TD/@VY?;\PLU:< MJUP*!Z]H2Z9*D+/J]1H@VN4U
MN#F182D3LC"L!DK@U=;,4N0R-VLQ2M)-7#+G K12K<_L0\$>]%2O=IUR&IW
M&"&DUG!1R=0-0\$N!O4#(4X>]L#;!5<\EX:A8#^(C((J9Q'"#@B3=M"73-H A M=?
H&A"JU^_9N;MFS? E'-^K:EB2*4S2354RGP-HTO^_80A],_G-W-P1@; M Q4AM2I
:@TR!P%3H>+X[*1]B,+W2PJNQA;U,*GC<)>HIR\$K7PCEAJRH_1D6-
M/6!C7QXF2=P',=R<8>4B+:5TO!2M"&I5_5BJ=_\$<@58#U8C]8_5*_# [G.5 M"&M5_4
I;+"(MBH.&[G#](K+7CT.=W;W<)>85TK5F3!BK"E!2GUZ]U#M3ZQ(L:
<%,>%M\$8;3M.>S"L_S#5D_M=5U8=WVQU%BQ;G@"KLCDOYNF<)>\$_4^O-<7(I
'P6\$ \$W1#17U]?5]/.<)>UR&Z?YZ+LW40E MLX9!_%D4]9KG"MMFL2S/ MFR.&[9X&=
(>J2J4,<_.U\$67"QUH]^ MB3(\O<[F%"DPTQ1F>C(8P4*1>01@W;V>0M*O'^[CCNC&
(5MJPC;5@UGVZ(A M0!>>'_.]#].00)*^2A"XK1H\$MT713R\3NT3H0]BUODW<:Z0
IS'V<9?O>.R=*,-IVE'I@X N!M2O<\$0VM3&L5@>%[! M',I1\$30YB-<'S%M4PH%;?
EI7]"H1]2"P7L,EWKN'N'@_Q\$5U/."]#RQ7W&7] M/L/Y2*V'%!PW<6\DP5V"15W];
I/<'ZAB" T'+-U^RV_OJD_UE,;,:)]_X M*19]IRC@*,Z@41]U2!D7P7(OJ" T@^B3
M.W<((:GM;C\H,0J65Q\$ LKP),7>^#(L3C]=T,(I: ^-7D%1NBM#?';@+4+ M.EH(J=?W-
J,%U^NZ2T9QU837JP \U]FL,*OW,-P:6"^ ^2_54R+53SH"F7IK M0-PQH.OVGEF\$-9Q8W-
VC7)&&T^0B[AG@>\$,:#B+ZGIT&)#QV)Q:V]RB>]WT- M31+BD
;,%W4=^+8#>=3L5"*N0Y:6Y6WW2UH\$VJL <1?5UL!SHDJH1UPCW&%\%
+WN(ARXPP6+%=?T6JC!9=/A2IZY[A_B9P&]W (Z+,# Z)J3]UN

M2G^!7P^U^5TU6R97F^WLW/ZC-!LF%_OP5VW=JN>+)OKQ7>UYG:P,6-&/Q?X!
M2CB*4R8H8060P"%E'%&%G0=I'S2+10P^:*.LK DAA>.N(VAA!=#"H(*#Z%,%
M=PD1=U.,C?%R)(I>N:.I@3QQJH_<+%^C6(NX,%?)0WJ2=RI+;T?FF(70:< M7I#
<\$"4X0I=)W'5G"RI8LI*)PM7F"2I8 <"NLV93! >L-"W=ZO2EK3:A:P-?.W/_V4O*
[7V]O9:95,ZO6#OS7%A0=' M&T!3E=AI0 H.:DU!C>[7'&=M+)B*3+G*_Z\$-:P
:QAU!8#S=.R0&Q#:70,; M1*)0I@D%#@04K0/KU-R3XBJK\N/Z87@%+=Y/6I?.\$-
%F(3P;@7I2*(O)W!76_\$ M=;I6;' F1>::+!NL +476<7PLQ@%P)A':^_-Q<,F)N#EW?
34(E@!P&_MN=)86-7PB;NK-I2,;\$/T 1#NE%(2!BWSOI+HWX.)S^OJYT?
M^(_P4T8M"0
M0#2<)L4%"_<:SKNF0YC""@!"!07E&.&\$T4XB%"CXJ!3@<13/D)1>9R\,0IK "
M5&!WB0!8E.R;*,0"!1\EL* 9FFY=, >G3Q&DL)W!YU^O#,85*MMXN/B_E,
MFR=,ZH?%U#JYC _O_?^55.O-YL67%?O;N^2I^O=9@L*=EPW/ JG6!%.L0*D MX:"""?
1"15VNN,8YM\IR5U+6H15K !S&-7JH+5ENP9QW;,%@"S+/"I=;W@1 M8+\$"P&)4A?
N;Y+C4X>-PM KSO)4Y0X1"%!8-1JPLP*4(0=)CDN1?@XW/G1 M!5G>F&?7Y1.3#\$\$
0XL0M,G'%<*+&R0(DY5ROU M5AMB? %;&)1<1"9&QC&)WW84GD0 -XCK?PG2^
M0N8\+US.E_"#%6#M1BR^<^6*>4T6QAI7*(O)J;UR3&VLX359B<@%K-ZCV!IX:
MXKS+XCK=PNIT>>XZ)X2@@A5@WZ+;&WL.B\$N(N'W,.TN3Z5!J9P0>I4@8B^*
MQK4WKNH#A8>_WQG36PX'AE*J1,72LO!*>KPG"Z M,6KOZ^F+PRB+L((EZ;3A-
2V)VAI-UT1"PX,;BY!XULYI=QIUW%C&[X"Z M*!H6W%@I3 I+IS&[S,\$)><&VTX
M355B=8>3<I\$0N/+&M;JEW>JZUC,)ZE8-0MVB:%OXXSI=&IM6>9PN=,J0%I%
ME7>@T_7'=Q?"XG15GA?2H41.^+ Y0)NZ*B^*0Y47Q?5X#CDTQP@
M/OW5%T6CZ@OBN^M@V;VERG*W\$I(HT<_WHCAA05[IZ'TI]_*<;R* MDA-
F9PZ8G:C<#G.[(+ZI#K9U7:4*9)\IB1!#W"Z*QO4VJMLI#D?K;=9,O OE
MJK>\$I9D#&J:SWH90-'WU-BX_,[?P,R7C)7-M,;@)/S,'N,EWU7:V6/H+Z?7K
M%^_>\$P_[T.UGFT7I2K@\\$*00IL6HYA8PM+, 0TSI*@BH*9I2Q@{(I2Z7??NN
M:R=03@":.0!A@H**.)KN+6\$@M+L&%FZF!R*:\$VOF#K"9H):",^6,!#:70/3
MMI9YP5RKM3E!6^:_>BNHD&NU7IU<0TK,PVK_PX@?A5 &0_5\KND\$. (9D[SO MF??
W]2KYQVJQW9R_I0U
MK=8A"P7^SJA=KE&,*V%1YH# '&%1C\$ \$VY@!HN!U0X4&814\ZS*B!,PZK\$V9NS1PU&,;P:
<>J@##-M:M[,>X02<&K^)+U%(&85<-;&6H\$AI<#D!HP49U MR&NVX\$-
T+Z.C&%9">07=S6X]^I\ MJH\$ _+NL/3?%I,9I7FTV!7C0V\!&JCX\$;
^(A4L!CB*427TM100U\$(J+ *Q M>8SJ(=3_Z&H40%I\&HYP*N!R@JB?28U,TVJ,IF)@
E^4QW%%!93D!E.0"&V2WL=KV;M_M5#V\07.P6RYL6ST3^VM^F MKIYI\^/U=
H.KH.J0VPK!H8T?I1K&O!&:6 QQ92(%%1#./?976==:Y"GY MAQEWU2A^EH#-<@ H
Y4V!&_F\+,6LADIR&"H,(J)6BS*#-0)T%T3Y3*\UE
M5\9SNPJCN%9"+,L!;LQ=9/N!5FDI+M9Q%XSB6PF>+> L6#?VO68%Y"X>RT=
MQ:P2>%D.\&-!M728697VW0&9V9A':L\$2Y8#O!@JH7J+ M06PI0("FHH 8J"F6H!?
VH\$K1OU&,;8\$'Y8##!@HJ@B!HJJ,LUIEHIVRF((M,8HW)0RQ'##\$W\$5UV-969?
I3_,B5HP2CV%."^H!J\ORJJKWQ:OK;6-0ZW7R MSWCDL"WH,;&I;&QAM,D)3X6
MH+^":FI_MI&4?<,-I;IGC2YG^5(I-9:2R&Q2** M:5=;/;"O@A)D5IL5N6I_7V\6G,I?
Z2I6LY^W??%O7RW:U!9?J;C%25@&KJG&Y M7I&&TR0CKG4X!PL-
X:N@>.6#,%XHVE<[^Q"\I+L"8K' -)&(A^V)^\$)QWN)J>0\$KY9DRELEB8<"TJR?V M%
<"I?IVMU! /5=M,6C)HWWTWC3O=/JOX313>N;1V%W943=E<^G-V%AO 6W9!# M!&
(!OC01B&4=Q.U" T=ZB:IG? *LUW<&+AO30%B&\$%W" T?I?%.G_W*.7Z>2+2
M1T108?IVC.)A"<I)@RIWJC,+ERP3* 5#+TG.J=;W/>=A(<5EIK%::LP;T:I-
TIF6NH,G[HMTBH!"URL'#"U00A&!Z_ALSR7%(?I LX5Z1E<"V<@#;!A M^6LKBD:U!1A_-
OM/F2D\$2-1;"\$:\$Z&=:41RJK,=XB248P!6A'I5 &2565=_ MJK?5\EGRX^R^?
4+WN)3ZJEHTQ?:\TOIR_@WTJR!IUP(;3A-+D'D&NQ7T1"H MP!
ICO<_N0)+>2F1\$B2%>%46C:GJ,UZNI(<,8/K4@5*P" T*U0+1WF4T% \A=5 MO48*4\$H1I?
K96!2'BZUI8SG+9%IR?>T.I.HM0DY\$Z&IC1R00@_30?J.86\+ M0LDJ
.^NFVX#0IG(5OCJNB5-2\$8;86!3M(=N T.[7;UG(/0)@X_77:A1C" _A:16 B!52>A%4"!
:07QWS:P!\$>CK MQYH:Q/P"-A:HP8BL!7"-(+Z!\$!8OS! M;:4\$LE4
3%90T>WO=V,!M(YR61>&N0N/6Q#25@%86:C>IO>\L?A81PTLB!* MJ-158 A(JP!
+%;J\$4I+XWEC8;(.&G!S_5=D+!-2N\$0@GA8 M9Q5%L3Y/&U< MC-9QN/-
WY91P\L<+0L@J-!+6;_8EN6C^!7!D M&/@ W<48Q;<2C%8!0% @A)12QM#PE-
!8>ZRB7W;*FSEN'6%9 P@ (E%'&T/"4T M%AGKJ("K19I+DJ7!L2M
A06*J%!;M6N05RCRBT;:&4F!2M<(A"C"B!;IA<:
M9%3MEQ_7HW+3H!(\ \$Z6S@1"+ "HA6EN==BQ9:4\WOG@Y8..?@3*_?/ITOT!Z^

MV%C1D#H:UXJ. M J"\$K BLH#H:9\$6;F8[HU0\$0WUTSJQI516K?H!)0\PI
MH&*ARAID3CVJO'6HW'2HBDN9N2H+86H5@(T%RBLB:V5-B%C K(,0PK9-8?^/
MJ\POME8!V%K.(@OB3JL!+A'BFE5AVZB@;;;61"!N%3"M>N\N>#U;+I;-#_Y
M=;&NENTCL:<"# MO+ ;64;!1#"Q!;A4-BA52>!%7BQ3>YE_VUU; (-V%LUI9
M50957X+;*@ P"U1?A-LBU=#0!5FO"-KK"8
MW91)GQI[\$I0(2E\LOAR\+>I6(ZWN%Z7O!C4&, +R!CF<7X=;6=+3>'*0QZL=+. M'/H=7I?
K:OU^>EBH/C&=;VC0+@* N\$J \$8KJ/B&NE\ANY'B6E\AM\HAOJ=KUJQ+6\PK2\PK4@2Y!
M5NMVY\;LMOIHL4D^S#;535*ODE5376;IZM+6FC\TG_B92/-G>2Z:|<_NJX>
MMON2NS^T@Z<\>YY<[SZTA^|L%|/E\LM7S;_OUCOULGBZ7'9)IDUIOJFOE_
M%\LFU6*5;.^JY!^KQ;;Y7I?M\;-Z2%_Z:/SJ+6V\JY&\VJ6I^NJW6JIE^
M4;E)\5"M\^|B6NJP%>S?15(FHO92\YJO_U8KY.;ZL/V?;#5S3[W,6_U7^YN MJN;G\GN?
K>W+O^_&_O3MX\? MIVJ/%FZ4F3T+!?
SEO7V*LV0?,Q6BD;=';58;"F8WV^:RY^GWRUVVO8_/GF MKE&FD7:=
|HOF0_R>57=F)=1/39,UJSVYN/M!N57IH;_PI_FZQ
M>M@=KG\^MX\K1\RMUXO_IPENY'M5?:J6B3C>>KO532-.\Q&^NJD^-E9@SR-I
MM'IQ/4D*GB8?VUJW3YW<+9K;8#V_^Y)\LZFIY\$US%4GVI?-|F|RMUM5LN<IQ
M4S5RSA?|&V:OYUZ>CU63HF7FGN@;N9WV\GOR<-N_5!OFJO;UHT?J6Z^L,W
M@CT36?FL*4S-N._O'O_>O*DO\==FL?|6T/NK^!>N
MM_N/N!\IQ71U^|9NOVMND4>AVT=[M^S^9X0VQ/P8|7U?RLN84?'|JT M&9N!\A>
|^-;G-XO-O+U-|%NU_<8;WX_'WV4|?/7Q8S507U\ZZGBO)_?5|JZ^
MV7_TKTY!^|N\;CY@N\|=
(_C'+^T(^|HEFW#_VQODOUO\;IZQ,M(^|C>/F_LCEW!9TW2U7>GE%\=;AG\$9ND
M3#QG>|^T_WT>;K!FR/^!(O54<1-?Q3\|V:M_'SMI9Q|S5;-E^+^8;9J2U'S/OYK
M2QLOV?_X2UM)&YVK|>>J;JWC_O"SYO_K,E9<9_J;YR/56UK\HK/U:.)L%|MW>99;=?
U,OF\V-XEFUV3YJ\YWGVLXOZ!\F^T"M*%|=TMH'D\6.VUW;V>VB_MH\W?
N&DBOFFOYU"\CW_A6,*?_8<42?HJ,GG\2^@7|D1H2FC;DF>K_M1R4^|O^&583|YEO??
O,WR6W35\;|#M6\$R?0H\$;|6|^<|O_|_X93T4T'6| MLZAN"\MCB_|8K=?-
E1W;^R;YN/B\NOEN6W_W<5G/H^B_2U|7K2|HV|Q<=M_MD9I&V?P2&N5?O;SX^5WRL-
PU\$B7RN_M_|%-LZ"_H:2;K9NOT^>M@.U|M7C\<=JG\|U&|O5;K/OC\$|_Z,KS+#FXKJ;+
MU^N;1UVOWC1>|W+#0W\|LW|J<@_WC_MJ9*D?&LEM|VN
MMGHWRK9=MRF"2;MKK/U-.*OVI/E-+|9?73_^BE|LN_E^L*,|FUR_>#)H6H>|
M;Z|GU2CR<;?_*F!-,N*(BF\?!2+&Z/CF9E8/(|52+Q;;H|?B?GC.3V)\NQ@0YH2U-Z
9|^B|N\^K)L/ MM7AHV\2CJZ5UZ?
&W|55|0S|^,IX^S.FB\GRDP\UP&GZ0|B*J|LG_/|1/_@/: MD^ON7)=8|HHD^!|H|D7W\|F?
CC<|LBX/>;NZK;7LZVL|^>;Y;WU;3;KG<M)'M9VO4\M-&R(-W)||<,&^_M|X^83|
<&G|^17|86K|^8LBXS|L(UC\3 M|9^)|L^>/WVLO_|YH3&OKV?KV|8'+JN/S4=,G|?'
#>SE+NG_|&M'_|R-?NZ M:8;;;7V_Z|W3;VKUNU?;/|8|U*PI_HTWPN5|_MI?AK_?
4\$L#!!0(-M_F4D%E44S*J/2<-|F2_0_8>&PO=V|R;W-H965T&UL MU9UM<|LXDL??
YU.@O#=:255BB\|4-DF5+5N9|B)*\L;F|J7|2;'-#D5J2
MLL=7|^\$/H!X(DB":H)K.S%:MOQ!\$!MGXL|D_\$2_>4C2|HD=I3GY?1G%V=NC MNSQ?
O3XYR>9W=!EDQ\F*QNR3FR1=!CG|9WH|DJU2&BR*@Y;1B3D:N2?+((R/
MWKTI_G:50GN3K\;HC.E52K+U'AE'NS\|6_O5?DH>Z?;*^YOGD19\9\;+|L.B+S=98G
MR^W\|R68;SY;_#|UA/"_:5X!;^|CK,+3YT\$>O'N3)|@DY=|FUO@O17<51S;'AS&7UBQ/
MV:F+3G\H00A507P_M\$W;E^LW|Y=0%O;L5GOI?3BGV6MRML|89UE&?
OM(E|7(8W)5YHNR642Q.2L>L#FFY_O:1HS3;-CXB">A_\$M^<)<3)|/ M/D^_O!^_Q
OZ.|D|A"L-E\0C)U&>9@EZW1.R>SX|C+|>7^4YG?E1?*(|3K M;|7,Z=LC%H(R=MGTZ-U?
V*XH|)>@)6*5/K'V?6,H^*95'PCBGK(&.2\;D7OG4.F#;_|?(WB_W?EC5QT:F)
M*="\$P\RI_U)XU-Y|U'Y*E7_8|4JAV&F4L*/|ZU9YZKJZ13)6\;*SH*#IENU
M);;EVJ|338&QE5|65Y-81?*>GKZP|W|PWU*U5T%CUO?DE_">,\$>2A|^>4\$^
M)0<%3>45Z(H/R5C%V=|>V1Z:^-26"O%M0L_+WSRIUY0&=+WF04JN^,/?^\\? M6'S=
|Y9M+Y)?B1C%7V-|H>8RF.|6E(N#Y4F^
MI4|3NQ;KE.9|NL\$8E7GTZ.D\$US6//\$R\$ZBO252&6M;K_!8XQT(0(F%(H<7MD-M+5J-
ZX|==0-|?5%"C3\$TU6@_=_O(#Y58L*Q575XRBX\$'+8 IE?SD7%&/A.H& M^OJBI UC:-
P0OGZ9Q(LDWCR"KX/X._EASS|5(>)6P'B"6
M.U*K#Y4|L*Q5/5Z2AX&"H"IW\9R=SE2Y;DU;(:C MSOU5MY8_8QQ",!/?_68?
Y8T7:.7M&VT_7UP'?&1GG>5I&\$0\8WP@LR1:\4 MC/R<1
OV),|>DLO+R0NU2E\$!!Y1X;AIQ4C!)5##6KG-(T*PV)\C.^2F2Z<>J5-
5*144:+&O5'BFAQD"CFLG65"TE

MM.O#B4"+F\A8_+DX5'>3'W\$9PJU4[*]!OB\Q\Y3C3T(VH6&\$_NH47W6VJ/A M0Z"-6:*.
B88V\$U,***.Z3,Z!)D\$Y=FOG"K7338["=(Z:?.#K(L?G8_L8TM62: M+.7U(9X?
J_6%.JLR!+N8);N8:N#H\5P&+"J>R^HCM3VWL>:*CV5G)"\@FR7 MF&J
^4)9TG:1Y;7GXI,^A"=GA8(OR6F6)?.P@!TNT'E"/G2(?ZAT@V6MVATE MW9AX=
.8VL^L^*VA:6)*YU:,QMR*NJF^7BGAQ%3#24^1 D_ ; V6'BBM8UJH. M+G'Q)M2
4QUUDITGY5^CKCHDKJDZI6054\TJ+;JK#>KPT<\$**U_1_#/YF*3Y M;7!+R21)5VH9H;
(\$EK6JQTJ6,/%F2 !3O[4G9)/MH899E8_G-^/6\$!,E5DD, MEIH8NBGH*DV6(0M!Z6-
CJ\F(8!>3"9D\$JS!GS7"EJ1,YI',@*G!\@-
#00Y@>W@U6M6\$IFZBKS=*%K#4+"PT'K,PFF*#Y4BL*Q5W2VL MVD)+%U&Q(?;-
TFH1*G99F,56*\$I<8(9)4" M#^?S,*7SKI^6TH690GW^VFX<@BFLDBDL/*8
3'5A"DNZN*HQ2G>A;JJO5TJH ML-10\<0:U(HJ"B'9:WJYQ)%+#P4 4Q!L0^),.9NDR\
:YEXLTL4L=4H\H.> MT(?%0_4U:2^8'H)8!);#QB 4QUB8>VC%J:B.:Z!;Y.*
<%'5H,+),LO!#Z) M[KFJ)DQN(9-9, ^C^EJ\$'Y8NJJ!.6Z!#4(U=4HV-1S6
*2!DJH_6=INEDR!; MPILDAT%-)VWB)XGJLI9VWA"(8I>(8N,A"F"J4U"4DD4S250WU=-
M%AX9T-E0CE\$Q/-5!&'P>GQ='C0^@\$#XP?!I7WSQ0Q ?].A%A0DL:U5?
MES#AX,\$\$8&K_)KI1_)_"_CZZVH>T\+:1P2J1PU\$B!H\>\? 5:*B!9:UJO]+ MM'#PT
(PU4V5J',@CGP.I&5 SRW1PE6C!;C*+L,@DR>)D>HKT=ZM8P@<\4L\ M'1+= '\$/1!-
M(7XI*%2?77:3AZ"8=R285P\ MA@%,@>)\$G?9PH95A58>4&.,>B#%=Q'GZ-
%\$2E6.PK%7I7G*,B\; M-!3;%8FZ;LN5O!;>%BZ%S;4.Y!EM13YMN,3=>6L(WG%+WG'Q>
R#S-D>L#-(5**UC6JIXK;<55(T:/X6O XO:ES'9%H?+*UIHX M(&X:CFO*%>65O.
(!+YRO\V29).V(_RAKJ3>-G:5!O,C(^S19KV"HJB|2>PN] M(5#&*U'&PT,9P-
1^[MB0;X"D/ES;:]!RL*I#2I3Q@+?0_W :04H>*&LZ3U:P M-%%!!LM:M2=*D/'P0
8PU;*9L"==:-78E^,.0 M;#NU,H5:Z1!V2Z;R@.W"GC*L.#04HR(9EK6JXTLD_\FD
!3E1W>6R;6/6C& M9^N4(9:F^26/^7UXK(GUO!(HF?. 725)Q%7V*[T+YQ&%-:0^>W-
LH=@);ID M)1H51H@4;7DOI(;<\UEI@YMMTRD.F7L.3W@:5004E4?
P6+964X*LI@6LI3]>;0FB;,>RS=5BLK;-OX:K%?7W MZ>6K3^JGK[Y-9GRU=QI3M,. N?
K*M3M@".+P2^+P\8@#,%6.0K8(%W7N09KY0 47-
"4,)%R#>G0R+N%F^@Z#4(6XYE"\$HP2HP<>C!,"4HA*+WUQ
MI0\$'Z@;ZUH8IX6"LAH,?),%^T5!|+;HJO+)6I7S)&6.\.1G %!0-U8=K^TUK
M>=FXQ(RQ&C,0I7C8,\$J/^*B^-&T/#P\$JXQ)4QGB@ IA2E8SJ-EJRH6ZAKS-*
M4!G#H**ORL;VFA_B.+GGHV^JG1)?
Q\$.ARD+I0B0++6M5I)5&,\8@",%4V/TUIX9N)^E!M
MGTEIHE6G5=>4;#%6L\5'F@=1MM74QS ^["D*I'. T.62?9Z2SRO*_JHZ'3(MYE"9
LM:U=U"D47\$*HL=F*(EQ,DF'.H1;9@JBV*91352X"JO1_[62XW 56F7
MQ\SR5^L&H=KB"+'<(F!+(8@D/4?(&KRVY%=_2U"C3I+X, M?
2\$.4G9Q)-1=" \$67@1L%4|HKWW?8>|X?>=)WU8Q6D;^C)%0@7&DYHJK8/X| MN'V:V-
AI@'ICC)S. _L.L!;(2(LB.T6IO*L@#6|97Z9AM,R @GCJ"!O@B\$ MQA@)E1M'B*4; 5O SDO
X?J^DR_I:I6O4'=OI 87#/D"226>('%+&*9J_E> M*-(X0J.>R#UWP*-
DPD%IER)7F!RHU+|::QRPVWWO|G"HOM_D110;7LHRQ(KS0,EY M44N)H"5::\$GN%
[7%XNYK\XL)7|P=6VA*2CV"OFY6^F?\$4[8\$C?B[96?BZ6FP>J MK*.K^JF2=?
5UZ7MXB/D=0RQ0#U2HU.IVI:&3G&19VNN;/FON4=@&: ^0%2G MS?3FC":QS-5\9
,4(6^Q\TR*0RM<\$%CZTY<7&Z;7AM M"A)X JB7OE!)?!YF\Y3RT!.DU9UVG|1N%V6G\C&
(@UM:W/2SQRRGRZR#6E%? MIDR\ =2=UPI\@*U*X&N+>;@5Y7?FZM.T9EO0\$ZK%&T!-
|<,E" ^V2 MWU>\$ZA/7|^\$@K1S-5Z1: :H*ZIGEXI4\$W| M^KO=X;4 UUA_!S33VRD"RP
EX1&E"L1-3?'AHLH@U>H-H5R| =2KUQ-?!U11 MB<\%%A'OG#+(9(M08MX "L-
KB&_ST,:N_@|_/&2EP<&J3,02'4N3> 00=Z M<@4X")*KWS%6#C*|(I2R-X
"]_ARQ8V7N(2#9:J:TL@"6Q>#T! K8@_6X/ M!^/E(/7M#:' 00&4I8<%)F\B.?Z-?
(C5).N@JVK|SF6#0(HE0JZ|GNO M<1W I&H9GNH.!!C^"//&C>T-.C4C%"OW@"JS,-
:\$O*|/^0S%ZO -:Y!N\$3 M2^ 3=>UWS9#7<=:EY:TUX'A|YT&\4_* "A F7DDG:
(^;%'KVZ.9J_E8@!-U MW7=-Y76<1VE5'N[TB07|3LTK IT)>:JCB3^<0,D+I1@F:MUB
EZ@+QFC+M M "5*F>+.T%@0Y-2\ (E)4(L>1Z:X\1\$71K#,55UL"S"BK@.O)SS %B@AW
KW M.W-=XZ-00-X 2LIOMB8G>P7B3;+,\F 5\5W/BX4.2K%AE:O?^6L08K\$%8E'7 M=-
<46P=44:WAM.5+R1IC+X/4H3>\$000&4#|^('U66*L(4!<#L\$R5W.UP"% MD7L|0(<
@I0"@| ^HE 0|W=(H (4\$S^ (5>,D(IEFTQ?UX\7?R^>:&6'L_|8B+(X-
4NC>\$40<&4.M>3X CBA>/0>.U7><="67W9;C">7I M#:"HO%)|/_+%MH_S7\ (L2^;?
B=HU?*6|\5U^7MLJQS-4Z0D Y!O'E M %NM*I<37*, ""V@?>@!T;&@*-@0_
1R!"YT#N!#YG6GDF*Z^,GVU#*\CL"- M#B(W K9:U6YWF:H_!\VK8GJG)J9@\$UUBND"?
S@'T^<=YHP|L\$E6RQSM5X4 MR-9!

(H)SA:6N6HON0)^NHCX"=A2[=_F2OG0:@QNJYOH[1!
M&=V#Y_+ZKOM'%;+Z,K2%B&6NYG>!\$%U\$0@1L*84H?]>IL6.\$NHG>#A%XSCUX
MGH\+8GS6EP-XW(?
EKE:EPGWL,S5.D'@+1=Q)A&P!4M3OA*Q&6,'>>W*%0#+/0"P+H,_9XJJ MOF9|Z0Y"6ZY
6R|BW""@2YD9R!8F&D9S 8:ZC=X>\$=#*/0"MH/6+2E7C"A&7 ME;#;5=WN":SD(;
(28\$LE1\$^4+\$1/M5-|:(P\$K>:RT%|J?.4-5.T!;PECF M:CTF4):'2%F+3-^&3S9+*
JFZHMUL\$UO(.8"T-(3|EAJJ^)'UI#:@)/G@!/_M'B(\;9@:RGLQ_8B@
M!=CJ4AU^9P.LC*%NJI=G!-CRU+"%+V6H NGAXL1%*2QSM2X04,I#1"G 5C=Q
M2E_VDHAS\$*3R!*3RU\$BE+X?N:CR/\$SI_.NOI8D.KZ*I':"OY4%HS!=HS\$>D M,
<"6^"I:~R)YM1%M#_IRS&M;).+7.:KN>S/)>:O=^GCO;!4\$G|-0WWY^ATQ M")7Y
I7YB%0&V.HH9=P-!'WIBLANQ08-7^ T7\UI@PL;VO&R1|O57Y*^JP?A M-%_@-
!^1TP!;'<6*!&\$|#[THGSMK?0/<%6O.Q:0U7GSU"*2Y^89FK|8" 7S|B MND*_T_;
YU";^Y+!OF+1>+>VIF!;ZCNFYC/R&I:Y6J\ (MO.8C\AI@JX-*)SL;|26PS2%;=6.172,
FZ&MI^3G\$8OR?M@64KUDH89KP^A MJ=*SX5X*#=(P#Y>4?
&.)0T2S;*_F#GD#+J|AF:MVV%C@M3\$BKP&VRBCH*08/
M4101|N!8SFOCEK1A+/#:6,UK0VD9&A_|>LG6(?J<|?WXB"P-19@:XP(6X"M
MU@*OXTZK#,|!^SOFFRT914L;C8P":F-7|)8G%\$;|;::FP54&ZM1|0=I^I"(
MJ|XB?:4/0FIC@=3&B*0&V.H8<7%);2R?I6L;2!@+H#96@|H0ZM3?W:1C\$,% M-"QS-?
+F#9&G"4#;-4#6'09;K4A?2|*WQ<;M|9N&0LX-E;C&*(^A\IMSZ)@ M_IVM=XT9"
MT0\$""P<|_UE|UV'NW4V!1LS-G?D-*1LWA ON-GXS|NF<6!^@=E^2PS%7<
M;XY*DN._8^D=LE7F%>TZV;@1L*3KQIVYCLF%.3(\$_SP9S@E?OPH>MRXGOX3Q
M@CR_^O#++"(I08K*P\$7INW<(SC-'IM +>)P'V1)>OE6&SLG.\$%1! 6BPMWLL
MP3T#\|D3+^L|0-BH6(=FKM9SMM!S>%@'V6I)-W:'0>D&:+Y+NM&QL2G86#N>
MUGSM"+X>F!;/7C-\@.Y1F1'-7*TO7*\$O))@1LM5L_.PHN|K0WZS9\$GN&9@
M7#Q8HV&,8#+T'?H\$.1GCGS!|WCD!|G:#V,8|J;R)_LA\<+.F|\$=HZL:~? ML>"?@4\$-
UN7@:3\$JO*&9JW:)(("<@0AO@*WN;:'1K; 8T&!O|PCL9@S;K|B M!QHC!JY,6ZE8YFI=(0"
<@0AP@"V-X*JVI.|&.1#;+<'5\$ C.&)C@9NL53@Z|;8%&RL*| 9 M 9 P.= M|DTS&-^IKU3_-
AB\$|PR!|PQ\$O@-L=>_|M1%|)^KQG2'PG3\$PWVFK=NBT6GW! M^JX?A 0-@00-1!
(\$;&FDU9TV?;P &NSM'@\$#\$100;|;M/4!AN."&9:|J0E, M-Q,1W !;+45|=X?
5=FSPQO5U;Z!|4Y\$==&QD"C:RC>|*_PKD9PY!|?E_H?1+=
M\R/JL1%EP\$Q|SMHBQC)7<|+ ="8BTP&VRA#90G)FMZT>@79Z>T4@.7,(DFN7
M7HIW+3K*\$9>|L,S5""^0EXE(7H M6(YR*O)&+6)|HR\$M*:RYB0!FPC>ZKTTU3-"KS
MR=973IXF\N+R\$|:Y6@<(O&0B\A)@:Z=#1>B5N'>;)MN+|0("765Z;WK2
M%QTF9\6Y7))37M\O+ (F?ZELGI /'<:AU#|0|XQ!F,D2F,E"9"; 5J?|/P C M^AZT)>-/(I-
M_P_3\$E#)4J/28((&6.E0B>)"%):Y6C<(\$&4A0A1@JZ-\$<6>2 M++V9)\$L'TL-
/KT56DLY^9!3IJ'0JY|)_A^3-+|;BF9).D*4"0N|F"9J|E= MP!T+\$7< 6ZI"|L"Q^H|;@I-9&
|/RVZ.E #N6&G9Z:|&97_):=-^9?7(VNRJ. M8A|_3==97NP: V@-
EV&PS%7=:@L,8ZNYHT_6"9C<2*YE\$E)|K+;_MN;\$;-T
M76/DM0C.%O#%5N,+HN""&YH|7LN8%JS"/(@ZZ\$UIDOK^&H1R;(%R;'S* 4SN
M|,9^U.?W=D|\$11R|B3CFR&F""N "L@R&F*|N/T= S9IMNF-(\$^|('H0S)>0Q_(/Y/T
M>QG?RJ%8WCQX_!O OT9%>=HY/Z<,\$!RUS-LP(XV.IDOY?ZNO #IUFK
M!2+4!O2=Z#OOKT M?O;JVV1&KH(TCVG:9D(5."HJ> +S8,P4JMH|O'TRU?A.?AY1=.*@*
514NXJ3^6N9K#A-3?P4|M 9-*+>\$F_4XSZ?>42A*R?D>=|4MTLV77L.S=
<:~G54&:L^2A#T.K\.(S6C M29X\L,W7Q_EJSA6PP%C@23+DJ=CD|N0/5H#
(@R3PW,\$ZL;UI3A(JN\J;Z# MG^H#)O=[?EM\=90E+X;W,U)YT%F>98SJRZ/4K?
5VD9#O.^I?V!!X6;T6.:J MWG*%C-
|%S^@!D_N"7VWHZ#8S<&/DV'Y#2^J&>GM'2.A==4+?64N'S"VIST%;
M4ECF:DX3,GH7/Z,'3(HQ2N|9A|N5N:#=LX9Y#4.5\CI775.WU34'AIODV3! M\K%/2?
QJL4Z#ZZBBL/=1^\$Y-S#3\X|DV6,\A0QRFMFZ-7YYZV'U(WU|H'0H'M("H!
MD|7J4!|6%9:YFL^\$-S#S\!DZ6J?)6J)/EU,+U*|T+YQ'MD%BIST!?
2X/DHZ0NW0XN3M@4JFE9L;NV';C)7QU" |W= M(N3KGCI?_Q:D:1 S7R0WY/,Z9_-
N,C,GT)AN*D|EKF:*X74W5/GV:(K\$&5 MM""E7&
=AMG;!:M|J#ERZQ4U@39Z^T7(W3W=W/V4IDG1YI8'S^D-C;.*KKXQ MSRV#6*==**W
>^H(:))7WA53>QT_E 9,J1?G-!-YR&GF6NH'>7A'2=QI?;^8
M3'367:F;U58/EKF:GX24W<=V0&36_5L=[MM2|G|9LKNV_)Q!75|O9TD).W|
ML082,94+_9H+LC|-WG-%\6=@EWBD;EM?48.DX|Z0COOXZ3A@4E24W(?-G-R0
M2VF0G-P7CN*%:^8%6Q MWSE1,E)O5!;2U-PC).= N?L?+C?!"K(IY\$;5)2^E)NT8O<\$
M,*#MQ+%DK8UKN;W;| @5Z4V@ (KUB*<-

YF,U3R@<|@|3RCW4IB.OM:5FV_8NZ+|RZ"PLWB!ZG>;@K5VTV@XGHO00%9O'3'Y)W_-
MD!+SG?^:0.:CF/|;8H2,GB@>'OO#/YCD(8Y>_B1;V%*(S|/LY<9+"_JBCJK|?
^)"2H<&5N,DGI(LR? MS=CI:0MRNOCW>IM /?_K7WS3'/UM,CLM?
C/^|H+,UM=\\;#D/@RAZ?,9^; :< M4Q+N\$Z^,,&>31;(;YV%\$%|S:0GY'R3|8;
|!_S7CFEAV3"4WS@'U4.2|*\$G(7 MW-/-,KFX>"^(I7O)_AVA8_+UCCZK+*
(C26\$_HR1*@C@C84:R|?6_Z3PG>4(L MPI20WQ&^-=I+\\G_7L@_=%*/D,
|K*BUN#6*.7Q|R9-GE@G|C'SOBG73/ELKV, MQ\$E. O*?=1"%-X_\\C@RRC.;,+O.-&6-|1\$|G
M+-RSRPW8.21\\AB+A+B.K(,V/R6G+";UDC<:ORB:??%4UF)*6%E&+N3\\,Z-G|B
MA^<)'VO?8|)%C/L&?GLV"9K#>|4CKBAGET0:_SZGG' MB^(2=P?;\$\\VB|8_F8#Y?+|=1P-|
<.:J"O KC5|]^+JB|;V5|]^&40^|UO>2G M&*Q643CGZUU?/N,-<'\$P);
S9QVS,9855Q31HO%X75P,^SPKXA#O^TUL2AZX
M;A|7L9FT\$2^DN&Q27O:"QJP7X^+|P_C9/XYGQ^0\\B:(@S?;G_U_\\LU_'O7,A
M82>3/H2L/YB6Z4+|7C+T|R7?^:E8\\P=E#+M\$PY|ZZRUJ9WR^INPM%WAZKO"=
(JP\$F;BU>|O9'9N|.%^3R-B MIGVSNS|/9Q/BFR.2%TNL6YMYGE&ZV37??
G',T29/D^C9A_K=OPU6UX%^|0HO
M+U=!_A#U2YL;>3./EVP(Y|S|V^UM8ML.XD57Q1O/';J\\
(>3X.90C+L,0"X0*W;7!%P*.;F4:YH_4,K.Z*M*SC=<:N6OBP+32\\)-L0G|)Y MDG)7<.:\\5;2"*
|M"W@D'_Q.:C;X(P)?=! MM*9ELE#\$|.)/S I7MZ2-;3_&|#8H5JG,\$YXLA#=BLL |S&TQ?
ZRC?!>VYIM9 MXO!_F;U%F,V+1_PUY;=&)=+Q|ZY2=E+ABN=YFU1
O)^VJN.=63N9J(. ."7! MO'#=C>>W?C?8J-WP|(_1#
<^>H!NTLQ9^8'%71^QAL&^=3"D+N.QB^":G'9,9 MV^\\?48IM^3N&%-OJ)%E,(M)
B\\<9^0F_)TN7N7)JQMVN<6S MC\$OW(63/E^PNO&E0#EE%/
#STKH|@N3^L9:|8X,1Q^6DXC_OX01+;JB\$PDB&RR:Y(QNZLEX
MRVY"T(/%S51JR+4%#1%_VUGV#|60?>RQVUC0T/C\$&E4T)#NMJK*0;S7+\$^\\U
M8FU/R#Z6C4.>9'>4YN=! "KQ|LZ3I+9W0*,I(\$8|?'O\$1WOU?F81NWAZ=&J_/
MC*.3QM\\GONMSV=\\OC-=3V=|/S; 'W^H^A\$D__EG/O_LI#RM=V|6P2W|&*2W M')4B>L-,
<73,%T"GO"3 |A|YLGH|9!PQ9LKS9%G\\>L><05/^!?!;Y3<*DN_T' M;^ A2;\\7;GCW_U!+ P04
" #)E)!93=/|L|(& " #P &O 'AL+W=O MY?0;A T0*.7W';K'D >;1; M!K3-
XG0=,.P#)5U;7"A1):DXZ:_?N:0D*VV2#@ABB;S/<\\^|)%_\\VOEZ|G,B+
MVT*7|G"8>U^|G4QN(Q2S(+2H6>S*?3UY-"JG)X
M=!#6+NS1@:F|5B5=6.'JHI#V|H2TV1P.9\\-VX5*M<\\|+DZ.#2JYI2?YS=6'Q M-
NFL9*J@TBE3"DNKP^'Q|L.W)|@N6#P)^*-J|W+#B3Q)AK?CG/#H=3#H@TI9XM M2/S%
(TR(BA4&7_E;8-#3V%O^HC"O%&8A|BC MHQ#EF?3RZ,";C; L#6O\\\$%(-V@A.E5R4I;?
85=#S1Y_L6I;JFV2(#B8>%GE| MDC;:)U%|_HCV;"X^F-+G3KPK,\\KN&Y@@E"Z>>1O/R?
Q)BTN|QF)W.A+SZ7SQ MA+W=+K_=8&_W?^0G_CY.G+<@PCV|IH-
+1XVQ,WQUE4RI<,AV._(WM#PZ/FS MV>OI_A-
A+KHP%T|9_VD9GM;^:#R)V5C<2_8BIU+=OC_*\$Z-K8R-JR^>/|N; MSZ?
|W>XX+,SV!SXGT6R>FJ*2Y=VHV6|7-|0NR#)K%VO7++X4RF%#J-*3+;76-M=SN%+-
'8F2A-N9.A^:Q3*X7W5!M'V0|!2A1!EWLHWI#S_#A(8P!82IO8H:5*
M<49.;J0EX7/I12Z="V-36|S0I@2ZUH'86Q)D=0.2#F'-KW|^*F"F|9VB\\3) MV6F700T66\\%
(G&^#:=0QZD79B5FORQ_3|;/79!>O.@AQYLLV%H(HPVVA\\THF.&RE)ECH+|64JO5'99A
74:->AY3/4@CUDO/H^7 M8|S\$BX(%8N0X%!.0MPD9!' +G1(\$"\\17Q;OA\\@OCS_'N)EG:2YK,
4\\8%!C9!' MXHA+5*NL.9>,(N)|KQ|)%G(4ZM =7N37U.@=14BH26-^=A5\$"C#:\$/U_'%*7;
MEJ*BI6@3E@LD2MUX\$;M6=#.Y0W""36_0LR#"QK&0>!OM*J^H58|7F/DU*FO M+?
U8(3Y4F:RH#|U6J%:H3XJ1J|@#_\\L(5*R'N2;>C(43S0,4';<5#^(|\$0TX\$P,3\$JSE^E*HP
M(+1!8-Q,(+<;B=QH)/FU5OY..\$IKBRZ_'LJ+ /S*:&6:(H3E.,EBD)5T;L?' MR@Z :-1\$-
H:K+B|@)9#)|@L,9D@L.LA!,&-%*!AK_9.;MX,UE2&^N-HMC86/>
4&E56R@,Z68\$1J0J|@1@<|,GB2!?*GZU|H MF>8*9&>07,|7916^D)3F1"*?"WG-
*6HC2W0>|F\\XB_9.E"UBO0V&P^B"71RFZ,=!S_*+R)&^0N< 6.DZH^^M M11<8PV!)
|V18U3RN\$,+EN_K-W|D|0S!4XZ3(BHRF>ZH5*,2&93'49&1+' M'OO:N@&5R
>S32!IA|\\8 M,Z&1\$,NT7F(%ML2/M.)Y!#X|Y2)C,544 @W= B,K99&)5H1!0)@*D0S?2^'7
M(! (6&SPAED (JV JCA|>:\$K>GC@X8.(*OBK25/(W>#PJ>(PJK=%>*3%7<1Q;
M63:0!B@;2Y6T7J6J"GTP6.%H@6/7#""%824@'C(.U,%MIP,1SAZ.-?"CB30 MR1L?
9E)7"4NP5@+'3Z@09Q@"C_Z9POLR M2(U|GP&|JH|H|>89:X<:8LS_#?#-##
L;@1"*ZS#B^;0\$;H._\\CG2X"7/N7+R MRH'4MIM#&"@R92BQ7, PFSE72|R\$M\$K&&-<&?-
")K*:O3I|)%>X*Q@Z:R MN%6DUR(TKQO@G;<^'B_/CO\\00VJ3P-
H':|Q(|Q.2Q9F|KN|L\$EI?V*?/I7 M^_WXT\$?PI*_9BL?;(0)"8SETT@J|T_&; M5T-
AXXTKOGA3A5M.8CSN3.\$QQR65+ M@?V7 K.:%'737WJ/_%|+ P04 M" #)E)!9CDDK|)PH

!U?0 &0 'AL+W=OESVTBRYW?%0A/SX04 =\$2=?<5H;;;^QRO#X?EGK<;&_L!)(LBVB#
M1H&2.7 _JYB(SZP)!V=TS\5Y,6R10E965\5OG\KNHUT9T^>?UG5COWNQZOO-MURJ?
VOG*K\$!L:3>FH6^6;; JS>WAI-YTI%_S2NGXY/3V\>KDNJ^;_%H_R M9^^Z\HMMWU=-
>9=E\OM>EUVNQ\W3Y\H^+LA?O@??6PZO!R^_W90/YM\T MOVW>=?
372_*HEJ;QE9MDW=F^=V+N\O?|C_S_/ROS9*_YSC)K&T_XH^W MB^|>G
(@4YMYCQ5*^L^C>67J&@L1&'_HFB_EG@Q_K=;_0V?G;TP M3?6'*
<,M&#.7KLB^ _[9KG_(.3\J^_UW\H7#TVUK.9ET^=W\WFL;?JJ>DWST!^X2&_>&
[UOW)9SRXX#NXO;6_RZ23_)Y^*&UE\W:9O\K M35\RFWU8F?
Q5N\Z4S2ZGK\LFKYI'8WMBY#Z?ZQ?+MB9I@-5Z>KP,BY?-@EA\|
MTW;X*WO85HNRFF1M:(G\3-?3/JJQC6.Y\>J'L%@1,2_)C_IQMYOI\2;-W?W M/_
S\XY'G ^5;O@LS',MQ=7_M6\^U?XV\U=A(VS>)\/->3X\NSLV_RM^%D MMAN
M9\9:5&4':GFW,DWUZA5_&6'\O\H:S\B"G\F>?2;_==V0
NA,\04+YG=W_4Y'.TSSZ\Q6=GQ M"Y/LCDY'JH5V:D LZQ*(;!E=BF_%6J\$X=Q\ _&?)-
M5/MI9\N*(EJ\9?3@#J M5=L1RP@MZTUDR;7%-U'DYA.H(B^MD"#1&L'6/5763/*
[Q;+ ".B"?PG/GGR#E M\$<+H3#UXOFK\$G # (I2_V79V"'\&C:.O,'|NJTPWHS2
BP";0SOG9Z@#@/+>/&QKWB>|/_G?#KAL\HV=\$RZG;MYCT _/L_/ _DKT_5DQX!% M:).-H?
\L!K!:-;4S\|JTED0(@4M0*A_R/|==!_+0US>1<&398\$T6WA8!I *@_M:7.S7\I U,1(9'%S_8V-
\$+A\;250\$J!@/_J%[!|&/QELG2Y+X+ ^CU6|M<25
MM&W;D4Z>Y+|9@R=_M'U%)R,T5++A.[X\2M]'XF^<,\$0;YOTN5%"2*13QM() MB,GZ5?
RDO9\1L0N\.:S\, ^%CD\$'0V# M:;9Z,O.)C&IK;+8@.E0M&&A:*&<"VH3H=U=+DK?
&00@)7;|L6J*v56LCI!\$! MEW95\$-&3_5+- 0 ^X!WY'S\2YA_+VE^CT\,X6;4P'>V!QTST&-
W,S.0KLFWK
M7597\TB4NA6M\$!\50^\$CYHNL7>,Q4CKC,G78@T2G9+*41@9I+V\G&!;&"9O
M)J\$2[YL=K=Q])!=%|<DB\\$/S_=Z GHQ%C:\$H'ZK' %E@ \LESX)(PV\G*|*M M=:FB>H?
3TML0D=8+LS=F 86:OY:-2 D0(>&5+):AE?N4"(EHGHYZQRO<0P6O
M9W1\SHCEX\, _SHO\B9!;+O*OKJXG5V3?U\63X5\|=34\|! ^"E0V@K2)S8C6'O M!C*
|(7QAVZ=516>K6#0H.4SH!#,"WT*ZSH% JU3\&OH*HE=9GJP+^9)?J-P+
M*,>%F@AVQ)=T\?T9="D8\LT0";E)=D6W2X7=V*67P-FO\7
M=!"I9D9V72T\RX63\2UV6Q#=#)\$"|= -*9%\3\&V&USWKC4W7/I)X M24%82
4E+!B\JW1!!M"X_5>OM&AJ(M:;&"U<,N MH9.1_'IP^AL@?VS(E"|\@1_0K^N")51#)?
V(EDR^W/590"!G5*D%AV8Q\;H3 MD-J\3YCFB\G8LLF9
|_40ZDJQH1%F8JH*%X(\^S4E6+*\$ZH07^?,X73BQ9 MV8^X"%QG)@J,C\$?BL0FI1M;|_|
|Y2\ZM\$AVAFF0DQ%JHG7+Q>|;RTJ>L*|L M\VR=C,A^71\$"6320\$V-
HLL%5#,"55ZG"\0K&Z72?Y32\J-N=S+0WXP>MW M"#3C3^K\QU_?
QG;N(T.DRGKACPGJ=;<\$ _/R4_5ES4!_P1&VUAE)8A\+V/K, MVI 9M, 6B-H@"">",\$%
(U)Q^)M3P;WKW\; ^|%>_!8^%C6"?2\|Q0_4Q6G\A1&XNP
M>A=TD'LC*Q<+DQ,N(\H3KIJ3LV_\$L(C/AFW WKPT3I"XA/FB-?*|K)8\30TRY65Q4<(,
MNQRA HU80+(W 1^\$0_.0 4UW2AX@K\|S)>D#@\|CCB-7%_WON;*_I0'Z4'4(6
M1"E=^XG-:<+?5V>3J;|/"OQU&?UU.KEQ?R\$2DUYN;)*1'4CWM."|8@^!A*PM
MQ62;=:;|>+ +=,*/!%VG)9_6"V:X>\$*4G2(VC.4W MNB2GDXOP=4SB63"A;X\G<9
L(G;K5!?!DB6\7K(QG%NIJJX)\; ^3B,C8AV'=D M\TVRH%; '@VI26K6BE 7&082\$0\?
=/1J\2\C2==6X,B7QGND%%N5"*|JZ#,H(= M"!E;-?Y4P6%!S
DLS)P"06Y:LTS\|@8S+= "5L/"%#3U6^;3D^7#T\WB-4(
M!>QA@ZUSWK\5WVX\H56,\$":.U8&SKO(HT "*"4@P)#((I^1\WKJ;GM"YAYD
M@33\0AC^|;I9DA'-PU^Z)=#|))8)#4/I'0#&GF%\$7'W6A?K51_4F^<\A<@:*,4^6\61-
UIO>NTK\ MVU-BJQU1;Y<349//5A)!+\2Z#%H5(42G5.G?3OIU1D11:=N&5?
*BWC_;U.5_MD/I@.W0GQC\GMA;S\OXA NX3.O\W@K-A#1%M\AEJ&
MX(J;\$GS\34:4,/P'V)ZB=P/2B\8,N_(9Z\|P17/R^73SH!4-PB&_.4(HCN@.G
M#\$ \$1+67\ME/G/<&>7*PG@<2JRF+;C54Z!\JJ9V\$K>,,Z^@C=P2R)*@ 7 *=0
M:\B^AQ7,\$&!)0KR% MU9;*/"S=)6CG+A32ZZX?U8MSC?70<2%BEL'T#Z\Y9>H\X.%Y8
J'+)AP)50 M\; *EF4J. 9Z=QHK5B*:L\G9WYVKAA1\._@Q+ V.LXABT6\ETU20,YN+TX1
M;Y_D0\EXB/^,@\02^9@9)S:(=M7K8\>MK7WF;@ _!.SA M 0G13.6PR1#FWQZ MR7@
U'%PH\%E%6=#CHJ^>\$F(0V2(Z;Q\|SE?)?#+=O+(F5Q""JQ^E5E@ _A:>
M=H/MG^U!.,G_QTC.TOL'7^!|L'9X,H<084.Z4\ +%VHG^E3VY>B&8\BX)>|(
M*-3L*>703\$<*RNT*^GON!KQ_2,AGI7_Y\TQI8.\M+ _">OQZH3/(%)9&;Z_;
MQE*TQVC\|FT9V-HWSNGC? :?3F"VOR?Q%=>F48/).PCZLG&G!C5"D""U'6F
M5)JF5)P#F'!9\KG,7:|?Y1_:#9G)-|/3_"1_@|W^R;O\|+.9\2*"|HIDZ MFQ1ET)LNNC+)|-
X=0@,1^ 7R(>175#9%5B'3/UR;5_91D:|\$(Z#,F1V1?4 MO.0B @#V2_3<.@(6

BH;GESA2F,+4&,DN:P"T=6^)OP,,PKC>B=""_.@2YM"
W@"JR4IU;F#\$O:BOP4R(O3^8&3)H2_MUJ4(0?I_#DWL@B>ER[,I3LS1HF*#31>7
XS2PN_Z6""H1ZQ@J3V650VK,+D!_MQ\@9!,#P=6MZ,5Z6M42CD%/58+:7HC-#7/+(
<+A<5Q4G,@KE!J!N7,ZQBZ9_M!H;H!HB4V/6=)"RZ9#L<4+=\(
(IMVYGVQ&61C(VMU?!"SU2U.@,"=KH!_2)(:I3%_Y<*0L8?0#Y(M@2-1-!>8)'K_MA7.I9-
P*P7.Q%">\$N^0Q8#:.KH_7?"K!0;_A3@B\$P@LE-2=9JRT(11Q;,(M(_CX&56.2!(H\$!RG!
!8BR^SI!!C68)\$FF.;^C@5^*V:=&#DKAFX2JBZ*K3_M/\$"X<
Y5;&HRSEQN("0D^&J!M_YT(:&XSU%!)LM%J9_CBA'&3&,"TO\$F@3E_MY(:E1G"?
KT@V184G^:^P_H"%L7J8H.%>L^MHO*QDMZIJ-MM>J#IB97@L,0UZ
M^4GLVJV):G\PIW++L!8DP_#3;!DN0H"!#\$+CW;BXP';*GL"/_D\$;U3K1!
MQ\@ (QM,3Y\$PVK@8X0=;.P'AEJ*;T28Y4&LBET^I0()2I/&()THLI'Y2')IJ
MZ_9A5XCDMASCYZ0!(G!;JB4%,8'O7<5DX?;+!>QWS<%P.8)?JMY9I]><=^3T
M1T\$)B:UUI_VBI"(EK,138?AM2MY93))!-!F!)(O(:=N3:??O)XA_N?LGB40%_M;K9C/P31=
LJ;-(IED5B,2IS4R:F&(.DK)(AN6'XJ92HX/-#E2\$Q:L0L)*!;
MEV.>K\KN(4B>P>*1*SMF3*D9M\$%ZB.1.S:F31:5..9E\$128A;L=** (=+WSI_M;
<.!UF!9_>9S5M/3TIN3LVDQO!M7%O3CFR_M_'Z%J_G
BLX1'EZ5>IF/V*/F1NJ8.)RWYQL.?:O8GJ*C_02_SRBA26(C\T@_M7BP4'#^U_F5CO\
[^\;?;J^O;;QA4QWDJ(5O(!C59-(B9I_M'F'5Q'6" D8OQU3N3920I-!C\2-
YQ))BR3%D;);D=N*W.>R.I92M2(M;@.9_MY0_\$69OG2N
DDP=+SI523,9._E;"5L.3\$X^3)H.&D(R_2PD>02.83^5Z_X.+
M"Y.6A&8I2I2EXFJW8_8GC[&?A]!+?X&=&"".'^<^ZV'9"JEAN+.W
M\B4QG&P6ZH9P!ELB;1M1N0NY\$*!\$8);B8TDAQ^02:@;4PXAXJ=\$FT1 /7O\$
M^01Y7('CS%,M_%RWCTP,R-
'N*H.\$OR868Y5;X,YANS%/+VGAMAO6&Y=6J*NW>.Q\1=9FK'9;+FL1JDB#4=\$
MM67SJMOUY+DM@>!@=A"TEU"F,^=9S)B/XBA%30M*X^X*%-#;UV),0Q8"Y)
M3HGD8\$V<6#V;\$U=SQ%?!*3BP^TO_H_MHF>(XH0/'13O9=DI4B8G/PD/?
PC2>Q\,%!JU3>R\":F0KQMGJ]&/5_W'C+>[M&' /DFM6.3WC-MWKC#@,'+00D-G#/?!?
3T#*W;\$4/5;.KWWN1W90?6X\#9Q_M),B12FSA<<\$:H";.IZK^A#8_A76
P1_J/8Q7.L5+.U^T;9\$Q?6P@9#I1H2:N.X+%RFU(E%B69OO\$5\$7
MZ;_SH)]-7QQH<=%X01-.,N2PR=#?9J.!@ (S.AD]%;IWCJXY\$XA "VSU4P2S
M(_5C#@BRK0,I"UL*IMH)4<8FPI=+X\('S_I8\$C;K4G_T/J^TLOJ4)B3W;>_M53,8.VA-
#_2+.)3N6^!&L^YLP\H\$"%[Y]#IF.6-STE0%?@5UU1S.UR8&P'
M:7/GPV>QJ^J;LN^I+464@_BZ_G2.TX5-;V)15CYGWP,ES7;C*O',K)&VA_M^!|9_3B?
99F@+>%5(&_)ZJ"V?!"7F,A1W?D8U%QF13=O\$MD;M" M\LAZ_N""%^V<32XM-
PXI#Q\A>7ZK#^.(DI6=U6Q'4MK#0%(UWM@7TFW^T+;<M4N]7P=)BZUO!%I?
G^7@H-VGO#ER:U1?8?ZN]L%E\$"O=S1_=;BAL);YR1\$9I" M5
Y*7S9AXC5'0V\$^_J#NMHAGTQG65=\;LO9>;WVC;-5_^*+2KM%:!K&@HY3_M6)
H\$@RL]18M"P".IY8CL>DXL+H72="A'A1R;.T<|D&HF49#AG@D)'*^<: MD+?
_W.8D@RO?+N&@M<@I\UAU;!0\;8Y\$9-TPQ)1+\ 'WO>I*!,M.G\$E>)FH\4\$87XH)'-
KJG4=K_M+SG)1'_[X!'NSC+U+R:QN(CI9-\$9Z+TI<
X2NFQ419V@KCA'Z3U&3F10)SU/'%78RRJ?HJ15?()HK
1190MNWZ]1".VIN!G7S,%5<&+D_M,N%RNAD^?5C3)2_R+0>H6C4&Z'R24Z?2%-
"+7S(U4PG&R4+O1%\$PAJ5DS*_M4D;.9Z_\$6#9!Z&IS#"?M)DGM9Z"H4_7*T8Y?
\$,Y"L9<4_M>K'JOJR?&RA0;/\$;?W-R>EUD>MAI(Y6\$|WV#\9'48DQO3H^_SM^N4;IN/&O(
M8PR)>W.\)\$-V.KWVHS)UYYUI(^?<;B-)Z"0:^^K7US_)20!52-N?D'B\3@4A?BPM8-1
M_6M7N#J3NDRC"(K<24)U_'S8DQ._@:*!A*_H;69<1J<=M'!(!<(7K+K!
MQQ;!P"9I7892VA7Y3/Z1K553Q;>I\;S\R;Z#B?P)NW99]4I_(Q3'HKGT.2<
M1'U=T4ATK;!*0L/84IN\$EH1-XBLI"&<+GK/PY1)^QFN22\Q>9Y=:2YGYGJ-J
MK9WY\6O>@%Q6G>V=WZ"%YC^CR"8_/^_E2.KI*)7)BU;<1Y3:0GCTSBIM3-^U
MOC\$O?LZ13K;4V%T\HL(&LVLRG+^3*""^I0%392PFN3MHI<'%2MA+O\$'+5E:&
M_M2_(L0\E@+L5_.B5[CK1=DZH=_#*!#.@D'75^,R;#PY+.RBQ8_(+QPX6I4R@\$'(JR34A9
(I0R;YID_GU!&)K_VOD;.Q0.B2/B*CH7.M\$_(6\$HC2LOID+2"2U4*-
W?Y<1"=44^(VWDNI+IC15CH24*44XDULI8ON_
MS/S9TZ\$NR3R=+T"\$&SZ14/I>8E+Z+0K?(G\$2_*HKI88PI-L=:0/TU%/G(O_MJ?R?
_VE::@IK4:(6@OTU/\$>-0-PD)2%D_50_HIQ"Q_M2_S!.W(BIOFMQG5QGY*KUZ1Y&)GH-
1>19:HO_P:K6_MAIT!C,L@8C".6FW?SC^B5Q@F*%%/;=!#
<7OJR]CM=IVZGSIR02>7'A6!Q@F@_MMZ^O/629U"Z\$1_17("TN13_H@0%:#6?
S'K3IW5,'_GI'YQ8\=-;'K@NY_"+

M&7MB#IN\$BAP1&1(G6TEVWK,5\J!#76"O)UCPO\$0RF,7E';F?C'-01D({4.?8)>"L0!)XOO+.(N^6:+*FO:-I&;PMW MPQ/AEBI#"O(KF%?.L?%WW-)/H?3.OJID,@(PC/BB4#-Z#_C-L7T"\$,)QO
MB96Y(7!325[*:4"UMS>3J6IZ<,E4^/%,S JV)R^2I"? \JH[2"M3UZIQON>/E MS/TL4#@I"/SEQ(V2ZI UY>|#('OIG#>|Y:15#3[K#9M#^G)N%_M@: "-\42QHD1+D+G3_\$W1)2%E\$JE!PNW)NPP/@*V0%FD&(<=3P";,4<>A!D(M5PD>V.C!4)+;_M&."L4 S-) _XMNCK6J9_L!5DJB@;=HP%T%LHGT"=79Z>K%B M6\$O/IL8YRO\$&+WT_ _#^|_GWSWW(|<#K9\^_/B7|)3)SS\B-\$* 2/:8=PUO/ MQ#3AJ6R4WTX|YWQ>T3CD>0%#@&?|YTPM09)0L\$,PR>[F=GJ=M_\$AKM0@)0!> MX_M,X?O|9 T?&?Z@\$-W'4R %:5G@!-B5TE9011"F>N,+<.U)-8|L==O5?) M%,? \X@XWA2R+(?NB85T)1^M5R0@!"XW8 X=WFW>>'(V6'AB-Q^(V#N"*@ M8GZ)-S-6*D#SJO_ ^R|9Q+-3RY;|S M:Y*OI:>B;EY\$)Q&%GXS,3 M?!6V#F5=\$QW6.W=?("ET6UG| (539F\$FPBBU:W41!,88+ _YIBN?AEVW|S404 M53VRA>AF7P\$#IU^ . 30*\ " I(G8B=&)>=55\B1DR4|&.36GO^YH%8QY5 ?LX M/!GD).>(BE,827VVC;>U1\$|)HV;+ M;WP.U<" +V(HWPZ,D"7IU/N@\$8EYQFDJ'>7&HY;!P*P%1S:'1(5KA0(6VZ==J MF+F^(<{|8^!%/ '\$*0W)XSC=QH@6R_)X=RU*T9.1E#:XU+V NK:04>G)4>6YQH ME|H05L;JM#|0X6<;Z(C)(G.%GF?'@Z%._@Q")C0:E\N|AW|Y M ^R1.?: Q)C*XJ0HPWVBL\$Q|NF\$,G^,^<0D"0R?3=S)%9&@*D@JE<8KQ:5*? M*U,3,1COJJ,/E 'PG24"3P9^XYAH,T/G8CB(%)3\$|O\HP&,N/S2\$07:I9 > M9Z6VZW2!.\$A2<- XVTYD.,31V|H|H|R3E1G!P1/"1>R5\$;\$A2KX,N;)LHQZDU M_XP&IFMR!V2VTC.353(V",+? A3GI/#Z24F(WH 1V+%7\$*1*_ ME7-B(HP>C)5)ELZA#@)%9@Z'MEX?O6_ VZ>%;GE?@C A?T"%| _^S#">| (ML MQ 0 _V 06281"/ZPNFM\$95"D>?BG1^H"&-/221<4 <=AR6% ">A'# |D|&AMUS M\$'1L+^YJE=B,N@=+1.+F6P|BPVHG|:UVE=6N)?MUYHSK \. (^W/"F+O4M & ME&6OE&22:.\$&8+?E5?C8M+JYNBNGE!>TQ/>4_KL@G_BH_+Z;75\7Y|32|FY,9 ML*V=>HZ"1*/TK5Y\$?A2M37|)%B|_??O7\./O0 D2_+C,@0@4\4U\7.^' >Q/Z MB=+ (11K@X+DU&*20Q&N|>|W'J\$6+@("B*)@K>|BAISI.XY1'2X1%:V<7%U<5G<3B_IWR? X^ ^JRN+Z|R5XG,/,0U7%< M\,UD|X?(T\R|B8KV2I#N|. %|T?71N\$JKC5><"-PH-Q*.:0.%%D#N;O7-Z&
M\=L%_7UU\$9P6=6.NIO\$C@P&/XR&H\$3GF'7,>*3=._ ^/RHCUD!J8DQ8_'J)Q M8T9";,4R;7\YO;8GIU#7)- MY*+7S1X):F4|HL|),- ^>8<%7GD;S/TVC9>|I=4+6T>7%17%U>E|5- <7&+C8\$T'@C\$M|I^=H>)HMX.P"E|YTC"042,2KM;_7T M,E!OR_PKT.CE^6UQ,R.UMF3@Y7AE6\$IT(ODC'0=N9JHT2|VIOWE:OI% (THS;! (\$_41^#Q3D@F_0R" >^/*-+5*'V&PT^TB4&,V^ M1%;-F|7<*=|SRVL@EX)KJ-?E|ZJ- |O%E!B@5PP<_P""% WNI4C\$_ZAH3WW6C|H&\$A?S'@HJ3:Q>YW H7<2J.T:/;G.!\$!R9RY>RRZ*A98/#P@7 MBTD>C\2(|M0"6Q!2'3.Y? IXEI<5=&EI\$DV#9B";K.!+GG8*AR!H7H_=NF/>Y M!*VV'8NOJ)ETXN\OLLW>5_9C 6Z#E@N_#O9*!E?)M^)*H#D0>@>?|I=6RS;JV M%&FO/Z|!4V@_#CK_T.T2_+|0O|6DVMBOA|!\$@DI*+LH301I^7F;8UB(_6_40 MBP&AY7>N,3H;|@?1VH|M"*;6GI>2"=M(L,?UT/L\$B.MTTEQ2-4? O(3EQ00\$ "GA95(5#B=MSD.&>:29QFX!6E1KCZK%^-?4_*_'C5\$) M_W2NGT7J^V/&!O/(5\$3?A)0\K9TZ'P#@,L:LPZXQ5TXVS4,^E*R9*Z\$#2^\$ M\28'MTJC=UDRO9ET=5?)S'R/F6_2E7/HG74JSPGO|C1XQ>0'XV287 TY:>:TI_BDJG'4B- 5.E#,0@=I1!/% M+&AF 3^3?Z\ 'OHNBR=XB.)PW3-L!-9C (G1P4? &R|?T:9IH@_ ^ MO3BNL:G6OBK39.F 7C&Q)#45=4X'TW2ZX5>L(8;?P6PJ)P_L_H ^W MK&.^CI: |12WR,HC=%|T0!I,:1'BW.A@)O_A' _@5*3F"EST34>!"\$CKD|T0)NI&M7W?KOF? *T/7U^\$!^G|9D@|5|/!"_Z7U M|_ _4\$|L#!!0 (-,F4D%F 4%(NT\!PM 9>&PO=V|JR:W- H965T M69S=%^;E.*56S M+^LLKYX?K.IZ\VOZK18KM9;5I- BH'%^NBG(M:SR6RVFU*95,=*U-A6.\$TS7 M,L T/7CS3|R|I%*\^*IL|27%V4K&K6:UG>GJ|LN'E^P ^Z%Q_2Y:JF%|,7SS9R MJ2Y5_=OFHL33M)>2I&N55VF1LU)=/3^8\2>G'K77#7Y/U4TU^LUH)O.B^\$P/ MYAGS X<44IE:U"1!XL^U.E-91H*@QA^MS(-^2.HX_MU)?ZWGCKG,9:7.BNQ3 MFM2KYP?1 4O4E6RR^D-Q\XMJY^ .3O\$615?K_L:T%>X!6S157:S;SM!@G>;F MK_S2VF'4(7+V=!!M!Z'U_-@-I+5_*6KYX5A8WK*36D\$8_!%1U;RB7YN24R|K\$ MUQ3|ZA? G^;6J:EBYKIY-:PBDU|_%V_G4=|9|.G/!WA5YO:K8JSQ1R,: *33I MU1&=,J?B7HF7:C- AKF,SX0CO'GEN/SU7RW,?GA|HYVQ>U27"X%^|9FKD>+OE M4&HJ39RH9X? (/8K55ZK@Q<_ \0#Y^D|6GJ|EMY|TA|RPOV=WQ>U8NZ\$C:??Z M<;78HEAOBBK5L5|V1^A4|2O!# MEA748/6J:"JTKXZ?6+->RAE)N1B&?DW"?M?"AK?

6I%S"MVR+B(=[@/F1=/(O8W>L%=.XX=YCL3A_WMKA@R8\5X9',1 MLA M\,+ Q9-
N/6ZP(<-'3C=F7@LC 7^NCN\MZ=MN\$##/Q= 42*'G4B#MEJ.;M%ZQA2IK%%'R
M3@UGG\9,K_]^(=\!I98T;8\;H#(N% I;Q6XZ9>L5>1*N*N8D\$.9\=9] MBOF_E2Z#-
\$J:+U#&JS1?ZF\F'(9A(+AN2AB>@H"DY45MK51FI*U4LJ2>FZ9\$ M3*IJPF;U\$'ML0!-
TIB"T1V.,(@IJ&K?(+(.(X&LZF))ISX43@"C=^"IL"_BI M.,/(;FW=1,4MIV3I
D9#NP#\$479@WFK\9D>W_IJ?'=[_';I+(V#'#3WJR+88 V|BW2O=JE?.LQ Y,F5(4) M1"
[<423;>('=-@CRV6L#0B7(7A-(\2: 3I-E"@BT('W7(\$)VQO*
MAAVAIG:?'F2I1N.:0J\$C2,XSQ:H5E0VRP;:KVZIFS6I) [#>\I8MRZ+9;+%;
M"2QWPLR^2K2[WGR '=FKBBP;/;8=FP<"\$-W2@O(Z7:CJ"3MM@(VJH@7V*\$3
M8*")/_I,7FS64\$(09P"T"J2-7U!S,INJD6O2_&>YWCQE;U5:H2 Q!)KP792 M26!1Y|ILC.5-
LI,FS1+JO4\;B7UP\$-_Z!6L*U,##%"@5#FR4ECB)LUQ?,Q_=9
M@_5!H0&=WH(O^!//>J>0,54KJEV::Z\$"D^3X|.)SDDI,KRODLI F\TS;RV9>
M+%M|=I.E_U'PN=\8?#L"!D)!Y\GD4HB%B,%VYC:84\$|3M=DP
MZN!|9!OR;@>!COYB'.Z@=0+D&B_W1%H MN> [? \$|X0L^%WE,
M(%W&X>O&#T5GX/DZ.C|@"KI0\$VN\ \$P*\#|K:X N3?L&Q&D5<\$*#JKKJ9P\$(BUO&\$
MCB>S.D.5QH3M8959V//8<-EO4DVW%;|859X^4FVC;:W6T?S|U
M|M=W=_<&GECOY5I9@('1.ON('L.C<L-EKG3H|= %A98?NI?;(E_) \$HAH|::Q-
\\,KH)UW^8\$.T, A3Y'@8SQZXB#P 6VCV@ZUH|X M+AY\ -S8#E\$S:/."VR'W>M\$|U:A^(C
>LOH, 2@_V*,Y|L.\$+&CX>0AZ%G.H&\$Q'84A_@%G@#*ZUFG M&6JC-
+5RU+>C/2.OE_# '8UUQ\$&'?4_HH22B0(D\$^87V<\$0?
L93\VYDZ!>+X>T6%'H>V2WD&@|89Q SMR M.I_ZKF|'/K<&3;G?|@.YBEL9NJ/??
SHF!M5^(J-JG+3V0,DA*I8M(A0H<#M\$ M/!#:BVC&.S(0P |C@5I-
'^0|A;WM"Z\$)D\GEXC@,!MA!W'D-J8NF(0)#
M30.8*8XC_38*A?:0Z\+\CO4Z4U|>G|^WK2\$P3>'3=31"8UM_5&LQ:E=:P+_ %X4 2@06
\$I\$':!X 6%'8 %?== M.XC=?F 10"^WCTXTTP&0<+!' /\$*AN&-EQ9%
-02X01U%,2D<\$'M1/!^?|RS?D M >*CM%9:3%AO.8+9-H;'3|;|WS^ ^M_X4C\$\$-
>"!"S")\,1;QQ2U@H*(H,\$A MO\|-#.@2|O%'@=LI>CI)M|+C<*/UQ8SX|BYJ%>.-P=
(F24R2=? MY76?P/L*_B\$+X!4//3R7<@|)2MF,|H?;/CO4;D#L< TOAR-'H 32D8<&31*(
M'@\$*3; C?W| ^EK?GKY|:C^/,C=0AK37O,|T;U?&345UWL:H(0N?! M\$GXR% '\$2XHY?
N*CB2,7(_SY,%|K1?*Z3='CHL! Y%W|4@!V)H;^@ (B\$E+*#|.
MH|=5D9:Q/(.(>A+JC2KZ5_!<.|E%7KWDKLT M,\WI:.[@?ZZOYV\PD?X_XA|XP-^
=@J_+Y^P" +/C"%RG%G";#./" C#=#B9,1 OHE(&8 0::,"ZZ1|61\$'H(\$=&)F\$ZOM
&\X:#WQWD(4\HF ^ (DJ.E(I,'8>Q/&2/'"5-#PBD VK6 MVO(.00!&H'4,4*U\;&1)MP>:W-
P:&!WW)6:GE,Z/:"|HS8UMX_!%BN5 M-
(AGMA7\U41O&&CCZ'-8LZ,AV7|460Q|4R1NKI9IKO>8:7R%?|T>I\$(%2E,\4:6R62Z+@^MI
JJ8QB>FS=N5)U MG0UGB5LW!C:=LC943&\$IDVD6|8/KZI1VGMOD&|T!::\A(T%950\?
W|.+\|WC9 M9KZ\$.Q1,TAY5MI='^JUFZ+Q.F|4VPH(BX^|A9'>N:(W/|O4,.VW-O/0,6PN@
MTR6K'7^HY*=_7A,4? 5G<\$/!F!*.TL%02B=?#@.STWVE'M|&IWW^D@ M?K",-5<+E
B*)G. 0"ZNS1XA%>Q=2NC VZT\$70U;%)#6'_P^/@JW-B+3:NN2
MQ5<71E(SS#>=5L,,K\$&&_LB?WKW:U=ME MLFN"P"CS#UQ8AN(@-RF(M(S19 1,,,%?
LU9=5.H=5XG@B)KLN2\$Y'-U91_9?Z7FI%- \$J8RZO|V_|J|S< M>!V:FWO#H,"
LXIEZ@I=G4GH'|#2W,4U#W6QT=??YT5=%VO|DXZI5\$D-\VJ
M*.KN@0;H+T2_ ^"|02P,\$% @ R9206;R4KCD(#0 M2@ !D !X;|IW
M;W)K&ULI5HD|LV\$OW.7X&:."E-%2WQU.&K;GRD MXEK;Z_(X26UM|0=(A"3\$/&0"G"._?
E\#(,71,=%DD|U\V')Y1%% ' ^CWNAL@
MGUU7|1>U%D*SFR(OU?.SM=:;)Z.16JQ%P=6PVH@2ORRKNN :7^052&UJP3,S
MJQ_K%LZK1N2S%OYJHBAX??M2Y-7U\|PK+WQ2:|6
MFFZ,7CS;\)6X%/K'S<<:WT:=E\$P6HE2R*EDMEL_/+L(G+Q,;:P;),6UZETS
M\F1>55_HR|OL^5E !HE<+ #1)X/BX\$|J\$GI,@F/'5R3SK5-+\$_G4K_7OC.WR9 M5?
G/,M/KYV?3,Y:))6|R_ :FZ_D\$X?U*2MZAR9?ZR:SLV3L_8HE&Z*MOD M6%#(TG|R&
|<.00G3X,B\$R\$V(C-U6D;'R=?AQ;.ZNF8UC88TNC"NFM DP3I84 ME\$M=XU>)>?
K%|US6|">>-X*|%UPUM<"*: 5LI"&UE=* _\$2|9LCCP611\$R3WRXL|5V,B+ '^8J^ ^?%
M7.D:\C7(:^MS.2P3*+,\$|7A" "\#)O0HKX29R^ ^ ^R8IB'L56=B3J_M4.X MY?M 95R+(?
MY+6K!^!67.9_GPF?+ M.VX0_S,&X=6<8DU#G'S/>*>LO34OA!:U\NDK+ #,>+NNJ0.Y;K-
FAH:WJGN#M M,%EN&K(:OY>5IM'EG'C;E%E(E<>C>&;32Y%-
J2P*K\$WAN)4Y5=8|*H0+!=7 M(JB 2V|ORF5#Z8KE%89"52\$|_N2EPO) M\SZN";
\$MHP@U,>&A>^B*A6H0%A"P%L!GM*X8>=3?!;XMJH^2L-(H1(M<@K M0B+;-
/6F4J)%6K.Q"|J-4AL+HD<%X:3H6NJU6SV#DX:F@C .WO13: ^C0^|SN

M(V(M1(!:M7[>^@=9"U!H-M"E&*6=&5HA@4350ZZTYN#"G5('@YEA7N91V
1%.:GM:'Q=-79.-!D%(MKRTT!9J8T5M&M?(Q)3ID%*>-!LQM/9D_9.Q/-
D#TVN=@(Z.66KTU%477T
MEVWGXJBB#&0DL(+,;2\$ZU816MAG>71ZR=D\$UF>2BE^=,MR56)-5P@U?93US:U^4P
LH*0CR772-PFR;7?=JV,CUC9(K"UJ2E!V9/"WC?\$ MQ;"Z C!@8X^[O44B/#*>9=(@&5,L
FDBGV-JJU*6/7Q!':5S9!M)05\M"P; M84@BD,6J6Z!XRY0-
4@7XA'1=5U0AYK=F^KSB=4;L>M1UC%L81*C==)W6906@+QI(0#?
M;:A);#\U4@B0*&B"3W4YH*&E!4\$;)?;L4V&69M7:TS7+*-PN'8*^F!>CT
M:*YO0JT8!1NK\ MB==KG'YHQ1R5X062VL.[!WC6DQ_KC1*PZ4H*25="B070.!62O-
WB&UL<|8 M//8.94FQ1R# (Y:D?A#\$N!A/_=ET@H LPC/W9+-@50D!0F!*&?I F;.(G4<3"
MJ9!QMZ;KPTJZ>AG7M>F\$X+-09)@#\#CV!H.0S2_Q2CUC'#2XGQ^Q=Q91F<2_M^
\$LP%44C?UX%O;|;>-ERF,IM&OB|/H/PG,6^FDG_6T_CG?+*0F?^+-P;":|MD6T
(@,=_+XR&%+5ZMGGTUK_J=Q>6VGX#("UL!*.&|VY: OS+/_MXC^\$9_&?Q+,H/-
_@Q<4T!V/9C# ?Q*!>_SGV M!W.LND)_1AWK7=L\9!M8!<@7'NW&P6T!V@70_2;JAN
M!;^9790'%+0=*+NO!KMP;18\|(:=9S'/9\ME\WAU\O8_H*=:<-C3D:F6: M/H|TG3.49,-
)L8H#"@J<0*>!2P_-#9@R6I/XG'WB7/(6"P;4=JL>&WO2VD M;FIC|CD;Q+!@,F.X
KC3R92N4-K<51B!R"*SKT/@I##

.82NL &65*6F& 'P4AU'!N MSS)D.1H4C29!8S^,9D;)X^VWWPI!TN';*5_U-
;R;:'^B/VT>#TX#-/_#+6T M0I/\$CU*ZB!#(B4/O>_TCLVR(Z3!&3T(EC)-#2!BV; 6LA2X"R-
'H3<\$,A-M H-<8Q/=FH7T\$<>H'3%=)5- FH8/A6\XCEC*9FQ MB4D9X;&;>K\$'0A
N3('+#N&,F/G^1V*>|H M(J0(&L7N;AD?
4PA@-.Q3FZR/B*ZQ>|V!966V#.N19X=YV&GX)HKS^SI;N@0 M36!W^R@:AJR
B/9\$!5\$T'J;M'1 :U4:8S30VO^Q4U#E'O\$TW'H:5XOKNIDR; MP=AQ+Y=08<;4PAU-
E:L15.NZ66ASNNM37U<+2@(C%,E:RU^|H@IM=%QHP\$4'
M5E1"1RBAA6P*;,:|3,PU4T1, VA|IO+Q|=^&S)(R+?UUC0L6)V%\$)G:'@#O
MHM9#*W9'G<%|>Z# V=>&U|H<)<|Y M|M#82QOXJ;9%:
\8S.\$SZ=KNJUV^*SB9J9IBL|S0C&\7 M@=!65O=/0?/8T?MDPV+?^VVY%+>
|!IVP_<(ZEEK2^>&5\&1!'":##\$G6:UG M1W9H- N!:'G&OT'0MT)&WLO;
03JM4M^[%_IO:6(X^F83\UN"0DM&)6ROD M]"@>0X;)(Q>4(#G_!X^/B'!0:#|_
O40J2B#X'83J,OSUGKP5R\$O+;:8HB ME+99*[73\N;EV^O+|A|T%)NX\$DXG-Y0M1|&-
RASP^#FG-Q|@)H0C6JTH9! MOS3/QUEBO4F'
9Q)AI/TP<|\$:8!=B>H>\$5QU'2&Z<+V871A_A_MG?B!V'RFx%(*)HJP,3B>DPZ4=B5V:(
MWOEW.@-'=I'W^MW?W|/!:U?+3%|.^>
(+,4/?:%V(WO,YJ,^EW61!%RZ.345!U;F1'^WILAS '" M"4GBL?D[P)_SP_DKV*|5IV>,F.
(.HX=1%_!A.%V.90P^D^|HCS&ZC_2M3VH M=S@QM-W9|N-
QTY=3=V3>0S!)9^>IC7L(?TM<5,-N=7M/_MQO[L4-V]_2,QYD M.:2;(ZEJ^">
D)FS(KMN0!;I%;P|PVNA:N\$=RA4.5VP?9Y\$!""!9T;B_!\$2' M\$7TMZ#V)PK|7-"#%4?
4@#=-7X=-S'YN9FV/C/FS'D0K:"G!5E;8@N\$?0!|Y. M<6ML'O4A9D/O3CB41KU7R011K|P+
M<|1- N#M6V7=W>Z=O O|*MIVN'VA#Y3 SD&Q7"PQ-4#_<\9J^Y*<_*KC7DQ
M;5YI717F&PO=V|R:W-H965T!X|\$;#1B!-2LN/^>G?.(251&HT3 MY|9
403Q:"\$/S|Z1>GJCH!>S\$;)BW|9%:9X=;:|J|_CTU&0;L>4F4CM1PINU
MTEM>P:V^_C4|+7A.D|;%:1K'\,ME^71\Z?T|(-^_E3552%+\\4\$S4V^W7-^^
M\$(6Z>7:4'#4/!JK384/3!_W?\$K<2FJS|L/&NY.6RBYW(K22%4R+=;/CLZ3
MQR^F.)X&_%F*&^-=,Z1DI=07O'F3/SN*\$2%1B*Q""!Q^KL6%* H\$!&A\=3"/
MVB5QHG_=0'!-M ,M*V|\$A2K^(-O-J^QH><1RL>9U47U4-W\0CIX9PLM48>@O
MN|%CT_2(9;6IU-9-!@RVLK2_)OC@S=A&1^8D+H)*>%M%R(L7_**/W^JU0W3
M.!J@X0612K,!.5FB4"XK#6\ES*N>OU :9LCRRCP|K0 >/CW-W-P7=FYZ8&Z2
MLK>JK#:&O2ISD?9%>B?\$2|&+V"0.61JGTSO@35KJ)@1O\EWJ
MV/^>KTRE00G^;XQ0"V8Z#@8-X!'9\4P\,P+--T)?BZ/GO_PNF<=|/D!RVB(Y
MO0OZ=T1PY|QOS-ZI2K!9Q#S|SPWCL,7+BY#=";:U8%>B%)H7O2U3)?R!*W4C MCF3
M)X'R^ M")R0,P7WFJU!*Y0F_/_|08&Q""&GU4X9D0>KAI<1^P-P"M (DU
488PRZTR&45G%|S6?"5+&1UBQQA6Y7+M41^>WQB*R<'9 A) M" DARPRBU 3
&%|T(<.GL:ZTT\$,:YD" M(NY:->CQ,>+Q"E'#1+1>S-&M'5(A,0"P(/"S>-
%T3/C;J+G*WN012J&^*X MEAIPST\$25K|)G108\$3LOX&'),1(5MV'+R("8C&L9)^>.W@@-
_RA+>: .1&|\$: MT/6F9\$*2,8%X1)^'3KF(B5O^1;1:ETN3%'\$?IL(
1"8B6V*Z"TB8NA#^^^7WRW39/'\$!WK)H329!XM#SK;EG2'
M(61#2HLQV&P\$|A5PU.H(J!|B3E@%D*%8!|6?X=&%/"MDQE>%:&P6XH|C0L.D M?

1=TD!V3'V?'(HX6_S7L^#2"&"3=I@+\\D;) "O\$*[0B[I04K"18)7B[,PGN&PY2P\\U!P
M,0W3&=*_&JGBP Y#360\\U,MZYR:!)&-NB^\\L&X"2JL(M5TK,)?#("U@WV0
M'7L0:3B8A>8WY1[,:(^;|TOV\$F(#J6,R(W5,>WZ# 5"A*7>M5,#9!*?\\D9)IF,T(8.
LTU"=;GCDI@+H\$QE_2N02'GJGJ=(X;U6 M|=4F9*O:>P\\P,RY<1K?%2"HQ=4-6!:-
\\!7W\$EA.LF4'(O1(Y MR?F\\OJJ!AMF(D"\\AQP5-^_1G!^",;8(Y!+W4!=PJZYEI"N4 I6<@@@
M(083I:GD[%6_75O =M_0:_0&8+ R\$JB#HDBW 2NSB*TM8A+|+O#4^JTP0!S MV;
("YE4(VYKQY&I4AFAQ%)Y @<0W"95B(TX(AE:Y NIK06:P
MD2M965GZ(L&.AK!.9H09S2AXA7SO64%NP A/Z;!EX[%';M\$:X(V/>8!0.X;9
MKAM.S(7)M%QUO;Y< 2?(*ZPR"5&+'7R*7IQO,LL+A-I0|[F."DJ:+=M 2 M3/8*G
_,40E09QZHI11/IGD\$R350.07.&L;>|3<=R1B308\\SB4X7\$U56GZ- MDP)05^O@NU?
5|O3='C4%<K7&2JPZ\$ "H>=IPF MK2/I
MP+|!..%U'P0|T!JDR!/1|1F%.".P;3W@%'C&6"GW8)(21Y0 M@D?K'R^64=)&!QQ_G"ZC:?
O\$RT'#!B_7'3NH#U&OS,-(9>X*4()K!#1;W*HH M;KLD%&6)V>PG()U=OG_ID?
T>_,!9_*!77&-4&6H11Y:"KE\$H7002O3A*9P^P M+RFS#3,;Y++-@!OSYUE50X3-
0>|O!TE\\6\\A@0%)E\\W@873 0&@&\$&/I@,W,O M27_?_
*.Q%9W&R608&RGK/Y|'4=S6*M^M,.91 E0!?!LVR):U%V@G!G!ZI9N%&
M^KV\\L.PS4B"%M5T/H8J|@2L;O#CW/"\$ROY_J#+R2Z"!O064J<\$,\\4WH3!KA
M"4+H&RTK+W8I6U/ 3("0F,|O J;<5D#<3G0S(!VA0?W[555+(_AL(E (# M
CIW0*JWDZ%<(Y|N\$\\A=9L4>ZT?PG*O=%MA#ZO5> 1NU;Z5;0!>DV&#-\\0@ M3P|Y*U1*,
(&VACR2_@COCBY\\>R>#;DMKN ? @L,, "W(E(&)2,&AGH|RC?D&> M^OP:+=C+1I_.JT=
XJ.WM(?C5(J=-"_O6VTS/9 -!0QHx-5QM+!M*WS0|%JQF*BEV;@*BT;JO\$LVSB\\O
MV'01/YH!<|H2#F#F,D04QZO>? -% VD>&&Y=5#;3 N,50(R%-)\\91/BXSB: M]**KW8G
A=LD!+CB9=:)! 4BS<P)JLFCWIU?OCS_\$_N?
0JU;JR8A!LU42B0US\\?!. 'Z|^|OE*T@N*8|S_I_"
M\$LUH)N_I8!H'7H7>|*JF|JQ^P&^9P8E+'UHA_#W,IMFM+G=KE31N,0/K__Z
M|M>H84@H'>0@ONMSF007SEU(<\$1@'J)2 S P59_HA:?E?\\|V^YAS8U
ML_&:3L00P8W8'MPXU'|=RW*+VK#?T'9O@_V@|QXVSBQH&^\\CT6VOBI1T7J'&
MPT:|GL!W|*2+|%FI_ "8ZAT9EUG7;4/6 |#LMPL^6B>V^_!W%I;?%Y703LS\$O
M,D03VPJ"9-|D1B&=|2GO.\$1U(T39 X'/W^|VHMP(2!MUEX2R-V46TLD MOWC2-
C/O42<%+@'NP!SVK0^_GOFCY%|HJT42^TF|&#;G39*T.9 MVW)T|_L5*JEEPQ*F,NHYY?
U%VM"ZU\\L9G\$3H.OMF(XHUNBK,GFT"9|JGBL#Q
MF"E|HRC%@P#7V*Z&\$FPM"UBYE>+EJPL_R>C0Z84X3X%|L:4;P6|_O|CS4_I
M^QQ=1NP%+|[\$|@KE,^-49ET/7!0|4K7IA)0DOB6!+|PM;HUS'U90|H('(*Y M;UJ/@AU+4
=JV;5/0V8SW':WCYP&EI?.|((A?GC_R2+@|L#N7-4VZMMLL|.0
M|8#MT>B^N"V\\;EDZUJMK8H15\\0#+-);7OHA#"|1U7,|I#|G@'.@#(2\\R#WJ|*>>52"EJ,-
\\U3TQR#HWQ)>>-@T..DXN9'KH6ZR|SRT-J=0|KH%9 MF<4*(F6(S4S;GJYWN*T
61OJKUOE:VU|""TKALC=W0C>/P4TV7-'=O. TFZ; MX/T*.:Q@2:/5'F\$;"<\$-
LGM\\&POF=)T%)>@LZM1_Y1F;/7)SZT>W*LE/MJ: M_NWX!
T^+T<.>'G'%OMR"#AY,^PW_U"7X-QN;2:HOSJHE\\)E_08*J"4UU;K M;2>,T,_\$?KK:~H!
|\\J.J:4|L>7A|[\$^B=?Z9K>("O\\CJLP\$NHR:3*\\7!7.%^>P>|C|WJ"?|P
M3F/L.SL+QG0FKW63Y3EPCR"|.*/_|M#:^1.W*?|HMF&\\R>3%!("-IDN<,7)
M)&&311Q\\+OF=LQ#-R6R!OS,ZG1;.Z"=3X#|H05AG'&#|L&(H^B5NDH3*PM5 M-
CK=5D7B&^3>>&CY3A3|KR\$&8*|B B+NT-@Q_-05\$,9QUX*E!*KP0*|Z83U
M|G#DWN%-R,UH^75W\\JXM|0:G\\(9^Y4?;/3, _!LO\\|4^_FAVI61CWX#ZTW#
M/RNE:1*3C!;3,U_GVU&3,\$|.W-\\T/#N;CY^8G,Q)QX8\$M6"@3|,4%G.8AS6
MVX8S4#\$OV6S>Z2AO"L)#\$H/112S!_OS;|CZ<8Q6R|Z1QM90DF08=1 MES-@R)*-?
8QTZGT;|M7E%7T!AU4V>&7|F5C|M/W(|MO^6|8-MU_H0:\$ SL:P M0JQA:APM9D=,VZ_>
|\$VE=O2EV4I5E=K2Y49 XJ%Q +O?*Q"QN\$%VD\\G__M4\$L#!!0 (,F4D%G7H:ERC0@
+P8-9>&PO=V|JR:W-
H965TC3X,F\\IDNU*T5KLIS:9_56:6|H|W|7O/@5|U/(3T8GIV4|Z3OMADCO^*95@|'O=\$7#E|
T>D9@7 N, M&7?8B%>2B_ /3JQ9"DNKH8TNV%26!CA=4%#NO,5;#3E_-
EU8I>!D|TZ&'OKH MZ3"N9<^#|/|@9V?VQN#:%3YWX7"0J65.=*@=B,NJ+\\6A\\ M|
(*^26O=A/5-?FJ=^/MTYKP%"?ZOR|"@YF"W&DJ,3ZZ4L3KM@?E.V0?5.WOS MR_Z'T?\$(+
|:D B0\\#T3%TFH FFFQEVK=OO%4A8E,4=3HL MM4^%3Y60B2GYR>R)
|V=&VB0R&4+F>E_J004+) "SK!:=; M5;&OK.H++DQ#RJ?
*2OV/W(8\$4S2>F'R4A9/0I\$2R\$.9\$5)\\J8I\$3./85(77 MQ4+M4| #
<3G^5QQ"4;H2E|S9!SLZ_.R"BYPJ;2U;8Z"TI^" MT.#|5|-\$K+DH@W |
5T*/% "R3AMO/>D)(BOJ*Y%*|Q-:>* _\$U8?X"\\5&!U7

MEJc[-C28H%1G&2'0Q49TU"/ZJ5,./3\$VE;>J)WT2=6H414M\$41LDE4)YX\@
MUHU'Q|O5BU(^R5FF>-'^.;WG9\$>4V6**YP6X:#*=,.?N/'ZX@E#N3YU3\"DA M^:KE#
GB-6'^:HK%WCV8*BZD2U%28DA03&\S>/!;(:[ED_C8!+4M)V*SG.!- MU!*4"E#-RJM4%?
KQR|4-: _C)=F|)HO;"Q=5M;>J|+7IB7Y/#M\$1VZQQM#U?Q M,*2:^ ^5:N*_#;O.^*O;)I,
<4|)4EDTM2","94|0)3+3 ^B)H-TT@4ZT>ZK(W!R2UIYO'Q#5F@4|ZBH5! M66N3H|VK
YNNM4F"?9WG41#-\$=&9(F*A|;E0<\$P!1UG4;SAV1D6+H)&@2E2
M\$G7\$@|PJM67MYGOL)D+&KZ|U3T=C|!#A/3A9@OEWEY.7+PYS?>Y2""YPML=
MQ7(M3T-:WR.+*(6;E\$5WH-L;2C2:6)?L.53?3"\T:AAE\$9)0A98J9\$Z-BAS
MF:9^IR!BR>CU'HXBKZ/;U|:!=&-#:5\$.5@%)|;+OGT0"Q\ -MK7G@X>MV'W:X,
M;N>WG'J!>M4D327VP&+NA|OFO,7VFE|XK\C=1FV7U.=2%3@:8TYX@EO4TOH#)/,-
Y>:;+!%(%;5L+M?;!%;8W'DYJ>FRK MPBA4<392 _J=SLU1UW-\RU5 F:4-J)QAC&T\^1P!
(H2S;JD :|BK2;\I M*V4I=<(!#P*VQ4FVO15MTT1K6FG/JP(9@0H.|W3VK
/NO|7V*/ _&#M@, X< M-75>Y3N!|)%=(QG\(\$BK3@7S(=-6=-::;6'R!|6%;J+O|
VUX*I%R!EAM5|K MYS*,KICZ8D27/\$F+5J?
70,;:90=WS3ZX/U^M"JT.|G5*;|;P9 _\&8(_^5GP
M/VP& _^# _%WQM TSAOW^IH+;U23VJN*(A 3;.,0W;-HCK\U8=GUXD!
M=|871J9/T8W,P _>->^WO|_* .E9\;Z; ^&C+#C"XE)NV;CCHU*3%4V|..>3
M%I _4T>WGXG-CB_A6V_)**T<|4>C4?0YH^_J2|5^+?E/>TT(I,C%A"7E6V
MWSG1/W/HWY=)^L?K^@@:4F>&!?M@IS^*MQ _#C4?|@&\1J(!+ZDX2B Z4
!68R@PSS.6::FM1.I)#)3^ ^/>7F&+ M#1B|/F\$.U^4&PO=V|R;W-
H965T)@*! _E@'2+3=U\$EMA=JN?9CV8,B%6'7LU#Y*
M^>|W=D)@*T7K"YS/=|HGWV^#);&/KH"E4-H-HYRH/(EC-ANQ\$*YM2M2\
MDQE;".*EG<>NM"C2D%2H..ET#N-"2|V-!L\$WL;.:!69"2&B<6W*(HA%V=HC++ M8=2-
UHX;.:< _).^+1H!1SO\$7Z64XLK^(&)94%:B>-!HO9,|IW3TH/CX\$W\$M<
MNBT;O)*I,8| ^\2,=1AU/'"!7.R",(_GO&,U3* S&-IQHS:DKZQ&UIC?X|:&+1R9HDYF!H74
MU;|XJ<|A*^&X\T9"4B _!ZS5J>P&O|VZU\&L=61Y|7N7\ JV MOQO6/YP35XH9#B-
^&0|M,T;C3Q^ZAYVO>TCW&|+|?>COO*+|6->&\$(!:L.<@
MSA=6ZCE0CK!"80'170+?!&\$Q1=M!?' @
M&1F=@PNC4J;I*A3AJAH96D^"3*C0XKTVZT'(K"EB|HZS3"K)S%SC!K'Q"=JA
M\$X1.6Z _@*!P+I|/@#EJM+4M4GZXTG>7GT" +SQ1'92W>*W\$5.& _U+C;|N!HKF _#JX\ -
)?X3|0\LCFE1)5DHKC?W\ S MI/R2C3=;
|!=;HC@/YYD9/D.>K;3YTRX1'3Q7JK;GO:5SS>E@8(LE5L+V=8,U M?
2FUJ82C5|,8V;:@F'NC2@VR)!D/*B'KWL69'WLP%V>Z=4K6^&# ME4ES/H*
ME5Z=|+>9N"37"P=#PPNSAJQP"FZSV#H;?!%F4N*ZRMU#48+,|HE^GIU9#G
M^PF_2US9O6=@)C.M _^27N_EY+V&'4&A&\$'0WQ->HU(,1&\U6'VMDNRX?|S
M!OW6H97UO| *<|.\!T5K MG:XZ8 _@DG7X%|]='/8,)LE7#++.(/-
^AX6\ES?"B8LSHU=@>#;A\8.GZJW)
M.5ES4J;T%=)=N|B6E>5=!1E9\&C@!Y>%!TQE?!.|N*<9K!!UV|H85?ZCG.
M7P(.R).M.|G&G:OL3<0I-GW(DQBR)!N^@9=OZ>4>+ _V/?
C/YU3|%LT3|BY^ _"\$=)S^ _X>5PZ^7P+?1O)>%-X\NP4?M M\$"9|V _Y|H.4|0| U>6M E4-
P=5C,TV^" #J.2D,>P0EB*%U81XQA06M1^ M7BEK41>R7H!8&,2 |#3P>M
V _B4|L=4P\$KQ7J1WM|+0;.*32,.W8A:HO5P M1WE_N#^WU*TY-#F.B""#?
F.K=1>E|3 _|3MA\$!HC26^D6GM#;2D Q-AB+36I M\$Q:MH9\$Y*K'F?R-6X-
!4GEOPQ^"35D|H;Q?W1)I.L\AUBPM\$<'1H#10"OIY
M\$J|D!9D7:B6XRUK;W2M.TL\$YL+1V)3D==XJ|.& _JY_0|I<|BU<<%EBC\$8HX
MV';V/V+L0T@39|H0L9%O4)\$ \$4 :B HTC,8;"2/)1"K(HEB"L9Z\DY0E)8|R2
MWI^0TN8"R8T9R;WQK(0B2&=DT;G\$A+VSNV5L?LR_W;C7^3T'@G/P;?B)G" MC?-
;2\$UO>^6\$?|72K4-NI.J8,?V;Z /EYL^LG\$D)%=ZK>^&VH|HQ?A_%;!
M<^KL4J _J3=Z<|WG@Q^FFNEA+'AFVXM6=EWI|!\$!O%=#.*#@+&KF5JK+OX)@ ?
(E.NO*|E<8ZN)=8PTU7K3=A)| _/WQ(|S?7W/RC%D61+=
(#G^0=34F7T&IVM+;SW@XZ3)/K7' _^& M3UJ7A8X|D.
<|_7#M!UD^IEJU'!: _#L<@(/_6NJ|CT|@^#MP|7;L-EP3+B/ M@I7C&:Y%
(QUM"\$J1JWFSW=W100V'/GO(&K?;P)#&>9I#%B?Y)'K4;-4>TMTC MFCA.Q_2?
Q_G)".Z1SA:@9THN1/#TT4L&2|T:D\$6%=(|JCFP5S_4"N|\$AC%9+ M|)N(?
M93K0#7A\>EI36Y|N|CR#GY&0P MTS7NV?FI),C&.Z++4I*
<^/;C52(*WYDHDHDM#;|S9!ZO= &C;X,^?
&YH"|#B)%VTG*P|J0BX|.D58!SMW#98;.,1%F#X.'LR^6|"@&+=|E
ME46'1\$(XDXI51G2B)ARP,A,-G|00*1>:"H84O35<\+/U+E@11X-|7",+_I4 MO|:#(

\$;E0K|+\W>QZ-1%L/+_O96KXY"KV8_EM#A^:G17 MW;/Q^GRZ8CV@:HY_I<.+
(;'FI&'X19R)IEOR33I\^RZ@5Y MV|PXW?@;WDP|NB_ZOR5=T-'P|/I>:KH="^\P/;.*?
_%_4\$L#!:0 (,F4 MD%GLL#_5_P(*0&_9 >&PO=V|R:W-H965TY-!&)G=DN!OU.SMI
MZ+12/L0YV_<\?BZ^NXS60CZJ#%#'724Y5\$EEA067BA[YH])-1Q9;X@/IK-
9#23VV3L^D80%AAKP\#H|8176!2&B&3;CC=|D@#W+6W|# MB>)|GNAL|
Y<2#!EJT+?B_5';.+I&;Y8%;J.L*Y|P|"%>*6T*!LP*2AS7K_9 M<_,==@ #_Q5 V
!"J|L^R*K|P#2;C*18@S3>Q&8,&ZI%D|B^0&N::#^-
*8RAJEB,8Y%R+GL|T2>PE1Y\$/@AS#H.SO7 M? R|H\$=CE|0<0Q3ZL"|5O9W.4;)A-
S0/MCFOP% M4\$L#!:0 (,F4D%DR&*O(4@0 X, 9 >&PO=V|R:W-
H965T+JT1J):!7'^^MW1|JRG=A>B@%|B47J|H-M-WQ_N.E_%*Z>^F + #LL2JEF82%-MM?
5E%)FL@(|OJ|XIN%TA6WN-3+R-0;>.Z2\$Y(|1|J_&M0#|I?
2\TYD=IPSX"F%D\$9/>1%GK?^W|TR/^ M2A+Q'NH^&\0JEL;| 3>H(MPX/ &+XJ0
M_3Z;&ZNQ&/XX%*R'&AZ&(H%O+M+DW94) M!!XD:CX':5G>00/'E1A!BBBG"4DY0-
+|D"@*D%.TOBN!?'^/5/^"K/!6G. MXY?8*|@AT\$-P&BOV\$M !80X"6N1P D@1RX=\$5/
MW^4^\$-P4UC"%8)H54,T!0WR.\$NRA)&EO1'0(I: D-IP^*Y0GMT(NG<&-TK72 M'(_D9_4
6G*9P0YC,FD=*?_8Y;CK4EN+O80'1P)+7&!!<1'D?EQ^TR#A#?A>
MK'NHSOKLPA_EUO=7!R^~VL'LJF+@Z.'=X>G-%="MZQJT4'0T6C7+@LUJ+4KJ)
&9^5H\S'X%&O!;FO^)
M:V:5LT1&L%1\$@&+!EM%DMM'09Q\6"W!7";OE:Y:X/M6B=U9LQ0VK5"X6 M/Q
MQHBJ+MWSV\ T&*6+;?? GF3Y",\VP>:0_\$8_++@ -Q>M M-YS('/%MAQ*&U5SDI)..0+
J%.-8|0SC: ^\$M"@|8|'X491&2>->)%=/ZIV|
M09UX18"N"!H*LP#%:RS2WX:QFR6V;=;S=/MA=<1-0*&LX)U6>X&!B|V%^JS
M&XZ2HY92_(V>9W'_N>|LG0ZP=6|SY?@.D_4\$L#!:0 (M,F4D%F(24PPWP, 8)-9
>&PO=V|R:W-H965T%Y1<5JBLU H,+F?!=7QU,^;S_L#?
M\$C=V;PSLR4+K1YYAS&=!Q(*PQ,PQ@J#7&F^Q+!F(9'SO,(.>D@WWQUOT#|YW
M\F4A+-|J|O,73\$++@+((<2F:TCGW1FS^P^>,\3)=6O^\$37LVC0+(&NMTU1F3
M@DJ|J|BV>NCCL&5R\99!T!HG7W1)YE;+)^93HS=@^#2A\<"|ZJU)G%1*0_
MT*XD.S>_ \$T9)M;)PCP8>"F%P&CK"Y=TPZS!N6HSD#8PX@4|:N<+"G5;)5=9,<17S
>@1I-(0D2L9\^-+>R|3C|3_M)?Q|O;#.T\$?QWR&'6|CO M83A.E"M;BPQG
66"1;/&8/|K+_\$D^NV(V\$O=GP,_2>OY#C&9^T0XG@\$!SS_MR+F0:9,+E2%|JX
5R#41J\EYYH%O83KAUOXJFN9#9))!|.IW./469\C9(#/
M_1WK&:2%3%=UXS""Q3/D.3BE#&\$@W5B(%JJ@71D\$#/1%(;9YU0'CYO#++^\,VBDSD?
P)TT,U!0-Y:0H M2Q93-EP(>EJ/,P3")8&2&,LJ(+ =JQOJYK.&#:C@D0:,1|L"E20B3)KR.2%
M?|M0<.%I.3D6%# |@J|\$EB=56\2Y&EITEK9,=_GM=?FM 4\$?BGUWW0R^|4=1TY-J
MHV9@,3S) L1V=TIK?\$M:S|(*Q+H"ZB?&\$WE^3_5,@; .7#Q^|!6E.%9N4|,-<'NI"V3?6K?
9._;GO;|GC|A_!) MF)6D^)^6X)--H='X6@&F|;CMQNO=:;J\$=|4T_+A!0T?
H/VEIMSJ)DS0_K, M_P=02P,\$% @ R9206=&T721D"0 I!8 !D
!X;"|W;W)K&ULM5AK;^,V%OWN7T&X2>\$ &EGO1YH\$2&9VM@6VTV R|6*Q MV^T1-
O"Z.&25)SLK|HS2?F5V)GIAT404Y3(P_L|TI7ZTY^54LA-'MJZE9=
MCY=:KRZG4U4L1<.5VZU\$BR?S3C9<8RH74|62@I=F4U-/ \+I@VOVO'-E;EW
M+V^NNE|752ON)5-|TW#Y?"?J;GTHL>;&Y^KQ5+3C>G-U8HOQ(0OZ_N)6;3 M+4I9-
)55=;7XUO_\BZB|6;!'Y58J|UK1HK,NNXK37XIK\<>"21J46A" MX!@>Q7M1UP0\$,?X<,,?;
(VGC_04&_:/1';K,N!+ON_J?5:F7U^~LS\$HQYWVM M/W?KG\6@3TQX15| #9EW8D,P; B;
MW/8@(^4'KOG-E>S63-)JH-&%4=7LAG!52TYYT!)/^*^S3-Q^KEK=%Q6OV,^2O M20=U-
=5 IN?38D"YLRC!"10_8+|VK5XJ|K>V%.4AP!0B;>4*-G+=!6\B/HB5
MRT+/88\$71&_@A5L|0X,7_@4|V;|O9TI+!,9_CJEL:/C@)0LEVK%"W\$|1C8H
M(1_%^,;"_S\$^&D-<.:MN-%;Z-_MEK=1/G5;.,#|PV5'MORP%FWOF;+|=LISM
0LPC7W/|@DO%!#E|!%=ITY>CC /\$O V'BA1U C C"(!@ NY_VCNZQ0"VY%*Q\$K(^@;-
NE<+O|SN M!5MM'W/-|L2B:E02#+I@8|65|(REGIO&&./4C7(|>AF-
L1MZ| #QWHV3T62@D MM:*=OP&4\$W^H2W/>+^VC4!JL1)=%UXCIY!^=4A=LXE^PP
T#%KJ^SWPWRECB MY@'NNY|'+LSFSX+7U7^A|H_!EIN-
H*8=J,+V.&63V(U|1H"PQ,2/W2QA=\$3F MAO&_|7LKOP,M<#;
(\$|L!,!,7QKQ@T!"3T,TW4M782/O\$DX:Y^DHMC7I0OA0S MS=[A;^*Y?D@2>*X7VS&'?
*,/8BZDA B:/|&9;.6\TFPBGE RE+A@GAN%9C_ ^ M!NL5D%H)-
OD@|_4%JUJV=:1BUO3DMKGLFCWS0VZ(@&#.('W@)B2.1U;>!) 'K
MPSRC|WQ5:83K@PF!+Y*WBAOJ5Z;/%?* \FO46J11%S4EJ^"8D,UL% W/U#MY?
M|);8DIBP_7STO*4.L"61Z:0VY%
(9QF.Z8QPGH&?;"8Y(F6N4+!)C,B'R.XJ,LFX2D6);B;0QW\$ M MZH0,L%E :OD>)

<@Y.,,+S!#047YD0\$8PSV8Q\$Z8\@9\R1PIE.6.%V9.GF>GX2GUUZ8/15AM
MS+,A.),79Q0184(1#SXEX#"O3(!0RHD9*\$*\D264HALP# <;^+X EAD))#>1A
MDIDQ]5(SQK%GOBRF\$WP(&Z[-:"M4_<.K\$'TYI%IR?F +OS M'O1<*=7)9P-
BU\$ L2WXG@G4V%>X^: NM\Y\$555_J9SL_7"!C3\$P99\$X0P2B1 MOZ_?B!J'3P?I-
D3;)NO\$4U'W9*U1PUMXPRRAL(R7"+?3(A^7^9M*I=>4-:XIANW1+'ZR5ZV(*OS-
L>+NG4&.^IB:7R8E>C M?@.FM.665G3XD6AV%ST5)#0C='/'3!
[O?/HCTXX.N^_,22]GUBR5N&<2A\C3\
M&>P"IRTDN:S22_-4GFX9J+@O;U/*W75##WMX1YZI\KYK5KOI_O&'+'/#3GY05
M2KFF1AW4'8@/%70GJP(WR<[O@S[Z!_L!K%]8.5J45U@CR0+775>(A7M<(M,>J
MA\$=MH)4'/1;9+9B\4RC/X7);?-T3--T,\$Q;77V2AH.Z9X;<63BUU,6.:Z MIES^=04_W?
[O;<7^CVJHUWK\$U!&;UTF2AAY5.*+0&P^_*DR0D-;5@?ERZ;V M*SYQ3?FYVQ!
R.OZ^0@!<"F?"=UV(INW@/W0+GMI(WQ/*(<"KO#8#9E?%-7?
\$;T2I7\$DB#))\J6%E!JR8T! ML7OVS)2M/VI;?QSJ'4@&OD
2+JA+&A(<4KQ:O8,S+\EIAIEO*8P^!;O(TL0H M0C8FMDJ);7,Y'*,AC/?U!H\?(E-
JXX1Y;'(XX>2K!\$4@9^XV?G0E2T0F<3A M SEHE/2OQ;"43\$@,*!" +XGNQ^0PSB..=6W%
2573-R^72M2,2MIZMUMHEXK_D+8!PA>+!E>SY0Z[H\N\ (V! (?>?
HJEMO73OBHJ=HJ0,5-;>6. MJ.OXL(MAJDPO"-HL+=0%=OK4=:P%30K!?
0RWIWWM:680IC4TI*;HY%BGV) MX[W HGE#/=D\$##'+08\$*\09]_Z0/F6I?3?
N&7.B.CO#M"9NZ<^3L8Y^EIGM? M#AL!4J+OHR
HVN_/.Z6V^^WOX+3*C!_+>;82N^78R;M-U\$[MT=W*?(><=5IWC;E<"HZPH
5X\N]@X&%!"VP_3_- \#U!+ P04 " #)E)!9 M^/VHYS\$ \$/'"0 &0 'AL+W=OT0Y&J1..5->!P-
4^N)Y\1:U9B"B\6V'F70AV;% W:+_&K63EJ7P>&OU
M5R5#,4\N\$I'X\$K4.7^SF(^[TG#)>;K6/O!;!#.*F-<^V'+G3.=2F>9?O.SR
MT'.X&' '(=LY9)%W\$RBRO!-!+&;;L"Q-:'Q190:O8F<,ER4Q^#HJ2*_L+A3
MSTJBD7Z6;H+CFVF^<[UI7+/ON\$XRN+'1DL;3784\1&K M\$4S'0\C&V4-H M=,^8+-
Z_FYR-KXYP/.DXGAQ#/UZ XZZ?;\$"83\$>PUWEMMB"[DS"23B1<+6N> M
0_!0FI+DL;!.BM_*JR6Z/Q.*0)RZVC.@(I# 4"OOS<(H\$4 4<17)2V-B\$"
M+1\$JHJP/PZ5>48?:#\$J#0YT&.*^>\$66:&0K(A2_VK!F&A+M7*1L"BKSH@U)R1!@4I-
C8T&.+LL^79*#G#OS_MM#=#ZT\HGSVBE;3S(N@"-NO78BDSC[T\p;:P.U-
 \TS&JZ09>_RRJ"&#J#0;5;3F!K!U7A:EO43A MWJ% &S!@N21.1JJDCHW3Y&
(V5LZ68.A=W>LF9:@4..Q/'+_N8GKIA:4H87"#^>O-3UM+&/RX-
:6E8A\3<;1Z^;7<)NL:SJ:A.S(GQ;W/LW^H>M\$F.
MO\8FC'NH;V>JEZR);IU_)3PU,"4B.9]V]WMOE:NFY?TWKSYU+D7;JUHMC2N MR'4.CI-
P#6?#\TAV"J^LI&PO=VIR:W-H965T;LD^I06WQ9-.YIO2X=-
MEOW>V7\$>CIEX*OK)E4U;MXOHRWGOCKB^IP==5
M:IXT@I-4IK'6UMW#U<+OIAOO*VV.Q]N+*O]^76WEG_V_Z-PI7RP+*N&MOV M5=
<29S=7BQO^_%8%? 3\7MF'_F1-0B;W7?
<^7/R\OEJP\$)"M!"&'V7\$N#BZ#X>EZ9O\QYHY<[LO>ONCJ/ZJUWUTMS(*LI:8<;O^V>_C
M3OGHP+?JZC[^DH<1*]F"K(>=\UDC B:JAW_RX^3#B<&YDL&8C(0,>[148SR
M9>G+ZTO7/1 7T& +BYAJM\$9P51N*+I<31RW(X?X @<7Y%77^EU/?FC7=GU.L\$1
AZC\$'-6M>)+QSNY3(ADE@@GU M!)\9"DCG_SJ+,F?->I=[CZZW,)CW3JW1A4)
[W^W)EKQ:8A-ZZ#W9Q_=TW M/&/?/Q&L.@2KGF+_RI(S?%KYRWA*B6?R?QU2WZTIV
#!(3)9:4^)^TEMUWI MUJ3;D)>5P!TKB?E?N^Z#W:=A.VXIX#6^TP*F1 /I@(?=\$U,'I
[ALC>/YI3_H8UPD4?K;N;C&=0VY\$!K-7M?!
ME^_(A3QU6U6]!73_"!X9>RC6Z8;LC:%E0FWND._!+BKZL<)^8NM')&I2/N=&"=03.C7?!N
C\7W9KI%I@D@GY:?!L M#G(&3?:AO"EYA\>C2V?
#KAPD^K10QAK\$JF) LORQAU9!G5QD:7\$H2'2XZ6H M[\$:Y7UM26H]YH! @0?[1"5Z3;)G-
5_5#PMP/WC67U*"TORP3H<\$HBI6L6R
M7,@B+239@W8,?,RH\O_76W/O)WRL\$W^BA,^3N+&-^JHX2SUY>Q+K<4W>Q,AN
M#JWS-K-6(:0RGCYA,\$X-1ZID,(OQ\$"XLP*IL10#\ "PNBHS((J?2J.15">L) M*:A0_!2I4B6
#+UJDAO(5\$[I(167!) IYQ/2%\$05G*JL_?D6VC*9JS287 <5,^0_U'/R02>9I6HD
UP&J4,F1TD#'3,\I@9C(L\$_Z%!F!8V.C1G! M*)UF)M*:F58S<"@EJ5\$Z>8W-^X#.6:NP)3J
M7--)W96.=@4K5X0?#X'ND'ITC#05@/X;," \DY&?H=#)%J>GC/KKPM!XOA9
MG[IL,SEQ^+8U*/_ =JN#QY/W\$JH MK?Z5]L-3%F:ZP5QXS?)>.&[??
P.N.\OBKB/TO4\$L#!!0 (,F4D%DfM=@;T , #@ (9 >&PO=VIR:W-H965T M'3W;6??
95T1!/-3: ^E2 MA="TI!;<^>P2P>44M5DO+)&
M.%K/DXOIV>4QZT>%WQ7M_).UX\$A6UG[FS8=RGF1,B#05@1\$D/ENZ(JT9"#3N
M>\QD<,F&3]=[.L8.V)924\750^ARE#-D]-\$E+26K0Z?I.XH]?&<,%YAM8^_M8M?

IYC\FHFA]L'50# :U,MU7/O1Y>&)PFGW!(.-\LB[F^)1/\$VRU^_2P-@.7#M.@A+CN(_L0
MTUS<6!J+!Z:DLI_Z3@,Y#*!Z0N\Q<1E!1,Q%\$V%GF6'[^=S0\$>13QCKXV
M2/'GQ+UJ^F;[/P%KL<#U^.7
MT+_N0EZ&N+6!Q/1D(OX?|XTT:+6:)97T@K92MS)0B:8<5*E3#96S!8:A8I\$
M"1UAUT)YWTI3Q#7+"VN\U:J.\$&ME<*:D%CY_4\$<490K=HBI\$18Z4F8B/L',P
MEB8B*"AZ42I?..L'M3&?.0+'+8D5D1D9^RQ%&80MBM8YF):M4V8#M:(2#3EE
MRTYA9UM=8H# ""VVQ9V8I3?5(Y4 M1_WJ:?.#70_#+0_#(!
(E#7)C7;1Y).D\$<9L(%#GT5DC&OM*1'",^%L&R<-K) MOKVKNI'F,>.:IR=[9+DLP-&K-
_84]X^Z#X7#^_3K-O|O?.\$H81'WOV*W:UD M_Z9*2!T?O,-5-
V,P%1=:KF0MXZ0KD2\$D*EYX977)V2UZ)M^?G6:Y|GYI?)= M7\$W/OYL(:%
B0@H3/6"2T:A%L&X'+X@)_K5:\$OP5!_"CT<&V/U7BM MK<-E1HQ?+*
<503*)"="NG/[;,@=.8&M2%Y!N)GEH3NL\$^2(=G\:)I#0|JW9MZ(I& M:1":UC#-
)C^<.),U|U2W";:);V/*!KPT<8G,(+FL@/.UQ2SI-^Q@^+.P^=0 M2P,\$% @ R92064"C9>
@ ?P8 !D !X;"|W;W)K&ULK95K;YLP%(;_BL6FJ9/6<"U+,T!JPJ956J>H4;?/#IP\$JV S
MVPGM0Y|]M"\$M:\$D53OX OYWUAS@%>HH;Q1U\$ 2/14E53\$5B%E/,%MD15083%B M-
5"ULV*\PE)-^=H6-0><&U%5V|CA':%";62R*S->1*QC2P)A3E'8E-5F#|/ MH61-
;+G6;N&>K NI%^PDJO\$:%B ?ZCE7,|NGY*0"*@BCB,,JMF|<21KH>!/P MBT
C|L9(5|)D|%/;/O/82T%P1.!W O|<0=)3*OMMA33AQ1+G\$2<-8CK M:\$73 |,HU;E\$ZH?
^T)RM4N43B9S_(RV LV!FU>(9H!2(K*2B0T'=(D>%BFZ M>AQLJ4Z3\$OLK-
/6|!W!.QZZ(Y160CTE>:0'P)LE66?JK=+=>J=)"Z@'B'? M^80\OPL&\$IJ=+_<'Y.GY-
_P/_H_%"[6UPPC-/N,!\$USB"VU.GKP,O0=<+K(.P#VW+LO4^S KXV
M%B=0QC94MJ|^O|J|Z(TQCQ?K4^6NK1G^P|36?(?YFE"!2E@H#|ZK-+BK=VU
M\$EJ8P!+)I6=F&&A_A# =8#:7S\$F=Q-|0/_/2?X"4\$L#!!0 (,F4D%D M>H^K0P((H&_9
>&PO=V|R:W-H965T%1IV-D:WD(,2SG6Q(|_56 M"!BDVA*PN1WA_1BS(*QNV-
Z_98V\7Q\HG|UM9M:#EC!@V"_*-%%|'WP\$(\$, MUTSO1/,NGIFEI<*IMP5-
6WLY*.'TEH47;)OJ"DO+WCE^XJRC1SE|J7LM31/J!|=>%0EX?)OOF_,>KWPI+<.!X%|
MJ\$9H\$MRA, BG |Q)7^|\$\297>)?*O\$. '5|3AA!XIJ3&[5'4+G5Z&VN|FJ2J<
M0NR9#T.!/(*7O\WG@>?H2GO?)TB)[L:@9H!QF|^_S;:0BHM+_'W*K.PS,
M,%,P(#;K06:#G.^"W|\@-
PQ|2V|>R\UO.K4GD.8KPE??|8<29.ZZH\$*IJ+EN6T6_VC?:5=M?_H:W7?
H1RYQRA1AD)C48+N2&S>R+OH?3U&AN8040;6|):7W>UW#\X>R%^;:ZN1_B+
MSH_=E-?^7=^_'7S2Q_^ZS,=9=&L?3LT75OU?OG=@_SO|SZ_\$MX'_O|;?
M#N;/%7S*9==|@/|XO?CNP2G,R*_\?(0AZO_-ZY7ZU@I#"/?_&@#_2=*#|
MLXQ^@1?/N:R'OSS;05;LQB0OWOPU8-JX9?U=C6^|6|_ZOF#GL%X\ VXUX/^M
M;NFW7YP^J.;:8>S6_"8P;HZ7_KC|P0YH&O|CWPA|XDCUP|OF>!YIR T_O
M^|#G_,#G|WW@&3_P|+X/?,\$/?"?|HD!W#W/Z/5Q:UY48_U|_VW6W5PZ_# M:/
'W%|N.Q(TX(HOAO|*|->&|_LWC)|7CZH_59|5P7?=?^/;S,8P*_;9 MG\$?
X@49XLF>\$LR?53UT|7@_5RW;A%^D
GX7IZ)R>R)Q^>')PQ'=?\$WC/>N_%|H8_SRV'L@|;X|Y)XT B?ET<5?
J785//_7*33T|.SS|[^??KYUR6Y./CL|K%,0=[>'6FP1"R^5+'X\N!6ONCF
M6U0|W>;TCG_X?#C9Z>/_U82@X-/?:H8".PE|<<|. *8@|TZTF")&'RE80#5 M?
EV4A/C_/+7EV|>_|7KH|4SW|^^\O/_?O_|Y34E
M#@|SJ0)RS,%>'G.PBV.,|NI(@R4"K4*R-?W\$9#SQ2*,/WG,P2Z..=BK(PV6",G9:8QB
MG/Y^,7E_VQ7#&H>'/#L=KX/QVG4E0^7YX8<_54:..MK+HXYV<=317AUKM%1.
M3+3K|)/DY#G\5|=7|H;MB@CAX=[XV^K_ ^KZ#T4).?CH)TO(,4=[>=31+HXZ
MVJMCC99*R),H(4^24+>C?7H041^Z;N;|IT7;YPIQGSS7T4!?.?C0)PO(,4=|
M>=31+HXZVJMCC98*2(R(GAV,IT\$Y)=N&.M5|?UF^IYMRB+Q^\$1ST|+D>;G MAY_|9
DY:CCTJ*="6T5\<+:960&!(.QS)Q\$OEO/?U?H\$X/,##)V=/'A4%
MXJAAT*..JO*HHUT<=;17QQHM%8@8"ST|',S\L9L'#?'+=
<>BGW=,\$P)PO(R|7OKYKVJGH51@A>Z?-NO:G;8H|MC@'WIE4./_?) G+4T.E11|LX
MZFB0CC5.*B Q?'KVU<\"_O?>LB|OO##O&\VB.|IEC:>>CAW?W;,0.'SHX|V
MXJBCO3SJ:!=">W5L49+A2B&6,\.1T3?-L.'ZB*(2-UY^.,?Q/U6W|:M#\$X:R" M?
QVNN^UJ45WZJKZM>PIB?E/W3;<=JCX,&'X5O//5=@%ZGAH
MU=V>5A5AYF'(9;:U6I7S;MV:!:^#P^%F3H8JUK2Y&;5V%WY\|=|=L\$O5NO
M5O#:#!=5AW_,M_0&A&-';P\O"_,?KYNA JA8R<+
|=7C)T%RUS;*9@Q*:XYJW_JH&X&'X7;U<^OF('Wfy M'8+T@>|;-
JZG3=A#F%/:#XXC_#B|6H<8.F|35!W\|A15ZWU;"=7X>M'/P, MAWIS_G=X-:-
@CD.@9#@:: MMJYW;@4BA1+05YNZ'V','0P:|^VD>OOZW=^JMR|/_^LTK|_|GZN=?

WU8_M_/KN]9N7[IY5YV]>5._>O_WU^?M?W[ZLGM/BXG\$82&A]9R6LGK9WC1JUV**
M]#?08)?C*O,JA^+3]55^*^F6!\YO6F@6#\$NNX_^+!BBV;HMW@KX(Y6/BOI
MMV[F5=S:W4GU#E:1'HDKA!'A_\AL%K.">P\$_7BQO>#V4"8J[QJ5 BQ4. M0?![PT*
G;=DC8G+A-^[;KQV6W:CK8E&#-X#F'(? X-&.UAA.S:)9!A,+N M5^\$ @;2-G>OK)KS
_VL+H%\,1_K(/;SZPYV*ARL15<-W4EUT7=K-S9K_#OX
MWJEDG>!3_4=81Q\6AA<4!2ZN('?, -:7S;J!=8.C)>O)NQ->UEURHDBTU04_
MPIQYV<,7NNQ-=7[>1#^, #Y]_2VH@K&9-QL,.YKS\$:3S5C1@NBU5OBUPQ'<@
M&'VWZMJK\)_Z%I8S\VO;P,\PNDFR82?,ZW)2O3-"Q!*:KJU?>-UW^GL\$2HZ
M3'2\];XU0A+F4: ^:_PD_R!S\$('R]X'Z0ZO0VZX/VH?JWJH//LMZL5DW8 MJP7L/A0.
(:#.:1L7B?5>;LSWQV^:KD=MT&FK&)BJ?F(?^Y.HD MO*1=^!'FPES"O3.KVCJ,\$MX3?
ED/81M0 X;_[-LP]Y&PU3CW1ZO-<(&"?N== MJH@]J#[-&%8FN K5CZ]J1]<\$-
_P5C#X00167=W"111^>M.MMFM/&FZW0:6&
M_QI_O9CE8UYV86*W,\$NY:3;UC@ZA:,K"L+6@MP;E\,:1-9H=7%8?
4S0XK/*UT'YA'^[O6Y E^<7!2V6PZ]:=]LP M#KSO7]M:%PU7H+ZIFQ4:+J GHJJ!A'
80>1=O0ORH< E> M5\MPK8=)]HNZYNNQ^50C6\4>_!.YZ-
ZFMX^7+;XI4Y[X8QSK!NZHNLY MK((L6';0X-30O.@V
@,'3UQ8>I9H,E"ZH/A&#W/M@[#(7VS)L!E81N3^C6\VM.RE"#I^03(Z\$'4[-
%9B^]J\$OPD55-JD"9LP>/QGM4%E:,Q+)N^F!>KK9^\$-MA MX2])^/CF,??
92;BB\0Z;!)\\$,:&"1;J,DAD\$;!6FT])\$1'N"N.8C\p+3A5 '
M;1@DQ=N;B,_5U;J]#!\7)84'G841X<,[A"P)GG)84#^>ZSB@1-
)2&"H<(C#336&;0YG=8@&%4^L('O.'H*X/[_C,!!1
M+EJ&P?)V_F.]WL"JRRWTY/3T*WPH_.%KTI/X_\8#%O8"##[:'?
QIN3G+_NN7@3].>S">LWA:G#/*U961M)76W*G
MZ.Z;/P9Ciqfwo*o_!"^P*N*YVL7UW#I%QB&,(*"HA9,N/"5YJ^#!32FYIT=
M@T^RY5OE-CA=OH6ONN+ 1DE_C=?UN-
\\$HB/.E@@N@[\XEG%WXO*QI&"M=8M_+VG-D=7#;]>A##!_A.-=K"+PXV/
M.C1L_X]R2^,XHU4/53TL\)\FU>R& MK? :N0[7'IAJX%:#
(QN6)1A.W24H'U0MFV"X!N7K8('1Q8/7U6 O+X,M3ZXQ M#!W6>B\$F"-T6"P_Z">1OT?
1X7H+D_IW6!K8.M58SK+IY;35I?O#G<\$'C+1EN MOS\$8J,&K"&O@6XS">N:,A0'(>O
5VX>P93\$T(LVU#V)T@('3K M!H_&1;=A0>N &FV\KOMU35J-91(,'/"3@>E%?
R(\$TPZQ%-+/2!2 &+DY6(M&5_-/)-(C6. H_GB_DS1H!\OL/P9#ERQR^2_"6-VA^W,-
RVM^D_8?!\$O\?# M(< S&V8JZD?H^%X3++@A:W\$3-
HHZX#>87!HS4.D2;0W4L+CW=TB.X]C,Y M?2BRD)& -402UI+JG'EXJ>DV@ED
EYO??;X>S90=>E1X//7H2\$5U#DM,])U4KY>PAHXT\>
3&V^S\35=%CLU37ZWW7G@KK7FF_OIYALJ%3%&
MC87.*E=.ND@]NA7X!6!;0=RAL!0JJ_\#"WTB1-1-OD@CN1\$D:6W
MC'EOI.D,F"-466PZ*K)&1<;G:U@4]9Z@69QD1/WVS7J<)"!Z3]KK&^S05PU
M\!A\$.0"IR_L=O@+LE+FN@3==HST@<"UZD M,W-!^Y94>;2',8.G0=2*VW\$*N0=2
O\$_J\$=USX-WCJ(0@('+1P)C:K((9A M.6!/R9*T0I;4?
0<<+;%RO=J9>UAD\$G4>W63A693A<'IV/02T)]&[I0N_M0>-8IJ
3#^_.MT[4+TMIOPOV%\$9DPCCGP^84IWW9)\'= [22H;SK16Z_4)@V& M1KT-5RR'@(-
NEK<0HP>)R"1#(EOK&,&TGTP;#<0X(SF MZQ5F;NFB"B8-?J]J;1G3-
8,&UUDB27G#H;^\$!T%<&CPF'5A?/>VCC4"(:8-J M*WQ F
0ID#"BC0@&@U=]oIVGG(A@EW),;#M">B1:=L%@[U9)LB7&OL:QGD,F
M)HR"G[<_8\$8JK+H.XAEL@WEX'()>_(\$CH[F]& D^H5,:X>^\$"ZHT?
LH#=T<;_0%7_J82>I VV]1ML!_AEF%C=F\$
MI<6_U,1=)!9G=RYMNZ3UW967%EXL]A?]&ZYN""BAV/QE.C03>+)KORIDWS M-
*+"BHW=0?S.PD[B=%R8WI5_/,SK%>Y3/?#._?HA:(K6@]/I=CL,30U+?.\$O M^VW=
H!.GU]V;_0U+9N)<[XIH:T^XBR"SV?D-YQS>="=\,U,'CW&
MM+HP#)NW&_!MPTX\$GYHW[#+1_B?53_F"5.@?+B16*I.2=SEZUTOM=C0P(%<@
MJH"t+ HJJ-@OW75P[C(:,*2[0=+*MLS@VAAT'578,60/8%#]HL_&K)V=? M?C-H9-
E:N;"51(N_T'B3S&4!09R\#!YV,MN-^]&V*\P_W#%@F:)-@,D?(/I MTY,:P@'#?
X1U6WK8!-1#NTN08SQOY/D/&YC\E>>@OK.G_,^,*-DDR#]@GH/% M2F+ "
(EDQZTB'BX0'_EO%+2ZAC1=V#84Q^/'[JUJ/L]P6+@U.2&MH@P^"7LPS M\$(\$1KY
8(=17+I<]JBHC)D\$&9>[A>H/4^74XEC1-NATI>QY^U[3+51VE1B(- M,9"<90-
9!6>28HX1!M,1\$t>9WVBQC\O#KNR#,H/\$^CP]S\UBT4X%B]KOAB2 M-
VM\$LI^29(8+?* M*I,XDLNP-7 58,9U2>"-
NFU!S_<>S;@P&45SG%1_]6[AL&.Z%W*I8>GF6\VN

M(LSE2U"SH" _@BU6;08@ _A"TX#S*^&QJ)"2[4>'V>1+C?1NOUYCYCQZ?T*\[9I
M"DO>XTSH\$?*[M.H2K>008| 1,L6A07B1*+,*0)KN!@E0^P*57'^@A%(WS"OO=(>@X%
(=SA8;IET2'U#:.;.)X85Z(.A48I0<5L6->P M(^S82PU>3_40%NG)Z3>OSL|_P3^>??.
(N:P6XJ\$0:SF2\Z:?:|=P;!"XJYB7 M))\XDI=,L *!\P'
&SQOBOC,)5WJ'9OUYH&3Z@6=3\3NW. '6.W#<6Z3H8Z1 M'+ZR.2:,2HI(F,*;K;I;
<5\$QD@!)<-!KZN _K/?LOJ-9)=M0BRIHP4\ (KPK3 MKS"W:F)G> _<#EE<|T)@;7&'N-
R;7'%N^NMDGU5N,>KDDZJ7W6)9^? P!QC0 "\$1NOHT&Q4T:7H>?+SQ"3F.X
M/F@;1,I!#)\%GJU8+H3!!\$AZ%IEBY,%&G< M@OZV&"\$L\OI^XHFG9B:(+1G RF
ML:Z&H+.,!WCI9/;='(^HX-YI0= PY@HIMF#G)+\@V:;+3F:@^FAX/J_C">?A
M=, \$8VG#7>M,N!\$PGI'1&.I7CK)YV:K 3(V(Y<1WEZ3+J4;\AXQ'Q0(76D4 M2.-62?
IGV|+>=QM WT%\ (=L:@A8-^=FTH!92|=N6D<+A!@-M'OQ7XK%A601 MRJL|I-
W1J2M|&PC\$=,;<&IU\0\SY' JB MT9=(#)727!FP".8|0_.\$K9P58/M,NF8AJY-
[9N5CGP@N@(HAA@!SH? WI'XA M)K9L/D*44B%P&%XKNR+IMA5U2:I<^0"@
1^584,!95'>#%5;)%J< [!%@6|++ M,6H25Z)XQ/!LX/<!\9DU\|@:L))T&0E)D11H J>KMV
'>?!Z!./,M""XF?AE| M8| ZU|L1!MZ'JZNF'PS&EV1#C!7%-DTR=9B@HZRK)Q<*'KS<+JH
GV1L4# / M@V/6%G&BY- JSL+ ">BS'W,LT:Q-@F(>@CT)_S,; (1FL+1BI28HUV YK5@;
MXM*NZEL(%/>0!AM@2BNHFJ&P1W J(^V*P,DR\$!APF M&C3>,'XT?C<:ON!C@/)
3\$%+Q@Y9Q/ 2B,N3P3? !B)P)ME|<5"RCX*(H>PF
M.Z|=4,^06Y<03EP^UAL9JDL=U+UO\LDG\WWX^ALO")K;+5T4V,2.VS8)90ERPOS*OQN
6B-)6IS">'%& MJ8EO\$66/@V,X^0,YH-#JN8P# RB1KE|QI>& M%S1|H_ZS:C_^-,8-,PB|
FI^8NS#GL\$%RS%L!X0W\?),E0>YI?H5XL-<)HOJ
MP710&*A=&'!&=;&'@E>A'!PXULJ@8R|&:>N|9IC .PPBA@.:S0_:=AA541
M5N@FL,)%N X'N+BHC,*&>?66.PKZ:"<"E:?Q'S"\Z"W:XHP8KIG108KV/GL
MF2"V),QW!1EG2*7 M:61\$ \$VL6-2\J8D1)7CEAW+OA9JO\$?S'S!WEX!O07Q*
M3Z\$"\$P\$SX"8TL,\$4(IQH&L,B0(I):8M.0E2\$FL5MUSYF#Q,M%|K8("CE?|!6
MZRR63HAL9,'N(9S6#T',(* 09()47(S5645Q+C9Y>BJX28=(WDIY>)6\$ KN M-
: '\$@3\.-9US7BJJ:1Q4+8/BN%15%P>.Z0G40QW6(F'Y)3S0Y-\$N0JWKT/SO
MO4>ZO2"\$9(N+ 3Z(0!_C0;%?ZJ 0?& _U8! UIEB .\|5CZR!%HF'RQN&'3
M4SW,EI(3+O&V#H%\$Z%&1U16?&* @>XK*)57CG
MG,ARV\28|I>Z"%T_#N/:6J4!)SIZG(8%G-8<_,91<>0LQMR.S.X&? S\$
MYT:UO24\$ELE^ ^ ^2G>94H_5QTQ/UF?^ \Z'G/X""7><#|&L#1&UDJ1HKYH&/OMG-
""*D63WZAUY6?N\35Y,(IY MX\$|LH# ,PIGB27)1PJ-Q.K! *NR1Z&+GP@?
E>U@0>#N|6|C&|>6%GEP9|AASI MNW_-7@JNUOV?
ND6\$S1EUL"YTYIXCH35|2>OV#T6*34)G#4)\$E3JX1=K_.\R M.-L0C
!8> "=@I+R(@ (MW+=O.C%\%&@=E%QR!%1J^>#;5B :E#E0\$05 Y@+7@
M=UV2VP#FA\$^QIXN;9L E!+!90J? TQ'LIY,*4<"0&6D| # N\$7UWZFL(\$)"5L
MC@H|PM)+:(1BO _@E=DYULXBQ2SN+;#?,1# #?=5|2A\|E#B\Z'G8_1P4P@I
MU|=;!!269>@\%;?"6|4)\$^=SN>\$/G|E54 D 88@PYVCI4D0#+4==")HK+J=
MU_FTH'/J=J+160)L"\$Y@ @A*7C718Z :FR"2H"W0&^&7|";O!7V@8": #|R,
M.3K|=(5\53=K |&U|275 J|V::NA'S&8UD^,R%"S04_XP; /*43;5BX/6MP7
MVLFF8P&Y>Z!"P=P@X*TCN@EJRP2!;FA(R^7IO5 M
\$. \$+:Z5\!\L921;+77=,/RV\CX@.7+F(T*GS5T;>M7. /U:P2UC2ZWR!A: M_'L^X ON-
I<\$HCC#G55AH%"%X\2EKEP3GBR51-J3\$BM:F(&6!2,;)K'(-LT_\CEFB3\$V|NH.AM,%R?%
MML%X@|L-)S-"T"S6|JJ FW?\$21/2:,\PY;92D.H>P<881\$ZA5F3C(.@@/'/IAHV
I^# '5W6!4(116\$ZXH%R@#|@#?!A| *V6E(GEN M-+XXUX/PL@@"/?OZAU-
HV)'F5HK66CU2LC|N5!5L8=|FRV?4284KY>" H@! MM* @4"
%-2\ R=C**PIMD3^S|6#ZUTG_/47/W.FK1^|?Z*9JEG61;8A&V1ZP: M>DY;E 53CBVN
[G5\$-7\ P)"E&| RM/94_F):?0X;RVL#P9OMJE;QHGH5..SX MBS :7.B,E_A@8GSY3/
C'>9ED;DHK=&9T!.E10K-J\$P,4&<*K)=\$GP39CK"Y M*T_1'?@!S\$.,
+9R>_1\$YMD=!P|L8\$=0YUB<1|3?|>1Z9A! ,. &F./(ZO MJH?P*H;LO8&?,6:OXM/. _X2_M?
_ ^B *JM J4Y12BH.B7\.(!CTH9&" 'W3V M--D*-3^_ ;IM_ ;7UFNX5/?Q'#! %U9\^H?V*;_08;\
"T"(GC|>@57_QV>G M)Z>Z>L&ZYA(SKE(/EA.I6KL6S^G87O"_Z5?
C|O_6=0LXM<-8_5"W'V;5FY/S M\$T4^QG^5IV;5WZ&X>5>|D9@//888U8|_
MZ;_=@\A)BB>T,RN_X\4)HL#|F&P-X.;ZX|D3(XAA| #|^8?XB&\$EM M=;Z|VH:%>
<8SL(OZ#C1'^&1M7::>7/D\$6J_A|K'>MQ0%T=TSYX.?)|U_*>3)2EJK_=W?
F2;HO7WUI|^4< M2AY'X|HBEX!BJN6U!+XAL BV+95U+!+H^5_&W? G@=3K)
<@G|!%IPVQ%+IL'^ AJ2+C%Q>L\B!/F PU;Q^>Y MG*A')&^&-AGP|
(_:F+=G8#+RK@4H'4IQ/3D__Y*1*@%\%IU5;PL11TJG+V!?-* M7)@4L9009*&YE"QMW

3(jk-5j% M#CR6PL;\'=>&=X,H*=6C*,V0H@N?I?A8WS2#100ROB-9KF%Y@I^(\!217T99
M9-#%,1I1\$&5.825H;\$R07 ;#)""D*T()9E\$^K
E3X5N(\$4\$NR@F7"RHO:XC3I)WEC04NK+HR)4J2:C2"B\|LH;JH)R\OF2S'TG(P1B_LI
M61Q%P&NDQ@'VV,@H6L3K1_J'4B9KKLB5J(CIU'X7*PGAE4J)/!2QU_%>H,BI
M'9 :FEVJDQUJ4F_R,/INMAF8.(I6@G131H\$RH4H^3,+AID7"P<42EOB"0X?@ M'F)A?
>8"OO"O)<:@F< R,GUPC6D&2"),H"/AE_,/JYUF GXO?)"IG_V,7FD MLW?
\2LP^EKL7K6X#F)-4C)&:Z//5H:M/(8 ,UB38;E/D'SQE^*G775;KNO"P0IYZ M07#8!
IAYU=SNPC<0J3!SD\%IF*7,+AQ(@="QQ,EX""F44M)XEW/7F2-:(,^ M
R!H5X0& &O;28!8DAI I=O R5>+4M:1JS#<:=AT?ZN?-5T,J4Q@D?^2.@ M:JJG/)?
SF)YAIRO,SX-5#<83_H;A-,Y*^>G%;A.H3E^CLNUT_\$J1 Q0'#K M!G!TVY-
F"W?,VM>M28/'S3=EFYKZELK6;=M=@N. &I.TFRT-CQ4/6)<*G%"" M
;D\$5KYKL+0*5\$ZWC&)JN-22KC9D_#\$8UWIM(C;C8894V5\+2E/G=& (C>L)
M1RWZT,C.W:=7B*U23F<-/_ISN|AB|K\$*YD/A+AMT\$V,:R)8F'JLD6W=\+;R M/1"U\$9_ F
/2#K07I3#=J@\$0FL?>NU|SX@B)V,+0W-8N*;3#3(Q)(\$G2> M'TD\:
<2>2N68\$"N"Q@6H^ BEW=#X8R": ;H,0:E> N28(FF\$+T^8S6R:H2UR M<9<I
I!DFI21&#@Q8@RT"TGZX:RP.%TKB9/0!08E(X9V"C2"5P+U_ A2O.W
MJ@'5)D!P\$P&W4IM >6YD42T7#^PER.%Y F_C|M@%^S8(K&G58METTHWE%2
MZS\$L,Z.K*E@-% ';\!8@#M5#O&,:RZLG"DO&CH^D85%LSE,CTT*%(/.&ZPF
MB,C1Z0U*/V;IH*P;6!YX-O8@3F=IC9Z4\$T33.UH*4^9Q2+,%E|FE8ID6<<)\$
M+&/(K&=E5&'R6C40%EU8!+%|G;4S5X!)&&4A-4=#RQNUYHQ]=8/"2^EZQ!K.
MJ%LF1O*,"#M:N,HQ:Z3W.&\$,ERM(02#=#)358:VWA;5CB:FI0U MSCH,WD"U
M"\$9WLG2K|L0Z|(92SWIQP,-5MK MC),Z,:X5U
"0ERYX(:JIR@J%&W+4J%@7R(U/=H"Q@44J(> H-#+AXN;2BM37 M3SU- R 1WIP)-
I_B+ID7P<=>!LVCY-"\$F!;+A%A@;P\$ "N^)^84:A?E5HU1_M\$
MMBJCZ5+X2@J+.GGHCJ^N"E^MV\$H)'3G-QO.3HS +CHB#VEW#DL?=DFPD(\$O MD
O&O.*IUEW?6O!:WA== (B;H1#HT%RM&>(TGWI0&M|+%OI(2>,209,?G,%4Y
MF'J4|\$1\,2?&<<3R?FNY6%;ZG=%Q|J%AC(H" ^Z5KQD3&*,|AUy&9)-IO MU4ZNV\$
FEK8G9>=:5;ZYS?T9O?VE1>EEBUP+C"
MN!9>2V#B%|&'G(?!9C9+"GW_*66WIMF':&F&=Q&)#W9?@RG,>(Y:B(XDP^
M1M(WCEA?"IPN!R7NI/H1+ M6'Q@\$R:\$ ##(SZI1^<>N5J'TO(P)EHW29U'X\$ M:A.BC#.
(3#B0#DE/Z'=D\ V -&H+TIF*O\$|R_E;(W4,C:M6UCO&_?P,:&T, MUEPHD>-,1"W
;!Z1BS1P7 X(-GK0B?4QI%F L(@ M40'#TZD9'3Y/?#I7>O;D0-
DY/6@;:\OVD_49C!,KIjVX&58B8)Y0.(IVTVF1U8Z^LW:D
MO#Y)0SK>?/BU=C3)),&5\$F: CW6.^3;9KH!(D!45YAB";XR P@E/'M6;8A N M@\ POGH?
=V|.?4YTE\4N\$'2=*GOI?)S?1\$'SC DZD%.J%|HQDAJ>AC-.W 0/<@1A.,PO2G5#NC/
M<)N:=#CKGYPX|*1J1K0TS%&IV.>#=-4-5+MHV,EM_Q<|DJ#%L9^RX|ZEXRM0:
M&59^EHTC9H^*2+ZL,|LJ9!(.0TV=|,8WP@(_H<"HNQ:R6'X'+S/#8G89LK M?
S66@.0.KYC?4GIAJC!MG9PI&;FCY.F3:Z2L.BUDOVEB&9"2M6/ZH%Z&7*WJ
MLJRS\P7KC=@[5*8J1GT/AXH#@3!4ZV0U7C)GNIC&+04AA=R-4X08)#<:TV)
M3<2,VIEQE\1A+*A!AJ*WDB8>AH;8<@\8UU+LL?#A242_0::K(7(Y#EI3PWKX
MPC5V+H"R\$>N>VX|+YVD3J<*F6,DY7'_HCM1_D(M|C 68A#&\$,4-PD@5VA|H
M%^W_|C'\$%JI-9%#Y66Q)QR1\L:EW>*1(<%T.S\,+".5@Q@E;%@USV\
IYPIZR^4G(|XDNRN3W\^0?4A/#(-_)Q5@6O1KVF7LK:*\$@19FH
MO%+9TMR!|HB)\$59@#;.->!R9\.\$+Q),.D,F5USV>F"F@88XGT S0C+,TK.V
MPD,1>6W:722!8F&M>VX0U9#_1BC:>MP.B@N=&BE%<*X4#<(:|AJ2:@MT=''+M,\$
LZ0W 5@23Q+?%S,84FZ<:J|T\$)^-_8/OO\6?C96'I>KOPS0JNJ!X@UIV_\
M@^__(>S+TZ_*8SVXJBCO3SJ!:= ">W5L4;|+&B%|H%WR: ^N3T 8|_OYX
M8/SO(8GR"X3Y ?QUG-W;|2S\|/?GR6?JS M%X6?/?ORY/.OTY^|+/ _L|*OT9O?
\L|G|G?/3IZFWM5_H3/GWUM_I^DJ|C M65S'LX/K" D\$RA_ <7Z?L|&T4(PIY!W_ ^
G1O?I=7.Z#K_E\$X7I^U-%>"6T MET<=
I>*HH|TZUFBI,#V)PO0\$QW^Z1YA>\17XP@_SOM\$. -6^!Q!404&/UC-+
MLB3+003DJ\$)TS-%>"6TET<=I>*HH|TZUFBI\$#V-003T;HWTC_?I1ZY^6-7S
MKRPI\|LWK|S|GZN??WU;_?#KN|=O7KY|5YV_>5&I M>__VU^?O?
WW|LGL03Y'^55VOY|SW.BE:38L\$
UM*AMM(X)C(4S;;;M)S0%,&=%I0H22EYR#DS2;9+5M'B/!3I6Q1S%F M_PL@?
4=,MUE3;K9C(?9XW75#|I"Q\4ET W1ZZF1 :02|S4N|0XW*94)^AL:3O M&R(%'0
_D>68EG7'7%(0%1ZTKA5(4'G9@04Q>Y,AKU9B7U.V8=U1+QC<2U_M
M|8(N0"N(&M5)V>4(MOM8PVE"200W(N4C):2#>G:%0B^APT R))@.PE)D0

M4"\$))8Q'ODK*8L"ST&*F;%X4(DBX(-A724'#ILU.GE|Y MZ\$^N3F(?
Q|F!OI9)AS&.Z#U*H@ZE/#|BJ"-PEBLE(:0F;'F<+V(@0I?.,D(0
M<*U2BSW\$7R|F^9C,ZM!'#HH\$CKEGV%K*P0E0>5LC5*6ZPKI,2@GJN!006?L%
M1E2X:\$3:IYJX.T*,Y#\$)\RT\$M?&JB>I.T1%A/!S0@\$RT;F!69V,VDQ.2%4WDNL/S,<1
V"F2S?3^R> M:40"+M=BT5'6,B#VGT#L-C=[P-"=Z7/+ \$RO(GOL4(KC?'8B%XE?_L5Y08-
7E M%GIR>OH5/A3^\#7IR;Q%07ZU,<7^0,1&X5+W&\$YDWCT-PAY@; '<4\2LPMN^C
M'_|?8VR7^OF4L;V.;+;OHV5_)^~?! AK3 M\|X2&0'=*D3L#5|U(-(|B-L)|I!2O.LR) 7BD>S-
F\ZG-MPB)D12&P>'O=K;P|9W8'J:"EL?SV)|5+!-1%^<#\5C1\M; <#4V\$9XU2.36R1
MY@MV/(-ITL98D/\$5 #;T|^ (6R2Z)GH+7\$2M<\$E *#D+RP+I\$LA^\RF:!\G7)6;+&
|XCL2EL((G(UE1+'PK_HVJG. M=\$O?9|,"?
H%N201,NQIP"JMPFV'2U02.BQ"P<=K7WIY\A8\$%6#.8&I"F&V3
MQMUXZW:0I3(<9+@.J-&\$G NTF@;W+4P69CU>:WV)A4>.J9@)OA!%FDJ-<\$A M?K?("
(5-Y%0DS Y-.*%CS3YC-U^|!9)ZPG)@<'KIK|V(*==D%08N;J%G"-_#'
M(\$&*;J..W3)1\1)E=+6:R>E#D66/!+\$.-65T47ZSCBX54|L:|00R09##Z+/' MW;-
Y..JP3%XG(+<)IL/*'K:2X68HI%2MC;?9^)HNB|YT!4|I.N_/76O---?| MS;
<\$:6LL=%:YIG3ZN&'GDMO;XF6%)8#|I2Y M'2W-'NVP:W!-20L|JG>%?;EKITP;:I-
'3/0EC^6G/4(NXYDR\$LL;69+SK&Y M0L2:D00^J;K?LIM^F(.BNA<'1?
Z0^A1J)S1+Q66PHY!C\#BC^ON()&X,A(D M>HQP3D|;;ECM\$DD;N48U5!..R
0BT4O7<=B!\$),&U1;-;!' MB0/)O,P:\$>1J%CQ'.D\Y\$50L#|
|I=@0D>+3L@L'>K1(L28Q|C6,|_P|QW#DM M^/Z &:FPZCJ()|0%(:O*;!K^,?
WD|FH*RKA4#2\$GVI;6NAM2 ""&F\$UG^5_(MM';H"^5-
CHG9GHK+%GSI8V,Y)C1#!\A48&'(@W-6>+EUUT";=H7. MC#,A
2\$;9*=-|VVX'X%I(|0\$)'X#7@RHO406V#8)/IW_Z&JD\$FW-.@:&_Z*ML M>R._@&<)
|X2/)B^<0,5K;JA)YBVW|<9J'ZTI,' JNEL0:1E%\=*95+R+D?O MFJG-+F"E2\$'0J\ /5-
T5)F*06VEG(=T>@)YJD|J*>PX#_W+D\$DC|H+IPE83+ M?
Y#X4POE6<;B6779|>;=B/5_TJ_V S8AF%-->.\H..M25|X|>X2Y|A/"G^ MPP8F?^4YJ._L*<
S(THV"? (SP16)E<2\$1;)2-@ \$1'J+59G&+2VCCA5W#Q05T M^-U5'1MJ&LM
EE"&WP0|&*>\$>02KI 8(=17:Z^P**9!!F7NX7H#5.4U -QB M.\>%BRS3RY6I:I5(0PPD9|G
6/!@)<4<(PRF4X5S1KYET?9A5Y9!^4\$;=?S| MGYK%(AR+ES5?#F\$AE:)*2',
(9W: ^MD\IAJ%U)="YR?G=IB<7+SL;+*#<;_B M5J?9A'W'G*KZ(H4#)&FG:IH(V20B\$
R8!*|G5._G51_|6|AL,^XUL,9EL7P M;.: #JZHOL4_I_Q:5(K>QR5-
82E!H0H^0WZ55EV@E?QF#!HAX>A^K8BTSY-*|
M\%/0|DVK5NERBQ%8YL|9QM.!Z\ _TOR0;=|,W"I48-ATNB@ZI;VS2*.4OE*0 M**6UX2-
=PXZP8R\U>#U*A_||_P7I4_70ED*B,N1G#?|?+LF;/M0D5F>YQ.Y
MWH5@!7@/UD,'M0D|KH>1"DK'9KUYX*1ZL=6Z&^2(7"66A6V#R>*LD1SHJG-
M):&";+R&;5ZMJ'8/P<,02: N!L;!?UCOV8U'U%S.&"G@2FWQ*UI X_=H&SO M?
L#R3@H,I>1S2JEDVB^|Q:A77NN==(|/H-Y5|I)D*K!-0V-+.S*I&6GO6V,K
MV)2\4Z#@7"A/0)#XO.&RXHJY.^?KU7%?CJSQVY:O\$DH7QZYQ:@D0'Z5LXC55|
|;1H+A) MP^M8R^&IE".68YI"@&F!6TH=P?QA.<' 9TD8|MHR=L;4)VY;.^=2JHS3?YD
M?AU=H;POR;3?LRK/990.L_(76KZ((B&L7?A&N=E\$3LCX*9TGH0#P+E;S0Y3@
MHXE;.:7V-\$(8)|C3MU1Y/"XHZV@G"WK,30YKO"JJ8"&"\$FC>;S\$.1E)K*
MI<.@74\=+5:>M+9W W",8Q9%VU2%58E5)_:>V:%EZ;=&)I@-">R;)G@;P@Z
M&TH')ZOG|FC\$*<\&QEPAQ79UG?Z"*S|Q=&8=A6!Z26M;=,|ZLR M-B#|'1-
|7JE209:H",?"EIHPP"VJOGKI@/"H2N=)^1M\$GZ1VL%';06\!?!?
MR+:&R;WSLVE!+:3:M3*DH5|+P7\)-D*410"TO+U#VAV=NM*W@4!<-\N1X3RH M/4?
N.8?A.DIVJ."6"Y;JF<6Y\$TYT 6C;XD:0Z: XM@WC-BK",K1QK*QI@H MKT|NF96/?
2*X@)R%&+,A<+?4F!(9<;&.F%_:6&Z;45=4BOY1@/>4N4XJ|RS
M%DYI6X7(D0D685R)XA\$C.L=B#;0J2:>!D!19D09 JGH|=L"J.8| G/D6R0\$@
M\6O;81):YWH|PL#|<'75|(!^))LB+&BIN1*)SA|JA.<>W*AX,'+|>(*_\$G&
M!B%O%23S"CA10!AN0_0=J")A&0|,3:.RRC99*YA(X+%O5A@6QF!EF A-.4ST
M"EJ#22,Q-'RI=UCP/%3T#)).).6>E,N\&(G FV7UQ4+*/@HBA|"8|K\#|
MWYIV|W'Y6&|DJ"YU4/>^N2>?##CP@OP(@@;|MI/F*)\|5T)93?!JZ:8F)8V7 MT'E%/^1?
T#;!6Q>"UTW5,H1)&;TC*,NMNFY!\$;J"3L S6"/"605ZIW=O27 M=9TV\(:MRV
#F+TO65Z85^-WPW/B6T|+.ADOSB@UA6VBV#+1V#(|PQ/F5IQJ
MY!>)OTY,+1NT.:E>\G8Y/7.#;.:3XT06|9\G8;4R(B)CS\$\FXPY/Q=03MX^,!+ #PH
M^!R;:7I-VT=:3PS":FLN|\$\#2+GAU0+HR8RKV3;) 75MBL: ^D0WM:SES,)SP/
M>KNF""F>V93VE7,RB ;*M7HP|6ED1!-K%C4O&JF)\$25XY8=R|X6:KPW7= \+
MA\$%3;)R2 A%>-(U)\$:#'1+1%)RE|"-.^MH_9PT3+A3:VZ_?@|5:8R08?7SU M-I

KAINVL_6&&FYV?/AP!^'FLXY+Q75--'"BF50 M'!?'M53-P3\$^@'D(N Z)?AP>:/-I%J'7;/0I)/
;W8(01H'F6U4!W^-!L5_MJH!;!_5@\$#6F6(P3.5^_7'(&&R1>+&S8]U<,P6YE+O&V#L\A
(RAGZ]#[4& M"2=#=8NW/&AQ9)GL:E'L3 %IUB;2NV2_=DX3@R@^"9C(&9C5A+*=>'
C1F=R M:%(F(L;Q!HW2H2";;KC1** 6V%J%=\Z)+<+<I+<#4VF[HG6C@-H]Y3J@HE,7>:
MB@R6U1SV+*6@5\9V:T=F=P(9^1B(SXUJ>TL(+)/HLEARI1^KGHB/O-_MYU
M/X>0%"MXJDGAC/#V^N>GQ39.'Y/7>^!FNUCCO;RJ*-"6T5\<+:;W9_CS6
M;]'^9\UV0D.=L\$@'94(3KF:"^..MK+HXYV<=317AUKM%2(OHA"]41>",".CK&'-P*4FJNG
MW,X'9W,MFL1"1!X(9HVH]':F?S>4_9&?W--D3;%YFE3#8"t&HO/14L,6P9:
MH[G,^D]%^+H-?+1SJZ.=79J4&/*E/UWN_8\=_^G;A\$)2OWESW#NM":>,S9U
M^\\DK=H]!%2EU79UW7I'KB\ (MCU[:@HB!H7J_8M1!].&TYC"03%A8N02I#>!C\A
M/:P(&;E!001H3'=(3K0L^%WX#."XX^9 M&,"Q7T8LB?V0"M00 <|OJ:~).J.S38-
>K14JUP)<+"~L=.NV* M!(GKQB@)?LWMUA]-
ECMS^+49UX';#R8R0W(DU]"K@YAUQTH3(W2],
MN4I/7>.ZWCOE;WA8G;DX%REJB5>8>8DXR"8F.M&E0)T9K'4!^..U>M0_\$?X MXTBD
?;!\$>!/XPRBIT*PR0\$]#!(O)^N:@&(9+7.* 2A&%;C3B]FH:L3FKNGR
MF7.4"05QC]9)M]TP*!3R0FVFC)V,HC!NY6G+ 3\A
.8A1@!;N;WG*+\\%PSB.\ML\$A*'XLGC\$Z;_;&#H\$04WS M.FL(_&7)';W9Q'+SA"P
L!.\$L:2_PG!=U@LC0[N(PK7;UU\$H-+7.[84WA7+2 M2D7*^~
PSD(IMIUUQIZA:F@*#T;9#A/VG4T]9K2.X7ZDCPE!_?;/ER3.HQ%AO M-
JJ^N@*JF]I&;0F:FF0H_?W;RY-F?@AEZ0<\$!-M0@@@\$'X29"L=7U4-X%4/+ MH>G;P-
AR:6K" _X2_M? ^B!) _M J\$QA%"N^B7\.+8;K.F/T_M]I&FRE=32D""S
MW<*GOPAB@L#OLV?X 4]2&+I'N#@F @#J^O3Q#JSZ/SXI/3G5U006-9="YN* M-
J6P:Y&UBM*OOMW_K>L6<&J'\$5LZS:HW)^2FZ#'
ML);B8].MZ;_ =0\A=Q:8!9CH_4CHG#LA9"@ SKJD4HK.5A6=2+9(AODO2@G!
M99HP#>\$G!;)VU1_/GAA!#*/_\\00S%\%:(JOS]=4V+,PSGH%=U'>@.<(G"TE; M]
(2K%T&6X]0OK3]<@ZE^>.UZ:W+N;_R6@ (O'E@\$VY;* M#Q=)B=1?
W)_\\477W]I#9Q]EU#FL&]E-&EM;]!%<(-*/0^6(8EO94*E4].F%HHL*WA]_R)8#7Z02-
(32);!M1Z3V /L+Z+*Z MQ,3I/885VRE#CZ97X_.V#P(R.&%X";,;:0:#\\DV58!S
2PGJ,MVI7"% M\+?UX5J]#0+!(3#.^WLBQ'?>,O,--&R Z-
5J5X@>)>@\$ZM*^"@23^:Y#D)">Q8Z7 M0Z')QS=H?2>?W+5 .8&N(AR^CW10<4.-C\$I-
%M&(J3KJH;0((CRQ%EM]BF;E MX< C94/\S.'23>(DE(IBM(,4)+PV8Z/14TS6.HZXS2Y:I-
EV:FBX2RG>4=
M40JBS%"+I&H(\$_G0>3\$A#BU"Wf91/Jp)4^%;B+E'+LG)N>=;\$LR]4(\$Y3CB
MGFDp&I6-RY2-AT#/D!|KZF\$'YF'X0L,\$4HD>S&CMQQV73BJW;7MD7,RU'Q]5
M]1+;3=>6PPT01CA]9SMW 6L.1^1=-YAEV)>1W^%ZMLW>/2]V?5 MCPK\$A\$>?
L]T>A@CK"P%%,?W/D4CDCI+7I"NVN07)'UR]L7)5W_B-;QJT-CF MR*/U&MC-
9P^X,++QH9"F\OP]C/-!NIW,GOHKBIA:8H0MHQ)V/\$XE-+%D>Q M,"-2N
'+>62^+M:51?]'4B9K9HZ0J(A%'F7M&6!TEH-\A9JA.*10)%I\$SZU MW!+\$YS#4I-ID8?
S=;3,PP2&M!.FFC*HK:5;W_DZR*'=QFGPL+##GGK M!778AA[Z](FYW85O(/)
[YM"\$TS!+&<90XT2@?(D]!^!"-J5.XW9C=>18-4>T M0/(\$!T"]J,A#"HJM)P%B26H
!3VTDHP6I:PCLPP<6\$577,7GUXVW=\C/E#\\K_MZ_/IDL^J3UKS\$ _?3'AK
A)1#LQ!4"A(4='P!UB\XPI#X_T<^Y]MPDF\E=/3JMP'<)R_1V7ZR?B_HE8
M5;AU5]@M4_H+K[TVWTXWW] ++.I;&BV;7<)C@-N6--NMMSY#,U?X\$\\ID+!
M*EX">^PU6%H%RL%;1MLV3 E 5QLRTYE:#.C727""K(IQQM#8 3#).&H11\ MV;G]H
H!8]H0/_IPNKI@ELX+YD#8A#C9T\$^:"&S'FOL"F+XQ?D>B-J(M3V?, 6
D'6B:VF\$]5%+J81!Z]7O/F"Q%1E;&IK%Q#>9:"))0FD\$B]^(/'D ML\$9"*IR%)AZK=;0T'
%5V(I\$!T.78:@5"; @N&E!..I4'E(I-\$M&Q>?T.N0@Y*,M%85 FQ((I&G?*KE\$VH7A'2:W'L,R,
MKJH@-5 \$;+\\8P+N5.*;ZZ9 &"F_)WH^\$2V,,WF
MH/1CE@[*NH'E@6=C3V7\$+*TEE]*W4J?4:8<,2+,%E]FEHLX6ZUF(,TT79B5
MT>_):]6P'IV8ON),PRD)JCH:6-VK-&?OJ!BV>TLJ)-9Q1C\$V,Y!DW MI8:K'+-
&>H3%EY:C])19PDMOP*J1!,O9QJ<=9AGKN6)[J3I5N5)_5^I=2S
M'E>G'=NPD#'(((RD.T*(TW WHR7O=#N28IU\,5S1O35\$(L%C!WPD"M-7H'W
ML%F6OB"U<;8W0:+_R4Y21<0\$S]@5]%;N\;U)!1W"7S M(CC8R\5=*#DT(9O-
"&6);+;Z]6""OJ]-2J^9HG\A6931="E)85\$G#]WQ MU57AJQ5;>4-<
7=_L^&6Q@CLHB.2JW;GL\$1OEP0+&?@N6#,*]YKW?6M!:_E M?
=\$E8B)H.UTL;*1UWCR36MP*V-;8J;S(Q4!YS!5.9AZE/1\$?#\$GQG'\$\GYK M67-
&49+11N^A"XZ*/ G-#(,@-"2IS/MB&V5C<-+4&V,K&"A/HG75A#\\6G&\$ _MVJH?5:.*"
HOWW?%W?C!|H6O&1,8HSUQ_C47'S1&)%C=^ _=]C*LP@96]!'-

M675@!,04#';V#88&)Y4B\,CK.,=' MJD0F4(4)A713HE4L(I#UP+KZ6:\80H0\
[#8#.;I87D>_Y2 MVX:"9AVAIAG<1B0|V7X,IS'B#.6HB.),/D;2-
X|8R0K<8PRD;I,JG|"!1<1&UJ\$)AP(!V2<|'OR.;!6FN\
MEZ=S%7F=Y/F3MT.*;QI7K:QWC/OY&=#:&*RY4,+AMXA:@-D\A=IN(X)4R8C M<<+I!{
46-TWX;3|5|=-_ '\$'16| (O.,_!5\$=J(WSPA U9/UCX%*.71B\$AB6 JE
M3=;"K#!KNE\T0LOT=DE>4R92),?PZ+SW&"VC@A*!1!%A+=U|")S'PP21V,#^\$I+@E
M2D/Z7NGD@,LP>@;#X8!DKPOM71L'FPD(@\03'3PXD9+1Y?? JW>M;T<.D)'7
M@[*]GUPF490!.,+EJVH*7824*Y@&)IVP?X:3\$.Q@T_TO+#D*@-N!E5Y00Q'-.VMM"(Z
M)(02!./EU9PQ[*:Q(+8#XW!2*3)00D"0""PL(P(4I+)I(DMR5D\$OF|S4SV
M\$J_13"B"QKPN??")C'NK!\,2G* XUJ.+(J:"D%6%>U,OYHH.D)X&|3IFI, MMT-
+&HQ!3/E'ZD)3(+C=>=|+BZOV|)VU(^7U21JG\N;#K|7S5B8)KI0P^WWL
MJ,P+S78%1(*LJ# 7'GQC!!1.^%R)%P&# ,0Z(> MY(22C&Z,I*:'T;P#!J&#'\$X#M.;4NV
_@RW4TN'L_D)B<..WV9\$VRX@*A7I M?
+!NJ,I%VOMGZZ_8F1PU=A).GJWC_MSB*=>W=4_':Y:-(V:/BDB^J3.Z3O60 M2#D--
B&U3)A\("/Z' @PL+LRA^!R\SPVT6*;*WUEH#D#J^8WU)Z8:HP;9V<
M*1FYH^3IDVNDK#HM9+|H8AF0DK5C^J!>AERMZK*:LA/,%ZXW8.U2F*D9|X> M*
X\$P5.MD-5XR9|J8QBT%(87\$E!.\$&"0W&OO(TW\$C-I!>)?\$82RH08:BM(Y(F M'H:&6-T/&-
=2|+'PX4E\$OT&FJR\$25 Y:\$UT ?.\$.:^Q V8AUS^-F\$4V-:798 MV!0K.8?K#|V1^N1RL8^Q
) ,PAC |'4ZRP\$+TFV=RF=|JAMA"M8D,*H^8+>F8 MA"\V|0Z/%
FNR^%Y>!&A',PX@4L4OK0Y\$RSC3(*F>;5@D;<0?JL*AS40%NRZ
MA_>=,V7|A3KZ\$4^2W?7ISR>H68Y"SE!AQ|46 KZQ69L -T!'@@TC9Y(3"D0W
MMVWU/Z^@GPNE)H9!OI.+L2QZ->PS|P#20D&*,E%YI;)ZN@-M?!,CK;!NV9L&
M4G"YLV""%PDGF2&3*RY|/3#30\$/*!N\$=PU)MP4ZNOAE&""6|_9@*X))XMMB9F.* MS5,-
C|.4>DH&C27(. Q:|V.^ATO?A*433-7T!5R?;9C!5|L8I#NP(*QT4+69
MHEJ&'JOJ3@'U%.EB?*X?+R;@)66B\$(I'083)<4-/)\$*S"1A>R.\MCMCU+NE=
M;2+ITK'0DF"@;41.)_Q.'!Y!V28H,1#.G9?)4/@;IF,J9(D\$:T5GV\$E.V7+-
MUF3D+*T|&JRFOHY|4%I/MZSZU6LLRJ3D"%:| \$:9N@81+!..#K4E?\$YV3^^7U
MWU1=R41T_ ;A5-R,W8NAFP0P2J!#AC9?U"K4GHJW0IU?H86QC#/#:Q@PFE#5
M<'@M2DW,DC@URAIW3YGV|D1UW6419C03(<|3A75PN,Y7!LW,\$K P(G'I:5#9
M'H(=6+))\%\$+!;\$\0GM:"1#MEKX@YVK10@'1PFBR\$&.DPYUS|BS;\^_9/|)W MZ1HH'!?
F7,#RDPEXAV4 MIG*2?LOX;=Z/=,4ZJUJ3+""%R4A2.(|8(:0:S;T6=K"A; M+-
M!.GR9\$IVPTALL3'l,OM8>A1VD/E8\$0*_JN*|GJTs-B8A-"%H
MKP7RJ5UZZ0PVI<|GDIZ_0!TQ+'<&DJG5!B/>*(D7/K6XBM0.11J5RE9?N|JK MU1?
9V.YXU1=0C9K*H@2HD\$>);UZX3WMOD2B(-78YOKL411#@&P4!BX0V>,)I
M:STF.-3)62=,X;J|-\$DI-)H-97!Z=1O*OC@\$4&'Z+&& M@X38:NTW7Z4G(>79C.:?
Q\M=#1I'&Y2B;0(=@1:X; #0X'C;#&8 M'JZ.VPI;"S+D"^V/W?"(.8O3;M8A:D.IV9DAWB
MQH=M7|D8.P10=N\S+Q5CB\3A1N3R;#9AIT5!B:F"FCD*;L|9)NDX#;V;VZM\$|B|6_O|K
I-E1M5+"RNTZ|F|1-3 M@!J^=9\8OF7,47|>FV'/\$5MI"P-
1P*P\$U(3G@G:14*PW4+\\$PPH&?+1:4PN M7^U4AOKLVJ&3@K/&A_AC(Y(#Q9*\4#)
(R%_+. =5@E7.;O/@_0T@LVS^UZFKY^T"6\$'V_X"_8?WP^"HJ
L8=K(SWP'U%UH_FF"#T_GH*E# M"
SNWPQFZ.@X105\&|G|V\$YU7%PS8R026F""022.X:\$!JD,#J(191CTO5ZG%
MN#CC|\$\93SB?#++X|KAT.\$A9 M-XO'\8>#)"*0Z*(|Z*49|R.K<&#)I
I)M|7Z^8\0|PF3"YB"7+=D| #WY(*& M/PXS&^&N-'U3D,V_"
|<16XS4H&**)K344=BA:J+-7>&MJ.0B3ENW-X9_H^R
M3\5G,'Q.2Y2(>PUWHY5.3,Y%O,24+')FHHY8%FUZS7\$HQ0!KX!NA"<%X';V1 MV.-A-
R4KF?;WPOKI\$2YCH-A=YZ&S0,D1C'=E, M\$@-|YO!N/S|H!^E6--:4ID61.E,"E1/WGB
%,?!"|KC)!E""C%|'TT"K&,CDQ M(82Q!V:+A|V<<&PMDED(FN&=D?Z,=*,8 DK"LH(9
+6J9K*/G5 AT@1#;:86PH%02Y.V2AYK7TT>E6"ROU0Q+U1S6;_(8*OC C9>0AI+JCQ<8"
M8T@4@8<#Y422T#!Z@@I=;Z\XG72;Y0|N;*;1@A!24/A38J3"&(P0LP;T*7(
M_0E>|HK;LF:A\$)N-\$K1TK#W4MHJ_-D3X6+@X3|K=F8N7&G;)C98T&571'9" M*|(!NE?
XTH;T7WF%|LSEF@&#|38,U@O&""@#=#IA&J|S\$G=6"|/^=4S.PB7U? M^,@5YT^ART-
;==@1|^@U4|M1\$N_LBZ0++4I-,Z(Z-R 7\$P@ P*!O/0SR:(M M^HT#-
|WE(J8D6S;8|L!6Y8AR.P18@*1\;M\RPDN<|J\$+M_="!F: (.FL)LN M*UGE\$T03"CTQ7Y1!?
IN8JT Q8V;JR-/AJEGQ)K? MI=*P% XDL-=X235HRB 4J'+JU!8|F.P?
%VCX6K,=78&'|@=59#.' M6=T/+3%4Z-
4TX|W!R:GDTH3>^)Q64Y%,I9Z=N6MK6KADC*8UL*CFL1.|S(6= MUW6_
?,B6+EF\$K&V|YY ME-\N|, @,LJAU##S'SA2;F(J_

FU6<9Q660A_EU,%07GHV#"/X401V+V>Q M90!W)/;T MRY,GR@2+(E0V8=Y?^UA
5,O,\$NQT.T.CIE5],07^N3I.4.A6ECK@L6L'+T9)?0D@/_PU8QLTI585-
&0X2@Q%K%N(T1#!#! MRP(C%*>X&%>?50+\\47PT7-[P%3A9\OZNF?11A#R\C,D:,OI?
#K+W6P4M8HXS M,E62 K"[A#-@9WK!\$B6
RF:|#IH)V16*W^GN_9UY;2&C%1EIE9<_>*/:;!\$7: MQL6A86\YT8T=9+6.&!&+/75!\$>-
NM;><,&C=8FUR#DRU>!U\$[E^AAU%Q-". MX#\S%*%N^Y3.C6NYBE#RH-
6QE(VJ/(G%DSO\$ M.!QRF*S(DZ% ^,<3/8Q4<\$*;2[G/7O,U6+8>%7]0[5KS9W"2*
[OD@E?KLZ M&@0/B3DQTXMHA0Q1Q'0\#/@7E_7\PW83QS6-
JHR8F)I/"_F1W#:P7OAPS4"! M':-YL*//BKH0+.HUEDADRU2 ?
IO@\$W<4U3#Y;9#OU4YL1+*%+B,A L(4.TS[MN3L8)]ZQDC'/6P709H<6N]H-
&&E'_QG*CY!V83/,93\$Z"S4*P!8U6'-^D&S MOSY,]I?VZ!W02=V?5MCD2BF,R&8\$
Z8'2@, @ [E)OS KYMYA(JLK=;SG__^
M^L7CLZ]A!H?;!DOCP*#Y*R^5J+OG"B,6JXX_@+.HPKU?4VGN4ST/: PANCJ// MD/=!]
(/M,* /FU'^SG=AVQZ'9X+P2,6\$HOD89? IO93*O5VGULHU(F[CSHI M11,!?
&\$:V.-7LH&ZTV-/?=@ J\$6;DC9C9JE:-V/YB(IX(HS+, (N.6*F/(8# M65 ! ZUQ6DK;
(6\$!MI?//PZRAMNP.*6*DE+'Z%JG\$G\$*=?,*I05D!L'+\$*\$CF MU!<+ (^#ZXT?
J1*WA^;VN@V1JJAS7 O00MDL>H0<8^LE\C(+ "& \D@DJYIDRM ML-
C"SH'PS.>8'9Q59I\,KBU,S6GJ%]TPZ1)6H82GQ]ZT8:VP2EAAXOQ3Q'[*^VLHMO*ZXYP,9.
(5R05SW^ MD=9Q29G?6@CZPE01KL?0#5F)+NRX':>RD[L,TT-(=, T< M7_@A^-OL10/^
YL#Z&UM\$1&J 83);N8D%V;?/:.R#('3,/96G-5)"HGZS > MFPAR-
^!7JUS9Z.6@&Y;NX#F:@4LT(Q@2L_+ 1>LI.=;8GD-X%6RN=X/"8LSV
MXC7RF*M_DO>,I7J#';T@FK""NDTJ_>#/OFGZ+>8189HSN/EI(: (IR6DAH0%
M@WL**XT"B\$H*+A!)7EH\$PS]HMP'N->XZ9Z5E5A&+H1_#;L\,LYZU\5B\$@>,=
M9!:U,C,:D4!3B)D["]4V6.KD<8_%O6YY!1);S=J-2(80%E!E3VZ#I(-24O\L M/ ?QG
MF'2[N*]YNDU,-!Z->48PY^/H>VU@.!:+BMN1ZS=]0VJ_?AFZ2-#MEE
MLRSGSMTH,T;DM;X:5)\^N.77Z[35*;HVA"3%1Y&*?,:L.Z)1PD')Z4/
\$"I<\$@\$CEES@SD7@D^H2H M&Z6V,70X@VD\$F6; 44<@#|S\$!QD.&0G"6GZ-?
+;&H373=.M(@NFP;HC=G6^ M,TB157T!)*<;>K+
U= #'@^O'\$3XNV9]&=1G["@ (H[FTDRJVJ\$5;:6%!*P+1 MOG_GIKX4L|BBJ%95S|5H-
J6/2CL0=X-Y3>BAP9*YKKWJN#F;K|DE0-1QQ:N-M5)6.GEYLI'[@;M5SGZH#B" M&
(.S_1;+K4%A&8%AUWZ'%+A0/B|G/OIB%X MHW&56A%-[87B'B"L)+ED3/3
;.,LQCV+R01;A*DD.\# 6'0%^AY21H-I(JV MH'OZ'/U)N@\$8*(U0%^TVI4R!
)C@|KGH*|A1C'\$U1QXK6['PT@\$560BIJ^0*
MJU3M6Z6N_W<7*9^GZ=@:C9/,2R&E7"6(Z.668*DPZ.*D^O:S\?MO/VN&\'_F MWWA
|K_KO'CO_!L6#:OCNP>S+TZ_*8SVXJBCO3SJ:!= ">W5L4;|+))@EWWA\F=8PZI,O
M'_#XY^&/\!;_?L+""=%(P!)9_>,G3'K'=V'N/QP>^Q-7XOE11WMQU-%>'G6T
MBZ..|NI8HZ42|9%64H*|P_*=|).@5DT>\P M8H^|O_17>,T'|>ADCA8RD+T
MU5&%Z)BCO3CJ:"^/.MK%44=[=:S14B'Z.@K1UW>JH>H?|_W'L?IA%>SSLJ0<
M'*,\1Z(9=@<4G*D@%@9W*E-7TK|HDVRPNGWK!,-N5'6?E6;?M<:4*6;+!0QP^J\$A5)
1\$I9I)SB6'8&JQ!<@>G/=:CHES10Z;!--+)1^0P@,B; M?
@#OWQ/O1M(M(/GA0,UU\ARTN=R5^RS1KWA"P7.7BKER0|HC2\;IUI0&:Q M19-
!*],/J8&\$_X/BNF8LO^?,UHV,VY!:A6^"JM,\$@&H*"XQOQN')IP"B#:= M|N+AEU?
_YLM/K)9QAQ;PKO5I)> <# "F.\$(>@,E_K<&(QF71;HA"9|2"";H#+
M>\GUD+W@HLH"4E:HPX#_" J |09W@Z!O\X MAF<;T\$HU\$SOGTA,=.EM
MRR70"C7U1VDZ|3E"E'X7=J.A_3OE)T> 2_--;1=8TDA?4QHZEULLZML-H1U
MO>0>305.I.S\$9J":>N|;.*\B'B'?=/.%2KM:A.SUBHOX55+\$M,3_K5%
M=|OB80E7:E(7/|4A6,4!R\$D\$D&T+%6D)7*DIG,5\$S6&14R.?ESU'6!+D(QM M@"
[.D3)CYBB@5(_P*+<%.PO|9YVI4LP|\$4\T<^\AV @|0MP:0ME!HG!%|H
M".P|/8N8CK#D #?<_I-QW507EL,9N+%27B)+I!V8+\$E#*#,YM,L
M5HP41SRBRA:)/X#W4.-B|/NDBIH-
KL!43<34^DPH>4C2)%Y(Z;PV1.L8J4KX0F#\$P.V7CM'
M*XXZW>+A@>1OM|H*FKCKK\)"_@WL.RQ-!ER;O-=9 EE IQIT|HIS9\$DNA26
MW\$)JAMO(+ +P8O#^HU-L'GD|\$6T!/%:OF2>E)78E<1WQRAE="*W6,=1(N.S
M2^#&^@2B;A;&LQN*??:-4\$CPK:BS2 M-D19XI&(|K?C|GX3K8DYKO9K
M9&/X+9^R\$RGY"3HK&UC6;NE-)X-@&WD?VQ8YO%)8QF"D!&=%Z! M\$H4*(6B-
(D^EAE=(9%WKX7|*VM<=|LE?Q3I'XE,MX^(@J=K|4Y>6Q(*87)%
M+/.XKXRY/3*&KCHU41-B??C!G)\$Q8U"&'(<.S3WEB7+2-RB:\>:\$ +; *BVY.UFAX|O-
!:.0@L@45O <\9JYR MB"+VX;-5,1.*|@!1@SN'2"7?

^DMRL<4J4W*7XEL,;:!C^(&.96"&UT_%[8;Y M *)!.2%NI7#S/F-K0_J0?2DR6^GO<(O(OT?
D%M#/#!U' 7MU(%"6./853D3>C MY=R&=6E-V_8!2_+9N.WZA 9H'@>G&;/16+83X5-
IFF@L&(.BX\$DBKC6J+4 MX=N159HI#Q.!!S)8:D]?
<9\^Y3!V#>O<3S\OU2<Y&!YW21LU@8F7 M#DU2"Y18N.D3A3JH](5YANI ?
4H\$I@GQ"!G\HWF\ (IM1DJ@6&^ _GLK 3-#* M"S5W>^\$>3^G!B-1QTEE*,S"4?
8E0N.OK!Q4DMO5RQ9(?;@T(L: CD9UA! M88;Q&HCM)Q;"IPR*4CA[K],IL6-^=,"R=
#.UUT#7Q& MY&Y=0146!%>4^7\$GRF_L7&/; 5/Y%Y0C2[V3Z?="LOMV_\$+8T\$F
M4P+"C(E:MA""L\$>4(EO#[_G.=G\$]6]/8&(-0.AB*R>5/%"L8\M!:6)PPA
J"Z4+%G&>F@=I33@Z21&^\,UY#JUZI'9)T"04IE"V9@ALF M9P4)9I90\ /BPLUT3"
(TJ'T;),9@40>7HR;4/5!M@%OXWU\T2\NY5&#=#.9.&8KK#00U[R MJT14B\?'*1-
G&LE)CM/#?8PPCUA%Q8/VZ><+0Y!0YF2;>.*HRO46OZ#FN\,\$*
MI17!W*BX'N>D6X3B\DI_ZU?JCGM5?MHTFH%S*47RFOL6W@6002Q70E&+I@G M
K4=1%!I1"&/(4>L.&4FE\ A1(1&Z[QNC4__R9R(PTSDN^SM6JNXQI# !9
M<4.OAG5W(S\$1G 2RAG)+<_#@@661TCO4@-]XXE)@WP4W!.T!Q(LHVD^:6TH.U,*&-
!2BJ55T#YL3?S)3^GLY-/FI1O_> M!F# #T7\$ED5=Y.7F\$X'!N@^'1FX:/3)'A42<6S?
@KC1;=J"%Y\WH@TM%F _MT<&UI6:1 M*@\$JX>!Z,JRZ08)2FEV\ (627V)Q&"Q;8(7/
M\$S\I)D S@I' V=CV!# 'PID' M0\AN3\$14"2CSJ =I)6DGR\$1X
W=;8UP605\6/2X^D5E3GH6,/UK@@:< (=RB# MIM-
2^/+MWDTAGV#;P3=H\$/M7_0N./TD[\$6410Y)?ZJP2V=>!I'=]:?!&!G7!
M56"*72!/2]+U"PE>*)JE;C\4_]OR(MP9C(7-F\$=H2#%Z=&(^A+\LIM^TJ4.L
M(8ZV.:F3U7:J";-<2[K&H;0HQ];^'GU:ZMLCFUM=71/766M(V?'H<,@D5C\$/
M!GW(:LX#6Q);LW+40,RM^^MQ9%\$IHYJ2XTPQ*4Z(8+V=!M(N8L]+[\$5N'O M1D.J
A3/BCX%=%9Z=^:H^./&\$L]C M;3"&HU1?
S!:@@')87\$T*F%\$HE9RU;M7TK!HJ>\$ZX&MO_*Q N^1MC<_ \OG
M%KS6"+V7IK\,P3DDL/(@&Q3/K\ID#,TX5E#Z9^N.Z!V^?QC%\C= 1ZGYC0:5>6 M1-_G\$D
Y9P0^DOD2K;))9&N-5VGOY7B:9PU=@A2ZC\$+7L\$5=\$A6U@%\IVJTO M6(H01UP'QT2-
I6,[?I,-30'#QE01!0.N;L!_A=L&J,>:4CI%DKY4T-UGRFS M8"ICH,5;)ZET-
F0(8S\BQC/H5;9360JF@>I!3!:M)Z9>@(R41K7#",6EH,B M/_JWST0E9\+IYY\$.
(A\$99Z%W6-O+RZT,IFP%E,6X7JUX0:AHY]&OX.-VIF\ M.I9:.04)B;J4D%\$PG)@DOVMI.
<,'+^F.!:+^14P?;A!\$4!L7&[AW;EMBC+?L_ M>3GA?5Q/A=FBA9_%K@-?
GI8C3##UR22JA^3T"QZ-EL@!2NYH_@(\$8J)?Y= M_!=TZA01-
NUB@31!::U+GM5HF0%%(*)_V.+YU8-^NV(?VN%3\#>Y@9)=P\$ M!H!!*\$0J3S^>
[G7.D/,\$KG&_)8]'(5H!>^+D0)*0> TV\X]/GITJNZW=)\FI
MH5&>ZL&MQM8WJ=QZZ+E"D(I=8A6 1)>-Z829<\$^&BYD;3T%-
E1^D,HNTX2:#AO\!W1/(LTNL7*3KR\6,C ML5,PCO.I:134K'9U)#A5Z0(TR%^+0F-
D/:3CJ&3+("/I+EI M)-V\$8!RS;H(CJ'408=[(8L:7\$N8^M095/A6: R&#^3#P-
)IA(=Y!MAR2\ 1TT"2YA3\ (WT* TS6Y\NP80:>JRP\$%%[T MW0>IVV#**'Z.
X<[\$Y:9!L44.*K)V\HD(2H=PW04P2C@JK9'
MV4RU\$'1UBE=CJD@=%5]*5S:J/@D5#L)U#?V4X(J)#=S3%GLSM0_G=)IH9C=>
MAL8Z5LR^.+X,P7Y6FS(&5V>FY7O6GS#M>\$IM*"BEJ;7J\$F:+Q]50'IEL-!*X
M.>CM2E2YS%X_)&'!2H,Y&*[9RM\$4R%/S6-UF2GP@B&\>M06?S.-W?2IX4\$
M16E@D^ZP\$!2)(J"#J_ZB?H.XS24>9:C=;49M@?576@.7@&'NU,,:[XL48SH1
M(=Y6'GU=9O,*J>B-SY=^9=L/2V^7?-AP6V_@E_!_W9PT!/D#JZXC+CF)-9,D"+ARN0*W
M)T+@R4B:G)C45)+[A#D2S-4UD0%N46GJ3-/CJMMN2'I-'D+UT,%9(!,VW,>Q M#1O%0
%%AM*%2+G"IOJ=@%A1'9(ZBV&R MR\D8\W ,ME^A@TA!2V2)AWH6JSPX\
Y%@\$@1,0K\$K;1P9J92VJ>O9>K1@KQ' MNDOJ-\$ZIT!0<@O.X2/:2L]? ML@
9VK.@DQ>+BR\$8,.R1JV%:01^D%D#T%,'KU8ZX].M\YP^UMRHBIA5G=M!
M#!UY(H@.V9934?(@%)),B\]9OH!U"CU M*\$AZAFM<2;1Y_O_BOJVD>-*SU_!
<)S"75\$-4>2+=OCGG5\$JV^K",MVJ.6= MAXEJ*!(%LMQ %:<*(O^!9OG?DY6
B3\A.R+W2* K*R\GLMWOL_>-LG;AG'S M\IR@9.^LUE_C%3I/P!/G?NJ#!. =Y
)IXI7[XUSI7G'0:&2OX C,"YF.[MEZCZX&BEG\ \$NY VM"!?:THE,13G>[#PSYZZP=
<4K=F:<@JO"\$WRTN@K-V;\$4 M2".OT2IZ()HY11'H7OXT" MQL<]8S3DQ!D7/(4R-
B&\$<'\+\\."#B.Q3C.2&A4A+6DIJ(Y6Z2@Y1X+H48ZA M.I:82/%L\$=.* -I^F@4-
L\0^LE=NTPQQPE6%W&/ORJO;!R)C,TU*CWR7(7BT
M,T&VPY2/U\FCWA1AKRJ3G9G^=80:**D&-=NMD!ASC=;&=8V*)_PU_C5PM&I MH&
[VE&5&/03VW1W*&@D(_D"+95'.A.J_X\$1B'6 ?.<\3Q<[P5.?>Q)F.(0
M#8\$P_#7K9((MGK1\$6NP8ST,&"6;7\$2C"MD K5HIR\$,"B! JN!\$U+B523?5(9 M'%6M8H?
BK)VP' 55N96#22@JS0 0=Q,EVCF7PL::W]3.F!\$5>U)"TQ?/Z-)

M+^4[6+.:#7;Q+2)&QA\K6A!#R^MM]>=U#5BA)FROOFXN=[?0&'^]F6
M>"PA=_59V7>G\$D*FM[D1>G#;RKX4S695P>*GIU5OI^>0Z1\$SU:-0DBB^'L'
MKC)1.WYGIAYI29%=E\$E*^NC.*892>F_FGRZDG)<\$"5\"H'V]3Q#&YWB+X&2U
M"/3HA=/OYY7&4PKV\$HW#^L(3K-(+J#X81QVN](7#|9%'Z7>K[Z7=)X\7F/++
MP4GA'F+CDZ,MU/0%CO,S/="ULI-/5];?!V4S4/ROU.1!U\$+XC,+DVBPL?@-S]F]?
H2.#KB47IK,DZTXG;HXZT
M*-6Z&#!A257R5.!FIK#/)M1F!8KWA:S/:#*70L%#*S2;3_Y&2@.,G/G'I0=W**500TTY[+B'
M9VWM_5E;^W"NUN*:^L;6U#?_4%IM;OYQG6%2%4?\$(S3)-HWOT'@T0
M.+50>;0D0(QR707;9*JS33I(6T6]CU4X2/<2;GQ]4+TEF,;<\'J*"#JC:_1
M%&U6RG4#6]\$\$2_3^M:1V5%H;U9I66A4/:OJJ(LI7@L%E^C&NCF1;-HOSV/
M>5+'BA0PP+.@%_(X)H6*T6A-UAQA!#R\F:DF59\$N5 PH,F#_M'(&%
(O;+82%0%&%=/_>]PTXFQM!W2RR?;!#1]V8.V?K'!(^,T=T"!T*N
M\$6EHE9UIF/)2B')C&3W2%_M76I/159IQR&#U)KL*BI-3F/J&
<*"#DD%*0%,.O%O3:M(KW))HL=KH-3+0S)>_MQ+=+S^&E_?*3XO61\$L(0\$Q_*=
<5U@L+SWW[ISZXO?_@O/W76/!9JL)_H#*X4S_M2TK(19U7;+L7!DY87^PS
D;BL"M[X1:38_&RW?*&]:AX);:2%LZ#7@2K>!\$8_M!RPXW99IDY3)E(M#>:23+WI!_@30-
ZTAUDHF1U[Z-RE2@^>IWML':S.*AZ'_M-;G7)XP\$PI_+UQ1_)%C",#-
(P:>9>Y7L66X(4S;K##,*(++N['?;70!";_MA.O333C>P48*#5LZ]PE'M1YC,.L_NU41O-
MT:Z)10RH7KE&\$9\$'M+;_6HFC@_MK_FVHC1\$5#7L\$45)%_T2TZWUV<>KM_2:3?
X"W+F2S_S,;!ITGPF8P6]SR:*7*=_RJ(!/HAKDS2I>D>OE?1U,-TH20-!2+_MH,R,;OX*K0I_-
#AYQ^68_M32M*G")ET@*.1SM5;1-7DJ<3)_!4]QDSV\$'[TIYDRLC8")X]P//5,K3M)5BG
M\$\$\$&[76^#"S)+0/6-.WA?+"98DR^AB2G#G*7X3K&K\ZEV_6]M\$%YU,-ABP1
MRWX4EG_D_\$%-^T>,_%&MK7KD#_6(%)^6!P\$MCBZ^)"@W>E4W71M_!PE@, @
M2M=Q\$F)2"W#SG2A"YX7I8UOZ\$2"CX@)4N"!D.W=<M(.2K/V9P\$3>G*D/B(_M&Z6_
[E.3'C\$##-'TH.F+DW=C!.7*B5MSYU+-#&8X@/7_YJD<5A=>\,*)_VE
MZM)0=IDK00!O>JKVX0NZT4,(M83AFA:,M?K!4UIE\XD;(#(1L^TCZ_T#Q-,
MFN5IXM9?2A#4,;'%D4L-\%8(O+CE+IG,C,'5PNP]18ABM:AG4/78(3
M\$3"B*EE7^Z9&7D/=P<'T6T<&/AH2;N)*GYZ]JWX%:-,*&]I<_@^,E73\$"N6:-
QM0D\9\$V\AV7HY#>@285M]M1\?N0_H_M/"0L\$<%HT.!!6Q0-*#68W!6_>+ \3"+L!?
DSYJT\$TBNGR46'Z/JNGUD@';!5_M<6TE\#9]_=J^M*LP->_G;'13P?
G>T&&/#09Z."=6]T5Z#9L^OP;[_1X#\MBU
M2\,3\$WIY\$Q]\IS_#_(WIYB>00X]16PL8]MR&!9@.2IW6:T_MU&&+T-)L1\$E1.99;+!V*-
P&^K;M'R4,6E6+XI89/_MM_:.HG9.Z#\$Z0W[XZ:-F%!#3^A87E)"OP)]_GE"/^P%/I6)"?
7ES/GE@?E%_%M+8:N8,HQ]\$\$%^:S'+<49Y0*R0(%@6?POZZ=9YA^[+AV-X:TB?+*
(+\&9<)CV_M+G2@7]!%IRCVR'CC*W9_%
<=20]S\$OME1HX2!&Q889OLUP'./V(P]@B_:V#!:>"_M
2HP4,;0Q;ZC5Y4ES*N=PWR^Z8O51];JA!.UPQ"SM\#@*<\$%?LI0<_PN"2\$
MR74](\$4X*)MT67X0;@;=5AK4<.(@R-&-V1S'@3^NSGQP6U79=@_8G!MI8_L'M_M
4%5@6UY;+^Q&20C^UL7?8\$JW49#6+/P\$.F4SF'&,E.MN"815*3?)JV.F&LA@K6](T)B?
2*QF8&Y("4[ZC2/H#A+7ORPI4OY3'YL9UR_M+V\$"2/_DX_=O7F.
GZN5,\$B7CX\"6]=6]C,Y;3_49J\$KB\C+5O)\$!W<\$*,_M+CNXT>E@AN0NVHA4DM
M0P6\6F5Z(6(G(6D!W5%Y,>H+K"+A%RU^4TQ++19GAF*%4=37:8=\$@)_0\$4
MF<\1"GJN6DQI08ZIS5YQ\$PU+'W04L,)MC\$.4_9E1'>Q]EPO5#\$A
MJHS9BT66X.6+L6],+[\$K-FP#:1L+IL&:HL.Z"8/*HSAS6I1>W6?;."B33-8/_M%*H*\!>!&?
JCWD6R6T"-]4SSH]5@R.JMLV+U\Z%H@P!F0>+(/[-E+MH3,.(8_M] ^UZ,G-
S%^(@+DHB'&)>_ML\=UWEW.O)6&KC^>K"W"&>"GN\-' '@_VS_M\$F!JKSD#@!-[2_I?
\H;I@A'9SL_Z1,*3#S-EA(E%^<:[V&!\$S!_MU%L/5_ ^5\$U(&+9[81,H;1P_OY<7"W=ZU;
PP7M0N*3A5\$31:Y\J/F5M2;E)8_M,T=P1?T_W-
Q]J(YRE(!"HX9O+\$J6\$7Y9,;'(TG:Q%WGS2M2%=3]V#TW_A6I'4'U_-'W3>
()*FWGZ)KO#+AM(P-^UTNWW@XL"]U];#(L%I
M\L5DA(#K&)GIP05H4G^XW)X(H#M<_07SKE,?%?[8U1N3_2KQ3]D("U&ZX_MOB">
(6P!,C'0S#/\$-0@B1<)"U-EK9D\WK\!_#5TOG_@B6U9#G,<7K#UI%PJ
M&#Y;%A+LJOWUSX]/7=ES>3S3,V977I%K5:R4FXRPI1U>S?F;77];/O"J2]3J
MUCU0;PZ@9C8#?];@!
E]HYA@!8EGY44*KXX9)%BAC('OKJ>H+1(Q]+ZSP9Q)&/O\$B/P]R/LJM%R807@^AC4@P6;
M2IFZ_N;=T'K<,9);P,+5/= &O46FD]O/(JM.:-
N5BB8^'^6901FFK=DL8+;K';PP2Y085C&,8E1(\$KB]MD_M4GK:XXK\$(8O#8"J3]JM^W
;:18.A_54N>>XNE9U_B)8Y579@D?!#4N6#HQQT

MQ[?.HXB89VZ=_^Q2L/M\GK,HPUQ[Y=\$17,L'F!Y.D)\ZJCV0@# P@SD&7T\ M7&;GYA8T!'Z407TSKEFLD?!K\&V? K>B2FK8,H(AM"(D SIT?3,IRX3& MRV^@YY!YT I96A9P<&Z=RJ]:6#%41 5H"!2N-7#\^_1C4 L1M4LYQ?C-8V MUCBN/562H%>HC%8+? IU:;^(C^071(*",4@NA>(\$JC(R0324J,+(5VJG06@9 M8/+ 1)+STLB&KIH>E#2FZ*- T\$%.VF!#;=,B%KC!FR9S_P0%/L0D_FK?XF; M-+<(9B#T2>A\Z7&..P%[! ? &!LD=2\VO3IU7/J57K1(A06? 4<6?HI+\$+3 "" MS\POZ.T3^!S[3_@Y=)K@^(^2"GV)ZY&7,H?V%.. &"M+D+C5PX*2:~!Z0C9N M:D8%V.3AV#N\XIPM)B9ODXSH^\$C-N@ T\$-.J!*U@GPOX@JR 45VTZ<>RSR5 M-&? \5_HFOTY> OV=E.P6XO*:Q"R]+";%RDJNBB>Z)U&<6>SG)\B@HW!G +< M\$, '00I@&DC0:WR,XC\R+*;75TO\ -1Q^+XISZ;%SK+88\ -@TT)@'U+5KS:F\$IR.3M/4\W7, [W] 8"S1WAX"AO)SR9D\? M'*6@8Z&(Q9HYS);.5_ONY%M)3A" _M^HV- @!?!N!LIW1\$ZX(KC696(L2-(^4DFH81**7#"88OB;/YD+;XH\O#Z%[B MV^*%4WQA- A&"^N%-) MQ'DF>S%5U,E=C.2-^ .D%D;JRX"4H@E >JNAI-))BX M&2Q7S'2;6[26 @*!%=N="0NG-V0)&\9T4R*\$&W)D2))PAB0F%WT3NIJ/?!AB MTA'BTX? ^" _3UQJAI_)QYFM4Q(@>W=\$AAJ2RM*K192\$)J'E&5H@1O/LWXE5@C MV- 9\$MQE^EGS*UOEH6MNM9HWX'C&K(3:.DI-NQF@0:-;4?@,M!INAY*\$*5"W, M:W48U"C".I%;07?:IQ.:RE:PN2;8U7AG&(W1Q>&7A4/2XRW75VA\$7>I?2@V MUS) (B+I7-!5F'YFL7+J+QWJCYG2#&=0U(Y+QE"=KR7Z2O&FX4HD\$)JN/P#I@ M'W8_C59EHZ8733-2>=VTVXW""4("L]0-26(K4L*0K0;NC9N\WIX*1PS<>D^ MM5 "I\PT1=8J@1'\$:7VLLUX/_R6EB2?*3L_9VKNSMO;^K*U].%=KL>STEU9V M^LNGUL,S@B3/_P\+VI2/=K><+(<_<^;!G5S*? LI6W9VWMW5E;>W_6UCZW_6UCZAJ3)^E]@D.;2 @JLBKZ@>T=4\<I M!O! ? *!4SF;R9=D):GC\T\$!HZI85\GO)8OLI",U(^P4M"2S\$!+\$-05=&1-N MGB7A!LM@+^UTK5)-9.C'&6&6\^'?J]6+FA\$@T_LC+WB+I<=MA!/9B]1\$+ MXL'I NA MWI9Q?(%A[*U0D0-?3BHE _F:E2#K<;,8%CYASD6@"C@3) %W;,U M2P9X*E-[7*V/=AKJ) ["Z!?*UT5J"G\^I"(@37,2""X!%^N]_WTMB-"?WD!E M4(\$)(J03R9,\WAV"=YILA9G .@IY:E@>^>7V%N\$S&CZQ7NXA?C\$#2*2VH>D M3-1_*I/V('RY>.NPF@ETO2F0]^IQ A0Y%_&L>\$'(3\$NH+/@B8%&@0X,9CA3 M"=8%\D#)6>?*#[" @5PK?)0[!W\ ==)POPMH- I9"5,F0JQ!L.NVY"/4^B\&K2 MS,+ #IA)IV3V,6J,-8A[2-N]OA?<766HK.7&0?ZG? \$1D%CN_\3D. 7L8LJN*Z M<;"1@KFA"-/VL"NI=?-_/;)4-;KJST\$YRX!R+JE(P.N*.G(?7Q? C7;77E?G3 MYE_IBUY9U;J!5Y\$JCZ0;G'+I[30.(W!8*CX ?,?KO\$0ZV":/:6QCJI+B)>[Y M<%- (9.M(*B_)O^VVF5(CA".S'&UPIMIF'V7= *""YD)J";3PB7IG@YJ*A:7YZ/TXJT'IQ!&KB6EHMQ/ M6\$)H(6,I0I%MB=*4BY7">\$WETZ6,S<7J#<7=D\N5\I]_FI?(/>P=<3#><"- MIN8/I;W1'^0F: %J!LB^2!4%"*JE* G&?,>^(2,(H@ M?.I8F4P'6/I;9I66DB(R+ M381=AR DIS!8N!\.6B,)0]&_O. / ^V'U)&T-^4QZ#?:? \U%GHHIC@"FQ0"5S<^/ M4Z*I<10/B!CDPD@*T6\$V K-Y\NWJ-4\$%?NRH/ 8H? \$+ICB&IUIX40+C\$)<% M+_&PSZ<[JP)2*QXG3MGI!)2%FFXJ;SSWE)K)Q.PG_Q=.8X-\\$:;)2=3?. M- 9C@D]9A4^.>.,IT/(F;(G+!5:%5Q+HJNBW!=3;0/[H3TR\$XPW'E1%RGY+M;?>#@RJW0" M1T*NWFATZ0!/?C7QE.5'SB;_H^#+^XYD<\\Q7HVGU9(B\8.!BO#H6..9BH) MYOGD<<0NG_Z.6A^OL/K()+%DM8JL +^0.Q?B>5@_#>IG"\8O\+9"V!Y5\$XGX MG\$? Z8@ZQ:'E?FJ1_YZ54/9U<93+V.76?@1KJJSQF7>_P=O MT56Y19/^Z.;G.V\$ _@S6(V!2Y6/V,B@0C:37M)8XDTKW&,J7IYF*"NGG3U M&" +&=4L;1EI)\(B0-D*CU.>#*\$.+R@.S//C#F76+H5%5T223-K\@@-D^MT!5 MTG@#MQU\>DW!H6;+\"SFC@=11E0JVLEG.[ZPB@I MN9_CVK'5 *^2B' \$7]RO>"(+_? H"<#?3ZI^_PU'YYV^:K]_ ^&C\F<&67E/X- MK2E"#+QOKRA"=+MMKIK(RC7JC?YO4BF? SIH^WY\3NN,0G^G&:%;\$ 3Z)E- 8&IA)ELI! M6K*BU^EZ:NFNZL2_L92=? \LGD\=NMCIX'_SFH>UP%\$4Y496R9Y0,DM!YA]4N1.\KE38*, MWZ-48-%B*UBD&ZML- "G2\$*\$M!\$,(HW**11+[QYYAN5&L":B6SV,AYJ_M'!-M)&I(DENC2,^+:U:-%B4+ [P3SJ>B5X,5(W*ZHAGS*6&!A2'TH\+!3U#0104FH ML.@\$>WEX<+8L]H0H,HX#"AYK*" =80]LTA9?=T&UZW'FNVC8]!E-SQ=:X8K56 M]EF]9PZ%HWU/(19ODM5\$C+R8=,I@QE9.3;D&"! ?ZF^P:;<=E<;RF(E O"PL3 MOPSLVPA=CM, D+Q]C^1NS\$9SHC^X!#FU+8*PM*K2D22%C"?W]I-&JEG07/7I ME+*%-%;XU%#LZUV<4WN(O0/H!EI@TI5].^BDN(HV6>@V5M+6TG";<9DX)8)] M\$50# (@ "X^=!5!B0OPSB\K6T< @6YA;HDX7W02D+5)*\$AIOS(?&P#C,0'@K*I M>T#N,XV!=Q.61<0FT(1)BVJA77\$ _>A(WO):6<5(T*;=Y/XI7 MBBW@VF9+,^T@^?;LGC56\$4(XD2V7F,-N!K9B>&CS2/^A\$N+(.S@&%9*P\$'MO-MT) (&LGZU DP,!&@41'X1P8T;+-OO\, _>F-D-H;6YSXD2%5O>8MC:ZP\$@39

M';Z]ZKZOBPU9#&2\$T!/WZMP/OJN0]C>|'*<?VG;/\$8IHWIA4@NA<*2\JO/F
MZ^PB=>XC!U>J*+4TQ'Y=4F RI5TXWQV?-<.=\J1JR1I&>B2<@*1UP8_%C"CI
M87C7"NIC*=O;R&I)'_132?;VE#)LN)6/E79+=16G%+'\$F.:%8@#-=)16JW<MRK'21! QQ
Q*E>+JB\$EQL"/N:.=59 NR5TGU5V'5EGCV%%"[33+FW=EL(" M2PJQ
%3@T.\+D10RP@Y">'JH,ODW^2I\$!|OI|G!FI_XQ%U30\$)(M)1,.CAQB-M%T+F+2LJY^!"
3.M&8\$(#|DJP9+URD4>Q\$;S M M"D\7,C!'K0?*68A-
QAPTY&4N/.;8O0B2<%7I9V>P\$3E1MA;"+:0CZK,#"8MW
MC03\$C"LL;_74I\8^(PB4O86N(L82,X M^D"* T%U3.('86:./1)VD) "337PDB*7-
VD7\$R\$W@5RH+DL*P'H6=@63#2!R M^JJP0(UQ'MC>A"VF*EAI;D.&P3
M)IJ'5Y6LN.^=H\$-JHRT&#-RCGC^W%KY^P*(I4HWU! M;<")NH|SMO;NK*VJ/VMK\|
[56]JSI^+75??SZ"?5H;('H%J*EY|LOKL9-// M+APZ9VMOS|K;N|.V|OZLK7TX5VMQ?
W&%M!O_K'59\|YZR(Z9VMOS|K;N|.V M|OZLK7TX5VMQ\$?
W6%M%OSU!|JG@;ITZRA1+U' J_-^)KPN9D^|;?<:4,Q?IG MH_(#0X*B1\RL
K\A|KSLU5#DSLHW%O;/'S|^4\$//.,\$8:=|((N_%"+IR:9 M|_0B1\WM"0 2F^-R;KM
X42Y.;G#XR)/?=TO.HQ+ZI@RHB|@|!LP2# JB)8 MX!/ @ \,OICQ@#;R?K_%
MGZ#LDW;%X#VC\.@YQ|J>A>I%G>@Y'B&/\NXK/X;>+3WV;D@ @RD)F!N9^)^6;
M^(N\I)XY.;37(2P.>4I(_R\$ \ 8HA=U@7E-;.>/1W8,A#EQ!A(D%F&#OWS,K#
M+L("5&A/+#\$B(N.D:D(<*9"0:Z)\$VK!5"K\$>R9 9(^8@T!) , A,S<4.*09Q=@|G|V)/(TIFR:
L7#74I9 O;14EE(G2%C^O3HK#V7\CRV\Q>S&F!P.;J\$OGYV:Z=K\$??A M!>-6RKJ|@S-
H)@!X&#|ZM?#^865P?80_<*&#N'%Z4CB"-:1XEJ|>K#< M! V+QAPPI)GXHTL|5(C(D|?
OR\$5T|14=7/GE(0"&@5B\$,) ' /@BL0\ _H/"P7
MJS^|7JBS5_7<4NNPJ5+D\$H@|OEROZ\VJW MP4K'V*K^%:CF^UE!>Y@?T/"|
(7(@+B,6050?&SU0<)&GF/KV!|'1TX1N6L? - MYN8\68ZJHP"APV36<%L;BGS\$;Y460Y\^-
(";?B.|@6\$VF-C7/('U7KNN:-B MMD#3_Y5?
8/PF',^\$ _V=U\87U,*ZA+&WYCIBHJ _EYGNQR2+B,"DX"K^'MVU/ MALH=1(#E>!#)
(IS0?/6LY?XLBQ5O.A\$Y#382& &\$3:?'L"791:!*3EMLN3XWV
MN!%V:F\$XP\Z/D=23WUR|J4)\LQ:LS%)-[M5G M8%I(!QR11",2@|G2CH|R7(,*>X5!/6%YN?
7?|VO'EJ|HY-"ETH3)H2#.KO!% M7,^/KX7*ZAB2,1#Y_N,K)F58BE%VY(.PP-FZ7?
C=\$D(0#K5)E@B>6&I22LF M6-[3I;XU:4?5NN>KTLR M66Z!;Q|O8K=0(8U\$|+676;F70?
X%D&(C%4SROXAM-W=OS';VW|H@@341@2FK M&F'@%Y.8,T"\$5)!U(OTE%/;@EFX&M0
MI>(WA7"!|O)YJO61&7\$FNF,/C>*,W|()&:42'1+6+ZUWV
M&3HVDA*3G%3"V\YH:E9+@/'OHO0M5G|HNV='K|>!A77YZN@*HZ+PGI 3R@A(
MOXFA=C74Z3Z2A4UE%7)CO2I\ *9\U,(76XUB6T%V+% _&1EDK;@:(|V,ZW\$| M7B-
&37+!5A\$XJ";PW8EW^9\$(WZ5BY#XR!%8W\$+,A"SK%FTZ2L%00@I>&5!X
M,Z3@H)@9T-!<5E377O',JD'O-I!>";RD"=\$X'!-) %1. M)EH(-YEK^YJ:%%0=>F3FT#
M(Q+FI-% \$>N(Y&.(CG9<' +;FP"(C+ZQ0SW,'PV1'!D#1V=|_ ;=5!'!!95DT ME^A Q-
&)6.ZE3(8?KET+;AW)\?6"LX;#H=*>^(C(JND;(<*/1-@4%3VGI.6?
MT958W73M%A0\$(>V8&Q30) L|.\3\$ \$>*(D M.BP6^%9^Y6M?QKCNVOT-
KRKR\$S|E0^QF'(\B6H5.;7GU@E=LSB0J5J\$^\$Y\|
M3!|!+JX6O;^_)3U86*H|'|*HOK9<>,#%OYV,0|=^BS.&_.(E@E0;QEQ\$AD/
M\&Z#5Q=6J6!;N9HH#>C-".#"B(# +F!;T""R-72X\$TM<@TF3?QE)9 EL69TZ5IE>'6*+QC
M.)\ \$N+B|J&Z#F\$-MRT|+=V3@|L(&_&!R\P.3TI>%60?5.<+Y1|7V/L&13 MT04A/\$-
#194R_O MKUQ 4NF%8>Z%"XV4D4^04^CN7,U.#Q*K8\$2"^|XK588/
M&#;N|L*,'_2/'%2PP=XL\AS!,4M/TCSY@|8*L85?WZO!&('W7\$ _M?7;Y\$DGG MV7*=-KE
(3W^=|=C:6L8T&BCBHXF"^EV|S*KH C@A0"0>E? DSXI;=JF\$#(
M3X5M!X6D|?|.QRR#82 G#-=D24T&-#L,LQ|XZ|M%|6BN#%'UA%49%^KI(8BU>
M)Y%|B\$-9N6!%|8=:C42ZS^OA<0@NZ|4|(|Z;C&M6VT/A>9U1JK|4N7,*V|2^
MIX"HX7RD;U"5|JS>W30\ 6%\2K_I+WZ M-'O'2",Y="?U^|EN +E
B_/_|R"FUNT8N=B\$TQWIH;G-9**\$@4.R#K)A\$W =7
MS%UWR==!/ZU?,O<2+;+AFFK5EDX?B!?(=^CHIU@&AC+|+M!@O)AJC*)TRQXM
MAO(1C!_._6(V+V6*@3.;1G.?EAGVV5B)5(-<(V@PIE^\$K\$0^\$RB
M8|0ABFD:50T|/NJ,8JZC#/V;80L*/+B|3+W'-FN^)/!RT5@^" V!|5)3)#1
M&3;MW<@L9QVC.GG"_3D5UQ|M3%GHR0)J\|
<_ =3LW|LI)CX>YL@UF!U=EN'/\$WR|VU>I- M|D V"A\1322W_@N%A'(GP MP4-
_,%M6WWJ&1SJ#F>T;
M_G)>0C(Z|0.X/4P\$|2"POPSOA5DJ:Z4!9=JV1P#+";/33>Y>@R"PE^N
MY8OT>K7K9VQ)J?Y=!*4RB2Y'OZ|A69"!\$3D0BSMY;KPD!' 1^_NW3AI9H=
M*LN6;H'\N,UA*T73;&R-.+S\%B-\$#"D(ZG@SQ(>\$F;>!)Q%&,95AH|TBL;MUM&!X\$

ML'20.32?*PP" L:"J5UMX)T#"TL\#;P+B+JS1* @8;20]8-P= M+YG-,4(XL;#*.FNWV-
,F%)CUNK4>6=9B(L\$T\#+, 'OS\$!1E^1&;>TLV(VL< M!(3=X'G)>ORAFK9-
\\J2_Y.%UEJ2Q<&\>G1]CYIF/7&(1CVH\;_O%:8 !!A
M\$DJC.IN*./\$/)AB[7D]8T[/=BE8G%)W_+0Y46:S]M5F*[&._70(X9>-!H]Y MVAG=@?
+#+%M_0PI-P,DQJP,&!.J.AY,!F[0]J_.E1(L%)K0XUK5OW&#[QBXE)
MF&-6XWD*RT.Q)EI,313UL_P9OE3T&)/"9\$H+GG5/& M..G\$0F<
UR.:%RQAJ2DYB98DC98XL!@U\$R/#CV>TCY@A2O]Z=P;.,HDFX=O&%L/Z)TAAD\$&&MR6
PV:X MU)9H"JU= _5 \GID:7 X/ZGNK_ :X%'ZC\$GE<->WVZK!=P+H>*...OPLKL"T7
M14&2=JN*&1)"2&I1V_K>(7&(?&;LV Q\@]Q5E[F7!XJ:T3<4K".E2;., TWD MX-"
[!4\='P'"]"BF?08.<"C_,6<\$8"9286^'RQ0B,0=B@'!+@NH4D;U/ *R<
MKR\$52D;)\4%006\$LH&\$WCCU\$N7LD=9F(L, #C/X2DH,N.X5W/SN;/G\)LX;D M\$7
(X.%,7B'BL,1X';K[8.T1#Q*]&13HX=(4_!%<^!V:S]PJMUMGG^\$&[M8\ M0J^PZ?
RU<>*Z(9M;ISO'F VML&4X#CFY0-E].97%MP1+@K.7I1Y"5I9[OL(
MRL#M\97ZWA13;AP2\Q>4'=MY=LO*##30 JP>"'@FSX:B>.+C^(/1%8'M\$W1
M4!;W@X(H\$)G++DR>\ SCMM0,\;KK/>*L@S\TB; 9X0?'E&BAS532X&2A;^!
M!%RW;VO.O%P@^ EDO:Q/%R_U=B*2G181_/E8WS&?M MHL]HUTF7"
[SXFQNFWA""ILO35J37"J;MOR1.)7" O'(8'4#D#4\$&YI<0L%*7]L K,Q MO;T5]XJ6-
MF\$5.U' #>Y\$_%P1A01._\$Z&(L+.7F@]D@W,1[;8.^20:F4=0
M%QA[X#6QGH59@C0K.0\%. "*P(<6!RF;Q:P&#W2,[32IM3T;8>?1E5"\$?@MP M@?
H[5HJ -RP#?EAXWT^4X!&;"8*IEL_%P' =K+>0^,2<(?ETW'=#21.R9/* M4AW@-Q2Q
#J1)PHF:%WS\$+_C7F+SA%E\I4R_*P2VWFT@'@F0=DVX]YH>]NBUT103[IREF8LW>3\$\$'
<+HE2*J+>%S,6 MB1/AA]#^J5T,Q-#XQ&C20H"!#0 ?
\$#.P%M12\XC9]NYZ60(53)>.L_8MDZ M7^\$A&10\5J.RW4B62?
\44T^3K[A)) ^_#%]QSXLX\$YL+! (GL 7Q'XJ7\PW M7U2#*4K4CV6N%&
(B\$+,P1&;&?/L?)C:HYH=YW^U")L#U;I-10\&L.U>0A^W8 M?*6GS1=(.C,31@5?
9#7.#:TS+!HB0.3M8<^?/#K/3:HB1XX])BYL_C-5&E \$ MEYT6BM_6LX?
YD,DO07F"= /5PM47O+>]F"JV)6X7!Z5.U9DZ I.&@&[S20O:%
M(HH30%%B&D_ZC_!>G+;\$3#,5P3ZASP)EST5RD%BH"\$WT^EW\,EF-?Q'1&/ M4;7\;
(QM6R+,P!AK8<%G)[0Z7D!%3XCB]A-CNF_ '@0@00/;/ ME&49?;!/7!&D#"'
YOPMLSL%3&O_G*41UH707\):.\$N\$W]#\$ \$PO[&J72C!\\$] M9A:!!%45DY;=9'Y1X,-
L!=X4!+!DE;Q)QLPFCVI@]:J9Z2/?%JM^K;%<2HD6 M-_6ZVW&\
[!Q<.F#I2Q6/#OMSEPX'0Z7Y="*HJ1GZ3.VN DIP?8VN\$>RS"/ MQ4+
QRQ"H* @0:C>3U7(K3P&"
<*\$1&X]"F9G5;SZ^L.31VV*)A>3@DI!7=V,P%A\$VF]CPK2,-7!I-9V"Q?2! M'CB?X!=
+2/K!;FO\ (SABU^J>B/[MQ5+BM_@Q=Y C /%OFU(U7\$'V1(D?=
MM@FL43NNC\X'ZE305C,\$@M]NY&E",*%8X\$XG\$),K[;1.E4_9C_ ^*O-.783^ MTHU;;Z
/8>;3=6CNLDQ#N^L\$XLYV-FN"2S'&J4*-"B=,\$%07: ?G&13J=7T7W M"
<*6\$C*:BX691]);FSTLD3L\9X@&B-9/!V6UYP4ZCULF9?:W M+U-J6XVEF!
[B?!.YONBJT]>1_&[J".-)\1%TMB6 IJ/9<,H?8T3F=2HM4"(E MAK\$AKNP43,9LUM[.8_3)4-
)I2@%@ GPGG!N'.NK*Q(9UGDFO^ -SR[<1#V&J""X1\$7Z0>] M@OSVH^ / ^KUE\$L_I;>W-
H""",+VM]G-;N?J7]BBIX4>2@5]U5?TJ?- M]24QU;W%G<^"*GD&N'V83R-PZ)?
I(3Z@R)A\$()=B:P\$ *= "QFDZYQ2/=!8)!H"*60WVPK<0 JBXW7"(J-B*U5APWS M;"OK D?
\PS&\$,"MS5-6H,&X: ?MRQKN'Q=7^#V"A27S!"KIAN!\$=U@AN:8)+ M(&BE+%XGD?,?N
\$)_D&K!REZ+-PRPJ%T*ZK[MHLVPF%6<&%!><*K_O\^"5% M+\$&P1>
<4C@)A4Q8*B6[1\$87S4N (TX]&RJ;!%1 1%Q>PDK=4**"8]#7%RL7H'
M*3EF@XZ#LK:3HXG9QDM:Y7C':%1;2B)9 SEW*UM3"M\$-5!;DX_<8"TJZ MT(.@U?VQB?
>9A\((U-9I#>)B8&@Y6G)\^,(%G'ZH)I2MP\$=,\)-96> #>X>+JMI9_ F_6#G
MPOA*RIR:*U\SPGFG/X"@%(Q'O#8OK+:%+J6C^.%P;VM*WQUHB5:B'&M@-OE?
ME!>"*8S\$+ #0%0Z+6G1KY)#M7TD9V'3"B0AH>M]UXNP5(P+S'8->V6U]3M+J] MA..Y?
MX.:W?^*\TO,1SD)W \+L?)\8N^/7: ?>[W\$4*E7)(I:E8V3,CMDC,8 MV1EWNWZ>:9R0ZG
6-R:L*FQI8C[/##COB"5+D+B(-EN>2)\$!)EA^)IN0/? R_+/*!6CW(*\;G
MCK3#3]+>)TCF:>IV1\.^XR=<)76;<19.7UA.I^HE+*WWM1H#2AVRK6#L&*V
M[;T_ZF11;0)EAX9Z\$/,? 2(U.!X\584WI^ \/.L M?J2R%2"G[!6L* G.?@\$%O
([9&M)*#B.AW%XR69]L\3NT=D]2^T0RA L*\?5 ME4A/0#<^\$@DF"NB*8Q;=:@QY8T"%
(Y3F1J0]C\$C"%?I70QY9*<:,OPQ_K=&! M(^02.J*//-'#BOQSA0"U22"\$L+=)H%"FR-
/'0(\$R6R4E3#[1\X2L\X,Y6O MONSWOLI=F"=R;--F.%RI+# Z4X_#IN:
[&P67CG'[;+B6.FF'Q0^)05F&A1 MXI MG&F> D?'F/37_, \$P_#,A*,75W>2?
GOEU1L19L/EBI\$&JK5(<@KY#((U&\$ M5"=?;#0B>..YST0M2R)4?\$GH. MCM@MK'#086

A%#_+j%4E1H!L(5((^+#G7Q1XSF6>WO?(YU'[SH#U*M]640G6 MN8#-(9)@^%
[Z*]R(+ "KO+@3W4,16NFYL. R.YN;.GK:'Z./#B(Y\$!+"7?"\9=.Y[O63]XEV
M!>8MT#\1"7,T_X#I;M&6/V(698Z([+7\YAY ;3A.Y'CRT\$CV1WDPTCF&" +<
M3I;/DS'P'=&H>2T&RZ+WA%2Z9KHT.IEH;OS>>-5Y\$@O5,(ER1MY"F@K:*OO M>F3_?
^_^C/Q%^K;-0ID3N9",P;P?;15?.UYQRS:F59*H J?'K/.\$\$BVNNQF, MT41T,-WMWM?
RT'*EM-TDYAGKV\$V*_^?(3Y?'C>'Y_'!VD]KXJ6B4@BZ/S\$({
M@=BN86442ZD(F0QT5I0("B?(?OSI_*I7C=C==3B\FD%BY(
MOX;2I"4;21/*0F\$. \$V3U!LEFCM/0KD>K0I+XXY[XR08SK7F;@A9NK0 (PV0D M'
Y^70UP3/B9@6 <^2?P _\JU\$2\J6DY?26& \$98IEB\|Q&LZ6HR*2+M M4L&\$|
<\$V|TC|P;AE@+M8JHC.O\C,M40XF:KFF%Q@RC++I4>!/N|>5VS3*|72
M2U70P&.6:2HLTV#_%7L&D4KKSBG+DU-'SD-#=#RXF|C&DUNY3B:KE%"^
MJ#RAU^TMV^UF@H.R.IDL;EF-|,D|^G?P?L@W%=GTMAWL
MS_VQ.C+)Y"9&\$)PP)#5:\&>1H>;*[B-F-1@J(@I(A>9F/'\;Y0\$6;H'!O0%6G
M"9(D.\$8IGI;OV&):!U9X@SIOR=,9 MC0U2P< S5?3(8_E MPRN+5CIF@
M;LWJTQ|OS&//7TST11691<'=V\$PVN.[Z:1QPI%BZ\$Z7J;F+!G-10P\$G_D+H
M%*X|GXH)'0UR9'MF^Z8|&0^USQAS)R\$T4S?2Z2-5.'D7C>_O6D#\8\$"(18TY MS\$ZKA2-
D-!:'R:-I;@'<\$&HQQMM040JG3?EY8/2FH):D*T,N@A3H70&P*!;OC2> D%9V"F%C81
MZ^KAV|MA4!DOT0IE8=|M: 7KF/BGTG:(/PMHA@C|78C".D\$|= .KF,E#8.RYV
M;*&)HSJ|:1%4*" /PX|&/PT; IRHZ3S:G#30\$TD3Q>(=S"!BO7^U/WB|IE9+T|?
IHB!B7K\$R4\+5=?A7W41D\"OE!|,J% A_Z064FBA'<0@ MI?
ZJ_L/L&G=6Y@/+84;,%4W(@,:D3?9Z921|2D(VGV%J1B\O=8O_\$17&">4 MZM_6%=T*M
&L\$0A/PA4 |/^&NO:QW98S)3:-T;P6RI1+|%W4\$*4UP6> !"I
MZ2;R|D&Z2""IY#L|I4\"42K><49S+2P=MU.!CBY0\=.IJ=,)P464JQNJ5D
MW'@^)^7@B&^HD)?CJ?XP2O*BOU_Z&^G_3\$- HH"-AE#E-'*ZF !;'21D%<0(=0E
3!AU3,FBW#R|.P7U!-!TZ70N+5(?J@!H)C#7,7OEK@?'K|T>(TQ6^KM/;?T\6+U7OJ
M'K|S'L'PW#\>|YVV+HFN-!A,P\8YU" IPT C_?P""3KBRIK1J)%7J|Y(6%8FB:
M(P1&!55T8PL#A%NWW>=>*Z>9\^D|S:%CXX1WH2:!=?!8+CQR059++S7ZBN5
M%""J>J'S^Q4K2OST_1O687B!4;!Q,7.H3S6&DU1(K(RJ5\;6E)#\@Q^EEH5 MY
F:.*@#_./K'|XLF'D)E.T!&KB#)0O4K'AF+DYAAA3|D8=)F/'G",FWC-5,
M0+%W'|^XQ6EI(YP0MX <:6 .7YV.O.UX0\4#+Y^?0%|HY"=N|@MGV1|<4P^
MV30"464HLL|HM?;\;4| "1P\7U7&\$-PJCA-"\$;!:\A1-CA>>5HL-K%N+G4.#;B
M#\ET#-3D7@V\YK!;FL7";A4H:X3>*#95GC|V Q?9WJ33(6S>!1>K=|E!&1\Z
MC9"L6\$S*,XHN!:L1_@. \$,@"

FKD8Q%F'E9;:MRM5&";>L(9L"GOA*-T/*2\3&0S=3N.L#ERH+W
MI0B0@.?!3+D/\$%Z*QJWS '0=Q1V|_F.EFD0 M2BZ'FW;:"8;'*BVS;Z|Q1!
<:5QA+=%OEW?|R|?&"0^H/R8"-CR,7JM53I^_V M)WPM_|<:0I1Y\$=4N9M?
#@B&SJ.3X@K44B|!N! M;#.;RF&@|44X=(KD;=I=CT6(\$\$F2/V8; 3"3\$/IG_57YQ-
4/ZPI""N%|SAQ! M87N;.:I>(0VH52#&TA **WKA4Q.I83S7G7;&U!G
AM5|2BB88:NL3FC=07TH M5W0NE2+0. \$(VO%OM-O|>-T15-,(F0FO5PBPA-(
":)FMY1B|4\$V9.ZZ3|_ M&HU.8& W)CA()V@_6:O(6+|J0L|@='A
A;KM|C#B@1D#*.B(N9!^,H21B=8H MSPZ/N0AF/F^?IL|P6/V_?G'+0_>+W_K/WWWSZZ|?
55H|>|;6WIVUM?=G M; >W#N5K|MVF|_U_Y/^!5G_YH|_@|E_G?YYH_<+=I_P
:Q_J_ ^K\$#" ,G_ MK73| ^|_/_W,@WIRUM;=G;>W=65M|?|;6/IRKM;"" ?
O6U+J#|3VC_ET<6\$-/& M0&GGU=2KY,9/4\$,&|-#|ZK|>7XQ)JHN(FI^3(OHK*V|/6MKH|
|:VONSMO;A M7*W%1?2-+:)O'CV%5O_U<_ =YO_I^ .UY|JJ^4DVW4^_C8\?;ZN"IWD/T.JE*2
M.DL+9)H8*FB/H>RT<"!\$@3/'(Z(9:\$*H2;6BQ|X L-I8!9T>|;!5HP M:8N;
(61W4=663#"&|?Y1)>N\$65HB),@: ""GV95(9T|KF> T(|QJ@2,W&RT
M!!7R|XU&BS"U@<51GH7019WHA:6:'^V3R?P8>K?TV+NA>/+4D5B#RYG:Q(/
MVS.'C2BE+4&0C)=*GQ_2GU!RM8-0&70):7ZYL@/'SCVS\K"8F!/?7/.+ "&-*6
M#K&)9,@>N?KX4\$!&(2"J*:+JA)/V4Q>,U)6! MZZMR:RX:O!
(U\$Q='EY6J^4Z"W#B_4.4ZY|S'5_8F16+-2*P?|PDC;EZ=C&O
MJQ%ED0OI2OC"\A44#8K#Z\$3=M71"ZMM>J|^;?+501* =W_F+60V9BU_60M%M
MY&X6#XD73(0(|A!6'!<|*N%|P|K@Z+CX0!<:U?J6ID M)*G18\$|CW'7_4
X.KH2H%*"4')Z1N=A02"TI N(4J;E M0WJ\$DDY#%C5!0I>FN'R(@_B#'H3A7NBCD1.N?
+V>8= 0'1Y<_83TA31;&02H M>*F(;FLETU^\$L8^>)G33SE99|MU5\$6|Q1%!
\$E\$81)=RG4/\$0T(8CL'!5@G MQMH(<|D8A|8GJB"2XQJ)K&A36V(P?
>47V)*|XD53OMC*_/#5\ATQ+N!;R|WW M8I-%&; D5R!| #V_ ;G@R5.X*(;^A-!|Q@3?

SCADI0K_CU*0V\$!VBPD<(P)@?MAV5C%S'J
"!I.E+R1EZ>&NUQ(^S4PG"&3RU8\$!'3*1N8Y@"/T/NWEB-PDRB+L&-
!H!O1;_<0")2>,,XVTHI
MV))QD[8>ZJ=VD.>"55[P=\$NL\$1/\$&/"U+C6FGJEZF9EEFIRKTXU;_F1#&-
M*4)G&_CR=^(@5T_0;_,1PD0W*/&2!S_>9!\$ QUG@EAJ,42Y/JUFZ<+DEN
MEDXUCJ@F-6FUU)5 ||K30YKM 6H(1ZW:9J;6VIBE5BCW_>T58F&THQ0#9\$Z
MZYZO2R5">/#,|^G(RZS84QWHT#U+B1_T6UHL;^|^>HHLZ)Y[8^H4
MP_!AINZ%OI(,;D)U"T<(E0+(-"@LE6\$^X>ZV1)D.4@^4U!*4/D%E457\$U.M:9L^
T(%>QO9.DJHX5;25ZX.Q?2D"F_H!1?_HT,"UA8>0?4N!^@T&4F&G_Z%
ML@7!\$A7S1#*"WU54'5UA;=YW#JFN@UX8\3KJ)O3%#/5^*)0.MW8WUJO
!&'*D4'FG0!"V%0/_+.^GA8\$DZS1NQ^L>E8#6HOIYQA^K>0SD=,KH
MJZ:59J/%QF*IT\Y4FV-C@.!,@H7=MW_R5.OZZQDXTHU=31H85ZR2N>V9HN
MD.#49V&IGRQO39B29/J;AIHJ2N2NJ.X(_U<,NKQ60&D4[P/AJ6VH?3W>8)HE
M;VYJ:%'0M:E3VR"YJ)^3QKC-O#"H:I7IF@.+C+RP@L3G\$6F4(GVN9@YIK)!
MR+@/CWL^C>#:M>#641FWHD7@<*BT)SXB5LKZ1N[&[6'7)0)A!KQKWO?H2H_R
MYC8?<5>Y01@J4(S)/K4_=DD(=#Z0504N%&2W2"L'WH^8_MF?>7Z-
1Y!F)/>^(I^).^C^EMYR,P#TP'GIU"!7\$&6!CL%C@6!1G;:/B&C*W_ML/'Y_I?
%MK\9Q/R&+Y(27)RO\$[H<2_3Q^XN52L3"6;%Q_011!H8\PC9^_-3
MUH>)85K5D\$B6FNEZ;6_R#UVH*)G>L%!\7&(?",A(H+9)+;/#J.GA'E2Z5QIVE_M+6,%
(48\$3_7OJH8"H,W\U)V9CY7+?&U_"N^^SN_1(BW'&V\|PVD"G+QAHWKL4
M)H5AXQ)LB6D6\263J]^VMS,=I:XPW/\$P\$X#01_<6<)9&W)V@"/T[C2(0@N;,'M*3
FA70V!EZ&#*!.06,9/RAV!R!-(1G:*CRB="P[>|
M89CEV%O'/9I!PK*Z!=6852DKXLDUN)UF(=[<2\4R"_=B5>-1+K/Z^'QT2D\ M8!;#S3?#
(';/3(&P89T[K8D>>'U/WCFP=P;_XW57(KQ'!XV+9:5&9MM>?9J\8Z21'+J3(L;)&4
NT.)\W)*!Z1BYW(L1A/7M)G_M\Z-QTH,
!(.LF(2\I5+'E\|R=6#89UYD5&+>59R^?"^+J=^CH9W5VY(IRNT"#_M\2K/2B7
;MFGDKC&\4?G?@GUAPH,-(%'6U7R\$**@1E#N%. "%=9L0@P.5_
M@J/Z\$3_>M)W\$0ER\$ _AVAW7#|S|<7B%L1"LT)K)G&VU\$N@6(2_1*90\;6WTVUM?=G
M;_>W#N5J+;^J7MJ9^>8^%WOWRK(OHG*V\|6MK\|!VONSMO;A7*W%1?0K6T2_
M.@/T\|F0;3X3>/7|BU6A\O2PN4AXNF60!=&_2L\413B(R_.T<'B9R65Z@+>%8T
M6X\3|UA\OV6T8Q\|D7?94#>W\$K_049=):E#POA9%C%_?Y;:!.6#@B\$Z7K.4\;
MDI7;#TAN)RQ4\$"\$S>FYVS*BDH\!A!"H>6\9#4QCG(PGP!)E?H\8G9<&WK7
MHOA01P\|K>@NDS6\|)K2C6%5;7BZ%CIC5Y2>EYWCA)DS9'PS>1L?
VXV!>ZTRIZ@76\3J>SLH0*\$#\$8"&(=M%&8A*
MZ=1I6HS*2(3P%XQO2\|S+9=&O;1BE1^O0JX-S!;4C\|) #?/F^U.D\$C&4L@.*_M#Q?8\&
3&CGV'&^Z\|XGJ*CPKJ\X;A&*L&_V&#A;CD*RMT>**9A;6,6'/3#!
M14!/;<1KX^"7^SLO=B@@@8\|XZ7S.01\8=YXV&*;|<30S?A.JS5.@>U_)X&-|0%XH+!
(CTA%?A1S!|CE-7+Y403:>*3;|7K"LKPMZ#GETQ?N_ML9OV;U25+|^:NLU6_07\Z1!R!QO-
FO*WO32\|_+%-|3<&IP,DT8?X\$="T6"W_H5D\NM\IU>_M4G2&&KQ5B)*)\$B
#8163YF@,^)HX<5'96)%VRB>1\$+|^?Z!A8/ON>2#1\R0_MN3EBA"!;(X77YH)W\-\$W":I
LN^TQI"12SX6AV<9I4)P\|9(Z\$DBKJSP-H;-/
M2.HNF2W,1%L,260+%/_1KO\ZF)DA:C32\|2_QWO(@S76XR=3G"GQ.|&%)JH0
M;0U(01'^=A\|D4_C>KT>OUZX;!RE'Q7_?|-V*'F7.E6V>UXC\$5"&T0Z9<.P24
MH!P<>K>0U(E+7R"V\|S\$+T?GP;_!^T-LQ\$*H)%X3(5>KG\|Z)?\$7B2EAE&J
M+QAL@+N;+P\|L_W_M,&LPU:(BLQ\;YJOHIFLQ7HFFVZR]=D,1;'BSFW9.N#0%/L7?H?
F,Z_*=|;9_M9\B!NS6/T"ML.G\|M1'O3+RBS9;J!_YC9V_93@I-P2,)PF#R3-Q"CDF5(J?
5L/L^NS\8W7T\|B&)DR.Q\|@_B"U\$1Z)XBJ10L3L\|L1?LJ?ZQ?9=)ESMG\77#.IZ4S_M?
+95"S;#):HP;-9**F/*V\|19\3K\|M%3#B90@CGI7FQHF/<"QOI,)"8#02L
MUXC\4.\$!DX!S0%Y<>HV\67\$VMTV\HX5_A_O.D\|A\$2Q+GDBLEF'A.!BKV@\$(M>
<5M+VZAE'D=F\|L3&|OQ;VBI4TV8>|9M8AU+5500!55C"XNY"!@63;5(Q;
MJC*&?)T&S2<|L9^#3@;|5F8)<(D?/@11+UWNR&%@A'5D*1MRR0<>JGM6LI7W/#-
N2'C?<@6S>RNF
>'S\73Y;9L\|@ \$RZ8B%K!GAA=CEU&=BM/@M<91\|)DCRDPT9>Y496U8X=-.Q2(;T7F-
ED+3A*)Y_Z_MQJ(AV+4/JX>NA00W/KLUN\|@7HMAHTCL.A\0,Z2QT\TA9_L1=?(|/C\|SBN
M\(|D.D)K5^U\$LDZ4\IGYY8ANK.""\$H=3*'-#G(G-!:"TM">OG.?,5H8BO_M2;C_M@Q@
>M'S,(0F1'R+;K0'^9\|MPML;->|S8\$)K;(KR_-V;+|2T^:+Q="/
M4*=NZ=3#XP#7&5;+1@*MYO%Y;FJ,EJ<<\$Y?S_?GF"#00\$>A+/F3R2U"2_UT\|
M7&W1>|N\|F4)K0>;V5*&TT^!H5J;%R!UUT0Z,*\$Y0E_Z)5P5K2637V-8JR%-6^?*_NM

MPLL90J2W.UQ"C51[D\OC-U2D'0+HBQ.ZP-,V\$EJBK/IA:*N0T!=\$!X:0/GF
M_"VA"16*KBW83)Z M(IF+(G<,A_F\$3>.,*J-T<4FJ-9H&|,\$ZG\$<@G/4|S4CJ?LL?
%PZ8,!Z,^ M35*0)BF>G4>(EPI0L8/:(|+(=,|1BYM@?FQO@WLDRI8 N\$1C%=%)807;,@Y
M;32Y,FSE*;H=+C34Z|0Z'"9D/26.Y4GLW!(+R);EUB_B?(ZY'K\$J|-NC)A0
MZ#@\$@:;@BOEBJ%<9J<3R1HIUH|B() +7:P*41\$D@A@0_TP/D\$O|A+5-<+H%WH
MC.&+7TK9Z(_NW+VOZ;\$7>0(P#ZHYV"_(TYW(P9ZSM7=G;>W|65O|<*[68@|V M.|O!?
O<|<CL#DN+?B|GYP>ECSR)#3GYL&>G|<_9VMNSMO;NK*V|VMK^|5
M6EQ2O|8E|>M_+;#;DUV==1.=L|>U96WMWUM; >G|6U#^=J+2ZBW|@B^LT9L"&/
MM_&|L^V-L^;_E'+TLI+KP_ET:6AWG901V&&DXQO&5%6#5)258,*0KC8TQ8
M|CPZFB)EAJD,"X|F;38>IBN"\$)!;4'X7|KTA|2.PI^Y M?;@XVCF%&N.TV|6SH/Q
MW@|'_C<|NW/EPS70.D/0+|/(ZBGY|4?GTU);RF!P.5U(O^&\$,*Y,-Z?4 M^=P%14)8;
|4ZBYA%:N&/#VZR|E;(%X\$=OZ>HM%Y|C|A|F'8FJOWD1HUQGV)
M|B*)Q5'DAN7B1AFG7X8\$W\$PI|.RWAX|T%72?WTVZ*F|.LIW6L
@AT@HQ0/1,|^&7M"H\$<@ (ZIW 4H HEW)A,T|I'Q7:>6=;#O!+U.WR>-#>"Y1IB)<MYJ:?
=A86N1_L?|@#;8U.W_XUI=4 X@E|2Z0(A:|!%&H1AC39S%@PJK"ED06-@_N.|H4 8Q
M05WF/:EP4U'R*@|'"2ZB1%^/E%01\$(O0N)YW&YY(GJFLKA| MH)^'TW(' (3*|+/-
6LW_*5@VGS02#C|)>Y|>";UBJD7'\$Z_0*Q?@1VRC1H3PSB|9+.^
M64+;Z>R>A9!|=;6|%SJ2J0G@/?25ABK6S_8NQ7|S,DKB-ZJVO&Y&PJ)-7
M^%|/>62%|";_+ORW|K&/\$/A59 MKS_4IKDI;+H5|ZDV?|VC,RHX"7&8S)\$|) MJ3+;?
\$|6JZJZ|:OONSW1G8DF"=R;--|/\$5!LZ<|O1S!95?A|W".^P74X< MLW'F@|
(C*|!\$;!P1FXFCBFU@766?|^/PLH"J#+(YV2?GOET1(09L/M\$7
MJU3@ (W=K/QI.TDV^0B%6#@JAAS=A!2,K-*J<(I8!1@#*'|@_S0Y"%"(F<=SG
MHA!9|A++(B?(8SV4*D3.5AS|HR@Z6<#+? (P_W MP7-%QFA P%G/U6AW_
Q/A|H',!FP/Q G=,O*" _PHU(M O^0G /C7JJD)U8(
MK4T5WH2JFVX'4DH3%|/0WERGGM|6L.QM \$# '9-HD#*.%4J6>|VR|1,_6_&|
MOJ*#OP*PT^'M^\$1UZ |>3T*I-BH.UL M;NI%/OX8?
700R8&03.."2SN;SG6OG|Q/M"LPO;XE)1=4G"/S#|C\$%VWY(V9! M)8-
P57L|7|HEN&M|)W)|.6@DNX-|& \$X02)VO-PRFF7VA'=|1S1J7HO!LN@| M
6JOF9*;3F9;ZNY|WM@OR9CLO81+DC?R%'=|F\$(I\$%Z/H|/OW(|%NDX&VHK!
MB,!5Q@|"UO|1?;|YJM-#Q4BA#RI_*I7C=@6(C8AY:N" =XV23EHR/3:#>N3E, #X1
MPC2F!XD_|HD#>C#3FK?I_*B6J>*83+8#CV /5.M+H9@G@.A#?-/MX ?
^>_EDA_-.*;.6TUM6N5AE0*P>\$(OW/M84.-X;BD@|Q|);4K'-.|+7|F_)
MZGAV_D7VXR40%R,_)%*07&*% "E1X\$^|MZS8CTN#A>P;8|9JFP3(.!5^P9
M!-2NC6A,G#IR'AJZ#87= A!)1|'*&IYJ5H M' B"4A\$ \$L&"&01K@)&H_.K;2-,_GCYFDB<=?
0DV^>T.OVENWG6NE?(5XK M&09R5_\$|O^H%QM<;
WKV| "PZ2PX\$;O(Z)MVE7|D+TRAE!1%Z7D,B>|Q4.MOCF8"|W:<6U):XV&BRDJ@&8H-
OP5GE#=#6@N8N^F%:2CT.T 3NJ*1,89%+M)/ M<=%@J:++;.G'OP*W" (6D&?
F9#NB6%#@OIP2VS):Y@M11<.2Q2T8M%TFV9252HQ;)7'-F MM%UMBD-
/@JGY(NW:@3P<|!@P.*Z423H<;J-JG">?HXU=4W='L/S3SF|YZ,D|_V(MU^.|B?
^V/ESI+)30QT.V%(:K3@S|C1 MW^=38W|J50Z&"N>'Z99WQF.2#R2YC?
7E)/8^09(\$YVCF.EZB%B"(XC(' #>V MWX=6V+!DUBY6;^7URXH75VY39+
(#Z68PI3A_30\$ \$C*#C/P;^2 MD.H5W#-_
A1W"0.H:5C'2%X*Y&_N^Y3(=2+NCX3')"#V*,^7YTL1S T+NI%B
M3(=&E|K|N@:WG%\$>R5V\$UX2#KH+IY7 GYEF\$|43!T4R+R#SFX#AIY>C<71TD
MJ%)P: ^| (6T2;5-N0^F60)6C|V9L.E:(Y'6W?V"*THO5QQOSV/,7\$WV1X|Z MA"-B=|;_
KCN^FD<<*3("L:<'NS<&0WFHM0/3GPWN"1M#===\$,?V'4W^4-JS MHA+MR7BH?
<:8.UX^-F0V?3,%_E=-+Z_:P'Q@P\$A" I%(F'U=2"ZG|6'26(H M+;6;+S?
UKNDWGE37CZH=\$28"-G*H#V'!6P.?|SFPV2Z7!+QH"C_;;?O!9FQ M)""
(B8@8XO.R\$9|/N36&#:34C'(|@RT4NU&09^LH_DPE8ZW2|<0K<^B.4\$R| M
8+,2#YDUD0##|)/#P1+&V^|I(DSO"3H5X4OC)<#MP\$PM;* >RI7Q|>TP| (P7 M=Q
Y@O9@J|C-"B;^B8\$%XL| "FB'1-!>BL\$Y0#VDTR,SA@<+><4U^..TL=BHE_ M8074/'A)
+9#=#9@UM M=Z6@#\$YVU28JID|@QV\$?@X^&35\$&TFQ.'7.*IXD"75H)(H;HO|3#_5U=
|D_M=;^H6T;6N^,+6)0LCZS>XLY5<|55V\$?M=&3@#\$424YHV#^IA11;:
DFLO8!?"R0U'M(=O=*4-L-K:PX@YD6UH;R5#UY"|P5|3#3AA.BBRE6(19
M\$D,|7W8ID0UU4G9H3|FNU30P&A_TV-Z;1H%-1W%MB1@<9Q<;!" TR'L8="3&+3;|Q?
GX+L03J|Q>X>%D%Z%E4NUY%+@_PQT M_L2*0I5#>/TZ60>'6(BC5XUC#W(60%GB?
G^TAEKQ-MVSC O>K-?ED7+U;OJ7OH\$L'RW3P<|YZW+8JN-1|P,0|UBEPT@C|? .#3+JR
M|+9J)%9(X?XC%HJA:8|P|!5R/(TMC/SSS;|W L3T_/LF?3>IO#1,<*;4+/@ M.A@;-

SZY((N%|UIH9)F6Y4%=7Z_8M6^G|Y_PUIW+S*-BYFKK>4QUJC*02-
6*|8_P68*Y>I_?/W#FX7Z"8&R/4 #=[["\$@8H5S^HP*SQ"1G!U=:3!@2G(
MTZPLH&|4LG,7N^63K"^.<"Z;1OG8|H4+)N_5_F_,%\$H.%Y<=AS4(HX;3A&@<
M/(<088?GE6-K;!?CYE+CV(@_)-,Q4)-|/3R8PVYI%@N|5:"LB2:AH&|Y^M@/
M7&1|DTZ'L'D77*S>90=E?.@T0K)BP5ZOV@!7(BLV!(;7A32-/0+ N1'D/1BU0/R%V,,F
M!/"F<=/-C+JS"J-.QBD(L'9^|)"03?G+HFD23S|Q:/G(9,W@PGL)BQV\$ QS8D MY&5 K
W(A44"/PR|S_+M0&>+CA7&B%%WF,,&D#|5V|M6*7*V'(9> NYN?
D0J3N3OAD):8:9E|6V*E<; M)=BVC@<-?.HKJMW?+"X9'P/93.VN URN+'A?B@
9V+R1=LRVPJ Y#|*|\$4T(I M<(!S%P:OZ_-+/5V2\$+#"H|"+FY|A-
_HPPN;VYX<11^XT.VV=2A1Q+ R M3V_FVM_ZC0|0G,D3I+>B4=
=#WU?|M_6YSM:9NLI*8=NVFDG&|ZKM,R^O<80 M76A<82S1;95W_|0%QPL,J3|D
S8^CERH5D^=OMN?|+7|7VL(4>9%5+N870|+
M(N>BDN,+WCXP=SAQ*+@IU#&^|["I2S*", (FP;P2RS:1?AX'6%^'0*9*W:7<|
M%B%)\$G^F&T\$P\$Q"Z+^=|BI_I4|<_;"N(%1JN>?,\$?"OD)FCZA5NFUH%8BP- MH;"B%|
<|D1K&<|W|STZ= 6Q80;6\$@AFVRNJ\$UAW4AW)%YU*-.#XT3@*= _T:| MW8_7'4\$U3?
2&|J%R&4H#9 @:G9+*=8>I!GGKOL\$-:/1Z 0&=F.B|G2"|H.U MBJI@VR,L0L+: "HS=V^X.
(QZ8,8""CI@+Z2=#&)DPJ-+|9BS\$3D_-Y^FOS?@ MQ>I-32SR62%C>|RIMGRHD'PZP
2)AH)-R'-5G|8?4? \$N:(ZK3@\$#4|A F1< M2B| ^C<|)7 O M'Y9FH*P< T5Z<4GX|S7:Q#-
%"98C/ PDP7#^T,DM M".|42J.J.AU,*4R;3MI!Q",Z7TZT\$M-%R-
JN26Q=6=XH(*\$#VG0758:1DRP4 MSV88.6=K|I:VONSMO;A7*T1P|B_S3?9:WW;|MO?
_P?2O;|)MCK.Y)"; ^87 MJ|0QOU?OWC|S>|>? N+?|N_M*_ _C|NL^W|(TE.Y_+DW_Z|
<5000L%H53D M/_ +=!DW""T95/= ?SG30=|"/""% /EFS"<= _P<| \$OCH'N_ W|02P,\$% @
MR92065M'AS.:*0 T80 !D !X;|W;W)K&UL MK7UI<|M(LN#W^A4(3|^\$%
%1)'7WX0A9;N|S/+OML-SS=F-C/X! 440;|-.@H M0#+GUV|>=8\$@?
73'3+1% '%5967EG5N+GIZ;|9%9:=|GG=56;7YZMNF|SX^FI
MR5=ZG9E)L|\$UW%DV|3KKX&?|<&HVKFE=GM|_ M;OJN*FO|ODU,OUYG|?:%KIJG7Y|
GMD+|J'58<73I_ O,D>|+WN?M^|;^'7 MJ1NE*->Z-
F53)ZU>_ O+L=O;CB|DEOD!/_ +O43R;X.|&E+)KF\$ YX7?SR;(H0
MZ4KG'0Z1P3^/^DY7%8X\$T>%C,(C/ZKJG^IRRZU2_/MK|EA5YF?=5|:)
|^2|N"+G"|O*D_3=YXF>OS|E>6^Z9BTO P3KLN9_L|^"
MB."%Z^F>%^;RPIS@YHD(RI=9ESW_N6V>DA:?AM'P#UHJO0W E37NRGW7PMT2
MWNN>W^9YT|=63|DIYNJS\$MMTF2QY1_-Y,A>||YM(|T*737(9^P4/|PP|
MFR=OF|I;F>37NM!%; IP.F G5M@7|P/CGBO-Y/D;)HF|^G|_!X9V|Q9S3> MV;
|QRH>Z7)9Y5G?)""*2_WN|,%T+A//_QE;|8Y^/CXW<|*/99+G^Y1FPB|M
MHW|V_%_F%U.?SH^;F#_/S0Z;|9*8T2;-WN/8=97"8<2!'QTX^ MKG1RUZPW6;U-
X'96)V7|J\$T"-HEN=Q8-A6P.>*P@|G5|_X+^G/UT M/|/75/0CA+,-
^>7|M7;^SO|;=|_<3J'M9=YK#?>_V^REY|5?&2P9BF! &
M<\$FT5)PU;VH#1%)DG2Z2I5N' 8OI?-DDJ^Q1)PNMZP30N|E:>| \$MRT/3R| ML,CVR%*
%1@:|)6|9;4\$>=*OD|G|)'G0M6ZSJMKBPWJ#LP8HWK0ES+^I8!UV MS?_K|O:|0Q=N
3Q1|84F""+H91R" |I;|K>@EN/RT:G#>YJF&ATV_&519BWR MR/N5KLO/KU|_EMRO
::D16^ R(Q)705UD29OWJ?A(VI>T76\$|W7RYLU=>#/_ M^G|U%3X#H@B?40>?
2=ZM:Q#LK4Z_8L#D|O: #/((=+^|*S:|R6M?3"1-W"ZD!E MP\$PU\$LLZ0T0VA"!|MV
M%9S;RT_-7<%)Y6IO|45#%G6;G;4'=-"RS#M"PI MH;)M"W|J|'Q9 MLYV
(_0_J9038_"5M#6ZC_ |LI4)X\$TO(I-4.LFL^G)?|/;|^%Z7FFX@*| MT_H1?H^Y/_8&|UWG?
PC)A=V|S#J_-;L|.)LF=;CLP4)!%8)*-AG^* :R& M06UU7F7&@ @!<%X4/ZLV|;) |Y?1.
(1Y(-1BO_-@L@\$0!UD^CE4B-\$=8A\$ M\$C=7/YD @9O&E/PF (J;|I.?
4'H!TNLE6\$|7)C_L6QZ UP)TS8M:-A)VD*CR0.WZU*K-%61&=LA@J2I-7C>E;K>!) Q9_*
<>?RG) M>|KD5DOZ7V9@'&0?<\$!+NNYE9?HSF/Q&&U4 ,XDJ|XS)Y#|!D/|9>D3U\$>%
M"P\$DM,FR;8!E5HT)D':0."|=<5X>),Z|S*Q28'ZPRLHL MVD>+?|?8D2V\$B"|+W0(*|#\$=/
:.\$L|)#)"OR":JNJ\$NX4@=%D6+,W;?D VU4! MC756>-&>MEHG:|:01: 6@<4.I!VYK+*H|
D0HC",WQ?;V'D|A/X=Z+C)RH\$ MWS_?R0K@Q5"@P_YUO4@=5.A(>^"6
>6:/E^!_5)EH@ZWN%IX&|60<0KCE2|0 M:\$E>|D2@:(|_145:K?27@4Z|Y:\$I=
|2"/=HYJP70%/6|*?EPQ|G:?\$R,V* MY(?+J|DE^\$959?7D#Y>3J;N
K+X;2F(+/1Y!FB7JP!7SCMTZJ\$M94D?H4< M)@?(|J1|H5!\$GNI%X @SHPQRTPP|8OT:I
!2DR#=B;HX1|=|U@^*;|S)I M7|CQ6HK\$U-/3+"9K|:"17E4/H@'NPLVZ05EX9(!:?
X_-DPNP,5ND0)F*L0:
MQ<9_T!8!\$XT(HBJ73FIY|!.EM3TRQL1#NW3X(BC'G,1X4T/H\$F2M(9P9K\$;!IRY\$.&RZ!
M>9LA\$/#WD5UVZ|2\$>N.UQ%>AD0#-X1G@S&66.P43@?HM\$"0A! =8YMJQS/5!

M@GY=%WI=.X MJC".^:0"0/[28&FV_"M56R^;&0OR6-#)S\$0\$M"E.V!2D8@&HO
M>P#QS, LGY;HFT?0 M9% @Q>B68W::E#S!H6GGE*IH>E\$(L2Y4+*J)(-H6C7;J4N
MHO+N|4L;4"&(Q+0JW#*1B>PJ\$?X\|VY1=5A'07|&\$WEB+FSU&!EN>66NPJ0N<M
J.2&&X^P5U7?)U8*-ML*I YBTH/V+ZI"L-Z)<0U1AT0Y0#3\$D0|:M6L(T&7 MD?
THN"DK\$|^8<|+Q_ =|NKN3 (QEH2#0"7<|6L*7 C6*":4L-76:V/| MALJ*@K43*7D?
F;\$JD: \$VO;!L0(VBV0#V=#;'- MF1WHCID|;ZJ?*L=KPVE0RM#0N((H2)(4C>;
|/%IB;18D4QH6-XJ989M@|\$QB M>*A@:HV/0*"NP1N#/7W5,(50=09J26-
64MY/A!C68M!/*"4MOE, MOAG@|X?99&XMYA1_702_H-
K^PMCD_'FA@8T6.VP3P7M%;F;(.M-QL;CHM79 MIY-^0XR&CFT##@8BF+R@
5\$Z@I3(LK5)6A9FQ\$S&|@QB!WV!A::?,\$;954P_MM*TX82C!T3-X,("AY.>A?
\$T0%XDBZT* <83B4)C%6J7_)1GX;XLL_V1|QS|- M826Y:\$F007,+--&A!|G?4\$|+
H0R%6;#*-VZK\$OD;D0HJ#>|2P@+((WFWI\$Q MQO.3>/42?/= P(1|G
|8V/|@#%#J; "3V=QA!5/*P^)B&(5J2J\$.S!T46ZU\$R M)S "AJ9L3J0-
!M;X=B*!F|&.6H@)+ "94HGGU'30?KI(E8TCOTP&%G\4.Y'1R M|F^')*Z|,W%S/
G#Q@&Q&ZNZ4)Z(=L61\9E"XC:B(#|HWCA%E@QY^F0A#K4B M#KC6F2%_0FB HRUHJ
#M=TI:MA(I"UAKKC6(?&M!HHJRP447"O+*",U1!DF1 M>>E6Y142X@ -V@3L7& Q9U!;
|8-|#\$X,8.L!4S:P|7W=RNJ2X>H&T4NF@!UL MD)|!"S?LB?=Y)S&I\$-
FD#JR1EP11*Z28000#(@-P^L/EY;N| 3V-7\$@,Z3J M*V'XYNGCR8;XV3NK^J|9|
|*)9Y#8/N#X'FCF%5KG)(.76>DLM&5,BT8AC07;
MB|RE49X#5*='A?;-CH>\$7'1F7SGXMR3Y*T/PR+%Z"=#>K("ZTWV7:3^S138
M:@O4VR9 U."|9D#0!5N77JMB4-TJ5?C;2K|6LRC*3%.32BZ:?M%9SV|LY2>@
MF;@N8'\$(FU?"^VI393E#/>YB@! M'VH7HJZ;^L1:)QBQ|) -1L'40J"DOWA+7+*\$!36
M4J9K6@EC1-CCC74D\$%E5*K3=2*536+;| "0M*\$U;E)I0=Q))8|&)30G"W0MGW
ML\$(S!+'\$^0)*Q|&\$:MBYM>&!M@F72ZPI|F;T#N'1YD#15L* MAY!TYQ"KW5"47K?=J%
L)?NUPX488?:FOU?-*UWMV!DD+ =489&-!ER&JGU1
MHF49"XZ!WIV'BA6(9C:9_=Z:OBBM1T(&&5*|Q662X<0H;B0\$SXXKOFB5TW_5FW
M>6ET(B#XT\$.0-R2%()5\$;!OZ(FH'PDGR/YJK"IR_ A6^\$&FF)|T/\$ <87)#!X M?
D/-1)Y27X|N=%1K.^0M"*F*/+?DO6Y!8=I9D1\|8"S40'Y9(1< %,.)#>R|
MY03PX>U!%UU4|M-(;HCE!Y&NQI#^|XZ38#7X.8(:@_Q\$,A&"2478^-1XEGW?
^!&+LTHWH?0**HY0|U:5\$DZ*DX;6:8XD0>(D M@24Y+NVXOTL^-AMP+;
|GT^0D>86S_9MF>|LNC|@OW2I9>S;+'=1EH&1 JQ?
+E4NTE!^SLD)+.MH!*VP4"JGAZT9W M;/
M*X|@85&#Y"&"5<@Y=91&|MDV%N*=02D1.&" M2<2B2_)=,*@J\$ _|9-
UWF@9;U*K=>NDH;1M1#|F|G51NHQ6=|9+59H'UE-Y*
M/MFFITB;+\$>B1RB0UWW5815BLFB;3|H|*#
FBL+P3NP\ \$MV=:7J2\$A<DKNMG:PD5|2L-WW'5!VP,GJ(0TZ^0GLVJZ!;E_H
M/M)!FBCDV&(#JU_JO-!^ECX1UOV"Q\$'9\$UM?_@1W?5EBV2EI#A#;PGE#-J M7-U0;K-
9(-16X)N0ANGKXT.W&2A @|D@<8#GLAP(/\$MPR!>4S4/VY0EMZ&|M")5|8-
12BD>Y(LWSO:V|3EU.IEG\ (7DK*KAQ0U5;%R#(K8Q82"XY\$M>=!8 M7!035N3=\$?
PF)F|5DJ37368@R0)RZCLPW_YC!/?%OM_|&D2C +;;DNV'&0J^R M"GRU91I9|G|
|Q|*3G0+ZG>7 MYYM|S,KO=HDP\$0K#N3|A;O^1H09C|5')1|:6.%CZ.?A
0+O"P<\$:3(|H#*;5@(<,4&,Q|AX+1|2"Z^SD(AC("74DE*>UMJ;% (0I*QH7L+ 3308?
V)_Y|_04!RK-Z7Q M!5 |=(K|23Z.;D%V@;I?-P4;IQZ5_NV!Z!'VYN D/TNF1K-
\$!4KJ=FMUW"A@ MJ;05RXS|(F'1%:8P,KRC@)PJ7HG-X&LDF'O\$7SISZ/@@|E"=|(-
'\$JNU'3@N M1K'SS,HS3HQ*'CZQZ3H'Z;)I6PH=^A|+L TNH|=|=#.\$W, ',#9MC*5?
BCE|Z|8&#!5EN'SLM^8DK9VW95\$(&JH;AVOPT!=R#9 MDT=%6SC.88K
)M=H^R);J+1|L/J|DQ"CN,RM=EE*Q8YFD7Q!AFLW,F<0+:F^28=X?
#/VMH.EH(##52>*H^(-|H::0 ":9ZLW C!L|!W*VM+97+|6G&L,(#_C>|"QP)BLLS;
<)>7!70!X9 M1P T<-D9'))B;9/>;@ (R^&I/HXCCL>V5K,9*0,8!|+*)/>|!(=TD#TU#90C=
MREM:9'T+V.SR'(Z'2G.A4TS|@+Y;Y43-D6@<+^T=#XQGPQK69==IL/9>|NZX?
5FC\,7JQ%KJ|4B"#E("8T&B M0#"0MBL:\$@_43|U&8M-
A8'4GDB!5'.&@*)OC\$|!:2222\$_.4"?+GXBG7@+4% M7YH<9'#ICFD,D|7>!?
+UH/8|+IV3X5,^\$X7>D'0!2,-"O|JU/5CV38U\$>.1 M|ZP)YT!;?
*8>B*K0ZS)'A82EAA@M)0L8BW<|JESU@6L>V!RG.Y5&V| O3X.8 MF0R#V*3ZQO!V\$UIP
?>=BDI4)E*H8|L6%:OQ01B?"QXLVJHM0VO' M.Z=(>H_? Q_-O<%
/.#!0"!S(G.V|_V+N)H+^+@Z5:ON00|&!KH.76 MY0DZ#@'3-
2C,|F_K7QMRSY%UI&5|9(AJ+=DM(%:G!#U&0?R8-MV3|)0F,*-Y M DPN3!*XPD=?
*I9<5&.'Ij8)\$JRNS 3#P"4Q?Q!E(D94=+S&G6HB7|):F?

M"5.4^'B8TXHH/M0451B/M:N@^!O& # \$DD(N)R1EC|D1.J: #I2F_TYV3Z56J
M9+'WFM5/|B>"\$=XZD(I80)/T: VS?'BUAXINF5:U%D^QL
MP>IZ1:\$3Y2M0XH(Z#E6;H*>5D?DL0_F4L:|>E1.K3B7G%\$^67B-T%CFG0UV<
MMH_BUW?O7KX-BVX|JD8"(RDHE&?1N," 19&B5A(N0?5\$/1VB 6%=>T&D1
M&HS(R>U JH|*>**=D648UA-T6(AC)O9XA V%PO)8+I\$35&6^8'L%+.|>Z8T8
M=ZZSAF09CLPQ,I%;8=LLR\ZJ)\$KF\$3|P 84|X2JR18%|,LI1D;FS.DXF>0
M7C;9!\$N&-00&A*V%H>EDI|K!;7%2WQ))#8^B.+DMLPFV%:TX_RQQ*4<15L" M-
H&O^-@!^3Q4MY MT3-|7*)V&MV(16|RIUL*|?23"1|S9G%'J'
&QP,5)D_C/T|0LQA>:|0^ZV9R#;> M.\$ \$FD8N/V6>40|Q|5^=C,LP=>5!VP>|!A!=N...;M|
<@KCTW6,>5IL#=4G7-X MC.?I8)Z UT,BO-DEPF\BP';2Y>Z5J0)M@0SY!|'+Q(U%&C4
YR(-"8LK" M@X|_%YFH V22|D)OXO/KR.1=YZKJ2#Q@W UOP;+P_)#9"P)%0R.)"DYDU4
M"ATARGG%3'5IL@!M9(_@NQU+Q^P)+NP*,<:,|DH8>4Z;W9ZEY:O1&=
M=^#S=%P,D24?7MJ)40&^7X CN\$%&>>LS@ 45X/@T##>D8IM;)O #<:\$3 %0^
MX*DB5@O OS0CI58/3S5N*W0Q.SE-3P6Z0\$ _6%6\$E&(@.:QDYVF4YT156XG+M M.7/J(X
X\$OQQI+ #OFJPT@VI#!TVG.L)/0P:(FHF93/)=*J2LHJ:@W6|>U(X M(U9LK3|W;E;0'S
:Q4UH\$EHS3;#N#17D>1HHU(*BB7E6/'6 Q%\$(HJM2R M!)O_49=#>QP0|=R04?2T
X2;VH@!|,3U5V M7#%3-|7L%NX=-0I=B@P!|&&^%>%=9S_,^%R K|:2S|E|J|<|XPM/_-
=* _MHD,S>\$P/ ZON8#CW\$4+O'N0YKP:|JN9Z,G=';6QZ'",S1,_RMB,OT\$0G|*JT
M6/34|2|O&CKW-7,G:78GX^PQ#6DC/%X)!6M.N1 ;U!4-SW8#A9JJ:ZW@|WQ@
M\$CLS6&QZZX2R|6C 2/N(8?(L#OMB 1.LWT=2(U)F43V4'#:'|'^AJ#S-P M^94C@\$W?
@H>C!|*58RXF>-763=U,*-,0 S.<+RL:BSPGH APM;O.V%(%"85V\$G8XO;Z9 M7R5-
N(A+,9@!0-#X+O?|X3X:P|7Z/PI\$|V%W8\$.:IRC?<@O*A0)0CRY|74 M5!UD|!,
|W01V:M/'*YXSE,@4R%D7|5@.,)HV2INI(&"W|:90)S;S.GVR|W2 MU)YF:1RUI+
|"ZB07|+)M.:%8\$JLBTF'9 'BD^N34,;ZH_DPS0!UIT<8@#A6 M?
^ED_M_0B490JAQ*OW+UNP1Q%#8@.#X-&Q,^@|Z|XKSL|F|WV)0SRPWSJ
MNT=PXQ#@L-EXYQ!75R_-NM=
A|76|H/UE^X|W8!EY\$S|X,M;|%Z,7Y@!6P>46)1VEI1Z&&\$0Q MAT9;R?
D%I=*LHA+#S)X\$HT27:W1&(0|.UEK3R#;84+L",BQS%A+!E|68%N3
MK#*2|J#VR|!'T);&|1>*V\$Y'.*5=#8)H:'UN=(01U*V\$0U%+!_I|N+
M#4XZMJ@+FCI(#GI#|24J\$;T@#2'"SB%(F'63W8Y MT:|NT=EDU&
(H1_\$T698#\$V\$#SE"9J/C|!%Z@_(WW89=D%NMAL"
ML&\$ _S|400|"22GV5C1CA|R=|BR1 H609,|:H4'S|E;()0QQZ44%Y1QBV
M'%8,D5|SCZ"8E<9.8=F?E36 MN/X_A+A?
=ZP@|BX9;8@R=2(TM"Y&H%M^CY=DDR6^GQ|>#;:@3|CR|/+|(:^87V/<)_KZ|
M2*|NKM7+"&;J: #R."|H9|6&(/+D^&.,&?#F+MG=VVNC=Z-H@5\$6'UP?
F4KDH>5ADX4BCK8:W6H;^|C3G&4R%EALV=,XJ6! M:QLV,;3!'9|6"@K* @E:=-'K|D-
72B%L,TLYV%|@B=|CB3947R ATYL9'+&; M*9'KV?5-.K^|0G*-Y*+3S0X)8F4<@?E|= #&
|2&=GL_3B|C*AG_/T>GJ37LR0 M|>?Y-=R=7J4W9R
HE>1C'5I#K7%T/DOG|QL:XRH|/Z/7K|Z B6!<6,E7|5T|M
D#.SF_2L|,I2>*K|!*N3*|HV\$NX#H+Y9H8#WCD:3;Z91K/,>>J K*.,+|_/T M
|R_.TXN+Z_3|!B=&I%\$;*K)UY9M..NRIY.P M/\$S16J*P7W>:3V?>ZB=|+ZX|HF1/V"CH@?*<
X!/?%0|GIK9MMF,34MCV9(EE M^AS(X&@QV%M> Y G,(D2EA/N7R"OVD%\$>S|/+F8H)G
M_ (=;X+XAPH@.,CA'(-N|\$WN!'S|>LZ.E ^M@)+=E.132"^>,9!S>FN#H9.A-
MN|V5|+DDQWTDJ@E*C^Q1>&RV8F,'^TZY|W9C&#@K-^ZZN1U(ZT|L84%#ZCX MK-
8>(A#.X&+-7*1%_6>6='ITJZBE0K#@.\$#@7(9E9\$'IT0|>^;9;5^?8=BLN
M!PIZ:|%M5^:7R 5?;/9@CQ'RK%BHYLKR69N|;YH!:4DDSC-HJFQ;XS0X'V#/
M86"9'BFR,>?'^_J_2AK&YVNB'B HT7UL(@4ZR/PNA*2|1|V%X4^)^63=FZ+|H M=*[A39*
<7|08*)X?K5|!+,>;G7|+T1,LRSF!';>| ^?!|D)K#1T8DB@2,!A&S MK?WG |/?
XPF|MW|J%XB^XI9,:FM#=#K1' #5B|AWN=@BNM92QBB*V=H9|0?R MAOV%9;^<-
CR1OU%-:L?NL8^">803 A6:"R4W0>)9K&R) OC*#(>E)3?;\$!7UGE
MB3>T2"UBU6CV\$2@QZ "+635GUE+O@XX,7MR2:GT?)WH(
E&_6>/3;VB68<^RDX0'63&N@|= &2?3@W.,D M^G<I/#:3MG@HFTR5JSR-
1|J>_UI<&P6CXIY5|N'RB5_.=8AQ9_PJ:JL|D MG>4_J\$4|S|9?-7PQ2Z+C?>VJX
:JZ#L1|;9(-*#HQEQ*Z:XVJV 87+-=EC M@I*V*W.,<=+) HVRUO<|*D#,
(Y>X%N^U|SV%G10?;\$!_.*>NYM0/4,+D"%IP M|(+6,-O@;H/N(|1/GV5WC4;=H?+QKI:
<4M1=X(O>G1L:'|L% %<5M@HA/I# ML+RRIVU=U5|4E,7X%WQOH+U3Q8%2%;6+!
|.H+;GAG.,M|6Y@&I?;\$2ANI.^> M E9PQKCD+'>08\$PY-
,>=%\$;Z1N@J.PTLO9WZ./_ \$ #4QN,PS(9>I^>OY(7?P61

MVZQS.5IF0=&%=*\$)VO\$9I)D"77KZ0 H&0f8j;'_#.#MI*[ZA9+M?K+_8T!02
M!L%T>=%\$_&@R=ZWC1@; MIB?LVX|?
7RE2* _#L=!:HWP,Viy+*PJ" _!/>U&9T7CP|K4TJ|9ZZEJYF|^"=^
M/8^7X&3/!+P|4F)KZEK+"5^>.+,%JB,BSWU5HL%54/06!6;KJ<&'^_*8E((
M(0S4C7FH>RS'8U'IL, #ULVXXKUUS*E7B9==GSG|>Z?!=!WNJKH|'\$-N@T; M6|NK&
(1\$Q?OC|?S9*;SI'W _|R9|T&^SEGH5'H)KTXG5V#(M=@*UO|HF@T. M"?
38=&PO=VJR;W-H965T|F*C|)%|F)81E|U59F\O1RMKU_ '89"M1<7.NUJ+&ET+I
MBELL|7)LUEKPW E5Y3B<3-)QO64|NKIP|S|H|JPO5V%+6XH-F|HJDKK?|!8C0>47%;B-
E+53(OB%/:CVKSD^C|20@O4Z5Q?|FFW1M'(Y8U MOJ|J\$X8%E.S;7W|?
Q6%'8#9Y1"#L!\$)G=ZO(6?F*6WYUH=6&:=H-'IPKCH M&="=K2LJMU?
@J(6>O;N6REH7,>&W9=9:HK;R7K(/H29%(:=?.*+4IC3B|&% M-I(99QWRRQ8Y?0Y"-
D|5=N58;_K7.3|&.8.=@:|K;^#(ABWHKU.8LF/@LG M87P\$+QACQO>|#|H _^Z8:Q&W?
QYR/L6.SZ;3;WTW*QY)BY':!8C|)T873U| M\$J23%TUO?"6/1)|8<,O,HT&\$S7S6:XF!7@FT%
MUX8)2B|!#^*VH%D|)|?0|'T'<>J,)%X7<7N-?|@4/Q>A2W-FP4,N^&
MKZ7E):D3|H|K2, ^::W;'RT:PIRP(_3B=^6\$28Q%.W"(-ORPB/YRF?C0-/11O
M4S5M;)HZEZA:N6AH58/6'V*!1Q@NOB>E,N:4G>Q@8|4#CM6 SDZ|3XI, """)
M\$1C|JY\$W,\$0+=N; ^':GM9*CMY#MJF^OEG_C|H=(^BG.XM#|A-93L;6IL9\$2
M57B#8TBF0?!E6Z^/UC|H|H9|L7#?J0:WNM"4=.'!.2?_
MX|J|I3D=TIS^YS2 _UTM>RR^NFV#:ZWOJ+7&0SHZ#7MM _SU++4M3-BIC&>##@
M<&F/3 _A.8^&H0|)%@4>I?A2D7ELL2.Q8TXG0DTo(9:>J)#M,&C2+8AU|?C;P-
2@GDRY2XY-;XCUH=QX0X,U0 MH^R|:Y1;QUU\$70C621+'?CJ)_%F4..OC&5R>^=,IN4#?
DJA/DID?STDQ!0UY MP4E/F?PHEAWPZ@QG/+0%+;U18\$IRIV^X21
|I'9T^>ERP;"H#!S?>DF-BJ|MEF\$78BEKBU_R#YNE
MWF%X27JIGBDQAI5TO;,,,72CC;16OB.7J-7#A (|N=+/B-N1WG74V;CM M#>1W8
>7.|2;*@IT,BL:T+%@0|WL4S;4/Z4:3.*Y/YL&SBF^8|?WN#(2A>|M|_Y5|A#2DC
M**J7,U> '4Z;FHVTJX|H|D'L7%-HT)%=T#(E(887\$"J>@XZE":H/)L,&|2(-2
MSFDHV_WX/NV4;W@X7WNOVGO>PO;TM MO^Z2;52B@*BD _IAB'=WD#;A55K=^M;*_
(L|I'M D3;>X:39H MLNW#Q7U0+#H6*DM>2DZ:_?
7W#"7+5;H:|JY7R>F*=3G9>/;P|XP:KA8W8 _JZEA=)/Z
MD=SK&UW_MK@V>!MU4M)LKHLJ*PMF|/3-P9B _.@UIO!WP*=./5>^9D25W9?F%
M7MZG;PX|4DCG>E*3A 0?# _L.YSD)@AJ _MS(/NB5I8O|Y)?W"V@Y;|H)*GY7Y
MYRRM9V|H@.6ZFFRS.N/Y>,ONK5'DKQ|F5?V+WML0WH';+*LZG+>3H8&|ZQH
M|I.OK1_VF2#:"<+JW2QDM3Q/ZN3DM2D?F:'1D\$8/UE0|&|IE!6W*36W0FV%> M??*^>-
!5#2_7%10<)>G>YKHY>CVI(I0|1D)5RVD@1STCA@GTHBWI6L;=%JM--M
2.HU.DE5GJ=BIT2;_1BR'S/9<(3P0YY?F>G;^7Y>|CYW_%=510\$P_^V6=K(M";;+
(8R|JA;)|1+|Y @J;|H|TP%Z:;OM#I^RLK&J6%"F|2#+#/B7Y4F^S8 _=*MS/-
)N5|45:910<6+)>& M9?U%*VK%1M1Z?J>-L|H-ZDC80IL)A@&XJ|EU62;|K>0\$+Y%
|YZ38E: '\$P,BF\$5|187>?"C-PQ8 M& M| ^EL<)%U?
Q2SPL33M31CXM#?/>4BZ'N<;'E)NH+J6'?B4'3|EWOB|7@4Z
M _+W&T=T3U\$K|V^:)O3/ES M SVRE1|W/3UZZ;_
;|^Z:|_!%X/8@^JBQ#V^K.JDU""X|ERL!O|?P,0_91%>O
MV.FR@DE5Q0+EAH"0D/9ZSXX"|0\$4\$(0MK!?'L'P"P(I=|F|9\$Z:_SN9+WYF
MESJK\$&5,!*Z0/O9UJ|R:7)MED^.;8:??++\$H%@|+=+Y; JG1^079&8\$|FJ^W)
M",O"!5@\$OWC)3)M216";06NY#!P/FC\$6=6*_9_55JB D1S=/KK3+(%YIDS2
M25+5:TUOEG?5Q&0+JU4,O/@L&'K.VT*;^Z=7| _^T%KN _#&F#D.IE|
M2>Y)C.|*#T\$/S3KOG&<0J4DBJB<,"*2R |:E#8EM2+/|11%\$|SD1@_8\$8X|_K2WARR
NR.?>C?Q'91%|Q2T\$HN M6R_*-H/G@#HEC X?F'K_<#E,F)<0N4M\$01*%F
3HN3M.RY|V8*18;0|<)7 M@=D5O/M,"\$@>VKC9,P0X=Y62F""ZD0::%!.!-
#ZSR0KLZ8\$|^3.1 WZ, B80 MJ?W(|>.7 D,%T@;&1Q@'|@7\$8\$1'W8F!?'XE0=
<:KO)|YWNKPWR6*639|!)DE3 MM;|S\$G;O7_904>;_6).|H|H|)PK+SS2"!BZ/0E<@U?G1T"?
JQ/&IZ5'<%8A\$ MH<.'|+T\$0F/* "BP'A?+8-"4,MHLHQDZUPP3R96RW&1./QW6.IJ#_)H
M0("-FT*:QLV/;8B@RZW|DL\$?1MB ?QS%C3X|H F M,"M#7)M |2+!*DL&QN\$
M=)4'HS@ (8&U#" -AP _#8M\$&TI+5I0X3|3|6& _|N!":!'.X=R+<@LRJQ!%+A
MV%:/V'@ZS?(.)9NEN|%%65%;1 =FUW;(GJW A31A)ND>&*S)-VHV!%UFR&=
M%\$1ZJ:ZR^)|J!%(?X3M+%T:H-(AP4^4*/I M|+@-5R0\$# _ZW)X97SE4RU|H&:8D-^!\$;B"-
V^|3XMHMBV/FT O#UTDQF.-%7 MH|%-0@??QJHABKOB|@UV5|Q'XK#-
(4U=7.NR1#ZV598>3'5>.FR+>)*="X MW/*TW"2//;VC4%KBH|4&'*6B#(1=
MFEPG/"R|E _EPLXQ=T0GJ7ALK=@FY6>)PS*X-NLD7Y^>WEQ""3.|&.,%9<0)^

MY%'C\$I0&J)Q"L/RQ(@^L&LN3WDI9O>%<MY4;^:E^E+|U(M*9?
M/%0<2O#3I1=UQ&5.&T7.=42M,,E1PB=|DB0J|" M86(1\H((K)X"P*P!-
@C\E6#E#CFMEZF+A1W(98/(T(%0,1MZGV&2?X1(ME-
M'FNVW""/MV=GSEFRR"BSG95F,=QK_Q#V;B"\$S8P-GM?OL1*H&^+5C@&.:%:A
MAO=HJ(*;XCBRK5\$H| |Y/MSO.1>Y_GKQ_LIUUH'99&*.V",,AW>Q#P,P0!3:
MPK<%#?.5JR)02*!0H:A/7|Y_|%SE+|.:+|"-S:9OXC|M8\$@-B,P#2_00*U MH-(
47'INRKNX6%@EY^%YT8_&,+|X&""%0_C-PX:E@-02X01U%,2D=\$'C3/ M|N?5S3O:
2K=Z3_S&+;.8Z0%,,@:A3D=>,\$MM/-X|. \$|&<4L0+|PN+^_ MD!Z2C_ ^\$ZP|
SR7\0Z:P*P%F!#YA#R E-&/ZX>:>='IM0.QP2R^'08U "J1K M,TN:!)! S%!*-VH+?'P!?
YZ_#|YGM#J|_+?T?|_ZO2X'-MP@I M#ZC>E9PY!DNZJ<\$6*" \$L/|CNOH7|*G5+|(?
P_1^/^|E=1_'M'|5Z+Z;PXW42)R%^0|%'%<4(-E|G"@LHTEN0;I^67\$A,!
<&':A5C'QH*7| M"2'D1#-\$EQ|*Q@;4/Z".&#=#YG|Q\$R8<5@AZ1+858W-\$-V^PTUP
M24A|"2MQ)O?C5?5/EUTJM/S8*XP@*@(C|C^VHJ'1I6'CI(\$N|*K1/U'A|*PK
MH/4B|DR6|.1|:C_?&GM;SB1_O;J#|S@4|5W0?A"8<@U)DQ1/:1)9HKV%X!
M@FW#P'6<1:B6_YR85|A:EQ;'00KD^ZH\$Q PHJ\$GC@EMF/>X5#THA8KC8\$U"4 M?
R'2BUMN|Y&K_S|J_+J%|H@?C; '@|H|H)!"%P#*LD|J:C)XW!6_/2(T.9T M122M:%CKRV|*!
\$1L<@=3K3T|W'(C'TG>*R: +Y+3-(T:R|_TN8J\$WQK+_B*
MY@I.VZOA,L|2B|K5|4WUS1>L0WMA8)T#>;J|T4C8'J4ZPL_\$G>G|/"7@+3
M^AK_(06IDD-2US?6LK#3^8@Y=T10EJJ?7)E_W(ZC0|8|:*C8AMS3?
->MW>|FQ|W/!=;#FQ|= M@-EA3|5R/<54;QC* V:.'S(T+W6YL#|>N"OKNIS;OYE.4FUH
/JG95FO7FB! M|M&PO=V|R:W-H M965T#N5""AS+|6<;|RJZ:A<*, \$G=M('U'7
M#4=SGA7|TV/|H+,Z/9:5SK-"?%:DK.9SKI/12X?3_I>?_G@)IO.M'DP.CU> M|*FX%?
K+XK/"W:A%F61S4929+(@2|R?|_ ^_H/#3C|8"OF7@L.WUB+!E+^&R"H|W!
|+)MAGC|JR#-%MOO*|\$N1.|+)2_BNN2S*XX^-E:2#|5\$ M3%X#C*!>JR-
=ZGA.MR+>BL60,-C4NMP)-K:Z MQO378YK8.2H7/!4G?
01'*=2#Z)_^[21*GMHW56;)=S-Q/D7N:(U*R8\$FTH0*PY1H V+XWP!RM|WA'> M@W
)X=F+(<(>,GT'4/Z0B:<|+\$O&72C6QN/(MUBP3BJMT|NP0;BV!R|68CX5J
M_4X&\$RC&50DAF"ZKDA>3|N"HUUF/7Y8P&U%ZG>4Y(E?
B0>3\$:UK:M(S<24<.|?,#QW49.F'L)'&\$CN"XP8^B1R?4N+%CA^%00_?
JTP_CW|G2G&SWM#9|7T,#ID3 MQQY)@\$B#GE4.\$IK7|T@0
LO*|%V')BYZE(8.2|RNM4M_30C7I\$ "VAT|PK==_MX!T0SPE:|,NN'S&^XRH#'(CF)%|H)
|X72R/Q=O|,YF,&5>"6Q@U"5A@2?SKZ2 M&7|0I)".C_56->5:3*7*_HT9UL?K*3(D=Z_?
|+FLC-R&J" ^S: X:33(-LG(M4&|YV4:|26519KE&;?5
6S9)'#)UUK,JICWLBAEGDVX>7:KT;0!>6:6&-00 M)B
T:SD0YW(NS|+ \$6>HZ@1N@\$U/'3Q+#'Y>!QOXFSH+:(&O3KK"5^D|D M)B1TJ!
<9R|B-"8+(9RUEFS'@;N"\$EKM>&#&,7#*LPK,PV96RAGQ10G?C: ^CX MH=?
|/U|_E*|,*EC05K!@YPIV^7;QOY2BY?%EL:C6EZZM M87X/7U3#YD\$S": MOUG37K.F8S'-
BL),,L /YCNF.>|2#\$+^ ^!5|E0= S)K@!UGT)X%5Z1VYAY% M|4T(-
K|<<&T4RR(HTK^Q:.*; '@SPVG%/8 MNE)6|0,R8- @2@AZ",H@BDT/Y:WI>10)B
7DH/)=&,:SW ;7%!%;C@:Y!#L! M|/7.!W|P1UM7^WK.=MP=|@|:_F?",H|AT: MF| %>D0--
<(\$)_BM="Q3%.Q, MCL0VUC/TW@,H|\$<%= |R*|P+XKB6_U*&YC-/(-B01":|88"7DP)
MK8L8|(U9O(8+A|N_00-P71"2+=DU;+-KN'-V_:U"/YCHKHJYUO*O!89@
M@IP^DR^%!'N#K/JV5I\$;7DS1G|_@;8)EQST8O\$|9"(Q4S@4Y6Z N\71&KKGZ
M!K|^ (Q/YA+!A|_- (XU/3#KQ@R'X^(!XC!><:F*V*: ^UO|O8CXM37|T(4Q_C*
M|C:&!2ZV+V5'PGOC1XV=3|ZX|=|HS/|6;F+K#PC4M"#+/->IZ.R|_5AY3R&
M=!FS7>6O|ACQ_7|W6\$;SR_.N9:3|1#O^N)MY@>BM4/&A.S%>9=7/UZ3087
M69G:?:9P.0|_68BJ:-ZWA_ ^'|6N/"0>=:1-\$'3<>1RL|C?XO0RIO\$G_5 ML%5J ML!BE?
D@;2I&>HEVS(*LQ*:Y;@|NAG>(OT-'>|RL#XUN*ME8/= @9;:O4'I(
M6_>OQN*6K<:H|_ %X+M34?B(OB95;?T=NG|9?X<_JC|OP^M/^-,1Z>2Y.(>
M4UUD^#Y1|6?Q^D;+A?T4/99:R|GMSE_9A#(#\Y>(DTW-T9_ ^| ^)T_|4\$ L# M!|0(
_F4D%D-G3?AI_4_*4/_9>&PO=V|R:W-H965T D+59@W8*D+QB&?: MRB8J
MB1Y)Q|E^_8Z4K"BVXF;_8%@|B<>='=|CN3I5L@?:L68AKNJK-79:*7U^F0R
M48L5JZ@:BS6KL:<0LJ(:7^5RHM:2T=P.JLJ)
HKQI**|DU/|:S;R1KL/UWRYTN;#9JZIDMVP_37|97\$MTF'DO.*U8J+ M&B0KSD8S|^0|_
OI6X1MG6|63P7@R%^*'?>F4GXU<8Q_KV4(:!(K+;M@96F MT(R_6|Q1-
Z49V)=WZ!^M|^C+G"IV(KLU\$Z@IP5=%/J:|JA:7^1_90
M(4IEG|!M==T1+ #9*BZH=C!94O&Y:>M?&X3D#_':; ^UN)K)67E)-IZ=2;\$ \$:
M;40S@G75CD;C>&T6Y49+|.4X3D_/A<01O%XJ>/.%SDNFWTY.-*;|LFB!3EO

M0/PG0#P?/HM:KQ1\J'.6/P:8('YGEK\SZ\|P_BGC#UF,(7*^ZX=|(+.S<#B
M!3|W|_97&F)V?#7D*,_3#@.8QARHM9TP\RM' 4J%?.!\$IL%&JJMR?:
.,:|A"9+9>2+;EF|,9|"U>2UPN^ MIB7,*K&I-?S>L_Z"2GEOA&^TW##X2+ELQ?
!#Q\$%S4OA-.*;@)40)B5SWD1_3
M+PR,X)\$L=8=U(I)Z'@IA1CPW:B"OI*~PR\$+>6W3P2!Q|W3-RTU9^U_R<:W8K
MREMJKJV0YUVCC@I=-!\$1HC81?I)<OI MB=(4!2|B|^\$5HI(XC>21Q+/2\$E&W,BHI1')\$
J%D/B1|3|!;|V\$,9'&XHE+ MSJ_7NC9-#MPFJ,@5UGJ;K;56CAFHK6GK;L%HLV &I&BQGPS'
:)5W|2YI-OZ M'_,1U@<=2R.GLWB"U\$K4?(A^)^73N;&6LT&.'YUN MF..7 Z25K+1F:++&W'
Y%KF*\$A#3=HK;=_JERPW8*.9>XW6(>Y9MFURUPA2U@ M@2;NE@Y!'ILP1E#GZ9)R6!
((#-6E0Q>#7L;M)>%3)M-/TC|AH4|NWL#;,%^?I_M%6<.<+7E=&OI@+-=,P|T+1'Z!IW=
(V?3==/M<:D4!H^W.&A M5V\$|>G!O8\$,F-T>^K!W=LLDGF\$;IN0/0-
=FOS')=Z#9WV|,|A#SCUH^S/Q^ M;JHV70|SLTE'8YA)29_8(0L\%(AZQW*^"0;H;
MGB<%SO>?) +81(C';R":)SA,QZ|A.JPG#6C
MGOMX",.336RJ1XI%PAZY|P29.E@M9CTKDX5DTM|053H#^Y3S2VJ^|K=06?-
MU>M!O;G ?J82RZ^"DA4XU!TGN"+YE+8O&BQMA>QN=!XK;/B"N_13!H%|"\$
M+G'!8B;H;N;3?P%02P,\$% @ R9206100:=&R @ "@8 !D !X;"|W
M;W)K&ULC511;|HP\$|OKSAET|1)51,"|1B#2\$!;
MK5+94&'=P|0'DUR(55(HPCJ*+L&1(G2 M<"5!8SX*QIW!L.?R?<(|QXW96X-
SLE+JP04WV2B(G" 4F%K'P.CO\$;H!^| (BW@-CK;@IYE9?,LF2HU0:T
MRR8VM_!6/9K\$<>D^RL)J.N6\$|EXK1|DJV!MTNV\$FC>#4-+O.XX3+&6LIM?
PXY#1AJ9WF,9UR,!4+,510"U@4#|BD+QYU;F(A|X1V6M%|HZQ M)POJN*P6""J")=-
K:LDY;M|X,D48;YC.@\$) EA9P|81|H9XT?,ESGJ(^9.=H MP<-VE@7^1W7<53|1375_9
E+7RR&V^7-'.:"2?|N_LOD|DNK->|#!R H9+\$
M8@O@TJ=8|R!AY2;'X.0S*|&#E|S2|J42@FFX9Z+>OS O|^22/?(;I5>H3Z% M:
<&X<^'2'.U\$.2N.:EIPS/^ ^27@-_0_1:11%)U="|(S!+)UQX>4WD&LNZ58X M\$RVDV<=
./0.PKW^+)%TNBED(%6UM\$VKMKOMH!LW_?V9K
JLIW^TI9FAU^6="P1NT2Z#Q7RNX"5Z =_|EO4\$L#!!0 (M,F4D%E55.U"! 0 (X) 9
>&PO=V|R:W-H965TRL|93V MW|_8@1QW2|&J7R SGGGF&<^,|= %6R&|JU3#2UEP-
79SK;LKSU-)3DNBNJ*B M'%8;AO2.!Y^|I%O M; >Z8RYHH.A/%|RS5^=@=NI#2C-2%?
A3;W^@N'TLP\$86RO!|M; >^"TFMM"AW MSLB@9+SY)R^|?3AP&+
|E\$.X<0LN|!"619WA!-)B,IMB"--.*9#YNJJ49RC)NB M++7\$589^>C(39|D.Y;I!"=|
"4*X%USG"G|E M*4W_"^ AI997N.=U'9Y\$7-*J"Y'?@= />R?PHC;/R.)%/Y'G7|UTA+|X>|C
MF38XO>,X9D:N5\$42.G9Q"!25S|2=?/P0Q/ZG\$RQ|+*?3)\$F_<4"1^3S@>=&.;?
M8/FJ;!OU?M#8|YT_OOX)CT)DB>A8()OW|GYFE8QO8"F*VFR+C6/VH\$'^7.NW
M@/L#N'P'HR*N""88>X\$9J9@FA2F1YA2K?W>'@;J+KF&(+895?*,* M-
A@\$G2B((.SXT=!9">.U;T,X;,,S-(R#&/^C3C3HPXEA|+?#V/_18;RMM>FT M>|9969=
(+4)^X1\$)"QRK-+|LS'#|,P&'Q2|+FBDFBS57.*=|:Q(3T9_/B0
MKG|Z,AP8L37(S1R9T5*0-?S*';|JQ|^I#_C=WCVT_\$3+KS#|WISB*P?O/CNU
M7ZD94WN|_|N6HJ::P?-^Z8,<=#Q^|X18RO\$0RL,(!QT>CA+F 2^'C*-WI=,
MU/<|06_@W+ L0S5/S,&@MQ0|ZDSE1AHC&@.DP,Q(2J'K#"9G_?CCC_LP85S
M!N\$008X?1T>+|OW\$\$.|)|@DW| 4\$L#!!0 M (,F4D%EA@SOSM@(-.<% 9
>&PO=V|R:W-H965TRH*KL9-I70U=5|49EDQ=B HY M15(A2Z9I*U>NJB2RQ(+*PO4|H|
(M6 @,1T|D^YP&HAF_U
MQXW:68.I9"G\$D|G<)6/',X*PP%@;!D:O9|S!HC!\$).-7P^FT5QK@|OJ5?69K MIUJ63.&-*+
|EB<|&SL"!|%.V+O2#V'S"HZ>X8M%H>P3-G6N'S@0KY4690,F M!67.ZS=|:;
|##F#@00/P&X!O==<7694?F6;12(H-2)--;&9A2|5H\$I=STY2% MEA3-":>C&2+
<|5B4""*>|;.%F@.ANYFHA-V(T;DFE-XK|)#TO7A7G"=*,CE"29_
M\$|BDJ)7EOJ:|^@<9%UA=0.!|_SPP-|05MF8/F" Y?Y8|)46M*_X>>^0FN: M<#^<I_(@
MSWZ5CQE"*@HR805786=" MT*2%GT,O@+ #SF21(CX,^IW96|'T.OVZ!F0EF,(?0_V-
=G=,5^)-MME-L4IOW+;T>@?=?,KG*NH,"4H-Y%O^> K,=*O=&BLE9>
M"DV#P2XSFL0H30+%4R'TZ|9&ULC551;|,P\$|OKS@% MA%HI-(G3=5MI*
|5L\$SQLFB@P(<2#FUR;:(D=;&<=_YZSDX8RE8J7Y.SS?=|W MMN|W4GUJ#-\$|JE(?
3,RXRI)D&@DPQ+KH>R0D&>C50E-S14VT!7"GGJ@LHB
M8&\$X#DJ>"V|^=7/W:CZ5M2ER@?<*= %V67/U:8B%W,R_R|A.?|FUF|\$0PGU9|
MBRLT7Z|H1:.@0TGS\$H7.I0"%FYFWB";+D5WO%GS-<: ^+E /|H\$A
KLL2%JP90/&_@\$6;B5PF0:KD6*Z=|2GKY+&|O"4|B;C" M:@AQZ
+,V>@\$7MRE&SN|^/_3_;Y8:Z/H=OPXEG #-SH.9RMFHBN>X,RCDM"H MGM";OWD5C<-
W)|2..K&C4^CS%55@6A<(<@,/|GIA"HLG5%0ML.0Z3X"+%*|R

MHK:>.RKACR*ATM08]*^PL0:0"^=::(U&^OQM(K/<)&%E2IM'\$UC0"6U\$6
MCUS*9&!H42++JC:.U2/%=FJW5\U;U>M.=J%B0M\U2GAZJMB5054-%Q:7=<
M&R5+H)ZD')'C=U2_D"L-:|=T*TQ6*Y1J?97QWUC1TP&@SX092T(F&A,)FM-
M'NT#/B<4VC!IM_H/<1LOF/1N6LIOCO+Z;TH6WN6LF&T;+WERZPGO;N#M.&?
M:9.*ZBYVWU^F_1JB"W\<79+!QOYE=\$%&?^Q'X3D,>@|OM\U-B\$Z%#JFT1V=D
M\@C4I+4A69;@|9&S87XX"GUV%EOKDODQ&X\|QOXXC'I=+?4+J?7@8*M>\AS# M?
@V7PRBV>;#AQ;E5SX;C&;'ZB8XZ&|EJJWKXHXZ\$":5M?-=@_%HNF/?Y8W
MK\PM5\N<|J_#86&P_#S#U33N9N!D97KEFMJ/G4^G;IB*1JNW&XE6CR9=
|+A&ENYF*J5%+PT1\$T\#3POF3;|L=7%^;> MG;RZZ'I=5ZVXDTSU3W_A<+9::;DRO+E9
(>Z%_G-U)\&; M;E#*JA&MJKJ623&_%_|YS<1G3<'OE;B4>U<,|)DUG7?;|.QO!Q|)"H1:\$)
M@6-Y\$.|%71.0Q/AKP!QO6!+A|O4:_8/1';K,N!+ON_H?5:F7E^_LS\$H0YWVM
M/W>/OXE!GYCPBJY6YI<|VK-Q,&9%KW37#;20H*E:N_*GP0X\|)EWA" 8" (C
MMV5DI+SEFEJ=R.Z123H--+HPJAJ"%>UY)1|+?&T IV^ ^E"UO" TJ7K? (|_
M.B@V^<)GM5!G%U,-%G1P6@QP-Q8N.+G!^SWKM5+Q7YM2U'N TPAVT; 8"W@ M3?
FXKU8N2ST'!9X0?0&7KA1.#1XX1&|C^V#4!IAI=G|KEGQ|MEA|XWPK^N9
MTA)1|^|9K!;HL-,*)/.U8H7XG*,5%%"/HCQU<|_ ^8GWRQLJ1!L5HK?0K^Z1 MF65?"|;_
#XI^2-ZW\$;|L!9MW-3*T:A>L4HPSM<-DOF&RW-H'!8%IT#T++A43 MY.X1G*5%;Q-
RXS'S&YK?P/SZC+<|UNQ*)J6|,NH"PZDIVPE+/36.L M<>I&N5V|C-
;8#3UZGKM1,OHL%|);\$>4? .542M2YX;<321_ ;HFO\$=+/W3JDS M-O'/6."&
0M=WV>^&V4L&^+/@=?4?Z/LW%,XU(:K4%E2!;/|9 M)'9CGQ\$@+#+#Q8S=+&+ '(W#
>L/YLY0^@!6X&86(W &;BPIAG#!IB\$|KY6JH: MA\$0GGC3,U5=J:=2#J68:??8.?
Q/|4.2P'.|V*XY!O=BKF0\$B)H_L1FHA7S
M2K.)>\$+W4.*;>6X4&GK|#=#8K(+42; '(K|49JUJV<;1BU03DMKGLFAWS0VZ(
MX\$,A2!^X"8GCD94G0>3Z,,_H/5|5&N%Z;T+@B^2MXJ8+J-%MA:RN9KU%*D51 M^&?
NV'Z03P8|?CC M 8*FA-ZJ9.F(>VBQ\$F|V(E#PO,#S|FBV(D,FA^%3I*'3HX@Q" |VG,3/G=A/
M1T9!Q?|HM=(H#62_5YP"Q\|L,WH*@V=%/X/'-#?Y#C"CA.0*7!25%L4B_? MJ0^8-
;Y!B0=C\$2 +B|Q:ZQ"E;D+Y'J:4!U@C-R.)H|#N_=3-PM&7CIPAA>YE M;+;
DO)D#WL2(DMSRHI3EKE)@H72-,G9Z1GTH|S\$|UL)\$CK#K2.0+?"X|>&
M&H'8)Y>DB:F;|5,*6I4E|1C%,UHHH7R"0&Y,) MD=|19)1UDX@4VTBDC>&&TJ*.R
";|:26|U&"G")F>(%9 F+E1P9T=-^O5K61 M!(@T0)U3Y!2T7YB<;
|OVG11%+Z7)3""6FI/QV8GR2G"&XLLR)DM3Q39P#S:Q\$^8I.%F9/GV7%X2OU',Y(BK-
;F61DK_86(K_4(H|I \$>*-M;\$ \$IN@'#U& #W|=4X5-2 WF89&9-O=2L<>R9-8N)@PIA
TP';86.?T_FK'3U M(NDGV=G(|/=G<;C24| |U|IQ\$J_5"#>&2F GMV^QQ#1ASX3N:9#IZB
"60 M-D29;2CCU(D|F-8<.KXQ#"SE"=|8=|CUZ"JSS@1=5 M7>EGXI^A"GOR@KE')-
C|KK.Q ?*NA.5@5NDIU1/_L&^@.O75@|6)56 M."/(-|7.5 E^O*X1:
|5"8_ :0"OW9BR8R9#B|\$QC/H7)|?!T2- UT!X;MH+K
M;|2T'5.|MN+)Q3:FK%%=TR|_ =P4_77_|OF+ _1S74:SUBF@C-RR-)0X|JL"CT
MVL.O&A,DI/>VU5|H|JG|J|ZXIOW*((<&KO#8#9E?%-7?;\$;E ME3J)+8(DGRA;D"D)=
<&|/7LF2G;?|2F_S@T.Y,?(\$D7-"4-"0XI'AU>@MG
M7I)WF+EO*8PY!51D::HH0C8FMDJ|;7,YL%.&X,0WO08/7V+3O4.%|E#D|7U)
M'A\$4@9^XV>DPE2T0F53#YW.44=*_%L-1,B%50(%8%#^*S6?801SOU(J#DE0U
M??/RJ\$3/J*3M5|NL|7.,L|>%=JGY#VFI=8#@Q9+A|4RIP^|H|M8""8|7>J
M|'9CVMA%W^|1!;BY*:W<\$4T9M|L8IL|TLC&-!GO|5L&=\$>41MH)FI8!>QKOS
MOK8EIA FM;3DAC52|L;L8;P76#1OZ"?K@*LM<@CXI!GT+IFZ;:5=.^ (1>Z
M(Q: ^Y;#N.P=X'_H(-=WYB-@(% "7Z5(H"1>ZPWQ,W=S=?
8Z_M1\CM&ULC5;;;N,V\$'WW5Q!J4;0_5^95I-+\$0++;1;O MD&2M@|%
M'VB;MH5(HI>BDLW?=TA)O@#9H")*9TY<^;4.;EL_./W<|: @+XV==M=9;L0 MIA?
S>;?:V<9TN=O;%MYLG&|,.*W?SKN|MV;=@HZS@|IYHVIVFQQF9|=^L6E MZT-
=M?;6HZYO&N-?;FSMG|ARFDT|JKM+L0\|7EWFSMO0U_|F|H.8'EG75
MV+;K7(N|W5QEU_3B1D1|_OQ5V>?N9(UB)4OG'N/FM_551J(@6|M5B P&_CW9 M|
|:N(Q'(^#)R9H>4;?|T;/%_3+5#+4O3V?>N_KM;A|U5IC.TMAO3U^'|?H
MQWIDY%NYNDM_T?. %2I#J|X+KAF#04%3M<- |W7TX21 DV|\$L#&)=U#HJ3R
M@PEF<>G=,_ (1#6QQD4I-T2"N:F-3|H_'MQ7\$A<7|SGB+'KQ|Y-|ZM"/#V99
MV^ZGRWF !|\$V7XUD-P,9^P899>BS;|.N0| ^T:|L^)YB#LH;|L|F|86|RWMM|
MCCC!B!\$FWN#CAW)YXN/_O|Q_KI=|+|#|H6"!SKQ.ET\,1?=WJSL509'HK/^
MR6:+'|ZC! ?GY#;'B(%:Q;ZXAQ.X|FN+W 8EX5U|7 M.QC+|6QJW^1_7?W#SJ*;
J^&P5NT6A3@*J+.A@X<^|%" UVW?+*T'+;|NH&HU MJ.J2*G|4A980*094|TW|@DQ
!L|BD_5PY-'>5ZM4WO>|S\$N.ID";.%\$/ ^11 M!7F'_9\$2@MS6FP9MO&O01|OT/7Q-

9G08\$@K90.NW.P2C\$VP2.LW/Q2Q-YS"< MDZ,G#IZLT6U2=KW=>KLU(>J'IQ!(.NE;
EZ*DPUV+VV4#TB&28"7J*%+E@.2XYIV#3;5(U)@7A(-)S2\$:E+)J\$*
M15\$"YYB;24R43*JED7#)WU(56 @RN^ZW\&F9*"E6!#@%S0F/6,%RII\$11"8 M43H9-
JI*H9 /&6)CZ@\$)KG6B(%4)8LS!QBBBF)B):#M20@Z "ET1C79R8 M
&#.,)\$B@9D8J:4""9P46&MYI(\$A!N+.5"1>2A6HT).-X""X%7U5N2*C"TI#
M)HHY^/JL;^V\$DU0F!0^X&@).""Q@/KJ>BH^L2+7 QL. ?1ZEC)T=)(1S2D
M97HL).8'.FBS (^.@YG T#I)=*+5\$ZTDP"\$SQUK(V1^KX YH16(I,F<#M,BI MB\$,AN)CI
IY:."FFT,TT,GY&*,1UUB59/;!KLZ@,K'RG!733 DD*6:E/&T^ MU
H=BK:S.,!66A<%/LJQST@V)E\$P#"HHE:"5'/N>.)-0E1.6@#L-PJ
MH^+8*3OT&^K\$ _8\EI 1!YI'7,Q\EP@@H^YE,%TA)+ MZ,VQBSS:JB1-
-.4T%7!*I9)8,7W>1D SE,C&8YD60*#865\X\$DL.ZL?)@(%4 M6#-
YUI5(B)70PS@8#D=X+2@6!/H(3DY.&*88,%C
MR>^F!7P?"ZXF%V&>H,4".IO:,2RDX+,%TP-!/&C!+8@IF'\$-(RI1*_IV,U/ M+B6-
I=MTI>K@AZ)OPW _3PIW.ZNATO-\$3Y<#:'6;04 _U;7=0"C)ES5B:%DJF'=IK
MT<&VSB)PI _A) 4/9>=.9.ZK83*1 _400+P;G Y2P.5VG^I/8 _J#HT+O5BD MJOR/-
E79,1F@>*VTR.I@TX*,YI4G?:A/I 1@ _YD 4@>0;D#P3,"H#A@=6H-?
M! _B'!H\$K@++KPZKO);B0;CH\EV*#9%':J!4')?TRVO#B>3%1;K4TWW(3IZ>W
M?)'S.8JHKM%E'(MUKGF^0#5S*I*R#.58(*N1:Z7"D5YPI*VP-"T>-
ML\|M3L\|2I&++X&.'1\$2(>|6T- M'AX\|X='AX<0!8|0=PU&I- _K!,?SZT02@*|TR|;>EM>|K
M==^N7JO49VI%8W8Q,\$N180*>#:- (0#|U<;>\$BQ\$\$(L A)K#9&-'2+?I3Z= M4;5\$-
\$|07!RP|VM^3U.6:V4;#Z=4W _&HQ,:E6/'4N)\&)X%7 _)T|W=96PIZ
MEG(14.M:&=:C&,GQ@^,(9|'(F,V;L|8OMPJL6-'QOC|\$W _2H;9?;\$1\,NE"
M&^ _|F^>20"LF8P/3)*,OXW1JL59B4UV M,'G" L8=F-92I/W1T-:Z&
<,%%.W"@;@&*^,SV161Y7-'|SFC|0N|2U8%85 M8*_5RTX?9X<4"IU-|7O+
XFUJ&*O28B|YXQ"9/FAFLH+@S5VT4W7H
MIV>MUN'M^1W@H)5&4&IMY#L>|!#N1AUQIR> _6NIR00B8|-Z:UGK@OT7=*|Z:/
MK;/_JM\$ L?LM((2JU-GS3TR0NYZ8IK,^&+) +E3! _W2G:FSNOK+>34|+E#EEI
M!*76YMZX-NQT',;#SIF4)GLKEABJ%--!'7XK;%"+5JNU,@K/FLG92HZP+:F M:F&;96.OL-
M??3&I ZW>/_6IV-|MD|:4&M5JP4MCC;/%-I*/L/O->P5;OP5 M=ANLJR;+M?
(#M5AXWSR1<|J3FU% _H.T%:4=%3;>|J _A=V&ZZ/(%^|TDYGO M|=6BF0JES(F4CW,A-
U0F5FR@-@SO^| Q)N/1Y/2DF\6"5AQ|J;7A-V8,N|W8
M|=*8AQ^A#^K&L,6.C2FL8%X|JIO?S&D=YN|JH6@:A&46OL7B|98
M\$K>Q _'.ME:9Y4HS.O2@'2;%X+;DNALF=;;NE^PX2L7I,TEW!0"N-H-3:|N/
M2=P>| ^;J=V-LS-/#+%|A.J:K\$;52OGFZ;ZL7 \$1)FL:+%8!VA%>6)N8Z^|=R:?
+FE>P _2OA_% M0.87ZH*|3*VO@RW%#QU6-72.%+B=J3NGZKI
MH#3VDKCMY37/>;,MNLO^A==SN<|Y52W,DOE7J%!72BH6@BJ%D&IM8>KL;LD M>-
T5&M3W@JJ%H&H1E%|H|IK3-S6^'^EEJ#VN%:K _GRQEUJ"FF,HM3;|QAP3
MMSF^I@|0JOJH8095"T'5(BBU|G UAIFKF\$FH(895"T\$58N@U-JIVAK#/'H|
MP^R6|KVI|3#%#%H!*56T1 _N|!'-F%R4FW,5*J= _M>|R>W6| ?BRW/;N3|
M9U&UC;>1J7857U.YX+E""9L;2> _XQ&0OLMJH6YUHL2IWHMX)K456'BX939@L
M"ICOYT+HIY.B@NUVZ>E_4\$ L#!!0 (-,F4D%EZ^ET#N@(- \$H(-9 M>&PO=VJR:W-
H965T.|.#5(|Z M!V#(4|&%GGL|8|KW|?9#@JJ+V4)
F9A|(^|YX)YM=|8.^,FLI%M8@7DHEPH M?LN2LP*\$9E(0!9NY=S.Z3L?@"
MC1ZWP4QR|7|)H8Z=8G!6:2.+!HP|*)BHO _2I:.\$#&,4#@+!A*<"H@80G0|
M&T#LG*FE.|2:F@R4_) E(U&-MMP9CHTRF?"OO**)QEB#/)BFT%V|,"D-N
MLDQ6PC"Q)4O)6<9 D|,4#&56A _*21,%'\$@9AW -?G Z/>N#IZ?#P)=Q"ULSP|;,
MT/%%0WP#!O\A66NC,,5 _|3E4<|JG+;LKW5),YA|6-<:U|ZAY.,|T23XU.?7
M6Y*E;T3VPLNH|3(ZOIXL;,D,Y80) D|9:&U-+;DB>|HKZ/.QYAL|GO;|9-1
M&\$^NPC\$FUK|KT>O _.,# BB+HZK' MK>KQ4=7?I#W.5BU=8YT 50*O&
|QF!B4>)>W/0=)7&& _\$D _X'SW!-^)^V+V|ZR M7ZG:,J\$)APW2!Y=37\$W5+U?
=,;)T=_E:&GP97'.CSTH&X#S&RG-<|<^#^W? MA^004\$ L#!!0 (-,F4D%G3-9DXZP(" <*9
>&PO=VJR:W-H965T MT9:+1|D&4.@HTR.G;52Q8WK MRF0-.9:7O "F9U9O!F9
J2'2V _A3H|02&+^%4VE^TK=:& MH8.24BJ>UV""|@YRPZHN?:A _V/WA\$8!7 |SG A(8%
#|J<" !K@6V?40+?>;2D@+B*W3+\$IX#^HZ?|,3#(D87;| ^/7*5W9'C= MI(X^K:)
|1Z+W/73'F5I+|)FED!X2N%I*H?;Z9EZG8P+*"|1H/3W/;JG0 MI'3XH
4>GP|W.M0,FG|G8/D&Q _C:?'|U64HE|)7YW69Y1>FW4YIGY\$86.(&Q
MH|)"6(#3O3N37 _8^|1FUSG)XC.1'5CI-U;Z7>S1-Y\$2IA|V1*R/;<95!(\$E M,,E)O*&?
G#M!2-WL^D)9Z!V&:C-CK9X07A|U80|\$!HT0H-.H3'19X,L2 _L M2G-P*.

<76H'(48(+HC!%F4X'LLV!3N;3EE*C*DJJC>&\$3!9(KG?9M=7\$&I1)(=?
7^ECH\$T3M\$>N@D:./=0!(&6*)NH1&I) MRH||ZW=(V:KCT&X.O=BB-
/X|\\UP2\$!67/R02T(4>FIJ)J^=I5+ME>O*8DD:
M+"|Y2QA|J;AHL(*A6+BR%027QJFIW<#S\$K?!E#G3B7GW(*83WJF.;O(@D.R: M!HO-
!U+S|;7C.|L77^EBJ?0+=SIA8(!\$O6M?1 P<@>4DC:\$2<=^D?
#';C,L22WO/Z'EFIY|60.*DF%NUIY>M/9,LGUG@%KZ7Y1>NM MK>>@HI.*
UMGB*"AK/ '3UL=JAS\\(A#L'4(#AVB(P|AUB%\\K4.T=8A>ZQ!O M'0QUM^=NA)MAA:
<3P==(:&M TP|&?>.->E&FZ^11"?A*P4|-'^F"T8H6F"ET
M4Q2\\8XJR!7K@-2THD>A\\1A2FM;Q 8_0(15IV-4&\\0O=B@1G|B76V<8WNGJ!P
M)=B/T;?'&3I_>S%Q%82G)W&+;2BW?2C!L5!(>XE";X0"+X@L|K/7NX<6|H07
MNP?/W5W0=! V&(0-#%YX#.\\58GV_F4LE8*W|;U.KOX_L^+I_7.D6%^3:@08A
MB5@19_KNC9|X|VW;_4FPNS\\\$|DS7<-U/(4^<9*"J+1>:=(B;@H*8/^AB@K M>\$-
L,O9PL8'377,U|7,_ "W)OX|V%7H%X19'B3I<|N|D^'9R;3O*!=W22 M-
RS.KNEJK%07N*4*"@DS4\$ MB4 UEU!0%OH?3J-^|ZVEUSLE>UJ,8S_V0S|.
MD@/9K*9!YN5QD!TH9S&-LMCWTCR,!M-GXL2#./%)&O=&!\$6:E@M=#26M*B((
M*ZR:W;:60/P@R ^H6 Z=DV#!8#.2|CG>*WXX!<#6I&!P@IMP 815MIT2%\\LZ'\$<
M18D79F%\\((35-/.)+\$T/LVTSC;XSJ+|B!29<_B'|3)?|D1%QOWN)
6S/>Y^HB7&S"Q"OX!ACRDIQ0*XDR%)UJA,\$ M#0MMY|V*,WT;Z&5C>
(P'V6I;TCAO;C/CD^F7<\$Q|T=)'E^BOUZF /;K3@@M MA1'ZOE#|.879G*=2?
HK|_VGLP.D(64.2M?+V*R1+4Z?FC55_M2|ITAG3NC2C;.\$BN.<8#(B@%(T@L,1/
4+M45\$B%YIV\$5 +Q\$GQX9;+RL6/E MNS=9X*?O)43|D)!
|W*J+1O@J.M0\\ZBH+\$"8E@C*2|V882I+WM%N!N@2H 57 M?9@Z*A,A,-N<:
<)>HC_"E;=>U|X|+|1\$+|6YV@WT!;.%&PO=V|R:W-
H965T9%HS*M7L6C&@A2)+|/4.\\2%/,?DZ T/58,|7-PD.R6 JUH>C""|@N(Q
MOV=RIC9(!6R/-^R?2NU2RPQSN*D*8G%JN^'GN|@G0'KO U'&?|V-
O1)%O9\$MN6BJ3\$H3%T,8N"F-,V<^+5^|?;IW|DDSMBM/|DN3:GX^8XE?#|S
MD//XPL?X?B.+%)|SY=\$OOV8+)|3|M;H<|<&F45IRS+8YX!P=8SYRTZOR!E0AGQ M.6;
|O'\$,BE+N./|6G%RO9@XL&+&\$+64!0=6?!W;|DJ1 4CR^5Z!;_9E%8O/X M\$?
VJ+|X5L*L@O)|8|RB"): MH14'I39EMJHFSHJO<2&%>C=6>7)^G3VP7*KO1>;@|263-
\$|R-^!WL%#7RVJ7 M;#7H!E#)7B;& M|W(5DD|=J>@6'^HN*VKO#M3P+4%VYX!
G|&#&&+/D'IQ_'323G>52+52N%8* MEWC>(%X6<9CGX^H&E=TS|8ZK6'E^TZWF^
MI4LV^F5A0\$PNLQ/2U8B(6|50 M:D2PP|P0!@F\$GIE:6%+3|LD(M@6XX.L=|
DK!^8>4UJ7I-CQM)?7#+|&++" M'=MD(X&U*H_JRJ.7&4/1F J-!92"\$M|O#\$050!M-
IE@G!W\$|G"(A|A|6+ M&G0#/09TOZ/|<|N%4);=U|,*@2ZX?-HGP
MD(|:D9'5SH|2D9@4F?2\$;X:1:(^<-D-D=|.KG>H_W:'6Z62'.K:YQD)K%ZYM
M%ODO,Z&0U=^/5FDDM+9*VO.1W?2?;,,EAYZO=8R&7|CD+7I:|=|IQ@_,IDZ
MA+WQ:0X;N"=|VOR1W?V?F\$F3OB+->[2*6S|JC(8FDC9G9'6VIV2+GB>;.6S@
MIA=K6|1V6_SS^RZ6/|TO5 A:-*1U;:-'';VWC836+ES|+48O,Y&PU>>/5FDD MM+9*C4W?
|O1/3R1L<'L\$(|+=18QQ/@D&/!5KP|>G&#XV;G7ZWQS&!E8XK V
M?/R\$X5NG\$NXOM1&)^N0,NR|BH3?4_-
J5|2G;+S:NOXT|W8J=\$+326KM1^MTDAH;96TUV.|US|C*06='''

H|^*L92>|YUI?LD8V%+GI,T3,8!#*K1Q+?-Q#>U3?9G_9O/+<'Z22C6V66%
MB'#9\$B35#2.'S+M)O)N+R2U %QBCZ=APIUD@UYU_.WNOPG'BVXCNP2|FORT#
M5%TVL1U!|H.L/L*9#": 0-'=B3(T?7"!'"&%<\$)GI3SOPXH|(I#S-U!LSD)W\$-0T!UI Y-
>5X1&1912O*Q#|M&I"W/(L)HD(|XJ|/N5F\$ KN/X%3|6^%<&?H4-7| M8'OY@>R!|@6#
I+QIQ43D)0M05G<>P0%ZE(K&AR!-2WI(8D&EQ!V'E(C F M+(
3W*!7*"YSAW\$4,E:"C&N98#KE+0HPSJ%NHOW:I)1!"K"3X7<8SN'/7^ 4
M<% '2.W;|AUE)&G'\$W=4(0T*="01WI42HE\$)'N'3))XEB:TRX=D.F;(:M ;Y|TD.#|Z"?2-
E#Y|^V)?^);L2I!61V6|Y0%!)R>K^A4@9-)LY M\$>M^.34O-85XH'-ASK?
(Q%NHN.U8_UOJYLWX5+,SSA72"1)B'@IN2YJ\$6!(!+<#|AHH0L(1)JA1|_9&-ME#>,RT
MT6.,P4|Y"P.!!QACH0K|_@H6M4>C85?%S"?>91B+D>/HX/_3|W^P(SN<89A?
//+F+YHR*7H9B0.M=AX7PK|T2#H DPQ"DF'JB3,C.94B M7*@|29<'\$*V@<+|Z<
*ENJZ'_+|J;H(W/(J MR|Y78WD|YT7",5^P|0?1
_0QF_LJH9VS&_P<2D^X=).CYB5&JN:/|OY|GBAB M"Y<;DL_||B%R1SP9@'M/!
Q|Y1RH,^.@=O5,7!/CX%KZQ@X'0.G8^!T#)R| M@\$#Y-SU,39B4Q/7GQ,6|JFQ=JZX5Y,#
5Y3&|1(#)87|N!;|HW+^? MG-7/O_7K?QSUT>@2NI2I1-KE=&V3QA.2WI<8?
>1E6P(DN)^XE^X8457QTM@M M;+.9;)MS|T96O6LWVTUV.Q;XE1^.^R'WU:MIA\$"^+

(=P;VS?(^L.V4JA1#O-MS+0\$>OU(DLX7K9D(?
Z2,HCU3T(^E>M@?:G#8EP;SA7KNMDYQ_P_W+>|2%IX M?7C X|).^BT-9=G!U
N03Z/J"Q\$RNP8IB)^#11+W7#%#U+(5&-+%(VE|(^9)T/6X@(Y5:-J,(>C>LWJ/&A
M+8AB:DQ/87<0^4-NBCJ|BDFAI+7&|>K@|AG&\$R(3(\$L:A&+)F=#)ZF#YPVM)
M).2S_K=\$0B1L=ZA8F9C8(8T;-!*JY2='7|-GG;B29*0|5EL)6HP&#:UVL99
MVGJ;4%29MEVG&@25Y)6460JN%O%>;:O)4EY&C" M))0|CD7+%BO'G%*07F
(%5/|@8WC:T Z9PR< VCM?4\$4YNIP&D3.(WLOJS, . MQ)T*N9-3#NT|&3N0"4^?1K"U
8CBD>V\$F5GDVLA1^B|_H*2'^MH|E%R\$1R
MOO" T=.^L36\$54BQNW%ED_IBQ+_#O:B5D&OL+/HKBXI&7#%|((IY>&_>1">0Y
MIC&W5*+6!1AE>:NI\$*< S*2^1D8N@8X3S45L+ /\$)"|:(\$<#B= 4T1BW|DY
ME@&FL5N%X@&^8_10%8*G/K_RJ@4/G=)W|Q|VOL7_R";OSU?| M&W#8=|<>^/:|?
6|7LAD/9002&(N5!DWN"^&3U=^W*8GL3#%KX70- " MB!:J8-1S53
JU_DJEWI<%\$X2FKC,_)U;N<3 M8YYKVWMU'DNIF'D"O;%QGI'O_4E"A
//:>%\$PAWTSO4@3%71Q);_Q%7'57|E%FOU0AOD%8B*!)P_@44QD2*^/#3Y\$W"Y"4M\$;
((1QS2#I MA&()*3_(P#ZI:+ ">&34 MZTO0P)|S4\$G<3|L2I?
6_G_VWK6Y;23)&OZ.7X'HG7G"CJ#4ULV7GMF)4+O; MLWZV;VNYIY|JOVQ_9%"&
0XN\$CF_OHW3V;6#01%BL;=M)L1\$SV61_*%0E56
M7LXY*::X"2HG/93J4OD#2Z0P6@.7CW9%F|M?A(98>8IVR5WL5|/*-W;Q=Y3
M.&."PNH-QPIY,^+|I#*;L6O:2M,F!+|H2|2?S,L&TKL>\$LT|J53(%&L\$MLV)
M8',*:/L%|_(3^XNT9"ZL9*@BWN1|T83*3S|H0E:4OLC+6K(AMX W,|/AEKXO
MEAW^,L#78UZ1HT1U5|E1|6,H%MP>RCA^|JK>HYO|Z)."Y|KDW1B|(?|L|>B
MWH&N&9\$.W4CKB2;)J|H!>43.5Q^J#JRN|3=|MMCY7K|Q|N?UJ7.A6VT&%8
MJ7A=EM_EXW?N,A!S,LWIB&SZ77.00T6|D>>GPV+/^4-=0'EX+<_JCATY1|94.(Y,(1;#90
D,*6 M(H-^;^D'C#CO.+2^/F:B%|C,RFC\$*.)\$=H:NN,|BPHT_Q<".Z:|7B\$U-I ML;:SL-
L|JQ;U+__Q'P\$,8QT>|Q/LLN4!>?0_H(HU\$2=,B|'2%Z2(?T!)) Q|RN*OM|L=9HYP/3<%8Y65
M.3E;OH'>QF|8;|W<77/7?N>U?;\$M1YP5|<@3OLM1>:!)SB'/*3_)7^B-
N'_7VM=+/^=^WUQ7|O;T|?369+0P3\$GQ-MX')//8O>\$+G/+ "U->XN4(K-@?
0H9N_W|/FF'D8 @T_9G8_CC&8 V07_(R*| M'_/D)#6*3*,|RG^^!/?QG4M6+'(TO?
U^_.3|D3-<)CU""K;AK%-01/DEJL,K M^LVKO)@UOWJ=|/XN|'KK|T#JV=6=/L!Z40:03
MC0ZM"2UIVXBKM|E|JR37'"5S6&RN,O*QUO*V_><>ZCJ?P=J_ "-=|,"XJ;:
MC%Y<5|1FH,0QON9:U.^|!5:-2|TM_869*(!-=><|@S.LMG&'1U|55BI\$3P*Z
M1#&I@X*%*6F17|/H6|OE;"-7UF9O/KK,FY)LZZCP5*D5>TA?C;Q98CP=X!
MBC=,FW=Y4;ASIN%G^MUWRQ_0|K>T7,B)X17_6@T@^=^OBNJ6=H!%Z\$3XI-H M
|B8>^5T35_+HD=80!|+CU595|3V7K|5O+4@6ET;8G=N"\$F#I3JP-KM+G TY M|@?
S;C;7FGI=%2,G1Y|!CZJ^!SICOW(?<.7.V:O>@=JDCD76V+?'WX:N,M/G
MI8>4TOR,G::P|;ZLA0/E'A#X4.>I7K|O_KE?J5|H7V-@-<|+WC@UK^6/H: MS=4.?
_F|5|_A5E>P!A-H|F=_?;U2TMK(U|8O\$NS"08@_M2/NNIE/|\$D+1'/^RZI9-D%X,L';74 %+-
K M26#>SZ&7S%B,JBI^_S6ZCPO7+;:_F(*)&+)HOU05 X/^ (7F|M7S)3|'X|QS;
M0%Z>V_H4A30LYDT0^KZCR%V16K%V=K82PL!3A)+&-I6"_">#05E|%9EWET99 M#'?
I\$5BR^=*_|\$I4L'D_X?02?ZSJQ?9NP6%XC_2=3*P.|)TJG*.PD:|>UW
MT^|OIM_H&O3^=NN,&!Y4^FCZ|;NOL_1E32'P+|49"QH9"|DJ1?H*0;#LHU<0 MOO|_
OCPVET.?M%:O%,?-|\$\$Z+M@_8TI!"?-!F1|TZ=G'>6U^.:MAG|0096
MV:Q"JP"&Z07\$F/V2W_DE__^_^|+WU35=%R%2<4?7_(OF;:D'(Q=2*H\$ U-9
M80^:KBDBT+|Y-7O.%XKB#?:|<PXQ.G|I*8PHD2IB5?NA\$*4*^OKCP3(.M6*
MIC5ZQ6%_W-)|@!3%3#^&^_S:#[VRT-P/3|XLY");< Z5;://79U^3WXAQ62-
MP!\$^ZLT_UA.NV*H7C%S|O^1F@"1R-()H"OWWUFBC|'Z#8@9":S.P>08D|X*|
M9OE4\$%2""%)*S&NC48\$3DLV#5M>3QD!=#QKKE?BSC3OP2'TN.*X9L^HY\$G+PV
MLWE1+50YQ9\$4FT3,=3:=J: F?02!5/X_WH1:7G"+XZS.W2SH(^@B*AD92,M
M5|*&R#)>|/&*1SS@P9NG@JD'Y4Z@;:7?P|(^C'0=)W8D4|=LVBW_ZG;_?A\$PM
MG|O;JOV??WOQ|_F+O|S; MH|55X60?M)17""LMH9+R%F1)V D7T|8/#V"^*C
M+0AZD'%7B#G"XB@IDI(&;<*2P8#M&1_8"KAPM!O<&#S MU;314U|/FL?|9?5%+RN|%
()S1MD(=I6,Y\$34K@Q8>M%I!Y4'.G+Y#?%YE-=2 MUN(&81)Z<|*W@V@8C8WS6"+VPJ
Z\$*V!5\$00*(QBEYP<.KO@P|PP+6(:UI0V M
>HY",*+RA.XWMAX4%O5^|7_3:93^0UH1;?|2JM*.(+EA:D+:I26|)H9?& M%
|TT|'\$G1QPYW|9|6F.|T0!GD2+R|PBXLCP^_|OWH,D_W=)G|TV5.
M_P!TF2_!VQ9F_SC\$60%(G=N<:(H4Q8_C74/N^N-7R!1^3KG3'N2?@ (LA+ MDF-Q%T|
9O&|^FU!4EC,|BF-|@VA-W6AIKXFET/M4=E4;IET+XX-YVIH M7AX8X7+_^_|N*1T
/'8HD?#T^R2NS#UKS>QWX1>|V=0(6Q6)U!X37!.IF(I

MS=Z!/K*0NGUD^T=9,EPH6A")!\$I5C3LIH7\$^"&GRB^/?^K_3R8(B_M,RVH_ ;KYHM=-7"
I%W:IC).?+^0@T56BEL<9=7:CN6<)>VJK|3LTB&6Q"%|^
M9Ej\$RT'NU|\$708ZP\$*,YQ!0@%%Q6Y>3306!|*#Z_"YZX?_\$?U8#X-
%A3?;'Q!?!OI!+#+,K&*_M#^P2MQ=2-U@M(,1J_M&,XYO6I9EV9^F)Y^/Z?
0_2YR3Q,53<5"S|S7)QRV)<@FMA10#O-GPVUU8WK%_M
ZDUT4E|G<^7QV4;N|72HOR\NT(;#IG#X\TXH)IN*RCGHCPM!;H<%N1-EG
MG&7CL|8RZR=H|,RQ=QG?NXEKV'|>\$F|RE1|JZ4|
|^JF@_(ZO;J;1+7GJ7MI6E=|/IPI"OC#S5I?&L3S6B#_6T9,S)D*>B!;L_NGEV)&;|^+U!;I#|4
M69GTU@+8+9|EYOVMTK_3J"Y/5W-L,)RG_-|3OJP,^|9X#.R?GAR>MI+|^*!&!(D_
G_D+TB|SLO2L/#Z^-16NS,-TGL@FA!NM'LJJ00|/QHS<;%|9L_M?""F|>?
0|CT/;9^UJ&G@S<^Q'4&LL|9W0QN;&K>?>O2|3|UH/MGMWE;<05TY
MK;/STYILOI.=R&33_\$O)F3|T7496CZQ\$?0DMA=OKBHSA)+2=93J4|.J;43&Y
MY_Z+R#)3W:900OR&FK6W|WXX|?R;|2GV'?)|_3CHDZ8_C'VG0X|%Q:XJZ
M;J!F62R"\$);"!|=D16TK>SZ47Y(EPI7==?FKHM!2H_99SF?
^EE)'RN8NI|V68%OT(7_=\$:F_M^X+LG9_)=BPP*GS'T*)C23F<-|Q(K48S!G;JFG%M6#*4
MOC_.FFNDX<"K_@@;G?_ZL_V8/7|@|7/|F#UG3F.WZXY+;#IX7.1|XY|GU@_MY^6K?-
\$M\$^(U\$QEX|/1DAX_-EKV;*8K&'#VC706|DN_M*VC0AL3#1>|'U|U@9|_
F+|"D//Q|9JA1F|Y*.P|GW\$OGE|&)(E#_MN_6CB0(=<0;|@|(3T*1T|?83YF1TOEW|H_W??
WA.WKGW_ZW%QZ'O|?66JQ_M^-S&OL+^_69H\$Y&?Q;JY@GJ^!9_H*XO7#NQ70GVQ-
&+TR?I^;@5LV%_8E4\$ _M,AR<0;C.+W;OI_%R*%D+^44_I8T4-NBV|2U;-:-
'5'_CVN2US|MP39S
M%4G0.U\$^|#[F%76)_Q=G2Y|H3;2K%1;E|)T_;/B%I%JDGT81C."5@QLTEVO_M1=L_S|)?
R?KHAY3X/O(C@JYSM,%QD\$S,E"VKJG?|B8Q:189_!F+>?%0;R;|L
M6^QD3\$.XDOZ|9<8AGY;|K)QA0F8Q\$Z%|K@KRFV7T,OT+QF929|?|7|WG(B_M5I6^|0(-
|6S|B:2?/FX|3UQG|I%I(O%:_^*;27)!E*_F|:@_TK:"WU%1D0J88+EDL@|_Y&(5^#3!5^L!M
MU143&+2!ATJ&'TIUP:9YC;:=D'6"BB3|P6MW;7+5"FY:@M2M/."#WH_-
J%F;#|&\$H=#|8L")46>;PQ37JCO|J
M(;ML"KN^X+\$65<.=3)3+=VLNFUP1PO0)8/T\$&H@E_M/^M*A3*!
|_6(&6)U|\$N=|WIWC|=J+8Y6K\$S0GB^0-+NGDFS_1P^~*SS%YL.\$)|J5W_MS7_TL?S:_N?
XF^11_EA>X#5-E+ND_3Z^,T(G1+B_M2\$N4LV;I3P?;H_&B;_|1N@R2R'N7Y8_;Y|;%_-
_U71VN?GAJ9\$ _2_!^_*MZA:=;S/R?;\$L5:9MMYV#5|"GR.?078;%50LX0|!+YK(-
O,OD3ESVEK(6?9_M!*8_Z5>E588-79_FW65!EW+J(M*4|I%|^|WCUY\$NW|JZF=7#-
"YP#BP%??&FQ_M)>*+YTP!XD/_;3ILBD+;(-
KG<\$69"9V>;::3SOW2_M^W;WZ(_!92|P*4UZ%_MJNP/D47=-FZ^\$E_/_*;P|SWO:
I%AW(9;Q;A*|NG_^3D;Z"B<&7(;EL%CEPM!8;F;8H9*0/KRD/2:~?_E%0;?_
M2VPFPU"43_Y%9(^&@B8Q.S9-D8W%0)+A2,0'##(H&O3J8=PNYH8IE)(AN5!;_M?
W;V*ML/Q/\$9AP)2QBNW4M:3GC|R|^U7'^^DV8P1(C#XTRT|HV":@EZ)N1PT
MH^70^RC.AW#/*+;4(8U|*>(PGA=S|M)6*=K>7G'?*2"GANY\$?KBB5L)<#C|G
M!V&5NGE|@=E/#;|I='1_>>|_.G9*?^1Y1VXOZ|W;;+8TINJN!'PU:+O|\$BV
M@QTL;QL&#N0-Y(//&JZRW"|L,FY03D'K):Q.!"XLXCCE|Z|Z*M#+CB9R'?G
M8;&5YS,@;_A/B!XOD=*==+5-?^!^*X_1!9V?GFRO|G#IK??
MMZ?/=QTVc1:9H@L=^5|4VL.TCQR<\$IZNM_S(AMSG.8,>ZY!1M1C:Q?8%A:
M2?)|CR2Y/Y+DZ1Y)LK>*NV45V>DO0SR*/3|?A9Z_-F;+|_|#2YF30-JCNBW|_M;:TYB,>
<0G*?E'R,JVP,WAU-&Y|ZL_X/3I%)|G_Y?!YSWOZXI=JD|5Y,Y6V_MDZ|D'X97^Y>_|HQS|
<)=6?*YTT(/TZ32YW=MX4;1&8(+|AX|8O7|_M_D+#V^~^"+WP79\$'K78J|;D*_C
RI%#P#%|2M&MA8)E:(&3Z-R')JL17U4<_)MD;/?"4VW_53H@_ELEGT1=_*FO%(1
2>VTOM8^|M?NKJS=DX^X_M=A6VOXEEZQP*Q:SV?9W%HP3J
F5;|0)SBMM?;+RVLJ6P.\$?4*%YL:D7@<5W_MF|5UINIBT|PI_FCWUO=^,>
|^8CS|V(9T<9#K<&'_W#5=20V@G!(%G">PP)|=;:%|_M3_|
)ZI+FGPE!PK#%#%SAF>&V?;9I;Z;_U;EXPSPDX.M"05"B/N_M!;90!%0('V3KQ10MM^;:
|UGPYNS37?>IDUUR.AD|-CO,D*@;@|M,O/&0GT5@5B_)UV"3Y0G?GAM;,U9O@'KVF
MA)P/2V-F0AH*02-TAV_AH4!H2";_N\$ZI@3AU59X,4(LEMY4S#?8I3T!(7H_M_O_L)CF#*
|V9!&R9D439YZ|P|@Z48EA4WGN325-Z"_8WEILVM?";.#N7;|U
M6%2<@69XC0)BD|S#X\$6B^*/L,YT>?,WS8KE_XO7V,%<,U8_,|^'85J.(^0@_XGZ\$"N_
M#|(|("S*6K29S>SX!&1E.3=BQ6F^D6&C_2A+_MS'|X<
K(L2)'<)>B;P9IFWA\$"K:XV6D76|'H-5A-O%0=A'B56!/4OT*DF**.#_M2!?"R!VY|L?9&)
Y0S|P=:@)/A*^Q*LNG_"@A1+2E8V!;"|IBXM.LYG|6D@_M@8Y\$@_2MV"-;RR%
(4E7;C304AN7|G|2-G|J|2JE12('XA)9Q%?2'ZNR_MQWC(3#X|'QR68N9-\$V=J4(2W22@(^

C?NTF[1C00 L;JCHCS1>PT-OF;A9,, M&(?^1NI3T&E>B*,7#"=GRDBF+3LG!|T<23+67
S3GP!INJ1LTY6V,+TR6,R MF"?)^(1/D,@'Y3E4!X\$G624FFO|+=+
^+ %P/S45PYB|8"3B|F8WN)%DN19XV!
MVD)B@@7)ZU2!|#**3DA(4I/W0\$@F|=T^29P4LIS@.5U*7BPU!9J:-G'U+ /&5L
MPIO7+|E;#_MP,945U)|LO?7P&|D9K=TLCK#9L2_'K>A LE4WMI'LM'X@DT
MQOFF!HMNP<\$|7Y6\SKR5|"@9LP;&+4W8=6Z)K,(.17 *DW'70^"8&8X@G'WH?QR.=({
MA (Q)BHPN\$542 MILTA V1); 8|'A=FJ91'=!.H,:R22DE5*N5QE! 7+1"6Q^3|CV>5\$"
|B4=,2 M+X0\$Z%1H!FX0 E"\$UU,1\$B7,I:X<5 |'UDEFY@\$RR>SIB;BAMH#C9(2S6JX M;
<=)|"7B%)|,W(?;*B+AULCFL\8SVG<')X.R5LTRC=TKH*(2OF1(0#W^|XG
M#9G@RWH^J>U,2^\$S/<69@Q*L5A#B?(WS,3B(A6HKSO?)DJE0;1'Z/M)!'X1
MO,ZLIE|NZS"B&|+O9^_%1QKCI!1>TRC2H /#| UD)WV5^?YXQW|YPY=Y\$W=;
MMGI" ^IEOS3CKZ,"| %7\$#F1"|9|IMC4NHA*XABB 0*X^8DSZ,=GH^YCVF@>|K
MS^./AU5/ECCA):|&A.IZ#U =QNZS5+QB>_VRFO"2^IZ.L/\$79*P%J|L"#@!.. MRF,:?
LP('0%A>3HV3\CH8H|>RML! ^-'25P|, ^ ^84_49HB+%6RF>7QB|:5=?>#|VBZ-
A|F|MH4|)!W\$JD4%0X%4W4X55U@|M|4F?LCA08 MF=E|"NS>*;#G^Q38?
5*P|VW>E+OJUF_:SX=_)P_|K-N.C\$|+7P!_&2^27Y" M7\AIN7L#_>!<@6:U%EHRMTB:;
MFJM.)/7XO"BK|D E\$X(CT6D%RM.,A2|,L.\$|752?. 8(VS- MY1*-|*
(%+XX:9|PB)3D*01!*ZJ|5C7*S46>7" N7|H3 BCYCZB3Z-?1VRD55 M&J<|AOY1-BT"?|&
PC 2%)QQ-)!>D\|RWS^J|5'L:*9;JFYH^FG+SHPQ2?B.^ MG|C)4QH*,L"
<#B9GD8)8SLW%^NR/|SOA04RRC5^XTBW* @ULN)-T,KJZN658& M,|4Y@(|^<
<^RJ%/0H.=<)Y\$#H5T?KUH\$+N/1,6ZKDH:DFK|<7"&(,L>"5Q> M\$B%.*>2K-
39KGV=@_T1%|>'NDS5^T7R#Y\$(_|4"% _R?G&1|-Z1>I!|=^W-7
M)SS=Z=W3G4H_/68ST4Z|..0%B4<\$N(|I&.C(FLWN;D57'9>331==KG<_236 M=;/=
(2VQE+,"+\$HxDIL'6E0,H|S)?46KUZZ W5R?;GO9%|VK _T,-|*<-Y*V M-
|B8L6H(NV07|8(>PC=JP2-M7&0#B28 7/N#R|7|F\$O268/&8DCM.5EWVA0^M
_K\$^9=CAZ7B6?;=2"=0P7KFLWDV;EWI=@@0:7-X@8P*|I:+(OK|D|BBY|
M=H6^'JT;G@K@PO^4W"J=U5>"//;CX&8U ^-PU1M^\$>B##3M'>G2O.?^1H"R
M&2&Z(_%XP-TT:I8;9J5X%< GK\ /7)U?LF>Y83AL| (BEUI>9=H_PW4+LLT5
MO:OYZ%NRO"3C3O)2:WID^PKR|QH6TN8|J@W#+ MC|N9 !J508H. !/4@%T!
|U(RO5+*E^*@7Q--U|0)X>+(?L^W|,D%8MOY*84 M->LLHW"FI\$".@!D|("QY)@;RHV0J)-
L56>UVPL@!E_DFA:ZXQ&T6)..6F7VE MMHZJU4<;&SXN|LT3G?7Z!|=AP3GA M?4-
FW61LFS3'@_%)HHO4961:0L"7VV.P#CE%A5;@=%8)0^ ^>N|AV7Q|9J|M MIGVT|!
/D2,3SVAPX166^SEWO;+?|K<_ \$ZU(O^XV!=_M'|;T^8&3_777L%%27 M.!3Y52"
|B|L*8|MWA.EX?;!#B (LGO1SF-;A\2G|QZBH77;*MO=G\$6=O?| MJ(U'HL9C%|?
Z"Y>\$7|W^*0E:'>_B0\$|/S|)?LOI=F_0<_|M|4>|N=J)SXV?\$. '_0@^*A'>5?
MEWI3.JP7'&4?%MH2B8W>)@S;7@96:I|L3HFE/YW_YDOB;HL4H_K>DI*M!|=,
M|B|X6KXBPV&ZND:4B:O|;@+!MP|VCX=J|5OH;W-'#E/E% @2HTFXA8>_PPT=@
M\$;+|*OGB,G-9HYV&9<(@+|L M0|Y0C\$R5CJE*6E"%LXGK?T%_15'*(1A6|9P=H|F3
M=H4VR(I4#A3:E^WQ|M;D^@K|TD2GE,!PTH|C%7M TL6P;3.|NJ7NG|F129
MV|:8=RN^SG_%YM!%G2BR5I_X/AOP#V@S|TF.'-ZCPR|+S+LQ1X9|OGMC(?V
M)EZ3H7;\$!U&#%Y;\$=Z86AP:ZFZ,YL%I?YT%.?NDW2CP^;E\$ M;7|00| |5@-
S1^|E\$;V4DBG7E8CPZ3*,@P" _+3_P2);.U^J*#-Q. M8O-|-+|
|_|*|J3#Y%57(_3\$CE:=Y|'G>9J|0I9>VO:>|L'-M*TGNEO@|+23? M*;3CX&3)^&4UUYDD?
PXBY;0KTEG>3\$W6X,E&Z65&=|H,8X@'<)8H"MZ':)P
M7I(W2F&R|*L!4_B/#|,DU9)V#46B(^U>2KYL5_K#|/6E6AC|'S
M\$'@2,&:D@\$N+>| \$#91F6A|D)A(%1-R:03F^H%-)#\$6?BM2=|F|_&"E#N^3|P|U'|G+<#8
M2TU_ ^*H(^S;/2=|H&5M _|NE&MWT5V2@SH'G?A'IYU.S&%ZKA_D0HG|WC3
M2XXE"?U13?J; Y WBW2%0H#A-L<,BD934E20!9K,'X!?'|+S?+HBR'A|L)D M.5'F078Q&-
@YCOAR FK;LG:|H&"Z9E5C<5",??|HNOS8"%33 QT.,V%0Q0HDFCOT1.**,)AA5|
<&^6:1L#;X6%_D7">JRFN3;J)<*/6YMS?B@^ .V!UYQ\$ M'_5((OO)HF)6?M@-
_KN0K/W&SZUM#;|WRO:4F>TAH(XG&R.V)5| MBEWM9?L,NFH5>^\$@350'1G25K\$H,
R2U6LW.YNLTO=:XFTYFM5UKACSY@X7EM.)CA!_<@0/FEP) MNZ>-9/P';.QG94H^
6E_X/5D8&E,@)HJV7|.7U=""P0M#7B-3M/3/^/-D%|1 M3+J^'|D?
GAQEUX@|RQ@1VLUPF1?W; '6/XIR>?%CZ(U-:&'P@9B|>'YX|+X2 M+N)PA;C#M"K-
8N+29XFM5K>9?HSQ=B7Y ^<' +F854|<1"OHBW1BNEX7QITV9WWWWEY/>8:EG9A?
M1,L|L3=C)|SA U\$J! ^|J+Q"90I:ZY9(S2R_%9Q?X"PC/' ,+H^\$JXB|.;U"
M|W0"JP%3GHXUJOF!QLRSXT3X@I7A10U9!2EYEVREI_/OPPKK9H%|V+&9#|9
MNY5#A%<>Y.BLO4XGF>N#|X)^YJLZ@IQ|J8(E'I#_Q.O0Y8B/Q(_"3WQ8^D

MP;+G'^5HE<^J02VJ9H.:RXPHJ%>9>[RGY9F1f) MR8W'=1?;NM1_501GN1=Z&8Q
114_@Y=^P[P#;*,#].>2-NH8F<(Z.3H9I<=/MCD\C6'G*319\$WTKXRZW;_T-
F5\$,")B>LW>>6YN=6\$.#WD^0"NKHS-H1/>\$@G
MPDVR0YKF:*SWJB(_X/F+XV>8!/L0Z=%3>0@,4*43<8?7;RY\$0&,'C17?_!"W
M=BE9(>WTD6*UNRJN/9S0%SN5.^*^Q3\$-^IS<>|!|SD\LO+AYON@9X:GWL_M
JB!#1HA;C[*APST!L;JVY3'-Y!?!@W#|@)85|#5TB+5|_7TEA(GZX|+?_W MY!2P")ZNG-
E7WZ0'1R>'3|X^!BRW|;7_#3|O!/.ZKM|_BFU_(NYS63WYC M>(#P.O|I|=3
3*Z53ZV&AV.IRTJ. 'T;!FXBW|=L*NOOS4'&KT&^!AR\$A@I/# M9N2GTR0%V9)|
M4B1%#I>VKT\$*NA6%\$=2!ZY#/4H^KO87JMTK1?@S%_@%SA)(XEQ!FS"
MZZ5/6Y6Z#!^ID\$ZP349'8>.O)9RNW'5%9,T/'(YI.KUB LD\$IW^!T.|R;KUY#+&O
>"!BO*IL:(XJ|6IN*V=?Y|!_RWM65J@74T6 ML'IF@GE-W!4;+DO!6|<+B6|6Q*.B)/V!9\$C4
MP-+89F+!JG:1E0?8+/,#(B1NS%@\$CD+YIEN-[G:S%W#7CVFA3^UX4X>L)
MVTQLID)M#SU&D&C.#@04E&:5&-P9:K\$X3X|% A-&8*ILPU
M:N6TK)!FU#C!H2SV:MD/@SXL%PF;\$9^_,+13J&W-LWQB+8C%%SGTENMV=!E3
MHQQ&9PFKT%?*RT,@4B30GJJ(U>)5I?RB?NI7*V6J3 MF+(J<9A1E<.9B0B*
H4>/M*=@PO MNE9#DO8.6O@UCC^OF7.K"/"8P|EEUV'.+!B,(V"i%(3@378|5SR'S
K#3OIM M;0_P5C|U09|='(Y4A:W0E/WM-?>.%I_=>I M=H,21WS%B&6PDP"?
Pl,PL29D/4S5XE"DY>=4K@CM@MO!Q2HMO>.>7@/8SECO
M/'(W&0U,A,)%PS=2@"8"N M92;4VHH5*Y Z"J5C=O,:T49NTK7,|JB #(:U%X?
7QDK4|F'BQ#R6Z_J1|(U7_MXK=+=6U;/.W3AU|O64D&?VIHC(Z\$R>H.75:CT-HU=
<|B)G.VJB:=/|6YX"-MO'/F;\$X5#O"T30 AUHJS<)<(86VH^EF M4V|-'<-
%9OUZ.@Q|V3:GSE|;I*6&3=WU9C_"^#2Q'Q-XWQT_%@G,6JMV.16 ML0J_Z=TI&6?
DI";L|ZFKP7AO/24X4IS/0Q7/BO(B3=5+JC:?\$;7RNV|\$>(/
MU3#R|F*Q';FO%0)H%6*"PV0D=5C7?U>"BR9>97#Z-F%FTUN,FY+6W5|J^P! MK-
@%L-@V?Q1XQ|9X7ILXW-;W-N@+5+7=/D\$V2C4/WH5N1N 'DI5#:\$8XH:CD,0^&U
M:'<^!ZH*"^<;@2)5ZR+Z'F8XZ0UUSJW-+<'D3O:B8NGSF@&|0AH4:QA=9F?2
MFU59T2PS"ZM2&()-W-JY:"K^B#OMP|ALKV1A BS|7SVP|)|6|C!2/%-X7HQ;
MZ4HKWH=45EYV)J08L^..+2J-*\$*6|2V#9#:FMP\$6:~?QJ1L%|LIH&)|H0ROH|2
MZ>Q8)>!=KQB>BV\$U>3KM*>7+-BEM!DXC,|J9I1X9R"^O')?AMET(|V1)|M>
M^E!KR"/,&L|J\$U<0_7R%O/FH29,0D'#XKL?6"?@<|WT4
MF=S|M:N^#*:U486,@S=I07ZT@68007!*D;V M*%G&G^#!7EW>IZ21Q
MX26+E4WD.Q)SX!4^=HZ<-2,'|5!|@A#"@K?N,M\$0(ES*1FJ_%KIUC:^9L_VD'X-
TF+DBF1HJCM*FJZ9,Q)/ M"0"WR!ZQER<*'C|%DG;PCZP36-E2L7/7FG|^ZR|?;L2I-
JN!23<J9\$EH%:I M3&
"?)&R|^HRD_LZO^*GY.NL%IM94@N@P9RXP23NCWA&SK/Y8P%>GP+#9&
<(C36R7@6!HW+>>MS5 MH|/'R,A1+,#;TZR-)@C*7\$G%E72LRKS&*,?4)
(B+1JM+T57,..*.N.;O,T MNDWAZ_-D|+2-4XD-%@D=KU.:3Y+7L7<'5825/) &'SU|K\$V2W
R(IV0S7)8|M>)X54W"2I#-WZQ(=07B2MDE>4|>5H1V1-
ZJ|.2B%RZU#X%=I91L3+D)#:0 MQM(R EW9+'A7^/1NI*;TD+(V=GT2G8Z?OJTUC
Y:A&=/9=Y"Y/-"7GH^ZY> M'TU>V)UZ"0<|H|BX'6T/T9)OI;8H.5AI9T-&B>OK;|>G|H-
) *PF6S)7V \$, M%W^7(SX<-ORT_!)9%WYC!+MD-NY9A\$|>O-B?;EN\$
M3SZD",|S&&58PJVL D@X3BJTY(+8Y|7YAWCY,HE7#0&4AK*+[TCZNS26;H?;
MA6!=X8:3TGDY-M&31_B*?E' YNY5_401-3A"Y/1UY>>PWA^.U&7H134SAS!F M5|2NAU-
?.B58?D'OQJ17|HCJ;-@75@B%^W&|?LG+)D@-EM)4FB<*|ELKL|/#
MMK6W@GF2O@E:S6WX;V|74\$%|#,,\$\$*ZF9=W4.H:T=+"+:T'XU'=DG-L.=V MX?
P"!MCA2\$M*LC*!EZ?;P>U%6^9KXMIO-&DVU^J:S83>&FWP|6JF\$OQE|4(
M&_IMSDFISV<_Q;*C9N_.IB,_F^/D|QP>U^)|8NZ23P&U%D M5E-F>|DX#!?<
6.,.61.D9W|;65-VS3!""-A)UOEKM;3|;PT25A2"S6L='!: M-
0M_M7P1|N93=L*Y860%P7OZ"=IR@>P4NL?Q)W"iH |NV,@TT3'N5|>#|SY@ MOY-
|2^Z&:7&A%IXYT DXM@4A3M-C3NS71;FUGR.EM2*=(9.OG M*B^0JY&Z:~?QAGP^?&#
|NH8?TFPA>)C/RE;G\$N*:9|SNAVO)R5!%)4CB.W'K MZ.D|<*_).!^JAMAO?
!U!|49X8TAW>T1Q'V|*JW&Z/^EC|Q7?WGU^F7|Q|):=PA/|MY-
)CW,@P|^L8W@I(G9DBA>W>1R4 MG_TT#784+88 CMO3@\$RXB0-WB346Y#VC@\$KZ?
YBZRDO\$G\$A-N)|@FML#+M'/>%C=F,78F|KFA|-RV8!A<0
M=P855.._SM_@|UO!QJW70ONN,HV>#V-C=0W=S9L(? "RCLXW?3W,! "6;Z-
D,BG=J|P*XUT7J61C6KF >)HYD\$Z,D|WMX2|,6_P.NP/M6 MR4_W5?+
|5|F|U7R3|S^#|J9FD_^_:OL?YX|.<%*S^R#YN^_*:ORIVY&EQHS M)|I&6UALS_?
>OQJ"P*T9Q_XI'E|V.GCYY^NRKW|NJ_|HU ML_3H_##!@%,=<;^NOU,O^OH'0Z|?/<#?

5#?J!3)IOMZC^5=::00=LIG^&O^MMV_99"2+J@N^K+@9\BC%7YMKFTS);C7!<4-
A7\$5'+5S\WHU?"1B>BUJ#M/_MH<9TR6F?)I+FN;UPK72:N8:85\ (W9#=#\$;P<&.G>(U^EFEJW9_-B"Y\$ M/?KHR<%_CFQE X)!40
:J%D>H^/ZAM,QBO*N/MR6#T/+I"LU;F*"QI/3NO)=6=V6&KY7#LU;+)+2*
MBP)\BM9E7/PMK9Q@":PB1WJV#!CZ7:..@V.XZ?O(XA*XM(:@3) ("4I X4DO(T)HE0|-
(HB\$I8+)Y70,TI7EQS\$1=E M&-
FY4T9IV#2%%N=C&J>3C8W3\5=WGG LGST^'3KI(@.02)C_)VY_3GWJHDW\HZA7KG\Z_N\$C/
_HNO7C\YM>7;WH_M\UG=?)\RN5VNO%R_ EJD\I-+;_PO!U>?K_W2K)(O3=LQS7Z?
*E!@^+_+F\RN M6!5FYY=1O&P^Y4(ZVW@AG6Z\DS\$[6+*3C7737+N&Q:=MA?
^CKH2S9\$L?=""@I MDK.5KKK=W
/6H\$ET\CH<593?,&K;+!%W0:X'I=IX1@,@@>Y&J=Y6)>Q_M;9T75\$U'2U
*B,LX/K449ISHLZ"H5(?-04LX#\6UBT2@%3TV8:-(.MUWNB N@'G3+&:34-
MEQPX#X\XILW'^=PVGPHITNEQ-/I,2TA@VZA7E<6-"/[BYZJB6_EJR6<-\$R M<,Z7I&7
B,O7-FQ_,M\LT=(ZZLM9_HJ&A^E0I:TQ96!:/+8%>""=.0P?3
MV@C;66'<'\$.&+M\$,&HAK:*#-%WG6,*ELGOC.DS/RT7PW/14TX\+GV%TI;:2 MH1%-
(A!>I"/S.'5(=VDG!BRM* @+HO3"153_P/(F0X\HR6>;NJYH\-"H3B-
MQ_Y80R*>H*RT;PFUU@P!G&+I/P<7>00J!957<6,&57WEZ)9570*A&L79Y9@&6('++1=0A
C*TI74>^,AK1(MN&"5X-%@Y?K(WJ\&:#D\$Q_..!-(*+ZK9!17:.W50U3X?S\$P)W("N:2D?
C M3GG<-'5U!HQ6#:K@0@9A\$N986I=50QLM8>"C587+.\$O#.XZF7E>T9%DJ*=32
M6&M;+&VJ=>RWC(24':BC\G=>..!B>+;OF"FA\B8\RO('IY\IS7_M'?
WCA1RUO#_P*UWS?>I(93(:0>-F0'P!P#46%TT<3=HAD\I C/"KV<1*AFEVW_MVJ/(DX'*
(_K13YVCYC=-8^H;IAF28\6"62%@R0,D>!F..I4&@MTO_?YE7643
M.H*;!6VY;R+1#I E@43>6!;*Q/WT=I9_G+>=HV_LXT\3&>0GJN45(DL#6_M*"V X7_ ^U/
NB(^,NSA? \$LKV##/0")@T>@,B57>-%R2J@SR\@PH?*W!F6 MV-SQOJ^ I7>V\MI
MV+OG&I\N\9UO;NZ=K\W9#MJ\WE=)M\(\$+*3)L\$W:/O&V1K%H@4ALCV:2E3
M*\$ \$35;CU'.RX2\ \$*45L-^!VK' ?P'-S5=&Q71*==*+G&(1L&.&7!04X+!*R
M5+)BXIY4M!:@?Q\HHJ'I9PI0HPPC!AAV<.V8\$BW,FR51'H7U MH4BO"1A\$1S400:+7E2
D+*_@3UZ'=\QC84:00\$ZC9<:HQW<1-37INJDON=%)I MN:E"6+4"-TF4R^Q C<
'3D@+Y;LYD40DI E6\I O^78B7^\$>)#SBL"9&?EF M_;"FK_(>_"=CL,Y17M'3,MP\3',&
(ICL)<1KS.<-5&4CHZ'G;1K^K?XH MB\$RV#R+9J-
B0.,@3Z*GMR2*RVCV;&R%=)PPK!\$.04ATE OCNI3*&+I_U!G^ ML9\O7HC'LSWB\?
Z(QY,IXG%!!0^U\^L;\$?_'OK/_C9&C_XZ0\ZP;_+O/J3 M<7Q-KE=Y)>#U&^_)K?#
<<-2QYZ8>A,L_ ^O'.LF R%PKW2JN'R6^L^SW#43Q\$ M8K>*XG'GCE&HSJ
4#N;A0I.9!8.5SZ+I L8R<6I&,L<@LW,B-+&&22J,1\I 8 MFHKS R.)=ERA;Q7,7R"^?XTT'?
E<_K'/MMF'&.%F2,7:%BGW">/N#X^C)QB?'BZU/CN=K3HZ'-8_N(:#RU!F1:+M)I3)
M7A>36R"719Q\$2Z.V8#ZC_ ^MJHS(I O""^UP1)0:5/=7/@;'PR\$[6NIEBSJ8;
M!V*HC7'73/+&08\5JDD3D\IK9!(J<46A"5-FZ405316;M.*E KM
M.HB!E81C*J0=I\6J^TUVGTUVM#DWX#HOE>I1M>"?^#S M?=Q.+V(S>%Q&VU)
!F3:6.S_:'C">%3I-9V6\74Z\JC "N ^ (EX"DL0.)^3
M\QQX\XJ+G#_9ME5C8L^@XL*1UF0_"O;MB\I%I V#X'&V\BZ(#<7B;I=ZK^D72 M\PF7\I-
C2!T\$-'U.L_%ES/ZN)KGT\ZD5B+1"\$63SC:BL*\$3&0P'45UZ\4Y-I M\I31X#X-6UI*O6UR\$-
@FOIP.23S*)>1<,OR\2WC99>R(>NU6S"QN->3LPOX<MO,\.WIP&+*#6YA6=5)
WN6@&6?<\$..F:_0X^?4=15.E <3@ M3=8:=^LISA2>J\$KQ4):.*ZVY) ("0
M:IN#*1EUW3TZSAG8L\$2*!Q6\BYND%T/S%QCD2>IM2*QEA!N" (P\8='5P MJ)(?
BWOBH;5!\$C(6+;3Y%J)F:2/T9? DNVNXPBY/TQ_Z\$B)COQ((+I;#L MO9)LI
L6T@ZP0X\7N_H2B;+;=\$I\CP;R*.A94"I23*J:I06,*I C7_X*F1I)
MN?"EZX7K3&%Q'&R:1HDJ+ %G EL=^H993Y_-RE\5B7+5X7S3^?#J%N^/S*K0'
MD"JQ3<2R2:HET 7"/E??IQ"7/(AEMP#LT<@I\RBH)-0F/*IM<&\$1\$JMI&^M"+*L+
(C2KJR@M9WH8O/BP<INN?DI#_%V52Z@#3U#DJO,G0KVMM(O5_1\+):# M-
X)+7HQ\$K@ (ADH?4N5M/NYI/O&"9T\JT8Z?P#839:I>=0J(_X_ILYIM4
*FMS*E,Y1IL_C\I C_ED0MOB
M^TR\U0C7++D0M;A)EW.A_;&L6Q1#I=/FEVSKSMW%F\T3O:GJ1WM):EMXMD
M>)R%J@ (U<@T2\<
AW.R\IN@K.SM1HSE7G5FC/C0\UB0*Q:=AU%BZ'QB'C:V+"JQ57'B7^=NYD\ \$UED
M)PQ(IUMWXZV\2OR:'M:Y-\$Z7N31+A(C?S;):R!U!'^X!M0::C&.*+,V_-MC-R,I.3)"#
I\83#F-(AWO*M*FIR\$AD90G?LS:<.J6)=+H2AZEKV)NQ!X86 MJ>/.4:18-^497#_X_-
@XSL/ZSG\0_FXO:_H\%'N?)!_@J3EM;097RI\IGQ1@,TF Q.D;" I0BP"A 63%!XG/:7-M!
(N:1ZCW%O*B\$O61V,+0(ZRZC^78L#VAN(*&.VR!Q*6\$=

=0??LJ=#:T/:3MCW_\$DVE!U\X3+_KG,PR=U\$NHFA'D<8!S,HJOV-
(B5X#19(C.OY0JSCI(5;^/Q*+60(-G2HG>X,-16P*&C&ULXU\V3H-
DD"V)\1R405W/BDV)_\$>;<_B/5I' MXSW:11ZOO+DWC\$=,>IT?-
'SS7#8A&CHV6P#0%R5)5_|N&U_G MYH::]&FOBF'&>[+>\$>%>TP1)
!7H5TP7FT,:>^6[<0+J-+13\B/0EN52;\$Y>_MMF7 M\P"LGOL2:.*!5BR0?>(SKBLU6!
(Z*DX"M)6XV&G|&HXR@6BJ!|"8^D*[6=2*YHB%[#,/+<2\$0>>Z MNGH|76MIF#4
_V,Q@8<<>A(T00IOQ+|0)MH1DMJF|A'W2PO\UG7WU6^|U&6
M7OS|Z@TN6M6/^6451B6Y\$Q&Z!3-"E%>9;BL_=4UXQQ6C8G|^!|@G&61,@?|;
MEC;D3D(#<&GVDA4GJKL/7.(2"XUA?"#/#7%W'G| #MVK |HZ-
3AA_\$S|T>8DTJ/M6:1'ZVBD M1|O((WT|32SONG*SV1UZ|!N\$W8*48|>5&L(E
M.R6U=UW?30KU2R1*./&|4C\$ 1IZ-IS-
MU_FT7>KE)HU1+:/,I0<'FDC:9_#\$NKNHBO(D3JJ?N80| #1F,>Z0|YSD75D#&
M*>#3>SLJ&N*POY8Y\$-!!?5;XQ%P.W:;""=YFC=6SNU(J069E!8+GQM@VY=
M|>FMLVA|'1T?4"2T(165:))Y%_K1!892+DYU_O|3_OZ.^RF|/;G
5'B,"*QQ\$;,#4FSCIP#^O?8B_J,
M.UA&IF^KDD^@_'/=M;CP*HVN='E'(5%GR31!QJTJEQ@S>VG'NS6>-R== '&W/
MNCA:1|LXVD7>!?=P\$|:|D1H@EMQE-|E"75T5JFCX8P,R|X!;H13VG51+
("/|6HMH+7(C;LD9N9-662W@(37#?*B_/2I M2|/3%G,5UI5WKJ6H:&JT-
C96A.>6W(1K<6J&W8)D2*AI234M?JEC)V)+^P2 MZOWN0?|5_KYK- G4_CK#90>
M@\$IG46-6CL(^(-VZGFP\$JS<,Y>>8T?*WYG:(6AQVB|K7YT%52U7HRE90_++5
MUMS3G07OUU_6/-21<^"IZ.\$7 A>^4,E?C|X"-F<4G2\;7H:|VGZ&B'246Z M|Q-GP!FH"
|LE0B_JF4FK-5)|Q^EJR4U/;*SIZHU7D^7N70BU_=FU-|CK>G
M^AROH_H<|2+7YT=5YUFQ8E/7%K=A_2|:/73)O1%DC-L;MA9W&9E|@|R+DTL-
M3;>@7%2|3RMKG\$60|_2&8&Z=D_CM\$_K#|D+=V@G^B.PKYV8?&KMQ'10.S%9
MTDZ<5#/T3QRKW'B(|EXEJ_@Z5_CGZZF4PL:,5SY?(|Z6W6;/L8\$CN M8|64:?
G3M71ES|FYLN!8H;LW?=/2300+|0"?C-2,*OPIKYVB@6^%RG!9'KNF MS2
JK+.#U=7+1+F='G;AE+DJZ3/A4K!*NV>10"2/,M,0'S,|A@MMSEG,L:<M-M68|3|W-:
(\$,>G"-6EG>|4H<#Z^KZ)KGTG:/Z6_J2CD|{M%|:GG-VO(Y\$=KR+G#.HXP3T/V_1T9)D
I7%=H#Z,CY9S MFP)?CND|4,M=(|JID+8*X'-K0S02-*.M-
)S)3|Y;Y\$OZJ+=P>M*TS5_84|_MX).K;K0UKWPA|^/\$1|;(:-
O|>HPW(B'=:?)VE5JD7/A29*/?*-P|@B%\$S6E|AUL?YHJN|NYA/R,8D MTFE*
@4K^Z&P0#J|OFC)1:;("14ZHECZ1BL^;J@*,@4IW7U33WW6|E;*4
M='?:D)"\$N0(UMPR3W=#&#+2>6)L,4SE81WT=!7?-R>&)N-?N-^&N7|:&*J4|47+WSG?
%90|5 MITX>LG#YJ9NQ/|O#J^X/KSK;PZL^Y8YZ6*|B|/5O;|O9LZW:W
M|P|2E7W8^ ^#FLD;)|@_R.?,SF>|O|>3?^1KZ|H7@|GAS8M7Q%L2JLS4M;MV2 MVST'|
|Q)0J"U W*7ME.?P(:VB9C%:MW+M|2YV>.,ALDZ6920'4Z)IHOH,N@ MBX)W"Y1RU.
|J35.1|X&USYDXT:Y03#\$|D#M/PM'%,+BF+S3_21R: M+
|HVLCD5ZW@+*M;9FJ:;NOMWIOZW08&2/Y05K+TTA%3=(|X|C&,@HTSUU*80GI0Q,+
T|N\H;G\$-@/D\$1HY!DM MP_TVOL\VAS5?KP%JOUL30-
AM\UW|TVQ#CN(A&7%^"A::I;B4>ULZ6,VL)7%5&Q&"2/CLX^RP7G;U+A@Y
M\$6^|D7Z;MR?R(W3J6*\$I\$!%|O?|^W7MW5F> F0B0*8
6FS:G%%GYWZ&K_/<.,Y4S!.G1?2MN09.H
M4L|F1;4P;CPEO)^L7\$K|J|43|1|+J?.R|\$7N"Y/2;(KL&OP6+GKJ3>J)GL;
MU0SU@XCEI:>TA@^2CHLLGT=TM\FNY3.O\NKEC:QSBPTQ<,2#3YZMS:'6R#-
S|:TQ72FU'E1)'T(X*8*_5JL&A#@OZ/?4Y"M|+*\$ M!?'C0| #%_: -W^+VCYGR.%C=>
BU^MJ;+H5O>N|=|>B'B-=[V|5"3|U)U"0 M|_#KYKIV@|.Y-=DL,,0HE6A-J-
#ZBC#*,9,6ZP!?'YZJ;7QOD|1-N9,Z|<=H, M3566IN 1..2&;=G!H")|O'&%>L4#
|*D4:S;'YCC8DRUPL&=K6A^YS;-|F^/G MKDXB\$+EJX/0ZZ+\$?1|Z@-DNO1-
\$^,LR6P!>UQY0-U|A_W;'E|L@52^FQ-Q|G'W?
O3;V>6K\$@CV<>6)GHD(IN:W:|1D01"33: MC1TN6C5R*CNX|O/-
CKG/50N=*E|U;ZR1,V)@4->(=6X=YA7+/3-(9|G6T ^MS|:TVW%|YOY9IELCL|V4*LVY83
M5_)1W)+;/3/|8_9.Y5QOD/QGV)7X>?(+YWM\$NE%J=8&Z|XK,>3_2@Q&^*|^"
MKH84J0JVO0O(&?TES.8S83420#UZ?2<561L(C\$1-TW(1L^/&|-7.5*41KY"U M4>G8*(S
|O\$|C,.F5;6"61L%,8?2&HF"F\$-|M4:,QD)SRW|/>6I>4F69Z#_#
MDJW'=G#|;E#>-3?'71FTV_>9_E|LMA+|MME_)?'|V8??V MO9POWQJFN|#3
@&ZHQBH|EP|U>"#(WK|F'N<%GA4?99NYCG8Y&3|F\$&;(OV M1"*30;%6&8)JU'7I
V_=S1M ML3F1|YT|.SQ#|XI":6'9%9UO5S@F?;-E4;3"Q|L.C|^3-\$+GUNL|@W#/^E, M^E-
UPR+AB0_0GJ>/<"N54?)U,=|53C%_T3?S|^V-AX,G^\$-

+9^P^D26A*=XV.W9C*_+%^=Z57AZ-&_H^.)1<:I MBB83M%-/#A:HS_[H]GA\$\$S=
[M;'MFL4E0%0.,A#A7+P4=^&5_LT]-=N-WZIJ M F^A:=
OL_+=*/WI/S0J='[O]HOC8#C+7=%R4[TO&\$DWH!CX4>&2/F-^V,>EW
MM);[TT&7J^9A],8/>+"MLO>&-U("(<6WYH4./8"=K\|L.E2)9,H[!UPSYSL>S
MSR.J*\$M7ZJG/?B.:8[?R_-GX7LY+PKU|UO=3BA5PW-)FV2&'\$=72ON02=15
MYIO|V3=|H&T.@#09'@"WNKV+/QS_|E>)3,:F*.8PH.75OW|1%02)^IMD:VY_O
M_>INTE|C8|^&.:C\$S"/<=Z8;U+|KZ|_:/|K6V_# D|C.:AK|AMAMJ_E7BI-O M)|M<4(=|?
#I_W!KK9W|E,:(\$S|GW|H|?39BP<;Y4-Z/P.C):>:1R>(&="

.T!VJ%@[*,: "WD5Y"R4RKUCXRA/'>"R6|31PF6B8%%N7 M6MJ=Y*(1B9%8ARAZ!??FC?
\$U|PI/U>3N0N,J.=|1M3|&5%/|XRH3|*3'M:7 MV!R%>|(|"G=U R#O.:Q|B;TOL?.^1#
|EP0G|G8%6|WE=44Q%1SS72|OQ=2A(M) IL'K6K9|PGSEO48M#^>%#=#VS96J5,#2\$-)?
^*12.V7O!+X':S4Q.+0#"1^ M9SOXA\$8Y-F;26+61/YH'|<%V
::4J@LJPV;BFQ7\$U|/#^|S7W;LL8Z)8UK/=<#F'0M/50UD*>@VSY,>TJ MF1'MOJQI
(=+=.@D30EH|CJH.:|L3%#<+L#D|J0VC9AM-|=ZZ;V;=3S='L)|L MCV!?
W6'%F_^]=|=|;|YVW|A!XY8R;9/-=88O,F). '0M)LAOP7*B6+(5H;Z^8Q
MJJ0TM^2Z*M|6A=I0>JK@&-NMI3)*^5RW7%:2\$>1AT'6ONJS.R&|VD|W)V|#D
M;E| "ZNXFWB7N3MS=Y7ZK)POK/N_-YC2E!^'6>K64<>_D#85;P9?=&
M;\$,CMCFYX'1HRNV-V-Z(|;P1NS4C%X-2G,E:#,5B0% EDIM@=&+3
M=);:1H%|)+)+6@\$03@&BLM*&OS|_@N^M+=GFQFIS8DAI|L30U8W3?&V_/
MJO9LY^V9<|JDE|Z%BPJ). ^EFL(+.,CW,5'A5A"O@7Y|G5]=0P!8.FV&I:HL
M0200#*HR8,+Z5E:"RF@Y/)5D8X0OX>S@X4>U>#M\$&OTH9G!S-M|HFRFU=UU
MO)W,2,?'(60XY3OPJ"KQH):E|+SBFH% M'+O@WCHV8|/^A=.2X|I TJL+&.A<-"V/7U4
P.J9,3&B5>@PXC|Z&KAK<_F=OP83-LJL6#0Y
M7^_5V|TOK1R2|"#R5.^?0,J.1CZ_ "C|P37"PE=?*DV#+D';%(I@NJ'WH.|A MA;TYH>GT
P2#UQ&:=K(GQGD#;\$;+,V^%E'/R1\$@?*\$2G'K?->I1C.CIX?/
M_ZS&^RIG5H|JA(7T(E4X4(KNP+63WK5|V27|,?,#(:J+C,NME2O=J?)H\$2
MHSUU=HOEND,:8G.FP^GV3(?CM5J_#R'V^|1%45G2&8=PP<.EAT|\$A|F_)W\$\$
M.|N32|>LI=9F%;'>8:6A>@3 MJ9H+KAGH87K170)B_ ^%1+%;PQZS>8Q":V
OY^K\$HP0::>*ZPHM B^CF3?(#| M,G_N-F?^1-/H'D)@?
MY=%OD8"@GHKC@);JVMQ@N_XY;I'BQA(D3RULN#,2;G M:P3<0R/@N"62F9BJKA=
(JFA|W9>#J9I^>GQ(|W0>":19PLMX";"U":I?YU
M|GQNV+AE&6M|\$_4Z4FF0Y,:EHV"5(F-W:ZS22@G7)LQ|G:3_C3\$HT TEJRK
M/_R*>K)IOK7!SK|*: M45W|4L:N_1E\$;SMG,S<'R)YN#Y |7@>0/=Y%%5N5
4T;:^OLEAUH.1FVGU?+ MY79")P:8W(;T7SFF#|*?# MI5>T+?"#U(8J\$;6Y)&0|*+
<+|#|GLZFN4^!\$A-T+91GR\$2V_TYYY_ ^HJJR|HM73IS)SD
M|\$T4=/\$KOM84/DQ^UBMMWU!|) ML\$MYR?3="I("U24PU?S"|G+>R>43QMS
M(|,MJ|!:#=D(:|/7?&P|M0=^ER7VJS^RTAE-G2F;KDEM;_KP*Z@:U-4|6AK84L:5 FRK!EI
MHO>K_VT3|V^\$H\$F|G"B69).7P1|0OK?N.T@.5'3 LG&|JAPU^'V7>:"
MVZ>)UH;WRP/6|H;D)M*2%PR22X7P?@:YU"R|PLF5J.3X=>;;<<3 *O!94| MPQFI\$AR-
|3W#LD|>^_OO=.E:3T\$.G&ZR=08|S:S+8#M_<'HWC;|B*5=S.4.
M5C7?:LAXEZV(7K|J.N|S*==F/8 |^LR&;=/LC3-RI>@J?#C<29IKA&E\$)6
MAUB!;!'/H!TQ76|!6BX:N+;X|((+3C.Q&\$V@ML>RYE::A2G3<|1308/M91|?
M/JRK0_16\$10QWEC1F%NE7^R5DG\$_|^AC&8X&Y|G"VS4(K)JLQO3*+|'"^/=&
M;,>ZTJ&Y'P^UVH|NZ &A2T238G\$X21L(%NG"=B(/4U5!D^GU5G.D>)Z@/6U@
M4NGQ;;P>O*M0.M&%|2,^+/,2GB&K^CFW4)KO3@M(->\$K.*_2YIJ>Q39.YW@_
MGOD5#%Q\$5EQM&.Z !1C93FEW=SGC.F& DRM5NNR:NWRY_R&X#WT'BTIA22#CY
ME)W<;+*PME'%=9\$P&-AG9.7SIH5F#3HB_G3^#Z5J@I?3R|I|\$9@./4'L,B^? M!)'|1%
|?;&2((4-*SXB"J;NTQOO2DY*(7,H?< TO"?Z>)CB8O59,5SGH-&I2=
M2A,^M\$/^J;4E7NRU)>ZO+?%LKRWQ^6E+G&U.,3G;GF)RO(YB7%>5'4) Q/R!/NPG+F
&_6"X#8*5(PT(LXHCZN6/M5;R_#Q |D65_DF4*(4,X,|D|N2H45E?
O:TMK5OKFE(6S|2D+Q^LH"|>|V!%!. MMT.<9WBPS:%Y'I|&-@?PN-.|)?6|)=T8+^X3L.
<7UJ|6UR;079&F3(^J>88 M"L"M3:<1P\$L&BJU47S-U8I<;|B\NV\$5>8D.8PT*NG
ML|^|W-W-ZLR*9Q|A19K&=LNP#"B8,:M,U8S-GG""BG\$+.Z|. M(AT*|.8*8K-
5O4BK,V62\$|J|V(UO,:F^7NZ|U673TR|R)&CG-X-1DX!(0Q_7'A#
M#XOU5VN_(>FF*5UVH|2W^XN, B8)HK))7A7G_ZO5/MC&@|.OH+H|NX&7T:-
/'5U|L,3|>K5AEAXZ=S9DE9|LS2X|7,4N.=Z7IR"" M>U^W?:4HT|D6;.-@?
PGVT/X#|9!^_WD4_VM=20DW8|>'(I^N@6IH6"JV MRJ&!:FC/(-_6R(A,:ZW1+,2PYT|R.-

W7H+*JA^FYY+A;E4!WC67\HID\(>2 MGBX\&NP)(\$+:_4_+
(=:@.'":.14&'3*N%%C\F:5I_23D3#]-77S!FN;C3#'==[?%1\3*ME7)4\$F0;
MEO(M3R0/#04*C MAJ&.3EZE<4LJE.*\<5\!@":.';*6F\,?
SK:G/YRLHS^<["+J00\I'Y"55D>7 M"^A\N7UM31MF%?339+TCP%_V< MY.OSQD:0SC-
87F1\|OX\W)#F?;DQU.UIS=3G:1\!-!Z;P7.K%\$*U:BILS
M.=YE7;H*SX7V90F9SM:2@2**Z'#Z UWEL!J?BSEV>;:JF\A/4\).W!O5J
MPZU#8.HQV/^NZG?V\'+Y'C23\$J2/>&S(>_7;O\|MVXB4P?"9'X+PS>);F
M(MBAXK"GOSC\JF0E8B\$7.O IT5W&K@J RP/CN*QJ\$JWU\+BK2+@L;R P7O MI
+8UP-5,IC^1\|>?)?^ \K;GVG2;3"Q/RLWMAR;T+.MF>\$G*QCA)P\!"/D MH=15%GV2-
V'OHY:35QG'MP=3M"H4?PYKW:U#:>\C/0\N#1:I;AL@23I<[NI M-
=HOC2\H)>=:0"E0\|C(MDN04Y(O"O R.6T9IR+Y/MA&54G;2S%>4KCG(Y9; M'VK(
WB)1@/44\$"F@=J_WO+ISV@-LA8 MV\Q85WIRO,13 14U;2^0\#B"C\$.C;T<2\$&G. KUO)
T6C4B:F DQ2HK'J57?5P0 M.V45/=F5Q+H)'P\|0= NC%95U\QY@|_
2.X;.&'54\X'K7#R9\|6N#1:X?D> MK?#\^2+*."7ARLFL;Z S*ROT\|
L6KUQVS31QR0X@4\$"2_.I.TS\G>OSLWI66?;T\-.UM&S3G:1
MGA4LX4CHQ\XK2).M(:J\|H;B;*&! =4\XM@QJHM1"+ETGNZE:6\!V4H.?.>
MV\2KBC%HI<_1UG\^2\BRTK+NQ+MW#OP*)RK&Q;
MI*#5D1O:GJZ2G'F>I4W=JZA"E+KOSX\6%D)CIDGX+"LMI5>76_(Q\Y8!7TA#7
M4&>=4=ZT"O)""\S*'?&<*[D*A\I_X9Z>E,-0=\$VOA"0A8\$!;<9UX&R5VT#H"
M1)Q)P11IZ?J8, RUHJ<84%=\$.DPO6A_)7%#B.L\$|\<11^_H,KI@.@O)('O9U MU?
EW.EK\1@^?05BR.V?0T\VIBV?;4Q=/UE\$73W:1NOC?59.FGV^E3\;AI4\>
B_JP2_I;1_JKN"
MM1P<\$H'.Q"XD!R_N@8LH.TAKD^WA\B>KH.XGNPBO)76GMC&K5>?K0IF
:E\$V>RC0"Y@_)PZSQ;L M_LE1F?0UKCF#PR?/2-4XIAF.1CD.EH7C"S?
AC4=5.QYQ6DDGW4AEJ8L@_1M MDD>;CEDD7+2"VSS602H8<_GC2\TAE< RXDR'GVW-
'R8M>@<L;A1D\I*W'H\ MR@Z? *->[TOUXE>5E(SQST&7LO%T!3A#V/Z+WS'H&#
6=FS:W&&(E-4T0,K(MAJ..->.PCA\Z:4 W;NWZP-5;63%*.GH;JAD"6PV*@\N#
IM,\$GE\50^!T& MKQ0:/=..92
TJ\@GD:PP9)L#59\N#U0\70=4/7T(H.J'R\|F5B\0ZB\IQD>D7
MQS\$7L(MTULG:KG'Z^L)X,\$.8/OC=|WZVAQ!\^G1\!..GL.@3IZ2XB2%J/4:C
MVERW&"5MPK!\$-IM,7+2T6ZAPF3(Z'\$TSKUC90RJ?;0RE/UT\$I
M3W="7%O#)0\F'6QO87N=N61%W,!<>#3J1?VOL;4\0>R(G\|!#6DY@=Q)@|*
M3U'C<14-VX,8-EB&FZ-QGFZ/QCE=A\8YW45=;00)^?7PXC"="FX_I(_/NOI,
MUV;DU0FD""K 47S,8AQLDYU(3AEN\<+892R<;RQD7V2OZIP>#7=%I)%8:3,G
MNH#\$GQ2DIB&D\#;KZTPA\|C2UI9&.L/&SK)W&JYDC+WE%D44A.27TA)(J\&
M>3WN9I(M\|7_Y)?7_ ^D"+3L0M_,8)9@7'?;S8 M)KK8(C(WL5\$4?PP%
<(B9TSW6S(7#"H? BY_R0?9#8OKA0>O+TZ/, T1\|S\$<
M:=,71Z\Y2'B>KX)F1KH")L\$2N'2J,?;UB/I=<-Z*^;*R=EZ\0BLO84YWY1)+ MY*7U%YI*%-
A;ZPK\0^4_=P+P>[0'_X? \MB#_C\|0@"_3S?'23\='B=YN@XG M>;J+.,F+7+-
EUED8\GC6DL\E\OLW)2^_SXSQFH@)?!KPJ9*=.0XY\|SXSGL_O MGOS9)F-
+5FVF8RRK%W;70?5"+8I4D%SF8QQY+^L-&>A@=%2%(ZOMY
_DH,=Q_6;UR^EH,CICMTY\$5 N&!8+2 ^N03L)019ZEBM0?KX\$@,A&>C
MUR)YVB2,CR*5HL/T\:#H@_Q&\&^9_L/,@;:/@5\SKY\!Y",_0K?F7PZWU30;?
9>=KF\@;:TX_OH9UZY^G'R
M7W:T;=W)1^QVV"H9YN#!9\N#Q8\70<6/'T(L.!#92>TO&'WSMP""%Q"0J,'
M;D&LS=SW.84UZVQST-VS\4%WI^M =Z>[*%**.FY6LKEN!'FMP9K0=!3R%)P;
MMCHGG^_/0#<2!(8ZY4M?;1H13X\|!;UEW7B,M3+NMKI)1V5%\$LB2Z#-+% X
ME1JEI0Y/D6S&>2;)9RU^ H-NI>8GIAG3_>AZX//F9;11%OP..O'\&!MZ^6\XC1#C9Y?
*/1\7?]>!\<# T\7R: 6^?+WK63!\^M\F9X#WA99,%JQLP" ^7Z6KL^5#9)#+NIHW9O,\$
M.W)1==&N3%8?"@ (Z*@\A#*Y\|V'2K)\|FQ.2;VV?;8V--UF-C3A\#\$?K!? M@H9+(-HP&%
(A'S=.:2 4:I'G'CSWOB%0<4F5\$1KOA M5M\|'2X0A;:#\GGA=.Z9ES7R7*)DZ*E*'
MD\LDJD3M P/YO0B2/@X?BROI0IO6KP8&11\%RQ2'4(M&.)? \U=X\FQ.*\$, %
MS4IP.Y=HE AO3" I/>QNO#L+,3*F\|V_3;Y859L\|I*96./OZT*4RN/M79D M\|%;^Z.7+?
TBL3JE"&.81,"Y(YM8(W._P?8TD@/L(BP!\$H\$O0Q65I/@0PI\ M\|WK?*YSB>=1/5-
+!,YHN1AXGL3.1I#%\$A3G,(-&= _=P\|DG%BW""I#H1(J MQ-PY+XA6+.16BL;#?
QN3<;QBG0IS-4.*O.P RUH.Z\;H;V+W55B\?@Q T DER\|P7NHD\|FQ\W1^?)E@2
M;4DY4@U-3A^T-3@3_.D>' +7!=*\|+N,54#(L,#)222KEP2%,>^S\>'HVRVB
MO@6A\!#!PMCGW00SAL2903(U,VOEK@72\T^&H.->6-@B=VB63\A/PG4YG*%

MA/(RJ8@R>*|N)O9DTY|:T1_4N0E+>?6Y=EZ72F<%C>G_C2@T&ZA&,S00N,/
MT|A:N%RM?2+Q'^BYOD8##_@||W99E-NO(7Z# TY|,G|7/BM|+Q7W>CT4UB?=
M5GD*O58YRO|@!Z=[*^O]FOFZ7@F(M3764O!P%%6V#X-%7K6V9.A
;PIZXJJO;|MJG7^W'POJ9BR80QV4W52V>\$|M- M|(I: ^/O|'-2:~;LY ^/9|@R,LW4,C+-
=9&"0| -VV112D)+3U.K0>Q0#S06B
M"Q'5I1C+| \$FQ"HO@<+PNWDKO|OUTF)SK!|4!Z"";|"&!?"\$06'(JY0@_":
M'EA\$CA1U)KT^5-K&>!CRP0!=8A0D|BPSM8!A^ 7E<.*WIH0S3-4P9-J3:\$
KB^|UKLL@2:~| ^FO7" (+ERXS.T='@&9J9|.*MU',5: +J|7 M+P-Z.O|B8?)6|'E\C9"K
R+;)AAA^|"V6.G;6=08UYH2C);/B>:|LP'G0#VT= M>7B|W)|P23KPL ^@*7);6>4T MK
N9IFM#R|ZU|:-%'<*UL'FY*4UU|%U578N-Q|;\$+|1>WBY;08GPE%YT#3D-
M7DG28B.1R4; @U\$8L;09-#"#_.| (0W|;| #7B\$*HX#5H"G(XORBJB1:GS|X|
M#X*600LD&B2T\$1|D2 |71AZSE|/X?JVLX#O\$4|!%YKO_:%2*SL!;S_>P|OQ
M#6|_>;*MW|A|/9GFW, ^GVW/^3Q;Q_ D|V|7V&1*30M=K|3I'U7%7YS;HV3HVZ-DN
MLD%7K.)KU4/..EJ&M=6>JR:(1L'3R)"(M|Z^=>76+NI W&;5WGB<#*Y|>S=
MY;7|1W4+MY|J,N&=>4&/A66X>PFQ5-2@-?5+E5KRX5)4| \$L="4^G 3?(TM3 MF=29A
LA5VEV4>N|:W.6;>;*@|R|@0I%D|99|O3>
<|6T7G.=E'| ^UN7(!DE3*= _5U:W3#*S*: ^1KLK%'>8QF=K
MQ|/#5#N|/2=A:L2UA|234\$|>M*(2""0|%=8|>PZ(5/F+;S|LFJ#O&1>-F:~OP
M>17W".#\$REAYB MP9Z^35JDC=##W|V>^C|'MOJJ65M;/Z?AZKORPHU/6CD:~JY?
5)|CP8 MA&|VO787B>*~;R3378.=BB3HU!|T|>E| #U\$|ZMB50/0SOC:3KC":=|3Z
M\$C_8|9N'>%(+OX.)3INYD?9Y-R:)2NC:~| %B1;JR6_0UF&@|Y%-MEX%5RZW1 M&
|INNQT97IL4NNG7S&;@S.V3^ -V?9/= ^>97>VCF5WMHLLNW-&4SJ.5QIQO&JA M'
M)W|. '|&6*"AD\$|5-~;?Z@C6&DW^1C-ND"Y322-I>=VP*:/3!A?'-H%|H/O6^|
MA\$SBANRM@6>0>XE_RST?|C(98%_T9,\$_~;0F1IY>>@@"\$M/JUI9|RM4A;?
T>@2Q>8V'6NETB6++)_ 9 M@%>|/10|ERJVNPN43VCD#N3FM|/GVM+*S=;2RLUULM>
X| -PNEJF=G%6|S|LB MOCP#S4(AIQ9T7^K/JM-@_08OV)AN_\$_-ET@UY)
|M|\$7&*5+/DX20!;Y#!G@_M ;V?8|M^=U)|JW'CW8M| E;H6@!%0T M1K
":08|/9FC'| ^4XL\$>8+ +VT'\$|MAJYE_YN&9BBFS|T8,<;?0Q6A4SA@SS ML|OZNP@,>
(X3SFV|^ZVWS27N.C3_|L@ UC6F790#?'|/9?7Z'\$ M_M>VW@:/@ (%LD?
6"+;5_"NMV+>3;2ZH0SX^G;|_N+763G|W,0U_-|/O|UX M^NS% XWR(0?
6=!,Z=7@L7#7C_"_4XL?XZ.& B(R?4WT%/2?FM?4U|RN/U>K M|S\$P3_>%-
YWLX4WWAS<=|>%-GV0G/>QQO#F|YOGV|)JGZ|@UW(AS?QSOC^/=
M.8X9H(5!/A\$'12U4"!A|30,!007_ ^JR=YP-K>HRFU0*Z;D&RGV|.SH=G9',7|?'L4|H-
U*&YNHKKHW.WNSLSMFY_|G|VV;
MVT:NK='O^!6HN2=V56TCDG)'CMSSU/E>\$|:F:HD)S5:~;CY#)"@A)@\$>@)2L M_/K:~
|HT|P9|08"E&7K\$#YG8)|@DT&MV|H M:~;W.2E:~;"?C/4"0P4/K=R.24A M>EB-^VM:~
RM)BN:B|JJZVR|S5M=1O.ZKMS5B-35D-KWR5_|S/H|' *+_~;CQ\$ M_VT?
1)|:|)X,U#@<_MUX:/S:/CC| MVV.\$P_ ^-^F_P^6>@"_ .Z>P5U-LGFB KL_P?
CX(7D(^*%+V.&X8\$+4WY| M_W_~;OQ_/JW?0#ZM|
<(H)>&S*\$=|S(E^RI8| #L/44#H>8M&.A*"5G.F:/\$: ME@K|KH1B"-!^0@|!\$M5\$&K4Y/?
%P5/|A:CBMWVHXK?'B"J&-N|O#_.B(.Z MG:AFIS3<*G;N,M=C@K<%S-YZ1L.DG-
#K|W5V)HR5P%:XDK MDZ|WJ^HN=X<>HKGX9"P/G(C1/M4Z-
D&A|K:M(<"LOA_ARV2F>R8PI<1N)#I MEU--|>Q
K0Z1&X|W4\$CCGCL4(L5T!\$A@T"/J"%ZSZ&E5"AL2ZR=001Q|YR M#TDO*K&P*\$A@-
^O"_8T4E|U.(UH2"|ZXMY3?0+|H3+Y228EMS.HJPMP!B.RJ MIC_R/"Y9KS9CN#*|V
3W/Q\$LAIC"A^.'WX_'#|_MPP^_/4|.'1GN2',=9|= M0&5VMZ%'7F|V,|YZDL-
%S6L2R"|SK'PT"00;>;DKYZ(6^F/>;H1#RL@?HZ3
M/_/01BL'|EV0=9Z1VO4D405/>^ ^)-8D07W+K?T*0>|FMV!<,X0_6-W02-FWM M;%PIS
1A^T_ D|WQ!/2G"6OP9ZS%|!1BSI*>O,/E@*#LV>;ZKO&~;9*~;A M8!)7=)|MM@8_
)9CG:UN@5"#(IF)2"-N|JK%SVSY<_MCQ,7_#8YH(I|W7H">RKRH8L6+?
B^7F|>#E@U+*TTP|B), MCQ'("U+(GG#:HG3):UDU#4+
M|6"|N;)A:C)WT^E<079X85K(09|\$=QB7\$XYO=)6S|&/TA-XR_|/N=OO|.F^\$ MS=T"ZAM?
>~;JF>YL0B1D:B|0'|A:~;J" 3H3 %-&UA1| #MQS:@~;('&ATK
>~;)C17|T'V*27)35+*XR\$L)'0J|_| |SLBDK|+;)CHDEKC&Q)X5 MX2Q0>XY_*|:7|A3F3(BZ+
G)E9>-&IYF*Y'CPBJV:V,|^MSMF.MBE3,~|8H9
MK&DV|TE#57*EKCB;BM0PP|O@1L*RWS|E255>51R902B|D7|5>E1V>DA|XOFK
MQ_X1GV)PT?R^C|T|V*(+;2.#-|HW0|JIGINN*E'1D=R^T)>2NBVV&|A\$>5NY
MKHATLF*I9*|JHH96B>H'./X@?C@MY'T7+>3^X_48VWC|EA|SA@OPFT3-A M

0'G:J/V!_JLYOS@MD/LRK?%:\$5"!#*!)PA"U%&Q%%KMDQ3+)51(QOO[K'E
M*X/^_C4TB9E<(:SR/-TYO="C3Y2^65>S_GR/IYSSL3;I_K";:=J>EWJ?,WLPVV0+W+
MOTM+M+<)?+EIZ.?-B*+S>OOG_I_C\$*PE_(BI_+T;8)#_C%.-3".SOGX*>
MV='74<,+_ (4)V(>3&-Z/(#'(VCK(8?!K|PCZ6?AC3U1'UME_M+Q*J;RI(66M
MXGI&)^14LJ9.P|JH?5:7Y7,0J^Z7W_&=(?^XSLM\$VUYE(J;E%Y8/2;(Y_M-
Q2Y):""K75Z>3&:)AJ1LX?->>>%_5!MT;%BFI=- (VP!2PDS;E:_A1
MY>VAMLW6BTS:WM"!G+C.J%EA6NG'XCI+/GKXZDKZ&826V1E!PM6C2NI._=
MO=IE"!/RW/N|I&_K//.R;8T>K6JLD0CKQ=2!T\$S:IS(3IY^JT:LKF/M<= /Q9
*FU;=*FVO"*5'S=M-9+R^Y0S;6!&?|JGX_Z;L_-A|S@3QAKZ@!W M?Q 8OF'E\$W \$8\F!?
AK|P %?&QZNRV9*G#=G3!X3LH '84>R% MM;>Y-PWCXG@?N:<|D7MR.*_X1?
\$15W7#AY1A'I_=FLA^/38=_&VJR#^'1O MTX|O7?U4)F'?1|U2|N(A?%RM;F
UC%:LK;L+X/"3._YQ;.|>_<5L7>|T. MB^';_*QP%L/75X87?R
)E|TT^D/W)7WM\$4&;9&'0WJQG<9ND8.07K^%CC#A M=?^B3;JRT9XR97W+|>\$@-
RSCL4MS>E#|V*_X|,COM%|K/9?2;|O|2_\$3\$U MML#E|BY7Q3S"V.5?"H*/7J)C)D/&
(D4_4)L"LVHD&<1':L&&3<ZG/\$,EJK^I"FQW#>YT|9@=:XO8L MX(
T,\$L1.E9KD&RKVY(VRUGRP2>4L/_W;0@V"8V'N_!P>R("76+2JH"?X,EN(Z-
&^_/W.H'8*)PAC;:LIX88%PMEU\$^@, M5B9LL'8OATY:GER|1X!\$&|Z6.?
LFT>2BAITL9E)1|V.V04CTG- @CKWYZ|"<>Q9*B0B:6\$%_|_M=^&3%JU.?XF)-J|S.-
L5B)9U_J1>77UN|M|&5|-I:DF47(?>TH6ETVE1OTG#!|FNX5.Y|8'^QG'RfMO-
M@_M2P&,Z*-GAT ML6M6-O(-/128OZ|KFU*\$D2W4A+@9>=?G\$W:P-
2"4/<_WV;G,"5U&33_6^=(MY4PSJ>ZD;CO+N' M@PWA"8|V|@YJ:0?
W|_C>UEXMM"A#SEW;W_'1>X!_2-N(OU9\$UIV/R#OJ\$V, M8Z,(>
I=K=M|037@WDV';P#!OI7I")*)|8U*7H0|MS|W2(1%81_D>|Y'/L| MNK/T'Z
R.>.Y\$306|2"J_-M:/Q3Y*8)R%BE.3WAC|2Z|703W!=R.T%5(-:1 TE',*!|P9L) C".3L
M:K53&G=57|F)!|=|2-V&W-A!9IS|BIWS_IVK#@=_KW0GK!D^_*/6B+ZW8PG. M&|?
@.BTR&?+^C5|-CY%MD_T;|10\$ _X|.4'?;K#1 D=H4%Z\$HS|RC6A(-S*2H MJ>FMD1"
|HP4FT8KH7PWF;3%9M&+G<>^NW\$;Y|7'#)6,?8S+K"GDX&^5+!-, M+4W?
8|_V=.:K_P8.Q|DI>7-B=(RG-)R?J*T_\$8H+=/7#^<9P"4=|6;V, @T>
M@VKPZ\$V@;0(@48D(|BLT^<-MD|O|,N#JH>|4E|L@V00L4N3K;O1
M3;&OD|!)A8SECD1F;&%90%9_??A#C28DS*4)%\+7Z|80>7C)?CJ;K"AB7(B MHZ-
1:8PLE_92'G3P,I7=^+U=CJ6ERLN|!#LOH;>R|UC9)%?(4I:J|D;OB>?\$ M>%#V:?
3%R%V&S%S4^)YZ.G*&SGL'2;7D5.8AMPJ4YWS;|?8)32EG|WP&IW5;
M^BW46O>3E"W7;->"8B7WP9O:_HYY!'2D-*23;JEL#1=9M-J;5DYSBW<23XB MD27-
L8WN"1=O+2L(+,A|&>A|,YFD @S|W01/) "M%-6%%_@_SF3AF+2WM,9 M-U^Q!\$@?
L9+274!_W;JVAN6ET6V1!:T|10K.!ZZOI(#:XS2|+2Y_3)1"G0, MBN
5P>W/FZBQ>=@@#WO_)Y>IN Y4P\$H/5NMT)46 MM3:|NMEEI|! 4#;27^"5&FD:TY)
|HE0P(&O52\$|8PY*;Z"SY.JD31H1R#MP MZ0GA3X\$^|L0|;F/-
CLC/2O;FTAV@R)|CFCO/7M@|,Q<0_O2AM)O\$575+-F!N MKB|.Q=9-. =7-|%UU' T*C-
T*3JW.Y_ ;H-5-!>?P),D#_(:?IR^F+|N5K7@< MZS5B)M5\$\$.BMUGQA3=VC-
:FUAV'L/Z009B^3|L6-'S(7(=PJ/D5P2??;IK=9 M<2,SN,D F,R7&2G8|G4=1=29=.:<:7|
M2|FB5K/M1U8/^4T="P|G^.\$(&7TL|!"|H|!GL:47L H0|!%>QMVR11Z3,E;
M_C?:W%P^)*\$T9|9@S.^0CVBP9K5NR&@-^\$19*5!86^A0%3DR162Y.>7IML05 ME-18>
(<6N5S!;*7J6|HW|P^DQ\$@^QVB7GT9WF@('E)4|I=N,\$ M<2|AE@8'Z-K?J'/??
U=;%MEAR_GE+RFJ2OS=V095,B.D%|YM@':6 MV4W%(!0!&3E?9
JL(LP@T@PUV9J|HKGf!K|*YG(J|H;J(6)^ \$27HU&+68 MBK/D0|-Q3Q9@<_%98"H5,L&?
R^JVI(D5D> E(KW"YZK@LP'6|;IP^FOL,*C+6L? 79ZE Q8 M|TUH"PU:V9|UNGE%V+|
(<'THAHRZV43Y0O@7'1V@XANV\$=|W|,D(JH.HPHI3 M_?B.QF|_CPR@#D|'4P>G?
=S!Z3&2!_H<7Y"B8=BR|ACBV_H(!9/5/AZX;|)
M=2XY5+|>.7>^=D=>B.6G|R|>IQ_F0>B'@CJ'0Y#HTP?O|&4A-/> MT*(\$S_D#E52-P(
\$B|@XWXV=F-7;Q\$CKN /=Q;7Q0: ^#_K(5\$A|,7OI3B|W M#Z!&*^_
NDE8BJY;&K+M+X4\$GWE/Y 1@ MNX|NK>L-I:2WV^9I_W7^JP.V; 0KP|2&& R\$N3D"
(WPH0 M8CJ "SL=SX6=|I%AH?(AE6|K1"ZW1FEA", ^'MV)U^FQ3BS OJL|*(T(>?X
M!#!U-*(TV|TNJ|+X;W'.D8TQ%=+EKEPT_@*L:|XQB,##?9COK1CZ#M&49+^3
MD609;@KSK!UNBG?'|T| C|L-HNM9BEYO)(OJ6!74@<0CI2W51)|AUTM3>;0
M+M.KKX@\$S7*W"D2\$|_0_)6\$.'A,1?,+L&1Z#5T-LR"HFB+UF)+|T>)CZ|?
MH"4>U40,4^Q6"E01X|@IQ;E0>W \$^!D3^W/G.*!'8,,P@2!EY28KV54&;LN
M+JF0=GFW)WO_AQ|_*K_#+S [2M04F)>&3=/9Z=C%QK|K9|'?JZV|K MF!3&;7"88=-Q?
USE7_|XTU|8A|JO;0_|H)^|8FFM5N|SQKG _H@1|9-F*7+;F&K1|WQ@V,91;@9OZ

M,EIEFLE1@(\$!G+/O'4/QO5!218>H9?C M/LR.+VH9@/'=CD?XSGK[/!PCPI?-)4F
EY0!RX(JH8Y45&(?9^@/-2D@HA
MBAD>O!!!HB"E5ST2Y:K+%>64*5=Q0[U"5ZS\$","I=+WU.YX.MW_FM_FJOCLV MT-
>Q'U<#8(3!;#61_L<7:,L\$= % 8NZ*(1'9FNI:L+UJY76<|GZ8=U)<A MX0IQI@M,
(YBPIR3@A%:G8N?~@|P17G6!YFE*MYNL_N.,6JB9S,%.4S|2@
MJ*M5=0GE9Z|=Q>WLW217-PK9ID'|>S36;H CKE&ZX?&.9/'*=!E/OU|.7IX.|2&&:
6=3H>BSKK MPZ+.CA&+RH<(R#G=V|Z:GU;I2=W(99WM%M+Q=L?P
NXM:>8/^O7|FP VF|Z M'NTWZT|/S8X1|1>O6KM2.16Q:.*|46.9V_P=>00-%.6=1LXP
-/EM,GSSU1V M*|B32KO,)HY,|0>B@."Q9 LSMGAL| ME?T"*DTUD%PIFFLE-
A'S:\$%MA!>D5|>/'3E\$=Y#3:|2_W8GS@V::6SOYP2;
M=@:FF\$FN,)W0%\$|6FD6|8Y\$R=X>)(*=8"9'0YA8U33XAFQ)F/W.9DB>XD2\$>M>?
|T2,MELP&(QMEX1..L#|X.T9\$8|35,C3#)A9_9|F@VA<+1VD;&T-HJ>S MZ^O7| T&P|
&C6!P":.2, Z.J^O0D52."U+NZ33O7XPZKABI279LWP|TNC M2FHD|;@7V=P+TS&H-
+0:\$AZ)U|S,RL_N043E+#\$">E8.+>C^=1)YSM*_MS:..M\$?)@D@YQDZ6F89
O'+ "M=FOW9G9K%7Y(Z(3SO7N8IYMSH.F9+V|G3X*L&S>T MNLX!),EQ'\$;'O;|7-
B(M*/3*>H?81@5)(!%293YP*0\$D;J?+E)B0S-+YBS|
MH|=J<&\$J:C(L%XHG(W5=PC9I%42>FTHT*,0^5_PHB_Y;EB=E?KK.'%|.99CY
M=87R"A.!(J4*Y)8L=&T&EPPJ=AHN;+R)EM**Z9;\$C.MVS4FWR_)OI.);R|B
M>Y;PXE'5C,6.10X/#IH4*^*1K|)|U|8=46T)UPC8=&00!DGT6R93+#7F-7&
M4*C6K|V:,3S2_6.BV=BU|JR|O*V'"S^/6V#Y1(AAN8L-!PI1)-D>@KWK=@Z0Y>
M|=R_'M#/\$C?M1^U:'?MQ-0"1-!N/2)KU(9)FOXM(^E@YMSYSO_I3L?R^\$|)#_[-MY^%F
Q!1L_&(J/,^1-3L&!%1'R(X5\$@BH.&QD'2|_Z6E/'1K&4A|2V61M<M=JC:..GZON*-83K1H
W-WT#.,|W:.*|N*VF|^D=*R9K^K:|VIMOHZR(YD:|D98V_M_X2^C6K3=0TJ_001\$K|KHA*-
+&X00^|/"JM+I&_K&ZICM.KBP%*%@%8F2.U^2
M+9/*_0AJK,/U6EFM_O1<&%DOB*!%5G(2\$*P2#|G9>%U@!430%)MQ:D'SD/Y'T|XSDG
M;YXS?/E?&!Q|0A<|)^ME->N-
>19VZ1::B8JEY3ZK0:*0|NLYO=M@>L_#JPLI;BQ*I3VZ ME3Z/6+(FGWK)TJ#E0BJQI-
\$(<&|/%#:=6TK",VE5@O2|XM-O7D:\$6|2SIP,WH MJ&|:=>C8NNTL IH
|N8Q|U:>B*,9|:OF6TQ;|G#<2|MM_ID|2;%)E:'AU|;..M|A26C_+;OR%7P'T#(|FP|9/F|#
|D|_AB0Y4>1AFI5?M7=,'? MXR TG6KW_?P^%E>3D B!;W#5QE5\$C7|I|2M-
)|JP4_BH8I>|MI3W'_6(\$A<MYU<|(|=),K*853G8&)6R8W@O)@X
M'"&H8H;JU8K8,EJ^=,K|?DM|1Y1'"<3|0FZBI|K+*|(\$PURB.|)B(!\$=^'.
M&FM&26V0M&QDK#H1|ION%/ZLS2?92|*?+P_J#:.8S0|L5;9;3.AU"!(|@PP;
M9QULO!*:5S<2\$F.,VML3)B1Q21//2ZUV=XS|HOKN;D%PSI2|PJQ>|A4S)%R
MBDG(*9Y.YT%6;P_V>38>FWS>ATT^/T9L|H?5|AI5A(2U5M\$7ENOWHD&G,KAM
M@ZA>^2('8'|+VJ0F%003/9^Y%W.U|R-1Z)4!#N#&1R'P_M6ZUX//;T'A3 M?PVJV|#!
(S|!*K/^A!EJ!WTC|<+|K+T>KDHWWY8B3/'-LZHY@KX#\$5@3".(B*)00/IMP9#/\$PS
XP(7IMM1>MG44T2"CP; M4@FXXCX40%!R>DUN%MW+#.AC@'_"\$O_7|P46>*D=W?
N'<6B\$E6=,'EN;@|HK?KX=(A1#X".1S6N M!_7>|9>L:B6J*)12P),?R&C-
@P9^H(N)N<5))YQH^Q1|~|M|DB|!-C@+'4 MJ-
&D|5&\$>X.&ZO7'>Q|XX/T;VQC^NBU6>Z&\$3UE_D41ES+ITYNGWACI-"8I5=:6/>!UCP
M|@9K6H*G&W?.H/AT0|O+1F\$6UL:Y+E\$P7;#-IG.7 ^+R+C:;T>F91+4VMG=H M9|?
@Q-H'NI?Y|C;|17/#RP!XXV0/W5VCD;C>44(L5B)H7T\$8B%TV|3(GM1T8 M*>;
W&3UG;5LL)@9L4!SEA6 |;..!G"X:62B&DP0?|,R&@F*2@/3YOHTE;S
M9H1Z9YAU"CV4<+*:9_=1|=6|N=D9+#?P6O) M1I>00SE9X PZ1W|WBT|)=|(G
M#LC|_2A&CR(ZLB@:6Z?K*FT&|X6?_HK" M/=&!9_7M4U|JWI4T@'='S/IYW<|'NSD_1M|
/W*IZ!;L>BE+\$)^W%-^IR2_MHD54M8M;Z,*WH7BLJ_Z/22VE/S(248ET@K"
|80^MIU<?*HUW3"|+33P1*E9 MD# SG)-Y2?Q8,%;2|HA83A_+"OJ1M7|HKLK2.D_>%B
0,K6M\$ _#0:E:7UF M%,4EMZ;|M^V0@8M;E|#-
T;UWM8MLFIQ'TT+T=>KVJV/;*|ZA^TJQ=O=UJT)Z,NYXL>SU|%Z|
M94T%1O>/#8E7&SY5PK! "JADM 3V+"YW? GX_U"QH:Z0" _+|=|H9;_7KK>,MSL#Y>|I
11|GX.)XA:E_6B+5\$5@#M+E#:\$5">V8)NX5IT.?X5#\$J<3B&W|P
ML4R!#YUX|V,W@HH|F<'&,-.I/3WJ_@Y|2|(N|YEP
MUIKU;\$;*BHC\$B?|"):|O70F3|ZYSIO6Z2:-074M"4+P-ZK^:/|S#)8OF,=/ M\$0OV66?
&=X7F0^W"SI_S|KSD6XG>1LIZ&|)N=I>WZ6W5?T9!RM)57L4&@F4 MY92|FJ0+|+?
@I!);GM)/#;W#H2Y91(L@F^="8)4%^"+4A&M3K*-G'6R_1S MC&&XQXY..|9ZP<^?
EX'/E%'X|XGBEKYV=R>H'R(_9O=AN7EIRI|+*74B;)-T5>!@\$XF/DN^WB7;)#0R2D
MC3WHMUHRMT'|S44H_Z\$QYJF5"?1(*!L\$RW|/#;F,E"C#^A|.41_M_3

:% ^X,=|JW(U=D)PMN*>4H\$TEZB=M-)1LFR30>[R++1:3WCW<39Q-[J]MO 00?
K^E.TH4^|S?NVS?WB3"X0(VV*[P\8^V!30!1HY2M4N%)DDA/D)?W)C M2:X M(-
+M;Y+|V;>;5!0K7?Y=VGICB5WB7SY^^@G/+CBR\VK|J|^?4U,GXF1.C/M8?':"?Q@L0,
T*K6F_34X !%L0(1+U,<M,?X<.(X),P*I^K"K0T/IL JH1!|/6,|%R^%F|Y2EBMHM-
49VI(9(+P;-2% MX|8FXG"C-%\$|WR<1MHGTAH'B_53"S)BH6#D04(:I=|&3L=|S|3.Q;^
_MEAHV M%:Y5,6903RB8FU.4*N_7Y-#'MCHH+UJ97X8@HE4Z)6JAT_%RLG<=<|_F.JL#
M4MX%.6OH_ ^)W"(%H%'H|5CH 2PJH| ML|>O?Y>^<';OG%_*)83E*#Q GVU.?
Q6ZZZVK3VE_M;Y|J4DR.VT#2|!^-('M(R)S.+ 'VUA&0.@B=0NZ9T&KF<9DS|R M&0-
:Y8\$@JZ.35A*O\$W=L-NEL^O;LW>_DW5T5U/>3:9LTL2K*|T7G@9CK;''8
MNG;1<.1%ZTO2#^"E|M;M49C%Q-R,MM#::+X_*71IN|/-/A:-/O3VC3;Q!M M>C\$;7HQ
FTJCN/|H-W/(-L10Y>R;4J/P?Y%/X9/-!61H'9>J+DJ2VH>,H
MKZ)VCJ" G>&4J)83WR,#ISD|+^<&L8|#VG!W'B_7Y\$G'''';=09H_0.6,D@,T
M#+#SG"0'<_l@/85H?;MC (+V8@2"5G;*09\$60l.;R<|8 ^)<'H@ZBR/|!
MGEWX"7GT0/>0^G"W^_FGCW0E,(-6.:%DJ_J.PJ>|IN7,0XR7Z#<-(\$6TE:
|O0(0V_44U):B=8%_NLB1H;;X M; %7D,AL!8D@SDD\$2A%\$76.V94C?
Y;ZJBRMI"=5,?/RET)E\$A%V6N4*=N*N M-1HPD>|+,U^1<#|9I3;HM|
:K02)0L|"P|\$Q|I%G%P2PB@C+94W+PB3HE2)*_V%L\$;5J>Z,|0)L>*MEFLW)W1H2_/Z?
2JX G=;)<MUA4>V/V(QUGF.9B"2JG|^L@2*T;UZOW6>W,71%'+9UEVYIH_RL7Z;O_"G/C
MB,Z;XSMU|B"3+T8@D^54.:A9XT^EXSMU@L|YR7:.,E7NGB6QE*UH=+,OHJS;
MR@#N#XDL&=5T5HORG3SCEBQ'H95G):X5S_\$XX M0G=U_QK07*)TK-
'ZW!;D6+#\$3/Z%V-IVX:9AX4Z|M@U=A|RA:DM|=M(9>X6T M-5!*FU562DP3|+5(9E
CP16>8+|5.)6MY. A9<|I=+ #6L.BK3?O)LBW|I(B+ MA1V8;+,54B@+"U+@R6%! S?LG#
'V8H3A'C B?H89D#L,|E=7&Y5UNCZH&D M@O/XU,.SLHNW-|;HYBD/=-,*
\$FLDV'&"|A"5A'9E?L5^8)P3#?Y%3THT.9?= MCM<'7DGP(L!4.>+\$5!G,3<'E4^|N3K6-
->@|I=%:8C(D,W>R%HVVW.;9VL1
M/@D:|'+JM=9U%R"\$%E>WI@2822XJ|2TF|YYU08)6X+!5USKPB_2|DO>AU
MZ.\$*|N/*A!7D"G_.W<-12<%7|*0H%9XEP;/L-UGQPO^1U?#2)6QU+O-6LJL
M|I:|!|51N;8-^P-I/7%"*2U;.,B#M'J_H8|OPP|R'U@|D|F|#_RHZRXL;">24
M7ARS3@4Q:|M5B_EHR-D'IH5")=+.DV,>ZOP M7|'-.>)%MS<1!
(:.\$^|G.0=HDB*MH>+8TAF0TC%|A5;5/&>56J1?Z*A'\$T#" M67NX,Q(#=4\$U%39/\$J1?
%QOJ#AP_/2)@<|"XP"51I40R7TQT\$RZ(&^"^.40V MS%G*YJP;7:#
BIA\$WD@:)H|O)W|6S;|B9S0/-H^M7_1#2EC%QV0ZW)QJ%AM% M<&J93"O@,E_Y91L;?
R;C|PHA^5Y(+T_4E;+6F=|X.B#N>Y:X53\$OJ\$RX)&!H)
P|T)K1JY#ZZH^0\$MSK900_.OC#Q6\$+MWS_TB2;I7*T;NW|M%> MSOV% <7%;E3I4R-
8:P@|0<;&+B">NZMV*(CA?-
MKXDGINL.9IR4"0C"#8";Q/8J:=G%N'E/=-|6%\$X&=C_.G'K^"|2'K"S!!FD(S MFKUAY|L5-
1D&FLP0|;65(#MO MV_5LVZ\$?,53L.ZO,JQ!<>S1@*_ -HKI7=L|K/D@_8|.XQ|!F:71|
|AM/MSZO MT;\$X^Y(2+&F=KO*KHA%!0#H0):&YVV|
|0/%.VV|+-6LZF^SE>)OX5&EB4J4G M7N@#5_B; 22-BQ%B|+K"#RJ.A"UP?
\$O|3|K8;O+\$<_Y5494=8S P*V|E<|!L
M!U#\$0Y>|J"KL5J0YZ9Y&&VE3CSLI^^+D6NC4D,3,^:GGS|Y1#^>)7?
Y(100%+U(T_QMT27?0+OT'
MM;*PQL#VE70^\$&P#MG(+K@)S045KKCBV+\$1L#62^@C9U%./@55H3H;:#AJX#
MC2\$MK<+W'C(-WLFNW|JBK_ ^*|YC-+;M+_FX8NB_UG2D,R4'@00-1W_ ^Z:..B
M%^AH|MIZ38@P;!U&>=>;J& M8-./HO:.*&6%71<)ER5";0PH|M|VW?
<71K1>O#XA6H!F%?S+'(O.U|SDB<-^""@|_|/7TG>@PKA Z&*\$#\$UPR#")E
MA2T0>T.\$7J?09|#=H TUST%|7W+=0+|,UX%N"TCP8X/48>()2"?8X0B*0Y
M=X1J|DVT@B6!A:PKCT/#:._+&|FFQ7CM?F:4X#5O+'7QU=4NN?RXQ1=GB|R3D
M*9*X@O|V.7:=<'9MA+TZ?&|<_M9|4.)3:OA*HIG_|P|0.1EZ0M#8\$>G5/?DJ!94\$.#:#M?
X&(' @A0\$*&-A&ZN#: MON|(\$EB A9-AR/AQN(3D)_XFYN)13A:Y.S(SG"JLX-
5|PU&T27L1#8I>)4VH M^QEX>01VO(|I=Y;^?
8|Z%4L,@9"%X:CHK(P%|BSO.:9>U)"MBSW/7FO+TNI M?'WM@:._LZJEBQ&|SPK|
^89T?7 G|N<|U_50.:21FO#H)"-6|440:IS35-4 M.5=+"PN: 36CD)|E7"ZXU;)*>##?
MX=1PGL|)K6S95&|L2^R:|OHM<_2#RO*
MMG((-8DF56:Q\$&I_5.:O|O+,35!9% @BCLAJ|CXLZ,.L.\$G|T+3H.|(<23N">C;%1V/5!;.,L*W
M^653^XNZ:?)A"OP4VP4== \$Y@ U=QOP324U>"J*87NR';X)_0KDD|+9,#
M+Q)WWC7,=D41@I2*C(J+_N*4A|YT&@^@3KT93YV:|G&GIL=(GOJ3+*G\$ML.V
M:J69U2N-9+NU/ZN6_&B=-X<|R%;>

(-5;NP>D7(HK.ZDZ906fDJ>4=H#G7+13^=H04TZDJI#DR2XO# U0MH)NF!,6.|"X0.[YS
M-&14;Z%XT#.N)"I1D)4&&B,K/Q820)/FY+C[5";TBD;#?9'4V?G*L!^8L
MY|Y\$3X!+E;D5^4PT==B>YGAZD+QVGO|TW#?64^DP%O M5Q|1)(M#|T>.!/?
3K)W\$^)!VA?0 KfJ\$5YVSV@!++!#GE_GBQT0%N00J|SO MO@!P6ZOL6/+.QW2L#>
QOAG/8YSV\$1FGQ|ADM%KW@N41RDP/>KF&\$"W>C.>;C7MXUM-
MCY%P!1BI1W=K#L.+*95WN@^\$VXG31*0A|H:%2D-R+@;."Y(N1-36\6AU18
M2.R';MH(J=&'W|^_|H2^I\$+9W@.@BZP:3%00";T509ZEK(J|8XES>"MW\$!0D93X,^"OR>C
|L:|!S/S@YB31'(L<,P)|L.HW069;5C4/\$E*R 5E1226T-
M^'XCY6##;'4_L02Z_=22|J|9"7=O|N*NGUFMU=:8:C9/<7=#[?! XB; \83 M:=|3, #L5(!/?
HKRH)9?FOE-B|0P|0,ZP.8A8".V97ZAY: RV223@1@10" M%(+SQ)IVE /K;.,V2_)GW;.?
JP4!+E6I#-^V|(-H5WOR1/I6|@#^V90Q_+I M'P%M>HP,-+?^R6 3.0,< NV>S8>(H|+-
QFL"TG"QT"R\$T=6LQIM)C/TK| M0>H)S0T6X@^@_80F?IW|SW,(SX@ J5&
R"/0+T@EOG.7M) MRPI9=R81X \$3N|LFNLD;-
P+ADG|U94&Y|#">UG8|;Y;5"9+Z_ ^X|O7W|'?&U0"Y.^#7|YML=A>XZNO?^>!/U!RR39-
M_OM4__0=("C_|H8>@|=Q"X_83FH!MM7F.T&T;!=C+BA#GEULOCs>;MLN?O4Q
M=4";_L_|_|[M|^|?;92/:8@|1HLJ/4;'ENG@^2|_|6#|0!/*M,4E>R4(U=W
MX<<^2QVC*;F)"M_H,FL*(^3Z_070:|@2AR_/6J\$0ATJ@V\$?VUJEEF)O(:O>X MO
+|R40EA",3V3QD+X RH M= LAE3+I(F4AV(O?Q?ZBNRK2ZAA756H8B5N>I1^4&4
C0^&^/2IM8:I>HV|A MRDO\$9WPIE9RA:K2I")62 55ZM,LH !J S4|-3E??
\$|/P&)A5(C"1S2R>#QG M=@>Y_|1DS_Z=;JW>N8=_1T>H*>#H>>OC|!3|!%Z.D
6MJ;+;2T61|M;?K^ MY
R>G,%00QF44)3JY^0:6\$^PP_ ^K+BDTMMZ<>G)7=47*CG09.)%Y9DYZ<@4H
M6VZ*R5JSG|!8?.7X4-=W"WNL,C"53\$/9T-)>*|'.NR\$A4DE6^OX_.*GM6E"3 M'J;.:Q|J|
&03_C;|EANRQ4WVB?4C#"B_?;A(BS,C|M/6G"D##.Z8)*A=9T7NQW7\$ BX^5S<<"^
M^IAY.X;^F8|-W36QPV=O3X=,Z=CYMLY9GK3G%UG#655U?;W)TJU4HVHU9E@
M.GV<=:RWU,^<V)DHW/OTZE0!WUU&F.BVFU1<:=LRDW%S-JH\$*:.?_ LNZ(J@4Y/|0K8D
M/D1WAEX?PSQ;SS/FN'O9\$F(N*_.,@L|9#VYR4/+A4%6P?
8Q9L"J_,X"G^%=+%+R\$D%&1H0)Z?2'L#Y@?+A?
+RBI1:3,|BGHU:&Q2S9+RD=C#=#|%#J|/#?7IS|!|J\$A M#WEGBCLY
F?.PT\26RX0\$7S((N;N=%^TU!'=?-J?QI6&B4_#|VNN M<"Q<9ZNEUZR*M|B+|3|,=':
:/RF/ZP9'=CX|;#*|F|MY;N0_O*T(01HDYR
M|'3|Q|ARXD|8'L&J'S(1@|@^,X5GN_A#LW0>CLT000=H?G=H|_O@|O9#HT
MB^R/N|1/TCN";O.MI;>S7Y/\$Y MF4A<6%@V5?T_4SV?_1K"G5\$;^)
:LTB#DO8396RA4(NXS+MPQ*FDX#\$+3.|H M6AM&!W"#>_FLC%O"(A-
G"W/JERB3%_.BPT(DO_3ZBL+O=W|E%^-|GER:%M M_/
R*/7ZEJJ3I,NU;./T<9M7"#OO=G&;B(#6G*0(.7|!E6JYQ ?">7Y-#.
M&T|A>3N"^/*NIT^DW|7'MTOYN/A\$;O|J@#_ /U^|RF.-
\$=6|A|B&DK">L:PMB:VV0;+F@1I MLKM\$J-
)\6D94^^NL^8H=.]\$N\6WYS^N)W(C9%ESB//@CI+C M8\$G|TW%Y:'|^<'.>?3EL|;BB,
(I.#%NBM^SK^BM#4(UKGRQ4\$JM&\$ MJ'3*|*V7
92#MR,H!^|Z&N'YM7=|HS>4J/FN|7_|HJ%*\$^Q\$A5|@P("=HSN
M7Y%1|J*.EL'YH7^B/E5 M9YD;:XFY5HW*WQ^533TBM^/| :C#MR-0A^|Z^N?Y-
77")XPAT>/.31^(HW2
MY,DE@M|S4Q%V,XQMM6/'09L|60A/\$K<)M4U,>XV*|/;@R|*A|/P0K,ZB)V M.
E8U^5PJ@?M;_'#<0.EC@O?)|,Y|&;3|)\$ M%V"N:4&3;ESD-*?L+TJ@.U;8WM15Z?
X|S(T,)&!.5R|LSY%7;5KM"|O\$&=*& M8NC>R:(JV*(- "E|/Z(9@5JT@RR48/.)NUDTH|>I
\$;8?'|!_2SG|ERYNAD MA1YJA08@UKX?CU@|W.TGF*F3%3I9H:|=Y1/Z4!"2X48T-?5ZR;2-
'&_E?K) M^CS4^@S+GX_'KMXN"%3,\$|GZW.R/D=L??9XG0\$Zi4**'|@|V9Z'VIX|B,SO
MQR,R#|>?"<;I9'M.MN>(:8|)%(644'I%-&E*N#N|E%E9|,Y&F&.!F!?'OQ^/ M?3W<-
B38JY,Y.IFC8S)'67G',E<0\$5UFJQ6GM&_RLS%9WSLGNXM4NP<"<#=#C)@ M1Y_/7H#R
!* 36I_SN^%VBjLLQ7)|/S4-,S-'|_7A\$|^&.)L\$VG4S/R?0<
MO>GQ"6M6|(SQ20'^1'^JM?/&[N0*/=@>#8 '?S|>'GRXMTTP6"=[=+)'1V^/
ML,\$UC3|W*|=-%W.(**'5;U!-A A6C58%@CC_9^=3-+ #S,R|>CS|>CSP_W
MV0DVZV223B;IZ\$V211M!N>V?D|??L4XJRZV?-"Z&:!.YWXP'./Q;U?
+>&#.T|:Q(:.N|;M,BD M0?M6;1W|>R8A 2:R*T&;(HU54D9U|H04^;K8K5/N*|9F4W7OZ|_
^|MRC P" T
M|HY"\K\$/0'N4*L|P"36|.E:KR(0L2A6U,F.NPI8'J.0Y3^NBU4.P719O6C>R=T@_/E%/2_<69.
M|0/\$|H(C>^3T>.F.|3Y/*=62GKQA(HC/>UN"!COMM=5C... MNR.1FM^\$>6LDP*

!#DWFxK-#UD\|^.F?U&5R&NC7\$1F!BK #^B8@P9\Q:RXR MO
;P(CRS&8'7\$WR0#9M\$O?20<7=CZ>O>6E81F>|;7,,T*'+^X|;)U;!/C5 M6?
J)WH9,!V4ED0#"*)@?^E1S;-'7OK'9Z@&X\$;?C<>-SOIPHJ-CU/|+4)(8 M'FX#
!\$Y;%Z*;1.9E;A7'?MQ'N/XZ3G.)9F!9=1&PGL5&W PJ_JNZ >> M@AOVNJ%1H:SP@@\$2?
R36+,G>=|>DWF (SDN \$8R5D?1G)V MC JAW%'E-
J_SQHX\$VEZF*WRQG<4K895JLU_FB0 1.3CMO^02|J->Y%CE1 M_SN^>C6?4^,FYX?
(C>3Y):02WT@XZG\$WGVW?|+M|9 -:T7M-8;@'L-Y55?H MW(%>6WD \$-(
-G:R|>2(RWN"&%V:6L0D(BA&MP,GF@_P^0.8/?%N%KXIS;98B^=% M"\$ICU>!G!L?
S:;+|#.'90\WJ&G'*3) M=W|2Y!NNR3<|:?.+|>B|&(WL, T#)|!:#DF=|H.398R@)/XW'P*
|U;5;7F6B_M/%|6JS.\$7;F#9DNSV| QDN1?MJ%#FX>,,9=1SPX13W9|<*<
(EYT3J^>|8\$WM-:=MK2OR/OLI?GX?Y)ABK0&8ZG?C,=6S/DSU!AULO^X
MJP%)FR2%V#P)GZ(I&1H?4H05D!,I:;&V<*M>.A6^ANO!%%RJ@(R(M)MFN
MK%ZLI|V|-AW@?L&2)72K.VEU&6@'0^V@+H|'-M3\$A|H6A.++6?K'"A8M6V|6
M|@>F%).% *US_*6/;&5@0W^*O9SRF|_M|Y.8N'^WB>K;Z|I-6,|!|HN-%1N\$ MEC1#R!3K
^,40MP;&:%@5O H2;/#M^G!K>G<;3#SK|_0-;A._^T-SO
M7|_&QVAS^!SL7OMKI_D3%>6|+>+O;+@/Z|JX4Y! M.H;'E)KOCWH2FU^#\$\$>!
|+|/J|V^1#<YOO^/15;:_|ZA!|#3N|YO("BTH1,LG/AR;|ZE
M*%NCDINMBL|P^*J^!|Y;:0N8UP|L*W6)Q0_I=YF2|+.N@A"4-MQZ5T?1^DVH-
&Y(#4T:># M1|_F:O#V3GV))WXP'|4>Z_=&G#'%_EOE?N|>\$HX5-JYSI;4-Y%*L)^X+HX
M/C@71U|L;FH7+WY?|2Q,T&55NR^|?W/^D%LOEW=|XZ\$E*/V|_:P_2D|_Z!|J
M?;K(>B>J*TN-QWC@7"4|5W173);>:6'+"/?M(2@H6T)?B7 #.UJ\$K)#;00&J>B+
(\$6=;: ^<;DO<^B3*H45MR MMA?T"+X;^7*)|@7-5%%|58JZT|@|C|8I8=7*JPJ?T6)
L#4_|YM<"FGC8L#B@:= M)2AFY(2XFXPMQ7YDC-C@-0^VE&?I?X>';2|B3|H9%.CO|D(1-
!W;M#|322?J M!U?0IL=ZJ::=35ZNN.A/!F*);9NU|1'\$XX<:1;X_0 VS/OQ;)CS/C;_^?&R
M861M)P*TV0<2Q.Q(79ZV=D#YTT=P(E8(N=!4Z4,R,K9WU:'UGYCUOZ6#5U);G
0FNB#.W>8TN&> MN:?(ZM|1B\$:= \$G&@>"D\$|=R7N!5V-
JKRLK|3*Z>ES)&AQ|Q:SD!K(O5L M,X.Y?
W>GLKLG23BX1=X73P>|)8.C0UET|WI%*7TR(0\$ _@X;*SJEXA4,<2=>= M9-
>A\$ESC^F@0I6&-BD?=Y C;RKN\$9D\$&@,2BN4^Q1HYRH4X!_-VL-EECD|_. M|W|WGJ!=
(S!>7_Y^OT|/T-PH^;274R#%;?A7Z*V<8#_\$*7LBXU*>-|%9Y
);@ (C&\$|TM|H.B;F56@|I^3QL<1_1_M/_MTYKRR!;&HQ9M&7Z_-KL;@W?
P3K|QMSD310|!P(7-F5O5WLHRM5#C*4,' M1|J8X'?C9L&^SF^@|A; R9?G(#)PX')LQ,P^;
<"3'X_@\$7X M?CR+|+R/17A^C"Q"#I3^QQT)OFER&|=(!X=: 3 _|
M@&UFQORDS7HXS(4-%_ %U3>S;^X MFVD:Z% !5'5UE,7,&VSI%N\QQ|370
7?|!%UWP_IUSE"3 DCS*348@CFJU MJFZE!34
\$5B'/8VT2>YLWJ*K1U#UU@9ZQ1LH!1*%T38@F+LXT+F';@_B/Y0= M=V|T%=
M6R6BT2W.+ ,U?T&S-6D\$0O.F@GN,&Z38O9&K)O|YJQ@&YL:(56|Y1 M5U-L=XKW
/_SX,87. ("L*-/F1A&>RCQ(5D9AEQE?"*8V M%?Q@(%V8>X^U@5SD)+4P?F3M
83;9OS=D*%U2|U%:G@^=R|"/A9|RI&>UD= M#Z/:TKUEI.Y.)\$PGO0|HIV(^S|
(/BVUNILD+0+"0Y|92@_1|L#L32*!EDF1 M|V"*-|EW AG(BJ!0T'V8=
()%\$LY)N|=U76P:9DHT>7U#K\O5'HQAE;MP)< M^\$2E0^1|T8F83?IV2|E|?
GZ*)"2*0!U+A=3=XZ^:RLM47.8V!DGV#?G*2HK MSF=;^5&;2N?PI76BM*91IBZ"A6L!?
I8JACR8_H2WX+R#FFY'MUSMYEMMN&-Q M<8BW6_/_\$:/>+A5Z=
|=9WZL^)U)H&HP=P|8%,>5#3^FHV<| ^R|_|*JOS+
M;NT>;Y&Y.OVYWSY'|^Y\$^?|=WWNWGNUG=IWLRS#6*<>I=_EY8NA""7R)>=
MCW|/"@RN^W+QZ-WL4Z"GY C_3TD)5|_YW>OQZ_@,X?@Z' _SV;O2E*LY9^#J;V3|72
M+J|'6TS1C0>MJU|VI0V@5|P?0: ^0E72P|N!7XM KZ|HZM(;#RCN0H!&GF;H
M8TV3"U, ^L%B|V_+ G5T1D!34V#G\$&;8@L%QG"HAF_-5=C)U.&>PE;VK>%?)7_=A5?
6B_A%7_9*OZQUVNN?@R@Y>M)R|ARU=W7 Y29X|_ M4(J:+'V\$; !|5<=X!N*_7F72L-
EN5_03Y|N:H00*MCRP&W\$H MCH1|T7/Q(
J|*>FM;0E";L/E00|V|J|MY0@;=C!AY28Q|W%\$U<-I2|*Q= MT.A6?M%5;'|_.Q_%C/8|?
H01\$5OX;'KM%#JS^LX5&OL/- M;
|W744NV)>E!B2\$BG86|8|@""6T0"D6| RAT2O/_RQSB^L+_0H3|_ ^\$EL"D-I M0|'"6.JS|(-
G|R56=F,K+>G|W(6|HR#2-XGA!)0;SEW(=<42ZPL|9R#6+U/&9STHLG*JDX|K.@7P@!
|1|!#AC6RIUT3MV;EK.TK^: M4?CD8&>F+|F,#IRT2;*+1ILY^"9+/NIHB.5Z2QH/#7*&"
|3*K39""*1;|U7 MRO|ZH#-6.H%J_+|V"1+U7HV%@&\$^7:YCV>R|B*!UO|>|I
3|O(F3WHD7),+X41"@2""4AV#;O. MW@&':HN M; \$L-
Q:R1NR;1SD|H|M8):QMC1\$TJ8#MU#%Y^V|VIDAY." M|YD/DV*Q4|D3A+/V&

<\$=3:.4PH1Q*HA#TFA(Q0E/!X4\$;R9_Z+_E+X!0Y;M<5E8'PK?IW.^*
D^2^!\$'''YQY;*K*_B4VUPKU!P!*B@Y>.=!*KCE@7RG!RFT M*HWL)T%P
WZ'D" L9+K)%JQ#(%_VBO98(C<@1Z0* PZ/V:!!Y17"27)5O\$;(f
MCS)"Q38!4EBP3C5K*D^!;H-7L! =?R9IR(DEYM&;:G4#KPBHA9PY@WB V>L?
M#I^%:&>7\UX1^FFT0.SZ+!9=AYM?T8F17=%+Z).+ \$4K-VY&?G@M=*P>>J;I
M#RQJH@UX?H_@TPQ" T+XY(6B'(VC/3PC:!!V.V.1_8,'PYVA1Q MGN\$AGS-
XCD!7Y(X!U'@XMQ>H? MNZ*G!^5V_)(?
NZ0/9:PY)H250^O8@|^ZJ0K.75G2FW22J*TX&;#5)>\$!Q M/W7?3 ZL^M2L^KES?
^"*K*NRV%;MOIK6Y&Q\$(MCYAA#30?J%;;+FH\^/-
F).%A27X"G350HOU):D":+38Y%V;/4K^M%^Y2^!JZ M+5C?D3NC;R/A ^G=V(1K&K!O
;*4P+ #L83+0-!XC *VU8&+RY.O>98JJA!R MIPSWS!U#MAA[24""H
:F@2DMR2*Q:H^WV:W63%2A.D)?MG!W.\$0FMV(#!
M<,@4N7MFJ!NF8#HJ7!W_)H8!^B0XAVUJ 5F+6@.!'UKY=2Q"!GA#F\$U:MX2
M2&47L^8>H*DI_2=NP=>5*QJBN3OLD45E")V<ISZY6Z5ZK>%*D! ?E68:\N4H M\$;L".
(JSUAGE2QD.R^!@/#(R.LN/"YTY>[2K"2:XH0#A5," M!Z8,JH&9N1ZNJCK!4J?+ #
<;*"@RU%RRKDE2@:!.!AG M#'\$ \$1(LCK#DD+KC"84T'FMT%PU 'DP\$!0RG ?
PB2ZH*80\$":4%:!!#2+-3JP% MN,=TB:++36S#CZTZ?3_.'=?3^@LTC**+W^0%2KW3I/F/"
!WN3; C?OZIOZ'7=F\$.Q*56+ #I"MS,&'MLXYG_*E+Q?;G2^%AY!;-)-7-
1V!E63.61FB^4S6WAU# !ORN-L!H M)G!E3Q3E1%Q_9_%1A04J!BQ+P0PIG#
!XEML<5!:_UR+/MM=R3'%^_K/SBJZK MRAY*6V!B17P-
<_!P@\$=;;+NGJSI7^IQ:\$.+4:PU4PCDU*MW=Q%M(5Y)!%%VE9O'
M838"NL"ZJZ&JBB6^_G0H!Y*90DBIY!X9XC(^&%CS;1&R8Z&3'1X@Q(4Q3(
M8C"-3U&+ +3" (^O?.X!LV#?MF#1E>K!@%SQ(\$("ZP?@!OP\$T!)EHF<\$Z%C*/
M+ "CG!KK+6UID 70*!5+L!BJGJ")!)\$_?J=0H:[2J4G!XP/*I9N MMY'WH7W0\$-
:WQ2NVV"V5>66YHT1D7;S0C:\$RF:%[XANT3T3H!P9HBFJ M2QA!EPF-9@_O'A5\$D@?4?
9Z%&_EPI@:_Z-'G;A!58SJ>JW'P3#<^!O!D7_R M(N>2@^RVZ5\$4C/VPI+/;.,6VRYJU&JH
1@!HUOTYYSVG!DYUI2KM-)ZZ:,@! MY&[=\$A=R%DA\$.5]!A"KIJ*! ?Z3/S,Z<,Y'-@;H! =
!'XEC.H!%<7 O MF0WQB_B9X83UPA=%<^B_C/(X"2\$OMG5&)IMZ1Q!BXM &B8!YP
ROL)_ (8TV MD"SK?7!4WLI/"M@6?D&= !A0-;)1#2?=-!C 2!U<5!)XJ* <"10!'Z8F,W/ M'4;+
F?@!ZGX!I%91TQK_!QN%#6IE\$6";'+EAF.T0!E# !T9.*M5Q.DY:G7
M6:"!C#,W^AI(YM3,/>E0\$X3(8U:==IH/!S^?VTC1%ZLWHMNXI-! !:;& M=H/EHKJE)#(I
(MDA+K(YI;FISUH QV6!5E^)^A%O7B%C/U'="N>@I#V+40XSHV+2P'TXD@-'6X?
\$78(&:-=\$74Z MBW+A+% -!Y%&C()5<3^ ^=5%)*2WE!)D"77A #\$_R!DEN!Z3SZ5%IJ.E
M1B!7 48?@ M<.;*9!F'=%TT="7?C50R 2HC4RM%2OX!0+4B1!2Z2,5L,8NVDA*A ,!L1.,M
M5-)51E+!H@W\$+U!OK0:@XCL#W@=:JSY@_'0\$,G!;H_!AK=D3G!/(R!E%N=RM M-
*DE9\$9"6&RKBM>H<"LY>1X@JPE!5M')RNVG*S#'+\$>,! Q8LXWD^/JL(3K
M!J%LJ&JA.Q7E.B)G0AFRM_X=I9F4_-42DLX1#=3O=+^HRP3=,!V/OI>/C! MK
!^/QV!OY_V2)+XC?6+!/.AE6;%>R,(\$90S5W8+BA3(-6.FFX2U.M"^8Q4M
MW!;8FPI):VI+%
!DEC7+6TSRYM=Y=E.PNM8_ =XLK&@>E6P%@HXXH0"+L;Y7.X7WU%7>.\$PA!
M76P)UR!<3\$WOI#S-ZPH!^QA%2^!H+_+.&:AQ&7"Y;(Y/\$-4Y(8?MN
MD7!H!C;B0+9>3\$);;U_WJJ/E@;U;C&^ ^280*X,F!E_A0HA!RQT/Z791@7-B
M0DJEN!)= \$!%^,O.>1X.UP"(IXCD@S!W^B#>LQ\$0!VF/O(H_5Y!8X8IK?>0 M4;67K!9#=
*YW!;(%6&7>(2=D1#DR!3TA!U@0-)DF9R(\$5"W!;6H)\71&<
M%'Q\$YL*OZCXH^&P\$%'S:H\WBM!63;K-HG!('+/D0C6_#,9ZH-JLH.EA@ !E&
M#%6EHY!6/G7.8-(5Y_6H2T&=^P:&OK."%.2U*X\$G_&4+>G1R49 '\$?)1!M_5
M+7#*DS#B127GJ9Y7!/R@0RA;07I!R_R*@!UC(K';6-0_##G&%F7;3T8!9Q.
M%ECUGERV6!=E0<0V=JE\$GIRP\$QC!Q\$MMJ'0FZHQ48_*ZJ6<;K*2#WF69QD M
U"F(!)IOV-! !<%H\$RG/:1Z0^6?;\$NSG^I#&7)R+:R4R+Y\$8BP%"H>;&/U%
MB\$08J4FK0A!%^<#L!A!O3\$9W,H0+!-!J*!9&%?4A.L!O!-X(C_1JS2&_!\$2 M::BC1-R\$>!\$;
!;'T!Q'5U7 M*2#*T_B'3!;)3B"!S2OZ*U5JM3':1/(%!(3/T UW:?.VJ!2-)V/L^
MQY*7@A;J!RTB5P'17!XQ!/7Y(<\$S&50IUIDV+8!ICODQ(F<^7J7%@/Z)
MM(3!H.T=8EGHDO&+!FOWNT!D+MG0YP^V X2P7 MC7MO4+ZL5E\$W&EEG!7=
<#P@O>PF@3/#D (T8T!DYZ#Z9P- "R/2!/XR!@-' M6)Z-
"Q/>!0;O&E!XB#@!YVT;ZYB;\$ZSK?>:XCPA!+5TC)\$C;I6MA@,F%!
M#4"IO^YC_U4FL"B,JH0\$RAY(6GDVB=79 'C?B"#6+_T^>-
!LA!ZY508/Z\GAZ=9!.3%Z+#836),TP22\ONGB1&YX%E'_2.W-\$!H>;FIS/
M8!R"D16B/5O@Z'=GIZG:\V6FODDY(SFMR6C\$42-00C7XN*I4434H8BPLS"

M%5'2*UVSNDB3X#M1^D<\$?N\;V;JEB =NM%KTED,LY|6T4,T*8EI<93=*Z
M6KC+47&U=B%A7?M<,>?>M\$%7(RNAQ3EH*6_XV/&%^GA\$CMG:Y&71-
_0EWJ9WU4#57UGT#Q@>(-M8TQ"47GHX:8)4F(!.*\VH.,=RH>S!
M|B=A.3"@!;X(D7;+APT^*LT!O=DD7'"<.?U<5K\H|2%X9R.Z9J@G=5!^M(|A:CIK;)?
CG6;&2Y(G%3;9-K0Y\$C>#10&>L%)Q@ZJ^J501/E\40^S5#>
M\$;D\O\KZH+RS\5#>PVSTL\$Z?S*/_6=EDQ9)+@1H2BZ@)!FO29AO=I8ERO7
M65&J9LL^QE\$6>0N,%DY|LK!"EV\$?/+8#9-%MZW12(8B(<=K)3H/2#)J=CZ" M|U7S?
\$Q;LZ;W37;?;U1\WHEKMR+J4W6^"7:8L;CH6MG3QL:SL_.UMPBJU#
ME"XT*9ZP_T6MWUAL>K;RB>J)F&2=.I('2XD!A|C77\B"%XL?5G0!NM\$.1.VC!
|RZKMTR;_I2-X1N2V_?J00+/Q2-Z#AMF"SUEXDPK*U"@ZMDE191N M; M8
>B+)"*!MCDHUPV(3(%"01D5Z(/H_6I1>H(DAQY4-1>Y.X5E|8LTUY8>NM5:XE%^@_I
MAT0+#ZJC*9Z'_%L /!1.3M&U+W <|G777)^ZWWQ=-9|Y^6"M:|W9HB>2'!
M%)'FBHC: ^3QWP=3(^755P2#C>RX:(!98N,!EZ/&L4M!S_&#!X?-/D|02T M0-
@+D=2JHNSA?S0>_*VFZVW:H\$5+^B82L%^_H<@8D?
\$|Y!|R%BSU_W\$SN@SQSV&/'*4_H*?T?ZD=?FR: ^9&SS&<#4*DC(C^_
MLOI0J>#TA5#QXPJ.4Q;L;LTIY#H!&CHB7_++I M@T:>CX!&SGHXX'|=/2G:F?
7MK*?/Z#0_\$%N^;Z4E43T(CIQ5B^2CD|%-&!Q M; <
3\$F7:+FQ.'W9=H(B84/=V.3:90P2V7YN\2#&=)5G|C\7OZ95|
M3|1V:=^YGG^DA'3P>LFYS_CWKEH|M(EUR?B>V?)3S|ZM=N/O|_X|^T3DE6K
M7*XLN10\APF4_?TF|OU0<=|NIP/0(|V1FD/
M/%WZT*/G(|"CLO|.OC|HGC@3_H=|7|CACU?
MG_(AK.P6+69EUA95|7U>X*O!)>XDRQ/|"NSUS@:#Y*S4TWJONFBRL-
|VY(^0+S5MJV)7D+ZN|_6&_"%4>;>DE|B..A0|T,U=H#;|X6|<9LS3&5+
ME6>%I=J!^!X7C\$ E%CZQ.JC#N6_5Q_T9B*3/1JU#WC-YF.#76?J?8*87RT,M|).R"-
|D)";=7|(Y)#_6LVVT/ >*2>|N6&?I|AV21(VM6U9EQ3N|UE2N6X#>P M'FW?
8ETS^G/96\$0MU_YC\$XV+X0HK%Z4D|!HT_4@W%0@S(+?ZTHDF&'V)|2Y MB?%41_?
Q,"U*N^TWPHE+,7!@Y->"ZV|J)-|Z>:'|2*@82SUA (<;T.Z?3; M,MB*'FK_;
;5903FEV1*j>I4OKI@6D5W"S^L^C\N%
M.9|D|E10E+LCJGL0\$;|JD7BQ|BS_4FOCX;IEM5I5MZ@Z_Y0^_H=T?CNVTC"^.2Y|C
M_P|_8Y(N_GMW8=B/!^!8ISU"!AX^!TZN02#_G&P93-BSI4(%-\$GLQUC\$2_MCV21,
.\$(ZZ,4BJKE6S40|JA7M|QSR-O:XT2'45E;L.%)F_W>_"JM^AUYSY^M|E(REZR8,W;L%
_3/ZB7O!N>LGA=>.5>)VL2?0.4?NPJT2;AS956^DM3C9%|1DWV_1AOR M_4X02JK|;GD
>*T/2CM;Z+D^DMS7MZ="_.#2|O3YR77X'S53R+,5?
\$/22|G4#B0ZDGH99#/1^!WTWU*\$+X=?VDX650
MU#VT0"U;O8.)D404FNO"!3L102.M5(%4GW.=R%|:T|D|A04V%N|XZ\$C\$R|Y
M)B^S%6N3AIKQDL"20+@WNP99*(.9W3_H81K|9^F'R*L4%WFWVM_AO"GA=%N2
M.7*A1CSKAL0CEJM2*\$P7(NJ0VGT.)F(|'- \$ED@MP\$4?V/-|A.*P@I\$."F-X&_)T"-
\$(7|!EW'PH M|@FOJQ'M.|3E|6HD|E|YE_U_"<;%1&|OSKF7-(8G'G='=TFD04=5-40<+;
M6_PGL0AO)\$&H_Y79*FYO:@-K,Z|^GA7"Q@NB M8E_4IG8-^7I3U6X-
0/."C/1I409@%0YYU;"AC*H7B4&T:"L\3KZHY=Y> M>C\$TH*=SPP4FG&=XH(:&/=?X*
(C/M;/TCPS,F;2%E#P_Q5AN\$?3J_15M?T|MG2Y|_00&3)D:S=(+*JJWEL"EW<'ED"J(G?
N^UA'^RW;6|Q(>9-8Q;0_L|HO M?);\$GG*<'A/NKM#V'.V;Q?*PP\$T*@|D(WI#Z
^H;/%".EB/8_.Z@F\$%^K) M3B N|BFK((8VP?FJ5MT5>JX44PZ/*%142\1HZVK%J?
CKZG;_6080HAT#CIAX M=ZPE&#: _|1JCHJFTZKE(+2_RM9|
<;Z01".FBNEP)!YIW8)R\G/A2AR8'JT;/ M;H=|W7NV!@& ^4. G^0BF#F5J\$-
B4VH>E',71VU!2_/6VKU2_-C/%|XVHGI M,T-5@ESS?N' MYFR;7>U.T";NUE"4@M-
H;!!@0#=#B%)W&QMAV\$^_)AI6FO*?)FA\$ "JX|XX| MB1S|K%(K|X(|(??CWV@?
\$OQH/Q#TL'A|7|L,D579E-M#3%FR_J!<'0L;8 M1_6\$02+)V9)H^C?
%PAT420LQ54K_;V79"8O6H(1;5Y-;H&JL11EQ/WJ49B M5WEU56=\$E4'\$|8
FA25?;#=#;A*UD.SOT\$/|?<^\$G&PF M<'=:@G9|A*\$':M%:|+V-
M:0|EU"%/1NB.ZL&4C7)/YQ_)00B:205YWN,EQ5
MP1B14B(!OW*Z=&)P:8\$WWRX(\$H1!R.O69>|B47:*K/3ERY)6OBS*&K3,*RD> M_D
FQ6VMR7+N>|*!@E8\$**MT\$76^=+)||);|VB|2M316I^Q7LJ/N<"T.JD MOO|(-
UORN@3!;>(\$+0G*4#I83M ^I+MSJ7Q98C/G^1)/0+8GEN3G)>910)
MZG5U%A(PM"8|E<3=6:0SN4?VHOM.7A0%P/P^R.2;?Z|Z5|?
1TD.NN+|B|HAJ=V59%LABY(O_MEO57FW@|< ^*#M&%WY!9UB^|TY_|JE6J|-7:PA:&-
DY*L8|W*6_!R;%>J5_M%12HR+HBE!;LFA4769-T4RD5^A=|,-6EDED2+GW1OJA1&?
9K.CGI@<%NKM MD|!3S_NL,ABEVV9Y4_55|=R_-|LU\$9N08@JA"EW:A|9)%=C:'&P?="(

M@SP/4->%T/.R=-
DZ%A5MZZ*W/"/LY\8I\$)J&G4T5/^ ^DPIMP#>=Q).PD^,T31|#MT+3(A^<-
;XM7>#&=97@ M'89_+@YUH57N=")R0?Y_@!;+&0MIG_(C)Y"?Z@2H/4(?
H\$OJGD"\$KM^2|--)@E5O(LR;8 MOD
_(G_W64KT093;^8L_5%W2KN9@VDYTI(9D*VRSXA5<0\$&A!#UB-PHB.&C MP:>T>_
+H=#)2\$#*S;9-.6.%.W%*DSC._\$%R/52-Y@0/_2+XS1S=T@6Y |2> M2ZK78*
('@XY9|TQHZV:\$6@=,Y"L_Z#AQ;::9Z,1J<\$M)?G,)4Z|LY07.S>7=
M#P&F+7P|K&|F17(&2%_5#|Y.R?==)*HRQXPV._J+.-JSL|7*CS(Z|E&:/S\$RNC.%4L^?
R81^@"RQXBTKC>% M?62/B_%DCVD?VV/Z|A/|/!&S=6V;\$?
0FTQAY99NE54Q6")*&N;JR7SWV?V M/,5Q|QSF>WWHG|6I/@#O/"?+XQ=B'I
|Y8CS>>=H'>)X^(>*YF^5L_25|>I/V M*H|#B38|_#+#VG"!ZD':K@57FV!+05BE79(<
I*FNB+HB81M\$SY'XKRFM!5 MJ('|H#HU-/M|I@BHN57-
"RES2Y^1Y7\$%|EC@|B"=N\$5*EB3BW:FUO6.53|" MK@,|QWTOX2|*70 M6=TE*F-
34P#06I\$3|W^,8D\$8(>W2Q>3"9H,^88SY6ZT*9ST6)%.,L!4 !B!9S MI%U)-|MU-
0DC>VL(E\$/GQ-*(.2J2W2HQ1H MY:(+;AQ+3Q||BX|YD@\$FB-2V2!!3FI><%5+D &Z#V
)>,8NLA\4CA4'P""DV M.+TL\$T6CD^|96:/ "XM*CMRJY24;3B(8TV87-;FOD,UI/&^\$C15!\$:
V%R%>' M%AY |E^)*IPO|TKO6YPU.(7,>P*PAYRBT/|H9_7!RZUM&DRA?X:-'5;1Q
M|7ML%|6'U\$80V\$#Z=ZL-(-E%PJGW&-PYLDOGP|@5/AWE'%;("!*:MA|T/3>> MRYK|K9
BRVX;8U&#:(Q|'T##Z|W:"|U(S\$XYA+L@'2|F)% "H+A61P, R@1
M(_):.O??|)%B+L93(F9|E(C|S\$W(B(NI-?KF|ST?U!5.NJX4O)BVHF5JP|28C
M.KO(:'0J|G3M+T68HP-A326W!UTAB:Z0E9H2X_%>|;+:F=Q<:L1|<9/GHDK?
M7O;.DEB16"C0YL\$&|T^Z4|2B|)%EU+EY MF+;! /L1J2%OSOH |F_&^QG?0#|V1,"|/>| ^
D|7: 4*N+*V"W@SM#1K+X1 M\$A=_*^%X?4^5
Z32!CB|HKDV=!)_B8F/TYC^%#,V80TE7W6XHU>'7Q6N:P!
MR/(1^2: NON0Y6^ ^0HV| #UD^>T)D.6/*G9%U_VO"TB;R!G@66'QN"1=K*MMX
M4&A8^OZ82(00P5V._"\$T(:4RW0XC+0'Q-&?|)%BGV>KN:&-!>0G0(2J)!>=^
M%TE%X|30L3;)CN).VLSLM\$/ &L!=|XTY-|215H%^8.'7=#S6.<@?"R3-3(=#
M4=YROU(|6+_%I>\$,/V.!_9EHGFUU9T!-\$H#!(:I6-|1.R=|X|"332\$3^*O==
M>P5(C<@ \$IV:PN%3-46"FMS7"M:S5R&?K B:V+M*PO_6+U^SYK%%Z,AS"2VH MSFK,7-
W9|&I@-=WP|E30")VR&9-R%1RP8UR8 !YDW N^15&M2VP2C&3@LDC M=K?
X(Q)|R'KW+ |Y 72\$ \$0DG;|3ZZ AOQM,19KW- 9Z|D^&^X@-4"=.:f=0B(M82/T\$2-CJ@:!
DA?8FC|:|\$F|@.FEG#U"O+|\$;D9(!SZCUX)L! M@.81H;) ?L7V YC?C,7|UGZ1U| (5/O!@:B|
|R0;8JLM8@G M'G-!<@+4:T.(CH!#! V4V|H5:(2>* -28^20'\$FU!;4V|X5:RS8 =F*OACQKW
M|^4J_U*(Y,' M%SRQ| #9>^>(PG7/|?>3(7+6|QYQWH1|@L#|=| ^|/@%WAP-W MWYV
N|!"0B\$A*OF*% M&CWA7N##V>L??O| #1_K3|(>7!>L|LZN(K %*OYVASIYUA+NV*BG:
>6@U" M4600 S_%_NA9^B%MA43| M|5 K61\$V8T+2177:GD:)@'EW+!L5-
=.M0B\$P,MN5,)J#P9L4K"!W1O&\$CS< MI-FYS7E3- 4KHSO'MO@7@8S
\$\$21G>Z\$*3#F"K-&.YH\$N2B|(|EB"@-UXU/; MJ_!&>T3NHB-/9-#PG?
F|2@O\$KF6DST;F'E5^KE;A-4ZY^X6^ZYZ^(\$A5BR3 M^QD48C"_1?VZRW8 *3OB(R)-
U!|2-|WXY&^LSZD|^P)A=WYH/_/H695W>4>
M7T=0'T*A%/7B%8J#*).Z/<@P>FD^3DIQ;K\$GH7L|5RLM7E,O)?D@?,9S)/B\ M&0
%|S|I2NU#PK|9CP4>-8"!9X|(13X;ZQE*\$HE6(5!9|2KC94|L%BD7G%3 MB3MOF@H-
2B;:60D!YSI?%*2-/(F0PG6US;L1>PU=*G/=4A,+^,WM1E.IDWMW MV23A|R2?TP%HT?
2Q1_V'@!5.8EU@V93!\$R3^T<|23SLJVX8WKX8L;1LFYL>O% !!\$C U M4 SU'NV!H#
(&2K>L762/O@EJ&VVK*4ALN+-YS5@*E>*TVK|P/#@H85M(D|<: MWZLM)ZF
>Z1V8IAZVZ6AE6TC"3;|;_@"6F*:GO.JO7JOL6NO4^"Y=G M)IZ1/|'P-
|.HWX|'4LSXT|>P)T=3L\OSH(E8Q!DKWR_-//IT) MQ^,N";*Z_1)&G5T43QD(+--!"-
160)=JV |\$!*OQB- S_L0H+,G1(#^S79; M.MP^Q_UM ?"!Y>ZT@=F,0-L89=RW-
QM\$Q\$8)^M,0KPD4*<2S'F@%E1AGT=W| M=S?^%S>+BON?E4OM4@'N@CL|=R4?
6=QZB#'FG-D7/I#^X|RJ(>X,VE)6E|R5-MG3|);:K"H82D@OP,2&C|Y+/, \$380WM-
|.N|4QX'T'!.6_=%\$= M%(LA5S\$D:/ JO"@;1/54JYVA\$JVJ|WC;2QWU|Q|H6(")(BVB# PB*9
M_>0063(3"1*42(FD0_D3,=46"29.9IY|=<,LOA3<4UI7(LNVL6\$P|NQ0-HK5
M2#G*7>\$J\$!5:AR55(@?"!^?AE"M |>;2U96NQ|*M
MVPGP2>@E:V2_WL%=HEGY;=FO1W?/?NW=EOW:*V6_WE,%.0|ISTS-S|E#?8M5
M|I/8^ZDSK(PS57Z)FS&A*F1Q|_UV-G" _K^T*&?_LQNLV"PLXN0*;!(<@|HKD M\$,UL.)R!
<"':^&2?P%=062AJQ8|DF9"NKBN0|E?S38,,E%H:LN,SFK:*+
M|S|+,U#W|)3Z3)H>YC|)%JHCQUS|MZSSV1-!2HRG=45 M-0%@==2U!1
M_,LK:|RN//E"D,AXKJH#*@K_J.MPSG\$D/GSL!_R1/+,X_> M5G&U()4A2#GL!

ILQPKLM3BI;R5_/A/AW0 MX{(PD>H)Z_V688")D!(#{NZSENJ0/5PD
'AZ#)F:R#" +HODE(*9RF0+ILK MDW&#N44SC0KI#G MP7Y|LAE\FKL\$-9)/7?
*,5@BM#K E,) ><^KJYZ_9E!QZ3"MQ+- MQ5R#)6XE>J-
5Z::&_@VOS<1GL")SA9W*8+7YE.?BG>)-I'JSL>!&-GO?L(J ME,[Z!0._Z() D+Q|P|&*<
K(HFJ@0AFJZYXA^7)020UR F%0018, MT8T<3D|^NI6?(^LJ?0-
G1ZRIX1QWH;A/6I!I9_JW."1YL\A|!.+IAI=LD9<4
MVH7)&FXCXN4\$'%#E^Q24G0#=#FABB+!IS:Y61=+.2-F'=I#1^\$MBUF3RILE:P
MH!51MA.U8@"E"CY@S2Q(2|/-
<#)U,.64.|WJ|8>@_ '\$C3PE|= &3/5,P,4.-9>3(0B(XIZ0Q1G%'TA=WNLGIV9_K9IBFIJJSW3%
MUK#8+2\$&J\$U6,9)##%7&/5E ^<%8OW9JNS%|U()ZQG O-9B_H0,7P.3UP\$A
MJ2K.RH7B,G_"6=91J67+=JA,PYA\$6G2I=-!(H@J5?JPY18(WT(N?=LVS?T8
M!2F>,"FNB'\$OY3&R<:@|E(/%"(B*1"H'\$WFXHXT+!J8|/ #&YRC\$ _^^#9-47|
(2W;.BZ_113VCM54!)X5>:_V=#Q+58L|>0&FD"F
M1X'P1|FN!3DU#N^VNQU2:8BK4|80|8<='YP/K-|. +JT0J&JK7"1L7#|/W,P
M|BB+.+/|_0'PW>2'?096%192==I@R|T/XQAL9-SA_|3)#_C7_|7|6YW'_U)
MR/HI+P(.OA6;.IW9#B1DCQ/6CT5@8?40NG #/_KP7IV#)Z
MYYNNEY"N85I<@V. |G6:|K)RCF&2K6'9V5C*0%5+*CV_12|>%^,OD5ID+&\$7 M*J.B#>-
T\$5?+Z9X09GE@96 D|,M|!A 5 ML3%K8;./@+9/ZD;,_9;U";M.7+@CG('U-DB|D.?Q/%\$"?
|P90K<\$HW| M\$JE*B/A|=O'V|+_LW|-
X"#JJO/Q<59KJV6#I;#*,0UNV%_SZ_K|;LK|@2^7J%(*CPCA!YHI2!,%XFL; M+2 *R_\$DN
ILTA/+:O=33.7%^*_IX|D R>(+QIVKA)E" _M;F2+|JP383C%KHS1Y5^?
M9_1WS@^2OVM=&DV.SS &'>:@CJM_O4:|T=F8P2T M_6+UEA;/4& _^404^E?H)?7<4,-
^O@SJ5UGOGL.@EKHZVCY;%>!S?PW#PZ M/@8X=OSTK|^ZSY|XD=P%
&F@7@M,4\$4D" _TM7|/1/ 4M-=RW#^|Y M7Y'_-
M=Z#^K;+C15'A4,ZU"EE<\$UP%Z'G'HJ\$|L4BW|/#<6Q>+CJ'2P9/3<^X
MCC#MT;U_!.UK+Z_1599L5A58A/?5"CO?Y"ZKROUOP:>'%@_5&/?Y|)^_IOGT
MS4'G)6PDG|Y9'Z=VW6U@|,-UW0|& M8)<,\$/|,|AUY9G,W3^QNUM>|!@7%>U Z;W>_#
|E=ES:_M(4BPRP0,3N?> MEJ#>>X_7'9^V>L>W">-&-WBC?ZRYN95?US|H=0;-
S>WCS0U;|4YS<|O:V*O M|Z_'/+.WT_M|^.*YN|W<7;_7ZIX^Y-
VMKG4MZE0;A.H|LM8HD9M\$Y5VA3|;
MU9&.6KUEDG;.^VGN8D'K;.>.;NZC'771;@^8NZG\$7!|WC5F>94K)-3:2YB'D-
MH|_J|7=^\$=MUYFP0|@N=G?#8YBY6\$GCM5G^9
M.ZO1/'9Y\$8/6R0ZD13T=&N^#),T:M6(UM:+7ZC3LLQYWT1C1|;F+'JC;)|U= MU.
(N#D#'.UGFJ6_4BAU>Q*#=#ZA|56*VXBT-CDTG#J^0Q>!&GK<'N|V?
V)FVCR1==_45'Q|OS^QL& MNV.7_FFC<|3F+KK-7=3E+BB|LH/+:|2/6|,KW5;WR69M--
F@Z^@5W=9QPS_K M<1>@5S0I-'6YBVZKOX-,@>8N5JQ#&>P@AZ;1*VY5|Y:G=U?Q-
XX-)H|T=5? M-#AM|N+J|HT;8U>8N,JUV\$U>LQUT<|Y: @|W;TQSN)+V|0H;'K M;-
!N@T*;>5'#6)O+: "ZCN8SF,IK+V(=LT(?V>33YHJOY.XX;&|L&U|)"|H3=M M?.Q|7(13.)NM|
|AE28;M":8,CAI'3>9_O6X M"R#;)@.Q)G>!92A-|*0>=W'0/6JR06MQ\$30**|O7K(TF7W2|?<
'31O.HQUWT MF|J'VMQ%|ZC5:>ZB'G=QT_!|>@=.OD;SN-6AT6T=U5GS:+)!:X(I@Y/6:1,=
MJ<==|'M-H|W\$6|N8NZW 4Z-!Z@:65S\$54|JP<A>/.K'UR|L7Y| MA?_SZ|H<_Q>|TYyf-
Z_ ^VIZXR64 0.*C|?)TN'_E:1,9IN|BZF\$=MO@+KR(MCLKV1!C*|?! _?=9^1G|9) |Z^X|
'&;QE #2'ZC9|_29&KW7;N,DP^7*(*RR M9#^6@5=RM780/7OUI N+S5G<01|L<|O?:IF?
3X-^"SP3POO-R!;2_+_)40/BS
MR(AOK/I_!J*S+YRPUS84P\$'/W8380>H0M0A2=!) 'QXQHY'=C86=NB"FNR|
M,SN(Z.|\$A.+*C3+|3U;=;3?R|8M\$C.)\$K 7(!%:-X@R6'(7"RVCY"\$K!C#F
M|_MN)A1L8V|5|XPOD8D^P\$ _FR:|)|+66H|A O_-'%Z3B^CO!|AFX*1P-PQ'F6
M9BZG>M,SJ>TR^* D<#! D'LMTKLG;C45EC4|KA1PR0VR22Z#|0DSMW0RT.@
M'7|_7J'0&9!|"D0:7\$FRBQ.B.B^,4R0#D_K@U-)4P'JOM A/XO|E?
W4KR&'_Z9B|@#U|CT7|O_Q).#5|F' MA_*>-CRM_?!9%)KYUN!<\$>X6?
#,%%HC_|+72|'W:G-0#@TC@,L,QF6H7Q MGHC@4E?B"IND"O-PU+&|MK_/IO#\$6>(-
^ ^U_=F="#ZZSS\$>TJ!K_NJ5^AF= MGW&O^@"7'>@P\$>Z/PR&)S5_L*5V-N?
VCBNWCP9M:'%Q^@5M+7VZ"C?LIKOSQ M4:F5?CW<6*Y82BE?
J,3Z2(P|H2DUALNL/X2CBL|G7P\$VC&#AIEB<1|E7/ MG0:9&|)/O# #W^;=N-
/VF&9),RS((Y:NST2^6\$0^0(7|=Z'X-2E|MG57H!&
M9|'I#'.0;2C+?'\$EPG@Z@3.QO7@""P>P_NJO6>+Z K4_MRP"LS%|!CHCB4+X
M@Y&"I9^4J%IZH?;(ITTXD\7P=9P*J5JV+%1/IW&:|L,@#+(9KQWGB=(|S9/B
MR23&W<;Z|#0\$P#,\$ G+|X!|=)#9@*>3()_@2^:%,D";BJF;H(*-2C5B(6|F

M9H^2>&*1#A"D/XJWS_ ^>7NL+#_A:*K:'MAOE,5O"/;@QBPRG1\$SC!+F"TL,8 M.^#&|
1+MP;_>"L|KAKM|*AJM\$|LXWG_N'7:;+@P2QW:GTR3^&4S@IL*9?=1N
M|08O%%:=\$WK_ O(?)|W.|>L4|RTZ|/(D0=S|?;/EGU&&%/Q+M#L7-_N=!B@
M<1R""*=G\$^&!7*^"VK&OQX\$W!ESQR923G*R| D@XZWH<3|2M!+QP#&((V1W"
MV6V_CF*T.P7|U7F-B"J_ \$8H_.,B\$. (M^6W|.4 MB\$N@<1!-/GP/.)DP-9^?35|4T?0ZWNH?
PB%_U8*9C&)|%2?)_#%; "R5@BGR MA&P,*\$WEXBDSTVM4#M@1HN|C|P&
|T|X:|U@0SQ'EF2 M|54DP(|@ ">#"OR?N=/Q\$T7W3+_.|.\$BM2SQ05I"0SRV&H)*
|H1HO!#%<.> M|YK0.44U9:&70|H2NHA+/0NT!OG@HCZBSN9OK: ^QG&B!*
|:+=MNGO|_|#4 M3^6OM+_E*5%KMPT/O|B0(D
="8SQ5Z\$/GIEHT;LWECH.SD\$R&)%D!/?A->Q MGW=@-93:070E4G2W!(O;=1AH O8K
4@O<|:32C0PC0VX\$-W#0-*FL|(EO%_M<|.Q=+U\$9+(\$(&?AA)%?
9>Y/6XQ&PLM:L+K^Y=0@%_:#CE")U\$:/7.'O;I2|
MR:TZ10A(D8E6,)B@(@)=TFVI7V"&@Q2,>&K %\$_ ^HFF?WA@_T!\$-L>
M,'G!QVX\$|OM*;191|S?"6SQ|#|1IP/40NDU!#\$HQ 06!(R/Y0&%X>!!_(K MNK1084T
D0TUK_3H* B%K|Z41 YTNXFUAOVN;X MRZ%
MR!6X"D_ |%QRD|*+1SEBLUJ|6'7'1OV^(#U|>|C MYH/))?#"
|*_/GMEIXOWU&=A(E^)_V^U.ZU_32_3Z/SV^LJY/>_#XA-?W"?<: MG_!>4L8|
|(D/H&V)Q/J:)R!*4BUHGK8506GQ|Z%06*Q\$H,R/+I60G_-TH9Y9
MW\$20I64+PX>+P=^A>|41FZ/!>,"U1WT684@Y|?|N:D-AG%EQS;@S-PIREP
M(O6O4D2>>><<&C M\$9R-)N_IHX*KP4_ _|J\$|_5C4W)UBPAZ'+9^54>EA3,&VK1>&/R
MX|>7YGDDEY&Q7EL6')N 2; MF|_|CZ,T@%=)ZQ^,98,T^6K36MWM=DN4I2;|!%_<=
^KA15K#Z Y+!LEJ"3F M?=YS._ 0;|E@_MHM%"=?>3KWRGL752SM\$?%P>|S-
Y77;+S;*TRN,V^>|XU:| M9Q_:(^C9=V,'OM!|P(JZ1P|)TN'B.ULFW>IY;P|_#IEH8+;:
E4X<_C1=8|_|MCWV"QW;XXX#X8|_|#C/*1G|^^(./@VP9L?|@*Y.UHH??
P2;B@LI.GJD&:F_7(MMM-^|U8ML !^P.I=('_OGY|0LR=YR3=L?|I/M#LH=VJ>6?3)
@;#G?|BXX; M|G8'|M9K'1|1>|_|//+SVQ=,|K6=HP=J_+Y=+^_F7="?
W%D59|S6ZS81M|@5 M/JX'R?WMZ_5|Y;LZA=UCP H;W@8;
H=.N@0*LG+|H|F|TV1@_XR8^5!4. ^ M; >|F >
|?"V6^QYD;KG@T|WO3'9\$37FK|<3X,Q0/CYC) |HV:/>>TMAQTJ|B" MAV-/V|_6S=
|HS2&=?|>_Z:=):U^D=MYW3P3)O|0.@0&5K,FOW|;|V+&61 M_N/:@?_79^|_MCL=W)+
|YN%3:#'W%|MCCEK6 _=-I"*Y\$O|_OZ?YOG-GW*W;
M&1^WK\$|4'(.5:#K3|VV0>GF.8AX3UC:=-16XX2P/*^RV*Y<|CR|RI0Q<5!YF
M|,B7J4R":I*T-U=IQOG2F&'MER_ '59>3CN,|+':*Q\$NE5-Y|^>F*.6=@Y#._G.L!.)E/A!:-^
XV^X.|B+ "*"8M5X=^U<%39 MG_PD3^<_>1PS,+!L2X;E(4 ^EMZ!:_|^=2RBX.?
|#Y^M|SB!RW:WVU#G?OQ. M77,|61(|
"%1R|2;^X<:/NL*)Y1SD4\|9:L:#>8W^UL"SDIO#S+ M,X&)O71+
 (= ^2L9#JU<*,%.E#EJ> **WH/\$!4R8*,_U8I-|NHI@|4Y-2G\$61WZ4EW. MTOJ=^4*
<=7RP%3TWEU3LK+B@RGKM3W|NU0|>-4P5|NJ_.,?IT?'IOJ#
<4B|/TXDG@H;0/(A|>GAHB"BJR")(^XDDQ@/VRXUC%%EM86F@#2O>EMR5T00XP@+
M*R>&8()6>1D!S*TJL.&;I*(V@@W2&S81L,V&K:Q.|\$|/C2WF@/=F|IY^M35 M2V1\$^
TU-M384.,#4*.TUUWOSSQ(E0RF3KW8L"W+QM1V1!G0YS;)T|030DZ M;?
-.DY@&9*2ZB6/QB=1ET?R.|/POSEK-P'1O,3Y&X80BV M*[JB|)EIG#;AG(9F&YK=K?
W|JBF.L1W&'B98I'G ^%N,|*&A>:#|LC,YMB=Q
M%&0Q#UMW_4D0T9PP(F7C1X^!DG<|HN*H&7>Q_KB+?C/NHI%QC8QK9-SM,@Y'
M&Z..RMY5S.JWQ|'E.,21H3P:N5=Q0@B;"# ^N MSV%&.H7W^F(2>*5^!QP399Y?
P^P:9K=|9D<%_ \$Y\$8A1DRM|)@.,1W|_7|NMYRKI(L)Y"YI"HD)2N> PFAK;K-
:W.X)F)@\$O^ M-^:Y N4%4Q(VP#OAWYR3RK69.&)=KU=J_* .RMP@/!FEG.H*,"%5Z7-
XY05C MQS_Y.E<^4P(%+WSL4F8N6)7,=)"2\$3R,(*4|*15DB(G^AQ=\$4|:T|
M147UGRJVDP%2%@^OQ/ MAO I*%KS'P/&P+X(>:_ GP%0IK M. -"TM1ID|V#Q#6B\$?
4&6)^?;B52<4Z M*MU@X%-S8.C|,+YQQ,Q ?*>_Q0_RRH^3P&EJ|CX6XL<"
MV*SA:CB(@X-D"5UBU0D|M '78JVR|7SP\$*|KPU3;*4Q1G:O.F\$!GYA_U376-MRR_-*
|ZU#_ M/1N9V;GK HH2QUH|#MT|+FEB4_+^H)P#MB))_)%-#;IQ(+AE9!
< &/_H1%%RFS"L|/J",C/^;C:"*W9_SY#V&1&C!T|=YON73):@L_ M+;|&:
QHNUN!ZGHB>9\$J:. M/8MSTNQ!)PP(|@?@\$M9^'HS !&D7ABG6!#-(OE:D#2?
X&9|4/2|+"3U#Y6TQ%72\$EO!UHF7_6F(N)"!^>JISX==Q_XS=Q.XZ7!F52SR
M7|R:A27ZPEM.@?'M&8?8?C+172'|=?CFRQ76"(KKICWBIJ0!\$7_\$_8DBY&6' M|/?
#KK#1(;9!2%+J,VHC|0O_\$)1LZ1JD*LPB5T|Z,Z6W80Q<283 %)BI4(|:
M*O:\$OXEA_?;VG+DAT7GGM-|&CMZR/T2:ZSB:7|B5F">3GDRK F6&< *2QC\$3

MEU%I@"]"+66?I0N6O9(X)AV[&=++@G*U8" M?K)EZ\CSV!>HT#%'TT-
S>QT'1P>U", 'YH45!8G8GHJT9POF"S0"!S?! M;#R \/:S.,*+ #07>&*->!N3(F>8@USW'5
2R#T2Z2M'7.FV.YV6_0]"??[9 M+5=+^>46.C:NI"0D4^'4PC0PR=+JXO'AS%:)8#=#++A!
M-7?P+VXFYL+B_P)%ILI_) \0OM.+K0 GP+I4>^R\$>A[#>9ML0GXG(O39+J-
21B2S,UO'N5/TM_1NT7/60+A.N!.,#?.T'&*4JMXUS0) M8-
_!JGJ2'8("B%>QBI:YO#I%;6XXS05[8 Nwy:-JL1B0GRMWK"C="G*\$
M*EQPM/= #LBK2@"5?X3_ X38=L 8:P'J/IR^=?
Q"AUD0N9!4*K5VP(#Q\$>8N.2W\$^"F_\$G+_N)Y M+O,Z\$/T6RF!V"7L",?6:--
>&Q:-6HL)SL@-1ZQ^!JD!_,6\$4Z 'DU\$LP< M3]&.^E@W<8_9Z16J)L \$P%60_'M!;=+Y
M)2(R;@*?SB-Z"M6D\$J:_. \KB7Z6&^02_ICL\$N4,9HL*)QB00+,-@FYI-U!
MMI>, +ZM@\$IA:N4@T%P)VXGK2VS\ECZIL;LDIJ?@1;"O",PXM,%,CVI!;#67M
MZ3(W%5D<-T46ZQ=9#)HBBT=.0W<%JRRUR"0E8\PECO\ (BT1YQ\$#-GS%CE"YX
ML[N1?%2Z)=^35RO-T/=JQ4BE&5)K\$0_6,DA")',/FZ_D"%IB^6)U_7@-=*W
M)0U=\$N#TG8X^&*W\ "UZ/>4Y2#R-/7!"AOL8*D;1.R"PV,I! DH\YOR0FKZB2
M('4L>L\HNI26'7)8>'!(T(\$T6)!OY F8D'PE12<2\DRX"0(5DK(Q;^SCR<<(
MK"M#@&C/QTD27UL@^(7T"G-\$4+4RAET=\$ 4#JHJOA@5015A*!I"Z8UD\$ZE# MII;AU
+DLX_A&,%;=W\$@+O>*WQ:47-TV>DXG(7MKN")T%!!G#2KD0)6R1 M21-
8VB\XAP\$4+51K.6A&FT\$7!#HFR'F!KZ 3F0!JPVM@FWKB" _#C//'\$83PZ M9!6?
(F5!%MIAXI%V4!;-TG%GJI_ UJ!2_'15QH,<2:&/L;3 G#HI86_I)V\$<799_:IX2BDJE+3A
MD)^!E#,'^0B_?55!*9OOV!M;2-JH2/UPC% M3KA;M-2L)3VIV!R6AU1B4-?-T%
I1YM4I/F)_ (J:\$6E^I M9!'KRXSJ4\$-< MYMH5":MD\DH15K24-
TP9T\WRQ8^,T92&N&1E"T;XEW4I3ZUAB*[%F R/!_!
M;#C&4(TI@I_!0!*P3J*/8XI&F83*HO\$2YYWBI!SWM>K\$+;4-8>I9Y\$,8!
MR_:ZBF+BFNS7PUCW%;F4=AF%D4R.LC=Q##9,EL\$!(& M57IR6&X\$EBOY#A W6I8'I3
<(:U(I0%0H/%'@=_B*N1:(*TSK\$B\$M73XC.1/ MBE@,:@:>:A5\\$(=8T1D3CH@_,/Y<I
(7J0%G5_7#_)DH2RGGIFVE=-)/B MUX#ZBP-KYQ60*(UY^09MNMKN);
I9S4FIWCI<:DTQ>)_I_4X_UT0*_Q!_OQF&
MNB""(B\O06U\$:JIZ!2D0Q3ND)V8)+AN+/8Q2NMY28ZN@SRS\VCJ!GX!#VV
MN)ZA(#:"4,J44%+/2'O#JU!0R/^;F)2>"WHE@FDRA G 3!,&7E6+FSR@L-E M U9?
DL4U\$L@&!,JTR7SA^!2I(Y. E>" U6@.%&NJ,7WDZ-<&I8&.@C->I:LJ
M#PE_+14M^TSG\$PB5.\$@!*2^ ^C\$C-P&"5FX#>V\$1K-ZLUO -6%*6-UK#!* _^!
M#@X605L=#C*"1N3)!\$X/WOOYQ\$)>B,J!GHMH&3FTH1?3J Q?&'Z@01)Y>@2/_;U8.85:
(N_HMGL@K.YB>?Z"- (QJFKQ2J@&V+ TP.OQH"Y.W. 1 M&^IAL-O'CZ/?8<-
+&EY2+5B65Z+H!4F&YVE!A0X4-%6Y_M1)R<@L'Q8)X6A_D2RCI-
=XL&2L:_.HA);H602IG(5:;2-I&ID?2/IMR!I*9MI62=-(>?ZA9Q'32'G
U/&JO>M8:NBBSW9ZX:X0*,8-(I! MS14#20\>"3ER!+!XIS>3FKOI+D_!BG?
T&)#BS6G13=D8IG4H!*E#CJHKFUJ M;+&AQ886MTZ+V 5#>JZHD226-G*+7I]&3H?
8>J"AQH8:&VK<2?:D+H:0\ZUD M\$TO9H(SIRV8914.8#6\$VA+GI*
^F77'^!G:@\$E,W40TH1T'(K3%D@W35DI&/ MO9PK%/2POHMWY\7WNLJ60_-
#3V.2E!\$6H49IB) M0X5S: ?0:=B82V%NZJ);"AB9DO=+Z#4TW--
W0!Y:XP"7U"G1FRR0#O:X_ ^V MNH,@:LBP(<,G2X9*M!;MV4/5=XQ:I>
46\$CNC9M.OJ*;"AR%X4'TG/\$ 4\L M_B\$B3-)7(DEPI"%I)D>-I788J#FW023'UO);
(E22U3P*-<I6#.!D\$!);>A MY8:6=^,5GD2Z!;5*;N3\$1"32A@P;FS(<#*HWJA/_AA*-0
M7+JR: ^7NIK0_M=ZL'I&O_G>13*QS'/OP(<(.8.POI#5THZTW;*7_JGOW2";>
MN\ZM7R+KDSNS3VGN8I>A8,?
B)+YBZ"0/07/I>)K)8OJGVW;:U<3\$*6(I=HQHB+4XW166S!\$#-9F"_\$_-YIH@?.K(NO
MN)_6\$;1C' RJVZ=?QFZ86FJA'Z7 3;^ M.XAIV8;^)Q^2@VRAI
(8IHZSUR)N:X_M08:R&S:/9BYW!)S;K37_53(\$NBY M)XM!7++I"#K;'9MG(Z>J/3?
@!@^!#0I0JX-QKE)R2I+X91""0EV=9XIP3 M6(UX^JM8SCQALX^1J*.FCU%IB;ARJ54I?
AH):CC,\$4#7HW\$! M<\$JNKR>U*H@_!UWX9I VX'R)K_D(*NG!#XPJ28035CMIDO<
MCYGE=^!-R!@5(VS9IX!-%, (YH8(. H UD0)4<)6CC%3I??5S.2>!)@^!4A
M31*2!Y/AC(>,-THC'6!7<(:2(EEIYUEIJA0H=_I%5^, SO#7Q2QSQ=BL"L:V
M2H!1/"KXV^ F3*P'UP)_ N&I9'IN+^C!X_8+1TW_@ZV'LY?T'AW./Q2#4E8
MN+#2B9O;^1W?5ARZ^16>-[BTNEP/>(Q^&I#H*7UJTKXUP5
M.5H7/D8AC:4_ \B27(0#\BIMB%.5Y;K8(CIO_./6!IB P=O'K(GU6MCHK<I@5
MHC6^R8%="!_Q@!B4F_?0,=I&>S6VK 3I@\$8!;?
\$_1E,|DDE(\$X!274F'=MB#NYM4G(!>!)XD.DZ%O+K PD%SIXU;*;3I|QY%@E\1K2;7I
(:QI&X9XV M]=/KUT!?-_73CYR&-

B27>OL@EWJWR:6C>;G4WYU<"I+-22;K^PW^KT8R;1W<
MHS>9:U10%S^%EY,;5B83:11"HSPPMR=\$S(M82E;G#>Z\$7PS.N<17MMU:K6YP.
<1T%+%F%+X1;L3,&'0G150)E,EWVIR+!4>W;EQ2M'D@A2'&UXD#-J'"<
Y107Y1UG1VP8)7RB:F-1%)VBHG-<144M#=#90+1U\$-!MIYUN13I#@80%R1+8L;)
MR8OR"81B!*?YUKT*?"FJ/M119(X1K\$^(VB'GAIY^-C.QWFM*,*7/'X!"MPQ?
51S3_5!5\$SY>L>3KW-,WO>;FY+3MM-OMI8!4O>)NA11XM(LKOPL!9UPM
MZQUY;N1U^&7NW&XZI9OAKGY.'DKOI)05CN)4JAY7_EJWABV?
5#,@C)=YQZW1N^'OWJ*7GP9:P#(DZIV&9/91D.SHJ'6DL<"Z*XZ%<4H
M*HM(UNF8.%S&LF.#L37CY1<*+@9V0!:%137Q-?(UI/D\$W@EWR.E*H)Z!N?-O
M&J8L91&R1PZDEA97U*!:"1+T1A7RC0;EU0>X=_6W(MGFF.>0X10&
10H/GY11WP<5=Q8.D\$!YT7ZS+C1Z6*3H1/P^
M1'31S1_#"PYYY1131((&1*H*P5OJR<6;4S9FQHDHX1)TRTQ%&"
M1#U=RAKJJX8_5?/CJTXJ?#11?HKF1;:O^6'-S%LUW&JF="&B(\$Z<71Y13^M/DA
L'T,1&13KP(\$XF/L1NG#&Q2=[JES.JB)&7?CPDLVT#1MG:P%_8N;-11M1)S3TYJ8H7?
9P*#=#6@_Z%P1DA:Y\$HY_C3&AZW))UTCEQ.HLNDP3RU,S@%+7"123RU4^AW6@MAC3N
17<?T1X(1"/;C_-A*%;:9X7U>=1E)7YTC1K.M1=&M#+._XH73M6P"P
M'"#_.DO>O;&;/=CWW,3YF1"W'4/<=.G4Y1(65RCX*M%:12G8>YUSWT=L1H
MMQ=*N?;GT/N#UH*)WT2X;XHRG3J#SH(C1Z%R@1/
M>BWCV^W:)&ZT6PLL1:%22!9K411L3-8LAVBBV1N;:@^\$1W&M).?C_JH518_V&
;M)KS=A+=O"F/G'9G(?&P"2?6*9Q8PW/<7GC1R.D?-?A8
M:WS<;GB1*C1J%U>&@M#X(7S,\$Z(&QZW3%^B1ED./L&!>=1H?A;&;MX71-QS?
^/'#;U^^.7;GN-5^8977<#-1%/R\$9>1/J>7E MH-
5Y8;OT&.UMFL1^3A,+!1DI9JBQ921YGMXMQV/-'8^1Y'A.6MT5CN<4#W'-MXZ%CL=
W1N?DX\$JAL#N1Q8,N'Q*?T5'KZ/YGU"1U_16XKV@QS\$1V*YEA1!U_
MW^FV>B1P11X85)A/11*PP_>3YU9W#_\$.9B-1_0#=(?)LC M)-X(QH\$(>^*KMY,,RC/^M
Y#1XL=ADG@4@??6+!1ZM#?;3312N/F=?QBHUE.MPS?GB?"#K-1E^J:
RXTJ6@7&ZC,Y;5?1JG8KM_(P5D@FV^09?2/14+VWMV(41#02LGL_1Y0U7;71)F1HLEZGI
-GF*G"BO6WO3FX#1*W+J M9J)'X&+W8H2&YSB)G1A5R:6!H*T1WKWI-W^*M1_=P1O'&
<0X-1:X?D<.)@;5 MP/A=)/(LP?D4B3URK^*SQ2:JDPD/;^7GX6E2X RTB/1T:#Y\$U#4-
8YMH.M,3^\$%D41A'M1T3SWH1==.=>10<[77EO#U&0)S^;&"A37ETT"11@11X89R"
M^3&)04#%:%HZ1C#>B"0!TPTPDB>8X_C:W&%8Y@0S14@ M:1;W2Q&!412&
1Y1BY8FWXN&F2_&W+U'P^RXRP?1FV0139V,67;2P197#A>M)D(=(<_\$.52_0()_'?
11Z30\$&TB/5\$1P&S6CJ:-D?(AM55QK1*,=F@F::M\$(G#D:>P4&+R\$)LAH-
:B@3@9Y7GC(8@/WV5)RF3(FZ)!1(XSLSDG;1MU9
M1HGE94,M=1/.P1Y22YH/TPSPB)%_">U+NY;?
Y(@PBK/O)YFBT6AHMQ^JRK_1QONOK!_%28N,4A M5SNIY0'QSV4?
1!F20#;#;F11*F51JRP(ZV#G'90BB08,UH31F6G'DV\$RD7\$UG2&^11J3;:CN=H114
MK)P1L^>>D5Y1!*=B17J1^KE>1U@GMJ0H1%:FU;TS MTZK00:1>6/AH1WW58L
U*_1J1B1J;-11^DLNWyGV=.FL^R>Y+1L/Z7A'MDV
MWT2:AUEJQ21IRU0DG\$ZUU>2;)Y<=),1UNK02/FS*1L24GYG1!P1FIU?625*
MR3LRBZ=+J65N*#@ONTE;@19YDY,1=1JG+C3WD)P7.+R_Q NOUO\$Y3HF MJ-
3H3K80NZ1Q2M1V=KNA)*@1V>VJW:3JFI%QU%1E(^,6FB0/B)DLRQT)'CZ% MH-
MU.B<+5_0P>03K1NP1=4Z.UQNH6QO0!1Z@?
_=NP1L+OMT'6"QT,LM1WW1SG&O+FV%0C^#(Z1*ZN^?T>UL;"+11K\$H\$+(S621=(\$IM
M0BF1OL2ZHV"Q1^:V4BV<;FT:1A1T.LZ@MP(TVR:1@=/MUG1B^"90T1N1T246 M9-1Y5
MT'#C'1=JP&1!1IW7AOP>=OM,_6J&A^LMZ,KR/5%R+C4S0XYH'Z9C\$
M:3RB>MXM'1Y"1O@#76)=X#CHGJY_9&MCTD/GD1V"@F_%2"34#;?1:01%)\$9! M9A1
(B^WE_'GLG99^_M;#HIX7V<6"HSSX;\$C5"7>JAJ>?=[NMK@WO"H'7.T6K1N>=?
JNG/K>07>R0 MR%UA*,1ABXUFV+1YG>5.ITG1,1#&7^',?G14.KUQB:+3%P'EV,;K<&-
00@) ML=#5F1O1FS^UJGY:M1B+;,1-Q_0K^@?VZKN"TZ!>X&_+;!\$4B?!\$<6G1.*Q
MTRZUP_%S:AF_119T>Y06WB#5(Z2!WLTT+12)0UTB1W20/'=Z>!_HYHH',7 M&N@U-/'
--"1D08Z@X)_FC1P>G1Q,+B%J2^0@,3E1)MLW74S01?>EJQ)
MR7V@@V_R;1N1VR;OMIKP/N@1:-B2G'O;XXBS)4F'NT_W/'*.V@NNZ+U(5!U4
M991L3Y>Q056&7@W3; UDOG!!Q0KD_#19CMUV>LF1 MO^Z)FH@TO_-P"1)\$KC1)
(NP,#X;EE=CZ;5KDV%V>E(?%ZTUX2EIMSH;9 (M+XO!VD-
6M.5C.O14IG1;=X7^>KN!1+,UL;9!-/D017E"XR3F5?EMI;8>U^6" M^D=U2?
<=G*Y)/G7B;:K4>NTG7Y156^S;^>2.8\$-8L/MZ MT^K>;J6C==OZ&C1YV_Y7*AI=8?
_SE%L4B=* M@5%*E%!1T89SV9C;-YS9SWNM\$R.+(K&1)ZW."Z-

1N^B76!+6W!6Z=TF54IC!^42UT^+[/7
M<=1|2,W:,TE4.NG%B^4I76NI4K(@CSIE>72ZMCSJM>SOXV(0,>9Y!3?'UBDU MD\$89#-
*S;2,=#T;GC10H+F MHY&8=0-W\$RC9FT-)
(Q^=4/*DU5U;0|H41JZ&AYSUC\$L\$:9H+WX+GW@J/=|D9
MJ\$1J@%^.RXY^HU1DN%O75K65ZJ7X@E\$>AG8BY,!M-.R;SNISG DJ_O^I&^5N M,K,
|OXT!&|"BDR1@*?GB-YU|H>3>YE^|K4K)2=7F5QR\$XU;MXJ=;I&G3S1^
MU&L=K4CD|G*QDU8!;JTJ=89QE,-//2_)W;!*A.SHN'=\N[?DP96NUUJ1A7=*
MY8&)W>^T3M:|W@H>KJ|7JL;#^UWOC D|H(X4:>|QF4^:Z436>R^IU,P7.2OE
MB^S.AG@D\$NZN X)8N9J0NYG)I(L^Z)H=2<91^5V8.QU7.3NM6UA^HJA/P1\$^V
M5*UE%*7-B9!BC4::B3BO&7C;JTE|C46T"FLOW::?761*9N@TSU!9<%QV>1
M6=|41|W?L:/>JX_44(|OZ(/94:~1%-L\$|PIA38_4D3,=|P\$VN,FATB62,5^
M,!J!8HG^YZ'(KH5@VQF|!TV3V!/"E]?#Z?3.VP=Q"Q"/S,G<1@+^,;O!C4 MTZ&;
I6">R:/10=ZSK JD+L 'K|D3Q"^T7"|BFB;@*@'!*N!|AQ9<1/M50 M|W@OEVMVKGOV-
?"%.K^;%1!@X7%RWV:<4O|J14#ZYIF0V N1|< THM:OEN M^3%
<|A,|D,%6K3^"1(0@D.R_Q:%/SD&4,P!;6|-&0FEQB?|4DPF|+C&&!CGV MOX_GO,!N?2|
<.B\$LCLCGA>8+ *WWCDY:;.\$^1#X<:1* &(33OPH)*?-.@*1W_
MW;4=LN/7K8A*O054ZAB!TP5.N)/V77YS&W6|5>F;W/A(T&H8Q
(:,\$F,U(,+B>%^>P!@K0 #O3 MT">)3YG_J!/:9Q?G=O^X?3@ #00)WQ!X+,2)"
|PKW72*;6Y4' < DCKN#7HL M\$+OW)_R<=5: T1,J3D-0*[I&ON:Y23)##@(|J:5|<=
YT%_H4'DA;E/QO(, M%-A"|Z7%,*Q\$&T-->(O6YM!/0Q9;M^?PJ;8FF.&%D3|T+,-
^8%O1W%6J"B@ M|^%-W|Q'&D/C86^S6|Y\$0QM9Y?;P?Y^W"Y/&,>*^A:BWY.I_ ^8^3;N?
X=0J* MSL P@VX)ZA91XR."N-.@S+I1W9N2"GM-4N'Z286=)JGPD=#01ARQ_RB|:V?3
M*?#0@+2J5V1%|0>RLEUZ9>M|Y)O&\$+R!RD\$S|M0!E2=R|=AFK>)&(7"@W|H
M!56O2#X--TCL*^23Y/@HF:.*%=-ZJ+|+NV9VN6\$P"=LG8)8!^E0".?\$/O;
|B^~^%'_>KFR!&?OQX|MA?XVLXK N0)/PW00'KW_X&AE^2
M72+O+RU3^&QNV9ET!50*FVPO>I/Q3AVCH?+6: 8-8P|
M)P%&H%:J'BM|>.;6#1UL^T9A6\$5OR!|2|X41;56)=7.!:|2/+45P9&>&B/I
M9Z:S@JKK4_3|&J@D\$|SAT)=,L-
*WU#@M=M:P66%|H|8,ZG\$^AMNOA+KS>HJ'J@>Z'AP47=+|V\$:^'G1+JGU)|9OCB7V
H,OJ'ZV+ECT2/F9G43 J MS>"WNM,|GC;Q@)3^H |(I65Q.??2\$EEY,_G?3U49>>KVD/Y!H|
M>EJB =^8N<<7^KQ=L\$HCYFO7MJSN^C6O=RMG:P.2A.>O#>W.Z>#3BTX:1R|
M=F;@|!=CJEK#|G9NB9?^& M2;U8.M=UVOVVTQT P/#/TZ|3ZQXQPX)_|9RC=L?
FSM/X6U#TT+R'0YW 3|,Q MG"P FV<@QB*?-G*7(08..D"F("##*Q'.',Y#@<=I_3(>K#|
_:PL^AC|&<.HCV; MT6&?N|, .WU|\$RD@A8>Z:..0-|0SU++M;H.">>ZV-U,
|M8<4*2%G:7/? MY9.61,CSB.B3-(N|V.PRD3"EN08N.F"|?198QT& GFNHD+MJJ-
W9,R|FWL MR4L%TC.3_)22!PIP;(|R+&-(XNML+\$WL* XKZYT26F)<,-F@2N4B!|/HK-PB+
M"5J25|CW.#+= V%"6*C>#I,4UODLVA\$4GX(E^7EDI>5& D!GH|M41A?-Y|&
M+8'!)4^LL,0!%+
(DB@/88T#7.,'.=H"BA!=#3!-2MLI"2@((775^O4X@0G|*)1NXF"X)U(3>&X5\$ MZ;RD:MD?
9\$@HS_) \$4
YGR0KCG^*/^(DR_*GP,&\$KP..4WQL|&O08N:=0;5X<+@L2&,R;B|!NT@B^JH R)@"-
@95XO#/W*4CY'2K
M>1\099Z1KA1^4N7!F@*1HBWK"ZH&=+|S.T_IA)%70OT8.7MCA|T|C|4B|5 MHV-
#D9?.Rj*(+AA0.+>*&C;A&RM9)U^DZRS?K).MTG6V3_*V\$*2-.\$Z)TV# M|'2E|
|FKR7&5PO"TN05"*1/D"?!#Q)VACG&9M: #:|2L9>JYM)1;*G1G.CD
MQ:QJ%Y|*8UN\$TOD,TCZ(?DXI=, EP!A#13'WFSQT|-8.VJ_"A)?NZ&E|L|Z M0|1N61+-
L(%8ZE@_,TM|3+J,TOD=|DS|A;L#;2WA>N-|<*T", K!2SNC4)
MP,REVV8BT,P'R2N| #Z2SD(.#ND!*|P!"07^G(@K LC#5H5+6H|Q6A*[8::)<
MK'3FZORHP9!U)%:~1H?&:~@C+JA(W7;|A7V G;P&|(|@Y* 5@|I?IA)4.Z?|
MMGWF@6FACEEN38;@SLO_SU|JLFC|G1T&DT!F#G4%C=J_(GMFIF3K|&RYHP8)O%Q>I
\$HJ RH&GKAY-@8+"0.N M2&
|&.TT&5\$Z<7@8>4_SSSL!2>A<@|O.N#G67P3_1#5H5^/9R|\$=Y0JKUVMNP M|KR-
FL:1L_8QC_TFL06F|AJ>H"W#;O;S\$FNB,3)+C=L|Y|76T@|1L7&)= M6IQ?CBO|C-A58=
Z>4\$6W:)_U4W5(4F@|,Z|N!%RR&VI2!LPCMDAE7.3"_ND M<"ASH@\$_.P&V))1,&
<>W'0=\$GH'%UZPD_%I0U9I-737.BE|J9KJ9GO=(;P M%DKMV%%A*4?
%7H'_,&+B2V4'P3*|JXG'7X,Z%LX.X^L(R+X4FA<_0>\$@5P/7
MG1ZB8N/8SP=MHQSE*@ZOD-(|B6-E"_I-^%I-QMOY|S,|&GG=(?21Z!:D>OI,|=8)3
M2A*,P8*B..<0*\$?L@=50_.;88%XEAF@H7|_O_M;NMT_8+%E6*

M#@'CR*QZV%B7I7Z06.AZQ5YTNJFHZV4Y\$(/OHINX M7"@*L"?
N=42YIX92,D^\\$JZYI7DOV7^H<&IONBFO*P6V"\$Y^IZ6,11'_M
M&G5'HR"9\$/5(M_(E_X\$V3^3JS,#;W:UOBE7T8U+D391/#H\$U)ODT\|0|<6A">^NI
M.PX75QOG'>.>^/D@)1"##(>C+0L4LN\$*.I?"0!E6*Y)EKT\|9'0WL;,\|X1/I
MQM8B2QLVW8IT4IN2^GV0.C48L0NVW@%F%"\$9_D/(0Z>@D61H8
MRRSYR|RM.D4G#9%:TL6R\$(*,<,(1V>22;IT,:%!*RR(F)%?W*FE'RV4@>15 MZQ1=0-
E.DPC#VHH)T+ 9S1KPOQK\$00MX!X_8TQ5C?JU;,,G,N3E.MCN<(QGH:!.VL**9>F8-L:?
A'Q'YJD\$)H.X\$3SCO!Z0%9T=Z@C=_K'N3VX" MIE."+J=N7XL/?!G[4+H?C"OIH%0Q!
<=35@_MBOAY63\$Z@*3&?Y8=O<|!(Y0RAUWU:./OG[0?MGY(>S=Q#\$""X)@_^?C?
_9-);Y;O%QJ_16=3%|#""U'1P_9N5F25G\$>^IP4 M2EX_[(I+,I\$Q\ZG9!?T5Y;?
UD+_K+);%JMSI8XS..XY)!?=BFY;)*=U_8AN MX>62JO=
(RF\$HSC\$I0PC@7Y9AV/K)Q1R;,%>"+X'AO.M9&X&Q=3V31?C(?
M(I>:VW,0^FMHBE68AFM-2 7BD#(WI.34 (O2BP@!YIK)K=NHTEYH5,E4IANT
MX(+V7"L6;E2G\R/879T6I6QJCI9LWN!OF?=\$;5D|>1.MPX*IDO|Z9ZV="#.OHX'\$5W(9'
M5KTSG4V&<:CTPZ_O_OSQY;4 O<&@?8/WS_'5Z5\$GKF\3<_-\$4| VZ1>:8")
M0Z\$<6A(M5<;U(L+QU!;/5@7_>IV1X<2S,%6*/#95 DMC YK1.KSMPVNWV:B)#
MPD552\$8H^+8NMG/BQ5H0+_8#B1?+5)CL1KP|_G*|D6|N/7)#JMD@N0\$P_Z#_
MDU7(|592M@R8#.X;U-573L::@&:G11>1?M#Y+6H3,M,OKL2RN^78HL_8%-F8,J.
M7!F5>_ =S' R|V,Z8%V4Q96UX<10Q616L1%?&4S(PCNDQDR:~R')V|2I%36%P_M|
S;:=29K(B3?'F*)EM1LFDLU,O+F"G,A2;X#9I9(+X2P"H@-S(P5A ME#.EU 8Y1S!A;EBAL,
|'"1=\$G|);K'0LPA\$*2IE^334F4E/"Q=_'R<3^?-.@U M&S..@M#L&G?
QHQN/LW!U*,?"HGI\%O, LT0EX-MA\55.?F@S9WD-,|.#'Q M%N4>715F|_*
<0CYN SZ.Y;)2\$?>#"F|ZS|\$/3@%/?64H+UB;S-(UEBU""ZRP!6(28XY|&5A^9EIH)(.? M?
M##*2;:84D?5IOI3QV)ASHKE/07C!(M8|X|W=^O|R5O/&M0&^NX1|IV(7V MH\$AD?
J**REJ|;F,+Y^8+S?;:,WCS(VGC<9D&IO?
06+&C2V&#&@=S9D5,D=69WJYK5*D>#S7HG!LD|2S\$H|.B038JJ%);GW>&B M9>4%-
TF8@0Q*|P0U!T;(WRI^6V\$-1 |MX;+5-Y|=E>?|ZH?GFF?)?
N0FG&Y|B_^);C"+CYBBT3VFT?%-H9_F_B7A-G MD/6AE.9#!96ZS1KR
5_@,T'D&BZ_(#%')%&;-VKCXB MV5PX3>&/AYR\$7.'Z8
MGZQ@|,|"/10|9XQZ4ER3JXK1R8'-9ZCH4U4/DK|A<.\$7WMA6GLV@|)CJXL-2
M*:'91G(B,C"-&22KQ"[G.M/H^T|~^(QJ5^|EC@V.5?/+DK^6JSPT.G'32|M M7S W|
|EEG<&;)E1(*D'BRPU,'VP>21=M"2665"3FRM:HJ/3=1Q?1^H6,|K! M4(3QM77@QV&
(_8/INSA/88WTY2|H@)N 9=W3YUV?M9_0W_,!3 M?RM|FDT/+~)WIRFHU.I?
KP'I_&S|"X45V A89>O/4'?^~4O4^D"&&3:&4KMG MG?R9U+ SOV36<C@%_NPC3GD0?
3:ECLX#,4(I0^6^,->@,N:4TOBCT MB|HK4P"-JM+O-
2"P<3S0OS|KSA_.4KM,VD;E5RX;.,>:#3E%R.N_CI,7KVA
M3B;SVZB\$N>)5C^L8>ILYAE=9LA(&@M\$-N|A,0(WU\$?OCY!<|N1P>=-M|H|I
M<;J#P)OPLI_K@R|F,@,\$K/DO M2D)J#9(>LA)OV-'RT">\$|E1"YIO/?9F|<"U*=/;N2RH69?
MS%(:H;.-ED&-J\$G|4E@U%|:QBU>0;QW_ S?P |XI\$7TTA+%C,7G\|H0|1# M+N)0-
JR&KU'D\%5_R;.'X1N#!4;|0->|)KK520/9!|I=|!2"[K|H>.:IN^
MY*7J_G<7_2H_|>P34#*S"%T1'SX,K2^MI#HT0-4N#=#64LI05,YN-QY609/U
M5I*WUG%ZG55-BU4|V;M#Z#KMWLE&#J'.S&T1|_N\$|=2+M,JU=-N)|.|RJ_C
MVX_S82A6LD;66D/C|)%G@2M6_'|WC*[KSGM.|WBP@9TK-'Y%OC+E/|MY|7W=
M'(N|:6NSO%7J%R^+B|C7+ 21XNB!UG7#QF.\$^R<;K8"MDZ*5&CIG(:_T%&_
M&*#\9C4%",%|EGH#D%\$4FX.!@%DX)+RR,E3KP*8,GCY^>+W(E8)?U/29MC M#->|+
|M)KXIADP>G=ESB|*N MI|""U4RC-*>""N!ECG:<9Y3ID|
(_QMAAWT%._&P.W|/#KP75KC8XS""N9@ M.7EZ|*;SB4Z>C 5R>)!I4\$%:\$ABCE_1Y3+
(S|DZ>*ZF|>--:DBIQBYI!71"-A18Z;UW^8"DX:_4A_5W08)
M=G9^FS^~O0@L;7*WMZJ%CVJWMZK_CVJW"Y| Q|O;|UCG0KVMG|">T4+?A_"O
M%-7|=F4H)ONXSY7(KC#J;Q7L9BET|!<'SBM(^|SNE@P8-WXVM>/CSH^WG@
M#=#1|@|QW"2^4REFKK%"MIX'ABW0_2RAL#L(Y2>FU5G<03P94&CGK" M<;+?VI
PNO#&?VA&Z MYX'K@W|/:.?=>VL8 GLWPET|B=.IW?ZI(^@?^*<'G>?!\$L|RGEL'RY
_@_MH#=#H.YW%9+AUB6"|BNLM+L%;LW26Q"5OVW1=TU56%%|+\$E9N95NUW?
8QX\$>O MX|1/;^79CV|K*|JQ|O6_GSHTQ'.QB<.IUJN^..Q7_A!IW?L#|\$ZSN#TUNC<
MS7NOSL5|(^)22U9+AULH"67T31E+(?K'.F;DO&S/XND2H;WB@A*N;G_Z#GA_
Y"P_2'DN6*E/|9)/NEW'0+#3=6 WPEU3;F"\$FIPUZK9/Q7 M4M=6|M=4D6_
LT_O!^!;8PQ,T|D,UF6?PAK|X)6X3" _SEO%AL0ASYW)6"
MYEQ3\$PHL=0POP|D".7;7<&3?YRP1KNI 3HW|1L*GMJ)!Y,4XG\C|B22%S41D

M7^JO\XEA5[D0V_L3@%WK4]Z4FGL"YHE2 J2TU\$;!NC^)'9/:9:4]"K[F2 8 MW)[A6M
DI!63 RB48%(Y)E[VL:)1)XH&C*G^80::N2)?1"-+-D5::Q>JG<MR@&_)TB-
'B/XZTAD.,Z6>VK*9ZG#,^5_Z3Q"O&HF,>!SZ?C.,D.J8VF)VN" M+FGJ.S9@+GJKXZ-A#
*H"1V1A?I2IU:17;^Q GOW%Y;=0WQA9]SMU:|D!! M3' V4YN:3>-'P2P\FEXBG@
910@>9F%(@&)L&+YF%K67\(@UQ.M)-40DW%24J8K;+HPQ%W
MFV\$PN(WO!"T^+3F\$F2>MY2|B6J\$MC29AK@;|U#Y00!A'?|>G|^D|1&/(|X M6(B\$)
()\$P\$[TARW|>RSO.,34X>0"&YW(U%|/#E|3HL|J8=N&2|PMHY3 M;YNFO|DF9U|>-
RT^UV_Q.6A:~#YR&KISTS|J%YF2V#0E!,YH4?K2T\$VI|JO" MI AWKKBE-(HQP?
*N1.BF9093=T&41U+\$(^MOR ^;RDF6S!3/;)X.+/SE"20
M>Q4'/H|P(&Z+4A&.P12O!|"0AZC>T-PV>"%IL<;V0#?*JK:|Z=CV3AN. E%=F:WV93;IO-
|IL*0-V,@)-6 MV\$F+RT-1BYNWF0Z01V7N#Z1;KG/D^58V#QV:4_>4\$826#34U-(G|I-
%E1!3&^8&JV#UP?897^)-UH53\$* MD^9=-&@/2:-(C(&PFVR)2DT!417NODVJ73YE'H"G8|
(F&3^PCG^CM"Y|@V4X M*J|F.|OF#!+R|\$X3X0DB8"10;IB,HZ:4?|H):ZH
MAXCASPP#>KM21=GYC-&|J%(B(B;!'YV(J='T.-R&2/F+|Q%78;+I6'<=|5
M#47WC**^QY;A8S>1%UA>1(WA1RZA51A?,SI1@EXQ|P_-8V*)'-Y=BI\$YY38P
MV1B=Z*4?63*8+9TH&\$W/|H2>5J13\$?)8*<|7LB_,GZ3C. |Q-H#K\$|? #CJP M>15SSQ-
AH:5'|GH:C%"F<|Q"BGND.&.3%D'C<-,WQ56,Y(#P%8#V:\$ (YO
M*.T1D46)^R%V\$/CP=|R@-GUXVE&LV|5^!GX&T?LRBY..C8)6&+|\$*:ARZ%+
M,A7BR81&(1H!. X4|V|JT"!&Q%J%%Z(_\$IV7Z5BO;.\$RU(+ 'Q R'/83&HHQ/ MV')<:R
E@P6#;|FPZ5@DVR@S?/"OU|M=P|@|/*9\$A/_5+.U9;|HX"PTC'L M0DLX<_ =VXA8-
I%!E"JCVO;3=>2*|L?RT7D^(.7T"*=*8E12O|;TRHK0G9|X
M(UF|8|.82B+3,/:0@0!3P.9A,AY!"0 !2=29 H8Z9XVM\$DC|1HX/0Y1?(AO'
M2YV:'=M^BS'Z#W?W%K0&,(35)W0R*T@B*.DG.%*JZQSU!|YI=X MR(!K M:~3'@<^4-
H"SGO-(P#9DCRK A)*\$H%0'C"/(^2\$T XNG00=;|EOVR^-K*:0@ M,\$Y@+;2^ZCH5!|
(0>C|5P!|-G./3\$PTBG@JN18,,| 707*HOOV&S+IHP1S6|B1.K+/)P/E\$Q5/R6_O/>4-
U_1|OAB>-RKE"WZ==V M?|B&;|H1(\$|?
PMZ|_M|XD:|ZS799%L4|B13@'Z'>1|F#7DQ;Y@R1)A;) G M&&5@\$|F,&QX_G|HA1?
R,E'_G|XX|OE|^(|W#L1(Q09XDBI8A4 |,C|KB<%B M!:=9%TYBC#
(/0*;%WG|YR48B5KW\$|!7|^AQ?+FB6&BZ70FS97U|G ME'_*
% '%5BE)!RPS|\$_.R40_YT%/,/\$\$+6P0.8SF7N7/;|MGVV_J(^- WS'!RA-
17F2:\$_.|B:)O\$A_>- MXPA3M/3I<_D/+NC8Y7'0PDY23R"?;'B0Q-
SD2|P134F*|&0FZ|VF%(K6|N M '08F3)|Y6VIV8AZ#0?Y^1=;-CU=W)-#VV:N85.G1P-
4/OD)9NG;EZAG)0&_MQM6+@<**4X2Q8>H58! N<>T&.#".Y:NND'>RI"H)
79F#!N\$ _8%J8)6& B| M;SI5O9.43IHD|?63E(Z:)*5'0D/W@*S0_ZU" _Z|2@4L=J.?:'-
_=)RD7*6M *A8?BDN|L|F?|JWZV-(|VQ>%P?, MVN+G5\$08SR>/P7|FE;0,U#
<48S<4|6A^&H8MF C| ^0Q;).?"E-|IDX'+CG6>;3!ON9(SC)&Q6CD;APEIXP73;|
M8/-9|*.W464=\$OSX6 Z;)J^X_3U!LTO^U+\$ _M|Y:#L^+ #E\$A06XXDI4HQMCG
MB>O|U)P-7)| C|EC|VKAW2'|\$M99X>_ M_\$<4D() Z&(|G).HAM|%'=07E/^|_@|XR"OT36
M>S%,<@Q<=DL#6FXA0"RWG+""#3>*18ZHWJJ29S66G3\$K5;|W*OC.(2|J8|27 MWX?
BY_L/GVF,G6-BP|>QB +|RIAC5M*E':XXO\$P0|=WE+YV0,\$>O2O%5|6): MTHNM.
|Q>%CW248RHQ&YN?R5E|Q^@'Q.*PPN!E&RM'APIH_MYS@8!MD>J0W|
M1Q5G^27RX|%Z)#*'\$XJ>&J3QKYC*C\$01U^)&=66RO',,,?|.U @X'">DO-R* MSW-
(|JL_*U_8H.SV4&:9H^%.: "-^HN@44@.1*@MP"/GYG/T'IEA9DEI3U_OA
MRO@982D<9*^24<2V>*83=@D4A&6:<8; %5%PF(='A*5RNZ'(!^+S@^65SB M-\$U.
!5HHBC69-B+C<-5_L!1 6|F| K IT>F^|VY5@0;|U&(T7 L(XH9<4 MB;J235!Z3..T>X*<.
<%^#(VBB!1DBO|P)K|@2W3W7Q4W23Q5QV1(|_H2D2Y
MA%C|XQ,! "Z<2#7\$+8Q/YA2&PZPJ-&YR,)MPVPEW+_ #V&>B^!F:"/I9<9L=
MFX*083FBHJ+X<'_1\$8A%R!1V&*F.1%OBUDEx5M M)A/Y.|#5"17Y(I5Z^/N4H8W
5T+?2|4=0?:(?=\$=DAYKGI4OMI8V"H>"Z)H
MCE##|Y0_7(|WI:@\$>WN)D)|QH,P0(8(UPL;N\$9N*:#ZEM1=&"U@+.VPE'B2IZSF2_26|D
US M!4;_ U N\$H^39>@E#.+,?B|Q"5|/ ML,+
|4V0YG| ^R;;K%/O|\$J2H#_B!;N"@S18IV8/44ON:L3*A_""* ETAU7*|I M-!P2^T-
D%>@YU#WWN(8^1|E'F5BE0H|:'LI_\$F|YG/-QD@9Q3%:OAA1ERNJ MB6A:-
#0UFGM1H_F7_S@|.C|=&)1;+M3|B.1&|7L0UNKC8:P_C./*>F"Y2FU
MBZ%H+|L>+@UBM9^T>ND42;|LEP4&UI1N5DXZOB D'|3)05L_!^VXR4%KI%|C
M_1KIMU3Z=5>5?DKLL>M/V90L\$D'JH324FG@(|@L #OJPAW\$BPPPMs%3%'H&L
M3L2,|7!&P)#1JCY#*\$R804-*|@;5M!;P@J4R:X(X\,/Q;E'!G4+HU>+\$5! M1F
X.PPE^#&0=MV'&4:>|&\$2_P"VY0LW MI#):_48./24<6N\$!3X10>2JC/T'B'W(B/*_

DBJE#_RD+10&.4P^K6\3 7I M@S1C[SME^!^U: @ 'O>O'?
#LZH6+LZ.O+^5\GF\|+VDZF3=DAV608QC'Q (MOJKR<*@*M(M*0CIW"
/L_ (D4!YNITCCLG*;;8J=" -!X%)!CS2U2.XVN^\$8F
M.RY>H@)\$S3E<1(RS^!93\K)|X84RP-3NG(HV)^1HR-1P*0 M^T&G(' +0SH.C3XON4JK
4!>#F.R)9Q;<5X'#O:G8YYXD\9 -\VL68VN MLV"NB,\$S6""/)/?
(B&.:XJ.B:|92(7)94&\HJ\$/R%U^ OM#A<22M?!\Z4LF(D) |R^\$X%|+F5]!%&\1| MBL Y
A8XQUS0 |8.4E#M) 0IQ<,L\NK"5>/H@I!),H5ZX%/JDUE34)P0/C0F MS43NT;??
A1A:M3\YGX##X/E7%410KP7L\0+J :HVENXOHO^I.(X#V3!)BR\| MK?
Q*=DYZN;#S\HKZ'!Q;4#H5*H8Z:J,Z<51'E(-,|FL?@;YH&?KB.F82LO<% M9NJ8&BY>HY
XBA\O(@33;@8""N0XFT&'P'ZGIAK,NB\W<_@S!R.'K(!T?@++ MJD+"J9 &_?
8GKC'MNZ%VB^?V9>|GDH:8M-DR@80(-\$ZB-IDPI @2CZ9B42H309JYN M))F(JT!
<,VFKG%GN"16)T-16I8E;H4 H99-R9"D7POZJ5E#J)H\NE:9;PT : M!M(PD#UA(!5^N0?
9NN1/(!BD1^P_GQ48FS(-57L8=J\J\%UM8&4;?*LVH. M6X,2#|\\$ JHM=?
4U\$&\$RHH3Q\69@|7HPQFE2\2X@M^;&7\YSX194&U1\$|AY\; ML.AJA-795Z.Z-
*I+H\H\""| -SU"5V&E,/ &K&\$%:\$228\X\$L:5%DIB"44@M4 M% @?&K
@*R44X2:5JJ0+,KT6FP2)+TL5C&%P.=9FO7\|ZM,E64FFJJ9\02?
BUX%G/I% @5=@T4(RTVPV%9QRX\H(LLJ(P6\65)Y= M"ZS:8/9% D<1:U/Y/\$52@BR0M
RWF=G>3F>E4!,*+ %+VS%R&+"I,4(:HY"; M\X7PR?
1UQ<|F6%S"J"92\$N\$YU='(\N(K\$6'1\VNGUS?I"U+ #_HEM\5 |:6I@V\7B-
MR"JE#;U>)1^KG\$EESV52_M03:NR)Z(Y!)K\|&*03_S0,ZC_,O:8"D)9-(L'T)O,NH
Z>JK"GUH.?TF"9/ M;X,MX(-;3?G=^N5W)TWYW2.GH;N"^U:H?I2R^4\$A-
76GC52E#F%.D.K@(#L; MZ#FPI\$F!209HC+14Q@-WYY+5(ZH\S0Q38_E&M?
M#'%I8&)^;@93I&V MW D.F\WJ_KT@24\|"?*);(JG>8E0WRA=&XN2BMX_|.*
(GL32(GIMRWX?EVM5 MB-_2G"Y9@O3UPW\6\Y@L.?-
+2#;Z+3VJX:=WT/Q1G%7@%|\9VH3D\W="5&,M M,U<)=XX=|Z@4:()V#-
@>18(^R\6+ER\!)N=<5D0QBS"!2N.7E@#U(2TMP=5, M:|BAT
!T*@%4EI:1C8\LC:>J\@|@LI^B\9(\J\U+V-^!3+5F=E90C7P!%1 M8ULE-U6CFS:W
MC9R+PM_Y*W\TXI1(?)LBFHQ83 MT)"C+@!#ACN1ET^QI7\$7\|B\UX\|#\!-L&WA1CZ
|TS@6IOV?FO<9PDSX MIO-)N.70P-\$ _&>D36U"5&03K0XB\$6-
F737^ ^Z^D*5+|H9:YUQ"AL'\$FZ0U M\#UA;V4.2B\$9& W*%S_P^G(6_SMO;0"Z;B\|R)K5-
VGIA18FC>8KN)@=L?T
M0L>.B\78=3#IOP+_8R_645/LZ7ID\@3Y*ZCE6O"^+9XNGYZFU2W;Y14M/%C.-
X\|MKB\|+0+&=0%\$5D+_RB-CR4NU5GO>NV-5/I%LR#>@+41
M0PGTMZ#*CP4O_B%*^'+',5-/7CKV_#&)-87;|N,HZ,QKTKGFY8"H;3|=444 MT-%RFS3?
IO'^\V&*Y1:2!(5*1-8C\?9>\$GTD9/R+>*3X\|2S_1D\O@A0^5, M>9>.
|EWZXE(C\MG2Y7K);J.MEWM: ^C;#W;:QVZZ\|5;N9IX92W=3SQRFNW5& M:G5-
R!)O\Y*N9.J1GT\Z<'^UL&'MR"&?G?Y+MB6-R1 "E K\|R2B*QV"._GM
MNOTW9CO\5OR1R1P4\VFY>X3N8<|-6E')/(GBM!\$R_<7XLAI1XNKNZB+LA
M\^>/V&C"4B/L_;\8#C#RXO;H%\$"8OH0Z\H%43R!%ML 'DAR*_B31,Q@|0*/
MAY>2@|51M4 :!?'CC" Q:/&J:|SQ BF6H*#GIV/5XX&J8-
E"27ZC\$74CVS!G6\$DD*GD\RE"6|E=Z=|6#US0R; M!:EXBN:ORW9JZJ\AFY(L3'RD\|
#\ZN+A*BDLSR3DL_6=Z7%8TK?4IA3Y(,= M"\#S?
GFOTUEOQ:U.%E?'YV\7Z1=)A:8SR\$VQ3-?7O7)J:4 !, #P86H"PS%
MIV!G,%BU\PD5D2*3Y%ZP>G-I#':E\HSG1!|2/@2\MT2\$^)=ENC ^&3ZJ_M
U6"R2\|PB@YGP\|L+3%IS9#)JPK450TG/L=TFO\|3JAZ1HKKD"P-
6QS\3TJ\&K29P8\IS,U\GEL601)U^-!| &UA ^^^,UP%A -JZ2A
MV_67T>4:Y)&)'X(D?)&5:U'3\AP2CSP>OA^W02;I1(' -H/@>|C>6V'M'@;I MF?0U-
=96)Q<##9),)ATQXA(4P\$N6U\6\A3A\|>)%UT,W#;GLZ)_@|)%'^),,
MI24C>X,DQJ#NE8.QKW@'67R90'400% M7P^|V3R U=-POWM"=1UYO@T6PI""S:SI^
M.S^_1=(J/Y/H<#@B84\;KSZC,SD#?((<*E8SA8I\$8BVJ.M(84L8S\4;*%\$.0
MP\9\1%S%!9VF8D:L6<+TQM<&@K"9(D57Q#"9BRH@Y_GAW# 3/"EX:4X,D
MT0AQ\$#P-4^5G_XBWF:YCPDX,0 8;51!8AHE4#\F)5HZ\A4"/N,*IAT:VG:3&
M#4I6L""JIN)0VUK8=4:7"H\ID\6YE!!LPPL\(:C2\5SHL-Y"Q&<>ON#JZVUQJ5.?
9.Z)M+2WM?\$_1%-G^E%B9) &4J\5>C MD#U\X?C&0\#PW\%O';CI8+IYL/?
L*\$X\!==5.A^|C^ZK&_<88%4Q#XFY\\$_*W MJJ8.
<^(A7\|_ECC(9Q+^"QBT KD3SE3^QS=DC(8J?^"WX3OC\8_)?/(AD"P.MH-|R"S8E2+8R?
AF\$Q\|=AVCQ5,@+8KT\>Y-6'HIOC>V'&>UJ&+K1G'QH %C=B4M+B7:LQ\$ZRS\2>@J.2
M0,J\$+'DDT<|8-\N#H7IT6\|9+;2_D09;DBOD7Z\DC_YRXOY+5C30H.Z "S: ^ MPJ:89)V?|?

X/#,GR89S1#QIM^C\0A(O_C6S2_#1\$3*EO].2VCL_ ^H-7(=4Q M#^8?'LGL9\$)-
"R,|+F#&EO0?4,;H/9-I3B-@(5TY>+'M5]0:IB5Y6.6_Q-5U M=)|J+*R"
<;C)@*K5N!J=D;IYZNMDM-@03_X 04'1(Q@X]7-TK35U9_\$/0^-M\$BXNU?N!G8=@JW<(N!
N!^YO+.Y3XWG'D! X>%S>L-Q0\CO-W1KL-E@%VE?4H
M2"4+'9C;H^*)006I^+2"Y"9CKL>3!-4I&|UID_O/#I"+G1IT"\$9WV,%6_&D
MNMVBNF5FX>W29^&*D+R-40SP75\$2)%9)1@6, @T?|<053\$K|">:PW/9GZ8_(MU0
0H0\&Z*CG2B_ ^,P%(\$GO#|C-\$<4:+B9GQ)Y9/ATU^ ^&\$PH;O>,(^,O%=
M&&4'B\943J9U1LG\$PA<2(@.W+0IM3=)H0R5*."/8(Q10+H@W"\$)\$9/2WR7
M=%CP"|UJ3)R\;KC%1")N-X8H(.0-+E2\NDT\$19I UN^U6+, M8_#T!+DX,H-
A@H\$88UT9R)<\$H>%DUA)&2VWGVV8%BS9<MC&8J@5:2)
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I8\$Q2G5E9EB6NJYT8K!@ (3_298E/MM2/I Z3_PM(=|LC5O3MXH)Z7H+\$RPE M%*+"H)
I'?X'V=5H4N&G0C_?DDMW305(I E5D"|JA:<3|I?=E#0E8G^3)@_7 M5%\0A"B=VJC(1A?
@51/86H"2VXR? %UNXJ.I+*/WEL_-4-2UW5/HX|KC??Q4?ND7S: TR8_&WM/R8|(
M('VR1V0E0@G=W RM3,>BB\$'CG>+1X6AKWA CRYTY^#_.|5|.S),=#|P4:|Z/
M5: ^3Y^K9-QXT#C1G3I|!|_59355_O^&Z>5=CQ!>Q.4@|B=@1E|"Y#6%/K1H
MBSE\$|6"M"W)MJJ7=K|1-H5L'\$XGXQ_9_7A1RE|?CQ591VI
MFHU4PWC/1M^Q;+/, =XQD^W=25::|6|UP(B3?L4P'4=XMXP#>>#+XTY9G.BN?
M)N<_&6"Q85CFUG-L>L-FBJOAZ#L?O.7JG6F%3K|NZ)\$PD8"JR|B) 3E'>T7_M
7)04W+8!4%6L&V-E6X@PUS#==X#FSJ,?&85.TK|?%T2J6H&J5K32%61J:N<
MX%0|6S,_ZD)IHPC3,@C3FT98GQ-D%3Q'9|A/SR#3:|J9%E(4A1.\$FOQRWXH!
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MB%:/J3/3|\$P<|=YML;+(Y_28(.R|'Y 04>D:,,2S9D*WD(DVO0K8-W+T MS>8!0);/Y+P;J-
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MVB44!1G|\$ (K- YE8S1\$)"PE|#7Y.VB:"4T8J:|KT3/AOAQ29J.#|?J0\$(9&6
M%K"&XW8|HE@HT&Z+R+8:&CF\$D\$S M&LUJ#0RNAH\$|L-
#N'4*P7D1-.@DQ1=@CUTNFDRL>W MC3,'TS8_.H3FIS?
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P:))CNY|/F/P=QN)|=6>NZ/_I+|J(>+ZZ|=|AYNI(N;MZ_N;|U=?SQ^ ^?
94NKZ|/KR^NSK|+|P_X|!|NWZX;S&U6_EB8K=M,2O+4==*MT)VUTI2^4T&1-
&0>0J"=KQ-9|I8T^N/N2J>*U+XY PJZ*M9C*|G.VO>I;PKW M_/?%Q;=OEY?5B).1(%WI)?
2>_G+RWT_Df6E3CC>D1%YU.Z&@9|3.KD=ZA|N MO&<_H@-G;LG.0!A###SV%4#%|-
O:F0'>KTA8W)-XLU5|VU68)M7UJ5.N\$3|96
M(A>I5*5\$/@ @S0@2=%J93XX@\$JM8B"2_VO|"AE_\$0DFC'%!*@X(2454'*A4G9_M/#21J|=
(KYEY5U!E%\$M@0;KMD*YU1%+8:).J8;3%)1E2(4BY'5*V#TT*FW2
MZ_#%&|W'7D2|LLP|0&'LUDZ;SA&)6:M.T%W#GFMR@UD@Y0:Z!646IDQEL|AI
M(GW9;GQZ5_I1^X3=).(C?83GWWMDG-V1YR00^V6RDHI(2A9)BO:;5LLD.I,8
M<'V)SOIS;DE8N41(^2BSGM-03=R0^Q76.J&|)^&)"1'W-
/1A9D#|L<<%L'8FTON)GZ\$S*@|P/CO|>VUM491U1I9GIRY|(Q1V"7I+;DD M*!
|I2C=Z|;C3HJL791MR%VW :#\$&_2EUW^G"O:>,&Q^/&)W|#,@2OMYB"5_6 MNT|/&
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M0%#"2&)X&|S='<,48BPTZ48K,G8V0NG2-/J(|'3/I9UQC/A97#VB97=T:42F
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)HB'_@Q9EI*HV&G@^Y%5(;NOU%THX7_?1ZBR1=7)==>RVVQ%"+
MW:NE%GLS,10LO^Z5++_FRK>&&/^W<(*YZ\NZ_23\+|8+<|2B=5WZ1K+7\$I
M)R!:&\$&5%1D\$\$_C!MQY"6AL.E13BY_K>L;J/5XPJU%8MLFR*R72*RK8O(\MZ'
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_AJ4@PU@WG_Z=J5H,'9:#>38F-;5?!W5L#+*Y:|4OT%::^<&'IU
MG.9_L\$4"*W,8\F1@XLG=D(JL,\$5E5Z4?N4>&(J^JV06=4G&>086;=A6T(|/_M5J@*.8B#*
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U%UU:#Q5&PP5R,+(2*MRV\|EJ\|RIM#\X4WF\Y"i9N0.;2MGB'QQ72V\,+<&/_0?_NSE M
C8FO"|\LEK&Z)CP1RP5SQ\^Z;|84-5(N_--U;-7KQO9X\$ MB0');GRR'Z-
NUQ?Y,GT93R\4>7T@L/|@9/KL3D(\JZ\F<0R.EQ@C_O>EF,
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8EOF<\$E&OK)S&0=-;,*##)O?_MM&!C-5?U@%&#&<:;CFP%H<55*(!J%/'DS7?)S376N>&|
(>YT@Z'0=1U/V! MYZ<-3O^!|=>S>Z%L,L?A\QN0' M45\$O&
U>&,%X\|D;F\Z",4FFC#39PA36T-#\|@|57!5%1%E_0&*2;V-N&W5M\

M3VR7,3M:ZYW.)\$>)J\XN1KK9MEM/WOU\,BI+FX;HM-Y+ZK\ "RDR.>K!%YK" I
M>:@R/=CI'MI\$+DLDBZB3=>J&4S5B5 V;-7:JL99';T9N5"&7I%DG \LYTZKN
MK6L?;NI^X69#(.NLME&N'T@D(JDD\$ \%> ^ ^20J\OM2Q^)O G>GWT7W7B.40WK
MKI>X_EH<=O'_.VW3^ \>#UW. Q> \ ???8. A\7#X@3Y^ ^G.(C;2I&Y+ ^ M_-F+%T%?
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M8OMJ^ \$FZQ@** N\Z # 9V2\H2+Y%)A!=@K!;1\!# #WWC_ZCAX4C?OR4X"9\ M?
W/#_0'R61AF*&)))+&Q^>?;8<)T%SILERFWRBOS+);+ \Z5\ R3 /Z_.\$= \G-
MGQ\ MW_-J=GWUS\ NKZH% S=WMS=WYP\7-J>_.W=IT(5Y_- MU
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_&4""O:7GZTH^ "UJS0SE+V+ B?2\L;N\=6#!.!\N(MNNRN)\ @J"U=PC"@&?DJ-CD.PQA
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S99)?M:J)-6S'IY2\+H1N\ID/%Y_>O^?^#WS\3M+M47Q M?P\FWMOO;OB'-
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AU\3(682I2S8Z&TB\JY;36!\$<;&C6_ ^K<6G3\5M\)\3BFX\Y&7S\ -?4F MD2>:ZSIU&!Z* \H(
_H2-XRGADV?)BPFJL\;(0MH\CI.8/9@\$O@U; \Y\$ I.TAG MV.'\$I=JL(5Y5%\$-@I+3QY,
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(=G1D,.0:>*2_ "M(C#H@Z&!'T+\$UI%9ND>F>^* @%?M"L@BT0\ -9TK*QN ML\SYZH?
>"BU2R%2Q9^=8 GOM52\4@CV-3O\#_YAJ?ER#PX&83"7;U\H L M8
JV\5U6<<^&_I*EMS0-V94K8KOGT)>&&IEL8"C8+>UJ"K=*W* \LU*#) ^ED MU66^3JC?
X..W>%0?AO_ \&'Y'D\ P2)G\H=OU)))V.@PA\ _ \ES&'M M3;3K/%ZY.DR\;?
A@5FPA\$E'2WZ7#)\ "H/H)YN\XC%%I_ ^ _? \YZ,H
M+TJD\ F^8@;YC\ F&S,"S8UB@C1^4V.77:W/C=XH", \G^Q5;"
&6Q*6JDSFE3F&C@Q^9RCD!)OJ#\ 'NAF: ^+;!" "
MN,E\$EJP@Q2C3M06>G_ S0@>U3JY=\Z"P>349V1_?7-A"I+0M+Z'- \$FHK_X=>0!
I"U701Q6\$S=%D\4=A*VLR@T0*; M+N?R,-W-\$Z,;"
MS1J(Q9:5!"8\$U\$W#02J#L2P"LLT&9, LB\$69<(T57L'IL**K.017D(G#+\$ \$0Y
MK"!N6;H@P3)+-K WS&TY4MM1W+*PA)Y\!3F8R52%VTD; .3'QMF,T^?;#!\@\$&
M'>FFAK12)?F%/6&62"W< \H\2^PD)S\T0OISP>, /@>9YFN>*Q0<.X10KJ M@;JY
1M*; _@Z>7-;!#P2?2<:ZF;R;8FX;IZ PPHR#P:=BOTXA:'!D;L8TB;S MPY\ @LL F0-
I9\ _L<,C7+>_+"\$&O\ F?LK&1X\EO09C9.!0QJ"=+O&V1"-VLA%K"(PW"CZO7I+)D),L2J
M/?*DTZ\>_=-\B'; "K\ZQAH\%TIT7S<=@G4M/8? JQ<9Z,,E-@>EE1!#^DC0*
MYH\ C;Q/C_ (E)^&Q\1AMC26! !+N2@.T-(C(5!RDEUNKJ551\$)\%3>?Y),?1 MLL-
\$#D:1QM#,> \3H:4YQ; \4/@YJV842-(F-(PEK5LQ.KZ^8JZ(7-RPYGFN-S2NI
M0+40#W^+KW+KA?=P@Z_ TBMND+?X8N6BTS,U.>P? \ M@H=CP=UFN<;4S,M9H
MJXSG966Z\T3K2HLG+(-I&_RHGMF;4AH&#
M0@3G;.,& \FXDP\$ \6E4\6NT12,)\%,ZR)P+?K;U!,B^2SHO!3YG)U?5F()A(@
MG%,87,J?' \WPYBFF8D(FT(=3\ ^_ALH^0G6Y9&\$ \8050
3KK)YA#^74#4G\ V>S%B\!\$F)"T "
M#6FS>O(G\ F3HXP\ APIEY\ \AK"O7WP^RUM\ S7_ V^=.E\X\% 'Z1:SY"? \L_ /MO)>*3?
S50>T'?W9\ \$4?UB%D%7\DR2,9<+/\ M\H)Q)YE\KQ\ _?
29YB\SA):0CIB1&/DGDLY' 'R_IK;GL9\&3_ .:3\ /VO9\Y M#JU'?_A)NL8BC@+O.@ PF=DO?
4B^10"8078*P6T0?0PHX_ ^HX?%*W\ \E. F M>W\SP_ T\AED89BAB07!;7YX\ EQG@?-
NLA#YETM4Q=_ .9\BO_ OF#.^#S*A? M\H=_ 79H<_+J^O>Q+C'CNW:="&>3W!>E5
MB);3=WNX7H8-EMY&%#S^U'@<1^")X0%_ Q\<;)G\?SDU@YW?L3B/,G\F?/DD_
M_ =L\4XKOZ,BA>7D)TR.H8_8YD:X' "WP'P,1?3I3%17/2MXE@SA?L%\2W
MOY\%PS\8*Q/6WEU#?4EZ1_5DA^%> \C5^N&
MTOEK,) _CN?.%^ \4A\I/K# \^ \X8?!M*W7T,O(JJ%_AV 0LS5XX\$)K86EU_ \M: ^ \QSG58S&
(XH#SAU/(6K.5POX08,#.H(! (K(TZ\ M\LF#PV'_3\$>E@YR!=W M3-8>NS-L.\$RQ>?

7HA9(F(TF5567U?HDI\FYGK4;Z*?9RD/@KSKL2-3)ZE0 2 MM2*(\$5\$ZQF5 LQ R%
NFI^6&A\#IPK8UU)JM4&\6-4+@?0+ICPOC&C-*E-I MDJ'&(#X&\%:8JE06O-
K)P+1M9)LF,07\RKQ. #DG0UQAE-%N*.?7;QGZR<#0
M#:18!M/NZYU065/'O)%SA3E'9\#-&NK M;NA+OKG\1@.7\QQ"0QQ&'*-WI?
MC2Z48^0SU? GM--E.,P- Q\JS&D3:1.% M37U.4./0&=R??90=J>|B
;-2XE9:'HIZ6H&;M8Y=O/3-0R\$|V M#3M1K:05D(MEKYT3ER9W0H?
UY:9W)V*7"9#:1;0.;R??=JM(CK7 MAWC=3!9BH&"?KEG3",8JP;&*"T7CDK;HRR:6.J0=
<|'.|=@"LFY)"4SD\@ M5#LV@.:*Y*OY J>IUC"!LX."LVXP:JT.,F4*Z5^K@|MO\X_00 A?
G&80SD,'W9&6K\|PZM 'HW=T:L)VV)90V^?^JEA8K+*HY' V_ M>6Q_/P3GF&3@|>
|XU05'5Y.X&O:K_ \P'E%5Q-:#GOS=.-L\$(R1DGM)U, MQ-1AEI2!+">_O*5|I>=-Y^'P!
<8# M8D|L:7C\$?M%J5REQ)454BZN-OLY#?/5;+_2#N*^;M=#5-\$\&NF) VSR'3%T\$
MAB7*T+9 D#0(L!&|1: #7/Y=V<5!LR\|B\I!(!JBOPG?\$B"&:R2B\$R.ZV' _-^VJEB?)(4
MQ4*6!F8?A"/2S?'3G|U(SH|\$")JWQ^ U^ |T=(_*1^81,MYUB= S|Z9BQS6UG M,?
&>IVNO.1W'-EZ<6?YL+QDZ.I UI?(668X+.HD\$,./="B\G4ZB3&=1,HM"2
MH2Q'M4RD66(|0GN!|:H(S0_26DHCF#V;26LO MHFB^R=.E?
R|&K1L<84ME=X2/B%T;|L"7&L'*8')-|FIL'KE 85VA@/I1J).=
M4;JH(|O\$SH*CO605@Z@A3)+=0YJM(4W)CPH+1-85HJD?D3!V5\7L:"/#\$END
M#BJS+0|3B|:3|I>KN|,|K#!BK^R0\$%N%';2&(B/%+&-|Q|JE9:5 :< V/BD&S82+%Y;|F-
F"|BVA:B%'=;+V5|U M3\$+8GO<0K:NB=96?%B|-%ZVK3&YY!7766.NJ \A9*2;-
C)5T;O:7CR|^=Y5 M1VL&M=W0VV"6;#4WY3?K6(KVULK\7-W9;;B|U=&9W>
CXN>&_>_:^|<@|D? M/R(-AL'*(C |7@SL5/H8.|#6I5AVOFQ&4N-
V4KU(M&"0A|==Y!59S?K,>"P MI "@?) MEH:U5C=+*K1:A\RPJ
E=EBG0R@PFY0!@M8YT80.8@FTC1T>VHF+.Y;9K>K>_
MH0*W+&FR0,I\$E&|C0RB19A=\$F M#B.,LX_B)='-*@YS>
(=IH9#|*J63<)U=J^UQE^7|4Z|N?V%|KJLGPQT9&D:
MQ/)X=3=V0JV"LU\$::9|0..X^THTLY:1.?SUQ|>G+|VW*:D9>4M|KJ;E:.*% M5\$?%_W
;IFE*;M8 /JL^\.VMV5|TH8I?G3N>NF93|Y?7VU3@K.&UDI=QAK2
M(.%&V^QF8J""Z*P%@\$Y| .34_/SJ/7EAB,7IS/TE/7H3|F?2:??>KZDWB3SA
MH*(_ZZXUE/SEU:5.V2<_KTZV-"S0_NKR^4EF.*9F)W!2M&V|:0?#R&9@U
M4^H"FFC>%X<1A^7HM@Z-!3S\$D10Q)X6^4@+Z|)%NCH0-:4OFMJ2(JNV+!Q
MB4S24:ELB&-#:'^9^-#4G3%:0:U!|"2SRK9ME<X7' M9@HU9@G5BT3M9*A
S06CE|C&OACP&&M0<554*AC/M20*4.C=D-C.,1J6'\$8
M<9A6O955/M5!5.X:BZ+G<;I>1MCB+TFC8/XX|BK*VFT/8E*7^IZ'KNBJ0>:' M* |3+(<-
D"^O)1M VY|:QE@KXR-4DIV2U?P^.(\$>O=9!F&SH@48;L#-E!QFV
MX"\$67|W6:9<%O7+HC=|U;%9JR"X18-F"KESGG%=,|1Z64VM0A8V=(%IMRDB3
M+;R2BKMN#.R4?9BZ&"HD"#WKX?W&\$=YHU7K?(6,/OBO7B1=>S^EN^#5
MG2#Z X2-E=|^B2JNN&SC|)%Y677S_T,#S#Q0&FR?L:?=OG:.I.EHRP)_?5
M'|H|W/WLD\#B|>#/'Y)14 F=O+,|>QW2"YT%LW|YY#>XR-N' &.>/9BQ=Y
M0#/\$UW0A" SD3|IY^./85L\$6W)0!66W|Z.-:@?"!4N_/DQ131"H.|+FE?
C_^(N%N^MU,DH\$>NC|+ MIOC#*E;J_).\$>DWX69Y+?
Y(|V#KRTV>2M|@:7B*#"H)L\$|2^6SD_|>C>#H9 M7:;SX\$D|FEZ>)OBSYR'|J,_"1=8^%
@7<=)BL|)<^)-|B ,P@.(87@-H@^ MAH|1_1PXO|WY*<).|O|GA_@#Y+ PSI+3\$IYM?
GCTV7&>|!QJIF2<.R>%= MAB^7B/"G?|DPN.'S!W?
IW3#S'HUV_75_^\|O+KN7=S9^_.UQD MY&WO|A6R()
OW.A%NAP'/Z,NW2F'Q(B>QF|9CV-M3TP(^#O^PC#Y^|(- S& M8W<:8:&0_.F3|-,?
S5|@MO(|*L=8;G|"%/S8&OPK\$ G9\$3;&=P#8_.5\$65PT M)Q.<:(-|7(9A*#(I?
_UW#"2ODU&6(L016\$80ZT;QMV6B2.U!4JU?DBR1*08 M@-61VVT'=5MU7XRP|3(G@X7
EY|"X%6ZF7JA2VHPS|'#!..?^5|T<6=4>0/0 MWF"RIK10_.T*&)/S<_8^F0+^L/R
M;D51D:9H2.WHE-0J>KQ+@79!0D>?^A/EQV*KG6)WKIO1-Y>!F%RV1P M;YX,.'Q-
6!C|=OYFMAVYXKV LY*<:@2>4\$"!992A(DO)H"X@V<5^=0(/*&5
M#Q.GIBI(82A^KL%!:.-G>NEI.*T \A4@:S3WP J84I/@Y_3_PLTC*&KL-LZZ*
ML*OX_.>343(=A;J0*7'0"2I_PY=E(P\HL\$ JE%(1G;3B?L:X#?)QVF, V|5W_ ^IV._(A,16AY
M-G5S8YR&6.#"\$|S-IYY^AI?,|4<40O'A6=N@M35C7;1J9Y7%95DR#5B(0R
M963:W9L,5\$5"-0E4|)%2K6%89I=:4|FYUUIW85|F<&77Z)A*%
%A\$9FH;DKFYVKV)FU\$"%L-L=J;J"9*.,
ML;_.\$QF3|B*K#F,|L=VXT,K=IVH^Y&6FJ!|O;^ -04YNH+4*@&-|KDQ!:#'
M(*PA@ZXCW=20IE4UV|@U?@!:(('GPY_\$OYW|T0K)6<5B%\$YO3Z.Q>0*,>P&K M,-
^"Y>XQDV6SQ\$49#|9). "92*CM+^R@@/4U&2;V7DB)1J|!-%'>22E%1V-FE MPW

KOB\I#XJ.AYI_UH0>9%ZG=U&:'1K&V&U#/GRR+NKR?DPS3S=S%Z\|ZE
MJZ(2W(*DGFVIV(:O6M.Y)U,"SIA!97,Q:\$@T MJ4BW>?00FBS0J1^4\$!K6-624"@AU_W=
"A-I"9HAHGD4D*J\3WU[E'P\N MTY,_JMU9XJ^)7F\$+P;E\^?)M0HJ&U.!<(>-+
(7;3>+M":2=L-P.OA@HK5F8 M9H^M2+ 6Z,\$N/TM!CMF\RL"%D
6X9>//,%6@Z66H5D\BWM>!N\$B,G\$/\$PJ* M21O\9.#8.M(K&
J8'(&V8X;H=G%"QA!Q=1HK5Y<5V\$'_K*QXNNFTQ?!"':^(@ MO=R"?@N*
1.TIHUDI6JJ4<2XDV \$P(&LH7L4DE=J1JK9Y0#CRW@Q\$;JVP;
M*.6*M/9KB=RZ;Z/@YX3#8"9W>|9KY^SITZ\5!ACI#1/.[1EWN#74JJ=I1L! MI 5-
7!94\Y>QD#IA;)!P\T&&6G<%TK=C'\$(V;?H8/5&K79%M2R\$16K%C%*J
M6@=G4I2C0JA192*G2N\H97.";;Z--W7\]=\$=T0C>5(LG7\8!R6^(+??DV\2=\$U M?Q:\$+*
IB-0X:(LBI1(@816-(R.EU\H MO1WHJ,_%I-6.W>8_06I-^,*\$W^SZ81YB_HNONI26C<9
5#1A&PS85XG6*&;5\$4Z3#?7*S1#H(N9;K=FBJI-W+;?62\8-<'5NQ\-<\$7 M>P@*EIC:.)
2\!^XY1'68%;9\3\$'D87;@7L&>P\^2;9<+9#\$KV4R>O4G?C3#
MGCEVKA)3)+%3.*%>D\I&M&I\HETTU+YD"3UQ-B'14@7)V#X96-C0+E4YV3F7
MI1HTMP/1@65+CM/1:7MI=R6X'T\>>WS>FI9;/A@CE;6%S8\$I6Q8R\JE7H?@ M992%
(<1%; NI5E73MSMBIGX@0O\$4^+OJP18=IA4#H??#F\P/J.@PN=D=O5@Q M_>QH)P-
=59;I<|F0TV)7PW8H;@<>U%J92"J5%W\HHJ<4 *\$A3#60*9>I.6S. MM-
FR2+E@440FW\AZF0)+I.OY&V\$9M\@6NQ)^ZZ\V!(*8Y!L<=.6J>5+MEWX
MWBSP#A213=:E,AY_N!Y\$6T!#EQ.YZOX*K VY)\$I\F;(*MDVJUL*
MPM81KTJME4WC9:!'6Q9U72E9%,OK)P+"@9;_5(K@F\DF0J>8M
MS#!OL/4KWA0<%4\$@M"@:2+%LY-AEA\$=W:VW+P0N6OF'W4U60765J9_R_37%\PN&?
R0Z>7FSGR'#3""303:7XH2Y M<(>|/0S-,79UE,-
(8J0I'I*U,M7.^QTD\77SYL;MJ(NT%E\+Z>AR% &:'\$Z M7;\$Y8Z
:T+"P<#0#62J7)6JL(J_L\$@9^=3-4S/F;H@T"/V'10QZ,2DLV3D,+3@BI1Y
MC29(5&JK9C9>^>9NG-!%U ?UAY _>O^?^ M#PR\YC>C-R6V@4K@GV^+F\QY\$-
8SKP1_)L,EK^0>:3MU\H;Z/5*LQOOX;C M.8 4 _'^%G3Q\=^L,^;TY W9LCDJ1<59-
BPXIK;N1;-F>C\0TD^_ZL*L1XM MRT&VSN/DP.9\$*M=H4;&U9"+3-
)#B="@!6LEZO\@FBI'TZ#W\DPE8\I&3-"6P M\|RQL).PE7W)&S:)>|?
&A,\$P)>+8K,"=B-5TKA\$+3P56;:-9(815 *S M65UD<8U9F-3D(%W3L#!O"+/-
Jd+JM6@2# _^468?H9<@1?TD:!!?'L;<)7G\B
M(L1MSV\2'0K7=&AB.K2086&'H\$2.0*(B7\J)3KXM :N*)7!\V.1<_ =N5U#\# M.EMP2*U
I?L.N(P35@6-<81\^?3Z=B#K)TIEOP)Y5W;&:(MK4N'X;\R+-XB M\$
+K(Q5GHWD(T8\9B\=BJA:#XYI":S\$2O1@)Y6-E-/4QS\!:(39%Y)"E>IK*
M5\$A2+^U5AEFU61;E@::1 ?BF;NUA?'1UH%4:&U\$!; H 3=6Q.Z)TK\6-1K:"
M29^6/&2JWC)+(IHC-V"&);X-7.8VK899S-EGLV UE909.+6T%C8"-=9:5;VE
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M7?!1>=F+&GJ@@ _&MHJD\6?*(GMQ7?_SVS%R>'I^S3Y/S\GG:AQ>OYPZ'
MP20^_AL8ZI@AC\X'Q WW\<0NXA3-YR!W;F? 1MGA.26G\GB\8Q_*%H MAG\I
N/&LL>M7N.KGQQ0WCX,F#\CVS/_JZ5+WQN/DJW\K/W"7_QWW-O,00^
M2C9&Z/HUQW\1T7J\^,O\$KZDW\TP%WU/?Q9,18=5\$/7Q3Y*PE0D_R\I'G63N
MN\$Y*Z3\6^0+Y%!\H91\$PB>)?#;"1BT%\5C\X\5."F^S\S0WW
M\AG89C\H+YM\X\>VRXS@+GG>\$0\B^7Z-6G?DP\$>#S!W? IWC#-|K|Z\?K
MJW\>7EWW+F\N;F_NSA^N;JX;%0'UW^\$B(W\|H\7;S2G=MQ5UH\KU)7.HQX^
M_I TWQ2KCT0LE34:2*JMZEZZ1H^JDN8+?A\')CFQ3N'O^ O#Y.^%;Q0+>.PT MC-
UIA.56J=/TD\-'N\ACO3@;Y3@CY3(%"@FVN3.)QA#0T3;0&0\Z'C5B M\$W\$./\$)LE_1?
#HX5=YCK,Q!"F>H::O-F>@^QHMLJ2E8:>-;R_*3GVS#Q#HH M,M=;
(31\D;TA;A54.RZ;S<(W@1\^10.6V+*.\$9CB\$U_N\YZ\ MF).PBH.?
.5\$/=FMTBIA(A)7%57JO=NJ%T_@H\#C\I?@P_#*1\T@#^X>|3 M?Q;%P"
(:3ZU/XVU\^@|R:(.!\\$?!\\$%C8L;7_(WDB@JPY@92L':H5/PME K MRTT\$839-
F)>N\8T20)RE"CU0R=*(58/@GK?84N=PN3:F\7 (1\D7>+*+\$ M;|P\4.JJ&C<8WO!_@Y!?
*,D)\5_&OZX\7WSH)I%OX06(H"0AJ?@#DZ"OPA9^H8#;-CM_/>*Z)3YI
_.\$V\$7H4T!"\V)JA00\MP8>BX (4@@::@ 9X\%!\\$? %"\$D\$#QT
#K.X\2S\!*=,G:8HQWA5(\$A3Q,G)@ M2^?D8M)=,(F\F,PGR'I^>+ LA*+O&_I A_VH14!-
I53_I MXH7;Q^E M&W\I_=E\Q8?IS8T.&L*JW2Z\$|V)'X32O3>M_^.Y83+@
MXE_ROV#*POI\$H23)F#2)?,7J+VT/Z@*1\46353&"=IR.\$D'JXM::ZSCR
MGXKSDEGXL+79'SNGO>B%1DK'9*WD4/3-SXDW^N*.85OS;>A/AO\4'=-FF:WC M8
::L6WX2XURBPLK4W"5X*H-7*6R<-7Y#/IRMG.1XIA(5S:M>^X<%Q4@6,\$O
M1\@O&AN_0/L0Z1L2JD>HGIKAV U^TMGX26?AIULO!"?JYNG:F\\$.H2M^FJ&

MKZ;8\$ST9R&>JVCVN>M=*F(PM7RJ2ZD>=1A;0\$\$EUD4=AT7AV"002X#2.P04.
M!?'R3;PF)^\$"/H(!@EKYIE;+)V>="10)BMT3Q3*ZPS9 [C_SJYP987S)JA
M7%FAK=H_A;!8! T(1TL0@1 \$@@:Z6!_A[=P/HY43#'[IMT?W9^=G?V_>Q4
M(=L)>.&"4B9B7?1P[X4_*\$7?92^S"-_XD5%*K8/'#+YQ=9?Z/GIOT_O;R!O
MI/^1+N!A;JW!BH,N42@0LE+8R3+2^~^@P'A>,(XVQ!6>X=RCJR4.7)>K0'K
MD;4SRU@_LG1[;?W6 +A?_3.L.>|VZLY^:=?V#)D/-NE&A9OU0C),B
MY7U[!"*DZ9>K&+UHA2B5<%1W)V-@P;9VWV.K1&M:'2+M,30^Y^58%R;J#3'E=
M:W0%'J<2"3A\$8F7L)6!(MSK(VD. [!'"LDL'I'U*(T;(Z!4P%_<4RKL:9
M8_%&N#R5%R<_JH!DWHVHZKN5FA4I Y"V5*6 W^(<;ANYD%IVJI2)JO#;:[^+B MNJ,
(ALH>15#R:A0;"B,8'U05P@A6#6\$\$\$#MJC.M(3Q6,C%%!K<>N9J5BQ;)C"
ML9!=S8IF8;J&J>"73ACEWID#?O^K_Z+/(?^2C1_!P/NFO2XI^UTA2!H#
M\$X+T6L;43\$6Z3'\$6T666BDJ)|2SX)\$V>80UK)*7RRM5R%XM@_TBJ_4;>\$V MK,)'#
('70(F !E?1#5\$!?'VSI T,K,SZKJ>("15:186N\I1\$ \$ 1: 8L* T&Q MW;+8.LL,3-U"CBIJN
31EB1:1G|8;:.#,P#R316.W<&N/TY\$3T!!NK5!7?/?R M"1HX>AH0SI8@ B\$(!
TTEP2KH2VWP65?X7#L3SSHIG?IK\|80AX57?6UIR1Z M_6"M?N)S+PSP[X=>O-'KJ_?
D32)/+/,B3>UD\$=2TC: ^.P)BE(B : 'F9\$M;N M: W,*-\$P;I8)VN05;:~>6=
[<,'XY#H+P_!FBOS|5#5\$;ON/;NTK#=?;2<#5O M D!#I>'F!U6#TG!;E(8?>S&57B;CTI
<@B/X1?!"RWS0GU3T+*,&5DZJ*A2+!)9|B\$U=EK8/2Z M|5J""5R@4= OY_1;R;R
M6ES|X_7A!<\$6(-CZ5H;7XG|S@3M!M'LB6M9L;0-[N:MZP_RXO<*I%6Z<@ (9P
M:H6Z;O|4PF01-""<+4\$ \$0A (&A#UZD4|BOPX?!G/GX)?TN !HS_VI&0=%_!) M=!X+K!?
+S"Z"2025G@*.Y>"8O_J,K6R|S'X /2_ M7ZG|IMULL.A,>@B>G|=>3M6|669-
FYZ7H*IX^KCJ7M5\$Q?V, ^~^JN+?9*^ZU MO-+EQG:Z*.JHN!?
%8)1:B^=LF.JBR;)+:0H"E(T43XL;:@.(ORGAW6MY" MLFXA6^E*U60W DB"%UKFA?
H&Q N5(=BD6J+@7Z7@! M#0ZA(8H3CCD?M3N@669?D,Y4 +J78
(7:|3TRSG|,M6"MN+: 'ZV+PBV, \$R MS4MIS_ F
G>"/= \$M*QI3Z:40|O>, #INKW|JA1LGH"&<6J&NVC^%,%D\$#0AG M2Q"!\$ 2"!D3%?
5'/(J_B/@BBF?OHC_W9FW3O!;:/@YX2:74BZF@S/^\$^E\UDS MGM3>?YE' L2+1 |#J1-
_<|'"ZO?%=(3DKF;!%E!;K.F91LH4I8W-;RR2JB2%ED, 4T.(2&R.<> M T>.Q=(%-3+.?
76,A2\NO|O(|RX5#K+B?7DJLYN5Q M29#'GH09H\MI,/4+M>MR\N-
;"L|1^\$H"&L)S%.JJ_5,(DT70@!'K!!\$(02!H
M0%0"%_4L7/|NOTTW<)>W/!T'=G7B3|_1B/AH%TA:3OWR|.E8,J7FRQ MC/7.<|?
2MVB&82H 6;.\$X=N7|R?YTVQ-DN\$07V9IF MY!4+L!Y9V3FZ6M'?
8R\$G1ECGG'G'"&O38!|A;>2-/VEHA+6B?%!@A+610E;., ML#
|2PB6C3\$J;:0A*T82N@31;1*I=:1^293Z"8YAYABF"2QY260=&;J"=-GN M+(?P&(<1O-
R+S".V/UX<7!%N M8)EJ@-OSO|G G2#:/1\$M;+:6:5% NIXP/VZO<&J%&R>@ (9Q:H:
|:/X4P600- M"&=+\$(\$0!((&CJQPO'021=!.#TK69C.E9U8%U%4*S4_2) P
M#I%VRH3)F*:SL0^15C0+;*T7GJ M%U|2@2C&!EBLD3KB;8S>H7U-
MIZJVEIE=#FJXAV>Y HEKXHATGV/H*;S6D M*#*2+3%^3Q!M2;)E3?PU4
:KG#D'DOAKIMXU^5F%AO16LT(M5|=7 B)O&35> M6W:W
WE/FZ@LN83*M9C*%@H\$ \$60#Z?;6(,+7C4\$ \$51>|W&V;\$Z)AAQ5B/#;L
ME_/U(EOGV*,96SB>SZX=P2^~7YCYA:GP/R|^HB(-8D3,%9E\$(D/9K7XM,*)\$|0
M+JU05^V?0I@L@:@:\$LR6(0 @'00-'UA&|*QE84Z-T,)UZH70;!O@_LS?IXN&[M=
NUGP|O^(K/+|)#.(|F_*?3>2P\$|M0NKV+N2CM5Z'\$EJ05|0E_=>:1"F3^
M@2FJCT5I#/#^E,6J9&':1<07,*4-3LY#EK*^XX|,^1O"+X!=6?K&9JO7SDI06
M,BT;:49W.81'=UKP0LN|P%B)SY#_Q QAZLAVQ!(_P2:=81/&C*O-5*1?+..J
MGUE=V>8GJH|)%\$&P!@F5JHFC/^~^8"=X)H|T2TK+XP4X|N|XP/TZO<&F%\$R>@ (5Q:
MH:|:/X4P600-"&=+\$(\$0!((&CJSZN,8RXZ|^Z T?_J|TZ4_/T3#T|^!"FC1H|U|\$S|(
MI7MO.(?!Q)=^&,VD|XWD1Z\|0%7Z'N"OGM|?7-Y)_R-=W)_C?^~.5Q@EXA5.
M7D|C"GP'_.<[=^;M"E(89_+Z!)5W*.(9IDCYY4;L!Y9/K/6P|COLMQ\$(3O
M3Q7|/99&^)|2==I<\$6PQ!Y "Y'K^ZH7^<5?R@:80CW7_\$G7OHC|ZW_YKGA M(A*6-
SSB=W"Z |0YIO0 M?_HDK<+/_J|^4&752B&X=!!ND'AQ*8!H0Y:0LH)H*Q\$MJY_5+U?
+!6K MGH%AR1?A|E1_G/Q;.,BJ(9DI-F3QWAA?>P3'*B'F%#E/;:.'<-0-|9"|\$(Y= M1C3G&<
|A!'XI>|=,K;V@(_!'O!O|L.FPWX.#4\$? \$3S&BN3<-F|9I1Q;1H9
M*>YH*C(V!,3YI&#KB@D@^(4#?JEEB+FC*L@Q*XTPW RM_!C0\$IS0,B?4-QW=
M44QDF6(SF6"2SC)JZ?7P#1V^~8; T3J39WR7TA9|M"M5#)^~?
0DW C|UO^|^@|5EY_FWCA|M'Z<8?QQ,&?G,C *4E>-O;QQ3,)2P;HH5B|9K&|+L,7J
MBIQ7|HM0M;KY09-%N;JHIZ+D6B+IP51_6SS/+ ,LR_-.1NBI1@BA8AIUE& MU
M|18M.+*)*TK:XFZ\$8\$1S- V,S 5Y#*.8D^*13?,*T5,T3;JW M17N(PG61T1;0X!:

(K)_S"F=W8JNS)8E16&J^|U+0(\$+/_H"YIV &/%Q1;A&(95S&VY8-
S@3Q!M7NB6N8<*-DG'8|8GY<7^'8"E=.0\$,XMD)?MM7|*8;,(&A#NEB-"
(0@#\$8C"|.*>!5-Y|)?0G8PBZ3=|JVG9E7=BV/K@?(Y?
M\$LS|'Q|_|..Q5KWF@>MVF9%VBK7 KI2._/L,COS%+6NHGLEOX=)J|KHHA|
MOYEW%,\$76+&G*'G%P T5L6MQ\$7L=2_9\$<56GBZO*K)-2%*.W.(+_&S+09K3
ME>&@HAY1L P|RS#6|>9EN;O.(CQ&8P0SM,T,C LTF1+HMB8C1U|O).T*1PBE
M<71|PNSU,>WM+)JRU|JRM T,4L8OLMH &A| 0N?YC3N_L5G16&8-09:H!WDM
M@0L|"@+FG8_92X);<._/UX|7%%N\$8IG*=@OSP;E GJ#:/5\$MLT?,-#ZG78^8
M'|=7.+;"E1/0\$(ZMT%?MGT+8+((&A+LEB\$ (D\$#HHB|J&>15|0>N|_QOY\$
M^G)_*|UY|GCV)CV\$|VB&I*O)|.Q440ZI7K7%@FR I?0MFKDS4=%>ZL3?_CWW
M,3'V'|TP M>O&G40*#@4_6@&A\$8RA4X<.-\$<4^7BWN669LY"L|T|Z+PP"B|TAL.%JM|!+;
(M9F%G%J96@|P4JV(H2_-Z6RK*8S! L\$+VG/W(&_ ;17_T7?X0_|E&B_ ^T#|?8M M97V-
1;|KI"=D|QA M_-V*3BGCA.A,|3@M>^Q<8%"0+N^DRS2'HP7_ ^7@=Y<.AUYU.KEK-
R>4"2H(|MIB3.6%U.G:E?J%V7DQ_?4GB.PE<2T|!">H|!7|9|"V"R"!H1?(XA ")! UVI
M!BYF""8H_"UC*%Y-)L\$/=^9)%T\$X%2.3*Y4 S|(Y==*OHA<11#\$4_Q
MIXT"|1JFY_WA.I*S>!UAK/1?|2=>^B|WK?_FN6\$&MWD#0WYW9_/0G|U|!=QN
M@-63^~J|WSY*#_ZK%TG7WD_I+GAU)XC^ &&LAO|3>B!6_ :|4&753"&|="&> M<2X*?
1H421|3&"99A9QG&%:5Y2W4M14>FJ766 M17@,7 AF;.)L9F#I>&/?
U:HZ*9\$WI+\$<(I7%T?+_L^C\$UNQ3=\$*QT966_**@6 MB6_!#0ZA(=+BQYP)V:WHM%(&
(=,6D+T\$%+C HR!@S@G88.H(;,6|UX_7E|L M\$8IE; 1HRP?G GF":O=\$M:P>L=%
O7=5CY@?UUOHS|>^&@?1|\$,Z>W6=/NG"G_LP=(^EJ,A3UWZ5/ M?>Y8^E;-'
G8N1S|J1,SCGS62T7HF++<5+D_L4-O6ACC"ZBOQHCHJT#W^JF(?
\$6@S%"QOX1S",8!AVAF'<7;H|XZHC2S60XU1;_|A7%N\$Q,B"8H6UF8.PN
M8\$CFZLA4=60K1F\$075(M,JH,\$A-\$3> M^9A3#;L5G5'*(&1;Q;'"<(76|3DRSOY,O4#M.+
<'Z|7+RBV,6;C T;7G@ M7"!/4.V>J);5'S:9F@#;|8?Y<7R%6RL<.0\$-X=8*?=7^*83-(FA
N%N""(0@ M\$#1P9.74=-9-
7_JVW_'Q;WT&S|Y5|K0"8|1QPQ00TUO>6/5N_TZX,\$T^"H#_!7OTBG|S>7=|+_Y!1!6Z4B
O|;/K/6 VCN4 M.*3.N;NFT6F+IMY@T1:&CJMO%! M@|';FIS"L/S8;6&5-!|2-4LE
AHY'8<"QDB|RK(MW"RK;6LVG%49.GOZ_W?YO9^\$ M86|=<#;Q0NPA?/|P7+_H|_
UYW>6%8L.US|<&62QHP=[X\$9Y6P5|858.MC) M--^-\$WWCEG7UH"9!
I|)._&3+12,5*|2X;*0JQ=EF(P.|=_WGPU5@F<\$S|!K MPUIFA|! C_8=!'RYIN0K*B@\$#3;
M#LW6MXU;T; G+FHH!-U6H5MFQ|B|I=CVF<'=V 71O"X|.@\$-X=|*A27Z%04-
M"!H0'I<@ B\$(! T<:4'UW|S75R_T0NEFZH4N.&BBGKK|B7_W9MCICBNI?_!M?
062|JK+I<8T4(MD0. M)EZ=A4HH(T5>E(L94H3!1,P|XT=CT%
I=UG\$AXC,H(=6F>'6BO;N|X30G\$< M'Z8192TBR2W@;:'T!
I_V|_|N1HNE*+>6VF>N#|Q|6XP*0@ M8>Y)F+\$|N TO_WC=>4&SA6B6J32X15>
<"_0)NMT7W3(|QDQK6|MUC/GQ@ (5_ M*SPZ_0WAWPJ%U?XIA-\$B:\$!X7(((A" 0-
"!*VHMZ%CEP^ |OQU^2|H>^_QEZ
M;ZVBR"F>Y.F#Z|.MC|L;:IYOY+)JY\$|@6G5R>LQ)A?ASQ.AP4?TCJG|*!CF-4L'Y1FJMC\$;
I=),@JPIG9 M86\$J_"^ZS:TSEHPH9Q8)3@\$-
#J\$ATKW".'/T72EMNTZC2PWK|5UYP*1@H*Y MI^!ZHM7=Z2/UV,^'(+Z>WJU;Q=+J
DR&-?|HS9|V1J,&K7|VS+R?PP-3XJ0|OGN0.A|\$K/MD;I|(GPW#&20=9R|>Y'6
M28##G7DCZO+L|>&ZRQP M7HE7_*P4HGD(R!P7.&B= O#='@>W?_UV??
7/RZMKZ>+F|O;F|OSAZN;ZIX?' M06MG*\$=@Y/ 7&7;NW0|?O-%H
&W+T1P))V"J/O5#29"2ILJHOOD8INB)2"!JV/(|5!:#&XX>_X|N|_
(.USRIT_23WT>P'HRN|.EF*5S_?'-1<#ECF!|BWA4;L1Z#|8CE M+*4T\$S_78&G^'VD44;
S(E?4V0_D'?>A)|:K MQ%1/PHZ4|'5|J@=|QZ,G>^@PHF"Y|F8Q?@3T-
0+Y0+CF+E@M4BP8N"MIG90 MYE-L0DP25#3><11^~SX?_O\$F?<'_+KPCB1D8R<7?
|9^N2A6_%;ZHS(+AAN|. M60?8;2)H|-AZ\$&&UBT181/H7;NH;G. WMO0#R;I
NND@LD(VF47;Z22+5(7 M|~?YNZ3L\$D4%JHPWGYMU+9-
U9I39)>64.G1>%3|KH97=NZ1D_ (|6I%7X(%FM M#EVYRFF|
I(|=U19!794.7GC3)O:425_4&%%E9."N?B*JJY34EUWVK=X_E.# MW&^NW*|;|5E9)V:W?
+9*5=XRS60M/ H;:8;"9*W2=-8NTF#)V((0'OM&G!> M980'TV#8 \$M.,G:*M+9^;*)C|SR(
TCU<)/>:8|7|RVSB@|UJ/-JS,-?|-Y:3='L
M6|*E:9E+/_XQF)"OS|9=?,C6CE%F=JLIYMFVSJ1E%+77H/._^=^|0_|WQ5FT(K
MFX119/8DC"KGS1%I. ECMY&\$X8EF.BUVFU.7G/LQP%.%PQ_8\$FXBT6+;:M*I
M=B*GATMP^|Z'D E'*A.8QH3DY4|,54&V*F2 D '\$CJ+ #E &,BYP9TB+"&|!""
MX"A0U"E!P!R.8;K\$*IKHT+6C\$ ='G-W8W4746D_+%-CL7X/QZ")HK*F%T|:I

M%M(B#:X0XTZZ=P#+;291)@H&NH4M=Z6O&G\$IFT47"KW;%3;B7-M.72;
<^T.6IY5.E^+;ZFX0ZW;>Z| M:<;7*" =YF8JJ"G=|.)&_+3+EX5*JD\$*B|MCE4).&
/HRVT^\$E) '%[N@0<|=;I Y'B+D?123C)397+1!(&*5,5\$ MBBY*%(54.'
4':948*Q5WAVP5Y&BRDA5CZ,R44B!(T;184H!ID)EI@"ZAG3# M0)9L"E\$@1,%AHZA3HH
YG,TT+)8.%L14XY#'#0M%'*=G&*S!^Z!B?^\$&(?SN!;!60\MGUGH37#H"7M'C,?"Z\$+^*#
T M7LE;?=#0T'CM XR;-VES;P(0/<|RM@3\$PVIIG"MRRD247#/ MG:V|;R/A@
NM\DP>&2W+|O(:3"D4H%Q@\$0/(7L#Y?\$|GT/ M(06.5 HPS7|@,(!^N'2V|WL(47!8HH
YG)U7 \AS.'O?M";&P/#.L_N6/2*Z M*? F|".BT@)/PMSLFKEY5.V_S|L|O<-
JYLC7|/K\#)W9ER:B"9|R)3JH< M)9|QLQW'967VWN=^N45+=,QG9-
%#4LGX_/H+Z,61;4D\$:5(\$B355F3BV+ 'H
MU4UT|^INZ)4J(H)>M7!G3>|>#>@6|ZJ+0FMX^|IZ)970E""*?2M(&YOB('\$?3
M8#J*@@DE)|-1_T#7T6Z@X|T_+L)@0CZE69""%\$'6W1?WIKUF4W9%>7B,4OTPR
MV\OKA+).=!M>|TF8;DQGIXL?O?==:AE/QQB0P21(4S(@YTEX%2;|72=\$>1_|3
JFB*\$|9HKAR-KB6CB1;+ +% "A7\$P0C!";*\$B1JB2 M=B0&-76/6IX+NP.| |L#NY-
O=ZIK1|*,C^91W|>E!|8'QD=EXR/*WS9K.\$>B M|RV(TUS\$(P3B-PC\$D!ODUFJY@?
C=#CEUC302%<+|IGNJH95RDO-F;B>(>@N MWIK>|TR"HB9|J\$.17/'Z|D*LZ7W
"BAJ!00|\$DD7/>|NSIK>|TQ!MTR!<"Q; MJ"V1|+ 'LIK&&7B2RZVS3M@>A3<@-
A_0*^B55\$)3BGDJ1R^2L_VFTU#|B\$.CV+RQW#1CH07Z2B);GD2_2CH M-@J.HR3-
R&D43LG7,+DAIS%|WX/AE^,+|BL9#(_8_W-R8\$:9')B5QY,|X:\$^ M|O5%D(6|\$E|V?|
XGEL6CJ_Z-3W+>|; MOLIEB*B#AAV""1*U0Y4T?|&|Y|G4,-#|!78'=@=V1|#N5-?|A1D?
AOD?UX/Q M@?&|!5'8^ C'W6H_J(KW7T*S5_M*_2IH.Q#;E!;FU.D8!|+|U=M^E+0H<9
M5CGW5*N4DRS4Z4'N)\$%W(=?T/F 5%+4* @IT?9_K9=Q=B3>|!#5D!1*R#4|J\$"" M
'TW<=;T/F *NF4*A_/9>1Q_FA_0*^A5%X76|#Z@5| KJ82F%/E4EOXOAC_Q,F? MY'.<9-
^";R'YFLS2;-&\$YD#7T7B@XVT_+L)@0CZE69""%\$'6W1?WIKUF4W9'>
MXCB6A|(|K667R7#;>=U1UMEOP^L@=".->YT|/WNF-3;4-S%\$S*8!&E*/I'S M)+P*DR0\$!
MY=Q3G5).E3!-T%7-/|@ \$U0U"8(=2Z2*V#?78@U00|8_46M@&"G(NG"
MY|W%6=|/|"GHEBD0#F8+M2N2-)C=-;0HT1VG6W:|B"V";E!;HA)0TZX;K;M
MNJE4;2KT2A410:|:N+.F|P&|@EYU46A-|P-Z!;V22FA*44_EZ%%R_OOO|N3
M#.+DMJ|H(8(RG2K0E\$094>?DK-SUG)4MF+-R\AJ0G/#0/OZ@@%L5Z+*|7NN
M_213|8KM91K%?"MK.-=1|B#+#S0+309|;|@FC#8A:|J&80:|W MPUYRW1L'=
|V|.\$C6DIY QH^!|DLB;|CQQ(U9VW>:C;AX9F./=' F!+RB\$, M%7C*5N"Y9?A+3BW-
3USJ> |:GZ_2&'8(=DC,#E72_L2A0H1UX#=@=V!W8'= M\$; |U;4_89<>1Z>^|V|XP/C
^"AL?\$09XTX-|4^L_IZ&W\$|J@-#^!%3S*FTZ
M*,N0&^36YA0)J.;2W76;OB1TF&*4!TQ!MTR!<#B|A@8H>PMG-XTU M-
\$"176>;MCV(:D)ND!NBT|3KIMMNvXJ5?@*O5)%1-"K%NZLZ7U KZ!7711: MT_N
7D&OI*:4N1321J@Q-\$TZY.N.IF@%@C+-,BWOT>C,'U#|LS2:|JF*23>
M=8D_Z"1R""5I1DZC<\$^ALD-.8W9QQR>KP|RL_G(=JCH\$)/
MR0H|OPR|R:VE/8I!7=>EIK.?H6^2%NJA4AAV""9(U_Y5TA|H+IF4E??ST@I
MV!W8G<8WWS*|TTO#42_ZNW<=C=E+W|W#%WSVN^SW77FZXY.'TH.100*C7<78DW0
U9@/U9@9Z#: MD3!0W5UY-KT|f%RW"KS"86.A_E^2AHV;QAK?:
J2(BZ%4+=|;T|J!7T*LN"JWI?4"OH%=2"4TIDJ<46Y|+NP.| |L#NY+N^
M0LW:A\$91L@N/9U'/MV!|8'Q@?|0V|L)Q-Z\$;.<78|:QT+4-4!HH@(:?0LR
M9:|C0VZ0&VCTK953UY@X7:%/Y=Q3|5).|ZR"HE:ADB8J
M^PW9=Q=B3>|!#5D!1*R#4T4"" 'TW<=;T/F *NF4*A_/9>1Q_FA_0*^A5%X76|#Z@_M5|
KJ82F%/E4CN8NB^X/Y&CTURQ*HWED^V0ZZI.#|65_SH,D^.;^U>G
+M7KR\MA%UM7LQ#O5YOQA*)7; MI+;F4|=5>GP|2HAAV""1.^?
@GT7=I/'36KYW.Z@Y0+L#NP.|(Z_W1%JN2!\$ M5^>7'IL:G@GC
^,#XZ.P|1\$.NN7U62Y!D#?Z.OJ|J)ER|. ^/?DQ,+0A-|@-
MS/K6RJ(EKY)RN,*IR|JE^*2=9J+.#W\$F"ID*NZ7W *BAJ%00|/<@4LN\NQ)K> M:ZR HE9
J.F#A 'T|N*LZ7W_%'3+% B' LX5F1TD:SFX:.^CW(KO.-FU|\$-V\$ MW"
W1*4A)UPWVW;=5*K.%WJEBHB@5RW<6=|/|@%Y!K|HHM*;W;V"7DDE-)|/
M:VSL,EQOZD+)Z>E@T=1E&(J&84*&UW&6DN,DF(ZNV8NFWVKM.2"#R=MG?X|J M-?)
(OD>C,'U#!O\$TY07|D&'|9"C>C&4P;IMR6+D3)3H9'8!|M;N)L|&Z2_MUY+%*C,-V-
2JZB.CH4=+5D,C?TQU32/>XG@|FJR8FD%FJSX>;T:ZFN8FJ|
MR8JSSR8K,H"FU::WPVY\$CKG52A"93\$VH T%1DK-#'8?_P3@|6(6.BZB;5D&P
MA!NDC.S +I!/8RVA17HNHBZ:06\$"O6%2,ZX\$, 4*"B5ID"X:A,7J/<\$B1G MJZ|
|2I@#A9MSR-\$/7^GV3#61;^5K=;^TE-'GGGP,)\\$=^|;)/CQ,|^R.+;% M_PNE7*PRSTD|
|H<<|JES,1J4|_S|EN3S%&JP8FD:U#4|A?HQ*GT7A1V""2ID MAX0JZ/-

;ZNB3G7=@JV!W8'=@=W)MSM"4X \$F_C@T@/C ^, #XR, <=!, BWA5M M&Z2V
5(XT=:YC)H,-AU!R WR*W-.1+T&Y+NKMOT)4%=>YE>947&F+L3|*IHD
M!D'/BBL@@HBZJ95R*O2%0K9^|3U3.I.:O2ZA1506\$3=M)"\$W*\$ NBX\$, 4
M**B5ID"X7"VT%B<8N%L!P4BE<2M\$97NE%E%!=!-R@JP0E8:<<-ULPW53J>ZG
MT"M51 2!N'.FMX' IZU46A-.T/Z!7T2BJA*44^E./+RS +IJ.X633\$/YF.
M9VF61,&\$MO_X08;Q9;CQRGY/9|PU:7S|OGH1M#Y=B&K;OH?9FDT#=-,4\$N^V
MQ#_1-8NR.|++:Y7BELEX&T*-49=LN.%UD(3IQIQWNOC1>|VJ+F#H,%22M\$V1_S;4
JFB6\$|98KE29E>OIU/) %N.K4,4FNF;#L.#TP/0H;'I\$2=U& M#3U*M+YAJFR T*,\$:/
J;3I8Q9;Y-;FA\$3W,@\RR*EKA)*NL(!R|JE>J:RL MT* ZF=#,W05B6(1.9 LU*I(TD-
TTUM"=1':=,=KV(*X)N4%NB\$=#3KANMNVZJ515*O1* M%1%!KUJXLZ;W;V"7G51:\$WO
WH%O9)*.\$K13J7I3G(I X3|_F8|ZBM8?*-.# M8GC?=6003|/939A
XMV6^&4I!DYC<(I^1HF.^0T9NH, /QR?%\$^S>E\$8FME M4EIF'N?MA\$?NV-
<701;NRF/9??=I6OL5S5NT7FK1>>U31!>M|>VGDVY?59/ M'Q@66J9(TC)E(:8S;@:CT>-
|K0|0.F.F^X->|EU;QS<|>|"(%E+ MX^8-F?@<9+,DRNX^F!8'R4-C|"(;<:>K@8?
4/IKIGHX0+.)4V'=QKR UR:W.&!)QYZ>ZZ35|2 M.LR5RDD-&V6<9%.H7X/<28+N0JH?<
J*&H5!#LXR!2R|R|\$FMX'K("B5D"H M?8.\$?3NXJSI?< 4=,L4"(>S|RB ,H>SF!8;.KG(KK--
VOY\$-R\$WR U1:<@) MU|VV73>5JN"%7JDB(NA5"W?6|)#Z@5|"K+@JMZ7U KZ!74@E-*?
*I')U)-DT3%)R|J"GV5'S'=8>D/@33/|D2 M(.9NB_F8V4'R,
|ETX+T^,)15;ND:B|A_8VB!5%%0)G=!62|-1|WH|IYU-&8O M>4,6?_ =X%KSGNLL-
/_^MPS@Z/B\$+56|!V:+NTVEXCW|8L1;T3ZMV31|)#5J6LY M5+-|E:M&87=@=V!W1.V.8*|>
PI.B|2=U0V0.B9-79R"T+08+E";I;V,FME5/7" XRL5)VAN*|YX7B>XH0 M5J!RJHA(=M?
0*A.7LH3:.*!ZR HE8@;XZ1K-'I|N*LZ7W %'3+ M%(C&BJV.6PRQXJ;QAH:4LBNLTW;'H0.
(3?(&2%?R G7S;9=-Y4J1(1>J2(B MZ%4+=|;T/J!7T*LN"JWI?4"OH%=2"4TI9JOD.E*Y
M!|5&-2D9HT>P^=P' 5OR(2DP!S2B7 |HHE M3GB>5EXDN6N|O&"7QBAQ/XCAY?;+:
MKP|,\$X98DGXA"S&=S6|8)XP>X|A^")TQ\$WSOAKWDNC<.|GIW89"LP2=06-GG
M(LE47;WD<.GNO.V#_5#0SA^Q_-L"/E (:Z/F7K^NQ2M"VA:6)%9PP;U+;W M-V-
0TO(^U!/?##L\$.B=HAP7EFNTGDS.X8#M4MV!W8'=@=V!T!NR,T/\$V(MLZ,
MCZ=3;X/'#N,#XP/CHX|Q\$0ZY"762*T:4U_N.TEV=T%0%#/Lj;3J8VI;Y-;F M#
D8|M+=9N^)'28695S3_7*.,FV4(<'N9,\$W85B6*1-9|MY%\$"9P|E-8PU|7V37V:9M
M#Z*;D!ODAJ@TY(3K9MNNFTK5^T*O5!\$1|*J%.VMZ'|KZ%47A=;T/J!7T"NI MA
;R:7UAOG^%DW@497?D/(XG|/|O|+K:#0)*3D|'73=NG4OBG0T8P"/L^A|
MV'79L,.)RWIV^ ^FO&5?7EY7\$K|4>EFH1&))/1M>!TF8;DPPIXL?O;>I93U-
M*)!)\$A3(I5V,-\$8*@<1M>VQ*TQD%6H* M4W2 H2*%;@HW8)"C|
|G2+7AJ"HT7WW'|>9>00), \$T2W.CZXY>YD'G M/'S>NKWZ^|WJ\$|H6AJO &XAP;@SH?
>M"UN <=5|<2(<:|616ED@X. MM;7|S&L7L' =PBEL4'=EJZ@---72QEEUG MF|8|""!";I;
K^0\$ZZ;,,MN*M6|\$JEBHB@5RW<6=|/@%Y!K|HHM*;W;V" M7DDE-
7XG7)TV@W^TSV,O)|/.\$?SUYX,AWU%67|H-A_#\$\$(ML|VS#(<\$E>HLE|?;9I|AUCD4%)
<|V6N_AU M-/>0|HF' />=%D@5%6?5IR5,KF.4// HDS>3897H9(S6"!8(%@@40LD-#,E
MCSCCL:AK5U"YTA=6!U8'5\$;4Z>0T EU;G.(B2?P636;BC;EQJ.L_|2<)TP/3 M
|.CCND1FP+|3 L2MG6E;|H|H,D'N-Y5VG1PAB\$WR*W-R8CN91UDD%/7Z")= MX?
CDW%.M4ME8H69TLJ8&N@NVIOZ"H/3#:%JCO+L".W@=L@*(V0*COEW1A
M^ZBK.E|P!!TRQ"(!K%=H79?D@:QF|::+'U'+N)/6/B|& 3B). R><,\$-PZ3 M230-
:PE6'W;2.B(T";E!;@|@I0TZX-;AUJA4V2CT2A410;|.N+.F|P&|@EYU M46A-[P-
Z!;V22FA@CM;"/W/_R_|(7QU2BFY/1T0 |&EP\$9?A|O|G60X;Q
M9;CBRG_<:UE^3+8NWVVC-C?MFWOT>C;'U#!DR(LYLP@0SW)=&1KQW
<)6E&OLS8NX3)#3F-V4L/AE^+.|BO>9U G#+I M)2^/>W;"PV_LZXL@"W?
EE.S^!K|9*YJW;+?4HO;EX@NVMC4@A5.9|/\$^&O>2Z-P|N>G=AD*PE2?.&
M,WP.LED297;6+L5%J5U MB6,YU/35X"\$@L*"PB+H\$RI)N+8&C4M S8-J#;
(NJF#;BNM8=CZ=2&(8 A MZ+J(6F4(A#G*M33;L-3P#=#!1 QTUJC2\H-
&V4VX*IC@^AI/@+AR3CTGPHWB^ MPR^5.LB|L|.;|W"U4HO.
<|;KR7=X2'DTF_+P"J0|O+PB<:0|X-' HYDK5?'0 MAB=4?
EVX)8M!3<=1PJM1X|X&\$2ED\$H0*L?,R'J;)?&X?)@ FH-LBZJ8)R*,9 MB2<|V%5-TS8
=B!;HNH579-!XC1(@JFN_0U\$A_(M^!/?R'9";OF.TZ!D M18=KE'DX^7E^JFBR0-?
|HM.N@?DICE*S.OR|S5*.EJ?WW#U(OF-/X)|AOP M8.#|S)6J>"3#+S(
7#B_H5//;GM>\$HX,FHYZID9|&YP'F(*.BZA5ID X*B-\$@RJ6Z-#|NJ6\$ M.5 XT;%
|B'1W|A|2#|NN*2U2?;MSY9(+.5|)E%*!<.^M;_+M.!F'R?
WV/DS8=7*Q29+&DVC<_VYO@=[L;W+Z,V5FBGH" 7L*9STL32J>?OA
MK@F8P&XA%5:HN|)5U0H)=@W*23)9!M7V%\$B"U8'5:7SSL#K/LSI"+8K\$DEJF

M2QUS/JEMF!Z8GL8W#J.ST?0(1JR\$N':%JX7V4T0LJ0&2++>VY914KRW:8L0I
M0X\$05HL5R)!RI!RYZ2LR%#KKDHU_ZK9:FK13MGN<>|RWM'=\$N\$:2ZNEWY=!
M'<^@EE:8_EJE6DJ-5=BA/LH6=JB\$':JDR1BS.ZY'_0VD(M@=V!W8'=B=)W:G
MNLYFS/A8!C5L'<8'QF>+ M8; X7QDL/DR?1H\$DW#?
=8>'.J4QT:%\$*0,*7=#RM)5FT"J%4BUNJ?D
MRG;6R"5X[Z"46L;00F@AM+"+&VYZ>J!:"&TL.GM00NAA6W0PN98X.RG?!W_M_=)^^^?
##1:?.^XMP5B>|X>PRB|@0L|B:6_?IC\$DTDX/N3_/+JZBB91D(5C
M|C.*GRIJ,Q&;>2C5HDHAL6B?O|G.UH/5

U1R?&GX% MU6'/U-.XQ;620KKJ\8IHH-4T7M.4RJNSXU|0I:=, 0P1#!\$"EGB"KLV,\$)
MJ:9)+:."102P1K!&TELC.&U%3)(H456OH9.'YVUJ_JN:57I*5WW!_A|<3L+W
M|:1|_|6_::HR2XC\$9OR1E3\,7AG<7|F'1M,:<.5|V|'U'M>K M(|QVI)=)&/S9NPR9N6'O?
SL7SOH!..!L.@!_JED|J#X"R^+D! MW36MH1S"YHL?K&G|B^'H.AS)B\$W"FO)#W+
GT#1=!:7R_V|1,VDF_O*W! M|C(;YD-
NPP38FJ4&)IA;=X&_Z|\$LN:&GBUW,ED^>>W>|YO|@&CU;^+IO:6
MOFD43R;!:V+*|7|R?DNG=V^/|J#Y*(9-U*7V^XVV_95ZGZSU_7V9T=N;+7S*C=>
M365<|5@0R@VN*<6K3?"I)Q.IN-9FB5W_(T8#"NL' |UX/Y> A22P6.Y_
M.P3JH1>P9|AJDHCBCXVN|E%@BU5K0R'4.|V@_CQ(%F>U2/I>K138(LR_LF:~3|CA-
QX3GVA?*;D+9.|Q%*+NR MRLZSV(O_\$+1+2AZA|<(15=6T5^1^&IQ6&=AMCRU^?
U^D2I>:|^ML/:7U:OH MODC'O\$|C/;5+L=.KKFG1GC@1EP_?Z_'Z|Y?_|OWF"IXW*TG-
4>KDHW3;"3^S M|\$4&&M%V83YCLVL;VPH@V7KJ=%"V.|>JE|COKH"
|3&>@AG0K\$N3V;EI-;|Z MO3ZB'5|LUT7K(P|@WY"/R%8Z*<4FX5^0K#0SZZ+\$?
HIWUX;G^1:3:6HAS< M1^>^KQ8^BX#|T?3;+"7#+ S^O(YG*7_|Z>E /;-99|!G:
|17|.I7X0G|'F?A MA)+?V&|OY%?@ANVQ=,P2F=)"(%W4>##EJ|@LJ|+C@G
M/'%;*OKX(LG!7%:7?U|0G192OR/G)/VG>PO52"||;62*Z<'WSPH|G<9R|M"U MU^Q9Q?
L>3|03XF" |N1GC?L)=>|<7#7NPN#9 U* M>@Z45B3HCQQ*U1V^?FCJAX9FV/?
G_V|!+*B&M^_?J|CL.77^?IG6(|I12W,V M|NDFM;W""9\$ 2UB7|HM1'>LB-
&L|K|:Y|K4M0JW>00(84NZ+T9U;(G@O"! M)FFNK5-#1
:=>5|Z'E)35JF%YP4OD9J26@WK34UY1I'45-XL *2FX)I) M|=QNH7_&-;%\$P\$>H*W|AU)1-
-5^CIH|LJEKN-2 MVS1A36!-(;:|69->&HYZT=^|ZVC,70*&+|/N<8WN|
<;_SSF;'E07JJN|&%M_ M\$1".(N6Q4DOE@38\$E-0P*|@#(0^\$/!#R0&T(0,N?!QK;L.\$G"?
LOU%VMZ62 MJ5B.R"GSD#3SO.4JY(C<4D_WO"@B|5!|7B,-7-\$=D4,,PJ:DAJ*O6ZK@.3
L",7:|@'M_)8JR525WI?6;^GBZFK M^1G_ RRF53S,13T0@_S9J4?
++0HHJ9)/U>U%AMQ2"R6S*R|J|S.U5YQJ_ CI MKQG/^_3RJ:1.9?4S;M|W-
B1'/HW9/56!X:>DR\$|T':D01J^ MC;50-
L^XH^0/:9/Q%E/7K;K8:>R/|6G6R09LR7,"R@OE;:/R6E!>*|^4MYW* M:T-
YH;Q07FF5M|9P=;EX@QR5%BTQ+%V,1J.0HFF|1B\$%9
09=DVV8\$885Z8>1'LM)|#>|>H|3!G MTGI*#(
Y@3E17HSJF!.A&CTAWKM!3=^COJ85Y;W; MJE;HU9QI0!Y!.8.-6#-D"|FV3|;
{(W19NAV|MBAUC=[9KLN6!EW!OV\$?D*P MT\$|I-
@O|A&"AGUT7(|_13OKUV@|X|/ZCYG|:;C1P/OY+?XPE?54K.@X1|B6G MIX/.%>ITH,G%
|TP3R==P=\$U.IN-9FB51F\$).|LE)|L|F)KY6A"5A"O4%+4N/P MFFETN|SHD"Y^|
XQ;&L;W|L4'AE,@C0E1^0/|AOI@>ZB'4GY6"|J'E%7V=#% MKI-UE>5,IRG46;0H'WR;
>U\$<26L"ZP+K(N8=1%J,BI |J>T^1\8%|@4&!25 M#4K>2*X"C=-:MHZ|2B12:P*K
JL"IML"JBG' K;T)A"4ZXVW>+%L.VQ+!{(MUEPF+W_PO.S\$ _K,/W;;;3U;^|(!+|T4&9B|D
|G4+IGJ3.J|"65EDW||\$JLW M*LR@>7S-DL?**,|2:=Y-
Q#|5)YS+RA"@C&P|H4JT^M|)A72JQ+D*MGQ",
MAT&!08%|\$3\$H@LV>\$(R'58\$3I+I5\$0|&"_5|0C!^+|'X;A/I.VJ5MU|'JML+ M
KJ03*;UJG6=:T5ZEN2'N 9)2W/VA7= NR38+|8)V0;OD MAB2T"|H%
|>J@=C5.B|T1J|N,) ^-V!NR&L|LLSH().JZBB91D(5C|C,PW+W&
M#X@703*0#")Y160C;MV;9C4_28**+ERA,JYZCD2.*V!.^M@H14H1FN|18L"A M;QO4M?
QJTLB%E+0%3B*,CI1&YQ^P-|7;&Z\$&.GFL6J/LQ\$/8%|@7V)?
T|\$LC3+P5ZJU3C'CK|XV*B+=2&IN|LF|_ M7\$=9V&.-V(?/XU_),'MSE+P0B?&T! G
1?/&R9#IA*3:|J*TO>W6XT|STO| M=_GP01YO|7YG+|V*|F|63R,(P9B70=;
|_F#>WY=|>|P?\$ MYWQZUM9>EJL1G^;K T/!&?/91:PBC-JEZ7;_JM;=:?>U&%:A
3A%BR9VF-=Z M9=5U7,JX,Y@7F)>MYD5H/GM>C03SDVV769.B)1* (-R)
F)4QYH(34D1JHBP MJ.<:N*#-I\$",G30IHJ4/MM!HE&*E#V9?LQ0U*Y)-"\$7;|L*
DBH|7MU>T%*G M|F#P,|>SKTJM83B-XH3|=,2,|YB<)_%</p></div>

E*9Q+D>A/G!S.OKX(LG#7\$!7N:[BHOJ)YBW9*+3HO(BBZ:&WCHLGQ)(Z3UP>&ME9-
:@::L2*!LV.+BH,IF-^RW1H^1\|SCX8R:ZW@U|R75O'-SU|L(@6:L2Y8UA M^1QDLR3*
|CYR %1WMKIQ:J'AF:J|^?|8\$|=LHS;GT*57(K6\1ME0J.U-+^MRJ6685!-QW0VV!?
8%Z7M2R7MKF!|8\$|@3V!|F#VIKKT5C J,"HQ*EXV*<#JG
MADY65M\ONVE8NIBM:4O9BZH)>|5*(2!R+9KLD592)>EVSS:"FA1/^_1;AGG
MW!%B6A9-)OAZ24<=N(1Y44",ZI@7(=9E7BY!UZGC^LRYV7@42" @8;P6;{
M%K)MGVR12.BR=#MV;5J&KV/S79=L#+N#/H)_81@H9|2;:Z"<="/|LN1NBG
M?'OM!KH?E#S/XUWXSFA^?GYO1*3)2+7U83(EE37?P4&!0:E#08%WDHJR),FZZA
8MA M]#VOFY8%'5B>HA|\$9:K(5O(%K(%<5H=Z7:??)!|=8DG.1=HOXYZ|M0SF+>VI M
Y;\$ (DJ)!-BA'YV7+ R|@SZ"?V\$ M8*&?4FP6^ME5P7:#X#T_J/F?QENPG_U_(X/@-
HN^AY2<3\$?|SA7L;\$5V=7NI M.\OV,DUG":>I03CR"6?9?J5'=J;P#\$TK10L0JC%GB1^|U
M3::|CU)X)\$_V"O3 T_W3F(H7V,O+)YQH4%!93E3T.:VVP M)E-HEE51WO(P9 M9
O9@O2MCG2|SYWH+BDFYQZM MEW+-A?HP|B>- %#"MB@@1F5LBR?4FJJ>)_
"%NB@!C5L26"?AJ2R\$ B3 H M"HBO|09%-('@"76BJCV!T!4HFD,|@>
(,4.VD*WJLD7^H,O2|=BU1:EKM.)% MM=!/B!'ZV7!RK@SZ"?T\$X*%?
DJQ6>AG5P4+6O<^P|)G_I Z1DY!!^J9R#H# M!M%*AK1J_ \$?H^S<\$+);^RWH_ (|+|\$-
V^)|H&*6S)*3H\$/PVD4)^RG M(R;B.;D(O|>3|USV9PP)Y&#XY?
B"_)K7^|8LE8C,8V">|)@G^_HBR,)=V4>W MOX'4|
(KF+=HJM>B|ACVBBS8V+IH<3^(X>7U@F#F->J!N^PZ@+T1U-KMA;SYZ
MC"7C(7S&3/B|&.:2Z|XXN.O=A4&R;J&L2V?@VR61-G=1PZAZ@Y?-PY_-9"M
MU;D7P(|J02U|E^*N^OMY)AUHQ3+KI:F0C:U40^6 K\$J+IUJ:2ID\$T=W:&F MYL.:P)|
C.I:D^J:"N&"L",7;7I A'M6IH*F3V+5-1LX*N0\VEIU0UZ6"6 M=U>V"N:ACJ,DSD4Y
M'@.P".1X_KP,\$'I@7H;X*N4V?3.KK#M4|^8\$Y@1B5-
>7>LKZ_H@SX,|_#_(R/.T(3C>ICS/0+3NR"OQ%+2U MO-
B|:T'WY+?.3_Y9VYBRB^U\KP(9C6)*5U#8JI-B2FW2&(JCSR(Q!3<,CF>
MUFUTR|Q2H1XA|EWAQ)1.;9!-CS,L#|Y)7LBZ4F*"H6I4LVU8 M\$U@3B'%OUJ27AJ->|?
O.AJSE|PAB|H7*|GK|<8,G#Z\$%UH;K*B|'U%P'A M|C_0R,/"DS^0_>E.|F=^1O,|'NC|
(YVZ>V-Y3@>;3GE9!|TK80?:6M"72R68:KA=9"\$Z49W,EWA| MZ/WF871D,
G2E!R1|/CK4X"L=+*AX9M8"V7SC/O)99R,PZ2W>':_(1|F|.&| M?
(2F\20:RWF#J>M&7>PT6G+G+FDTA5CAA6|/D)7IVM.01!ML"VP+;(F9;!"GB
MNP|/ADXM6Z.^8<&@P*# H.S1H.R,|;NUQO:AO%!>*&|;@/"Y-:BCM*1/=; M8E@D"|
|GA=^?%|Q|^+Y:N_UDY4|/;&,%|2:2V;7RZDP:(MYE99-?1*K"BQ,
MF7E|S9+"GRAS&EUFF>AZJ:B44'OJHA%OTZ*V|5;+V-
ORF\$QJ>EVU,&%08%!@4\$1,RB"!3("K98,G7JE6BW!JK3-JL / M4M.J",?C:V#;ZV;?
3I4HR66I>:/+CR+33+X,I#,I,, MKUKGFE:T5VFNB'N I!27?V@7M\$NRS4
|H%W0+KDA">V"=D&|JA=C5-C=|3J M+N/N)T!N^'L,HNS8\$(&| =)"/"\$P|+=JWE'L
B2@600QBLB&U'3WC2M^4D* M5'3A"M5QU7,DTMS_F|>7:R-|5J-VCXVW7!RK@SZ"?
T\$X*%?DJQ6>@G! OH+H8 MH9_R|:4YGC7|*5_'?
|^T7Y:EZ/^,=5MS7G53M.IWE^_^SFG5:W1J_N+;+RY M#!-
B:I08&@_E7PI|ZTN\$49+;,\$96NNC:5M3,>')5&|>SRTG8&B/7T(E\XS+
MR7>:I9@50GW_"_=;U7SJ>@YUO)YS|(:*B?' O9&/%>K+:+O5UFWJV!_L"^|
(&^P)7Z5E&H@: M*M0YOF!+5LOH&^6|/1NMY(8>9@%#SOMWX^C|^Q?
LOW>' *MWMP_CAJ6OY6; M(D639?GL2GB|%,Y;E>?5^NG|>USRLGGY?
NOU^&+8#2*;|COWS\$LD6FU&:L6_HZ3| M>RE+OOUWE->6(OA-H6-
^KUR'\$43L9OR'GPC=G28?C7+)R.N/*8;|G|H(^ MGO1ZRUA|D|+_EH+_K5:Y^R%A=<-
:A"6WUD9;8=_+X_D_W)MWYM"M^N?HFWX MD,KLACY_I^/>^O&L#N8M^7IWRUYSE
27T>@M.6.F>'%X9S\$_)EU?_ZW#U:--M3W!-VO='N.U(+Y,P^+-W&:(^WO_VIEPU@_V7
.C7#W\$-\$@,T.8/7U|V MW|/H4.5-JM236H^?|/|T|G)_|Y/CDC@R|7YUANCKZ>?#E;
|%)^|S98L|4O MAJ/K<#R;A-R4KR6UR
&_#T7363A^W83TGK&|H_0%VTM.3D|^;0AHSOR2Q#YL M,EE>^>^,*O|W^X71ZM|E-
|;3C+|E/Z)Q=LW?3WO%EOLSK;PQ3;A^O|WEE;1
MU=W+|R_6KJW+=|BZW|P|TAG;^Q9;K|<:-<\$_B M*HXS?D|:N0+;_|?
ZSDOR|WDS23@T@BGO3^&52YZ.+MD5RRFJ,%D"_8^K
M<3Q+V#7MIRKSF|LXOHE&T81=SJ(|O|*1/YB7P?XUY!>TM\$|&3&Q!-'WX>Y,T
M)M?!!JW!^Z4NF 7<|V*4NO@V3^==KE|JU(U@QG3N8,0)|XOLX=PG8|GR%|PG0T
MF8VYXS(:S6YFD|EG@)|V| M*R4|^>7;VPD3.\$,B?<\$_@"UC&L|HGB1;-*=AW|
MOX&I4|/R|6EJK_ODZ_7B=;,XSQ_2'LE4^LUBSE(1;^|N'553C*HN_ABY4%(C=A
M=AU#>5NFO%95RNOO1WG_F#|R7OQ|9+ G(SM^!GV&8':E3,/1+(FR:|D\$_,YC

M3N,E<%.VC>B*O7K*#4!F8;)/SFBHNGM;/EH'%W/?
X^XS>F8ESIF&*\$*RR/[@]>9<>:Z!&(<7D7LB;G4JZ/A@'B&1JZ"*%E\+F.F!E)1M= WY"-
M0W+&C\QZ#2UIEY;8%6F)N2=7.YFU";XQ^YSR9Q&#;8,HOPTN(N1U=7T22;A_A.'L<"N(
I=-_2 MR-&(P_CAS8KG1'D2B!M^H^%)>>_5CDAKA+PS0AS'Z\$X938K^8>F,'^CIGE
MSI@_ ^/B>YS-GQ/WSY 7I(84K>PI^X";9>Z5-RG_\$677))VQC/EE5ZVK>!+%
MRS7<05_ :I2JN5?IBI4=?EGWR\Y3EYX_OM8"K#C/Q7(T6-W\VTS\IC0/^ ^J5_
MOM*QE9M.CY9Q;L%AV)-KKBY3\BRXFLU5AC\ MHL6/MMV;UN\|E^IU M4Q)=/?
#9H\5I,1V9359I\^;*W\$;9*M:QI/:9@Y!KX0-MXZ^I755\$K\$)ZZT_-'
M>/Z:%Y,XF"X"%/>+^;FI9ROI?9D_O;0I%9IMEJ&LZN+Y\49TU/FXX?H04
M*1(B1=>JRNHT\@SXP2T\Z/C:8I'5&=+UM@LW1*A2EK%T"K2JJ;C0"4I_QB M=B\$A?
S%LLK7QY_8XL;!NG(/%N\I,%QPB6W\('B\<@KX09_R"W\ 7.AXG@?@M^?DY@;)/CK;
G,XUXN='OE@&F>[OZ^Q#=:;O+Z\|S\YKTQ2N@'2W3CE)) ^0K! M'J7K: ^#A/F,6H
IBFO7\2MVZ6; YNF V726BMW5%I?SB(-VQ*FE\|A_,'=T
MXRG_Q7DN;YGK6F0%7RROK.L\$GLI_XLH%^G!+"NZJ\$ME\(|P\UH:?
M"6*&VT7&2E\%6NY65*15BFJ\|P""!801Q7E775\Y1U
M7=S%EU<\$|M@/%S&M!8WN*DP2=CU84>A21'Q\$D, MU\%5QL1%3'+#/N2:#+|
<7Y#;"?+7ZIM5W+?,52=D'!6-^M+_\$/3>V0J8-U+<,I54E;_6\AD@:0;W=-_P5Z-FG00
/#9>#W@7H6P;Z4AG8 M3:5IO+I%I,SGV"4/HR?7X80SLY-
X\NV;G%^T^AO7CFUEDK\|9YPH:~D>/B5
MDM/307\1!@=L28JMJO*.^EY#>HT85*=O_ ;2H_!JA'^HVKA%M1'VIG-SS+>I&
MQ=E)BUG8X&?!_44^W.V^:=EK=P5B'IKZ"MD/(0UC+B^LCV^=U_\$M2TC
MP"D\5M^S7\>M00\$E54JJFH12"(S>(@MOU7>&JW#;55Y;2;/96:%\$2Q4QS%
MA@T4MPW%5>6HC+U190JAF!,,YCB>W)&C^V(&|Z\|P#11V=-
:M=9CV;+I;TD)ORS*|+0T%>E06@^F*GU(-JHTL MM\|*A-O-32&E6.@6PKRYU^Z;#|LS-
M4+EU%9M'; K\|@ZT MZ7)OC\J3;K6;.\$LS)9\F10QQ>"BQZW)!?YXQGH.\V6>Q\$YVT54
MY6&00\%<|&->-1OP2MMMW5M_<|_US7>O M3>#:\$3?EQ)N1,A>%;&S&\4IXY2\LE&
<|EY.N="3LE1\|^F,P0T7(/6>1QL> MSHO3P5'@*!E4\8
XY1QRAW9*\$Y9HBO;6W(9C/\|EL2SZ9BG>./D#4F^71X8 MFD4-
TZ.&;^NIEJWRAG;K^I^6!U-LBB-9\DH);/^4?^B?H?A_<)*+5NE\|M MI?
&|D:)XGU)_56N;FGW\>S0*TS?D_Y_<\$J9I*X\|%.H^EFD4SQLWSGA1\|^&4
MI!DYC<(I^1HF-^0T9A_S8;\|M>CGBX-Y'>RO\XKO7TG.*F\Q"AYQD)S1LF?
M++F7G#FY.WZW=>>3H\ 1?,6\91.M%;1HLV^:S\=-#D_ ^>=K7J^ZK%R0\|Z/MT7N?
EEYL\6QVPSYQ\|CL\QTWYV3UYMS9WCBXZ\|V%07)_Y+;MYQSY*G\|D1\Y
M=6=BK9HAK5-Q?VY) KGK\K;+U+|ITJMK>GT+!V_?.|3V\&IJS\U1GF:7*O\=M\B M-
KV@#;O>3D\I5'&R0C;0>I16W.HY@_ *4!; T@_-9\|R9L6<4K\$=J2\U)_LZ MN@^D-
HY4D4W+!%?!Z\SMF")P70Y&_')U%F8+5LAN=|34Y8+LJU9\$4;80;-2+ M_F_-"N&\$I#RA?
P=)\$DRS=-G;1\YSVNB_ ;SFJXKZ*^|+.U;>|: F7\X^- (QY
MCU=!7\Y9>>77# #3UJ"^VLCW?-P2%U;' \$KH!% T%N#;5/.\$X@(-JIE/(-'=
MX.^EX:@7_ =V\CL;LF02&+/\N<0#V/&^YG)) +[P%<;H-+.LMJ518* ,#2'6B\|L M*2#?
#.2%LX-V\>\$SYC%;|@*_':&%!CQDI;BCV.R^O/9:*|"EDNV^GD(-/F.\ M4M)XL3RKWI>Y'
Z+>G5C0Q?J\.^G<M.#AI%L4WRRD&0\$ "0\$ "4%"DUIDQ_!"2WY(PG))SMMO@&_LH
MD&AS%LG'^@;1-\$S82^Y;4FH_6T2;!W9@L-C; 3IKUF4W9%>'O'4+!,2H4C-KX7QN
MTDH^!! /H#/D5\|V\|2'7;CE)C\|0W@O:=S7C\Y7)*+AW->!4'UIYJ7#6 MK89!)JFN8O2
!^<2LE"<=AL5S:+=%WK8\HYSY@RL\|<1ZC\=8V.*I(:B@-0 MJ#5NQ?XB0+=?
T.URVWRM'K<;NZF81'VGH2J\>KSGJ1SD^ \$P2\|0?+-P@EK_ MJ)"(6-!0I 0)
0)08*S6"MG;8\3++B;)IQ)-@SC+XQ75Q4*#F9COI2)@HE M.30V\>_1*\$S?D ^S-
J&8"ON6J0H6\|S\^ESBW"B!-B*GFE2W3;-6-39-&2#
M=>VT2\7AA;H:%\$T\$;=-1:1@'0#_0S\|SOV%QA=Q;*X1.OA4=#>R*@"UG\|DL'
M:1'@:H\$E%4V\N36T""@%I\$?DZI+ 4W"SR=:T/*N<|8\Q2D22A&J.:?55D-A0'
MH6";|RI=1F!.(MZB=YB%V2\+|LBZ\$#98DT=P%N\$'Z2T.Z#49N\$'M?Y1(1&Y M!H*\$(""
(!!"!&^QUL:!"W\A30)"/"7-0XE\$49.R7^>CR44Q.YET7%P=XH+>) MHM4
_3.8_CGO4WD<37E DY, ^TUG"OUQV8;P(@PGYE&LA'&0VQ>Y;3YT\GF MN8/-2\W',=-
"UJ(SPHU2@|W-4M/8S3S&INBB\4WQA_O\YKJU'&YNML@.5#7<
MW/#\$AYO;N=T::AINKNN'.A\N;M?#8;;=X\NX97(@MAB\1N*IN)LZNL.U340 M1X%_R?
\$OU&4@MWT)\7V-ZJX/O /O;I-I\$G7+%80Z/0(MZ==&XD>/"A-*!4*B_9U'7L |P\$X(
M=H(#WP52-P;5^1P_5P?VU.;>*#%/K =3L=2-WK=DL'WM8.!M828VD\G8R97<
M&RL7)\226E!1)\DLY207*8H2<9(=DSK:TZ?BTDG^N-%)\CM:3*F CH#;7^H*
M44I7W5KF7FS36&D(_D_T_17\G<"Y-: #. \&1E\ |Y+CW1,*U H%*QCH=8N: M,E=Q?

2=!KTHP=43"@P7BY(8?5/BY@SM")YTF#^)S79UL\B=ST2;Y6Z6-4R MDL/P-.KK2>L&\G
MQ,W.,TD/CV-DS(M>1*SOI(L.OAZ2LXYO>WK-=OZMVOR-
9FEF93)3\$E.L/V#0B2ASR()H0/^ (5?L M8I(PY4,JH#PR"E!
J@I(&67"H;6,Q#"=ZGK@U\&I\$N. _DK&0;C4MESJN.B, M#IQ+CO?JQD\$XU-!=JCDN0_0-
P)ZX9Q;#>.,@K+XA.9\$8J3ADH!9L.(0+T;@ M'X*\$("%
("+);@FQ1*JH"@_@89,&7Z22;AHO^H;+>DBK>JN\13R>&HVMR,AW/
MTBR)PE21K0_#;10G[*>C&6\737>-0>U-DJCT>\;7%WYPR06=?J)ZY:(K1
MHIYN4'N#:DIQ00\$,I8.A8./+O%%Y@!U@5P1V@D6. BDWB\J.14WQOCW-7C>Q
M)WP%%JIT+%IM)D6U8SM;AJ";J)2\$48E/2!)N\D7X/9Y\9Y\!DDXCC)R'(RB M"7/J%JM?
_+I(X,'22A@P5\MI>-8;>+##"AUM;R+9IV!!XE17(3EO#-:X1>)
M5N0Q_)J.5L@A,/"12MW*_%(>02TM;.%V=76(I\X48 8.,!_IW\$GK!W)I0QH7_#6^'A)-
*Y<7#2X+CJ0,HC%R4ANKUC:<5)_GB#/=I9=8I69".YJ003!HID_DYJV
M6Z2J\$^PJX+|1_.N"A,+=*4>3&KY%30T\$6N!=6[%I317:M6X!=J^>1&6MBUWJ"!F?7
MNF#7=I=XXI8)BQM"L+BHWIT3;.:V+7 O^SX%V0;YLT(MZ!\U;@77 FEM!P
M(DTSJ;)W* <3H.\TZ\$7SKX;01*ZB^5?Q%D9@UR)QB\UV9+- (W+8^N\#|&6-K
MI2Y6M32H+>Q8(.FE. PK:5 +V %VQ6!778/:PFXEL=-| E|=S4TJ"WBW4GG
MQL%)@|^B^&;AI+7^42\$1!0R"A" A2 @2@@2|MOZ^H1^28#I.R6\LM|?RTFL% M3Z?
N6^;1C'U6G\$7?0RE/21)@54VAM4M-DFF80FN7ZLQ4&856WJF?=DZ?M16D MSJIZ ?
JLT5!S6O/0U,"?|3:UA .Q1."|INZTONY3VP>U"OB7&_JF1=UI@7?@ MO15XK|(IK>=IU-
(DIA\$")T&O; /5\$MW6L>2%_C@STH6=L5FN|)9I&9;GS_ (M><98I2Y6-76G+>A8(VE.
PKZDX+V %V16!797?;@FXEL=-| E|=[5TIQ7W M\J1SX^"DP6|1?+-PTEK_J)"(Y 5!0I 0)
0)08(_6RM_-@FF?TZB*?DP/"<7 M83#)
|LC79)9FE)Q,1_T#76\1P6|_Q_>!G=Z\I>^BNV_(3RV=)?
S+9BV.Q;YZ;J9Q*#7RR.DVB5"18Y8N>LR4#Z\#I(PW1@L2A<=>F\8#M4U
M\JFW3@;QS0U;\Q_L%|(#O;NM74&5_%6B.NVTW5K:P&S346GX\$D_T_17TGW
M&9/:KD%=#VQ0X%URO%?7JL;@OF|2QX:1!^B; ;U@OM!V;^FWHX\$-
BD0C;:6F=9NUE%46=*.1DE\$;A%9%M8T%O5G 3G'855=B6-BI!/:Z MB3U1+JA52Z6?
N&\GG1,"%PU>B^*;A8O6^D>%1(0E"!*"A" A2 @27-Z\X6_
M3>++8\$*.1J.P3>,D"J7OJ"K)P0WB;-H;SY+@<@+.9P6< MSP<#+\$U1MSR/9R#:A-
3L/PU#OB*?PYO+,\$FOHUNR>J;#HTU<:1 ^P89X?L2L MU\$!E2VBV;.&^)1Y&B0/YDB-?
B.J+PAB|H"\$|WUPNI^32>P"7VN#;ERD53KL)|>:+I=VT3?,&I \$^*)62Q>*P
MV;YL%OFZU@>5I&ZX3H<560U%>@4)^YBOU%@&Z_H-OIMEGUN&V0-M<3<-
B|(#W)%0L4)_W))V;!"<(H'BFX43U/T'A43,&@@@2@H0@4@4@LJ.D14&^ M6-U7H/I-
/X>9"\$9Q,DM^E7F+)(S%;-DMG-D?YDWJ/PPBR;\W%LI5UPOX0+
MIN1.;Q(E*H>|.4|\$<#L_B+\$P/=*M%ZE'9O'1??%ZZ|38T+|TXU/FX=.^ MA# NO7-\$!
|H4P|1Z^GI0U|:H)C/? 40?X)_AWZNDI8A!'=VFOFX"|"|W'BO
MLI>)YCK,T8.1!^BE=H9LKX8F*GK?TN4%/MBDD?11'(:"|_N*_5G
3G'8"=VPZW\$K@;UN8D^4;6H+%?S7Y|U) MY\;!28/?
HOAFX:2U_E\$A\$24*@H0@4@(\$H+L*-M4\$B+@W&49Q>1SG&3?@F\A
M&02W419,,"U=9)&8EE|1(@4|9SIJ6GI0D7G!::E; ;&^#@93((T)0-RGH17
M8<))JO>#TP|TIT6:A%Z;(\$X\|161EEMKY9>FMM45AKV!-/|/T5|)/DV'=MM*FM.<
|X"XWWH6:'@HE\4SJ>SXU8>0!^H9 +\P-S>OD7VK G@MN*.*.R,2I MMEFD'5L?
&|YQABEV%%"CD3-;C02-(J#4!|V7|W""]@I#CNA^W4|3B6PUTWL M"3-#A3ILU^?;2>?
\$P46#UZ+X9N&BM?Y1(1%| "8*\$("%(!*"5)D96N%!)_C MT|
|9;\>OP=#=-8^C),W(:11.R=

!+'R6MF7-@?|S&%5!I "K4M=4SQMJ6NW5#;4ET_U V1QJ5X MYM<6>3-+17UK:2OJ.3IU-
%N"|\LNGBT H5-);T_/L:CE&0 =0"<\$NNH;:'H. M>O >>*7WOJZ7&H\VY< ?
^V@+ #8RH41B&C-J"4G)%KPZ99Z(!9Q!00*/O5Y MA3-
-9^+"D^C3772J.Y\$ZJ"^4M0+!T:\$6LX4"XRX?=^3%_CM MB)=TF&6*S79UL^
/=SWX\H6Y6:FUC/H@K@5RWL!A\$1Q6,O|CCCND08\$|<=Q5-M-P!\$-ZCM^|0RA2_8
%|WP2?JX+DU3_#Q^K8K ?Y0YPG7!9N%GZ;BHT*B8B0(M\$H*\$("%("%+E.L_Z1R^<
M@/T|B!8EL^<,+L\$W?I2+*M+?^#@(*0|/\$A+HOX,D":99FD\#|4OYZ'G4 |'2
M3*WO/(U*OB+O%?DRR|L(F/*C(PM**ZB@H\$BH1!P2X5O;^E0;H,8!_RW_ ^5 M-\$?
U;9LZ'M.M#|<6B\1|WH|YU-&;NR!NR^+O'\$=?S|>5R2BZ|!W" |#;Y| MF5+ABWX-
S6T3>U8I \$^V):21>BPV;YL%EF\UH>:=S|C7*W4=;W(\$-GZW%5D M/!2'H5!H>|5>
(T"W7|)M=-Z<>IPWR+B;AD74A_*\$J@G|Z'VZBR|8A/+B?A M^W?
CZ#O_%_KW>WZAS\$O3F,><THB|M)O23!A_ER2O8BO2'8=IB\$' MTSP,\$&3AF%Q%4W:?

B=B+THQI@^,@/]>|W\$T_|:|Z/7(? O?LK?|
M:|93UTS>|ELRYWJS19!>; F+A\|VW_%WVO|5:%ROHL?L|>|'|'?;E=U9NO,.,
MEQ;FV^Z>;N' / ^:=H&SY\$JRHF|<_?Z;BW?CRK@WE+OM|=LM<<)<%E-'|+
MSIB.+P|O+.;'|DOKOW6X^K7Y":YTATGA_@BW'>EE\$@9_|BY#9G'8^|_|.A;.^ M,Z&
^'|OWZ(:|X ('-'|Z^;+Z?GT*O"ILO:U#:.|= @N_3+V<5&ZIR*ONLFZ'AZ#H|_|R%+O<5
M6N3S(" &+@/#AN|OD\|#U9M)X|G+>07-AI(|.;TDV/MGQO@=(4N-#2APP###4
M_B^|U_(H|4+P)@3??<'S2O1%>&(A= M"||H0.4|_|L86S,%ON96|H%_'3!1+L
MMB!!#JK)OAS|R@VT7|7J6IW.1G_>D0_L_ ^FF*6FKCUBMYE6S!|H|W|C>0^'1 M&CX?
B7R,TE\$2|D!_L-4?DNMH*#_>HQ'L=.;|J9=+!7I%^RB*=SCV-NN;3^0OD
M|SR@E5Y'MXN.YV1'G8M<|GTLWOW6L^S_+.X_L3F&Z7()S|JLFJ:0E%4JHF57A
MIFL;U" H/-(V+\$+AM"VX%FV'E-&%S+6KZPN.?Y!\$9<-H6G_KUS1)KVD9MRZ:F
M+MRS31|):X-PU68%254I%J,%;7WQ7NK|D=ZJ":1C*38Z:
MVWI3(|VUP_E\$<_ ^+##1?;^7#Z/475FHK+5P+(?:CDX-2P9FME0/74
M#1LE/B%)^H\$>1TF:/3064&KFH)_WP*PYUN"66G15/3K+O;|L:@MP5;VW;G<& M*&SQ
(7KYR41;PY0>#D!"CGDAI2YB=ADGP!=*%Q8-@3B>3VU+E|>|E|3/
M6:|_C^@7RC|F15X6'O|Y;&I9;P
M%\$ \$T+@75!)OMR&;1N+3KN8Q28Y)|H5O&41?:8)97H:|E!|I@*)#3O/J+YCG MRQI4-
RWJ&S+;20;LV@_|H7HN(:?2I+;O4,T7CJ0_>|W\$GJ|WYVE"-5G%O#NC M;|G
H,*;>|@MV"R<-|4?%1(-,H8@(|@(\$H\$*(%5J=+5_5N/GT3^C-(U'?ZXU
M8B6_QO/^H8LN6.1@?|F003R)+L.HI3R|_9PE^;W:|2E;|BJ:19:|=I3;X M83|=,?
=W3;TVM,HG*Y1: ^?M|X4(=AZ94:D>%I5:%M| (UE@X&E5
M\$6RUOOLT|O"08&NU5/&?1;#UBU0_Y^5B:B+8FH>Z4_6P'/(("Z54C++,%')/
M|X5@RU,T%K5-X5_E&%C_?S/XKX1B;U';ZGM2CPQ&G@'WCG>JR/96M1U">J*
MYT,|>H"^4M+^T UT&S-OB'Q|08T6|FBL|AL5S:;+&|KTPPY<;8R|6HAK1:;
M;6%'&MDNM6&H5T*S+>S/ G:*PZXZFFUAMQ+8ZR;V1+T|O0::;1'O3CHW#DX: M_!;:%-
PLGK?6/"HFX8!_D!_E!|O|O)&BVM=)LCX_(<30-IJ,HF%|R,AWU#_2M M8S8E)|7MY|@^|_-
V?O3Y;F%-326<*) +|\$_VQ-%V\$P(9_2+,A""3V10J. MJ?7,\$N\$AQR@2'!
<84^N|U#*.Q5D"9_EJM-56VS<1|%\$UA:-E88P?#_!S|@D-'|KK4F+I'+4_B/GS
M_#_.|2YT,1,U366E(5\$ _4_1|H0NX'|M#BNZ9E#-E9@T!+P#
|QSO0DP&P0F*CNM2SX:1!^B; ;TP152(.E%T=*,P=% M5++@ (C;;E?
0Y&/YN&|E?.|AN#)|PJ>J(3=0|TRW4,U(8==G!QJ^-3>R V-
M;V|8DN)|H>T4;B@8\$J4BZ:544|_|%ZJX+IK%VJ*BTKE 'Z GX-?*(6;ESW3 MJ6_HU'
EGB<;O /O'. ^"V6*AUBZ^8U\$71AZ@;PCTPEQ0H5QUT9XRIB4O\,\$% ME2R(B,UV9;-(-
+8^&HSC/'|*|&,6DHJBWG1R,@HCL%*"AL+.|. G>*PJZZ^ ML+!|/">QU\$WO"5-
:ROR*N';2^7#PT."T*+Y9>&BM?U1(Q%>("("%(|*"A"!| M!;V5"OK|H|S|
|A0|BY+8O9=Y2DM,"|W,O3KFOK3OEMB#=#T|QCE)WP^S?| ^H()
M9YA9GX8%N=93NN=C|V>R&??KH<=#\$?RB2_M,3O0W@U|R75O'-
SU|L(@68N5Y+5H_1QDLR3*|CYRL51W/N:A;A|_|&I_!LCRB
M!UN23%X@9I2*WOFEL>U4\$|=ZG@..|S"_+COQ+VJ4,|WZ:N;P#|Y+CO3KV
M*0.|95/3DIB\$!|_|W&O3""%1"PI"!*"A" A2 BRHP140=)?W5>F|SB:9GW3T:3;
M6\$I'EQPNN|.^(1|F:30-TQ2GM>NT'O TCZ,DS44|0BD|@^J:25W=-
Z!|P=+ZZ7AJ!?!|W;N.QLP=>D,6?_&_G<<_PH0,V;:>3
MT|_|E.E!2SSFKXE,,OQYQ..1@>Y9,JG3)>N|5"!|E55K| M33T^:=ZBRTR"|*P|M|?
HHK6^O8D)>CR)X^0U,V/L3U?'S^_D@M|N*!YW0)J MXH+JAX;#R:
^R*#=#Y6_899(:5BUM5!S|ZS|U35=>&@?X2|_QW|_%_5MLW::;
M+C%M"7@'WCG>JVL<8U/'|*EK>0_|0-|Z(5|H!HZUIA|3^)&O""I2A9SQ6:|
MLEGD95N?/,AYQI0:"6W5,MBCL"-);B,*QHOD9!|Q:P4QQVU8VY*.Q6-GO=
MQ)ZP=U<#>;(=R>=&P6:7D9)K.\$OXE^26X M86NZ"-E9?DJS(/1=L!4FG#'|_|O=|S
W7Q_H;DLU*8^>"K8\$V!(5*JLF M1(DKW&YEB|I*0YD ^H%^CGY!@MSN!)I-=<.GN@M""/
N.=Z%N'%F3N+.KY-M/0>@!^B;
;U@RM#1A%J@%TT9BH|O:2\$4N49LMB;1;ZQ|0'QG<|84|_*7;R\$ MQ@S4|\$8C*Z,X"
(58R95|LX"=XK 39""7X50">|W\$GK|O)T1%KL^WD\Z)@XL&
MKT7QS<)%:_VC0B+.\$@0)04*0\$"0\$J3(=M-(FE|R|)3D:_36+TFCN"9U,1WUR
M,+X,R'F0!_-8=XZCR4WZF;'6U=OB.9-O|(V)1M8+8^4(J*'-J:F5&NEH5|7F MU-
XX.SZGS:FIE1EX|HE|:'J:6%XFLCHZE|H87Z5B:1X>JJV.I<;C/6Y9Z
M|X>QN64|ORUA=_T,IT|H%BIK4,C5JZ^B# AB*P;"2OIX,=KI';22^ #M!
MV%777M.DIN|0_X,B5<>>|!6XABZ71M_4)WG|NC# MQW 2W+%O?4R""S|#\$8M-
+;=6/"I1H>OH^=12FJ.2I29&/H>?2K;J(2WNL# MW=@6G&@)TAQ@|74K"(1C;S'9-

.1#3D\$UN5RE)TC00WE(.83<.: GCCU1\X1H@LIE#N' MDP: 1?'-PDEK :-"HLHF"!*"A"
A2 @21:/5D/:&ZP6CE)R>#A8%H\X-H3 M.KR.LY0<\U\$8U^Q%TV_25JU57DN9?(I&8?
J&#.)IRLE5RFR\EB+2,AUV/:JEV M5FY5G:%*1B)*M;-
R\VZ>=48B6@+KYU2,Z@5Z8'E.'BVSZ?"%')#-4J9:YI> MJL^,(T31+,X4-C2-:C(7I4C\'
:^IX= _5Y KFD=19H=&:4N8)@J\ ^-X%VP MG9T0-QI&'!O\$O3"3I!0%J@H*5OWY
5^..T)4'>:18K-=W2S8W!W/=^BEFN.X MM4QIH:F'M!M@6 "&E_A=9"\$Z<8(4+KXT7MW"!.
"9!FI(C\(- G>*@\$R075^J0 GG=1)ZP7U?+T\$PL,:@>.)CP6:AGJGXJ)"(B 1!0I 0 M)
0)08+C62O'.PNFHSA93%@YF8YG:99PKN?Q)/Y!AO%D-N=[DM_C"5-&@OC9
M4FK;OMJ%KJ:T?)BET31,4YS6\UF@#X:??&H>NEJDVH("I1D:N^:3E]_.OI T MG@@^*^B?
X\$4KR(TJ-QO:\$J4+M_MAX&3'2CU9@\$YQT ERCJMW*(&+;B)/V*13
M(AI7YI=)YI#1/8/'HOAFX9ZU_E\$A\$4<.)@H0@(4@(\$H(\$_-F^N?MA/_19#KJ
M2YFOE.6@|FF=@WB:1CG5.*WMB SR.DC0CIU\$X)5_#Y<:
M?/AR07|-87P:6@G'W# 'SZC)%Q\M:??0#>/G7!|K546+GSJ'ROOA0>=O(B\K5 M-%3>/10-
/E/>NC\BS)3O' O#+O4G%BK6+CY3WO\$-JMN^O&0.L)" ?XY (9)U
M_DQYQI:H(SZ"G@'WIO!NR"M6FBFO&-YU-1M@!Z@:P3T@IZ/KPFOJXO.E+

1W\$8"I7U5^|/ G:*PTZ(M:%^/6PGL=1-
IPMZ=\$+^ ^/N\..C<.:3AK\%L4W"R>M|8|*B5A1\$"0\$"4%"D! D M"*=U9@R_!C=!\$OU-
!L%ME 43U=^)^#O!#:/V3 MO3\EQ|&4QUDY=3>=)?
Q+|DMPP|9T\$;)S_91F019*>9""9U;WY?V8*1KYZ4\$? M>* _1MA-D
RG)!KTT'/6BOWO7T9A9^S=D|7>/AX1ZNJ8OU_.LM9|='A%I4ON M6<:D^*D"Z\$7-
%PBS%SJID 'EA M7Q&P4QQVU8T@+^BR 7G=1)XP);"6\$>3BGI-
T+A(<(|@ \$BF\6#E#K'Q42\58@ M2 @2@H0@(4A0 FNE!%XG=|_7)HSS5I1@ >Y>Y.=P'
5OR(407T;:5WL:VE31OT4ZI1>>U%1-=M-|7-BR:'\$ _B.)EWW&0&C_TQ6VH0GM-Y
MT|'"*=|,BT76U'G3/-1YXTWG_H30>+-SY ZK%)D)J%#T7XA+G5LAUH6&A\$"
M_Y+C7|!CQ.Z<),[N^|DOBKP+OD>|>< BF2*#6.HU/#< %Z@+X1T LS6(6(M)\7RL';?
T.4%/ABLD@5GL=FN;:8)W-9G&7*>,6XIEIE0!_:'6DDNQ2'827U MF(7|6H
MX=&,"3;:HN^/V!*L6.B? HQD??RF)Y>J0",4(IS&7X>7@=)F&X,P:2+
M'[VWJ64|I8#)8!*D*3DB?I#7IQMZ<4HC.ISO97\ (U:(%M; 9-^N"% (I/0% Z
M""9""*#0U@UJ.#(7^ %WA|DDFVB=U08X:|HOIF^IZVI+GV#==K9\$6 M^!)36%'"+3FA?
P=)\$DRS--_W+#777J^J-%+K.T_';XB|17Y,LO2+)CRHR,+ M/I|H@R!V%AOZ18H-
+H/U59L:&JVM!#M6%WB?A^*>=(J!5?4?_B(20)H+A:"@#UQ1
M;+8CFT4NN>/A=E.KQJ&Z"P2 I MZ':
I;C:2R5T0\KXLBZ@'90@QI11*)L,1@F^@^&A"+7^42%190<\$"4%"D! D
M!*ERT5S|0P+^S=ZS1< HI4X22G-A1F,3LO4;AD"2Y13G."_>4L|>HY0?(U1V!0|>R_|
<|H6*9.#! ^W5 M> _N/'A9|J+M@=2^#*BPVRXT2P=N>
I74V;4UZ=KMZAL_0@X8_IF3%9*8O.(D MX ?XAITRP|XDFH:%.NPZ0|MOR
G8""%K""U_R@=6,Q9YYYCC6:99(U9 M3|<9S:&J5'+,)|9=-P0%*!
(4*2RBE1)ROS=M*AI^E07'P,-Q8'BM%IOA#K" M'&7'093|*YC,PAW:8|C4-
G6JB3>=@O:T7GN>F1V66(5\$ \$!F4+58L82Q9_?% MA|J)H46;DLB'67 Y"=^_&T??
W|JX|>Z0 _WN=OW3%MG>O,^Z"9)O\$5LR?ZfV
MF4"Z@N%M59_68_ID_!|OO| \$Z7NUO/&VUAJ_7(0E&H_B&G<.=GUDRC3/V04"
MOCTE\$7O1MR28,/N19"2^>I%=AVG(\$3A7A7G YRJ:LIM^Q%Z49NP;+A/O)-
ME3K" ^KUR'\$43L9OR'GP+7S+W0*O6<@<\$B9YYRV9/Q78(DBOM_Q%POY;_BH
MWVJMZ|>J&QO.U>'?R|,8+|=VO\G9%Q|>-.:7Y^|TW%L_GM7!O"5?|V|9:XZ2 MX#
(:O25GS# L#N\LYL>D6^N_=;CZM?D)KK2(2>'^"+<=Z642!G_V+D-FIMC| MW\Z%LWX
SH8#X\$>_?HAKP'@ @U| #8-W'"#\$?7X7@V""EXI;7P M,CG@3)H.@O'K_>|O*.4KV48WC)
I=QDFQ-0H,30>NMC?,K:9OOGSBI\UJ,ED^ M8^?77OYOH6CU;+KVAIY\$;Q9!+0'-
R70|2I/D M#B=;|?V>+! R/?*HOZJ>K% =MJ"!H8\$IN?_R^Z1|)"^ M>!R:\$'SW!<_#OPM/?
R%T" T+OOM#Y#-|[%L|";+F7^3-@ \$;|<(%N"Q+\$.&DO
M'XG(%A51|4|/@ _=Z7/MR7_KR\OUFPMB;U>;G4G)*2DDV-D_'2:L;+(-<1-+N M?
CC.'^>AU?|_M=\$=;|IKNV76?L#3/=&RVJYOMR,P8&>QAB|>9X@SE.'M
MU3A#B8ON5EEM^U6MST3=|SRR3&:R\$A5|V?=HQ'_A|'2PY9JY6MJK9D,=|WG_
M>D_HTS1,OK%?^Q)-EF-?@NVU1,*=3*&5^_)#,-I%"?LIZ-9\$H|<92D&3F-
MPBGY&B8WY#1F'W-\$YO'/%P?#++<7Y->|L2|V"3:I;>;U;SOA-ROV|460A;LH
MI;FGD.OR/G)/VG>PIU2"|JKN2BZ<'WSPH|G<9R|M"UUWR.R8%A:9ME(A=N
M\|V_F:|V.#9|(9|XNBQ!!X=.N=N|6|82ZY|X^"N=Q<&R=K|Y_&/5TGQC_S@
MJS|3|I#4#PW-L.Z/Y<&6))#+_2&?!SW;B&(P-H EC;)<0MU0Q"R(J

MW(Z(/:9UZIN&Z%VDJ\CP% 0AD)WX=QF/E3W&?1L%I #I(1@)S0S2J@5CF0K MU')I
(\$!MY G??85F-A5U FWA.#L?CC!V&R)U5R\$W^/)=I|J9|_|B@CQ|\$H
MFC""JI"7;Y49+^SDCFJOU\NWR@Q7|P2:I|_1 M&P>'2>&[KJ,+ #3DKZNE;U#\$-
JKMPN0!#L<>!4/_K/\$!/?L/_L_G_VWK8!;21; M&W.KI#C,STK65<002
!W3U>RTDZW7DF">?&Z9ES/_620=B.R(B6((IGU|_|^M=U7I!01(
B&!ZZPS'1L+5=5^J_V^RY%=P6|1!2Q|27N2|LHP(4;+I>S|_M;K6
_D|6UG_6LQ\$EA\$X\$0K_ \M43/0G>785ZI#WR_D%CB!@'K 99|*4;L3Y>& MKEKV>L1/>>,
!4:1<*=0_#|/Y3Q/CK9@MU/:F@.WM.M^@TE".PLIK&7-|0T|_M6JZ+4U-(EL1?
%_%O3YD>U9,R+;E+4E=7US5)79*Z;J,N_8RIZX3,|7-Q>FP&!T6*L_?F2!MJ<;(M5BU-
TIVDNV)T5|#"OD#W0;ZJQ8WE6:: MM%SD8:69=MI71>&%SXEN)2(E(B4B)2*?#2*?
9W""Q: ^N9G?+2+E9N,|7^V 9 MX?/KW8A;HS\$=& 2_!0075Y5?X=NS.|YQ^/(K16!^/1,
(;&X*)-;UG2?XZ&WH
M/"8=@MCNV7|%^>";FZO=1815FO::K\$/5XXTJ=QON5RJ9MG;E*QZH71!V&S9/
MO)#0*M\$RJ+^K"4)-A82Z+ "1LVBUG57() %VI=4#8D-AQ8ZJ_O^V=((BQ&A(6J_M67?
%PR312:(K0716P=K5_L\$P27F2\LKH0H6J_BG8'4A4^!#@NVMB%!(%?D4R/!
\$X0DV4FR*T-VAYL@)&E/ MTEXY#;B&&4)ZSY0SA&1?
X1JM:PFAYB%4L*^P52E7R3Y8GOZ@-UI05/*#|KO!
M<.N&T;TW5\2K9%OA\$V:*Y|N=T#CC|H22NIJF+E-
2EZ2NVJBK+ZE+4E\$EEI#^"=K9)^+HTL>|MD>5K;L.G&/K5TE6F#7UDW8P/_U6^"Y
ME71X"G1XF&|/"FFK9<.WW93=A27?%Z.YPW83|J&JJ(VLH:>|YTUYA^ZZ&;L)&
M;|2&:+WL)BPM%WE8::8|QZNB12TO)2(E(B4B)2(E(@^^[@D%)^I/Y7EW|T7Y
M+?!QC4CYY(2P^;P&P^T(8;8\$9K!;RA?W/&|GXV64;+T',C":_L.P0'5=Q
M@S*SS6_N@<*C7\$=0Q/YT:1N6:077/4'*&|^)(N5*^0.^<;+HEOF!@NBFI>L
M\$FO:A>I9RD:H-C%H:U(A)/5+ZD?J+U114R NIFGT/TGPDN#;3? %VV@7*5\4
M5%^XHY:D>DGU!Z7ZHJ' 0:%.AN5"@7906+AP4J9ZRABB/.QS::R,(;:=T;WC
MCJG2+G(T*-0NLF9#^EOY3A)A02(LE&|>'M6TMWSI+N|K4A.N=^Z?;-06%6,
M2DEZYTEZNVNR|PYER&1JTRUEVK3|AI(\$F;19Y6&F@G?9%T;.) (E(B4B)2(E(MB
IY0_NV%KN|&49+;N9|3V1J=Z8+D/KA>!/?9,(%!D4.3K4O,@|/"H3%T?#>N=|!)H%85?
JA#N0LR!F16=| MC\$K,@A@T-O"XK,@!C\$LY"R((SO?1I7B#;7,@ABHE@P_2#
(L088'F04Q4,V! MJ>JV+8N/NNB+0FA\$X%0P4I/ MVZAR)0|+&
0%*CTWW8K92D|Y#>*\$V4(60E31&BJR9YE"|, +VNB7+WR3|GP;| M%TK2WN4HD/0NZ?
U\$Z+U@/GB0=(EGNV,J^B MW3FG|K#G>EB937S:_G?;K*19%0HYEI|L8<@XD*3#4G18;
;YH^+3D+%O27=|
MK_CL:SCT6;7+V962|,Z3|)JI^_SK*/YZFBSYE%';%D=M)83.&4(R#"P=I=#
MF72Q2PJ2%"0I2%*0I"!|)08T5(|-?|2?_N CIW"V&9WDT47TX)|/'(JJ7XV|_M6=XN@H7C*U?
3J>=|SL*=(D|?J*#-Z251%@E|MG%O?O?QYXGV|/'1^?H7_ CO/KP;;U8 8=JSU
MX(1W'FP9|4VY#*^FA|GG8WPNG%F47<=,"-\$!/?>|?'9!2OY|&_/_;8+1@^V^
M" T8PG2#^0)"%MNJB\$F?ZN@L='^1> MN.@\$4V5Q|T8N<@ZQ,+E2IMX,S!/'HH6|
'Y5'T0TD6H\$=:=&V=_J/M*N|_MUY_|J'QR|MR?
X&5_+5TPVH!!!C|I='?"|DJWR| ^HP/_Q|_|_Q"|36-2-'#3: M^-DNP7J1.G>>0Z0_K1Q&-
NCTIG?=-'@\$'Y20CS-X9FKT+GUQC|T%^,N|I M#!!NI7^UBOQ-
8)@BF|B\$&X"Z6WH.E^|MRY(WC>=)D'Z.K'|!^>FW7SZ^_|HW|S|J;ZX_?HK^?/7E_?
7'(^_A35H@ MW8SOWZ&)BI\$3 M*BQ6|^KGV_#5I<(Z"+VB)D!|AJ|Y6Y1_ _Y.<5.A0Z
!D!:_A+,FARY::N*.@|!!_J/2| #C0M^;N1?H,5B\$8")F<|%^%(.\$&A7'NCY+BI A+^\$OX?
^|X5|*&ZCD0)7->N1AS^"P9|AQJ0VB M|X1?+V\$H8=B&US\&+:XIZ2(1EL_-
%0|@;|DA7(##@:8;L.*|QG918W.U M"))/))\ GQ2<+|/"|3%#RA>2+,^.+0A,
(BI4!2N8X7^8H JW3XI#"97Z%|@66 M+/-S>WWK)+A\$SNN0L1-Y6!DHJGRR9|(?W*ZD?
-4RFJ.|'O8<.\$S2X18Z/,AH M#DEWDNY*TEVA'F@U&9^2^,Z3^
K;=84:A|5HUI7;.:L.VF313GOEAI4UV2M="|
MX87/E40E(B4B)2(E(L;D<|SZ/!/|^!#=#U0^2WP<3|17M|FN>J_O|L+L.64 MOSL/L,
|OW@S_ TQ.?N/.O""\$OX|!H)PH|PP6B@?/'>F?"#|^5# ,N|V&\$.M#RN8P|JF|8ISBJ3-S|
|/"W68\$ZU8O9T3J#|JG|_|V0()':OU;(;?E!FWG@5 MAH, LV+"|7/JE+/KKO\$70>|0|BM#?
V5HAA6?.W,F M>1'6|WH;5/!|L\$4:AU<.O"CFD-3'0X*M^&6"MESI-"V<,_|S^2|B3=E:|I
M@MFX10(_DO@D|953= NEO)8,_/3,PI-C6A?W:8'A+,,?920BU'T*|>K&KF+KR M)G@
>U"AAIXO#"W5LFT'W%i7M-CVYL;M'9C3X#4|JJ;CU9/<6#B_IV45)9+R
MGP_E'R2=4E>'|JWJUKY#U23|2X*OF^/_E|JEP/*Q-/S|H45|B:
MTPNE))2SYH:|XGZ,UIEMTBB3=LHS/ZPTRD|H6FA1R8I\$|S\$2D1*1\$|S\$2DK 8| M""
^_NO+QV=4_=_;L'!|5?D5OCV|XV6 'UPO JOJF4!@QSH9|5V)|#65/>K&*Y/J

M'ONR(K\$D)YM>S<5;J)=RV1#70#6UD6JUPM0EFZY2)<_ =ZH#0U796*B# N= M[V&+I
1Z7=T!4&4J"BC;:S*B1SUC77^B9D\$[S?J;7|M:U=VTR&M?UU[F5;: MVE[SOU_<_+?
ZNW1H:~V?K0+2KZ#J6OU"RFJ9XU?H.6OJHTVJ%~0BO-IT&'!
M:K4=Y9FF.M)M51N:DNXDW16BNT+U8H6.?TO53)!I?=GTZ)G37F&MMU!M23G;
MW^SUVR#H.W_S.SA9W78(K;_&Z6"IO-QL;VP#LM_BJ%VI:U_M2H
[SA9_B3['EK6K1\$);_&>K=53IVE9A3HMEK;X==72L#..+.Z2=%B,#@NE
MG>P.JUL#3=4L&>Y0*=EU(W?<I;YW[IT)Z.D_*NS?+J*^J^L67ZWBSKH2R:U
MAK%D2V'MLE_J43G+6LM3-*5E+;L)'O"E1J'D)Q-^M8FE8K9N"44;WOKEW_MP
#.57TBHJ=+7=5RA)+RQG>B2+F2?9!/B0%DF\J^D%51JOEUD\^.;F4Z_D_M?
DG\1/P'&3"\$Q1V:.C(*JY*2!/I;""Z[R6_78_) +ZGHFU'4L<5J\ZK:&)E5E_MG
VRY?I!&'X04"KLL;_DA":.\$2\$"H.C./TY&H'.0J6^F>K5*G:1F%,H1+=V*V
M5=/(^19RA)%D@)8S0,%4Y1US@8>JV;?54?&T94GPDN;.(7BS4YTT=[3!A8D
M:863HR75MQ<8IT/J11.6S\$+QB+*-KHOW^3\5'X+;_VH2KPI;*/IY&=WLG/)
M;FM1DU:.)2(E(B4B)2(G(@Z;XA_8I?
[I1=CC/OP<#T7I:7X&%E<%%ZP"4B)2(E(B4B)2+;@\$3:XE_M#QM0)L'RUG=;
I;KL:AHG)%A6ZJF:~K.J.SRECPC>>94>*90P4RA4)%AV&K?UE2I/^~1,R3BG
MS#CEPT0GPCV%HT1FH0Y@Y:)\$NM70I2LG^1AM"1.I6CB_YLN?)IZWRTIGYU?X
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(GCOA0@FFG<6J&[E(=!0C=1;N1)EZ,U#F/7@H_M6L
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M=BBQKJ.;WG73X!&^4GY\C2'9ZY"YJ8;_Z1!"G#@/-Y\$J37_M28&5W[F5#O(9+6"QO8
3/HMU\\^OO_?=~*F^N/W^Z_GSUY?WU1S91Z4U: M&-V,HW)TG=I5J4=?
+H+O">|V=*O&3?NHKPD3QW8\$UR9+N@HEL&#NSI_"8D_MQ11_!_H?
BH+;^+1FRSN\\5'MAUB6C_/?~^81<(CXZ6*K/QGPE9,)P?_XGV6T_M*9/L3I)L"DA^3Z24;
_X:I,J_UOSTGP
MX(TI'VC2FREP;5+W;:100"2CGO(&P.QXL^SW_"A0[HUO+EV\\X4\$M9IQ>/FPI\$F2S)TG?!C
3I_M_3_I_VGEPQ+\\%95<>#+\\ID/X
8^5FD\\V;:1.5)"5W^_F#.OWN@"5HZ7,I^~8#783/CH@5J'M#3IE0HV'8^FS!TT54
JK2^L'%@MY0M?7(*)M!/_%?<2'@TP;8!'T')9\$~<\$FJF+LAC8&^@O^!B,+YKH#M-
+B6)WJX^";_M?WMA#JFS,AAI+TFMKFW/;
K@'L9!M%!NGPN,&US(+E88\$'IB'\$&NM;W&O1\$M89AZ\$BRF83-'?PI-ID;:@^(!
MISYJE4H09JLH78J>0A"5"GA'\$0@4WHBES8>P.)JR-2ID_W6="I%^SM/AK
MMX\$33E!C9:HG:2QMO0"&1Y,U=G59@UI5@E.PIM#\\Z=+HD>D\$DIHJ=-@CIU
M&0I?;MLB=6?'Q@LAG3Z"MR!MY*P!%@/N9^;>6*_N:3JJ8HWS1@O'GL7\$;#2
M7PBZ&#MS;R&T62\\D\\EQZR*)94@)GYV+O_YAFJ1E5L">\\0-GMK*9Y%\\I;"GU
M^M2Y3T/C8Y&SX-JZ9G904H(B&<@H*2"\$U\\;ZID^XBZ\$X!%R2*D'/?51I_M\\WI_N
*.BJ-L59NKM\\H5N;^\$EA#>7-SA0C6>H9M_"^M'KF8/2#\$H%49I55T"
N3\\Q;K>|R+1Z;#/:Z=K-D\$\\,@(HOY?'2A\\#^)D(-P\\;#H4@'I
M,NWL:37*ZG'FY;!L5"O*C&>\$LGK<=15U5<#\$U_U#D%TBJG)@C;7?&_3-M,8Z
MXAJKU59K6J_'===6!%D\\I8Y3%CS%_Q:BY\\Z_%|Y\$?&|C8@Z;/KA_>OKSPGV
M\\X:>+7NG5*IF|KJNV\\IK=ZV>93>?H;JPK,<7TP\\6;?O6BB\\|%/P0R*D7@_M"Z63U;\\IV>
IY!VAI'^6&0>EJ@B\\B+4ID40"A"[H6\\|6CZ-CZ\\H?@UF7&XKS_M;)@LQZD8Q%-KZ>MH?
@\\I+W;B5SQ@/C9ZNRDI(UK>_L<=\$^_K:=Z/LP4VV1/H_M\\+~ZH+\$>|/ZL#V-'JF-
/6+_%3&&UVE!A)G&J2#L: :\\L4=>0\$F\$F>419@Q;
M!6%'RZXQIG*.ED*871YA>A&\$98J\$#I8R?O#4^W,N!*H+6&4K@\$:R_JA*!=!
M5@"5%P3T'X?DZ/1/31L@K3J7;2K0.6PQ3;6=?20Y!M(_\$)Z%PNK)'C5BNVN
MW43J8Y;#|BA38L6\\Y5;/@J* M1G?2=>\$M\\!&6WA_'R3I<
:%H;JLJ\\V5YZ_K.H\\R'%D6G>N#5@=;!_Z^Q=2P_M.UZX0R'L6TRBQ\\S|"
<;9@CDM(IXM('Z\\I9M4,8S(DD^2.30I)'VE'^[M*+O_MXJY8B9BW0(DS7\\I\\ZP#\\I==
HX\\4U+\\I?H^MX/PAGC.#C-3CI)5@J.#^7V>V_M=(G\$
XH(2=Y=&)S:9@P^/I@):9A\$0@S^6_C^\$-@">50V\\!~7SP?)':%+5#
M(\$X@GHIQKH+X_M5\$~L;+?WSAP3\\G\\7F7SO.>\$HGP%;LR6>9>(RB_\\MC1#'_MAV)H=
HJAP"N.S;_M.GV;2O(8#N(\\&T0HC^?&A(^IB)T474<@"
<<+;\$%N\\>AG^&\$)EE<2PLP1R&Q"8_M^WT.Y\$8\$)LIL._S/@\$7"RMS!
*BB#988Y\$W\\9P0,Y+3V/S""|A)/9_D1B?%_M+O_BQN3C1+;1;G)(MB-
(EC@\$\\I)6\\13!G)GA4EKA_%3-6,4D5*W;0|SZ|_RC=
M!W\\L>4_G4T_7,NE9FC5='6R3*N@M&FAT@"?9-5@3(8842_*5P4FBZ1//_M?.G1&S*0#I

MD'\$8X92D(DOIQ?S@N*.2< 4YRU6+UO;"& M2R6IZLX7TST![UV\$#@B_3NK-
+Q@H/H0+| SPE??QI: .P|PE|J&,4><: @, ^
M_+^2|1|B==6 "K@GP@3RNFK(VPT,P;PW6\$A(%JL0_W\$%),N(VJ90B\$W^
MN;B7W0Q>LO73"8945J^"+AIV?(H%R\$?:NF 1*>5NJRPRG=9CKE8A6\$@85)&
M5BC|T7'A18R|0(1|L% 'B;'CA' 2WW-!:+D@P1@QK#X%_P:P\$WRLL^6Q6W@(
M/ET+X(GK'6YS)|@FHG..Q\$U&| -H+>&=A+ |(W\$5:!=TG=&8-L_?
6JZC%#4AUV5|+J(%M3;|Q#4L9#X-/++3W5R|37 UM M^-9*N23A\$ \$0B%FO#?ZCR>;8
Y\$9P%:'J G#K4-43 &3.78!X>"| "H@YC.00"
MQ1DC*:'/<^_:'*KWYP"^#XW0F_4JFSN)KP88KY/3WU6;-PIY&KQCXL_ ;Y(RW*LQE9C
Z3Z!-!D#&<;6:'>L_8G?^U/? M;@47>UO:MAWH^D%M6P/UW*2R.-F%(K91G|E;|NZOL?
|>KH"i2?VW|)P+_:V M+-RM0|4M2BE3_LY8LI<885:H,Y|R_P
>;RX#VTPRG7KA!NA#5S\$JYON!%(M4^9A"DZT7\$3#8 JP-W2FV!C8;Q#\$@=?BL9OL
K-"4'A>4UUC|),.?7=U|SJV M4W.?!Y6;>(9 ..K;|5.\$0.&;-P8 T56C_|1>)QIKB9G(R|ZH
M"KO';|S|R>(X75.B*RCELJ%0G|M^0 *M#Y:0S-,OPMJ.;D6S|1"V"A|!|. \$F# MF-
HOIOT\$/GUZNI3QE,A5\$YV=Z1VS|3"4N?8H#7UI\$5(WB/_&.)QG;,'%B MW3Q@5<-
KX=%Y|Y>-JGSXI*8?^?"/L?|OE<^?'B3_F,*ZK^!)<=L.GRFL_49 MY?
IAAIXK5RWP0N7JZC-_#H^VX|D'_P)Z0N|SA6I>: ?HJ'|7@\$)-4=GGE MU&UN.06T-
)D"E3#B00G24.+GG(UF7B+6&M= ME"?E',((77_E>6_&&EGBAG-HG|P4O,XXV#+V,
|H&8A&|;|/(. 1*ZUOTGG?T* MU6>POG4-M_*9.;50E;|I_J_8W\$VB>;,N0--,>C@!B|
B8*)XP61EK0';*JCO M/E@JS G*_ "3D'L\$?N8G+OYXIO&9NBT|R|3'W=Q
09H'B3J>HV,9%.5D+.P'@ M/(@|C|,B?
%8*2V!/^5<="C7|)L7+ "/@2E\$5U\$L%H&K7=^E"3%|8.|3%&H,B
M|>Y*A8!'F@P!5PD!#V4(N#K3'-Z *F@M9#HK'B%0N?/PJ^KN7N:*(UQ;%;Y_H0G9\$AZF4
M)KP>8S^|W5/\$E9)K#&T\$?ZU&SSP+K%SE**Q,U|6ZMY"P8DR+F_N6G9CK*|Z M
VK#|F';G<*G3L8V|J\$FI%J*4_Q\$HZ=|PZY-L\$2>V3VL.TVDD6?1FS-MTZ9Z
MJ*^A.234'>!= 'P^"H5=E&@: @@@=T'40IH06V:R/&(M+ #H>.- \$|U>S"?[S']#\$ M-
|+=!%9TDQ1Z64;06%JM@@@9WHH)2'BT \$D@, ^ %AGWY(;* M<_1|
PC=9&,1%^#>N|OWGSJ^!W^99!S|)' ^"T/(U@*4>,-(01T(7|Z'KLO1:
MLC%| "K_ \$Z%I;2OBE\$Y=,DX@UIX#ONQ@J(Z-/NO>1AT7*)U@HOQMZR
'74_-/<>A:.P8Y%.'B|4;))PS1 M*_,./[%7YI_ \$W-TW+ VXVQ|T|+4I#@I8!K|P'NPXBM&.HP!
|V;WU>13Q2?"J MW42M:H='D+QO+KHYX
5TH|\$@&-7/\$! *J=S(WQUOW=E'QGLCY:096&-1Z*^#R MROL(73YCE P15QO>BB
K5SOG=QWZ8QOOANW0KPUZ!#|/@ |;OT78%XA|4!.N M;LYX!R\$4|YWE3(2R63U
TGC">BE:(3*@D|;Y@.H7YKX\$WWA
T/>FL?:7BOM0PG%NS;@=,7U*QN*3\$GN.P'NXD+259R@;+KXHWN)Y)C+KJ##T+<#94
ML/DF,-S!9QIDHB^K|TOK|JG\$OWA'#|YW|VY@,8|.1:23!*-.'|3KA"<,M?
M9|'CC!'***97OD:QY,% '@*G"5Z1)3G|0."=106B3(YQ5(6RA..
M:QBSN|'G_!8|NG!#J\$G3|L39\$A|%G1"AAX|J#"TD*;%XI7C15T0\$HK,CLM4? MX(XX'8')|
|+? 8F|X93|;|.WL"+_A^136RW%LSXG)0(|>#N!1YZ)_=<7#'
M6N:W3&0>!# "O5T9O35*WDS706!YZL#|!)Z%P'4|X3CN@NSQX(\$5(OQN#?B.<
MJH(ML)H6 MG"J3^)|A|F)R239%(VBD7. *,4H'|9C%H|UNJ%/O!7=P'\$UP"DX9Q?&/7AQNS
MPSY?&9?3D|BLG|W,_=C+.(Y#\$*L;HO5L7DP<01H7R=,=NBMQ8PZYZLK,1V|J
M3T26%/P|-3>)>5!2G1%3BI/_E%ANXAL=9S)AELPBVR%7F\$^T2V#V)*=I MQ!
MJ@ "Y*Y_61,%ZUA1_.|8*81\$/J30|"(&,PNYV8'1VE^,4?H|>|:X9R^&^&D^0 MR7-
1)H'+_L|>ELI+YFY8JE/A&^;(W,_) |3|>Y(IUR+)_Y/C M3=|/_@ED5YS!:OX,8,-JO>'&,V "8L;|
MTV|5WD'RB|:E^X:\$HNPG|:44ETF7V4)7LH9','CI^)'YEV)0H=*2?(K)83 M9%SLVD=%-
&_GY998Z;0%19MLP;TF-01.K.(7UV,S99SLF4P?208TS@NEN*R M6@:94V2+>EC(C'-
>:)KE O,/A=+),^B1/(FN3.|8B+9! X.2,., MWQ>)P@6VXQD5V?
64:TS|H0"X|E#M*,I69/HUT2>9XXR|A=BVC(&.L:DS%+1
M?|XZDS\$ \$"4;%CFE;3#7E87;4=3L5=-WT69D)>B0HYWK,M6JF!YEH1ZUCRZX
MCSY;\$+'UPG8M7: M3)RR|)\$#2'4 1@H#N>3(&+ON)(JC+>A0\$|45Z;G2W'66S-
+M9&;HMQG2&ZH M1P J|+;*B|R\$KPROQ&")M=AW6+
(&4C0U6'CU="O5&TR8L#X2@QH!M|.0:"5AE=VL56L;ERU4VC5C3=DI&=?OUQE/Z_<-
*\$6">|!|. #=4XF6N&8|TD)=/(09"-C|T|H"DFK @1^)|KI#%AW-4/(PL-
M,729NN9\$P8P;L0X>V|+U|/B;2WE*F,0-|>?+|S|YTQVW5^G!4433AG
MG"R_/H2N|0A(Z8=LUG9J%HZ_M_-20'&TK|0?^ (M1)Y8(!9U7:19%AWN|X;
M&+ZF!|ZQ7|QD;HDX|AUKXBN3|AB|XT5R#|4,8V\$(A-DF"=" 75@7DP|9!3FP M^,|R
MRJOUNY-I05|HRMJUB2U=XJ=U1AQ*\$J M9D.

{6A27\$5P"R\^T\^!\|ET|=3>D^N_:Z1V/P<5 M+/-
/74.7N|ZV_7@6,N*E\$^,E8|OFTXZYD7:FFRS?@J33.3SI5,G+/ACIZ)2.
MOLT>&3X++BLD\&U^0SML9JZ;3;J7 M1J8XON'.*D4 >9Q""I%P@-7*K @D-*)#;I;?"
YY;0?Q,I'6M?I\$?=>X2B;* M8IZ)+>B>_BM 4TNH>NPI4)J*"@83!..Z7".Y@&A(YWU_HY4R
M;V3Y.YWV*#*&NXC3).\$HE0!*G3/-B";>V6X_O.&LBI
M+2UU&XE=X@7<[.38/IJ;..!LEC4K8JE(W0IQEN#C|W%*K5M%?!W0\GX(#"F_)MI
VQ*07%W\$)2PG=3B)P&;26G_L5E'C4:H10ZU["MY|+RV:3#Q&MO@??I_#K,%NY*X*K&?
U\$B?43<6^PODTW;Y0OP1PH&L.""*.W#;Z9-!7DY,(ROR\$+0_)M=>C2YZG,
<>?;&4W*,REYT,[WQS/1V|B|@/B/NJ@IK'Z|YG=AB@A>DQ.H;|P;Y1Q'
M5+8LJ<4SHF2GEV;;YE:DY|7L|JCQM2]?K74/7-GZEYY720E&L\$M^LS%G4M@%D8C!+T
M^..W'D|+0Q'M8^@OL2*07:P_HLMS&?%B M*R^<=&/&^?
>)OR.S0FV*9/\$6X)B|V|O=F5%^;Z"^Q\H1^73(T8Y.4C494F'Y\$ M|7>I!C@3IR>MD?O\^?
J@+?!I)1?0I;H>ID*"E<,U&?J9:P0B> MV 28L;U.7,&Z5MS#N^)C3(IEZ\6M?/
O<"';18=YRS"N\$?'&1XH0%|(HIX2
MA%.J"YLOSBOADO(IP@RP2Y1*C>%'9S%%)+&+M.Z=G0VPBRAS|;;4/CL9+9CE
M1S(.,XP@/M^ *IOJ7:=<8Y 1H9C7834Q+|J2A-J-56N*WGJS^7+!J#JE^6%0 M-4V#L;J-
LR<>@&I?NV-G22KCZI//I&2*@W\$|+?;)HR\$*I"/RH#T!_\$/0 M/VG-1)F|>020A<|N-
6XN"L9X<+F:(A7 M^4|Q3-T9AT&4SGU@N5ELS LVA&I7-
LF^UTF_|G528_|WRE2/5/8;&SJ3D1^= M-,|GMF*TBK+M9B|@:8E-AMPF;
<1AT>)O@WC>P!*(MI77IY*2GOCPO!/-Z5)+X= FL1*B%\$1./0
MNV4N#GR*>ZYAHQO;6L8#_QYM"O3 M_.9H+IC&Y/H^GW;_CPN,F,#O\$8Z,XK^7ALJC-
UG\$#,\$N52GUV7;,-8WB*X*RKP?,PF9TI5?<(5352+O 8R)\^5O=:QFFR.C M'J#
<@6XYW|9"6'1F"A>B\L\$UH!#.!.%NL=2&
M:6RRYWL6O#JLS*LU=GQ=;4GGSNYH<'N"Z5#+I3,9.'\$1,..Q;;0DA_5)T*
MJI08@Y3CT&'OVN 5>BFT|<3-P52S5.952DEC93;|LZ+0)G-7X>M6IAS'15EC
MFLQB2;=// -|>EK3J3W_.Q8B)%-=&(M;-)LFC2)XC'9U&6|G)?5FLOWX_I
M=50EW7=0>&CYY("X!O1\$'8 ><*P2R3*G-->I^STY2F|. A76A+2_1|'@.E5 MK,
(C|J+,#|>L?;+FJ+";@C*0^1V'H()||FH\$R^O;)|V/N=Y5RS9\G;%DS1 M.4D>IR?
AAI&'99NP-P;V3I).0 ZGJXN=@KW>\$@9D|D,"=;X ME@WE324XI%V=W..=>D%Z-
"PNU4D&N2M?@MB&7CUL!FOK"69\#KUW=Z|\$H@#(M|7C:?)GRMF:|HQ&U,>-
LT7609+JJ#GVPO'R@97<1QLW0Y.:PPG/+MUV'IE\$
M4#B)P)1)!%62""291""3"\$YA&IA5+7V@7T/ZP*BRHGZ(S-K"ODT6,TE|,F3=
MI7MF<^Q^N/8_-IOKSU*2-?1.3C^M'TW6,_6+/7,=GQ@<8\$M|=ARXIORG*=Y)J
M.1&GBD=?A0|1|P/SO7Q)O&|/BR.JY|QB MN;|DB"-S!|9/#V?I%,#-
_BB5)!8AEZY)!CLP@T?(V(F^74)AP3M%J&E!.ID|_2**LXOX4?UZ%@Q0 M/>4+"^TE
QS|AHCSVU(1,NR&%F V-X990?!C'4>KB/<(J8MZ|;PUO<;F@H=U M|*T&;7<|^,XK-
U&OGAFER|2HXTLKD9\$4EV('8,YT4H:Q<:(Q!F|+NW<7X3
MFY+^#KX=W^QOW|R+TU0\$?S1SC=?-|4SCO2!Y(&C|P"%H+LWX_N|I%6611-B
M/@G6AU"N GX6;4R945ZLBOVNO958|L%FS+M(*Z M&*1ZI.|@370VG|F'C6%
|ROS|6A5M745F":N)I:I%CL9PO67KSM9/^8G5HNIP MEF2U8<-=8,8G3J
O5D*)G:X2FTZ?Q:-7(HL,MI:X%3ZD|BSLJU9/JA03UX|MFJB/ZJ.P?_,67I@-
AAE_F%#8AM>X=S!A"IA+&O)QD M>(HQBH<&-W\CKQI<24-^%DY4HWK9Z|
<3!O)R|)-2 &Z?I9K-?1)OB TVD7V<99YGH:T:>|2UD2&Z
M)IEGW5|!O(.T+&8P>+.)O#44?Z%NS>XLPU9(|GF|<73BKYO.JT?:#!EL.SZ= M?
PI=Wp,KU0G3&A/@8^POH|@('*>!&,J#"9PXZDE677C-D
M>*V96MX<)8:1N2@SBW(ZK*QV/8FG=&7|,6ES0KD+ AI' DP2ER91N1KG(%8C
MN+V"%J.;>#0I4W.,%"Q|I5".3)+WD|*Z9ZF%_0_:O:O#Q83.JGVQ6)U8<(|#
MQ^BBX5|NUP\$.>3^>TM|V|*#3|#"U1(|P'G/'B+A>MN)_2##M(N7)=71UE>
MV0|AQS JU*!9|@*O)|#Y66Q7:W%=G:U8CLKHJBNZA5JUQ?=>,L2G5CM-D9& M<23PC
^/8W7JJ=ZS>=V_4H\$-2KJ9!|3 H;.=3DX3U'0'S|4^*7Q\$6?JE&+YC
M@Y#C3OP=W|&130.B#O6TW"U.2*:FMCBX:-?BBOO=B|0 T-4Y*TFC@60(W;=
MX#."4.'#L?*|#0834|HS;5A,&=??"8\$8:|(ND?P7!"#30,37X ^DV M<1^|,
<8L<5(N|BND|D&<|+J@<=)/S_VXNBENC8%\BG=_4)M;:BKT%HTGC>
M9*3|WU+B@/6T(E?B#N|K@T\$QF 8G_ (GINYV6(Q|H5|LFZ8DP.8_Q6!=L%D)
MF>|ZW|H'<1>1|B)F1Q|X@524"Q|>YF?<%=^ILWU-.|?|CYI,'8O_0|FVTO
M2|VR,33|8"/O4HZ'(-V+)|K5^P|ORH*ZUDO%G'Q"R8:B0Q567_+^IES@Q:S=
MR;2A236|P=0L:C*,V"9#G +%U3L-L*9N\$^LS32V+L7)F&|2Y4I-|H5.2|Q) M?'
1|S|B).NBOO.S%F(027K!V#|Y+6N/P4?C"|HVAKP2W (1727A_\$8C6>

MO% "8;V'5U(T/DCS &S)%2!5'4I5!;Y:::TRJ 187Y5XL;2^SP1KYNX@D+N3G MJ(PW\$7G=

="F:S)FW\$OUOEU"!_ST=LL(9JT"YI5A.V-\$ER*5N;*DCHT1|DM MFK&OP"G1Q"4?

6W+9W,0|C1N7)'70H+DO#=#8ZG@-D M^#R?2)T+U;^@|FN^!F@?=BG|F8^O(%S-

#;,\$X\$.N:LP#7F8L6LK!|9@.0IF0OC.+;V;O@!|D MD67\$??

L'9D,7WL1O429%9|P#*;,>0A@=U\$*=Q ^;Q<*?2;7|HV@90) T)EHQ M\$-WQ<:T(-

!71M1>.#&?F\$. -2E,M/-J=SAH,7|JD%H\(!AGE9OL-B@%O*;2B MH|4%:X=-BL

7LP%J.*!4>7+1VJ.,*1J!XDPQ= M7+_\$7KK%|HW6(4+VDV/MN*(73-)?

BX."4R^,%B(O2|'1-1/L8.,8.KT*JNG_\$ (4|\$P"EN|,VYNCK%Z(-M6&/H+L)-C+K+/'=

(IS/E7>-H8E^|G|B3G&V6Z*T8=|QY60,8R#U2|C#)E2S7 M>S\$S)GV_3

*774;LZN@XL44|XS4|(T|+ITZ|XR8J#??&1^#N>:47QO|#S| M+|YW%/M,8

WZ>5=&|N36JP)>ON&N0|/'"@2#P+H^|F|Q-U%YTHJ 3B-7|LG46 ML\$Y*M*9Y?

K3.|Z7XO2^&=#IU,B"S+7BH+B*>?/6P4SQF/DYHZ+ PP*W+"|/M3X?

CRLX6KE36N1+A>7D)MJ'XOMHN_C&|E-+80|" \$TP@ERIZ"C9|/^,1&!ZBX);Y|HP))=JE)6|:

MYE3O!*4PW@O-'B=PGTR=%5%*"|D@\$US8G8>F%6FC<(-1

MBM09>_M2^2;*RN"@V,"@B=0@,H2WD^G>J2N4S 0:X50!@1)&9(%1^_2LB8:Q M&;

"Q0VB1>B!/'+%K1(M *OW@4^.\$!!@/JC@"X7SY|N0-2A:8U" T\$!X95|8,#I:&QRLCN

M0L+'K|6A;/VET2,E/(E3H?*4@^4(QS! M2?,D9|SW-Q|JB<>%;X0SYEAV:-/X12Q)4@SK/I

I@|@?Z,W&M1|1 T:OP!%' M15%\$ "W+|CT+MK%V6?|GHCH|LX6;_#&@J7A4T0%B-

0HFT")V9%G@ R4#3L&+J MG718?@+O=3UA* ?RS;Q1\$9,"G=1.W+'OA#2X\$FTOV,@43-

:46&Z?O@ZZWS*<

MQ:W'^7|H0R'<:_#NT8|RE|;!?.|+%DAD^5#!J39OBTI,=VNS)\,N<|:/|. MH%K^CKVS6?

9.!=,LJHG6Z*H'3;23TLRB)4VL92./0.7@MR >M7_T;GK*E&O^ M.K0N)Q8|

MAA!TRV&N;ME!M3G@KX^/'/'/3'U^ACS3%% C+'Y0L_!|W|Y)K^",OC1750|

MX0A/V#R|6=O\$8|H;0ETFSY66-%,YBY73HHV KB9YY/5X\$Z) S=9I3 QI2 M9QTT;{(

)O5*D/R6^DA19T0SW.7I5Z/7,!TBY63/A><3G)_2|.6BK@@|33R,-M?

\$%G)':S9%E3BZOO/%U(@;|+%E&J-B&CU#)S<|6&\$.6I&64X_PV=#6HOF|P6 MBP|

V#R(W!4#D:6F1*D'DU'WP2RU(M_%RC:=^)..H-R(VP#DWPS99/H9CX11 M#

(|K^NB381BLHAE,1|TX|99-#. &Q>,87+1FAIST:KB^YT-WS>V?M^,,PPW M?%W?

^G6XM*|3+G7=5#ML4QE;G.9)3CT:4D8T\$5-9:9% FCD8ML9JOV,FJSG;

MHG*3N2P0'YM9!/:3..HZR'G.PL|5"<=6AB-CH 1|!-C<<0_A9LW|BWW^6:# MF|)E;K-

^466EQAC1EW5_M<()!!U2D3?QG)"Z_1%C=|+IZ";9;Y EY5*F\$DW\$ MPHCF64|L*?

6.Z\$Y.;)K6LC|)HK/^LIUR1V%R7%L3M2> K MEMJ<';%34(@YRQ-WZH;D.P/:%-

V%GL1N,S|QQ!..=_I5TI3H0|*4B"?P45XR

MNX32,C&|&*8MQPT.N>L1V0>N2#:"._/&%:XS KH7KW ^/S+3C!35D:>:| ^Y M_EJXB:=-

M*=E3|E93@VL)2OR6XZVB%'|C)*L6|@!Z%^X7C|SC\$\$;3 MAP!+%2Y%?>,A5-\$PC^+-

LM0C,B7,|A5R&68W!9DN1|6("X7Y..+##_Q)/ M%UR1Q'QD(E|Z>?=\$:6F,L9K;(/B*

BXURI5|U93>;,N"*A+VC1UAVR|0N_%'0?DY=B;,_^XL)ER%8Y'4?BSG+\$6

M/X\$R76(9"V|KS/G\$|T|Z9@1;T-1ZD/>%;1FZ+&EL41DE:BK'R(3ZF@5GV

MJ2X!%'%B23VO!2GH3"?02I(K5IW)@S.1 *ASLG

MG/C<6_%X|U)G(U)Z"JOO\$_X"#LA)9R6!G>,YTDUY-C' CKR -#JLRZ!%L"^@3TZ@CTPJ2"

!%N N_8*,DA_3)R/NR.;7IWQ" MZ"=+&)HAA7^|PP'94UZ|K/B0-:|.IYBX5#

(N3^)^D|2CQ8V:#?U#"&>96P-+ M)M@QLZENB/D5AGY@?4'3CK#;M*CHH?

E0_8%Z>P'E6HW81L4 M"\$|OALX7%|O&),4&J#^QE#QD("\$V6,U(B!=J.\$N5E1'8>@P,1-?

N=P)8M**,M*6E|J\$,65/(|7;T|*,Q:*BH ZFV:0D77+8\$S&QQ,^|61|MFSC>5|HW)V#HG=G

MC47>GW+OM%MW8@B@J&=Z|YKUVB6D3LYURA#55K04(:0|+W'Y8F<^1*A\$"5> M

+H8IY1;SS0IO(;D=MT,44D,Q=W!&+L5RA1!X#92_!15PGGF0UD0|_+F|D

MM.FL!T%\$.E0B!\$OE^7WF%(MQC0|JM>SQ.\$9?4%2+YWZ5^*56<7:PN+^4/@A

M<_TIG4+^E QN\$4!H(;70+X1NZ%'^,\$_T: +PX5&'23)+,\$LGOTT4G

'36OYQH6<;7*V|,2^A9W=" MD'"6_G_\$W+^L6;JK1|G=-|_M2>|G#A\$V|!(IZ

+5RF4\$T6GY6,' MHK;-@0AZLVZH?1OANI|BLQ%6>5#() ^VV@=D>EA,Z.!J&XAZBYH!0-

+52,JAM4-Q' MHAP2BGH94;,1B/4J0>O+?

@E0\$9JD\$V,IVP|+SY2C2)ITW4\$W3)HJE%+\$G?.EBS,'0_C\$)UL

M%7F8ZDJU'B9217\$M5@LS:T^EYI<*19?252>;!|"6#"W=C._=R=)WKZ=%JJ;J

MQ9KV62.K:QHLL3L3QX5MUGM5;C|S9UZ6>+FHLYKC"Y7;7|ECHR

MK#.)0!3VRXRR^=Q%_KO!CW;:@-E&DSC4M35\$B74+MJ4.9O1M<%4 MV6"AM,4'B66|

!?)!%M^Z?KI;-RINO=Z|=(|J7G5|BZD%VP57|OTC^+BLMR;

M2B/*W(BH#4JHHW;M7/B<,OZF^.-?6"";:W?F3KU%T>Y+6U4EJXS^GH.?

MZES96N069D:|, #.>)Z#JLP>.S@9V<8NA FYW#IG.|X:?!1 45YG(5|.BLU1M.

M6N_*M=+B:AQ\$:U4KK%8EW<)I4JD-#VHD<|K|ISJ|#:3*10J5ZIN8"FJ->O:6
M6OT:6PR4WNX0^:V L:5 @:8(V=RMNG<|PAT:6P&<:H907UWD@1FX>\$OV&GNR
M5XRVIC+P:P"NHJ"JQXNASB A|57^P9<*RV3H9X^8.TJOT|=3G%?W-DIPE%+
M^>EUKUXXJ+*-&|@9>!Y98!JJ0\51|28600=X%+^M^GAG-.73==?A^\$=|L,^R_Q M
#42C\$=K-AZ'9L&44FO|*!(7S'TXEMD_Q%VX|ZYNR!BWC'&?3AQ4QKC/H1G
M\$./^(U,=%)Q4Q'N?DJ'-T46\6G|A^A1>>NFL,1-UQ#\6\B/TX8+4U9\$.&,H
M@GM^4=|HBI".BA?LC:B:PY%JV(.SP4MA-^7FRI>&@M^*PA(5S_&/6UB6X,U M-
_HY6LX07^@O?WZ%|09_TV6|H629HR,_|0UT_P3,7H0/N)UL/CI&YR&Q"|X"TO%L-
MPKL_!/K6!NK(W*,4^-CUEWS6:..QF2?E43DC_0#*=7P0(DEYD:)LTOG&(/%R5_MV|0\$&^A
5PUCO1%TVUGNZ(K8@2.NHDU4/OFN0NY|D!|>'\$Y,%6|O|G"JJ5WUW4J?,2 I"0K--
=!"")8G1_VR MWU=MS52'YL%2&'>*GAHP5T+NI(>^/6Z9@Z//1/0-P?0>JH/!P9+OFD#?
\$1AO MGPOCX)CK ^:LOFI90|4_*G|:;=<*S(F"R5N'#2_PCA ?D7A88&Z63:_HBQ4
MMS8&RN1DX\$XVWO?PE@UY8YWU8(:FS2Y>Y00YM)YA>:,|DCM<.&)KJ"%/\DD
MP\$V#8#'#WCC<(VH_Q0?72C?'_P??0?1X\$BG8>"45'P='^0Q=L*0M|5'WZWBS5#'
GG\$9DVQ:U>F&IB0G-*F)C#O*_4 M4
\$:=0'2AW|ALY|V#B#+CA5A<^V2;Z9X0AA!%4RG./QNNEL M4^,R500/!|I9=LA2;Q
%KS\$I<(-O_^-:EK5F#VR^"P6L;#;D3H|!|30S6@B|X33
M>&I>|8MY\$"VZX@/V^,N|"1_L3YV5-|7<@J|"5F43LOE|&%?PP7L|>S(>DQ3S
ME"S/#%"S,H6)L1.- MS<%4>QQL ^>8>@CBU SO#2V\$Q KQU%6731P)V
YQ/DX'#ZRD#MR+16Q?#*! MVR\$5HIS^T)CZ4.12|9@WV0>S#33H(M-ZH"=(-
=YBZ<.DIAR=?-&^1+,O;\$R MZ&M*5V&GP!E|V+P.*<70?
L*X,_TF_|3RY|"/V#C7G&,T=T2_0%I-CJN>A||M
BN*+%\JXP@BCU4/@BSAH_Z2ZT7M/+A.!#)V@FG\$-%,CUG"&51-)RRL.6^R M3;
(9/M(I(BITX^&21,^9'2R<=SG4 PS"BB6BPH;D3SWE9
M'6U%X|RH:#IB=,Z'Q,>CTD0"=+(^C_CD'T(0K?K>U_A-NPN|IU9%X B?@QGS MI&|= -
EHMXOXBWU\$(3%V#\$9FBY)B<JO"^P&\$V*,-MC63L<#R%|&Q9:O&(C<.*"X56-
E)P'#*?9^_2|P%:X)"I*^\$>-.E2 *PG=QQ M|7Q\$|97/!XD|NC3//|YJPI,2W:9I1E6
SF#=#W#|ZC_+T(LF'KL|017B7|X M,D|HW_KFN._;# 1\$EY=(Z#WC". "FXJR?
_W|9C2,/12|3G\$TJ0YS
MAC_CJ+2EB|+IFS>FM/U.BAR370BBQ"FQVYJZ'J|\$KGAMBGN'M)93.)B GVC M6-
|1@5+D98FJ8A|_1 #X*E))U|BCMOKM1.U%_(Q SKDO |RBW)M#2Z\$|^! M=^6^.-
DB3YB/F2T(OZ-4/ZS:D%^K?|+|N0(J;|!<#'-XL3BQ\$5F3A^KA@&Q M<>=-
XW,R\FZGDNFT^*. MP5C0@IH:9|I-
>S5JYE/87<@|I>"\$8*3A^?.HP@9T1@P2WLDYDD*NNRCRX*8.TE>9 ^V:P#KB>*H!&N/
M10!_@0.C3/B%?%H#|*NO*!|@>0.5#E(RJYXXGOC(?_MV)'N|K=\$3^UD24H.= 'MP#H2P;
@8D.R'^|I>|"I|# 1BZN YVVL7_Q5FI4-X/'9?:XD@9=TN@%|43/3"
M&V_AX=0);LUV@*2682)I&9\$FEU*:A !5*;9(72B^3QJ)\$C#^ M(!&\$S0P|UO MT?DR!
(L=?"(+ MK:>|8R8U.H#9K2-6)C'|+IYSC|Z#*/X#H!G@(6QKG@"WP|&QS&P@V,@+WX
M9@=D (NXJOKAX M62=CV?=FU'=K4&-
/(&ZFF;V43A_|(P^OC; >AM5%19%1J:%3IY=E(^()16I0 MQ (:* #P,LHP8S:O(FZIQH)
^=|X M/DIS^VR*JF7DM,C(DSTW|@PCYC>HA@-#OZ-DJ@|@WBI?,'?P-QK;+>@=LBW5
MKJJE6O=VS8I9A|?86_5J@3(M3K,SMZ79#7\$>|T@=66WMT++UQ0<=3%(SZ?? M?
XRO#(1NPE|QG+M&"M!|@++I92(AN+ONCWI|/47YX7G2,DIL\$=R%BML&ZT'53
M';6V#51|B#D!=0K*18G:|GW6TGH|@ON'_2O<<|33 M;0#3#%7=V'T!
|I#IZ"|V+&ENFQ>7@P)T?P(@.|*|A.Y|0=56F&T#G9'E|?6 MQ>4PIX%|. =4Y=?%|Q4;Y"
HUEL6LW(7!L|5@XJM8-I P|8C8CR98XS38X.ZALT,S%V|<1 M8)HZL,M?O&T; 'FX7E-
E4'6T*|<%"4DKX@Q>|:6Q21*L13LD*^U|RV)?#6-0
MJ8F@Y*=&+MA!77RUL|J7YU@#46M, ZPM(;CG5@^WK 9KMC-:/&A'F_8M+LP#9GP#
(CBRB,:%,'1G/C-H.)&UM MI+HJ<^MD-EX>-
G6M&8F+#E95.|4\$Z"S4CB9QAY@7565L9^M=F2)"Q;>8'2B
MAK8JK1U&WHXTI+G=AK',Q3M.XDEV/L#1Y/4(S4K=4DW|@&/OGD6F4!9AQ|HJ
M1FB4FC(7KU'N*G=)C4Q623GHIY:V\$FN'8+\$#W9!JL>4R7AGGHR7G29XO)O7
MPF0|2|7TW25H,GDH#U5'NW-MF8S7!'N5O&8'F(QGJWU;|E/=_2@"W9X3LEX
M8EC66COT^A*ZWA,^9RY#+8VT\$I-|EOGIAM%J^D'-:9!W|3'KFYG33S#&|Y M
"8Q4R>@83G8RI:.(5.75C\$ABB7+9>9XL(\$|U(6:|@TM.O>NS|YV|T|N>#?0
M>1#%PW*N|B8,T1LP3T|+91*NH.JO'M_=(R8PF13\$L(JICBKR:("D)84^&F
M*":K1A>70R.G\$C).#Z33;C^"831Y!EO30-YJ=HXI&A|!"I81N-&>T(B9>4FYD
M>G!*)C5SD<'HSF%65ZR7+6N!|JQZ/ANYI+Q=QB/+<-I39_00/L\$#8FZ?,Z:F

MQM2G5;01!UJ+J0LV[,Z=%=:)C:))>Z\Q!ZTX?+CW\O&!C&?;U_:1OP#3*:6&2
M0D:..!':B>*IA9[>,308&8DH[#4K.8PIGGC#%JO=I%GE)'?33XODP23\F%*E*
M.ES[X,WOLQJ--YMXW[S),J-69/2)]/B^!R?*",P39)-M,@='!%UQ,%9Z9:J]MU#"
fM3.RAG)&5I496;:WVZ@C&Q@%RPC^POVFO(+S1MN>Y6-WES7:UNS,..OZO;NJ/^Y
M%-EDP7WD&)"M40N-\$VUZ'7[#V6,@>/GLSF:329MK1&OK@XO+OJT.M!M&M&;
M;\$1L:T,I:3(Z6M/1E\$Y_D#O(EH*XN:ZQMC8"#&-?^'V\3;<="L?F#QW\MA1HMRU7?0?
V_!0075Y5?G0>TV?_N/,Q_4CZX7@2':Q:5S76EM'4PF@T0,M: ^ MJ&P%
f(!:ABVTO8NS&S;-8&7PR)<,G@S/GF\,A9V2RRFVLL9^N8,CY0M=&)
MMAG7FVSR9H,V=SDXHCIUD.L"P*H<@U7\O-;JP=>Q^::BF=:J5 M?
4WVK;#AEKJT3L^:R+##U1)>'6#60K.(:*Z;@*T/&!4Z"W:3B9HLIV #2P(M3+!O2?
5OIX#?W07-BNM-OWNSIC4@H\G*EL?;\$?7K!9+Y6TG\1I/%W;:!:B. M:# ?
QU+XW9UXSH_*ZS:P)F.)9\R9KE9WD;CT)OC(9M%>W-UIC:L?3E2M0+-
M\MK),4T6>|H&UE7O/8/PN/?%+S,W0'OZ4;GV?X'OSK-&@U&<_5?MH&S,U33 M/%7R;
f(4RS;-9-9/O/O2)WBG<|>XTM1@I-H NIE4+>U\$O49&HY%H ZM3\OK M)
)KREL/I!^7*G7"IV:1V& 8VA@@_?>M\$|68C4:CT;:PN/1_)OAR@T#3,9T
MN8;TUIVZLZA9KY+18"3:P\$BT.CS5_GQ&HX%H\$P/1!1K"/6*R)#[:V?VM7\$-
MJ,\$(LZF?|A>H|\$ LVD<=SQO'4; >U'"(0FOH+%V\ M+=G>S9-
JZIV4W\CCF',ZRD6-.NL1#2.6EMJ-CS-)=4H89UH7)\$RW\7(=A
M7,@GBSQED:7_8&J#9_/_=\$"CT<141^555YY\W0NZ0JL:.)!Q9R"JR;<2\$VF++:UW
X@3JP3M7\VFC* M:A\H\UZ.SR\HK:R&,D O.+9VO;25R M9H/9KA:U15\$M_41S^><=L
L\$,6*N/5:"6L6\I8RM =W0>L+ *M&4)WJ=7 V0VF)QJ@>UL MJZ.3I?|<0M+*
Z.H2^ ^JDS0;#WA9V1E'-X;Z\45H!NJ.S"(:PV\96IH55
MT&:#46A;PRI0N<%=Z,SO:>YC7(BE>'!0")SNP0.F M5&Z?Z.OT-OOK,*7?OT\$(&X\W*?
>N,_EKZ83PC4C\-=Y;A\|"5Y5'6.8>SOM\$ M0X)O71HEC._\YL;?"H'NPB>XTI9
6600\$G/5_X_0T,? !0IM\RNXC"SA-/(MS"F?RPP*/>B0TK)#@D=R2""5(<\$#.22X\$.D?
FK:?)>A?<|_10\;IC/H;-Y. M/O#+HM;AOR66RVHAP\HEVJD+,[X/G^D
X"K(+C\$ "N!HMG6@UN!P"7.0 MY-%MF@4:K\$
8F%3&:/=/M(RYWV@%PJ!|99\$G3H\$/&DYS8OX!LL)!@/:%!KT\|VH6P&ZH_/L.V90J#!
M=*|6OC.#|S6+J_9+!@9@Y9J#4|V%:|1@8*AA4LUI%XV\1X?6C#R^NU-F3CT% MJ\|@R'-
)ROB+,BTN0^0"GE@_0 M8&GMT 83SE"UX6Z7^GD
S1:CCL<@/75T\I+8;|U."F\TIW\$T*#9FNLU"_CGE U@-MYE>.P&
>JH>4VSYF>#LZ\;R.R5(%C\29#_<.N(-\$UVQ-D+74?FWX&FGTT^ M@ A4'2AT?."|
NI#\25T9A&#;Z3\VUO<*U?3J>=|V";GU1MX<1CXOCOAS79H MYM5M>|J3HGO#G\G-
)M\KF:3J\DWG)L:~0EB6&QH35&J@8,0: =?.,L^1K8\ MTKTSX1V26).1#5V2)FX\$)SO-
D9PH10.==(<29X;\$-\$^D^@X+HA96CHH\ZF M7(T7/25#6X\9VE(*OG>R#('%.CB)Q?3-
%Q8:)+74)?0AD=CV\HXB%8\$DE4 M5TN),MTC:B0VWD"B5G(NF2"" #K<#
<|BJ215\$T3*Z\C9!)+X?WJAKH9=JMBF MW1VBU|.06B;=7F(?)SIM,\$TQ"R?':#F_?
&_9+^|,%| ^ _H_86;JW3*7J,Y M&1 'VZQ@D63A\EC:I&\$7S!(YV%FPE\8ZU-
L%U)QTFT)@*M3P[%#|1\V0=OPO MD9?W\VWXZK(3"W5V0)#L|>4ZAO
7#RIIT;H2\07VO^G93B^=R(W>O7B\NR MZ"7#.N>H(%3\$1?
4J^<.+MQZ.6KU=DA+Q4E+!R5,!*853-XS80=|/7KVX7BX8
M+2CL,Z"&1%.1*#|YEAQ"UU8;|@3>="^?W4\0/J'O+!?:(-9Q&+>-BB>!S M0O
&;2UK@L>*6E\B_.0Q_HL3SC(-_7XV#A\<5F-VG\#;ZL.+8%|)\$Y#Q)*S\|
M!@X(@)1_#L^2\N&L(.F8EGPN&-?=>7R\|S\$/?.RS;4NY./K"\$ID2F1*9\$ID2
MF1*9\$ID2F1*9\$ID2F8K<.7OUGK6#T>-
)..?"@&-&,'+KC@^VNQM WY@7,37;CCI>A.U'>>6&T M4#YX\DSYXH8/RH<
EGJS@1;:@EEJW5KA\|?MYOYN*P_6,|\$|GSE3|.;4>^
M(NU^E/73/O/*;R00KZJMI*O>CFP=+4_R&MANHM:CN\AD21(|%))|L8-F\|5H
M=I"AV6S6;AR@I_#|J?0Z%!Y3\0^3<:8-/B/B^XJ/>NJ-K)5*S?ENE&*WA20
MDL3<*#\$/JO'S<LQ7T_C3(WL^LE_)|D%|2A8*#?OB\I5\|O ?VA(OF.I0\FY6(OCE2!
fDSWZ42(>GV<'3;UW+I5B2")+2*|!LA;M;
MJ%;7='6@YY7K2:H\8:KM1NZXZWWOWGN3B0O/L'^|2#A=W1CR-2ONKRN)XZ2)
MHWTB3=|ARK,F(-N8HL@,TS5-/ZJH6-5NMU198JBE20;,(YN?D9S\IVFDQ1
MU^25C#V4O,5&|=QB,LC4,D2;FD3T\T" T+A%|+HBN3\>TC6HZIG%8=|H\0L;
M5;+.WPD%9X6%>YPFE\9\A\|WD@VCP'1\$O_MQ7/R7WQVOP7^VP"A\!MY\$|H3;Z&|
<|>|RV>I XIN+;KZ9Q\ ^6\|57;=-0 M\4'>N)\$6""9)@'7K0%8U"K2.DO5DJ;INJ-
H@KW^VU(&)|SMJE'_%0CB>C=
MB+8DHL\%T37J.M5RPOOY.>\$5X|M.>KV=TR4FX6KO,5AT_C=ZBD\|MFX=|:GH\QU M?>

<)/GH;.H)KHH43|<43Q53ZH8\|_H,!Y8ZZ!>NCL.W8|O4H(%4@YX'HFO*MZY:
(/JT+98<7=Z!5NU'VKI?:5.MG|!%6KGS?E2WIMFR?\$(1)'YN">#: +K4V\$'
M>B6!8^47NE5M\&!HTI/78O+;*F?Z9Y\$"OH|'1;,%G)+?1+I*&KEGJJ7D6KNJ M#XO?
|K:MT:J(9TE;2; |3>-K\$%Y)HB62==G@^@ZG275DBZMO:N--K;V:L-
M(TE967.6>3_2T3O1K3.9GPF#Z+;\$.IF'@NCHF;Y=P-E4\A/.(MGI2W;|H
MD"Q_3!=%M60S*|JN)J+8F1HZLC66J! -LZ<;27 |7>.3&M)HB6B3MG@^@Z
M7135,@2M_+K0_5T4QL|4|6\$;LJE@Z*LQ)\$99&>#Z|J5V%\$U@6,=4(FU^P-U
M,"C<|E,28-LDS5EDCK5KJM21JVC>W7RA'?6^+BC2/GDA+!0TQ4TZU"HU/T
MRU|+V0GEN!?!0L%H&LW6XB5&ZIFH:_L^4-U!|*7#K#62=14ZA1/1N1,N4GK-! M=
(UW2L7DP?PR\,IM90W5M'1U,&I#?H>DPDKB1B:6G0VB:Q0W9C5Q<|BR;IV)
MFJ'6ALH|28\$G<^'EEX&6ZWLR&JGFL V|JH7WY/?G=!:P!_T|7|H>N|493X
M;V3GD|S|/!*^E5#JF5*J6;VT?L%94MUC24^?|G@^@Z)5"U)%&
|MIHCPU:|DSH:2W7/J24/34>J(<%|M,H*P|NLMNO7<@+ MH*4J1DTU|Y+)"
(5Q"JNIOKH5%%90062N8U7K&98WRW40|BT_NH@C7-K/(:N: M<^Z^!
O'9|/&IE//YR%.U%2:EQ!;:/S)Z%LO'6G;5U;|-%\$,H5\$|_)91(L
M;WVW5L|H6QG1M6E/1U8,JZ4;VX=+>#<'JC\$> Y\$#HFUY|J6|-XPO>|R M!E2K|+!'1_'
&I;:'V+U1^&(|'K|&;WQ#4A.:#DG5,O|FA;..%Z^B5T9M'4 M#:/WL^LE_!ZK5X4"\$"-;
|>N2|B7MUZSU5"3|_) \$DE:N*+54W-75H%LX:EYJ/ MI/FCR_O|_.7"/N"- \$Q-&
(YR:4)GVI;"7A%|,V%>K'!H M>3/N_TX6F5|2&! |WFSI<#BL?3+QOEUV.IV?7^\$/_#?
^R|Y|R<)R#\$AT0X_F M|BRSSO_I=I5WGNM/?E0^_7= O3?N7TMW-G9Q37@+R3?
X6>EV^3>)1>.=BVVR MQ;N+8 X/&XA+ _HG KXV?
|8KD7*0.OK|_ ^)VTBI:SR,\$B!2SF|*Z;AH^ S\$ _*MEZ^"?E(W-@|H',%D#-/?>B6^1A
4Y(<\$DB_|Z2W8%M|I=ZZ MP,3P_CEA)PT.P<
"/HT\$%,TD:7.W,73V|;S)\$BOERQ3&SOH:@")V|N/P<)5 MS%XZQ*.|X'SH3D#3N|UABX.L+
(Y5TP)K|UR1+T|R"N X_OY,SB_Z2|JW) MTG>OIRG8?_ |O/:#|=?
N6/L3W_!GGUT5U5|@7NS:6^Z+WL^N9A/A3OT2).ZD_M_&51AN>MS39?
WPH&G(XN\$"!GW^?7&MV0^#OP^UC|GL'X<#?"N;0*GGY1';
|*X)Q'|PT6A^_YZ|+9|O'U,*OU=!:I%7D:>YP=|- MNSV%^;/_BB(4H|)FU-<1;*S|?A|O.C3M?
MN^W;L@.:&HJ^|0#+- MT1^4%YE09:G|7TD8IT08<8".'|>3|
|-6+Z^6"D8?"/@,">0/?"D'1<">2\$ LZ5_M\$|X%=LW"0CTXK|Z@6Y|*0/_%O.?U_"N2+P_
|QO4!&56\$54TMIA7Q+"N1+" M+TXXRXA|YMQO-<*+)K\$7|/|:P8NQ/6/|@*=/M"|ZRN:|J-
;EGH%(Z(<%|XS MG'?T@THXGL3K)1PE'-OT>@E'"<1.\$|X&HX5O2>M9/S1?
HLDW8QCUPJ?@| (2602RU;G-)CGP3PQ|V MI^YMKR.O:8)NFX D*:2YY,Y|M>3.
S>06YU^T#<,5=,+CZQJ\$SXE,>|C|NR:
MQK6V"4B20O:BD)KFO+8)2))"J*0FD9SM@E(DD*:4YFJ|=P='&XLO=2/).4>
M4|G/|H8JDK9|OJR"IV;_ =|%(EC|NHZ>|H8"- 'D@8|EC_93 ML.2 N|_
!:=&VWC:7IU6Z;89VN)9#-UD#5Y#3T-M/D=N\$C9|V=#:.;)WSRQ|Y7 M|LADZWU-
!H*8=->&MPN;_2|O;_!=(W"IEH/T.'AIMGWU>' D-/LGRT!5KOM MAOG|!TLY=DQ3-
88M);M|YGT>((FIQL.^|JWO|HY_5&G7'SZ|>49I_,QEP^L8
M%FX(I"IES3%E3;5V8,AMH^5.KP/X;3U\$'QQK|RMCLM"MS>>=32JG5@')K'
MZ;FNZL.;MN%FS,>L>6H).Q=|E|LR>E!&H;HFN: "81W39\$US2(2R+ZM'2*
M'2I%M=2(X>&&R)NV:@|_5>L7|F N?"L*+"B4FL=P(>CC@:&:EHM#8JVOEJM
M1G#|TWUX<\$_.7U6!=S|W0(3-\$?69.GVJ%:%)@U2JPAM4\$UN'R8\$W5A!MS."@|
MZ4->F&=%@-42L8>#.A.,+'5@C|2A+K6X,Z7);Y)7:M&E-NRWO:<@C=2=":/+ MHCK^?
NW/M|_*CI.+|QOKJ|GXU7.TY+CX|DZA6NEF7H9X/H&G7%:CG,HWZ=
M^3"ZILNZ|93Y;1(PNBG@FB94'4,T&T+(@Z&T37J\$Q4RS|8|2I'*1X'E)I#
MZ|EONYPYB|S%YUQ|J|/%??SX^PPXSVXN-WKJ^|P0?00V=1UEYU,C=9%3+L1|=
ML@._H?25H26K;/Z4 '<\$B(UJ#==&!RX|VI2C@L4>JM6*NC@9+BZI-@UE'<#9
M(+J%\$FA84XJ'H:O&H/|A#REP6B1P9#W*V2"Z1IV|8B+2KGJ4XCJWI5J;)CU" MSY8
*UUXNK:K,% 092N;J:E#OHMS7^3)5'2;7:"4=Y+873,853I;.(NK:K M-7N9VU\$S!ZK5;X/-
WSA3MI4 M^OALC;EF2!;)F.?#;)KO%(J|8/4M;UKD%9T M7UTU=5O5^K(G\$5-@\$1TS?
F4O:PKN57FE5^+,%5T_K_V7O7YK:1 M)%WX.W|%5CN>D..%:-P|NGL4(=|F?-
:_V_%KJG=WSIO,D00G3\$, &2,F:7W|R MJP-0C'&_ \$ "%B9BV+9%
5696WBKS29&5M3ZDD4<)'(S%R|/@+I#AD021Y?@^ M_0-
+K|3_)BNX2W#3^5UZVU\$F1*N*BJ.\$M2EA+=KA2J7?/'>WVD?& ML|_
RUW_C:7A|IR%;W|_4PS9*V N2L#9KN2HJW.1ZYQJU7\$/0M?ME7N,AZ%|_
MMM1!.JK94<)|"6NI=764L%'"? EKJ6FQ%Q)6"59IX5CXB+^=B6?Y-4_Y64/Z
M4|+8)P.Y@R^U\$@3J,&N8UG&DHGX2_69V.R"*IY*6_2S

M=+9SRVA5G/Y2YCRFK>FX>0RQ\$!0USZF-W6@I(JM(X\$A+A6\6\$D2L/W9HE/=^
MRWNE\$GV>ROH\53\O)\-@5%FE>BPY'H'Q"!1.I8@5"W%G/IJ_MB\50F^2*/T
MJUSZJUD /KE'IA'<5\$:17\4_3\Z/GQR\Q<-)'5V>4^,H27ZU:CD^N
M#Z\\$_@L.Q,Y&"'+=PS\\$_H\Z.\UO#Y\4G%Z@.5+8SVU,Y#W*!;S8Z
M..Z2K\!P):ML;G2Q\IG\NHZ^-"W#<\#IG%<_Z.Z="3O_CW*PA7GX\CF\9'W9
MS%/A0;_N+9CQ_X'*Z6\GO\|L\HWEUC*N5Q&7\+-\J92^#\!,6MLPO3\$C\|BY2Y
M!;Z\LYS%'Q<+|G=|Q>|2E9X6WR#"#@E;F(5A6;ZP\$+G#?P,3%|\&_8X34\NGH
MG\|^%8UGZV@/Q"/\V"-D+C?WR_WNU5FA6X##4N'\NO>Z4\$SH%V)\3NTQM\X<_M7"
D5P\3<:%UW/"V6DQ\$1U0LDOBA3+ZAOEU\KZY)\\$/UAOC86ZXE#_BQ*_")P@_MM,?
F@C7\1^#^*+Z\|WW_XWIL'E!\JGJ9_O-^?5V0\69H?0_@=XYPJ\4\HZ#+U%J=Y<7=*^ADL5,
HMS_M3.6."K9_-;N)HOKC0%!\(>TUPUZBD*.\$8UFAF#B*;\N_8^!)%\Z\NVC'M2E/\^
M+T(Z&Y^DVVR&\X)/R/'BSQJD2AB:+/T)_J_N^BU1<>0\$L5O5SK\$XN@E+8M3
MKJN\Z6HK;/T"MH4E\H&(H^R-LC?*WJ#(-LK>*O\8.PH>Z/LC;(W**_.LC?*<
MWH@(\VP\\$_V,(O\A,Z0F.3GHO+=5"IR;_J14Z-US3-SZ8MMUBSHEOXT4=S@5_Z
MAN5)E_\JS7\3^55Q&AQ5:R=RRU^V\O18=2\JF>T/\QX.'RJML)/."7^E6N5U
MEH;JF;4T*+9_-!\^X,ND?07LDQ"T-'\^T?S4"E8I/(>^?<
(SG:\CG*|M(M#3UKW\T'X5XR\$+E\$E;34\7B%YUD"U_MF%81!997"-
/GP\CO_,RO/-2+:85DB<4E\$K1R\|+("N+@W9V6L"P&F-!P%?(MMJ\LNZW'W&P,_8\|
I9^OY%?=#TBC\3=QGE\1_,S\|&7\TP=6?=07U0Z)\+X@+M?%U>;\Q_SVRU6\U=J)
MA+QVHN*."_L_"(M@9KPU=!\X_GI3?G)3O@G(T\YRB7O9-+@6L)Y>MT"#S*90_1MB_,Y
M\|\$ZS\YKJ\J6Z>@2MP7!1DF>L,&:VQ_/2_,B2Q7O@9*\X\$IEMGDX)JHV^+*G
M,;!=!VTPU,SVS79MN,QW%SYB;H\JNX>R6^7:EFNAM(B-M?1QK,RQ\|<-WC\|
M\O)Z7EW!>JG6TB7R;==V2P+\$S93Q_XP\$Z3CZG)>CWTR'P*)>=R&5+:-.G0^!1
M+CN1RQ'5:I3+\$W.\$)56IY@@WUPL\|/1\QW/RS#.2^7_4:R?_Q85CE74P1^3
M7L\|H0%8RJ>;6\!T'S@6OL1CONLNO'QP0"FT"S.AG9O*S\^N1VAS'NKN\|_1M\!&:
<)\3+D_,JHD'RB%*K("\D,F>|T\G/T-%T^X@S,LKER>GV;IW_8G(G<&74_M\,\$#:
(Z'T3>)\5N)CZ\HUR>F!*7M(K550WV%_?>^*C(OP/3^P-3.:+-&QI7
M\I'J)%LQN!SX4*O,OTKREZNZ*Q8\$M--<0)\B\JK\$R/R8>Q_-
RG)AU!;PCP\T*N\H0ESC)NE;Y7MZYN>RO#
M\J3L;UUOX\H5J95JFOC&*0%4,4\./:4\|3S92GT\$Q1KELH=RR8^@6*-<|E\$N_M1W2?
42Z'YP2WX@-+>6WQ\!/?+0VHQ5I<'?UHQ@)7U0\F,H:A8^Z58E6HWXE+>
M1.#B66)E)K\$J)PQ=P8ZGI3>G)=L\|L\$21KDEU\|<,10D>G9R34PTW5DKN_ZY4;Y*
#NECK&X^;G4S"LKW0JF.C^"B7PTLHY.7BJG6*2PVC@*2DY632?ZARPQHL/2;F3O
V&4RU&?4WV>C+WPP\|FV>EVO'#Q\,8E2Y7S_M_1HQ@/3YP.3KN_UCR^LHER?G-
LRJN0U;F^#8@LCRBC)T?V(\^/Y23T_3<"O^-MRHKRF\?S\TPSHU;K<-
-3FX=KES@S0L*JXECYG\$,D<)(801G624RQ-3Y9)6
M#8U8;JY9667EL11@/"#. "J50P8Y;R9L@4R\K,BLJ_ZK^W/U_167XS_*J/N
M;=Z'T'41KGLHUR.\$":C7)Z:KZI6PV&0Q<;3V_(X+W4\|Y-V*U:69Z2"2>.^|2<,.E
MOK/TQ1\TP8SG6.:R)S7\|F\$'?X'QM5M_\$5E;YHNY+34'O3F+&_M\$SJ>T*1-Y*#3J-
6Z\|V3U*._@T\,OQ&BM*A>LD^WQ\|T\KQI\NB^T)4=S5@_O
M\|6QY,&QG)U&7#@ZEB_OI&8\EBT\Z2;Y\$(PVJT?T\|L):_DZ<6_GH:6^!/?@\$
MON1O9^)\9_'YC\EC+0F38IZ.4>G\5Y5:*FPJR:3=(VEMGHUMD^V'EX*)1<,MI7TI720-
2Q\!Q\A)?CN4P_E\5:*16^3?0BB55EE96%PK5:XTD=3^IX4I-/A.C
M&!\NRHK"O#_V;RKL_EF/\$'C":IX_MM5+1Q"7W?-6_6L&:'4\$I#/:Q+^Q"CW)\KT=#-
Q\39HY9M4ZFI7FFGE\$E16T_M&:OPE8_F.G3^RJO_-BYVWFQT_M8-IE63^2U;2W.MG_Y-
=U^=:3!\|V\,V'\|^%\$.-C_/7SV'5ZPO)XT\|E3YH;\&,M_P\4:7\|
I^_UF<6\LMY9QO8IX\9_M*WL9Y,9NG5WLG?CI6Z3,+7#EG>4L_KA8
M<+_C*WZ7J0RU^8)\DC8PBP,R_*%A4@?_AN8N_C^'2.EED\)_Q0O',O2UQZ(\
M1_"W7Y@G<|FY1WYPK\X*7?D==I7E7\XFPVOYHDHOXL@/G@S4(0ZV\!:+WA_M<_IE?
OE-IX=P.ZO(O=ROWG9\>P5;_<3@4YM4\|P;^&)E\W=&Y082\|+N_M
JACN\$W>D#ZODQ@P\!%J'M\|G"6<8"#ZD7GL=4\|C2X?G3SR(J)K\?H_M&^;7N?
OFTA_1LMX8#W/#I9L4.9;^1>\$H7P=0VS?QVPR'B6BU/K#;Z,WY^3B
MZ'5P_!R7"4S8&R(DS'GL(JE"V>H\$|.0B?!\Z@FIDL_WF_'H>4VE@/X,!.0\|
M?,L%S\|8CD)PJ*P2XC3=8?&_I-Z;\XQJS?J@9/E_H\#WH\?PE\3_\$2LSQ\$
M<92&4Y6&C\|K'^A_FA;K=._+5BVG(*F'I<'>QS<,_*O6G4)/UG&ST^?
O\|D!^D(D\YJN*G\ZJCWD3#RWDYJR_SW:Z\Z+8+FJ\6^J(W5ADDJ_MRXM8_U-
X^OFQ&)>9#1JEMLO"8ZUB2;-V%!\+*\$664F4^R;1:8GW49AK@CUH_M\|8_IC)KN%(1C-
@K'8(6CR.9K2XC8THST/A'I9"6DU^X\5PT'74G&OJO4^J&Q_MFLJQ*E\8\&Z4VIS4/>Z9

0X8(DJJPBCJ\$8+3WJ;H6R?%?QL.#X1JT MUN1Z;@Z"MY;2U-Y3I).H>>,[I%6U8-?
5AM%:JHO'LK+A'-DKD*)&|VCPN MD<"*JL,*?
&'8L%\$0^V8#A=\$&G@JC6J0XU>9DJ,E(2X5A8O:4C1\|3):LJRRX.W4^|Z ME,
(Z3-.T.-:V=|>P4%ZJDV' HW+*||/%T0|_%4:W:(4JND%*F|DH307'7!I3 M*-\$EI#(K"
U7)1.T5@U>+XA*,8CF+(JPTAE198::PVJQPW>@HA7WSPZ31 M#SL51K>G;OB*|2W-
567-6%X464XN/%H%, "-:9J61KCW-?SM *E;_H^RVE M=W L2,HL2/I@6/HS_.B#JS^
U4F=&*A9M=\$H6G/#_U2<^|?A#\$@Z|\$ 9ANH MED9!CXSN&Z-;FG0\,OJD3\$JU1G.-;S;%
(O!@5 JVAI%L&^ZIJ5&VY'1IZ1K MA(KNJJ"@^RKP\$JN-
J68O4P"K&KOD@L=2Y3Z*HK(BW|.WO'2/8*4E!)=1PD8)HQ(FM80=,TK8"Y*P%JUW-0
+:;GQ MH7+:CV=%B6,E41M-^"C^)^15L2S /HX2I(EK,==94<'F#:\N'A|)+">JK"Q5
MGNT^2OX)2WZV;FT)/J-7\$M92;V,X@4\2WMNT3%2AYD|Z2"O=|SG9?:FF&5M
MD'RWSD:WR!9W|Z@R9E&E|5GJP|&%13!+9SNWC\$X0_\$JMZ<^!J9^IU03^,##U"BOQ',M
MBAT/0K15?|5S,&N|S5-D18EGA>)UQ:/^!7^R&(_2RZCKYS|U%AGK&,"OH|
MH|RW+_/56JEGR76^1|%Z&|5|%/>JXBY6:^6=-5=JHBL(H\$;+XFCO(-RWE>7
MIH'*5HF=@>L^4RJ7874@YT\$.^,U&|!9=DI4C04U|JY.E3R:37|?1E|JE,.&:
MJ^H'W;TS;5)BR7"PA7GX|CF|9 V/ 77038S_#|0J?SO|_69Q;RRWEG&|BKB0
MG^TK>QED\$VZ=73R5^E;W-(MD/.=Y2S^N%APO^,K?
EJ8G6:>#)!PX^?"VBY!H%>N|T">A'=/:-2> M=?
9)VFN^|BXY0NY&&:3WYQ|F\$|^C11U0#?XIP%\$ZLWY,H8?CTAM H/2>R> MCC
@^0J/<8VU:WCP5|HOUD8OM*CE"?O)E VC,W&,N@W8"GF|@\$LLPX6R|(2
M3=@;H;4WP>^!0H.C8*YU?P|0|HOPUX5KX->8)8C2QF&^?_XO^"\$=2LWH(&|P
M0/%|V|B@4H0' 9NJ#%@ K/G|W#X0(BQ07P*%|BRJ/YTC0F|ALJ2KS##U=)| MD1WZ%(
/4E:=0_A%M_KWOWS"?+>?)0'LFGGPW=|5#N|L:|K|MFS&SI5E#T39\3L@
M^1\7%|PGT|^6;YGO^AW\$*3?&GUL#U @^G_ ^%(9\$L_)VYN/"_28*Q<'7|DNB+
M+L":P8<%|K|GP2>O((-RZM-.8ML|JK|G@ W?"9Y"U?FXM?
F&|P8BCUOCE()F\$6=.;X&N\$@H%Q0L|O&)Q.TCEH MP#|NY@:(*CQ_3;@3)8"20 D?
92(\$?|Q2|QY=%EXWYV3&|.!"+:%JXY? MT+\$1IS'%|75|J9WX
+P"%|9@PTF(0T^'N(L0SWP;2-M)?533>JJ.C;\$7 &UGEDP_L;/3Y^_D:&&K/I)<&
(,,\$)+|&/FX!@SN Z!^|7; M47RR>P;Y)6A>G9BL0YN\$TGVPP1|@-XQXP+9,(SM8EF5,%W|
9Q%R_&VX#8='CK^C#&|A;Y&N^1B M:C>>%M|2)|3>|P0%4'AFSJ^1->|!-"
|J9EFOH+++#*_VR^|&=FQO(T=O!4X@ M.M%7-^|93>"(=#Z0S:'LH9Q&/%KT^"\$
@.^83M3+|TE#|P2'D(8PYL(/-)^<MK;7\$|QBZIW X0@&X_/A2<"-V#V 9=W+5NDN:
|I=US.,3@P|!D=T|0Q2|GR6N MC?4ET04-!8).X">/N"!ON|AGDCX:O#KR MX-
W'3'N|Q57#|R&DCBZ|JDG<|H.S-"R(|7#YZ|5E&DL(:.XA##GX#|+)L1Z!
MV.BY6|:C82')073 |2"T "Z:#_0KJ|^_M5W>X<^IBEX:=ZY!F|1T:)NB(I=
M&Z3^U8|#)CZKD1NP1?# GD.GW|0A.-|ZBM -N\$,3\$;?'^@#5;,#&K0E,)ML M*)#3T)Y\$.
0|L)Z|7|NAW|N(Q1<%/:MO=H2A6MA+SR|ZL\$,|3A4W68L MMD/ECW9I\$Y,-
*KXQH0H|_DE\$|R-%O"O.XC(-XT?0@D)%1<&P6L'8V J:=NU M'UB%7 IX@'^.D3T?
97@P8X|,?QW&B'I(^|B!F|#%_46J3SAZ|E:X?T>JHQ05_|-MHF X\$'BT<:7&S|6Q-
_FS\$|2P.M@7|TQ|4PW(T./ *YQ%-LE|^/M>;W.N/ M:%E!50!S+: K^
64@.,!O*)|KCNBZ^T_^^^2375/1W-SCR8B0<6FLB-? MEL5\$HINH|!S+EC&*-
AH.T!I;%?|. *NJ1>">|?GL/N :F8L>1_Z/UX| MD1\$SO,11,L"3=9|!D|EY2VMP%|&G I?
=)>G^^3.JN7-TE|S6T1|IN%Z8ST ? MT_0V: ^ (XQ?
\$:>>>84Q(8"JGD,?/13SM8|>"O+|EAIH6&7_"QA4\$ODG"3 MK.|)TRO\$YU
)P=ZILL"QBYW7.(LXA=8C,V"S U)6X02,VV4B|<1BE*)C5TZ M,7*|/"<1TNA+=XD32=
P<8+^ M+4T-D-/@1ZC\$ _;V|HDB"L&;X
5I7\$|8E/('5|@SF'3KEG|K%|E!_B,X*ZE'I6#G|'BXG0IVJHR(S!OD,=J61;(^#D93"
MVY;X*#3/1C^@;:(9|P|FP|-(V++Z<#1.4@N-JG&J#KS-TCF^J9.%5|AR@BZ P
M#X%7,T%7O7VB!;Q59%HDD|8"BF.3WSF|5R_7NDV"\$;5'_JA;-+268Y+JD3Y?
0H+75(:9!A M16-G6E(^_E16NZ0TM+9)<^+|&R6-
&Z(JGKP#G>?|EU3DF6\$+UG<7OHM)3 M2S=+J;HY|_5M+3U;M4.)5-
&R60Y.0F^8PBTTSDJG8(C.B0AJ2-^"*2;=4@Z M%<1.8R4UJ;VZ#.TZ|X"3E.+|I?FYOG-
/W77U4F|4R&(P-S>5X'T2Y::A| MF?+4,O'U|;H=I+7G^|1|A?)74A79R09,-(@&*P\$<9
M-A|&X MRE"7/"L/+,@HH)C!/MPF'CG4UU|7_3SD:-,|2JGS/N|3V>=)^ MJY?
0,UW,=U70=U79&9|_G5'#=|V" _VNZ?I>6,|7#!&RRSE9LM8I7&#KJ6@-8 M@!)?'77MO=|
(&NUY"-MGHE%(H)|U|5*.DVO;XMTFT;@/W^X:2Z=H:&NUR MIGVK\$7
L_|N4L;@21.LB;\$T& MR!54-(Z%)'1XKAPK9?F)^!B|(#<)\$#2+-B"@TAI+RN%""2,N5
5<*)\$;<:&J M'YJ6P*+2_53:|XXJN>EL3Z 8CDW0GU,4|:8|C=.%7R.UZM>(26Y0\$S;U/I

MT4FWJ.FM"H\$TMJ@UVJ*6G\DKU"I2KD6MH?Z8L45M;%\$;6I3&%K6Q1>T%M*@I
MHRBOG=8O.YJ9Y<"OI<_M77"5!;Z+#.6YV=76H"*\V2QO6<J7Y|BBM<6>7 M/">R')=?
SBVJ.U_KK1N5H?5HB9T6\$VM3A|=;-;C-JO"7-<&QO4.BVPUH1FN
MCPUBG=4G"1U6_FHBN&@2JW+YCL-85!9C6H)1J(GC?
OM;O#EVJ(D=!N.:6MFFOL"B1+'+8!L;XV56 M&7L)"W&JP_YN;0::6)%9L9W2T9-
C58=YB!F'5;YPJA)GAY|ZAUK!OC)2B3IV M&8W|'?<[D#BDI\$K==9')C761J;A+%^?
PI"QAVSLK1KW.7J63?:0S02?*R I MK>(?|+6'K,7Z5_E(S5UU!R:5:0%J8
C2V+15JVFKV*DZ2LUZ'V;|D)W8M#;/Z
M6V26UF<6U<):>V3SB/YA)G\$>Y)XL27Q+D!M"7#G5!Z
M0'KQKW/=PN'8_I3#_3.W|0PFF\$KF3|(*1L-FS|>VI"?
MN3DH(VH<3DA7OZ59R4_+X!\$@LA3M|&I'J&|#=;WPR ME"J_.0D*G&0|_Y|B>D?
M: ^\$&JKX5_XIU\$=#JQ=I%_ZGN;D_,'->W,YY<:L8
MYNI*W(IOU:A7;B8#72*3"I3JU>ATQ2BM|Y#Z/5X/O6
M7=SKGD'3!0X9(:XO,3SR0SP'.=M.BWF%NL4"585EA19">E53%|4LTN19^4"
M(+Z|+*,7ZU3Z=4MYK".26(X;*.6E.M5RW5(>O N98WF|H"A M652,-@(+ "I+GG"N
|BD:GZ=\$C#KDG?(AM5A?1XIZJPLJH-C_1|,EU52"^2 MN46#)'V?;%<5TDM@P-21Y<1>
Q4VG<:3GTS|(X7/H;7R7>Z:7MOSBW' PO^ MFEFYSD/T^FS MNF'O|5=|C"
MS\$ _G.:919%84|PN&>DF^6FJV ?*IV&RJ%|!@S/F@O'W7IUD|1IL--2/T6;@GY MCFR_MB-
5>,4D0(,#-&,5L;^SCPNK3KYQJK--|H8\$|PN8SAD!<|+J>\$N#|0%; MI2*/61-
6X*K8HCZXG+>N;GLK_RNSWIP|VTI#74P==WT, **L2\$-|#8U52|/\$#O M0:C#"PW"?R?|
<7-AC".@ "Y-,W&DV?#R*#54C-":BND5-E5_.924M|EAMOU(M7,(XB),K@/PT"&3I;-
+E94*0."-/%;D.OU|'?)8)OP|_V.=U>AT^Z>2Y00E?CO09^ ^#&/KA!|L&%AD/B|EO?
BB1N#N8T|:V+1;J#_M,M^A4Z|!=X|E/#!/Q-H-9(&V0|VX_%REU6X4VD*WQ)
(9UR:83#=#B'*/RMO+|0<)_M|Y0*I"Q|7W5F-
RWJK'B2T|?;MC+8E>YB^N)9N0=)^G,6%GMK|QG4|Z+.X-F M* _J.G"RR7(\$ (HR|ERL4,U%
Z#_MDI"HT @DR-@*QFE2E>[MKTO>H=J@*Z96B_M<6?_*-
|%L42#E%>QJ+|&&7)G=.^1AU""|@5(-("7Z6?IFO2|A%J\$+ZV=FE
MI+&:W(/B^V(.0(!:/%OT .KWJ(G85:"T=_!M>R:|=KQX#T/E')U3' #E!/. M+JN 5?
2AKZR6%6VP(5N\$J|F#YBJMA4.VADV24\$(2BK,:/>U|"WR|:,9M,|9M
MM)50E#%VDN4|A\$M=\$|W_9BB4LWZ==L27LOP-= \$2+F+TJ W5X;IC^QJAGD;P
MEHH,|XG>M8OD8(-W2YI8Q>9U=^%X>LW3Q>^AU+\$;M#3-M)%FI6F6CC8^
MTBR%9DHZGM1(LS2:I0)M#R|LZ\$(K\$Q|L,%B-/HDAOE)(F9Q|6>)/\$R6B\$+
MG|GB*!XOG%#%H3M.DU G./C)O&%1WZ,3!|HR)"9):0?&3)V4!^|_/BWO= MOL-
QJOL9:(8DH%_.H*|2>K 2:PI)KW!M'R+SE*%KV!'LL>XAD5FJ6Z<2,/Q MKAL9UF-
9S+UA+5-Q9G8O>-*|B;Y>N|Y/\$;:-83TS?|D4;GD6+SF76|G?*%EB MBK62T|-
K>.8!MHWKQ;UE;T+AN*XW(6\$6;WJ8/0YVP0*7O;4!/P0&/T^)^Z |Y M=!2LEP|\$?
K(/P|",,,:HQN;|B'6<98K8!\$Y#.NL3)M"\$3@A+P!TFW<|0(K M'.T|EM\$7"|=
ZK|1'QP(C/X=CC2&MSD/|BV'6)K> @<8OUF#TC6W#XQC3Y;& M'"(^5*RD5)
(EB__^^;^F1VS%;^D=M#|4-?QQS4!C'-WL+ QCB3|>&"!XRX-"
MD0F\$OTN6V565ZO9S:F4IH5+|-\$H_2D#O\$TA'O=#8/|J"S|!UQ%|T'Q<7S"<3
ME!/:YKM^!V|\$C?'GUH!&5|_L(0NPO_9RXN_&|2WR9<|<)>P-^CD^A98MR8Z08A!|";
|L/VL";S'N'?9=X3CR#| ^#WP:X?:>|LW% M/?GA_C;AZPOP J,:!^)>3Y,^,9W-
=4+Z&"WH,X\$ZE2 F\$A'4D8H8W/B%>ULYU M>S* A0';\$!_\$YUK ?72P;?"
|*Z;|BWP*|L\$*^W=HD0>:E X M P:(VQJ|\$A?3%"EBWN9BXO*LI
&&\$2_9"S0&D&RC8VPV,6UZ;DGD.4?A"40Y MHL\$>HA80A,09Q@#\$V/1 /0L<;,?
4+J!'NI0?(1D^KG6H|1ROK A:V4\$Y3PA& MS\$UY03;M'6009NM !((?
IUT?'D8.:8GA;^':%K+,:L,CQZ\$ "J#D0.4Y=|^GO>6H|805^VT|_N#),8I*-KY
MAFOP..Z@J=".'Q0RW9:>_J,8AQ,<=+|H|3|Z;7Z ^O;!"#A0NV"N6!_"PJ
M%WA|TE2%1W.&8>_L0Q,F<(D0+104,(0#W %)9D-D)L/L;|D"\$EU(0=R=K\$=4 M
N.1Z|SM|BX0K|H|L|*5"EZ;8W1T.6L!OT>\$/2K,#R7Q55EAB2*K 8'6JY|O
M#UVS^_8U.&,TDW^%5UGZXO|0/^|/CK*"> ^_BP=>ZR-\$Y5>V;CV#8_H!0B37
M7./^X|N>G5U^U=T_C WSOYA;K+_G)'T6W7("34KQD1B!0/G|NC^V)9Q.*4|E M5|P%
(PGXYSO3|57K_N_-:KC;YU05%&U7|F!2O|L\$UT>WRS,\$\$1,^OOD#195 M^HVK|HJO-
21*JJ#KSF\$NOHB_58M<;4)=>,4GJT*5.DVL=54HM@ZR'-=L M|V#3ZDCARZA0K1H5Q"
|ZF| KEIK6>VA^O4"ZG|SKU"N6Z>J_ 7N'I:L8. M|Q5< @%E>7X*OB11|2,9:
|U9YD\$QN_|%9G;/F04.LA>:1V>6GZ=>4#5,G?F6OF"SQYNM#%|_*
|QAR_77YGS#SZ\$!6G* M)?
+OK!@:#OB=GKF5E.7HE*2=\$2J5/H>'Q^ZA@U2Q/29BP^@|N=D/68:IXAB&

Q+'''++^"H%68 MMVP?O+@TG=+;Tf3,-Y/VGM?>PM9UN/H9 M3G_646-
/l8KQV:#>RFM>3+4B2I3FT*B^A5WML*IS)IU=*C-V)N6G2001^+X0
M5/4RL9EBF9G\E\Z(:OM\VF4J,SI>D6^5*\$V'>5JG(V_>)EP53F<.V)5\$@
MV4I>G*I:\$YWSG>RX2O)3:R?Y6="0=&<|>ES0H':9S9R=7:j5QK4W6-!0Z204
M+X45.8X\3L%708TTH\IAMSS6=#P:-J(*5RP#R\UN#1U6IFP6=B.<77*T-HR6
MAN%_2Y>&'6T_I74R\%#LJH_-U-HUM'9G1;D@,1*6H;\$SL6.4E\$K'I7BE+FO4
M\K'B;KA\%W:KU''?;5/E:GIAYTC=WNEX1,NRP,W#0.BL8!N\$ SQEX MIZD=P\H4.1E\>I?
V*C<>/=OPHJK%'!J#=?VPEZ5^BW!+6HTK4R)+N0&K=0" M=1_LZZ?.|O| ^'
|3^3K8D^Tj:_*7>.) @G=0?_B?_A M\U20G70\|2Q*|2*)%'VVZ3@_|3\O'@WSHA.D;:>.
/P0%-'YO(O!<#3U'I MB):Y7!3+EV4/9?>-&1>E,R"+THJ\8>)-
U8J3D;C2+0P%?)J3H9)A'I&KJ6B-M\IP)V3"IO01+1+0HT?
S4/>)'3WM4H;D;NPK9.A#_JFP=AC**S(I\>7LGL;3\$ M5C6 #6!5%(M3G))E95PE|
<|Y%@5T0A!*C= M-7"5F(%|QA8S;QJVNQ+PB=COF"=G:RT9U_"VUF8"O\6<)-
-0/R8'A&;8I" M.644^_1'A0=|6>#G70IW0;_*//AY8X(XOJM).!D^FEE|#=Q'5APX6V8S9-A
M;|?@":W'G..+Q:X7\|L\$#6"ND4A42."(>B8(W702DR=_H;M\IP;|, ""IVW5400
WJV!T4@6, MR%<"(LK2?\$21>(-_|@0C9'=4@C_+!|38+3Y)ET;?PB6|
MA!0/_XHH'##%7;:4_F-;SV\|S303\KF?|VZ&\$ZN_QT\$:5/0)E?F-OG-7SF"L34 M7/S"?
//A5+OFX-D\$H7HM\X\$7R,4?(-KNZ1,#\$B81M(Y2- ?%W,#!!R>OR;< MB1) 22
DOXL20*B\B7UY=%EXWYV3,|2K4.A*OFIMG1D_'4900UBZ<3@GSZ M!<& UG+PX-
T: ^Y@|_!D#;:&^1C%UT2>->Z\I7|^YJ*(JXC5@:_^!6\TL<+P5^ M!%?.<5V"
|N3|^F9^3.2DEMYQ!6:">??A/WQ!P*AU!G(#_|%, \$GVHK\$P|M',
M\Y,XYFJQ8=%Z033#P#@2)D\|Q\$!OXS5RB!0((RW7=PS :6F M\$ _0!|
>2S@&;NZ,@T@SH3BF+9\$#|O \$FPA|7A@W>\$NP_(*KG11T!WVBB6^9L MJ(%;;!R7\$!-
_3YX"G\4GKEUG\8"+,9D'TGL"?M4_0"Z!CBQ*U5?=?!7H+ '*^Q M9/,WP'V+>;?
U0.P\CWGO&DMS,|EZU\$W+3YZA_(&SL@20#*4|(I7,W)=ZY"@Y
M&|A0,|OH;3_3YL'Y)8:L)3|6?_!'MY3H/!61:F7&="#6?)M0;H"JNSF* MB-"9,-_SU02%?
4_WF"MP==R-#B+B\HJ<E|@4ZB)/:4N;+@AS:)\$JUG M-B3DA! 9W^7Y9VBWJK@E,
(HJ,UA4N%E\MS\33EXB2_1A;\$'A1LF|M
/702!BZ=ER)8QL7SX8;|+ %M^(WKZ2Y9U=Z^/MN,81)-" ^POXC3TA8L0\4'_
MPPBE;AEZ+:\$J?S+FGKDQR\$!->W+S\3U0U\$*/_AYSHN8QV!1M8"D4,V^N+N
M6GA&?"EV29"8F'!)(. (= '#VJ3\$!'Y5!\$|,1FRBGB3/(@\>3!MZL|\$MQ81=50 MEKF(XME";_'
_&)/S2JIWM"Q*9.B-3)"5%P3@_W/2P-|L\$)D3LY(>JP3TAP M&
(X%|5TX\W.SN#>66\NX7F\$2)P62.2?|D_6..!T>;&9S>_|<)\\$1VB>=,W=W_PZO\|RZN\,H=6-
0%./O+D2> MYEJW?*:CFF&S@C#/VZXOS_G7OH!O|" \$N7|ATTO!;8'X(8&8*YHLO-|9HI=#
MA?>ZZSZC\4V\$UC_=?:>/\$SC=/:>I;J);IKJ&97.J'1&I=/@GHNZ2,5:94(2 M^,|*G?
U7^U7\$LV/"OAG2\$YP_C<'|^(*S |+>6&Q40(VI *I0KO^;1K*_|_Q, M^1UO<=?
CX&O,NWQQ\#L\$|<-8|)N#UXPND"NUBO=25EFY0 =B8Y,!!D/M7>H(M2?
G9|C;NEA1(IW0EU9Z%*J1E;B1UP5ITMF:21U;|H9!MK*K;G3YEXZ;2M
MI9N5LTMIQO*J<6Q6R8P)'-><&1,@L)+S_ZN1<348U| =PPIXC94D8>1: ^URK;L?4D4W'
M9U,M.Z:UR\|Z2>L"(&0I\%+% (DF";4<: #/*VN@|/54BVHH!R!>XY2CVCB%#%
MH1=*6%J^_4NK;*RLE; >T4AU5\! *8U:QU53%G*JL4&-XT,BJ2JRJ;%)5'GDC
MLZHP\J9EWM2QHRK"7(@_J_ (CFPJJP=P@M)UI\$IHS3>J,Y2H\$@2.SCFN:I+-+ M369G%?
S3D5,M6R896".Q@EP^!3:RYGB&20%5H*R5/|>I@ "7@O N"ZBWO<;V M>;B6\$-
IOOX^Z>\$>T4+8CNNQF,F\$|8UW4N)+4>/D :#FDQ^2PJHPS|;W"=5F
MW%2033N)NZ03*_WR.(8JL'_W9Q= M?J) MB=?78;4#^>&#_%!<)G4R^&#)Y*/
M; ^VEJS_9;|^<\$D\$.|D/(RH0(>RCH|1\$@#L0W ==V'Y @ANA9'A6'H%LJP#9 MBB|
R+:Z^#8:.)MT))I_P2\$R+; >HFV;NO%&B\&;@?>3B|>1'/EYOFUB|
M!W4XIP" T>VTS'XP%A;#@90)A(<1 I!BBR@A*[L:9Z &"0D1E919K;2 4HJ|& MZ'<)>IN%?
6!3EGSH0RI9/J1V=BEST\ -V#+IP MT,D6+M4-C> ^"2L3*EPCF'.GF0\SO24L(-_|D;NZ9?
SK.\$M6DMP%MC*|_D_Q. MM_|(>IW'_#1@EY/)Y\$OF=2NZTM\$@_*F0X_
V()Q@F0RP7,X?|M:V\$5\3 ML2?Q9Y:A+QF"R'|GN%.&0!+%5\G;*JUI#5+V.!E#8-
IYW_NF*2.CN\%,3I8;(@_M)JF3';#7/IUB;#&/80&LQ9&.:2)O")PWC(7?76HU=
|P=Z"V,O59*U=|0H M@C |G/|@3/Z6F#>?!1VDX=*9|7%M\$V/)!0B-@7!,"ID5<=Y;IW!-
CP#D6E;* M-YC=-^BYVOV;@G)1HN(7BZ")|U&W&-I
J"RSMK;>1%|LW(!\$6WNMF\1TD/=3A#|8+2)0'R*9"?|U|G>W;/, M?!M!0SLXJ#%%^P-
(^T!&UC\$?8'^!HIT>0XD<25%|,N8N(8# ^Y!O40)\(L#'
M5W"4EGB<)>A|#,.\$8/0@@.0EG#G##,80(!|D"%NX+XRP5?|<.7 MZ ?\$J9LD/BS\$.?;!
I/!#>|MGXLO/VFG(:G+D\H3;:%)EI*D 2P'G!@| &AA MTK7E_#E7'Q2R=T\$PGA;/OST

T)WFH@SC2(W299?4+P/'B]M1?WZ/8L3P#[%13"U?8. M_L7("=H/H'-
&|/U,^'IR=)&F!_R5DJ8/^S<1UP|*10"3 Q)3!H0PFH7/Q6 M5CGJ^9'
*SH/4R)TR|T>/KQCD5-/U,[L%/D53_X\$|.Z>#_EB;|<#%|}\$+@
M_PFP'1U8ZYG&G8^Z:SI;CT %VSB8C<54L>.^0^Q412| 2X+>#VLV'V.?P!3 MT9X)
I(%H/BTB-G&#<.2H&|=.< W@-3.6?&|XEVVMQ1F!_7_ECG77T<^Y04S
M'DS_OGM!9|@LX5TT>_8BN#E'FF4J'.6E"0V\|J'RE">P&H3N/S#H(E@G. MM4&
<9N\U/M!V-A,+'TZ@L(4HY:?.@E-^OCH@R|HREG>\$U?Z3MC;P8XM^/#K|
M9.%T@,/Y72/(42\$3|0,"9/PT04W(3HC6J!'_R 0B"\$KOS;FYH;R,L@3'BOC4 M!B40(_@4_
KI\$B4%L1*>\$1\$ZG)|2(8_Y@*79%SV M?#=":NDLMO1XW"\$8-Q&-A/,Z|0'PO(CA@9?
3C\$.Z"9JT)EP!!_SIWZ [F.' XV7)MACEZ")+Q_Q
M2Q,7AS"2X2|AKS;^H.7W;/Y13L4J;'.P|)U"W4VV0X!T2="HV*9|ZQVE MB=01^.*
S!L33NZ:4P.@#V!H|T&BGB4"-P)9%KPI<@:?.0B MYR9AFL"\$!.R\$@-
G>0YW((9JO#6C|E8ZR^@KON =?+KVH)M.KP)H;7K8(A|Z
M1;CM|(T)=;RB|G9&&A"FA55XX.09?ESQNZ
M"Y:73(:UGG>G_ '=NXKY9T%%'@O\$@H=/*(;EJ%M_ 'H^DU%^6H8V.|O\$
MBH^D<1E/| ^;BGO'N4>W3#&7@C!GMA 1+L\$0/^ ^EA|.Z"?20'3OX|;Z|V|RT
MC*12GT;^>^IOMX4T#6% ?H?04|BYA7|^:E|MA_ #|C1V=AW,CL3)D0+'B_L1 M'KF\$R
OHQ:ZN:&8@=\$KN1>HD|XJFP\$W)WB;K|&#&J=F|V&\$655D S'O8|Y9,T M\$'PK.
(\$VN18BKBVY:"5>,MTK97K@?M&?1;?.UDAUZ34%8\$)4E6L%B"W,9\$ MP^4|R9&Z2P7-
A+-+,3>97>AV+WJ-MQ=J3\$@.\$|YA_ OFFYX14?F&^ ^2:FTC8 M|M#;)?
@F/&5QC_%1A)8VO?6CKG64@;S"|BV#S&="|VX#|00|W>/5O(.3)DEB M-
39NUZ'#6ND_<.7XIS|)|V":.\$%GEP?7C'.=AAMOT
M^MJV7+6#BL#,0EYE+.2M4L@KC86|U4_)48Y!-W6Y)3=?KUA7+%BL*[17K!LK
M:A6BOEAR4:L=^-=7FPMPGRY V_!A!%?+84WFU>W7L(J3S&=<8NFE.=|2(H6W
M%S29_.G=#^:|OC;Q|H8^SF/^JC^L?X\$E3-F@T,E/2T16-EF0X=T.IM7I'108
M00;0"V29|K(I6Z'=2DS|>Q2RB^G+>G*QY-8H+R7|'\$YA.!C&6JN^/S6X(+F
MD^/>Z\$%OUAE3|X^ ^?5@X=-K+N:NN_X7G#.R(X3-PQLA|G;1N+5.4I=|@W2;>,+I=
MNJ#(N'?=|)S&GQ3)4J4E_O|H(0:9U!K6VM#|_AU^!>(
MIK_A7^#6>\$7T<9U4VM|UT_:'P(L,|H.+Z^X'>8Y\$;|%TK1P|H4J>L:2+/P
MYAZ\$,%)60F)U6N 6| |0#|E 26+O,0(K,Y\$ _IZ'%PJ/JEV)S!;JVS;(- MYH+4&^J;B;FA50?
&Q| |>Q\$T\$AML"CE50!|?7MYMYQB8"AH^?JMK?R|R|M ML
V80C@X)\$'UO+>KFP|7_S_S=|N9ATXG.4"3X*ND?,35E|FA1G^|7|O/D+<
M2ZHW_%0CR2&3;P1?/M!9 C>-E&T&!?L2^15/H5'DY*@_ .SHT|+6'IF_#3|M
M/3_,'2OPV+|_ ^H07Z: ^7WX2\$O;->8RUX_%|^7R=|V XP2.F8<?%O.PC|47 M!+ _J+
(%'J'C=95B5M)=!CN;"L7)JE_&R=)Q\$YOV(@LQR
M"5TKE'51XS,IUQ*T=TYVT:5">10WX|%/YIQI3LRRH7(. *G:6=6&:9|4,.U, M(Z:|3N-?
0Z9=:.=.986&TL|VHF&ZK2^M4,=5VCE4R1 M4BFME5*I5E=?P%6>)?E; ^SG^L+2#Z)
@N<9B8Q>* _|S8/|F&'7L\$ _OQZO3;L M>P/6Y^XR^,QG>S%E&3T"M40Q&'QO|@S,VUJQ6
MP?T:@P+\$.|HCM!|O2!5W+B5BZ7^? (%5%Q>&G;VYKS|(R0<"BA!=LG!VN00"
M"=Y)B)|:(0EEN9IL=(|QL=JW|?K|HCIBPXV8RS(.T|Q(8EAA';3)Q|S'2 M4^O=&|8*G4T?
%,:|<@3?K|>'?P*Z,=|N!! OXQ\$| 2TPBZ8%;PZ5TC,EV#^3\$ GHRO.GW1X*) 8'U M-
H;!QBP: ^+;?G*T+7+O9KL\$%0A;#=#S^';A1VLT\$L0=JYPI^R#\$WDAH@2Q%/" M.W+?
_ \$WVUX?_OJ4+|'\$6,M|*FSC#G.1.Q%=| CB MQFYEVO#M@|9|0F&_ "1>C>"S*|J-\$?
&C|@32,)NB-L6@RH6A2'8LFJQ1-RF/1 M9*53,I9.%BB=+%0)*.8(6VI>(HXZ50P4R7&^8:
|G|&#&:WJ=^P| |.6)|@|!E M@!|@7|%+IW9&SVRP:FDD\$?R"E1\$3#6WUZ0|0TP&|!
W6%B|&I-A?7- 5E0PX,\$D '-@/+BG*!KDUI1?ST3?SW#/_-922*<9A M6E^O?NY-
1PCR>^|=;^ .EC\$K@SQ@#7.HU MNC09'Z MXNL;T_"O<)>FBVW^<*RW5-O0FG(B-
IA|WK|H"OQMRLO2XKLLM,^PV-G/- \$2. M/L%-U;\$|RK*<)>S#U2P1^<;T)\$79GZ|WQ-
=ODS-S1Q3O))-.?5=Y*CN;P'72" MB+/VP.T_ A8;LT%=Y2*
|/RLTPW(WP3)EDLW!0,OD.3:P6/2O_W;&QX>-9,S" MI)'%;L8&P1(G:
(/EUC"LQ18=+EJ>,8=S13,&S%8F09%(E"S%)S+6IW1/=Z|
MV,SF^R8X00.DBUY|H|U>VMKS0<;YI>R>C#-^.=N-PMN|H#V_N\$/=H%@7'T8^
MAV7#X+|&)= -RWC' LW/Q#M_R=R M0T(CA&|&H;FA/*^0ZQOMECEOU,).8R8>E
RI'\$NJ98X44|>SRPL^Y#G*CV>)4 M;XIF#7%23TN2E))=\$N!5>L\$3%XQ|<2.?
25?./M)MZ9|@!)T\$ _I-MZ)'1>5Z=U0*+YT?|M*%BDMO-VP|_ XI
MP74QFW"U@)C0_ :G+.Q9CT)A?*;SD)T"?AN3: M+\$EC%5-
6(CC3XB&L4L%42E\$RGAH+ZUCEQEF(-:E).)XC!UOR#QKGH R'4%)' M%AXO
=\$X"Y5"28F1@XWE-QKGH(J6|^#;SW<,@JEXTHJHWVG.4*Q:#'9QY|KP_-.8J(U

MPJ2^*),2'X[U&5C7K!S?!*IZ^_+E|>YI,JMP
MFDA,31.]#*\$UYU@V(=5"80@D5GU7,@FF"6VR*S:WQ#*M,3^F(GDY?31_)|MT&
|^V5XX#|:500Q^X/,KTN97JJR/OGND5>O_)W',4XBW:2P3=LJ3^J=
MTE(!^HO:K3"\$*NRD4^>K8D5*K,PN=R8C09F!=3EB&=RL9GFP*@VD/#AMHIGQ
M1AQXNAO|TKZO\$,\$4WS_PRY+-+B1|:/64U^FHUXKG*|'65_*K4DUK*)/W2@\$|1_M4G1*
R5VLR|XC+=T+,,?WM|PNDV92G6N,RC33ADVS.K<)>E6E&*N!GLV/!9'VJMRFM-
S:2TQW;#_SI7%%7Y+^%35>K%#6<*1.R5QEA|#|/YDJ|TL<6_E|L/M#^:&
(+JMC%T_M"/)K-'Q1|:K>C3|'A*WMY,|43)KQTH|A-#MBRR74_*=MDU(ZNY1/P%5)
|TD?
EKV/EC+2\$5_)JWC#509T/|=RUP|7RW^W)H>0L\44R'D;FS2X55N+\$6MV5/MA)S<+X=
M*U=H0'^!S*FCC"LO1T#F|'O^JK9&8?3O/1R"OB?.36V#-:8=AEU|K%KT?)
MJ&"#5W1_T4E@!2=_R2)HUH3QZ?FAVJM."2=T3CC,V\$VK7,=W2KAX5TTGA)-1
MXJK<@+QJU|KJ%/HA)U=27XU|AZ8GF.Z9#?WX.7C1!_DL,_9ZIV.Z(#V8N9&M.:04-
%92CIVWJDV,/=)|HJ_*A"0!U?WV%>\$|0E8Q|5ID(-:\$%:FO831CM72
MCZE=7ZGS\$=L9O!;,TFA^P!N9+!=L/6F"7)GVL/?8%@-^,YD%?^6ZNGU'A0-D
M37_+Z0@K|@HX8:'#3;<(|?,!3W:OE@VKLA
MV.'2&QZ3>YP.Q<|\$V=@&U30AI&Y|Z:SIV#@Z+W7NZ.X2IS3124^_2_KW=)MZ
M_#8|)%9OR8_TZE2_&Y|@NZ%3HV.#Q&6F..X:|##V;T9?K4S+M)
(V"EN,\$=7|"U|7V#KXXH304ILS-S5_UA_4O|YE|W6,|SR|PI5&7^NXP>RM_MZ/1M_-
+:=1Y-;/N*_I(L8X5,T'=,P&^\$V0+OGDSOQ:WAP+%)2/"P,3-8>G01.*|BW,HM)*1;V3
5<;JL#_.T!/?W?4B#:'^'P8C#:_^|JPH".9GKC,&|PLR16<)!P6_M=Q43KAN?
YON)#"7+KLJR:TR5SA:G<+F+4|M;""|VR26&^'D_8!Y,RR(|M_;>M.?4|H1L;87|
<*Y(UBM.?V9=W+3Z;'1=_T9?SO,._@P8,"OU8X?N|89L_/WW^1H|9-**.<=O_M^);H_>?
OOKEY?1_RP'N=|V#Q4H_&GOAZ,%?D9Q-:%KPO@F'C",+7*K^!-_W<
5_&|!)/JPMY|DPO+V_B4RZUM?X0/CB_M_'FROS_F7|CK3S5W_F-Z;QJ/?
BBZ@B49%X:'F2_3NSWL;0*"S^R5T, #-L'|D|4M?B#91;W>%B|P*\$(9LZ3:?.P/*D?1+O
M/8KQ'V7:H",Y18H%"7%@|&:IQ'GXPULT-MBE_9/#2"|HC_MBPZH"@_DPB53HXU'E\$#S,
|'W2#D4SBM9>NN'2^R\|_?F_+30P70(5I56BZ(MB"+0?|)=K-
M0+A_*/I+P'5EN^;@DEV3H@81O|L'R7)#!Q83=ZA//OXT_M%EL4YBC5;X&KQN8*"0N?
1YT+_DW!ZT)%@MCB():X=9\$3"W%|W8Z,W;D)&YKX_M8KLA#Z=2R*|F@_6
A/LJBD)6S0W+>6+.?<&ARV\$B2V?(V@(1RM;T>RIT\$CSU_MV|5_AP80Y1C^'5&O5)6?
|Z#)-D6\$3:K<>4;4|N72.(AV.<-KB&RW|_#;LIS_M
M'>\$QB!NRVT&:%/FU'/+A,*8U^QH!Z|34OUO-K8FNIG!GV,OCKH5Z;1!53_M5+!P<=Y-
T5_A6H)18A\$X)X!&@O^9CT314JRD_O/F3(0LD%H3R311,=@:5!U
MHJY0M+L^U|CS!7|%-6R=^|82P8LHV'Y*3)|\$GZQOFZ=Z\$A^GX0H+273CB)|_R
^98>7^)&ZIO#Y?BNT5HW_ME^3,T7-.7V<|DWU:1?U2U/(X)A9V0;=!EY)(G6
/A<1<|*LFU;#|_.D_EV'&MI#_S@*Z\$|_Z3_-A^Y!
(6;8<.:6^DG:68J2:)RUZSE0|@,MB1\$|CQ%>FUV'D_M1LH!=XI<1/D7>T3HAP|8_-
D&;N|+*A(67DX!ET3-V.>E:R<.:9+K(QJ+MD*WHL5UBD\$E#PH,M@IFT+-
PDN7E<.Z19=()Y=,8R;>)-NLX=1D#P^*::|VZ=
M|@_@B|+WECK4^U%SX(^G|Y_A:#YZ^*K:5F1.|7J#KH0_M<=
GY%IVST&7|QUTL1T'/69+\$AU!_XL|?U"?ZWBCAVVVV\$Z9&EX"Q!/T"1^M:'.?;FY0\$0(DDA
^"1TH=K*SY8G'(V+A3T|ZQ2%(KY@GO6W_MIP#>X\$!|?K.X-
Y9;R|A>44L>H8Y'#/DGQT7!|"#V+Z|7*7!AN.41O|!6:>5/;
M.|&9IK=93DAHTXW@H2"5Y*E1A.Q(LL4_3Y%_X|'R/QR-C)CP.3'10"
MYJ)DM|+I\$X+-3D#,S6^_W*L6/QCY1"|H|%:2R-"MN;&,_;K3_D+?B#@|_3>M&?6|?
|2(H!3L|TNPK)+F%8\$3F;G!_T1@D|JREGF_-UNX@D*|J%WY&J'E&O=MF|.*"8|2XY^E?
Q5CA5.<SRFKG(B"<78I;1&H6;C?_+26:&U^>P_?KS1J_MSY_|L'4#?
SH>@D)KQS|6(S73>-|N8O?QQABL7"W|)(NN|0NWAI93"+W|7BB_M0ABIS/BGN;G_-
|78B4,7!_AP_0*9;17I,F141!U&=::PD'C8|\$9.0LTEA_M)N4X&#R:N+!C%|OL(%
H05AV)39DZ2TJF0A)C!+L+:8OJ>"\$Q\$;B_4=!FO|
M6/B|'U1ZS+V.H22F_TBR%CP&8V|985U>4KM.ZV5#F65^L|',KTJ9GSJ6^?6C_MS"|
|AY#5UN4C*|7W"F@6!'R&OWW5_M77,#1&?
^:6(|END+RF|KZ,J^|/|<>|V"|"\$|VGOSN#N|/C"2C4KS|N,Q38Z9*_MTQHQ53YM?
(.E39G(DOK;RANHEHL;-(TZ&U6N.H!-B\$7:|H.B:B>UT0L,1_M"SL|AVIV*JZZVF
TT<:6;=K_&N>#9W5L*&?|4?#(RN|?K*-Y3LZ.?0|>MX_M_6?MQ869UA.G-
4T/T7Y#XXDWIT|.:%80>#A,+1=R_0GD>;L4N'ZL4M\$#)T>MCJ&|G+E;-VD;:*3:'1,|C\$|
(RH;#)92KEW8@0NQ\$YTZ2RY\$5XQGV"86C!N+

MK4OFR%KZ, _HZD^D'(8(% "6D:SPZUJ/A>KMKJZ41=&3C+75X);02X3^T4MZ,
MHH14Q!MH?/OC8C(HCI=RWL\H\$WB+ "'2 \$/:70 ^0A8POY@&*@W)X&568-S
M!4=/IW4^JFG7X.JP2B.N)<+YI&H^)W\H7&:6W0_F@L(Z+%J71)M\$8H\+8(
MQC+\$SUQ8\H>U2;M-D#T0MKF\ KW((VD54GB\$?9>0\(:T\$B(%8S(P94K9K6M\ M?
D2G5QN6J07)/>.TIV M8M7R, 8,%V;) "=V'GO;(VE!@Z8L#J6WF6G.X!&AHL&UGI
HJTL"HUQOMB9ID(M_1<'Z-?
Z4H8J2BWTU3(^919\$&4Y\$D/E\A+S^WG3G'*C=T+UNTZPWL;4JT-
0C%!:&I&_P^3/XH)O\$?#'"\$O^YPO6Z>:/;"U MWM /@3BL0Z#6PZ50I!" \$:T/X-DWI?
X__M_(0!Q5@N")6)-?*,K^_)#PG^ MG6-M:6L_!KJ)"KGU\M-1V*>+2OU)A(W)BN(SS\I
(4^:=) #GMHZ!U_T'A^# M>@,)&CL&6\$DE\7=T7.%S4'56\&T?:U19K5G@G\$;J./L%90?
L709W))EITL@J?;YW'^4\H\U!:= M0ROK5E1E=L<^S3^,9;WVW%N+6, M+JSQS9?KX?
O36'MO8W4@%# 'W>-(+2 M:*(EH%\CF(#A\A'27^!20K;L&6*P?
M5(>N/7\&OB#HH'\$=)BPI /L.%_3 MPM'H*=((2;TY7XS?JR.-H;T\G-M(EY@.\$4@Z,..?
MG2Y?1QO^&T-2HX%L^F'1\BH^S++B35ELFH5)
H6/7H.@T)_VCO2V^ ^L*E*C6Z\.#5^H)JX7OWF&00EKQAA
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&#LCI?I61N\@UCDRTED4,.?0U=1" :OX!9OI\5,6)*\$\$(C/)93#C,AA41!
MZFC=,@B!*+!PMRR9"&8) N!M1MQ\$)&\$A +/(<\$8"DSXCH8" 3"@B\H-NVCN-
M02I4GP(LZI\ + (%F>6H8;100"H2/37'C1,5D^;7*ZS!1^)G'TGCI
@6)U_1EH;JA+O(FM_JDK)C:.,6JG8W\>>0)1\TA2\:&7^%7? M8#?)
<[7>CPJ\CIL\GN;J5HYE\$>OL\VQ@&X?K+8X(I!1E<"HTMOJ(6MC"7 M\$8\&V
+@TSI&>M?U48\# VT%*8YYM\GAJ=[&7T/!> ",7RL3WX"(') NSC M80)L.!T6\O)F2
T5.XX6@|G;L1(1PM='G%?XTT1*8R^.[KP]-P7W\LDI
M\$N8#R85G.;EG0'=91SN%^4JW!>_ 'XBP&V<5X*U+>*MHPZMAKL%Q\2S_
MY&S=8AS'9*/2@5Z>8YY@K-Z.W/+AFX1S\$=?;0YA2X=7^56X:E-)K=KL<;E5-MD?-
+"ZCDJ90F%X?^6_Z.(YOT(L=J0SCL2N\BY\WX4@&\$A,0:;C\Y.JLRL +&?K&P14H?
B+36W'I.:@I M'4DFOR!U#(!N*Q&\6(U(QOJY!@A MNW"Q6=0,^80*43%=^@F^1**
MVTV\HN4+>2I7Q;N47,@1P/9K3"\$&PA?R2E28GK\>VB\T<;TX):A<"D)'3B-M4N&-
:@/?;9:;)W6N\7+]*J)7 X;%?;.,10ZRG70X9.O4OS<3A.\$6ITNNW+L M 4_FLD;75? !-EDJH-
Q4D,V)N@\$+I#X-.PO'H))Q=SO(S>5W>+R3H@&AD
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EB%:TZ(7?57L+&)V4V7@.ND)&-(J:HP,J)3_Z_0GCPX%WP0JFB%C%J.\$5(4<-X)-&R
'AOI:B3F\+&Q58 MO!,A0T%C,L\WCM!:TR7A!"P8>
H\HC(8I5<\$SF:F=+PS#7%MDS3%WLY""0YW M1P#@""J@#C_':HJA(<\$%7A(=R1NX2A1@
W\A.MN\>^9J\9H6UBY%,+F2)?L) M&+\$_71\$1%^X<)!;.*N0>>[X*4&#(?5RL?
T..K_NSC\OE/#S\]H%<>G"5%6SSW M"\$+_OWUA(QD)/2/ZI_XK_D=?
J'SROMTOD^A\=)(\$ "9B*0>B2!UY2^_X MYO@H@SW\$3&0%J\$ R?
28M6X2(^0@L.G>XZ7@*]\@L,\$9\1S:(\@ M?JFS\RY\MA'S-3-#QZ\-%8@>R'>
(#^3..9JL7D\93X5*_Z?Q(K_8\DB@A1\ M9YO_-O)\VCISP8N*=
<9\$<\$&\$N(V;J(T\A!RT'==K\$!!3=P>'\$7CC00"W\;
MQI\4\#U0:;+P#/@ZAJH.@\YT#S\$W'X^NO9:Q\K++\!_!SC1\!"*H\YLO\$P
M+T^XF\N\="3%1\U%9%GON^>W.MN#-#7CVXFOJ, M6A>(P\$ _<12=SB#;#<6U!UZ;>
NY^ZC^J)L6:8P#IP1=->/,+ #OWK&6Z/;" MMW!-M \1%DW80/H"(3L"*S*G;3\X\$2\UNO
W8)GS\0X;!C0\H+D)'@A-J@2K9HG#1)H+88W&\$J=@&=;JBWV
M9G%O++>6<;W:5P_O4%*O\4'RHAJ<(H5'Q\W40Y::DV;>DGH3A&X;?BG?R+I M&:
(Q\>^&[Q\(_PQ2=XJ9+9\IDJXB /PYAS<+?
*WUZ39&=K4%#OG82N7.,N"V\5PD\SI\NMO8R\V\I&_QH\Z\O1V/8\MOF.
MIS5T;/L\W=T>N>TW\5NFMYDM)!\$Z9'2<=/KM+GN>OT6L.I-JU<'(BWB
MBNY9\9ZWUM8L0;*T,+)+X\G%2J>%/%23V,5/K\S.J:/WSZ58FNP_RNZ_6\D8W&\D,&\$D
M49+%62YTL.B#U1*C7GC)(IE?+7%@\9(3P?8B1K7IGT1#:F+5=>4#3K;?":P MHI
T0WJ(LB'V43:4+E9=4S80CQ+D0F05\G\VX!\@\$L+\$^;D%9OYU-#6\9Q;
M,X('+DXM^R>4\$HC\CD)DOOVFU(?")Q) '0CK? =,E,7Q\[\$#L\W\IE)J\WGN%WH M@-
\$R=\055N"T3(-K3A;FGO'ZC*A2N.\3HQ94HB:Y\DVN=0#H=9*/JOTT10-MY-
+,WPUNUNFJN))9@>0E373+K! 1Q@J1"A4B\$C=6B)0I4FI=QJM!+?LW\H, M+&,V=>L?
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MXURL5!10_LEQ\$R,=U-XC [FBMY 8XRP"OES'SXQZ9)^D@:LS?J%M?!!/KBP
MYHJZ=, ^Y7V^, +<+9/(@AW!">LF4B"WVB,;WISRC,+.G3ZF5*!+Z,L>6
M*:QSN<)>B%IIB):+;IAW!CB:F-Y!O_@[*?%.DKJ*U0)-;N,O!:=.55LW1G-;) M2K+Q-3*KP"3"
(!B(-6,K,*@:S*31-!U!ODZ,CW?;Z+4K=|Q|&%ZE1**KT: M^=XBWP6U6[ZKA.]
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M90"!&|HT).G/\$W!N*LBF?83|P>Y.R!|F_.8<2^Q?_ ^IMUY?G_&N0^_VZ7HXQ MH^#J.-:|5
4->1!N>*T M'1.DHS!!G/)Q,;GQX12Q6(I)LA'80(_E8I%Q_-F@L:5RB|LN* WW73
M|ET=Q)W9<5@Y^<,JE2>E^) M| "4JLA6V9C*! ?V:EI1'+WG9> %\$|6R<(>
|NFB>.D3NX\$E?2*CG2\$_.0CGFK% MTK(OZ@PUZEP=B9L\$RF*:. "F^E^Y4;
|RFWVQW|)L2Y75'F0;UOHJX(%/M160D M*CL|= ") ^I>> !DN:T4 IP+E2^AH5<_,A% P
_&2#&X|WE,|YTC\$GF_I11RC MRIY.R^=(PN!|F:..&O.!\$)\$"/1YX#|Q|:WKWY-
+,60'WYYMCJ(A+SUA-%5XUO|4+?5,L,=|OS'Q/=Z|0&\$%|5. M-#T-
XGZ|NM5_5M4|9+Y'(N3""|?A+:1 CLE7,O:\$ZS9|'B1?*|@ (Q^0K&04S MZS91/+2TR
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CXM;WSFJ_6:Q>^2 KSEL;N| |=V)"=EVA^P|=Q-G;>6(O(3W_HYQ"_\$,5Q
M#UM?/>9",=|5ZW=>|>Q+=C&0K5(GX!8.U|53/2E@SL,;AN#5SQ:/S0N'0(
MQ@\$RI+TL2\$, <*1%D:7PJ/N(+ #Y|;RXD<|P))%XXD>KE%K,9'9P|Q"65IGRW M)3P-9C?
&GLSQ32^T)_.|OC8WND5'JC*WKFY| "RWY>KWAG CFUY27^8'T|NX MYGQ+9XR"";5
WA/1FP;D-S09ST8)=.L0=>_/OZ|HOTG89R.>9JE|=BI*>_7
MVXTL&Y=5>KM^FA5RV;*J#E56L|>EG4(V^"B&|8>QWKJ|>TP'|P|\$@A4C^B'Y
MN|O|V-IU|ES|@:(9""71# 'IRE| "3'%.N U8KU@&|XU8PY*I\$&S(WU0H6+P|K
M8J|@O&>H=-V='X:98#,1PY&8|J :>.P(WQ<+IM)&;|3 ?>/X(|.2+ @X.C)W9
M7M>L1UY7|ZFUM*OVOG" 9/H@+<"^G1(?+27V?-#2C-8(@Q>.MNY91P-
9#QW)9U.%^\$|Q1Z?201|7&RV:""4 M@7(RT.V\$F5FI"3.C#)SBM)E9J6DSHPR
M>*G:.*:QS#72VU8U CN6'NU+T,25TI&1CG)*Y^ 'M \$3KDG8J#2 ?
<0IU'@6\$V26:EA7_7T MN12 -M"=>G\$XK+A.*JR*HO KHA|JYT0G\$%*=S\$Z MH3B.SD#
|Q_K"2!|1WW,+.B&YAB17!5 K7'DA(S)U<^)9L?%-/6D>;M|?_1|6
M;CSH|A_&AGDD)1W@LOK49UV/;<3&:B|;KB^\$H7OWD1N=G9I:1.E6:+M5X
M%YLLH:W-19X|NQ35PN#|(Q<;J'|H@8L|<%&::F-Z|7@5#"UP40"-*HQG|:@U
M""VP\$9..ZE0KGZXXC2OA6P>|KEQCLW5M6*=G+'\$42=3'HQWN8LD.JWX&L|\$.
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M;;H<'0.P_SPL X13G(E28TP| |&2DW.2!G0633 VR| |3 5(OS4V|K4/(2-U6.
MWGLZ|&.Y!|:%G(|*Z^=2D:=RP8BIK7,YJ(1=LF-G@U>GDY:LB&|G063?3BTM
MN9EJAR|E*Q3ZQ|_O,^Z47+= \$V)|*H)|J78 MGE__B E/A AB;J2HMAK)F6)%
\$">S_ |OF%5<##I >AN*YT.6'H7:#PG>0^ UBD?W43^,-+|V\$7L#+?9'
M0>W)=7NZVA+*G" |0;;8^"Z0|>GZIR:"FBI.LZR_TMZBN|6KS+ 8Q|,S>>|/B
M0|^|E12V76V>SH|6KW""NC5;^VFQ_=1+'QC0|NK:YGP|?3|J:|56&?
K:YGR|/E*|""6S#0>U(=1FI&=;(S7@X| L'-|-%/OHC
MOXT,M2,U)3)T'<1'HL%I'3'<2S.CPR"+#34!G:H7,XRO' |9|E3* MU_ J_FLTF"
|L91#,.=|4NH6-5K0?3U# 'W?/6DK;
HDXR^1C.'VR!^ ^L@6/|N(R>>JK6L,RSO%__>=3NF|73(EH^= M;?
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M:9+E=U&=%K3A+M*.9^@=W6N|46ZD,Y;?177JSV:|2%ROHOMNQUMC&P_*#SA/
M|_YG MG%HXUW%TR1^V6@M.TQ.%V\$;)|J*+0\$J-K@8;;?'VU-X9:47))EI='3:2=ZBV
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M,MHE6K9\$9KM\$.|4.R7H6F\$D+VB\$/O7X>)*XS+UTH.E@=CY.J)C=G3"5'NZ
MNK_ |H!1%)AF-3#(V2A9:+8LN6R*[7:+=HIB|'HH9VT,Q2CL6)1U7;UU*JV|> MFBXEL=
MO46553>/KA=Y-8N1UW;S|K|Y9+W-*T9AV|U;Q|AP6F-CV1*YNUZB0W-,N-IU
M'#V%21+%KT*5:#6)',_,J?"LF*2P-IZ1CFV3CKGM*L,-JHD7Y=7*03MZK6(
MWLS7JC:8M;/7VGD JAG6XT4<|,*1=NEWPWXX>FV!/P?^|4Q(JYCKM+YOP^WH
M#NUX5LF^!0>FI>UP|XSU3\$BKF/:TODO8|5"3=+RR)|D>V.8M1M|VMKUTB=K8
M|H(EVGEL<2K#WX|NWIP7G J1Y)P,/8%JYZ<_&6(RY0^>ME,GOSX(62OPV_5
M|J2O(7_A!1 MDFCZ|L>+1*: -V@W|T\$8%M_-#;R^|D|YI+%|Z|,GP+BRYZFAX,W;|KOC^C
M5CB0G|V5+I64DDZU(I)Q#&|JG|ZC_ A|%(T&S*Z>2!H>>LR^>J.|H/?|7V^ MKHSR_|Q9-
OQ7Z7BOK'GCY)2OX*7;'_--.V%:X#^(CJ;B\$*|PTN98='PL== (7 M4UN3H*Q|4WJ|3>
MY0LQT+7/%'GR@B7_?=D9.F8|7|K@5&<4<|I^\$66'XA=|JMKH,=!> S|.M(!9
MN#TF+8:CX.F.W6/H'8WJU!3_&N)?*OXE';\$R| "JV|QMX&'0YL/5?SZ:P#)" ; M"7|AZ1>

(^2U(^5W+=W-S^6JL3KY+HGN14X3);G'#K#BFYO!%9>/0\T?
+1H/\$RTKC\4Y,#^Y#1_Y_?YGC%A MF=W=8\OX@S' ?1P\B3LB\B^LW8E G+O\|C--0 M.
A>XVC\|,B^\$D\|D\|A&/4;+KQ\H8Q=4X&(\C\B-3!'CK:\$G@ MWP5=?
YQ^S^|\R3 !M^+;:/3_ @WEQ+GUR2=5+* 706WYEKYE#3Q"19\999\';?_Z47_N
_,^Y;_5_ZP'3"0G_E_3D^URS#H\|YIUTQ\I
M^I7\|!%_C@*EE\|G<7OZ\WQ_SO\73T^R7PF"9SDZU\H0J-&F;?W<7Q8RBIM\H
MZ\MLR\B9Q6:71\VP\|P9>\$AF#;XE!7\$I=WZ8WY_(4UV>R,K\JMZ\I#=#L\Y\|^%
MW5^UKTQ\|L:OW-
>+;+9!+|U=O)S\0*3FB+4T*^P>HE08L#_OI7VT\|_ND)EGA7QYP5R0R>1-
+7%;TQFLS74&LW\$Z M@|\\$+G<:0&<0YG4CZ23+FR\A\$ZN A5052J3YD\|P1< M!<|=
0D7N7Z_SPS\|V&/J=2I8<_,_%\$QA^D2FY0SEY6X\|C+W_5\|MV?MDKZ_G?
U_.5CMDHN2XN,C9G(OLFG/14J:QYC)->1YQUN>1;|&0662"TCG9
MA6SYNZ.)^58X,8A1/_L_3IQPKE#J)"YXH?1\DFYV,N4)'=/CN\|FY.@<.CG:
M6R\|=WUR_#")//1\9DXJ(@\|^+|R8OS\|C69.?86>MKUQG'H\|RH)H_0C1VYP0_MW4,G1*=
B.P?%;5Y"ZEM4R\$X1U69Z:LWZ:@WR6\|M,KX@4=C^D BE(Y^Z_Q\|S>72:-Y7%J#WH#?
@-WVL43\|&:_OG05DK0G M33+M2=/AIZKS.?@/\#W'PP\$:9N \9+
I\WYX_CL\|7\|SK0%+QR\|%\|QON6^RB!\^
M\$DI3+^KW_3@;+A\$_6!RF(205#\|QI3W1U_QFF/3='1XI8F#S15E4SP%]\#6@7.
MHKN2(J\|P\|J\|1+7\|Z/9R:75UA=8\|P4=K\|*&M\|K#O<+%)E\$E#\|UF\|U\$
MB7U6C.OH\|G\|G%\|M@>G0/+9\|?Q\|PU801=#_(WIKS\|'>6"_|=V67R\|BG519K
MP\|B:0%A(GNNOFY:\|;):.ED:..MT>FF\|S7T-J&J1\$*5MW%"%4_<79=^ M/\|^:6
L\|F\$U\$.,DD,\$E1->\|PQLR2F,-I+V!\|@*K2>^W\$_|2EU V' C&)?D#"C MI*\|,?
H4\|I^G3\|"R".U&DN"M)2HB8.PTVXGV?B< \$V45\$C: ^ZHX@/0=(1)I%>
MQ=CK)THHOMENK&5> \$B*W18:-0=,8 XYP<3C0,K>SAQO"\.DVX\|2)D&G3)J+ M4L-S\|:-
N)>261\|J.,VTR=#()B6T_E717*NC@=6\|@.E>F GP&/69%I&<^(\C: MNCSPG&8-=,=(V\|
I7"BD3J7H?QQO8;,\$L*Y MRNP;B_=17XL9\$6/Z3",WN-4'=-=8NQCP?1:
A,"32_%PV%!\|3C0N.I*|\|5_9 M9\|XTXA/Y=;HX)P4_LL.OD"*G>%F&UM99IV-
^Z:._%MXSY.**;9\|OL<\|T^0Q M7W;^&)%Y@GO>284Z\|)3MKC\|Z>?13_S2?;=##^69&
|GSW-Q-0##+%RX>C\|*EN MS(28+V14_W7ZNQ1FN13ELV):1YD\|Z\|LUF"&Y+/\|T&VX
"*5&##N;\$G,B7H91=#*^Y_2!%).PR.M'LF)V*_ MWV&W"ON;K09#(?8*
(\|%V\|9\|H+PK89"%WJ=3*8WF39,J0%D?S70_O\|?_0\| MW\|3_OXXX>)\|I?9.?
(WG^O'<@YQ:\|Y=E?1H;)A.(?S: ?^7R,"WY63,CTN%Y MJT8Q#S==Z6E6)-
<+0H@8<5LU1@*9IS_X&CR M,;...01/G :X9RAA\$)"\|HFQ\|TA2 M.-
VFA56M.G09W,5C\|W\|5W\$G5PQR=R\|!.8V;5\|TY2(XLQ8,+!\|/.A96*1Z="/\|M4L
+C+GI^IDF:6P:ULG(?8?TI%_C)=2RJ!.K5+R=DD\|J4\$|\|VTZZ'4Z
MYOET_JGB1:9RUUXD=WD\|5\|P)-U\|AIG\|4%2T+7T7NP;OXO+BK27OI
=W4QD>+MA)KC?X T%FA*!K:Z(\|<*LN_YTP1_/872?|\|<*V@WCSUXY! M&-,_KNX%XR?
Y2MY&'X+|\|YI2*U-HXBYY\|H1C8XW5QG/K4K)HISXTU3;_2^8 M\|*?
1W\$3HI()7\|@|\|C@*FIJT2\|CRUJB\$WRML6G,U;EHS@.EH4KTP#Y4*-W&5W
M\|/_8DM9B\$0S5=P"D@*O876N9K9\|9RVF^(7\|,OZ<*
M9_|\|;GK4/G%LGXU8*GX_->DUM6?Y>,KSH\|BR<&-:\|?|\|Z\|",N\|\$"F?;*P MSQ9^XLW\|9-
8;+|\$)U3\|GKY2;*5R_UA%^+ MX/U-)I=*6B\|CF\|T=%=UL.*<=5RR0G-7MM1=LX^?
+KV7);D-) _EUGMVVQ: MLC4MPQ7GR,JU2IPN\|45X=7PK3\|R55SR259N3S7, ?
+U:;&@15XL@0ZE D<=>=M\|)
|382;4UEAZHP\|4"H7'9V\|H8779QJV+MFWE03+U>F"PQWL04=|\|><>F&E0+>
MLHM9*;36TH#SZ(\|0:M(ZOA7OGF2>F8J>4#/06@,VK_0R30Z9W(6KZHF^ @?N M6
DNCGT^C,-^#9#4J\F26@Q)S0Z3@<>\$\|OLV;8US.&N,&6CP+)(NLW^AUM\|
M*T<@J5OT2\|<#23?(2\|H2DC+;Q/1(Q\|2+2\|0K)"VG<;\|6_"7MFJ"D"&EW=\$=U
M1FYC4=*I\|YZ8NB\|PQ"H:O651LH8."E,G<\|, @M4#)E3C< 6+I\$KRQ\|KB#3/?3*F%_-&F
M\|)(I:-?1%F#JS94QZ1A7IWK5
T97.L\|D)BC(3P^IX)D,PHCK1H\|CIM(F>DB2\|JUS!MQZ3ZAA:I74<_!"6UUC3M M-4I-
MPNBE\|D8A#C,8M\|?,M(*(?2*X=&L\|SQ2GE+7;R&9&PN Y(\|YN*8E"?M
M.6=.\$4C*PF,=W004\$J#OU-2A*?-?)?!\|H<_N.=(R#R\|5,..S15CJ#U*#PR*4^E
MZUBD(3E(R\|"FCGDZU\|4(JH@PET70.OH>J"<0E-0T\|1.NND#(\|'2.H%9'MVL6 M->?
=YRK'1Z<>14&F(=K*\$=6D5/_\|N#!\|WKL,T6*7DET=.KH5#",%/\|KFI\|I
M6\|<9CH3AVSIO"F08SECS2L?0-G2EU M0=KY\|*|=?0Z MF%X*_S4-H;N5UP19W-
1P.\|ZF77+VKG!\|^#+IU@=*:E 19O"2(F>|\|I7/6,6_' MHJ+?\$5V\|DX=;1Z>\$E7:4W22K
>45EX69#%3PR(=ZNW/=E^Q-VH=H=J4A5D M63R=7;<:DLY>#B?

KF)UC\C6I#+*X>=4ABM.NF@NE7AU3>6Q=J)SZVBJG5T>?A)TVCU,XAVH! MI5[E]4&VJ
^R.J.Q/_-H3KTBFR)A5"MB\$TSJ-RQTSHAO:CZEX7) M.OH,;:X-
H(EY6;XUS6HA>,8[6I\$[(9J:5;3:DX5\$Y M%*UC(H_MBJ"*(NFQ+
(K6T1MA>ZELJ*NR67FMD,/:QQD=V\G0VMNZKEF]0>[H M-
:D4,H34I%G)\$?,@X+A2M8_*.DYX;I"A-+J=G>GH=?1".(ZQU
M9_GAEC7@PDI0E)D7KM6Q:E8QE=-45@R3-2D7*R8@BM28V0
MRT\,4APPVT3\)'7,U7'-9:1"ZNA><-. C^) 3:4<\$+?6 S\K+PQRF4W!E!9G
MP^2_-'=8%50N-I"9U02\OK\IV40RF706,=KH37#3^\$Y-NVG.
M,%X5T.CQ7G!.Q\U4(:FT%*ABJ*Q)*9#'PT"TXY@-:>6Q#&_JF)7CT;3=Q5H
M6D=G@V?.,UJS'@!:>0&0QPN J\J8KFX'GF?9F&:U&U23^A^/'Z;J=_2F!'B6
M84D=DVT\>QFUT#KZ"SQNE5@J"%2"O+BU'N!8>=6/QOO!=5R==*A^-.KF-VS-M6@"E-
:GZ\;RC:4?LT1KFZ5BZOI14:NA2L'1^W(^ABGRKT9/?6@OTI%47^E@Z M-
R;TCFT4#X"J3KA51OZO1Y[F]/T-XRQSJQAG)ISDYMSNT+MO0NBGM!//W!
MASI#|_1G6A+UPIZO6ME-7^U)Y&Y5X%W#
M_!|+7QISHC5T9U@ZMYK,,U=%9RKPYK?.@O=1X\$ EXH&94Y:YO+QP'0C8L|9=
M%"HFIXW;::3WE[V.N0X5L1\HO6A\UP\V*)Y#RI'0_4HL;)TA^OV1LZ")?|W.50"*2[OU\|AN
M"%^%<##VO1@G)R=_&.*VD_K_9;K"DO|_A&Q\$?JL^1PIY.WR_NX??35_S;CIUNKC1X#
[37P8RT8](*>EF=;:9-!*(.=;2&Y;::%PXGS0^Q;: MPG@C#/*X-.OH=M"%
<)+>KCT'<:"-8G^0W."@S-'_1PT4ZD12O|&./, MT_1DBE_'3^P|N^_T@M_<\$)_R_^/*W*?
L-5P9CAI* @72#MC:#|FF\$7/HF|G\$ M\5T2_&O.,/?
3#_9AP'Y7|\30XFLT"C1BG6GY;+1T.KM' MD'Q)=S?&'_I ?PBX3:(Q@M6""TP(^2-
&6TG^OH%X7T9\3'U|>#SA1-AC|VC1 MO18FR=@?=,7?_'NVOT)3%X^X#P?
L6NCWV=39%T_B*2GWLZN/C%7"P9EQVQ7X7 M<^X9B">\$L9\$ZX5)MQ\ETHLZ_!ICK4?
_1Z#=#!<'@9! H\AX,,IVQP)W,J9) MQMU';2@X/F/2:-SQ,2|UY@APF2H,?LSY%,
(\$^V2(0U;X=/?M2C.|KX+)C|@ M#XG2C|WH8<#,7LZK8NH7^/*7TY>_R5^>K3!;*,
|J#,Q*/?^UVVR\$DHQ_%?JN\$PCEY"?KW_>K)\$+|L@:?.X3&W7T M^D

HQZN9E^|3S@|G8X9/*:"Q",4Z;2XI2"N&|X\C"@KQYKS@BY*<)GP1B
M//|IEGWZ*G0J3BH!(UU^X3?&:L..HQ3MO._?^4|_L|2(4H9H0J&>XSZ0H9V
MLX7|^3_^S:54_7KS6_B+_+K+V<:~|!85//9V_(1GL-><,(LP"!^9J.P+6'C M|V|I@
W4L;)K@U%'\$.=CX/='C_E@9|KG@<:52/Z03O|49!AP"F?SG7DHVS3&
M<.Q|_K0N\$V'BIGSR&91\$XY% DX3JP<9,V//1C@:7S\$IES"2>|27B5,&PZDPL
MV(1Z!&1QS6ZB9?B")OAR:|A>P4^5?;UDT Y=G48Q1/2"@483;:ZQ\$^28)0L
MD)|;\$I_S)>7F3RX^|_ ^G MV2^%"9;^F/TSF5(ZT.DH&K*,*;;++9!KXJ|>3GXD5G+C4 M.
U-EG#>DMXQW>|Z5W 4(H|?RAV!Q? 5BP 7WI<1-A_B:|4@^_T^?ODF|Y| MXA;_ ^
(B_7_JA"MM;_WWNU5)F?KVF4E4S3O3+AB@/_29/_AH_@K-|3GEFU^VM M|CIL\|D95|Y&
<=1/Q'9=QU\$W8.I?D:S:)J7_GE\$K',RGZI_|7Y@1(C3U3)CE M5#E=B)-
|+;2*QN"NE,QQG(GX)Z'#"(:FBL70Y|P<#A=IV@_A+9 IG&"0GGUZZ B09|(WX#(EGF-
K/_*9L.GC#1,7L M)-=A
I(;&?:!Z&C1JDU%\$@\$6GIQ3G!QP\$F6|XQZY^;L&A\L,SBY[=?))EE_8 MA-
Q0Z|R;VS3;ZY#-7
MW+CEDJ&.=O6#K7F^" ^F=3(H>#_QP9F0\$,V2&;7C7#X2ESXP,_ZX?,E-R|"(
MZ|EGY@K|?Z%?)@*R?TIX60Q|P|I|=7,W2CQ9#6UG_VS)"JHF/|*OWZ(4U=-
S!#L.8J_,SH)WW.7%OOR M|G7BIW@*1Z->+AN^*9&PJET%3_X@!_Q1LEDU>Z92H
|HE_37^5B_7|^>+J MYNH7P\$9YE:8|E2_020|/Y.9K?XN_%4Z,|L!0%AJM4_RU9;A;U:(S?B?
&|CC M'X*N/TZ"W" W9%L5?LA(X^4"CK3|3Q93KU/C\$H&T8A)&.&ZY(|&7C!BJZMQ
MPIEZ#,^T\WX2=;@@^I^@.R4V|ON0.4K61D:1=C|>;:EUDOH|F6"-_9_?|8?P
MJYRXXC#YGM+"=-+I5G=-!-WKB8#3%L;O|W;NY'<79.|Q>7#@SV8.\$:SC@EI6X
M.7H:|D/N|#G)-*HSQ0R|@3V\$Y"N?&#^_FRRG(X/GXS*B=?N+VB9SG)W|^?3*.K0;?
W|FLTX.Q |#N+G,?Q>2|B<^I=|OT'.8B1=|K< M;+A28QEOWOOIM8+|?
>8S7Y@=K.)M_#08*29F;G|1Y@UEO7G/|7^&#&66@2L!
M*.JQOYX2GCT@(D)^",|2WV;:*W8;TX5|YU(|_W,(#+PF5'<97J|L)(!.P73
MFKK+_4Z;3+|%#^_^JGG17=7""5QACXU|L9^+!;W;HH#QO#:WQB; M)
|TP4|F\$U+A.53EF\$_.XF+AP=FB@5H&/>&&(ROY5NQJ*I7S'!|D)UW4;MW*. M.W"U3MC*
(6W8:M7XT;YTAD)6XGY?#_#4VV%<#G(PK|_W6J?/W_-SS*;TOU M'4D/HG|D>EQG;
(;+75|7T3Q4%B|VF_<(N#FP(YBBK4Q|)@R,=7W|WRJNU@I596YAA**A;V.HY?
7/-.*WCYXD5\$/"P4JK;9P9|B0S.&J#. #*^0?4;L
M"3D#KN'9/L\$@V:&5>"@,0EH&J8&+>88SZ%XY@Y|E68+3_\$2^?A=!S"-*VH=@

MP+9=N_3ZV);(^7? S&MY\O;[Z_D81D\^-3A18SF&TY;#Z<9BQ5PXSSJ;+M)-
B\$6Y^,QQ)DG)-;7JJ19O4FG2RG+;%7XM,|L68=|;8|>GS-:9JH?,YE|92;S
MC.TEV_MPR!8JS|'4+H-L VYXZD&WV?EIRSG%;#FE!IRRT!7IM%|'-;R.M/4Z
MKE*OL:>JYX4"8I>Y^04?X-|K=@'N*B6=EXQ^>GD,[WBVD%Q!D&/U3?
XXE8|1.1C9VFRCAEXJDDSD2EY=TA07PJ_MS_.W59:YBGRK8,0CPZ*2+I7S|EY?
5/1N8"S7|V<=(\$2-_,D+<| ^;SRZ,|A M;_3(;|5_FLJP+EL-?Y@P;)
|H|>;|HJXT#+3%#=#,>%#E#/?J3U(A"<8O|4T%R
MWBUN%#2_PY4DWA@D<9O/>1%Z(-%>&\$O>1=5>Y|N+CY|NKO,7Y-#SF/, \$P; ^ M|?
Z?.F^VMW@R*5N(7+_5Z16 CK=K4G&6S8&W71%I
M|\$M|:FS|W8EJZR=ML(1Z57L%5=;.[WZ9&B(|T#Y7|+!4K)(N;I6XC)!GV|--M=-:?
UE\$WC3."A#;OV>2G>1|6"4,|CD;#=#V-?/C|_GR5;| ^PA^O^V/X^A@P_MW@;|!S|^RYC?
TM,3S=,|ZW_N=9.J\$&T8GN>(;|H5=H(9O!"|/_9?S;.
M'D=|2Z&+|X|6|ZT\$=#GJ=-2%#UJGNO#9#R=D;/F>6?G9|:D""75;6,?:J*N MX^
TKSDZYV6FPF|^&IUIA=^E^:A3VYH|\$&U|OIY2|>=+9H*FOS*,4V+;|D=^
MZ62&*;LQ/^+-X,A*=)|3*L.*B4Z;0@J4:9->LDUV@9E*3V,E*EZ'=,DBTMTV
MN69_4DZY3,JH>:4%|W|\$Z(81:/'->@V)ZJ,G#:@:_%SWG|*6&I9B6Q*A>|H
M|SFY_6WWL6/7295B&M2|Y! M"P./36ELU_25|CFM@16AL#;?#+78M%
|5T|TBAUGM//AM>|S@ZFTL/W0"MM# M)%!KKP!
(B>&Q_W@"/|2W|^YWAB\$,"@7X_?,IZ/6#UZX_+\$G, @T13D.E2+84
MSET&=#'8CU|U1U"1UU+18BJR;R5&Z>KT0|=+|ZV<7)&_G_I@B#*B|:ACOPU|
M8EBVI;6;8B|V?NQ7 M|>JMHG2)Q"E)BR^M?
WULM: #H|/INCJ(5+=Y(+3,1SW|0|#)XZG,Y'I>:>| M4D+SLX@4C^.@HV5.|M;=#>|Z?
^#Q)HF|HIVV_42|C=E+!ZNPP|E=P@2?YC!69|)'(:#C)!#M8I M\$|'6"18S@5\$-
\$Q;_#ON".ACI%O@B.WF9U((K MS\$5<\$26CN6Q18*<-V\$)>D7D|(0?
#"G&D:71HS31;MTVS72/-|AAZ4@-E+8AC
MEJ"_1@4A510|G>/KE_,|4',O2'0;SADN(+6" ^',K?|+P' M72F8)|+
(Y^+^,&'>V3K,\$RM=D5;U6 Z|C6G7%%8DI8K%G/%?KW)4V>@ MY5G4?
9L0PS1,+BG,#)VQQ+?R-EY^_[HXC2OFL M"U-L?8P+J;0BE|5EZ(:@4L,S|=#;|I%Y
M2D2ODW?|?YY+8G3J7H|@\$XIZK|KYY'R>|JK\$W|X*)%#S#_M^|XH;9??F-NXZ
MV;>,118Z|G;|=|_IM|\$JS/(Q_&|I>-M2?*C|+3K0K|)""NZG ^.9%N Y|>|7 M(X|9N);|
DBIAU%P*:/TDJT""%BJF+3_X7U.0+RKA7H5T>&DRS7M%4U43ON: M&'C28*2C??
ER49(MN_2=FJ59|XP9K5P<#SLEX-R)&TV22D"WFO:Y7P"=DJE
MD/2>P@%@W\$'0K|/2|R|IMXJL3\$IU5Z7M|/|. ^|I#%X8=OHK98/-:&G(O&>
MCQ_87+64D5**O1J|?(GX M@R^HG.RL!%Y'6B!AO,J61|3YR.7(6/>
M87;_FU|^|KX=PF,W.6.ZHWT|.U^|F(G>4O,NJ;D2GYZ:FE=,1+V(@OZCD0+)
MYC1@E:%8U!;^\$44|JMGY#KU/PMO='ER)2VY|D)WG1 M-G.QCTR|1PM|?
^FYWGU7Q7T|G|QS>)|UHDJWE+8L7*%706J&<,7J@M0(75-' M35--
"V7D)4EP1K\$4;UY*N2Q)A--,YY02YV;|;)|462Y-,V'JH>F?JZ1^FD>
M5^IGDX);|BO#,WMMV8JHS-3-|FWO%14H|I%/%LG*:D9&POT60^<7C|
^E\$^(X|MA3/38%8F>9!WF?M%:
MJL^F*L;S|>@:;\$Z/E+JZ.4N/*3%F2>S+Z>UO4(L_V7*J>IY&:ANV9O/!;5%;YV4Q<2|)-MN
HY72.>J+/U?*18|A--!&M8S9H\$O(3OVZS\$Z.OF2W4?9TDBN9Y0.63B+XM
M2"+:0OIG!G994'W=|, ^CHUVV4I70+M5UVR36Q+""() "25=MV?&\$T(_HMC.|8
ML89^S|.7R|C?^T);_|D|DTGV)+|Y;\$E-MDL+7^S_5I3)*31DXDJW79RW+F
M+Q|X+YXVJZ4%_JMS(" &&#Z3R"43XX5Z)-I,!KT6>\$I3!=TB5=#-J2)O'=U2 M16540;>
(%70W6"\$L^Q(4DV3U-9YN||?Q\$V%N_/C.'P3)Z=4+S_#+B(7W0&L) MI!R!,\$6R(GUE-
E|N>:OJ*U|CMFI"U?X6|(*GM) K4XK_FIZS-X\$6^XQ0ZR>&M,.(PBK6TU7UO'(@-S?S
>FE=O)J,CF,D5K6,FX-8C*16D6.7_8#;|6G6KSBA M9|X|"-,#,_Z;'Z|X:VFEMW4-
2HK%CYR*X%JSR4NG>"3(8BIX-9&W|_3 M;|@DJ;"
|Z/O/?\$F5KXXNRF.ND%O')_&8OX,7YE|TMX(7?|X|3_|&U+ ^'@ ^YV? M-)P>/WZZW-UR?
LP.<3Z:U?QR_F%WJ_G%OPOZ1|*0U|^|6XAKYE6P%ND' UA
MFANLY47\$YB>RL9B\$9HJ(GU9*?V2*G"9B&C|_8FI0KY>=JQX.A:_%S Y*U?H
M9>&@VQ_SF|F->1P?VKS@&C6M>4"))*JY;0"H.7Q9IHBOX7L:DBC"E=U'IBSS
MK3W;VOZI^QWLZC"Y.=T55LKL|J;V;E&9J=U!)F=NSOGON0!|PHRCV<=G_S
M^;>OY|= _?OMT|^4#JVD MSYMF(3SZW#_?:?|6Z_CAAD
OGQRN|\$&Q&=X&6L/FFSHB0S>@N>/3|HR=WK^+A
M8YY)E=X@1HN#|8#|2@SBCT>/4;WKS_R#TX|PH>7?.(CIO?08%0
M^BS9DSBP_M>;I4>'Q.M5E>.5YC/RFKR7&7)YKK6 I=M=INY-+|PVN)'DJ& M_5-!7-

HQ/7"D=XF;YE2_2/L:5^BF!"WME=:^=V2AGWUFLZ<@&8-9O;S=:SMX]
I(JK!+>BRNF'(FYYRK>^\$*X9W
M/.TYT_7N@G|TK&4ZWCW3")GOK1#INM%@X2K@JD:.\$%\$0<=,02\\$/^SZ7&D1
MDU&\$RLV|ZH>UUJQ2-)NK<)AZ"15@G3:;B|2".7.Q2ND^EK54^5F<0>2',5OM MC-
!6!)UYJ|GZ^BQ;FW6D6!0K|\$3OR9B9>%&<:-L4*N|^V|\$_|P9|(|^%XC. MRL7?|BAQ-
V^YL2AM"3\$GQ/-X|#B.M9LS|3P<) PQ'K:T2Q.DJ(SX-GBS|6Q9 M_+^,?
@=+1.42RV>C=6L)93#A?HF>FNS*E| (ZQ9+0M M@5
YS:S|6BVY+":.7OT9IYX;_U|33L2GL<+!|/|*Y+DG#|X_?/>1YX_'08_GE3\%M_|+
M>9(\$H^1K,'JCC0=A^JAQTGNC023ANT'89\|@9C_FTWLICOU|C-F1V-KR%<' +M
MOW)X7'G|91,@Q0G0V0ED8W^>'L|Q/8Z|CWZRQFRT=29DS\$|H@OV" _H?X>A1 M-
%)^"N(OH7|7|L/1.W8\$V;9W2C\$OLSB0IZ=0K%|R/NCQ63);/F V?);L?>,4 ME&-5.1^|.!|
|=CXBOY#14,I75|. QYP'#|=^R%CM|W#06X.@%D^+*K;-J7Y:
MQ"E.RRV@4'8RSLRTMC|9MS@9KZK)Z I +.#S;SZS3+Y\$#)23J|&G%SZ1<9@|
MQ:S6F5@!P;+!%3!/YWZ# '4.#/09Q|X+/ED|UO MG5W^R.3T#|)%
::K'\$VG(Y."G%UZ4%7P(!L%|N,;;+'D70_\$N!?'_D'=1,!4I M" RF4>0S3EEK!S*5>HJY%
(3%GN:B6I>"H)CL<3XA8*U|K5!|3NQ|5J|U*HB) M(A-<#?(9;EW0*Y>J("
|V/2G%2M&|B(TU5H060FZH5JP@-|Y|/-E!;-EM=-|K
MA6G7M50SRLY_FF@&# 'L_070#MM/WWX(1>Z.@|F/|^Q=MK|=AD)+H 5!<4B3
M+TB&FU'4_?XM&&:65N_C..8J*9-H44_4(>R)) IB(N?B|'09)DJ_!=V^GR33
M|B1,>C#V3X*/0?K?|:MC"DV!*LR-&DS5L!13+8B6_0A?0V&DT8) V=-<5.M2
MD"/|)%KFIJ%3(*@F3OLU*LE5&0(GN6NU5Q| MHRV4R,7)7?
NOO>@9YKB/15.XB0KSBH,ADV?UE48UJ&VN=&&FL>Y5\$|U|*H
M^;NH|J4@8HKD|G\$<, +7H_C|LA_YH/7Q:F;5L?1%KA0,X#">*LV7;51*1:MWL
M@M!A@PL)^|T0TNHF0MJ,;,&7=JJS*9L3EFQS>!A|?FLLT@%\$9-/
M:*I/|VLN)A+4UVC0|9/2: +7IBK"6KME53DAU0K9B@EMKD"ML3).!1.Q5"NR
MP%*X>F:6W_F(L|.V|<96K8D"IV>F IYX13P M>(_S427A*6R?_S_6>:=GO^1,W(>O
1%+!4O+\$'M_LU/1UTY! M?&D&LP(VW9W"^-
(9*62NNU,@7YHJK)K13J%\Z8P462ON,BS?&Y4K9|<. AR|2N':4^@C
M7J5P|:GP:#E<|VY&AJZ:T3+,WI>&D)P=T7<+X,OFI"R|TI=|^/:6:;G|5(52 M^C)
W^A5(4K^F|A?>F<5'4K^FX|?MF<5*4_PCE5Y9P47A;AGJIR3DI^W"W,
M+YV3\$K=V" _3+YJ1*B"+ZD4JWFK7Z)B)>_.G*Z#N"N*L;X&H|07 M!\$QM.
(Z#+62N|J|QUI% C*6QFHJ^>W'-1W1%SJZ52+YX|'JB'%2MN|SLE5R9AB-MO>T.YG0?1;-!
K\$|. '+/ZG|S|E7|'E/_7>,SQ\$*<|/2WANE,)92*%@6\CD82;C.+P;BQ::4W2;OM1LOVT/F7G
MFKPXN8(9J5LT+!|^62|K=(;LB5=Q+Q SX|>O."C-4S%@L5%XXQR_1X.\$VB)^R
MO&N>1:60MA(+Q.3N)KI.TXAB)7,-9JK<^P7R\$W.M1^X<'4_3;7|H|X?-BK6
M)^|^FFOM>|DRM7W.4|F>JB34M-78MX#|O"M2"4.159|^+6<^,O&<2D)^AOIX
M%\$T0B_>'^U\$;U:|Q?*2|B7|Z3|VYW_,1/X@UZ,NA^V85L,%719E(L?=ZG M9F:JXLVD6
*|WSFI%_UC)M=TM@U!)&7&=;H=+IZ)(M-4|ZL(\$ZV7G&Y?&(JF)8X|Q?
BE*AJ>'4#"54T2IBN#4@-07,=ET) MOZ\$N1%D&*A=)|!3+U M0BTP(G9(AR|<-
^VZT;RRK>\$%VM-:H&*OSOZX;3|E==P|(|Y>85*Q7+!+>OWVMGEBU MN&
H*C(O5@0OD|8L724|1KX;BQ=|51V =;WO(4J>+!K@.N6J0J1V 5|2I=,2IFHL-
O:X^5S4AGY3@W|-!91\$?R. M"Y&7SDGE>UM4BKPS#?| I9Y8Q;"N
MGE05GAE+F2'@UD!IMU2G)Y%B_?)^=TY57D?<.7!>E2/+HBKL56|?++C0N6E
M6;5Q5D05?)AX=?#3J&=6L9_&5(E#KPXH;RH1HP8* MO7K)*E;H394&D9AUT??
7,*M;U+=7QQ'H=H%_5#I\$62YSWSYSJ M):M8O5|H|K3*:OUUJLJ\$"BIFWM//KS?
Q5*!^Z(*WWW,206AQ8K>_0*!HV*Z1=6| M>U@H1Z4PT|KANGJ6%>.Z>E*5A&152?
R46C50FE7Y|W31F<#|H'GE:BW(H-S=
MOJG2ERFM03'4G)G50&5W5>K4S@|\#7C8IE1)3/ MXKV3NJLA|#TJ|@+%5'5+KSLW^7
M34J)6G5SSBMG:=;|.;>^|S+9X'G --M5<5+*G>
(S07N>D2LFCBT|PW<>QV5J"D>4GPPKZ-DH(+D/'P& M4I-<0?
0>V\$LI"6|KLKNBEU+Y|:R""#^PEU)I?L7:Z0-[*97J6*R|/A"AI%2\$ MBP7;A_\$VCNJ|*&H7%
(:KT6,03WKG?@SN1E_9E-DT@YTTH)|S*RGVQ"?Q>9"P M080!Q-9QY |Z;-
EVUA9_SJP*|OMK--K@_ /5UIU&0N_ ("K6|: +IF-JA:\$%BNY
M/P8,7^*@EQZ^GAX%OP|:+)N-2B;E3ELQ;IN!L+K'E"S; *J6%ROAGMW\$U#F7!4+ MMG-
+TWF:|UG2E#. #K./K!)#A|0A1/9#N;U=4@#V^=#_.#P?"0,"G<
M%0X^10V^R>;O,|:&DI>^WU@;^/J*NB1J|9K|3I+WT>%9)YUJ.^CYIT%21**
M4ZYN(|JCU&_QZ8VX?P-)KT62:UP9M NYKP>W2S(LJCO)M3:MZ1J+COS.ICLY?
%6X+)"BR(7R5EL*,O>+HAJOJ4&G(1?(5S\$HE

M#0W=J7I6"HW0D"ODJYB5<@>|JF>E\H91*|Z5@J-Q2!58[NJ-YY!JL9V58C/
M(%5CNZ%"!E(UMJL"1P;9&|8K'==37NL%X;MS-FA/^/?|_D,ZU_#EOZEIN(,I
MYOV|WT^"@E|ZE>=_C+HP#E,NGX_5=DNV7>)/);SYOUEt0&^PCB?;J-P|K!
M1HK|_F=FLKW\KS*8|AOWNNZ3DQ/-TQ/X6SGWZ3|-'W%F|N' 2|>?^7?CCX
M_B|H/@9//AM?>Q&?'V,^%:-O#F1J7N&?08B=DE<';T.V?22|&G8#|Z|3?<*M'IEO%5-
0(Z;:/PD_'7V0,'H9C8;OWKY|?GX^>|F+^V=1_/"6ZKKQ-AQP|NCR
MG1>_ZZ=9(H_A1#D6PL9|G;%5?RL4D^.,T'I_""M^>T'YSF@|+<)H/30,7I?EH-!-
R\$!6/KB5#V|1XD|=75S)MYV(!->5SL?*Y6/EW|S>W|L?#0;B#*@W(50;,@((!DEF
:@&@%8(Q-*AXH.8|J@=@'06LHX!U%+".M M91P#H*6\$@FF@9;E!-RDGPC;
MV@"L,P#K#,ZPT3;%F8%6&<UAF=09@G0%89P#6&8!U!F"=5AG6&A4JYC=M2R_!-
#Z#(^Z#/L!4*AJNGEV!6@((0&(*%A*Q0,EZ27T/2'60\$P&@",!@ "C M ".0 2FH"\$)B"A"4AH
A*:@(0F(*%IJ*9AR|]-^.:5_A F M";!I FR:)LFP*8)2J).&D"3IKH@D,?'#KAT
LGN>%@7'3\$H2<.77\$ C"8 MHPG : (PF@",)@"C"V/("I%D ?=8\$^J1'.>DEV0"\$EJ
A!8@H05(: \$26H"\$%B"A M!4AH 1):@(06(*\$%2&@!\$EJ A!8@H05*H
709P'T60!|%D"?!=!G ?19 'T6 M0)|%T&>!\$FAE:/9&&T48MHFBT2 :!<
1Q(F6QGO0,IHK%^8"NP*@M46QNT%AM46QM46QNL>AMT61MT61MT61MT65M7<"#:
M27H-Y@%2TT;=%G1&&V2H#4+4!BEJD|TU\$(D/3(D/RK*!37#:L!P@M6T0VS;(
M;1L\$MPV2VP;1;67IZ"6:%!JBM4.>|5/T %=&,%=&,%=&=
V%'ODT72|MZ/ISL4U\$,8V:+2V@T8W M:K2K:7@T7P>T7P>T7P>T7P=44 =44 =44 =44
=44(>B MAP;&115TCMOU*/X-P&:<4!W.< CCH\$N(U@'G /(?@=DOP.R
MWT'_YXK6(^J>CH'Z,|P98-!|V'? 0^!,<%Z"%R.!!*| L. |#NJ%'7/3"^A M+;V^K8M:E /2Q
%IXH T<= /L:*=C%|Y+(L7 .L!0@B1P+?PL|I+(4GD M@.!V0/0X@.H.H+H#J.X JCN
Z@Y:4NCN1|G.CS1XXD9|ZK|+,|*+Z\$|I%*;! M2?2.2N2)H)8#. ^|CCNPXP|LF@.|YN"N(8;
#CJYXZ+|!#*)X|@.<.X+D# M>.X GCN YP|@N0-X|@ ">.X#G+N"Y"WCN8A"/X/U08
#8|@*VNX#M+F"|"/CN M K:|@.TN8+N+\$;P5045H|H@%UR0"R|(!1>C?
QMXFER0*2|0@XMKB)'##303 M+L@C%^21" +(!;GC@MQQ0>ZX@-
LNH(U+41^#^T\$&N2"#7)!+L;D*-X/U% MYSPGO83A.7PL3-
50X;R;7L(X+%^2+B|)\$OJE+XO?0VA?5!=#V|
MACX^M>_!/1'E@HAR042Y:%LB08.X@|5/L&T@KEP05RZ(*Q?\$E00B
MR@5QY8*X|!""K"0:RSD MZ0K%L:Q;7?X-39|E6S >AZFI6S@BE7L@*#T8UR,*5B6Z
MD5Z#(CT,"8 |(!//56AF>@WF",+- |#WJ')MK?0:S!D\$ED>5>VBGUV _M8-T|G#|52
6B.^DUF"=K="S-S-IXTF));M).O'@61Z8%1|UD,^D'X+|X.^MM2W'4|+G*_?
2FTDNT6<^D_2WL*8@7CT3GP_O#N+5 _J@7CU0+QZ(.8\\$',> MB#D/3;=)/9X(#H|"
|'^=P%YZ('<|T#N>:|TR\$8/9*,'LM\$#V>B;:/1-GH@&SV0C1| (M1@|DHP>RT0/9Z(%L|\$
V>B;:/9"-LA&#V2CA|706 R-U=8R)(B63-N5D1C
M23361\$M%T5(8#,NBI;IHJ3!;JHR62J.EVFBI.%JCI,*H|\$^6L?HFX|A-QWS MMW3,X-
(QATO'+ "X=|ATK)/6,7E+QTH'2VF/6;|98-+M>@*7STA=G815P#+
MM76LU|:Q8%O'1"V=2N/B"F"NEHY1:#T36')\9|VH-RPMC)#_B16F^9|8297 _MB:QWQ-
!K\$'\$&CZL_|. M.ZS5PZPWA?[L.,K\$-ZPGPV0T_!X+Q;#J"|NJL#P+RYZP7 G+F|+ "\$N+L'P'
MRX"P?\$V!%;!59I8 4&5E1@I0)6-F = M)878,X^U@%@@%!*#SO@W!J8QDHL(A/%3C-
AB^!6CA!CXQH@D1E(PP(K1/8P8 M8E0.HWL8'KG1*SI/4XWQ'?
30HD<7/<_HB45/*7I*_4_H6T)?\$?I@T*^C|+O,^E04_A+T?T@^ M# '3DS_,U2'X#|
>@|8NE+VJ|&>U=#^PYV>|5\$>T'96J8NH+DFPHM!?'0:D\$= M'NT"M 4D!5Q2Y^?JZ;
(+"BDUDOX|3V6>E^8Y5Y56|_ARBIR.*,%6|V*VG\$ MJAPE>ZTD4W7QR#:2\$.2D1|X+
<<<|.QZI#JW##GO_#2G\$#+W"C)G,C% M7 _RL7K-PNU|FF10FLV-
+IXB<56;+;!=V.W)6S.@#U&L"4%|H1 |1H+VS\$; M'=5-S";\$5 S,J|%2-S") 8 5H|-HA2.V
A#+L0+TC^_(O|X-O_4V?;%:|EFN MX|D|E.+3=.*;N=UDKIW-
KR^M3.S&CRE/SEM+SUG:X'67=1=S&@VNJ@JMJL+, MJP7;YZPR#F|*)3OM%\$'|N& MF
<:-#G3@@F#B8|YGY@NG_^)H1X@3(%A0#3F?Z(OR-|"\$K:#^B-U!L=&&PC\$ M|+W44
80!88^,J1\$&0CXVK< X(89K,4X(WZ,=?H\$ 6#%SL52QV&I:S#\$
M_:3&*E@9CMI?"^MK\$ (8=M+Z36%? |""T#|E=J_B@U@9J-,I&5:|&
|OH(9;4=U>V)2BM+A/6=7K9" \$RJ>;%B%BMOT4F%: X@CY6B
MV.|\$#1FI8@T+6;&2\$RLSL?H17=-_8_8B5A%B1B%5\6"4(I TO51&BLH3:'U3A8
MJ8*Q5:PJP2H4<,1ASSI,NI;J1+"4 JLXP\$@TT)#\$>@FL/R8&(^)|IC\$CA\$G3#
|I&J<,R9>8U(T:LJ89(X)V? |:-,> MT("2;04M5M @GF:,2;
(*@LM2)K8+25U8@ (C.A@QF1% =YB<*+D1I?1"R<\$E MY0!*"C#T),
|S*L|W#"YT|!%E20IR41?*4M|=NJ@'Z=CX&VL_3/S\$,B#E\$^9\@ M#A6O;ZED/WTM|Y-
\$="WHFMG)3GOHED|TK1U|FW<_AX5*G.X9+G;|!ORMU MV4:~L8)T)YVL%;LPZ1|-3Y-

Z/8..C"V9I9I|++W4^QB^EWH6@U=;ZB\,WT^0 M?*97KZK?+L"QU!L7.W.
7)2ZK6!'\$^R.HBBJ=N7-I>3-161PF'0-P1PZU+0Q
M)PZ\,U(7#>Q4@9TGL%,%N@*P>P2"*G9TP.X(V&4!<|^P_8!"S?5D\SD[&&'! M
>P0@-7_4C6_5)V/I>T*MO)DH)A4MV/E.E:JZO&Y2IPK&Q&RP6KJS'+!BNM
ML3(\JXJQ.AF^-U1O)"?>9M6|4K4N|+Y438LEIBJ=(BM1E@H|>9<+
NSGRV9C|,;Y_34CC5:F=^7?3' MVLH2/B+63BK9PE QEGM9"BB=ALBQ_
A+BS"|#C55+,!'E#HIWBW5P4B16*E8 M!JH;=U%O/X0K4FH^
%0#3/_%D+139(#!!&H%P M@5<"Y@>Y #, * F |P.C 8T#EL-ZX11=U W,0 O'9|
(2J'4U1CNQW,(I4,% M87^D|L+P3.F/OA>.C0/GB,=:@?C2B?..@5-2.@X.5\$/I*#8T.^!
|Z:@S^!X| M"DM'C<'4A=AN%|ZJ@N^E|I1 J53.N0*YB|=/
64AX=|283ZK|4Q>DDV\$P/P\$3-T";E(Y/ M 8UO.K\$GB.=+@+/D4X"@?E()W7
_=))&EBI!1Y8Z40+^%XZ60+00CK; ;V3 M "/8
%;JC(<1,J4W(\$W.LA10:A3R,U9P56(I"\$1,IY,L Y2|R347T'0H#\2;1|4UJ3./R!3I2X|
MH.|*76P A'T6JE;#MPC|9;!"R@*RF*#_?#&F)#%*G|B=28!)M8)(F/\$=J M\H\$-+E
|Q>85V(0#Z%|*,3&%*C-@E|2:OZ 31VP00,J5)|M@,E'F-2#A>J8 M?(E).N@-0S|I:I-
8W(V^42E'3BJPEHJEI2IH++; 9\$HIL(PO*B4|HD:D*O,U M9G.'5E >VT/#TFFTAX;-
T!1=,Q MF%.(TN=O(=-<-UV2"D >F,|I&PWL53|
M>SL5|JMT0I\$1D)!"5UHHM2<79G|C% !M,BSF@7';DPNSO|TB-!SOR84(:FV; MHND'24'?
17F/6/PCJK42SUOAN,KLOU(!N&00X6IOJR628:Z=#C*G#F%>O8&E MRBLW"DG:Y1/
Y^3^SSMI=%Z._SZ*V0Q|H0.-(F'AK-F&RL=LZQU/+=-0-Q0I
M|,;J4+L>5(>DA3KD74S>W5+M<+F3,35=+*;%0DGQ,S>5@GA MYN1M52MLS9" E9&
_N)J3=X6:1)+""3,O=)5;:O\$RBA%=5P-L696R,I6""N; MZ5BGH-NJ-|8RL|\$@FZY*BB+6#-
E8V4+;^(:83\$W'R@@=4|IT#./I#L|84>V9 ME6V+ZD0'8L|LBSU#=#W:V\$YC'ICNJ-
|2S|7947&,;V445E|C9XF/-AX|)KN|BGV)A.EZK57<0!5_E&,Q#GS"RDD|\$W-KS3L7I%
M|U14FZ4?ZAZ^L2IKBLQD"Q)GAJ2=;%4|%4TX,|LUTS*..ER>2J:<3*"DNJ- M/!5-
N!G\$J0P=XF8KA'KY3#FW:H7<&8F0|H,CTXHG^.*97<2R)V7?|=1WRBZJ
MWC@URLBT\$Z-|<6;M7'?FLY?|&,NPI"Q6*6= +F(G^('B!Q5-S&2OD9GT-9+
F MKQ&B2B8D7K:0J&D1U+2DAI/3ZC'Y&=EZ\$Q6?>|D28RJ\$5/4KE?T251=_XLT0
M|DS*%4ESKHA4SR:E Q-591#Q9&ZF;H5(:K42IJV:"=2G9R49BPE=4P/X92?
M06<^&S.?LX7\$_IU\$U>R1ZMFJJG*,J9X1KLJH3=|<*B+U!96*(CJS JJ9TNL
M.F29SCB0Z8P#F9)L|;#_*%|ID)1DM(HZ(E'IB'3&>4J).?/9FOF<+0KJD\$2E
M0U*2K9!*9Z0D6P=312,D8WH|,%QJKDI4.B&E&=UARCE1Z7R4DIG/V7)ATU:B
MTN\$HS?AC-*,|U-&(*L.64GOF<|;J|,-).40\$QCU'G4RJ
M'962|J5\$)ZGCQ|3EASP)=^;S#.\$:V4Z@3C:M5I7OS\$@:=32B2GBE1K9'J+-)
M77.)2D>CF^8?6|,X^M(9W:WBWAG=K>+>&=VMXMX9W:WBWAG=K>+>&M|
|8;W/M1J9\$ZA)&5!WD3+)>YWZ":A@>8\$2(2NVBF2J.#1T(E3KV8Q|2I"&M
M/%6Z9H8!13T,#U@BV"V-8(,).BGMDV>P?L-!@GUU"3;6)7C,\$Z&J-GS4^1Y
MS;.'E)|%:G-8LDBPH3FA40\$F4:1|F.OGR! JG=TE->*3^IA(5:-4D;UJSF:P MK#()U/JH=
(*8U Y0ZJ:"J4_8.8|@LQ&"99X\$#^4B5%53;:9:=JWP%JBI84DI
M^X|O@<6UD|J9^|B0*:36K3)7 CUZ%#UZ> P9F?04E"=1<#&6FP3RBC%SWHTQ
MH_.,;SJOD>F|DU8PTH0L?0W(V>9L9BY;Y_M|&;<=|00L04PP:/?"/9Q)%3E MKF+^&
|;C08!2^C?,"WG^|Z>IO!QJ6G97,!B%HI?WXJOIEV&/?WT?!K&6 M=|^#IX!M|V@T?/?
V|/?S|UD2=,|>HAJO+S|_N:|KNM,Y=8-T_O+V|D?|J*; M/?7MS%@P_C"
(PZ@W,WXR|N/11W|40&>BT3@E^JE.)@_)KVG9X^%=>I.?F:>Z
MQ|8I'SF|@K.9CLQ6|*VT9.7KB!Y,WVO_2UAOC3!PQ.|""^?7>JQB;P,^V\$W M'/T1/-
VQ<7LANS-AK/M?;|)Z8/O#|_|=C-@J|-|?|/TDN;J_&47=
|^26B^CI*1J(^"ESTDD5'H_+_W9F;HW;
<|K,/1>O|R|#"|S\$PR@,LADC2R^S:VTVZWMRA<:C; M;FMEV|I#;O6.=5LORN_IX3\$K25T.
|;Y6L:|IY%9"*MG7NE(Y;C5V"5M&(?, M|SE#W|X.@|Q5PJ1OSM'L |#
|I!)=)ZS2;\$H'9\$>B8"N0P3&#HG:HE@|T1 MUB\$ "ND,BL)M(!*I-WZ-
-5F_L=|H=W^V.UP|HW7;'=|OCM4-UKXD|GLOUZG>| M;JA.#|J58YHQ^N&ZO1
'%GU9IMJ_ %|_H|2#|A|_P>?_C5F M<|Z(GH;1@+L%-DBWVTF(@.S.#4P/VOE3<@?/>
|V0)TC|_6L_9+EPA^&(|^=
MMW2Y/6WE0;MP2F|EMV#DAX.@|F/!^'|@H80'|^"VL1J_3%U7XZ!|)%066,/56
M+0|:=7\$@@@JG6%& M/.AD MH0. XCUM8S7NFKJNQC&X/N|@6M3-
|6L<@Z.D:L%4;PHXZ-R7 Y|G|=|HJ>T M#T5FA|GK1NLE>G:44#K'#IF
M_F|3@/8ANG=8%VL>@Q^L:@3?TU8>@V>K)LKT+K?Q(-U323OZ=_4|"&+>AQ3J
M<_K|S@:#WK?HC%;HKMH//KRY:.(XZU".RG)W 3=<|_AX|6L^ MDT|L;@^O5V"-

WIT:Pl@2_1X&\$4Q\$!/?@fN95/;8!!&L9A:T+L,XV3T)0P&
MM^S>+Y\$ *+42AT2!/^EZ.C<(D&L?=X.;\VY=R%2/QIF; M(X1=MFU<<+D5+
(-; 8&-1:1KC60;H.CYAP5<5>4^40)=JK'P'3ZAX>1Y?A MP:JTF7[WC2F%-
!%]/+W"YAV\W#Sf0WZE-G*|<Q'T=(NHBWCK,\X!^D0/V+&41/NY.H_#CVE|8>'QR1'J3/?
HM\$>DA|=9>MIGE|%7?|C(LO_AKQ'X>\$B6V\|P)6I6SB(HV3H,\H)NJ,\B|6")"RERQX2
MX1YD8*\$EW"88:\UGKH,,|,3,57=CK?F,TZC@VOJ,G9,GMS"2U?
CL,CX28%V6I(PK4,692EXY:GUCL% MK\$GQOY:GQ+5K_Y5?
^#SX/1STKC_SH^WK\$V,KXD|U*0P7|M#-3 @CX^%FA3P
MVX""#FG+FA3^A!%/#HKKGSB M6OGM8QP\$XI^K0<"/TKY|CM)ZCC\X=(C8
Z.LIL4+-R8L@|HXYH4++OX\,4| M2:(N/Y8CX:f);O2YA&=R9P|JS#+W^Q-H*N?
8:JWJ*!|OD^)^1QTJ_:'M&E- M'F%<1\$.V#M=OO/YE+'G|Y9HOW>UC'(T?'F|C|A:--S%*H|
(%6R&V(UVN0C9-M<72:./9#DT?TNXU*8|Q,8R#|NW?IQZS,DFZ.P.AVZ#|.(CZT<-
KV>SV;?H8 MCBX|P&E27.?H"+E- ZPQ9S4IXM1R5FWQIGOS0IU-3R5"V\$T|&Q4).B?
VNST-%MF-NDD-:G8=C|H|B MOS=-@_JRO0-.KW'?XL:G@|A-"E4="|T>B+|H'
S4I+!ART!5.UZ:SR|-"DEN MP"^M&5-BD,*!OL0^X->|EL5VO'GXU'T%
(W""Z6|;+5.WDT(N4EQR*,C MY
/2>H^/LYH4AVPYJS;J\|Q4|BD&LSTB%M6). "7)=LK|WP|&'F^MO@=|?
MO8J|RA*=!G8(@+5+&+9MHCO-[9|A-BGDM"E'|]"^>4V*/W6C^|_GF7L7L2
MQ0P=2LN/W7@C)|UA?XNB7O(U8M=C_ZZ_M+!_ARADN.E#^+I=+0&ZD->D^)^3
MFU+U(>U;D|(BGP>#Z?CRO*5;SM3@S@C>)OEO_@O??./9(9OMN1+N^'=W-\$
MVZ2XQ*H\$>TC|U*1@A""|=*,_HGCTX#|\$%_XP'/G|UMZ2R|8|:NC'T |::U)X
M8E/2|J1|:Y+S^MO- ^XN!&*Z>0|E>JAI_9*07).?SL1%Q&QJM,6,U
M*4#0,M9A1\$8;YV:%)3XV^67E(^N_7C\$KU9|TN,>V&B%%F'I_|J8=X|_|#G6<8.WR(8_<./
MJ_NK|8C3\$/?NI2_12-*V6|(^V+USFK)WX^|WUP_LGS("9"?*UR2Q|6.8=.. M\$XP?
+^/W+>+.-:.)UD-.@QX&FT_N.V9'M(9'08)|\$=%VMY+6LUA;6J-
>7;G151)YYL::%-9,IJK.X:7_IX04;FDM_.CVZ9\$Y5;' M^X/:J:.\$XO|H_A|R,
|N_YX)KDDK.|JUWYU|\$_? N#G<@JLH@SZ3J<8) ^P.= MXTL((\$V)P1TY31^V>7>\$?->
>4^&G+=S4U_8Z0IYH2W-TR3QW4'C8EBOC'Y?FT MC4?;340RZK^&@^F^!\$,+J-
Q?/LU54V);WT-MAJ/Q(/@0|KK1GS?+-VLG:M@?02_T|A21W^OZB4B5'-
|EW3@K>Z9P!SWN<\$B^?/YPl:TLQ;;<MLR;W-"6HLQ+W'-0-.25X<1T|!-'
*"IQMM3.|/WV;/,|S|V|38@/'0KR"6P| M0@9K2@BA9;"JXVU'R#Q-B>JLRCP'M4E-
"5.DG'7>96"4A#R:7VT2;"U:/|XA MYC0EB'.|Y-RV0Z|S?
S4EUM3R5ZLBUX"=FA(W("=#FF_S*9\$PVYN8*|/ BB M;;VP1^)^M2C#J6(BW|18?&
(.U)9;8,EBK"N^=>9H2RSP6YEF5>#|&??|UZ'V, M->>2='QX--R4<.&QT' 3-
:QCX+.F1!9;/JNGHG4,-28P.^:/10F|68L'9;-MDVX4|^|A#
(1"O|^8_ODFZH_%J9K0=VSI1NX4"G>5JE^Z5-8P7,>P"1'%LN=- M|5!E-
B:@N'7*JAM;\$P@:^0/^T%2332X6K.|^1U!K:.\$|YL|O>4!'0\$;-8 MP.\$QLTW;;FK'7-*8Z-
^J7')0N|24,-.M_3'XU#;UI00Q>UC_/ICXKLH)1-V
MHSK5IZ/S|>5F6\$V)%1PK,1^0.7V\$W-64X\$|+776SNH^0F9H23UJ7F0YJLYH2 M-?
HT(8-: 74=1G^_7WX#|L|H-2R0@|,|7WT6ZC=##;LW5 MF'1|QV4X)+
M+3'/>9_^^",,1;>OJ_FH|XN3# 3K|10.|3W930C_|D.I%^N#*A-R2|3; (MN"FQF4W)^*
VK2FAFG^PG7KR!RLH|N3HT\$<)4_6UJ.|DXE-"R=77R*!DU- M;;2;\$KE9DWX:/J^:\$JHY?
_|WV+HOMNE!|2PFQ*=.5K:/>PRQ;S5U/B,RU_U2Y TWC>:4HXYFAY9SGMKEXL>X!T
MW)1(U='2<3-TK&/@-:T?#2?CK_XJY@-^>X<\$ODV
M)69WM.1|V"K7;:84R*L+8MM2+Q;XIMUE;S#XYRFQ';EG.6 O|1|(|SVJCW M@5-
Q(U2L8^"T-D;?8\$ZKUJ=U1%S41N(>?>:.\$@O^&@WX>6UQU.|'/?;A_/X^
MH(>.|Z\$32:F^H0>U>TV)@|H^|W0YX.'<7(S"OSOC|\$X".IK_-O7:|3T?_? M&.^?#WI?
@C|A.MO^;)VC;7_M-B7(>(3D?-A&S_&R7%/BD2W+22QW|;_R"Y|'
MOX>#WO7GW|J&+3_MA9^:\$B_J0GYJ6|8 '346Y"#HN\$V*|JH6^8U)?! M>7.|Z0AV|*LZ?
S4 ME\$!2RT|UJ7<|*09I2A!H'?8YJ(UJ2C3ALA^|7|^6HTS#PMY/XR3_>SG9UY5>?3-
YT\$RCIGJ5(.C;TAI M!|A\$6U3X@.K\$^U!;5-3P@)?_WY; OYWHJC4*5?U6_
CZO|@,REA!1T>L38E M)M)T8CU4'URSN:=R:S2Q-"?|TG5G6K47|T#B*;4J I>D4>R#P M?
@0,8TICP M8|,YIG38|6H0W/+*.G_06Z%&Z? (MS\$AR/*\$>U#|TY388|X\$O,DE290T)?QV
M&XW|?K.WJBFQGO/^*\$RB<=P;LZ_?2F7@;=MX;WK1,2#A38D(K4.A M!|5138D|G,?
=/N/?RS|F77J;?>T'L11,O1W6,TQ7QJNW.#ZX*B6-L7W?W14 M>|CFV?_?
WK4V)XXDV^_W5^S=KQ,=C1#/B1L3@;'I=K=M:\$_.9C;V0QG*H+&0 MW"4)F_GUMX2-
7^UNA*"DS*S.HZEY;I.O;I%U<% '8BH#9/X9R0^2E?7HYDNR*M_|4KZ"WDZ";,SFM|
MM*:2INQ,:U2H44D8N@Y,.)

M1.=2^\$=1G,%K8|M@*PY3"5\LYS";VK!UYE*)BUAG;'&7I2\$JP=N&D(%&)5;
MHC03;U'B4?R93FBF4_6R\OI-%VGLMHZUOTH>2F5;CQ(+ME=*OD-17CUF.=3_U&
(0Q&+?I.M)3{3}QRC_WZZITQ) LRE43' M)@+G-E\$M%!F5 (Y%!L%!M5! 5-
(_FP3TZIV<#V>/=S6)O;@GOJMA#'+>5{7,71GX.I48GG+.0MW@[8\$FU1"5)9
M6T#:7TMT0R:PW4DWJ" C\$U%Z2HY'7OYNEZ55N5.IKA4'*A23L8CBI.2!Y\$+7
M.^|Z+7@<99AE,YDLT%8VXVZ-+50M8;9/374R>69>-.:"BTH\MM+6
M@1+!)JGPN2ZU-.I.DD"+|S'LLH"14N#)GO&V9JT#K0?Q>&D^@LU*|K
M<>&74'GR#!;.@8C&5;&M7%J."C4H\B=G[X9? MN\.!4"Z:KD/;"NUZ;"L>=8-*M:R?
1RFG(72TOF54(!UAB4)I:7H#@;\$
MUZ02S^R)VJBPHY+;G"3CJ^6!_D>6^X>1G*:0\$R6R/QND56FZ[<=)%)*/!6E2 M"6^O#!;-
+43?+HJN03CCO#@^NE*)I2RA*W8?WP9)44G)6%*E6_8VR(5*
MV&6)7#8K"L)!HC8HADK>MKUB4,%\$
M)68['7_THB@<7SU*_WWHIT%2BMOD0G1#W|M07@D1_JUJ22V\L8S6U:J(H"V
M0R9:5/(URSF-NS6V4'=4LE'6'=#FV4)-44ELIZPI5!A2B3%/>YW|^RSO|WTV
M/' +F!7(H%S+HA8D:W81#[S;/9E^4Y*82*.8C-RJHJ(199_+FSU!=K;=F9SWJ
MRI9JY#0>3ALX(GI:0(M*VK4+I5\$!1B5(&<@@6)Z*|<,I8{TJXT+T>.Q)6Q>B
M+8Z4Q.=F*B"SF0&A1J5S&/P_OW#|319GN|L0>'9^G WA/QM4|DWK.40\$H>5
MJGZHY!3Y|(.**BKV|R#T@MAM5\$I9&JR;N8,D\@((99=K6QH%-3L92,?M),_:U
M&_!JV"L)F&PN@5?Z+:@?WFI|63|)%8XGCCOR661%XJ<8\$MY.410&0"(Q/OL
@.5%VB(=,FK2E M>%!"1"4|.O?BV?S^J0;9W\$,R|OOFOW4T&JW::H#F@/8
C5NADB7EI3,JL*@\$ M%W=W|53R258>EO;.!E51"25W
M4!4JO*CD8,/A\$ZPR/::)3,3"AX\52%XJ^: MY*78*E,6F\$,EL62!P>R(28N' M3()LB7AX.?
IYWS MT<-13GU|05;/8|P MC"|P="!6G;SD^/AF49<."VG#>2X+)8V6D M2&0J*
<+N1\$8%&Q7C>C13R|5ZH9;I7F&FZIS*B2<.5"@F8Q"%Z?AY=
MKB0!A#&4IUZJ5(Q|6|E,<8* M."H!!\$L:RC!*3%1"4ARBLF5&!1"3^2#_4
MIU|.PM#7>'V1,V_LRTR3'WNO@#"2|H|EO5::8L #Q|J:0^S-^7_/TJE-(|MB2J-
>O^RG\OI:J)2?/?
M*19CETHXM"N948%&)9_XJI&:BV"+AL=*>:_E_+>G+P?,5L/8I2X4^5(?)OILN_Y|T2V
M*>DBO)T..2I3B26LI?).N42QJS_ ;M\$4E@6!M(8L@Z\$F)2OY@K93R4IG<9BN7
M2CIC+97)=%STM\$4E.6)M(>NXR\$FI1B6WLE9*KU/Y\3"\$1>@O|(VH^GLQ3TQ
MJOP,\$2P^'E.)JSE,9)VR5IA48D;65B@>BWK=\$0E"K961QL?Y>O4&|4M#ES!
M1V'.PW\$/*=;HL_'OAA?=8)I\$@UC*.YF81)E|U(U7D?QE)7G+F^B76"R8GT
M(MVL9C\$*3#H6%IOX6;.2O%I(9XK;+&V0')6 EB4'9!UHMRYHA,06RHGW#3_A M,95
UD(>4^S\$*&NM3B6Q9;V!;1%(ZXA*8FRACK;E\3#1-!EHHNCOO=Q^78&2
MWE1R6POI3;\$ELU&"5")?EB#X3LU&>5&)H|>86L KJ\$W3\$TZX7;W|='IQUA++
M5F%0L98S>.8P=@YS|(X.,BK!;6|X6I8-!!*_JARS|D;R?\$L"/UPNC1WSMXP M?
5)\$>@7OOE0WG%^'@?|7Z&7|:53K|5J+|@ABG4I@N@.-4>%%)1@|6D=F,N0
MGI*^C+9X'A_%=N?7:<\$!M3&-!I7(S4864S13Z2J-2BC'2H/OF=)5\$97LST85
M95[MU2OI?RBO|A14 K0=>8P*,RHS&M"!-

HY!\$|7|VCL_*L0.?/M7Z M((F\0(N\Z/0A<|Z D*14
H>M28H*)2H9PTRW:4,EY53&PH|.O4!_ M"S"F0|:-(
Q5UJ>0*=E#W5T|/#0"S3%XZ#CUXP&1Q_/L!&78DM4,EX|/%#.YG|
MA=,'4_&R\B|IREELA@P|K=))=W)S5|4:%%)"Z^C#*L_#ZF+S=_T?N40'E
MJ7WM?XR_>6:TY,P6!DM%R*XZE|>ZGH|23.MZ.3XH'I\N8OJ+=?2CCJCD
C;J M'"(B;(-VJ.0SU+7#TPQKQE))J*@S%G/71%<|5*
(S&|4#N5>BJQ@J,29UQ?!# MG-;I9)>4FT'>B""R1;| M"!
2UL+0&!4^5(+1KO|HJ=#WB6|::%\$)X\$9A+'S:4*'+>|;R|O=S+|IZ1"G|
MMW/IBUC?+\$=A/U'K+1;ZSCF,53*.,|X|P*X|W^I7|X(TN+7D=
IV@%N)P|P|M(?0*&9VMGP'FOT)JK\$2^|(DJ\$G^XVSX:X/3?M-
CH3:Q/FKY7Q=S+0S900+[E# MOX<=G1>V3@?N<1|H*|@<:9 C,5XUY0?
+IZ|DN/9SMJLD;0-#;\$!GL2%G0#4/ M UR3#;\$!GNB%G@).'
563#\$\$GQZT9|. "EC|G7N2EZ.^89^T\AR<92ZK|_2T|. >SB?>O
ML35V!S4Z:PP+U-"61;4*.D<,"|30UC^U"EH7|%=3Y:M1|M-
0Q5,QW6QTX^M< M:A6TUM6O'^N1CN.G!_ ^5-
_ML%#*T7M//=C_UDF"+Y0\$^P-!;0|_26+;;'TJ! MH7.#LFV0RCQ;AQ R= 8-

FN[#X&QZK8)NX@E%|V\$2,@>M40.X^S*&%J|!6|W M810OM)X)Z.
|/#*&1HO8^L3|D^E\(_BN(C|Y\$V#PZ:#T04T|E0H4>6CLDJ_BZ M81
E'X)H_1&CYSR@@A"M9,*-"%<|C?6GLPD1'XAH392L(|D>!: \$ M?
CA=9JRE&%%\$ZZED1;&3Q.\$|C+V%I(MB%:W-8N3Y1JB@0VNX9(-
NXHD#%8K) M6\$3ISMYA=WA@)+@ZK:.V8+&@>!5)-EWW/UZWI.U':T|V,
DC>G\$EG MI(5>VRL-XD",K\0TE6666R,^,\$E;-
>N%_J&G*ZI,"ZI0F|99XH.00%_3D2J,
MKL4X=BO3E=|9&T:*'&%R:RP2MZ>Z7F! MUI\G_#64)=JE)I%T25LT8&
(+HQ"2M6H@98=&\$21KST#++(RB:(-'R\$^-HB M:6^F|C""1D/1FHD851-
_F|,U 28*,HDK5J0%G=1B\$D|=0 R0Z-DC>K &6
M'9H\$LT;6KX\$5/!G%D+QAP|&4Z5N)YY8^\$_
M!^TL5/%,ZL7%N9QF6E.8POJE M|= _?!M?)|=_!O7VY)_F8OKG,OA|F-
R|:ZIV|V/U| ^C9>0W%^ _*OZ'^&T| ME! _^;I7M|X)*|U>M5AQ_?
+FX/NG|6%I.ANFA^F'JP/JNW'UN?COXZ.'KW M^>^SS^ ^7|L,G|Q9OWU?
XLN?C4&_WW|S ^ ^ _?/Q MMZO)O'W9E<=JT|?NZ*AG(N_9?
O=8CP,E0&'1>MZ-.LN>G^Z%|UO M'YJ#C|=ONU^ _?6W*BGM2;WS|K?
J^W>M%WYSP1B;G|X?3TV^ _G?WW7|WA^9LW M?Q2GB%-ORE;U) M)_;U-
+&Y/8PU- Y5QD 6STB/E@|=T|X! ?#:NC<*ES+*Y-
+XSHZ++_N5=5G8JXUGXY&3&_J4RC,Q?W*28|?
W.RI,@LEYF.C+>:'KZ*9_Z6/QYFUPWGUR)8GH6!AB(*?
6^2/NHFG2_S)IYX.BV1XT\$X.WROYR=< MWAU(NLH>Y61UJ.R))X.15/.34
2%/G:|* 6@-)P,/|"+16;)R"+0S _^IX_06 M63@LG)*%@|/?
9>'0%TY!"4<#ITO."BA% 1V""YL&RJR!%S8L,OK|60-GGL3"
M8>&4+!RW5/,;%#F|BA6-RPY9)*#W;@U
M+9TO8!FQC/8I(Y1#"BPCZV14T(*H:>E@_.LA;:9S3/!M AJHLSX>1'\$,K.B
M8|_T_H"EP|+953HH9Q=8.E9(IZ@%CJ5C JR!;34P3#3)!IIF2E_:'*M_?L>
ME+, O.YA|1E5' ">CB<86%&LJ'TJ"N4,! "O*9D45M'AJ63ITT!N.WH?Z%P73
M: ""4_LAF69"7Q-U52 _^L?YGYMS^"BFA=U\$(Y(X!B7<3" BDLV U:R|(9!18+
MBV5|L: <9F"Q\$!5+40L52X<\$3D7ZR-:Y .HIZHQ8ZE(P L S1K?::+
M')1Y/2JR6&'\$V|.VI=,"K!I6S0ZJ03EMP*JAKIJ"%C-M=.% ^&9S"U)^W42;0
MAOMSM*0! ?O-\$E_LR\$2(2V98A8P|8JE<1AS'IJ?;W#I4J|8&FT9=R7M|WC,R
;Q2&P_5CS0^G7, U:5*L2=/\$P4YP* MQ8&W/"AC=A1+\$!8?BV^#^"S-
^5D9Y2NCJ,4%REQ^=XI_E/.Y1E3U|943L?|!
M638V6\$!WB"F@T96'I0DX|Q\X_V%W1@|/*|!S%LH25RQ+ F"6O2TDD
%@Q8P12U<\$&9 M|._ _+/ANZZXCKV%/ |&FX%ESE-:LE@:L#/G
7(>>&\$.JA'L5AA-;(:MU6C MI6,#+!6 4BEH@5)%F?GO@?-?1AE&
(:T@^ ^MA8HY'K2-6(TTYVCHIP%H!J)6B%BDH,W|F/=EXT>CBQ-
9(G6(+9T)WWZ>3F/?S-*PLSZJB:5(>EP16K |4ZGK41U3QMA&NRC4 9C+UL
M6KT_H_*NF7=FM.MI1D?BPJUJ IRY6HHTSU61|J6+|V+A>AO_ "" :5=?,"_N
MB;'^.NFE+B>\$,+F*JEF:N+\$T|\$H#=BM60Q?K|1**16N|:-'EMJPHVQ55U.()
M98Z|NS0.?#&^Z@33)!K&4ERE0LG\$ _VV^*48)8-C@;G3%A"YI9SU8J0?@'1?
*MX084RR16*BMUGTJU=- ""983KX7=&FSZ4"5!O";#8|&L&A9M,A\$: ^EH
M1&|X>A_J7Q1,HX%0^B.;U41>2; .YS#: %DZ|<"L!|EZX+<(E",1*/HZUB/K
M<7L|HIRMV%TL'^5|+I54?7WE1*Q_L/7SJJ"<|*):-TOG%9C|H-D/_):!!;OZ
<"& 9V"(#X,T3RO@>Q7*&! ^,V! M|P|8C"Q&(&*T=,B E0)/*04-
%#31#124P2E403>Z;:PMHK#O9BV.>9EK17'-
MTL2RY|O;WO\$9D!,"NOH<%?K^4X)&|J7S6M-TK/FA|.N9?
BVF^VK+TE22*5X^ MQ8\$7?
Q+))H|@%Z&&Q^%A|&|1G;;H(=|M_N2J!>%Z9T;;,TJB1^0^<_!O&R1R M1Y
|&RN3E;F+,BT-(5DV&+)(HZTB7F|B6).T-=E&F;KO M+IBS+Z,,
K45&GE|H9/C>;<(>|BVI8, 3'_8| =^TT Y6X"BD6-ALC!W\$";* MT09636&V-

<73U=J6CA0PZ2&2'O@-N7X 7=N+\$>:CBU345>L)37X2?R(-E)XIDW/5%%-
VA_B-;N*/XS=X
M^+_O|5|4J/%L>2(7TG_^=1|>=!Q<)W&T>H=;UDR8FX>)-7-;;%30A8K,1)(U
ML5%!E^^1X &|BH0NL:)5D9S|VR(G83"-I9H?
RHO|3FX;6G/6S*TY&Q5TN0|M
M>E>9WD;IC2|AH47OC'T\$TSLGO=&%,G#HS3QZPB.T:4+Y/,+=Y)Z%L=Q|6?
1 M&FV40H/0Y;6U5 F-+A"B1>CR&EFJA.;,R73K2I0Y#F=\$|C2K=|
S7X52(M,E MP<=F"CD38C87VJG29S.G9?:TJ?39S.&8@1Z5/FTX=,+0H**B%
<|&+I\$5)3B MS=#JX:*4IRZH(V'0X8,#0M!FOB,!,.!A__UW X;L#00#&|)|&
|RID(AF.: MZ9V3WAR26#/G;)1"\$|8VN26. MAE-"<4%C:UE(E-&C MS.&
QIYF%<10A%\$VP02MH
K3.ECJ\$U2C%7+?.AKIUU((I65=G7QX\$(_N!W/1=|%4|INGM MXQ;L\$'CT
"\$J5M27F!RM++>8%U MU((I2=|DJ \$(|N?:S-:|3@^L(I;P,L=1PH@*%G6_)O1
2|C'\$38,+%45#'|C|,\$& M-
@\$O:1PWV#"Q5%1)XX#!!C8!+VD<*5@PLE141>,,P0(R 2|H'!J4P<%>F*@-
MOQM?>-|@#R58!>S-KHH(%+Q|^6D/>5SE MC6|"T2Q,(A%,1C?
ZE>7*M|KRC)|'|? _^Z@Y-&Y!Q!*|;/ZI(MU|4UU^|VU
M3S^TS_K4K!/ZG!ZFO(S? Z9Z+;|E' 'B0_O%E%?_|#!%9QK@:XB<^JJY-|0
M-2OHC(4"-SF:YR\$P326:IY^G<< 9?WJYR"ZVV"10EQ.T7#C.1)
RA#Y\$|\$|'|7DR4J>AC'RL/E'
MGCRF8HAF83QN,7BE_EIH)5OK%:"U>U:^1AQUT)C239RORK.87'3--G,-N
W7RI,;5D>'7IL-..T'R/&N55K5G MRZT*+PO6?
ELE=MH)S/WMMV"QTTZ>+/K/I@A#SOM!,GS;|AE M19|M-^:|X-
Q^|W;%&_2|R._%S/9^Y8?;MY:~D?>=!;;+3|GC_STA|I&Y%>E
M|P6;Y=PPN0C5Q LT(I.#4*GPQ@NFC|_F?9ZDZS2|X*W)|_ ^S?QT-T_-#
(#T_=B2 'PY=5Y_4|DN 7SYH?U6?;16 M:E?
74B_NB;'GZZ|,>>K@O|++W^9M(*A"M18<(0),*=-GOVLU|V,>|B,|&+X:N
M,+B6>%H#%/|
7T=4+1N8(X;T+&^!\$I&&^-04VF,F^<|D)JY|'|;+EHK\$2'ZT\$|# M;|IH?
4B\$Z#MYT*^:1!^MB9FC12P;?7"5OV:3 UHV^N J?|T2GQ(\$^N J?PVM MBUB
2VU#|:=O.D+""U|UM|0)HA8_?E4K_|27U?>
"Z|XH_6|,,'/KS*C|;OPP<^O+*/UNY# 7Y! M@4T-G6T'|O\$:X.
I)=71F'+C':|###%*W%UKD1:O+|@=(CH:8R'DAU&:JY",9R
M|1|NJA_11FNIO8+VF8P|423CU?C#!I"M 1B=9Y8BN9I:Z5|^%>X+3?
_X#B|@ M|XBC<|DV(7Y_A|X>,P/:L.CJ+*^V?1U|LR_|E<3#Q%MXD\$?YC:|V=
M>?+RZ%:~D|A;Z/=<>F.IZ
W#U|&Y4UEPZWf!KK&>|.GB1M=8.OLR.CLYZ7)V M_(
U.OMIC74_GDG5#>=S+TY_2O3RN*3+))C(R4DH@LN+Z
6\$*X!7+Y(M*!UB#"@9U1W:'S?K;%|L03%^EA M#Q|-\$W,:Z*P^|S@8
M%^<*%U43T)E\$3"GH50J=?X694B58,T65)K1^&O,(5#UBKZY 'AU*J4Y%
(*:K M7&VXC&(YCS83"UUU:K*:"FK3-
:J)EIO\$R.KOOWYUWD87HY#S:2>IZ*XG|2'
M^IU+.3E4XF8DU3S|PN1*%UH3EDF&IY*A=8NQD^Q\$Y.28L>
|>:##%#:VHSSU#5 M,;,>"^392,R%|FZ|XMJ+A9^&^&\$@5'1^?#.C-
C379@K>8649K%CHG/D6H)^5Q M,
|G3T;V!TI>BV7Z|_2+O#/C'EUT_CA@=,&=4=!\$YUH#1A?<(00M=.|Q3|!|
MNI|F(3O3S7=X>PIT"YV9"Q|D<'6ZA\$*7A7D!"&5YXI^%>0\$(97
MI=%Y6!M.,CCTE!S'X>;#"^S!N(W.R?H%QG='!XF)_G-
YK2^3_N'E0P|NUMQ& MYVMM@+R33+SX+J*,I>S.A+
<);FN@1N=N;8!Z=9^^^U34OWP./\$O|\$7=TAM<& MW,_ "N1>(V
NFG6#2#=#5UJ/3%>A?%I609QOH"K':920O4QH.%.S:JDX&-XPAMCQ.YCP&-

+ .B,T75" M_ ;#Z. ^<%0* @|P#%YPI] *%FP,:T5 M;QGL?
7=/%ONW#>NF6WK-71K=HB5#ABFZ);Q\$"L=,\$R+7]GO? 5K>:Y@S=36
MV!JZ^0:(E0X8IB0\@K(K'3!,\$9PH)?(*;G\4T>I#INX5Z"81(%8Z8)B2<"3*
MKG3,"W>D=CY"K;R7,&6J2M81S MIZDYQJX@NF0?7*6#ARD)1Z+42@%
(E%WI@&&*;8]\$\-<^<3M7@G\$Z3Q\$1"V94.&*8D
M'(FR*QTP3+'MD5B=6I3C"AI\4&*3Q\$1"V94.&*8D'(FR*QTP3+'MD:CF>23L
MZD.&[A4M\$A,))5%(E%WI@&&*;8^\$FV<_G6MP
M/UV+Q\$1"J94.'*9M\$HY\$J94.'J;8]DBX>?;3N0;WT[5]3"247>F 84K"D2B[
MT@'#%-L>"3?/?CK7X'ZZ-HF)A+(K'3!,23@295TR:3LD)A+*KG3
,"7A2)1=Z8!A MBFV/A)MG]MHU-WO==DA,))1F 84K"D2B[T@'#%-
L>B5J>.9V:P3F=*HF)A+(K M'3!,23@295JY_ MV/JENZ^Y_M/T9_[YT_]J)M]#
(MO0 B_0EGR5PJ\$8?JCV=JR_QW?Z:0%S_PAUIV*(-
P[@7WK_ID%_IR2KSZ*U_ |MV*/A[9[V&U_K7_/OA][SZU=*WO'HIGO^&M]
[M]_JO\$"9J+*.[?YU),4F%_MAS_ZK?J;_ ;'^YT4X6?ZA_VP6S_T_A]02P,\$%_@
R9206;)7W5SE) M0RL! !T !E83 R,C(X,#0P,65X,3 M,3-?
<&AE;FEX+FAT;>T]:W/:2+;? MJ>(_I\$U-
MNPJ@K\$3)YG8ZRILD X2]#K@,3G;NUGX0J,&:"(F1A!WFU]_SZ)9:
M0L+@!WZQ53LQ003C0%[H>O]K]O)0;FT_]51/X9_! ?Y00]OLGC0.IK?X7_AV
M2WV]?)@^_D-TNG^<-/[Y:N![T2>Q71M'HNN,9"A:DJ<^2/+J_ "#BNC(P!F
M@A_"3T_U[R+Y*WICN<[0^R0"9W@1[8F1%0P=^
ACO3K8/SQH_+IP>DX\$@U>W MW^YO'<):3C.CI[R#Z\7CO=F7UITB:D5B-
J>F%DC+6N_"2N3_4GD^)[X+H,0 M_MW?:A[DK_"&D^N9])Z*AC>7V)=>)
(.IL>R4;R)_3-/&#WI^%/FC!!=QE&I
M=2SJWQJM8_A_5W3;XNBL<=SLBOJ7LT:#GM7AC7^UFZWQMD=@^)>\$?
OG)(R<MP50]=#Q;XJ"UZJ[CO3KH7CBAR_%N;0
!"K"MB)I"RL4_D#4)T.82>Q6Q\$YM MYYW8B'#H?][CV7Q-
#Q!='TG/AO]'B.M!/1XLR+@'6OD>T-Q>B\$]Y]?G9JM<
M.O*#L1]82'\588ECZ5I75B!%/_4]%(= \$/A7,JB(Z\$(*_X3B!/?\L2I%40.
M@&L,_TX%/) :1SR^=P"* HC/?6)XM?OB^/? #&4;E4HOFL%QQ:'D_::JZ/7(A
M)XQP]DLIZD/82/4A\$/9PI/+C:_.L4>\H.!!I@KI1+)F@1F/@Y#V0"T3A6V(E
M>,_^* @*V#R'(\<11(&Z1A?1A(B822)J]CV9>C'F!XFREL1VQ82#LXJUT1X60!
M=NEG*E<4L]L,8A3&L@/F\$BNG%"*D6[I P>>C@,'OJ#%2)J1R,(? \ \$83 F\I
M@LTX0*G9=1H\$3?,9RRJ7XFGP&W.1HC<5Q"(Q8V0GG#//GNA;8R<"M/T-
(X%0 M'(5B\$L*?N'0_96\2"<^/DNV62[8<.%[R1GAAN:ZXL S."O
:"S[A*B1M#S8 M9BB& \,E#P(23_H6:!'Z)KV>7MOD@%/D(>:%<(I
&[J])4!WB!BE\8?9PO'X@
MK9!Q8@T!O\$,D2)"0\$ _@6N.!,7OKN)5&A/QHY\$0(_%(/ 'XG?WN]4=FNU2JU6
M Z252[H]_!!_WDA35MXHHJGF-N7S2T4KROUSS T%9(EK5>K5JM??
I6^<'B&RYE"L_F0T0!PJ\$6J_/E7BQ3\$ZX^A]!B!P=%G_N M,QBI1+
U2+/W_@24Z^E@=L N\$\$ H0AF!PQ)\$%TKSOC"KL=7^4,A)C^WSQH5 M)8-
"\$ (MLR!.- (C0]AZ"Z]JR0!MH8TT,P3"G1Y>6.[%ZKDP/H/FX+QU8&N-B
M,'#ZCO3Z4V0[9E8T/!\$!8'59_9^>?^5*>XCB'7]ICI4W.03QB\B<:,X-?-?U
MK\)/+PMUVU649\$=:%@%<4@QCJL#S@RI"9
%%\VVO+XD<78C05@!NWy32 MP MQJ-
K;"B.#FDE9&>/4<&BTEO*6&))CD]_ ^Y!H7\ R3!#)T=@E7X&9E6EQH]>I
MY,M"2TD (WJR[X]P*DL_F=!]_<[6SED*&(WOL[R> |:OR2[0D]E9_WIW+
(-0;5PXTK2T8J \$B0I+ZE^ \0\$ '#&1K4JWKB/,K_9<#;3I>[MKE<'R#4P?
+F4YAJT!L-B>B,^RR4XH&R6G+'F#="2I<_)LX66DF\$XP;VAH:*8
MFV*)2C/Z/5BHQ;H0S1EM1&L]RWXS&:/,&^SN\$U<-(L4KL8\L&H.!!E./D=FU
MHTOB1CFQ@IAR"C"- \/>!!(XFNR/EZ1<-^1ST\|T(J)=+0*0\$PP7<&>5U*/&;
MF#T@_ (VW.OT+:4] B0-R+/Q;!!>\$> [C_YIT;|=F1KOT)W/FAW(/AP3L;0:K

M\$&_>J.3!_G'S>SHSV)K>R=';KW'9SU0BC*(GOVZ8(&(!2J(4Q'ZKF_.K@V
MX+^!;/F+*'^OCGFYY\$Z^D3,">NVES4^YPUX4*7G=(S1;"AL'Q IFDOVGJ
M=Q"ZY5(@QR!Y8BU!906!11(47460N!L!P8&\$Y"08PQ8LW2;@,,7.+ \$TA3WA
^L2PYPP_BJ%<%2-@[# 7Z.P6\$U MP,@/(S+NX;<#QP/3TK%<0?%
<5E.!',@@H'A+N00BR# Y=ZNU;8%V0=%B(G\H
M:1VD/2C*R>NR4V:7XP%WC4B%H7*"(!7-@ZB+#!0+1I6,((4\$CFF7\%G@/H
M:'F6.PV=4"&N[X04?P&\$8CX+QB>59("HCFU*)7T=&5X\KH0-ER+(E47<;
MCAR HG/0!BZ7)F/EH>8ZR7Y ZE&A@!&-X_0LC"##+PD2U\& \@(A10,-H)
MAC\$P7H5(S?\$FY)'G048#@P/+UD!4*; \U.CJDV*\$8D(\$4 %/PA+ T.'%@MW!
MK/6W,LASH8 PQQ719M4L%+U3#CZNM"=ADP/-
_,!^01!3!_038F2%4B>\$_:37 M62!-TC!;4,"YY*C8L262M!S>-
DQL'5\$&8E9BLU?! \^%?&F%O@=> \O1CRPY2 M#?!/Q#J7TQ4;H:Y&6
F#:M.=."(ULK:V0TWGZOR8.@!/#3"9XHB)SJ-E@A9)=,E*B.6!:LW<)B:
(>&\$F-.IAS" MHE:W5.*!/">+, (B#:>_2HS&| \$L8Z<\$%C"?!V_E'(J:HSN>
U4L,?->&8#FF3QFVJ+/3[E",R)\,R/A#MQ_O29 MQ=YN[-=W+W0"EW" >)R?
S#-3TFFC: !N,HL42\$DX8BY0DF8XB7673@49 NSP< MCMYN5!_ =:43*Q-
)V#HYVBI&T,#; 0)1@BL_\$*XQX9Z70C<;G%)&=|:89HV # MA4ZD!)-,L.ST!|S
!6=X#*\$(>PA%JQUC.*,F;J"C!ELZ<=@B(K2X47<4T MTHFN+8"Q-
9W!_@8@OP/\$N_&AMJF)#1'PAQ_!%.>>0U8&;@6-*LO%K)LM-Y&:
M5)S!SE#N!|7:.[!*"T>?8.-K\$'5=263>.5AE|-VL<.\$AE%P9.J<@'C\$C7Z6.* M
2M(U!YS8QTC:XIJ#UAFTN?"\$IVYMUF1HOE+4A3_-5=IQ6 /T0CB>)2YZ/Q\$
M8KF\$V!=-|!7PJ; FMS "QA/QAM/YKL8OH(H)V)T45)OJ:3@*7AQ(5NHB7=2E
M*GWR8NU&CD|17\$'X'/3YA3! ?U,I@A=G1@R4&9\$7BU7FWHUI#65G
M)IPKVMY!6Y-%29!O6P'AI!9B9OUG/!9RW_&/. \$HFPDB.*99P329RH|^IF(R7
M4;QSC*59\$RP L6:5ZA@TL|+'R#&91 0CS)TAK?C6RKUH62SWA2J_!FX(XI
M\$470+AU4'_58"8E34(VH?H+D_-V,>*)?> M5K=W;RUUX>(IC9T^TR0
/_^&"%+OLB>^6.|&O5Y4!61PZ>6<#%JOX M-!@"@;
GNM,Q!+,>6#VGOR=:@%|&4LO'K>^D-'\$+U152'='^N%)0QPU3DY.Z!?'S=:7?
!ZJO:+/G=/Z MD?ZLN9?%5A_:HU#8&#|UQY8%79T@>N005!|0-(K8M?!
!HF>X!(@ "U?MA M\$?!*;&ZV/GX>E92 !3TV4=A"W,0D9KG-?SZ?M6 MTS>|2|
)61E? :!T#.QSIRM.3HYNN)SXM;R)|V5"\$3;44+^_SB>|UE:|<(V+ M3WY#*&?
6N)T%M%|D-SK#&%XXXT(.N#_ %@!OG?P&4V8I^+W.L_,6F5:/,"X MA-
FX|O>E7U?+IUB_9(=^PW=M(G/P:B>5"\$7M*+C^IN!\$X#I3(=*-|BJAKR*
M|)%FR(N|C=;(.0 WE\$LY4Y'D8(:YWU=J.&42>4_H|R#@.QNB4..E)Z:ES:8ZT
M'X\$=OY*9MW%>S+P6'S4RDDMQ\5L^2#?
253OX9:BB3NQ+2O;^0EV74Q\$.Y6HV
M*P)>FNJZ/YO3ZZKRCXMH:,8D;Y6<19VN%E7;#X4HRLH"KIQ-
@%BYI\$%E5"&F MCUB;Q94M%D'-Z)I="*Q<\$#XH'14-
!40)SM8&AYSM!6YP++ MI12)5D5=A^J5X*706BPZ6)JG1H@%0)R027 E-
K"0S4 V'!+F@E@!?:C5::GD
M^:) _87E#&>.I8)K0D;/S.%29&YDRO>N2&9L@'E(*1N3K%VZ6HF\$\$(U3T8@;
M)(*2P@F!_!AOAZ7+M\|D*4J6C9L7PT(?9J"(",42|X%ANA:?F#B!SBQ\$)ZN8<
MZIB/UJ4+8D6DD,("/\$T^YFF\F' 4^D:>TYN\$:4Z_!>I>RDEOS:V'Q*UG,O1=
M:CO%_ F65Y9!N0V0/B\$0)#_0Q'!H6X%-_6(.1CZI?0:DDK\$(B=.B8_@
M;+/75L) 6%3#F1_:%R#O'\$^&84I2YTKBS('+!IZPN+5?
2(4D7H_:;L#Y;YAZ+!V,E)',6?CAR?F%8*<[ISWJ@!;:%N
MPV(WU4F8=5\$3ZPPW0'I-K8G.IE^R)X%?<.|?0CILO.PH<6>(@%=G1&:!
<2Q MY=@\$O8&,(X1CZ>'9J.R!.GRS^*Q<156'(E0-&!F/\$"34BWSY?
+""82:OJ; MPE<5.|5U0=3E0I!5F.!\$JK*C M-T:*G&E,"*Q=BB4Q;> ?
Z&P'&+%AW;?,?+L3X87+#0R8UELS%4PH-67XRCC M^Q,?7P,*7"19QEB.3?
TX)\$LCD#::!Z^!1\$X)J;)KV+7W,-F=D,)R,H1.V(2|^ M.4C1%.8:

IJV!SKWJG=PBN+,TY#AY|".&'>R&AEIG_0RJ"2-#B|IG,
MWHS+FX%R|CSJ^C4N\$X-L6ME!@|\\D_3?
O:L1TK0&C1B6^,L2E7#8_M@*IVM;JJ<"<\$@1D)S01ZZYUI?
G:'''LPYARE|25*|EX.@ND'9;PKM>;TXYK79R.1<|SEYQHIY2-[H9>0I|^
MY'/SETO')Y5'73<&.'^@G9IMI6*P.OWN%HI>7JWX18<';ANY3'
M''&W:/@QAN|13B^E1ZX(I=\$O!XJJ\$'2\$&I*BIKK-G5+*M*<>E39-2QBV&&<
M:W3L<:<8\$PX49PU5U,?G/'&.\$ \$STZLJPH0DSW4ANR?\$Z^OHUXV|\\R6?
>K0 MF\$38@'U3X.HY+\$P)0UFHQH)Z2@N\$%;)'AK*83KO2BIAU\\A,+%1'=-
#66/R)M Z1"51\\&CI571=X0MC4+91%ZDX6.T%+FMG0K|0RH6Q-
XRKC(QN*N/YH!T'|ZL6 59X%&F@1/+0POK M&UBHH|35BJ'&R"
MGBF7CEEK(1+MM(T+E\$&E85I5)Z5A?1|06YYBBF-
ZL_WU>VYU9^K/>^;0TGSTSCOUFD-"Y-
M8AAOJC;L_0Q|56/,U.:7W:\\HVBZ|?7>R7_!J\\7ZKHH*>?'C,0J\$J&K&AG5!=
MYJW*#="D2Y)IE1//&BB-RKP"|373.9.19|"4X|I\$ _K N>% "H-Z.L/I^!9M/
"IR0+IM0VZ;''''V2P^QNC@\$ /N<<M!W^T7L7#P!%Z&D8?
0FRRDEX9L?'4;,&HHP.7JO?IG/\$JNNF:VH|I?(K\$1\$W"
M1V;'58X:J\$,H+@42Z&H-^HSA,T3|&KFK'=RS5>|(FP_%=8#IZ<+IU|<12;O
ME<9P^8XLTA79|(G1"||_JN
MY9"C3+UI.!*CXI")YSZW^Z|N8)U,AK^P==%D11>EHWL/1J@_E=Q.5!\$EJ/#
MD|X3 @FN45|*%5,*NIRV9%3VR#AT3!(1"V;V 2^():+*@(41|Y4'K#) 8Q
M3J0'!3DGH/B 8 /F;CYB@S40|..K5S';-=7Q"18R?C!3#J&E2)@O-6G-L|*I
MB@='<*@X59/:B4|N52;ET6+"B|+M!/TVY +@*:@,A,>+AQ8%3/PP=#E0P
MZ=!#"P"5F!05I;\$X<@)0WX@T8%" "(G0!VPB5@L 1_XMHJX)>.G5HVD&Z(
MGI7%(C|!;%K,<|BEDLB/2B)38&|;%\$M%/TT"|JD-!.|A3L'&K^RJ&"U*T^
MFH",4S69?/I,/F;!VX*R9MP&+'47 0;'12D|+|X@"+6*BL6V,+!"_F (A9 MN*L?
_(&@"965EE@?EUQID3X>ICDC<[R&|0ZSH21*)@E=1S0|F68\$3>51-94
M2&?C/X|'GR=>3!TLC""C
8=|>YR4Y|ODKBS\$*"D=7"+FOK!LYP*DIERBWG#F MR%N:8C+@/)-
|N.DS<*I2_0:LRB7|O>:-
(EC./ZFD9'<|3/HB6G4NAT'#K^'*>FHXY(#\$|AQ,%O;3 X:.)L.)C
M,O\$M74T%=H&ZGT@Y"BCA.6^@TA^JK)<"2;"4JPN&-
&H7\$J\$3C_ |4W=>UU!|@ MK5=%B7C.#?/?
#'''Z*0N@C!@'8:/'_:SUQ^K*7;0JU&RP"->Z4@U%*<*"I,N2 M%N<-+!P8X
#_1>=EPBJ'29S4&U=E4TKIPK(Y7"5MMWZJ-79 M6,,:-
FNJ>GPJA4%68PK94|3J&/ZZX MPJ<9%&A;\$INS"?04U8D^S-<0^?
OJ\$AI=M#M|Z>N,O9|NT6^JGUB1T@|DI7K;
M.#\$83X808H\$QF.@4T\$P.Q&1\$JXZM7F|O)\$ (XTC=DJ>%0+|F04TD3A\$JJ.KK
MVP%IDA(T&GOI\$&N/S0H,WE-"H1?X%E;T8/=BLL|7>3S?
O&18=|CW9OCH2|B*QBAC)EH4R9.D2IF-3N9JGB.>4^% MNF|=\$=
<8T0SLOTWW|0.YK"Q#8|B^3>">%*U(7LJ?L:F*G^!+KG+872 W\$"0YI M>
(L/E^')?@|1M;#_ZJ5E&0;F4J),X|H+BJWGC*>(WHITEF=|1Y5=&QLHF5
M*CE&^#@YUJ|&.7>A=0_745_5*MQ,VQ6%"5=
(1ZMR^I\$7YWDS,Q8G,2'>20H-LL^Y_LT9".ZY,LWD62C.QD;KE.LN ME-
5G@%F5Q++S.&OGI^";\\H1FH3MS (JGN/*?UH>Q_O <_54(4B@;V_#CRS|
MJ4 QLTQU,9+EN.-6&C1|< TN^1X'((^2;/1KH=E'H!-6.?/O MQ+M?
N'(+6VYI:Y09-3%%0|P(9)NO_X"G|. &M^>&|^>&#^>%W,F&1B^CS=FVA
M:Q;*I9A7DEKZ^YHCBL,X&|JP0?;S1!-
@@%_@N&"%Y,U3RX)X#JIG+WBC4|
MR7|Z)'C0JB_ |*T2_UWIWN9;*>_75HJR4MZ_:"LEOB%JMUJ|CQNB|J9IML2/
M9K?5Z'3\$CZ^_LT;|LW*MK?1%?:BK**R+|^>EM8(*,LYORC,33I_M)14;)9.V
MQ4'MJ;0"E?RU>J"OA.H_<&|GWHK@?U<|N!=?

I=&M&SNVSFGJ2NU29YM=>VB8SW4W?UV8[K=R,U,?73AR'(?
7V):I'X_G|>.Q9?32M*X^NEL>BV>7H1X MFB.(3,&3%4Q+3YJZJ*10?EUL,PG
V.AUO_"% UFLS+;HIX'G,C)P|>G"K?00
M=YU+WB.PP&)27,M/(%I)J%:I34O\$2BE=Y:6*|J<*N>|@*
!A6)F^8^<_CWTN M*J"O%V'Q_=CO*'AU|*,4D.XG7PF MB0:
I\$7EKA/,3|GE_%A51F,10+VSRE'L%;;MU/;S=;W1J?I
MK='JBJ_M\$|QD9ZV|G|BFU|K|/200M8!|A
*N7C|;R|BGL>FUC%O+N+6,NXF, M^X;/UH+NJ6QZ+>C6@FXMZ&X@Z-K?
6LWOC;/&VFU|(IM>2|JUI%M+NH4E7>=)
MECVM)=M:LKTTR;;.I:TDE_9QG4M;Y|(>M\Y.O)//G>Y35-|K3;;69&M-=M^:
M|/>U)EN1)GM6U?AX%*A^_*W9;G:ZZ#1|;XCZ%|Z,X>"
IG32NZ^A3@VOGMX> M|S_:|>||/3/0Q*)%'F7|1!S66_^+;3US6U@Q63X9J-
VV|OP(%%|@>^)?OH=- M,V^TL 7,@R(#(:UO|XB\$^ N5KE\$O7E'>GC;R'?
0MN(TD-AA%@DC->W3JS9_M)K+NI-
\$Z;N2<>7SDC+H6;VOQ|A3%VQ/W*S*N!/@-+|*7V*ZMG8F5.Q//+9;U
MO7YRTO@C1|/%8JK_K.HZU;!SKF|.L*0KON)-
!O<;QZT@U@KBEJ*Y_N|F^|M:+=Q>+72K1U7QPW%Mn7*=L(*IHW4*#GK6:
M2LH45_4TU6F>"KBAIE3:|0*P\$XJZ-W3E=/4*|LYGO|&|;M(|Z*)UX;WUMKV
MH9RNMVO%LXHK+'1_|?WS%"W:0!|:|DGX?F>3)9Y?NLC_,GV>|^U/7)S
M.,7XX?WK65K8\$P4+_.|'-@IN8+V6Q9?
BD/+^YG=GZ;VUX4C+9#5W,Y9V:N# MWPKE^CWS-ETF_.I@YT-
EMU:KU&JU:JV|#+SYL^GKQ>RX5L1Y8|+)Y(YE+@P
M|7W'NW.G|RGO!M!?.1Y<-Y%&!? ^9;4|(0W<=|BJP T2 KG'M"7_8Q@^2PV
M|;BH_|+|4=W)2AN8E3-'VY011:MFN/BK:>\$R#N6V"AK?_F2N+R<237GJ55
M"DUW_9J%*MW?KF-I*+ER|/%ODKB/=V^A?2GKA2O*UN M|^)5C_N'2/=|=-
FMW|2_#^J5!/U%G#7^6&G>=RLGS4;G3L-L|V<8)263"AM
M,%F|O;/K>!FB>)-^G++^BI:27,*:E85%.GY>8//VH"FU:;UXFV,&-YL>)'S M5-
;7-!CQOO=0;Q0^77G9XX8Q%\$Q|@ M-&Y+M";8N
3Q@(*J;NY2%V6\$Q'B||^+=+KOI=8SQWP@+)W=G9R ^P)/W1&>\$7WX21T M/
ERY#.L+GW|7TXD?;Z^FK><[8^YRSEQ1AC'%">.U7-<.,P!S:VO!ES8,\$E
MY'07;_"^7I#3|G#;.[5KL)
C/I:A=0"@K0>|+R^;PZ!S&?!0*=CZ_F9+6<|3L6%^YYK,UGSU|/GMP#1:N%=:
(SU.A?6YT^5E MK'ELS6./BL?NMC:|N!"YH&KZMB_E5:..?35SY1E==F|7?
J=XQYAU=:V_.;+|^;L#_@2? %BG@7-MT^R;9 \$|BM,9)|L!VV|-8G ^T1-O=?
6W>W%|7"^==*^1K^\$OSO MO%5MW58NS@_47_CU0|/|?
EF_L,T6W_>5O|8Z7AN<\$J.#@[04|/%^5>A_:Y,SQ|CL|*KQYO|Z!8.#K6RQ|9|Z
#YL|EAGG8G|"+6B2 M^7-0?E-M-%O%0OFN4KN&-UND52?
WMY7K+Q52KEV39N7J6Z/:^I.4OS0J%;QA M\$P?YDNG1??
T=BH!WAA'QL|\$=ZG&!!EE-\$WG-+%U>E(A-V83
M*HC742RX86T_I/Z0!'^5R/A|4>R&T 7Y)UC_Q-Z9^?5BW*?N3;|'YP?5">
M^?+R^Q)!FC?<[ODOL=<_NNF6B-7GC_P?(HJ7"*47#.'/E*?\$2MU79!+S_>|
M1^:72-!CQ(-?'^+K49?<4S_@./P!_!T2N,P"#YYP;?+|^R.YS,1D)ILB#KD
MDKH_2T"%(&6|SUTN NSC@9%R%|C=?|5-7GBO@,Q"2\$&G9)7Z7H@/?
=_''2)3'&D|+|&./6SU"14>1 MIFF<@)0: @91;K-|F/L'"\$ZE"QV07?I\$-
P4WMH:1JK&LEU'!;)_2E^.O;2T2\$ M@X\$CN|%O42MX-PJ_|-?SE!3OSYS1;"X!
(X\$?W*)MA|U?A|:|=3T?A+X(J=+\$ MK+G3>I^TWC,K_|W#|"Z3SS|VG&@
.C|BH71C0ZC M@L6=?6<;7E:JV*/0|\$?4&'4'B7@E@3:
<*Q<)^)Q%!2JHZRJJB(-)"#=:; M@>|I
<%1"Z0.28CX9J!G!7:S@UNH_0&A;*+XW|4:EA'!.0@?SHM!YA*\$0:7>| M6-
PZD:TD78#A|M(#=4+TR>GG2QH.6(P/FWA.AUN<>9:0VQ<@RP?Y 5%#TP>
MM7ZZWJ,448UA(N^@9)-\$/TF11|3D.8|W*\$Z-U*Q(:H|V->G?1K\$@!|"P-5-4

M_OS@V4^*<>H?(3H*YV.QHK7X%[15;?_A@N1U5-\$44G-E.""!:@\$:J20A2
MV^(G^"=N@-!WA"B,/+/Y>'N<11Q6K/PF(?!1U.Q>[I'UZ++/G M5L
LJ>G\$F0=J_2%.MK9-KA7=.H=W^L34 :=-B85LEL!)QD,WZ/03W?QNB?
M>6J-!T#BN0NZ /%1@+*N!*Y8X)CDPHP'1EP01:\$/'0!4'BY'UI8I5JWRY6V%
M7%5N;^+_U!25VI<_=@YWY/?F??DJ^JZ[:WL^.)0]"V:"#@3,<_3IC#QR.^CA
M-!>WG69D>^X3AO-:(.'H")\$%(ZD:"VO2#P^COZ1U-
#XRS! :KQ&9;:1S6F8>9-; SBB@PHU|!","VV9MZ_HB0>J
MVC9(;4RKI#*#OL5-;>MZ"0R;[-;%2)D.67251W%O?;'SO&XK*^18;509:~T
ME)U?-BY(LP<03>2)B>ON/X>2?N50(>)Y:P:>|3.?'NEV-|S'IN@W=C 2LF0
MAX\$(P"L#NQ*:0 |DEZIVR'EB, S3>)E .R-MX'+7|T+71N?J^:?\$[I9WCP|
MEHX_?"X=Gyr|S_!"VN5^_,|O"W5M^JT10)NJ^P
|E<@:;Q8R>WQ|>S6!R1\$" M^&VYZAUU| MB1ZU3-
:7|#"QXYMJN'67XX(TMRH#&CP|?(Z;*Q_FJB;P|Z+9
M>2<3ZZ+'!|9O#\$::ZVPN| =QRC'WJ*Q%(M^(37GH-#0,)IND5-V8@?YP?
0:P8!;9_1GWMABG=4S*05">)^I1!\$Q+ZVBX3 MK#E
WBAVF#S8|E1BMZWS7L_DK0"5XJLH|YF0+WSB-!:9F,62BP/P+K6(*Z!C,
(X+18EC>MM8*!|L; EZ55M;TTVS&3#
M3#8LEVF!L6R8281M@)";1)A)A)E\$V\$8FPJ(U2KD9YOIS#/.|L(.R28:99)A)
MALV9#'O+VT06O43'6MX2';D,U6>OS'8P:062^Q9T.\$DX4REY9/1,0>BZ!D).Q
MDI?)SV1L\$JUSFL55\$C|W'BB/7)|)7==E(|S2>KS6\$(IJ<R,MO3RQ3
;PJ_9RON: +9O_,(I8^HWW-1O.O|?)>JN? ML:~846-LO|'!QO8;VV|@?
BX4;OD&OUQNK#RO9:R^L?K&ZF^5U3>(?V,=0/^! M-0/J&R|@O(#Q
L8+&.R?\$X5;ONFO|UW^'1316'YC^8WE-Y;_3>+_-V3^1
F/O-/>1B^EFKQV>D/E G)&"[33S#P0-O|ITZ(?Z|JJ-87|ZJK/V)
M27H.,|A1;\$VP(6+ &6D-!S#.LD_-W#HC>" 8E+-PZ\$?IPYCC9|"7L;_H-C<
MGPF|L.-?CT=EN1IL .87-JY*I2@69,5DZN/9\$!RWR6,MK@J>>!(7L;:1/HA
M:)1W:OK;J'KZ,3U.2?5|80|HZJ&6!MP|VH2;>(Y.HLJ=87'WQ0+"6GHR5K\$
MCJ-|7(D,L#ZW*AD9!CU/'FH#XL!^,2L,5(E)FSD@#OY8C37YDS|6|J6'^|0;
MG6@CCL)46J6K%U&7J2|M!#DB4?J
MOKX^^0@D)7\$@4Z;08"O%@OHXUJ>LO-IFS"5VZ PCJ?
U7U=7%;0|NLY@06.J> M6J-!>++0-7Y|Y'@3?-
GE|D#|QPJY7P8G%NI:%52|&IS MN4R9R!D:YVHS;
MNX|"@ (ZJ*FOJ\$|P>>X\$&" M^%L.HA(.=")ZCO4I72BO|!
5@DV:WA\$A9%>51@4GZ,8M@P^6W6-%Z;\$"VK*= MZTAXWI|A:|O|
(3D2;:5F'0I?2R"2KN7U@5VH,E@N\$U3\$%9*K/GOP+*HX#"D
MW%>A"=@,J!1+!*LJ2;F7"RQ MZ2G#2H7(*ZVA>*-
B(XP8J,I2KWQ1^ZAG2T61G8"JY|"C-JE3@FK '-5#SC6 MVMAL1SJ5|
)@OEP03HM),:)=,\$HB4#X Q=ZRP\$Y(S_#(@Y|V";(@;&3WP-P)
M8.T0C9JCMYJ"?6|3|ZLW2|(>1GS@GY6_RW,M,X9>+"3&CJ1",&E)1?%9
M!QVE!W<11GV'PS?5"PQ-(1:+"NF|A|DL4.3)GL-F!+RJRHZV\$?Z,2, ^UT
M &[H%RJ87|@<2M_ "A(0M7N=DCIJ-1EJJA-5V2^4' %B
5%ML@R|TA|9|SU. M0615!9>8<|S-T0!|\$%)1WH;3\$IC8655^~O71
NI1AJK)\$*.Q,FK)>@'? B5 MV9\$Q&2|E=5O*NP* R8CE2<'R#!W?
S52M\$5OZGJT.HE4,>Z|& 7X|S2RIBQP|
M4F(H+Z>>S\$8|P'XP:7B#S!I(SZ:8P:3E>?
7H|DE%/4#%Y+M*D|@1/649)5\$A MQ&?X0L)6B; G-
!)-8@;D0(F0LK8/PCJ433|JEI=\$>@XF%J4 M83L*QIMQ6?&8:_ND-
4Z05)UAI&BH+%%93#SX MC+N3W<2"7H-DFN"WZ"8^CI+3-:|8J\$\$\$?.
(4*'6#I:D\$CDXHS)7)\$4F|9,2 M=*I\$0 XO(8C<6:(UL#J"AS|3V
M= /BZ%C+A%VXDE%#4CDF*(T,T-/T0F1)2E% S25A:O#R80PE-) K16Y,
M(:>4"9QD|V(|EVEEBP5E/PR<6I6>G(ST)!9S&>/2M\$!DO|*)K/TD|)2A0B/%

MP3|>.3;&M*FNWOGRVBC-FB7-*<<#^O(W^M,45M-^8OS1?
5*6+A<\$V<%@/4CZ M+|+|?;@='4#E0?G>8N%:)<*F*!?
A'9FT185)HQU4(^V#ABK,07:EDWFJ785"XK64:H9XOO\$;":[EQ
5!)<^57\$5YCR!3%M^+:ELGR8V M085JN4.Y@VR,WI|@8K0MF/^@,K#
(V1);, 7NI)%(N=\$XRD3OG2_JQ95|)-(M=?7Y-L7"?
8R3E,+";WIO@B"_[W_&BR6|^/O^T7'RRZ?DE^1MQX?J"^H;7/B|M?
R0K6&CEJD0@|:ECB605|\$H*J5S|IG\$TR\$=;|^-,YI3/JQ?|)\$#5&\$/P+SDR
MR%00-O<5W5+PW-Q+IOYJ0CM4Y>5Q@84@J13)_V_8.&98LO/!K,
[1JW,^O.'5 M.0004:#3OYEC|. Z1?LB?
>DGN=#K>8+R3ZU/|%IBH5,&34UR\$X;0/X((@ M;!"*6W"<0
[EOT>?|S^>/'\$7'S|N_[4VD3)6D3CM8I>/:I4J;*)8V>K4T\$ MJIU88K^<|;2)
A,+?,%R?GEQ66|TZC|JC=/S@|N+|\$6I+QUY=)=FZZ?#U1PL M?
H+=3+OA0WS'Z|>T2;-Y_[52J_X?;C.XJC?NZXURJUJOS3>EN1W^K\$4|5C"|
M!<[HY?!TJ@:|&C-.L #Q(W-Y^-&8-M|9/-|6 MJ1L!L.9=^?96D7+YK5F5,>/-
MJIUULGU6|>9Y|/#9LH>WFLD&;\$;6V7|FVB_) MM1%JTZ>1L6V0L;GP?
^;6_3P\$!:N7Q|5,F(P55D; BP.&[6#NE(!A111,B"ZF
M279F0#%/X07XT^'^)XEQ%YK/'36|C1'.AF>[GL>::9@Y7BKHJ;G=
<(D./VW MF.\$ANIPZQ5LZ|@Q)UR&3@K9C18J,D&|&G!B')6?
6"G_K|^6W|WR|T%;(YK M?&5#IH=G*EQ0-
+TJ.MN.N5&+?;|QF%*)"8K/D;-14?_J353^|=S8/|98K3E
M\$C!/B#9W)&6BISSBJ.G1\$|;< SP-
O,PHMY<3U35@>=ZB""UJN|2K925J9LJVGX^KVNSSDKTMN=Q.DP7F#Q1-
V(E:S MC@UJFX MM7Y7JWZO-"J*BFR.WP)F!4DP>#>3E
MZ|MJK=IL(6;|7B'E+Q"AG.;0V2V;#UL=MNQ<_*C7KV_J#0A!24U&)^5;YR\$
?&M3-&O"+(&6W MZ|A5C%V&0';|G)K*65WFLSEGD^~0P1&
[GTFN#W1.F8DKO-|L0,\$45>2\$|6 MLI6@'**X=1R3,7OAUB5-
FB%|A:0G0L-&Z+"|*#R<%"=H"L59NVDGDZFAA+Q
MM&QMD5YT;'P8_NI_D^%O:I'KG|R(|0>7|>L_T?&W=W5|!%U!+P04 M"
#)E)!9VK:9?|&!7' ' &5A,#(R,C@P-# Q97@S,2TQ7W!H96YI
M>"YH=&W=65%/VT@0?H^4_|"*U(I(IB\$M| %RD8"D5W0^KBQ)|D>|FZZ
M:R?D?OU|LVLG*001|N#N"@^
|=F9V9EOOIFU.Y^'OU|VZ|7.Y_YI#W|_%_W2& M%|/+?K?
3"G_QM%4^|HQ|Z7T37X??+ON_-,9&Y|>B?3#+Q5!EY,05+<2UR:2.
MPHU(? "6KQ@TLQ-)!M2Z3=J+TL3@X\$3G=YOLR51-
<6C69YHUNYZS;OYVJD|;V!Y WB8K%-Y\$==%
M2J+|0>ZW#_=DLUZ3.BGO'27AWK.ZZ5VJ\$O&L>B|BT9-SE8A+8T=D(12
T|4 M^53FQ|JHZ\$5A|\$?AV.E&M|T,=B|\$5 (REN:.*%I1@-|J)4ZT+F5;I-
+I>^V1L M!MO[OS'>|E/2ZO;3Q94X-Q8B 8A|^93\$VS3Y7IB3*|^7=B
M|KZ,V9ETB!2VG"W%C3;+E)()12%T-L0L,>3J-6UR\$<,%J;1_.\$2A_.3
M*?,2;-1K+!\$K&Q<9Y#36PY6\$K%A,53P5KN!?:P4+LE1JX1UDRJ4D\$Z4G8J
M*;;H9A1|/#UGOS%<_JCG'LD2,EIN!>"69_!8YDF,E49D.4OK2\$;|[PR>VPT!
MI<'98Z' MZW""M8|YRY49+!F?""|&\$%KOGRI9V(:0EGQ0\$68W0WQ
^08#"**%5NRDM8+ ,3 M,!OP=:)F&;ZI' M=-KTMQF|8!%VQ!
<)%NP"4DD+W9V=0X; Z6<-7T.JW 4/"\$ MN|KS=
<7_%!BR!\$9"#@|0|^7#Z2O7EOG+V(RCV7A'EF5F7*0ZHC\$RE2@:5-8 M*\$
=SI7SM0TITEX/3Q|K5MA@EGK-
4BI|;DNBKFILMD\$|=^((.@Q(2B@Y)50Q6@K M(AXI-DY(66WW@+/%
[G>Z,#V *TRISDG1&2Z8DZ0 9;O_LRD3:I\$HBD*+D2*4J
M7W)#V&;78>KS|3.Y.GILZWJ|^F|+'<.%L?&)NR!AUF|-B&-SI0"
M4GA\$,^XM+,(YB6W.@+)8S4 ^KP0W<8D;FLNTD#F%D-
)XC\$Z.@YO&7'>G(5<= MJ%|;@3O"Y?8F|3&"A9@V&"

(0'IDB?|C^300F5^+ \$8|X|7E0C*H)RN.^# 0<
M.F'M/UF6Q8'2#UA**H8(8;R?#B;BLL4J'0;TNT/'\$TB!FX")X\|RQ#?8^:|*
MS+@OGX5J_ =73 &;##RWY'U>R\$>(D?8?ATXT^,P:5F
M<&@JW:HS<85|F%'BR<|'HB2F)0XJ-Y26YFE*'F.\$7Q!MW
MX#PQ,NA1_#!1<(U5B#U@!P3CF,'PEZ>="NOT05#PW\$.|T+\$_|C1?
V0C*1T#N_M_/|U'S;*\$WNL")DHZ;^JGWIM0?*&"3UT7D_I?
FCP+QBJ|^"3\$EQ.>.&@LZ5V M98%*CE:E+K8R2C5G8 &2BG\$@"BW,
(2*NR! -|2?YO91,N?7< (K*NAHEN2., M+4HC0J#)US-2Y5_ E\$F-
/_6:TK/33HG9E M_H 9I)@J2/QM6GWW_WWAV>CV\$*|CT0.;92.XW_X8B?
<|P|?SN7AZ=EE7YSW M+R^_#D|/+ZY^_:5QT/#7@|+
>K|H^LM&%2O(BOZ|.0\$96HSZ^|%)4SESV%_U M7|_|>D,KRL#<^X":-
<5TG(S:Y1?9#K#7B55*C_6ZR8S%*97PCVN^_ MX*
(SJ4H:W@|:_GCP9AU'R.'7 M]= -V\HA3CSKTHM8?
^"8C.F=L9V\0CC8HJ7LBS2#,Q+3)?
<&AE;FEX+FAT;=U9WT\;.:1!^CY3_P8IT"*2E0 M|@#02/Z_H M*
(UH7OKH|\$X2'|MV:N\FY/|Z^|;V)KD
(ERA=X('DMT= SXQG00EFG&U_|GVY-MZC0;|<_GOV?
X%/S7|EWVKLX|H9WPB:<|7'|Y.O9= _&M|_WJ_%-K8'1Y*/9V
MQZ7HJ8*BI+MR6^9JB\$NK MAJ.RU6F?=>
|O1|JO20%A|HWH|LX)'_FNJ% C7|)&8&X/HBL&4=\$G66|S0?3<^
M^C6V3LF6:J!262JCA1F(TY&B@;A06NI4R5Q|'|>
IV5_C#>QW(6|RE8H;&AM; MBFYE725U*4HC;JJHS,1/E2):'+VBKWL"KY.
|/RK'3K<|>5K!S*49R0L+21-&4,NQ& M.7&L=04HQ8P:W6Q<&%O |O8?
#+GNB+2ZN|B|%J?&0B1@<;&Z7!)0>H)Q"U2B=YE4&H| M"%QO>5V*.
|4.N& +@HMT"2XA@>S-VJ8&07.P MA*LMO|,E# 5/N*N|7%?|3X\$A(S
R2HK|2:Y92# M5/LDYJ8"390*0@'J<*/I8L,
(2LS0;EG+IGCH:X7J.|N|FA<841TB#AWL#0U-F,/ M/,R:C2%I=*82.X22-
N: "+S2I840D|J# 3JY MFB 6;K4AUQVHV5B#. |+EPTW:8P0+,6TP1"#<-
U7YN/VUZ\$W.Q8G'G,'3|Z#H
MUQ.4QWT,!!PZ8NUO(|M9S0XAA/=3P2000C< \$R:5L:CO<3,
MJRH+XTJLX|,|%+D46GY48'7HY:-;L|&Z8_#(8-Q?D?5|(1XAR1|?^&3C3XO!
MI:W@T\$BZ>5?BZO80H|P3GP|\$)*49#BFWF,>S3"V/\$<(O2!|4.8.OBY
MX=2?|>=X3!95R*RP#
(Q%07)RUXYTLC)CS'V3%8XCQL9S!TOX.U!8X)!;:\$CW"
M=Z)OT)_X8;:@&JL0F| .R,4Q>^&3)YT:Z_2C40#<0|O2J3_J;+VQ\9./?|SU
M_:|_V"A/ZZDB9")2?UT_S<:4Y"V3>>BZGL|P.!_7*C/|@L|*<)>SNPB'G@=J5
M&18ZFI>Z>)!1ZAD#"Y!4C)):|. \$7%5@6BHO|CO)3+E@V?F-
U36|2#)'6% @ M41H) DV^GI\$J_ ^-
+3&KB>;794'IB|@DQNVHYC+|BV<@!5(QS,R,|G8Y,*'KY
M#|P@Q51#XE_3ZKO_|X^=K M7UU|ZQZ?
7E|_JFUV_+7W>.SL_KZV4:G*BM'+ +K|VQ'(T&+,WTY-GLNQP_ |J
M;RW_TJ7=NZD-3+@+H%W72"O-N!5?S+1|9|54U-_O_M;JM"^ ^7O>6=
| #M4*9A&ZW.CMM9_6V|O<,K^ W0V7W;4?-'UER'
M\$G+X=_|S3SAUSH^_:0#|=O/0^K1=SC=EL.QV0VG*:B_9VB++:T3FAV/|LZ
M\$V+|H BX6%;|SY'>%X>4AOV\&U!+ P04 " #)E)!9=L+ \$2\$\$ "O\$@ M'
&5A,#(R,C@P-# Q97@S,BTQ7W!H96YI>"YH=&WM6&UOVD@0_H|\$?Q@A
M)4HD|Q:2Z K4DK'-
Q3H""Q3|W&QUV&O|JZ|7@+-2'#5AVXG5>"SA&8PI5M8B(1PHWA@P))*%
Z=5^,4W:DFB=D=|X-D M=VLU@ (3(X:WG88Y')GN;LU63\$'OK-
4=MD<(9/XHQ+>F/HB,KIT!' .8.*%=4 M-
LQCOLK2P0LG05JVN_ "JL6=;OC>;PFP,JH7GCL%|Y|HW00>GBX_0ZBY>@3^

ML:9."6#L3:VH5F3"@#,:Q;+&VOJ@SJ
/'3#=#W^"FM6S9+5BZ=EZ>;N^B8IQ2
M)99@.:.YISJO3IRB^Z9SJ17A7IFPM!8C:^HNF|-W\$<6+-
O7EK-.Y^Q9(>7I M*^F &-6-IEBT;YA>AP"P3D-
%!,4LQT*%&PAT87HT0:UFON+E@3?D<1 M0Y*P+-
,\$!M=OZ(HK*FDB/405,&GPF3 EAK@D'L6PD1(G1|#@QO'+ "1P'5RS
M.-95M=>,1N#N,+|B|Q1F4<2"TCFWU6MCQ@D/&!
(KC09(FJ6ZK/"@W.6F1%O'KM261*)I MUISM8KH'*U#:I%5JH /)QXF-A/=
<,:+&Z={3_C,I|YA6|89YT3XN8/M:N%&.T
MB>,|BC9)8RV%!WE(^F'#)\$VPB3/- .2NJ4Z|U>R?
D%!!^W8N3|+2:B0,U/0BI MK%;W3>|H&?WQRW-%
|KYY.R@7HQCSR5Y:^H>5X1Q%! K.J0H9KT6\$2:QG"FJ M51?.T'82QY@-
ET*MYU+&F9\$/BQYTCA%#EL?6;8!>F|BHN|#6SI-FCT2O95P^ MT?
V9=W&U+-1KQ8*0 =UI+-ECI*V?;BX|@ (25ZB52!OE|7;H.Y57&?S|"#?
#|0RW_0-XS8S|30N, M#7.T|U=TM9|^&CN?
ABOAK812(NG#*B;!>^BV+I|E)G"M?V#3N_QJQG;6_FC'
M>#)Q&?:R<_3OM*?_BS^6V&>G/#/(?CL@*<9?C.[KX'YL6D./?,+^_JP|9G/
M1+R==Y_Y#DY+3)?<&AE;FEX+FAT;>U|:U,BR;;H=R+|#WD|TQ/=\$:7-
&^QV MC\$#%&=^N5%
(CE35+'KH>W^|7>ME9GUHE!00+"9B+\$5JC)7KESO M1^;Q'|VKRY.|W/\$?
S<8Y_,OPO^-NJWO9/#G^*O^%;|^JKX|/K|_9)WNGY?
MW_:'CNU_8X7|Q&==,>8>:=-
'=NN,3=N0'QBLPUTQW(<7X=6;1=_|SGS^PS|P M+7%O?
V.NN!_YW|G8=.^%?> |DV,1@@_Z#F^[XSIL_V3X].3YH^1Z F?'1T=
M%_H^_GL)B;E)@Q_?O<|OG|GG?AT&-)"|J7=3|Z;>3;V; M>C?
U;NIU3+T&4^'BLOE_+EIM@UU>GFW4VM=5L=SL;
MA8,U|^G>0,K/VW>LE+>8,5|L'C@M0
M3@C|. % #5#) @0T\$6GC*F*^)&HF/K:"2V5)97D_A|P/'18O&P|+-
|,MW&Z663 M75^PL^MV|H|B6F#?LU|+M%PUKR|/-
PTSEKMWW_ ;S^_3WS>-|W|H|*0/(|!
MA)'|Y|"H=|W+,N<,>,"|^K=|XKGC|JV>X(&|ONB;EL8E(&|?|V7W7#|U,0<#
M8=|'7(|R)9SS^|I6F7W?/KUEV14|G:&*X+142S0V/#C=HXU_I@CGO7">P!
MHL%QOS'WOO>YF"|;Q5+=*%8J7V+K/#ENL#|NFQ>_ |?^W^?
R^<+^20LV<(<)|M)UDC& C?<;U?7>?@?.=W?
*)X_K'7QLGV&@^%;X_S42/H|#_1S*MLV"(/;|B-
%X(V|3|PK18QS=|/H;)O77#M_EH2G.5Q8? Y/G#0K\$B|/T4+1;W M3TY-"
|/#*66?\$.>)S\$;HK|= "90&<)-\$!(FLP9LI;==|:YR&MUGIC=B%Y;SN"=5W:
(32"VLG_2=GPP""R'^2/.LB7O
M(ABN'A0*J=5|)5MEI<;1|048@_&A#SS_R0*+Q7;'8^(7-
HRW",3,J"UX)>>3\$/>_&%;^SZPF"XWW#D3N|CW|H9_|TK>"#
M>WD9!2&O0K8T|!(>H<;O=|9|F@" #=?LB?
YWUC;'7.Y!VT',%A)NT'X+OUFI MOYFFE-,0X^|4VP)BHMVX@KF4(4M"
&"Y.VFUSYLW3?@!#->X.V|UKV|H4G;
MO+F^|1Y_O3O)!GQ5""GUN%THI3*7N+
%Q;_L0PW.34L/O>GX_YM,/W;\$@=? M"+1IS++(0LOAYA+O MC-UOV"C|/\$?
T=V#|2/A H@#PQ (X:-W<A!AF.4),4|:X_B,0^!A!.^0 780!!<%IHLZP6\$|
MSD0L|N<,|W))WK7IL3'(<"E1""CNC|#YFUYW!IZ5I.4)HP?
O4@@:!:D\$1Z7FG)YO"ANQ":L/AD/1%|@> M!-^<3%P'F!ZP@S/
'_@R,T%#:5H*G9:*8"79JNB60+B (I M7*2IH@\$%B0%K
WT|AO'&&CCYS!B(W^B|CA4QH+)R8HMF
ML|:|E|M<,'\$B23*7XP|G')D&8^&%3QI@%'(IZ@)BO*\$++ ,9@,6!P..Y6VE02

M;22J9M"# 4-IBMO+\$Y%A|)%;0)!&M MF/?W+K^',0RY\$:Z)|K87|)%#+^
C+P EZ/IR@1^:87LYD.6A8M'6.T"\$|"%L MV!^PT4QV|^#2X+,^4_1,LSJV-
+"8N;0YXH2291JB9Q));@F|\$4EHF|A2- MYP5|L'+1FJ2&YX-
8I5V: CWQJN)&Q*O6(RA P2UFRY&_,SNLO;W:%VUCI_<7 M6J_/7
H%M/'(5@/):'J.3?+!;,G@HO("#4R"*R8@9|@7E%>/(!B2|!%AC9S
M24+!'P!&:@.E"2V%'JAT*QB@JHY<|\$/8XNGEH,UALA&P'
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(X)2C@D#6#Q|D|P\$H;M#O2@*;MK)<(|GPR3),#ZT_Q/S
M3QX%^/FF|6@^>6!M^+!M,)|&Z%XNCE%\$J,W0\$O|A/#661?-
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0"M2T!L(#&QLS>^ SQ9C. |R!D*&.77(KF(+ M8!;I
;7NCI0XSK7<.:*1Q%_9| M3*2GF>,YEH#MF|T3(#GXMS6C)BJ9BI=
(I4NH7@G)L_F41%T5Z(H7|KV9B|\$% MA)E7-
5S^4"5U*=>\$ZX^OD>)|@.!LS|U&U=00|_5|FQ,T?W.VC-0P>_I 3BP.% M: ^:
(W"34/?%'|G+>W|#| MX= WNX3G_0AT41AL.55:9,L7Q+/%JK)+=|K|J
M^UL8P(+?9,S'|V|I9>P)E!%|.|*U\$/JYLYVY..#2 <>P(,%UR#I!Q1|%'Q&:5V
8C5!AH\$P,E!LFX =SY0L?%!|J6X|'TXEFQGTW;KZ?
KA2J/=Q3_>HJ_EG8T*#D*-Y/. M0E*8(P"D#%RD#')=|6--
R&GB#0,^|4"J(JF^X\$
M:1T@XC_0SO*45E96,S@^USH+=_)|F7HMAUV(OD7\$2\$FE;B|5;'PLB_AT;O
M9?Y|6|Z'21U,82%HV4000|R5HPI#*M-Z2B<1^|&
(T<7R8M">=I7P!3ILT'C M>#Y|1XW;2XUGCE+0RC:@!#E& K2E:
(@"0<1#!;!/BA M2+"PDVNAS7>KB4GG/_O.>!S80')^F*Y\$A=4?P7 H0:2KB
PNDRNAP66@M87* MENQ#D!F@FE1)Q,0R;4Q%>GUG(@M6
),8=.A9\$40:1TAX(4N"<-2|@MTN|: MZ^WE8LJ<"E?4K))B'D\$I2Q-
8P%>@ND.K4/DPJTJW;&.'CQ|BF/+,ESQ'R|A
M>KZW)RT|OK/GFX7*F3,_C6YWV>-R^YO^UJ"
MS5=WC;&|A98T#=-WIR5GSMMNZ:#7/V>/
M9A/E7G)9"JG/,Q582M\$MEUG*(RS:UQ: ^|?|ZGX6\$^D2 M_Y?
Y/M&5O#A\$|RC&J?
7/V^ST1M04WX@:J3|6QLC|0UU:|S|.L+LR)!ZU+;O>=QW_OV\$Z!EF8VB
M6=\$<:KK%P\$K/M|FG|QE!6_L|D-E6^/ (^F?OTRW/1G;
(?|T|.GGM&A9KF
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%:I@"..2 MCOLDF<5CZ,
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<34+49D&SXYMMWH!YU6@4.KI4!W((_E+|: +TWG=|D4 M-
A6D|EV.-3<|2CA2H.#!/?0CJT9QVI?|X%"9<9VSV4AOJZ FI@NM5/*|2N_
M=00F)O="J6A4JZO>P/G|J=: -0F5!<-Z7_>29@0P^YS;VW|
AIP:)/A!)ZB(OFO^@ &>J(+XX|1Z MEQ/EW&8,% M&M3!%QAL5|_
U@VW:SH%F+>)FE#+J.3XWNH6^ZC8'E.
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|&%5TIVX=%U)-2#!U,T MNLTkO\$ 3+|

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2KC|M(R7|'G|D\$05JH#TO+/-=0"M_M/PCPYN#5TB(SJX@%96|\$\$|?|:K&
<57=#5VF!A|A4Q1F|4M'-R)_
M+I4"R,&|!#R|H;C|(/IT"#KG:RMY*P.E'54WILBF"G9_/K|A*=6%M|2%=B<>
MY*L|H-0NKCZY5RQ5C'RYNBF|^)Y-
Z@MO6F,RP>,.83%S|OA7K1BV_X|O7"4M|%\JZ_M=%T5-
FMSA"0F;8X6A&9CF*POH'G5@=|YKMXH+(W!?!TZ+F"|H D(==&
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7:JO14#1J^0VHY)U?2+6YSY2@>N.OH@OP=_TH#T)G8|(3
MX"/5\D:ILF\$1BNG94WT!7/8%'(!*N17%OMU>S?
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%MZ<;VMT5B|NZR#|LB,F=+V2M;1-935;_ \$AI!EMGY4=ZT?
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MVY3;GI85--G=|;3NNYXR/,10&+"+V^LK=GW3O&UT@6-9XZS;^B?U|>
|NTGE5_MVX;,:HEX=&OZ|(2W|13\$WGZ-9S)E|4Z!EZ9|H16|N4)HS-0|B,V-
|6-&%@_M=1)>"BW/WNDZ|);C|=C"POQ2&-B%S_\$00\$UJ"1|X-
G8I_'0+WICJN1O7>1_#_M3'P|L<|W'OQRX;A?8M42C;XO'I(G?
O|D>_73+7A-HO\$SB#|PA3W^A9US^1M(M1#;CFL*?;_|^N@5OC\$1D6??
5K3K5|KE0-&J5.A@|N(Z\$_9|H6|@Z|=624JU/ELYN5H:-
B*RGAVM9_R4N|'<7B|P|MH|U.3258;|;-
""MGMU+%*!_-0>>K3|17JD;I:&NJWU*|_->U"*M7>4;|. \$=|
M|>JUW;HO0G@S!Z|H|@/LA%Y0Q:R0_|9|^|SRN6_A&P^6X_V|>TG&V|
|Y_P!5_M*9MRT|K!8^D7ME)\$PML;O_6D.-5+QKEZT|H|T|GFR|:|4;
|: \$:V^2>+M\$|YT"WY_;;JL5A"??RKK7TL
|OA7@V_";.GO(E'|*RAV"==UW.3=\$_MFW#ZR=R|^TP/1*HF8|?
ZL#6.YLS6AP|S2F|Z1H.|!)J|_)4!72L=ORJH8JY,C-<2-
/P+YX%MV%FQPIC^|6|42W-_M\$:1=I>29FVSB6P3F|&FZ6W=
|F6IWR6PV(6Z%.Z:B:TV.VVT_ %1NO|>),F/MV?
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MP"U4"1SS!_?8C2D&6|M(5?#*:S_IY7*%O%)O|C(|:JNX9^V7|BVZQ=>3|P
M=X!\$>W-%MC>WK|O-#NM>Z|P1*/&HO?E=MH_S;ZD|^U=|"XH0(8#
_#7M|WVJW_2|85W4#8;G25!79ZUVFUFYTE;&1\%?5" M>N^PQ\$,,GY:--
/W_8:6>+N.,HRP^(^P0?_SK|8_#T'I@I(XD|KC5Y<^^6+L
MY4QVSBWST70YL|188!65I4J)GYC2-FQUU,:=WSL>
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RL(;3V|N%+0P,L#|V8#>>6(^C4E+ "3>L_MX3UD,2R#(0)KZ>F:-\$("L-,(/H?
=!=N5<\$2Y/GEU#.ANF(D"LP@|+GL@3(!P_M@\$_NY30Z|9_9ZOWCT'
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WR)">C'T+0@TFFE@D_6W@=POL#_@>)&;\$ZG8:A
MU#M);1^@(;L_ U5J4|BD8CU/ZY\$+/E"\$)/#F(J<,+.WO#
|7XH5ZM9(VG*@_MQ##>LI?#EA%7H.<-EK+C>=I6(VN_B'9Y)/=>E-
:0"_'PM_TN'K"-PH#?I7K\$ M\$SCN@=WT78=4_02&\$+ =L>X9#
0VC.O|'%)1\$XB4321|E'"AZ9/QL_K%|\$0R
M3BW2B\$;LU,^P,/L:M5(H)NS2+ED)2*^1<8QV3&@Q@O#=-RPTX<),5B|?!B
C0#>XXX8\$K/4&CGQ|7|<.|Y_NF|X?4"UY-8@F|Q8F?M9:0'OZ%T|QP

MP/@/V&^!-4[PEJG7CZ_'JA\$?C(%-=.)R0+.=(/I#UO"!&|"LP\$*_*-1&L.)1
M:@9S\$ _HIV7[4)EMH E&DFJ\$!?
8PL(: "0M:\$+0#\$CNE1HP<21CHT2S9<%A"= MZ?-/7ZV\YLD>U"?
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TS(CY>!\$QA08Q>_>H M%G7(+F=@1JCDX1F_4#/P1IG72"=-P
MT!D\$^SRJ:F(:.M(!?.*F"J#V]@*3R:X, TLH^A>0@#(-#*
(>|5SX/=;@F/(8B0#_RY@'_MOH7,"?*8*Q#,D/GZZBBQ(46<<-
!\$)OP#1=)3&W5C>MY!=^0ZP?V(-3\$#_R1O
M+P2;M|M<&V,CE4T*1BCX+9)P4F3V?#E!!'D2P0A1_F*JA6&B.6(W>
(A)TPG M,W,(, + ^Q[0#TWUBDO<*DNGQ5P*;P\$(UK6 MDXQ8<,-
P)8F9+BHS];?V':Y:\$71!:@
MFD5#>O'L.87S0CF"F6V)GL^=QB6@O&].4L4F8J_2%)8: 5=-2-82\$5]/;U-R
M:V)V)07HL(%J5SLN2@8_-O&=&B:80,G%(0D^*6VVJG(N/?JA*-&V
#BR@/_ML=%27?FKR;UMCCC(TLA8/_%_HDBP0[%4=X#A?'5,@3I&C;
TB7"&R3\$5FIW6_M_\$QJ6W5\C#Z(I9"=!ZY6B\$BK3.KO#_^ (0M+LT?
1B@"0!T&#IBAOD*N)\XJA MPEE^*1C%XA\$QDAP+W:=%1QN\$\$. _EG@.YI
(\$TZ)U")GE3FQ4?7TDB5\BB!FD5_M8KXBLP9"4-X.0_JH?
2AVD5&WD%W@X.*-IRYINC!JH(5NS(1#E>=YP5C5KI'&M-
(=#\$M&R8\$LY8)(ID?46,N-&RB0Z*U;G8?K@R_72S>I3=.4>IY|UCIQF@,I)
M)76R4\$'O\$5=H@%@,GC!)BD|JH_QDEH%(8B25.2(^JA3_4&!Y6.J*;
0>EBY MJY+_5_H:8NHJLP/ (OM;/NDQR|IL4MZK"GI\8YF M4BNZ_N"CVT?
1I0|RKDQ!5',R;|!\$Q_LL-W8\$|&F"C"9R&88:+L"?G93-*G
MXFR7V50!OR=HQ)^=16);V?F@_MV(0'_N10-
|I\$'FC%L\$U;|0JIB&S+@TTO)'8C2HT73M+6B_0=*ZK2%\$.M3|+6_ML>|"'
[EUAIMRJ5!F==*]D4_2&^Z5LY/,5HUC.\$RSTYY%1+Y7!G?1IXXQ8.L]*
MEPGVT3,^3HLOT_M8L./N!)N2)8OD@I%"U+5#%+T),?97,9/Z?
PR4ZJ;W38O&ZBO;QJWW3|9H;1_M|N")Q-?
M%70BOY>Y>ST;D0%2.,?"HRR!4IY1*,1VR M)D4
<:)D4B=9(T0^)^9E0(.IU@ZP<*AL6G4H"B*Y=<:^SXX^:X\EWE?Z6"3(>
MMIJKHG;=9HXCH)SGMH>#\$6ZI,+M1-E&2^8BPS;EL#MY+_=
(^0=JNBK&J|/&1K^H,CL,)!@7I
MV45=GTK/>+/S,YD5:M2LX,3(B"SYD(A4*XG,SNSE?BGGR|91M2+5>+6\$?
5FU MI.XV<+'9A"L1HQJ|:&(P;0DB[%\$ UL2RAR&8![6"4:
[EI7:1Y1P+)'4D;\$6|
M>K!4FS7&LZFLXJ:&J0OY79QZ/7'JHUV<>A>GWL6IWVQ*KR2*_'!8RJPY4
M'SUXG.ZT%GKI>[F^||!=E',FE8I%,,:!8|S86/#_IDP9ZE@/J116L@'Z?91S,
ML';#*DL/&4CF%C'TMPR|ZI5HP*N6JM"@J!:-Z5#4PJ#F7M4.F
M1XBWQ>IHHD12R\|V_0K##3)W@2(S9NS4())|&+GLZ\9FA:?
4X4EHDJ&U&07R MPH\$I(AB&
<&I&,9|G/5P"K0(_1RC4:2T;,\$3'+|6Z40.LQ>M^9ZYV&|(&BYSF'>
|^6(Z%@C,?_3>QQA5)L_8%4|R#%YK),LMJ&@VR_69PN_414NB2Q
M=/"2F9K"I"H;7?<.EH\$*!H3%;OC#*=F+'!V0B8+"P7/M_+(87-
7>=J!S45!VZ_'R#_U(I4|D2FLJ7K;8|= _RV M>=|JXMT,C?8-
G<=B|J*.I@I;!*;|8BF--E25ZTI6K-0B"52B\&\$3(E"!4_ ^MH?_C69">X|K.
(I!;):1?7D4OH)E_\$D/^!"F&1!M|>7"A|',WG1CY<0^"FD5
MT+L&N*XPUD8'N;#.|
<4MFUB!M'&CJ@F)'7RA")KXDY'*S81CT|!#RZ\$##/=R MU<-
+_L,^%LG,Y&BFV M8NK|D_@ZL)G#DE"TI>|W7W5|*>RC,!@*%T|E=
(4|Y4^U/61/H?H,L&R4C\$ 3_M\6X&EA|;P-

C\$)@2/@LH7O.=2%+Q8HR57DOT2LJ5!U;-CDXNO!XG()2!/AN
M"S92GDNXWSZYD_W(#*:ZS%P3>P\$.:#7+!+OT3L97Z4YE/%#}O-6)?
OP;U&!7 MA);MUH_SA/&4C@P=HIL1MP6>MPZVA3LY-
\$)G)F7!&+*R\$.14A2'Y@2,2"M] MTEZL-2VITU6Y0.&-
JJGJI;U<"@ (9Q@N#'H/\$3:9A%\$&KS14]_#B0X16B\HCR M7Z++-
%=:8_5N1R?78HQQ==7JDB-BCD!&::5_!;:QG'W;N8!KNIPN=)T^?\$07
MS%)'MC[#CE,[LJ].C9IV+HLZ|<'?IB\K\$72U+14PA!4.LX\Y|_01WK%3,>EL
M;^FO6J)VU.<#JHKK#L([B8J<1^2|
[%=*%;*O2&@0SAJTY059^ABV_W\$ZPAA9P1D\$=G58[,NU[KKS884#5L?
K\$PL21BZJ^0=93JCH' MU1-
/Y10@'FB%8,F+J'5QGO598>T(54WB:LFSQM&Q\$Q_(ZF^N.P[5(E-UA2\$6
MT""%,W)0P?>#[/Q\$0];CF//I<-
N0.O+Z@MVV.LL+OKQI=/0*#^=GZOC8CY|Z MZ";9
UQDUQD\$?).%""D612@?M4 M% @?BU)89-
!E>DK7VF#6C*^14+R)BOX1A:#ZYH#K.60Q;W2ZA?3>8;R1F\$R?
M)6PP#WAT3/57:Q0."9Z&1D:@RHJ=X>
<+QMP=40FC*B8+ATI8<8C1X"1*&L:MOV4ARC:0?
0"RZE'3\$AV>BDZNOLP/'\$'W%LR:[0AD^C80.BP=X'V7JF0 M0OX3!
<4RS|A!2T;#M\$C2] %&=\$Z"#Q/I^&A7+X+)8N5+_1%M;*'ZB\$ZQ(T.(9
MXM/YH|DG+|%!Z/JDW1TU5)LFLPLUP=*SDCQDTHP?
WPQE)V=D8=AH/538F.) M&-*
[^MZ;,1[E!HX+AI#AAR3*RB=M34@VT.GUS!ZI38V;%7=QLS7%S0J|N-DN
M;K;+F|W)^O|0!8IG6\$9_ ;^OC^17/T^Q^X:9OFDD7 Y'ZI8N(\$E=RL
DH%G7< M8@Q|ZH+\$1.F-P1(.,15-P#"F^^'Z5+ 3WG=
Y438ENO/N#K#H_,X\$W40V79\$ ML?XI6;,:>;PL8&/W,:K+T0P*.
<@; \$I+OPS,3NBE'7O&H;([^2\$(L MQ\$ \$IO?
BR.E8Z538USYMR6CS/0!T\$EMRFPF(8E'!D76-EA'&<%Y&:5>6"+3[A
M92A>V&P.,&"=)GAGX'2-P)2-D27Q2@)J7>#D|PI>7NTS)OL3CO-[T#F?
SNQ/\$Y>?_Z MVA49-'#C)XWI\$AX,F|!'4%I1(>+Z7,(XL4DL?/%J(C+?
#" %I>O0*XOSP/E MNI;SPNE|^IR'N;NS3!>=H@!^355X OG^>_GEZ?
_XDC?_VC>W5Y|O|!4\$L# M!!0 (-,F4D%D3JH!""!A\$! (U) 0--:6UA9V5?.,#
Q+FI9^R|>513 MZ?HN&\$5%)B/S)*0LE1FB B*(Y#B D)D""
(\$2ED\$A\$!B1(3!2',J1*1\$H6(M""% C B(I4"\$!%(E"C)/2@;*@4GV5HB[8"?I>.
[MTW T.;UZW=_J>V^O56%| M;YOL|_J3L_W/\$DVLC&9
+'9P|W=#;%FS1K\$*?D70C:)./3|M_2X_M)_JOG M6"-[@5#?
N"9E|4&%-3|BUJJO45!?(^,B4 C\$FO7_10#\$?W^L6:NP;OT&Q8U* MRBKR
YHW(|:N45!8NTYA_?IUZ^2K5^3KB'7JZS6V[CJP0=,G7/'1*W=UWZI
MV+CM8\$. 'MF|_L-WV|
(5T)64=73U|@QTFIF;F%G;V>QSV.CH=.NSJ=N2HNX>?
M/RX@.,A\$<,1/D6>BHF-BDY)3+J82+EW.N)Z91KW |37K=^Z:X/& M
1_%|\$3-'W=?VZAU|)>*A@ZE;::^@/;I" W*.MOMA#O [Z|IT|/_=XZE_P|Y
M|B_-'B^_)A"J"FODR5-01V 0TFR,H!0/>*\$A4U,N2_XTOP8T%#G,KUG5),@0
M(EVJ#'\$Z83RPNWT?R"|@1^*OA5F)07\$2!'K6IC"*!\$KXNM M%# 2-
HBPFH2 MJ""L|A'|A;2@|K;AE(*
+XO'AVP^VWPVN2T=ER\$HWC)\$AQ5|QH#|2%&ZE3T_ M)T/T?J!"VQ?
A^SU2);H,<6;-JJ\$.,><\$.[+8GQ0\$2"AY\$=;HD?Y"7T6018;2 M7C;1.?
H_G*9=AKA_U07Q'XW|W|4M|AB|K>-OVW|>-O&W_ ;^_O&_R0;&"Y+
MJNR3=@F8E"JC5Z_3E!J:I(19E:(VDFQU+70|HOVE7*|2J\$?1VD34 + #V/T
MB:0'T*
[#NRK:LG*\$?:I0TN&&AOXE(14C#8T#2P4VO:/8P87X!6MAIC)3AEA_
M4H:X^8#LK M,@0>|9J6_K%>R^?

802*HA;Z'P01+\\H0Z31RQS[V3YB""6MZ'B82:0#K2EA2
M.ZA\$B,V9,.S+PAB|[(2M6Z 3]R&'3K(&C*JI?X;BOE81|K-.XT0)QD\$\$Q;#&
MH::0@M-I&*W98-PB_.,M5HS:4/DVA>N5>A|MX7FW=
(KJS#L+,)\$E48|,R|V1
MWMH6P7NM\K8P#FYN.XL[9J3KY#\;P'3ON:5W|IQ%ZI=X0\$FB>G>54>+
M) TB!G#
(99|C3^I,"DW3|=C9SV2(+K4X<1RD>\$6\$64|@|=KW@"44%XTQ:-!| M\$
XO9#JX X<=M(:Z1UEJ0)*!M%3%:|!>V6/#,%QV#T|^HWV X\$C57Z_^A/!
M3V22N6HE0W0:K=KBI?WMVO+8T6\$-^3,9|H&*98B-M*Y|^'22-
90"C@K"Z""= M@|=I50!6I3IE?86PTG2HP>_!07'E"B"2B|R^K/YLX&'!6>?
(1-WL^|-\$ZX=& M5I'!=N=;!YG9W<|/"LR_^!6?)!E?4MORLL#<,7L^<-
CF8NP|K>T>>5 MV6DS/Y9!T I!-!Q2S:/|K)99|&%L;:#
MJ)X+'T=0(R&&9<2T%RL4E=:>\$SX@*>|GL|(GB|/%H2:A0GC?
L3Y^F3K_O(|2^-/84*QV%GWY-|TP?,W>,|LL:&2 MIDPSJPGV.N&7DC#?
JM>N9W!\$5P\$D3/"NQ.Z)T|ZRY5'0,J5/X_WUK-V\$W!1S
MR9&Y|HD|UZMVW)(AF D|DR_%[ATI5#H?N'DUQNV|PH3%;Y,?
1B^*\$'WXU^3 MN63("K|@+^!/% D?TH38-; 9Q%PU@?|AC|A-B"Q5>N?
2(D!?Q^O|Z&32P)PM MWPI4?KL^U0U\$90(6 M,+5SER.;I55?
%Q=*5L|*W|@036A8|XY4!3O-+|0@98B?^"A2KPSQN&3!%BP2
M>P*4%R'L=)^)Q,VN!M|G6_84_,Y=5!(4)I MCK".F<:|-1' 5LPC|J|
(B0U3'+G 23I=!AAY8KGB M26>21DC6 QC!'7Z3;C=-0=J;* =UP!^;
<|F/@|K"JY*T9_B;=>=W4M8K4HUN5%=-AOD:";V2E(
MNJOM+HH)TR|&;'L&J'G5:9+LS^Q/MP1J|M=>B(=YQNU'I(AUM6-
MCM!2>+3 MF\$UD014&&&O7*N&@E\$@H(@Y@%|1K03SQZ8QN@X|4V
M5X!P!-O*"=7.=|:<+ M%#L=+AKP,B9?7'9C" M""%Q;K6^
%EOM^.VNW.,B'S/ +ET"L..ZIY(94&U8& M^%?M,?DRQ).\$!?!L*4F^8\$IC0-
=;J>@E@"<_JNJB 5"K1\$U3I|J& AW7"LE1>
MRV7O',%?"T0'8/(8V'(UP3FJCL|6V|WYGYC>>H,DU+G%F1QP;?
L+&>W|'=. M_W71+#E&DJ"2L5(51H|RR)=4.ZCAALIBCA<:5|99S
PRW/8741^SJ!4|QZLD M=[*Z(A)Q=,OPZ8R.D5Y@&/2?|;9-
,3^B+8^SP9:FB("JR_|E&WT6O='K3BZ MD@WP@
|UXI"X4/*P2*@['PDFLJ-4R(:D/C(00ANW%(!=|DTZP-L@O9)_A3V.
M0W0@#P=U #2NRX^0J2B!;G#Q(0VY-!@1M(O>C,LV.1:8\$A7D*MM%
|YTG,\$'. ME.?+Q00FR&N<()F""%Y|>C|C|.OB?
KU4P2_8|6K.)60_I<3EHD674EONU/
MP@'O)PHJ^17SL|Y|SCT73E;)&5NP8L;!2MZ6SJ9^ B+I\0MX-V8J_0P#(Y0
M;|V%;5=|;/^QPSMOSA9+RE':?FJ^?
G*M_|*QOL^V>&_W@T<#OS^NKC5W"+%_+21E9KWY<;'"0N4SM.)MIR#F
MF.8Y)5??5X3GYA7*M0#W.""_IZUN>I=_395L|'W+/-A+1E"J|QHFI>"61_<
M,K^U&G_R^|;H+(?
T|4&#S;>E2J0W3LNL+*OUA2UR%G35X=EAQW"E41O3+@<;*)AI7-
|Y3S:_L|'8|H|S2.;.^@|L.WJVWL;J3*/F2T|.GSUKSH|;Z_N|62+S;&_R
M4(3>B'|M(:TKR,-#6ZM.!&B%>UGHS90L/CFF|U6W1!|)@<_RUCC>
B^H1QK%; M(CI2=O/)I<3V234>;)M'LL,^HI;+|:T4/W5Z&DM|,ZP-
WX44Q2^'FQ\$1E:=B)C!YRTWIG..|H#PLTU)EI1K"/O\$ A!%Y
M*7205=M_ ^\$0#W/\$H:KK_>B HZ<&B-BSD+RVT6T|\$@9IZ?
=)|37Q6;^*O;PY MG7JYQ+'Z M:HKZ|"LS'X:'_|R0|-5T|N-
7W@:%%K|YE@&L+*%5CUW%:X_KIEGT*VRX)M"
MY0F!H&\$LW|C*^4XEE>@X;|FKX9N_EZ)RTUM|3CA4%A3^B#"=-
-3.TRW.EQV M%J?OH:7U7H|" ">\$E2|P/;!2D%L"
|A.CQT6G6PKL8&6+#!/\$07YP.4

M;KX6M\$VA.%&;K>#6;P(5[,1].T;7EESC!@IK\45T(4!H,5W)/72M<0I
J+T61J5CPI\$4 MONJY.T>AS'J(\$BQADL_J %/LZ5"5KM2IC6VC-LW(=?!;,J-
H \$Z@L736"K MO*F1V4@&P:.'&W"YNC(A(7(PH-
'7@&G3DX':E[OG@;V9GJY^_EU@MXQG7LO
M/RK&Z5_!&Y9%#CVN3:ES*W:ZU&NCGTRW2*13F3T4EJWX?K\@,KKO/?
C;A\$'MF3';*!VPK>ZFM[V96:1%D\$G*[7H&||J|TN|TKO^K";,|!P?_IQ:
<&5%"#O MLOV8L_@)/_ \$U*!/* Q<4 ""N.*)U\$Z)K7 T1|J%-"!F-|
7\E8UB'80+WPZ MS2L,K44PX0@6%XJJ0@D?
#X,MG"EREM91/GNFNXC3TRS8MY9.2@|YC,7BFOA79)T M.) .HZC>H
R1M=A4|E9ABA@&|9:KGJ.T3FO71^ Y|97)"|
|Z|=OZ&TZ|_/QKCC/U1;OL|HRR/#7# M5_.XD13T=D?
LBO_ =\2NTR6VC*Q7P.V0ZH\$ _<8F7SD7<=JLK^B=Z(-
W9SK|1K(I0,|=S)4&2=6D|YZUS-^1N|(C*J0!+(\$#!S|>.BU5
MF03QXFC)8V?|,;8^FHC=/05XZ;|Z|8G9E2GF&|D>74^7,
(BN0MH8V:M?:DQ MO2BWD;0NR!"QK\$(9 @G'A:JNDXZAFH?IG,7Q(T)T?
GT3_UH#7_I:AF@TS3GG M@H:/016@7!?\$-
XJSEVA1+|9E)V!ZM54QZHIQU27A2,M0TZIFW|%\$;G|GKNJ2
ML|>A18U@U)*>|_H"T265TMEBK57W?K_|
K"J_+3+XE|^M:7|L%4\$H9!N5BU
MG*XW3#._0D/U7WT+3K3T^!:&YF8IMR5\$U.#\$
M;B9++H07|X0XT_C)!+'C !&|>ES.<|9":%&?T3CL!D6""0(V-V\$M?_0(
M+7P>7A5W^=LU>^M43X#TD.6|Z;1NP%QG3"V//I|H:H:?(839XK,(P!-
HHO_6|:AV" M:60NR41RKTD-*^+-5SNG5,V.C#;\$EF >8SM#V-J?
7#1N3'T9F6F-3!1:MNUQ M% Q^YNXXP5')9QW2W_NF4WBA|B_Q-
I3.W/*HLAD3%,2|'|3XPXS_>6NVR9H MFTXWVI-7X(DRXI.F"Z^|
_./|^YBA"C7"6AN:.W(K;|%LZRO)/D7:ZTX(P2Q4<<_6V0+-PY>'KHQC"|
M\$0WK(,4/H(K54Z1NE"H<
|P)R7F8*-1D|ZBXXC<("YH*2SK8^62D'6I3"+P. MH,.F!C;|!?
Q0W!B':F; YB7|7FQN%='+37ORJS6U3'*
|U;AJP)3|H2>G)_I\$\$.3SV@T._7*SX76O?8 M5!M46>A-%&6Z'G(B4OWT*?
&^XJ=\$9PU&CKM5_M@"Q2?O@,8/CW:E\$(8WJ
MA,|;"M45*G:RKTN=^I<64&X G^JRE;@7|'?9#RIRJ?EXS609
C4C=1Q,CM|= M#30\$"/J4@PGGMM7'K!0RI|.N!+|;(E,P/Z""%L7&D)S XK??
|KGT@NINDD'SF MBC)/? 88G<> 2,&2|69)F51KC |O& X(F4_SM0EW3D#
|XZH('E-8!<(<=_%#R M|RL>*)|Z^.,&A0WU(2?>A6+MW_IX-.3>Z
%Q,6=V%QHBL_Y(.KFH'ZPV4I=9 M4?3^J>JTOG>5&6_1Y?
V>KU;VAQG#=7|\$;_|@RVICYF=P=^,&.7|%Q\$BKKRH_M^U7%H
M>)J|DK@#,WX|
MEX2T!@JL%2=>>2:YAA&4>R:|\$4(4CS7!\$G.IXBPH|U0*9IPUC>HBYQ|1LC
M|9-!H8?EL Z;@G-"WC.2A*N|ZPLXJ_I@KO_M
3_MO|=G|4G/#+\$.LV2IWWYWB|K>0|I:Q_IT M*IR&C#XP8J0.)("I
1N\$TY5,#XIU4S-EHQ,H+)MG"U6_M/A='I-
3'79@17|X/L'X8AX^2#CU?"92JZ%80Y=4#:QV1*FV-C%B3*OD&=\$P
M7B!#0&8/ZVI)O<'D=)("|J6"T=L)S6C!(@5NVR25,))P%=A8-
GA<&MY@>K=8V*1^E.[5.DX>[C%URKTO|I
<8QB'!P+Z\$*27I.U0QC1|;%)|_%_ (#9 AQ
M+81C0H:|X+=K+F90DH"RH"9B9>"WM&H#W5)1YS<.6XN\$9!T7Y@2;7)I
MP&A;>G=|.Q.KZ|JOFH=|H|H|M)|I ?/,KA=IQ-|BV'7*EG^|_DWNWG/2
MP\$B|JCS9\$H%TK>ID+/3CK0E*K3C^@\$B>OK3_=((0U4|_#*^O+_O
IC;Z1 M'+*^,,?1@,6I9N??N9ZF5X|DQFF|_Q-E
!KWQ%_E0>^09X&3PFS*10M=BWA

MT!IT%YC3K+%5P4>.D9\0VWUBF:W/IL@0T7WI,H1:,AM%/9EQJP>'
|*L2(I M0=?D\$NN0/)T0^5P*6NLA5=03GW!D('F.OS8NZ U6H^9E?
N1>D7ED,>/ER,G? M^E8RMS2[HWE SZD3X97>Y&O]) S1S2|
(-8_9|*T8NI6Y92;+ZK\$B2R%5^|2 MUPV?W8/.>43(-_M<,L,V|P7Z4O?
EUZ9515@\$Z=|4%'IQI44(NW"-*(K1VB%SI M36F#;*X,D>=P@T!_
<!*7+8V(6O-A/TX:\$?3B?D:--L/>79^0R<^F)0^""BJ MGL:J!99JTO,ZCW?
W%SLFF;JU-B0/E#S7-;@Y=RKQIN7!UPBO/J5>SSN?J.SI
>TFWY>8;#U8Y81C!%0>
MO9|KN;LSU^S>VG|SD."AGP_)+_TQ0@>R*N53'Z"EC8=X0::_8=I!4DJ6U#\$
M_I*'ADQHDE\5YQ-DB/HYX/L;)JRKF/^P|F|_VNT*HJO2DJD&TE#!NC,I83|
M*77V"!TPS;D'TCB+N@1L|Y0+Y<>\$K+SPIMIV 1UV!YB R5=QHH0
U@|T3KP M<#\$Y|+N."-OUYJ%|V089XOB;E*BV L5%J^IOLQ:F&_U|_*Z?J?
0M" _IJ^66X MTMZW^&C;%@M?AK93RE8S;V3;^Z&E-B|^6:'K;7
M!6^CE+K/WSU;L;3#&)_QISPBD21."VJC/3)=E|9VP1ZU,9:M?
0_ZRB!0<>!B MEW7@=.@B|YN_KB<#'|&Q!AY|G3Q38=IADM/?
YV(0>GV=;&@H GOOG2S/K4
&V31C6HEGR#P>,>^!>;AMPQ5:Y|MNG_OT1C^(AG7 M*
<'YWZP=2(Y|B3|/X|06P_|FW1L?DA)F6:YYL|(A.V7NV4 IPZ*P|>*'LMA>
M%N<+N6,O)D*I:77! IL14F^/GK1 0F;:RC@D=02N4_|K'F\$"1|2|&+;\$R^8
M4_|TQ"5 ?YH93>R,PR&RS=-/!>3"=B?N@>-!3G _UK'H34CO9 M&G#"-
!8R-^4E3)(%5UB9)'-B#\$TXE1DQ'>_QX;";(Z3S'
M=V681R\$>\$I'7PH>>04DUH1UI J1A1|J6U#W|W%BW_-^2
_H,AWTP/0C#!26W' M66LGW.X87|9U>:FF>U73SL=G|E. W(9SSL|S"4
MQZCU 1_B7S;=>?TQH"S&X?)3HNO9;W9<40WV+?=T |YR^,+N4.:?
U75R.ON M!SG#"*9SMX)|%@7>>@2|402SLT^_
G9|R\$!W>&D*D4WZI8ZY)*?V(7Z^0N|L>>E\$L^=BJL/%;ZAXG|. &
M=&^MF!9E_VF/G73DQ;O;#K;C.=CZ.
<;#EQT;CSPKMU\9DH9MK/TE\$|B3*MU>1<**4'\$%' #A@#V3G5(3 M(*6O-
UN^&EQ6H;(E9O@(#-**=R?6JF|E9(7U'22"=C="\$0)|E1-'TVQ|D5J
MQ6(4G=<+TMY=X>._# 4|902,.0|IWG%PM2ZX^>##_1SNYOB!LY#
M)RUXZMGY17FQ|G-N-P&PSG?WKZLW/[HY%%C|4FEP|X\$W7?
O99^*@[;IL;8% M%KL*S+K=>>-52MWUJ1!%R((U|2|H0-QJY;C1"=
(SM0V+K/FL0PX< 1SYBA; M&
|CAMG"\$L8PWG|U|:BS&Y)\$L_L;KFM/&E/&|ID#&6JPB>-\$!/\$ON0K@|>
MQ|=L-^Y?/41ZQ5<@Q|(5QN!|T#>!(=(D. *!E"F^U1>E;*S87,16X\$@CX':
M>:D!= V8XTF51IP=IOD48Q=@+BR,? KBORC? 7S+34Y,O?CL(O-
LBVW._HG< MWU|B'\$/=|<|I4?(R;GYK>I?&Q|G?&Q|E?
X@U^FIE1\$^P;O*Z66U+M(^8'>E MDJ7?
W=B7S^X6Q_B5F>.|5MU|&_>W"L|WG<4>@T:BKQ;IE|?\$9EV(_6ZJJ?
^J'|WCA@,8@N8*5Y. &./AN/19Y>N MF!BBZZ7;8 = L1NY!FH1IG9A-D!)
(ET.RS@Z4*H/EJ030Q^,S|4;@#;7&)UO
M|#!'W44UKONKWE=QXU|ZZIO_~*!_M|>6C#DURC:V@D!KBIJ%63_#C="'
%:/6-R<7VU.ODS1 |((A:"NJ?B| M9%WFW<4' >AKR|A-4 2NU#)F6-
GY|1"JMW051?@)|^?|I* M.@*H8E/.+=4MK@W:7HI/1|?
NKSYY,MAS)=)5(Y?6|-&#-(H,5,*Y)UG|&MNG M:S%D8?I@)N
6QGC.S<.W'GS*"ZZ*RN4^6U9NCJFQ2#%=[JULY6JO=,\$BY=,1 M167M4_?
N5SAM|GD,'?_S>*;>J9W'*JWR=_X:'2|=DP"9+L|G3DQ#!>T:4<%%
MXH,4L5I:X1U,46|O=8X2'W@<D00MT)EA|J,DE5G@\$W|#)BID<1S5H3.E
M9:|CDLD"5JX+:L@%3=S_M+E_:7SR-22,IV6,LS,:LU,^<-DZ">)VOVR!'&)
MC|CPX6QO5?##QI3|3(_AI-)ANE|9.+:B^2DUVV(XZ0,N-NIVZZQ;Y:M=)|\$#
MK7;FAU2GC+7,?

2L.:I%3#.RBPQ_7&RG[W/1B#%9>__V"L[W>X)]B_JW\$A\6F MWGM5T8^A
"1D0IW?K]9"L8J\$5![\$7D[-Q\$1,TL9T70>:%W6)KJ. %35?E+JG
M*#\$)R#L^8+^H%QM\YK<\$JPF=XFV\$GI/-OZ2M64VA|=9K3W!;'3AL:'LJK"
M>U+C0XC*
(:|GNM81,KC\QF^YY\$CLYCB:AHN+M%^&T%N^@A>?!PMN4>BQ_/6+
MS:@|MJYS8JK#5:LE&6+33\$"8UIO@A\$:"QLB^'O(Z)-
U=K8N;>6(:ZA'\$=/B M],15VY^>L0\$AVJZM?6,QBLZ%??
VKS;6:-3=,U^Z'+|ZJDL8O[K55ZF>^;'8 M%?DN31?|+4\$58&T2?
G9"*L@%KVY#XOOD\$8V'H27#'#-WM\R3&S8UFQU\HI-Y MF6P
:TNNDDB,3QK_Q,\$C2#G@W@,Z+AZ|=8(PQJHMI-A5|[@|_FBJ6:A#"-
MJ25_WIGLP,G^++6&CX&<6-K:DYRVRX8XU*/7L:J1)>F4*^WVM?
\$N&@TM;R9 MI@.HW[%W*X">GP,=Q,<IOR"@ (D1\$R#>-%
('_@=4!/2F4=5CGR7DM,9/>Y\$& MNPQXN3|-Q>^XTY#C|N'QAG/!XD
MSLU=6|= (OYTIQM3U9GHH*^_R-
|WLF8W<&^.;FYOI0'E9A^LQNW!P5U4)CG&5
MOE'PT|)I5P"#Q\$ \$0!42)Z%|N0K|T: M%2=HL_'2|;CLD-UN3;P(CG*I.9?
I6:WZ5=C4"+E<5SD),6\$'831Z>>N|F>"T MV,"%Q!%877)'JB+M/21Z!A!
4?!6SC2Y.|%(^H:LI0AO#|.4"_M,H2N=\$=? M9-
)T@BZY"=PCN(JG;B#;23/(Y'DGZ (KR\79YRLT|TMV\$|HO(9J|IK_|D=O
M4+3@O4O4:ZOM<1SM+9:QHQR>MK=>L=M4WYPZ|FWDB9=,|^/7P^>';
#-8JIZ9 M;:/9=(JY92)^*EF)^W8XW2?
%HMDDT|^XF1_LT&H)5B.EP02SV4;Y+?J"V|>
M):E.Q+)5R/'H|"DSJ'G5\$ _+|VDU3?Y|G.L+%ZDT2S@SB0:=82C=JLESYV5-J
MQY3^K>Y1X6>Z5G|QG5__VW:>JR:X%VM&M*>CM&>
MQST7|MI+: "6G\$ _>J&CUH9UWCBLXGR|\$Y41M87KIPDVYQHZC8_4I:Z85(
MIZ?!?Y78WBC9 _>\$-Q|53,5Y|1-KXEU*AN6-K+D4&#PH;)F;FH'
M;.,NF25ME7|CQ#I|;F/,C5+WO\YUKY>/ODP#*+:HK,KBU|/^Y?
O9=:=*HH+*SB=7IP!K6!
MX:F25641|C+3P%_HZG:G2COV7)730X,O+YD&PXEV M7|XNO1_VA%*!
(ZOH8. F?|.-BS\$A+A@J!M.Z MV4HNF|)2<;EQ^_RO|"9(?
9J*@JB"DA=_P#'TMU,QQC_<\$2(YB^O=R17\62>M
M^N0K;N)NDJT0#6N@I\$K+P#Z1;BOYNXNRJTS)CR&)'R,3J3|6KEX88^(D'
<_B|N@',6NJ#G6Q|(3T2Y5% M,9E(H,Y_7'4DZDN*7#81, +%>8F
#_W#11U22GD T*ZSA5O!P%SVXQ*NR|9A M(JX>N;!H&%>^';3_-
FF_D.#/|JVJGS(D-U^Y-=01I=;6&M"*6L40?P1TN_CY M;"/85*A>1<1)
|L63C\$|00T'W4:)7#5(WA&CQ9AFI!BEQJX@M?;V8U;2U(OI9
ME>27!+7H%=O9^^2F.*^:=T=4P=4=6OY%3%]|<;\$M_4Q
A5,QYI+C&ZX/1PAJ M19DS'=8E\$YA= !|AQFNDE+I2#*^ ^8/=X:|T3C?
9|PA+,|9H^MT8IVZO;C. MZHRM;AX.W|ZPM|XU!1T7_* *H':B().\$>OR
\$H5E@A'"P!>3>%4"K:.%9#OD M8OAI@/!-5))-TB4:#9%^9/Y)
(=,=BQU8K*SE,^)^0^?O>70"/@Z@KQ*|A.S"4GR.LQ% YFWN>,Y%*<#
|ZF+X MBFB;Z? M3!H0_ ^M/.'_3L, M7S^Z+|4XF9<->78?
|2CXY7/S(|E@OG(N*F-&O,= NO#CU1PHNK(/I KX5US'WBPD>YG@2I
VPQU+H?1'H. MM: ^%O7YKN142'|@E0ZS|+-
TR9S!7*FB^S7:.PIJ;8Y#GD%0%\$2K6@ M&TC5&!EBRP(|YG<81X<3)??
L6(4.^":O!ZDZ /'-)?NN%*X/;RO->!/HK|4@YU!%H1|=U),+8H-
|WYTQKF_3"CW8Q2F M3.U)2OH@OM'E'&
^6NSJ,W3+4AMJ|@5!_#,24E2|"&GEB5="46T?+<^KK*+BX MV/4-
WV1ZC1VG'S|X7;*@%"- (7/6 G:A>&1R\H0 *C 0#)H576-Q+UDL%3J-=
M+B;-0+*#U*6I94^YXOC=&6OP4Q3KX%,AS\,SA6BK7G|Y_//
M5LPGCN_!YE6|+&GD1CI&!LY/CD M/3GRUPC!U.>|U&V=QN"S N*

[-MRLBGSMH.@8&VR@WR,TT7.[DJEY/M+W/F82S\')*JF%=+6ZN
M.27ED(JW?:)]*?OY\$34/G[KL.IO@9/-FWV:/\|&?8K<:_Z@!Q1H#85X/S&I
MK,JZ7^KE-);+&.,!#+"6)_#=#;YOB')\$*[\$)4P<;?PPK'5'7(QJ6IQ?(D?M
MBZ,W/(5@%SO808;(-%|_3_K'6/-&;T(N#;@A0W2J:_10JDHXV',K7UZU_Q!>
MN5OM<%[LG6.2>G)DV;F/@N5;!:N>1,3P(B8ZSLM-
KAW5JF^#1<)A21_/TFBK MY^PH6_%>\$[CE,7RL:7"S[M
YHD[IVST>*B=;_W&&>?!."S8R;9C'.MT#78^?-MVMJGN?:
[JE[VOI%76RO:.11WVLPW>3@8NFS?H&4^4N'!O.P^HVOZP'^7[H;R
M7_R!E/!#^CY_3%CH>2R;|W>|_N.04G"5TUZ&L,Z?
[O'=4RW_JSZN6HC_16.-M=#L>P/7|Y7\$ \$UJ)) ^Q;%F?Y@+!0<"3BV_4Y6
G0\0W(2P8T453(4?WC6V%U5>/M\$<.@L@=\$XNVEA
D_J1(OA0G1>.,:DGLD->F;*<.!WQ"LCKRU=>"HE-H@*.T8_M5*E%,@'+%O-
@3>\$=3SR*@/_<;":KDT\NQG9>K6PVX:MEU;U|/=[6^ZU-W(S
MJ"2PEC?:+3:IN1A.<@O.V8@>Z::>[G7|Q=KTG#BGQ:7!LY|3)[E:8#^L8-T
MS/Q;WKK*0"16VRUEES|V>/77&U:8YVG8D'Q%J+6#DK7(?
7KZ16Y043.GL|3 M=BG;@;E-=RL5"SM.?|QK;|!?:'>5YE5WS9O'POAZP4??
7CJ!Q^B# 'WU|NXX MDM%3%|
[-.9JOVR6/\$AUZO(I#*)*X,|80W_W5U)W&KY!Y&4\$.R@|*361.FXLU#
MI%VD;B=J-TL7MA|B'A+BOQ^@^&I!6XC?!.^&(NX3L"|TI A0JHWQZ9M*P-
_% MI44=-AS:|,PN+70-WV)-;&!TST1R.G+8:M)C8B*DLKV/41E.9"8\$?
S\$6,@6 M*#KHLA|PA/+ \$J9)V8IO(DV^0,#|N|*RS|
KL;#>0&WA2)J<2Y:HMCZ@GH'W M-+=T#PM+|XK-
|HSL1L2^9>O9N#_5'7L^=MO2E8U6R63D(SS:V@=06NR\$O@(4\$DX5H:\$S
MV(E|OH|OOZBAP)'Y @GN"-#;+=BA F0!_\$ 0,>!.K?OR|<=6*H6 WE-RAX
M-OR^+>17D03S'3Y+R5_.L=79|S*\$ _K|2M+_D??-0D%|P)^_8DL>4Y A
M=\$ZLNI*7Z-%R3)+7^WHO&:+207(5 T;2F@)E"(^+_HMZ=|O4__=R?
|/&Y/^
MMO.WG;_M_&WG;SO_!3L=F\$ALH0|HD/|8AI@7KGIT"!G.NHH+*H"A\$,G;2#
M4_|;M?,\$|SY,@22|6CYOFPNJRRNMGD>BDPP
PVN89ZLKT\$LV,!@>K|LV M^@(%N" _^Y4J'-'?25X;B_7)F=!FZA">_6>.J=?
S|4(1^(7<\$8MZ;HP!?!BJ& M/:DK0P1O\$UEK_?O9-
=+G?,"=_Y=K":R)E;Y2\$,09|4@*E(0G_|/4OUOXEZE_
MCN|W?|K)\$'^^(VTCCW_?J3J"V,LS|">N_W.T'^|AKCRG7H>7_,_<2C^HCl
M;Q12;7A\$VHMOQBR|GEZ<9(G9DIOPE557#N
@9F0<@&Z3@3YQO.1^NR"!JB1D MS%=ZZ!PA"DFX2FM6G(^OAQT?@:;
|,ZI_0 SV@L2'!|5G>QBBTW!|J\$%9*%Y M_W).ZYH\$P1|X|H(+*8F>BMXVN/?
7>-,Q!_:ZC@8IGV?X9J)BS"R*|_XT.^QS MLYV1D?|UBZOY*3-1W:FFY
7*+0N_ZV:#78)'Q713DOJK%'??+),6JY^\$E'P1 MP_RI5(;0|U.8WW5*F"^|6
M|OO^"<@|DC)8?S6!:"?G=93.*33(F_|#T!5|X_|E.F&YUHI"5!YQO4C.%;5&
M("JO_0?)C+E28LN:2UXKI"T):8TJ|+Z|9S+#T--"=FCF'U0E%3%:_4\$|_68
M=K*H8I+Y\$R @#X@0*,*."B)D-
RO30#%=BIHB8,4Y8,E"Y:H/|@2HP|1X96<9K M\$M*X+DZ
2Z:0IDR(D&J@,YY@U%HC!<_:-+N#JUY)|H=!UX3/TQ(VF7H;Y"<2 M2O?
&:C/<1;LND73*W.K3K
P!&AD!'*TR8L>3%GO6SI\$R&^-1&E/_J1*0I6'L,H3:UM5|,D3_90@M M0U
|7|@0<-L|9/3|5KS4X) X50ZBRP!>AMA4=HD\$DS>_Y'6D-@|YA4|0^P-
F\$BOGW|6U06;:/TQQ|1.N@<|&?|V;.:?0._RBY|?W#RS|P6G/2PY) MJ+
KX,S\$0WWQDP4>4W:H-|J\$^|1WFDYD3/(:U#<,#7H'?A%_"HDY^RR M|85%
;*C3^/3MU|(M!J5,64T-H# /Q.=N'G_5(YY|ULYN:5O ;|ZDF@A8;@H?
G|7/@*4 M)P4_QG|!:J!Q,.,|!XPW0*E"|W8406..P|
[BO'W*Z\$I\$1Y@F|*%1|J\$GTAJ0- MF?1:^W5_DVX?38U)"O6L|4FIF=4|*4-

\$I4#R7*U#2M+)/_ "MXDW2NZV[R'U
MD97)0CSL)6E@_X09FQ:1%XQ\$"9!W^W:()=5Q* R")&YHE%,0VO"- \$J#0.
[< MER)#Y\$@=V=+7@\$FQL, "(W>+RS^/P>&FR=5EH??_*@|
M!44RQ+A\$.L9>Z4>I1U?^A_E[R.4I^9RW#/'2BBW?@L6G4 UL:2.+4[HJ;4?
+MIY7_9A!F-D0.!>T_3\$@'^[A]ZS4>CB%/(_7F
W63=|.]=02_3.\$'ZBIB5'"WT^ONF2: M9*Y4N\$8\$(@|VWF%Z:%|"QNYN&1J|
<0NE|U&EZKHOR=)Q@)5--_CY/--C;WUP M9?"-
KM/:1RX.VT/6RPE^@^ZUP16./E5^9B;NT[XFSD>3&1XW^>|*0C&1;C=
MC(!6@57IOE&@3BA#R)MK\$[RU2/Q.TBK=!K'E.UVKJ'S:1DQ,0@'*@*\$D1
MD#5CC+AGF*1^2\$#-6EFDMB/C:)O.2G60%*DIV)M=O@;4Y2
UHL5)A*_@380N/- MDANMEQRZ,, #/=-GRW<
@=FM"QB*LGPP=R&H%&1M.19K'[:WV=Y/PQ[*<;H43KVUA;QDWU|HV-
N9=+W" M M=P<^8,(7?
OW:D"*I'=IBJWH\$LVL;8<\$7"#;OD2C2RL6VCP9YF:|_JEYA_MU
MU;5TSIPYO;;VJN>N'Q!*IFNO&OG;AP8>>|/T^DC(R+*A&LJM?
QYM'XH/'\$ZP M7I+8>@[:K5ZR65PV'.W_E>A0)YU4 M
VT#AYPU5|6)%@|35F<'O1|/N'%|>?QXXL#&).!T"5M2<(/+\$(
MRJ8UGWL>F1I9&TW;2>>09;B@X.
(_Q|@A4:MEUUJJ':B=Y|5L'6#HCJOY@
MWX*BB)W?;@5|:CSSC.WI85,8B3:W|FE|D#QJ30*GW.VP8T>\$9S%Z=K^=I
M5T&TE%J"HMBM/^)&8&&<7+E#Z2K|J-GXIN&E/8)9I^TH!:+M)4#N2(?-
-9:T M'|4I13_B:=@=>2LT8"D/6T,KB"\$2.O\$2BS2",7!VK)TD4#HO|
[C6>WBN\$ 8H M"6T>\$|?0UF*B%BS2V&O@_6V#I@%7MO'*?RP2Z?
+,*A)CZN#3(POWF@N13WPT M|(Y.NQ;N'?91U|+XT4RY)O>>16W-
&O|_DM(^O|O%.K_UJ*?> 7\$BM| 20*V M 1|> H7+\$4R7-
.:OIJ;+7\$KIP%X;F?|^7D>P9L5/B+I7I|&%*06!AZ\$(_U:
MCK:8M:3FANT\$/C0S3QP-Z2@W!L_=.S5HX[R,.<.FRA!-?CR&=)RO;=UJ*
[CT M4|OIR0UV)%6'P./@57<|T579O@>C+T-
\$*|T|(T&Z^_K;7YP=5HPS|TO|:(K- M\$D/?-H!%==E\$/-!RS7|RQ29:-
^W):..9BZXF'L*FD!-:M)XW(\$/JM^QGO()7 M!%.: #/&|H/E' ##KZ=BL&C,-
%QOZ.EQO#N\$;NNUL;GPRY&.5\$|O#'F|H(I9P6;2=PA9!KW7YR8<5*DV%EZ
M<40#8/T",|SW<*+9P^JKMDU74\$7T^@QXO.=*U3/Z(5G>&6:X:X_WVT
MJHEHW:P,LH*S"S\$;12-KB3+7LZVT400L|.D@I M^LCY.'C-
U)R"/C!A(S&Q&(@BY(.IJ&P'K-93@|Q1O 1Z".+H,N=<&N,I!/U
M)&52:S@,4@,'5X^%0IY>D'6=M#_,\$(JOA2V W@K0, 0TIL8 D|\$ GEM',+1P
M@V#=2Q60J6@J/865%;8+L7)(JB3O2;/ON|<8|8S2#SV2A|>;FX H?*Y|0@
M?C=&4R|B|^(?D_/DS"4|V'ZJ0(@93Q/'0-851#U@Y+;J9N).:19^G;/*V6>+
MU&7L9@+>#NF\$^Q(_2XQ7AH SZ7:X@)1FN.BRV|83W+_M?
|G|VP|/%U5Y;WN|H.!+\$ LT%?(XM&OL+|H)M*H730V*B)@!
0\$A+2*HB)\$95*(MB;8B*F)4E%&(2B.3,=J(! DIE1F\$M-
I""PU1D4\$1(F.4(0\$"Q F168*0R1&(
M5#F\$:E()I_B^L^|H|YV|OOOKK'O7^0&+I!:U|GK?O??S/.^P:VT|9),44^'2
MMDO^H;3-#M^Y.2)@L":D3/39_,3 6;[GQ+|OU 7
:9J|O31KG%^VT;IWF.D*GCPZ-^MWOKW/?| M.|<\$%
10(@|>6G>D2!'E89PN.%IQY=4?R.&UV|R. MG<_6?
[WX2\$>3<&/QP;R#A|M3RM-*/8WVU;F>O|M^PXO20=L7RZQPV&NE*PYJ
MF>[23Q.F*\$|_.31S#_AQ-&|TFAD&JNW,(<"HR44N7AK)- 93)[^;"D^E6FC
M&0A>!9DDR|5&=&R|>7 F.-0B7EHGUHOLEBK!L(PFRJ/1+^RE-
\$<57NMS0';# M=(J?_I5GC7-EFI E;^HX5S4X.*B5)8J69G,@MS;2+X0PR.(?
%U"F0?|^JEO MUG:+ %DH.G;BX1FA|BZH\$'>8HF-1AS)JMN&%EZCF>*.
MO01M::OZ,6##PP&M).9:6*71253A-,|Q|2Z(X7=Y:D<064I6>\$-NQZ&P5,8;

M52BB![M MI)F5B;B"84)F7KJ,J9H!AUF @M4"6KX*>
<@EDT2>,4AMXG"TM B M>)= \$"0.A);JM\^DW# \$N;/&3IH5 MC(/JXB8O"-
MJ>JFT34NERQP(7@/SY=LJ9?4.@PU;89PLL(B&2?)M3Y1RL;0 MRUN"%T
^%7)R>@#Q03QDL0<.NS-^;F+?%^G*/7\$Y5MEKUIV\$S'B'IQ\^MNS<
MCW-.6PZ:<&X?IG>0HO;?/_^4:RBW2>_HJ+MT2#JYQ/>*<#SE-
!WZ\|_N^-MQ\%O,57+&5B#@TL.?WC@4X)SDVTPVV/O>*9LJ-
X_YIU!\57!_N77F*L)\[:?. M;UU^XHODO\!PSOL/%1\$QBWG>@.R9Q=3,
(>35*F"B#SB3H=+P-Y(DA6,8*)@+ MNLF8#TH8-
/BN1(6"B^0."3Q6GRDH7-' +U!T-'_P-!V_ *M*C5@6295-)Q/60
M;D4_5%^TK6GH!"AM[76]@!'RTK?N+QQ^\$C.@>2!;F'@6B.!GZV<!?
7U%Y8R, M,*YI'5\$1[5W^/7)VA(N+8)_NJA>';;^4|Y--(F MX2?
B#_L:S[Y+*\$G(=QY)^\$=KY#-G*4X'H3M_4N;#DK*_@U
M,CEP:ZVB\;SRMO+,"%5YCF\$#24;8(IH\,>1L!UF%|H9O-
JM7M.=F:4YFE^O M\$(K"AFNHW.&6|;S_8^C_,?
1_BZ\$,D@'LY@<&)SZ@EW:2ZL0=9%UZR&JUJHM< M&U+
[S;^9=OISAEN(69R M7I%& C6Z=K.8^2(TI"BA\#I5M:(A?)/2N(LQA
Y)K%SD3\$3I=?!3#F_W90' MVG-
D."/8VVLH!\CL#_(I9RSS1J,T>I!|85Z"LI1:OK)W|&/@_)JG-4^>R%F*
M.)2066RK4N<0[37H_>M?W_,34A|I7I,6
Z\9&2!004[=Y0,)9C/;*N8*E).DC=JvX4X4=">L0
M:R\$K75I)B;AJ^|3|I)>RA<5S>_F=4"50+,\$3H=8G;\$-'EF5*'E9K'G>"9B-
M#,,\DA!A>ECB>#GY*8:^FJ(Z,A)9>!. '851?%)98.VLYMH/('2
MIA!^Q@24*LU-.8I_B&P:1/;S%L\$LB=%)>8610&,*2R|2TR'=K59+8;T*JAW
MX&Z!Z^5^NQ^W:V_W'=UKQ_G84-|I=61"I'% <^%E
#Q(@3>R)W>J3.A#@C_@ M? F[544RT|P9^Q6NN,?
0@@XV@MSV:,9OH(8/_5OK9V<&PNXE4<7#D4\$^+P5CJ)RZFL8(@K5E^A.
Z,X|#")I+*V7->+545^S%>72FX|"/R:SNP)*T,A M!G.ZMB'%AWO|0'V?
8WRE_?PSR78=3|3?7/!-PR9I"!;1*B_DW!GJZPO88>|' MD?
=A%|7#T'G^BYL71Y^H#JBDT^)|VO6"\$2"L M
^V+ #5XC%^4*A\GA^I%)B978G7X9)LM;N:1:L7!AY|M/.|3Y3"IO3RQ5S3:U
M0!ZX4\$=8M=TUIT=H-8E2\$FOA.TT?L,+"(KI 2TG|M_Y?LU&NDG&
<|NW^*/J81&G'S/:US'8X'M/## \,K
M\$#5SHT:\$,UPL4+DQUJJKSCX*%9WAK=(,!0Q-)JO6(|-.WX-
8>N+F*|QYOS(M(.)
[#|VF>LU*]=^\$;6>FF#E*4=JML|E)\V;\$Q_!3DQ<;2L\O)MK^VI5RZV? M-
O/Y3U-Z7|P6&>/M.@8&!,(%30:_XJVKGU V_= _55RR|1WW4%E.I9#+(LL_/&
M/IM.#KS>N0@E(-ZC-.%M_/2<'7D(3DK%F;E-L|<3M)T=O
M_[2S4<:""Y!SS^,,,_U&GYL^W*!C!CBE)>&8HX.!?#((?4|?H3BM-NSNJW6
MZDI"A(0FNBEH""ZG;>B*>@#|2OE"7 K3!?:5Z+
[<=MVFFI;*6PC>|_ '=U3_
M6!#O.&UX&9C'YW*1%>6HD\$B"*.IHYC!;3|-0,Q)PF@UZ2X<4OJK?
Z%CI@IQ, M\$*<|" %V|'@4*6FH;3+QF"*@UHFNUDDR TY3+J B92N57
M5Q8|9!#A5.CA!.H&.HSUG"@K!_@E2M ;/"XC9%"#PXV.3UNM9TM-
)Y|*|5>G M27H_/1.E940WY"#XBCJ?
OPC9/XM)1)%\$DH3B(G,JLX^X#2Z(D#?C9:97Z|H
M9=,*B|A'R"G(M,W+J.TQLJ>^G|=FC.%N;AW@FTC
WD/L!GPHAL1\&7G>EWH4 MCRX4>JLMH!|LF)*
(JE8!EDZA656PF'>ZK_YO^.&:R3,S#C5!3I+>5+-)AB
M^2W!!O"N8N8;|^X67&)N UZ U8:/ " 7\$16_JW&@B&PDG5;-
:;\$*L4TKP>Y6U|HOO@N PUH# MEA1(U>O\$0;?BU3Y?
Q0>O8A7Z44=O,P<>15U*#(J'3,<^/4Y|I_ MK8 S_(7PG0YL"SD#

JUB_+&93Y!Q&F)R^1=4/-=VEG9Z\)>\$0_H]"\$7Y>|P MF&K+N_E' SVTY?
(\$00>F|IF|ESQ)G)Q.0DQ=I"9X*13276D*Z*-C=I*CB(\$
MFE">Y,&H2GAB|T0:W7.+9W?#9QWB#YEE|1H712A
(3^&Z4X,J8R6ITCSN! MQLGA+D&ZT'Q|,:R)LCLU2^B<#|_:6/6U(\)ZB|F_-?
7?4*IP=7MS->%JYLUO7_KY*W|
M6UW"\";|6W:KR1_:#4XJ=4LKV>C/K/IX9<@|[\$9FF,Z9\$Z5DY_?RDT!)VO%
FW MW: [?B|.13V'O<>8F|A=H4YITI6YL><','_LH>@0*9-
X5^PZQ@=T>CC(NP<+%M)HNNB;5YB_P9.^%_?,*
(Q_5X1JMDNZ_NL7Q2-)|4^4P7"6O|H5@)^>ICL,S M;?O&=
(\$5C!.|O|6:Y|\$+,B-K/.Q+|VC>,%W!4H4%3?_%OS2|/-KDET>/=A;: M?
@^)^75X'T\$"7R6&L +M\$1-|E+>U@KT (8"%|F-E90JZ",3#L6W!EM7J_D.S
MF'OA>=J34.F7>O'3J|OYT6?8#2GK-)/AVA34E|E"W(\<.8DT'UNV?-|AWI
MWP J\$25E8@-\$&BY/.C&U%)8V=8MTE1)UO<8A|61_K5;
MV)&@JSP(ACX_-^A_IK8;/H7VI*;;QC6(|HWYEX+Y;;/8LS'M^R|A|W|P;
M9MA*|7P)<40 MMQ'K| H.:V?7?6K|!A#T48,U*6SF\$B|:\$*V-C|:23U>
@R;2DLG?T(E>.Q\$
MQ,H%S@6B,|CV+14TRU>5/>7AX,%/HMOJL%M?!YY9&#MDU&|%MQ!!EY
M*I&YDM7)QP*G28D!ONV.WPZPC6,H|R.L|'#KI<'>=(7X*-PL7T?
8"3GXWM#- M&CJ|R&|S|(WWHBJ.QE-Z&TFCS3*)>
@YX>#_O(DO.P44276G)A2:#!KOW4>/EG?5Y MXX,OE_-V_WOSX'_4|
H'MY8%CO&%C?BW0NF/FYFI?03W>XSYZ@= N)?WP6_ ^ MIF0>%|T7_!1
BV@0E1*W^LF3?#>DH?"X;^WC,++SO.W\$|>-P&\$JH%|J5:/TX
MP0*K*,|JQ=UW^!8CQ.M(=*TX!PH((2JT|-RUF7DEEOO1MTSSP
M4TOA1O5M)I:ASWVQTSS).41P*.&)UC@-=A'*8UM8 M(I9&YZ9J#>-
W./1>1 /0SDK!U0C;6&_+Y4Z|KB|IU+D2#KZ"BV/&?1=PRXX'
M"&D+%,5=*8^(Z^@;1%|H-BB'AOQVZK|JR<2VL6L9_,H"@;Ml:30+W
VFDQQZ3 M_TK%HH-8T9#&A-W&'Q\$KP|6%3-=(H&82E4=D5 |)_9 =D,?
56HE^*7"7&BE MQAY^\$B7<#4YE->V45- #86R;L/,4?
LD\$%Q@&P&S <(7ZP*'_ RQW&+^ 1X3,
M17"4M,"WDV_0%"JE8.@NOW'CNV@=/&=HR74I1>^S\GHY(3>@LKERS"||
M_%'W|M%M%WFS>4.VS"Y&'&RSC=8IA.N<+|U2%|YR|D\$?
0#|/>ZIM1|N:TL|2|, M4U@|6B|YP&F|
ZI_ABPR;AY2\$Q1RW@%D[D\$_B1CI=E)8FX,"6*_ \$WR^94HX M|#IVYQ|*>7
MAN=64&J#FM?;EEAG=5E2X)@'JG|!C7FFM>%
M:WJCMSZ="|90:~7,)MW. |:WHJ|AM^OM8>'T;Sj)+RD J@>OT'G&-
)^;+6"^NMCP-5=.SN!9062%%V2QYRGK4"| #4 7 ?<'J.W58|'C/M68-
QS2|@*LN>QC-F6/<;F+W9!|9*IP5PX.N&6Y*(*4|)TYDPF;@32!+/8UA\$
M0RA"M),7,: U&9%X5|-T|?J7EH:|LYBCO|OJ3| MQ9_/15JM@JSN0Q%Y5K?
+(HT\$5)OGJV7=BO,J3VJBD@"V4Q6@3GC^U;G*B^K
MRPC8N&@HK,A0.&9D\$,P7K6^@+8+PB: ?^+W*;N|@U)G7PQ^|@-?
WW=4^- "& MNV5 2F6 VV5L&6|+ "L9V*E=Z0%|'8,9;10^4ODY.)8D2^&?
^2T-W(R8+T6G MJ|#2*PR|DY;B=,)YVWJ71X:O.LJY0C&GH4)
(,FV)+&+HP6TXR@VD.|7* LK)!4MWJ"SN1'RB>X%C\$-
HT\$ \$"! =,)LMDI5=S,YEX1FS_H|.UHU!'*%#2,UA-7,TXT|OTT.C-3F2|M"OXZ
M*!0_@SCA^_|X+'\$'O84DI)P2TFU=KU':X'G>J^Q(G?:%8A5#"WC66,N**^
MECWY)G;|HP M7?MH_X^M3:85,,LSL^4FS"'#B;)93*K5,JA,^SM*J>;/4U<
DC(QE,=BT|E+2!=*|SQ?%"QF'9=OWCWA#N|LT\$U9H6;S
MPX=CFEVD^/8"O#^4FC2 S>:93"C-/PEF,5D4_?R\$C!B\$S*A
MB&_WVC_B50=R_4-1;T|)7,|D%8O*8^N&!U'G
K..0.\$9NE^VR>@"36(_L88"B M#|/B_RBVCR\$G|YY1>+.E?S>NGB+
(\$^OYB379ZL;JYHSH@+_ ;D_+7IUG\$ 2Y M(NO%(I@U5R

M7,+MQ"!E1EVXY S>R\$ 4E4,XCO4>'+'*KX^'|34CX@6,/E(W5#?P?
HL25\MM)QN83XA&?<0TTE"T3S8E,MTU7#;AFT!))-
PB4.|#6|X9HRS/4WQJE6,\$,B^M>&&JE)/"KOUZO0BVPJ^8X'J8-.#::)D-
V#1"H(J(1 U5'G5J ?EM^\$RF(Y22 M'WZ*W4Y>6_OAF2.6ZA*F9>"C
M/VQOH3)A-
RANX8MLCK@LXH<|H9*5K,;#BWRK/2TZGS0^P76*06|%+NW/C20;<
P@X5R|7"W<"9#&_/R/L,0YDOX&9KY6277FK(65JC|WF9NM,
[2]|*3_R\$?/NTOBL R=U@!!_D"<|:.*(*>T=*#>6X?^0UQ_%IW%5Q
M/7GRMEFK/6-=|1%M=3-1F!\$ +|KE%!B|#;5 /UX93.R|97P|L?J?DK0*#4CCX
MC*9M0%34*G)?^1#O1@?E*7,-2F)VD%FO>X# :/0:M
M;Y)Q|V04%"5E7>6MYL?G^E9|^+3 MZWX^?=W<|'8W'XZU:>M>O*
<;U))3%'\$J?# G|Q-*5Z!A| =O\$4|K|)|HSA M+6#V< \$K(.S.9.OO-
|),9FBM\$U&!,1CWQ^'D\$?=|, G=@*QOTQ/K/)!E-7-,ZBJ-V0N87B-LP_QE!
(ZV/& M:E8;I9;?BL^:VQ(:P4H\$L,60AY".X38F*AO(DV=4/SFC*?
MYX#X0JF**% NM(68EK\$2|#ZT_?XCD@1ZTS+. M=)7
|HWH;M_Z3LW#+.6PK>&|L 5^V%%IG;WD0 MZ=B=:Q W,+^6-
U03SF>^+IG,>OM&N2"(D;EJ4\$S>K<"^G>;62-:0<-/LU/
MHGTK&U@\$+74UR^PK_@2UX\$C<4-+9S\$G&2<@4D=T;-3&5
M;4Z*FAJ.4L8T5?>B6>X-
3H=I#M_T6=>@?;7)4YZP6"PSS0B|L9IP,1@+Q^J_
MUVR%LHOL&H?!="2\$5)YL.&(N|.KBUWSMSPK7\$8Z2S&EJ_-
PPQSE!G4%H!EX KI;B6CL&=6X&-|#G491KTQ@.\$/;|MH3#J F1987OZ|)P
H_'8(ZUZTPV5 /BR<9>AS15='_J_L|8T#UXFD;J329)B MRK)TH@U:M?
>>_.IUGQ\$.M|"UF"L^6T|L(&|J04O-
@GF<5,5I5Y7'@\$=B^;Q6CEX:M>GB_=?3UBR-?GIN:R;Q?. M'#A#&|ZI9
P^(JR!O.78Y%H@+:+^+|+8!@("5\$X%>KK-!&\$;X%Q\$@|!@5L'
M>WG3N675"ZT,P#VUSX*WOR"TOYLV/HO1TQ@Q;&\$|:2#I%V0%'(9VBM.
M(%LRE<+4 S|=1FQ/|7|X,TPZI1O1X',|@| (2F\$**8R2ZLPW(#I'=<|/
MCZ"Z)/,V=:DVC|_|-Q:DV\XBUZ7Z_|GL R)ZQN#-
\$.DNNE.HW"=F0ON>OQ|":Q =039!Q96E.ZDE8R;+^BH
M%3T;Q&RGR6T45:I-R&+(\$#82DHQKFW?)FI1|:A|S >+8R_"
|I57!Q6+5VMB|**=ZP9V-AD89|;;O_K#:52M-YGUWLO:\$@IAE_L)LT#0BU-
M)>3DLR5|(|%<%97>.7)@<\$_!A@=D0|JO|B2|L@Q^V5EHD_D)6V-
SN2;DD|C MEJW/H\$ _=Z0M|JEU3@M(U\$D-/7QP&%1C5XC3B%?:LGA+R
:OXNZ:+4! MCH6BVR^EMI-
T&"L&".NA1&_8EL/P@.,F"D/2U<(UZOM(M&S@,7B-9*C@;0|' M+:ULPHAU
'?^:>"M6\$F%'8KHT4+B>Y M&AL?|5E ?=CDZX3OP(T-
X3|OI7WH47%;AT@IG*'C'O1P(ATW:P1%T- M>|M11!_V|_
"Q=K!^\$|AGL._=/C0F|.7(D5G,?5C%_86;C:2^_NNO 7,^P> M=JL<-
+:>U|P|^_W/'N1 MP^"T=,EUF9K68N|5/S@47K@63C=-
:EK_B|^XJ6F>HJ*^(&.)OY"!ZO<%O#; M3GPJL(!GJNDD+BG|C0W>UO3-?
&)^5DL;|OT6"=51&9WH5LU?*RHZ4-5<53> MD"*L|MV7|;LXW#\$A?
IO7UPHIQB.|&&0*^\$F33(6H'J->YEI!)L>B+WI!5(\$
M9&UZ;\$NA4=_|6ZOW6;T4%)KVU598#;S?>|(C?*,|S*_(QWK5%?\$A|4|
(!23C M4ZV(?XU3ZKK;^9GB^L\$BQ^OO4,QD\$5?W3?
+ #1F*/D7^X48;)4N9U"6YX)*BZ
M=MVJWAA|NAC+M(;V|J^GF!W3G|;SQM|_6#;)97@(A5K?P|P34;6W
GGF8"# MJ6%+"N|18P5Y0=GI=|G\$AH45X7|>QV?
V5U0\$U|O^/=D72TW95%NDOL*GX'_MK-
PQ5VXC7G,8C8'Y0V@<+ %2S@)^%/'O?_RS\$|5|>^?&_H^S'8??#J=Y|9_%3
M%QH3?NM,(!_(>)W@<3#EZUB@FJCOH=

FYRF[K*,R]W(ZBH=K;M#EGISJ=W%Z
MF@/Y!^LG(MQB:@VC+X[U',F!67>OV-3&>-U3JP3[6S-!HVL2*D41=B-
>UJ*(MX+E-BOJ/!_,^%YC'TX\$W\$IA%0!_,!XK?A@<^\$5I M4O;->N^T2^X?
NVB_-%5[&-96KXNP7&KXZLYERCW>*B@,95H:G2E)A=O:(_AD_B* 2LIR-
CN_P[65JY2E_X="/(3!:% M-/02-S!|X%"P3Z+AG"0L?
4=>>+>\$L:;QZF_W9>O/G:VSLQ(?QJCGW>,3AY0/MU95-
OA\X@FYX;6JG8O\$V&9Y6SNSA6Z%L/MEU8S%2Q\WQI"513(\$ (8,7;0+?C
MK1NA\<(%58-V5#NGF_992E60C=?0+0Y?|C 8?
ZJ*J;1F<6HB+L_&GMFLLPUM/:0Z!+1|YA-1TG<7M)ETU_LV(C!|E7,XRL
CVNG[,I' H7W*S3U\|V:TW9D M?O*#Z@+|T5,X=6Z)@ ^>N\6MUKQ@5U-
:|E)L%OKL|T#|1M_MO(I:>|QV^B_
MJW[6Z8AZMZ]:|/7DTYH!_,!4L1(T&8NC84YJL:,:?'RL>.9?PWPS^ S20LO
MC'1LV=NU8"J5]+O"4QD+-H_ ^|=@BRJ+"6;
|Y@%>3>TP\$!9C7USI68X!5E* @ M%>^ (%\5PS(I"C|LL!XW%8<:4S467?
W'@|T9""|OEEC*KD4=VPVT'@FFHH?/! MJ7:,:>-SP:@E>."6:|3|1L9\$1.|>B3
!|("SNUEMAU,, 9B_.RHF< N@Q\$J3U M?PK7O"X&+0|!?
0^%X1|E0H\$H_RZ*RMQD!9.'6HZBW%\$Y<0+&9__H-H2%B^ MY"(|?K)
&^_%7,V80N;2ISGC.'@W\$,K2YP@YUYZ'G|QEAS=59JJ+";,W&?C>
MKS81JQ)V|>2JLV(>7)A.V?NCVVK,|%1S8BD8AA@)E4=!
<5HM8\$5_V8+2_EJ; MCJ EOS?W:NR9_6,:(:QB-:3M/I!A_'2 801 T=
|0'A9XMW*X.+9'@PUG8YOP MIVNZHHK#71,RU7\|EU+ECEOG:R/E6L(4T-
LEI%L.&,VP*D=)2Q^:;%8GCA6LA
M=E,:&M^F,0:5>:P57D!%U,SH0,ZMD@="=T R#[1_Z-|NSE@38IU6
;D@CGPA
M6[1U7RD3322+I6C_7;&_ =6\6D_)478JXR,2+&9OH: ^).!H5(2EMVWVVSCHX
MFGK&16E>V?R VI?C#J2T4"P+MK(77WUJ30#K?F&F&F("G*R!3V30+
ML02%+9<,VV(4WBJ'WT
M4U0/"7^2L|982LK0K,NY*!%0I6FV49#%X/OSF8!!^"5L!Q9|/#!PW"H9|%/:
MP7%2MD4\$R8R)H/0YZV=5F@5'1\5?Z:8,K<>_ |+P#
(Z)!98|#MH%VDJS6:41 M.!V-EK_=M6_A84?
@*,DH3LA;#2(7!_F&C%A(ZZAG0>0416ZJ>* B(*;0\$<1I MH"D(D\$|EW12-
4/S0OEE <.&@_/M|S,E+'|VVG_HN#1/D8Y?2V6UC1CD|?.3" M,>=:4"A0K#?
QS(KJ"*#>=SB^9UZ@%#<9!M9(N=
M5R=._|)\$5Y9/U:1C|1RRM++I@Y57V>_H|-1;97CK.KQ:V6S/G.W TF7.=>
M<7/&TDJR1H%|5Q*U?DU|OUVSKI0\Z0(:27.O79C*-!_,EP'9;*L?(|%7AY1)
M:#21\$Z!4V=@-[KR4N]C+=61#6WJ4I#
|SX8TU_8@%B&L3ZR*Z<>"Y(E'>8:H7F%6_=T
6WCO"*64PX170/;|3LXL^_L|4MQSV;LF; M2N'P(|B9Z^8'EY(*?+
XL6T68Z'9Q(CL1|BR@M4MVOL'&>NE5-L.S7*(.V&W;-Z+B!-
MH|,9S)4H"V04/=A7%JNPD%AB#T)Z4^#-8|"+RH?9!^A-(=M!CD
MYM\$Z/-E7QK8W@FLF13FI4KQYI%@_=,@)M|#Y1N\$&UE'H/7\$C-
)6|G<9>ZF1I5_&B MG52G61GI"O_C."7;MNKWNLP?
YAD81!T4K5F<*3GA>P2.52UA|OI4U=QOR\$UF MKF'0U#>=&37H|&-
F+SSJ6%2LL_OOV>NO_) M!T*(ZA!=&
BRTAA8U;%93"N>' \$O#P>G>K'W0=3"+"FJAX7*)K0+*M;N#:&2
M#SP%/02X3-XF^('TK'ZF?C\$D&:^7TGY63OWXN+7Q1MG@MA?
J,OEH9+;|E,| M;"39G2-4AJH;D<,HN5&Y-QY|/|^_,I3PC:.(O|+U"U5='*
M+#@BH@@VM+XF5!UFOB#B@1%3Y?Y^R0V1Q1/:3|X)PQ'|@5M.U&|?
U)NIKWO(MH,NTNXDGL65&YW=|K#,WW7BS|J0'3V%5LW|)%Z@!
M+WY|9#C>H1I_YK|IV2(0ODS!P#>V<,LZ5!V#X#J.9W3(VL5CK!^9R)QW
MAP8/XU0'X:D.\$-DU1+V?7F'/6PNO5N:3:FT\$0%J.3|5.X|_,<9D\$RP>?__PR

M3CWQ.&FI7\$@X=A|=^0M J)JL(_MY%QAWG|@W<1|: F MJ9K=F:
I(W)N7DYC|. &/K(4>^+K,;I;<4H2*V|1P7L2\$NA.U41^!&*4FQ3:)*
M_B>PG;V,%#(UHJV,@XUEW5=|+|VL1M'E"|, %+K|TO<'|)*#<=L9^BI>"
P^Y MX773VQ.W9|I2?L\$NE!|J45KRYH'#=Y'#^ M8:1K5D\$VVR"JP(=*'+
X0&TA)JO+T'MW7R'5LUK8ELPN7"W_"E_Z.V+X'R^@
M|T;6|A;/8I+R4<4TMU4UR:V3B(.F4TFR(A";1K"5C;JIW#IX)F|B:/!?\$X.X
M*)7V6|QFH"0HVA=\$|'"|9C.|R;#UU&00--(BKN5|JJC6H|2G'AX!AS2&-/BW
M|JA9C&ZW|B;\$4N*1M<0ED/9EAL;F*S3 HE).63: MPM+=_4S3S|.8A;6L)1-
LRR8/R(\$,V237XE+,K|!QT!Y52PNN M:)GOH?
J"E(X*?.5'1!*>_M2YO7U>LRG-9Q.RL@2|,&4O|\$!UXO2QCYV2U_S
MI2PSS5! !7(HM|GO1T&|BRHG2HBP/*MN6!;YC|)-0
M6'SM1S_WV0S\$1#|,B_|./+/:#+=IO2!;D*-
PP7WF!O;^/YS!WS.+3BA@.5Y|3Y?<> *^(%/"MD MZP!C=R?%!*
|9"2JN0|/9G.4!Z3'D-, " UOM=""RM:|P24
MWP|HQE32<9V%6|3E/RV>&9UQ*2&+2OK:1&U%CH4Z55<_RKHT?
|/K5<|,;G\$- M|WK99V >4X_A!'N\$5'31XF0NH&GB#_ *2<:9=?
|5=\$V@BV&%P%WS1Q'VYX*%_|FRK75E3-S=,-|43@+ \$B1N,ML761G|!|*
M'ZME4&X';4'XV)8!CCSA1H3()O%LS"WHX-, '>UJOY5V?C|X|)YU->&7K?
=# M,3.7,A 8@-=QKQ |U|7|HJMS!%V+;7_65;L.QBK#(#0@!,OC K|Z'?|!_8:
MKNX2|S5E?DRCZ=B-M74EC/U/WP0|K PZ6E:XOEU&V|/#^+V@H?4SDS-
L*MDM\$S^|!17,ZQ12Z"K@AK0XLX MI^6_9_A@U
M1X=C=@AT9\$=YSAXM4S,|!O4>E9D\$NRFWJ6QH<@S0P*;NOB1-Z
M7HX5E0C5"2IVI MPH|^CA\$6,'32Z7%!KKM#
|06:'N\$:Q^S*VJ'_|D)T@GR5(YK M!E!;
|MNYUF064|V9C)8/OK%O>L^%!U0A8Y'|:D#_L7:|!_99O-B)ID?G*QV/
MV4N./2FTPW7BYFD,|XM>ZKQJDE>(B)-SI92"|SF 2&
|:FB.LKL%9LPW>@D MI0B.5FVEKQ8&6|?SM1C:L)=J 4S; 9JV;7|
P_|!|@R?4H*4E\$:C4W*0)H MI2+W.!E|V0B=O.,IQ,GDQ(B7C^=1>0|JQRH
?UP5MQ67QJZA3-:|#DH ?@_5
M|,I%@P+..\$>LHT/OW2Y&BA53&77|U/BY65N!HKI%SS7(\$*':\$B'<*UY^V&
M; MVVZU:>_,|12J7V2VZ?9G0QL@|71:3-#IKX'T'Y|R7L;W^QX/4D-5NL
MR)S%5!A)AFD_) ;S"PF: J%. ^3>2XU.*7K/>2H+|)ZNR+; V=I_>>4_6^_|
M,%5:P7\$2/(@9H|=)L@'5EE\$3" M5>V%39WL./P"Y#<.H:)NXM?
+%S6DY.)'AS M8%6|V(04RAJ9DN8TSF_XU\$Z-
DOHG>H.IB01JVJO0NPRN/:KA3|F4;D#U^%%J0P^.^H5_Q&8VIY9OD%)
(=RU|I9=RB|3_Z M|V_K_T#LOSB|_KZYQC6F9^_<>-&|: +!|L4UG'W|.35W
W72VD|3|=K|CO,>
MOO9N(U@'I#J'Y,A1DK"M9^;6)>|;^PEUZ|_/N^D'!4*DOOO/\$
M>GD5|D7WI%K:|-'|!T>)5'"| ^4|BT034T*(!MEQYJ#.\$#Y*"E+H|2
S(D9AV=*S*NB9RB24D*U&F:"N\$ _OMIXXQ&_|ZK&4\$ M%2I7CD.
8,J*GMMRJ?)NC#,G^A%!"YUO2;M_800,GOF;XN1 8EV/Z:6T'N# MO-
UOV15K|BZPWT8I;=X0#>F9DH7);+9_&8!O89G2,|'F<(VD|*:*B*SM8QK2
MV1TYY?0K LIW.E=LWJ?UP3?N#T4*5< M=#S*2BOE.
|F>6|68V<;-.W+K_|XU!O| MUS'_IB7^;7# V|*XHWEQ|JE+9-
|'EJ>_1G6+#SW753#0OLOH2(GV9K_R4YO|
MKFTT'1@XH|WTQ)>V@ARK:|%GAM*A'X^OEQJ3<^TY5M8"673DIE+M0
?IM8Q*
M"ZSK^2Q&S;|MLYC\$!E(XAX528!)B%"819J\$R%8_ ^,M',HP|%J>LUYK";W|S
MMS2>/7Q2UN71%LO7(D7H,Z<%L<'6H_ G7M21|B&H51'RX/?#
|CP0QJ:>G|
M6YJRIRZ3|LT%U5/QIK^4I::HME"_R|_R)7\$D_21L(&*KZ7|N3)

/OGP68PE[MI@6XILA M;+L^K9VWNO_K1B?
Y&494&*J*%9I:UZ0P\$-3R:XNK;@1K'0WL)RY'(X7YI';
M1TT%9#DYK5"+2A*Z6B7+:T?+OUP_23 F\#XJM.>5-
U.XIJ^K+_R&K_D+AVO
M;A[XJV]7E#4NG00>P,,K;1!#|CZ0ED'4!D=O\$=;ES*_LH"?3&=W)\$ M:
[_4TGY!5JD;21'=5W"ZU MJJRG9>PV."YD*Q*E66N Q?F(3/6\O-)6*A\$K)
M6,2[C^!%@\C|:Z! "%<)|#82>-XC@XB?!\VSH!@PVV8Q5: ^?
GHRV+"R^KWE# M64J(D_\$-P@TMDJ_*J(
AXO!P6LK!@N40Q_>E*\$Z|+BFT#-S(KI\I%7:6.%Q M5%4NI74"
(EMEGJQJOT'3N4%27?- %AMKX,/7E)FUT-#H>9S|/Z^!4L#UIV4"=
MC4+2ZW_\0=/(M)^!TOR#7JN?/4E_ %)/E'3!3+D2%T1;&KSTEX%-[H==
<^_5 M5=^4^V:0YR,>H/@JXZ3*CV';:JYUYG|&
(,5T5RG=5,D!\$Y+_WDS63O=%A|;V M&"^+%A>=
(&.):\$+S5SZZWTL15YIF4;J*3E|*R.OY13)X5 M"RDUC#%#J# #J7-
8#>IC,MU4|+Q*GYRO@\$4'>G=7DI@7TSEM M,IVOM?J>WGX8^-WLYZ
AP|\?D)2C6>;J*MIV)\I(9AM_P8^78N<=C&8/ 5!- M4:Q4N<(^FN?4PXY?
+N0W+Z9::=|L%Y6P\$^+B@-B8:\$|U(O|4HT5CPBX_M,^|M1QA|A^S,[M5!-
*\$^3OD|/(N1N\7B>G'CQ,(RG"NO4'4MZQTYGLEF49?5_-?
FMXI8D3K+5UFE(3|0V_FL8;:|_K3)Q8VJ|:&
M7CMHO#1,>44KYIF;=.,QXYVF^EI2K'PW8\$J2/!;K\$"GFX12CF
3BX+J.3^F, M8ZH5*"^OXZ9|E2>YC0)A|YA""A,/,=@?9Q;NJA1\$N:Q349*
|"03XUXJ#1.2F;F,B|;I9| M@3Q?|Q97C;WF.+IG^O#WC?
(>QW^9*_TC9BJ^I^5OM20"QHUB>
M'9G%Z/5!-5:GNV8Q(RBK&>7YWOXHUYAJ9C%XX.MF;M?WN&|
(6^SMT4&S_ %- ' M?5OC|HN/R:|3XIJ4HR|^!"TAA1NZ!;
|CG2J^_M>5LWV\0XQD2?=(J9R?YKB7
ML!>0L('E/&LX@/&0CBI&7_4|TBD6BX3|G1Z;|A\$@\$=G*--A63O7_=?
27C0%X M@<+SR U_:VSIKF51A%_%U,U8C!4|?|->?J:\$;Z.S7\$S7?|<:DB2
9@1VQ/ M= |-8I8RL,F|UB MS7PUB|%(UW7_.\$T-
"S:>.E>62*I=9%&Y4ZQSJNSAHB?AN\$5!J+3W%0;6H|++
M\$3DCO%T#**WCY??%2I^V3-QPN75T>HM?|J)8E_,QYD0Z!
<_H8\$J>3KRSP0*9;27
MC7/GD6LMPL+RURH::Y012MHH57YWD::5KWL7_G|BQ:E|Y6WHZX.'R%8
M|;=^;0:!=J>>&(JOID_OL'5SWWWU/XB=')<|J\$UTG_YTD%80+::,1#3,-+4
MB1|\$5MX9UVR_8EOP&6/&H# #UQT1!2+O5:LCFVAPS-
MKYQC%S>O*+|^ M(+P|@72@KW;B8J%L9N:KS#:*?J:R..YBG#ZI\$P#'-
PL)MQ+WUJ=0@H1I_'L M>FCXD*J;2A;|!0#%:(;=>&%8^16BM158"60?4C-
(D2/K5M*XGWL15PAWA;D\$ M'GP;%T!1F!4_D|FS9&&"[N%&Z8+D).(ZH-
63%+'=5'D5+HBMV!D/2DBV-.?<>#_88U+TF/^5-IW7OBYV&
(H^R&U8O(PR,2DYNHWC)1DWJ8VY@BI2L'63/M7+,^/BBJ
ME53%%TPMC< M=;)87S1J^9H-J62SE,EF.74Q=,H%AXW)W|>|3#L7CI?
VF|4/Z|_9_:8*XRPDEV.WW8^ M\$():^ ^\$IV>BJJ#B+0^_%YZ<-E..|P
E<"M%F<";A1'44%@C9|?RL2?R9GUE. MI/ XA%2&K "SZTZOS.F=EDY-
=DLM==%'P1!AN|5I&;|?%@V|JB._RB%->_*#MP-\$E@!
M4/'9/9DL6A*/TW<9'N1\04(\$|M|V#K:!:0#ZX+O2Q8>UU.\$NTGB?;@1(&R
M9?4C7PG--.EKKLKA<|,UWU7;48'Z:O!B|KZ?M#;<\$MA#&0?6%NK
9BI=.E|* M22YM?#KX4Q|G59=.,F)JGT(VF3&<|6L&FKPYW651
MEP;Z_PB.NE37|2XE@BFX=YFP>PYT_BA2AL'O6C8%R8/5_SC_>>#7)_JJ'>6
M7WRMEV\$S(Q|?KWM2H-W!LK)|JKY-
W&I_|9,KZ@\$CW|I.E2IO+!P>_OB||>RD M.B|A?SHPH6CD|QWLTO|N;KC,|
(.D(^SAF_*KG|Y&N>A\$&'J6> T.5NWX.EKOLH9:6R;JJ.PL_YB7/79D4;2:?

9H: X +] M] V(C:Q:% _I>IK&\$ ^%<)[G=A?
BL/_ ^8'WXCNW<\$T&S@3T[V\$GBMH^/"7>4Y6 MY6?
7P=O;7Q>4A|_4%T33\$DHCG5V,1,\$BLG%'4Z_ JFV?UVFU_W=;OO/?
3LWKT5=O6?W9O5NV|]=WL_O|@_M[TVCFJ^?=\$H*@)BD):
<|WY^^W5D:XW+,_XS2O8XQ)GW03? T'> G8)Z1S^V&:' M-
[36#+_ |0+SN#!NGW=L47.N#U(^IB+QW 6=-64^9H"R#+A(?*%|1C52("-
HE_E+*=FC |X|^EBD) M*>L'J--3-AUT(C DP\$G3: Q3!|<*I48\$0&: +*MH_Z
HVW\0-@"(HKIJ<9!C M>:%YNC Z4LVG\5"94FN@4ME5JJTHIV"CZ8
O+;UX84N'6Y0U> "IU-YQST/ M'_7<_P>4(I8,(YJ07J!-/O=-
&\$ \$T@IXYC&C&9<2SR^6\H*3>3|ANZ#H6BBPPV3N\$<3OQ%J"O@U5X]"U
M_<"|/#^G'MP_-6NXTAQ8PC9L*T;Y-%=30Z[LDH]
_EJHT!QOT'@2ETS30ZNM,
M.ZHQ.1/&R_=27EIM!:@:MS\$<*D_LH:V*4.OU8[%1RF MN)
<9OGIJ#=@RA(TDM MAX;)6S'^=S^?|QFNK=NH|@(UGFJ,\$U31&Y+;GIW
KR ?8P_FN+UA5_&D(A8 MOB4N_W6.L:E^8SA-
=|^I96G_*"W.#3VT,:K;YTNW|@;=FQL;/SM6X)GM"63
MNP.EH|84+X|N)*^GM_>^,5!JNX-X?4\C5C5R^KM
FCZQ:C#_RH\$M11Y0IOP@ M':9 G,A|3GA496#W^A&8=\$Y9W6SQW6_-
M4K1H 2 :J-<>'<#|!(&R.-K|72 M(<6?V!^X" (!/JJ9VLI\$CROGM(6|%T
I*#MZZ4K.R?S=34>OWM'W.=>#H 3\$ M\$AJIL!&.:W(@%I
KM=@ "8N:|8SX/;PC'*&JPJR\$.UWC_D0P|5 N\$XW.LX(3@|W:^BD:E#;|,DE-
*XJ*NW@(!T.'VS@'=-;JGL MQ3TVZ9AK;2*M"#^8UTE05"\$DEO*HF*O-
DNK4NC?!46:9HRXNP4XMF:>*7^RT MFVW-1L MYN=KNV71C=
(,*VT%C65VM#ON@R=Z|'TC0.!*C"?V8|WXU6,|S^;(Y_T.WUB^6/AE_+
[N|Y<MH>=.N"&NR+?!I?9OT2,L"-7/,[IN+=""^?J'TT|TR>MS|JU?*
[Q#7B,:5 %Q3 GON>JD+\$%|"(U;U%?RGGB[%V MI.D+^E>|_J1X|UU?
ER:V6@|:=X^:XKK6|T9XSL||MUSM|^FCY^_PY2#V?\$ M/+O(>B&W|@_Z?
1&#|LHTW"!SKZGBS|YW9U9"WD8>/WEP=D%|I% PR_5=B|*T
M2GP*TU.B;EUVI,-3,F-;3Q>,5BC#5(BWX<22#S/OO^-8C%|6DC8Y !Q%T-
5, M|= ?UQT^L7&"*|^N.O!; ++EHG/3+ _8!MDNM|8XO8>05'KNMAS0=??
&G|46-"5 M9Z-|:9M\U|76ORR!0MO<.WE9%X'L!5T-
U'RD6EP|3A464YS#7XZRY:FR, ^,M M+V8P;Q?
P/'^|5,%S_LXB8@G7Y)-1_S&*@#S|OP#&_SNKU6'_QVWPC.HWV"BQ
MZI@Y,B2=;JQ%^S87S_PTV&1WW_X7^UAD?
15_M#*93Z|:I89\$60=UWAPT(>K%|P!_JQG/_)&)ODOI#|. \$GHE#M|HO*P.D.
M/'|5*BR:'KFC5EWQ; KC5W/6#XH_7?&U8DN'R,5VD31=S?
_ ^7*)>T% A: /U_L:HGF;|0 0|I^UL>=HA9T9MZ|8#8W+2S<
MLOWP;OK8\$MV1'Z09CP|?67+,\$9F!A+Q%?P&YFY'(;F'FL@SQ.#?J
M+Z8Z>R:FZ@B |\$BG>W#L1>0E;C_N W8.W""2@(0A,P@-
|T"V6BN2Y^.L&P M!N,ODDH*D)&AYQN *|(I8IHEQ,E3FAS|QS,%I#
("YZ@"2U7>C|S@%/0%W53= MV'.1Z=-).W?X5%8S8BFF@/+9MTV*;'**V-
T<3E\$PV7'H7./ZA@,I0ERVTA7 M39<(WGC;|1L>VU
MMR'C(!S(>|\$MTE|42SX#;GY@^?SJ?B?2SU|= :N%PV25U M>_R@#N;.
|&A"&G|5914T)SL+2'B/Q;>7B;T?0|*'\$U-A.Q5EL&YUEG>M'==J M%?
09=/\$'Z9U/=WK|#OW<,\$ATG&+K3ZB9XJ%Q5H'8TH;PFD|-OX;,,I|M&*!=!
MMD73\$GD\A4-8PCY%UYF@=AC)/2D|-D)I2\$9!-* H=##NBU-
_JCK4ZY#7"|JE9
MK2@>;V=*\$S:1PQ578!W0CH<"_B#KB9"&9(2BK#:Q.VYMKUC|K*ROD;U;
W5; MB,L|M|*E(C9L&?1.8+YOB=+,#|")/D7N!@*S,WM8)>7*
W3=1\$DT+H*A?R><_9L,L|(WBG4 MNY-EH_@MZ?:>#T>/.|.-
R=XB>OJF\ZGE4<\$F\$E,1U3C666F2+O6.+8D=CTWM

M=KNT6;)9D/MA>' + LZ,?F)\VE3H4Z>2FBR-
RH#3G#^RL*BG=81R2>\M/:'%?+
MB*NSESH(GC8^30N)K0/YO:QTL,8:6R3Y,L/-|(VW2FVB7J)?ZQ'U5\%-RZ #
MFH(''S,M+Q\$:>MY.K%-D+!R;O!2*^]#Z;
1W\$IEK40H#=#;2HT^_MV_/_0'Z MX3()K-1
^=Q5_*+_P&H83J)I&G|ZWD5\0\IO>>*8#7AR?&+WD(^BSI<_.TH/S7/?
+GY,O|N,V
MPV:*6K(6B.,R@&SNO\$DN=@FEK|G,X|N3A|I>OHE#C2/5C!#5>GBXN;4E;
M=2|N2Y6_7L!/?^;,,,AS#KR>VZQIT)8=YE#;A"-
ICKT9=*/V)K=;,V2N&NZ+ 6)G M; &#C^H+R0I9-IN3@U=_-<,X^;UN5;?
V01Z#2D""Y*S|+-I'|TNJ/OB.GXL=2 M/?
QR3:9'C'\$M"W,MH^7|Z>=E^VLK&_IG0|>*^H="Y,OD|BQJ"^_3KN&B|UT,
M|FIU),F.GC_R)8MOI4*\$||>RVZ|6J_N6+%=Q PX\$5 AN,+PUQ-%@+%;%,&
(9 MPR=!3_5DPOMEL\$LG,7)AJM")HR"5L'#: @02PP5 M-|GQ(L^0' 9K
X6#=#5\#A|2RZQ2)Q1U*'WR&2!|V@#<;):.5S5T^IL\$=72(M(9E-
3Y*&Y2-."D_9AP0:V-\$)^6Q#:\$BH2HBV0?&: & O0KC TA#@>NL55"T
MJ)IN\$-7:U1D\$6XL,@;G.YXY_WGW=J/#E^ZH0WNHX1K)6:NO*|Y\$(>YC0>!
MD|*!-1I.M%S|,0C:*=_:4Z:F)'>F3V|VK Y"-Z+T*?W|58X|W87X|,<)&#L,E
M(A22; W9B)|Y>Q1NQ:*4_46|L5YN(-U+;5|:NV5J.UT?8U)+"OOH3Q-U7?|"
MV@@-<%N")VKX>G7*=9|5(3%*
#535!W|P!W#)G#,L(6"6NW"7@/|DTV;X/7 M M(T6\$(R.
|BS)MD.,IBNSYYNR4W-C8U79W| |%U2>Z62|T
9YG9=5G0|L'N0M|)#C|.05VBF|,>0*^PFGFF"YU_
MXNK6&^^SV|DM+A*K>EPGWOPSX1&_HV#?Z@M0,A
PL|"/J3\$%82|BF@ICB;:D
MY)'&'G^A9L>.JCS)/+9%R,BP6@25B70.E^K&MN,:*>D/QO=^6B15(2S8,0C
MOJ&Q=<,-T*WKIW&(SWTTX2W 9;#T^YWX:B6PZYSR\$PXD(3FT= .SB;
(GB.|2-M)?ZUO^4:E,
QRRPLH;D<;GW<@MRJ0MC@@/BBZ4TJQ%)/=>|I5U/T.1XZC;!"
MN9:D(6!/SU;R2??XLA_R\$ZD=BS53.D2T|_S:PO!Y!L_@ZJ5B#>"3H^+-+,Q
M+@E)T4+BHBD5PHJRAC00#%2\FZ+"=EL'99-*\$17^PRU%IF&JI>V44?
|DL9I
M&7QDHL* @G1)MD&+O;:-81R8&54+4N/LK!:"MDY_OED%*X!HP.*A=1<)&|
MJ|N>%/.D^_N8AY(?C,8XOUY'2ZF<"-Y|/N+|P9:S -//5A\$8Y@/:+7#G_&%)
M-)@N:.D@YLH8)E>' ^?HL"PC7%2!!WHQUN?
X:*MLW9+TEI=G9|WN\$U_?"LXR" M8>#Z|R-L02'N40!|;8|=
<&9L.B##^N@^NNZ.A=R1?U!687QD?Q1'_E6DE3H
MV+QOV|HS:QD)7OCCY<VN|TU?- .Y-@0.EE-U*GW|V+
MOO;G8+9YZ1K9DQ_ ;&="!8A<_: M#_?XM|&;4#Q4FG+3DPO?
3^T;8%F1^+(34(GPYNG#/?9|+ #W%9V|@BWXXNL9&
M#OG2R_4HHP04\$UN!M5%#+/8O.Y>NL2W"KH7B1+11"/VXBQ-*(2^*6Q
=_GM@(4MN>N;5/K|B;GCZ MN/%1/|E.M#/AT--!::TC*6|Z)4: |!
(J254(31/+OC;G 0-E@BJNN)0!Q57 MF"OG/|R|K^Q6=|L-
I\$|>MSLH37>,VVK8"O"YS|Q\$Q^ ^2-\$6L)PD15!%5.WHX
M^(8T<|8D+AB5%7"NZ>-E1P>=0|]"|18I3APCT+>HF5+L%W:7\$-T?
N2T)S)XA M#F TRJ\$|D85S_0'DV/'LG^AMRM7@\$M?\$.>?
V+W\$_L%.C3TO*BD6CZ|-,0|>IM\$-DERFX#5VYE-+7I8|ZIDRD>|'2JX!8?.
(0T/U;::AC O#K>@:L?;L&<-7^? M::SA\$^3'E4')-R#ZU\$0.4P|;-|L;
<|H(9NK^7WK.|F6O M?
69R=!_)3O8**B+N?,8,?|EZ53GC=ZF4J,HAG>5A;=L'==(7KS"ZH&O!*Z^<#
|G!/?WUS7/^AVG1R=U4DP? M_XQ|I64W(U4:(V\$C%_ ^W4:-

0IM3_7!1M:MYE1B|YO|1'@WY1TM%K,8-^;:)'(<6"#M*()9*%E-
:;%A_^UDFE_ER7>GDU_5R+1Y44I:0!@1L#B.?:HI%P4Y@_MK|1
|\$,+9B|A.HBD>D%1\UV=M-5CG^MC\$J)8%DU/K@1'+|;9Z>SV-)U8U2OR
M2>Y@&:1|P1N2V!WS6,:76>59*G",?V@"1MERWY3L+&KR'Y)|MI!P/,X.^
MWX>2A3U57)3AYW,VG%H7V<\$BSW3_HH\$ '\$!=+ #6
G(#N=D)35Q|!%7MU^
MNR@;2)\$=A6;\$3J0599B_6KD%C@9PEYF|AOLW,W:VM!'5Y'L5QA|@N
_=3&G5 MIWE|TH;)29^UO;YT;C C!_9U0NE-(E!XLH?:AA>W(-N2;,ME?
D#CNUZM.|\$M.R'OS_'2+,,+CY&6|U)<7*^9 ML@>
|CM7W(<5X/YJY7H@S>DL(BCS4|ZCP>WZOF/"(8@K_'D#(9S/0EPZ78=F
M2=X U% (14)Z%D4+&+F(P:&N6W@T|.:;U9\$/W^?
LTY/TFR^Y+*)>0DV;Q>* M3A3A(%MDY|*|KY6K*5QJ@|6-A&O\$.G@/5
1FR^K!&_G|E|_4\$?>!--BDL2-Z ME|>GFIV04.?
(;X0Q.T+#38|JZNGV=7.K@NXH?F-'J='8!;X%6W /U;BL(NKK M_CG*"D4)K
O\$RDX"3B+V|P_9XP%*)\$27NT=_F'#Y*E#R%'>_O?F|J/BK>7=& M0V'W-^
U=N.PNF,VM|C'VQC<>;"4'VQM'|^/J3=C)A|
M_NGOUQ|_7R"8O\$AMWU(5XGHPM=U)A9AN9X?S%9&,
|!MSBG^GZ'^_3LTQ@8T2 ME'Y7U('1MUPMM1.HUV=N_P M@2
|Q|'2^(N:(|V>;KSM4!0PO/Z/)YF6C7&F64TU'@:?
BW6;_'U&=_0T&5\$DU>NN72|7^NK=|F|Z_)U>Y|'(B&C7M% M=
(X:LWZX(L?WRKVH|5BRAXB?3V|Y :ALV*:2DIYQT6\$O4>1%|'!'|W5|<"?
U>5055 M*746R?? KH/D18JGY^5K8#|@I(:P0;PTDO\|JX"=2Q!&3 |!>@|?
PJ?BG(B MI+ONY\$|GBG?B18=M.&&ZD/_=:)D*H;=F!+L&(HKB^~PW#"0:
(S2J;PBG|#|/W|LFQ/^9,85_|.SO87/T+<8,,*O%'Q M^|=W|999W!J*>6F2-
1YI?U"J'=|^:K7|P/;!00/-7-&/?MU)&AAVN7"KZ:E)U2(D4KEJ-&_M_.+?
*+T8R?_V+U|,<>\$1+E*UV%'HY55I6#2\$QH.7LZ.KCT)Y|L7>M_\$>H\$TZ
M'%A^T|P#9*CYF!ET1NX)TCELJRA|'_L)*W#D8M/"^=ALSIS^3EY!
|= %7/*_O M_A)J4_+T=:2L"EZO!O-JGY2<=.ASBC77U#H/OM\$2+D,A*?8R+|
MUFL\$67-;_) \$?.W)/GPYE+UOP&GCAB;:8.Q?C'QF2\$7LIO!0<:6|-7#3=6+!-
M'"G M/I37|IQ<7*Y":)-#@8^\$P74C Z|2&6-
|E|C5@>U3#F!U06D'4=:60.).%WE
M8.FB)X.SR%\$WD57U_1|=R_1E3^|/^8=" #-
E),.QQBGT|1Z!""%)@\$LC3,"B39 MF4P#<\$I\$NV2SZI\$F/I'_4/_>(.N(Q*1
SWTK+N=KV-EM6G/CXM*C^LM_2\$ W M =%OQ'H%+&5Q";C|L>8?
JOA&;9!FA\$5/;|2H FF2<>!/ MJ.PH%"G'D @|?C.*|\$Y5.(HM+9D21'AX6?
TRN3WEPICMLF#NRBKIHLX*, M@/0C X,_O)?ZG;\$ QJR.L6=%Z'*=
(90E3GB0 M9!Q|,F7A+S6=A|T"/)P8O;:VD@X:R-K9?;
,,4E6'O&6W:U|74I+^K'#|)_ M'JP\$/2Y=|6:T8 P\$U*5D)Z
R4X#+QB*!E@L8I#!U^3?V"FA;.Q:E9@I",K/
M5|8Q@|JF"M|H|W/V|H|M;IUB6-0Q,2R1|MT?#E^;L|\$&D)')>@TPB:2@2T#
|<(-M-H
B!;1,RBKO|=M^<9IM\$Q;|L%OD_:GD|^:'0>/&Q*DHFQ\$FOO9@FC0,=&YR
M4++K^(VM68_O3TST.'#F" _Z=P|;18NH2""<*3";I*
M.;5|@6^_H|)5&H|D_|\$#E<|8)F/QN)688Z+V'HQ?F2-?NP/X|&3|J3I%L':
M&%ZO/*2C=#&;3?N4F>[;WT)BY|=-FMG/!3PF-+T,HWDV#,"VR|ZZ?
_P*O!|=Z3/4;R|<6@@@7^AW M730T?+4JN,:RPG2|L|
UH<"UD:I'T5)#X,W4*'Y;:VLGF)W&CF%<*%T"M8!R M63I-
U"L)N@>%RS;T)S%&2|0JQ,6X1(99U S).A#;+::(57(-W =("TGO!(|O;
T5_"4\$L/#78(P6_#+KK>ND?V73_E/>;'/73_O5^I
M4SBKP>S:K7?!3_*GO\$WSSMRJV"B>VO/L&*9A^79QF%X-
IGHH/SQ@*46-K'92 MM&!3,+F-GQNV!HSLP&5A;49FD>,JA%*

[2:9(Z,0N!NJ::@CGKRFUL^7'CXXI M&OP'&TM*QND-
02\$A0>/?!]C78HE+F:DGQ<&8QLN+D&-R@4Y*QJL-8"JMHRMQ_Y(S?
SATW8[MPLSFT2!BVYM M,:VB7,LI-MC3!
<)+*612IN(1"47OZ2746_Z!4/I8_XN9JE/JQ-5??
<|YNTMS='O16\R9>_X!5PDL|J4EJD52@!|=0 M*%\$A@#M8+>D,YAT?
>,C4>=KSE4G;EBQ;2>ZUF7.;>?I",7\$VW@?5@)L6(#1D M%&CMXIJ-
=|3DX0?MPE=A|W:9K5S<|A?3=GO.\Y:OK%_C^31JMD9P)6L!%8
MK6JDRPJV-E-|==G"V:9LN3F0+H6O#0A.B4ZP<|
(38ISOD"\#;D|1ZI(>!%,WSLYKFV?HOF
MVXUWD"\LB4JMIT+4Q7.UZM2KQLV9|(;9C|F;ZR+9(|23Z(+2Y8
<7C7HT;'. M)1|6!14MZ4Q_,7HTP>_JZ-JL<AC#I&U>I+?X,+!I^,:4=F)C2-D?
_E.\C%H&S#"H1LDOK/Q+;7&
M#HY&SU=E4AS(V^O93|*|FB\$&0.TLW0&E6-UUC4H@7>|JU)N(:J;?
G153S?Z& MT|"@^N,P<*Z)1|"ABU|ZX
M/#GST|,T8|\|AD_!W|O4@ZBFG&PA1IQ*6.
W+AD4H&6'9448%9|&"*O1(7 M0;N8W/^I%.%@|MD)+ "0L7/:I'5ZP@"HZI
BR*>EGSF3F&!6P#\$+N#@=X,MC'OX0S(V-(\$;R-P+%KSAMU\$|I 7^9-5!;,
|\$(ZI(? "B/ER:XI|B<^<|L- M&HWD*9U(|1P159UMX5WG;0?
D,>C1CVVMQ#0UAS:;!0HSSR"/S&XI
./=T>P5!P*>77OLV2<8D,U.XSDW4;1@;: &OLVN613HYM M?3'???
A:%4"#|1-DB<.S3U&6E*%@Y 45(EH-O,>*"@?:Y^B:L(ZZL8.!OKR MJ?
55Z=13J!7N|JR%BV,"=8J+\$TMQ?<8_I+|+|P4^U++DNZ#,*0058MQ|D0>"
M= O7@)|^3S3|:3>@(:BU:K>9^XH?85M@7;R|88S^|GL%CD;
|Q06&|=N//R3 MT2Z\$=K3BIMK5%B_-'VJ?|_"R,Q(YCJP7:6_Q!/(7|'G?
GI%EGVA1N&SL;=:KW6GZ*T_XW,>= MPH\VG94HZ%C-
NG=/XP%Z6_C|7NM3;Z,L?I\$|;|)XX*>)C|,OEY=731D)U4 ME
2>YH_.,Y)QEM06O RY^FOSG&|B|S>AI XGK.B=\$7X"UK4?|O\;YG_+?._
M9?ZWS/H?
RXSIDF|3OM);=4)!9RWG'3FK@>J@+UZCU;QN3/O3#YFC2|0:XYM7
M%ZTN6"Q/^J^T"^;_O!;&9;5D"24K!0?:GE2=.:1*N7_@(?_MGU|_57C|0FT?
D6,)LEK(16Y-,L>#'WF6|ES>>.@P@5-J"%1QZ-G8G=|3T)I7
M_,W5N5KDUK.M |42:TI*YF*WCH1X 1|R:TEYH:S&OE!_|%7>_X99
UX0%O)L" _J76KNR_ ^B@;H"NP
M\$?!|JKFO"H9^Y)E6(3W<7>5X6MD)40(;,+QZY4,"@@1(7(LC*%:')GR\$L>#;,
)<*YW%FV.7F=HI*M=DPMDE1\$|*2.IHO> MTS.:N(Z6.M'6'KPM<8?
S\$RAZ#%6OMY/HL-C(NRLVG923B=8Q#UF#%V8Q&G
M>;Z@*I^Y#>*+^:/I,BETH|J6SB6DA6UI@I|*H|BV*D3:D<_G| #E*\$I(^2,QF
M&4,VG>SZ(DF/N#<798'!@| ^08D8".KT|QIJ\$-
EK4OPO;T.M6\$|Z93A!36L|_ #USH|D|VNRU,:L:&|>
MJ*>)T:67,Q9|X_4J/PFW:OIK84Z'W@Q|4,B,S5SA%-
QH7AU6ZD|KDIN8MJP(M,ZM;SVN46_7_X9KX^?VW(Q8|@W_/WV?
M6&K<9+_932N3))T>^_#Z&/>Q=&"|E+^!#=#^|??
#N2!#9=JZY2.U)SB96"# P4|F- MRSE^& S|(X/RZA
!0>UXHGZC4H7H^XO2AH)J<6-V*D0EUQ.VHT.V1(65Y_0B M%2)W0'&#/?
_+X45S"B-UW/FGHG|#SD(T^<|:R7?/6C1L)#X(S0+C0@=Z%_M-MZA\$
5|!::9^&|D3H_&9U4/2AC9TDA;>%V4&A8MSHW,(X37AU.PHVTAI,-JZH
MJ,4< &.YI3K V081?B6|%5_,T|4B/<="BN8GXHYPCGP:@|E|N)"Q:L*=#^G#|
M>=S=S=R0';H|<0E%JU-R.SU3J_14(O:6|0U E'%2**H2PQ0@%U5,\$#|K<4U"--
MI1U>EJM"?|DR;_VT)N_(L)? *V9D V745,"/ENTF1G01UOCLN712-
6H|=_(F|\$M82U1*46H_E!Y|7 MP;%
915@ (BCBE03FL(R|V9#M!AIQ67HY)!9EY|-TCWE43%K9/L;:0-ZB'7^- MU,

[N:\$*M(VJ,7LF%)0&O7"1BY*FK5,[03<:&4?0>%LBQ,>6YA)0OWT%?
H"U@+XJ;/K MA*Y63RX/[UP7AV%51U0AX0X9?_K-V0CH/0V8"
<.Y(;>@VEVP\|M-%YN!WGRPI"@[Q7J'5))!\L6X+?
U+OZD7+.PF[6#GTX>4ENM[;:,|:HVOJ1"C"N4;JGP? M2B^J|-^X?PJJ>.4
TZ:(I=O@GT5=|#4"&D>3F,=E)("ELA\H2\$&V0^@9; <2
RNU1(H2=QCW872
MI*PCFX#\$K%FI&>361E=_G=#MZ4XWD2X[HYM/6+=0FCL|=0BH)\5,|CH&
MZ?O@=P 57E7?L8E[7]J_-9&0Y4Q8@8M I:L0B\E;P%312#J9"-
[CBU&2Y%JR M\$3A('5\$95!<(&^B2Z9R*2E9\$)-
OD!#^)HD|B4<|)J_JBYQQVG80#!%R\$C@
M3UJAGS+K7|67[MAS]%R00C/XUGB57^4AH|S"-8?
^BAT3AE^O&5@EUG)'Y8J" M;^[3T F['G7BQS=Y+^,L4'+|O,
[N|3S7T|JOJ&.TJ?@*L|?7WE=RJU!ZHI?T[H0N_K>A1>0?+&4H""+(2*%6^
M+7BR=*WB7B,[2XW9>T12\$RA0F-52!U\$%M(S-E-
6D>C&7;0#OJ""O'7)\BM.8 M"J9E,C=5?
V(O3"BO.@)5"+W/F_%|F5_J<('K4M0S?F\$AAV0_RHHF-UX^8K<MA #'7Q-
M95RJ8QKH|Z0GH)US-GL03DXFEZ\$S4' MDU)-#L,9PAKRW7*=%N-P"-P
'0ILA809QG!|L8@Q;H,%87 L0,3"2N'64: M'%-J!\$R4F7"IT?;
<6+&9"@'K:XJI62P<84J%T,1\$ S5D\|?JE%A@)^-#*;4D
M%8)'P:&CRO*R\$@Y|JWR>=@2*%)4H.,)I=Z/V@:C6|'SE1=!6B?;^!=F"CKO
M;I-/H%!"ZP@9+A|G71%F5+L>*L/XFHK*O&X|UJ|X|2" YTM?^?-\$Y
5&|O+C M,1SGJIN|V; &|.7*K)O6SBEN Z&|I=4V!JN M"
<%4>|OQCK|'1<_F=&G@T M-+E+)|&;@8B)S'L3T
D=HAZ4)@X81+F_8*JE/_ITEMY|V&X M#ZA@5\$!>|*8-
M^4KP|CG"%8|UIHFQ<-9ZD4M^9|/+ O4,O/VBU60#R|+|+* M Z
7+HFA,M^7|B)&,:)Q:6.,QNY6T.\$#E0M; M|*OM <,:)B)BV.C2\$0AG4-
83M+DG@OL M9*|@V0D#._'YI0Y#|'"CBY7,N' =_(2Z#Y:I\68,
|B&Y"9+3G*29\$TM U"6F
MDU#71OB1@S:"|XQ(4;M!="X%VTR|/\$PR|4IA.&P|U^5<%/L_I:EU^~/1@|Y
MCPW:T%|>M-3NX|S*C'ZN7_-Y_\$,XM#.<|!V/"66(-;/UMM"F@|>;35B#D_
M9..-+C)UNE'J"8.?Y\$K?%3_ZP|/E<=S7T%I9|HG_"J=24QK8X0LJ(_^%<'
M&J45K&C8<3AREMF+9N!EQKD;:W33%N;0U#>|
(WH#PSDU)%K(T|L.M>XA M0J**%2?J^|H5'V POORUW/3EV>'?
O+=E!L3=/YOYJUW \$ZD)*=(7K,K\$X 62 M|%IEGV!D=A-
CQ23|U+7G3Y201AK';V^63W|5,A|H>Y+0-S8,U/O4IN<';M@I
M\$E_HZD;GV_SNJ7&Y<+;%1ROGK(-
@>00YB9ECT/NPKTAN!T+ _X\$*WAMF_T/DS_ M9>A(-
JG&EN=5_B/1(OHD|I VA76G<)>AV|0;MR>[M,&MY372 ,>AV|JCL=\$
MJZ'XQ.LD6K994R3^/SBJ7M MQ(MF-
'61\$;6C9L"SK5<_VIJASUB%\$&/3RS^A3!T9&B1B0A7V%\$R'5|VV*%
M:IYO\$")A0XX?U /,"91WA?C1R?F/8L|="C2=|O^2O09AN_)H+
YP8C4!3;BP%H#4>;\^IEN#X,F M*5;9,UU"!JR7+4|.8B&AF7:Z(7.3?!/Y5W
93;Z>|H+ _J*C=\$MF),U%'%^12
MTH;/PM|I+M"&Q|9+Q(^E=JE#;RK0M;|^B*P!WFQ24#NPZUYC#2|*%T3A
JPO'PV70-|.:6-'*D M _";:PKO -UE#8HJBEL4U80=C;JD0AC7,-
W.BW"6GTJ1(X|)23_#OI*IUCT M)=PJY0|0T9LY: |')H%:WTBS./US-
PKU|3MMSSS VLS2*Y|1|;G%|ANZWEX M?-@VXW"L/S?|S/V_!I
NET/=^WJH.C)WD, MUFH?
L0!6W0X^ZK62=,PC2*E";&X73XDBK^Q+./KPS<'6HR|
[*ET6TM*1X9%H">@=#UL, M 6*(?:E6JQ7E|DH-
E|P2H1>\$|ICOJ2NXWRUWNTT(J|J&O,H_%VY>H@M=&F< MO|;&!_S&4?

ET76JD-(>Z"+L(DHI7X*RHX;WFRN&TF6O,>YWHMFK'.UN:P9"
M!"%2DXP*<0C82\$9116QS\BXH?6&)7&LRF%0K-|J
MM.1&E':RE(IY@XAG02 77S7) "7;MVY|CX6-'2PYS>_JG0\$% MKHD--
YFMY< ?!RWW'YEDV/KQCD>D57E/W@!)JP>RME9X4;HT=^QUE""WN=ET
YH*: G75JB'UB9|@0 M)RD2\$"VBPC?SLZ:G^/1+*#B*5D>4-5!6#T^R5HZ
MH%P=M<_I?'('00OV-KXK5N!JU\$Q(QE|Y4HG-FZ7*?
E+G;\$MYJ+*'N@07S48\$
M3;I&9K!#W;YAL|)%9&K+Y:547MDSX+,Q|TX;ZHB/ Q'UTHH-7K&EE M??
\$|1;%D)8595WFJ)% MM@6ZTI)HAKMCG0JJ+C\$|Z-
E=,/8X/.9G2,F9I2B!U"N|#"SOU&>EY7VMV@"L-BH@'1V>4Y8%ZW"%L0^=
M5A.6WAI1OI1|<;1.'.T:WT,?B:JO'^ Z14OV)7*?K/ Z0-WE?U(\$5N/U'(0*A
+1;_)D^4.4JP^C1"6,JW* M2'8\$X./ETZS-GUT|8-^C|I<\$CFYQP=
<+Z&%^OU=DK/%|Q1|\S|X M'W4_[\$:4D%6(HRIS\$%-EZ Z/I^LT-
|)K*7"SZC!9'N3=S\$M%M!0:G|7(@MP MC>9D|#!K5:@ZPAT0IQ+'OHH%-
KP'S'.L-8.85!5BQ39PV8"P5|*\$8DW>AE|:
MU0"O:S\$K>%FZ!HI.B!"C3:6/F,RV?9PJL!:AK+')73@ET'70\$*^<+*|+@X
MX&E(0PA=DT3DR=2DRH|
|QNC4U>&V;H<"5^8(NVGZ;TEYZA:W(!^H@|T4#RDN MY@O|@"W#>
(.E!Z#' %L8V2[-Y!NP7\$F|0J+:.)K* 98;D*A"-+5T2=P#H,RJ MD\$ _GD!)-D-
%F9;|IN!"9QE_ ",H(= 1ZSZ&P8>HAE-T&J|@._%'VKXN+>)(@C M)3/F9T1-
3GEJ!2/E+G|7GD^WO|C-X|.D5|?"TF+8 MOW.P((3X962'_+|L>.OATFH-
!00%&HG8G3MP%NJ-@L=6^H K*_*@@F"/#=#M3JD)<&O"&AX10--
>\$|G2^*L1S:HZ5(A|#"D)Q:.T LCZ^QEIJ;XP<;&4AR M,@=R:C#1-
>,AG0+&0@^Z31,NCPN(HXF*)= _E^^'"48HQL|!QYUZ9=OR P"
M4LV#1T^_0&M]*|B"GXG>I0CLX;HH*:XKD3,UW|3N_";8&
<5E"R*Y+)SKI&M M^V=5B(RS,U!#AY4ND)U-CG0JXB&-
)_L_)BJ(K%,|9|,+QOB53=. 0\$0D?IODH M+DSCCO.UH3-
JKQMSF+A;"Y|#720WJZ)54 (I*VL9! O,LX3 M^!AT!|.MC)JN<>;E4/|6WJG#|
|E<@?C <*G^PY=K7 +'W(L693YO
M&/UYR^|CC_*JLU^IHTJPD.ES<*>MT29.SJ^FE4'^BU8X!2>&=QT:D04U1
MVGv9.XX_/&|K.OA97/TAY;"=|.N?1ZX=?%^CZHCML-7:U2|N MK)
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3ZXT:>R2L6M)O3XOBG9%8#?IJN/&G.3_0%EROU):*5A-
H|JB6W|OE^3ZV9I MS D&T+D&7?0&>EMB(|80K_79X#-
E0_)8<_BKZ^|*KNNK+#UNGU@O=^A-%E+M>F+,"-#?C|M
MC.M^+9+0Y7Z?J?6:;5.TW#FL*<&"1 M2 |4R@0K!
(2SN9J@0'3;18E0NW9QB M#<6JHX?\$(|VD?V4AH# M D-
|X)9TRZRN>\$K6>|9MI5Q097E@@@9>L!S<56 M=
|_|B^G0YH|L+,S2B/M0LNP4=BOT6(#6H8SB5E%C4%EGU1SR;E|C(8.R1)')&
MLOG,UU:C;CMV-FH5D67LQ39E'GDP.=|N\$X35)84' 57M?*B:L@NV&
MQOCN?RC6J=TRG=(MD91JT)\$/B4B(.O#@/(&:-Y&,,5J4%
|C=\$.X4V(7QTS9D43.41Z /R"-<"0,,)IQ<=9@%NN"N|L\$.E1E
M,3VQORU|P1H1'UIK4T#93+8;!|V|EQX A |*6B@;+),|A0;D!RBOV4B*/?D|
M3<3@T%#HSENN;\$QXDE84&%@>_C,+ =USSXY8&1L^VG8|2^C1?5OJU!
|Z&|)C5+8R)*R":%9L#8-H(V MQDA,R,(M8I_ "IZD0C5EL\$"GJ|4J\$M(0Z6=
@F?I:?(D=;H'JK\$VI-SQKG., M+'B-D MD7J8)Z?K=(IHEC =0:6@'C,O266G.-
+.7RP:"IS\$A29 B\$LX\$WAOQ) MUJV&K127L%N4_:T?
+RDW1L^|Y%\$C:ZUE2BB+K:/4^M2*S' D+H48>Z%GU1"Q M|_&
|6)1Q"S0G;*)GD5860Z5A/6!6@&'BRXTC*88EVTV|S^8>^^HIM+_?Q K
D*D5XF*BH 0%1"\$D(PBH# 0I1|8P C6Z+1DRA:R/+,_4J MM9N\$!

(JAC2!7TA'(Z/SZV?)*\GEHI0RPB@3I8]#:>T0]J!M7MQR;+UVP-
TB@KM*6I=?S?WS(ZK\O@M-4TT8 AW/@9+G:8B1R
MV1#\HAJ\6%G2"0/%!BH8TA"XQB,L0JGAH)IV;+;\$FS&D\@EQW3)&N2W+
MYQYUXO+)*!\^ =A,VZ=6/7%#N!"Y^SM(3D\10ZAW=)D"F%^VC@60LO
LV4\$0 M-RS(IV^#,R6X&6RHH@D=?8)A'<>-I+P4+%84(U0J-J(N#] \$
5%@\^/JH<:O M/\$>2VTWG5NGZ\^&PNV,\^H6,5_S#O\$F8'Z3MX\
(BM8MRR_\^4&3Y4OY."H%,TN MO'HRLNM:LJB./N-
R"@R@@@6&#FGW&/+R\CEK;/?JU&E5])\$#*XBB*?44M O MDAV(Y8-?
S6XS\QQ0.(41'G,BQN+O>8W@@@2#>4=JWO3IC@R.&-K\$+;W)B+*JM
ML&FVIZY<>E%S\^S38G3FOOW>QJX015Z>!UXF<4JL+ERH;1)'FR4Y*E^)
M/BY-E.PR+4NXI\$@8;R:.'/S&T@QOR+Y\,O;R\ULY5U=R>&\$-
>2_9"0FU!;J\^ M_M\O)P&ROI?P7B+9 J'2(9H\42Y4UC1\3X.;!2\";P-
RA+1D#PQW0Q.Z5/< M5.Y*H&@J72!*&)1X72(&#J MF\G_YJ_OE.;JD#K=
JRG!;X"C^7"0W-53Q)S!"T=6K.2NRC?D'1!2Q"RZ3!P9 M4.Z<8"?
R548N9AV(S\(<6L1JH_5FMTB1@.TIA:\^ M9K!*Q>V>?TG554-
88O80P\3J1<:!\&#-%%<:%M!6Z+") ^SK* 741082\&_8!
M_F*;52HU\<%SQZ!;?Q>PMRC"<-
@0#.GET+5@N\%V\%&AEG;Z,P18%PGE*)BQ MDJ
&Ti\$)IYLU,3>FEU5)O+\$6HLD/)+63Y..2 34ZMU0G3H-8T,>PV FX(A6
M.!FD9Z6072/(;U*#Y-J\$[?>4U-RWK(\$@NQO6MJ\U3I%,9\1'17)7\7V&1:8
ML\$7_6?PV5'Y.G+*>@(B"CLP'J*?D/=-ET3V+'!H;W\Q0FL ML,M(JH\,V
8=N3CH,VL-&V"Z'NW60IW@J'_CK\9),:."RPN_/2_0?D
MR*8#@2.Y>|>P>+F"+0J%*6<@8^0 > MC@41.>BCR)M.K2,%?
19\#;Z*OA^4EH+*(2.78E T,>T68\)+L"7).F3L LOQ
M>S>YC2W0JOSD48ET)DKB4"JWAVT5C_L\X^5F2>H_0
B5\$+G\7):"^\X3MKP MD@,\$);QO\!\$G=!\T=O6U'(2)<490D'.I3N+?
TGP9M3T\?Y MRGQ%KFK)Z)C\GF:>1+>\$+-S4;!5A5Z&BW?PW>6#/*
!\&XX0+XUH?1)88B_0 M9G; YZ"LFK=\$:@R4T;!H;+D1B,\BJ>2Q:#A7NI3-
KF MAOJ\$::@'J9U5\!O6!QV<)+\D>N9-8/N=9N^RSJO_L&,#6&Y5
M20:+HH._/? \WR#.B'%1J^M@P+T&:FM6\7O;1RW-IP9?QW;J-
N0I7\0\$5GL, MI>8:54?;WEX2@J\7)XH3@U\U&MQQ5"!?
X\JP5!/R&#23=>\$QAM\$J=FACPV#%GN!*BS7RB&LXF6%J4QP.=^)3(E
MG=M7TB"B:26\F.VM._MM.+?+X_B?"U-K:AM@0RA1Q1I#@\!=SF&E,_.=
[E0.? MI&H/Z":8SK\$|-(V\$WE09%W=XRJM9:G\Y\28R;ZLM!NMK+8Y72/?
\$EFK/CM"+MK+""?"//00^ MJQRRQO=.N458"V>:!\G%'#(\LBZ9;MJ?
T49<_"KZROV\6RM9JT;(W-C83!"\ MWK7ZA;3T3>3.9(G 1C9^N% XK4\?
3W*"%WW;:;\J&OU_12T+22IE>KKD^):\^ M6IAHE&KL/Q\=Q%5<:7!;:?
KIGZ)*\V-5;I=> 9HE:7\ C/1QD71???UBP-^
M.G_G_Y08R.\$S#O\;WOFZ*6PPMBY4EQFV_16E,D5WXH=WQ6=|WCF=|CK;
MEJNTURDL9+;;V6G4_0<1KT*M+370B#B/M0F^IFA1\D\XBM4=Y@:)\$._8I
M6_YU;N #!!EY+2(8I^FCG=8N\$:10>S?5\$7LN-6\WO\$5X4\=
(L3=QEK66D M&S6A"5\037V5"F_=6
[*Z6J'<5(&X#B(W7J5J4>DRP(4#%50K:GE'R2%3O=' M_I%0@>
P9V\["ZU+30?Q %@>C!7:Q;,%IKI9T8_1K!NPT%31P SEH@09.D9*M
MH>U=)^ (G\K> MCT:L77>5XB#C*T_/CY02@D>|M/(4,=G/?
%W7YXXD.9XQDO MTV,JR/VMA>T!#<;JD?3SFJXG
WJG=TM.GF\IG;E\@KMT_<+EVP=>: 8T8DJ"
MT/.ZM\U'5+NRM<<@^KE+D4"-T7TK15EHS!W.F\?NO
MO&:!*:5NB%XTW\+
H5\NA>5F\#AY;OUT>01LLEC('TE77X.6I*=@E+242N&
M=0MK:D9H_SHH2\$PK5)I'P6E0'G"+D'ME6"REJF7VYMCWQX%

[L;K0/Z(/P[>< ML&9\$(SYWFJ*;1M^FI85W9:E&.+
[X0#GQFXIU#,>4V^!#W=!.X6O,5R&"ZH3(MIUO QR@)V!GW9VRU;OQ-
Y*;O^Q(S3XX^?3C*V@9CGT(1(O^SGT9M K0L5,8Q/W,5.WD\|REI&&14#
(-?3;9/-?|5A6/W> M%IU9L(M-=056;5?OO|7&
(=Q";%7V96_;P|A"H_Y'(|K+!_7:~6W;'F1:'1TB
M(*HZ+/YJP""4CV2>T|:T&HH-Q>|JA'&G2C:8%KZ<1/?=06GG?
<9LH@Q\$D\$Q! MJBQK0FFCYN4&KN54_4?S:G<>>SU)_?+34B40T>C|
(_^A\$@*^/A0JP1 M5'?L 2C@>&!%UEDIE(M,'9+.M#T)+Y&
=H.6!M_;K!|D('X067P2-
/5J54Z|M#M=VNR6QB>>::F.#DA17\$NZ=|"T*M*UOBZR M@231WNIOXVT
(^ (5,Y:JD|B"97TM|9>P%QW\$Y%_5%&Y2IBQ&JIV_?7C V#N
MYE:R"X#/GD(4S"F75,XW>29!GK!1?
3)CNC(I#M32N/|A5S9@X&6:*@D;93, M9PY+LY&_YJ:B@*VL(6-K?
*S|)6C\$G8!=E.E# ^5 F5\$E#@< 7W?RMRVRBXL M|0_+(O|_(0))7;LH+PU
M>U,:^"SN8=/CR|?WG?U :U3:ADP1|@YEFX75EUV1-
@U5UKG|TAI0=MGA80A@ M3574_FL8@P|@ZOS-\$DV&
|^CU4+WPOM;*KYVIK|@/CP2VE 'CK:M>(Q9VK>'_
MKU^,_O^'X_ ^S7PQ9SBLUON|. |CU|_*B_ W|NW'LVG9Z>^C(U+2U5;DD>T
_S MSS|'K/P|>(-_PV|7SU?.,/*75V#C M1FAXT)_
/=DHGG_P+8.:1,,7:+,K>N/N^!|XM/BOTE1::;33:'A@9ZVJW7 MO+|
|VU'US>PJU*R+4CM;=;+GR--8,|QZ40@8Q@BBR,Z.L4R7+F <2 Z*2I*Q
MB)XSMU'Q1|6(3DC01|R.S-&LMJ<50?I1_6 CN\$OFV%/X\$X)RV::9(K-
(UEG M|%KLM=P*TG|&^NU4??./*G&P?T?!OB"E1K-|_2%/L^/%+LO7Y1YG?
\$.=MS1& MS\$/7= _SWQ|V?:PXN>?7!W^|/S':8=DN3R
1H;MR9Y+&),M!9<:CA/|@BL|_Y M8OJZ3^ES""!-C?>:(NSY;09?@L;7\$RT|
OD|Y7;(&7SQ=[+"_0QH5&CWZ1|B M9F9NR30DE|8ED*C MF'3A9LHY9"?
%70P""HIO_\$+>19XF;X%NIH*>PW0\$>0MQ^O33Z7X70! S2O(4 MH?1A*V
3->>5E#B0_-%2R>:P;NW% @J_!7J"|TY3RL/=EG?*=-Y/_BUV'CVNT&
MOO6T"E<<4%F6AR?V0%IR;"
(%|46:5Y\$^B#==,)I1YR)_%IA|>1P+^G^L3&L0
M\$\$(%C,)%;WP'KUBSA^&952.T/FSB"7\OME4-8+2427J=H
M^H^"0::!=X_-T|_|ZSJ+-7)YABV@:|6MXG+|L%SVNR?X,5*\$Q!XYA-
5SHADG M*E&@<2YK>Y*GTO S-5T_8K\|SC#W3^C&|>;IX>|OBO(-
;AS=17QWX747"0;))6_\$_FJY'^@_K&5|&1?|*V">J45_^^/>R MN#OR?
L7)LXDAK7X.=7M"/2!IW*O9TN)1A3Z;VM%6*
M)1%CO|LF+8+D+TKV"/.B^9?X?7QJU#1>LADWNT&(*)
=\$=M""7N'5;XZ7JQ2 MJ5FKJMB|5|86RK|!8@I%XUHI1R#1;^G*.
|P5^,TB,&CHCWSSBPP0W<&"M:
M"&0M6L\$=Z|J2&.=A%&B*F34V#+Z1Y;MN.I#2I4S&MB#<5Q
G|42JPY@G=| M<1%F(W04B.=4|P':!#V,EW#Z;XDC/,M=O1,7+EY8;?<;#
(L>+;::/'CO M3YO^_^SZ|7+S,L |'/PO:'BVYEAKPQT^0= "-@?M?
^%8>TZKSP;- \$I/7?W/U M|V&3%C*(HT|M|I^Q#WS9_6FM!&M""XS,8Q'-
G|PB1?)'C)>2S+U*)IXOT:<9_0%Z\$=JC?: AN:=7N0M8'OTTTO\$W"ZGX
MC7T1I0F%R3Z,=;&UE2^F+RO?"K0Q.Y:N56^CT+ &5U46T>%|?
T0M'GZ;ZO,) M,:H3?RC*G.W#_ "#K-I(SZ'T73.>5QP=,=-.VD2?-F\$-
XPPC(^O666%;\$C(=?,(K6?%1P^_T9KQO8Y>XZ
MW_J#S@NQTFW2&|03O!>NU;MDADGR@AX\$XD|?OWM^#'Y|ST9|V?7Y:
(V%+<.|
MV/=7WEAK7E8#M3GH+;Q=3H##'BEJ,7;DYP)#C!H1(>H=>H+=M%3MH
MZ2V HP%S6<&\$ \$V+K6V)Y)'2|"0YF*ZI@8S\$A1Q6WL V#6,BQW
72L|N4AK#? MHQXHLR,IQ@7P&!XT(9E*|V.?

^Y>4YNUBH1BY=M)6\$4#ZQ"K_,!5 C:DXT3 M6 A(%T@66PCT!3RLKM*-
R/"F-K:M1J8RA'0E]/TO5;DFZ+@>JX#U2#3Z-- M1>U6 P!=-\;/H;T.RI#C
_JAFRE?(DW6U!+WD=\$)V.TD%%I_*L;
<"A.:>4!:3(FG9)NASD\$2!;>BW\$":+G?+=?- M:J[-:/@T2-A G\$OM8#X'79
_RZQOE6>BHNC6UY\$|OOEU\V@0? L/R5%Y)M'+V
M@#WL&2^*OI\$9A,MQEFNY#DWW(!5U%?
KA;1W5NQJU,R+'7S3T:HX'">:OR\B?S02Y MW;0MB;*9F&:Q% IGZ|" "
(AI:EGD+A"FZH@ES5L?@-W\Q>293;>8FDN2R'4MGO
M"OHY@#&44\$M7L5:^0.+"+0.^|A*L060NO'VC0#NM\$=S!)Z49S#F
Y=EH>X-J MX|>3>CA=B,F|8>:8=-.C>7+:WS@>/9O=6|ZB#O3*?
89NX)=5*RZF<2D%@@TL M6|)>R%Z\$+Z3K*@^23\$!9IRIZ
O)!|T"D"=D9*I1=@/PD-\$0D\; A\,DIO|(
MT)XQ|9@<_W,^75"=0PT8%3QQ=42=:/41M9XRX-%-
R/|>\$B*7G80MHFNRSQ:| MBR:GN8A9>;BBY;T/|DY9L;DLJ:6VPFF(I=|,
|@#@J M5V"NL@R&)"|0-9!!T7T/7X0>2IR@ZZ)BMZ^G@-
RGN79ZP"/2Q5W|ER9\$-Y|) MP(#:UGW\UM4?6YU?
XMM:VH9QQ!FP"|"O%H/KG'&VS&/%/PY5D0+2Y-'A|S9_7|T)),++4|O
M^"Q4E\L)2E|?AUX:TPD_|U46,|FL-(!07M"OH/>2'Z0 ZD|U0"F =+#B(KT-
M2A|F8:KYO%(OH733TC=,>|B'ZJ ='SF&K5EH>|./?-
R/\$R&T0*QS/J<=+QTDVP%SN44SU8|;9MY3#J^I=:ZI+1/D/RBGU|3N?X7U
MF!(RKJ#06|?(H1J1C8|C\$3/)L&&#)D!!RV5T76^N4 M;ZIUNQ155|V?
X@?,AIB@-5>I1I-53JHF,S\$!M@-U%L\$T_"U">PMEXH\$|ZJ
MQ/J6*E<%&LI1U=A:|'/15H.6-E"R/)-6X)8=*2\$Q%:(#_453S),W1Z1
M\$),+\$D9^G4;0Z_O\$BO&74WH1>Y-7Z?
VK.&B?:@I1B2(IM1HUQDY2B2/!T)P. M5-7R
Q25:\$<)=@/I\$H03\$|110YDX;N_)XFEPM%C+A)F"=@?P8EK1?J69-
>|381SGPIVNP.9E7Y|O*2K\$UOB?"NJL M7?#)?
LA3Q*0*=+N1ZAU5X#GA=-X%=GOA=/J06W5Q'71X#JL/&X"(FOB|A&JW
M6U+OT5+Q=;/P+2>|;A(T|:'!(K)NB|B%PS*,_6.)7Q?0%9?SJF&_T^5##H-
X%HD4%N(^_V_XKTZ52=%_|X#)EILYV:"&FQ7+XT5 M7|_|+_BE
27H,_DOS7?\$OL:66#3\$|LNON2V6Y+VRL47>+R6/"M12E#8J7;LA M'OH
W\$ 4W^C^)"1B%=OA.X*'REMDFY0J20|T?<.X|>X.(CT;09ZV/?78X!/
M(=I>8G|^:O;\$;YF:'-8>8\$TMCW NZ|34U:67|)%CF@#3G^|U1)?
HF|D)3^@6J\$&!<0+2&'T:>"B2+N-)
(8FMSM=6)!X4+-2QKW>08AXN(!WE.VOC@J97V7-F<_7|O._M|7|2|CX2
M*&OP#2??N%QBV: YQ@VY,BB2!!HR?*^"CK>|8G**"|(|A/?U#6_M"6_1F.,
M6FDNW;*0Q6,5O-B&O%O%6X|WA*\$X#B#T^%F.0:G?|CT M?SRN&Z|L
|F<|PWL|,6"+ES)*S[,UM7487=))B"^QQW*F|K@HK=D @R/8
MO!1S!#0LI^Y||=Y|5%I2^U6Q_JS3G1-I!70'9H_|=N<^=,SON_^@IPJO53
M;E*.L?2HSY!=J %"MF |K)'2|@XJ\$0S@3;|7TQ=3L|MA3T84/F+AVQ>.,<@J
M|D@82SY|N**Z(3F^9<|O@LC9)./1HVY>Z6|/_UV5'Z,,&+*%E103Y3KX\$N0
MQ+^ERG9 UA)" 7T+9@_L"J0/\$3240^QU=!Y> QTBH6U:BC\$!O@Y*M??
21#2-MQ14Q8EW2MP9&05?<.!PD:O?JWF|I-AS*|GY|,GP,^0VY0
62%5!@H8*H?04 MK4HC|C|E\$UE/.(4(46#V C_Y""-BRP M2)YJORR2;EJ4?
4M|"+SYHS1I/'PVVKFJC1|SNZ;F68C= KOVK@N003R-I;^;Z4 M1|?
\$|(R*:.)MH'J^\$W/| GW&G MT?|_QT5B|@7V.|0LAR5"C|\$T|W.|!E)UF
H/|J59#D?-HPG.4S'0>V-Y%%+K?M9*D@H8)FJ+;?T@&#+|I\$
M&J*H&Y\$W9PGJ0T%<-
HH|Q@9PA%F"F*XZW3RL'GH|1>Z@|3LBV=PM&5&#DT'U
M04K!G!G4#%)EB2#E)HP5"BPH ZXL-|CN.&0E3K%6I=9ZM-?YN1W16
GR9|8^ M(O|TT|BD!@H27RN58U^"=I%@3-^|4V4S+Y|67OIKZ%S+>?

UVC6!&'M=G:1N7 MW^J;75/%2T\$#_^4'-)
+>K\O<@!5Y1/LF!X>BBP@=K76=!,.U5:9HG0;+*J
M6+3=3#E>M)09FO:X^6SRV0,0.L"R^,+Q&A^-XC<'5A^2+,W5?VZ-
Z7VB',4" MIJG%; 3L!2+/0.L 8JE/BCIV)W*?
A#7NT(G@-6H67HPL&>>AM\$^AC[F_!C6 MJD^D/Z
.TG,JHK1@1893';!=1A,-'.7%WOL!*KR.PV6YQH^ZSM^\$DUXU:R
MV7&,#OF_<[J*%A@E_#CM),AS\^%F4KB1Z8.E('8
LPTHII)V)%XCV_2#A&&: M&2,^VY@1(QEBKN??Y@_L!;-5N7-
^S;HIT6CTGA42DZ!"6SD2,!?'< MEWA);AWX;9A[XP+RH91+46DA/>
<57(A;?'X;RX5T%F2HW!8B@6S4= _^)^7U6Z M+WT NTII/D?
DA_7TRRT!\V\DT&Y^60D<2NXM'78IU6"X^U\$D:9H[F
M&^[7:W:S\9TX\&XHV4]+I7<2KL1^ZN=OVMJA/Q3(M34);SKQVB:\$YZ?
K9I+(- MV VVI)TS\$27^E+#_>.(0L!.YH+7LPVIRV\$!@6T-
I\3E!Z_VF!DFVSXNV>F# M;J5RCA6\32H#0-H*7RS=
!5Z/9@@ZT+J40#E9\0VX,A3S=G\('(+B3"U^GJ# M
N[R^&Q=2X:H3Y@0!>6E%NOF-9*I^Z02U"9XJ1VUX"ZZ/5130'^N-J\$UBV
M(*:+CK!W&\G"JBF!B?^3!?'YAXER*T78;+I!&JJH KO,!P,\$PU^5.T!CGK^G
MC 2:05%B(LCFWF59\$LE<44IC9\H14XS-*C=3)73^%=(/@#'5F;T-
JIX5=30Y M4;23D2Y+2 ""*X@Q>S"&V0H? (VYQ3XR"G07H,DBH*
R3R*55S%<@#X"6G,B M<LH_!\$5JA:..?!
RPYHMXK4_0.IRIT5VETZOW#T)8P8B\|M1!=6N3Q6U ML'I\Z^L4D, U*
I_IA-2"C*:%(U1GNAY1R|.4PSH">K"HZ\XN R|B6\$7|MAN
M8*ASUM*GL(5\#6_)C)I>G.1?J5E|I>^YN'U#,7_=?YM\$LE&V|=S/Q1:-5(44
MAB>|U!HY/5UL^
|_/C;QKR3VNECO|SB2411G\$|EH3<^S'G3Z8/O;L_T8/V|'
MABE.E|:*W**#3*A9=_#K>;S+M M2;OEXC>M-
35K<%Z5_3+QTU&R.SL'7B??!M&#()H!-HWS='H-Y>,E%",NY@('M""?
ZNM(.IO\(/1&-Y'^S+OHB?:?/2|P%!JF H|CT&/@IM+"(5_E4DGZ8BU\$
M<2@_@9_PS_47:0VW^:4A=44E>BY7%P;\$+1,,=\$K\2N+TASJ+!|XXC?
+12T4' MCE >YKH?
+&IZ\8"Q>*K\$Z\$BQ2|SEYNP|29,W<%6G&FX2^RMN59EUI002?|3H
MRZ,..MF*O)|K/\$2TV-
ITUE(OA!W3C9K%RH*!^AN0Z8/T&1\9"3HG9FZ&G8!A M'CN?K
..#PFHEN:@.A>I!K5W145;|Y1N_.X5RLD)DJ-0_CYJT Q3S" R|??' MKT;
|G9|X,AN5G)7:%#E@W4ER@UH!MF0S|J8D,W60V\?;@WKCUM(X:=4GT=
MTX28,32SG98/NZ?*4-
N(5_X)!50"VWDTHSA_+>|G74CERIR|Z;*V>)>_ZU M P2X-
;5;L>2Q/FR1:E7X9P#&\DNP=UAI"R *8Q^ 4M6YT\KFQEGZ9XAT">*9
M8!.,@-C_-|3:P+|(/HIJM+DPHS#3/7*Z3;EWN.:|(X N2;(I5?W
OLO:DU#?:N2&)!OH.8 2EF'5,0<764C0\$W8#:<4D#V!X^##&?9J|\$Y(.KZFI
M&^.?L%5\CRC!|)S&F,-.Y#OTU@0?YK?I0+W=|1*WJD8(H=BN&36F|=I
MF#K9K.G0Z-',OY7-0-N|';KWR;5?X,A|4607YMN=YH-
BW)FJ<_:F39US>YOW M?.RJ!&NLC0|D_F1(# BYMV|I**
^UNS>RWT06Q3G@Y08*8PVN;Y(U M<(N76K>\$M@;>02Y%
[JM]'##Z_]>-.=71V8W3A3*./P64E>W),X=_;8(>AE0> M!:=ISFUO"%
|ZR|DS;?|D,&PSZ-(?L?E)MLUH5BD1\BIQ|F)S/P36!Y=YT7\$KIC+?
>'=BC*,^4F0(+E8(XFV?08+1.6R#.F!@_L'5?C| M'VV_3 *OKRP21;7_3+
(!@|H1M_5'IR2W)J<;16|O.;7D6)8J>IL7S-#E8XN1
M0^7)Z6\$RDJ(9HT&>B/0I2L-G5>^93C.G4V/V4|;#QP%J"=F"Y
|Y@NZB^<+< MTD;B+6VM8<\$6I2/DKI)R/.2FN:08Y-358HK7FEIV)X
M5V\$!S=T1T\5\6_RVE@YZ(RJ"|8M-&:%V<[?^&A1|_\$LL,0FK.?)B6WM

D+6\MP3L\$>ZU3Y_0?|Y|:QHM:>\$.5-P)\@Y-
I;CM;VSJ?,WD3/&^2NHUUFUPD>4JD:I_ZZ.I
(O'V0[VUQ*2Q_E1QLK;QL|I|Q39N")J@6|J\ MIB8_<(:8A"J>.S#5OR=9G-
R.V3RMBN|<@8%*>B,WA2?U?:2+VK\$|K DZ48C8
M!-5QL!00Z]*82==FSE#T,(Y+,1L Q\$S=A&|_B;J3DY&OFI1
MRR++DL_&OWY.;=C|:WSDF=(/C?7U_|:,I 9+;,"6QQMK!-:@0|*?N|ZH-KL7
M:R.V-I9Z%YT+K\$RS2)\$.> 4\$GL+D* M:X/K<1M|FO^\$R/-#AUE;Z&*8;\$3(-
EI3,[P((^+3PE.TW<,,UM363M MC(+<<)N&OGT2=B%G>V5G0-1-
|C|XY#AF9_(A""O26G@M+EP:R:\$.;=U5Y1M'|M-|=>5ZWU)BA+A*
(Z\$|:%0^62Z6SR7F)IP 3:'L@:HFRX2LFK-H!XXB?F(UJP
MPQ0I6JP5|>6ODPQ\$0I7PT|2@3>NC/H/.2R|70| ^T^/-
SW>H/7"D|9|UZEU,4 M>R3 X5CVGV7!>.,=F|H"YQJM=,"RG1E_-X1PO,-
C'%A@5TS?L:\$9;Z|.:K M/&4,R+Y1.1(YO'+R<?*?\$G9E5O7VTF|_
*EA3.P\$=!0MCP*_4-OA(RYE/U?;W MIY4:G|CK)\B'\$ZKW AAF;\$LB?
1O:O(6\$|@+3?R9<|2?/#D5:4E'4U8;|_|^!S
MV+V"92E8(D|&;7RK'.^<4YE:INZ|"\$@B0RIZR
9SQ"PNV0|\$4|'&C5#Y@(QN-ML*86S|Y|ACC+O6,F*"1A70I5?+
|/%IWW!0B7_%9NS\$S\$V:X> MZ/07)\A=0F|_|:/4/S6X)O%)PY|?6 /WF-
_4H@5.VLXC@=F+''/?*K?V!M|V MAF:(Y:=-
;H&GFDUZ2|PCGCK!QR|= \$^DL><(OQC7M: ^VX-<<@^R<3267UEFK
M=3XS%04;G?MDH(=3TS_S-9MTNA&:Y9HA"KN2";H1B3&
|Q|M6BS%\WMPV,/Y| MD>O9&?
RQAP,Z3X4TRX1JDQ;LHW6|JK|86SUJ=M/4|JRZNPY# /WZ?
G\$ZTW.UK7|5O+"V&G|\$2)! M|EA1">.,!OV%:%S67M1|BA\$*FP' @U-Y
G!;G|_|H(<;|/8'VB#TH'+S>S/C' M3#>;5;F|^B#&9*IKR2.
(V_.MYZ|X6G?|/">|XD.5LNIR.A_65?Q!-E".82RF MT#B
CH,RT!I+W\$YU;;CL)^0OAT^#-*R^D.=|!&#XU#0\$!NAW\$M,YEBZ 80"
M>R>4WBGDDZ+7EM'\&LG|0._O9@|GU!&8|229M&.>)ZB71|/M!X'5X|
M+R4ZPR)DJ|=ECV7|G|9C@|/%+1^7|O2T|=M
__U47./!|FW1H:*9HFHKC< & MBY"-E?Y3W-"&T.(;U^8;
(HN3@GS;S;XT93@;A!UA\$AD_ A_F6:T7"=J?|_|)U+W:=/M05J^YCK5!!5?
FMJ6D;8.,|709#H#O!KON\$FP(+ M?=&7:LWF6D;
|8#*&VGS:7M5X;BPU\$+OG.Y)=GOS MJ^@U,@1\$Y#E'NWN.7K4_+
(^86GUZ5C;K/WXUT|JO^XX|<#+-W_OO\$Q>6G58P
M+S0ZI(2+C04S4S.F|=4GQ,5OC|<\$Y2#: ^IWYOXU.\$',?W/@CV;AHGB?>-
&W
M|<,6|VJC'GUCG*X*|N00AW<&EX68E1:>+FM%H|_9A!4U#8P5Q=FV\$"N"1
% MRT*&B|N7RZXWNF)-WJ3MC"G,CFH-.#1>V_|5Y,(C4
462E/(6(+DT/1FH)I^ZM|N=^\$:_%0|/KG7H=%'M^P:3)PT' MR_Y35K?
OA8.L+,|4Z^|7EZZ5Q>U|;L-O-A|*#,O^K;3|G9=!<-&^VH?.| MP%QQ*
|/%P,++G|A|\$R@|U&H>O04<^5JN|G76%=K!*';(RIT0MIPZV4 WVEV
MGW4_F|U?;1|E'A|WZ-\$=UW/H|3=|*Q"P,U9-1\$SBVYSO?4),YDR1FU"C|M,
M1T,<(V(NV7+OY(4NE/;"X=ZP5,|-0PRQ-B&0WY6BQS':.|+83_@+^|Z|*3O
MEJFS2HVP SH-?5_+E;B04Q*Z!-<#A0=,N0G|,CL)GTN3&82\$|SXQ-
O3K+S%?: M/09\N/;&//RV+JSF(EX'UA53|C'6|JR>=1J@L?;"|H NI3Q3(C6.>
JS2EH5O M1IWI<8|!+5D5A *>B!EWN PQB'=* WVZ&;O3=\$TZM|7;G(>
MQH04^JA\$@\$W QC=&+HUT")B|^49^H&4_;V_W|!/,V%--T*#C|;RM
MG/#N?3C3P+3F(YO2+ID:"OJ-
%@8NURT&,R=9O@'5YG=9UP\%!+GQ6NYSQTQ M=\$N)O,P-
8OAV_ ^CI7|_ \$KXLICKQ|9\$;UW/:VH5M:XAO&I\$'80.0T;,"6>8_W
M;Q(R|_C):VKF:9F(895C|0123XSU(^5(Y5LR&BJMA:. ?F|). '0.-!9^0879

M0,P2"S@X9/L0;M65(D1!M09PD=VQ8#+E9*?
MYI=K63!*\$=:S.\OS^M=)!FA M%*-N>S=\$KJ7+*,;4*!5-%I#T28F
SXJV2D^H8J2W1/I,H'-><0>. Z1'%0TH
M="9HJ";D*100?.TB\I+F8W:HSX!'.Z*M8CUMVV7ODXE*F+F!+>;WDJ4C8:
|>|MHJ!)M*L,,I; >PD L MM 'O!@3'(9?_Y("X307!F(^UK.O027DPO
V:%!\$L58%!R4=[B?>1C:+#@ "P>66M4:9= V>:3V^V!"L;JK"(V'Y7I
M:ME>/TM'*)C!|WL?S2CHE 1\SH:-X(C15+!V;99DF6&U6@2?#A2^\$TH%(I
M,E!|?E'.K2C|ANG| +E(?&YAD-!HQ\$S2G=X;-Q8)HE6^P^<5U,Z' 8|R_&X:
M7F\$EQS-C7?A# M74NA7._/?[XM\C Y>|!@_AO|<=R?--:
|MVN@40'@LJNEYGO%(6=AN22R@< M2L|2%U#;U
M==V|/=U5WVF2'ECU|T++E^L21+)_ /W)'M-\$ZP##LIC?KB;Y=ME,GKY&?
E,/M0'G|YHLG7^3\$?:B|" YKWW="^W\XUM3T4)#M/-
Q@I=14^>3XK_*S*BMVG.15 M2_N_?OEG|'2&4L-J36W?@_J5R/;=S^2A-
:5O;|@ZR=)OW|O/_-^|JW:VTZ8 M07_ICXQ:_5%,5#E+;._KLB#
<_LYWLZ30%|I\$>W377SGQYL|4R07OFP1/GB3L M"-R5W|'1 M?
UPXJD32\$*3SD+|XXG&Y/_CUW>=5RGK2#X_&|RJK2!KR?>3)ZMT-
HOD)4% M-
E38P%\$T79@FU21F1((^W!4_#AXX2=!=Q&P\$C9KK(P3)9&TVB,C%"BN_T7
|MEP1;DU+?)Y1'CE"|M580P=5#?BM|_(R;A._)8H;35#_Y+M%G.\$9/I>!2
M,GLKKIB=A)_9(-
|S=1!QTRV-.2C="&^^#SV7_S#WLH\$|JMP,Y;009^9%P|L|
MN2N;^R2Q7UV\$1"3U|KA1X7T9V(U8V&K&H5)L;S?
H|KG+OM_K|_.=0K89; *H M\ QWR?BRS^#T2F*=J36GS3!DEP#VL"
K!OF4-6&O M6G|".@@OLJQK(J)D=-P&% Y++B04RS:CHJ:2)-2JP!|Q:*1=
|U1M&!@OJ0; M|ZFOH&AW7!;S<)!?%A>E7_#L;_UB4%&-|=|0UY"8_A._!)V7-
(:VWBCJ|H#J+ M8?70B/..AIOLN;BS;H\$2\$BDOC+9 8= #X6XK7"XX@G:"O
) M@QY+|I\$8D3T7M%_:|ATK-E^+W!-
'G3K\$1E(LQ(!T|J,N3P+"8PD58\$NM|@3Y)*VX-T
M0_|FW|E|N7E/0!7&U_<9>*|%J=%
|WJ#O>#O1:@|)X)O<<2=^9SP@B^=)H1Y MBJQM K,GDB@?O
3UBLI7W\$'\$\$\$*.^MZK:Q>(*T2;RW?"E|&+56*L.=5; !P-/H?,=?
I7JOH:|#+A5/&6 M<69\$8,&A*@W18E!Sj.&!NQ>1Z|);-
:O)G=X=9B6X8W>P2|ZV(2SLF=\$^A:&#N5|6"K\$O.""6|6^!C4
MV0ZCP2+D5M).(.R4@OXETW W:#VD\$AYL0)O*>ZK.ZTN&-SV%7.
(EE="O2^7 ME0*,VLIHJMGIY%M(-HHBLCE|LIL@RVA MK#HB,%
(9E.Z!MDIN5HY'J UAM(AEG!NGS!)I.3&/(7?Q:
MV1GW!TEG\$L:)QYH3H!C/\$,#B9E^0VC!Y69/W9^'1M/VN+UP_9.AM;_5MC
M+B>M6?3
9L1^|3M\$VCRWL#7B^)+CRI_VFJ=RU6))@Z2Y'8PEU|M\$|40!|FY%*.)6\$
M=AYC)R*A?>D|I%XRW@!|I%FGX|M.X|DT?/1>;@-<@ (CD4?;)|(MV K)VTIJ;:
M4B>_4'DXUBXB1702>\$,3O|<--5|J!PE=M+)A'"5:49<4QMD&4_A|^*>=
M-H'/H#)MN|K*#"V-.*;<;/Z1HQ%:XH6SS:/W_MW5&C(15%J3QY-
K&N|CM">, M-43F)\$'IO?
E7F@.,5/K++^X:G"P|JW*D0*SIVA+8JN4WDMX8\$P=G'U/O#[G8F;
(H\$8=OV2 M4D=Q'V-^7+EM3(5B!)VE;-4'|?/9;V|*#PB(6L+S|.M DG1(18|
<>@%20ZGY MGA3_9#1-D2R:'GB/'>SKS<9LA?<"%#S00ICQX;\$W4Q|G6
S\$'IS&'\$^9V.JEW=?RQ?Y(.9MC;QT.>2D|3P=I7G3*+&I< MC-
+XF>,0EY3XD|TC?O-RG>N+D.V10U\$*7MU_=T>OK<;N<5#5?
DSLEE.WG0.>XX4.+C/^Y M*4<1RR7EA?JR%):BKEL*V4|GH#-
K2)J052(0%/V|*L=,U(^CW2?;T/H2.G5- MK>N>H%N:U4| V*@2W(7
M\$|;!%Z#KH/D@4I^%3%A3TR%IR=V)+F\$ G9?B,U

Q/(C+HW?JA3<@.T&_?W/M4?!KSA?:+?
9ZS/9\$LAOX=373*^U8:AGADD,!J5<[L1%5-OY7Q+O!ZIFVC-XD
MFEVU[9%JAURWJTVGRN\$E=V!NN4[E'P*8DTM!8\DOSGXB:ZS"Z(W0U+A
RK8)(/M04Q1UP+B2BDJ^G;X6CH6+@*[/?
7C)K3"\$X7=&WW&;0\J.QOZL"=D\|/7/1M;^_Q)-
!>|JD_FO#C0M33=8.HU(0-?++D\$5)VQCW1*_%:#/CHU8-@X/2,
M"NTZ.GXIZWS7X_SB8%;KIHJSCF|*%|41G"OU*F4P'??
YE0G9R9Q)%40.G@'9"RA!|1J#4_%D|+=L([5E3T\1*#GT2]!%@OVPFU
M\$9+U\$%M6"BRSM|42-D)UWA/= @OO(_..TI_M_.;+*J);%_CZ>."A)&44!R
M%05D5_9IF>JT+.T*%\$)@R!\$40\|2AH\$!"U3_B8H\$%BM_EY1TA@P\$@3\$
1PP_M_9).T!\$AC2X)"1I&02DRH98DJ1RRX?
S=I_NZ^V'7:L>:JW_JMK_^K|OM|:N_MV@G>2\$A7|VB@|JL8*!ZS?
3;|.1\$GHI VZKCO_IPTWP[N1;|XRQ0"!PCLRQ/
MDEKMA<0RO@|JK@4|D.99+1=|K;JB_0U;/NT.NFHK_CQ!*QCG-B\#,&H
M(6O_MBJB/3*=T!*/WBK3F1C#@='T>A42(=|6D_L_5CM;BNYJ+|I*>*?
|3:92*>==&.'1/IG3T;M5@4:W.WMOVD_.Q6IVL?Z;:+QYT&.
(^6+IDT_C)A@PJN+TS?(CM?R|NZ^LRZ<
M|V3*6!+|DN788ZKY\$B|\$KE*TS(MQ/P
Y^|_M1|Z.I=RO!7Q+C@ER4|51^8\$JHJUS-GV",1>|3N*JV(Z_%I(P\$YQ'=!
MS=4GL=Z\$=;15!S^13+R>0Z4DH|0L?T@IFWV96_HS,QF34\$W50_W|5-
A'3:(.VQG"|&DFCF.D)@9A3"J|B9(SL:|'K'0|^XPO):O)^+5^%K_MY(E|?N>
|:PW.-@G5'MHRXL|#C1RQ'L=PS9<|ST|=2_!CL<-LT@
8F/V6/,4)Q(!/<%X;;4;M>DU@*DCI=1MO+5N#3_G9HC"/N^-,<<
M_JH8RX,#>ZB&7*3M4M3H6I^8=I?&ETKRVLY"3+|PM!;+M'|?
(AVJ*VYC@L+0,2RX@S2_&2/+_H_M<=KR\$Z1'XK:NU3I'R@?3>#
|*&@=&=H|)@|P)2LD!+9K'T|OA_B/:<:H*WDZ_MNTC!,-SCLL>YEA?
|0,1KVO|UR3KZ3O?3@JA|!MXE2\$KIE% C#6_/C3+;Q
=X^E#Y^AFK0|-8\$!3VP|M'>R_MV*/G1,/5GBBU&72')S@P?5ZX-
#FW;*ND6Y&6|FXSY>00*DK+H,VZ|H#<M#+EM(.G'=ZS0|A;CQM!2=
|Z|55%Q%<|/'6^_T\$IDAN_1)+!K'TKK))\$"G+&^
MV#>QO=5W,0#UX(#Z4K^XTT=33YU?CEG?
>*UBH"Z(K*.8D^+^H3,WUU^0WZC9
M7>ES_,KTTB*K|D9Y4PTB*Q(<*RM=IA^(0TS\$!R)YRUF,R+!X87Y\$:5<
MP/1S41,T82A+;9H"&*4Y9PK6R,!H6*PCS)*4U\$+ZE@+*0%9\1=-.F8T4.[B
M':+-TSC=H^),&|ZF)(X|CT99R#DANR%*UC(Y1US1V_X%CSA1\$*WJCYKJ;
<<<M/D6SOG_=&9;Z1/EK_%R3I01;W9:X0Y<^E% @805H7I%;@.:!ZA_M?
0C)V#!'0'+I&6|4G8N|-GNIW492,#'1;9/L1.LB68H<6A/76>B6ABXJDB
MNC4ZF7Y\$OC&P0_:0)B*.9/?\$#?,W:79H;X.!""%|HF:%CG"IC|7N,0(%OGTL
M8,:21.RV8Y_U9HL-56|!618=@O=V.D(WL+(|6EDV,G,(A:2"JBD!1VA|_9Y
M-D@YOQJE4=
|BIBK+8UMA:Z=BHUCJG^@#I.5|^QG+,R+),I#XCFZ'EBDM&%D.
M|7\$UX!9TEYQT.6\$M'VWDZ0C|/J(HTQG.)E.8_M=;?_EG-44J!Q.--
QK7!GS^!K1UAEUR#RO?EM\O*5)
<\$,E3\$G|9M%|SDA!OT#EYW=FG,^S;!/^-3%93L\$'+D,XR|T_M<5>HH?
>Q5RZR47M5%7PT#F&VP/J*C=5U2%67U,8;N=7|E<%WHP|0'T_.=B+L
M"%A6TAX\$OX|/|@&RJD"FX>+;S#AW41.=RI_M6/+L_5^&W8=P5BP6C?
P14C%O+)RVE>|/|'8^=)Y\$%:)BODP#LHR8'K_PY.M=7E<.^3Q^ ^0?15<>
<40\$!R3(TT7+K.-|CW##RQVO?WH2FR|L8SE2/B6FRN\$G_M)X.|33Z:#28/-
GJ;;_5|D|NYWNFN_\$3DR^W?MAZ,4#6;|IIMP|B7O:76+&/
M>;L9SL'VQB'ZA9DZPO7F0GH_FC=-.3C!|T3+X"K5*#)Y|;-@O/\$*&|7=L,
MZ%VRQ|7-ZC_P"9|2MPO/SC#P3BX%;+5H

NZ@Y<"K+\$B(\$+D#YFD[QTH,X M(A56N\%Z^1K?!M1M/)OUIR-
:FZ\$8CZ?|P8>PZ>\$#>+A++|-J5:=UM8LR\$:< M5(<' +YP7#==#R%V-
%^N-M76\U<6^3LT67"K|B#,*C&Z&NI>@>;9Q0|C" MBYP C PQ+&
F0"NI%+L.UOP8-(\$A4-&1_1>-^9_J()P7YSX/U65R@Z@ERKY3_, M:|
_7GFZY/PMGWGF@S'3A@CCW65#-461&:#=3IMNMV6%=45OAMW+UP^H
M\$;6C(4.WSEY/CGC3('=-K2UM/E MQ9H|EEFVA;VG+5,GR1?
9%NT>B*UPS!<=X(!V:/DX;;7?">?%>1)HCL;# TH MT0OOSJ5(T3-FC5M'\X8
9++O;<7^0Y?F|:S 0V|K|W@O&O?NKK2=&')-4%1\$>8VP\$'*LPE0BKJ
M(,7HP3;D#Z48"*E&^6<)3%EC|A,/(615*D(>_:@ B*B23W8CGZO&>(JK&?
M-' +P|S GX8>EQ4_T-">PM*YW!JT>D#,UQ_PC_IV@?
ZHM#Y>KBJ@_KX,T>| M 23W>TE*J6U\$%O|M\$V9-#M3#UI51JG;
<.BUT%:Y!)A@_J9U'3\$H@LP6Y1M MQ-X)+/D!FMW:LL_SCYZGLD>=1
' +I1I_17^Y,;SFSH5J*|(@N?O3@0792FCO M0N1024J@>?
@."N>2ZM459DM7|)WC^6|BA /)\$9&'X/6YB>FFK-G|P|47Z92
MA(/5^|XE=U&PVQ\1-;E<|
(K04|4MU/M|#;D\7=P5T==W*9\$*/#"KOJW=86\ MZSTRF0*UWL,R?
X>DXD'?VGHTUJI9O.PX;EM-X,:=5-96*#|*>1GMJ
MBT<,6B15X*|&WZA\$P6R|MS9;MO <*4B4W8JD/HN87FIE++>Q>?
ZNINR3CT-3 MR5|:O40GQ2|;L/=#>"(@+;<>O7K1PCDWN?O0JYMF!
|CDD0,L9;#?'P>S6^K6
M'/KK;KU8',Z9J>HIZ1G)1W|%/GQFGELT_;RL|RFS91HJD/)=3A|GW/_^P7
M|/^_ |NF=.%JG =H> 5)*_\$|YLA*O"<;PY@_UK8_T|J3<@N'2'FF8|0.Z(C?
GA8+8W=81|
M|=#\$K(|PS;8_B\$!"K">UB3,Z@G>2CO#2I@PM/8VUX'I8|5!' ^+,LR(P
B4ZS M%XN;-1_8.L*6LX!BEV1)+,72)#K"%7^S?3_@P-L'#;L*_LJ&-
+|_5W_|I_MU_|5%\V:2.IK|EP0.RQ_9SV|2AN)QM_|;|F3./TW3-?
ED+Y/K8&*Y9E9@Q M\$8T#C/U"E/-
HD(X@M|7\$;X\$V'>' ^|, #J!4_RR3/41^"TR,#(T,#DS M,"YX(EV4E.6G;:U"
(!|/MP#@X.#EZ_-I"H/F,4DHJ^W MZC_O;'F8^E%
Z/#UUEUWNJEM75YN_-7S_O++^SO>U=8(H92G#@|:=>*QI/
MNC|Q>@S1>!"QL?=3,OZKM^V-DF3RJE9|?'S|V>=I8I|P'\$8I?Q?X(CY&'
M0SS&-#GGGSW%
Y2&R>NMSRD*R8#@8,OCO"A/R Y+M9#K|!>NM&:8!BOL_1VQ8 MF|^JB?
*WO_2Q(4YNT!C'\$^3C>09!HC/"E#R=7|X(|#+|SG%C)_|(2.C|4O*G M/@OE-
W9W=AHU|;J/8IPG?RJE?VS(U/7CX^.:?)LG36,=^OS-#/RLY%A5+=1
MKWV|ONK*>INGY1B#9)Z^"'F_EKW,DTX&3V041H
P=67P%S6!6>38W=YI;#?J M13#\$4(6\$Q@FB/M|*U,;SA!X@2J,\$)5QQ?
|T>SAY/)H0.HE|GC_A#4:.O+1!OU23Q%V(T8?B,;^+?C'EKE>);.)?8R MK
(|^.:L^#<))2I.+R8L'X7?G!;_H^&*EDM<1)I>YR%)_ZXN|TT&E9;"NB
M<1220%C|\$Q2*!MT=8;^S4><_3Y2HF M^P7^=
|&LQ8O8BP9>,XXQ_PO1P+LBj\$|"(BKKE|JN5|YJVF,@S;|5?Z|JM6S M
F9)C%F756?*UOMI^:-_50B|DG1)TI?<&1SC>07KI+N:3-5P5D7:R*
<3IY3V40K ML4FQ=4=N|A:(T2'O-D1ZMW@ M)&^4V1?5=K:28|GYM5
|.@^C1UV|F|I74ED5W_X:XN,%>Z+DJL6Y24J,KH(T MQ-'@DC|@.)\$UV4-
|X=RI96?(4>J*5B5Y8)3DK&AQT+158?W/#DZ.CKN!5BE M?
+B!E%W|G*H!SP3?9D-\$R1?YU:(EYZ|^#)'7#JG)/;#*\$X9YC^*)502,#@M
M9\$C)@&LJ39J^'Z4T(738X4KN<6B|B")03HG\$6/1(S&PE.GJF^I
M5OVB@*KJ=55_BT/ADG+',YG*N4#DRV!-41#:-
/:NN|ZW*I1989XLS2L65_4< MAE'.>\$S*O7;QL;V7V%\512%|5??
Z7AOC+\$2ZU%/"SJT@8-2|XROEV6O#).N MVD\|PWX2L9A7UI+2+|^P#
<3KAZN5|!OQ*!QB2HA9\$(X0XP*UZ6#F0P^%^50

M>F>W0*6A=EZ&QPOQ9"F5BVHR180BZA,4OB'#4&V?I4 M%@\$=
[.R43)Z=5BDDNRC"+HQ)(*6!?!%DCIG5T@I "&W3"]"S%58QJX2'5Y_VX)
(W\$43A1+ M\$OWI)0W2.&'3"Q:E\$VXL4>*B'1N6Y=!YE\(^+JHRA^,5]
(A9V!R1ET,2FF14 MF\J6."K.!8Z&#\$U&Q+^*_SG?
(.J.)1F=^1+,:EGZ2G]*^E., M7SR29-0<#\$A(LJ,8%IT,Y9T+37C6<.FY09-
>H%R[3I5B9RXZM12Q\$="!;,:E M?HV*|BR'9QU 5KIEF-
-6.*'&=#:OI;Q,43NE;7)-*Z&5#(Q2+'PXF#*WAK|& M?H=A9'D-
I%7.*|U=EUZ,+%-6G6NP|=E&:'D+L97^ &'C4LZ25U#?|J,+O,E
MY568ZRI\$T<0+*!|'XDDP7L/+X%2FPDD9WJ>(D2P?L"75)S;*. \$T^U&:9-)|
MKC%YT2|8_8E=|W52&MTJX04*#@#V)>*YES|)E2HJEF(I_(OR2Y?
^QK@D=9%7*2RIDM=**Q6?|_+OR8A5U"+DKS-G?O1RL-
T.;*7>P*\$B0DLI=2ED@)LNN5-YM|;' M!RF_=%&04JBTN *Y\D'6"&
|*H_@|F\$E'G+>.YB-B ?^!D3|Z>|)^*ASU|F!
M?,Q,P2G>VJ+*C5*T<6F;0262M48*|PF|;)","|!T=
MI#00JQ26|W_H!@B.N5WL;*,4,U2*M30T6,PX|HCL!Q65.G"ZIQ"FO!Z
MO^;PQ^FX@Z:RXNYX3;(L&R<6SXYFI,KC&+3'/6FA3EI2BD"Z*
(I&2)O!LG+M,7D2E#='|7_>[1;/_S_V)NC|R2|RK|VU**EG4H:Y5A.8X|:-
\$H!O^)^6)IW M_TN.S)+7:OWSM^L/!_ ZYT=_DCY|HOO'P9?
#A^&G*;T|31|O#MGQX;O=/^|Z
MTS@|?/" |(1ODUK2Q6^-'#;NG^K^5;+S^_GY;O==|>'H/5IYR'HLO|AV_';
M^AVK03MZ?;|R=G%W9|W=V^F^.U|WSX=-!IM|NU42.N MOP_ZG_N|
/Y|M.=^?VS^Z7UM'OYW|GG\$|/%)M\$)/|/#^RX,?
G<9NU:>+2;#NKD|& GGVM|3+|W^N='|L|H7_&;SL3=E|TYM\$ MP?F|
T|GXY./7|H|3X8'P|:^(JNAF|NVC>OW_70@>LWO|3'U| |^%TZ3=X^
M'\$UZH|;#^:='&_SCV|.N|M:JT;:MXTV^5NC-ORS^=FOM7|WOX2X|2D^1
>M MH^.#?WFM|JVX?.Q9K6'IO#&%TZ-|V3Y2H'4Y:);//H_TFJ_S+F:B5<=
QB ML?
8Y."5ARI_>X(1;\$";L_RG_ I|0_C"+.AHLW/.+=5*'4C!5M8508QY+\$24)
M4@::9C#E51XYT-I/.=2_+M_R|9|M7)^C98H|AZH5-
OI4|L%J>8NOJGM3';FWR9%|RNYXY9V|W95B@O,RJBYXPW
MJEVENC3VOK7GM!.X6G6XEFF451C+N,|XHMTD|N|O|21E_HB|!8"!2KID=
M|AP.6|0:S S\$+&C\$87@2AU< 4FUF<#^F4=5<-4EL =T|^YF-EJ9:R2CKY"
(_M%4&M)@W.Q JW:6%Q6R8H8PI;"YR=W3@KHO@G+|
|+RBNNI_LOB,#_4ENZ@UH|
MS!XMW58M'_G9#R)6.)1Y:WCFCNPO>P"|S_C"&+^+6=Y|L6C|;KN|N-
^L|/M<9#?O+PF"D\$ZNTYX/11YODU0Z"X|5R&(A
|O,BYF&"\$UDGAH.DWA>C+QD>;Z M4-YEKL-
CRRE_QW,@#MJAOW=42)Y!B&*_<57G:40LV0#;?!ZZ,^'JSST3RY^-.9'JWF|
H7|5K? MQWZPSK?SY.*/S4F+S":W_C#/.^J?JWU_0"3=;_/LV3?
G^75?!^'V9V.L#K MK5L2W|LU!80.>U\$|92=I3"B.8|Z+=A.6^G+F#
(_|F&UYHMF|WN)FY%40C1&A
MEPD>BQYHRT|/.&'!YNUE"R95,U@7H4J5;|)%G5U27FX7^RF32XR!|7:\$
M:VZE|4%OA"|I'X0)%Q)>.S7BOBEM M=Z3+ X%EONJ15;: MME|YM "5>
(V-#+|K:<-|/Z H+|W,WJ1*&_T UHH>HTM346^E;<^VTC:7 MMM(")+|1?
(=^^N5V?C9M.S!|UNKW8.^BK,J-=.<1.U-LI-8KYOA=[+Z!4], M!B,4.UX
5L@ZJ)VJP6%W1W=Y=P? 6GD&";=*RGPJ:UHN%&44'2J@4
MHM.EE>Q@>&X V<4NJA9U-
TV+NB|7B|K|U,T+TW%K">5%L@#KPX32P9?)EI>U M-6O<
/U!&R0<.Z"G+-H#'%;8|-GBK;=1'01*>_U.\$*\$S70ZLW=K!96EGI MHN:
UB;A:/RY>;' P-+/W|4:A&/'P;N>.LMF/"T1H?!7Q?B9N4X@BVPRU
MP8|R;K4U0G3(>UAE@6"8.P/56YC"S#P45@I(!F&54^|9+"C-1WEM'6

^_M: M_9.X/N+P@)/WS", '<'WYV6!MZ%+|?U5SP)O0WE]?UX6>
(8E4#A.0QG.AV>I M3=BT3D8+34B"PM)F,C"LK #UH\T,LD>H/
4)0@,)2TP[600IB0JK%/76XS3%8K0IMZIQ)G0B>HAZV5:CG1VT#2('NDMJC
MR#:V?CW" _*/!,QB/H#=#&|5:/(BGH2L3RJQOQYF5^['IXG^#5Y6()/_HI'G9G!
M6UHY E@1C+ = ^'91^*-Q+4/6.DN+1.U'FJW!!-LMJ;":!/@;8MQQS!;AS'V2
ML\I2;:;%!= \$RE+C\|SXX M,8(S= /YS'XA?5@ZJ4?G-/>|JCISJ0*0JN#EN-
A78FZPY/R'JZ\UV+CMQU#? MC .S3FQ8'58ZE-
;7Q:8%=H#KXEE\$3*K1BT3<2XP\2#|-1+|8\$9NP\YFN.>9
M3K4%MR\$H4MS9U,F\3#3\$W\OWU,\$R10)ROZ=@%.
0LL\$S#O/G8Z3964K/O\|@< MC"OW%<@YC"=O^5RT?Q^)C>= B%B-
Z,5ADS>!!VN2Y/1)S(H C M\$NMS<0E59/O:|IC%8D< _|T(5?
|0=6\$D8.I#33=;/W81,I@F\N+4\|V9*\$#"
M\|F%_1,GGU+D>OIX#IL!D4H1;L>|H9;'R\|R>A1&7J?L<3CJ@7S:|ZTQ
MJ=R\$^/_UY.>(T":QTIZO\OE\$P37-|
|JL,YZ_/_/CRJ)%82=B^|Z\|%%2XRUCQ@5JG^,&7|_ \$KW2+X M<:P:F"7X-
=@9/
M=3|/>2J/R\K^_<|':*DQF1:Q9GL3%B.EPBX%KFQR1=M*,\$|^|^|:#">8>|J+
M31C B;H"U;;P#HL>2"R&(Q\$KK/!J%_A-"<3AGTB@09X|??2=ARA.YP!B\|_
MG;P\|7N4;3:97SPF4K2J102Y;/B)^.?|E F#-V\VSXU\O\!6SF=3,'6?TEMQ
M19G?=RN@|O+N*F)8=K76M"IA6S8RZZY4&7-*S\| (POPT<|+4Z&E
S\$Q6U) MT_?%V)4/C=S88;2KVT'KA(Q6?YF"K;&B BMYD3
MN**\$|MDW)F="9^J_EZ=D;G& QQ/QK0XC/GZQ4?YS==(-I;
|7UF3_L>;+2KCU M+5(>IMH>%&*?@")N%G#.TR#0\|+|&H-ZB?-V|
<%|))QUVOFT^C9!-7\|@Y"T. MYS.@FX_FD5U2OM!2VK#"IRXB%
JA#7A&I?=9)=6=!!+IHH0"[1V\037Q+<|MRP-H@ZA<7-/8=
<64%IZC(9C!A1YX\$S\|FM&ML;L,J,1L2)TC[2+\$W#W"0?B M)AS
W:D!M\|#C"8X#4V:9IPZ;2W&Z68GB2Z6RWSOT;\$9G'%3E_H.:W R,|%T
MF=MO/I%O;R9D9FT%*MRX?--(<0"2WC6N>T01A4|,.,<P;/(B:7
;I=PM08C!+I@1D:1\|D1;KGBYLFQ2JSLU@L>;|RQ6E:98)7_"^MB':0?
X^&8F\$C\$/W3XJ]**+.1IFW28QMT\$H_L1-WX83'.R@--S2@?1TW74)^|
MH#D@?+3 |;A)(I\$?R2V<\$R\|.\$JB1RK&%IAQAQ4&*SM
TYVR)U=|=!OYXM1E*(QTP-8\XAHLG=A)Z28|. ^8186SUL6-
5@F0(80;1J/,*&;#;9N\$ M31H<("LE)@,DLK3@R.PC%X-?
D+|3Q<,!?,QX%4'!\|D\|,HQS\$FZ!,?Y,;LP MF*A!&9N%/!&XOI/|1^QC
D1%B4O;N11RP.2QPL),8W_O:*<5<@?TM,-FNQ3A ML;* M)&L'S;J6?X67)
(VD#:2C1^!|I VDC>1!XV"G#EU=;2"M)/=Y(Y;YSP"3
MM("TD3P\WLU2QB,RR0J@430!- P,I_E/MHY;|PO\H,3GP&?37+'NXT=|(;&
M!M)""!SMR?PG@\$E:0-I(UO7U%X=J-E3 K-):E^.U6':!QTVJQW?W\|L#
M:O+4R.Q*=[|O\|HW!).3#IM53 =P70@--\$MW>UA06+"NK!6DA>11HU"?
WX4I M-ATVJRH>|<\$,":MPF4/" +383F,DL'2RK4.0T6&_\$.);_ M"D61RGC%=
E3|"#&.LAMCE57/0\|L8X5T0!F MEVT\$:&V701%AL@R8|=
S^YH"23%,|\$(|5)#L\|B2?'94*#8@, @I85KV#-_N\ M"LEL%N>7U%
(8"U!UJ!PU2O9R (D4<;D)A!M\B#SFJ+0".>_ V\DU('<3XHD,|30Y
MQ2&:XN"4H4=XA(SXK-3.GD@"DI,"F*7E\|P@F:A8:'D\X\$E\$;-)|Y^G_YS
M<EVQ.Y*<3!2 M&B=0\JW9T!EXI13: AHE)%T?=%!&?10V?
1_ '<<0(AM6GVM#IY?*&-ZSP HW% M76\$TN,)\$'!\|+@I,)F:GM7U(:/:
\$SB8:|2!M1RH#0U1^#X5 T)<1&<:6LD'Y
MT77\$DB&WV\|/|'5#LEPV=OIV\;^ZN>C^UNJ*T^HH9F V-AF
Z=F\|P^,Q9IA! M.PQ"CTMGE_,438(MWL!
C2%PC1A(ROK_Q%ACR004T1\|&.3ZM?U^A)7+Q8
M/O0/"#\$S.H/(_'=\$G+QROQC3%FHEZ*-6%)(^(S!HK@?6P!H'!)VP"

4^/P>% M=>4 ?\$8F8,R^"T*=+W6-^? D%E>%
MDDK@"D;V@D:"8AH@D!8@-+>\$Q!;3:H
MDL7EF@F"A1Z73HENNA=|H"M.SX32&ZD0F0|T_|
#\$|I=QJ+5_9M9P\$0>-\$"2 MJ2RQR3^(Q@@&#SM XQ4+DR2E^(0\$?
G37!:-6&E1Z*1607@!"H8S(*?'3Q&| MS^-9H.8*S-A,I*(Q\$0% '&??-
!TCX0ASE+H^?7#Y?4Z99W!8"!%#0E^>C=X=N M1(|G"W^0W7D,)!^;
VDV@;6*O1 M.-B!0649C!'V(V;=) (S=Z|
I&_7#\$|R)3P'8MM4B\$RUSS|MAAM@%XPY'2@
MQT=5\$0V@S139T.EM|2U)1F-
HQT=J0!FO"KINWO;FY@|>G+\$=G|8T=+M_-W-*
M8B(R@.&C!F444:Z788D3|WC)O+\$8FUE80%L&UP#Z#+E"V5CH#--)KG
_2K>< MC6ZGTF'16"SK8%.1&QXG)3|JB*J8|18_1.\$#H4.8S%3PG%M:-K
!WE'H01H\$ MF(4S3)*8B'N?@9!2@C(+*|N27W\$\$\$BL<***./!%\$_8D\$?
+>:_SL/HL1N%|FO@ M5AEN
%AK|A,T">&\$_DMP|"YE#XT1(T^S0%N^R^3R\$L@-#%9X)HWL(3;\$"="E
MH!9P.DW+LA72-Q_E!35@&&F@: @&J?0G-&)B>E-
M*G4R&'8,5.E2@)E%Z*#R'V?PWTJUTG>GIZ;7!GV\$&HI 1EQJ0B0|J
MU2HO,"BR3J\$H|'WEBN!* QJ5G?W*
|L|H|M|O|O|I=MU|9W=Y|XW_ECP|VPH|
MP&"%VXW9QZT0TKA'|=>\$/M1VM|?W:L_Z3|?
B@|GGG_:|IW<.#P|KWE^? M'V4H|D%>|\$/M_NJR8_3A_%019@|
A@!@Z#WS/KPD!G_)I?:59\$^(?Y5#1ZK MBH^J.
|O5O9W78V9N^;Q5*A|HL>\$MM"J>Y>^=R1!^W&)H,+2%0=YG?
0JMCUM# M:UP5!&X?|FV+\$O|/_A.O|
<)>9L1&IF#^\$|/#%BW3Z\$#L;%5'PW>W9W"NT^Q"C M" MTJ)F0AG-
ES;J|>7W,BIJ:*?S;|1DWP6X.VPX)//,8|MA<* M|<7+;- (9'D'FB!K2>L+0/'*:-
/'P':A8C,3@)Y-#TEX1.?? E C,(C&E%U
M/A"8/E%C|F#@E59%O,T'W|5"S3:K:45,D5"9Z*O:M\$|);3A_06
M&I"7SQT8NX9.W:74B|V4*ID_5%*9DJB9:K"G1(|S|\$
^KG)F6,J=702@%NXV MRL5|!'U3OM|\$^,|'>.-D,F|3Z:-|C@\$87
9"8|E8|KXVP7&|_|J*W;6AW6_M1|7DQ+|!3SMHUQ# MU?UF
E!)24^B9JK!.Z4: ^*,Q6"=,IP"+*"7N0:7\$3.D_7+\$;,%2/K-H5#@,Q. M'U
^/!^ZU.CSD?N"CXD=D|N^638WG?B6P8AK>Y'*K#PV7-CDAAQ9%K(1'_*S
MHP%Q%Z/O6!YEWRPCC|*W# 'B,#%WS.
(10WDRQ\$PB7G+,COB;|M=M@(OI|/4.L M.(1B*T,
(&\$_%4N)))>1*|%E&**6!1!|6,T_H2X,)UBGN/QOUP0;6G3);4:A M'?
P2|?)SJS1_\$0P6YVN13C73(#ZG@QH6*J9;CE-RJY) D"2Q MD6^>@F'''
L/Y@IQ^W64.'VP^MZN)G@@@K%629G4|ZS11F2CH.,1|Q.9%,C&/
MX4P4BQ(#L\$)JN\$X&X*|,G7.,T:.*+
|2VR+69KS2+E\$CG&W-.1)LF|A=XM/E@ M^PS7P1 YP
|AJH|(EP,6.W!*)TP:W11&V|?0_0A#|QA0C/ #XR&_.Q#<0+;.!
M+60@U0XW!> F")6&-Z53BJ%N@(?
UVEWP4KCR1(N)=,R%D#\$A>HS#VZR7BGM*
MXB'\$ (J;:PB|F/Q4N;8HL!0V3-K>Z:96|@(_RO+Q,4RY@\$66%OE!29.#@67|I
MKQ#"*WRB8XF6<9F-!/9D35FY6!<(F^L4R|-L6+Y|FBE|76%OJ_3QWGL\$*
M".5R+40*T\$?H M-."0,*1|P_M%/_7# D\$F|&E|@UB0@@@?OJ76,|ZB+
M?"E<7=-!-J!|/T%/'@C|)9E(8./J|5N6@|FO9;J5'<:R)(Y@11BI6-2'KSD
MF|:CQ(*,>>E3|O=5!RN1XC=/EBA#|B DEP3^)G1;K!TQ!P@CYHA
=03U>+=E M:)LGT%+^%_2_F3+U18I7V=8>92L1!8 M:
|N*H)1P.):^344Y4|T02R%G6^J'4A'O*|CL=+\$+OM_-G|YTDD)G*>@0|H4
M(9|#@|ZB@:J=5@Q"L4/AA'>.WUZ<,'L:N^_42|8J9G1"+.Z40*2#SPX??X|

M6P<:+04FZTX
PI>\$J>XNEZ'E'.5(BKV%P\$:H+G>EXF@%MNT4@H\OS4G)9T*
M!ZH2S#M,"Q\$Q!K?04\$Z=BG&,*EU_(XIEHES(6OAX+)+Z+F))H
(2QBE.K1;MBE>X)\^A7@H6%0IT@^;-
#8W6D5E'Y"6K*!IYH=#SM\$VPFZ\+QM.>ZA./42T-
M:ZVT&+EL;5N75M&Q^\$K!A1?UB#A&@^.>+
IOP)A\JG/CZK@(<,F9.*5\D:75-M-3D'JG6\UNQ O#!7H85:.6NQ*+=-
B1ABF)\F=TRL#'MN3T<&;UXZM@QE,|=M6_]>332CCI'V.R-*8>C+#3(@-
)G8?-Q S)M,YV_2LD*G;2W8J'IM;"X3BG=4 M*|B9CW3%TSM'
T*=Z<&1K># /OS@G86@6.%\$J UOFLDT2L+DU?4*XJAZ'J' MY?|?_Z^
X;N^"M^>VC^.A@| M?)W@NX;|=') #P|N=G_<=2?./A@9O|;MEL?
VLV=SL7 MM='X4_WK|LCLT-
|!^>|YX|6+M|= " |='QR|^/Z|G0"SV_0|<';|>F;O7ZG M==|=9N|-|^Z/S
MJ_|N6|_-@^C^|_V-R=#C9WJX_ S9HJV:_6|7M7;0|:OFSQJO9F\:/^|!ET?<
M^PG/VT/Z6#OM#HG9O#@=?
Q|NO|U|>K1'!Q:=7AV2:ZMBY.COYN+.MBG.[T? M\!D9'3PQ#D?
O1MV^_51|^M>KWE_?M"^. *O5#X\1^ZKS_NMP|H5#GMG?!N= MT+N?
I5%|PBY?V|65;|:.AOZ1L= F:F632|JDSK-
@1W:%4|EQ"9WP'EYE|USJM&^X<(NF1V^ MI%WF1;P-#X)3\$"HYV"
|KXH!%)(1#|^.\$!N??QY|O\$;M:(&.!&^ES|Q"GZ"0|M>0U9.&-';F\$J2
+3;ZK;G1QE\$K/X5,F9!"=W<(1Q!K.H5^&|_)YR*A2L|
MC.)Y&PQF%TRL,=J1(|X41-(#N15LHDSN#^\$A|%/|+S69&Y6^
T7.CO=@=H MT7G.5?>|Q.|JU+|9.A7T9H|9LG
<"*QJ(EN,AJ#'UGSN\$C%_W,2M:E,X0.X@
ME\$A1GA'.9|0FJYZ7|T#_MXKT#U)G,Y#0^AQ-Z>!XK\$U6Z9"/?
DJB5+0MK()\$.J"@.QWD6:F=H< MKM@CN7
|T=I2MW'81>|ZT96SC>4Y\$/DPQI>JTUEDB*,W(:TCC90(OL&N-BO-
MP8*4;16>=Q\$|L^,DU!:"#@CJ|AZ&+|F568N5F|#K'USYTF8;|T
M=YS(L\$S%5!-H<:5L M8*>8FJ! CTBZ1V%R?
IUA;&SLNFGJ9>\$S\$%!5OB:FUOB79.DZDV@)W MSBHMD
M!O)%,ST7!29\$O2%!:0R:@-!(PF=W)M,XHQ^7JF|HATT<<"Y7RZ\D^",
M,5<T|K+7=:_DRA%GDBQ6^P*%&J\$HZ=6&F.
MO&5YQ|T'RN08^I((55:'GK;U)-(8W?JR0K<|@|*Z44D*4|H8.+-,DMU),1/5
MJVGT/&|5)L\,X64H\$V(LNJ-!A2A-0F?7|8L?3<'I0!|"9(E|1G=J;"*@L)8
M|2/VO(^ +=URU&JX6=XJF':"4| **T!;:ZAZ2CBY0?-=\$Q^M!T;4@L M?
^U9%XR|X11MS+U N5,@?O&WT"#|G<5L\$3?W^>/Y+7A'3A.:XD!
(<5&1RTN= MS+|/B5:.*5%HVP HS7<\$4BSB!&>!)0^RC0#W76R)&>6T#
99R M(C%SZ|T%*3 MXH|L3*&#PE,S\$G\$O"7|H0CJ87C8HUL.LLQ+\$P?_F-
2%6\$?FM;JM7!^|%'9=B M'AGZF&%S=-
>&)>B%WU:P|JJP3(WDL^PT=N0M^@#P=&\$QL(M>,MZ|7SIQS+?
M2ZK*^0KB
D"Q!#\$\$.M|9:#AO2I55A29NTU>3=+XWHR!KZ:\$3;.K"P9!0;E0# M|?
\$!A6(V0\$Q1E:&J2&TKV)VOL=K MH1FQ_(43 (Z*BZ3HNA5<(HX\$|'"*9
|WAG00VO60BSV=D68M8EN?) M4P_FX#Q*T.%-IL:RL^?20V;W^^EA?
@*>T^D8)>,\$ O>-20M1J\$6UMF MHI?,D&J4F8M;5\$V>X1>|4&-
M2OM<*SY>.XL%3>*JSC%EAB^||UR7W#|9:F^+ M3XM_9#F0>D:@45'-
>|Z&WT+V!=KEE|YJCJ+|_23 /N6HMD#6-\$R/9#L6+W|1
M*0VQYGU*'|<%B|4RG#ZCVY0H9+%&6AHO#+/)|Y|ZP">1YJXGB4FV9.*7W
M?B=KXN\$^|5+'|F5-5T|A/E.1;AF84W))G|";'>>SJE9I2WHAC2P3>8IOYXN|
M C XYB< O8;| #UTP5NQ0,T\$7.UY1|/\$VSD9X8TV1JH=
|*5|:M:Q(:NGBAA6>U

M+SR=9H:FT^9.YD*X06P;4):B+:O'+R1D|)&KT\$/V:492J(M7B>|":G/P'9A
M|%+Q2|-U!U|93%EEO_|";'ACB>YMF@S;E|04N.BI(8;2;1KG:B*G&Q:9=X
MF'UB<|BU*9_ "@D*G|;6KGT8"^3YBR<#_0TT|H@-PCO^#U!+P04"#)
ME)!9(EYH3?=T"B4P<% '!F>"TR,#(T,#DS,%|D968N>&UL|;UK<^,X
MLB;|?7|%;;|?=N-\$3=VZ;A,S9T.6|6|NRR/I>J>GHV-#IJ")\$Y1A!HD;:M_
M_0M0HD2*N!;ID%4Z<::+E@4D|'20R\$PD,O_V?YZ6|;,'1-()W__X=5?7O|P
M#"4AGD;)_|_?!D'XR'5U<_)_?O;L?SM?SY_NP32A_),C1|=K|^L3+
MU3B,GDU(D*0S3);/_E>V_-/_GC|;9-GJKR|>/#X^B6DWTG#B*4YR1\$*?
O@MV?/GM,.RRR%|K,._/ON,DV?G*'SVZMVSUZ_^^O8E_?|G7R;#9Z|?
OOYQT^1_M"V.DJ_W08J>T7\$GZ=|_J%|ZNB?
Q7S"9OWC|N6;%^47?|A||Z|/|(/:|Q_?M%-|^-|?'CQQ?%7W=?
32/>%VFWKU|Z_/U.%R@9?|2M(L2\$)&((W^FA8?7N,P MR HDE>-
Z)OP&^^UY^;7G|*/GKUX_?_/J+T_I=#=\$^IUIMB-3|>#MB|T??V!X M/7OV-
X)C=(=FSXHI_C5;K|#??TBCY2IF(R|^6Q TVW25EGVE*/S+'#^|"-L M!8.?
?"<=<&|?=1>G741*O?WC&.O|R=U4?2+4Q^|*+W?=?_+?1D%:SIX+H
MRX|O7A:\$Z0>_D|^'\$.EQ'\$W9JCD+8L:\$|0*AK#D4
@6.)Y2(7;01QYEZPGMXC4F;|0'*NFB&*=C/(=!NKB,|;5D+O&|O<2
M\$VS3/\$9X=I4|H#1CC\$HGP3WKRF*DDNY>&,JF5H-WL>?
T>W(%RKK9QMIP1VASA^DMXU|(9&.?4C @S M3%+:MSX<|5:.Y/-
%0!*V&VX1*;0'|=\$T&CKC4)10M3 *XI^B^2*F_S,1-YRV
M#KGV\$\$U1,C7A6-G"V2 *K*WV>+.EPY,UOT_1'SG=J1S6?K
MXB>.L2<2T^(N7(U2JDL4:IDC063;EYOCYE!UM%)0|B-RM
:YJH;A^&1|N!OI M7@90N^+Q,,@&2TRRZ\$|T'6+FP9_N#B|'T39N_,5?DO)
MS:BV@MEE#\$XC!NG|^BJ9YFE&UI(SE=46 59ZUE:\$@)8B_R1?
\$)X3H+5(@K+ M6QBP26N04/SF*EGE3LXP8:.-(-=S7_FU***,KH|J@2
MQVZ'BYTRN,=YMJ\$.RD>GY-VOX7-TGUVF:Y%'\$
M!FF*"BEP'07W5#QDD;UF8\$X#X("Y2C)\$Z K8*B:|(|V!|:^(Z=9H.GA))AO
MKC>G9>L|^@L=|,%W1G3#;V GI6L._L=?>0A0BRH24#F**
V5+\$|Z8@'CP&9
MTE|0\$"XNGE"8L|T|HF=.B(CU\$69.Q+4HK"@/>)8MT)=DEB=3IB+636ZK_
MM>LY7>89E9F?
HR1:YLO;8%V0^D))D|UX9U&2CE8L5H@NHVLJ8:UU,%M*SF=<M
8#@.MC(9T'*_)K3|RC.Z:JIZ?"DG3@:Z-Z|;CJZ9DMW6L;>PVXZJF9+
M=Z,2!0R8CE'5#!U@ND0.4T=+;C:A;|IL+B-W0A
SF%AO%_%7;ABZ>YRW1RY
M@X;.K.+ #VP#CPT+4@;M3^N"^W7B\$@O:M=|0Y#G.VQP;)|
(+Y.|857X<^9V6= M;/=&0\$+=00HBV|O =!;2_K88_#2B5-G+@^=3-
OR./OAV99,(Z:<|1\$EV0O: MY,7V.R^:S8|S5KP,HL1ZJ)O6^Y4),=@%
|8*\$^3UZOB-L-EY>!Y53\$ 3@ ICG
M2|2|1|00W5K3G5B"&&40QV9C8PUV(Z+KE)JQ;%M=4|K;\$;"OZ3Z@J\$T\$/6
MV?K;EQZT_QB'M6_\$|H"D|)9'-RC^_|T&Y_'|0QZS3|O(7|\$ S-
ER"1@E*4RJ4QAG)P|(P!DM5V*;|/9B!|^>/0-2 M'S?E9DEURUC35;EM/2-
X*>-ABW@P&2*R-|>\$,|*9;K7|,84^/N|S_0+Z+*
M_,RXD6Z5S!IY(P|(>BCW1/= @E|Y|'_5;|=26:|&M6)5V@/>|&1WZ'0<=,|T
MM|B_E^#>&O6M\$Y'JCX-T<'8^I%MM<'O,.,>| %*EO&? 3:\$(7X&R3|
M%7&5T#&-49B3X@|(|@CF:77;V6# #9LN?5Z|<|YS1;+)
5TF:\$W:I8G<^2/OH
M+@/D4R|1EQS'+675=33;D|<43|P^NHNX?.HEXK)3N1WBMP13,9BMAT&
MD-NAK^IO8|AVF1%*1\$JFR(|LMFSA;<--
AH(X7ENR1J?/7BA26N"47)*>W|QT M?5&W7?>^+5-
:H*7VCDFBV7/'T^#X+5|LP\$CH^=\$5_3"7F|BQ(|PO&;%MO

M;%X49VGYR=[XE1"P6-V-WK8W?C!#K46C.E_%A9>DNG;5O&!K6
3!=I&^W*/1 MG&1T85S\$Q;?^D.*YIO,!"
[LW\8HAG&0TC._N#L=/\$5@RZ=!!TL,U%Z[7EI!:8RCWHEJ%#7]QL\$/A>W3!
MR2:*6S:^=JQG;&(4!=I1H(P<|RL@|X|RD@|G?P0#/7QU5H>0D'/H^1?
XR MX^^%)@/\$!U(|\$>/'9H.JL:P'C0('1\WY?&TN.SHPD2E,D3I OV/Y:=
[B&(-MV0COZ!A(%&Y3P@V2:?
V#RC==:^.MQN*/N^IHUA)E#9%HP_L[%"*)A#V0!Q*(M/J=%HA<2)1:@
WXHVR!2(7<#!8^B29,)7%Q Y-.>P%XK&0?.V2 D
MTWU>B!%2ALU9'QB;\$PSBA-CVW&4MJH:.C3130"@&:('S'27^&9#
[P:Y/I8E MA+K, QD^6Y;|",22S1.6S>-S.'X<40%|
NLSI(\$.2\$#I+4&K()H6[V+VKST/ M!!(W%D+4LI/F@'2J6V#?.9'NC-
)YCB[HP';NR'2P9.J2-4 5M>PLJ.*I*L-P M[?
VL(/Y5#T):8ZDT_:I@=E(E70J0\X!'H?/>;"XL&M<(=DRXP70)W 9KIH3" M>
|X%#PR0;+JIES@X@+BU][F\$"B)L1CV,*3I5=,);4=_\N"D'89#T,?[JF
M)BOM 0;RFI9^D/KR@F2N#D6O5^B:K-1"3BTKK8WGRC A+.AJJYW?5DU
@ SJ M:QPDY>9UK2!4N_89>*)">1T*#6O9"O M@;U/ZG9KNCA&7TRG#I)
(@I+;<+:Z M:&7!)70POT;98IBG&5|N|H:1G?3(MEY2:4'G-
(H;VWEP%DWW>(%*@M&#!3QF="YJ615<&89@O|^*%XSD%+8S"1
2D_0'?&=>Z,N=171T|-WD*&>GKV?GKV? MGKV+|,C3L_S|>S|>S?
GV.G9^^G9^^G9NP6*0*Z;QO-6%JP,QK,J MC:|?' B0@3G2-J\$?.)E/\$%FR.FR
[PYY9#H?PRD&""R0L^+QIL;|B&R|Z4&Z
M9'0H>CV@|'BE!1S(>ZP*Y4TIK\$&>+3!AM1+A6-6@Y//@,>90\$R>@)T,-
FL5) M!\Z7+16 UP667"D1TGDVY(0EE6*@T'RIDNHE@)_3:;YE#%"@./0J|Y
!3O3\$" WIN.;LL"|*/0!;Z4*" M1W!N2CS-XD4I9A ?-|"4)RK2SCW0FDSSZI-
VQ3S7=|V5*^~S:"R:D|9-1YU+1Y(FGLT^@SYX\$,!=+8S>GN\$6J\$L:
M|PMU&0HZ;BS+4*)JV2!F(!%B 5?3|. *JLERSOH;<\$3+
<;38OPSU'BV@.LIO>MY>V| M7&BU8H8&)E#:G(#_Q|E"O?
#3"Q%RS9(B|=,V|:=,K^8G">,W|#+LOEJY*EH
ME7(6=KF+J/|@|^3KBI=|5K3> ?\$79.5KA-*>VDU-K|N; MQ@ UJ-
PCEPAMJ#IFS+|?S@L >"4C*!")M#G+& M?
G2?::D"G=X'1'RZ)I6+D7=N'X(\$|E)B',0!B5#Z:S O7AV/J%\$:(H.|9*1
M+BX7/-(BZ2_@|>
(7WKP03W;OB5XAM*T2)Y!=0[7JG"C^YXPI0D+E'MD6_&<
M)22=+BDB;\$Q9I(!@A)N*6D_8HP0-RKJ_P4FTE:|;6N<102%MD
+L'A6UGG!+ M"1J4';E=)E=)FA.6U@!T3S6H^#7R;?93\$RBE[6DKZ/5H@VB
!V*&J4H341=7^<4%^H&RZ"9\$X%|)>\$5\$A* M=R,_
DJWJZXZL,WP*>8ZP28@N50\WQMAB'KI_@-=.5JK'%>)B">?4J0QTE
M%T|,49|PP=(BI|V!-"A\$J6R JPV#'E5Q3-%Y3&X(&>7W-TD|,Y MC&:-
!'00N|;.=@|B+ S|++DJJ=SBD*7;Q02=B<64>O?=8L9XEGR5>C=ATK44
MHZEED6>/1U|C|N:'&J"5;"VG9"VG9"U'SP>^69LL; 8GQ=,6P)S@7%I0;(+
(M" LX""^8YW0\$MD-S@?;!0VK)9:G#9PJRI:GR<0!ZJ MLO#66>Y
DATU^>|,DGE@R"A'4BRE9*.H)X8""ODM#Q>\$&IS18'6D0JO@3!'
M0*07FT4\$D#*0U4X)^|J*J=G6|CS*H7%*C>HB-
:K3=|?;RQR"Z5L0H(DI8,6*TT.'RGHTN^L_M4"4C#V#J;_R;?"=((% M?
H+R(7|Z11=?B%@-JD/3U;G+Q?7LG7"= U0=?P3SAFZL<*/R-\$MP4ZD(0?
B9XDI MB,>O,7JXXMVAD!41C&916*=@=U
*E"G.*SM'F7^C#6V<(W4B_W8+C=L!#/8AO
M.C@W:P^8J|=IDO49XN=OA6@BKU3AK#F_*>C6%R_&8;3B"G NMF5J|K)
(J#B1"K
M%O1B>9DO8_SX0PWK:B4O:TFSM7Y&LY(&E%4H)=7.8|WZNR68:=73L_6
M=^|!G1A!/00!^#J'9@.H!LALA*>'_B_C0\$&

<8/ + ^\R/%>T^MV&ZYB.BK5+ M\26&^E%7B2EYOV?*T=: (M,5? 1
DGK^VQ:X\HD?9XF!QK59BQ L2U-@BI15= N\0DVY9G8X^#TA#G+\$PY
MF=X2M(SR90IWKV\YB.J@A=BR1^F"LUHKM3%<1DE
9YW,ASAUOR)DI+Z/(T.. M-MPU:GVA;6,JAHN S)W?F1UG\>Z MD7VRY
>VT6<;N,@KID3KGDLH_0\6/A2I)75)ZSMM/J=2W745'J(2@PZ,-)T
MZ78@/XRFMH
2W48KAMF4LV^U."+JD!T^:+H@;VE=E\BS(2VYTM LPS4O9\ (4 M8\@*
<)QAT"ZGL;6_ 'P655,?@M9BXS YMKUYR60 SH2ZL/Y#Q'S N*Y4*O96;
M\ 'R'#3KD* @?,8PGG_?JYQ&1_VH\O\ -XE:D+[6Q+.4HRA0LB:P\A% '>_ ' \YB
M'DV_L8)..X;\$I&'0((4=#GEZ.[=2@%.W2UU4KD4 M\0=3/HZX/R3Z#=#E"
(EC5=8@FF. D8F&Q+ \))R075;4-Y.A0# \8-
M*ZP,4H(W=^74.WKD2W: !XMR78PT2C2SVBVY'PTJ::OQGE7D=S0DM'40V
M\JNL!#Y3%CF.HYVB"C^:L;-+K\ %MS> &HFX\ ECS3/DHJ-
3XQ*2M,;I>8A0M\$ MT6\$ _1;(-RA8#Q%5.R\AS-
EC*DABRM\>>R4HJYV;L, \C'?/9@'_ 3UH;A*'J6?,& ML(ND\O4"6C:
;^%\$M!1@H> Y4"J+ !8(@-*'H\$DX),0\J<_ V:\ST2O&0PRA
M0J7NT&K\+@Z\$6XWN^ \ZC)EY0^;UO=W1VV4'8@H\XZB,EUW"YX!X\6>P
\$I@IL,*FI*B^X\RG PJ**T M3^X/Q#)P6^&?S)080Q\ _?%
 \P\VG\N^&N"LD80DV6M\$CH" \C^6T.XAB-EZ MNT-
TS%&X32\$V2*;U#RK?Y.<_ NW@*XYS5\Z_ +()DCNZHY70QFR'G-N21!\K
M^_/8C_5YCM MJ\$EU::#V*Q&B).8Q'X.3D"DBG-Q+
M!T*4>T4N;>XSZYTA\FHH',>>5 @J'JG+ \.N\AZN+WXZH"<,"I=,?A DWS
M&.'JX.JEG9O)=5NEUKT^E5X_E5ZW8,2H\JH\JH'H;GIQ*KW>D\J&X!B%
M.2F<8&?KJV2:4P5B#2#4%,3@-"J',*?!Q"\$7!*]\\$'\2(99PKOCF7=BG)?
A\))HDBDVBE*^1HHPICZ&\IC3\Z\0*QIF^VSBS&@%\ M74L78;^*E7#Q-*
%\89Q*.)%QMT08@/4X A3#AVS35&281)83BBZ65\$TNPZ
M0LF\$*F/7.\$B&O+.8>_&GUX_?:V^Y@51>_&DBXOB455,^< \2+LV^&%V<'C
M1?PU("1(A!\M-YWUWDA0,2Q(X-QO,%D\54O:NDQVD-
OD0NG\#JGJGI'.1(Q MU57=:>CUT'"K-S;HWN ,I7;
(5YMZC;"Q@+LV;>>931FYK;1*7\Y\9J\BS-
M@J0(%2ZBN42F/+67*!0@?.DTK)-7V= MG\?,W_ L'37V?.\]
<25HD1:V5+V1RX@H9\6,ZB.9?PJ*VK0!N(U/4?71>OFO M4,(OM66- \; \;
 \-8WOUWWU4C!?\$MP98GR+*%ML*57?1!GJAQ*-&7VJYN=)=Q
MOD*DU&;=*S*:W7?\?&V'7,-&
HL9>:ONWPOT,/. 'Z(DKD\ _+PN^G!\JW\$H\H";
MQ#@VTH;;N/LJJFSF)=0NWRI OGP ADD6S* Q,;E*\$37LCT'G3+D\$6&
 \IVB1^W M6V=(JU&4708A2R@+ \YY&3JO3,E\3KI)':JWAS9IX_?
K=JYHV2_ 'S\NW+ER\+&V-X2\8U *SDD*JC3A\)\$H"4W)!<_ EJSX\7+S? \9
MW3ERVG;= \R.9=0FSY(K7W,K:7N=;7:
 \+6O=!V\$AG7Z+M\\$:W52R#*H:ATUAK MA"Z\<1F*O-E'-
U&"QJQ^RR7.R>01CZ,G\Y+=K-?N\ \8*JY)HFWA5^ \V\Y%
M*SXI.^K)":P&I&2&\'+85B'Z2*FW,,?XS7L"O6CR)>
@!O#++=^ \^_%BP^ZRE M!JKHJ" \,4)2LL-=I;4H?
>%)K:Y=&C%#F5'/6&'&I"2'6ZCH;=&^IL/H\^ \M>_ 7*_AI,W\$-?
CFH)!B7T,LO8#OBW/ \8 G1^ZSY8"=+9EW!+35_ \L/^W;L+^ M)=UT?
 \GKH5\$R0A;:"EPWFX5@/\$B(,;W,_ S6_5GW@MF7\ \$O:-
X334S7LK23WMPNRJ\$H.>_ V6=)6@(T>\$ \$DV%SS;CRL MULD8SPC(-
;PN58_ "2#^+5"W7LBZ<3E.:%\$LH062^ 'D7QI!\@ \S0;>81<+ \J
M;LJP)NR^5L08D84G,;^E5MS! 6S1TD<=X \$9RN@A#1T=%O
M@8@=/\@U_!H(^.Q0H:9:-L%KYK#!\$OD1_8S\> 3!
(0\>D/,F>/""GGV3AVHC'A\!)GT0/H M"

<(GTB_6B)!R7G23B=)2A'[">)K>8#HXPM(I:I\F\O9>;3NS,T4!A#I+A\6N
M8%1I#R&#!7!?"GTZD@1@Z5.X6&Z+SZC+(C3SQ229*Z\&3B-
>@&P;,+JU!R6 M:SZC8T=DD\$QO@_!K,*_@EY?
=%\#!#52==@>%>=1&A+\$ KX956D!P6O M=5_P5Z(
D,GC,YI&P1G!P30,THSQ.;^GE*.5*%^Z0#*I>^F#H:V-B%;2#ROQ
M=18D7P6'0FM15>^[\+IM"@ (Q&X@_3S? 3SE#*5BR""^")ER?&U M-
X9N3STRY\3!T4CZ8;=C\JA""<4@&Z76=;^<&W54H/)I%(_A)A1M5/QGE"#V
M,F\RB.VCL0VZ\&\S">JZUJ^S33 "R'B_#=#!_[-*Q=O:I4=J8,I:CP BKZ7
M+^?>_OAA0_J\2M4'6\$%4H\M'/@=WF:DD023K//;_,0MCP4EFKOZ
M*JP'D\]/("#1?BTEUL?7;YP\.%=VU(!%IL9#XPJH!\.4//6>4C?Y;G9/255
M)6_K\HRUGVC* N:]/TWUPR.UJH\+Y._\I\$YQ#L\.;G-#)G<\L7-%:O\7B-
M.X^X;.('N4-N0\ _VN=*X;7MA>3E3EKM/N\^Q\$199<4*;)L.;Y=7JH88H7
MC(;_M,LSTWK<(??3VIO\$'Z\>?7VM;V8%[7O" _+"^:M3\$|N#_NJ5*[\^CJJ.>
M;&PE'EK)BFW3UKQY_*5"\^CJJ.>,\$.)AT'FXDY/5*,NE#1E<_FJ,J\+LG6 M:
[\^CWE82C5CEG!"T\POHPOE#IM^=+")2*!+V9\FDB\ZXL&0PJ//PFH,_B.,!
MP7DRO:/J6Q;9)2H\4J;NS#L:.#K&2ZROM3XXBH
M.)_AI_ X/HI1^>Q,/PA*W+BCV,JFZ_0I9\$\$.8R9KBF3V8X0S_)B\$B#E:KI)0
M'V-U)UY4#!VP->:O<9-K'G5_=CU(4QQ&\(*>;:(07YF(#'G\KJ*MF+7.*T5C
MH!/?
1\$I%@GUABB,E*V9):S^JFP[*LBF\+P<^Q*NB\$!NF_Z7*Y.3ZENKGDP55
M9>:+"IUDJC!5OU=1 M^-LG\$DQWY_'UK;X)*&\<405\$-
EWEK;U5!O@S\$B33\!/=*"N392MNV\EE*YFJ M.EC
&%=*YRO\&Q\RZ+CJ0'!/)"5J?JH.:K5SEQ@=-\GV)\12#D&Z5%),(
MF2\|E50\=!5LY<8_8BJLDP0\4@312Y#B-
NND%XLU.JJ:V.8Q4/0SQ9TRR>3!' MPV_594%L(B!4/71TS2HG\OBM':-
Y\VG\ZW!<;(I28Z(-L\AM)T\YR53=1VS\ MX_)Z0^|V(!D;EHG,E33NZ-
*531>@S/7/:\$D-241&U)XI4C :P2MKW5G;63IE
MG7@14XROV7LM\MH\|C%_2HF+?,-F/"2?H01MO7XZB\LF##K!(18_5M_I
M9JT3IV(.|>U//^UL21.7!+|=1^6!8):5:"-X<1TY&_>O=3'L=Z@JVOS<%Y:
M)9LMT'M\$9)QA(^_M_'G(?N5N?' +<|5D49OTUDW\Q_@/GCC,4?
&6OT9'1ME!T MT\$E\6S5I=75BXWBW\;04>U0WHEPU"B04-
^|H22J;KD8M8N/G39QMHXVNI%' MT95-5Z.VL'%||7"X5>N-
,C<9IT4!_P)JL&&PN!&#U=7MT8;?W#)AU=DLVI M_10'OAE_HGQB-J;
|HHXK;JJ(7-GJ"|R:Z6*_3(Q6HGU\W=4G:K/J03.|=.X
MG;YF<=9(&G=T8\NF6^+K\IM@HM@5V-@^>TZBJE@DB6<#D,DS\|
G@E"R*]=D MI-@+VW;R\$)=,M0367<+_|R_+1@G\U.Q.G=NLDVCR)U@"Z(?
Z28(I8_M3ABOTPPMC"(L*P\H\|D-R@9IBK*TCK&#&H8J>GX3^8U9
M\3LVO&MJ4%PQ;;?*(@/4=)*C.6#861"SNGVW)**\|"J(!TN<)QDLTP0T?1P-
MK=@FPDZ\;I4MYSX'&2L(N*:F*P)C58U(GWA31T>CUI;#;33(+H.
(_!+\$_.1Q#_M&H2.?P*UVBXUC-2IW)QP98A38&&VI=\$\7FR0<5\Z\(!0DP%
<-8O7RFLR9#FJ MPHDIJDK1Z?SMQ7XVM/>O.WWE;_7/M_1J4WA?/S+
|0(E\$;N"_\$N(ER^*"0VI_M58SC;_HNRL?A_DWS&.%9);!F\$MS'Z/=-@;
("95\$8Q/L)%3BBIPPE4S3\|P58B
MBA%SM/\$X!"P\58W>"FB@AKKI',H<"^*XC4PXA*"9V1@G&5T7%W'Q+6J
H#G\ MP:W,WHWB(=V.GB*P)80EQ84FQ:T)0GS>_2
DY(ISGCR^|MC<07H7-[S!"4YNL\F\|L_@I!+ MHA?
BCP\,D!_QD!B(/B<@<@S502+C9(M0Q@|M51.!!!:'"
S',HK'C).*Z+P"0WIN.:81*,S(Z9@F7(-CENI8(\$R*,8/X MN \$),S5IYX)-
DVE>99PKOCF7=K6H ETA1QM5&\$-_VS.EV5^G53#.|_W>34FB M-
EP@|%>Q\$BZ>!K0@WC
.:3WA8H.N%_ %A"C"\$";=)3)5\$F&S24TV+^AG7\$4HF

M5!F|QD%RIA^+JM6/WQ@>N8&T3|6EA0A N<@&.?TWEH*6'N(%S<
63OGX:|W1 M4O?X;LOE.C_@@Z,GL.4(| #CA^B9#ZDM*/L,@B+^H
@FK^<5J=WB"9<&J%0 M|?;*#7YQGV.DRDE;'PDJ'KH/O9*#-
R7M2Q)%F^E&(3U'<:;!&TW,2/#K23<4|JM<@DZ"D+*%I:9K9G R"AGW
731G=2G-%@"W M6?
SJ/CHOB#1@T*BN:8'_=6"W00GMNJ_O":.K44W3|O*\$#@FEV5V0HVG
X4ZE*B=@QX|_KMVQ|_#.,@ M30 M5WTX?A6XZ!5B-3M99I!\$B.M?
GK'"#\$BZDJFUGZ|'U^|'^+E\$BL\$(/42TBJ%:BI^7;U^^?%FHN<-
;"CDBE+B5 M'%)UU'G|4Q<0C4*JUNOX|7+S?U;W9IRV77<_2&:M47357-
/<7DE;71#+6O=! MV\$AG#U*:M=5|O.H>OM-8:UR_RZJT6DJ/FRA!8_2
DDN0"^:O\$;! MV!8:Z+MW'WXLV'W64@-5=-07)B@!T:D>:|N.|X4FM0%
[MV*|J.>L\$,-B\$|= M65MVO'GSX?
V;=Z|>V=_\$B'OHRU\$MP4"C"*TE&|_+\$_%Z/S6?; 2I+/7*DUK
M'|K^UDWHNJ2;|B|Y/31T"M):"IRW6P5@O
B(B5-.TKH_ZUXP>Y!JL_);GH&C M>Z|!CWB@B8BZ(JV|,OKJ|;O7|F)?
T+PGFHYH\AI%:JT!'R5HPDH.4R%G#|NT
MD|YRM4JMNMEKHP=\$DLU=1%%+)YFSP,DQGI'=7ZZ2*7H:/P8K|A>0
MF--V8_'GZ=;/0%/+T|H.>>U'XSV!0QFPZTSV:#/ SR+W?V0 K>=#3ZI3.78;
MK-F KY?*HV1Z>_6S*'BK-?|DA/HF@628.:Z)402'XV2*DV*?WP?)U|%LAEB8
M&1UL>GUU-KK3/O,U.^K-#C(!1_EVW&;S#/(,+S\$KM\$TW<0;THD1
I'|GE0@M M|6ORGDQ4_:A)YG6P;
(-W%0+AC1*4&J2'8+;T*^AJYF_P|N<.DA=Y@_A. M5T\$(NLNY-/R=C/KL4*
\$E?2X4807D#ER6A|/2W,N*6"#R34T0>\$BP3&>KP&9 M)"#B|YPT9X|
(*9W|0N:.)\$YE5K7CJ-FH%QM -&'=C)0=GIH+!M3ZS1:4
0D/SLO&IC"KM(62P-I5(9E>;0PQ-M6.J;/J;
[XC/*@CC|3"%)YMJ;@=.H%P"+)JS.U&.YYC,Z=D0&R?
0V"+|&,CA:B:HH",2_NI<^N *T\$=') M|6/.C)|PAJAJ0Z1\$J7R|1E&:\$WV%5-
;Z3ZM?BH)&%A^|W\$J4""O8#G@:|VGT M85LH4-)*|6.|&NSM M-W8V
=MN#1(|89(<)G7N'DNNW%%;)|HI!N%'KNE|.R3HJ|M/X;\$94/.F>4+11
M|9|1@MC|LDCMG|39-"E=W-;4 .Z'NEF@A% =8SM,|,W|]^|A%<|
<.ANKR MY#2RO3@J9U99QQ|?
OW&27\$3943|6F!H/C3NN'DQ3DLY#JNOV8&YV:0-42F:7
M9ZS|'%^=SZ++TU0_,E7=)71Y=O+WG-(\$_%V>G-
%C29<.|X/7@E;OLGF-.X^X M;.(:[G |G#_|:)|5B|>V%UN6.VFUX|M-
WC'|K&;|U,7\$X&JDV>ORS+3>\$SEW
5;WMS;N7KUPX550=|8092CS4+N%>|'^=XF/R M#.K=GZ,R.S_\$6_6WE4Q
5DEA!..W| KIP_EJ)R(U!'|19E%(K.T3CP=VU-M; < M9L?
7^+BE|>NH|B>H<>%A@24)Z4?H|O-./&8&4GHK9|87|+8A|VB@ZQDNLI;
M#.,0A3B?X:./^#Z*41FSH^5(&|<46QETW7ZMKL@AC&UZ>^+
(M5CA#AF(2(M>:^ODE ?8W4G7D2P#M@:|X T|N#/TT"4-SNM
M"M;F,%+%),2?,%#UT-\$UJYPXP 7?S:?QK|_QL3E*6UT; M9G';3AYSJFZOL;
|Q^7UAMYM0#(V+!..9*VG)8D#A|>!=&* E1L6^8|,>\$D|=*EBY,JY_.
MXJX)|Y%HC\$|O#K^HS^QVAU|UIUU>'#G:'6-: YF&|JGCYI_?|\$,?
1/8FT(3;LL*,GH"DL&A>EQIRY M'.SR3@OK6K'0N@|(|C+.L)'SD=.HFS*4-
SNM.L7F"7E8FO=| M^\$<>I<7<362GI%'|=|LNA
%BL<54B8+5="PLU:M:*(Z98B-0M-AMPU 6,+5BTBED.!P-
9L6L5|S4.&@_#K()GGZ3A#P5?V6@L9,4'102=5 M#=#6DU;5|C0-|QI-
RD|T&|"6941"5N'%Y;9LNAJ5>XVC_X;#;8B-D7>'VZR3
M"Y8_077I76.7Y|@3I<,2WALY(CFMNGKB<6>H5537',Q?)C6 =S M
JE->X8^\$82273IMH|-(V+:3^UHR576I6^/P|R+1@G|U,P'SFW6233Y\$W1;
MKK:@@Q#Y"3!'&|S?\$ZS=#22&=2=-!-E;;

6M^VDDb*9:@FMFW=QS7JV MU;+Q=6 =%&K@\$O&9H6W,/"=&
M"7W=3?EO]<^WI&NS>WQ_,OM
B71T^75S5]"O'Q1S&U\$YD&RK;WJ0PTI)2A M9(JF/UA6KZGVS
I.X#B:%K^P*FET@5&PBE]L\UM4Z*8#Nzi1A*\$F>,=ZV9,
MIMYI)19B3.Z**")I0S9Y32URZ!PQN>UT123I=?56BZYZ(ZQ1+,WAJ\R2:
M12\$52X,PQ'G""O;=^UVUH\ _4Z'VD924 MA7M=UB_41I'3I@S5X>/U4V@
\$TW7R7 FC_#A.!MBUERI.= "K+))L@LMS3 M %KK,DK6AP23=?
&C(B*9J> FG75Y2V\$RILH\P)4LAOVV6]G^AH=H=6.0D7 M08KV!
(6N#99D)'F-*YL M/UZ:UB [0]E&2LSXF1#W#;QH3RGXWC2ZS
MZZ5F#7#U=LZP\$CX1@/E=Z9?:6T-P"]HH9[3:'C08=N!/'B/CQ
M+XU;K83ZJ6,&LXXQ F1_(Q;:C)?(I6%3ORPT2P\$?CO M+IJ-
/!K+&NCOGE]P9NMO/1:YH"E;4CHLF0)D'(9;T2&K*;R7JR!9UXCR5RD_ M--
>|4YL(8FTJ)NO5IE>&'(ZG 3W,;
(;RZ8IW/(+XK@IA84_W9BGC>\$,%O&G5H>Y\$J)@RVA%0=M0FE/SY\$4RI*G
M=AV#^9H/^[]>R7J=VVINXXRR8(%CRH%TT^4-SA"\MTF?
KC]'\$Y]_M5@H??3|+?+|D5_Y/1H MN'AP[I4I
[!S].EM\$QCK9'W0(MLR%+=+P;+"JVU=:X&"I?!DLS/O:L7?RT=KJX
M>QSL>A:D43J:'72\!0EJL6L2[5.PJRZ.6CO!F(M?4C2:7:19M&2U(QUSZZ!S
MC^YP,Y8<@@+T FT8I MV.T3_82?I0Q SX0>I@?
1H^GPL:,8J30R=%OBM1F#! M[B N/O@,V&U9\R@/V: ZQ=!=3M-
R\MB\$.R33[8LZ.MS#-RN.V&1* MO3 ;RQA79:UANW ?
JA;FZ)).A%VEL\'^&F6+89YF>(D(!XT).I/EC3CK"FF
MZ@+'K5VUL'P4T_%J)YEQ30*63J7D5FV/*@|TCJ'JZ|/MRY8S0%)9EKDU-
RNO M3J|2.N9\N5>NRLOT-!/V)H_HVKC&:3I*JL_ &5OPYK,^Y3XI"T:
(POCN|V_Z+V8S%&[3 ME&|.1)8Z[0Z%=.]&<51L75
NMQI*C^SO=I!KW".T7 AT-ODR+QYQC;(%(BQ4 MBR J/M/=2-EB/=):L!M-
GZ1: ^35N?/ 4|BH3LM3)AO+3#:0F\QN#-|#3AOC
MH|O#5V=XGQ">DV"UB,)KO+DW@UP+)M3|^X;R*.VY^..PB!- M4?%
(_SH*[BF|V<+9(CD=)7=L,1%ZL!11>D?:FR|&YM. :)JHS3%7'&M|C5EM
MQB8:S9<\$WZ>(/+!!726K/#MP"4#?ECL:71_S_+EBC(ZFZ&()*92VOH|
<10W"T'G!;^\$XWI7TV
M'G\$J',L/+IY6*\$FK#QMAW:>6P_!W4!GN.WN@=3PC@I/G;_S^?-G__?
7S|^| M^W_ |U_A*G_Z+7G[7#|,QN7_ C^4_7GTA+W|^M|^+?
YJ=?/KRGYLO/ZW1/_X9W;U_ ^33CV|6X|&_+A|^>W=[6@T>K%XDI|Z
MY_3^|O&?"+"?_ |N*G|^0_7_ |Y|5O7_ ^XNAV_O/O/^,AAW]?AND_HW_ |
M|J|_3M/HZR_DXYO5'R,R>A%_>)W/7D47_W7YQPLTO?
KQ_#_ "G|HfMS_@?YQ MNR)?7_PT6>'TY<|_/9TMS_|UY|_ |76Z_#@;HJMK?
#|/^=|@ZS|_ '@;OR*O| M_Z"/GO| "<,+._O'P8359#!AN?WMS?_FO?|R_?GJQ?
#CQ<>'_+|^>3?Z^-OR MXY0%,^_O:R|=1DY"<@< M9;>(S#!9%DZAP6-
H>87 3AXN*)*G7L!G@TFT4A(BU.EU:\$_(DDF|R|+A'V
MEZ6NDM1PM7V/60B+6_):SB"E:R2\$_.: @=(ZV:@*22""V#6B%C#:EN=-
YM?4 M|D6E+;S^'&3,"|&Y:K-"J<5-8*<,UK3|C,LD#AF#U-
_"OJ%#Y2A)>>M@,Q M =(\$M1IH>2SDTLBT"*+|#5A9R54|J!KY@,-
!RQ35YQG:'JLP%2C4?0FV.*^ID@PJHO"WFL;AP(_[*|?
TD+|P+ZH922LLZ2_I3 M2(W\$8;"*LB!VO1UK?7N^A-
3A5"TG>AT879O!YHU@^0SD',T0(6BZ'^\$D>-H|
MGG3,&4VB/6.9+I3.PW68BWJ"Z3HYC^CHHOL8Y*F5*|HYSHYY14=>+Q'U
M#@SJ,)4CG C;JW?R||"5#5%),|T!A7'N2\$:\$E+;#9/G5_D=D2I5T@_UFG|(Q;-
E_C9,Z""[8G)'O5?\$Q>|A_RPSCPJTR)QP
MG;U41EE.DM%L2|TZ,&BF*ZC|/#*
RSW\$5U!JG9\L,0O48Y|W'VQB@,Y10D+-! M=HGH0()XG

593GM=U\ZT.U\2+L?6\P7CE\$T:N57AU;\$1F0=)J&SD!A MJUNF-
_DH@/!"T5\$CKYD(41E"W@0:\$'5P.'AX>51V<)12HYAVH:1'7#3L%| @W
M&Y4_X|=|T>@=Z89<.:)^)QG=|EQBGPX#0M8S3% @ 5A<6CFAHW|7J\$?
+G.,JB MSA G:+G"A*
[P\|V@V0P0E(2HBDKJPAH1C\ZDW>%A&8AYI/30ZSD(:K%8\$A1L= MZ!SM?
^|"0A*.|3M;2&(>J;5/&"WOZ-J=S|>Q|3BN Z8R@?|17+H|QW20#98L
M2^B?|"C\$:18DTWI&#|?WV>-|N:12LNH;+
|,-7?,+RCJHWZ5!TF4^\$DXE6IC; MS%W=6HC-TBA::+
"94809V5LVQVB\$_KMP5,\$9|_M" Z71>T)0GS>_2Y2 (M|KI(94;LXQV?
HZ/M>D-@B#N 3!#J.21|WQY+* M!7:X1,4LXN/FC66_O_3#-
"VH5F0QQDLWQAX();H9432|#,|^>?!('L+1Z%
M3N3(4\F66C8*'DP@WJ4QU=MUX(BO%ZWQ8W UGK|;Z|6J31QA8P>JO
MU.%@I&G\$MV# 'Z#%!TT'&:'(PEE1I>
(R7L|0G!5B!1"06?"2WU,JB5*E"H'\$H MB%IZU(1, 9<" '0Z-)B|TH!
[X8|H6|@2U10K;^/'P'D^U! M76,\$F+?8V;A.;ZGTG%TGQ*DKUFGM0F=\$
;5NL6O:|:)J|FIW3&GM\|9_3|A/ MX;WA_@_E80@W/2*3WAL!NM|BY*
3A,Y:I#JB5-\$!M/0>PHOEB)"UUORB/|/3M2Y\$UW--(-><|5Z F5PQI^
M=6PT,|J9Y1-
\$Y"\$*Z2K)4WI^IUQ'%C|_ (+^A7W^A/LJRN8/<&0UQDN9+1.C@ MZ)=
ECN71 <>|9NL>CY,CATEC/D_X0S%GX+E)@OZ-
8I8@C/MU2|KW:KP%9(R#BTUEESAD1 M4EN^O'5^V33(|S\$+-
+L(&L\$1/K%&A%26|;|<^K\$_4RMWSC|'+&05>W3@|H
M%V))..\$MLN =*",-E6D4G!\$<3,,@9?E\$Q_E|&I)H)8IF\$^"L|J4/)H\$V(EM&
M?"!I(5PDB,S7HRBF"L*G0-|X+?KARB1S'L+|4?G I|EW&4!| (32NPW"K|&<
M,1E40U+0ZXLB:X!@:=HYM|JV2 "9\$H6.'Z5 M=D5W(F'E*@"W!9|&G|:%
*62)|+H-,N@|6TZUM+M",@>.:U>V!J:L)7\|DAG< MUD\|8T
6<0CT39SQ,"KY(:&R3R%M|ED1'89F&,2|. =+;OH.@_@8&GEDG.*& MQ\$-
LW">\$YR18+:+PFBT*9ACH1LU3<@!7R8?'U01,? R;/L1.H|@TR,)=
M/FJ\$|L9FU4J9W7(K3:|%'8-|RI*8TSTUJX.TZ(D7'10%M*M32^,\$,
CO/7=26|S|'T\$8&R@D?|@QO)F!-<9*>9<.RH-%|#S9"\$Q*P
MQ|C%G@/>|7P:/>"# !R=E|CFH1O1=) # %09)%H7Z@1J.-'U^H-
K""B;JCO|R| M 1DBR39AM3:>0%9> H&- .7.52=JZ^11=E)G!|!-
?'(4N_%2V7M_X?V_U7J. MCU&V&,QF1=& :F6L--@4%Z=-X|KG|CW!E!IX?
UK@Z<0/>HBH)|>G#H.'9N%7|W/^9RIAW.SMDN(N?
LID=!P.=UCX,57W)5!2.)23="(3 M=7CG|X+H:.P#NTAJU):XP0G5|U(<1U-
FKK"7-= \$T"D#RNA@2|X=)/|8,=W\GLJ+B/8BB &=8-^
^);.O'XKYF1IE350H/ M52ED%W.GJA2GJA0&EK|
|IG5\$3K;CFW.UMD@QS/&U:|62AIW(^&XF1ZW2|LL
MP<3QUMF^@&U>:YB| Q:V|DH.?CLV2'&!N#D"02_1H1%*,TW24S M-
T!"T\$B M>'(+:JV_3H):GS&\$GVE34+5(F.(F1:W;ZP@E\$T26USA(J(6#7C|=
<0*JKG'V MR?6UT'%^#ZRF/7#\$F<\$WR9F!R9:Q3*WU@..')D/*?
THNPS""X.(Y L6S): M'A.AV55354#GW.G%7RKG*
|6:'I.@L=RU;3<4N(>OXW-)4\$,I+2D?(L|DG^=
MNB)T(_Q,O&QN>#+.5XC<\$OH7NH_=;RS-|OT|1'3%05T<-
>HS&#NF"UN*#;|: M?:/OH)8U|T)I09"Z?AS*^3.'\$FYLV_J(&J@H^,VM-
P1Q7-N.FK#G7#0K\$^B MB3|OQS[%TP-V)Z|_ ;UGO|U)N
A2E(Z#&*6CV8B4@S^/F#/S/B_N3#0VC'F? M7EPUK7EFB1|
U;C*JMF|=Y\A0B&RI9'IV)QYLF OUR2/G3,&9\$GM8LJ<,|1!_O!6&^|L M7>
TC(T!7A#)Z8#9YYHI1.'VEJU>C9BD,'>Q!XL?|Z"+U;XEP3?IX@|L*%?
M):L|HW_&25@<812OZH!!7DZ#=#/|"VOESN*N\$.?<8Q|>) MG5A?
>L^Z;=;7-4|F&2++=89!IQ&K,OL;FBY MD*R&TV-W% M|.BV&=

HD[E5&R6? GI5%3?'(UQ;
[Y5QKTY8)Q, 3E%+XM8(S>&K2*6):*O%1=N<(;TDQD)FWH- M/I* NS9MD
PNFY#!7P-" I-T4=QF_@)-J*#ESQ4X!RP74Y<%/CH@2*#O=_C! M"H<=U-
M\KH#;,\$?-1/"/ E\2J<||*<||*<||*?0@6\1IAI&#D!=,9X"!TZ! Z? @9X'
M#GQ/MV' N7R<;,JO\FZL)?B&JV16EV012NVNR9H-^Y;+131_-OW,=-
YIM5M M9;G2Q1UUXN6NU;J7@*/TR)Z"63H;S
(8/E89JJ1MFB8&&G=QDCO#NX(MGY"
MB\$M0F#%VXU\&E\O5+;N!2F;:CE8PV%UVGHZL3^4P_2H#?
5NC;JZ#W#4\ 'FZ1
M.:K;"W0S1(_*T3>R,K>LADDT=4I3Y'&AZ&4WDJ2F.J46ZQ_3=3.2R1+|=N\$
MVB7%"W*DW]^" ^6[.LD7?-S6/_,@R:(LV-03FV&R+,8_*,K&%O:QQ4O:
MPP O7WG 6/O-=1T*%TGT1\Y)Q=:AUX;95G=V.ZP@A7FZ'"N:W LTZIK.
M)>%>CKGM*3'9*?H+;NNV#P<[!82= L). 6&G@+!O)2 ,7,RZBQ
[Q8B=8L1.
M,6*G&#%Y))1ER(:PG[Z%SVBBXZ\$4:3I*D"OF[+OJ0L\$)1[RIX./X^EN#^.01
MNV+.OJMOB#D5? !*[:B(4V8XVSO5SKXQZ5;#";
[8Z"D8EAL,Z^@6\MO)&&-; M7\$|0 NN^GF=)R.2\$%K7L58BK9B*:W*V!-
KHV!2W M[:_PX)V)KLIS-JE=XIQ8PEUIVK,340S!%N^/;N-R3K'Q/8V-
/V7Y.O85<=O* MM\;BL#E
#4'(:=2%&,)9WY(+E*0D+G1<_VXG378)EF1|^14-:%5L\G 1K4R1+Q7J5I
MS@K1#G\$*4J?UXBFC*.91NBATB8)F
SM'1X2BTV%8N>0N47.2(LUF.0[K9(ZK+AD6<-4!\$"X> [TH(UHNXJESP@(-)
M E>G!!)?PB7A.XQ\$O#3%?(".#.%1U\ A&Y,'O%D@?,T2*:3
M1RH6UX5STNP:3=V'1RU-MNG+8T8#!/<%+AI\$+YA^WA+Y1A\|0(X)
DRBNCOT M@., '>G351PGBLI73ZC"-
,%2>X9L.#3*%HBPRAZ3;64/:CPQTVFCN[GDCXR2
M3Y>ZMJL!9GK<%ZV?0LM+TEI#\4(RS-
Z\$YFMNX2YX=|XDHP50^|P%|+"IUL M63;|H!"6M\\$.X\$%M>
<((/BHXKT@;Z.L^A;HY\$5/Q&BAFS1 B6KA|2U&,U
MQ\$F*XV@:9&@ZSNA_MZ^,-[Z]H.;4Q:3L%E+.R1HMGNY/0A#
M)E#0|!*30;H-^ML;XE N,/?CLX@DD3@^MR"=O2
4RGK8E|QU6C?|\$H%X|H1D_+[:%:]>,3^J& &|U141 M=.
[BD|+%Z|O<=IPYO<;|!L7BZ>7MZ>7MZ>7MZ>7MZ1)!V\@TN|,+Q+\$6|F
M^+=T !\$UN,B:46_)!6YG?AT [3C"1P;O|JTYH3P>E/LG';U*+.5T1Y%
MO*KN%M\A@BX?1;S2OY.VMMYFB!3/>9=_([1*\$B*G|%&ZC33
DPS&4WC|PG M@E/WGBX1':_/Q|RQ=
(LQU,T?'6Z^S&,VG|\$2DVS|(HXW\$M>7 0:4OX/M;0(MF%3P7Y)@0QE-
JZ&7%TK:@.YOI%4\$/OV-[L*;9TK3>@;S2LZ-X+2;#NH 6_
MQ9(!>!A2>+>F9>L|^@O5&P^4PEO8-TYC.Y/2?9[E39E9/GK>32C?
*,;5!3\$ MY8LCH|M.VG=E==/?JBO;FJSCV'|?3+.|!#WZ:
(_X7J'M0M2X(ST^LT|7K%VX M2_FF5O?T)[N9T_WLZ?[69#
[686CKMSU+CR7!WWY=) Y<&\$>(@-1<%ERN]"> M,<*>LD8,3(0
>BG*QC'5S!2)Y5EAIV:ML/&[OB,X5'P<"WCPF*0@N;\EDQ
M;:^ZPC*J0L>+RPB0854(0>[6V(JX0X7+<8B7RZA(J'2)\$/->P()U.GW;O
M66L(-4CM]=*5?(OC*%P/PC_R*"UP9\$2K/F<8AZ\Q>3_GHUNNFR*NZ?
0UO^:I M\$!O--I<)|"TF6VYL"49IXC2|;W&UP?8&5J'0>G+^R9VW|N-
>!REABX M*O0/7&O5"0"Y3U1;LU(/9H^
M#'#N7#-5\$5B^U,>@EZ"0@F6'J#^VKAI!%TH
MI2O(.3M<9%DSC@N81%E,QW%%A4@"5;)/B!2\$P"X);+T00 M@S!
(T'N/&23""^+2L7+PG@6TL|WB&.(E\TD\$S23U7)55KQ|_KM2C**6:0.J5
M7@1.#[1F7;|=NJ3K:33UX82)Q:S2 8G"Y!" /+^T0C#-5|&(M:2 &EIB0\V!;

7<|!F&ZY@V\$T23:YP!RCTL"SK)U+^+X&(\$%+AV2 Y%I B)P
MESA:4DVV&F4< 0XLYY-S+LED//J\$T-
JQ!2SK5VFOL)K<>ZH@N1BDI/S&SD M![T>NL6BG,;6<\$N\$'P15*+U9>/-
BL@I*H0D")J&C MY\$H\$*CEMBWQ(PSA((?R58CH>G9;
NT>0T/L09R#_VD'1:4Z9Z:*N))<\$WZ>(M/+!"%ZDCZ9}QPLJV%7?
JU>"90MV/4SOMTG*K<5='ZY!9XWW/&(X5*,0ZRP M;J0C|H>^W";92";&
_=2=>(C@G53|R2^KH|
M7ZGN|1L*R.01NPY7,J3NO"UP>MC|MWWUUBLP8. ML(QBY.
|3"9%,*@67-M.5L/(@PS-
_5E#7<&T&HK|YK\$@" ':Q7H8QWX0XV+%U+*06.- U,*R_FD'*K|9|X|N;I
MO'!=|5IYNJ1S3S.FD#V@P5P0W|Y/B1L>_PX2&UH)1-
VGIE^0#DX%3T9X\$-Z MT*++0!Y.#B1C;W\$KLQD,W*57K7|?5QU:H\$L@@@?
%N[D;D^A)ZUZ_JP;7>G4% M+*T|8%
C|B!O)+LD#0.6DS7.Z:>%USTDS/@^1YM_HX1^N+ED=9_/;P|U;UP#
MV;BN|N,:W#.A'68:4M0Q0=O|J|RZP FJ(N:@[5V MD|.)C6;%B--*/M9B|
(ZY94;;ZY5-2V8:H@QR92,8PU:J-(9R'%X+J?L,L8%A MMAAAHH. +[C2.
<;1Z?/C7DG4"R&_BD-BVP4"S*&22J|1R%T72B:O\$LC^!5 M
S&3!6HKH MU+.999+DC6')0UV5FM%V!A33@;@0TZ=|!LP*Z|SWP0J(?62
M.,Y|*_1KO=3;E^)UP)|3+5XU.TZU>"\$OY=OPYCBU>?)IMZL?
3G1@QY|FDG6 M%40/43A*M=U|L5|7Y8_H_-
Q4/48|*9/4M#718GC'H/?!,+I/>&6YK|1P?2? MEG6,E;WX,,-
|%=CH1%G:9>+|0"#ZP&(\$'3*+L,PB*N\$^3>5DZKXQM%\$S"G
M>7XJ7O;BWJ1X5EEZ\$|Q?2G!H^-L|K2U(
6@091+N4\$H5OG0TVT9)X|3DYE/6 MVJ_RYH'2E!
XDX:PSV,\$F"75\$#;QXRVM T@VC94J|<+(\$76:+7PSW""_D33
M/=E/=8IHXH\$G!1L,9U^_VJ:|+%!((?)\$2H@,N_BB3W*MR:-
T4>1/FS%5AE&O;DQZ\$HYFD^#)|9V-"6D/VIV%O#-#4^?IDT6X-'Z(F!_I
M\$I.R,CNE-DKVZVRP6A\$4;O)D3-'^YU&R7X\$IBT;,XX#H/.)P3|-70*;!O@4
M6N->#TRON:08|"?M4|L1C*0?\$J 5UCK91LW3(VZRFQ8DJH5# #"P,91<|-
C/4 M|"C%M),|>
<|>)T3W.2.^P<5P%CBFE(^V%S5&X.=I@NX*ENY#7QA2DDUAG*'
M5ML\$MV5PW+%8+*'LSWAQPEX9IE!ECAJ#X+J,Z+|1GAX&T-
SVF0H7F-.W4=Z M&'\$!2.6J*(2;B/7R
Y#'-2IJ/?;"*H&\$RM#.|N+B9)SA|"MTU+"45\$|5*ST8 MM|Q|!ZM:?
0|(5|C+#RV2/=Z%>I!NN?D>_)R=8*HOW*\$L)TEE(-|5#U>._H
MGJ|B9+>L_0"L&5?('Y&;?9>Q2)\$M^000)W*|TD6HRGR9M+/Z%|8
MHHRXZ+<2RWU,-|!0%U4IOC;Q=@|K.
\$U!O9QM@NGE8H29'7A:\$UAJX>WQ;K M00|SYZ&LXWRUVKQV">+S(
M_|BZ(F093;,01*(%WEEZ4D5,*!6IAL440S-%H M=H,34M9!\$.1JX;+)-1%?=
|*JQ5FRS06.8/D@RM)V+)"@^V1ZDVL&SJVD1=+/
MC8X.2|V0@_+Q%T|V#Q_B#J;_R3<+ZY;@2TR6@6/6Z5+U="=NPCYM-
W7!=Y4 M@,&;-5.5%_H(G/Y@H\$3K= M^'P%UDZ?T
*IE&!NX@PVE;BKSO(J5'F)Z@5ER.4|>%,.)#);=OBZY @VMVW_0 MG
J;&Q(JUR:|. ^UIS""%8,?Y?1I-HX"L1^3BC|QXBL(24VQ6/*K|JM/UA:>
M.8PE;)2V-(!:)K>P"3:S_3KGO|MX\$Z?#A"J7EIR@3NXJK!"514
M|*!_O1P(AHAZ2'2@BZ?S5 :L_VVI8VW(): MZZ^3H-
9G#.6;.)3HYSGS9FTBW3:RW|7.IB;H;[NSC4YC@J4&'T_QP1WDK4VP
ML",WE,|R@|A>4M/K,3|UP-3*90EART?S))JQQ.O9("P*U+&1X3@*
(U0JZ\$(3 MWBI,=<&.H:MD3^TBS;)ED(\$9[CH4+9V)&N!I6^;:?
8'YL(3&MP'/=F:W/C2M M3>N3;6V^\$FWLYY/Q?
#*>OQ7CN11M=RBF8FQZ&Y!L7?5-G:VK?P%(=VI &\$S@

MPXD6&WB!K)4J(9"4J!P"WN23_;
(6<4T!0ZH;WCC/C"K@CL>,J*YYHUO(T"J: M)\$^IAI>F@Y#:/D&*?
>R4\$3%9_[GUJ)/"!U4Q6|>0?8C03"IH-7TO(M!Q?)5 ML>L
/9C7|DK"SD6B'N,|2DB7;(,K|J!7J5_!PE4_TRKYQ67@./Q>K1+F!0
M;Z+.C<733=;D)J0|-
UE%^@^<9'24<37_G?;^ES3V&2ZHK3OLLA!)0'#L^BBB M1&>S*(Z8H++
7-*X5YC+0 RGH=!NA@D4_8/N_5X"&*6 6Z0#0-"UE09AK@*
MTJ/IDW.&_G!#,)UK*_MKQ0P1NFXV;T>V^=RH01-
\$T|WA|ORV5D7/HYV>)1LU M8 3)?/I-
5|JVY\$7S)93C:H"W)\$K":!7\$W%RWCCFA(,;53K!DD_H_Q^FLV#%Y
M@Y,@#\$E>I4FE|&40\$DOF(V_-?2K1;J6AVP'\$3_#B5;M-7IJ(RW8(5L,^E.
M,1|U|HOL@TZZYUX-%*F5K**JW|;(9"EC9A0X620*/CO4,A3L+"Z&/P99>(
MD@|B<19D.>UK7?NRX^WJ8D0|\$M!&:%,867C=|HE!&:+<42F41*4A/?
+5V,? MZ_73NRVL"8|&4BK+A.5,K|U!C=0-.DY!>0?
^4@=9L\$%AE;2*#62<<.Y(!KRZ/>B#@Y5NJW^-8^PYVUZ-P|N.^Y
M=YNE!DL)OLR)X2K?;/#\$/I.D6RG+O"B%|WB&R6-IE|RNF"/\$JB,X.1|,^"
M:X5|N1QD&;YM%@,=PZ8\$9Y4R+S-
&;V;+*/50I9<"5W)+FM(;X.%-18*HGME8 MON#:/JNO&K3-E"^NGF_)B;7-
V?ZF\$;4\$DH2B=-6:#&AF1#. ^1,9R^O?.\$C3 MT>Q7NF^")!N1.Y8W""
5\$P'3D73B@!5+,':|X8*|,DIP!X)6 MB*=RB2IY!_>Z9I+SB,
|E7SR&M;IBE5@CX&VQ\$|JP=?|INQ=4PN.*BL.8 ': M)
|N+L'VNQ=T079|WZYU40-7,\$H_.;ETALE=V5>|
<+%/|R7!|RDB#YLK_U6>U>|^-J, %L;7 MANG|-9YRH_#U&M?<@JH'
C5BYU8BZ KS:\$/V8GWIO3=L><|L?OPI0H2BM%A?
MHP<4POXZ,J*^7VJW/8*D@(+X&K@C;@X#|HC1H@UX2VYZ;&BL>RZ#|3
&/QAT MA@\$G|769W0T)#LEJ.!E=,>5!O(C_GW>QT)KU(*
(BV,Y(HNQIL6R>P/"31FE M3O#5Y&SB|D8>A& EJTY>21#?
BZGK\$EY/^C7*%@VADM:E2ET\$|>9=)%R:(0(0 M8@@YTF|N,8&R5>?Y+8
#_0P3@A|9V3"EUIPJH&>!2586EH/R@PN(6+FV&WCH M^K,%#0&-3'\$
CQ3TTC4MEJF+N|V|M9+?X^()1(:FN|\$!N ?\$=#S|L.5KKY:< M6PP53,
(O+L&;8 F3I4U%#=[@DYCVRF6J9%05-R_LCW_70>+HG>J#M|@&"*R!S2
M E%P!\$0|AR7+UJ&,'<#|R'QMSG48&4^|*B_MV (FM>JE?@%D%H> |RM;?
9'% M0T>G-
K@#5H"994(R1SBX)6)+O!#%#\$\$\$SP9PRQ;G@DK+%J^1JQODPR?4E29E'
M%DT999!+,AX%CO'Z:4Y1DNR|;4\$ _YR-VGSIX|XLD"YVF03">/
M5\$ "M)Q11=(,SQ_V7X%X.J/OP*!U4VD-Y8: !A,, ^UR:%^S95TOP&WWT\$?
PF M\$\$|/2D;S2T(|?"01/3KTT>8T|ODV3>_>HD29-V.(S!/ %
|!!^0"28FV7=\$K7T M";'6;:-PRA B6T",W=7?X,%J1?!#\$-NC?="/WW>QK>
_1\$3C(9^5!X<.:S3; MY#.Y#,(B^N'B:1618)MG-,*N\$|=JD?
3X"%/)-3/LE*Z%MERC"XB>4--7@&S: MD?"XLR.,WMX-)*#6|
|L,L.R&RW.#9).NG!;MOR*F\$Z,IH/-,5=FJP;(,ZRBUEH>#18F8,K6W76T*"(T
M32_IJ*^HT R2D I1-A;'+)(0Z@-
W9#B!)/FZ1FERPHGV0(ETU&>I1DU0%GL M#(3,LQJ"SS<'L;0X-;KJE-
RN.%W=^> M+J/BH<,E\$KH90'@JHMP7?=
((3:WLX.U5S>JJ8CG|T12,I0:\$^R%^39#421EN
M|)!Z"*8A0I<8C(.XNU)/EX\$1*NFD+1YI6D>O):6<#-ZT|4&'Z'IFBY*OPE
M) K9YBVH:R"OUT_7Q9H!(EIYP=LJ_IM5<+@N|D8|L#F@1;|K/+7'52?
7M|,-MQS,4C';:7LWO+"MTYJJ.V6VUJRIU"4?)Q1-
++YY'Z6*341%@&ZGH67?:"!7
M|DQ2W,R%8M>4Q;NR7KM*E)MEQ+Z)ELX=OZV'TVD5Q!WHY7H0.U|<+
(C/0<8\$ MJOH MN@_F!&DFB+7*F8YC^@EFH(/,!R&<|WU;)| 8GH>#/11:

(&3S :MTX71H M%H%\$#>1U\4+&OIX5 _!WTV%+,#GV"4TV%B*O#?
T\$\$1DALF273LTGW9P>25H
MZ/O)AGSME1P0S=IYWA\^L4TT&N_1AB;4M0Z\(/I7KQTQUO7I>|#||\$V&)>
M'ENX E[S7?OI5;M:HIQ>M9I>M7_WK\KO4%Q=34AZP MLIU .3WJ?7??
SA)@_O8JOKC1/MH7ZP@+AUWL %D;IJ?K???N0W6Q2/EHLIJ
M;H3)I#8.\$KA\$9Q!#I"M+N2N^%JL-PA:@1_P0@W6??0UJ%7F5\5X6DG-
MN!"-MTR6%+|TV3W9V@E+|2:6|O=?7,EH:Y,I-
*?'8_"KB6HP!R)W*EK70X;2"J*/4E,MI12>O#K!D#(FGM4 M08_\$)0YDCE-4,
(*5'5OH91=/*,S9R*M*W\$;"%FJ:4<:6%IU_H_QM |>&L|"5
MZ5\$^A*B,|1..8B..&W;H|P45))M-<54FSK"+WIPA0H3F&,M_Q6
Z8:);G4#MFF\$(:.Z+"HEIAX:QPX*/<5S|.U"D_5J&MWA^NKJ%-QQ
M"NXX!7=!'<4VNTODYOKZZ'^547M^QXM.Z;NX-9.KWV4;&
|4.72T:SRV9'. M&1YEO|J:330)*USU K|!5.9|5A7UJRRKY37*%HA4J\$ IR&
(Z=H|H#)C"ZVK"H
M)930\$>J_2NA+,2.%EAMEF>M5F:O#!5&*P8;H8V&|O;@K@_GW')|0P|J8N>
M=&)|Z9D.+E02@(.%2Z(_9PH?(<>O\$T7\$0 X#_9%C/!J5"+92I3Q SCJFD_
MN?B4|<2K_&O'%K_7?06Y4LH"5\$UK|N_SH@M:RVPPLHXLY-:ZCH)
|EM,TXE=1 MEEH?(\$\$*PMYS7B.Y|-*;;L"R!5Y3 M\$8+.41J2:
7@G%91Y>NS8AI2M"@WK;720YQZGIW<0AT2P)*^<*#!Z2(5)W0
M':LW,H|23?G,"A+#FEYO'1KP9H&8NH"4^W95"H0:U &|:GT=N-4@-*)..Z
MS(4XR\$H3.:|"H"?9E'^E@IRY'Y4Q3B-*P2"?K/JFKDEQO5#PU M<,JB5.6-
M/NKZO.(H) R/U\$2..RVB*'.H= RY9"G5I>|N|IP^=2^BQ6V! ME-?
&3;0VJKL|N+IMKZ+-GTL6IOF83V.0Y0\$),*.LNCQ^_6=/T:YT,H7I0)8 MW
;F%82V_7|)TA4*HUF\$IOI7 RH>"/OV=".@7' |^,6H0+R8%I)SDJ=/P09Q
MB?O:<<+|S24C-XDR5EUD__C"D3CB|H|;<22 Y0CXLZ@GSENY-H6<4@'H-
-S58@1.1)P-\$|W)/0@^ZH: FS*SE!#.DGD< M='A|!V|+*5/RYA
4YXF"J\$DXI8-#*V9H)9F,"8(DWK+VWC*HM(!= Q7W^2?R
M:91MC/H,H>\$BB/0Y(&|:NQ6O@\$)|M6&*>^%,V72?CF9UTMH,T.BDK_M
!Q^G MMQS%(QF|C)+ "7S5(ID-,5NSU,J\$'Q!)V UE?7\$4W|D_;;;<1.YI^O
1.N X M /CJ"Y:6^U9|S/3/DP7BCMARMSLD|>\$:P+F\$<,D)Y?V/C?
OU(@@79|C(O(C8 M,+79+FCHYZ)-RYM6=I24NZ!^1 GO3P:4 =+EKO>;06
M:I4 IQ \$CUP:3E_U"/DBM<7/6X8 ^'!+@DR?1 GXPR'7T&>#C3|IQF5))4/
M53YP8 '9'(UC<_!54+U+L1*U9=9%*%5'2EMK|F!K;4+2YP=/|DI',;% "R+F
M8BBJS3.W_7V&I@E*=6*|9*W|1M&V4ORDH"C|Z\$XVW)A.:9B,V7,P*AJ*5|;
MU1US^T#O/+U!>(S =,A!-7%79_X%6_75=>A|,2C&XN|\$/224#%!PUV/%A'|
M\$ \$U1,@5Q?NPZ'JRG\$)'^S?ZM'S?NNMIF:=|Q0/25A3\$O*HG0H|5,APKT (S
MBK?UAM+1;#<\$Q|SA4?!X6&FQ@XN*/I=JL0A,DD?;VGOL#?
MH5IRW4#Y4/@V+ M*W81*+IN4GE|.)\$A)))*T2^58L6LC_X@H5%.O&V%|
EZ.:>0F1U|_3+ '2Z"#3&V;7(*X3 MPYPN04Z7(*=+D-,E2.\$Z"
MY2#/%IA\$?Y9%J%XY@%N7DC_?K|*.-0+L>-RZR=FJWM9RVNDF+|&
M!4U+TY"W#.X0FQ2+K|^M@/UW#_2ED=UH/9".|S874,-D#VOX:DP'5*
NGH1D;)X)"9#1OGN2-3|Z3285_W9W3|)) M.ZC+9)X(:(&F.7OZMW%?;
\$;TE)ON967S4X1N@J6K^ZI6Y,&:HWUN||I MU 9E"!>&B**S+#<*<
C|S<3E8|B5C53 "7,#)23JYD|AG;AD7D=C|Q|7UUT M3&@3B)L^17?>W?
5(. M^;SO<|?N"IL!R1!|OOX-/RYZY4R0|
(3J'NJ(HM+D5(CB,N0|T|\$YZL!_4*P M#/1SXJ@|I79CI:??%|I+;;
|);;XN@JKN\$)8=I6|=QDD9\$&'F>VC|3M8X"C MM^+;YSC,V: @&R?
2BR)ESEDJGTKN/X25'XESE^H.. M-@N(_K!?-|J.C6T608|7>A0|57:^0@8<-
M.G# 'A|(>T5F5\$H@EPB'@+;19>U'6XJ@X"!V/&|M#@\$_NA!A M;
<-.&/C^PHL%\$N"ME&%-CF6'M *TTE,'NFZ6,_HKWO=ZP9G*#W/\$<7S@|:=
M8=IC=ZZ=^=:&,4*NP|38V;;1/^_0/&

(O)9*,&4>ME"YNAQ\NBTWU+CX0CE\ (M,\$(3\$K"
(H/%Z>8_C5E#7>_(A>\$Q!/IB\TQBTZEB8@|6)Z5!T='S#U\9HV,Q;M)|3,&
IA3@BE!GC0)8T0I<9U=ZZ+X(X"&C\$5)DC/:#MFK)!7<9!NR5?
[ZD/Q^?!W)4U&2UE#&)5.F.6_N7I9R0K1:LM5@YZ\]'(=8"E(
M#L'8@O\!O1*^/4WNJ%%
6&9H9E3G\1RUTH\|L.+ER&QY\='Q!O@%QSDUPLCZ_M,HH1<<&!POY\|M
\$:(8)0FD;L|.7MB!8TAU:#FF+@0//7^~J3_'"!1@N\2\$-T0M^A7%|<|)?
DS&*\$AQ@J97:9I+_62ZX(MZ[A;A.B4#!';KO:78)O(=!V%:_ 'M7D@?
1@E\FZ-VY+8WI*[I]^XN20\|+./QZX0CQ)^AX9MG=:&W:|1K_::U^D_M!)*2
=)R-W8GP7@9Q/%9GD;-E+A6|K>7Y^D_@\$2)>:*QT\$6D%\L\$9E3A?83
MP8_98OOLS'T_'|XD00H%*RP;6|.U\00\X=|K7N^B#L>2B46\$O,7%.PK\ (9
M*2H#8C+(,I1FQ:A:>W\$DW?9"SY"!4G)!;."V478&29(|<:H=G+6UCKLT3%;
M!Z*|E'(6&5*|H&')RPHL'.+>Z+0?9ZT8DY(%
|JU=9E9O4F0X\BYL.^N%J&E" M4 (MLV)MH69E'3:%'2-
V\$T.MMR'+A4#60SQU\$6(@|H\XD<+H)#SO*&|'E/ M@J\|PM)R0\$-&|A)
|S4("U\WF06O\RR0WNVV8L&0_C@B\$_PHBV8V9\$"ES_X8 M9AP\2O3%EG
H(MC:\$1N"7Z(DM#%82WHN'=<:"!3LL*AH5PC>(N11C_.UHYMTIJXW?
9(>^7#4G+!K: ',MMR_H*U|+6.NN^%J\^|C"9TDW*6|7^-F5=|@1,7
MIEBCLUXLYB8\$)WT^BK.5\ND9GO8"Z"4\$)M5NKMZ1S\10N M6)
|X<3FIZM\|,T341 MH@EZRLYH\Z|.V*2FTHNSPP"TDf>.HYTW-
T.MSY)J\|U OC;Q\$EN)O6N/+5/% MJHD7VN"
|ZZL'QW1C^B7*3D;MU0N(|*|DJ5UUX9XVU,?SN"#N9?X2HQ4<,J1
MO|U@7=|*6)?^_!4\$L#!!0 (,F4D%E?ZY!|=+|+??"@ 4 <&9X
M+3(P,C0P.3,P7VQA8BYX;6SL?
7ES'#>2|_|/@6>=W="BI4L4K(NS_&B>GH_|O\|@|'_^ MJ'^?/T(|?2
M?;XZ1" _W7GY7=/D_?PJ#Z,NUEV)\$^(|2/W_3HG1_G83?QLG-BY=|>Z|>5
V_M*5I^?T|_T6E_|XJUWG__OT+|M>Z:1KP&|A|U_|>/9W%_AM?<|B-
+,BWQ*M(V^3|DOSV+?R|A*2OE"8 OZT_.JV7/ZJ^?
|+Y^_VO_V/EU\4ZP;0G|*XA! ? MXB5BG'^?/6SPG\|)@_4FI
RQWZT2O.0S\$B;)"|K_180S2N |);#_AA+X=_*K M,^|:A|@VN+SY2DXE_?
U&\$6%'W\9E+;,"HI=|MBO=3EL=7I1KV!(?SXC_)1<
MT;8"P;&A2IBT9H;O,QPM<,"9.G+L=|J\$%!9Q4G5DA/_|39X^O_&|S7_/TA1G
MZ>|:I(0-QL+22Z\9'V6/%_2#>
(#+*U^|YS^ABW0UJ!DMB5+E&:J>J+_ \$9C M^EF<>6&Y^(*Y_'=X';*/B?
R9|B,X>OYY_LU?KFAO5#3YTPO6|R_-FM\$?9TEW MX;S\$KPB1?
THX+%N\|&/R56ZRYV&;SV42KZ\$ESV+N!%X82_0L|*Z#,,@"/+/18
MVR/;EFV+ME# K79NI<|7|M+H RZ>-!V!V+_XR\#)OZG-^
B'T<+ _27>5UGBQP?D_6\$.M%FT&'V|DY(;)O4.?RX+*F>
MB,B+%M/9&%7E"AR;|SHTNHD6SDZC6YQF:QQE5Z3U| #X86G_B\$!CA(
T%0-KE M (!.TQ#1ENB?M.V_7.| L(3:& \$FV?YL-7&182*(| #3RXS4^WU
71!#=# X. M/A47JA; BW";"!Y70'DLJ5OR6)5^'%7X:"6_7S|?T&1RG'^34P
MV+;IN=FV)%P)D8:+-JE32T99D&)T\>9MO)<1A7&;PL!PXE%X|1?+Z.\$P
>"% M:M"B?8 D_PGT^P5X8_(X7S!C. MH_K'&|(Y+2"%Z!R
BM%^;8AIK(HYEX8!F *VQ'@U1W;A>K0X4"X|?L\$,"G9 M>HYP|: ^G9#-
J^530)4|SD!H0B H4E?9\$'#5ZA:M:-EMX.|M39_Z#>|EN<7(=
M*QP(;2|@HZ 2PZ(MAHC|R2O\$D'3%\$.^*P>%QH26)O1X?|6&|7L<1,+
<'M\$E\67X\$HOKA|DNK=,J9X=U!%'Y323L|J0RKJAN.GW\7XM^R.(2.\$L
ME+'UDB.DHB%JM41>ALAGB>(ENF#?Z-|8BB\##.'"'5.>:6AA')\$?TQ%N
M@<2TAG9|B&Z#A)P AV/1%#5M=Z^&G%Q-
*|BO>TLMFWI79=\$UE0Z|= '61Q-2U MNSAX^)SBQ6E47RW,_ "RX'2-
2X.P_4ML=>8\$|H=/1D";<@@:|?PD)Z,0W?|H MI>+3/|>R;EK2!,'6X:

SGH9^I\$ *B=!!1/0N!UCE\$9X,5CG,F6%U60TT=:P* M<*"
56B]#+%*2=#_HWOVK1?2[?H2IUD2^!E>T#_HD7W%ZV6A?I3^6JH\WQ
MO1_F5(,@_U@1>)+X!UBWR-U^K)_X(:V M6XO2":@|BK5|N9G>
<_B=4H?]-W)JK>L#X\ U_<(?19/4/7^":((GK,\$?NS M8-&QS3D\$?@:
|=G9O9"PZX_HRSO/6": "R?\$%@C^%P(M'Z!E)V! ?MKE>PJ_O
MB!U%Y/LF|H4TR?
H_"XB@ET%&U7'%.G4.LS(3\U!MCO>|L1S_VT0Q+)YES((Q|!!V!J;0+5L|!:N@
M_3B/J)?]@M#WZ6NS<8 N(#2PAT \$7I@+)'SX"8*EH'O11EJ.J-J-Q>D3E(M
M2.782;|@7@;SZ^4F|I=>-'K10_7HXR@1L)USO_1#L+T:-L|MK5X@Z#HK_
B M#S'U+A2!<^C*NY|,HU\$SW_F_==^E M-=&\$(KU|J;T_'W!\DWB;5>!
[X4#78_#85H E9 '4+O9!"|.I.*I+M'\$|J3W MO; Q2\WQ;%F |B/.5C18J4Z/L/-
;C#|Y: ^5+\$AEZ^I"W!|>7\$KWL6>(-N7@
MT#8,!T!"C=2^"S:@(_\$3F7;M),>+>7Z= !HO &^6R6).X1?^U'F?RE&?E* 2|
MW7%0,Y!;2/?#@|"]*%^Z(> !+0R86L^S\$ "Y*?O# ?
+S_1#B\$W@9QCV*N>";BCC0P>W8XF: ^_ORS>)% M&&YGA4NI4V59B^?
K^3BV0P0'\$8C"NV,Q5|Q7Q^SC^&EK|1_|K|<=/FWJU68 M+/TKB<.
N3PGDKRN_J_,HV0O:3/308RX)JQ+"BS'8+050B-?4DS9MM_Q%Z:
M)\QDGH"=O|/LE;74G9+IW72-C;,@|<.83GPL|Z*0E.5|S2)>1(HCZ|-&"-^?
MZ&"/4!%D>Y>0KH!Q6LMZY('EKKK,/32,?(JP'3L!MN ? !8HT0:S6)'|2
M>7%APYUL|UWHX*'^YP!|3L@L5@|G^!8K^YW-
|",BZFIG\$G(EWZ/J/D5M@ME/ M4|.:@J !X,G6I?_.U=K@?PZRU>B/>9(0P_6
MQ@15M10>QO# C,/C6 X#J?JFE.E(L\1PW;7Z>/R8Q@#;MQO9_!%'CJ|1,G-
M-IT1(GR"&BV?5/_ "QFC-3;>GN>K.,GH"Z.#.\$GB.Q9Y,8ZI(J)D-?)!P BT
MR=4-)Q.|IR"W3@HQR9Q-D|PD> !%D)Y|A#B"/LDA8%EWW.4
BK5C#5'5PFP;.,^|4F:|= 'ILH6Y#*K&_*4&A=5)#2EVRDG MH;6NO"C-P-
704:#J\$Z)N7(;+ /+!@C;YXUK2<4
&H#V'MF6^KXLX#-1N+>SCJOMR|&>5BR%4|:Y(8W_;DD|.*,QP*4|H0V15L
M5B2G3B(3:*.F (&VQ8.'|E|&@(T&X4D,RF0=>!Q4>8/VOKJ8->N9
M/D,G>49.&00QB()UOD;5\$.@H=UYZ5%?|G71F.NLT5'GD3WBL)
PB2H|>HNXP M @5E8%PET)G*C8R"W\$1UD+?GK+FL;9;WK;=>9'F*4?
G((8T9&O;>O|ICB)#U MMN2/D+"AD')#C
N+J%"4!T6\$RJR;V+HH,U0.VH6%P'=|H-GN8#>5^R05OGF
M.|J.9;ERU|62Y.Y,#&+#Z4!MER8GKU;"4LBFA!S@=N**V&.!0"!D9IR!F:7*
MMG0S<.W;|B?("E.&:V/^|K%*PG&!\$U: ^;B0%!"1C,ODJO_144ZY*MD+:%
|4) M)Z.!R*36R>(LFK7ACM4<8C_CX&9%#++;9+5&5;S-6_)G- M@F)/?
%E6#.S58 M3B.J_|!JR\$8JRR \$;: !N>+85M***#"KI(\$:(>1)*4JA3+
|RBME4MW+&;=#R(M|6IA@PFF7V5&-B +|ZN^TX%W8#X-
|.N;P(*F<5;SZ*R'Q"HJCS2V-*#|J5 M?"ZV*_FXJE@'RW*K.!VP"
(|>GX.,0>7N0;%T2OLZ+R#84QONGJ"#|/!>GV|+
MXZ*|H(C+FLJLNO)1'(8>T95K2;DM6=Y?,\$;5:IHPDB)=|7B11-OC6_6S|9'
M3:BRG>LC7RJ7;@P0;W:&MP1%7J2Q|)NX%:MG0YI2'=DVX,|1L-9O1JA9;,
|MPQX|DTIA'+:::LVQ%#\$\$R5DNL TQ
**F;HZ+|5'8+F1I\$. *5!&?,LR7UZ.?81KZ|QTH41U|C5&A* MFXR
JB'058S((*@: !9%A4#T.^F^Q@|76=1.|""\$&UR M=QM@47%
(ZVJ7#G=R.%+EB^#1BUK|'77|\$|Y1,QKG|'0&1SU1|P)28^7Z*&/G
MRZL5/HW2/*&/\W4,>\$8|H\$G8D>(M'B)LA4-
X"B|BG4R%|A2D58'2M*U&\$21 M/PN6#1'#|Y0WAJ-
"V!'|= "D75L@F@IV5*3%/Q>AM1@\$..Q=)3,|<|. '02W,O MS!|ZXD@VWL
7AQJ0DG"F"JJ&/0';|WY(ZI&DR#.+>04AHU! X'YFJBV<:9R^*-NKM
MSQ|YLD4Z4:P4(E0T^M|EFW|X'DK|,\$|' TF;ABWM2<@%%' 51| ^)V#
(RZU497IP5,76(?!RQQY7C)3W8I6#|/.4R K|3KEDX5*X%@ND^N^1/K M

0F62J U|B><'>9)0H W,#(\$A&R?I# KPG012=W#::R,7&(Ij2+@N?8IN%9D
MBFO&'ESKVB'@IH|4-AN@;EXTG I.8
'Q\$OYM3<|XEV@=UCD:+G@4K|AQ'':D MT;D\7+B-SQ5# YKC(
I(H^#,#,O<\$A I)QJ(IT.9'J(V@9)RAHV6EI'#I_%R,3
M'U|7XQCU8P>X:7TQ<)WGC!@CUT:O)%JR3)@7I:#:Z#VY#C^:1X%ZY#@,"
19P@1|8TV17?T M),(9U1|X.:@;Y|7_L|WN|O_?LW?YKUI?| ^,;=NV?
O7KU^1LZ<=(|++C%X<-3 MQXJ'0'"/="! / PO5U-)S%T0TMQ\$7+XHQX+|
(C8QU|\$">@ <'%50>\$KAU6,AGN M^"V@Z?? T+UC99DB)_ ^T0F-0K.C-
FP|0\$Q910*FRN' MJ_=%|F"K&!'AHLR18X=:7X1T O#ZK%
|_V|#N%CPFGE4H6@PGUF!+=G|(-;K\$
MT|E\$-63+NUF4K42OHA8M5(JR+K>&=W(ET&)->"|0-NTF<#G
D!\$P.1(XJ.9;@|(-|3^40SEM M&EC^,!T'1PO(#.1(+!6>|9ODRC/G.*N?
5(9MX(CG;GJ\$T)I+U#M!RWH?YFD6
MKYM|Z6\$<=*19|<2E^+|S0|I0;&OP1\$&4|)_MA
FX42CU1E7A3A_T),4846|/>N?:-:4@4L5R;WV.PGD6^U|6<;@@DA@U#:*
MD.W|"F9%EH"XY3|WDNM.*JQ.MCOQ-/MM1G'\$AF<964?
8@3K#VS_/N@P(=IHJ MO6|Z#/W'WK=|>_O\$ZB|?
U/T1O7ZVM|= '_Z^XC"7|49ZMXH2^)ODC>OGL|_OV'=N^R\$|O2;/|5|@OR)6
;-)=C|O+ M"QX(&-O|V;|B#H+% "R|Y3^89?:
(V9A9U%8H.U'L%ML0X3FG79PU^91FCW>)+ M)FP &E"
<(845#FB(/W_LT#0L-JO2FD3A! M7;2=2SZUM>A7S6:|Y.5(9J6(DOT34<"-
|-JN:/V|6Z>J@MRVZG((IVN0X;-: M#QH8*,W?P@W=E(U@-YNLA!L9*EA
9|O|BRD4U\$N56BGRK0-T|\$IC@|KO"3D
MA_K>:F&&%;WQ;":|T^),,8U+U\$WCTH+5|X|,6.95CC37Z;^02K%1E<7!J_-
MT'0U4H@*3,_E@W:0*U"/2E>3>-
N%1|O"D4|6V/57#C|CT\$TM*\$GISM<2(JB5(97/7,7|J&4...J3*M5EX#U?
(;BJB_U+0;TV\$\$= M:7U5LC)|HM97D9\$J+C9U7A-
=92;52RRK)5|JB)K:H0N*1K,Q X6XOV50")D! MO7M5GXF
0DDDB%2CD,S8!19561>15X3|HY>T>>##;\$BRWY2'B3O!BU>|?M(
MSZUW1J2M8V=@Q1"BXB01_9|7 "+E2W@0*"XS)
\$RXV5)XDUV(+/B8QSAAX|> M|@5G1W@3I|'@J6_D|_
R;:%1RNE)QO/C'R6"0&^P?^+0|NO="9*TY;PK &"RV(
M,>I,"Y&'AA=S;C6;XUJT@!4R_-+':<56?C>|77CCAC:\$A.:(2O4L&T|/#
M,R&;57TD"|EG>KW/GK*,|M&T1W;R|\$CXW12OCEPJ=0)
|+PUVOEBC\$1='>W' MY:/1D2Y\$83H.@M) 9@!<5,U\$D38/*JL-
Z%BWH:_)R|)\$4MRTB M|B_._^8PH/76M|X|-X56V6&X|=8PS9|_@?
B_TD@"G/WLWF+X2.%|N Y|L_6&| MIF.S&K6L7C)IMK\$CX
:|3|BJRBG3Z|1YG#E"D*(VJ%36P1QCG^(H M*(-MF%|D^NX>D4)=K-
SR:~MI%R3 E,| M_T8C\$"^*|O+, ^#KELEW?R>1 J0M#CGJ0|%!QX;(&>
'MH*I\$Z(3."DA:G#." M.TUM|S.|?^|<-7.QO.WQ"Q
P4/M'TB9,:#BVG|!MG#ZJ4 MY5,'4TCG/_0|@&"K5V*(M|GS)?
+U"&'|/\$N|O%Y(|41_?!SE)0_?/'""*#V+ M4|)
YY%9K(O9N%;3.1NQ"%9Z*;HSPR&O1T,W=#CT)&0#/D5Q-(G' |V\$7A>, M-
EZ^7A6'"CK-T"V*HQ5!5*%IWT>KQ)<@@P8 TN|=|Y;N|6*%)=\$\$_+G4+
M\$|@7R3OFV,|3EO#NL@5^2FQ@_*E2M5|U38TQ8:|0!
/1<>D2+5%W*V:H+XMA M(05:|G%%A.?1MR|5^?)E>I05E|;*3(EV-
U|UH&MX/'L9/D^R;BJU|7Z2Q+ MGUI+7 !W2=K;Z#AT|9?
Q4N1,NM@9UDH%)EK?7T|2>T-Z>I|7|B*;, *|Y;3/NSDD'8LM_*F:J+XJ
M2>WWV,Z/O806QTNKW%|'7AKX V_A?!JVU0@N%| V_3,;E;T^9U'=A>|J
S7 MM#"Y1 L UP|!:\$L/9P+O DEV|88O#!.|A%!=G@;=-6X^OCKM:
M%S)T&XC27R:|

[A"W1ST*PCP;/((\$:1,6%G@:PHOK9+XKFYA_ ^!#"V)601RMJK
MXT)/\$ _#3|^,O)3FI'=E,,B:OZJMA*X#/"GQ_RM?7.#E?%NGUSILLNF-H 7JT
M'<3G:S&HNH. B8JK VDRF1F-L-'&K/[Z6;RZ-F:2M_'L2+D2[H:VPQ'W_S 1
M&UR,2VB5.^\$.23N[%4C=_@VD)H=#;%B5.L3;LJ8#9QE"% M7,2!#5?
S34O\$ MY7#;UK;F|#]&T'M&*4G*!W!QI',/R.ED-
1IGESIT5O7B^')V=7K^:;>XP22*|MQ-5='3"?L6)?,,:|V(|T\$+*C'^("Q6%-
+=A%.|AE|"P"M=AAB;3ZB4BZ'*C MEM\$3)J2GJ!
2G&KWJY#2GH,S7,H4[UZCCFRD;5||H8W=&HG#RV)_,%FHW3%)
M&7JIM)V|J+>S262E'D|^+TWC|78C#SI!J0.?F3)JMF^,;)/SHQDYFFTV"_8#I
M-.C) C<_P7'-+O"G*/OV E56:HR;:FAJL 8=*RV)+=UL'JPMJ^H;)UP"JP
MQCMBFV|<0_:K\$EGB_PWPV09DJ7OG6/CS:+4,KJV<7IU>P,S7^871ZCJAQ:
[MZ"8QE2\$(NCFK3)9I2.A>>?>7V^]-V6@<|VX=/(O)H/BH|P\;|CHU>%!1/?
\$|N|VI57\,-07?W!ZK9?X"2(M%R_="ID'02SJ/(F?#-3-
49/JN9/*,:;"O".M0M=N8L+P@L6R#1O)2-2E"TI MRA-:((71**X;
[6%4DP/K&0KU>>P'V\G\$7/7 QPZ6#1;0K#S/[N7JGM\$5JZ / M3,QNN?
>TKKG=WW/OM:4OFM(PD00|1G+=R_7_4J?
Y@C8JORM>D,O(J)64FF&828E=^FI0FHQ_J
M=@OT45BT|@8<8Q9@RKZ:%,IBZF|IB+&T#4&MSR_:^CS|DU?
H|V3Z>D^;DIS(XWV5+C|+,1'>_G! "\$W
/_RTP67>W0!,H7AQ5N)7O>.7>=A6P%@"MAH5^6J=&V| MK)4Y
T#XI!K@*:IT6JK2MG11-HJ3)'G&4N|> >HLD+E/ TR\$2Y77YB!G9:62
MX)8E<*XY:3E:RF3.I;JE8!R/Q*1MT(ASC4?CPL,#.5YP_@@+|B2B>KSY<"N+
MJ'"(S0'_-8"H5RXBP0%Q%GC703BF?
TZ3^(2T"PY[8\$ \$4KM>L43""9JBIZAD" M)"@J&|!ZF6L?[24X.!.+:&1V|2DPX
M""|VX1-R-Y1=T:9\$-*MN6/2>1*FJ?M 0XUEYW095)(YR?!7/EDM"@&BDXZ-
X MFX+!ZN4*|C,RC&|(ZO;.5:+E84IQAUO[D85FK: #J).*:NJR'F);X6 <!
M|1W?^LSI55|KMS|G99?,)%F%Y!BLS& G=54:O1S|\$Q|?&N*0=&|#
[3(%6CY%
M0W;4TG*B. ^";Q,X&RU6|N0'K,*1%4YG|E_@61_GP;XAD|"9R@G:YDCDJDZ-
M|\$Y0OC E)RAG|L8WE!S|/%OAA&>DC^_H 2E/ W0@?U!
(,VW?|N5,SS"6"EOB MRQ&NB#\$H@:C%^F;>532LB('I1.,*N%2,AJU'F'HTK
(B%*)A90MF&@W;CF(Z M+:-C1BG\$)"!D6S>\$60'/Z%;LD.,#6BXP*\$B-
U4G%3K\$/ "K|<).QZL'KI M|(7(6U/7D.O3:DAH|+H/F^>;31%KZ85T_Z
[Y7\$9?#G2 :1\$TOIC4 6F@*^|
MW14%T3).UBP>RNGMEHY<.V|Z5=>AC|U7&9+!HDQ=0>^&!U?!^53&GI
M%76WFOA:Q F4HS&.GA?/2)U01|@3%="9IM6?
WN(286IP!F@KG;+R^@S!O//5.E=5WF\$7T> M38L!>[?>8XOI|WAC
VUA,C*G/\$R53<.<^|FP;A^+\$^EYMP6'5M4^P,H!Q^|MC-
CPV<,144%&VZX|1%SNSVU&@ VY:N+: "2L6\$1|O.],SCK>I1JR|))=CPJ-#
MQ"4|VHR _J^J,:%J2U=8THX1= H5GKCX4-F9:F^HM#>K(LN>%?
6O)#4!XZ+# M\$ ""?
(JMF55HPCP(H|>*\$CJRN,.4G56L!C!RI|WM)XI%S_'S9*CY8+)R">T34
MVR9O)+Q I4?+'M3|;)><+)(HNW.>*|YAP50^)UD+/,?#8 KW#P.X,|ED
2'L\6"I:7R0GH| M>QJ5H|=' 8TNBQ;I:71|/^ .4'\$&7./,"0O_82R)R#
V>^F<@K@8O|RA-.S 0 MYU!L&7T\$ \$ESG1;
[!|2USD+A_GCHPAL"L@3V7TSQXA>4|O|3U>^!VXO.?O'#P
M1PMR>FY*_TKY F#;=&G7?V?FC/N4^"IRW4F +UT\$^^X6);[\$ 9-\$]>>
LJ3F)\$UY@W.A9AW7) MN|\$W=-F\$8@'*ONDS%"?!31"5^;KID|V-
EV0!O?|COW*JC9ABHO-HP&3%>@2K M%)<=-
|H7J807V;QK.H6B_F,0C17IK43:P?&GPY_*E5CQ0)'8?\$4.C4TAY^=!
M|P/+&:&^,W,=4*6/!U|LN/*B|7@#0Y/#8/K1;V6S#=(BC0SAX2+!ZR!?

MQ+7 M#>[G,&/' 9]-(5B46DUA:W4R)NB-WJR*
(=|"M>O=^+DZ(67CD_#?"E[X+TI M<"R)F.|-:A&EX@*^ 'P25M3].%[NN?
D0;IBNW"9&-XQ\$!4\$V4:::/:# M)WDC|&6OZ"^QCX-
:FC7\$7FXW'FTGV6>U6_10>\$*SR21U,|=QK ;B5LO7!BV(M>0P>AQ+-
U>'YM2\$;*0W\$A*W?S^AQZ#LL>*4T2D5N12>XF49+@?248H(VIK
M601WZ;DQ[Z5|"?((LK0>'B>3X_3@!|I3A#C^Y=,@|0@N)/R=1Z'X^<-
%M&> MR/DL8!%T5%<|=C('IZ37M#"I)'_QCBA;H>\$./I&MR\$Y.D1Y-
%U8*TJ<@>\$! M94ONP3P1' J\$*TD3!ZR#I@7#2[')LF\$OXKL(-IQ2?
E7>*/8T/\$6.X!SHM!T/ M.(Z3IPID V5,A:8|9-
I*ZS8NU|!UOCDIVK)%YL#)F@MF%BQHM@X&LHL\$TWPP
MQ[P;ZF.4=^B2F|;QUV4*+"K*&A5Q @1GU;WMU)0POD EA1IV%V
PIUTWW^5(M"0R4B\$[#!.4S)IS4O*U,|H/
F4BN.AE0ATAI<(G+V|ITE%R1.|/|=ZIMLR#6 ML=C5P@0N\$B"Y=
MZ<69FKD9=U(.Q^)HJK>\$898F%I-R&L_!84DDFRFK%IBQ#
MG.N\H@IRY(6E@#,WWER:D4_4,S4;2D|,F%*=Q85>08K#!4XF!)P=H?
\$QTYVRB|A:@!=>,&W5 ME\$4;5(U=9D'HM|Q#1,@V8;CGRT,6#|Y.D9&^5
%!AQ\NS%6?-S>.PUPE@@4" M6T7KT.,L: WU\$:^O<3(POG;'M_}|&:
(<'!|TL@PMK^(S&2*.;^C0&_MWM| M^S0G<0\$EIU8O*+ V;O@SM|SC|?9
|BV8 M|HBVD|5H|@?LB*^ ??GZ/Q%KSF+P:0=W:6,,I5C=EYDLR0
933|'7I.P)\$US MG(ORT"H0=%#F5|:34MKF9PC.VSR-3&DR&?/37
D7I=>-6IT_96M|FHV|7M:1 M8:A"VT&U+2T&M7(H323EKH, ^;|479?
^Z4*W*1VZPN8.89=Y(V7,::5PW4HJ- "B!BWQ?# M9P1_4:\$>U
%%\$|&5DU?'%\$YJ\$XJE3SZ!8=-VP5W#;)E922*88Y|'B,LY3LBQQ
MGIV=':K;2:+N=I/L"SB!3*60*(RL#VHZ/4.D&_>DLJTQ*DBFUAEED|?
O"Y&Q MQ+6@0('FW-OQY#B,/)G'\$Y2Q|JDL,:?H|(4_0' M;|WY(R(HO
9PLM>21N8HV\$E@SF.@CB98S|A.(D2-+L+,#1%4[69]{\$7J}>_,
M:N/8#GA0X@J_2-\$7E9T1ZXUH=T3|(SH FL3.K27""D7J*V-63"?,@D*6|JGE
MF<;YSNDVL/\$I.=9W&0"AZHIFG|_|^;RV|-OIX &T#NG9T|)%GO/?M,:@-
BF1|D*5',4_73&>AH?U/FL0'NPD7C|U'5?!)N M';\$,FDT6G.G@|JOD0X-
9X:8Q+UN+%OV1K?C>D)N;_ \$8!9H1WF|"+:Q<-SD82"
<|F*1.>M!;)SV8@A:B)4(UG?2@CTY:>;/*P<_);AD%-ZNL M?D-
)B|3.XV52_ ^4T6N#|^9VWH7|9Q;/9CQ=;60\$@W()P+G!<=T5-L77:&3V9
MGY|ZP*"XZA3=Z+WMV%J@!E.XG3C^9CH"|E(!S6?AFW|
MD\L%!)Fj;7FW0_.^1"E76W01Q"&262=X YRRV0:R8U(I|QY03ZN7>P
34,D{
MGFWL/C!3(H/F62H|5_N7ZP)N>\$J#:H>S^"Y3+HT*"9,X&6*A&H=6%|S7_I
PZF:K MHZNKFRX;DJL;5+5V;1;);#MT^;T|7%S2XKHHN;|X6+_LC6W-
1@\$ON3!|I& M<+(J|!#4XPK!|;6ZCN#4+@_Z6UI2AZR;.P)7H?
6*C/5T_ \$|B+Y&FY+6|^/T" M^+8RPA758"|.?Z1Y:T;!HX"0;7| S J<|/S|B".:?
AP\$;9PQS'67P7T41(.#F-?'6+13Z(Q000:AQ!)DRK(^KT M?
(9(WTDX(-5E5ELU:LLQ)(DB47/5N.*IO!(I32(H!1I83|2'MO@00Y YZ-
<"&0<_1NU>OGNV_?HG* M)
(JLIWL'EZE8ZY<%)JMDWQMIPB9|H_@_4VQ&GLS#@|_9FL8^J|E)K|'|^%3G
M#E+AM|P.Z3SE#3\$Q5=T2ET)VG|O;F*C.HGY|(U,'UT7AHZ7EAY
M=4:|GQ33LFX9"|D!,Y1|(3HF!SX0TN; 'E&28-LDD<_ ;|E&AS!=7J?2B+|1,
M?U;Z)3!5)=,|8:5GBCMEH"AZM%.0T#Z3L!,5Y%*"I*)V|X|D?##S0?
#E|0D;,'A)&%Z+U(HC/NOWK|_-MWSL,O30|O\$C*RD@F1|H|T(
>FGHPGL8\$W_93HR:AK"BA-WO#Q84EA|_5W|PH*
M1_VP(QO(!78D/#T6|"C*: LI*I,WQ,YAO-G@Y"*)R7^SA|.KLPM"A5BK<7ZS
MNDKR5"='G-I(MFU*-;|_I&T-ZJZ(|(?T0%0.0)B0TS Q-038Y/?3'UQ3)(
M%O@|)(('R|"G%JWF7L3I:AD_ \$!_B':?=?@+1'C(Y=|<;8+(F_#@\$NQ?_53?

ML>JXIN"^-K-/@%R!0I9^~;R?").**DD*@R()VS^@NT*^ZLH#N.;AQ'I3@_1
M^YGI^(P
F/F(%X'W/3I(8F_A>RFM;%UZ-;Y=>HGP8;F"W2MOJ@)LNW.\$"R"
M_1)G, #, !: 6'@!|NI M|WIK3E('C?RQ"L
|=^DEOHW#6UKBEFBA07;B^>Q" M=)3/64S+NAM9R [H1B|H*(3JGI-
Y.6+DCB|R2=EB^#&IRSEB^N4DLGDJY"(
M6;+!3>#_ |B'Q%G6<_ =F%NO8.=|8;E0LS BGPI
/ZY3GK4C^1(#K/&D#;,+#@W8/\$BQ;I!V(=;G3T>+B033T>Y\$+X5JWH@%@
(6KBS=3(EET M7DV!4S;7Y&=Y%J_C++@=|84K6XA|39|/'/3*M6X|B:-
\$+*G.NU9XEB;;!0'= M%_ ++@_ D%09/-'I@S22=D53:"W5-
\$P@VTA92|\$.F&BGZ%OQ (5;6|CZ@)J=Y- M%-; ;DT*!8ZX3V&%8N'?
1SY^V>@;?(U#|V;_ ;VWYA&H0'<'UTA|3A|)Y9%8
M"ET7KF"BA4=%'|+XV@MG/BV_\$5-OB+8>*!O!|I8NX0; 1-
\$+M;I)=\$/K6%&4 M4P47E64P"3DJ'XQ^B.-
%^BF.%GE"ZVUH7":*^EN_0A0P |>=*|ZLDZHZ36%
M_41).JT:2)+96WZ6(F4(J\$95R..&|OJ>%2K_:B72ZPG*JW?%0.DJV%0IZ30/
M?, \$0MB,&90QIG_U.CGZY3+K'OV2^1N@XC;+XULNP5O-HIY-
5M6^7/I@_LF@(_M1(=:ECJ|UI6<@8G9?
_G#9X2W!7>6>!IFENDZ:SO4*S<+W;JS)/?I?>Z(SC.0 MC/4K,X@3@=I4-
2^OP_R@"7GAC?YVJ'T!7RY8-
Q(=:GAK680K:LTP2W'PTV|.U;_6(>.%GD>JL/?E? MHO@K)/1|E,
(P-HPP_A@GV8UW@|O"JCK7#K(1|/JH)-R JBSKA:INJ.PW
MG009BG)J=##Y,MB|>5#@B*!"R0SB8=0PTNFS|W#_ON7K_8&>0XE&|C'
M3X_D5D)51EM/6E0F;WA3|>G#_..?#.-?C5WF|E>\$"|49JP)R_6""M'|..A17
M\$75&=O5?3|Z*82^|)(O(I#|0;
M=.Z8TI;SUN6"PK*X*.2FQ!G/6=5(:2+/'L<3C&G2GJKPW=Z;E^?
+|SQ+,R^B MQFNARRH?,TK#V#4|55@2UUM,4;Q\$K9YH(@;)CLRJTT5Y-
0PLT|/<_)P0/ZC M99OP>EF^.^2P-"D=M"5B3:<3)RM8|UJI
&9HXM"N8O:..@M1/,-5)O\$1|AQ#U
MMIZ##^9%%@O;Z>+Z6%&4RG;0)31M(UOT(@GBA&43H>Y9&?
1+H0C&|'NL2'A M!|H"4?:J+K5)/W%|0.LX4913A16593-X*JI|AV;M.,NKQ?6
.&,\$@E@|2.4Q(5L/D#H|^^(3OZ/W*8;RE:_"ZV71|QB_5(T#_M5+>=2.
(ET:K7F@8TPU|)1-_MO7WUOAB,!H(;W7H(QG!Q9PZS|UBNR^5"V;H1
MD4S9T\$7ZT?|QH&GFOS2);%M%L!/?7WF\$U3KW2>;
|E,0X3F^Q=\$)\$5|N.\$PE^!3@,,71)%0"B5#JD#S!Y\$UU3IKFM)WD
MM)W=5",40SZ*3>M4@9_!T|Y:C|H0%EP3T*&V*F8&+K&6?
XF3+U7'HL3BI%&6UYJE0F;Z@Z7/SP0_W(2"?_!+^?
MY4LQ'@_0E<8//|1>ATVE/)9P|>N+"W":=GT\$(!_<(*?M|7:~5?=:;S/_P\$4<
M1-FK-WOJGU6W@^T+PPYUZ\$NBC1!|I-0'fE;^~M3!WIV-9X|GE@/NMT%;?
35<#LT@=W M7M(0T9;3N("5|O9,;A3,Y1ND=)BYA.E.
VHNT/'R'H;%=KA1D!D\0#JC5 MH^4 O?
2|X;|YB0(U^DDW*!R*36)2H0K85>|%/3/#3QRC+I?G:"O-3!%9Q;+;
M'.0>R"_.DJ|.W%XWB.5I)GN/) ^WQM/9SX&.ML-Y^6Q W_B|C:-6S,,|GVZ
MZ:_B+\$4T&
|F_(HVB&|ZG;AL>0@'5T("7P4AW|&0W8E|1_8C*;XA^0MJ|F|HC
M6@>2'G|J<;|A^W*: 4A,P9|^K M6|\$/ZKC4'|3F|9P^>Q
RBX&*_:X9"|!4#U:-R",J^G8|J>QT&M|FBUAG|C5_M5Z_>O7WU9G^?>9-
G)M<#| @N8E! ;AY%O(E4&EO9IX63-\$^AS=6QO!|JPLVS|
<%KA63VME>7R1*V_M M)
<%|F8JO2J!T>J|I0%\$ZA&W54L80|'65W:HLBW4Z+'1Z2D|G;R^FD8-<56_5
M5)06PV:F_56F>)^I7\$3/T4D>+=HA|ZZ|RE.

(S"0#097BX,"+O@"YC'HG(>F. M[2+A2(<#X\$,OV[AV*PH%TDY*L3LG(W...?
AC-=Z&\O7.[62W%RF\$ *J\$H^_8= M;-BB9:|+|D%3-
#.*KE;)PVUE9>FHP4!'ZP MJ-\$G_A,F?R,FU44,; 2[=I&\$&P 152]4=D-
EO^ED\$U&4 M4P43E64PSG+Z^KOO>OA-^+W=E.WB\O(X*G8)A= !UE| "S-
-HRRF1%KX=)2B48
MQE52*IBEQYZ42BZSW:14DM4PV\$A^N.LO#C__LO_[B,XZ4?
M%V_|YQ\Z8_T"5=UWZ.C?^J,9C6>38,Q
"QD!%0,T8Z\$^'B(RH%:MX+07: !U M8!D(MT*: [H(9AL]5B8^T R2
CK955SX;D'^CSEPEB&BP|=|0"J#V<,#3-'F
ME>/U"9&1CV%UAY&R(P7%A&->E.6U#1B%N!: #4'W/;,@H.KI!'Y@ +O/?
EV M81|+PM6OP^K!:9IDS?5Z;Q;2(:SG]98>_+*LY3K*7-
2@:P>8LB9@6Z*:.= \$.N%6MU 1ZIEI*C)I*)P@H,[W20 M7(3+>>)=@T-
BF8I|>VBY|)F>|S_\$&0X_>&MB=QH\$A;UZ^?OW=._/0
M\$*B_D]T"8.:Q;!02673W'"-%%@'E4-Y MM&P+7K#JM;RA&?9Y3/?
N_.RU[R^]LM><[AX#&6O!0O?_<"A^9E)O.:>7A"> M: !+ _Y.\$3L;K-
S%WN&%:OTJ3LJ%FN34]\$NT[-+!')BFM|@"MA>O<>XON3TT|:
MVN)V%|LZX49Y2#,LFDW%SPVM'Z"SLN7N6UDQ[L]AH67"+M5*.SP3MEF
(SO:=8Z\W.K MV;7\Z1D*--/5UJ62;>|WR05T73/9.FL MC;).Q1FM5*F=BX3?
SZX+D-\$>N ZAY3<25+95%'Y0JGW.=^|;O]M^:O
MA+F=7;P2YC'R*%X)BY:_N_6#4S0.*7GWZM7^ZY?FTH?Z.]\$'
&8>BRH@D<76 MC;-@KB8*0)G2K*A:C6MOSR7VPN,T\S1,#-61+-\$-
\$D2UQAKIG94%RYE6O/'I% M)#|= "4C3<' -
HRG/^I#16"7S6L;|_;>O]O<&*%XN'!7YEHYZUA^5#.2D_JB8I|>"449;=B\$K
A()|3T0F6W:11R4Y_.#0WY_*T_Q)+SQ+O:\$ EEB-N.1R|& MGC?
(+U^ ^V= _KX<" ^CLQ80%F'HL)*Y0%|]P7S=7(M@AN5ME)
<(O_@9.X35L5U)0YDSA42XH MHJ|,2";5\$UK[R-[KO;TAO
G2@1Q8A#*>'HE%J"JCK1-"9?(&RD,5U'881VF^ MQLF(:)<\$A95"Q\$?
'_JIA,+510)JQVT",YTZ*|7(484XH6_]R>W@8_3[U\$M M-
<[_U!+OV>:\$8;PMCC/L^/|0#|UH*BW_2@GD!>X&C?IP?+"T3|"8#?KT4U2
ML;0*-@OGW2O3J!\$J!)TM/WP#&9%F%94"POXI+Y?)=AI1&!&Z>+C 4?
3PT?.+ M2ZO "ZN=5.=YC|(@EAT"L GJBA0_\$RR%9KD|P:0\$?;.:@:?
#4#TK+\$LQX9E M\$(@%4(E?,T>0=(O|]Z|>?<=,S8/>KH1),Y<2.
(>7HLVX.BC+;=" J3-JPR MYA]GEU?UH72^P8FG76)#/H;=7!TR=B"3A?
9K*1U-3SB)EVW3155:M0&CM!8] M7%"7./."|8-
CSQT!+\$F;M51D2#:OHV=Z1C'W+YECRJ+MQN|#AKI M0
X.&AE/C^2@4951|Z!1FGROR^ZZ3M1|Y24Z=YJ"WFYJ0W)Y>1RU(85".IZ
M]EC9>^ _?O/2_!\$RT-V%1M)A/9+ M)5\$!03SA/F&
5ZL@8=DQS" Q!\$.X,9)AAAZ'I2R727>#D,Q76^ ^LG'?GR8T7 M!;|SWRT-
4HK#8,% ^F\$6+"R(I'&7LQ_-E<[|,7|NR%"%'0>J',2UQ=87OLP--"
MZ/!;FVSWF4-35-ISH/;J)@&?A>E,U\AZC MC.S?%X0E/\#I6% ^&(E&N|,>:Y
GH>F,FMZHZNXXU%9/U&W\$;BR*|69.DQ\$\$
MO^/%!R^(SN(T/8|: ^9RNO.MPM'U:A|(+2&KP! ^'27^%%'F(4+|M9LEPX2G
MNWMOH)N5N&I0P,O.[8+J#5X0!Z.%#&\$@41PJPY1='&2]"M%^;8
MC2XJE\$X;)[L3-/R]LCQMY.C-DN ZSRB\CKTDHI8..8M3!4M\$,H!-
XU3,BC## MWJ+= " ^&R&WT".SYU=>VB)IM.QCWQ|/7-U?J<+/?9|^7Q
N:>"\X0!T^]|&/=1ZL>+ T.C#K]*I1|="9#"GYL40 .DH9GU7S;P*0W7:
M\$IM^XT4/]2=%#9=D00R7Y*%@96!@ZU!V<:1J|<:PT4CX^?<4OB&0MT?
R#4\|@R=04EY8(:_5||631:OOTT=Y M%,E0UOM|\$BYU|^ ^IBEAKE,GV1>)
(=HLV>;?>(C4FPMZ_ I0UQJ
M6YNOI='|>KVF=\$DO,\$%&E'DW6U='W(MUJ*?5=R(\$V
FIZJ!PQ=#DA6OKLM% M,S-|I=' 9Y;1#X=|UHREXU@-^6;A!L-\$%B&@*

(@*BBHS-.D_&VJKUP0J"WC M,(BIQ)G=!MD(UA477,HNH019E
M9"IA/T^NW6JC 9_&3JD;,Q>;C82:HT^NR:~)1'DGHI1)QI YM\$B9@4,~!^B
MHIYMJ@FDMOGD4S;#13/X3,L65!W3()Z_~4IHYQ@JHQ7J GG6&>.G0N&
MZU;463239,-I?,E.VN61)BG MT7E.?
F[V2RT@"@>R:CBJ\00]^:@ZD#WLQ1/2AR&N.6)=*;-Z\$MM%E'OI>N3J
M;*@4X1.?<#::.[ZA8 U3 B:@S 5>\$K%3L!MJX\0UOB,:ON.!.S5#^~[WY7 Q5
M(""\D D\DO(%P\JOUB!Q<*4S9W<-5NLR8'R&@1*F):UA4.(3M09:7:
M\8H^8H\VV8*2 R5\$281M=40^~1[::N,%JLG,TA03Q\$:+L!"
DEM<%M#TOFSU M%N?1)Y\F4K6CU\$0QW>##K7L MAA&&-7EB0#
.*NH/8^W4NX1LWP_K,AC J&Z% F\,8MPACPZP\$Z.\$;>[-BA+
M\I;-7X4A'E*DG&-A-
#~\#EYB##!%BCH1Y2UI=GU%|+>EF>>LL;\$%/H'SO!+@& MIAD=MO9+:(?
|,77*4YNZ49Y&FWR;"O%Q-CZZ\$#~|+[%R77L%\$1| A11CU!06S)?T=
[M&\$A]@VSEBKY5TN!3""4=SFC_TK\R
M5U'P6X\O5"PP\,S\7W,62DX&_Z6>U\$6T+H%MQB=1LLX61?O'V;7Y
BHW0X& MMQ2.3PT;"!~?X+\$84J%F
PN\8"D\$)G\$Y6XR!WZ0.0KAL2>&:K>!&~!;S2@I'@-0ZE+;
M%#VI&J.RM;:~0;)EK\8H<(J&STC6&~|/KN)ZYSLAW,RBT\A/"-(4LR^(079
M*PYD-V1?B2?H/IUUIE\FYB"C_=\$L0M4(Y\|.QE)"=8A_.I+T^/T.~+7V?BU
MX2 J+NY(%X C!W\$21+?T8PP;OTZ\$CFU#R+1!
(TO\$9I(SJ\I5@X#BFW.8QW M&5(P%FDG=)JF.7W'Q;
(HN3;W5(3)#S,#%L"~IB6\,ZQ2R\!B75';3NB.PV, M*A\$E^_&2 FZ@%P0W-
PF^~|3*,+HCEZP<;+R0:D1>\$5!HN'84*(NR4@Y3,W""G M#AWE-
\$JS)&Z#;V\A#(:=ON@"9HE":SJW96&C13H'OD^I*-9?>L
M5^9+P=!HJFOC!6IJ:-,_%=. \$T\%,JQN\N
M)9J^J5;33NQ>Y)8M\$[OO\$AL86SJ471R'&OQ!%G&=F7JQ"T6GP#.0>AN*N
M(^\$Z\$1-.R\JP?LVA1_:(LHM7R(HZ;<~|V0#?MUF\P857J^4HQ4U2]
[UDJ\SG\$@ M/D;UV+%@;~H!J(%<=F!O\,R;8?2L1V_"NN'P>Y\|L1\|RZ?
-2L4N%+.E(7TB; M@H,T2#M,.,!F1F*-1-
>%44'A|*"S/~E>V;\$Z0S8W2>."HT7'R;-5@!G(1T\$. MM(F#?99W"8/-!- S:~|L!-
C9FK.IZD@A>(F9%G 8K\W8/B/X M3=1L.S%6-!@\$<^~|4'=\$28^=YU_T5L35-
&JL H=P-37:%WC'*= MU>ESYF\|%#E;!*137G1CCE1=1LF]~<2?
@#:M5YJW;6\$(!Y4AG) ?76^/2F+= M/LQE:~^D<9P"8[S;~)GO)SD54K1>;3Q
DA 7XUX>CTYFZ_(:L.5\$3(E 4E@
M2_~X.R6:#G++J?"ENCFP4REV'QEC).A.3)
[RJAA>@AW2Z)3K.&&W&9)0J/: MJ44Q?K2P#F47JKT&?V
P7X*W\W.Z0)^!C-L8U%V(GE\$ 5UYR@VE91O;>DA9% MF-UYR>(D3HXJ)?
W5\|C_V<,G*^7 8^3GJ\$"/0BY*826!^65>H2L>%1:WS\$QD?D
M1X0)!5230"4-AP\NAH7,;NA!
~|4V>PG4(GC@I7A1\$Z(ER(A)S"EWSP6ZVC@V M=U9EK@0/6=LX9>)P"\$
M257X4E\ 8Z\Z1Z\|)(R14)9:FS\,UV'LHLS78,_ MZ+EB,0)B0W0*N3F^RS
0>ON0UUT98W
V3FOJ4*&YY8D>BR,_P!;PJ4G9R\66A1'C861\$'~/@%A9SI!26VI2-)3_2X,~/
MT3*/%IB6L-R%I*~LW3%(1\|SQC\$J^*J1/X#*,/@91L,[7Y"PO 2PSU@TP:VZ;J:
[Z]"BI4\$CG+~|":2J\O8)M8YU.W\|S4Y M!%!.~)OYZLO"\$I:P,36 A#)V?
6J0(\$H>^FM.G;ST<4)M%&)AOW'I!C85M#,YZ
M.7I<\$>D0/"~B=XA01MZ%5:_+~) S1MTXM)E-
9FP*T7@MC8UZ5VFQ)A,A(!K>N M-M\$N#U/&:8=3*"~\$Q,4RP1QL^CEV5BP
3X.XNCGE:\$CZQH6U\|@H+!~*~|B.H, MN8671\$0=6UTPM\5>840&@\$~O-
"9UH-=%-?V9MBQ-Q^Q"/8,~|-,~|">^>C< M\7(Z6O^~A4X9<=>076/
25W=6P'P&K"D_WJ-#B(\38F\JZ.BXK#A(M<5K=30 9M?GJ.DY9;IK:

[7^~;\$.GKFC@*\$NR3?BE]#:&S79B,:CE7E#Z' MT'O^JC%%E!-O?
\$|YUFF*#)?\$T%5T["41?>QU@9/YRAOOAA*FXV## ID!P%6U
MIQ%\$B/5PJH(A=;,>K<23-;WF:
<*)ML>G6>U|H8@S#.1L)1L4X|+!Y@S9%7A M"-UY(<|&9+'JY9#H\$|JG,
(OGASAXE)/41"Q/Q7Y=2:3UM,(4?R,G_IK;?I!
M<"E=W<6'H9>F18&"V76;)9X_=,2|/F47QKD&?U
:XQK0BT)NW|N|"S*0M&@_MEBU'C_PH6|H#^>S+"W|@&T9(-
PU(G1S0/E&A|=1F46_0LG*K+JCIX_I%AI'0 M^<:-ZL*8[IA*E;:-W*/-
P%21JATI(H3N5'&KD\$+':*T&0_"V9^L3E-:~*!T M(,91O>N/I
L,P9'j&)\$!N(;22A.#+:7MT,++/)=:PX!8\$2+><.D,\$I=?XC0G M8#Q?-
D/S4|6"U.H^W|LZ_!6E49?XD4QW.(V3|8* M?BYVOIKV%,YQ\$8-0:C)FQU?
=2L?YBR>TI^/*O4:BUH(.LLS|-67PMVG-I|
M&U\$JQ*9*+OEG(<20"l\$FGBT.K,F?58,*<|_L=>TE|D*:9+(9_H,71"D='0,;
M#7_8J8QC_UA2X\$JP4U3|\$>U6|A(HCOB56ZT?
5QJ2:PXNU04Q0M/G*!D(3ZHC M63R&--
@20*H90054EC&E*,|*53JK8NP=OJ?A(WF0KECQ\$9;^G=)H|X-D?>GC
M|NAW<,ZI*W'8>MP)|_E/3PI"G%GN"J1E^/;|. @/9=QS&NDMD\$+_"7G
G|6V0 MTE*-<5*ELR-#GD?-!S+;;!+L%|7K%|CY|WG4^OR#J"P-
I+!1#D_3;@#X/R# MY0K*Q(F9=X^N<82708:>X"*7H+L23*-
!ILXJ,.KZ&L9*|/"U3,?--_P63Z-I M1_+N"@= C;YI;(:#Z&>M6Q_5-(7.&CGRJ?
59I|L/Y!2_QAHAN13|:R6C:6VC
M%%!V\$1NAP1_HB:XZ4&V7?/%KH@:G6>Q_03E|JEW.VF;:9+X)O'6D|NIEH
"MN/(%)5L|/4PE-'GG.PI9X+Y+ Q|P0Q*|>>'M#.DK>%^*+
<#:@Z/8YHJO"|39, M;K5CMUT|M?GMU-SWH|ISOU>YFBU21.-
C"A_+HE91N6#UVRH=L=(0QSY<=%@9 MP?6GK8AK|*NIB6_IWFHZTB2
:P_GX9>@N|9|JUH0Z|BP?ZI?%&; P-"74;.:? M?
%W(CP"|56W1#!U""ZI"%;+AE|AV6)Q"(E=>+0K18@RX_7_TDB|;^!Y|H^61
MM%|.3|Z4-"HS?J@6Y8!E&_0%QC<;)4?G*)"T<^\$5F9_\$+(WW96(BT-
:JFR5OI54H;FA-33L7"%D)1L#"#//O=)6,1 M@|
P8;08T@(WP!!VV53N4E0VW:NI, 5N@1(4(XR_!D/M8'3|_2>|. /?^B |QMLA.
(6P3_MX_URS|)&WT|+;1*IKVHX\$Q_U'<4C!|+DD1^1_Y"BW:\$;-
R=N@%V|E?%##DW
M1|19%B&8&B51)VZU"E@MPE=1%M=%BNISG%C5E!2Z|PB=)'V&%E69.?:
M^CHGT|J*1)S&-
V(,0>W;6;E0!K23RO*33C|F)1XFH5.0EG553'7&EE*DNT|);/%KWGQ"5PD
M|0DM|34P!E6I6G<|*3*F" T4: ^W&W7>&U"N!R'N&CB8\$V0G76RS#^E-
UK'L;% MHC'UDM#Y' 4JNA_I%4_> M+*/N'\$=!G,SI2VPWM@/9!;R
V5.+ 'N|> RNL?L,A53P| MXWNV.8V47L7A@BSN|6|YD#U|BC,|?O5&=:JV-
7!ESJ#M9RIO(HQ%W\$DKJ;4: MYNIWD|ZR":
M:JX/#3XQ,:>94GD<*20W*P*.R^*-5)MF@D/-: N7_7UJTN6G M,P47Q#B-
:WZ=XM|JR,L|Q+1ULM"T.I,"8! SH->U:H^*#DX-,ZG(.M_13M44 M-3/?
S|YDB0*LCQ2:J'@38F-=9JN)"IHVI5:?:'RC=!:U|;W)2O%.AO M#
|TD>5C&R9V7+,:^#NW#VE *H3K2AV1?
X7OPRY^GC#BP^D*+KF)D6I0EHZ|&+ M @=3.@9 +D&,-QU3M,!^2-I
| ^V+|. @|4|G'Q,IEOUR=!DF8?XR2|6|P1|R^
M'CPZG\$?!^ITHJ*SV".P^VVG&=_A00TQK,,N0ER8_I"0.B8_=Y:|4UZ-
XO=|5UF MGQ?#HM6.LU|X/;,\$<.#/SA.- 'K<9H1Y6_4_.P;:_N^8YL!;.
<.L4B+=I/8 M%R"QM" G9K93?MQA).;A_,@G\$6+#QYW8^#>D?+|V;U+Y-(
E?UC;;|I#7Z M@|?>_!&1'FX_?>GR5Y>D|#R-/W,"|(Y*S|YTL>_0|#%&X!=-
L!-@#;D:8Y. M=@!
(.MT|@#LW8V/Y\$U%!5|0HSR|Q#;%G1H\$%GX;M@X'+!915I&H|%;M""*8V

M/N!9]KC,CO/1,

<*G83U8@L<%9&)4;:>"\$:&8.N8%.\$MSC'P,%G=X5(3P*%CW M67"8
..!1MN2"PP4Z!)J8P.:8 ^_Q_CXF)G>-N;QC8# "!"^AM#@ R02-I
MX\$ZKYR\$R\A;:I^'D\$%'<)>JV4T&&4\$P\AXA@J]"U2,G&,|O(VF2!KVR-[O:Q
M':>[PP%|&CRO&KH6M7"U*^.3/S&C-
[ZG\$5G"B#T4]D)EV?)Z67|9RV\$!|"NV M6KIW+PA6O'D>R9^;R6O>
(I#VBK0Z7S:^2G6?DJB|-0U/Q@GD8&)=IO!)JTBA M=BW))FI:4R",L)KV
X'4WNO4B,YVZ-!ZM,/8,-:UL%>>I%RV.Z;O5'_)HD>#BW^P_I|\$BI_-\$
M7CC'R6W@X_3L|/%#Y\$S8?V_8';LPI\GOOWOW#C7=4-
7O&2(I_|WE%=,@,J|P MV6_9S&HZSC_21.1+;QV\$#SI@!#K:1AJ?
#0!&G^>HU9J!Q^G|H%P =0U&>)K: M8D^3C%@@@4;#.U^J.
M*IY20@/S4.@MWQ+)H2.1!&Y&U<>XQ!!>?2IH_&0-U
MD0WDW0\KXLYXMD7<)>@Z)N&@S#1'S%K|6|N;-
F|1B!GBCTB5|T@8=FX3Z--GJ5G^!:'^-\$L HHV8|_ \$W #
M@(:V0*S+,U1T(F<|H8;V)Q*/H"#+3D"K9 D&_G@52G=)..+9CJ '\$OWZ|QF_
M%.4_--+:_UR4M_T2|-O^N6\$O^F7>IAZR?
VF>R/JE35\$O9H4HEX9(NK5A!'U
M2@|1KR9W2KQ2.24X\$GCTZZ|_2M2*9(!3,RU_MZ-M!PV?
#9&V3QJ_F*#"#|J@ MH_+S9VJ6OKE)YH47Y'_B:\$&?9=%76>Q1EC(2%
>R>ANHQI/: Z2BN|*;-8=) MW!1DR\$GC)EL<0|!AP)|+C<M,!Q;.:Y2EP-
!S2);!D N3B2K@N_3>LW>'/M(^ZK*!-
<-4/9=%NI,M4'6620Z6U<"K)4A%AWC7HG,N61N+J+AX)9,|2\$8%8S
MU0=F9)#'
+.=62K"K+M&X|",P&JP_:P|V,0.RQ9K00!'AYE"O(Z^6%4QM|50 M1D=H|H
Y|2\$>CJ(|=MA0GBW|Z(V)?AGG|/+?'<\$|UTA"|8\$LDEX(;G8|F^
M5)N*TM%_|?|=,EMWQ|/1'Z">#C\ZF7JP_='Q-0&G@@=/?=%,77|T'6Y4/KJI
MJ&#|UWZ(CTY+FX+
[NHMBD.M).U|>7R5R*WY8_1%/=_AX(+VOK|N.TO"Z MV'X1JL<>^
DK2.RKE9GIPU&!ML#2">!4 _=& ^EAVDTL|P5O"I4V6+6?)K9D MLE-
0\$3D+,JRFV!|5X%B.407Q)3|J|HTJF>P4U)?^J*(V Y7 5X>WV,_SX); M?
+Y6@H&MV:32)A!*K5X-T&"W06)Z3),W2X|H)D|46TTEZVPN@@
M|H*B)|@D;&=5#HW)LY|!3%&|UD%&V0\$9/D|F@)T'D17|@A:.
"QC=/KCXC\$!N MRS_,%A|ZZ\,0O*9R6*ZC\$*\$'(!(:\$(.Q 2+(-
Q|M W/T3*/%GA!8S-HF(>A(LOV0PSI (UB<_|^RS|NXWCI
MQV=GARS|YSS/CG#H/>#%4>+=58% ROJ4WG@V;S:U., 1<9
Q2!%GHTGBVL/ MS3|>LE|&T0V:QV%9TXC|^2EZ7@:.\$5*HI(4HL2:
(S'V8@A\$"*JU,?U'-#,DV MG3-O4)1*A|_|[Z?#VV PI83T4&K?=##!
^G2H MJ^O;YG):KK,K5!2/550*(MV'^?
RF<\$0"5KC%JM)_(@52RR|A\$LF*Z!&^,BP100@1|B)QIA0KQ>EG;550+,SB-
WH)#F%^|K4FD NH#*^ MG?:(=9C\$Z2\$5125_|8S-U)<9@=-
"*|7M=@^K,N_2AB1=M9I"E!&PP+5,,3,R MSUG\$CH%35I9|O..|,|ZCD|W-
@_!0+QI.Z3SGB6?G*_^9WQ"7\$>=1WR"SK1\$<
M7SQTN8&O&_:G&AC!%PAXK|"9KQDL_H&3F/Q/SV (Z2@V3P8%?GJ&-
+FXD%(5 M5 LR2JM@?L(+F_F|YD;45)_=!^G YPQ\$9030;B@X:@ V
"!5K5&K M.?HG|>"|8))\$;NWC1S1GX|N!P|!+T_-E&4-JGEQ2=(Z &YC_|
(:H"#@@^'U"^ M?=J>WEN6/5"<(-9G!S|.P",57AL^XIF;^J|F^76<+((+
(R_#B(\$Z2^"Z(;D; M#TS'+GY/J WX:WVJ_|V7P%SB4,ZX(679|7!)>IYX|T
M<(DH#;XMBQ D8 0L(MZ(-8%M?I, T8*,NS6EA7/WT!Q9@GFSI<7.%G&-
[\$ MQ|L XNK*0\$?;0<)|-@ T%'D!R8FT:9H|5F;D,JC48,%C6)DYK1..772S'T<
M>4D0J^XB,*9NX5\$FDPJCB7.")&>9Y)0=3BG_+R8C'M^0_
M5Z3+./H'EXIENP=@ U8^RM:(-4>T_39*W"@>(I%MJ1W@A,V-'B|=S:

(% 1_Z MA/36"VG-HUEV2'3C!Z+6L-RE0QM 2C3M.VV5^(*,(I*)A7'Z!|^XZ>
[6*M*1 M;L="4EX*PZWJ(@DB/|AX85-
IZX,71.E9G*9XZ!U+0LSB_:!1Z#RZX7![T3| MO:%-
_:NZ:@)L8TIASB:7Q)_BR//|)&^/2Y!:)UY6T'VE0|C6@F4, 0 AW9Z7
M_5#0*L+G96A)\$YO?TKXN-6-5654ZLM(Z& 5N7L1)MHS#(";Z-
J&^,N|&M|95 M,9AD(|B|=Y)P P685+VH!55V J!B.|)\$33YUU(G"|
U/*HZON2%ROOPISLAY
M6+VA*5HE>#'^78,*\$|9>+_3C\$[HLIXHI9D6B^BW!K&.3|)^ M)%
<:ZBNGF&BG_:PS19|&*|W7O1PY=U|UR\$NKOE5=D3UP6P?J.JL03MELS_&
MR|;ABOQB#)05@Y_T5%<'K+Z,JUW4;U5,C8ZCY=+|-/PL&
(P,O*EE^%+FM3> M#|* %4DGV\$=>X,0+J9
MHL|'^=V'M|G|MS^_^/7SU4,:OKWU?|+ YJ|R,:XK|^_??7E?M|R_:^<7+R
MO|'|Y|M9J?_WD|J=?WERWR: ^? M_:C|2|??CN|F.|=_CK_?
#=/T|J|&_!WW_Z^|6:??#EI^3|JUOY|GYB_#=
MRWRY'QS_U|EO+_#B|+NC7_N?PENOX-
5BDWQY|75|CW/|>OSRXM/>^_OYD'XXNCM M|^_A0|GE|^?Z|^#'-
\$0U.ZS^B>=&G:(DVWJ\$R00'A)8%/)4@LJW:|O@ P\$-=/\$Q! M0UX8QG?
T)GUJP%%2QLB)@!I>4D'QD5|9-M|2HLV (%6"Z?W;9SU;|M|>R+F
M.P'/.C_PTB MCS9ZI+NZI9Q|('LU (4AS= M/_H0V^_5)!",@;YH1G\$|68T
%3X 0@-'946:4#HDNV60M<>?K>,|&OH4 M%%&R|^81<-%NZSB)%.'I0-
4*LBRC3K9\$00MC#U;_)H7J*|PH<^0<6TK&^% M0G8 6%W%%\$G-
Y2!UA=^579R>NTIRY)9E!F=O>*|"+C#^!8GQ)+4:A(.O\$X|G0A-
24D;8L+0DYGKL;O'^08G.)1W.!! M4!P"+C)H|K(!O;4N_XP|9JBX-
;A@Z73>&/#G9GQV'>'K|/#1*LR1G&:\$|'X|B MKX-DK)M5\$">09G1SD^
;+R-*414=08L61SYLL>2Z?FS!|LX?'B'VT?O/ECG MZX|QE*UPM&C%"
(Z"+",6|+N(3-A4B+H4'&T3T9%4X2#3F906R|#+Q*-717'2 MR*\$CLN5&-
|84>9"T|LSD 47NS4!V4B91DJA8LQ\,,:),4^P:#G M:A1
0I1=*'<:_\$&!,DV>|"5V'U#50^0R=(K692"-L?T!L.?2B|&0J4'8_OFN
MSIQ2_'H>L8<4Q#2):*XVEP&|^O*&-4_INA@DU)C=>D%
(8PI/XF3NA>0CH#3G M*R|1>B4F|&
|7M2_@!+I&|\$(&EP5IB)X\$2L:/W47&JHBC=HU*YNPH9^_B|E+
MO,#K#7.V)8%/MT%&00\$::N-8#RU6X0KTB56MJ3GKL\|/L;0#0|I1'(9>DC:_
M?>I\$8=.681UBK+PTQJ??11+|&_"2\$|)I@=EM%#<>&LK.P&>@-
GD7*IHND|!C M:9P1E!9#N7:VF(|)^|S>8%F,8N&A|X#G@-
:^1KWB?/MKK?7;B(;VJX71"6 M?:*4Q=MD<2P3@A1D*4M|7KP6X/>
|/#CV(>MS#_:9\$RVN&?<9:AW7;:AGJ&LE
MU,.C8GQ4\$7!KR0Z%+|B.,%SR'@Z9+OV/7D8WZH>CX1^Z"@C9?RH"L0(
N&J" M%AU?WP1 R!,8#*^=J0ZUUYZF:4YLW@JBXSI(MF@YWB6WV
\$+ZDSYD@T0G|/? MP9FT:?!:4|8E3H|O-SA*<7KA/5#U4<7-
(>INU|TAX\$1>="=."\$|H\$W1R64L
MHX)0.'5W^/,VSQ!2Y2<|)%*|J\$O|TO!_0H3%&5UYR0W.9C0H6ROFM6ME&
EGT M=^6T:;'R(?9"+00K#F@W+9@>7\$/G?YDR<4LG M=/AP>"L|
X9|UTZPR| 2G//|D|/EZW?#8QT'U2X|XQ|&Z="G.8> BZULEPWA
M(|*X:HY"AB.?=','5A2GJSZ|A+ZRDY|P|M|P!(6JKS=A0%3UZ|KT
M7<)"")PGT-.5K%1YVEX+D|#+|KMJFHV8QB#B!CM|. %|EQ>UY_(L
MWW33J1U*|J2%LT)1/-P7|ISY&VM..YF(YC@*XJ2,
M#)EPG_E*B<|'DO=C&\$0(LURI+U>/HU5"M?WIN:VA!=W*0(-
N!54EZPV8\$|! M|=,#O!I@-"OL(X|8EFH Q|'B^K6NG#S|0/J^|^!B(FYR'@JY
A,YEUT:F+J M'*50=748U&TBQ*:RJ|OWAP/4I7U_CY'Q90#!JJ%W%|AI
MK!3>; 0Y5?HV#:#>W\$HC\).F;:;\$!IOR7:I- KB9\$Q'C664\$#"|P=|5R0:"5%
M4(OM\$O2W>,!*F5%Z,EMB*VZZ.7OKH2097DTG_LR-

!SUQ47F)UUX0T;P9-2";M-AJGKH8NUX,1)_FCC-
D%S^NR:WE<(Z|>PK5+L3|&.MFI^Jvy5TN-35;-|H0XGW;.<|Q|AA6DKX
M?)%ZN%!.MHL6ZLX>/F'P(B\6/|^+B"17P6:TY!GJ=&U|AIOY_!9|'>?
7DA;LIWR=EJ+M8.["884SI_%/^|PO?9
>G_96#L*1)U<=2KL0:ECZ2=BW>8M.*7BF4!XE9Z.[5MU9?"^)S^G!
(E|SC-@C7Y6H<^B;<&MW|6=ND#F"&-*&+JM9BR_|0I3"&V|(B6MP-
NX4U|=XP5PU31:*"-W9BR;:8IDR1-55LOMBQB|(|.M|3*!|+8?
|H)GG=D6|B'WV L-G-)KN744+.?|?I@6M9RR3!5*#P8|#7>KVMMS5-
#L\$\$\$HYV^3K%F*/\$V#DT6Q?C9SRV.9O\$.)^~N>9K\$
M;5NE>NS!)0CH((B6*;^)|@FWSP,V#'#Q.9=|_|*_,&44QT4C3,=!H'(C+2X
M)CH,O33E|(5NP";5'C^R!8*0"8#J.F(?L9?F"6|&'Q=0ZG1M|VS*G\$FK^1(I
ME5O7U0W8M"7-+3>GM"CF^UE-YWQ9F A-NIC2;|D+BD*;JM4_);X\$-
^Z>JMQ&'C+6GUGT:|0Q4Y|3OFNY^)(X(O_T<6OP+I_HF%?>_=C:
(\$#&P:L/B?0MH@7.&';
M(.V&2#_LVJTG\$UE7!13,MHFE1M/^J:O\$%Q0*4/1UOG%IMR;-
:/4UU\H:GZR%EGAK%5\$&^#-
(O14\$.^J^A|RH\$E!S<4,#Z*H'FDAP64^>F')CF"+;M+4ZN8Z-
%WQ.N.KL"Y"SZ(USV/9,|HW-\$-.V|)*"05MYR.9VL9DG=I0|^74U#
MYU(6+W>UXP)SZY|MF>8SNTDPLVF5)2WN;F8%3(C3|E,U;"ZD^-.5EDVC
MP-OUCV0Z:I'TMI6-E.5C5\$:'L+O5'4'\$"90>K\$AXW.XYRSIQD&\$9&"I2J7A
MG?@0V8N5<'K97F3X+@J,M4))@H/'"|||%EJF&^P*'YF7_^-/U>+YL84AS
M P 'L%E?2 \(:2|JHF|:F|%\$M@&9=+H;@7#^~M=J="R8'4/E,A&L)NIM7;
(-6!*&|5*%BG6P*\$JI0HO*(ABZ#L^S%4|8%L4U*/KGEMP9W|Z;<(<|J.O|
M;5<<,E,Q|4'Q=-)&G"0CZH/PH2+!/J2.!\$E&@JT!;>:ZZ)(&|Z04C=P>
M'_#25R_|.9,96F\$7N&SX'/|31X=(/)XC)5O5P_2F9K.Z>607,,^PM6DL@
M^IRX1Z^XOV757,@,G"5U@7@|@F,*AJR2=ZLB5S|Y\$A9_EBX"FT%H'68;QX
3M|M' /=P%*VO35'Z M|'2-!;K:3S:*A QNV+I?
KC);Y,|7*|QERG!+'Y" T5=_^6+,0'A|KYO#0^P9I
M\$ _H0GO|_%N'?|H_L_7%:Q|PD.0?6@-
+SO!BX|CS5P"TCZT@B+6|1DJ.SNWF-0%5BN:FMAG)0ROT|Q;SF.LN-;
(**F?^P|EX;MAY9<+J#(
M^KHM8HV=XD9)5)VP>G"FYB|EV4OF|R7+S7<4TP22 X.\$0V \$G204 &27
RA6 MGC:D*C5KBOY9-
!.*#5@|G6!W_@Q|Y/DLDV%=T4ST0^|:W<&'MM5\$2.B2AO:(
MJA'Z)VOF=F_@2J*;57-G3GV><%6CG041/B7_ '#Z/ZPX|R|O!+@=R(-
"FB+5U M'H0-
2XB+BNXD!Z@Q=45:'Y+!;VB&8;:#C*);*!"TN7/(V9\$F#4EW#Q0W""%*7
M)3|OB' %>N?LI7Z5.*(WD&-H(WP: ZNL(B!Q&1"GW*T;3T(C\$4H-
|V4;8=@,C@KCD1@O@|0'\$MI/%S6B^7O4!|AFB'26P_
M8G%U*K+"|S6(%*QSA*OC0Q(JN#VB%3!P"\$W3%4KU|N&8/6K>#;>C,Q"
M0#|\$-ZN0UB-/.38PU|T*=K5S4(A8@-*8U/F)5'8=YXEXZN;FRSQ?
K|WDH3WN#W%(M"Y!|.|T=S0*)&W"2H\$?38!Y&9JM::*AWVG;_3C-
6)!+*W7AI-QW&A#HWOTH MKIN9WM-:SR.<>4&85JL=+R_(VB|C,
(B9+9^R_,K7#Y4)QNXM"1M>5N=45-68 M1B|JR9<| #O<*+L0G):FGZ#EJ?
P|U0=2BB*YIWJ?2!5_1I9|+^|MPK>Z-A|Q* M*1A)4.:W: 7QTLI".B_JTN
RRV-Z|/#1^S5.2C|KY|L?|: @8C";-SI#,:YP M)A_.;AY%0;&@B?.5I"&%H?
V2L3""1?O #IF4Q-ZO |!+!O#;PV-|~R+M
'S;#3G.';NN'*EPZF+/PFG:4G,:|F=QD>W?BJ*C0-:>6VD,|L?0=1JJJ"(K
MTW8FK^RHX|VDG9D;7C|)3(*;B2U%4"U;UR6SU9-WVQ_
MV*!%R.*V3&KXL*W|ZP^)!PF2>)&2,Y>|/64;682F2"
1#Y^^3(@@F^8X,/4L+LC/&Q"2-(\$VB9,H MWY|D&CSX|9|O4T/'Y|OB?

\$A7V*;\$VI8J<*,09.CAGT:ZE2I?H;==Y(/I6 MUEN.VN|D:IX^N=I/(I?
MH1RQ6&;S|3K9)M % ^%36U+!W^S6N!HW-P=9:YE%:1"O:
Q*)>4&U7SB=KR! M5MFF)1GAMO,GM9,GZ#8VX*-1|V&NVCVX=9P
|*+K.UZD#Y#NE2?L,VV9_BW-MG@JTQ7="ADRL|WE)Q60ISDT#[9,#T?
|J>20P>'0Q%,667-M-\$|X4W|ORC9CIU#VZ "\$J@M?4?_RUP3G1)V;T|B^P|
|MIT09-#9|Q|R:@)X8 M=-_A'6^'C3|MB:9C6-RL92O:7GT%
(^E:T756Y.TE%G:<^R/.G2'.|N0)3:=^/-)/CZ#V76\$:1AY=S^_7>*M)--
CCBR0E7;XR*T'W4R 8XNWH"Q%|7L0?=\$,R:|'|%VH_+ Y|L)O|;C7W8.
MCS?6X|C#Y27.DU?"|Y4-2FP#^Y&#_F1=|HA!UJF)Q1I8
2UW\$0E^E9@1/L* MH,|LK>J/QJ!KU,/JUR|YZN(|D)1YWI0,|V&;S:I,F_*GR2
HZ3#O7?SH5 M23+HEBF6*GA2:H:HX3C-
\$_8D'^FQ#5WC_!S'|CW6N*9|XS0.UV.!S:EE<3AS
M_V|5I652TA.\$+%S:NX>U-WS*B&TL3M^#+Z__>Q;XR6^SUAD| \$&.-
M: ^CE;4 M1C@-AISJ%7|-6=40=#!RK)&Z>#9TEH++/+7
Y'22CO'BGV=YGKU!E5K/UPFX
M#=#%43%LY<+=33^YVVA8,:=UCV%K;@Z9;N,G'Z6_L
MG>+J':!ZJZ38P#&SH*|XE8UA?I=+/+#/C2!R.=^6'H|Y"AP
7Q1CS^'+UKYS/6|:|%G%CP MIX7TO@E\$NT_Q>3D-
F9:0/HKXMD7|D*YK&*;%?K&F^YQKG!2|*Q?%UEL|+
M"C*XT:*4QD\$QQ^?1R_#T0?
O8'>,6&@3<1|^83GHLJ! (#V3&.||LJK(HR:)BRGR MW^\$GH/?
13N*ZZEOJ|0>P>!B0YU)<\$"*N|H,B=\$@/ARVF<0-(Q@UW4QZ3THC
M9|PG?.,.M8&E/Y561;%3|>)FNRBY+3)XFV|S3:|H>FPUDJL4:|
MUL==;^S@G"+U(9=QZ ##H1^;*#H;/3FCZ@^72|):&
M&@"0=9E=02AH0%C LC*&OM'7HA@X+LUZH%SH)WLO<"U4#A'?'^;
(:1;?Y!C= MC&JA-W_.L2:S>AGES|B|QSF-1A)IYV|1'L.?<+3:7+T3
QBBE8OU.EGAW-5H M/.|/|&+7'77@NLJO^AU:RXV|"TDO0_1MB/R(X'VH?
B'B;PON<)&WD&ZN|KQ|H M7H*N(XU)=-
*UU+;:_JU6TQ!K:=32"1ZD.>G'=>Q%U+./QG@AZ3&'X_LH/U%N MA.
(%GBN*^R/0?+_1058."1DJ|\$<@I-ZZ*51'ZN=+|K-I1!Y=D4L|4;6LNS#
M/<67HGF)UX12|1B,K+?D|,8@|Z#==SV%\$3A&G!E^2_\$CF
M"GU+UU4:4Z!YZ8O3Q)D"|4=RG/QNLR07?8W) 93WOU!E3WXB"|_L-
3I/W=9(6BQW.(C1N<5D9*YW|U.|U8>_%:A^_Z*O#|D?G_CS\$S>.4|W7
8EG={AL M\$NAO4LKX/BK*RPJ?
ZA1P>J5'*)E/"XU|H=^_M,Y'(9|%/+IX*S)D4W7,+Y) M5YG(FU-=?
M1X+4HZ;VX?Y>MU56WM9X."L5I57F.6: 4<>7E1 0&S-SS@799#
M#/>%|P<0K0%|-AR&D;@|ELN8|1CL3(N4|@E'?HYV#"FG?
5U0\$>OX:|U?%| MT%#"XZ*|E7S@9,C"BD^|NFW8EG42Z-@NS5K'Z>J(Z.
|NC5V|)?*2A=MU!8W.Y&"F_4|V..|6O MU;C'#M?8&/_8XR;*L8P^W?,AT"
<*J)|X>>ZJBUT|8L=YC|_D MY*.,5_<=
V4;|EOG_F(OX>Y@|AI\$WX.D%ZDV9|7NJ-^1.(">+P9&-T|J&Z5
MLA5+4%.9DP|O|=K|US'03ELWBY?|82V|L'?0;MW|A"|C3<|SJN"<"J*^8J|
MA(6-Z#|S?)JJ7_O|/&>"6>D*_+@=\$@BG"%!.HW\$\$.?)E;||X6,RM%|3)|3
M9)VLHK3DQ5Q)^GR?;9-5@L4^|6P9./RYEQU'DNKVOH4<,"0|2:1|X/#5X
M'NO#>9"&1GIL+S;0Q.8F;=YP593)2U2>|.1U>:-GZ!_|B\$9^A!-R3PV8Z!98
MD*-NQMI_M.?.%8OU;E!,KM%SD#W#G.@W&E.%-7E/D# /1!?
%I=Q5BRG\$.E.6(M4@4-,PV8PM8791%_X\$:F|H@ZOG&OWT00S?L'-
<_M7TZ#-|UU|%M|4"*\$K>G" M,9J"^/T8K",9W;=C OX+YZER::AQE
R: ^@672;':9O ."J|@X2_N|I)2 ##. MFY;)IS*
CC&B./#!XP<|)L.7^)R@L|'"09ZH\$K'9G!43UD>)RE4/|3U_2># M-
.:|S:_OS304W05 HD(UF1|J+(QGS65&_XTJRZ.A!DS&K|%>TFM>@1#4\$T"

M.R+,NM>">AQ0:EI_3YLL+R[_)3XFYJ7>#T/U6.P?R.3\L0;)ZNU3>BE'7&)
MHZCAB[54NSDP6]3"P%.O/O,H-)^"CB@T6J;|O(CMPT'|+?
\$7N2I3BEJ>O.RV M_RZ?L*O&D5@J<2F1':?B%'B-
)_Z@ERU\$@ZX"=)8Z3G\$1"\$-!|/F-)##JIG M=N\XWS?A
(!6EE._[DKR#F^3V9@=-9RJ<8HL^O^!0"Z(!)*\$X"4\$SD:S_E
MH4^D\$^DXY'NN1Y0PVC9_-28H=7R3K!|='@@O6|O9P|QB%HL_39
M\X&=\$TXS(Q!^S3*,WHODQOROR)^*:SPXH5E/Z|G-KQV
KAF6>|X!P91.%.LT MB#/%+/+QO@'-H>+|'?@^+*SC&/Q)*\$^."7P6RG/#3?
PQ=9.*8LRAN7T6#OZ@_M9,P#T25!J0IPIY75YS9%=4Z?
@QJ.O(&7."PK<'&&UP#?*:8*?2KWSZ#KFT)5--O-
B*S4^O(28%Q30^M9374C5[_95-MP/V;"6Y2.\$V6HDQ\$(?!8\$|54X'_59\$-
Z^H5O/B\$Y%1IK9KW>(9ATHU#G|W*
MGT>40!M##U8B;IR|;DFX7O11*!YMCH,/(1.Y+Q>H:1".WX3%
/5|!#E,2GT"MV80_)(.HS?M4QY#V-5XS>32#<-U4IE/"89LUPX:B.I*..@-
QMj+MQFD*CRI!
M)7Y)Tj0H66SZ\$>>OR0H7O+4>#.JC*LA/\$>.@DA2S!VDW&O
+1U&+'RHXP\$^'MO%T:9>RELM@5F!GK_<#9HQ_C|
M.9B+R"2=878TFCBR,6V=&M%|\$H-WF/"G3S|K)V5FQ+E>\$<&
CM85/>M7!%B MM*NI|Z%6IS>-)BD|CT#4-9VD?&FKM|/\$#^5.
8X%=TL+#<8E"6!S @4\|/M?I+?)
(P'L/ASL,0|O5B|V;|IX/C7A4&38E|6|_84*%>"[6@EL&H_2FMA68L MT\$?
S+IOO=GGV&FT'3P)Z(_0HS5#\$.80|S5UD=)PDE6("Y8'>(J,|%N:E(XS
M!:9*!O.%*D(TG6/\$0 F0ST:P|_3300\!P<&M;+C\$UEU5>4);U#WM44\$)
Y|D|G%ZDV\$5W?,^=A'MDC+:?HF2E/:4+AJ^RG2 M/
%SLF(|T#,4P*5DO224S9|#)ET9I>I.BHL.BP3^#)N4F*!TZ>D!NGLPJ&|
M,M|G1/W)CLQ'8WC159,U').C46J7J#;10G'=J8,FYD"..7'2W|?1|
ML4S9#MA.9E5IQ'6=.H6._)MJEWB\QP0B|/R?
UPG92X|0RI)NU!W/8+VA90 M7FE,\$RJC=_3\$>*\$\$/G-
MWP:Z=6@'ITV341(C%52/=R+TN>\$Y!*|5HB=_+|VVV
M^L.T*1):0H/BFBO,&EEH=8;&BG\$F3X@\$K#7&X1P&(3OS>E8#7H_ZL
%F#Q5 M)1BM"XHOD^'F8FQS IEG%?/6/0_F78!%=/GJI4.V?
RFL0XC9MO;.0JA%#!#MS)D%-\$?
TXO2GQ2)Y@,FH#419;Y>)JLD*G%AMA')XPA\$1S4!|AA"NNM2JHHZI
MNU,V1%>^IY&/X1*+L=Q'^SA|2Q_P"B>OID@HK*5ZCMTVRVC2!/6;J|H>
M!-
MMHUQ7LS04Y;&S4|1^2&CK>IW44Y|B;#HMUF4%#@#73,8>DWL"65&8=,
&M#YM&N0_ZZ=EGJO?=N4YN@%M%=VQ).B8:?Z/X_L@W)D+S8|(H
D^K60^V&7;1 MHN|+17/CD=!0!X;TI>MA5*(UH,_6+AM52#,NYJ|VW3UT-
Y2EDOD M-EW2'&5 2?.G)K(L:U\$,\$|&6UGLZ83.2>|H\$K8"H;|/%8+_Y_
IHFT7M2X*Z MC|&S(IK#\$8.V,[DSS-801'G_I=88C^))>6H"?
VD#E*E|RF_PR7-N!'.VB M2.BJ7|)HZ^0Y%03H.8.[4.O A-
|:#+#7E'^TP54"S=9C@W>D=HS;?YR YDNDU M(MI*G5\$D<|V>(-R&#F*B;
<\$&W5YM,O;FS4DG_OVN@_47%1NQ5|A1%NTF
M2VB^!Z)Z4VWOM>\$"3B9A%!-
B\$=RS|<\$'Q+*=ALQ"P5.^E#,08F\$HQ=#H7R.N M|^-(OE+T|A_+Z|V<
\$.N:HJH;FX3.'.YBYM=|J&ZLG_CB:/D"4,2ME0;I-7
M|!;#RD2P@%/5\$|_#6YR2I8LIF.OQOF52E"D;-M\$&9GNV1^RPO
MU|F6IL'S<4CVJM8LJT>? MR(X2DY7&TC7SACZD)U\$C4F|Z3)+
[7A|Y|IH4\$)+;|P+/KPQI|& M\$7O\NZ 7#Y4 W;G2"QD@V|
OX|F&X#RE^(V*R X;N/5ZS<>EW2*J/6|*H
MLP|#+4,G87O3Y:XA_P;LXVJ#XTK4C|T4107F%T0Z&#R*/>TM>JK(>N|DZ,

M!\Z-QGI"VC3.0G:G;J!V?.JVS?!JLPQ,Y:Q(@.!_P5GSWFTVR2K6|"P@6*:
MQC8I9'IWM0V!;MX'F4W/I1O1EK^RDU4!V5)) ^>:
(4\VM4.98!/LX#E:B_O,Y MTOP\$V-JM,MRD<564^?Y+GE4I**
<{1>6\>A9_["P=_7U#XP9PT._;P&3HWG
MZT\$S>G:EEV!_!;W>\$TOT*EIM:B_8KU.5CAW_*K(G8I7AZS)/^
%+6=*1#0% MP=T DW=(7I6,O26H\$7@@_E\,5'F C6F9EM&W5RUQ%>0I-
=,%\$U'X'0-6I M&,*LT3=Z7.1A"T-/?#HIT I+NYPQW
|Z0YRMN=04%J\AZ"J*L' MEGBU29-_Z5,0ZB=1*1X:-CWQJW5NTXRSX?
=:Q&TD"LAR:B)-UWJTK*O>D\$ M:R?KO'\$F&IH(8PY1-
L11ADZ\Z&50W^+|"_9B7>?HE>P#Y*XUN<@_7Z%;|
MX5PW,Y1DAA@1^E/TLOL;XH3H=T8:L*N'0:#N=%AE#^"/P&F2Y8^0L(SC;
MRML\$I!J_A8*:LP3PX@9J@|Y/-9
CK:\$GFQ6^0LKR0GIQ'<2KF>VN6O\$'Z#I MUPA@DU|P;TF.MI@H?
LVVL)2+V|L+|Q0)0B0HD2!%-6VHCB00[^*Y ML+#|H3'+>C5)Y>F3'6
5JQ"J&G(DM6&A#!#C@.!\^07F\$O,^?_LYP H1CTT*0 M(H3LZIE-
HJ=D2Y'T|K"A-)N'80D=2SL09I""K+#JD44U8)QDMYCO_J++"W) M UOY.
I%M4@V-O'0\$5*42) BH W;WL8BF-JH=="%Y|W)BG, %R\$/%KL,\$543^M5
M;;_56T/I=|Q|NC#+8T\40B@YAVS9O-3WO+#S/D1E*7Z+HXV!
|XZG3TDQ1_% M |X"-,0R6U2Y=-2:MU=*B3@I6F:(\$+<,CJZ?
S+^Y81>NN^&ZJL_K_T#L+/=1 M\$G/0='!SZ!+H=*|26!?
6Q4SAGX|@_I'NYI.G8U 1H0H%9HK MK4#OFY-
1'+4A;)3=VZWT/MJS|^SO21J;M<|?)=L.@H>#ZUPQI*ZFM=)YW?+K
MU,.O.(P,PP)>OE|2LGP,IC==&|JB2'%O(.^ ^I-*K:~+4| M>P&.NJW#;~<-
G,VA&K#V*-OZ/L#\$VSN7QKL*AJ&HKH'GA(E(*9&#D^!OSF9W!@F
MV'R>U(I%-Q@|^X:BTIY/+O|OJ5UFUVY|.I*W+9'HD)
A@0=XH2!KZ9FJ51? MM(L>O-V1&C|2.9.6V3R5_8"+BB4H4N^+LY,-
.;MEAN9IV_*W6X-N|#!C:%R MZ_UO0_3F:??>ZR|(F)\$E^J-%E5?%)
|X:DB*T|&/#1QFP#99I.\$C>|DR.4);G_MC5-*#END5^_PQ55)L6%
(PK"%P*@^*;;P"RVSN15E-FU2,,*!..1=URJ9:O|F
M5(>_F.\C|PEP7A4)M/IN5KQJ4L332#P>W'90C|^|3DQ2^M-
UK|:1ECB:SR9& M@V3,7\$H5^ @RB=)5OEUL3T>+,VR;LO6L-
_4&M7D2*8/"^*8Y'75_3GV^/7:ELFZ^@EV>ZM)1NMIR=0M*\$>?5?7)AGI
MNCENR5FT6%_09DS7T8JZH;|&|E+|?~56'4:(E"K5S;OZ>Z\$-
VM:,1P6.3Z)4(^EN:@IAIG1?;_98E6GE?EL/ M?
=L8(.RHJ|JL)X)I_+&219D|8)C;8%(YZ#ACX?
=@U3CMQT0;3F#YQW<9JMD MM6?_M9:\$-(D\$*(?>=N<|> G|0(
W:!'RI=U)'Z|^G82U25YDAQ'.TV?(9&6)9KHIK7-Y M&>4,U;0SFMX+C?N
/O
UR2J?.MSOI!2/KAT1/P3(TC9+M>Q|-5QWZ-.PK|7|S9V+CV|H#J4\$75V;Y/2=
M2(!?5:%H+6@\$1\8X7?!L|@-4JDV'@%H"5|MD|<|O>11C\$0:ZO;?DLQ,*
MQ\$A0'? (21.'.,:TM7EB?2@=/ Y22Y/,TOH|6?
T3/Y,Q_I%::^5I2\$U+0XIH4,=J)!|I5-- MC:-*)X5M3TF6M?;\$EMJ
I%!I@9U"C,O6FE4|V\$1/4 2&10CWN<9&5>Y0XB* M*MJ6^YN47'K
FAA8IBGX(\$ (U9R".S\$'2=P|6D:HRW/&4>TP8J\$%|C:~%YW"
MCUZ92+M*9(-/L:#,<(7%T.^4J|4IU_?TRGO,<*ZA%G01U:ET;UWS-
GR9%C"
M6FC2*!=5+M*+R!'S6.;5JK3BM@*+5N8I))K6R56\$#ZH93:34VU%@U;XQ2
MYO W,AYR710PF3?IRCQA_/D&(I10!-
_1=4)T)\\$LK+1NA,^P*\$HWHQ4|H>=Q#7WD:009X%KUC7L|*D%^JMGP@
7;/=?2V".UQ> M0'MZZ%L8X_A|_ZV H=5?1H,&8JU?P"7<'#9A|(V0Q^
'4K2|YK5(@&,J.^! M 5;0<"VH%M=877H|Q-

08Z(15&>!J3OX"OA_3%JWROG2"P.Q4[-:(D6"L>LI M-PDL>3>5=-?
VX>KU? *2"PE. ^/U\$;\$:/T5;?ZK-^7D;YFB&@"5W;KY9\$|>4W
M2>W)AE^ ^99!L0/Z')A^0/>,E*8HLWT/&@:6\XBUC^1?P#Y:3T9#3+
(S@QKV# M=-W%XZP0SVND:??5-
(*>/^>8)O5H@Y*""K+.&CK4\$)H)P%6D%E.U3IRT8Q7 M6^:Q)&K?%H@:?
Z6;T M|>+2X0+(U22 QLXBNR0|6I1@=>CX!87!6|&|>8G\$TU;):(<|MAV3-
6 MDKL'46XM(#-
R9#QA#JM9YP!,#/) ^A\$!4LSQ:LZ%:CZ7;&=VRH;10S8!19#|!CB(O_ ^MKDM
M/T/-HXH|@Y65JI&D,:NS|N#(SU&9Y8I-5VJ:GD=I0>ZB@' /T*?J@\$@:&WN|
MB#=#L*-'>)OCCASFS.2A6JR1 !X\$+|(B M3Z6Q7/5J#L-Y=^6?YANKO?
LGF!:_ ^;70)X8ZAWK@J+H4?|X=AQ+-. (3L3 9C M""HLF"12G0UV#?C-
I%5A:4'! =0;B.8?=YC\81F|: TX2HRQ&9* @R&9RDRF(MTI*"">PEY
ALJOF9"RO/M5:3AJ22P-3/^S2#%4"B_?,F7C+67=-/LLU =9<+_2WBQ
M/>?12QLX?%Z5FRR'6K!E M=HZ;A[6]=5@;*RG4Q|G.4,-JUH-
C#S+!! ^N@>T4X@D)|&D+=EC7SU:IZJ6AU MP"5>)ZNDU"WD?
K^>#Q(QXM3ARQYM|JFS(MRTXBO'.%_XBBGI"QPBS
MD!VC@7%|ABI@<%!%KT6/)FVGYH7<;J5N|8H*&/+79;FK8(8H.>E+ZM-
FORK MPH|MI-780:+C\$%1|UJQ1PWOZQ4FGT:+J_,X?
2\$:E\$O":*M0:4MRZ<' IW1W MW*I94|OF|0;T?
ZYO|HX|_G;Q>!_E98KSPHJOVJ-08:SZ/W#U@G2/69O(/@_7
M.UQVV1J|0AQV6^|&Q)J7C%VU2>N%?&@((,*@*T JRD-
)@PC+,G8WGD|!PB M ^J3MV!F=6X+ (2+ (SZ /J>_N'J!CEOE"A>/.,_57
MPUM-\$49>J8SNY! ^J5H|V.3,/>/LS<(!?\$&L-Z_&VN0E4MXECD0).-ESJ"^+
MWBS2R>UISQ4YO|"S?4 18YW># '33JF.T2*3,-K(I(QJ\$TV^.8^VL(B9^|)\$A
MH8^G'G&R64@/K8M\$#NE""@UX/)Z@"K(@>^5UE@L\$|67TODB_D6LE@U
|W;D MALG0,&+<_ 'LA-?6N)%B+P)U;CS #B_@""*>!O2O0X>:[T0
M|3<&,\$=|:7U3KG3S\$Z8Y&AZ3W|BY5HL\$7S!9J
M>\$M1|H#7K@.T8MY11BHYA(OR.,VU:98/61FBT8.RI^LINZ/7
^AVS)@*OJ1 ME&OT5YYJ+KU76N^X%
|JIF:>NL!;/|=H%:HLFMD>NCAVJD)L&G M#C09OYV4XKE5MEC<;
53&.1/9K>RO-\$R*K)54N#G3RJ SZ | M9%|JXPZG4X*O_FDWY%Q?
E>4@,*7!."HU=;VHZ8 M9|'=I&S20D8 W,3L77('*,>3X^'KZN|
C+#ZHS'%'!#C:|>U%_!1=9-OD*4L MM051| (D%DH933(10^>|I:_,
(|9F7\$N|6&+R,1QZLK%V-) 'X3HEGK/.?B M>-\$TT+\$X/DS2LU(FM1EFDC|
(3 &_SR^S,MH^X++*TR%>\$4J&&-VDW!V2/\$|^MC)|?
DUAN*:N1,JF)S,X_ ^N.)!"GEU#,\$HW-92|R4:M/5"H83&1\$N82<
M*\$=!57,V2\$2""V|,O7L>47E.*_WPV0E;K=
|!A7^G8,+!X8.VXCQC56AKSZ2TRX.K|21>_P8E M>PK)-3;M8-
T%PP#B#N|T54C@\$/J71?5>;,E(17*35464 MQ@/QZ&A%I* UXM(%
<\$'9A>NZG5S5\$0B?1UR!HG=V 5JL+Z)=0NY#M:F49,-N
MA=\$|OQ/2;MN,&9*Y322=QDERM_NC@_*|>?)A<*OL;Y:7S|\$SYN-
I=N*FT";\$(E//7^ ^B@G-?K|F*=Y_C?(_<'F)=UF1Z!&\$>U%)2HL8,1+4
M@=>3139|1%*K\$'^):G?92Y(RN &;,GA ECB+X!1ET+Z'-Q\$DK+\$^&
(3)3E| MIDD\$;O_1?,0U+^(X.OQ5J'D7JODARI_*5>=Q|(CD|=/5UE_2)YB?
H_?\$Z M@:\$GT?;7YFS!9@\$QTI(U:E:,T,-MPG6/@Y7@M,!
|*A*KR;6!6@C+5E""01 MN\AQG)3P+|WS1B)!|"2Y?U J_H-+&"2(6T|
|FH;';B:JE1=DZ9GD4JY NR(1K":3CC6 MA28|.A47IF+T*I5KA?
2H:|6^QR6YJ:.)SN1CT6*B2+330S^1!J>:#R==!,H=
M)K>'RP3VT3169LS^/4FUX;?ZP@ZN2|'%E%,,S\$('8=W%-
MFEW=7F*4>R!3._M6,L(|#HO6>G?|%NX?@'O&
;9.E>E:UB^TUNH:'S!M-!7Y+<0:L(LQBDT;J^ M|9XP;#<>0|YM2.S

D1<+B(W^[*8J*N4,*05.1(KQS+JAA0U-%V;X%#PA6 M- 6J IRE-BJ>1NA-
V_1.%OKU8[/T-FBU, +0;UG MO@/ ^>T3|:<0>#YIQ;1! M0UIY?1X"Q%
@M=9W@"P+M92JH5.18(2K;-;&2#" +A3VJ04#2@99+M
M6#O<>I@O@2W\$MC V6U ENL<JZNX?RSNK-Z?U4+BTUM8PNE^Y0I
@98T.J(F! MO'G:@ M??SKI|G9_1 NQA^SC-J?LY?3/*I(L
MZ22+N]6(5^ ^K;47;{I\VO-F1VH-D\OEJOL3|/%"?
C.6#:#AQ!XV5_%FQ!Z!0&GG MEVT*-B2DJ N=H7I@2(R,77+9V,
(>IW|G0;5YA_@2O'FOEIM\ RIPIUHU2;K/ MD3|=(' (IB[%|
[R9J";H|BDG.P%Y@ ">Z%51U1"+ZQR#\$R>TV2=K**TG*]6<+./!\$RH&DJP/>
M4:.&' EZ7:0KA\$?>24ZEZWV AOR>5S3=-QH.+ZL ,,:F30, 4=MWF@GLJ38
MGI078LRX72JP@4QV;N =<80>E!,15IW>(3-^_&'CP.Q,H#\$!I\$1Y+*OE\$5I
MPS>(I=M0E*O2YY# 'WH\$A+5;:;#)#H7>MT6]7[I,IXTX=J%4S-
Y;K!2_O=|:\$V M4@[1;7LICN@%R'IU26V]:-
NNZRR_BE;:;NKO78DT.!)R/Z@DX|@V^4\$\$. "'?,
M@NIXD9H\$|G9P|W;EV|8[SO?1;QDX7LD>#YWFSG?/ M\$QX+2-
N"UH;Y/'Z%81<:"H<:Q%)YIES:Z\$!8&E'B5W/TEG ME.*|N9C.19<(WZ/^)E%
MG7997M|JHZHUYP8U=33!;|VDE.=|N2L(.F "'L|V|1AWM>B|>6_MJA^)P
M0BO*NB9T ENGJG_*FI7AT|65)EG.<_EHZMAM@E.W+#E&BT1^)\$N:
_)9^ARM\$;PH>IV|?G<9|E:~?GYIS-S'\$(|U=UW?9=2M0;:;5;U*%&17#;!I?8F|N
M8&(=L?G(GY>;5@OU^D_F0Y(%|/ @+V=(;@J((CY 7ZS 4PQ^OH)G|Z,Y|;SY
MK%&)ME&>X.(WLK- #3_WI!3R&+46%| #NJ3,6R.5D'# B(5/R2Y;%|
(%'G+12 MQN@QVP9&:7&16'G51%NN_L+J MP! ,,\$66_.\$O^TY6H)^)-
WU2IL7""51>/1#M|SB")/@9/4?I<\$AZ>YCW+>
MJ3I:4=^Q%!BSN0X%I@_E@60F|2CC9,J4!|BL6D"#5385E|/#|<)_0/'A:E(.
MPUQ"|W"+|S9+GV\$8X%&<,W@B5@^R(!MS24Y58AUJ74&\$|GLZ,4-4
1,F8D7 MV4@<0CM_ '(14>GR/1A-05^+"1Z8R(3LV47#+% "\$/>
LTB==>2BP(Q|TT M*,1-(FJ-
0CP2R5E*V:U9!5Y4|C*KEM90C1T6#;OAG*=;9,,+G|9RU\$|WW_! MV7,>
[3;)ZA9XP"=4UJ;H'C9(>_Q>\$0?8|P.8;>.:Y+8H_,|:EZ Q!000\$3-
M1:F_Y4T;+I3!~?71WLN> EFDX"#K/GBIYOVF|*=0/D M1O97|CV|/. "7*
(&.KTT;T>89=FY^U-KDM*.RA'K'>4)E(J%-_.SO+OJ/^%+#+#-\$EXEE(|EL#
(?\$JP;TN9C&\$C069YNHO217K/ MAJ\$("R_6-<"1\$:&X1IK,UA).5>(. ""V9%
<.U7(QR^P+ CU^(8NSH*UV7O\ MF0S(UFY#)D"4(GQ)@5;,[K=OD=?
C_50Z&JG|+MV5?|&UV9#M!:=;M1J966(7A M; 6M; 93P:
(/_ [DBBS7U'JYQ7I"|5T5^GJ_7R3;)2NR2|PS)|X(>W:04|HS|
MKN\$1<.6X":G/Z|"KQF/4|PNQ-*!7^")E@*,.(\$5 PMNI(P HYOBL2NRB->*
M02+5F6)5@*^U|X"+: @MG&_ =49*E#[R!'0BL":J(IW' -LG37A55LCPU+'|)<
M1#LXY:P8\$LVC4ZBG5@R|JV:M;-X2G_3^X|5|,ACM\$FB,R;N!\$" _|LG3U;I|:
M9YYN8S|7|;06QB;RM:&I?%8T,0EZ=>C+8|X^Z.0/G|'Q<6S&QL!>Z
L)1(=&S0U(R'P8%5B|/=I1QD|HWG%Z)P-/6@ MVU%5M2SDYPU-9\$, @?
VDD42T%L|1>@1- _^?SYXX^?!BX#1C3%9: 11|T,C+)| M,Y?
N(M;E%_O|U_RK-K-R0/12V2Q33FE<;L\$;5%G#B|1607K6>|.BK#V^Q
M7^V"YTHML|MD38ZOHLKM'G%*6'>*6V8(:%%-"R|6
7KW=_<_.\$SD1V,NTVV MC7%>L!4-
0_BDW;9F:%ZRRNG(*%5)FD.R'TU#W9|T8V@B20EA M^;+"@-&>>/#
MLJ0+51C!|Y(OKQO8|YTCL!:@ ^Z\$;Y?1T./NUN"SNL.|>C"M=<2;>U/"0#
M|4KK0JG>+ \$|W!ERD|QB.^#M^><\$YS@4@H6B0A TV*.*1 C/ MFZ;T&B?
=)BF^*?&+UI&A;"| %5(B2!8.1-HC2|JR79Q [2S4!3IPI.|0>PV^;K MDC;X)7^!
.)VR_./AH##|NN">0""OF&&(G@'JE^"FK>\$RCX|GIY4Q_ZQM.|I
MFS4CY^9|M =#ZZ+*PW?
G@::MUZ.&9O;D=\$3|88,4\$H"C!U7A(SA&:S2;E!7|)H:|?-P!QC|:=9

M>BJA8"BBK5PIX#4!2G?2D.0\$M0L:*(H;4Y\$=S^5@V^9_EI! ?0.J/M;E.<1
M|>I<6>I9V?-(\$"'"@".[?T@FA=@7KA/4:#&FR|./_KD0*D1B9|C.7*AYJ,CCB
M!6'8L(A1)F.84*|\$C^857+L6ZXL'KFUT\$(U5>
[?*|7S|4,%L05TS;5(6E5K\$=RTPF2"FC89" M'N8VR933Y*0-
KPT6;)U|C|./>1J!84=AE3|_(7H*XA)B/@AB|#OX>-BS,W!., M!
[W=*T90|KQTA/2H:(HYQ5K0N(!L2>GDA_4&
[Q*RQH)O>Y&655NWL A0G48EB')?
T4OL|9IQL4E>R)DD>SCSG27|AY&@ENI/R0%SM=[M)K|Y7Q)Q8K!|P
M&1'S+|Z*0+%=H:\$8?|>L|4G";|E|P'P6:T+B5:&7V9\$T
MIEJ81YT,WZV: ^;C8:5F;F|H/0SQ>FP4U1>CYU0BBFB^CS*UU/
)QXO|6Y,I+ M9ISE|E/G*:WF?R*|_|J|^_*7XE-3RQ%|B9?5+E4W#
(*A>+8|PZ!3'%D&1S0 M*N0W(NF5B+Z3Y6|_EC\$JY/?2XIXJE|NK)H0P?
Z*/L0|J<8I9FP;0Q?GAP&7G MDP:Z.!\#=">MSZ|%'>_1LD6 K?79&B1:(C
^MKIK, ^:AK9EHN60HC,\$(PSG M|3:)TYT/N^A>70FLDQEX-
*ZW669Q_=0=X*B?AQ(HKE)!G I*=2.!:8/(_E;
MU<4%MRC;%Q|EA*=^=B+W+=7@>Y\$=K8 >+[FW\$:T*O,3,;
(_CRSQZ7F+5MRS.?E&| \$7|DMB%F.:T&/V0!!)"@1
M(T64%K\$|IM!A3ZM@W9EQU(2G7)M^;?B9UN79+X0_"V4G*X;=U;-6,G^
)WHC MT
)V*73|<3JZ_6C7|4>/NNT'# \$3B='.KD6XF|B9VXD;9QMK08D^'C:&XR6H.
ML S1E|SXGJ+WZ|O|EK9|I2;?
(E6:3|,3=PB5A"RA10|HTUPYMP|@%ZYGZCJJ0SP-GCRQ4 M:V?;)(;"1^4.-
<##ZL|+FUG@/'2- U2F1|(WU.C(|Z@&SJ)=;AND'H")6\$T M#@6G/
S)AS*93(Q&!%LR1E=87|Y=|B64Y(\$MCC6SKTP7KXDFMQ|TPBC6@\$UR
M+|L5=)ZY3'('G!#Q5. (635_#S:^UL08D^"-KO(/>"F=|2??C;IDU"|9GA
MIA>/9 ;\!7JV_P_U54#898WS',<7&T"=UJ?02\$2T=H^3(4X7=\$T9)5+-BH,*
MO!H1W6^D3J|H0I.!RZ?)8VI8A,P9=Y+1;0%IE>,|>YSB()|G>9Z|86T%A@0"
M+1Z=0"YX: ^@JO>L\$#- &H@4X T&!
1WU>%F8TFTY"9@=C3S**1FF#, ^I=|V| M5&0 BJK;|ZA(5O,TODRV%>
VP8H=Y(6#)MZY1FB3&D-+&=+YIBF14RG.>)(MC2BG_A#E3C(X?012
X#P6V&|*\$)_?Q/.#IAG?L#-.H1EXL?RIK=2'T|YLFW
M4FO390("YG489.DZ):QB^VY!&VVA@4_S60!|50'P+-@!WYT1RX4-
E)RAW^#B M._2|X!&XG,U)3M5:&J
@G|:D|">V<5S(KGY'=&%&KJD=J9QV\$@EH!CG4.YRC
M^%Y/LF:7A=3\$X58+S>BTX.^0\$17X9S_|"*G6=?|99@R;PXT2
M+4MRKZD1OR.\$CCBZ2-<|?|PUXBW|_.O|85ECQS5),5:|PC:AW&)D\$CD-
5KFZ M4^.HB,;|Y!0+;NZ"48D9+D7|CGO>?E,=" @8%%\$0#5/IU5#Q1%7!^?
X\$@|5_P MMBSS;VC8F(;.!|W2*_N?3RZ>AE!*O6G@VI
T=MU*G;.D%EN>PH<5>.QUJ'5 MV.T1YZ_) "A=7|SN<%E@'F=QI9B>H\$"
<+ %K@T"M/="!PD|QML4R"FR 'MRRHG
M)|A(6)EV;01CU0.8F0B|C\$YH9>AML-(
|H1JD+1Y>4&L@ST9%BU4&X\$E%T\$O M=|:"U0H&G4(G*55S-T
|/B||8\$^383%3K7&W?TMS?DD5S>*TUB<#!IMHL5X3DRCO.Q=4;F,YNY-
W_)9? M@.@;: '\$LO /5+T'|+:CKD0EWXS^.HGH?PQ'5'P
S+|O;"4Y0HTS|_.SBZV45%FF.T*\$WGWE|8M|G>;G.MDD&'R%WV)WO;|*X(
MZ1WH?(_ \$6Y!X#9J7,DZ0P6X*:#D=J#&|724J?"XTW|+"V;_PU797)A0AIC
ME). J%6,7|5/|7TF4&|6N68^M+;><0:<&AC,#/2IWGZRP'
MA|*W,MGR!3OD'D&XTC1>LI|8"?
@C&36Z(/\$_+O04|F/2_XG2V,9IM!RP>LXM1E|!|U1<:\$_+
MZMW6"FET<5M4XW-
9F\$HROZ4QMUYPS&"2FRZ^8|M899X"H#I<1^.#U*!S=H|4 MI_|D=X:X;-

L..R#3BK+[4 GN[?'WK3^JE/YT?8_3=AU6M7N.)% 0X9EW@XI
M)2*DDL.RSB BU!,(N=J%ZTZ*JSJ|.2A;^_ (#?LVVKV3=#H| UI3J &S@4THA
ME_%|TNK!W|HY2(H_R!UB"Y
QVRYP3=I4>40!#ROBB0E>^<7G))=KNU)\$Y3_M1HAS0DM
G@1<<Q=ST.0U<=UMR00.N>||Q-2E<=UV6O;M6/-J'
M^*DD>T:95S0'NRG+;,Q55;8S=<8W=*T:E8Z)|HUB-\$O4,QU=%.
SU_*ADR6X M2 ?7(C\H\BE1ECJ7((>LDW006|4I#M::WVI7>N_G-
8/:*S7U>71K(T/.0
M.P(721|)D:KOZ42SY3'|_GQ;K;/WK|E3LJWKVLSW\$\$.!&\$GCC0M|||#+T35I
M;1+|/+_.P7%S593)"WP?.HV3IRB\$DGB.'. '9-EGMT>_|?Z>SZMH"*9_%" +|
MK+.C-2|,>#:- (?N:7&EPNDKTZI=
(6)&=3!2VG\$XOC\$KU5ME|^4\$XS/K'GS|_M')U_SJ@GG7|N\$|'"L,PU1B^8*-
\$(|LD_-"36LH&_F&ZJ9U?B.J@Q9WX&(P9+W MHA(C=>?
YQ&AG6M=IOA=98TV1FUM(6CG2'O')+Q0-
BR;F^|W\$W"FF;,_QVR'P;HQLG%/5C7 MHYJ;-;Y-
%CV!RO;Z0M4\$5^(!/I^0RZK|^LD?6QG MF(_:6 YXC?
_-90Q@'38@QAQQ|DBP1Y0_JE^'CN%#?UM*=B>=;/@WT|^G#M2Y M|_)*-
<+:(2!T*N2YZ0#/C8";"P8R|Q67T;: 3RE|-CM;V).(/3J!//K^R+L+
M1B>,)S_70U)N7G@JQT66|VS9|.3L.@L&G@_O2E1+T%6S24Y_J;&W61I#)G
M|Z(6KSB M?/U|=B8 K>;#XZR,FL=9YY,.L|H\$5,=9W=3B,50U9T5<%
(*Q;C@KR'&(/*I0<!*M<'K@Z>JH2SB><;H.6 MGN4<)%W.BU8%L5LT
AR^G_4=X&@V2= /=6>R2'|XKHM|"/V3-(@SO|-O/QV5(
M+@TC9.H_1;NL^)^NX_"C2G<-VC;#/MZ9MA\$5# 'K=;8)@Z8KS%1D, V.#
)T<MNY,Z*J@OJMSXX'F/\$B<6MJ3>M2:VV>LQ\$0@T?9CTZLOL&
WZC?)0V)O%>KZB M|_|02H\$.EOW7FH|.J6%I-O1.>:X!)M1-4-
4T#E%1:_)&N% OLK0@?&,H@:YW M!7@Y!(, @ =0 J./D/!WU I_(!@>-
U,%G*K-%#5_X\$^.,YA2|IX%2"H|;)TY|E!=J|V'/1Q MZ?1R>
<"08|4BGP_O|=+^A?2DKGH1'ILI6N TC!!|!%S=G5_*%*&3E0_1C>K0
M.8*RV|OVB,-(*GB:"WN%O N,ES2NX7="4,#6?
M#U1DY0H>#1RZ|FY>H9DF-
M8'KH2)C/_3.GV)\$S|BOH'S8C%!H":^34*U\$|6Z#>K#4|=!X|3HA>A-B%-
;K M@7(5Y1!|JHNVP=!>+=|RZM|JBLM-
%K=+>A7N;LY"SAJC;&847Y|YP!FKR71+ M&""VZF08K#6_%TIQZ5U&
|R,O,-ZA#[A&@#4(_8TRPK>XCD?0C,,S0G+L1T;/Z%RE8=* M|3;-6B>
|O";Y+7-LY3|<|6<7(/AO2;FY(7OZ:Q)7T99Z3@#2_POL^2+|V6J?RKR1Q!R|
M\$>ZH8<|16:P5)G|%Z.3Q(^K)9.X>K'Y?
N=FWR?,&/N?'58*)TFA#*=VUDT@1G_A*3AUP:2S2!_!M
M0%=X&K@;#JS5N.%F(B04=4)"XF6
0UF_C054,8%J!474.H+VE+D+OY|>:2<8 M4X4B\$-I_)5_T%K|J<9%2\$Y|@
5'#@%QJ16HL_H9|6N5I#A.GJ/6P*,7;|?F: MG&A_D%^>/|Y#+E^Y7^954;:Z
ZANT(C,U72(\$JH;)7B>&XM,W5EQ4H&O8_XB MV^UP3FQ6|MJR?
|&|O8^*8KDAQ|KSAH|+?- S. <^2>'>D?:|M?
|%?,ZRYO+_|VH.AT(%L!YH766R|Z1FMVT;MX6V5W NX4|JFP:4 M?K%
(A_4N4:'T%XAP"5|:Y"JL,3IGU9!,'V3YEBTW65402WCY1KZ@_16&U;23#=2\$6
|1/6OW\$'+P&)H16D?8S;@-" MV+2%4&|Q>G%|H637CTL!)74?
Y>0KL()Q212(D2@0MWS;=UHI>J:=1=|#KFPR
MLO(F*K|5^!:_XNWGFW17C;R|.;+T#PC@-K"!^43-"0'B,..%&+-I7>^&3;(Q
M?|BF.(_GXJ|DW|H^B5Z@QTH:W^(\$O!SF\$Y&2(\$;#DHT9U01N\$P9INA-
C%=QS MJ"?
+RPTQ>,L'_&SUXGY|1/7SB!\$HH3^#A&U4@BAC,WJ)/7|_+ %#^RP^T+O?,
MN4!9\$&@JD@/5)"O\$Z'|V%GD|Y|HH<|%T^XXV5RYH<;Q2!-7W;I#5X_?>

/E&X MJ'./M1XKY^>4%M)%XN+\$8@/W>CH01:CBA.?D_Q@LUS\$)9B<-
\$|BZ8,0KS MV6_C7LW92-0:4|>>R>|WXIN*/5M>/A%6@-!"5 M%GNB>-
S0|CHHV+S&'7N&+I3E#^/!@*!S#00GQ-()T=V,S<)Z]?/S5KYUBU^+
MUXH_+C5 GD:=N\$8,U5=NE-@?
\$M0=D:A*|7D2K|)OC|9N|OQQ1)|'E*!KKOO^ MV-
4"|+YUDYP^.U%43P7^5P49JZ_4>6'-1:D)\$*- OT|EF40GBNISM|CM+3#/
M&_3|/FGLX^T1N9R1-|B2LW+B2XGB:=E\$U!|D753BZ>
(1|J|W,7M#MK0U7D|UB1\$,MM1TH;|3UT""% Q|/YAH!'^S;V MH|"_NOJSC?
W8P_)>370;.,PNHV|9HU79?+*ER59HX N^8!!&|0T M(LG2X3FJ-
5>^D|\$*2F",VIR-+5Z#IJ,.UXO2R#A8SX&3F^:K55|AN-^:Q5 V
MJ|EMXJR0HCL-K:H-W EZB.3JL|PW7GT(|S_^JO
QVRC_"KME.9A)9:Q;WM\$ M-?:>Z:\$7T%<4G;LO1/;:(^-(
+Y;,)X;)|2B:+PV!K%|0A,GN! ELPXV!U1+ MU%7"H0T|J)?
B5)H5&2L^>|=6J>JEHZ\$2&"Q0E5RSW'9O;QC4L6C"+LRDVD',7
M5^F+'ZHMSY,9QQ3|,=K>1PDYM&I(^+J9CG8.:TH\$I'#6U|\$FN?-0Z-
0%NX3*
M:7/4B|>\$RG;1N=4T|J7>3|WNUDJDMK2,XOL#_R.+>)UMDZSQ>LS+NLI;
M9\$AR!|U+J:XO8*3&(E//Z')1@2_SBT:|+P\$I.WFJ2OB^14|&EO=F42: TSAY
MBPS)= &S?LP"=>?"17S/,6"=:2Y!E2N|;33-OHO)'B2SK51BL.N%|?5A2Y!-
MYSC%ZZ3\$36Q.|4VW@*O;) \$ _9ZT8W2_9(J_GCOA0:*L7#%4O99;,+|
|B6<0> MGDS6IDH&U3>NE|6S'ZJ^0)KO<'*2^30:EO2&;K9@>K,QJP9E?-
?/3RWC6RF(TMFMEL|A|QO=RD^3E M?I%B=D|S#D\$A1DBK-
/G=51E|'A)|T@NE#CO9E! *:ZH;PC\$7%T1Z|3*6#C MBIF,0-Q0AEX?
9KDLV|J6\$U|/6Y4/B@"\$!)#J"*&: *.|_G(2 MEM%+E"?OW*
T'^5EBO/BYN;VWE*SS.CJ=I."\$C6D(6^M%JEZ|U8G+?B;%;YW
M\$KYR)/M|!|\$G260MJ(71'!H&P3W%<5L.C\$4>DU6:[YFOK_\$S:3>GEB='
M4 N_9T,?|B+L(E_O4NRN%-|HEB7@YA&C^S6)<7R^_U9
T)LC'Z7/1VE<4'P| M.V@_13AA%!QJL
|:.\$&'!':07I+BJ+Q!ZO+;R\$BULD=1*^:U-140'&Z:4Z!+G=
M:/B9<12S.T^#M./5=+Z/|LR0SW)5_@2O)JS7|%|K9V%|*/38"0C9,|0S4IL
M@_N0W0*AV!J%EQ.!:9'-> %^Z0>,-?,M.D&J/P/|J.IO,N*\$@P?^
MA.3W3;CNS!|28|V-SY)M_/;/+|/9".|>V"|0!4J\$Z|-N#L!BA!,HC4 M7>
|@>*)O./Z6N4|%KI01:RY %S,@%!'N-5C.Y:-D0TVFM:=7C\$U;<##2Z
MW.3X&&"LE\$ PO&|W8;M+;;B:-V=[G.|BY*8?
CT/>,>O=_JD2/8X6TE((@BY MZVEDZ\$Z"451OYN,KWF5)6C+,US7YL?
\$*T|RURPI_.OOTB|VAQ|F@AH^3'&DI"YH3)#,C^593\$%J|*N@6\$&0461OK.
M%A.C@X2B2-D*CX)BR-?2R^I9Z|R4S7Q#X@|)B^N-6B5?A52>2|IPGE6|*
(5 M|J;S*JNXQ,/ZW.40-5LJ\$53*-LCJZ6,N|O*_+C8);GK^+-
;K9(4M>J|DM=_/_A87!<9U|. @6JO\$%A-|>Q)R(**M9W6J-G.#DT|'"M.QQAH
? H8AS^NAPJO6TC@%^K:-/Y|J^.,O9Z,A MLRCUM"&S+
+JPA@N:O\$:1/K|^9>?/_TD>%XS9VG2)#Q29I/;&JT\$FGN,V8% M>,2GB
"3!\$>ZPQDJ5|3@%'!Z5I='5HUJT&|TQ:Y>@YJ)SUXMM4D2("Z;6#Z
M3%.3H9-,4M ^QWH@!8D>\$)@4.=JLHXY@%-I=A58:>P-
4L:W@O!Y_) *D<*|E M78:~D>+05D^BS9|W6S8\$OWAX||# MRWT)A;'-
|R.I))#O2GI)?~K^4J_?'L; *#N*;' ^;+ MXV|7C|3@2'0MM2"2-
P2H|M(:_)JB%:/G;S'+&|;20*#S1B5^A\$JBN%U-Z59V
M4\$,:\$P8SQ/@H:TW#UR_8Y%4MGZ':|K6&I#9M4FM5U6S)?>O"-
YSMC|N|6G22 M>7+97V1I21|80D5JOP9< WK%*0R%
|Y|5K)>BJVZ;O#Y!F7|/SG!!O^'I(05U MAZ|,BE""Z/D(>,"O.*WP-
1D|G7ZRQGY+RLU%5939"|IOLVVRVEM153D7!\$I M@@|Z(XR0X(1^9|PF
|0Z3'+5!|(1G7?\$OAJ;M_G(5+:OC\$ZL7\$5!H/HZ@U=-

M@D9"GWM5TJI"*L%9E!N<0X9?CCIV%U"3,
/R+B%P*13FC%FN!Z<\$JIXR0 MQF&F\ D
5J2;^%0 IO^1HWGEE495%&*5P2@%W72-KD>\$V\ VGLT\ G\WU M\JF?
WXOX*/SY-U%E1(^L2Y8B' &:\$\!6JL>EC\$B+JR+^8G%U:EVH\$/29
M\CTIC9&QGH!Q/XDE4M<&!?!4_(6BYELROUF5Q@ \9L4.BIZPJ6W
&JFL+H4&,M"#54"N0&WW%W@RB\JL+M5;\$-;\$NVBOE@O-
PTVRWE5)"DN+)XMUFF>;!R\$5 *M
M\$<3!2_.L@G6GQ%\$3GN9%\$:6)IG'VEG;-J'3+HPY;"5HR/8A32ZV[0BT3!\FZ
M4^.L#,_7E6_IFBOA'\$/)ACVB0/@H*!AP\U32R\DT2J:Q:NP8\9C6D.'->
M+Y(M.>N^1+9(%GT8D:>ID4*>#IYC*IN\J5RX?LOA(EM74IL&/(.JM&Q=?
5)&^YXBYM!FNQ=EF;B M%Z'="!V1U\$%.A=2^6X?
RMJ:MEJ;UK_G(>#^/>7F-8Z+>+7P\%=E4JJVJ-KM
MUK6M;%0B_@)4OZ%+,^M&M4,U'CV>WC2).L>>&&^Y)=%JP\R!\$F L7+-
Y:Q)M M1F^?%ZU'+USV2*Q3P=O70IQE1C+54ZW>/#T?
TNSIP+GKZR7^X\<_JM?%OQ8
MY3D9^7E4)\$6=LVA^+ILAO1.R5G04_0_5+\$7VKE.W8JT\),I/
MHD05:C_AI7";)JOUW20.*9HB'D3KS5O!3)T:L.#(43F,R0%K:~6.,@FL3G+
MR4U?03:2.US.BP*7K31>)0R-M!L.#BE0A\JNN]"FV1ZD8R+4J, C\A:R\=L
MNB6:3JGK).2O\FY(BK^!!G M@ \+1\$,K-
8/#AON!IT^E2R:UJ!5VXE"*K^5\$! ?D.(F>,K@=O^(Y
ME,4\4T.CZ6%D#?.W6"")A\38"?
VNCN4'2&64D^C:O;),6+ \46.XZ2\CE;4JFAA7SZR\$YRLN-
UG<+A+)BTVRLZ\;7M#*.+1;=0@FZC438&*;S.?"5K.#K/LRA>104XRP#3;I4
()'%<.PG4/*F=J M>(Z2-5_-MS3J."C*SRAR2286#(K\$Y!EA:KO3X M5-
*HU6*HYL D\A@>_NM\$;' ^Y58CENP'D\5'!_T:I^6ZI"!;2+G*@S=!CFQ
M8;,,I8?>%JR_!"-PKDUK'DJ?R>G<@&?9.W1*LJB"\$
MN+#G(U#UPG53@RY7(
M&Z!0\1E'J4%^29<*B1%FQD&OB\33B&IVB95=TKMSS',I+KZ1J<\$C_\ON
W: R"9 M('ABA\$:\$7BC!**H_9#FI3\|S@IGB&MGB!T&5\8JC5KI77^QVRF\Y-
+?<&(:HQ MX0=";,%+C(27U7 *?(L9(+/:>!RH,K\>.%J_VG3,B2\K2\$
AUE.2Q<9L(5:P M*U\$B1HH8\;R:\A,DB\8BF_)|\<5.
(=Z3M7\Y^_OQ7MO3!X>>^ \U%"U%!.".?)
M()1F'[1IP:;3AI;:I3\$;&&W_1167;ZAVY^LE:DWB5WD<9)& M(G7:M!-/I
 \K7M1&0@AZ\AU)84ZNL\$/F(E@ 1-'JCW&L0W\$9MW/82KYK%:)
MATVV1F%^3=>Q>=:;.O':*N_M9PP-YX<%_#F?|_D>),N59_4Z>;;5Y4J-UN:
MM0\$&#-WQ<*MMGLIPJ.TZ:1^AY(C1AVTWZ"Q>US8?H)-. \2B:8W5
"D6#"?+
MON3!=J\$N"0&, \2AQ4P08R%7LTENX_*T*RQT&53Q"#!+9?)*MH%Y&FWV
MQ'6BA;YH7\JKY9V<[CJ0W\#">4D^7\B8)7\3VYXM"G#=?
9WTZ+T#Z&ZWI:;+MMJ*>^8K\PAI(DVF;RFXDR#5AZ1#W,PU% M_!0]?
KV'R'Y*=M2<[0%H@>*H)JYF@1@/U#!!-1<%-I#O(W*J-V#5'R \A?M,<)L?
3)7R%[?DNCLX9=5G5/\$FADE""O&5.S1 W/X.[^\$7IPNCVY M*]2?="<
<_,6<%@:=FT3=Y&V&|\@IDAM"&;V# ME*
S@D=HTG=F(;NRNR05/[F\]#\9!Y%7 *""% # M#?I J+ZC1573
/G22Z2:\$)O\ P9,)YBO6,U)\,&D\AQZA.!Z?5R!8BD5%0VZ< MJR;)8!
(Y\BZJ<\$LW<%>J5VN3 S-V*Y#4R:H"DU)79A5FSA0BJ*=\$*ZOG%2?B
M,V/(MI8(UY&O^@C2% 2'*?2"...: XODWM+7OD;OR4OUWJ0X.8K
MKK/FO\A O5WOOI7E8"3,TN;NH#%^A\9).")ZG'V5(YC+4B%
\$26V,VD@@@D(M\$S"6=<\$\?Y8P#6FZCU.#:L(/4:B_WDE%\8)SP'7(.8PPRO?
FM2M(4(LF^+YJ MD*2\HUJ%\N=1DGVX H&)M!I '\$V"/@@ M8,2 ER?
D#K;):_('N^G*FZ\$BOJ@O61879#>/B0E+;@_6+F1L(5\$JU)!-9BTI

MQ=&M)H/LWN;A/_B%C*3.%W<)I@2)'7=4X1-?
\$^!09+N!%B%|K>=?;V>2Y'P ME?G|EQ|&WVG@)&OEV'OFN%Y
GT9XN\DX=\$+1>J:|/=7AX=EQOWA*WW3&B'|
M9L50#WG3;Z&XP^5%E>WTZWG M:~?Q |+=3+4L
Y"Q0^~)V/.Z1:A")N'G#&+4*I)K2J|8-T#WU45WDS<>|>|HTR\$,HJA=2-
7VYJX<|V \$ MOT6;~>I6&XK\$P^&7BVKPW36B%S!
<<^/|*%_DK\$FCP)TQ9GG(|8YGB%"C+!<= M-
VL\$GDZV1ZBU8152O30<=>/M?*'M
!|P+45;9HLJ/Q_0%I'3H65&#|C|*:6:KNVG%2@B^0)/)-|+:VVNQO?
AS\$W"E=\$?<5:|:(I_G-9|;LN;*O02Y MQ)*NH!MF\SM|_B:|UBD/&8-*9*
(5\$.*2?A_VXC|_8M5&-5AAO@'>ZWV4W65I M8%4;G&R?*XQBQL+|/<=
T#8TGX>* M5,1_B=>8W&ND(L|E|,X W+7S(,\$D'')YB4_70,8AI'?
+34;5\$AFB'=|X0>*6 MM-
SDV!*U|=X%*U@ICOA3V)VY=#)YQ):M+50(/W65ZNLVV202%/QM)>
MSOZRT>?0Q'&*X-J!*R M&P5O)#%'YP"JP=@CP;^#7CN%:J(C?C?U|>)
(6O=VY9YORX1Q>YP_W)JWG^99 MU#PO PR5RF:48-W4?=2+P;T4I/?
M0QN;-F^B05WY76TXD>9UTVR|=FP-*L,R3C)+?FL+|VR%
<5Q<\$^61\$8FS64:I MKK-_YBL&MZ&/;#)>"&8"2=S:(-XS"2Y7L
Q;C3A"!ZK/8;PNO34,;=|XWK*! M-ZRW;|+XJST!+#+>KMIP>TVI^P|!D+?
S5S+MS_BN@E&0XR;95N2WS%FXJ,JB
M)'LM^2AT|R#8(X',4:PK!@/)##\$!9#_*/NB:&BBY:CF-4IZOE?
0UB>W'@:-9|TGP*_-J(&A0+X|(-K+C*Z|?DZW7C. M_:OC>A?D5K0GI^U;E,
M=Z+|/|\$E7R0|*-A6XVX:R"4;5!2&?1)|9LTQJ9Z%="SZKYCGFB03V:*V9%|_P
M,BYF:~/5(\$EW05B%|INZ1^VY;)L|
|UVPO9JG|>!B88YEI1C*\$|D@L%^'^^..JJNC-
C\$+^X2@ZU:UPOL5,=)O|)R\LD|WPFJGD!(B11(4\$6_*0VBM.=# ?
9_26)-9AQ#8Z<) MAM:36MA/(.W/)\$UW%NR2>_1":8'+P8*6QI?
&ESA/7FD9?QU^%WG/R^B=E_:?
MXQ2O6=:SZM21;AHS>0HA2;;A+Z4VS)K4%VRFG R MF\$TG3H'!F'#->>B(
^=|!|"*UMT&"7AN:=MT^_I.EIALV>3I3/6!#,\$)'VW
M9J|8EDH274!++W70@(-|R;+NHM<-!8('7;;J#3Y\$+\$.!L'=P@56S7FS<|IC
M2U()\$R?+^88L|-GU(.A|6ALVJ,5"(TUU'TXDW28Q-
UM<8R^O!4C*BRWNIO+ MV2"KM>E|2'PD_)!@BB:/2/1&LMF?\$Q/?K?
(;JT>/&8CRB/HX\H3|. M|83^..B\$_A@D8X8;LUX|CETI|8'+G*7Y%H7010Z-
4,KC3(X;1;=VQ7\$5D#|
M!6?/>;3;)*M;WHA2*B\$>7N6HK=|NWH/\$BSH5W-IBR)!|
|YL%*T^~D1YH/|ZW; M.KU-:S&659YFKRY|(2F5YGKT! MZ)7^~.)
|IQBAAJ:X\$YLC2SJT\HN#?+|,LV>XJV|4*%T66)|B@&#+6.D%&
MAB0Z!LDS@3I!BT3=\$|-);X|%>U(U..|"<:@A1Y0^ M;|!H9_&Z\$S1
)_|JHN@&>I&Q|. ^F!1|@=@=|E|/TNSUZCK1;Q"(B1H)8|"(I MNLN0X!
_K=!%O)|KP5TG_B:*QO|84BX6ZWD%A2O4255B2|5%B/EI'"KI<2H MHX
AI)=N.XPW3&-+)R4&(TQ79C =|, @>5XAQM_@X8.L\$0|=U
M%UUE2(Q1GFTA/>W#UZO_@H<|V
MFJMZSR/L#;S|=6ME|WRF_3IQQ|_^(6FL,R=\$Y@8\$4|@FJO3EL(Y M47:O-
|FK|1H#("1F+NUE|/Y K+X'" JM:%H\$BZ3B&)I3_H1H56;YOO6P=L8\$ M:|'9
T(#0(#:|&NUW\$_UWQC)EE M)L:*.2,4&!<Q6A_0N5&;U-X01:R-#
M/Q96)@5_AI'^XO4!E:0)|9VI)_^VT/YLU7BL;X,OIPP+26<4S;T,6K7B=*U'D
MQO-,H=WZ:I57.!:~B,EQQML1D|_=\$>V8&S?718*<(6M(SU@BB6?
06_=8H95V MPT\$*|.XLZ18Y7E9XF=4IWT-+0@DU&)<-?7#[P"*?>F\$Z*<7?
J;5|RY;;K"K(MTEF^D4|E?P4.4V)WOB208;*_RTI+0S:H.!:L\$..!*/4<\$')G2-
D|NHW?-N MJ)("3A_M)P?C*=QB-:K98RWU*!-3W";X_.EDM4Z?

64E^8=9[92]V9Z#_=R7"C
M?">SC(8HP[52AJ05XV*4+%ABNM)1;;)MC/.">>VU2&<-'37_V=.AUZ%-
&M5\$ MN6G 7VXOSK|&*?D>.*N*?5'BEW;47)W4"TF(-1GB=.H
O_YO":1ND:#BP*" M9J9[C4JZ@B\8:!!>2[3O:]8[C"),?Q@ #\$(D
M02G#C]/%"APB<"^=8["RO\$7"[L,WG)-
MUEX^0H|\$8T%9,.)_00HC|ZI=)YO' M_U+%4\$;/@QWK!B_L,DZ8;7!
<+KQ'GWDJ*.M>1*],ZAA,T=103 ;U@AP=7MJ(B\$3_IVB7%7_CYAR-
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3W M497GY.|/?'9|VI!UAMLM6#X/\$&=;K+|5F)X@6K=|G55(J6:(TGV?
K;|GE,R| M&|K^~|JE|,W;%>'Q-O>XR?*RY%\$"WD9,ZL)MQMVFO'+
1#0TESAT8;A#F/(N M,BKM>'?E|*7\$Q;PEG/@727Y#?G@B4PU/_ 'J02P,\$%
@_R9206:\$>HRK= M<@_AGD' !0 !P9G@M,C R-# Y,S!?'<')E+GAM;:V|;7/C-
M(N_/W^%7-R MOCQ/W96=MV1>MG;/*5FV)H8EM?
R))L|=2H%4Y#\$\$'8I00-*V\NL/0(H2*0(@ M #8\$. S,)X M|??O/D^_'TW"%Q??
>]>+%?_ WM?WS_ 8M/,84I7CVXG|S8DQ6ZVD00KBC
M*\$[FA*Y>_ ' IZO|_ |?V+99JN_ KRY>/CXU"|CM)\$%*/'H|ZS!
MLLDQQ;S!O|ZX(O&+4QR|>|WNQ9O7?_ WQ%?O_ %Y_ OQB_ >O'KS0_')?
TM"N,O M|RC!+YC> YC|Y_ >;|MZ_ |I3,OBMP>_ 'B;Y1\$^!:/7^2:_ S7=K/'?
MOTO"U3KB"N4_6U(|+Q1)F)Q<1H*#ORS(P\L SU|R5/D?
ON=_X&W_S^LWW|W@_MS7Z^O=AUH/\$9_X67|/#=?
&FNRGC_ELEY|?/LJE|=^|_#O|?4SBA\$3AC(^!\$Q1Q
M2*=+C_.F+ARJFR6.PZ?SBVL^C@IEI TX5_'W&T1QG"YQ&@8H2CIK?
B>DPY< ML.F|PM.4_7G%A%DI?
=A&H2B\$IM,E@V!)HAE;DL|^R,)T<|>:;>\$|H6VU%%4WD
M>@+C.4;)|CPBCU9 |CYFF@'KQ9>I619A,K^('W"2X.VQK6/
&=8N(C#.>M>G(Z"@&1QRO;Z&P9-\$&)| M.-6M@"U<%7ZT5:M^ S7ASU%
(?T%1A|P2C**S302?PVEVPFAE#PR^/45JGP"
ML_",%A0;@E+Y!\$:'6QSQR%PKGX#-IPQ M+K9P_2&|^P(C%-V*
A20A/6MCX<|: ^ UN!;0-8>PAF.9R;E5^ *9%C;37'FU"|JS9?8+_R-A,
M/7LPFN*-#Z%&47-K/MGD?|KH+|/R)J" T5-H2N5D&9)=LVX+9;@Y-
1RL#9;|1 MT!@4FAJ&^JG:@--T;X,8JM?X\$&RV|"P20XT:|^*=,W=
|OZ%*S2!|QUAI"YB. MJX/O8.;AX19LJ)3D)8E*=U|HB1;L|4*I9U|;2G(P5@4
M:_)DP5%ZV48E'CPP(X|?|>8S971/LK20|H'4/'P8_@4WZ<729+QFSR^4UC
MB|/%9NQ I;_(88J,DP?DJH8|I*&|96 NP|\$&M|6ST@"E:%->;L_+K6_87IO#!
|TS8A.-V=LK>7/V,_K(*KH84'>(+G#*
MSE'Y|&0:CQX1G;&_8!0LSYYPD/'9.V%|3H" I|19F+@1Z*:P8#V2>+O'G>)|%
M,VXBUH_<5O-%LVGH/IUG*5LSK|(X7&6K&
|3)17UFHFFA|SR,D\F:1_ZP873)
M5EAK&|Q6\$GB/;X(FX|4&W"PD7B;DN#++5YG-%@RT&:V/=!H M%8@
E2/I%*@H^!3KB"|U34_64C0_INO>NFVK7_!+.
MRMA|V\$VU:GX)IY4L8,!4Q|9V'%PGF*HH^!1HP-4N|\$W5\$GX,LP_*
@OC^2IO M_HK2W>6Z.7('X*=B@|O_XPW"UD#<+OTP7V|L8:2|TUGA#
V>X;#(C;_6\$? MFQT09I"UA&?S+W/I9B3(^%1ELY9_98Z;@6(H-
-9JE,W"M.+%V>&V9K8-^X7|
MAY=,FZU_.OV@/1:I_!3BOG!Z;OMH&:-1R2H_4K\$G;V\$EM|%Z!Y'?_^.M?CI
M*(INP^1+^RJQ(QH76U\$@U(P^V.-J^;;ANUOO%SG8;:?!|LPFI5?
MSRE9J0A(B2\$:A+)3Y=^_ ^X\$_:F\$|F&-
*|>RR@%6J8;Y>BFF"|_<3QXCQI+M
MEE|3T8@E50M5G7I%C;+;6SK>=::C\$QD5\$|^>CV8CM9G=7TX\$O=_2|@%

M9NOU81O^*!F=G(I9E!J=7HSM65(W.(Q)U
+*EKS7KJJS9|=O@Z/XOVXNHB9 MUE,
<9#3WZENPIHED7|LJ'M>LM+=@NC\$R@TE;%%.-V.49"A*-UT9:FMO
M;+TE*Q60\$KBNML8JJR)IGOQF#V*-I;Z;0Y!,-0"YLMB6\ZFQKI/_R|*AO
MX \$P?08NBY6TUY&-!WS!_IBXTG,OP->DM1EF M?
#K+^"P77O,I&UDZ/OJ:C".4,&LKOZH5K1HH.>_:3JXBH:C@ZT.^:Q,\$NX-
HQU3JR^|)PFO&NA6HPQ|Y1J!= MV|&O =
0[,3*C.'<%0,!H#!:+L&N>)'),\$K2>+1*%Y)' + #4D;:)8XQGH_V+-&=L-03Y
M7.X4PU1,7!,E,/XLCU(H6?+_11T#RCB;/EENM(PV.9|&|6S^@|JOPE|ZNJD
MB|JQT#YW.^ (=RJP&B6W.,!,&?Y>WM%R+)+0|^58"
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Q2O43C+'QKMG|>K(+^!_9EWZ|YG+XI3T%"|8W OXT
MP^=,|YV|/AFM^&-@#>!E7_85>&E/M|"_JW,+Z62H|
|C3MPRHIA.^TSF4I"BR M#B(M|:BDO"D|1%)&, MB1_8G^?0:|(&U W:
<,O=C;='),\$K4XK!6:5*B(S7 M^Y)M6HE2*?Y,)@AHAJL9IK::LO_&@P.
<\$&JMAD_#6Y-T>X@| ^|A+_U9|P+H< M!CH2/8?
9:)*NA1U<6(VU'Z/2'1?.C&KS YBJ34@|^S8N"8K+A0:/VJDV|?
P3NI!!^(RWF2|?%BC(F%V M&"|P', "3D)(TB.U."96O|!-
|UP0)OM2*A3HQB<5U(NP8J5K1H627^_D@C3 M171DHWF_7+6-U<-I5T?
&9|CQ:#8+B_H@-RB<7<1CM |9,EQ1\$MH3TR|0LT_4 MA\$P=^+Q',J:
(K2&SLJ#2* BR59:_,#_%|S (X0;:6P4.B&\$=^#P_7VIVR/D> MZ?
UF6W|4J_+=N'NGKG=,/%&>8QY;Q?FU6^TX;<>PPP(,;DL')|#?
KKGK"?/64^>LYX|9STY'H7/64^>LYX| M9SUYSKGKRG/7D.>O)
<|:3XY#_G/7\$;|:31C("LK!V9BNRN@%1#|
<=J0U)/;\$(=+EL(N4YXK.A6VZC.&=P*Z4W MIVLS_DJ,?,>\$-
A2K%)%VS6!5U\$!IK*\$%%QQZE#N%XFWUKN/2>P3KPV"M>6!V0"#-
TOMYW@1*KT@:,PT7W"C M*L?+L:-
**M#K45\$^8N4,BF\$|O#0PH>>:Q'L/%_M+Q?UE4=//I#6_9P\$U^D:H
M@%T&F/ FTDB;)L7'GH_::EI4G0;TQQL1L1\G%D0H/NXU\$;I.
QZ1^[RU]LA% M?HW3:DE\$;KHY.@*H) W!MZ-\$RE,NS?
(Q.\$^YTH'7+B*M+7@>2G1&)ZZ)&UW.V5D4GQ-&?68
M\$Z5NETT73|6@JG/XBL1XXC5_>%_,\$F;XAKGQ W>-^2&;7G&!?: M
5.X;W< T6L5\$*!""JSC#)VP46VYO_N5\$>2;,,W3SEC!
|%LW*E=G;))Y@ZY,RJ&X%6\ZW<7<^>UCA.G"5:ELL9!)\$*F,"RE">Q2OB
PO?I5CM' MILB!\$+|7 ZT#5V2\$',+DTZ"_HD6>)F\$RGX
MK7NV"N.0ZYZ&#|C-JMHF;3!\$ML+F^WQW3>)PNP%L=3H-
*0|8!XF#&=DF;3"| MML+F._1^._
NXB2C/+F+TWG:D.+;_6(S1YM0@1TMC<+<;NO\$%-, 'MG\$G0OK\$ MD6|*
|P=|3 L\$@'F4@<|Y=|= '3':Y V"50/XP)(R |66N8|I&X(75 A,A|3+
MG=,1WF(4|4>*>ZT^H3!+.DGBSE>C)W,
(D8&:Z&T)_NBM(.8|TP4N1&G.,AH MGCJQ5)ZKS#6&OA_4E.IUUAH-
WH134U,<.9S (0<3I>HGC!|H;/:VHI9S; MXMA#W:9ZO#KPU\$Z=
(|6,00JMJ|O DKD.OCB&DZGC4FJPA1KY7S*MV9Q&=/
MW|K,PF19Y&'DG8
^>K;*\VT5ZVW#&KB5L|H+CI1R5V!CL#GF*DFD^.T!#1_R M(JON/%"6:
|Y#3UOC_H0=MN<.<3+)5-C|, VX06^SO@3XLF\D?# 'Q20TDSV(V"-
#.\$OJNP|5A2&9R1X0^C;|VK(U)H=2S(<<0"ACHR MK:~8|
DZ0|U|58YNO!5:|U@Z\$N?/#1V6YA#*ZH>SNCU3B!@H" H| MIJ-
TDG^KV7Y/ME#5>)5DH!1DVC+DBNW(|Z2K5UE2L-)?
6I9_9ARNDRVX.8E M@=?
>9UFOM.:\$3(F0@4U(&52^HX\$/|'=2|\$_@LHQ7;N"IIY(_RMB|8X:

<|HFW%I#\EA1LADM,XDH&*6 . MVZ3YI
/U2&S%R==9I!*|L@U;P=J/9.3?|G Z*3H*6YCO.>#/Y432#_2SB)I M.-
NZ/FWBAU84;|9^H|PHO.;H3ECGY.8@X%,G7?G|<,LIC7L+4'W.Z|'L|EV
M<;|C\$C|BF: EN6 C.<"|V.BAJPk<.0NCE4^'B_7LJGMV@>BQ,*!(SSSL^XM
M7F.4IYO3P'(Z-" U<+LEO!N>XLJ5|P?AR1 M^JW GI3%
<41|B:j%I2YE'L:|8";M+0YXM>IP'@8YZ.Q\SPX<"3|Q;|=6Q@Z
M*O2E<\$^'\6\$'O>_L)\$W?
=C&B'0|2;;&|*5G3=>70PA@NIXGU6"@JFS87M^,-M" T,-
!F|O6L\$.6*P49MGX_=5OK@M|?A05 V,_KXO|L: XVUE =?L%3ESK;6'/
M*6P#RW|J"8UTTYC|BC/+*Y8V!S*<"5RTHIJDMB-ISR|FXHX6?
YV^(WUGO1,5^;*N:JX(:DJ NNRW3| 88SQ)>W.XT
M3/+2\$@S_R7Q_0#C4'3JZSDH%OVX7EY/U(-
>O!3N^4C/MM\$::')ISOF^V/L>C MCB=3|XWM*.)F->?-
|'".H^'+M^H99HKY08L8:/&1G>+Q1&04!Q3L.*T#3| M\$Q4K)UM&
Y+QP/QX=D/Q*LQ6B;08+DLEOHGQ9\$N0Q<4#\BJZ7L>QH@A%"_&M)
(\$?/RI1W|J^I<;;9|6M@Y&|P3Y>(KH OZI6R_HV5@PUW%YRLC|'?
7L9"GKQ MXR9I?&#WB.<0F./"-U@=)A/H!;7NEIBBJG;N@!X-*TK?A-
E%B;9&57K8T MV!UIZQ?BUM)3-!QP^ M|.??
6|"61361|CULRG!_JX:|\$&2|,&6Y,T(PO>(6G9:|L6R./,2CDPOW&*D\$/
M"07(_EV>=7U/,|R|_Z/Y/(Q"UK|KQ:\$IS|>; 91^ 9R@GDJ@A6_*,|)W9LO
M4Q+!^|E-9'|=FX,294 W(|R8V+W <= D)0+5R*,_Z#IGXW
M: #,CC|&,!0"QL+%R#T,Y9&UXYMW LM^F%Q;8(FG*L|AN|; MBM6^M\$,6-
:3!0UVEZ?A,B|X5NMV9:W=896^G^TRP>E\$GT|LU@/%#WHX?+>
M03F=,GQ'CN9|;LKKL3%A/10:F/JYFCQ4+
(Q'LU48A|PK|+>WYFX8"W|3BT-
M|JM>7W,*L*7!|LQ#*FZ^M@L>X6Q2(|.EYTG|6BU#U&9LJ6'>V"MSB!QR#;
ME_=5KN6'F,*EMW#A%SBFG2>7_#4.! 7.%AYJP"&A UP:>\$08"!|ZN=
\$8PLG MMKC:,N!@V+VI)4Y0J7 UY\$Y0@DO6/:LKD_>3(GIB9VDJ59(|/E_?
J.7U<*A7CU?D*S;#DO2C,|^&|.ZBSYPQNY?P59%: 0XT6*|KOI-|
MEF5F+>ZS|3FB5R'P*V);!2MHO)_C\$Y6WDY3GXS7,:##!N8/#I7;\$MDI8RI3
M_^,I5!|0Q ?P+6;="H-
M1LM1/*O_H/*;XIRY9T|!E/\$:=15';ZK/B!LS3-.B*'M(KH80@5O|PM
MM1_/&;>M/<#CLL%O)<52?+NQ3\$:Y*=? S4_)6^O21QPHUR03?+!A
&#"D_M|ST&A*D1@(PK,^&GY:,,RIN)"EDAL>,|!-,Y|"(Y1"F
9+/,LB3*H|N*O& MY36+(QB.%9&X&F &9=[UV^I2R&6|*XY>
E|T+CM(4I>M@-:S|T 7_/3>/S4
MB|_4R;1?*,NSIN=&D4!%"X:B<2Y|D^A,^J\$LOJ1%K^^PHCX\$@,%0)|5?
P?: MG)(5"F-@WL0R>G\$|4(W:*GL2F"HVI."*1H|"Q?+|(|C/-
_3&)|'C|@NT=2 MN.P_QV&:7.'5/:8:6XAQDSTYJK=Q8-X5G/%H3NGKM^=?
OGXUYJ4@QS>E;|LB
M6QL:%'WML/AYTK'5|M6//WPHM#OM1EI;0|,BK146/P|UMMICFA;55K\$I3|
MO1_2S*=@1=1ZNHJ|@%&^>O7|UWGL;DGP^J.DB@|#/ X="H"676:E|",_1(-
\$3,(G5+YT>9 MV|'V|L=7VW7@K-ORV-;0L);'5EC*
(S#\$"PH+J^/MA_=OW|U^G6LXLN%+WL*P
M9IH"B9*B|FX*W;US^^L=_59=|C",I#"4|G1T! M=O2|?@UUM=K6T+
6O598RJM5/AZ U^>OGOU&N)RM:VA8='6"DM)V|S6V|U
M^_#J_=N/^TL3*|84;0R++!48)4|;@.;B|X.&"|*<2?
M4F4K+.1-.84./AP&&;)>PP4 VTRA;6(A%)7J.9Q*:EE>KXW,YU0+<'|SH|_A
M8!F3B"PV#NF4"!F*3=&&E7U||0.F|Z3|YI:E9\$5XE3Z7NYM8R-
XE&\$%%6|L M^L"PX2\$?Q M| 8%7|'":>=V,K7(&|J|:
(!AAY#CIB5BGBR%K^&G81)0S(%\$8M^?\$GB

#5PPLA%3/Y\$41Y_0BN=8CF>7.\$PRJF^TJ/X>QE*G
M[#]83+*EI7'!EF'*2U'8>
MTB2]#'%\QZ1<\$A2/#2X>==KQ:2NTH:R)A)\D;&KE3H!H.AD\32<'<-
'D*NJ[@^M\W5B&-3;JFW1Z:Y=!XB !5:8L-,8+=K3109EO_<-:7\J95133UV@<-
:P?H9#=-M5C'P\$ EKEJZ)219"Z:=-J7Z7D?88KV6Z;./,-3/,(13,JGRMZ4(E3C-
AZ8:R M85.\P><=84?A@A",SYHV!H'DPS[/!/%E?X0(*\+#OLE*UMS& ML[/:-
P-C-^+I'=U!! UW,+6=)9P'@!'!^B/S(S6)OJ\5+7W'RP2 ,0Y-LW6
MF)9F/+SEI=E\KW?];L#!Y5&S./R\ _AF;);IA94-C*0PX\2!\#H; <-8G
M4U46FIZSHN@\8.(TZR7RAG4I3!)"-JQ?:\<."MOHMUVG@0%D6C1\?F\Q
XD>MPGAA3X^HB3X;%^W\JYOZ\(?7'2H9"3_NN>VMZC9@=C-
S)HEK@SV%\$F5KYZS M(.XR8!8SN_C-[20=,ZEA>HZ",))1,;K(E9?1ZSXND
MVR49\$.\$%9D?1;3R*5>B'ZNL^KV?*7I@;IXHLDNI%55LL>33Q^1DC0?
I=;>?&3Z M=3BPBC\?A!4GZ7G)AJ>LZ6\>O7OWX8=|P)QT-
+5;&AH\$2:UHE'1!)#VPH.M\ M)?E^)
[I:&QH"7>UHE'0= _3%#2\U8\$V^0JGYNSPE2\K_D!L+'8%/.0U0YUH_7
M:>G)DB9/#QAVY6*G2\9EZWJYM: [M3(NRU^6\TF.[&-2O*4= +TM'
Z!\$XF2*#\JQ"&]\> _CNC7WI*,GG0\AL9#TO M^?#D.K"^G!.&&_;< ^DMW
_'?J?07CK6@(K6:KHJZ4-AI(D3U4@JN^*#KL MEERO(<"WEZT\A90(%?
OD\$I&-Q2Q69UX<)%\<,I%3,G>3L5)7Z@"(T@80*D&5";
[I";ING\9EMP(:H3^*HA\$E63R\9?MGBNY)
MEEY>ZJ=N4W\NQZJ6CB>.N+JJE<7JB&;"\$K#A&0TP-/1\4:!
(+/O"Q&+8B+ M>F>_T'2J3* 8'_%YU<_D8@|A!*CL2\ _V-
,*HP9>T5>H#'= &&8NC;\$Z>KLAJ
M&.&RJIN,L">\$KW9YQ/44DY0\Q@'F9\JF+.-#GH+T17Z<. M-1D:G;
<=>!\RN1T8%0\$XN1TE"@I_.;#3-" 7)BN2^OM>DM'29;C"?F9\$+,,5
MIFA038\7>O3H/C:A\738"JJV_9Z\S*X*SS\]:\$ _3/=C.\N;U"2W"V9F;98
MWM',X%6S;DO\G!FZ,(!EJS.CZ32D.+C\97=V-%FHY_ VSV!5\!,L(9VILW<=
M!K\HHFBV,R8N;_0O/N0?J\%T4O45*M^<<0CR"47Q+/G\$YN+:9-C+O^W?
L%?T M\$RR#G!'N3)4O\ N"/=Y&N@B;W:UD(?
1W\KKV'+U9D0\BDB\JR@:;!6Q&
M)H2&V'PZM+701T):> ^TG1=Q%'),'9D(:V:F"CWKHHA-UK4,VN"
[GL\Q(#L@5 MH>D"+? 8K<,4129K4%L+?
1SRK;WND/RMXQIT_6GZZWB:3\2JZ5-A?S;_FW& MBGZ")7\SP?T?
YY>%2C>(IEQGDV5?17\$?A\^JKW)WDS0_QFOV)\$=TPD\&>;P
M&,&O^KIWW@EE5^'RK9GE/>17IKSN:1#B.,#YK.2;\$Z'2
%Q\D.M=G\B6;W MX0JUF9&3\5\V)^P?1G-"!%4OG4+"!\&F4#,\$^ ^0:/-(-
:4R,T!9\JUK\5\PI ML(QH)D!?!3 _SW&S!E\V;MG*+-
[M'8Q*%]\S34IL"PP3\NRZ:8P.5+,V+N?+3U M')H=%,3?J9('<0\Y\$3K>BC
ZS2+14DX"\CGJ0GHLB\H>"J6=A(P"YHAZH^ _M\$?JE/"4:> ^?4W_ =R,V\I<
M&Q+&Z=MWK_2QKG_0R^%\V*D."<:ZC6?
RB.DT)4: ^9<%'/5S%15WSE2&L" H> M!7\J81)R8\$Q6;17'?5Q
5'V%R_ FEA/ZTHHW)0)=\V#NW@:R#@%F\|C/!.F<7* M9-^C;?
UY9KV>1^1Q2J(L\|S/91(1:--J_8Z\,F#YP PI7\$+4 MZ%>"%|\=#9L\|M\$(T?-
K>^90>\(L+@WB3UB9ZMU2U=QHP/9<1&TNZ>2BGG\FX
MEWS8/^0E'83+K&6\$JR^8_3Q,-S>\$L\O?L'+,(BPR8\0UD(?UY_67L-EUC)*
M9\T6:'89OA+/\^WEN4O>46\YLO\UV\|O"9D'I/"L3J_&_*_|\\$J@T"DPFA4EK
M/3RT&8\$!F2?+R\U'XC&)4\90Q#-0QZ\Y/(QXD'VEJJ5!K(1!:SUDS-B,#MFS
MNL06G40H^#**%UDR33'ZPM,78*-9U=)
PX;3WVDC3K?'I7+KPW>;>,XGOE M' =QHU?U%2X5EM%\3,'\$U'^/*?
^XC^BK^MHA^57' _\9>+P\|QC='0@_Z\^2 M(^X=6
8KHx4FPD_G%]=&R\OA)WT9/(L\! _N3,:R?7?J\Z/%6.\08,

(HPZ>0I=5JL1\J/N\CPJ\J: XG_16JV
M\T@>ZVX,OOB\N(NZ6\$)^7%#FT_P)XIQ?,-!FAA^*A4_FW_#!%%/TO@.I_
M&CWF12F:Q.PG9B\$CPL_ZA\X=R701SU?GF),KU",%GD&J.DF2?*Z)C?TD
/MP6_I<4G#45_QWN_XWERA8!>Y6#XN-C\$6-1KH>VHT_DR\<;1"S_?
ANER97,\$ ME7S8NSLN60=+Q(I5>):1M_,8E.T=<.^2VZPR&;V-S,<<(I)F-
YCRY'V3^35.1TF" M4W>YU&7R>I:O4).DT(-W.#2W7;-BY^K>
((B9IOA&QHR"VV-HM&*9"JEEZ) M3#^;0B>"9>A!I?
3NS/\$52C.VKVU.6>>B%F9JC\!R%!\<4 M9>ZH:PCJQ19I,@5K*
FG^17<8,!P.";)X^5T*V. S!78P*4!!B*MN6T?GC:/ M9/ XV\|=|T>UPT-
N:0\|T=S4H!=UUR0<+.NFN>YJ;357,7GFM8.O^FVY" L) MEQ";|?
IO+ZN=9DI*6;VWPY_O-6JT?&;)8Y#N\SEX"L"C%CB M!*9Z@3FCFYR\P3-
^T73'8,:Y/R8Q/@\?|-TC*8H4VQ29-6BR)RZ*-@[,H0(L M\&1Z09?
K^OKM^|>O7^750,?K&4?#XH@F00V+N3NM/R\DA!;_="/BUK4N-
MHHE!6 |M0("=KBW6NH\OWKX"V:#:&AK45&J'!:Q&E=4&5?R?
W9\4_+8?!R;= M74C0=!:5!9T7(Y?B,:MN0M#&N>*9 JZ9E
M0="//_S0@1SQUP,R\27=|U!3J\N<^151BIBNK|
|.)E/LC1)4WTL9D>,4RN'0ZG\!"%.2K%&F?
KLMYS,"K&,83#6@A/@0T,K^AD)B1S2 MJ);EU>|GSF<+
<'Y"PDKE|G"PC\$E\$%AN'=\$J\$^#U|F1,IPPKR,6*W##!#U%^|9E=V>EJ5D1'
M*3|NF*3P57SO^URLSTT+#0918YT*BY;|X-JE-LX= |GEU3,P
P-.5Q0X6%F M-%|A%\$7)51B'\4(\$5CSHZ\$L=*+^PD5YV<-9& M PP|A(IU?
455KN"G81)0S(%\$8H^3G,>AY2"6,0SR6G#J M\$%_6S4%T@N(O;\$
5#DB|T^X6H^@LX?=LVA-,MZ7A6'?V(%G-F>@/E6ZOCT MVQ
QN.M#,5"006=6 -VR(V\$8.>&MUO10CLAB7.""S&PXNB3Q@C6S.L7WZ1W|
M?0I2-0T+SN8UG MYR%-TLL0QW=,RB5!\8G!R5:G'9_V7AO*FDC
Y7\$VH:FACS8QLB_|/>2E_?64 MCUD|.(!F23^,LV|S:#SLPR#1
S/_QTQHF)ZC((PD3SD!|#25+*^>(|U|
MI04N\IES:L/LFJ38)+!|JGOXZO1U*KU&3.PO)M\!N8M|&*9GJ^|NE!_985
MOX2E&|J&37%\$(_&,Z6:|;6UT'-N6@\$ RX|C0TN^23*ESIY">V84C?1|6=/
M 2Z\$?@AFEY5,:VG:#WF2 L'J&B'|L;W*8|0!L|. *7H\$,L+E+0|OT*I!R|K
MC<4!UF9GDGS89U)D??45KE#JTV72M+""&@/(. 8C?BZ1W=00?)=S4TW2
M6;BP!,LK|"(AZ2U*|7E\$G%V"BZ7TW3AH10DP@L%BXG19UUJ;Z/-
&T|Y_7|EO MQ;)-%MC6IX&X\$TXS>9|I9/K!AQ<|AR+,|3|CV_V)P?+5-?
*1OJ^3.K@ !:R M);%P^" J|KCT7-6%)T'S(%C043>L"Z%24+HAKM|
|=9!810|MLHU,(#,:?&|| MS^Z*Q)X>41-|B|: ^P^9|@;N,G;"|J#\$HR3EN
M\$EU>88T75?LWIJ1#)()>.WW>8321*%D">-
AL:R|VA5CZ):TM;6A(4RG=C1*
MLGSEV&T6L#&Y9)64|^D|+Y)NEV0<.W'N+E3"*BI!|76?ES-
EKT|JCIT,MU-|M2&M<2&^YT @'>>.E?(Y1<2:#I3
M3Q^1DK3NS@,+R^XCTZ_#>57|^2"L.\$G/2S:.'J10&I?OWGWX(1|P)QU-
|9:& M!D%2*QHE70!A#39TO: ^DQ.Y\$5VM#0Z"K'8V2+HA,#>;>(%FU.A-
GD*IR7|) M4O:_Y,:H;R 4-
>L,>)\$6|>O|M)'VO&3DJ*D3="K3:=&B6Z^OM^SH(E'2Y*DX
M*Y0W73)NFQ=J:_V=9|I4?:ZY.+8+@;U1>\$ (Z,IT-!Z-)\$HB?)3<.-?ZQ_?
MO;\$OZ"+Y? B;C:SGY2-43ZX#5=\$Z R.@M8Y?
S|EI@Z%DZAIS_,B0L7^37=D8[2]51DSS1>\$AG|B6<9&8,*\$ KU.._F(
ME3,HAJU+\$IC=6"IVQ.T(I9^TM" T/ 0YW F=/ICI,|*B,!RV#B9XWYF|W"
(U080* @6. M#,9'5G)Y<3*YU7_7IM>0WR.AFB5=+,!RX\!5"
+?"%4U@GI+8#M&/FH#"1|@ M:YWAI>^M>XJ_M*=>LN\$D-
/U|A@7<;ZZ9W/V465ZL+_MIT:SO=YF7!5TW7|1
MBJS0'T5IF)",!G@ZKNKW4WD:\$GWDQTJ3#AP,L|EWE2'S,AE8,"/97?'|U\$XGX

M?4QR>:G_)DGQL:~AK09>T5>H(ZI12OPHFY.G*W(?1KBL5Z*
O>+C/F*OZBO4 M\$=,(>T*2%-WGN2.GF*3D,0XPM|XNXD"?
@_9&?!D|:C(T.F|_(.SR1F)\>TTI#BX^V7GK#&9?)O^V<)*?H)EIK4|
9U'0:~?)HMMNE+F_T+|3E M' =Q3U;U%>K49?
RTY(2B>)9\HB1;FPQ|^;?|&_*?OK*+'K.M/G"?G RO>%5 MA|+-'P^4" M-
2'C(H|) S/,C*P?P4=^7-=*Q\$5=ZY#TLXO5GYM>;DB-
%V@!1ZC=9BBR&3U M:6NACT.^M==P.3Y-R+C^_
/UU/,VG7^DGT:9!_FW_=F%%/\R>YK@_H_SRT*E
M&T13KK/)DJ_XN(|#7|57N/2<)_NC_C%?L\$(CI9.V.@AP>(_A57_?NO*OL*F.
M3J-|+AZFFUTSM*+L/ES'3C)PL^+(Y8?|P MFA.BKWKI@!-
VSUNUSLN3:_S(-Z0Q,4);|%G_-EUQ|!"26IH?17|S!,X!E_V
MCK_*O=#L'HU)%-|34)L"PP;|N"^;8@*7|I*(N?/1UF5H=D@0?|=+'L0|I)##
MLEF|V^Q0@-=I%N.3G_KZ7
MFW%+ESMDI.P4)G'STT^|<|I)*TC\71^7'\$D/:Z2;|+CDW)P3M^>Z6/=?
V#
M7@|OPTZ!)8PT1_<1TVE*C!S+@H|ZN(R+NM8AY6/7Q'49Q:/@CRQ,0@Z,R
*M M^+B/*XBJKW!9'(W0GU:T,1GHD@|HYS>0=1
P3Z,1WBDS69GL>W01S|C&39GY M>AZ1QRF)LMS19!-D:-%H_|Z|-LB
97@TI'=X<1HF3K|D>+4Z-?';(V=K1L M|I9T|U
2;H*TY,/>+4NR#@*F5#3!^Q?,?AZFFQM"V(17O^!E&\$389_UJ:Z&/
M(|ZUUWYR)?|*=%FAV&;X2S_MI:DO|ZBWM(C_^NW?MX3, U(X|Z978_Y7?
N|0 M;D,FD|*DM1X>\$XS @\$R-:/9\$ 5?10\$B2Z8I1E|X.A-L1%)+_VSE-
IZ#);U MT"@|:GI7SN.;0%M&H8GRC_NX;ZCZ"I?
6T"@F=SS>!L<8^=Z\$G_5OP(M|YR5= MX?
7T\$U.%OWTUAC(+ONKECBSLGK>\$@|>_W%V;+ "/UW^_AAGK0(5_9
T_P)XIQ M?..V\$;0P?#PA_|9_ZX:BGV#Y (T>K: 436+V\$|,;N%G_4-
;W#NP1'|&0&- MKU",%OG|I>DF2?*R"9L::"X+?T&"R3G|\$-"H|CS14*=A?
UY2,:D|U3HY%> M;J4ZG2|9.?HQ|S9,ERL;BU'R8>_|:|(.EH@#G%*-
?,97H|N|W4BPBZ!M;Z.' M%H|&QTM*COU^=Q+C=\$G#=83Q-
BW?|M9A|I3/@!R#QGHW5TR*,DZ\$D)Q\$-@F_<-
ES(O^V?::7H9PD|T!O@7B4Y M:OS&);/L+
|A9V>7I>61C1S;38U6S<=: '&V"*X9H0OYGU1"0TJ9+A8Y|XJ=,"
MT52+S|'9"8J8-8"+0@K.R!.(|U=SY1\$\$5IP>8(-
|R2WQ4D\$E4ETKB457_=B M|1,RHNPS8\$:FO|VL=IVI|J78
|V^..M;HWNWRQQ'#Z=7US)2"K0LB\$+E"| M32G^70U*_)3B>
(9GWUG/YVK;8V;+DRB<%:S%LYN*RI/Y_NQ; IV,|HEMB8(4 M>.+ #Z&2;-
;23|-,P"2*29!3?,6Y.F*00?0)'D|GS(R@ |"Z|L+S"+?U.EHH
MIN\$B#N=AP!;Z41"0+.: /+&|8QX-POSLW5@ZKU+J-
YAVM!0I!EH:G\$B17LU93 MJ&^KIHW6VFE"\$|G>SYN|F2:?)5W-
Y817|V%+3V%SY,'C8>INWA@(|E!IXO#5
MY#18XED6X.00H+BC)\A1'?;%U;
MP9V_9|N:M(I15D:X#H,%F=,2VP04T/1W/CA%!*'OD|ET|(
M*_MG26B>=WXOP-
%T4\$FRWG3XRNG^E"63XGL+T2"O.@.D8/5_:Q@M*&|;#ZS& MSPZ.R?
P6KS,:+&%-"|I|(3=744 B?Q98B+9|PPR
MY;|ZG8P0!IMBCB;8+8Y0BF<|)=GFCG4E89WFM_F@?
@*9\$>SK%6<|;8C:|G|
MY#*1|'MRZ=)=G51&R/9_W^*5Q4,GOH1*R^SH." :YNP7'W-
FRQ|K1Q#*3W64/ MTY#C;ALS\$N|SLLM|+-2W,C.@ 2>>,V<"Y@|=R J#
|F#5>WC>^#5.G;OLFI*, M|ZT=&+)(GZZU?
S(;ZB\$!OCY&RY!9WM^NL|K03#:\$J:|J,PK:2Q-VZK!3Y6

M:Q1O:B+%8UA28L.X4?*(+HB3(:S3:N>;D/MB2L*BUC
UW|3Z@S1.'^7B6D> M,@-L3QTV|VA9EXJQ#5 X;- "5.227XSEDH(VXJIVC
OWUY[N(2?PL4RXN'< ML(?SQE(A\$.CXO\5D|X?BQBP67]-K =I_ M*^PT?
AG;)N!W7MVK3JL:SELW_@(73;1ZGB2'#|D7_OT'\$F!+PX2BBX/P 54
MF'@ZEQFV9X8|8,?52:'>N.WY8)HRNI8D8FPE19/7),7NW:~Z9O<)_B-
C7Y|_|+B3.&S>522)3(SU'#EHT-F1@ MI?X,W0Q,/MGD?|H
SX2^1,3_|7|_|V+_/KU2_O_N_^5>PSIY^BW_|./OS M_?GS_|YO_?+|:)-
|A^#/5|\$ TI?I%/_CS_=OOSR|#B|3 M5_|^/W|S_?GEP|/)^+=7#
|_IO7_|C|4_7G^F+W_|_|^S?Y^FG|XNIY_|G3_|_|MN|F|ED|G+Y-
GG|S|G|S>,_,7G_\$ GYW=E/ MI^E_/O SY|/?00QQ<3-|=?N?
Z9_C#_|^#Y)_AO_ZY5_|G"7AEU_HQ|?K/R9T
M|C+Z|":;OP|/_OO|CY=X=O'#Z7_|^A7|I\$M_|@?|QLZ9?7OYTMR:S|Y|>CI9
MG?SKSY_|_|ML|7\$^QA>7Y'K^|Z?1EW_|^/\$;OZ.O|_|^"/GOZ":;Q)|_'P87VW
M'#^<_|;V_OO?_WA_|_|/%R_'LX|V7_|_|F|R|=|ZPO|M";O'U8/R0^O'S?K
MZ=N?TO_|8CR|_|?Y|.POW!"5A,ID?T+4=?*[6&TVAON,\$S-X9Z"(ONA@9|_TY
MP9/Y69*&*U|9'IC7@|_|:|AN&:D7<("Z#PRK "5+?N'_L5MNP<4|1W-|:34
MD^G7I6=&JB:*4.|JK0.%W?(JDC"@F2D\$J,REYVEZ?LH0?Z:-
>6:M&5X5S|N* M\$+)|XMGW#S;IU^*81B%!3Z4.:LL;
(EOE00\$S>6|Q.&AD^9QWFL4F|4|^&Z7*< M)2E98>IV7AL*|^G-
|!L#IJANAT#G|_%#|=+B;A8N>7_|9\$C\$# M.GW)H2H|)%
7K>:7(WC!A|@M7A-Z+,>EGLPAK=Z:*)9L SC\$|!|O_|X+HO%V-
67@@@4A7_|B MV2<4QI#4LS6XV37(S|
MCS1J|+09ULK2&7NPZZHCY*EKVZF?T|59IZMS.2/M=/_|X^3N;
|9WF|T6O:Z
MW;|SVYRM.X0O'Z0H.G^RV5;4V'RB)%NSSHS2G9M.-7+\$56# 9/7E/9#)^
!\$ M&FK;AQPHGS!94+1>AL\$E*6Y:70X5\$VE>O61NQHH1V*#|/? <3L0+%!
<|*/9H| M|/(R1T9S>>YA8L|;%'P^OF|7NNV=3G@"BS
YI@I6=U8FU|9M8|Y3L)HR3! M>5*=-RQ#=-LY!'Q|@6R|DDON7CCK+=+
|J|=)\$AM#-KX5AFOH5F!/?/17<.^B#3 M^G-,|A-,|CR%_\$Z2P|):|C+
(|T&V:.82AJ?)BRDLZTSA7V"|N^W M?0J6UI1I>B_|^9S6)|J"&?-+E-
F^|DT_OZLN?OUX<|1!.N^A?3?Y6U|9#4EGE335PCR;-YTS?
+=AZ=FG=8G9Z11/UI@'4L:|+
M2W8NQ>4Y=7.%4NZ=WSCWT:#0>=|MX(<.*+*;>)W%^&K|W_|+FO4?
6"+,(-| M'RX E2GD-?#JN0'2R'3LQ_H9:M+L2ECI0=|/
|#\$*OQ|9\$AAO\$9:#"CA MMC7004|E)DOVZVS#^;JRNUE.^ M|A9=D5?
&V28F%.9|KVK|/|H"5O|'_K8#I:%G!GW%*0IH,%;MXR#OB-LO)V&K-/A?
9;R5:L|*\$0DT2F,TM* UPL2 M;:::4("KCG*-K1|H*G>A\$!."Y42!05VG-
PC'8>4LKM<_#?D|-N?T!DSUNFF
M7MK270^EDGTOA%8C07D*4L\$,6;T;=D!JGB5XEHMJ
M,HR:D7/9.&XYM!S,M/(99F\$^;/0L"4->>FJ *GJQW0SY3|>(TLV<4!
|>UX+4FE,V;TW#.5,9Q@|_|.MSZ.,*EN?NT6#X-.SI+? M/
Q6G1FMF:)|8:N=XOV?^S#DI+|H1,W%NG1+5&_|O)N8T,'S@Y5
M3&H'HR/YT7=W!B@=K7C>X#_9KDV2%,6S>CH;L#_|8U%7?
JH(EU9FIY|6+8 MM+T=(4_|!MFFJU6;)>L-ECF2|L|+#@.5IU40Z0/&
|GKH&S-X;|= M\$09>W C*^+ACOSUZ"MV=Q'<"?OIV^>F>./?(<2-
KO.0)ND5&WP+M,!7>'4/ M?L@02>A)GK;#\$5K+-2\$"QFV5?ZV6%|E'+CW-
G8K5D;9L9L;,>R+_|VN**;<2/OONXI\$8Y#L
M#KJNY|5>T%RF&=D4M8W>*PBB!PEMKCH\$)M75@-#,73^93S.8A
M2O&V(\$YRLKE"_R%TS'ZT(/6YY|Q7#*:7K|,AX(RIKV-PXQ3"P6G_QG6?
\$W|/MA@/7=
(LP3|N9NV6G|NBN!6AO'NY#Q4JUG+@B6H3UX@5QVV10L7H(7N5TUZ\$2

MY5G"8"!S^!|HWJ?U;XY \$QU?)|@H@|AP'3.\$K;?)4)/GMC0\$G\X#!YDO;8X
M_Y&3."\$4,;ND2_P7G"C2XN@36A4YZ2|QR!/: M:<|@U=?#F\$;*L-
Y06WG4TJS/-&*XSDE%./UJLJN5HGAVM+XHQ|:|VH.)"*+
MC4,2)4+| ^H;-.91AM67PW;\$=B:5>HRPE*(3)3OD4")D:;!S*L-IR^/Z8\$2I7
M|(%09)5A>B\$ \$C0+4,)3WTZS^R2@X9H# M9|!%>RL#V:>T-F2]?
&8D^0LQG2QF801,X ^(?WCD_B|P5CCDFZ7IUB85&0V
M1E|>8\$^95C8%/RY,FS<<=%6_J+T3B<96(9PYIE\$IQ*|CH|-.R>96S3 M&)
<.:(<\$U? MXJV_M>!0Z IPPA2B|
XUV/:UQ| #ZH)3W4#3/I>V:EL"/V&RH&B| #(-+/G+X M 58WV-0V38
X>*ZIB)N 4STYG>:8|O:CCSUHX*F&V
Y/#X0/DQK3RV42AQ8D:#76|2%&=H040*F@R0!*: _LZS3^95,O;ZH4@W0I0|
M>RCFJ, %:3%KQ|,\$N7ASJXH7D/K+S2BN6X<.,UT: ^!1XHX|UJDR29<|:\$.@:
0>GWFQK|+9(W;* METB"%Z^@,5U";. >X=FEJG!+5J/Y0\$6?>7K2D(;=&%7
M84,KOZ(#GZZ'!>!:P7;7?;Y:T'%^>;@O>+XLL&+I>#<
SMW_U4+'CV&Z',WG M>92B.)2E97_C 2H;WCPT@O7&GG(F88
MC68//)HGN2,|%)WY^W?|@P|L(Z8B-G7XWJ)XH9U|N,7!NV^K=QNXT/5>
MZ3M(S@6S|62G@?ZI60?_ 'AP<&F.J!K@X(8(Y=OQ5T2|;@:%7;|_3 J2\$|Z#'
M<*\$+QM"C)UCH: ^WU\$OIZC_U4K%;A@?.220*RQ3".SJMD6
Q_M;@.E0TMZ&8I<-:Q1%(TJR>'9+LB1% MJR1++R_ 'VJY!Y>?#1U^
COT^U|F'),!8V?NFA7B#|V6.%?0XHC MG"2|O+\$&G+6W,?
PU4@,GP*3X9@_VQ^_M5=\$QH6O|_|JBSP: *HK! \$OY8|0. M1IB|DHU6O|_
/OH8UKP\$#W+6P"1T_X|4*4TPG:TQS#(W6.-77WJ|E@1A2(@-U
MF6S(UO7T\$YO'/&W01:P?,B'ZRNL=/A!#0C2@,OD8T?
++G=&"5O _|X9L!!_V' MRL|C.CM2;NVC>'86+I;I3^SDQL3F?|
|_L7V467E;;\$*9?=M#7P<|H J8)LAL
M)'R>7F51&L|1*HPV)C1+/APZAS(.F3X@2XHLZVB?4WB@&VU)
IG_%Z3I_|* M9R%RDN_=4'C_|P|M4;4_9%MYAT77UOI>1_G'GL_|,9R|FI4
)3@,LP|U8S M>L D|Y;T:Y|SR)X=)1YP?N!NR^?=YKE:LWHIW"-D|Y**|
|98F6V^0+/"Y\$LMVRC)G,,#U' ;_-M4C?U>M2R M!K"TM8 %=?
O5?:J=X@AM|.R4HL=RM'6<=/(6AS;|%-CX> >I7B. ELJ^';G,
M%TOXPA<05L!<-
%H/P.SWZ^=GR&#CV>"IGOM7R6SK#|ELFB)JY_#>:W63T6")\$IQ,4823
MR7Q"RRZ>AOR6|S|+ T\$T%B/S-
GW|5:W)M8#/5Q74RO@K'E,RR:RWDXS|?=|+ M(WJ5#?7%-K-F5
T3W(LCJ^7XP3"N-+DB23N-)GX#6Y3=J@%^96
M*.\$*KUH Z%0OM|C|Q|1.NZ.%|!7
JJF3UQ*"TY+D%1WMW5==,XNT6PN^OCFID M#9EE-
8CV!G1A;)W%,Z!+ZXLX("M|C5-GS.XE# 'O>"C\$#C1AWFR5F-P"O,.,+%
MHW,HR'R248-L,);I8(2R)P>RK=*^F+5L_%)"U'HC Y@YLJJ7%M B;??|?=IR
MMC'E.4TN0W3/|9"G&S%SB;Q+7=?T:(L^35A-
LSVKR2P<|7\$U\$IZR<\$|OPEGAC.X2@@@D637))XP5I9G>)|5S&.0A%?
|8040^J|:-BA,OK903HP M| #5#B,|(5M\$%D?
GC&PH1:8/9*\$(@\$)!^G'407),7Z4?C23WW?,AC14>LSH+/9
MXC;Z5T0I,GD'(?S,JQ.B#7IQ1WV\$(H,E|T??PHQ97U>;B|Q |:N|61GI*N\$
M^H(1S;9E;@#O!OK>F*KJJ^IJQ-KPDRVY^W/;H)!X\$>Q(?
F2#=:+^)UEB:Y M?J_=5,U62.K-:USC->U_V?-.J|6P*^JJI5P'I
MQ:LC<+30=#P-DR BO,_NKB1\$POIR2'\$ _|58
|Z7=1M'4>E(ND3I9R8|MQ@* MZZ\$E@,(N?*Z\$3=%6L5-
: #;9_3ZW&\$ ^"\$90/F<|QN4|P?>"HY:+9?R9QD,?C
M,))>\$|H8|7X0JY5F!IQ.!#|GP/E&\$N!|5=?!@!D#COYZZ6N|#S:@ ^@VN.M+
MA?R:E)U+|&Z\$FQ_VX|V0|)\$8T%/O66FF?>;5:>FY4R0-J27%R"MLT*!!5CI

MA>>[^T%9? (;7|YT*>C_?
&/7QQ@B@M+=_9!Q/#J>^CWY%QO!:P0W=D[KRR>V!
M.W6+A8MK*#&1!,GX8Q>Q9JD<M2\$H@:-D0JU.'J\$K^?
>%/Q<\$R#O_(L"B74"J2ZDA5A0HCA-*JL<3T&|3+:GB<
MQ|@X1L: ^CV)?,;T(^CJFXRI<|+V'2/(ICG,|IL)L|,,89&VT|^X(DT<^E=G
M+IG\$&(JE?5,|GAGZ<'AZA-RBX-TC@>)KW|1P^:K?ZT&(80Q@_8#*LV-
MC%ML(:(|VIRST"0/|&;S(!E4XY)\$FLL9^";4R)MN^|,L^!Q1+>VM?
H4T096^/MO|DV+OMR./@W=VF+ZFN^!MMR_)O!
|/ZB'9=BXILXIA:&P;:248M":A|VN||M5|C|B38.0-Q5T?P|UL&
|YZV8SYN>'|>|4|; "?\$,O|A'%VBP7QV.\$Y;59O M1E+C?M)|!
<^FM6HR'H|T#"2!!_U9,D|ILBQ'R|:E<%UR13'"<,@ =F&(YB
M%&U8'T|Q\$M!PS;4_0J!4FP;?
VORW8@DPO9;VL+I%|0+=_BL/%,F7+%%M@T\$)G M61!^UH|8|R.P+8-[*|
J%3O:HV"|(H5#|GJ(SBB5B@K,,.LSM0PU&-1OZ
M=A9_763!T@=TCF+H22E06VOD4%TC>^1HF^E1XHXUME.S#HM6+"VH
M2R.3A0|1KT>UHQZ/8@9!0VJOQFE@_ =Q9Y2.1EYGU)OCSRWB,?
^|;M!%DF2|MIJWV6&0GCVE3%(6)LM|M|.02&I8AT"A5R_)RD#
(86=P|MJ#;5V3WF(D)V3H0Y*^)'-Q!"03XNF^RGH55
M|X4(&|5A^O*."E5)13A^?Y#/FCE3(\$4F;|I)'=+DB4HGMT|,B4W^2V_64A;
M>QM^_0AJ<#40|)(>I:'7&3DYB|5YF6P-<)>E-O41Y"K 1B;%=W"C,7E2N W
M?;=>OC&)\$Q*%,Y1BGL,S+1-W%!>3J'8QJ78 VGG_Q/(G<|'%J)5CT\$J X1*G
ML)2L|;7S)|J+L|>@=@BR/Y @Y"(KK4_FN^1-HR#@VP^>G1,Z2K8OK?;=
<.6; MA-?;/T;,+E.EQ=-I,4H! &C=-R@/'E"!@!|Z0.V7;>GN!9G% H#::|3"3IRD
M4C%>70WR<2UGK I1ET05WX(_3HVOOC_.8F)T?)LGUNV&|2YD^QK=
<"T|TB1L MS&>HJPU;8D1|Q*)^"S=|?;3G?*|H M;EAG_.|HOZD?HY M0
(QY)L|/8_49+ G|EK MB-M+K L& FLGW6H_\$04L'^4'SQ5R\$?
7UF*W3VCZ^P&MY5|/PSE;+MBD#E%4/E\$RNN-C M;5=6^N+DT-
(?)WS%7>EW5F3MC4LUN20^ KP?+Y%!KA%!KFL?+8% M"OSM3Q @MX-
VS_|K|(.NY|MZ\$D\$!;%"O10!XW\$|0MVQ6Y'C;
MSARR6@71RZO2ZJ|_BW.G|YBL5F&>0^,<8^Y1;:QK#FQ|?=E?P2 P!-
OKH|;R MVN.&1&&P&05_9"/|S-BKESU?L3-I8.Q>%^^
|CQ88HY8*4BN^O+BE*3>7%% MQM_VYOE#V*.D_S2! ?SN4E?
L5|!HZ\$,,EI,0P\$IP:QM|#;PV.M00*E^B6AK M!QP<2:H=,;#SJZ3Y.
=#;_1*-.J|-JF0/5VR)27=/DIO'D!%+|S|4ZXGT|^9
M'Y)Z36SMBT>)BC6X#1BX0W2!TQM,|
|K2S#X=/(Z8W_!%*B>/>\$@XV6G)-Y M&&#:AG<:_'OI
AYT1|JZY,OS79@6D0&S|"&<94C|N4E+>(2X75^' M22?
+0^D^ED#HX0TKUV:|#/|4&_IER,MM*I:|^8A5H|ADB4E+N EG@SYVIX^
M4>2\$+TGK ^!+A@O@K?/7LQ8Y, L|KA,YD-%P1.4X-E.LS%9|<,|;M;?\$1HK
M>NWX. P|,JWX-"\$#_#.RW56H-6:%(Y;D^7^',|S_AY9^_C;|L&;IL-:">7
M68E"N99)@/3;M?9!Y,GQ9 A|YA)LR+"|!BT3^=UD-
%BR8;MO5W(^Z:R^CD3O MIQ.+0=C(D=@M<%9.W7JN M5WTH?
<4Y5S5Q\$LDJ\$.#|,9WY\$)>Q*@YL-=K.|H=8E;O.BSC0#JU3?.PY!-(
M8A48<"EU3.BY_N7N^O)RK,U(_??|KE-
V!STV/YHT:UNZREFQT@4HT5NAD|W M"=_N39AH:4"8-NG5+T
MR(VX2X)B; >|,VAL@E8:
P55;M&7U\$H&2VMK<,\$T\$,|0Z!#QT**>!5HB&3V.T
M#E,4|5|K+&+B|L;_8#^MB9|AO';\$=>.BGW\$0F-QA7 7.#A_"45X-
B.UCUIB M?#QF!BO|'S"|_5RDAI,*H.#="1K^=E TG6!5+4| M01%W9-_0,
|"-8J8D9|C>FY+G3=FWINUO&-&|1P)|9V|HW>^,,;\$E M:F-
|+\$9,C! =YUO%N|YMB M?;&|/1(I7P/O4@2!6Y.|

MY5N\K2HO\3FIQLOFQF+0C=N'@=8*W&\:KMRJ'?
21703PZDP[B6A\%ZD!W?
M=;004,,W+YR3]=_WZT+J.IDY9P?|HY6K=Z=&\$=4N>@V@IJ/VG:=I(AQ+-9
MO3M,26WV\$)+B=;\$_[L]:UX^=\$7_FR0*1P";OF:V2.9JLP#OEBQY|)CA:22"IC
M1@SIMUZA\%+ %7WT499VQ*B?R4+6Q\$??-\$S>=_I
V466|H1%GJZNYZLM>|G MDY2RH0
"*M9|T!8!C,WLLS!NR3QTJ,6N7:|W1!!GF5HDQ1XN|**<;@_L!VG^M3E
2!HBGY8PR|MAQB2@W"-QBHM_AS'[85&USDG4GTBAD4JAB|U"5GX!\$(6
M=S5GB,8|C_8-IM,E&|>Y^+M'D@=_7.%T26;B7G6>BB:2?
9FW;H9%=>8:X>|U M#*#H(UMC+N'KZ|;|INU.M9@3C1"?/5" "I(-
:0<#|SKC9M)DGG|H#74/L|(D\$KWZZ1S,S3D4,,|F@;HM%&_:(
%_ =|@FUV"7%V"FLGV?^O9/CS% M|RI;AXR_MRK?4I%AZ|G|7
KXN11PG8!&,M#"L K('G:_+5^ M|_6((4HS|^*1G75%9A<)U;JQLZ|
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gaap:FinancialServicesSectorMemberpfx:SeniorSecuredNotesMember

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gaap:TechnologySectorMemberpfx:Equity625548ClassAUnitsMember
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par value \$0.001 per sharePFXNASDAQ5.25% Notes due
2028PFXNZNASDAQNoNoYesYesNon-accelerated
Filerfalsefalsefalsefalsefalse677365672019778

Portions of the registrant's proxy statement to be filed with the Securities and Exchange Commission pursuant to Regulation 14A in connection with the registrant's 2025 Annual Meeting of Stockholders, which will be filed subsequent to the date hereof, are incorporated by reference in to Part III of this Form 10-K. Such proxy statement will be filed with the Securities and Exchange Commission not later than 120 days following the end of the registrant's fiscal year ended September 30, 2024.

Item 1A. Risk Factors

Before you invest in our securities, you should be aware of various risks, including those described below. You should carefully consider these risk factors, together with all of the other information included in this Form 10-K, before you decide whether to make an investment in our securities. The risks set out below are not the only risks we face. The risks described below, as well as additional risks and uncertainties presently unknown by us or currently not deemed significant could negatively affect our business, financial condition and results of operations. In such case, our NAV and the trading price of our common stock or other securities could decline, and you may lose all or part of your investment.

RISK RELATING TO OUR BUSINESS AND STRUCTURE

Certain Risks in the Current Environment

We are currently operating in a period of capital markets disruptions and economic uncertainty. Such market conditions may materially and adversely affect the yields, and increase the risks of, our investments in portfolio companies, and make it more difficult for us to raise equity capital should we choose to do so.

From time to time, capital markets may experience periods of disruption and instability. The U.S. economy, as well as other major economies, may experience a recession, and we anticipate our businesses would be materially and adversely affected by a prolonged recession in the United States and other major markets. Disruptions in the capital markets have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. Any recession or future significant market events or disruptions (e.g. pandemics, war, natural disasters or terrorist activities) could have an adverse impact on the ability of lenders to originate loans, the volume and type of loans originated, the ability of borrowers to make payments and the volume and type of amendments and waivers granted to borrowers and remedial actions taken in the event of a borrower default, each of which could negatively impact the amount and quality of loans available for investment by the Company and returns to the Company, among other things. Recession, pandemics and other future market disruptions and/or illiquidity could have an adverse effect on our business, financial condition, results of operations and cash flows. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could limit our investment originations, limit our ability to grow and have a material negative impact on our operating results and the fair values of our debt and equity investments. We may have to access, if available, alternative markets for debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions or uncertainty regarding U.S. government spending and deficit levels or other global economic conditions could have a material adverse effect on our business, financial condition and results of operations.

style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For example, between 2008 and 2009, the U.S. and global capital markets were unstable as evidenced by periodic disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Equity capital may be difficult to raise during periods of adverse or volatile market conditions because, subject to some limited exceptions, as a BDC, we are generally not able to issue additional shares of our common stock at a price less than NAV without first obtaining approval for such issuance from our stockholders and our independent directors. Volatility and dislocation in the capital markets can also create a challenging environment in which to raise or access debt capital. The current market and future market conditions similar to those experienced from 2008 through 2009 for any substantial length of time could make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms and any failure to do so could have a material adverse effect on our business. The debt capital that will be available to us in the future, if at all, may be at a higher cost and on less favorable terms and conditions than what we currently experience, including being at a higher cost in a rising interest rate environment. If any of these conditions appear, they may have an adverse effect on our business, financial condition, and results of operations. These events could limit our investment originations, limit our ability to increase returns to equity holders through the effective use of leverage, and negatively impact our operating results.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In addition, significant changes or volatility in the capital markets may also have a negative effect on the valuations of our investments. While most of our investments are not publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through its maturity). Significant changes in the capital markets may also affect the pace of our investment activity and the potential for liquidity events involving our investments. Thus, the illiquidity of our investments may

make it difficult for us to sell our investments to access capital if required, and as a result, we could realize significantly less than the value at which we have recorded our investments if we were required to sell them for liquidity purposes. An inability to raise or access capital could have a material adverse effect on our business, financial condition or results of operations.

Governmental authorities worldwide have taken increased measures to stabilize the markets and support economic growth. The success of these measures is unknown and they may not be sufficient to address the market dislocations or avert severe and prolonged reductions in economic activity.

Events outside of our control, including terrorist attacks, acts of war, natural disasters or public health crises, could negatively affect the portfolio companies in which we invest and make the valuation of those investments more uncertain.

Periods of market volatility have occurred and could continue to occur in response to pandemics or other events outside of our control, including terrorist attacks, acts of war, natural disasters, public health crises or similar events. These types of events have adversely affected and could continue to adversely affect operating results for us and for our portfolio companies.

The large-scale invasion of Ukraine by Russia in February 2022 resulted in sanctions and market disruptions, including declines in regional and global stock markets, unusual volatility in global commodity markets and significant devaluations of Russian currency. The extent and duration of the military action are impossible to predict but could be significant. Market disruption caused by the Russian military action, and any counter measures or responses thereto (including international sanctions, a downgrade in a country's credit rating, purchasing and financing restrictions, boycotts, tariffs, changes in consumer or purchaser preferences, cyberattacks and espionage) could continue to have severe adverse impacts on regional and/or global securities and commodities markets, including markets for oil and natural gas. These impacts may include reduced market liquidity, distress in credit markets, further disruption of global supply chains, increased risk of inflation, and limited

access to investments in certain international markets and/or issuers. In addition, the current conflict in the Middle East and terrorist acts may cause significant volatility in the markets and/or market disruptions.

The extent and duration of these military actions, conflicts and resulting market disruptions are impossible to predict, but have been and could continue to be substantial, and any such market disruptions could affect our portfolio companies' operations. As a result, our portfolio investments could decline in value or our valuation of them could become uncertain.

We have evaluated subsequent events from September 30, 2024 through the filing date of this annual report on Form 10-K. However, as the discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations relates to the Company's financial statements for the annual period ended September 30, 2024, the analysis contained herein may not fully account for market event impacts. As of September 30, 2024, the Company valued its portfolio investments in conformity with U.S. generally accepted accounting principles ("GAAP") based on the facts and circumstances known by the Company at that time, or reasonably expected to be known at that time. Due to the overall volatility that market events may have caused during the months following our most recent valuation (as of September 30, 2024), any valuations conducted now or in the future in conformity with U.S. GAAP could result in a lower fair value of our portfolio.

Rising interest rates may increase our borrowing costs and reduce the net return that we are able to achieve on debt investments in portfolio companies, and may also increase the risk of default on our portfolio company loans.

In 2023, the Federal Reserve raised short-term interest rates. Additional interest rate increases may come. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may detract from our performance to the extent we are exposed to such interest rates and/or volatility. In periods of rising interest rates, such as the current interest rate environment, to the extent we borrow money subject to a floating interest rate, our cost of

funds would increase, which could reduce our net investment income. Further, rising interest rates could also adversely affect our performance if such increases cause our borrowing costs to rise at a rate in excess of the rate that our investments yield. Further, rising interest rates could also adversely affect our performance if we hold investments with floating interest rates, subject to specified minimum interest rates (such as a SOFR floor), while at the same time engaging in borrowings subject to floating interest rates not subject to such minimums. In such a scenario, rising interest rates may increase our interest expense, even though our interest income from investments is not increasing in a corresponding manner as a result of such minimum interest rates.

If general interest rates rise, there is a risk that the portfolio companies in which we hold floating rate securities will be unable to pay escalating interest amounts, which could result in a default under their loan documents with us. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. In addition, rising interest rates may increase pressure on us to provide fixed rate loans to our portfolio companies, which could adversely affect our net investment income, as increases in our cost of borrowed funds would not be accompanied by increased interest income from such fixed-rate investments.

Further downgrades of the U.S. credit rating, automatic spending cuts, or another government shutdown could negatively impact our cost of borrowing and the net return on our investments.

U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns, or a recession in the United States. Although U.S. lawmakers passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the United States. The impact of this or any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. Absent further quantitative easing by the Federal Reserve, these developments could cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. If our borrowing costs

were to rise on account of these factors, and we were unable to raise the rates of return on our portfolio company debt, our net return on investments would decline.

Economic recessions or downturns could impair our portfolio companies, increase our funding costs and limit our access to capital.

Many of our portfolio companies may be susceptible to economic slowdowns or recessions and may be unable to repay our debt investments during these periods. In the past, instability in the global capital markets resulted in disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major domestic and international financial institutions. In particular, in past periods of instability, the financial services sector was negatively impacted by significant write-offs as the value of the assets held by financial firms declined, impairing their capital positions and abilities to lend and invest. In addition, continued uncertainty between the United States and other countries, including China and Russia, with respect to trade policies, treaties, and tariffs, among other factors, have caused disruption in the global markets. There can be no assurance that market conditions will not worsen in the future.

In an economic downturn, we may have non-performing assets or non-performing assets may increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may also decrease the value of any collateral securing our loans. A severe recession may further decrease the value of such collateral and result in losses of value in our portfolio and a decrease in our revenues, net income, assets and net worth. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us on terms we deem acceptable. These events could prevent us from increasing investments and harm our operating results.

The occurrence of recessionary conditions and/or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our investments, and

our ongoing operations, costs and profitability. Any such unfavorable economic conditions, including rising interest rates, may also increase our funding costs, limit our access to capital markets or negatively impact our ability to obtain financing, particularly from the debt markets. In addition, any future financial market uncertainty could lead to financial market disruptions and could further impact our ability to obtain financing. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results and financial condition.

Risks Related to Our Business

As a result of our internalized operating structure, including our internalized management and investment functions, we may incur significant costs and face significant risks associated with being self-managed, including adverse effects on our business and financial condition.

Effective January 1, 2021, we operate under an internalized operating structure, including our management and investment functions. There can be no assurances that our internalized operating structure will be beneficial to us and our stockholders, as we may not be able to effectively replicate the services previously provided to us by our former investment adviser and administrator.

While we no longer bear the costs of the various fees and expenses we previously paid under the investment management and administration agreements with our previous adviser and administrator, we have other significant direct expenses. These include general and administrative costs, legal, accounting and other governance expenses and costs and expenses related to managing our portfolio. We also incur the compensation and benefits costs of our officers and other employees and consultants. In addition, we may be subject to potential liabilities commonly faced by employers, such as workers disability and compensation claims, potential labor disputes and other employee-related liabilities and grievances.

New Roman, Times, Serif">All of these factors could have a material adverse effect on our results of operations, financial condition, and ability to pay distributions.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>As an internally managed BDC, we are dependent upon our management team and other professionals, and if we are not able to hire and retain qualified personnel, we will not realize the benefits of an internally managed BDC.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and professionals. We may experience difficulty identifying, engaging and retaining management, investment and general and administrative personnel with the necessary expertise and credit-related investment experience. As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which could limit our ability to attract and retain talented investment management professionals.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">If we are unable to attract and retain highly talented professionals for the internal management of our Company, we will not realize the benefits of an internally managed BDC, and the results of our operation could deteriorate.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>We may suffer credit and capital losses.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Making private debt and private equity investments is highly speculative and involves a high degree of risk of credit and capital loss, and therefore an investment in our securities may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during an economic recession, such as the economic recession or downturn that the United States and many other countries have recently experienced or are experiencing.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">

Because we use borrowed funds to make investments or fund our business operations, we are exposed to risks typically associated with leverage which increase the risk of investing in us.

We have borrowed funds, including through the issuance of \$57.5 million in aggregate principal amount of 5.25% unsecured notes due November 1, 2028 (the “Notes” or the “2028 Notes”) to leverage our capital structure, which is generally considered a speculative investment technique. In addition, on December 15, 2022, the Company entered into a 3-year \$50.0 million revolving credit facility (the “Credit Facility”) with Woodforest Bank, N.A. (“Woodforest”), Valley National Bank, and Axiom Bank, (collectively, the “Lenders”), which was amended on February 21, 2024 to increase the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. On August 5, 2024 (the “Second Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the “Second Amendment”). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged. As a result:

<i>●</i>	<i>our common stock may be exposed to an increased risk of loss because a decrease in the value of our investments may have a greater negative impact on the value of our common stock than if we did not use leverage;</i>

●

<i>●</i>	

New Roman, Times, Serif; font-size: 10pt">if we do not appropriately match the assets and liabilities of our business, adverse changes in interest rates could reduce or eliminate the incremental income we make with the proceeds of any leverage;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">our ability to pay distributions on our common stock may be restricted if our asset coverage ratio with respect to each of our outstanding senior securities representing indebtedness and our outstanding preferred shares, as defined by the 1940 Act, is not at least 200% and any amounts used to service indebtedness or preferred stock would not be available for such distributions;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">any credit facility to which we became a party may be subject to periodic renewal by our lenders, whose continued participation cannot be guaranteed;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">any credit facility to which we became a party may contain covenants restricting our operating flexibility;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0"

cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">we, and indirectly our stockholders, bear the cost of issuing and paying interest or dividends on such securities; and</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common shares.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue debt securities or preferred stock and/or borrow money from banks and other financial institutions, which we collectively refer to as “senior securities”, only in amounts such that our asset coverage ratio equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after each issuance of senior securities.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For a discussion of the terms of the Notes, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition, Liquidity and Capital Resources.”</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p>

The lack of liquidity in our investments may adversely affect our business.

We anticipate that our investments generally will be made in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent that we have material non-public information regarding such portfolio company.

A substantial portion of our portfolio investments will be recorded at fair value as determined in good faith by our valuation designee under the oversight of our board of directors and, as a result, there may be uncertainty regarding the value of our portfolio investments.

The debt and equity securities in which we invest for which market quotations are not readily available will be valued at fair value as determined in good faith by our Chief Financial Officer, the Company's valuation designee, under the oversight of our board of directors. Most of our investments (other than cash and cash equivalents) will be classified as Level 3 under Accounting Standards Codification Topic 820 - Fair Value Measurements and Disclosures. This means that our portfolio valuations will be based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. We expect that inputs into the determination of fair value of our portfolio investments will require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information. We have retained the services of independent valuation firms to review the valuation of various loans and securities. The types of

factors that we may take into account in determining the fair value of our investments generally include, as appropriate, comparison to publicly traded securities including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these loans and securities existed. Our NAV could be adversely affected if our determinations regarding the fair value of our investments were materially higher or lower than the values that we ultimately realize upon the disposal of such loans and securities.

We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. We also have not adopted any policy restricting the percentage of our assets that may be invested in a single portfolio company. To the extent that we assume large positions in the securities of a small number of issuers, our NAV may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements under Subchapter M of the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies. (Note our significant investment in our affiliate FlexFIN – see Risks Related to our Investments).

We are exposed to risks associated with changes in interest rates.

Interest rate fluctuations may have a substantial negative impact on our investments, the value of our common stock and our rate of return on invested capital. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on our net interest income. Further increases in interest rates could decrease the value of any investments we hold which earn fixed interest rates and also could increase our interest expense, thereby decreasing our net income. Also, an increase in interest rates available to investors could make investment in our common stock less attractive if we are not able to increase our dividend rate, which could reduce the value of our common stock.

Loans under our Credit Facility and the financial credit we extend to our portfolio companies bear interest based on SOFR, but experience with SOFR based loans is limited.

Loans under our current Credit Facility bear interest at a rate based upon the Secured Overnight Financing Rate (SOFR) published by the Federal Reserve Bank of New York. Also, the secured terms loans that we make to our portfolio companies and the secured notes of our portfolio companies in which we invest bear interest at SOFR based rates. Previously, our credit facilities and our debt investments in portfolio companies bore interest at U.S dollar London Interbank Overnight (USD LIBOR) rates.

SOFR is considered to be a risk-free rate, and USD LIBOR was a risk weighted rate. Thus, SOFR tends to be a lower rate than USD LIBOR, because SOFR does not contain a risk component. This difference may negatively impact our net interest margin of our investments. Also, the use of SOFR based rates is relatively new, and experience with SOFR based rate loans is limited. There could be unanticipated difficulties or disruptions with the calculation and publication of SOFR based rates. This could result in increased borrowing costs for the Company or could adversely impact the interest income we receive from our portfolio companies or the market value of the financial obligations that are due to us from our portfolio companies.

Because we use debt to finance various investments, changes in interest rates will affect our cost of

capital and net investment income.

Because we borrow money to make certain investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use our existing debt to finance our investments. In periods of rising interest rates, such as the current period we are in, our cost of funds will increase to the extent we access any credit facility with a floating interest rate, which could reduce our net investment income to the extent any debt investments have fixed interest rates. We expect that our long-term fixed-rate investments will be financed primarily with issuances of equity and long-term debt securities. We may use interest rate risk management techniques in an effort to limit our exposure to interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

You should also be aware that, to the extent we make floating debt investments, a rise in the general level of interest rates typically leads to higher interest rates applicable to our debt investments.

If our investments are not managed effectively, we may be unable to achieve our investment objective.

Our ability to achieve our investment objective will depend on our ability to manage our business, which will depend on the internalized management team. Accomplishing this result is largely a function of the internalized management team's ability to provide quality and efficient services to us. They may also be required to provide managerial assistance to our portfolio companies. These demands on their time may distract them or slow our rate of investment. Any failure to manage our business effectively could have a material adverse effect on our business, financial condition and results of operations.

We may

experience fluctuations in our periodic operating results.

We could experience fluctuations in our periodic operating results due to a number of factors, including the interest rates payable on the debt securities we acquire, the default rate on such securities, the performance of our portfolio companies, the level of our expenses (including the interest rates payable on our borrowings), the dividend rates payable on preferred stock we issue, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Any failure on our part to maintain our status as a BDC could reduce our operating flexibility.

If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more onerous regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility.

We may have difficulty paying required distributions if we recognize income before or without receiving cash representing such income.

For U.S. federal income tax purposes, we may include in income certain amounts that we have not yet received in cash, such as original issue discount, which may arise if we receive warrants in connection with the making of a loan or possibly in other circumstances, such as PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such original issue discount, which could be significant relative to our overall investment activities, or increases in loan balances as a result of PIK arrangements are included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we do not receive in cash.

Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the tax requirement to distribute at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to maintain our tax treatment as a RIC. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to raise cash from other sources, we may fail to qualify and maintain our tax treatment as a RIC and thus become subject to corporate-level U.S. federal income tax. See "Taxation as a RIC" and "Failure to Qualify as a RIC".</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i> </i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>We may not be able to pay distributions to our shareholders.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">We cannot assure that we will achieve investment results that will allow us to pay cash distributions. Our ability to pay distributions might be adversely affected by, among other things, the impact of one or more of the risk factors described herein. In addition, the inability to satisfy the asset coverage test applicable to us as a BDC could limit our ability to pay distributions. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act. All distributions will be paid at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our RIC tax treatment, compliance with applicable BDC regulations, and such other factors as our board of directors may deem relevant from time to time. We cannot assure you that we will pay distributions to our stockholders in the future.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>The highly competitive market in which we operate may limit our investment opportunities.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">A number of entities compete with us to make the types of investments that we make. We compete with other BDCs and investment

funds (including public and private funds, commercial and investment banks, commercial financing companies, SBICs and, to the extent they provide an alternative form of financing, private equity funds). Additionally, because competition for investment opportunities generally has increased among alternative investment vehicles, such as hedge funds, those entities have begun to invest in areas in which they have not traditionally invested. As a result of these new entrants, competition for investment opportunities has intensified in recent years and may intensify further in the future. Some of our existing and potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions and valuation requirements that the 1940 Act imposes on us as a BDC and the tax consequences of qualifying as a RIC. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this existing and potentially increasing competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.

We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors make loans with interest rates that are comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. If we match our competitors' pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss. A significant part of our competitive advantage stems from the fact that the market for investments in mid-sized companies is underserved by traditional commercial banks and other financial institutions. A significant increase in the number and/or size of our competitors in this target market could force us to accept less attractive investment terms. Furthermore, many of our competitors have greater experience operating under the regulatory restrictions of the 1940 Act and under an internalized management structure.

In the event we make distributions, we would need additional capital to finance our growth and such capital may not be available on favorable terms or at all.

margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">We have elected and intend to qualify annually to be taxed for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. As a RIC, we must meet certain requirements, including source-of-income, asset diversification and distribution requirements in order to not have to pay corporate-level U.S. on income we distribute to our stockholders as distributions, which allows us to substantially reduce or eliminate our corporate-level U.S. federal income tax liability. As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) at the time we issue any debt or preferred stock. This requirement limits the amount of our leverage. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or issuing preferred stock and require us to raise additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. In addition, as a BDC, we are generally not permitted to issue common stock priced below NAV without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our NAV could decline.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Our board of directors has the authority to modify or waive certain of our operating policies and strategies (including our investment objective) without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results or value of our stock. Nevertheless, the effects could adversely affect our business and impact our ability to make distributions and cause you to lose all or part of your investment.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Because we borrow money, the

potential for loss on amounts invested in us will be magnified and may increase the risk of investing in us.

Borrowings, also known as leverage, magnify the potential for loss on invested equity capital. If we use leverage to partially finance our investments, which we have done historically, you will experience increased risks of investing in our securities. We issued the Notes, entered into the Credit Facility, and may issue other debt securities or enter into other types of borrowing arrangements in the future. If the value of our assets decreases, leveraging would cause our NAV to decline more sharply than it otherwise would have had we not leveraged. Similarly, any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock distributions or scheduled debt payments. Leverage is generally considered a speculative investment technique and we only intend to use leverage if expected returns will exceed the cost of borrowing.

As of September 30, 2024, there was \$137.2 million of outstanding borrowings. The weighted average interest rate charged on our borrowings as of September 30, 2024 was 6.3% (exclusive of debt issuance costs). We will need to generate sufficient cash flow to make these required interest payments. If we are unable to meet the financial obligations under the Notes, the holders thereof will have the right to declare the principal amount and accrued and unpaid interest on the outstanding Notes to be due and payable immediately. If we are unable to meet the financial obligations under the Credit Facility or any other credit facility we enter into, the lenders thereunder would likely have a superior claim to our assets over our stockholders.

We are dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay distributions.

Our business is dependent on our and third parties' communications and information systems. Any failure or interruption of those systems, including as a result of the termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our

financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

<u>sudden electrical or telecommunications outages;</u>

<u>natural disasters such as earthquakes, tornadoes and hurricanes;</u>

<u>disease pandemics (such as the COVID-19 outbreak);</u>

<u></u>

●

events arising from local or larger scale political or social matters, including terrorist acts; and

●

cyber-attacks.

These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay distributions to our stockholders.

A failure of cybersecurity systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively.

The occurrence of a disaster, such as a cyber-attack against us, certain of our portfolio companies, or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our ability to communicate or conduct business (including the business of certain portfolio companies), negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a

variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering, malware and computer virus attacks, or system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation.

Third parties with which we do business and certain of our portfolio companies may also be sources of cybersecurity or other technological risks. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as customer, counterparty, employee and borrower information. Cybersecurity failures or breaches our service providers (including, but not limited to, accountants, custodians, transfer agents and administrators), and the issuers of securities in which we invest, also have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with our ability to calculate its net asset value, impediments to trading, the inability of our stockholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputation damages, reimbursement of other compensation costs, or additional compliance costs. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure or destruction of data, or other cybersecurity incidents, with increased costs and other consequences, including those described above. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future.

Privacy and information security laws and regulation changes, and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, we may be required to expend significant additional resources to modify our protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. We currently do not maintain insurance coverage relating to cybersecurity risks, and we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are not fully insured.

Risks Related to Our Investments

We may not realize gains from our equity investments.

When we make a debt investment, we may acquire warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. Our equity investments may not appreciate in value and, in fact, may decline significantly in value. Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

Our investments are very risky and highly speculative.

We have invested materially in senior secured first lien term loans and senior secured second lien term loans issued by private companies.

Senior Secured Loans There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies.

Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Equity Investments </i>When we invest in senior secured first lien term loans or senior secured second lien term loans, we may receive warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. The warrants or equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrants or equity interests, and any gains that we do realize on the disposition of any warrants or equity interests may not be sufficient to offset any other losses we experience.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In addition, investing in private companies involves a number of significant risks. See "Our investments in private portfolio companies may be risky, and you could lose all or part of your investment" below.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Our investments in private portfolio companies may be risky, and you could lose all or part of your investment.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Investments in private companies involve a number of significant risks. Generally, little public information exists about these companies, and we are required to rely on the ability of our investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Private companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. In addition, they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Additionally, private companies are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Private companies also generally have less

predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, our executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from our investments in these types of companies.

We have invested in secured debt issued by our portfolio companies. In the case of our senior secured first lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks equally with the debt securities in which we invest. With respect to our senior secured second lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks above or equally with the debt securities in which we invest. In the case of debt ranking above the senior secured second lien term loans in which we invest, we would be subordinate to such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company and therefore the holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Additionally, certain loans that we make to portfolio companies may be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the loan obligations secured by the second

priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing the loans we make to our portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of senior debt. Under such an intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: (1) the ability to cause the commencement of enforcement proceedings against the collateral; (2) the ability to control the conduct of such proceedings; (3) the approval of amendments to collateral documents; (4) releases of liens on the collateral; and (5) waivers of past defaults under collateral documents. We may not have the ability to control or direct such actions, even if our rights are adversely affected.

Our portfolio companies may prepay loans, which prepayment may reduce stated yields if capital returned cannot be invested in transactions with equal or greater expected yields.

Our loans to portfolio companies are prepayable at any time, and most of them at no premium to par. It is uncertain as to when each loan may be prepaid. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that allow such company the ability to replace existing financing with less expensive capital. As market conditions change frequently, it is unknown when, and if, this may be possible for each portfolio company. In the case of some of these loans, having the loan prepaid early may reduce the achievable yield for us below the stated yield to maturity contained herein if the capital returned cannot be invested in transactions with equal or greater expected yields.

Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio and our ability to make follow-on investments in certain

portfolio companies may be restricted.

Following an initial investment in a portfolio company, provided that there are no restrictions imposed by the 1940 Act, we may make additional investments in that portfolio company as “follow-on” investments in order to: (1) increase or maintain in whole or in part our equity ownership percentage; (2) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (3) attempt to preserve or enhance the value of our initial investment.

We have the discretion to make any follow-on investments, subject to the availability of capital resources. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Our failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make such follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, because we are inhibited by compliance with BDC requirements or because we might lose our RIC tax treatment. We also may be restricted from making follow-on investments in certain portfolio companies to the extent that affiliates of ours hold interests in such companies.

As of September 30, 2024, 12.1% of our total assets were invested in FlexFIN, our affiliate’s asset-based lending business.

This significant exposure subjects our Company to various risks associated with such business (which are identified below) to a much greater extent than companies not similarly concentrated.

Client borrowers, particularly with respect to asset-based lending activities, may lack the operating history, cash flows or balance

sheet necessary to support other financing options and may expose us to additional risk.

A portion of our loan portfolio consists, through FlexFIN, of asset-based lending involving gemstones. Some of these products arise out of relationships with clients who lack the operating history, cash flows or balance sheet necessary to qualify for other financing options. This could increase our risk of loss.

12.1% of the Company's total assets (as of September 30, 2024) are invested in our affiliate's asset-based lending business and its activities are influenced by volatility in prices of gemstones and jewelry.

Our affiliate's asset-based lending business is impacted by volatility in gemstone and jewelry prices. Among the factors that can impact the price of gemstones and jewelry are supply and demand of gemstones; political, economic, and global financial events; movement of the U.S. dollar versus other currencies; and the activity of large speculators and other participants. A significant decline in market prices of gemstones could result in reduced collateral value and losses, (i.e., a lower balance of asset-based loans outstanding for the Company's affiliate.)

The gemstones and jewelry business is subject to the risk of fraud and counterfeiting.

The gemstones business is exposed to the risk of loss as a result of fraud in its various forms. We seek to minimize our exposure to fraud through a number of means, including third-party authentication and verification and the establishment of procedures designed to detect fraud. However, there can be no assurance that we will be successful in preventing or identifying fraud, or in obtaining redress in the event such fraud is detected.

We may be subject to risks associated with our investments in unitranche loans

Unitranche loans provide leverage levels comparable to a combination of first lien and second lien or subordinated loans, and may rank junior to other debt instruments issued by the portfolio company. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a heightened risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. From the perspective of a lender, in addition to making a single loan, a unitranche loan may allow the lender to choose to participate in the “first out” tranche, which will generally receive priority with respect to payments of principal, interest and any other amounts due, or to choose to participate only in the “last out” tranche, which is generally paid only after the first out tranche is paid. We may participate in “first out” and “last out” tranches of unitranche loans and make single unitranche loans, and we may suffer losses on such loans if the borrower is unable to make required payments when due.

Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

A significant number of high yield loans in the market, may consist of covenant-lite loans, or “Covenant-Lite Loans.” A significant portion of the loans in which we may invest or get exposure to through our investments may be deemed to be Covenant-Lite Loans. Such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Ownership of Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

As a BDC, our ability to invest in public companies and foreign companies is limited by the 1940 Act.

To maintain our tax treatment as a BDC, we are not permitted to acquire any assets other than “qualifying assets” specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Subject to certain exceptions for follow-on investments and distressed companies, an investment in an issuer that has outstanding securities listed on a national securities exchange may be treated as qualifying assets only if such issuer has a market capitalization that is less than \$250 million at the time of such investment. In addition, we may invest up to 30% of our portfolio in opportunistic investments which will be intended to diversify or complement the remainder of our portfolio and to enhance our returns to stockholders. These investments may include private equity investments, securities of public companies that are broadly traded and securities of non-U.S. companies. We expect that these public companies generally will have debt securities that are non-investment grade.

Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.

A portion of our investments may be in securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Although it is anticipated that most of our investments will be denominated in U.S. dollars, our investments that are denominated in a foreign currency will be subject to the risk that the value of a particular currency may change in relation to the U.S. dollar.

Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk or, that if we do, such strategies will be effective. As a result, a change in currency exchange rates may adversely affect our profitability.

Hedging transactions may expose us to additional risks.

We may engage in currency or interest rate hedging transactions. If we engage in hedging transactions, we may expose ourselves to risks associated with such transactions. We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transaction may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

While we may enter into transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek or be able to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a

result of factors not related to currency fluctuations.

The disposition of our investments may result in contingent liabilities.

We currently expect that a significant portion of our investments will involve lending directly to private companies. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

If we invest in the securities and obligations of distressed and bankrupt issuers, we might not receive interest or other payments.

We may invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer of those obligations might not make any interest or other payments. We may not realize gains from our equity investments.

We are subject to risks associated with significant investments in one or more economic sectors and/or industries, including the business services sector, which includes our investment in our affiliate's asset-based lending business.

align: justify">At times, the Company may have a significant portion of its assets invested in securities of companies conducting business within one or more economic sectors and/or industries, including the Services: Business sector, which includes our investment in an asset-based lending business and the insurance sector. Companies in the same sector or industry may be similarly affected by economic, regulatory, political or market events or conditions, which may make the Company more vulnerable to unfavorable developments in that sector or industry than companies that invest more broadly. Generally, the more broadly the Company invests, the more it spreads risk and potentially reduces the risks of loss and volatility.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As of September 30, 2024, investments in our affiliate's asset-based lending business constituted 12.1% of our total assets. See above, under Item 1A for risk factors related to our investment in that business. See "Subsequent Events" for a discussion of our investment in an insurance business.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Risks Related to Our Operations as a BDC and a RIC</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Regulations governing our operation as a BDC may limit our ability to, and the way in which we raise additional capital, which could have a material adverse impact on our liquidity, financial condition and results of operations.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Our business requires a substantial amount of capital to operate and grow. We may acquire additional capital from the issuance of senior securities (including debt and preferred stock), the issuance of additional shares of our common stock or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. Additionally, we may only issue senior securities up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after such issuance or incurrence. If our assets decline in value and we fail to satisfy this test, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales or repayment may

negative impact on our business, financial condition and results of operations.

As an internally managed BDC, we are dependent upon our management team and investment professionals for their time availability and for our future success, and if we are not able to hire and retain qualified personnel, or if we lose key members of our senior management team, our ability to implement our business strategy could be significantly harmed.

As an internally managed BDC, our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and investment professionals. We depend upon the members of our management and our investment professionals for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships on which we rely to implement our business plan. If we lose the services of key members of our senior management team, we may not be able to operate the business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer. We believe our future success will depend, in part, on our ability to identify, attract and retain sufficient numbers of highly skilled employees. If we do not succeed in identifying, attracting and retaining such personnel, we may not be able to operate our business as we expect. As an internally managed BDC, our compensation structure is determined and set by our Board of Directors and its Compensation Committee. This structure currently includes salary, bonus and incentive compensation. We are subject to limitations by the 1940 Act on our ability to employ an incentive compensation structure that directly ties performance of our investment portfolio and results of operations to incentive compensation. Members of our senior management team may receive offers of more flexible and attractive compensation arrangements from other companies, particularly from investment advisers to externally managed BDCs that are not subject to the same limitations on incentive-based compensation that we are subject to as an internally managed BDC. A departure by one or more members of our senior management team could have a negative impact on our business, financial condition and results of operations.

We cannot predict how tax reform legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.

Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Legislative or other actions relating to taxes could have a negative effect on us, our investments, or our stockholders. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. We cannot predict with certainty how any changes in the tax laws might affect us, our stockholders, or our portfolio investments. New legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our stockholders of such qualification, or could have other adverse consequences. Stockholders are urged to consult with their tax advisors regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Legislation that became effective in 2018 may allow the Company to incur additional leverage, which could increase the risk of investing in the Company.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The 1940 Act generally prohibits the Company from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, in March 2018, the SBCA was signed into law, which included various changes to regulations under the federal securities laws that impact BDCs. The SBCA included changes to the 1940 Act to allow BDCs to decrease their asset coverage requirement from 200% to 150%, if certain requirements are met. Under the 1940 Act, the Company is allowed to increase its leverage capacity if our stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Acts allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such proposal. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New

Roman, Times, Serif; margin: 0pt 0; text-align: justify">Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect the Company's ability to pay common stock dividends, scheduled debt payments or other payments related to our securities.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As a BDC, we may not acquire any assets other than "qualifying assets" unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See "Regulation". Our intent is that a substantial portion of the investments that we acquire will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could be found to be in violation of the 1940 Act provisions applicable to BDCs and possibly lose our tax treatment as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>We would become subject to corporate-level U.S. federal income tax if we are unable to maintain our qualification as a RIC under Subchapter M of the Code or satisfy RIC distribution requirements.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><span

style="font-family: Times New Roman, Times, Serif"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">We have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. No assurance can be given that we will be able to maintain our qualification as a RIC. To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">The annual distribution requirement for a RIC is satisfied if we timely distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized short-term capital gains in excess of realized net long-term capital losses. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next year and pay a 4% U.S. federal excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year that generated such taxable income.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">The source of income requirement is satisfied if we obtain at least 90% of our gross income for each taxable year from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or other securities or foreign currencies or other income derived with respect to our business of investing in such stock, securities or currencies and net income derived from an interest in a “qualified publicly traded partnership” (as defined in the Code).</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman,

●	The asset diversification requirement is satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. To satisfy this requirement, at least 50% of the value of our assets must consist of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer (which for these purposes includes the equity securities of a “qualified publicly traded partnership”). In addition, no more than 25% of the value of our assets can be invested in the securities, other than U.S. Government securities or securities of other RICs, (1) of one issuer (2) of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or (3) of one or more “qualified publicly traded partnerships”.

If we fail to qualify for RIC tax treatment for any reason or are subject to corporate-level U.S. federal income tax, the resulting corporate-level taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. In addition, to the extent we had unrealized gains, we would have to establish deferred tax liabilities for taxes, which would reduce our NAV accordingly. In addition, our stockholders would lose the tax credit realized if we, as a RIC, decide to retain the net realized capital gain and make deemed distributions of net realized capital gains, and pay taxes on behalf of our stockholders at the end of the tax year. The loss of this pass-through tax treatment could have a material adverse effect on the total return of an investment in our common stock.

Risks Relating to an Investment in Our Securities

Investing in our securities may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies involve higher levels of risk and, therefore, an investment in our securities may not be suitable for someone with lower risk tolerance.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount to their NAV and the Company's shares have not traded at or above NAV since the first quarter of 2015.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount from NAV. This characteristic of closed-end investment companies and business development companies is separate and distinct from the risk that our NAV per share may decline. Our common stock has not traded at or above NAV since the first quarter of 2015, and we cannot predict whether our common stock will trade at, above or below NAV in the future.

The market price of our common stock fluctuates.

The market price and liquidity of the market for shares of our common stock fluctuates and may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance.

These factors include:

●</td><td style="font-family: Times New Roman, Times, Serif; text-align: justify">significant volatility in the market price and trading volume of securities of business development companies or other companies in our sector, which are not necessarily related to the operating performance of the companies;</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"><td style="font-family: Times New Roman, Times, Serif; width: 24px"></td><td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td><td style="font-family: Times New Roman, Times, Serif; text-align: justify">changes in regulatory policies, accounting pronouncements or tax guidelines, particularly with respect to BDCs or RICs;</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"><td style="font-family: Times New Roman, Times, Serif; width: 24px"></td><td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td><td style="font-family: Times New Roman, Times, Serif; text-align: justify">loss of our qualification as a RIC or BDC;</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"><td style="font-family: Times New Roman, Times, Serif; width: 24px"></td><td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td><td style="font-family: Times New Roman, Times, Serif">changes in earnings or variations in operating results;</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font-family: Times New

Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif">changes in the value of our portfolio of investments;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif">changes in accounting guidelines governing valuation of our investments;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif">any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">departure of our key personnel;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif;

vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">operating performance of companies comparable to us;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">general economic trends and other external factors; and</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">loss of a major funding source.</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.</p><p

The NAV per share of our common stock may be diluted if we sell shares of our common stock in one or more offerings at prices below the then current NAV per share of our common stock or securities to subscribe for or convertible into shares of our common stock.

While we currently do not have the requisite stockholder approval to sell shares of our common stock at a price or prices below our then current NAV per share, we may seek such approval in the future. In addition, at our 2012 Annual Meeting of Stockholders, we received approval from our stockholders to authorize the Company, with the approval of our board of directors, to issue securities to, subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions as set forth in the proxy statement. Such authorization has no expiration.

Any decision to sell shares of our common stock below its then current NAV per share or issue securities to subscribe for or convertible into shares of our common stock would be subject to the determination by our board of directors that such issuance is in our and our stockholders' best interests.

If we were to sell shares of our common stock below its then current NAV per share, such sales would result in an immediate dilution to the NAV per share of our common stock. This dilution would occur as a result of the sale of shares at a price below the then current NAV per share of our common stock and a proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest in us than the increase in our assets resulting from such issuance. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect cannot be predicted.

If we issue warrants or securities to subscribe for or convertible into shares of our common stock, subject to certain limitations, the exercise or conversion price per share could be less than NAV per share

at the time of exercise or conversion (including through the operation of anti-dilution protections). Because we would incur expenses in connection with any issuance of such securities, such issuance could result in a dilution of the NAV per share at the time of exercise or conversion. This dilution would include reduction in NAV per share as a result of the proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest than the increase in our assets resulting from such issuance.

Further, if our current stockholders do not purchase any shares to maintain their percentage interest, regardless of whether such offering is above or below the then current NAV per share, their voting power will be diluted. For example, if we sell an additional 10% of our shares of common stock at a 5% discount from NAV, a stockholder who does not participate in that offering for its proportionate interest will suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries activities.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries' ability to, among other things, issue securities or otherwise incur additional indebtedness or other obligations, and in certain cases we may need the approval of WoodForest, as the Administrative Agent, in order to incur further indebtedness. In addition, the Credit Facility contains customary events of default for credit facilities of this type, including (without limitation): nonpayment of principal, interest, fees or other amounts after a stated grace period; inaccuracy of material representations and warranties; change of control; violations of covenants, subject in certain cases to stated cure periods; and certain bankruptcies and liquidations. If an event of default occurs and is continuing, the Company may be required to repay all amounts outstanding under the Credit Facility, which would adversely affect our liquidity position and, in turn, could force us to dispose of investments at inopportune times at reduced prices. Repayment could also adversely affect our ability to implement our investment strategy and achieve our investment objectives.

If we issue preferred stock, the NAV and market

value of our common stock may become more volatile.

If we issue preferred stock, we cannot assure you that such issuance would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock would likely cause the NAV and market value of our common stock to become more volatile. If the dividend rate on the preferred stock were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock were to exceed the net rate of return on our portfolio, the leverage would result in a lower rate of return to the holders of our common stock than if we had not issued preferred stock. Any decline in the NAV of our investments would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in NAV to the holders of our common stock than if we were not leveraged through the issuance of preferred stock. This greater NAV decrease would also tend to cause a greater decline in the market price for our common stock. We might be in danger of failing to maintain the required asset coverage of the preferred stock or of losing our ratings on the preferred stock or, in an extreme case, our current investment income might not be sufficient to meet the dividend requirements on the preferred stock. In order to counteract such an event, we might need to liquidate investments in order to fund a redemption of some or all of the preferred stock. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, including higher advisory fees if our total return exceeds the dividend rate on the preferred stock. Holders of preferred stock may have different interests than holders of our common stock and may at times have disproportionate influence over our affairs.

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Holders of any preferred stock we might issue would have the right to elect members of the board of directors and class voting rights on certain matters.

Holders of any preferred stock we might issue, voting separately as a single class, would have the right to elect two members of the board of directors at all times and in the event dividends become two full years in arrears, would have the right to elect a majority of our directors until such arrearage is completely eliminated. In addition, preferred stockholders would have class voting rights on certain matters, including changes in fundamental investment restrictions and conversion to open-

end status, and accordingly would be able to veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies or the terms of any credit facility to which the Company is a party, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes. While we would intend to redeem our preferred stock to the extent necessary to enable us to distribute our income as required to maintain our qualification as a RIC, there can be no assurance that such actions could be effected in time to meet the tax requirements.

Our business and operations could be negatively affected if we become subject to any securities class actions and derivative lawsuits, which could cause us to incur significant expense, hinder execution of investment strategy and impact our stock price.

In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against that company. Stockholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management's and our board of directors' attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism.

Risks of the Insurance Business

Risks Related to Life Insurance

Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG's financial results, capitalization and financial

condition.

Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG's earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions.

NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect.

NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions.

If NSG's actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves.

NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG's financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free

cash flow and liquidity. This could impact NSG's risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also "NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition" below.

Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete.

In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate sufficient premiums to cover NSG's cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interests rates or inflation. Such risks may result in NSG's pricing being based on outdated, inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG's margins, or it could overprice risks, which could reduce NSG's volume and competitiveness.

Public health crises, extreme mortality events or similar occurrences may adversely impact NSG's business, financial condition, or results of operations.

NSG's life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG's products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the

incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG's products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG's assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations.

Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels.

NSG's insurance business is exposed to the risk of unanticipated or extraordinary early policyholder withdrawals or surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition.

Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations.

Risks Related to Property & Casualty Insurance

If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected.

NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results.

The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results.

NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include, among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts.

NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows.

NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate.

These variables are affected by both

internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pool's ability to pay.

Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations.

There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued.

NSG's failure to accurately and timely pay claims could materially and adversely affect its business.

Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of operations and prospects.

The property and casualty insurance business is historically cyclical in nature, which

may affect NSG's financial performance, cause its operating results to vary from quarter to quarter and may not be indicative of future performance.

The supply of property and casualty insurance is related to prevailing prices, the level of insured losses and the level of capital available to the industry that, in turn, may fluctuate in response to changes in rates of return on investments being earned in the insurance industry. As a result, the property and casualty insurance business historically has been a cyclical industry characterized by periods of intense price competition due to excessive underwriting capacity as well as periods when shortages of capacity increased premium levels. In addition, demand for property and casualty insurance depends on numerous factors, including the frequency and severity of catastrophic events, levels of capacity, the introduction of new capital providers and general economic conditions. All of these factors fluctuate and may contribute to price declines in the insurance industry generally. As a result, NSG's operating results are subject to fluctuation.

If actual renewals do not meet expectations or if NSG chooses not to write renewals because of pricing conditions, its written premium in future years and its future operations would be materially adversely affected.

Risks Related to the Insurance Business Generally

Competition for business in the insurance industry is intense.

NSG faces competition from specialty insurance companies, standard insurance companies and underwriting agencies. Competition among insurance companies is based on a number of factors, including reputation, name recognition, credit ratings, financial strength ratings, relationships with distribution partners, terms and conditions of products offered, and speed of claims payment. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition. In addition, some of NSG's competitors are larger and have greater financial, marketing, and other resources than NSG has, and are able to absorb large losses more easily. NSG's competitors may also offer more competitive pricing, a broader range of products and have greater claims-paying ability. NSG may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect NSG's ability to price its products at risk-adequate

Because NSG's business depends on insurance retail agents and

brokers, NSG is exposed to certain risks arising out of its reliance on these distribution channels.

NSG's products are distributed through independent retail agents and brokers. Retail agents and brokers generally own the renewal rights, making NSG's business model dependent on its relationships with, and the success of, the retail agents and brokers with whom it does business. NSG relies on a core number of brokers that account for a substantial number of policies, and its relationships with its brokers and retail agents may be discontinued at any time. If one or more such distributors were to terminate its relationship with NSG or reduce the amount of sales it produces, NSG's results of operations could be adversely affected. Even if the relationships do continue, they may not be on terms that are profitable for NSG. A deterioration in the relationships with distributors or failure to provide competitive compensation could lead these distributors to place more premium with other carriers and less premium with NSG. Also, NSG's distributors may in any event choose to concentrate their efforts in selling their firm's own products or NSG's other competitors' products instead of NSG's.

NSG could also be adversely affected by consolidation in its distribution sales channels. Consolidation could result in loss of market access. NSG could also be negatively affected due to loss of talent as the people most knowledgeable about NSG's products and with whom NSG has developed strong working relationships exit the business following an acquisition, or, increases in its commission costs as larger distributors acquire more negotiating leverage over their fees.

Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and remitted to NSG, and NSG could be adversely affected if the brokers collect premiums but do not remit them to NSG. Despite the premiums not being paid to NSG, NSG may be required under applicable law to provide the coverage set forth in the policy. Consequently, NSG assumes a degree of credit risk associated with the brokers with which it works. Similarly, if NSG is limited in its ability to cancel policies for non-payment, its underwriting profits may decline and its financial condition and results of operations could be materially and adversely affected.

Insurance companies are subject to extensive regulation, which varies from jurisdiction to jurisdiction and may change from time to time.

NSG is subject to extensive regulation which may adversely affect its ability to achieve its business objectives, and noncompliance with these regulations could subject NSG to penalties, including fines and suspensions, which may

adversely affect its financial condition and results of operations. Applicable laws and rules are subject to change by legislation or administrative or judicial interpretation, and changes in regulation could limit NSG's discretion or make it more expensive to conduct business.

In addition, state insurance regulators have broad discretion to deny or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, NSG follows practices based on its interpretations of regulations or practices that it believes generally to be followed by the industry which may turn out to be different from the interpretations of regulatory authorities. If NSG does not have the requisite licenses and approvals or does not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend it from carrying on some or all of its activities in their state or could otherwise penalize NSG. This could adversely affect NSG's ability to operate its business. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with NSG's operations and require it to bear additional costs of compliance, which could adversely affect its ability to operate its business.

Also, because its products are sold through independent agents, NSG has less control over how products are sold, including with respect to legal compliance. While NSG expects its agents to comply with their contractual obligations and applicable law, NSG has limited control over how such agents conduct their business. If violations are attributed to NSG, NSG could incur significant fines, and if attributed to its agents, may cause the agents to stop selling NSG's products.

NSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform.

NSG purchases reinsurance from third parties to limit its risk on individual policies, and in the case of property insurance, limit its risk in the event of a catastrophe in various geographic areas (including, without limitation, the risk of hurricanes and tornado activity in the states in which it operates). If NSG is unable to renew expiring reinsurance contracts or enter into new reinsurance arrangements on acceptable terms, NSG's loss exposure could increase, which would increase potential losses related to such loss events. If NSG is unwilling to bear an increase in loss exposure, it may need to reduce the level of its underwriting commitments which could materially adversely affect its business, financial condition and results of operations. In addition, reinsurers may exclude certain coverages from, or alter terms in, the reinsurance contracts NSG enters into with them. NSG, like other

insurance companies, could write insurance policies which to some extent do not have the benefit of reinsurance protection, but these gaps in reinsurance protection expose NSG to greater risk and greater potential losses.

Although reinsurance makes the reinsurer liable to NSG to the extent the risk is transferred or ceded to the reinsurer, it does not relieve NSG (the ceding insurer) of its primary liability to policyholders. Reinsurers may not pay claims NSG incurs on a timely basis, or they may not pay some or all of these claims. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. In addition, NSG's reinsurance may be concentrated among a few reinsurance carriers, meaning that if one or more of these reinsurers do not renew, default on payment of claims, or become insolvent, NSG could incur increased net losses and its financial condition could be adversely affected.

A downgrade or potential downgrade in NSG's financial strength rating could adversely affect its business.

Participants in the insurance industry use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of insurers. Downgrades in NSG's financial strength rating could cause NSG's partners to choose more highly rated competitors; increase the cost or reduce the availability of reinsurance; limit or prevent the ability to write or renew insurance contracts; limit access to capital markets; increase costs of capital; reduce new sales of insurance products; increase regulatory scrutiny; provide termination rights to reinsurers; require reduced pricing to remain competitive; and increase the number or amount of policy surrenders and withdrawals by contract holders and policyholders, among other consequences.

Performance of NSG's investment portfolio is subject to a variety of investment risks that could adversely affect its financial results.

NSG's results of operations depend, in part, on the performance of its investment portfolio, and its investments are subject to general economic conditions and market risks as well as risks inherent to specific securities. NSG's primary market risk exposures are to changes in interest rates and equity prices. Should interest rates decline, a low interest rate environment would place pressure on NSG's net investment income. Increases in interest rates could cause the values of NSG's fixed income securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in its portfolio and the amount by which interest rates increase.

justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">During periods of market disruption, including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of NSG's securities if trading becomes less frequent or market data becomes less observable. In addition, in times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In those cases, the valuation process includes inputs that are less observable and require more subjectivity and management judgment. If NSG is forced to sell certain of its investments during periods of market volatility or disruption, market prices may be lower than their carrying. This could result in realized losses, which could have a material adverse effect on NSG's financial condition and results of operations. It could also affect financial ratios, bringing NSG out of compliance with its credit instruments and rating agency capital adequacy measures.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG's debt investments are subject to the risk that investments may default or become impaired due to deterioration in the financial condition of the issuer, or due to deterioration in the financial condition of an insurer that guarantees the issuer's payments. Downgrades in the credit ratings of fixed maturity securities (where rated) could also have a significant negative effect on the market valuation of such securities. Mortgage loans are subject to a variety of risks relating to the supply and demand of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility, interest rate fluctuations and issuer defaults, among others.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG maintains reserves to cover its estimated exposure for claims relating to its issued insurance policies. Reserves do not represent an exact calculation of exposure, but instead represent NSG's best estimates using actuarial and statistical procedures. Reserve estimates are refined as experience develops. Because establishing reserves is an inherently uncertain process involving estimates of future losses, future developments may require NSG to increase policy benefit reserves, which would restrict its use of cash that might otherwise be used for other purposes, negatively affecting its results of operations, and limit the dividends and distributions that it is able to make to the Company.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>NSG is subject to minimum capital and surplus requirements, and failure to meeting these requirements could subject it to regulatory action or other restrictions.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p></p>

NSG is subject to minimum capital and surplus requirements. Failure to satisfy these requirements could result in regulatory action, prevent NSG from selling new business or require guarantees, all of which could have a material and adverse impact on NSG's competitiveness, operational flexibility, financial condition and results of operations. Failure to satisfy these requirements could also preclude NSG from making dividends and distributions to the Company.

A decline in NSG's risk-based capital ("RBC") ratio could result in increased scrutiny by insurance regulators and rating agencies and could have a material adverse effect on its financial condition and results of operations.

The NAIC has established model regulations that provide minimum capitalization requirements based on RBC formulas for insurance companies. A failure to meet these requirements could subject NSG to increased scrutiny or corrective action imposed by insurance regulators, including limitations on its ability to write additional business, increased regulatory supervision, or seizure or liquidation. A decline in RBC ratio, whether or not it results in a failure to meet applicable RBC requirements, could limit NSG's ability to make distributions, could result in a loss of customers or new business or result in a downgrade of NSG's financial strength rating.

Employees of NSG or its third-party service providers may take excessive risks which could negatively affect NSG's financial condition and business.

The individuals who conduct NSG's business, including its management personnel, sales intermediaries, investment professions, and other employees, as well as employees of various third-party service providers, make decision that could expose NSG to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, among other decisions. Such individuals may take excessive risks regardless of the structure of NSG's risk management framework or its compensation program and practices, which may not effectively deter excessive risk-taking or misconduct. Similarly, NSG's controls and procedures may not be effective. If NSG's employees and the employees of third-party service providers take excessive risks, it could suffer material losses in its investment portfolio, be subject to regulatory sanctions and experience harm to its reputation.

Difficult conditions in the capital markets and the U.S. economy generally could

materially adversely affect NSG's business and results of operations.

The business and results of operations of domestic insurance companies generally are materially affected by conditions in the capital markets and the U.S. economy generally. An economic downturn may be characterized by increases in inflation, higher unemployment, lower family income, lower corporate earnings, lower business investment or lower consumer spending. As a result, the demand for insurance products and their utilization could be adversely affected, as customers are unwilling or unable to purchase policies, choose to defer paying insurance premiums or stop paying insurance premiums altogether, surrender their life insurance policies for their cash value or otherwise seek to utilize the cash benefits of their policies or file property and casualty claims at elevated rates. Depending on their level of occurrence, these customer actions could materially adversely affect NSG's business and results of operations.

Climate change could have a material adverse effect on NSG's business.

Climate change could have a significant impact on longer-term natural weather trends, potentially impacting both NSG's property and casualty insurance business and its life insurance business. Rising temperatures and changes in weather patterns could impact storm frequency and severity and thereby negatively affect claims experience, reinsurance costs and product pricing in NSG's property and casualty insurance business. Climate change may also impact life expectancies, influencing mortality assumptions used in pricing and reserve calculations in its insurance business. Because of the unpredictability of the long-term effects of climate change, NSG may be unable to accurately factor these effects into its assumptions and models, and its business could suffer as a result.

RISK RELATING TO OUR BUSINESS AND STRUCTURE

Certain Risks in the Current Environment

We are currently operating in a period of capital markets disruptions and economic uncertainty. Such market conditions may materially and adversely affect the yields, and increase the risks of, our investments in portfolio companies, and make it more difficult for us to raise equity capital should we choose to do so.

10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> From time to time, capital markets may experience periods of disruption and instability. The U.S. economy, as well as other major economies, may experience a recession, and we anticipate our businesses would be materially and adversely affected by a prolonged recession in the United States and other major markets. Disruptions in the capital markets have increased the spread between the yields realized on risk-free and higher risk securities, resulting in illiquidity in parts of the capital markets. Any recession or future significant market events or disruptions (e.g. pandemics, war, natural disasters or terrorist activities) could have an adverse impact on the ability of lenders to originate loans, the volume and type of loans originated, the ability of borrowers to make payments and the volume and type of amendments and waivers granted to borrowers and remedial actions taken in the event of a borrower default, each of which could negatively impact the amount and quality of loans available for investment by the Company and returns to the Company, among other things. Recession, pandemics and other future market disruptions and/or illiquidity could have an adverse effect on our business, financial condition, results of operations and cash flows. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us. These events could limit our investment originations, limit our ability to grow and have a material negative impact on our operating results and the fair values of our debt and equity investments. We may have to access, if available, alternative markets for debt and equity capital, and a severe disruption in the global financial markets, deterioration in credit and financing conditions or uncertainty regarding U.S. government spending and deficit levels or other global economic conditions could have a material adverse effect on our business, financial condition and results of operations.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For example, between 2008 and 2009, the U.S. and global capital markets were unstable as evidenced by periodic disruptions in liquidity in the debt capital markets, significant write-offs in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major financial institutions. Despite actions of the U.S. federal government and foreign governments, these events contributed to worsening general economic conditions that materially and adversely impacted the broader financial and credit markets and reduced the availability of debt and equity capital for the market as a whole and financial services firms in particular.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><span style="font-family: Times

New Roman, Times, Serif">Equity capital may be difficult to raise during periods of adverse or volatile market conditions because, subject to some limited exceptions, as a BDC, we are generally not able to issue additional shares of our common stock at a price less than NAV without first obtaining approval for such issuance from our stockholders and our independent directors. Volatility and dislocation in the capital markets can also create a challenging environment in which to raise or access debt capital. The current market and future market conditions similar to those experienced from 2008 through 2009 for any substantial length of time could make it difficult to extend the maturity of or refinance our existing indebtedness or obtain new indebtedness with similar terms and any failure to do so could have a material adverse effect on our business. The debt capital that will be available to us in the future, if at all, may be at a higher cost and on less favorable terms and conditions than what we currently experience, including being at a higher cost in a rising interest rate environment. If any of these conditions appear, they may have an adverse effect on our business, financial condition, and results of operations. These events could limit our investment originations, limit our ability to increase returns to equity holders through the effective use of leverage, and negatively impact our operating results.

In addition, significant changes or volatility in the capital markets may also have a negative effect on the valuations of our investments. While most of our investments are not publicly traded, applicable accounting standards require us to assume as part of our valuation process that our investments are sold in a principal market to market participants (even if we plan on holding an investment through its maturity). Significant changes in the capital markets may also affect the pace of our investment activity and the potential for liquidity events involving our investments. Thus, the illiquidity of our investments may make it difficult for us to sell our investments to access capital if required, and as a result, we could realize significantly less than the value at which we have recorded our investments if we were required to sell them for liquidity purposes. An inability to raise or access capital could have a material adverse effect on our business, financial condition or results of operations.

Governmental authorities worldwide have taken increased measures to stabilize the markets and support economic growth. The success of these measures is unknown and they may not be sufficient to address the market dislocations or avert severe and prolonged reductions in economic activity.

Events outside of our control, including terrorist attacks, acts of war, natural disasters or public health crises, could negatively affect the portfolio companies in which we invest and make the valuation of those investments more uncertain.

Periods of market volatility have occurred and could continue to occur in response to pandemics or other events outside of our control, including terrorist attacks, acts of war, natural disasters, public health crises or similar events. These types of events have adversely affected and could continue to adversely affect operating results for us and for our portfolio companies.

The large-scale invasion of Ukraine by Russia in February 2022 resulted in sanctions and market disruptions, including declines in regional and global stock markets, unusual volatility in global commodity markets and significant devaluations of Russian currency. The extent and duration of the military action are impossible to predict but could be significant. Market disruption caused by the Russian military action, and any counter measures or responses thereto (including international sanctions, a downgrade in a country's credit rating, purchasing and financing restrictions, boycotts, tariffs, changes in consumer or purchaser preferences, cyberattacks and espionage) could continue to have severe adverse impacts on regional and/or global securities and commodities markets, including markets for oil and natural gas. These impacts may include reduced market liquidity, distress in credit markets, further disruption of global supply chains, increased risk of inflation, and limited access to investments in certain international markets and/or issuers. In addition, the current conflict in the Middle East and terrorist acts may cause significant volatility in the markets and/or market disruptions.

The extent and duration of these military actions, conflicts and resulting market disruptions are impossible to predict, but have been and could continue to be substantial, and any such market disruptions could affect our portfolio companies' operations. As a result, our portfolio investments could decline in value or our valuation of them could become uncertain.

We have evaluated

subsequent events from September 30, 2024 through the filing date of this annual report on Form 10-K. However, as the discussion in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations relates to the Company's financial statements for the annual period ended September 30, 2024, the analysis contained herein may not fully account for market event impacts. As of September 30, 2024, the Company valued its portfolio investments in conformity with U.S. generally accepted accounting principles ("GAAP") based on the facts and circumstances known by the Company at that time, or reasonably expected to be known at that time. Due to the overall volatility that market events may have caused during the months following our most recent valuation (as of September 30, 2024), any valuations conducted now or in the future in conformity with U.S. GAAP could result in a lower fair value of our portfolio.

Rising interest rates may increase our borrowing costs and reduce the net return that we are able to achieve on debt investments in portfolio companies, and may also increase the risk of default on our portfolio company loans.

In 2023, the Federal Reserve raised short-term interest rates. Additional interest rate increases may come. Changing interest rates may have unpredictable effects on markets, may result in heightened market volatility and may detract from our performance to the extent we are exposed to such interest rates and/or volatility. In periods of rising interest rates, such as the current interest rate environment, to the extent we borrow money subject to a floating interest rate, our cost of funds would increase, which could reduce our net investment income. Further, rising interest rates could also adversely affect our performance if such increases cause our borrowing costs to rise at a rate in excess of the rate that our investments yield. Further, rising interest rates could also adversely affect our performance if we hold investments with floating interest rates, subject to specified minimum interest rates (such as a SOFR floor), while at the same time engaging in borrowings subject to floating interest rates not subject to such minimums. In such a scenario, rising interest rates may increase our interest expense, even though our interest income from investments is not increasing in a corresponding manner as a result of such minimum interest rates.

If general interest rates rise, there is a risk that the portfolio companies in which we hold floating rate securities will be unable to pay escalating interest amounts,

which could result in a default under their loan documents with us. Rising interest rates could also cause portfolio companies to shift cash from other productive uses to the payment of interest, which may have a material adverse effect on their business and operations and could, over time, lead to increased defaults. In addition, rising interest rates may increase pressure on us to provide fixed rate loans to our portfolio companies, which could adversely affect our net investment income, as increases in our cost of borrowed funds would not be accompanied by increased interest income from such fixed-rate investments.

Further downgrades of the U.S. credit rating, automatic spending cuts, or another government shutdown could negatively impact our cost of borrowing and the net return on our investments.

U.S. debt ceiling and budget deficit concerns have increased the possibility of additional credit-rating downgrades and economic slowdowns, or a recession in the United States. Although U.S. lawmakers passed legislation to raise the federal debt ceiling on multiple occasions, ratings agencies have lowered or threatened to lower the long-term sovereign credit rating on the United States. The impact of this or any further downgrades to the U.S. government's sovereign credit rating or its perceived creditworthiness could adversely affect the U.S. and global financial markets and economic conditions. Absent further quantitative easing by the Federal Reserve, these developments could cause interest rates and borrowing costs to rise, which may negatively impact our ability to access the debt markets on favorable terms. If our borrowing costs were to rise on account of these factors, and we were unable to raise the rates of return on our portfolio company debt, our net return on investments would decline.

Economic recessions or downturns could impair our portfolio companies, increase our funding costs and limit our access to capital.

Many of our portfolio companies may be susceptible to economic slowdowns or recessions and may be unable to repay our debt investments during these periods. In the past, instability in the global capital markets resulted in disruptions in liquidity in the debt capital markets, significant write-offs

in the financial services sector, the re-pricing of credit risk in the broadly syndicated credit market and the failure of major domestic and international financial institutions. In particular, in past periods of instability, the financial services sector was negatively impacted by significant write-offs as the value of the assets held by financial firms declined, impairing their capital positions and abilities to lend and invest. In addition, continued uncertainty between the United States and other countries, including China and Russia, with respect to trade policies, treaties, and tariffs, among other factors, have caused disruption in the global markets. There can be no assurance that market conditions will not worsen in the future.

In an economic downturn, we may have non-performing assets or non-performing assets may increase, and the value of our portfolio is likely to decrease during these periods. Adverse economic conditions may also decrease the value of any collateral securing our loans. A severe recession may further decrease the value of such collateral and result in losses of value in our portfolio and a decrease in our revenues, net income, assets and net worth. Unfavorable economic conditions also could increase our funding costs, limit our access to the capital markets or result in a decision by lenders not to extend credit to us on terms we deem acceptable. These events could prevent us from increasing investments and harm our operating results.

The occurrence of recessionary conditions and/or negative developments in the domestic and international credit markets may significantly affect the markets in which we do business, the value of our investments, and our ongoing operations, costs and profitability. Any such unfavorable economic conditions, including rising interest rates, may also increase our funding costs, limit our access to capital markets or negatively impact our ability to obtain financing, particularly from the debt markets. In addition, any future financial market uncertainty could lead to financial market disruptions and could further impact our ability to obtain financing. These events could limit our investment originations, limit our ability to grow and negatively impact our operating results and financial condition.

Risks Related to Our Business

As a result of our internalized operating

structure, including our internalized management and investment functions, we may incur significant costs and face significant risks associated with being self-managed, including adverse effects on our business and financial condition.

Effective January 1, 2021, we operate under an internalized operating structure, including our management and investment functions. There can be no assurances that our internalized operating structure will be beneficial to us and our stockholders, as we may not be able to effectively replicate the services previously provided to us by our former investment adviser and administrator.

We no longer bear the costs of the various fees and expenses we previously paid under the investment management and administration agreements with our previous adviser and administrator, we have other significant direct expenses. These include general and administrative costs, legal, accounting and other governance expenses and costs and expenses related to managing our portfolio. We also incur the compensation and benefits costs of our officers and other employees and consultants. In addition, we may be subject to potential liabilities commonly faced by employers, such as workers disability and compensation claims, potential labor disputes and other employee-related liabilities and grievances.

All of these factors could have a material adverse effect on our results of operations, financial condition, and ability to pay distributions.

As an internally managed BDC, we are dependent upon our management team and other professionals, and if we are not able to hire and retain qualified personnel, we will not realize the benefits of an internally managed BDC.

Our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of our management team and professionals. We may experience difficulty identifying, engaging and

retaining management, investment and general and administrative personnel with the necessary expertise and credit-related investment experience. As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which could limit our ability to attract and retain talented investment management professionals.

</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">If we are unable to attract and retain highly talented professionals for the internal management of our Company, we will not realize the benefits of an internally managed BDC, and the results of our operation could deteriorate.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>We may suffer credit and capital losses.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Making private debt and private equity investments is highly speculative and involves a high degree of risk of credit and capital loss, and therefore an investment in our securities may not be suitable for someone with a low tolerance for risk. These risks are likely to increase during an economic recession, such as the economic recession or downturn that the United States and many other countries have recently experienced or are experiencing.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>Because we use borrowed funds to make investments or fund our business operations, we are exposed to risks typically associated with leverage which increase the risk of investing in us.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">We have borrowed funds, including through the issuance of \$57.5 million in aggregate principal amount of 5.25% unsecured notes due November 1, 2028 (the "Notes" or the "2028 Notes") to leverage our capital structure, which is generally considered a speculative investment technique. In addition, on December 15, 2022, the Company entered into a 3-year \$50.0 million revolving credit facility (the "Credit Facility") with Woodforest Bank, N.A. ("Woodforest"), Valley National Bank, and Axiom Bank, (collectively, the "Lenders"), which was amended on February 21, 2024 to increase the principal amount of loan available under the Credit

Facility by \$12.5 million to \$62.5 million. On August 5, 2024 (the “Second Amendment Effective Date”), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the “Second Amendment”). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged. As a result:

<u>●</u>	<u>our common stock may be exposed to an increased risk of loss because a decrease in the value of our investments may have a greater negative impact on the value of our common stock than if we did not use leverage;</u>

<u>●</u>	<u>if we do not appropriately match the assets and liabilities of our business, adverse changes in interest rates could reduce or eliminate the incremental income we make with the proceeds of any leverage;</u>

<u>●</u>	<u>our ability to pay distributions on our common stock may be restricted if our asset coverage ratio with respect to each of our outstanding senior securities representing indebtedness</u>

and our outstanding preferred shares, as defined by the 1940 Act, is not at least 200% and any amounts used to service indebtedness or preferred stock would not be available for such distributions;

<u>any credit facility to which we became a party may be subject to periodic renewal by our lenders, whose continued participation cannot be guaranteed;</u>	

any credit facility to which we became a party may be subject to periodic renewal by our lenders, whose continued participation cannot be guaranteed;

<u>any credit facility to which we became a party may contain covenants restricting our operating flexibility;</u>	

any credit facility to which we became a party may contain covenants restricting our operating flexibility;

<u>we, and indirectly our stockholders, bear the cost of issuing and paying interest or dividends on such securities; and</u>	

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<u></u>	

<u><i>Serif"</i></u>	<u><i>any convertible or exchangeable securities that we issue may have rights, preferences and privileges more favorable than those of our common shares.</i></u>

Under the provisions of the 1940 Act, we are permitted, as a BDC, to issue debt securities or preferred stock and/or borrow money from banks and other financial institutions, which we collectively refer to as "senior securities", only in amounts such that our asset coverage ratio equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after each issuance of senior securities.

For a discussion of the terms of the Notes, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Condition, Liquidity and Capital Resources."

As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.

****The lack of liquidity in our investments may adversely affect our business.****

We anticipate that our investments generally will be made in private companies. Substantially all of these securities will be subject to legal and other restrictions on resale or will be otherwise less liquid than publicly traded securities. The illiquidity of our investments may make it difficult for us to sell such investments if the need arises. In addition, if we are required to liquidate all or a portion of our portfolio quickly, we may realize significantly less than the value at which we had previously recorded our investments. In addition, we may face other restrictions on our ability to liquidate an investment in a portfolio company to the extent

that we have material non-public information regarding such portfolio company.

A substantial portion of our portfolio investments will be recorded at fair value as determined in good faith by our valuation designee under the oversight of our board of directors and, as a result, there may be uncertainty regarding the value of our portfolio investments.

The debt and equity securities in which we invest for which market quotations are not readily available will be valued at fair value as determined in good faith by our Chief Financial Officer, the Company's valuation designee, under the oversight of our board of directors. Most of our investments (other than cash and cash equivalents) will be classified as Level 3 under Accounting Standards Codification Topic 820 - Fair Value Measurements and Disclosures. This means that our portfolio valuations will be based on unobservable inputs and our own assumptions about how market participants would price the asset or liability in question. We expect that inputs into the determination of fair value of our portfolio investments will require significant management judgment or estimation. Even if observable market data are available, such information may be the result of consensus pricing information or broker quotes, which include a disclaimer that the broker would not be held to such a price in an actual transaction. The non-binding nature of consensus pricing and/or quotes accompanied by disclaimers materially reduces the reliability of such information. We have retained the services of independent valuation firms to review the valuation of various loans and securities. The types of factors that we may take into account in determining the fair value of our investments generally include, as appropriate, comparison to publicly traded securities including such factors as yield, maturity and measures of credit quality, the enterprise value of a portfolio company, the nature and realizable value of any collateral, the portfolio company's ability to make payments and its earnings and discounted cash flow, the markets in which the portfolio company does business and other relevant factors. Because such valuations, and particularly valuations of private securities and private companies, are inherently uncertain, may fluctuate over short periods of time and may be based on estimates, our determinations of fair value may differ materially from the values that would have been used if a ready market for these loans and securities existed. Our NAV could be adversely affected if our determinations regarding the fair value of our investments were materially higher or lower than the values that we ultimately realize upon the disposal of such loans and securities.

We are a non-diversified investment company within the meaning of the 1940 Act, and therefore we are not limited with respect to the proportion of our assets that may be invested in securities of a single issuer.

We are classified as a non-diversified investment company within the meaning of the 1940 Act, which means that we are not limited by the 1940 Act with respect to the proportion of our assets that we may invest in securities of a single issuer. We also have not adopted any policy restricting the percentage of our assets that may be invested in a single portfolio company. To the extent that we assume large positions in the securities of a small number of issuers, our NAV may fluctuate to a greater extent than that of a diversified investment company as a result of changes in the financial condition or the market's assessment of the issuer. We may also be more susceptible to any single economic or regulatory occurrence than a diversified investment company. Beyond our income tax diversification requirements under Subchapter M of the Code, we do not have fixed guidelines for diversification, and our investments could be concentrated in relatively few portfolio companies. (Note our significant investment in our affiliate FlexFIN – see Risks Related to our Investments).

We are exposed to risks associated with changes in interest rates.

Interest rate fluctuations may have a substantial negative impact on our investments, the value of our common stock and our rate of return on invested capital. A reduction in the interest rates on new investments relative to interest rates on current investments could also have an adverse impact on our net interest income. Further increases in interest rates could decrease the value of any investments we hold which earn fixed interest rates and also could increase our interest expense, thereby decreasing our net income. Also, an increase in interest rates available to investors could make investment in our common stock less attractive if we are not able to increase our dividend rate, which could reduce the value of our common stock.

Loans under our Credit Facility and the financial credit we extend to our portfolio companies bear interest based on SOFR, but experience with SOFR based

loans is limited.

Loans under our current Credit Facility bear interest at a rate based upon the Secured Overnight Financing Rate (SOFR) published by the Federal Reserve Bank of New York. Also, the secured terms loans that we make to our portfolio companies and the secured notes of our portfolio companies in which we invest bear interest at SOFR based rates. Previously, our credit facilities and our debt investments in portfolio companies bore interest at U.S dollar London Interbank Overnight (USD LIBOR) rates.

SOFR is considered to be a risk-free rate, and USD LIBOR was a risk weighted rate. Thus, SOFR tends to be a lower rate than USD LIBOR, because SOFR does not contain a risk component. This difference may negatively impact our net interest margin of our investments. Also, the use of SOFR based rates is relatively new, and experience with SOFR based rate loans is limited. There could be unanticipated difficulties or disruptions with the calculation and publication of SOFR based rates. This could result in increased borrowing costs for the Company or could adversely impact the interest income we receive from our portfolio companies or the market value of the financial obligations that are due to us from our portfolio companies.

Because we use debt to finance various investments, changes in interest rates will affect our cost of capital and net investment income.

Because we borrow money to make certain investments, our net investment income will depend, in part, upon the difference between the rate at which we borrow funds and the rate at which we invest those funds. As a result, we can offer no assurance that a significant change in market interest rates will not have a material adverse effect on our net investment income in the event we use our existing debt to finance our investments. In periods of rising interest rates, such as the current period we are in, our cost of funds will increase to the extent we access any credit facility with a floating interest rate, which could reduce our net investment income to the extent any debt investments have fixed interest rates. We expect that our long-term fixed-rate investments will be financed primarily with issuances of equity and long-term debt securities. We may use interest rate risk management techniques in an effort to limit our exposure to

interest rate fluctuations. Such techniques may include various interest rate hedging activities to the extent permitted by the 1940 Act.

You should also be aware that, to the extent we make floating debt investments, a rise in the general level of interest rates typically leads to higher interest rates applicable to our debt investments.

If our investments are not managed effectively, we may be unable to achieve our investment objective.

Our ability to achieve our investment objective will depend on our ability to manage our business, which will depend on the internalized management team. Accomplishing this result is largely a function of the internalized management team's ability to provide quality and efficient services to us. They may also be required to provide managerial assistance to our portfolio companies. These demands on their time may distract them or slow our rate of investment. Any failure to manage our business effectively could have a material adverse effect on our business, financial condition and results of operations.

We may experience fluctuations in our periodic operating results.

We could experience fluctuations in our periodic operating results due to a number of factors, including the interest rates payable on the debt securities we acquire, the default rate on such securities, the performance of our portfolio companies, the level of our expenses (including the interest rates payable on our borrowings), the dividend rates payable on preferred stock we issue, variations in and the timing of the recognition of realized and unrealized gains or losses, the degree to which we encounter competition in our markets and general economic conditions. As a result of these factors, results for any period should not be relied upon as being indicative of performance in future periods.

Any failure on our part to maintain our status as a BDC could reduce our operating flexibility.

If we fail to maintain our status as a BDC, we might be regulated as a closed-end investment company under the 1940 Act, which would subject us to substantially more onerous regulatory restrictions under the 1940 Act and correspondingly decrease our operating flexibility.

We may have difficulty paying required distributions if we recognize income before or without receiving cash representing such income.

For U.S. federal income tax purposes, we may include in income certain amounts that we have not yet received in cash, such as original issue discount, which may arise if we receive warrants in connection with the making of a loan or possibly in other circumstances, such as PIK interest, which represents contractual interest added to the loan balance and due at the end of the loan term. Such original issue discount, which could be significant relative to our overall investment activities, or increases in loan balances as a result of PIK arrangements are included in income before we receive any corresponding cash payments. We also may be required to include in income certain other amounts that we do not receive in cash.

Since in certain cases we may recognize income before or without receiving cash representing such income, we may have difficulty meeting the tax requirement to distribute at least 90% of our net ordinary income and realized net short-term capital gains in excess of realized net long-term capital losses, if any, to maintain our tax treatment as a RIC. Accordingly, we may have to sell some of our investments at times we would not consider advantageous, raise additional debt or equity capital or reduce new investment originations to meet these distribution requirements. If we are not able to raise cash from other sources, we may fail to qualify and maintain our tax treatment as a RIC and thus become subject to corporate-level U.S. federal income tax. See “Taxation as a RIC” and “Failure to Qualify as a RIC”.

We may not be able to pay distributions to our shareholders.

We cannot assure that we will achieve investment results that will allow us to pay cash distributions. Our ability to pay distributions might be adversely affected by, among other things, the impact of one or more of the risk factors described herein. In addition, the inability to satisfy the asset coverage test applicable to us as a BDC could limit our ability to pay distributions. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act. All distributions will be paid at the discretion of our board of directors and will depend on our earnings, our financial condition, maintenance of our RIC tax treatment, compliance with applicable BDC regulations, and such other factors as our board of directors may deem relevant from time to time. We cannot assure you that we will pay distributions to our stockholders in the future.

The highly competitive market in which we operate may limit our investment opportunities.

A number of entities compete with us to make the types of investments that we make. We compete with other BDCs and investment funds (including public and private funds, commercial and investment banks, commercial financing companies, SBICs and, to the extent they provide an alternative form of financing, private equity funds). Additionally, because competition for investment opportunities generally has increased among alternative investment vehicles, such as hedge funds, those entities have begun to invest in areas in which they have not traditionally invested. As a result of these new entrants, competition for investment opportunities has intensified in recent years and may intensify further in the future. Some of our existing and potential competitors are substantially larger and have considerably greater financial, technical and marketing resources than we do. For example, some competitors may have a lower cost of funds and access to funding sources that are not available to us. In addition, some of our competitors may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships than us. Furthermore, many of our competitors are not subject to the regulatory restrictions and valuation requirements that the 1940 Act imposes on us as a BDC and the tax consequences of

qualifying as a RIC. We cannot assure you that the competitive pressures we face will not have a material adverse effect on our business, financial condition and results of operations. Also, as a result of this existing and potentially increasing competition, we may not be able to take advantage of attractive investment opportunities from time to time, and we can offer no assurance that we will be able to identify and make investments that are consistent with our investment objective.

We do not seek to compete primarily based on the interest rates we offer, and we believe that some of our competitors make loans with interest rates that are comparable to or lower than the rates we offer. We may lose investment opportunities if we do not match our competitors' pricing, terms and structure. If we match our competitors' pricing, terms and structure, we may experience decreased net interest income and increased risk of credit loss. A significant part of our competitive advantage stems from the fact that the market for investments in mid-sized companies is underserved by traditional commercial banks and other financial institutions. A significant increase in the number and/or size of our competitors in this target market could force us to accept less attractive investment terms. Furthermore, many of our competitors have greater experience operating under the regulatory restrictions of the 1940 Act and under an internalized management structure.

In the event we make distributions, we would need additional capital to finance our growth and such capital may not be available on favorable terms or at all.

We have elected and intend to qualify annually to be taxed for U.S. federal income tax purposes as a RIC under Subchapter M of the Code. As a RIC, we must meet certain requirements, including source-of-income, asset diversification and distribution requirements in order to not have to pay corporate-level U.S. on income we distribute to our stockholders as distributions, which allows us to substantially reduce or eliminate our corporate-level U.S. federal income tax liability. As a BDC, we are generally required to meet a coverage ratio of total assets to total senior securities, which includes all of our borrowings and any preferred stock we may issue in the future, of at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) at the time we issue any debt or preferred stock. This requirement limits the amount of our leverage. Because we will continue to need capital to grow our investment portfolio, this limitation may prevent us from incurring debt or issuing preferred stock and require us to raise

additional equity at a time when it may be disadvantageous to do so. We cannot assure you that debt and equity financing will be available to us on favorable terms, or at all, and debt financings may be restricted by the terms of any of our outstanding borrowings. In addition, as a BDC, we are generally not permitted to issue common stock priced below NAV without stockholder approval. If additional funds are not available to us, we could be forced to curtail or cease new lending and investment activities, and our NAV could decline.

Our board of directors may change our investment objective, operating policies and strategies without prior notice or stockholder approval.

Our board of directors has the authority to modify or waive certain of our operating policies and strategies (including our investment objective) without prior notice and without stockholder approval. However, absent stockholder approval, we may not change the nature of our business so as to cease to be, or withdraw our election as, a BDC. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results or value of our stock. Nevertheless, the effects could adversely affect our business and impact our ability to make distributions and cause you to lose all or part of your investment.

Because we borrow money, the potential for loss on amounts invested in us will be magnified and may increase the risk of investing in us.

Borrowings, also known as leverage, magnify the potential for loss on invested equity capital. If we use leverage to partially finance our investments, which we have done historically, you will experience increased risks of investing in our securities. We issued the Notes, entered into the Credit Facility, and may issue other debt securities or enter into other types of borrowing arrangements in the future. If the value of our assets decreases, leveraging would cause our NAV to decline more sharply than it otherwise would have had we not leveraged. Similarly, any decrease in our income would cause net income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect our ability to make common stock distributions or scheduled debt payments. Leverage is generally considered a speculative investment technique and

we only intend to use leverage if expected returns will exceed the cost of borrowing.

As of September 30, 2024, there was \$137.2 million of outstanding borrowings. The weighted average interest rate charged on our borrowings as of September 30, 2024 was 6.3% (exclusive of debt issuance costs). We will need to generate sufficient cash flow to make these required interest payments. If we are unable to meet the financial obligations under the Notes, the holders thereof will have the right to declare the principal amount and accrued and unpaid interest on the outstanding Notes to be due and payable immediately. If we are unable to meet the financial obligations under the Credit Facility or any other credit facility we enter into, the lenders thereunder would likely have a superior claim to our assets over our stockholders.

We are dependent on information systems and systems failures could significantly disrupt our business, which may, in turn, negatively affect the market price of our common stock and our ability to pay distributions.

Our business is dependent on our and third parties' communications and information systems. Any failure or interruption of those systems, including as a result of the termination of an agreement with any third-party service providers, could cause delays or other problems in our activities. Our financial, accounting, data processing, backup or other operating systems and facilities may fail to operate properly or become disabled or damaged as a result of a number of factors including events that are wholly or partially beyond our control and adversely affect our business. There could be:

●	sudden electrical or telecommunications outages;

●

natural disasters such as earthquakes, tornadoes and hurricanes;

●	disease pandemics (such as the COVID-19 outbreak);

●	events arising from local or larger scale political or social matters, including terrorist acts; and

●	cyber-attacks.

These events, in turn, could have a material adverse effect on our operating results and negatively affect the market price of our common stock and our ability to pay distributions to our stockholders.

A failure of cybersecurity systems, as well as the occurrence of events unanticipated in our disaster recovery systems and management continuity planning could impair our ability to conduct business effectively.

The occurrence of a disaster, such as a cyber-attack against us, certain of our portfolio companies, or against a third-party that has access to our data or networks, a natural catastrophe, an industrial accident, failure of our disaster recovery systems, or consequential employee error, could have an adverse effect on our ability to communicate or conduct business (including the business of certain portfolio companies), negatively impacting our operations and financial condition. This adverse effect can become particularly acute if those events affect our electronic data processing, transmission, storage, and retrieval systems, or impact the availability, integrity, or confidentiality of our data.

We depend heavily upon computer systems to perform necessary business functions. Despite our implementation of a variety of security measures, our computer systems, networks, and data, like those of other companies, could be subject to cyber-attacks and unauthorized access, use, alteration, or destruction, such as from physical and electronic break-ins or unauthorized tampering, malware and computer virus attacks, or system failures and disruptions. If one or more of these events occurs, it could potentially jeopardize the confidential, proprietary, and other information processed, stored in, and transmitted through our computer systems and networks. Such an attack could cause interruptions or malfunctions in our operations, which could result in financial losses, litigation, regulatory penalties, client dissatisfaction or loss, reputational damage, and increased costs associated with mitigation of damages and remediation.

Third parties with which we do business and certain of our portfolio companies may also be sources of cybersecurity

or other technological risks. We outsource certain functions and these relationships allow for the storage and processing of our information, as well as customer, counterparty, employee and borrower information. Cybersecurity failures or breaches our service providers (including, but not limited to, accountants, custodians, transfer agents and administrators), and the issuers of securities in which we invest, also have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with our ability to calculate its net asset value, impediments to trading, the inability of our stockholders to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputation damages, reimbursement of other compensation costs, or additional compliance costs. While we engage in actions to reduce our exposure resulting from outsourcing, ongoing threats may result in unauthorized access, loss, exposure or destruction of data, or other cybersecurity incidents, with increased costs and other consequences, including those described above. In addition, substantial costs may be incurred in order to prevent any cyber incidents in the future.

Privacy and information security laws and regulation changes, and compliance with those changes, may result in cost increases due to system changes and the development of new administrative processes. In addition, we may be required to expend significant additional resources to modify our protective measures and to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. We currently do not maintain insurance coverage relating to cybersecurity risks, and we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures, and we may be subject to litigation and financial losses that are not fully insured.

Risks Related to Our Investments

We may not realize gains from our equity investments.

When we make a debt investment, we may acquire warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. Our equity investments may not appreciate in value and, in fact, may decline significantly in value.

Accordingly, we may not be able to realize gains from our equity interests, and any gains that we do realize on the disposition of any equity interests may not be sufficient to offset any other losses we experience.

Our investments are very risky and highly speculative.

We have invested materially in senior secured first lien term loans and senior secured second lien term loans issued by private companies.

Senior Secured Loans

There is a risk that the collateral securing our loans may decrease in value over time, may be difficult to sell in a timely manner, may be difficult to appraise and may fluctuate in value based upon the success of the business and market conditions, including as a result of the inability of the portfolio company to raise additional capital, and, in some circumstances, our lien could be subordinated to claims of other creditors. In addition, deterioration in a portfolio company's financial condition and prospects, including its inability to raise additional capital, may be accompanied by deterioration in the value of the collateral for the loan. Consequently, the fact that a loan is secured does not guarantee that we will receive principal and interest payments according to the loan's terms, or at all, or that we will be able to collect on the loan should we be forced to enforce our remedies.

Equity Investments

When we invest in senior secured first lien term loans or senior secured second lien term loans, we may receive warrants or other equity securities as well. In addition, we may invest directly in the equity securities of portfolio companies. The warrants or equity interests we receive may not appreciate in value and, in fact, may decline in value. Accordingly, we may not be able to realize gains from our warrants or equity interests, and any gains that we do realize on the disposition of any warrants or equity interests may not be sufficient to offset any other losses we experience.

In addition, investing in private companies involves a number of

significant risks. See “Our investments in private portfolio companies may be risky, and you could lose all or part of your investment” below.

Our investments in private portfolio companies may be risky, and you could lose all or part of your investment.

Investments in private companies involve a number of significant risks. Generally, little public information exists about these companies, and we are required to rely on the ability of our investment professionals to obtain adequate information to evaluate the potential returns from investing in these companies. If we are unable to uncover all material information about these companies, we may not make a fully informed investment decision, and we may lose money on our investments. Private companies may have limited financial resources and may be unable to meet their obligations under their debt securities that we hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of our realizing any guarantees we may have obtained in connection with our investment. In addition, they typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors’ actions and market conditions, as well as general economic downturns. Additionally, private companies are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on our portfolio company and, in turn, on us. Private companies also generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position. In addition, our executive officers and directors may, in the ordinary course of business, be named as defendants in litigation arising from our investments in these types of companies.

We have invested in secured debt issued by our portfolio companies. In the case of our senior secured first lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks equally with the debt securities in which we invest. With respect to our senior secured second lien term loans, the portfolio companies usually have, or may be permitted to incur, other debt that ranks above or equally with the debt

securities in which we invest. In the case of debt ranking above the senior secured second lien term loans in which we invest, we would be subordinate to such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company and therefore the holders of debt instruments ranking senior to our investment in that portfolio company would typically be entitled to receive payment in full before we receive any distribution. In the case of debt ranking equally with debt securities in which we invest, we would have to share any distributions on an equal and ratable basis with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant portfolio company.

Additionally, certain loans that we make to portfolio companies may be secured on a second priority basis by the same collateral securing senior secured debt of such companies. The first priority liens on the collateral will secure the portfolio company's obligations under any outstanding senior debt and may secure certain other future debt that may be permitted to be incurred by the portfolio company under the agreements governing the loans. The holders of obligations secured by the first priority liens on the collateral will generally control the liquidation of, and be entitled to receive proceeds from, any realization of the collateral to repay their obligations in full before us. In addition, the value of the collateral in the event of liquidation will depend on market and economic conditions, the availability of buyers and other factors. There can be no assurance that the proceeds, if any, from the sale or sales of all of the collateral would be sufficient to satisfy the loan obligations secured by the second priority liens after payment in full of all obligations secured by the first priority liens on the collateral. If such proceeds are not sufficient to repay amounts outstanding under the loan obligations secured by the second priority liens, then we, to the extent not repaid from the proceeds of the sale of the collateral, will only have an unsecured claim against the portfolio company's remaining assets, if any.

The rights we may have with respect to the collateral securing the loans we make to our portfolio companies with senior debt outstanding may also be limited pursuant to the terms of one or more intercreditor agreements that we enter into with the holders of senior debt. Under such an intercreditor agreement, at any time that obligations that have the benefit of the first priority liens are outstanding, any of the following actions that may be taken in respect of the collateral will be at the direction of the holders of the obligations secured by the first priority liens: (1) the ability to cause the commencement of enforcement proceedings against the collateral; (2) the ability to control the conduct of such proceedings; (3) the approval of amendments to collateral

documents; (4) releases of liens on the collateral; and (5) waivers of past defaults under collateral documents. We may not have the ability to control or direct such actions, even if our rights are adversely affected.

Our portfolio companies may prepay loans, which prepayment may reduce stated yields if capital returned cannot be invested in transactions with equal or greater expected yields.

Our loans to portfolio companies are prepayable at any time, and most of them at no premium to par. It is uncertain as to when each loan may be prepaid. Whether a loan is prepaid will depend both on the continued positive performance of the portfolio company and the existence of favorable financing market conditions that allow such company the ability to replace existing financing with less expensive capital. As market conditions change frequently, it is unknown when, and if, this may be possible for each portfolio company. In the case of some of these loans, having the loan prepaid early may reduce the achievable yield for us below the stated yield to maturity contained herein if the capital returned cannot be invested in transactions with equal or greater expected yields.

Our failure to make follow-on investments in our portfolio companies could impair the value of our portfolio and our ability to make follow-on investments in certain portfolio companies may be restricted.

Following an initial investment in a portfolio company, provided that there are no restrictions imposed by the 1940 Act, we may make additional investments in that portfolio company as "follow-on" investments in order to: (1) increase or maintain in whole or in part our equity ownership percentage; (2) exercise warrants, options or convertible securities that were acquired in the original or subsequent financing; or (3) attempt to preserve or enhance the value of our initial investment.

We have the discretion to make any follow-on investments, subject to the availability

of capital resources. We may elect not to make follow-on investments or otherwise lack sufficient funds to make those investments. Our failure to make follow-on investments may, in some circumstances, jeopardize the continued viability of a portfolio company and our initial investment, or may result in a missed opportunity for us to increase our participation in a successful operation. Even if we have sufficient capital to make a desired follow-on investment, we may elect not to make such follow-on investment because we may not want to increase our concentration of risk, because we prefer other opportunities, because we are inhibited by compliance with BDC requirements or because we might lose our RIC tax treatment. We also may be restricted from making follow-on investments in certain portfolio companies to the extent that affiliates of ours hold interests in such companies.

As of September 30, 2024, 12.1% of our total assets were invested in FlexFIN, our affiliate's asset-based lending business.

This significant exposure subjects our Company to various risks associated with such business (which are identified below) to a much greater extent than companies not similarly concentrated.

Client borrowers, particularly with respect to asset-based lending activities, may lack the operating history, cash flows or balance sheet necessary to support other financing options and may expose us to additional risk.

A portion of our loan portfolio consists, through FlexFIN, of asset-based lending involving gemstones. Some of these products arise out of relationships with clients who lack the operating history, cash flows or balance sheet necessary to qualify for other financing options. This could increase our risk of loss.

12.1% of the Company's total assets (as of September 30, 2024) are invested in our affiliate's asset-based lending business and its activities are influenced by volatility in prices of

gemstones and jewelry.

Our affiliate's asset-based lending business is impacted by volatility in gemstone and jewelry prices. Among the factors that can impact the price of gemstones and jewelry are supply and demand of gemstones; political, economic, and global financial events; movement of the U.S. dollar versus other currencies; and the activity of large speculators and other participants. A significant decline in market prices of gemstones could result in reduced collateral value and losses, (i.e., a lower balance of asset-based loans outstanding for the Company's affiliate.)

The gemstones and jewelry business is subject to the risk of fraud and counterfeiting.

The gemstones business is exposed to the risk of loss as a result of fraud in its various forms. We seek to minimize our exposure to fraud through a number of means, including third-party authentication and verification and the establishment of procedures designed to detect fraud. However, there can be no assurance that we will be successful in preventing or identifying fraud, or in obtaining redress in the event such fraud is detected.

We may be subject to risks associated with our investments in unitranche loans

Unitranche loans provide leverage levels comparable to a combination of first lien and second lien or subordinated loans, and may rank junior to other debt instruments issued by the portfolio company. Unitranche loans generally allow the borrower to make a large lump sum payment of principal at the end of the loan term, and there is a heightened risk of loss if the borrower is unable to pay the lump sum or refinance the amount owed at maturity. From the perspective of a lender, in addition to making a single loan, a unitranche loan may allow the lender to choose to participate in the "first out" tranche, which will generally receive priority with respect to payments of

principal, interest and any other amounts due, or to choose to participate only in the "last out" tranche, which is generally paid only after the first out tranche is paid. We may participate in "first out" and "last out" tranches of unitranche loans and make single unitranche loans, and we may suffer losses on such loans if the borrower is unable to make required payments when due.

Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

A significant number of high yield loans in the market, may consist of covenant-lite loans, or "Covenant-Lite Loans." A significant portion of the loans in which we may invest or get exposure to through our investments may be deemed to be Covenant-Lite Loans. Such loans do not require the borrower to maintain debt service or other financial ratios and do not include terms which allow the lender to monitor the performance of the borrower and declare a default if certain criteria are breached. Ownership of Covenant-Lite Loans may expose us to different risks, including with respect to liquidity, price volatility, ability to restructure loans, credit risks and less protective loan documentation, than is the case with loans that contain financial maintenance covenants.

As a BDC, our ability to invest in public companies and foreign companies is limited by the 1940 Act.

To maintain our tax treatment as a BDC, we are not permitted to acquire any assets other than "qualifying assets" specified in the 1940 Act unless, at the time the acquisition is made, at least 70% of our total assets are qualifying assets (with certain limited exceptions). Subject to certain exceptions for follow-on investments and distressed companies, an investment in an issuer that has outstanding securities listed on a national securities exchange may be treated as qualifying assets only if such issuer has a market capitalization that is less than \$250 million at the time of such investment. In addition, we may invest up to 30% of our portfolio in opportunistic investments which will be intended to diversify or complement the remainder of our portfolio and to enhance our returns

to stockholders. These investments may include private equity investments, securities of public companies that are broadly traded and securities of non-U.S. companies. We expect that these public companies generally will have debt securities that are non-investment grade.

Our investments in foreign securities may involve significant risks in addition to the risks inherent in U.S. investments.

A portion of our investments may be in securities of foreign companies. Investing in foreign companies may expose us to additional risks not typically associated with investing in U.S. companies. These risks include changes in exchange control regulations, political and social instability, expropriation, imposition of foreign taxes, less liquid markets and less available information than is generally the case in the United States, higher transaction costs, less government supervision of exchanges, brokers and issuers, less developed bankruptcy laws, difficulty in enforcing contractual obligations, lack of uniform accounting and auditing standards and greater price volatility.

Although it is anticipated that most of our investments will be denominated in U.S. dollars, our investments that are denominated in a foreign currency will be subject to the risk that the value of a particular currency may change in relation to the U.S. dollar. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. We may employ hedging techniques to minimize these risks, but we can offer no assurance that we will, in fact, hedge currency risk or, that if we do, such strategies will be effective. As a result, a change in currency exchange rates may adversely affect our profitability.

Hedging transactions may expose us to additional risks.

We may engage in currency or interest rate hedging transactions. If we engage in

hedging transactions, we may expose ourselves to risks associated with such transactions. We may utilize instruments such as forward contracts, currency options and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of our portfolio positions from changes in currency exchange rates and market interest rates. Hedging against a decline in the values of our portfolio positions does not eliminate the possibility of fluctuations in the values of such positions or prevent losses if the values of such positions decline. However, such hedging can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of such portfolio positions. Such hedging transaction may also limit the opportunity for gain if the values of the underlying portfolio positions should increase. Moreover, it may not be possible to hedge against an exchange rate or interest rate fluctuation that is so generally anticipated that we are not able to enter into a hedging transaction at an acceptable price.

While we may enter into transactions to seek to reduce currency exchange rate and interest rate risks, unanticipated changes in currency exchange rates or interest rates may result in poorer overall investment performance than if we had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio positions being hedged may vary. Moreover, for a variety of reasons, we may not seek or be able to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Any such imperfect correlation may prevent us from achieving the intended hedge and expose us to risk of loss. In addition, it may not be possible to hedge fully or perfectly against currency fluctuations affecting the value of securities denominated in non-U.S. currencies because the value of those securities is likely to fluctuate as a result of factors not related to currency fluctuations.

The disposition of our investments may result in contingent liabilities.

We currently expect that a significant portion of our investments will involve lending directly to private companies. In connection with the disposition of an investment in private securities, we may be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of a business. We may also be required to indemnify the purchasers of such investment to the extent that any such representations turn out to be inaccurate or with respect to certain

potential liabilities. These arrangements may result in contingent liabilities that ultimately yield funding obligations that must be satisfied through our return of certain distributions previously made to us.

If we invest in the securities and obligations of distressed and bankrupt issuers, we might not receive interest or other payments.

We may invest in the securities and obligations of distressed and bankrupt issuers, including debt obligations that are in covenant or payment default. Such investments generally are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings, during which the issuer of those obligations might not make any interest or other payments. We may not realize gains from our equity investments.

We are subject to risks associated with significant investments in one or more economic sectors and/or industries, including the business services sector, which includes our investment in our affiliate's asset-based lending business.

At times, the Company may have a significant portion of its assets invested in securities of companies conducting business within one or more economic sectors and/or industries, including the Services: Business sector, which includes our investment in an asset-based lending business and the insurance sector. Companies in the same sector or industry may be similarly affected by economic, regulatory, political or market events or conditions, which may make the Company more vulnerable to unfavorable developments in that sector or industry than companies that invest more broadly. Generally, the more broadly the Company invests, the more it spreads risk and potentially reduces the risks of loss and volatility.

As of September 30, 2024, investments in our affiliate's asset-based lending business constituted 12.1% of our total assets. See above,

under Item 1A for risk factors related to our investment in that business. See “Subsequent Events” for a discussion of our investment in an insurance business.

Risks Related to Our Operations as a BDC and a RIC

Regulations governing our operation as a BDC may limit our ability to, and the way in which we raise additional capital, which could have a material adverse impact on our liquidity, financial condition and results of operations.

Our business requires a substantial amount of capital to operate and grow. We may acquire additional capital from the issuance of senior securities (including debt and preferred stock), the issuance of additional shares of our common stock or from securitization transactions. However, we may not be able to raise additional capital in the future on favorable terms or at all. Additionally, we may only issue senior securities up to the maximum amount permitted by the 1940 Act. The 1940 Act permits us to issue senior securities only in amounts such that our asset coverage, as defined in the 1940 Act, equals at least 200% (or 150% if, pursuant to the 1940 Act, certain requirements are met) after such issuance or incurrence. If our assets decline in value and we fail to satisfy this test, we may be required to liquidate a portion of our investments and repay a portion of our indebtedness at a time when such sales or repayment may be disadvantageous, which could have a material adverse impact on our liquidity, financial condition and results of operations. As of September 30, 2024, the Company’s asset coverage was 216.8% after giving effect to leverage and therefore the Company’s asset coverage is above 200%, the minimum asset coverage requirement under the 1940 Act.

Changes in the laws or regulations governing our business, or changes in the interpretations thereof, and any failure by us to comply with these laws or regulations, could have a material adverse effect on our business, results of operations or financial condition.

Changes in the laws or regulations or the

interpretations of the laws and regulations that govern BDCs, RICs or non-depository commercial lenders could significantly affect our operations and our cost of doing business. We are subject to federal, state and local laws and regulations and are subject to judicial and administrative decisions that affect our operations, including our loan originations, maximum interest rates, fees and other charges, disclosures to portfolio companies, the terms of secured transactions, collection and foreclosure procedures and other trade practices. If these laws, regulations or decisions change, or if we expand our business into jurisdictions that have adopted more stringent requirements than those in which we currently conduct business, we may have to incur significant expenses in order to comply, or we might have to restrict our operations. In addition, if we do not comply with applicable laws, regulations and decisions, we may lose licenses needed for the conduct of our business and may be subject to civil fines and criminal penalties.

As an internally managed BDC, we are subject to certain restrictions that may adversely affect our ability to offer certain compensation structures.

As an internally managed BDC, our ability to offer more competitive and flexible compensation structures, such as offering both a profit-sharing plan and an equity incentive plan, is subject to the limitations imposed by the 1940 Act, which limits our ability to attract and retain talented investment management professionals. As such, these limitations could inhibit our ability to grow, pursue our business plan and attract and retain professional talent, any or all of which may have a negative impact on our business, financial condition and results of operations.

As an internally managed BDC, we are dependent upon our management team and investment professionals for their time availability and for our future success, and if we are not able to hire and retain qualified personnel, or if we lose key members of our senior management team, our ability to implement our business strategy could be significantly harmed.

As an internally managed BDC, our ability to achieve our investment objectives and to make distributions to our stockholders depends upon the performance of

our management team and investment professionals. We depend upon the members of our management and our investment professionals for the identification, final selection, structuring, closing and monitoring of our investments. These employees have critical industry experience and relationships on which we rely to implement our business plan. If we lose the services of key members of our senior management team, we may not be able to operate the business as we expect, and our ability to compete could be harmed, which could cause our operating results to suffer. We believe our future success will depend, in part, on our ability to identify, attract and retain sufficient numbers of highly skilled employees. If we do not succeed in identifying, attracting and retaining such personnel, we may not be able to operate our business as we expect. As an internally managed BDC, our compensation structure is determined and set by our Board of Directors and its Compensation Committee. This structure currently includes salary, bonus and incentive compensation. We are subject to limitations by the 1940 Act on our ability to employ an incentive compensation structure that directly ties performance of our investment portfolio and results of operations to incentive compensation. Members of our senior management team may receive offers of more flexible and attractive compensation arrangements from other companies, particularly from investment advisers to externally managed BDCs that are not subject to the same limitations on incentive-based compensation that we are subject to as an internally managed BDC. A departure by one or more members of our senior management team could have a negative impact on our business, financial condition and results of operations.

We cannot predict how tax reform legislation will affect us, our investments, or our stockholders, and any such legislation could adversely affect our business.

Legislative or other actions relating to taxes could have a negative effect on us, our investments, or our stockholders. The rules dealing with U.S. federal income taxation are constantly under review by persons involved in the legislative process and by the IRS and the U.S. Department of the Treasury. We cannot predict with certainty how any changes in the tax laws might affect us, our stockholders, or our portfolio investments. New legislation and any U.S. Treasury regulations, administrative interpretations or court decisions interpreting such legislation could significantly and negatively affect our ability to qualify for tax treatment as a RIC or the U.S. federal income tax consequences to us and our stockholders of such qualification, or could have other adverse consequences. Stockholders are urged to consult with their tax advisors regarding tax legislative, regulatory, or administrative developments and proposals and their potential effect on an investment in our securities.

Legislation that became effective in 2018 may allow the Company to incur additional leverage, which could increase the risk of investing in the Company.

The 1940 Act generally prohibits the Company from incurring indebtedness unless immediately after such borrowing we have an asset coverage for total borrowings of at least 200% (i.e., the amount of debt may not exceed 50% of the value of our assets). However, in March 2018, the SBCA was signed into law, which included various changes to regulations under the federal securities laws that impact BDCs. The SBCA included changes to the 1940 Act to allow BDCs to decrease their asset coverage requirement from 200% to 150%, if certain requirements are met. Under the 1940 Act, the Company is allowed to increase its leverage capacity if our stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Acts allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such proposal. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage.

Leverage is generally considered a speculative investment technique and increases the risk of investing in our securities. Leverage magnifies the potential for loss on investments in our indebtedness and on invested equity capital. As we use leverage to partially finance our investments, our stockholders will experience increased risks of investing in our securities. If the value of our assets increases, then leveraging would cause the NAV attributable to our common stock to increase more sharply than it would have had we not leveraged. Conversely, if the value of our assets decreases, leveraging would cause NAV to decline more sharply than it otherwise would have had we not leveraged our business. Similarly, any increase in our income in excess of interest payable on the borrowed funds would cause our net investment income to increase more than it would without the leverage, while any decrease in our income would cause net investment income to decline more sharply than it would have had we not borrowed. Such a decline could negatively affect the Company's ability to pay common stock dividends, scheduled debt

payments or other payments related to our securities.

If we do not invest a sufficient portion of our assets in qualifying assets, we could fail to qualify as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.

As a BDC, we may not acquire any assets other than “qualifying assets” unless, at the time of and after giving effect to such acquisition, at least 70% of our total assets are qualifying assets. See “Regulation”. Our intent is that a substantial portion of the investments that we acquire will constitute qualifying assets. However, we may be precluded from investing in what we believe are attractive investments if such investments are not qualifying assets for purposes of the 1940 Act. If we do not invest a sufficient portion of our assets in qualifying assets, we could be found to be in violation of the 1940 Act provisions applicable to BDCs and possibly lose our tax treatment as a BDC, which would have a material adverse effect on our business, financial condition and results of operations.

We would become subject to corporate-level U.S. federal income tax if we are unable to maintain our qualification as a RIC under Subchapter M of the Code or satisfy RIC distribution requirements.

We have elected, and intend to qualify annually, to be treated as a RIC under Subchapter M of the Code. No assurance can be given that we will be able to maintain our qualification as a RIC. To maintain RIC tax treatment under the Code, we must meet the following annual distribution, income source and asset diversification requirements.

Roman, Times, Serif; text-align: justify">The annual distribution requirement for a RIC is satisfied if we timely distribute to our stockholders on an annual basis at least 90% of our net ordinary income and realized short-term capital gains in excess of realized net long-term capital losses. Depending on the level of taxable income earned in a tax year, we may choose to carry forward taxable income in excess of current year distributions into the next year and pay a 4% U.S. federal excise tax on such income. Any such carryover taxable income must be distributed through a dividend declared prior to filing the final tax return related to the year that generated such taxable income.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"><td style="font-family: Times New Roman, Times, Serif; width: 24px"></td><td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td><td style="font-family: Times New Roman, Times, Serif; text-align: justify">The source of income requirement is satisfied if we obtain at least 90% of our gross income for each taxable year from dividends, interest, payments with respect to certain securities loans, gains from the sale or other disposition of stock or other securities or foreign currencies or other income derived with respect to our business of investing in such stock, securities or currencies and net income derived from an interest in a “qualified publicly traded partnership” (as defined in the Code).</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"><td style="font-family: Times New Roman, Times, Serif; width: 24px"></td><td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td><td style="font-family: Times New Roman, Times, Serif; text-align: justify">The asset diversification requirement is satisfied if we meet certain asset diversification requirements at the end of each quarter of our taxable year. To satisfy this requirement, at least 50% of the value of our assets must consist of cash, cash equivalents, U.S. Government securities, securities of other RICs, and other securities if such other securities of any one issuer do not represent more than 5% of the value of our assets or more than 10% of the outstanding voting securities of the issuer (which for these purposes includes the equity securities of a “qualified publicly traded partnership”). In addition, no more than 25% of the value of our assets can be invested in the

securities, other than U.S Government securities or securities of other RICs, (1) of one issuer (2) of two or more issuers that are controlled, as determined under applicable tax rules, by us and that are engaged in the same or similar or related trades or businesses or (3) of one or more “qualified publicly traded partnerships”.

If we fail to qualify for RIC tax treatment for any reason or are subject to corporate-level U.S. federal income tax, the resulting corporate-level taxes could substantially reduce our net assets, the amount of income available for distribution and the amount of our distributions. In addition, to the extent we had unrealized gains, we would have to establish deferred tax liabilities for taxes, which would reduce our NAV accordingly. In addition, our stockholders would lose the tax credit realized if we, as a RIC, decide to retain the net realized capital gain and make deemed distributions of net realized capital gains, and pay taxes on behalf of our stockholders at the end of the tax year. The loss of this pass-through tax treatment could have a material adverse effect on the total return of an investment in our common stock.

Risks Relating to an Investment in Our Securities

Investing in our securities may involve an above average degree of risk.

The investments we make in accordance with our investment objective may result in a higher amount of risk than alternative investment options and a higher risk of volatility or loss of principal. Our investments in portfolio companies involve higher levels of risk and, therefore, an investment in our securities may not be suitable for someone with lower risk tolerance.

Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount to their NAV and the Company’s shares have not traded at or above NAV since the first quarter of 2015.

Roman, Times, Serif; margin: 0pt 0; text-align: justify">Shares of closed-end investment companies, including business development companies, may, at times, trade at a discount from NAV. This characteristic of closed-end investment companies and business development companies is separate and distinct from the risk that our NAV per share may decline. Our common stock has not traded at or above NAV since the first quarter of 2015, and we cannot predict whether our common stock will trade at, above or below NAV in the future.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>The market price of our common stock fluctuates.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The market price and liquidity of the market for shares of our common stock fluctuates and may be significantly affected by numerous factors, some of which are beyond our control and may not be directly related to our operating performance.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">These factors include:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">significant volatility in the market price and trading volume of securities of business development companies or other companies in our sector, which are not necessarily related to the operating performance of the companies;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times,

Serif; text-align: justify">changes in regulatory policies, accounting pronouncements or tax guidelines, particularly with respect to BDCs or RICs;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; text-align: justify">loss of our qualification as a RIC or BDC;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif">changes in earnings or variations in operating results;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif">changes in the value of our portfolio of investments;</td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font-family: Times New Roman, Times, Serif; vertical-align: top"> <td style="font-family: Times New Roman, Times, Serif; width: 24px"> </td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td> <td style="font-family: Times New Roman, Times, Serif; width: 24px">●</td></tr> </table></u>

changes in accounting guidelines governing valuation of our investments;

<u>any shortfall in revenue or net income or any increase in losses from levels expected by investors or securities analysts;</u>

<u>departure of our key personnel;</u>

<u>operating performance of companies comparable to us;</u>

<u></u>

general economic trends and other external factors; and

<u>●</u>	<u>loss of a major funding source.</u>

Certain provisions of the Delaware General Corporation Law and our certificate of incorporation and bylaws could deter takeover attempts and have an adverse impact on the price of our common stock.

The Delaware General Corporation Law, our certificate of incorporation and our bylaws contain provisions that may have the effect of discouraging a third party from making an acquisition proposal for us. These anti-takeover provisions may inhibit a change in control in circumstances that could give the holders of our common stock the opportunity to realize a premium over the market price of our common stock.

The NAV per share of our common stock may be diluted if we sell shares of our common stock in one or more offerings at prices below the then current NAV per share of our common stock or securities to subscribe for or convertible into shares of our common stock.

While we currently do not have the requisite stockholder approval to sell shares of our common stock at a price or prices below our then current NAV per share, we may seek such approval in the future. In addition, at our 2012 Annual Meeting of Stockholders, we received approval from our stockholders to authorize the Company, with the approval of our board of directors, to issue securities to,

subscribe to, convert to, or purchase shares of the Company's common stock in one or more offerings, subject to certain conditions as set forth in the proxy statement. Such authorization has no expiration.

Any decision to sell shares of our common stock below its then current NAV per share or issue securities to subscribe for or convertible into shares of our common stock would be subject to the determination by our board of directors that such issuance is in our and our stockholders' best interests.

If we were to sell shares of our common stock below its then current NAV per share, such sales would result in an immediate dilution to the NAV per share of our common stock. This dilution would occur as a result of the sale of shares at a price below the then current NAV per share of our common stock and a proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest in us than the increase in our assets resulting from such issuance. Because the number of shares of common stock that could be so issued and the timing of any issuance is not currently known, the actual dilutive effect cannot be predicted.

If we issue warrants or securities to subscribe for or convertible into shares of our common stock, subject to certain limitations, the exercise or conversion price per share could be less than NAV per share at the time of exercise or conversion (including through the operation of anti-dilution protections). Because we would incur expenses in connection with any issuance of such securities, such issuance could result in a dilution of the NAV per share at the time of exercise or conversion. This dilution would include reduction in NAV per share as a result of the proportionately greater decrease in the stockholders' interest in our earnings and assets and their voting interest than the increase in our assets resulting from such issuance.

Further, if our current stockholders do not purchase any shares to maintain their percentage interest, regardless of whether such offering is above or below the then current NAV per share, their voting power will be diluted. For example, if we sell an additional 10% of our shares of common stock at a 5% discount from NAV, a stockholder who does not participate in that offering for its

proportionate interest will suffer NAV dilution of up to 0.5% or \$5 per \$1,000 of NAV.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries activities.

The terms of the Credit Facility place restrictions on our and/or our subsidiaries' ability to, among other things, issue securities or otherwise incur additional indebtedness or other obligations, and in certain cases we may need the approval of WoodForest, as the Administrative Agent, in order to incur further indebtedness. In addition, the Credit Facility contains customary events of default for credit facilities of this type, including (without limitation): nonpayment of principal, interest, fees or other amounts after a stated grace period; inaccuracy of material representations and warranties; change of control; violations of covenants, subject in certain cases to stated cure periods; and certain bankruptcies and liquidations. If an event of default occurs and is continuing, the Company may be required to repay all amounts outstanding under the Credit Facility, which would adversely affect our liquidity position and, in turn, could force us to dispose of investments at inopportune times at reduced prices. Repayment could also adversely affect our ability to implement our investment strategy and achieve our investment objectives.

If we issue preferred stock, the NAV and market value of our common stock may become more volatile.

If we issue preferred stock, we cannot assure you that such issuance would result in a higher yield or return to the holders of our common stock. The issuance of preferred stock would likely cause the NAV and market value of our common stock to become more volatile. If the dividend rate on the preferred stock were to approach the net rate of return on our investment portfolio, the benefit of leverage to the holders of our common stock would be reduced. If the dividend rate on the preferred stock were to exceed the net rate of return on our portfolio, the leverage would result in a lower rate of return to the holders of our common stock than if we had not issued preferred stock. Any decline in the NAV of our investments would be borne entirely by the holders of our common stock. Therefore, if the market value of our portfolio were to decline, the leverage would result in a greater decrease in NAV to the

holders of our common stock than if we were not leveraged through the issuance of preferred stock. This greater NAV decrease would also tend to cause a greater decline in the market price for our common stock. We might be in danger of failing to maintain the required asset coverage of the preferred stock or of losing our ratings on the preferred stock or, in an extreme case, our current investment income might not be sufficient to meet the dividend requirements on the preferred stock. In order to counteract such an event, we might need to liquidate investments in order to fund a redemption of some or all of the preferred stock. In addition, we would pay (and the holders of our common stock would bear) all costs and expenses relating to the issuance and ongoing maintenance of the preferred stock, including higher advisory fees if our total return exceeds the dividend rate on the preferred stock. Holders of preferred stock may have different interests than holders of our common stock and may at times have disproportionate influence over our affairs.

Holder

Holders of any preferred stock we might issue would have the right to elect members of the board of directors and class voting rights on certain matters.

Holders of any preferred stock we might issue, voting separately as a single class, would have the right to elect two members of the board of directors at all times and in the event dividends become two full years in arrears, would have the right to elect a majority of our directors until such arrearage is completely eliminated. In addition, preferred stockholders would have class voting rights on certain matters, including changes in fundamental investment restrictions and conversion to open-end status, and accordingly would be able to veto any such changes. Restrictions imposed on the declarations and payment of dividends or other distributions to the holders of our common stock and preferred stock, both by the 1940 Act and by requirements imposed by rating agencies or the terms of any credit facility to which the Company is a party, might impair our ability to maintain our qualification as a RIC for U.S. federal income tax purposes. While we would intend to redeem our preferred stock to the extent necessary to enable us to distribute our income as required to maintain our qualification as a RIC, there can be no assurance that such actions could be effected in time to meet the tax requirements.

Our business and operations could be negatively affected if we become subject to any securities class actions and derivative lawsuits, which could cause us to incur significant expense, hinder execution of

investment strategy and impact our stock price.

In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been brought against that company. Stockholder activism, which could take many forms or arise in a variety of situations, has been increasing in the BDC space recently. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs and divert management's and our board of directors' attention and resources from our business. Additionally, such securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with service providers and make it more difficult to attract and retain qualified personnel. Also, we may be required to incur significant legal fees and other expenses related to any securities litigation and activist stockholder matters. Further, our stock price could be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism.

Risks of the Insurance Business

Risks Related to Life Insurance

Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG's financial results, capitalization and financial condition.

Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG's earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions.

NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect.

Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; text-align: justify; margin: 0pt 0">NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>If NSG's actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG's financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free cash flow and liquidity. This could impact NSG's risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also "NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition" below.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate

sufficient premiums to cover NSG's cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interests rates or inflation. Such risks may result in NSG's pricing being based on outdated, inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG's margins, or it could overprice risks, which could reduce NSG's volume and competitiveness.

Public health crises, extreme mortality events or similar occurrences may adversely impact NSG's business, financial condition, or results of operations.

NSG's life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG's products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG's products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG's assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations.

Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels.

NSG's insurance business is exposed to the risk of unanticipated or

extraordinary early policyholder withdrawals or surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition.

Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations.

Risks Related to Property & Casualty Insurance

If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected.

NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A

misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results.

The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results.

Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; text-align: justify; margin: 0pt 0">NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include, among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">These variables are affected by both internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pool's ability to pay.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman,

Times, Serif; margin: 0pt 0">There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued.

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<i>NSG's failure to accurately and timely pay claims could materially and adversely affect its business</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">

<p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of operations and prospects.

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<p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>The property and casualty insurance business is historically cyclical in nature, which may affect NSG's financial performance, cause its operating results to vary from quarter to quarter and may not be indicative of future performance.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">

<p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">The supply of property and casualty insurance is related to prevailing prices, the level of insured losses and the level of capital available to the industry that, in turn, may fluctuate in response to changes in rates of return on investments being earned in the insurance industry. As a result, the property and casualty insurance business historically has been a cyclical industry characterized by periods of intense price competition due to excessive underwriting capacity as well as periods when shortages of capacity increased premium levels. In addition, demand for property and casualty insurance depends on numerous factors, including the frequency and severity of catastrophic events, levels of capacity, the introduction of new capital providers and general economic conditions. All of these factors fluctuate and may contribute to price declines in the insurance industry generally. As a result, NSG's operating results are subject to fluctuation.

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<p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">If actual renewals do not meet expectations or if NSG chooses not to write renewals because of pricing conditions, its written premium in future years and its future operations would be materially adversely affected.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0 0pt 0.5in">Risks Related to the Insurance Business Generally</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0 0pt 0.5in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Competition for business in the insurance industry is intense</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG faces competition from specialty insurance companies, standard insurance companies and underwriting agencies. Competition among insurance companies is based on a number of factors, including reputation, name recognition, credit ratings, financial strength ratings, relationships with distribution partners, terms and conditions of products offered, and speed of claims payment. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition. In addition, some of NSG's competitors are larger and have greater financial, marketing, and other resources than NSG has, and are able to absorb large losses more easily. NSG's competitors may also offer more competitive pricing, a broader range of products and have greater claims-paying ability. NSG may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect NSG's ability to price its products at risk-adequate</p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Because NSG's business depends on insurance retail agents and brokers, NSG is exposed to certain risks arising out of its reliance on these distribution channels</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG's products are distributed through independent retail agents and brokers. Retail agents and brokers generally own the renewal rights, making NSG's business model dependent on its relationships with, and the success of, the retail agents and brokers with whom it does business. NSG relies on a core number of brokers that account for a substantial number of policies, and its relationships with its brokers and retail agents may be discontinued at any time. If one or more such distributors were to terminate its relationship with NSG or reduce the amount of sales it produces, NSG's results of operations could be adversely affected. Even if the relationships do continue, they may not be on terms that are profitable for NSG. A deterioration in the relationships with distributors or failure to provide competitive compensation could lead these distributors to place more premium with other carriers and less premium with NSG. Also, NSG's distributors may in any event choose to*

concentrate their efforts in selling their firm's own products or NSG's other competitors' products instead of NSG's.

NSG could also be adversely affected by consolidation in its distribution sales channels. Consolidation could result in loss of market access. NSG could also be negatively affected due to loss of talent as the people most knowledgeable about NSG's products and with whom NSG has developed strong working relationships exit the business following an acquisition, or, increases in its commission costs as larger distributors acquire more negotiating leverage over their fees.

Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and remitted to NSG, and NSG could be adversely affected if the brokers collect premiums but do not remit them to NSG. Despite the premiums not being paid to NSG, NSG may be required under applicable law to provide the coverage set forth in the policy. Consequently, NSG assumes a degree of credit risk associated with the brokers with which it works. Similarly, if NSG is limited in its ability to cancel policies for non-payment, its underwriting profits may decline and its financial condition and results of operations could be materially and adversely affected.

Insurance companies are subject to extensive regulation, which varies from jurisdiction to jurisdiction and may change from time to time.

NSG is subject to extensive regulation which may adversely affect its ability to achieve its business objectives, and noncompliance with these regulations could subject NSG to penalties, including fines and suspensions, which may adversely affect its financial condition and results of operations. Applicable laws and rules are subject to change by legislation or administrative or judicial interpretation, and changes in regulation could limit NSG's discretion or make it more expensive to conduct business.

In addition, state insurance regulators have broad discretion to deny or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, NSG follows practices based on its interpretations of regulations or practices that it believes generally to be followed by the industry which may turn out to be different from the interpretations of regulatory authorities. If NSG does not have the requisite licenses and approvals or does not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend it from carrying on some or all of its activities in their state or could otherwise penalize NSG. This could adversely affect NSG's ability to operate its business. Further, changes in the level of

regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with NSG's operations and require it to bear additional costs of compliance, which could adversely affect its ability to operate its business.

Also, because its products are sold through independent agents, NSG has less control over how products are sold, including with respect to legal compliance. While NSG expects its agents to comply with their contractual obligations and applicable law, NSG has limited control over how such agents conduct their business. If violations are attributed to NSG, NSG could incur significant fines, and if attributed to its agents, may cause the agents to stop selling NSG's products.

NSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform.

NSG purchases reinsurance from third parties to limit its risk on individual policies, and in the case of property insurance, limit its risk in the event of a catastrophe in various geographic areas (including, without limitation, the risk of hurricanes and tornado activity in the states in which it operates). If NSG is unable to renew expiring reinsurance contracts or enter into new reinsurance arrangements on acceptable terms, NSG's loss exposure could increase, which would increase potential losses related to such loss events. If NSG is unwilling to bear an increase in loss exposure, it may need to reduce the level of its underwriting commitments which could materially adversely affect its business, financial condition and results of operations. In addition, reinsurers may exclude certain coverages from, or alter terms in, the reinsurance contracts NSG enters into with them. NSG, like other insurance companies, could write insurance policies which to some extent do not have the benefit of reinsurance protection, but these gaps in reinsurance protection expose NSG to greater risk and greater potential losses.

Although reinsurance makes the reinsurer liable to NSG to the extent the risk is transferred or ceded to the reinsurer, it does not relieve NSG (the ceding insurer) of its primary liability to policyholders. Reinsurers may not pay claims NSG incurs on a timely basis, or they may not pay some or all of these claims. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. In addition, NSG's reinsurance may be concentrated among a few reinsurance carriers, meaning that if one or more of these reinsurers do not renew, default on payment of claims, or become insolvent, NSG could incur increased net losses and its financial condition could be adversely affected.

A downgrade or potential downgrade in NSG's financial strength rating could adversely affect its business.

Participants in the insurance industry use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of insurers. Downgrades in NSG's financial strength rating could cause NSG's partners to choose more highly rated competitors; increase the cost or reduce the availability of reinsurance; limit or prevent the ability to write or renew insurance contracts; limit access to capital markets; increase costs of capital; reduce new sales of insurance products; increase regulatory scrutiny; provide termination rights to reinsurers; require reduced pricing to remain competitive; and increase the number or amount of policy surrenders and withdrawals by contract holders and policyholders, among other consequences.

Performance of NSG's investment portfolio is subject to a variety of investment risks that could adversely affect its financial results.

NSG's results of operations depend, in part, on the performance of its investment portfolio, and its investments are subject to general economic conditions and market risks as well as risks inherent to specific securities. NSG's primary market risk exposures are to changes in interest rates and equity prices. Should interest rates decline, a low interest rate environment would place pressure on NSG's net investment income. Increases in interest rates could cause the values of NSG's fixed income securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in its portfolio and the amount by which interest rates increase.

During periods of market disruption, including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of NSG's securities if trading becomes less frequent or market data becomes less observable. In addition, in times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In those cases, the valuation process includes inputs that are less observable and require more subjectivity and management judgment. If NSG is forced to sell certain of its investments during periods of market volatility or disruption, market prices may be lower than their carrying. This could result in realized losses, which could have a material adverse effect on NSG's financial condition and results of operations. It could also affect financial ratios, bringing NSG out of compliance with its credit instruments and rating agency capital adequacy measures.

NSG's debt investments are subject to the risk that

investments may default or become impaired due to deterioration in the financial condition of the issuer, or due to deterioration in the financial condition of an insurer that guarantees the issuer's payments. Downgrades in the credit ratings of fixed maturity securities (where rated) could also have a significant negative effect on the market valuation of such securities. Mortgage loans are subject to a variety of risks relating to the supply and demand of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility, interest rate fluctuations and issuer defaults, among others.

NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition.

NSG maintains reserves to cover its estimated exposure for claims relating to its issued insurance policies. Reserves do not represent an exact calculation of exposure, but instead represent NSG's best estimates using actuarial and statistical procedures. Reserve estimates are refined as experience develops. Because establishing reserves is an inherently uncertain process involving estimates of future losses, future developments may require NSG to increase policy benefit reserves, which would restrict its use of cash that might otherwise be used for other purposes, negatively affecting its results of operations, and limit the dividends and distributions that it is able to make to the Company.

NSG is subject to minimum capital and surplus requirements, and failure to meeting these requirements could subject it to regulatory action or other restrictions.

NSG is subject to minimum capital and surplus requirements. Failure to satisfy these requirements could result in regulatory action, prevent NSG from selling new business or require guarantees, all of which could have a material and adverse impact on NSG's competitiveness, operational flexibility, financial condition and results of operations. Failure to satisfy these requirements could also preclude NSG from making dividends and distributions to the Company.

A decline in NSG's risk-based capital ("RBC") ratio could result in increased scrutiny by insurance regulators and rating agencies and could have a material adverse effect on its financial condition and results of operations.

The NAIC has established model regulations that provide minimum capitalization requirements based on RBC formulas for

insurance companies. A failure to meet these requirements could subject NSG to increased scrutiny or corrective action imposed by insurance regulators, including limitations on its ability to write additional business, increased regulatory supervision, or seizure or liquidation. A decline in RBC ratio, whether or not it results in a failure to meet applicable RBC requirements, could limit NSG's ability to make distributions, could result in a loss of customers or new business or result in a downgrade of NSG's financial strength rating.

Employees of NSG or its third-party service providers may take excessive risks which could negatively affect NSG's financial condition and business.

The individuals who conduct NSG's business, including its management personnel, sales intermediaries, investment professions, and other employees, as well as employees of various third-party service providers, make decision that could expose NSG to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, among other decisions. Such individuals may take excessive risks regardless of the structure of NSG's risk management framework or its compensation program and practices, which may not effectively deter excessive risk-taking or misconduct. Similarly, NSG's controls and procedures may not be effective. If NSG's employees and the employees of third-party service providers take excessive risks, it could suffer material losses in its investment portfolio, be subject to regulatory sanctions and experience harm to its reputation.

Difficult conditions in the capital markets and the U.S. economy generally could materially adversely affect NSG's business and results of operations.

The business and results of operations of domestic insurance companies generally are materially affected by conditions in the capital markets and the U.S. economy generally. An economic downturn may be characterized by increases in inflation, higher unemployment, lower family income, lower corporate earnings, lower business investment or lower consumer spending. As a result, the demand for insurance products and their utilization could be adversely affected, as customers are unwilling or unable to purchase policies, choose to defer paying insurance premiums or stop paying insurance premiums altogether, surrender their life insurance policies for their cash value or otherwise seek to utilize the cash benefits of their policies or file property and casualty claims at elevated rates. Depending on their level of occurrence, these customer actions could materially adversely affect NSG's business and results of operations.

Climate change could have a material adverse effect on NSG's business.

Climate change could have a significant impact on longer-term natural weather trends, potentially impacting both NSG's property and casualty insurance business and its life insurance business. Rising temperatures and changes in weather patterns could impact storm frequency and severity and thereby negatively affect claims experience, reinsurance costs and product pricing in NSG's property and casualty insurance business. Climate change may also impact life expectancies, influencing mortality assumptions used in pricing and reserve calculations in its insurance business. Because of the unpredictability of the long-term effects of climate change, NSG may be unable to accurately factor these effects into its assumptions and models, and its business could suffer as a result.

Risks Related to Life Insurance

Actual claims and benefits payments may differ from actuarial assumptions and may adversely affect NSG's financial results, capitalization and financial condition.

Due to the nature of the underlying risks and the uncertainty associated with the determination of liabilities for future policy benefits and claims, NSG cannot precisely determine the amounts which it will ultimately pay to settle these liabilities. Because of the inability to determine with precision the amounts required to settle future policy benefits and claims, NSG must rely on actuarial assumptions. Liabilities for future policy benefits and claims are established based on actuarial estimates of how much NSG will need to pay for future benefits and claims. NSG's earnings significantly depend upon the extent to which its actual claims experience and benefit payments on its products are consistent with such assumptions.

NSG makes assumptions regarding policyholder behavior, including with respect to guaranteed options, but those assumptions may be incorrect.

NSG makes assumptions regarding policyholder behavior at the time of pricing, including regarding the selection and utilization of the guaranteed options inherent within certain of its products. A material increase in the valuation of liabilities for future benefit payments could result to the extent that emerging and actual experience deviates from policyholder option utilization assumptions. These assumptions are based in part on expected persistency of the products, which change the probability that a policy or contract will remain in force from one period to the next. Persistency could be adversely affected by a number of

factors, including adverse economic conditions, as well as by developments affecting policyholder perception of NSG and perceptions arising from any potential adverse publicity or negative rating agency actions.

If NSG's actual claims experience differs from the assumptions used to establish reserves for its liabilities, NSG may be required to increase its reserves.

NSG evaluates its liabilities regularly based on accounting requirements (which change from time to time), the assumptions and models used to establish the liabilities, as well as actual experience. For example, amounts actually paid may vary materially from the estimated amounts, particularly when those payments may not occur until well into the future. To the extent that actual claims and benefits experience differs from the underlying assumptions used in establishing such liabilities, NSG could be required to increase its reserves for liabilities. An increase in reserves required for any of the above reasons, individually or in the aggregate, could have a material adverse effect on NSG's financial condition and results of operations and its profitability measures, as well as materially impact its capitalization, statutory free cash flow and liquidity. This could impact NSG's risk-based capital ratios and its financial strength ratings, which are necessary to support its product sales, and, in certain circumstances, ultimately impact its solvency. See also "NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition" below.

Pricing accuracy depends on accurate morbidity and mortality estimates, but the data on which such estimates are based may be insufficient, incorrect or incomplete.

In order to price products accurately, NSG must develop and apply appropriate morbidity and mortality estimates, closely monitor and timely recognize changes in trends, and project both severity and frequency of losses with reasonable accuracy to cover these risks. Pricing adequacy is necessary to generate sufficient premiums to cover NSG's cost of sales, costs of operations (including payment of policy benefits) and to earn a profit. Pricing adequacy is subject to a number of risks and uncertainties, including, without limitation: availability of sufficient reliable data; incorrect or incomplete analysis of available data; uncertainties inherent in estimates and assumptions; selection and application of appropriate rating formulae or other pricing methodologies; adoption of successful pricing strategies; prediction of policyholder life expectancy and retention; unforeseen or unanticipated events, legislation, regulatory action or court decisions; and unexpected changes in interests rates or inflation. Such risks may result in NSG's pricing being based on outdated,

inadequate, or inaccurate data, or inappropriate analyses, assumptions, or methodologies, and may cause NSG to estimate incorrectly future changes in the frequency or severity of claims. As a result, NSG could underprice risks, which would negatively affect NSG's margins, or it could overprice risks, which could reduce NSG's volume and competitiveness.

Public health crises, extreme mortality events or similar occurrences may adversely impact NSG's business, financial condition, or results of operations.

NSG's life insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic or other event that causes a large number of deaths, and the likelihood, timing and severity of such events cannot be predicted. Economic uncertainty resulting from a public health crisis or similar event could impact sales of certain of NSG's products, and NSG may decide or otherwise be required to provide relief to customers adversely affected by such an event. In addition, the impact of climate change could cause changes in the frequency or severity of outbreaks of certain diseases. Circumstances resulting from a public health crisis or similar event could affect the incidence of claims, utilization of benefits, lapses or surrenders of policies and payments on insurance premiums, any of which could impact the revenues and expenses associated with NSG's products. NSG cannot be certain that the liabilities it has established for claims arising from a catastrophe will be adequate to cover actual claim liabilities. Conversely, improvements in medical care and other developments which positively affect life expectancy can cause NSG's assumptions with respect to longevity, which it uses when it prices its products, to become incorrect and, accordingly, can adversely affect its financial condition and results of operations.

Liquidity may be adversely affected by policyholder withdrawals and surrenders or if holders of whole life policies elect to receive lump sum distributions at greater-than-anticipated levels.

NSG's insurance business is exposed to the risk of unanticipated or extraordinary early policyholder withdrawals or surrenders. Early withdrawal and surrender levels may differ from anticipated levels for a variety of reasons, including changes in economic conditions, changes in policyholder behavior or financial needs or increases in surrenders among policies that are no longer subject to surrender charges. In addition, NSG faces potential liquidity risks if policyholders with mature policies elect to receive lump sum distributions at greater levels than anticipated. If NSG experiences unanticipated early withdrawal or surrender activity or greater than expected lump sum distributions of endowment maturities and lacks sufficient cash flow from its insurance operations to support payment of these benefits, NSG may have to sell its

investments in order to meet cash needs or be forced to obtain third-party financing. The availability of such financing will depend on a variety of factors, such as market conditions, the availability of credit in general or more specifically in the insurance industry, the strength or weakness of the capital markets, NSG's credit capacity, and the perception of NSG's long- or short-term financial prospects. If NSG is forced to sell its investments on unfavorable terms or obtain financing with unfavorable terms, it could have an adverse effect on NSG's liquidity, results of operations and financial condition.

Changes in surrender activity may also result in remeasurement gains or losses which could increase volatility in NSG's results of operations.

Risks Related to Property & Casualty Insurance

If NSG is unable to accurately assess its underwriting risk, its financial condition and results of operations could be adversely affected.

NSG's underwriting success depends on its ability to accurately assess the risks associated with the business it writes and retains. NSG relies on the experience of its underwriting staff in assessing those risks, and on information provided by insureds or their representatives when underwriting insurance policies. While NSG may make inquiries to validate or supplement the information provided, it may make underwriting decisions based on incorrect or incomplete information. A misunderstanding of the nature or extent of the risks may cause NSG to fail to establish appropriate premium rates which could adversely affect its financial results.

The usefulness of models as a tool to evaluate risk is subject to a high degree of uncertainty which could result in actual losses that are materially different from NSG's estimates and could have a significant adverse impact on NSG's financial results.

NSG's approach to risk management relies on subjective variables that entail significant uncertainties, and small changes in assumptions which depend heavily on judgment and foresight can have a significant impact on the modeled outputs. For example, NSG relies on catastrophe modeling results in its decision-making regarding the upper limits of its catastrophe reinsurance protection. These models simulate loss estimates based on a set of assumptions that impact loss potential, and may not produce accurate predictions. Models used to assess risk are subject to a high degree of uncertainty. These uncertainties can include,

among other things, that they may not address all possible hazards, may not reflect the true frequency of events, may not accurately reflect a risk's vulnerability or susceptibility to damage for a given event, may not accurately represent loss potential to insurance or reinsurance contract coverage limits and other contract terms and may not accurately reflect judicial, political or regulatory impacts.

NSG's losses and loss expense reserves may be inadequate to cover its actual losses, which could have a material adverse effect on its financial conditions, results of operations and cash flows.

NSG maintains losses and loss expense reserves based on its estimate of the ultimate payment of all claims that have been or could be incurred in the future, and the related costs of adjusting those claims. However, reserves do not represent an exact calculation of liability, but rather an estimate of what NSG expects settlement and administration claims will cost, and its actual liability may be greater or less than the estimate.

These variables are affected by both internal and external events that could increase NSG's exposure to losses and there is no precise method for evaluating the impact of any specific factor on the adequacy of loss reserves. Uncertainties may result from factors including, but not limited to, the emergence of new information after there has been time to appreciate the full extent of covered losses; new theories of liability that are enforced retroactively by courts; increases in the number and severity of claims; increases in costs (such as medical, legal or supply chain costs) to remedy covered losses; and the risk of unanticipated assessments from state underwriting associations or windstorm pools related to losses in excess of the associations or pool's ability to pay.

Unexpected changes in the interpretation of NSG's coverage or provisions, including loss limitations and exclusions, in its policies could have a material adverse effect on NSG's financial condition and results of operations.

There can be no assurances that loss limitations or exclusions in NSG's policies will be enforceable in the manner intended. As industry practices as well as legal, judicial, social, and other conditions change, unexpected and unintended issues related to claims and coverage may emerge. While these limitations and exclusions help NSG to assess and mitigate its loss exposure, it is possible that a court or regulatory authority could nullify or void a limitation or exclusion, or that legislation could be enacted modifying or barring the use of such limitations or exclusions. In addition, court decisions could read policy exclusions narrowly so as to expand coverage. This could adversely affect NSG's business by broadening coverage

beyond its underwriting intent or by increasing the frequency or severity of claims, and could result in higher than anticipated losses. In some instances, these changes may not become apparent until after insurance contracts are issued, and the full extent of liability under such contracts may not be known for many years after a contract is issued.

NSG's failure to accurately and timely pay claims could materially and adversely affect its business.

Many factors could affect NSG's ability to accurately and timely pay claims, including the training and experience of its claims representatives, the effectiveness of management, and its ability to develop or select and implement appropriate procedures and systems to support its claims functions, among other factors. NSG's failure to accurately and timely pay claims could lead to regulatory action or litigation, undermine its reputation, and adversely affect its business, financial condition, results of operations and prospects.

The property and casualty insurance business is historically cyclical in nature, which may affect NSG's financial performance, cause its operating results to vary from quarter to quarter and may not be indicative of future performance.

The supply of property and casualty insurance is related to prevailing prices, the level of insured losses and the level of capital available to the industry that, in turn, may fluctuate in response to changes in rates of return on investments being earned in the insurance industry. As a result, the property and casualty insurance business historically has been a cyclical industry characterized by periods of intense price competition due to excessive underwriting capacity as well as periods when shortages of capacity increased premium levels. In addition, demand for property and casualty insurance depends on numerous factors, including the frequency and severity of catastrophic events, levels of capacity, the introduction of new capital providers and general economic conditions. All of these factors fluctuate and may contribute to price declines in the insurance industry generally. As a result, NSG's operating results are subject to fluctuation.

If actual renewals do not meet expectations or if NSG chooses not to write renewals because of pricing conditions, its written premium in future years and its future operations would be materially adversely affected.

Risks Related to the Insurance Business Generally

Competition for

business in the insurance industry is intense.

NSG faces competition from specialty insurance companies, standard insurance companies and underwriting agencies. Competition among insurance companies is based on a number of factors, including reputation, name recognition, credit ratings, financial strength ratings, relationships with distribution partners, terms and conditions of products offered, and speed of claims payment. In recent years, the insurance industry has undergone increasing consolidation, which may further increase competition. In addition, some of NSG's competitors are larger and have greater financial, marketing, and other resources than NSG has, and are able to absorb large losses more easily. NSG's competitors may also offer more competitive pricing, a broader range of products and have greater claims-paying ability. NSG may not be able to continue to compete successfully in the insurance markets. Increased competition in these markets could result in a change in the supply and demand for insurance, affect NSG's ability to price its products at risk-adequate

Because NSG's business depends on insurance retail agents and brokers, NSG is exposed to certain risks arising out of its reliance on these distribution channels.

NSG's products are distributed through independent retail agents and brokers. Retail agents and brokers generally own the renewal rights, making NSG's business model dependent on its relationships with, and the success of, the retail agents and brokers with whom it does business. NSG relies on a core number of brokers that account for a substantial number of policies, and its relationships with its brokers and retail agents may be discontinued at any time. If one or more such distributors were to terminate its relationship with NSG or reduce the amount of sales it produces, NSG's results of operations could be adversely affected. Even if the relationships do continue, they may not be on terms that are profitable for NSG. A deterioration in the relationships with distributors or failure to provide competitive compensation could lead these distributors to place more premium with other carriers and less premium with NSG. Also, NSG's distributors may in any event choose to concentrate their efforts in selling their firm's own products or NSG's other competitors' products instead of NSG's.

NSG could also be adversely affected by consolidation in its distribution sales channels. Consolidation could result in loss of market access. NSG could also be negatively affected due to loss of talent as the people most knowledgeable about NSG's products and with whom NSG has developed strong working relationships exit the business following an acquisition, or, increases in its commission costs as larger distributors acquire more negotiating leverage over their fees.

10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Certain premiums from policyholders, where the business is produced by brokers, are collected directly by the brokers and remitted to NSG, and NSG could be adversely affected if the brokers collect premiums but do not remit them to NSG. Despite the premiums not being paid to NSG, NSG may be required under applicable law to provide the coverage set forth in the policy. Consequently, NSG assumes a degree of credit risk associated with the brokers with which it works. Similarly, if NSG is limited in its ability to cancel policies for non-payment, its underwriting profits may decline and its financial condition and results of operations could be materially and adversely affected.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Insurance companies are subject to extensive regulation, which varies from jurisdiction to jurisdiction and may change from time to time</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG is subject to extensive regulation which may adversely affect its ability to achieve its business objectives, and noncompliance with these regulations could subject NSG to penalties, including fines and suspensions, which may adversely affect its financial condition and results of operations. Applicable laws and rules are subject to change by legislation or administrative or judicial interpretation, and changes in regulation could limit NSG's discretion or make it more expensive to conduct business.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">In addition, state insurance regulators have broad discretion to deny or revoke licenses for various reasons, including the violation of regulations. In some instances, where there is uncertainty as to applicability, NSG follows practices based on its interpretations of regulations or practices that it believes generally to be followed by the industry which may turn out to be different from the interpretations of regulatory authorities. If NSG does not have the requisite licenses and approvals or does not comply with applicable regulatory requirements, state insurance regulators could preclude or temporarily suspend it from carrying on some or all of its activities in their state or could otherwise penalize NSG. This could adversely affect NSG's ability to operate its business. Further, changes in the level of regulation of the insurance industry or changes in laws or regulations themselves or interpretations by regulatory authorities could interfere with NSG's operations and require it to bear additional costs of compliance, which could adversely affect its ability to operate its business.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Also, because its products are sold through independent agents, NSG has less control over how products are sold, including with respect to legal compliance. While NSG expects its agents to comply with their contractual obligations and applicable law, NSG has limited control over how such agents conduct their business. If

violations are attributed to NSG, NSG could incur significant fines, and if attributed to its agents, may cause the agents to stop selling NSG's products.

NSG may be unable to purchase reinsurance in amounts desired on acceptable terms, and reinsurers may default or fail to perform.

NSG purchases reinsurance from third parties to limit its risk on individual policies, and in the case of property insurance, limit its risk in the event of a catastrophe in various geographic areas (including, without limitation, the risk of hurricanes and tornado activity in the states in which it operates). If NSG is unable to renew expiring reinsurance contracts or enter into new reinsurance arrangements on acceptable terms, NSG's loss exposure could increase, which would increase potential losses related to such loss events. If NSG is unwilling to bear an increase in loss exposure, it may need to reduce the level of its underwriting commitments which could materially adversely affect its business, financial condition and results of operations. In addition, reinsurers may exclude certain coverages from, or alter terms in, the reinsurance contracts NSG enters into with them. NSG, like other insurance companies, could write insurance policies which to some extent do not have the benefit of reinsurance protection, but these gaps in reinsurance protection expose NSG to greater risk and greater potential losses.

Although reinsurance makes the reinsurer liable to NSG to the extent the risk is transferred or ceded to the reinsurer, it does not relieve NSG (the ceding insurer) of its primary liability to policyholders. Reinsurers may not pay claims NSG incurs on a timely basis, or they may not pay some or all of these claims. Any disputes with reinsurers regarding coverage under reinsurance contracts could be time consuming, costly, and uncertain of success. In addition, NSG's reinsurance may be concentrated among a few reinsurance carriers, meaning that if one or more of these reinsurers do not renew, default on payment of claims, or become insolvent, NSG could incur increased net losses and its financial condition could be adversely affected.

A downgrade or potential downgrade in NSG's financial strength rating could adversely affect its business.

Participants in the insurance industry use ratings from independent ratings agencies as an important means of assessing the financial strength and quality of insurers. Downgrades in NSG's financial strength rating could cause NSG's partners to choose more highly rated competitors; increase the cost or reduce the availability of reinsurance; limit or prevent the ability to write or renew insurance contracts; limit access to capital markets; increase costs of

capital; reduce new sales of insurance products; increase regulatory scrutiny; provide termination rights to reinsurers; require reduced pricing to remain competitive; and increase the number or amount of policy surrenders and withdrawals by contract holders and policyholders, among other consequences.

Performance of NSG's investment portfolio is subject to a variety of investment risks that could adversely affect its financial results

NSG's results of operations depend, in part, on the performance of its investment portfolio, and its investments are subject to general economic conditions and market risks as well as risks inherent to specific securities. NSG's primary market risk exposures are to changes in interest rates and equity prices. Should interest rates decline, a low interest rate environment would place pressure on NSG's net investment income. Increases in interest rates could cause the values of NSG's fixed income securities portfolios to decline, with the magnitude of the decline depending on the duration of securities included in its portfolio and the amount by which interest rates increase.

During periods of market disruption, including periods of significantly rising or high interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain of NSG's securities if trading becomes less frequent or market data becomes less observable. In addition, in times of financial market disruption, certain asset classes that were in active markets with significant observable data may become illiquid. In those cases, the valuation process includes inputs that are less observable and require more subjectivity and management judgment. If NSG is forced to sell certain of its investments during periods of market volatility or disruption, market prices may be lower than their carrying. This could result in realized losses, which could have a material adverse effect on NSG's financial condition and results of operations. It could also affect financial ratios, bringing NSG out of compliance with its credit instruments and rating agency capital adequacy measures.

NSG's debt investments are subject to the risk that investments may default or become impaired due to deterioration in the financial condition of the issuer, or due to deterioration in the financial condition of an insurer that guarantees the issuer's payments.

Downgrades in the credit ratings of fixed maturity securities (where rated) could also have a significant negative effect on the market valuation of such securities. Mortgage loans are subject to a variety of risks relating to the supply and demand of leasable commercial space, creditworthiness of tenants and partners, capital markets volatility, interest rate fluctuations and issuer defaults, among others.

margin: 0pt 0"><i>NSG's actual claims losses may exceed reserves for claims and it may be required to establish additional reserves, which in turn may adversely impact its results of operations and financial condition</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG maintains reserves to cover its estimated exposure for claims relating to its issued insurance policies. Reserves do not represent an exact calculation of exposure, but instead represent NSG's best estimates using actuarial and statistical procedures. Reserve estimates are refined as experience develops. Because establishing reserves is an inherently uncertain process involving estimates of future losses, future developments may require NSG to increase policy benefit reserves, which would restrict its use of cash that might otherwise be used for other purposes, negatively affecting its results of operations, and limit the dividends and distributions that it is able to make to the Company.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>NSG is subject to minimum capital and surplus requirements, and failure to meeting these requirements could subject it to regulatory action or other restrictions.</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">NSG is subject to minimum capital and surplus requirements. Failure to satisfy these requirements could result in regulatory action, prevent NSG from selling new business or require guarantees, all of which could have a material and adverse impact on NSG's competitiveness, operational flexibility, financial condition and results of operations. Failure to satisfy these requirements could also preclude NSG from making dividends and distributions to the Company.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>A decline in NSG's risk-based capital ("RBC") ratio could result in in increased scrutiny by insurance regulators and rating agencies and could have a material adverse effect on its financial condition and results of operations</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">The NAIC has established model regulations that provide minimum capitalization requirements based on RBC formulas for insurance companies. A failure to meet these requirements could subject NSG to increased scrutiny or corrective action imposed by insurance regulators, including limitations on its ability to write additional business, increased regulatory supervision, or seizure or liquidation. A decline in RBC ratio, whether or not it results in a failure to meet applicable RBC requirements, could limit NSG's ability to make distributions, could result in a loss of customers or new business or result in a downgrade of NSG's financial strength rating.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p><p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Employees of NSG or its third-party service

providers may take excessive risks which could negatively affect NSG's financial condition and business.

The individuals who conduct NSG's business, including its management personnel, sales intermediaries, investment professions, and other employees, as well as employees of various third-party service providers, make decision that could expose NSG to risk. These include decisions such as setting underwriting guidelines and standards, product design and pricing, determining what assets to purchase for investment and when to sell them, which business opportunities to pursue, among other decisions. Such individuals may take excessive risks regardless of the structure of NSG's risk management framework or its compensation program and practices, which may not effectively deter excessive risk-taking or misconduct. Similarly, NSG's controls and procedures may not be effective. If NSG's employees and the employees of third-party service providers take excessive risks, it could suffer material losses in its investment portfolio, be subject to regulatory sanctions and experience harm to its reputation.

Difficult conditions in the capital markets and the U.S. economy generally could materially adversely affect NSG's business and results of operations.

The business and results of operations of domestic insurance companies generally are materially affected by conditions in the capital markets and the U.S. economy generally. An economic downturn may be characterized by increases in inflation, higher unemployment, lower family income, lower corporate earnings, lower business investment or lower consumer spending. As a result, the demand for insurance products and their utilization could be adversely affected, as customers are unwilling or unable to purchase policies, choose to defer paying insurance premiums or stop paying insurance premiums altogether, surrender their life insurance policies for their cash value or otherwise seek to utilize the cash benefits of their policies or file property and casualty claims at elevated rates. Depending on their level of occurrence, these customer actions could materially adversely affect NSG's business and results of operations.

Climate change could have a material adverse effect on NSG's business.

Climate change could have a significant impact on longer-term natural weather trends, potentially impacting both NSG's property and casualty insurance business and its life insurance business. Rising temperatures and changes in weather patterns could impact storm frequency and severity and thereby negatively affect claims experience, reinsurance costs and product pricing in NSG's property and casualty insurance business. Climate change may also impact life expectancies,

influencing mortality assumptions used in pricing and reserve calculations in its insurance business. Because of the unpredictability of the long-term effects of climate change, NSG may be unable to accurately factor these effects into its assumptions and models, and its business could suffer as a result.

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Note 1. Organization PhenixFIN Corporation (“PhenixFIN,” the “Company,” “we” and “us”) is an internally-managed non-diversified closed-end management investment company incorporated in Delaware that has elected to be regulated as a business development company (“BDC”) under the Investment Company Act of 1940, as amended (the “1940 Act”). We completed our initial public offering (“IPO”) and commenced operations on January 20, 2011. The Company has elected, and intends to qualify annually, to be treated, for U.S. federal income tax purposes, as a regulated investment company (“RIC”) under Subchapter M of the Internal Revenue Code of 1986, as amended (the “Code”). Through December 31, 2020, we were an externally managed company. Since January 1, 2021, we have operated

under our present internalized management structure.

The Company has formed and expects to continue to form certain taxable subsidiaries (the "Taxable Subsidiaries"), which are taxed as corporations for federal income tax purposes. These Taxable Subsidiaries allow us to, among other things, hold equity securities of portfolio companies organized as pass-through entities while continuing to satisfy the requirements of a RIC under the Code.

The Company's investment objective is to generate current income and capital appreciation. The management team seeks to achieve this objective primarily through making loans, private equity or other investments in privately-held companies. The Company may also make debt, equity or other investments in publicly-traded companies. (These investments may also include investments in other BDCs, closed-end funds or REITs.) We may also pursue other strategic opportunities and invest in other assets or operate other businesses to achieve our investment objective, such as operating and managing an asset-based lending business. The portfolio generally consists of senior secured first lien term loans, senior secured second lien term loans, senior secured bonds, preferred equity and common equity. Occasionally, we will receive warrants or other equity participation features which we believe will have the potential to increase total investment returns. Our loan and other debt investments are primarily rated below investment grade or are unrated. Investments in below investment grade securities are considered predominantly speculative with respect to the issuer's capacity to pay interest and repay principal when due.

Since January 4, 2021, the common stock trades on the NASDAQ Global Market under the trading symbol "PFX."

Note 2. Significant Accounting Policies

Basis of Presentation

The Company is an investment company following the accounting and reporting guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification 946 ("ASC 946"), Financial Services – Investment Companies. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("GAAP") and include the consolidated accounts of the Company and its wholly owned subsidiaries PhenixFIN Small Business Fund, LP, PhenixFIN SLF Funding I LLC, PhenixFIN Investment Holdings, LLC, PhenixFIN Investment Holdings Omnivere, LLC, PhenixFIN Investment Holdings AAR, LLC, and PhenixFIN Investment

Holdings Amvestar, LLC. All references made to the "Company," "we," and "us" herein include PhenixFIN Corporation and its consolidated subsidiaries, except as stated otherwise. Additionally, the accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-K and Article 10 of Regulation S-X of the Securities Act of 1933. Certain prior period information has been reclassified to conform to current period presentation. These reclassifications have no effect on the Company's financial positions or its results of operations as previously recorded.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Restricted Cash and Cash Equivalents

The Company considers cash equivalents to be highly liquid investments with original maturities of three months or less. Cash and cash equivalents include deposits in a money market account. The Company deposits its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits. As of September 30, 2024 and 2023, we had \$67.6 million and \$6.0 million in cash and cash equivalents, respectively, none of which is restricted.

Debt Issuance Costs and Deferred Financing Costs

Debt issuance costs, incurred in connection with unsecured notes (see Note 5) are deferred and amortized over the life of the respective instrument. Deferred financing costs related to the issuance of revolving debt obligations (see Note 5) are deferred and amortized over the life of the respective obligation. Debt issuance costs related to any unsecured notes are presented net against the outstanding debt balance on the Consolidated Statements of Assets and Liabilities. Deferred financing costs related to any credit facilities are presented on the Consolidated Statements of Assets and Liabilities.

Indemnification

In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no material claims or payments pursuant to such agreements. The Company's individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on management's experience, the Company expects the risk of loss to be remote.

Revenue Recognition

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Discounts and premiums to par value on investments purchased are accreted and amortized into interest income over the life of the respective investment. Loan origination fees, original issue discount ("OID") and market discounts or premiums are capitalized and amortized into interest income using the effective interest method or straight-line method, as applicable.

The Company holds debt investments in its portfolio that contain a payment-in-kind ("PIK") interest provision. PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is recorded on the accrual basis to the extent such amounts are expected to be collected. PIK interest is not accrued if the Company does not expect the issuer to be able to pay all principal and interest when due. For the years ended September 30, 2024, 2023 and 2022, the Company earned approximately \$1.2 million, \$1.5 million, \$0.8 million in PIK interest, respectively.

Amendment and transaction break-up fees associated with investments in portfolio companies are recognized as income when we become entitled to such fees. Prepayment penalties received by the Company for debt instruments paid back to the Company prior to the maturity date are recorded as income upon repayment of debt. Administrative agent fees received by the Company are capitalized as deferred revenue and recorded as fee income when the services are rendered. Other income includes fees for providing managerial assistance to our portfolio companies and is recognized as revenue when earned. For the years ended September 30, 2024, 2023 and 2022, fee income was approximately \$0.5 million, \$0.3 million and \$0.4 million, respectively (see Note 9).

Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Investment transactions are accounted for on a trade date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the amortized cost basis of investment using the specific identification method, without regard to unrealized gains or losses previously recognized. Realized gains relating to restructuring transactions that occurred during the year ended September 30, 2024 were \$6.9 million. No realized losses relating to restructuring transactions occurred during the year ended September 30, 2024. No realized gains or losses relating to restructuring transactions occurred during the years ended September 30, 2023 and 2022. The Company reports changes in fair value of investments as net unrealized appreciation/(depreciation) on investments in the Consolidated Statements of Operations.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Management reviews all loans that become 90 days or more past due on principal or interest or when there is reasonable doubt that principal or interest will be collected for possible placement on management's designation of non-accrual status. Interest receivable is analyzed regularly and may be reserved against when deemed not collectible. Interest payments received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection. At September 30, 2024, certain investments in three portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$2.4 million, or 1.1% of the fair value of our portfolio. At September 30, 2023, certain investments in four portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$6.5 million, or 2.9% of the fair value of our portfolio.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Investment Classification</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, we would be deemed to "control" a portfolio company if we owned more than 25% of its outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company. We refer to such investments in portfolio companies that we "control" as "Control Investments." Under the 1940 Act, we would be deemed to be an "Affiliated Person" of a portfolio company if we own between 5% and 25% of the portfolio company's outstanding voting securities or we are under common control with such portfolio company. We refer to such investments in Affiliated Persons as "Affiliated Investments."</p> <p

Valuation of Investments

The Company applies fair value accounting to all of its financial instruments in accordance with the 1940 Act and ASC Topic 820 – Fair Value Measurements and Disclosures (“ASC 820”). ASC 820 defines fair value, establishes a framework used to measure fair value and requires disclosures for fair value measurements. In accordance with ASC 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three-level fair value hierarchy as discussed in Note 4. Fair value is a market-based measure considered from the perspective of a market participant rather than an entity specific measure. Therefore, when market assumptions are not readily available, the Company’s own assumptions are set to reflect those that management believes market participants would use in pricing the financial instrument at the measurement date.

Investments for which market quotations are readily available are valued at such market quotations, which are generally obtained from an independent pricing service or multiple broker-dealers or market makers. We weight the use of third-party broker quotations, if any, in determining fair value based on our understanding of the level of actual transactions used by the broker to develop the quote and whether the quote was an indicative price or binding offer. However, debt investments with remaining maturities within 60 days that are not credit impaired are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Investments for which market quotations are not readily available are valued at fair value as determined by our Chief Financial Officer, the Company’s Valuation Designee, based upon input from management and third-party valuation firms. Because these investments are illiquid and because there may not be any directly comparable companies whose financial instruments have observable market values, these loans are valued using a fundamental valuation methodology, consistent with traditional asset pricing standards, that is objective and consistently applied across all loans and through time.

Investments in investment funds are valued at fair value. Fair values are generally determined utilizing the NAV supplied by, or on behalf of, management of each investment fund, which is net of management and incentive fees or allocations charged by the investment fund and is in accordance with the “practical expedient”, as defined by FASB Accounting Standards Update (“ASU”) 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share*. NAVs received by, or on behalf of, management of each investment fund are based on the fair value of the investment funds’ underlying investments in accordance with policies established by management of each

investment fund, as described in each of their financial statements and offering memorandum. If the Company is in the process of the sale of an investment fund, fair value will be determined by actual or estimated sale proceeds.

The methodologies utilized by the Company in estimating the fair value of its investments categorized as Level 3 generally fall into the following two categories:

<u>●</u>	<u>The “Market Approach” uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business.</u>
<u>●</u>	<u>The “Income Approach” converts future amounts (for example, cash flows or income and expenses) to a single current (that is, discounted) amount. When the Income Approach is used, the fair value measurement reflects current market expectations about those future amounts.</u>

The Company has engaged third-party valuation firms (the “Valuation Firms”) to assist it and its Valuation Designee (the Chief Financial Officer) in the valuation of its portfolio investments. The valuation reports generated by the Valuation Firms consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance multiples, and movement in yields of debt instruments, among other factors. The Company uses a market yield analysis under the Income Approach or an enterprise model of valuation under the Market Approach, or a combination thereof. In applying the market yield analysis, the value of the Company’s loans are determined based upon inputs such as the coupon rate, current market yield, interest rate spreads of similar securities, the stated value of the loan, and the length to maturity. In applying the enterprise model, the Company uses a waterfall analysis, which takes into account the specific capital structure of the borrower and the related seniority of the instruments within the borrower’s capital structure. To estimate the enterprise value of the portfolio company, we weigh some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value.

The methodologies and information that the Company utilizes when applying the Market Approach for performing investments include, among other things:

	●	valuations of comparable public companies (“Guideline Comparable Approach”);

	●	recent sales of private and public comparable companies (“Guideline Comparable Approach”);

	●	recent acquisition prices of the company, debt securities or equity securities (“Recent Arms-Length Transaction”);

	●	external valuations of the portfolio company, offers from third parties to buy the company (“Estimated Sales Proceeds Approach”);

	●	subsequent sales made by the Company of its investments (“Expected Sales Proceeds Approach”); and

●	estimating the value to potential buyers.

The methodologies and information that the Company utilizes when applying the Income Approach for performing investments include:

●	discounting the forecasted cash flows of the portfolio company or securities (Discounted Cash Flow ("DCF") Approach); and

●	Black-Scholes model or simulation models or a combination thereof (Income Approach - Option Model) with respect to the valuation of warrants.

For non-performing investments, we may estimate the liquidation or collateral value of the portfolio company's assets and liabilities using an expected recovery model (Market Approach - Expected Recovery Analysis or Estimated Liquidation Proceeds).

We undertake a multi-step valuation process each quarter when valuing investments for which market quotations are not readily available, as described below:

●	our quarterly valuation process generally begins with each portfolio investment being initially valued by a Valuation Firm;

●	our quarterly valuation process generally begins with each portfolio investment being initially valued by a Valuation Firm;

justify">Available third-party market data will be reviewed by Company personnel designated by the Valuation Designee ("Fair Value Personnel") and the Valuation Firm.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: top"><td style="width: 24px"></td><td style="width: 24px; text-align: justify">●</td><td style="text-align: justify">Available portfolio company data and general industry data are then reviewed by the Fair Value Personnel.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: top"><td style="width: 24px"></td><td style="width: 24px; text-align: justify">●</td><td style="text-align: justify">Preliminary valuation conclusions are then documented and discussed with the Fair Value Personnel.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: top"><td style="width: 24px"></td><td style="width: 24px; text-align: justify">●</td><td style="text-align: justify">The Valuation Designee then determines the fair value of each investment in the Company's portfolio in good faith based on such discussions, the Company's Valuation Policy and the Valuation Firms' final estimated valuations.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: top"><td style="width: 24px"></td><td style="width: 24px; text-align: justify">●</td><td style="text-align: justify">The Valuation Designee's report is then presented to the Board of Directors and the Audit Committee.</td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ from the values that would have been used had a readily available market value existed for such investments, and the differences could be material. In addition, changes in the market environment (including the impact of pandemics, wars or other events on financial markets), portfolio company performance, and other events may occur over the lives of the investments that may cause the gains or losses ultimately realized on these investments to be materially different than the valuations currently assigned.</p><p style="font: 10pt Times New Roman, Times, Serif;

Fair Value of Financial Instruments

The carrying amounts of certain of our financial instruments, including cash and cash equivalents, accounts payable and accrued expenses, approximate fair value due to their short-term nature. The carrying amounts and fair values of our long-term obligations are discussed in Note 5.

Recent Accounting Pronouncements

The Company considers the applicability and impact of all accounting standard updates ("ASU") FASB. ASUs not listed were assessed by the Company and either determined to be not applicable or expected to have minimal impact on its Consolidated Financial Statements.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 202307")," which enhances disclosure requirements about significant segment expenses that are regularly provided to the chief operating decision maker (the "CODM"). ASU 2023-07, among other things, (i) requires a single segment public entity to provide all of the disclosures as required by Topic 280, (ii) requires a public entity to disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources and (iii) provides the ability for a public entity to elect more than one performance measure. ASU 2023-07 is effective for the fiscal years beginning after December 15, 2023, and interim periods beginning with the first quarter ended March 31, 2025. Early adoption is permitted and retrospective adoption is required for all prior periods presented. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact on its Consolidated Financial Statements.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")," which intends to improve the transparency of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and is to be adopted on a prospective basis with the option to apply retrospectively. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact to its Consolidated Financial Statements.

*Roman, Times, Serif; margin: 0pt 0; text-align: justify">Other than the
aforementioned guidance, the Company's management does not believe
that any recently issued, but not yet effective, accounting standards, if
currently adopted, would have a material effect on the accompanying
Consolidated Financial Statements.</p><p style="font: 10pt Times New
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style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">
Federal Income Taxes</p><p style="font: 10pt Times New
Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times
New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The
Company has elected, and intends to qualify annually, to be treated as a
RIC under Subchapter M of the Code. In order to continue to qualify as a
RIC and be eligible for tax treatment under Subchapter M of the Code,
among other things, the Company is required to meet certain source of
income and asset diversification requirements and timely distribute to its
stockholders at least 90% of the sum of investment company taxable
income ("ICTI"), as defined by the Code, including PIK interest, and net
tax exempt interest income (which is the excess of gross tax exempt
interest income over certain disallowed deductions) for each taxable
year. Depending on the level of ICTI earned in a tax year, the Company
may choose to carry forward ICTI in excess of current year dividend
distributions into the next tax year. Any such carryover ICTI must be
distributed before the end of that next tax year through a dividend
declared prior to filing the final tax return related to the year which
generated such ICTI.</p><p style="font: 10pt Times New Roman, Times,
Serif; margin: 0pt 0; text-align: justify"></p><p style="font: 10pt Times
New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The
Company is subject to a nondeductible U.S. federal excise tax of 4% on
undistributed income if it does not distribute at least 98% of its ordinary
income in any calendar year and 98.2% of its capital gain net income for
each one-year period ending on October 31 of such calendar year and any
income realized, but not distributed, in preceding years and on which it
did not pay federal income tax. To the extent that the Company
determines that its estimated current year annual taxable income will be
in excess of estimated current year dividend distributions for excise tax
purposes, the Company accrues excise tax, if any, on estimated excess
taxable income as taxable income is earned. There was no provision for
federal excise tax for the calendar year ended 2023 accrued at September
30, 2024, for the calendar year ended 2022 accrued at September 30,
2023 and the calendar year ended 2021 accrued at September 30, 2022.
On December 13, 2024, the Company identified that it did not distribute
at least 90% of its investment company taxable income for the tax year
ended September 30, 2023. The Company filed Form 8927 on December
16, 2024 notifying the IRS.</p><p style="font: 10pt Times New Roman,
Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New
Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company's
Taxable Subsidiaries accrue income taxes payable based on the
applicable corporate rates on the unrealized gains generated by the
investments held by the Taxable Subsidiaries. As of September 30, 2024
and 2023, the Company did not record a deferred tax liability on the
Consolidated Statements of Assets and Liabilities. The change in*

provision for deferred taxes is included as a component of net realized and unrealized gain/(loss) on investments in the Consolidated Statements of Operations. For the years ended September 30, 2024, 2023 and 2022, the Company did not record a change in provision for deferred taxes on the unrealized (appreciation)/depreciation on investments.

As of September 30, 2024 and 2023, the Company had a deferred tax asset of \$20.9 million and \$23.1 million, respectively, consisting primarily of net operating losses and net unrealized losses on the investments held within its Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company has booked a valuation allowance of \$20.0 million and \$23.1 million, respectively, against its deferred tax asset, as for the year ended September 30, 2024 it anticipated that its Taxable Subsidiaries would be unable to fully utilize their generated net losses.

ICTI generally differs from net investment income for financial reporting purposes due to temporary and permanent differences in the recognition of income and expenses. The Company may be required to recognize ICTI in certain circumstances in which it does not receive cash. For example, if the Company holds debt obligations that are treated under applicable tax rules as having original issue discount, the Company must include in ICTI each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by the Company in the same taxable year. The Company may also have to include in ICTI other amounts that it has not yet received in cash, such as 1) PIK interest income and 2) interest income from investments that have been classified as non-accrual for financial reporting purposes. Interest income on non-accrual investments is not recognized for financial reporting purposes, but generally is recognized in ICTI. Because any original issue discount or other amounts accrued will be included in the Company's ICTI for the year of accrual, the Company may be required to make a distribution to its stockholders in order to satisfy the minimum distribution requirements, even though the Company will not have received and may not ever receive any corresponding cash amount. ICTI also excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

Permanent differences between ICTI and net investment income for financial reporting purposes are reclassified among capital accounts in the financial statements to reflect their tax character. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes. During the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows:

Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">For the Years Ended September 30</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%">Capital in excess of par value</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">12,468,254</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">20,468,622</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td> <td style="width: 9%; text-align: right">3,276,372</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Accumulated undistributed net investment income/(loss)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(12,468,254</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(20,468,622</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(3,276,372</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Total distributable earnings (loss)</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-117">-</div></td><td style="text-align: left"> </td><td> </td> <td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-118">-</div></td><td style="text-align: left"> </td> <td> </td> <td style="text-align: right">-</td><td style="text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For income tax purposes, distributions paid to stockholders are reported as ordinary income, return of capital, long term capital gains or a combination thereof. The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows:</p> <p style="font: 10pt Times New Roman,

Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">For the Years Ended September 30</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Ordinary income</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">2,645,925</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-119">-----</div></td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">265,798</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Distributions of long term capital gains</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-120">-----</div></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-121">-----</div></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-122">-----</div></td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1.5pt">Return of capital</td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right"><div style="-sec-ix-hidden: hidden-fact-123">-----</div></td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right"><div style="-sec-ix-hidden: hidden-fact-124">-----</div></td><td style="padding-bottom: 1.5pt; text-align: left"> </td><td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td style="border-bottom: Black 1.5pt solid; text-align: right"><div style="-sec-ix-hidden: hidden-fact-125">-----</div></td><td style="padding-bottom:

Distributions on a tax basis	2,645,925	265,798

For federal income tax purposes, the cost of investments owned at September 30, 2024, 2023 and 2022 were approximately \$259.6 million, \$264.1 million and \$262.6 million, respectively.

At September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows:

	2024	2023	2022
Undistributed ordinary income	1,918,290		

2,389,267		\$		
Accumulated capital and other losses⁽¹⁾			(515,131,566	)
			(512,809,528	)
	(485,107,934	)	(41,229	)
Other temporary differences		(57,438	)	(73,646
Unrealized appreciation/(depreciation)		(31,349,330		(69,376,916
		(37,631,079		(69,376,916
Components of distributable earnings/(accumulated deficits) at year end		\$	(544,603,835	
			(548,108,778	
		\$	(554,558,496	

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	⁽¹⁾	Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses.

The Company accounts for income taxes in conformity with ASC Topic 740 – Income Taxes (“ASC 740”). ASC 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company's tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. Tax positions deemed to meet a “more-likely-than-not” threshold would be recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Operations. There were no material uncertain income tax positions at September 30, 2024. Although we file federal and state tax returns, our major tax jurisdiction is federal. The Company's federal and state tax returns for the prior three fiscal years remain open, subject to examination by the Internal Revenue Service and applicable state tax authorities.

Segments

The Company invests in various industries. The Company separately evaluates the performance of each of its investment relationships. However, because each of these investment relationships has similar business and economic characteristics, they have been aggregated into a single investment segment. All applicable segment disclosures are included in or can be derived from the Company's financial statements. See Note 3 for further information.

Company Investment Risk, Concentration of Credit Risk, and Liquidity Risk

Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company has broad discretion in making investments. Investments generally consist of debt instruments that may be affected by business, financial market or legal uncertainties. Prices of investments may be volatile, and a variety of factors that are inherently difficult to predict, such as domestic or international economic and political developments, may significantly affect the results of the Company's activities and the value of its investments. In addition, the value of the Company's portfolio may fluctuate as the general level of interest rates fluctuate. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The value of the Company's investments in loans may be detrimentally affected to the extent, among other things, that a borrower defaults on its obligations, there is insufficient collateral and/or there are extensive legal and other costs incurred in collecting on a defaulted loan, observable secondary or primary market yields for similar instruments issued by comparable companies increase materially or risk premiums required in the market between smaller companies, such as our borrowers, and those for which market yields are observable increase materially. </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company's assets may, at any time, include securities and other financial instruments or obligations that are illiquid or thinly traded, making purchase or sale of such securities and financial instruments at desired prices or in desired quantities difficult. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately. </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Basis of Presentation</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company is an investment company following the accounting and reporting guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification 946 ("ASC 946"), Financial Services – Investment Companies. The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with U.S. generally accepted accounting principles ("GAAP") and include the consolidated accounts of the Company and its wholly owned subsidiaries PhenixFIN Small Business Fund, LP, PhenixFIN SLF Funding I LLC, PhenixFIN Investment Holdings, LLC, PhenixFIN Investment Holdings Omnivere, LLC, PhenixFIN Investment Holdings AAR, LLC, and PhenixFIN Investment Holdings Amvestar, LLC. All references made to the "Company," "we," and "us" herein include PhenixFIN Corporation and its consolidated subsidiaries, except as stated otherwise. Additionally, the accompanying consolidated financial statements of the Company and related financial information have been prepared pursuant to the requirements for reporting on Form 10-K and Article 10 of Regulation S-X of the Securities Act of 1933. Certain prior period information has been reclassified to conform to current period

presentation. These reclassifications have no effect on the Company's financial positions or its results of operations as previously recorded.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash, Restricted Cash and Cash Equivalents

The Company considers cash equivalents to be highly liquid investments with original maturities of three months or less. Cash and cash equivalents include deposits in a money market account. The Company deposits its cash in financial institutions and, at times, such balances may be in excess of the Federal Deposit Insurance Corporation insurance limits. As of September 30, 2024 and 2023, we had \$67.6 million and \$6.0 million in cash and cash equivalents, respectively, none of which is restricted.

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Debt Issuance Costs and Deferred Financing Costs

Debt issuance costs, incurred in connection with unsecured notes (see Note 5) are deferred and amortized over the life of the respective instrument. Deferred financing costs related to the issuance of revolving debt obligations (see Note 5) are deferred and amortized over the life of the respective obligation. Debt issuance costs related to any unsecured notes are presented net against the outstanding debt balance on the Consolidated Statements of Assets and Liabilities. Deferred financing costs related to any credit facilities are presented on the Consolidated Statements of Assets and Liabilities.

Indemnification

In the normal course of business, the Company enters into contractual agreements that provide general indemnifications against losses, costs, claims and liabilities arising from the performance of individual obligations under such agreements. The Company has had no material claims or payments pursuant to such agreements. The Company's individual maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred. However, based on management's experience, the Company expects the risk of loss to be remote.

Revenue Recognition

Interest income, adjusted for amortization of premium and accretion of discount, is recorded on an accrual basis. Discounts and premiums to par value on investments purchased are accreted and amortized into interest income over the life of the respective investment. Loan origination fees, original issue discount ("OID") and market discounts or premiums are capitalized and amortized into interest income using the effective interest method or straight-line method, as applicable.

The Company holds debt investments in its portfolio that contain a payment-in-kind ("PIK") interest provision. PIK interest, which represents contractually deferred interest added to the investment balance that is generally due at maturity, is recorded on the accrual basis to the extent such amounts are expected to be collected. PIK interest is not accrued if the Company does not expect the issuer to be able to pay all principal and interest when due. For the years ended September 30, 2024, 2023 and 2022, the Company earned approximately \$1.2 million, \$1.5 million, \$0.8 million in PIK interest, respectively.

Amendment and transaction break-up fees associated with investments in portfolio companies are recognized as income when we become entitled to such fees. Prepayment penalties received by the Company for debt instruments paid back to the Company prior to the maturity date are recorded as income upon repayment of debt. Administrative agent fees received by the Company are capitalized as deferred revenue and recorded as fee income when the services are rendered. Other income includes fees for providing managerial assistance to our portfolio companies and is recognized as revenue when earned. For the years ended September 30, 2024, 2023 and 2022, fee income was approximately \$0.5 million, \$0.3 million and \$0.4 million, respectively (see Note 9).

Investment transactions are accounted for on a trade date basis. Realized gains or losses on investments are measured by the difference between the net proceeds from the disposition and the amortized cost basis of investment using the specific identification method, without regard to unrealized gains or losses previously recognized. Realized gains relating to restructuring transactions that occurred during the year ended September 30, 2024 were \$6.9 million. No realized losses relating to restructuring transactions occurred during the year ended September 30, 2024. No realized gains or losses relating to restructuring transactions occurred during the years ended September 30, 2023 and 2022. The Company reports changes in fair value of investments as net unrealized appreciation/(depreciation) on investments in the Consolidated Statements of Operations.

Management reviews all loans that become 90 days or more past due on principal or interest or when there is reasonable doubt that principal or interest will be collected for possible placement on management's designation of non-accrual status. Interest receivable is analyzed regularly and may be reserved against when deemed not collectible. Interest payments

received on non-accrual loans may be recognized as income or applied to principal depending upon management's judgment regarding collectability. Non-accrual loans are restored to accrual status when past due principal and interest is paid and, in management's judgment, are likely to remain current, although we may make exceptions to this general rule if the loan has sufficient collateral value and is in the process of collection. At September 30, 2024, certain investments in three portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$2.4 million, or 1.1% of the fair value of our portfolio. At September 30, 2023, certain investments in four portfolio companies held by the Company were on non-accrual status with a combined fair value of approximately \$6.5 million, or 2.9% of the fair value of our portfolio.

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Investment Classification</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company classifies its investments in accordance with the requirements of the 1940 Act. Under the 1940 Act, we would be deemed to "control" a portfolio company if we owned more than 25% of its outstanding voting securities and/or had the power to exercise control over the management or policies of such portfolio company. We refer to such investments in portfolio companies that we "control" as "Control Investments." Under the 1940 Act, we would be deemed to be an "Affiliated Person" of a portfolio company if we own between 5% and 25% of the portfolio company's outstanding voting securities or we are under common control with such portfolio company. We refer to such investments in Affiliated Persons as "Affiliated Investments."
</p>0.250.050.25<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Valuation of Investments</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company applies fair value accounting to all of its financial instruments in accordance with the 1940 Act and ASC Topic 820 - Fair Value Measurements and Disclosures ("ASC 820"). ASC 820 defines fair value, establishes a framework used to measure fair value and requires disclosures for fair value measurements. In accordance with ASC 820, the Company has categorized its financial instruments carried at fair value, based on the priority of the valuation technique, into a three-level fair value hierarchy as discussed in Note 4. Fair value is a market-based measure considered from the perspective of a market participant rather than an entity specific measure. Therefore, when market assumptions are not readily available, the Company's own assumptions are set to reflect those that management believes market participants would use in pricing the financial instrument at the measurement date.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Investments for which market quotations are readily available are valued at such market quotations, which are generally obtained from an independent pricing service or multiple broker-dealers or market makers. We weight the use of third-party broker quotations, if any, in determining fair value based on our understanding of the level of actual transactions used by

the broker to develop the quote and whether the quote was an indicative price or binding offer. However, debt investments with remaining maturities within 60 days that are not credit impaired are valued at cost plus accreted discount, or minus amortized premium, which approximates fair value. Investments for which market quotations are not readily available are valued at fair value as determined by our Chief Financial Officer, the Company's Valuation Designee, based upon input from management and third-party valuation firms. Because these investments are illiquid and because there may not be any directly comparable companies whose financial instruments have observable market values, these loans are valued using a fundamental valuation methodology, consistent with traditional asset pricing standards, that is objective and consistently applied across all loans and through time.

Investments in investment funds are valued at fair value. Fair values are generally determined utilizing the NAV supplied by, or on behalf of, management of each investment fund, which is net of management and incentive fees or allocations charged by the investment fund and is in accordance with the "practical expedient", as defined by FASB Accounting Standards Update ("ASU") 2009-12, *Investments in Certain Entities that Calculate Net Asset Value per Share*. NAVs received by, or on behalf of, management of each investment fund are based on the fair value of the investment funds' underlying investments in accordance with policies established by management of each investment fund, as described in each of their financial statements and offering memorandum. If the Company is in the process of the sale of an investment fund, fair value will be determined by actual or estimated sale proceeds.

The methodologies utilized by the Company in estimating the fair value of its investments categorized as Level 3 generally fall into the following two categories:

<u>● The "Market Approach" uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business.</u>	<u>● The "Income Approach" converts future amounts (for example, cash flows or income and expenses) to a single current (that is, discounted) amount. When the Income Approach is used, the fair value measurement reflects current market expectations about those future amounts.</u>

The Company has

engaged third-party valuation firms (the “Valuation Firms”) to assist it and its Valuation Designee (the Chief Financial Officer) in the valuation of its portfolio investments. The valuation reports generated by the Valuation Firms consider the evaluation of financing and sale transactions with third parties, expected cash flows and market-based information, including comparable transactions, performance multiples, and movement in yields of debt instruments, among other factors. The Company uses a market yield analysis under the Income Approach or an enterprise model of valuation under the Market Approach, or a combination thereof. In applying the market yield analysis, the value of the Company’s loans are determined based upon inputs such as the coupon rate, current market yield, interest rate spreads of similar securities, the stated value of the loan, and the length to maturity. In applying the enterprise model, the Company uses a waterfall analysis, which takes into account the specific capital structure of the borrower and the related seniority of the instruments within the borrower’s capital structure. To estimate the enterprise value of the portfolio company, we weigh some or all of the traditional market valuation methods and factors based on the individual circumstances of the portfolio company in order to estimate the enterprise value.

The methodologies and information that the Company utilizes when applying the Market Approach for performing investments include, among other things:

●	valuations of comparable public companies (“Guideline Comparable Approach”);
●	recent sales of private and public comparable companies (“Guideline Comparable Approach”);
●	recent acquisition prices of the company, debt securities or equity securities (“Recent Arms-Length Transaction”);
●	external valuations of the portfolio

company, offers from third parties to buy the company ("Estimated Sales Proceeds Approach");

	●
	subsequent sales made by the Company of its investments ("Expected Sales Proceeds Approach");

and

	●	estimating the value to potential buyers.

The methodologies and information that the Company utilizes when applying the Income Approach for performing investments include:

	●	discounting the forecasted cash flows of the portfolio company or securities (Discounted Cash Flow ("DCF") Approach);
	●	Black-Scholes model or simulation models or a combination thereof (Income Approach - Option Model) with respect to the valuation of warrants.

For non-performing investments, we may estimate the liquidation or collateral value of the portfolio company's assets and liabilities using an expected recovery model (Market Approach - Expected Recovery Analysis or Estimated Liquidation Proceeds).

We undertake a multi-step valuation process each quarter when valuing investments for which market quotations are not readily available, as described below:

	●	our quarterly valuation process generally begins with each portfolio investment being initially valued by a Valuation Firm;

	●	Available third-party market data will be reviewed by Company personnel designated by the Valuation Designee ("Fair Value Personnel") and the Valuation Firm.

	●	Available portfolio company data and general industry data are then reviewed by the Fair Value Personnel.

	●	Preliminary valuation conclusions are then documented and discussed with the Fair Value Personnel.

	●	The Valuation Designee then determines the fair value of each investment in the Company's portfolio in good faith based on such discussions, the Company's Valuation Policy and the Valuation Firms' final estimated valuations.

	●	The Valuation Designee's report is then presented to the Board of Directors and the Audit Committee.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of our investments may differ from the values that would have been used had a readily available market value existed for such investments, and the differences could be material. In addition, changes in the market environment (including the impact of pandemics, wars or other events on financial markets), portfolio company performance, and other events may occur over the lives of the investments that may cause the gains or losses ultimately realized on these investments to be materially different than the valuations currently assigned.

Fair Value of Financial Instruments

The carrying amounts of certain of our financial

instruments, including cash and cash equivalents, accounts payable and accrued expenses, approximate fair value due to their short-term nature. The carrying amounts and fair values of our long-term obligations are discussed in Note 5.

Recent Accounting Pronouncements

The Company considers the applicability and impact of all accounting standard updates ("ASU") FASB. ASUs not listed were assessed by the Company and either determined to be not applicable or expected to have minimal impact on its Consolidated Financial Statements.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 202307")," which enhances disclosure requirements about significant segment expenses that are regularly provided to the chief operating decision maker (the "CODM"). ASU 2023-07, among other things, (i) requires a single segment public entity to provide all of the disclosures as required by Topic 280, (ii) requires a public entity to disclose the title and position of the CODM and an explanation of how the CODM uses the reported measure(s) of segment profit or loss in assessing segment performance and deciding how to allocate resources and (iii) provides the ability for a public entity to elect more than one performance measure. ASU 2023-07 is effective for the fiscal years beginning after December 15, 2023, and interim periods beginning with the first quarter ended March 31, 2025. Early adoption is permitted and retrospective adoption is required for all prior periods presented. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact on its Consolidated Financial Statements.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")," which intends to improve the transparency of income tax disclosures. ASU 2023-09 is effective for fiscal years beginning after December 15, 2024 and is to be adopted on a prospective basis with the option to apply retrospectively. The Company is currently assessing the impact of this guidance, however, the Company does not expect a material impact to its Consolidated Financial Statements.

Other than the aforementioned guidance, the Company's management does not believe that any recently issued, but not yet effective, accounting standards, if currently adopted, would have a material effect on the accompanying Consolidated Financial Statements.

Federal Income Taxes

The Company has elected, and intends to qualify annually, to be treated as a RIC under Subchapter M of the Code. In order to continue to qualify as a RIC and be eligible for tax treatment under Subchapter M of the Code, among other things, the Company is required to meet certain source of income and asset diversification requirements and timely distribute to its

stockholders at least 90% of the sum of investment company taxable income ("ICTI"), as defined by the Code, including PIK interest, and net tax exempt interest income (which is the excess of gross tax exempt interest income over certain disallowed deductions) for each taxable year. Depending on the level of ICTI earned in a tax year, the Company may choose to carry forward ICTI in excess of current year dividend distributions into the next tax year. Any such carryover ICTI must be distributed before the end of that next tax year through a dividend declared prior to filing the final tax return related to the year which generated such ICTI.

The Company is subject to a nondeductible U.S. federal excise tax of 4% on undistributed income if it does not distribute at least 98% of its ordinary income in any calendar year and 98.2% of its capital gain net income for each one-year period ending on October 31 of such calendar year and any income realized, but not distributed, in preceding years and on which it did not pay federal income tax. To the extent that the Company determines that its estimated current year annual taxable income will be in excess of estimated current year dividend distributions for excise tax purposes, the Company accrues excise tax, if any, on estimated excess taxable income as taxable income is earned. There was no provision for federal excise tax for the calendar year ended 2023 accrued at September 30, 2024, for the calendar year ended 2022 accrued at September 30, 2023 and the calendar year ended 2021 accrued at September 30, 2022. On December 13, 2024, the Company identified that it did not distribute at least 90% of its investment company taxable income for the tax year ended September 30, 2023. The Company filed Form 8927 on December 16, 2024 notifying the IRS.

The Company's Taxable Subsidiaries accrue income taxes payable based on the applicable corporate rates on the unrealized gains generated by the investments held by the Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company did not record a deferred tax liability on the Consolidated Statements of Assets and Liabilities. The change in provision for deferred taxes is included as a component of net realized and unrealized gain/(loss) on investments in the Consolidated Statements of Operations. For the years ended September 30, 2024, 2023 and 2022, the Company did not record a change in provision for deferred taxes on the unrealized (appreciation)/depreciation on investments.

As of September 30, 2024 and 2023, the Company had a deferred tax asset of \$20.9 million and \$23.1 million, respectively, consisting primarily of net operating losses and net unrealized losses on the investments held within its Taxable Subsidiaries. As of September 30, 2024 and 2023, the Company has booked a valuation allowance of \$20.0 million and \$23.1 million, respectively, against its deferred tax asset, as for the year ended September 30, 2024 it anticipated that its Taxable Subsidiaries would be unable to fully utilize their generated net losses.

ICTI generally differs from net investment income for financial reporting

purposes due to temporary and permanent differences in the recognition of income and expenses. The Company may be required to recognize ICTI in certain circumstances in which it does not receive cash. For example, if the Company holds debt obligations that are treated under applicable tax rules as having original issue discount, the Company must include in ICTI each year a portion of the original issue discount that accrues over the life of the obligation, regardless of whether cash representing such income is received by the Company in the same taxable year. The Company may also have to include in ICTI other amounts that it has not yet received in cash, such as 1) PIK interest income and 2) interest income from investments that have been classified as non-accrual for financial reporting purposes. Interest income on non-accrual investments is not recognized for financial reporting purposes, but generally is recognized in ICTI. Because any original issue discount or other amounts accrued will be included in the Company's ICTI for the year of accrual, the Company may be required to make a distribution to its stockholders in order to satisfy the minimum distribution requirements, even though the Company will not have received and may not ever receive any corresponding cash amount. ICTI also excludes net unrealized appreciation or depreciation, as investment gains or losses are not included in taxable income until they are realized.

Permanent differences between ICTI and net investment income for financial reporting purposes are reclassified among capital accounts in the financial statements to reflect their tax character. Differences in classification may also result from the treatment of short-term gains as ordinary income for tax purposes. During the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows:

	2024	2023	2022
Capital in excess of par value			

	12,468,254				20,468,622				3,276,372	
Accumulated undistributed net investment income/(loss)										
	(12,468,254	)			(20,468,622	)			(3,276,372	)
Total distributable earnings (loss)										
	-				-				-	

For income tax purposes, distributions paid to stockholders are reported as ordinary income, return of capital, long term capital gains or a combination thereof. The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows:

For the Years Ended September 30	2024	2023	2022
Ordinary income	\$		

2,645,925				\$					265,798

Distributions of long term capital gains									

Return of capital									

Distributions on a tax basis									

For federal income tax purposes, the cost of investments owned at September 30, 2024, 2023 and 2022 were approximately \$259.6 million, \$264.1 million and \$262.6 million, respectively.

At September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from

the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows:

	2024	2023	2022
Undistributed ordinary income	\$1,918,290	\$2,389,267	\$-
Accumulated capital and other losses ⁽¹⁾	(515,131,566)	(512,809,528)	(485,107,934)
Other temporary differences	(41,229)	(57,438)	(73,646)
Unrealized appreciation/(depreciation)			

	(31,349,330)
	(37,631,079)
	(69,376,916)

Components of distributable earnings/(accumulated deficits) at year end

	\$	(544,603,835)
	\$	(548,108,778)
	\$	(554,558,496)

The Company accounts for income taxes in conformity with ASC Topic 740—Income Taxes (“ASC 740”). ASC 740 provides guidelines for how uncertain tax positions should be recognized, measured, presented and disclosed in financial statements. ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Company’s tax returns to determine whether the tax positions are “more-likely-than-not” of being sustained by the applicable tax authority. Tax positions deemed to meet a “more-likely-than-not” threshold would be

recorded as a tax benefit or expense in the current period. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits as income tax expense in the Consolidated Statements of Operations. There were no material uncertain income tax positions at September 30, 2024. Although we file federal and state tax returns, our major tax jurisdiction is federal. The Company's federal and state tax returns for the prior three fiscal years remain open, subject to examination by the Internal Revenue Service and applicable state tax authorities.

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the years ended September 30, 2024, 2023 and 2022, the Company reclassified for book purposes amounts arising from permanent book/tax differences related to the different tax treatment of investments in wholly-owned subsidiaries and book/tax differences in deductibility of executive compensation as follows:

	2024	2023	2022
Capital in excess of par value	\$12,468,254	\$20,468,622	\$3,276,372
Accumulated undistributed net investment income/(loss)	(12,468,254)	(20,468,622)	(3,276,372)
Total distributable earnings (loss)			

right"><div style="-sec-ix-hidden: hidden-fact-117">-</div></td><td style="text-align: left"> </td><td> </td><td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-118">-</div></td><td style="text-align: left"> </td><td> </td><td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> </table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p>1246825420468622327637212468254204686223276372The tax character of distributions paid for the years ended September 30, 2024, 2023 and 2022 were as follows:<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td><td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">For the Years Ended September 30</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 64%; text-align: left">Ordinary income</td><td style="width: 1%"> </td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">2,645,925</td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-119"> </div></td><td style="width: 1%; text-align: left"> </td><td style="width: 1%"> </td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">265,798</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="text-align: left">Distributions of long term capital gains</td><td> </td><td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-120">-</div></td><td style="text-align: left"> </td><td> </td><td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-121">-</div></td><td style="text-align: left"> </td><td> </td><td style="text-align: left"> </td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-122">-</div></td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1.5pt">Return of capital</td><td style="padding-bottom: 1.5pt"> </td><td style="border-bottom: Black 1.5pt solid; text-align: left"> </td><td> </td>

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September 30, 2024, 2023 and 2022, the components of distributable earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and organizational expenses, as follows:

	2024	2023	2022
Undistributed ordinary income	\$		

earnings/(accumulated deficits) on a tax basis detailed below differ from the amounts reflected in the Company's Consolidated Statements of Assets and Liabilities by temporary and other book/tax differences, primarily relating to the tax treatment of certain fee income and

organizational expenses, as follows:

 | | **For the Years Ended September 30** | | | | | | | | | | |~~***style="padding-bottom: 1.5pt; font-weight: bold"></td></tr><tr***~~ | | | | | 2024 | |

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2023	

	<td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt:

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Times, Serif; margin-top: 0pt; margin-bottom: 0pt; width: 100%"><tr style="vertical-align: top; text-align: justify"> <td style="width: 0in"> </td><td style="width: 0.25in; text-align: left">⁽¹⁾</td><td style="text-align: justify">Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses.</td> </tr>

</table>19182902389267515131566512809528485107934-41229-57438-73646-31349330-37631079-69376916-544603835-548108778-

5545584965125398712591695<p style="font: 10pt Times New Roman,

Times, Serif; margin: 0pt 0">Segments</p><p style="font: 10pt

Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The

Company invests in various industries. The Company separately evaluates

the performance of each of its investment relationships. However,

because each of these investment relationships has similar business and

economic characteristics, they have been aggregated into a single

investment segment. All applicable segment disclosures are included in

or can be derived from the Company's financial statements. See Note 3

for further information. </p><p style="font: 10pt Times New Roman,

Times, Serif; margin: 0pt 0; text-align: justify"> </p><p style="font: 10pt

Times New Roman, Times, Serif; margin: 0pt 0">Company

Investment Risk, Concentration of Credit Risk, and Liquidity Risk

</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0;

text-align: justify">The Company has broad discretion in making

investments. Investments generally consist of debt instruments that may

be affected by business, financial market or legal uncertainties. Prices of

investments may be volatile, and a variety of factors that are inherently

difficult to predict, such as domestic or international economic and

political developments, may significantly affect the results of the

Company's activities and the value of its investments. In addition, the

value of the Company's portfolio may fluctuate as the general level of

interest rates fluctuate.</p><p style="font: 10pt Times New Roman,

Times, Serif; margin: 0pt 0; text-align: justify">The value of the

Company's investments in loans may be detrimentally affected to the

extent, among other things, that a borrower defaults on its obligations,

there is insufficient collateral and/or there are extensive legal and other

costs incurred in collecting on a defaulted loan, observable secondary or

primary market yields for similar instruments issued by comparable

companies increase materially or risk premiums required in the market

between smaller companies, such as our borrowers, and those for which

market yields are observable increase materially.

The Company's assets may, at any time, include securities and other financial instruments or obligations that are illiquid or thinly traded, making purchase or sale of such securities and financial instruments at desired prices or in desired quantities difficult. Furthermore, the sale of any such investments may be possible only at substantial discounts, and it may be extremely difficult to value any such investments accurately.

Note 3.

Investments

The composition of our investments as of September 30, 2024 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands):

	Amortized Cost	Percentage	Fair Value	Percentage
Senior Secured First Lien Term Loans	\$129,957	49.8%	\$113,990	50.0%
Senior Secured Notes	18,127		7.0	

[illegible]

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connection with individual investments and are not subject to master netting arrangements.

The following table shows the portfolio composition by industry grouping at fair value at September 30, 2024 (dollars in thousands):

	Fair Value		Percentage	
Real Estate	\$	50,162		22.0
Services: Business		46,706		
				20.5
Services: Consumer		28,121		
		12.3		
Hotel, Gaming & Leisure				
		24,253		10.6
Construction & Building		17,095		
		7.5		

High Tech Industries	12,352	5.5
Automotive	12,316	5.4
Metals & Mining	12,161	5.3
Media: Broadcasting & Subscription	9,003	4.0
Energy: Oil & Gas	4,333	1.9
Packaging	3,505	1.5
Consumer Discretionary	3,456	1.5
Aerospace & Defense	2,827	1.2
Banking	1,525	0.7

Hotel, Gaming & Leisure			34,158			15.1	
Services: Consumer			18,292			8.1	
High Tech Industries			15,472			6.8	
Construction & Building			14,676			6.5	
Metals & Mining			12,517			5.5	
Media: Broadcasting & Subscription			11,665			5.2	
Automotive			9,520			4.2	
Consumer Discretionary			6,920			3.1	
Energy: Oil & Gas			5,384			2.4	
Packaging							

	3,396		
Aerospace & Defense			
	2,645		
Retail			
	978		
	0.4		
Total		\$	
			226,461
			100.0
%			

The Company invests in portfolio companies principally located in the United States. The geographic composition is determined by the location of the corporate headquarters of the portfolio company, which may not be indicative of the primary source of the portfolio company's business.

The following table shows the portfolio composition by geographic location at fair value at September 30, 2024 (dollars in thousands):

	Fair Value	Percentage

Northeast			\$	87,269				38.3	%
Southwest				61,276				26.9	
Midwest				34,648				15.2	
West				31,951				14.0	
Southwest				2,749				1.2	
Mid-Atlantic				375				0.2	
International				9,648				4.2	
Total	\$			227,916				100.0	%

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The following table shows the portfolio composition by geographic location at fair value at September 30, 2023 (dollars in thousands):

	Fair Value	Percentage
Northeast	\$92,081	40.7%
Southeast	60,116	26.5%
Midwest	32,782	14.5%
West	25,608	11.3%
Southwest	7,661	3.4%
Mid-Atlantic	201	0.1%
International		

		8,012			3.5
Total \$ 226,461 100.0 %					

Transactions With Affiliated/Controlled Companies

The Company had investments in portfolio companies designated as Affiliated Investments and Controlled Investments under the 1940 Act.

Transactions with Affiliated Investments and Controlled Investments during the years ended September 30, 2024 and 2023 were as follows:

(1)	(2)	Fair Value at September 30, 2023	Purchases/(Sales) of or Advances/(Distributions)

Transfers In/(Out) of Affiliates		Unrealized Gain/(Loss)		Realized Gain/(Loss)		Fair Value at September 30, 2024		Earned Income	
Affiliated Investments									

[illegible]

	\$	(1,096,561)	\$	(196,411)	\$	439,778	\$	101,715	\$	123,326
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family: Times New Roman, Times, Serif; font-size: 8pt">Equity</span>
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Roman, Times, Serif; font-size: 8pt">(11,900,000</span></td><td
style="padding-bottom: 1.5pt; text-align: left"><span style="font-family:
Times New Roman, Times, Serif; font-size: 8pt">)</span></td><td
style="padding-bottom: 1.5pt"><span style="font-family: Times New
Roman, Times, Serif; font-size: 8pt"> </span></td> <td style="border-
bottom: Black 1.5pt solid; text-align: left"><span style="font-family:
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vertical-align: bottom"><span style="font-family: Times New Roman,
Times, Serif; font-size: 8pt"><b>Name of Investment<sup>(1)</sup>(2)</sup>
</b></span></td><td style="font-weight: bold; padding-bottom: 1.5pt">
<span style="font-family: Times New Roman, Times, Serif; font-size:
8pt"> </span></td> <td style="border-bottom: Black 1.5pt solid;
vertical-align: bottom; font-weight: bold; text-align: center"><span
style="font-family: Times New Roman, Times, Serif; font-size: 8pt">Type
of Investment</span></td><td style="font-weight: bold; padding-
bottom: 1.5pt"><span style="font-family: Times New Roman, Times,
Serif; font-size: 8pt"> </span></td> <td colspan="2" style="border-
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Value at <br/> September 30, 2023</span></td><td style="padding-
bottom: 1.5pt; font-weight: bold"><span style="font-family: Times New
Roman, Times, Serif; font-size: 8pt"> </span></td><td style="font-
weight: bold; padding-bottom: 1.5pt"><span style="font-family: Times
New Roman, Times, Serif; font-size: 8pt"> </span></td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight: bold; text-align:
center"><span style="font-family: Times New Roman, Times, Serif; font-
size: 8pt">Purchases/(Sales)<br/> of or Advances/<br/> (Distributions)
</span></td><td style="padding-bottom: 1.5pt; font-weight: bold">
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8pt">Transfers In/(Out)<br/> of Controlled</span></td><td
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family: Times New Roman, Times, Serif; font-size: 8pt"> </span></td>
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family: Times New Roman, Times, Serif; font-size: 8pt"> </span></td>
<td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight:
bold; text-align: center"><span style="font-family: Times New Roman,
Times, Serif; font-size: 8pt">Unrealized <br/> Gain/(Loss)</span></td>
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family: Times New Roman, Times, Serif; font-size: 8pt"> </span></td>
<td colspan="2" style="border-bottom: Black 1.5pt solid; font-weight:
bold; text-align: center"><span style="font-family: Times New Roman,
Times, Serif; font-size: 8pt">Realized <br/> Gain/(Loss)</span></td><td
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vertical-align: top"><span style="font-family: Times New Roman, Times,
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167; font-family: Times New Roman, Times, Serif; font-size: 8pt">-
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<td style="text-align: right"><span style="-sec-ix-hidden: hidden-fact-
168; font-family: Times New Roman, Times, Serif; font-size: 8pt">-
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Times New Roman, Times, Serif; font-size: 8pt"> </td><td>
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Times, Serif; font-size: 8pt">Senior Secured First Lien Term
Loan</td><td><span style="font-family: Times New Roman,
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(9,153,693</td><td style="text-align: left"><span style="font-

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169; font-family: Times New Roman, Times, Serif; font-size: 8pt">-
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170; font-family: Times New Roman, Times, Serif; font-size: 8pt">-
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171; font-family: Times New Roman, Times, Serif; font-size: 8pt">-
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Times, Serif; font-size: 8pt"> </span></td></tr> <tr style="vertical-
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(10,378,988</span></td><td style="text-align: left"><span style="font-
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<td style="text-align: right"><span style="font-family: Times New
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Times New Roman, Times, Serif; font-size: 8pt"> </td><td
style="padding-bottom: 1.5pt"><span style="font-family: Times New

Roman, Times, Serif; font-size: 8pt"></td>	Equity</td>
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<td ><span="" >11,900,000<="" span><="" style="font-family: Times New Roman, Times, Serif; font-size: 8pt" td="" td><=""></td>	
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	\$	8,542,831		\$	70,931,647		\$	6,696,176	
Name of Investment(1)(2)			Type of Investment	Fair Value at September 30, 2022					

*Times New Roman, Times, Serif; text-align: center; vertical-align: bottom"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom">Purchases/(Sales)
 of or Advances/
 (Distributions)</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt; vertical-align: bottom"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom">Transfers In/(Out)
 of Affiliates</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt; vertical-align: bottom"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom">Unrealized
 Gain/(Loss)</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt; vertical-align: bottom"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom">Realized
 Gain/(Loss)</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt; vertical-align: bottom"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom"> </td> <td colspan="2" style="border-bottom: Black 1.5pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom">Fair Value at
 September 30, 2023</td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; padding-bottom: 1.5pt; vertical-align: bottom"> </td><td style="font: bold 10pt Times New Roman, Times, Serif; text-align: center; vertical-align: bottom"> </td>*

Earned Income	
	
Affiliated Investments	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	
	

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(1,018,344		-	854,744	(1,118,971		-

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\$	7,327,399	\$ (1,018,267) \$ 37,289,617 \$ 2,386,149

Name of Investment ⁽¹⁾⁽²⁾	Type of Investment

Fair Value at	
September 30, 2022	
	
	
Purchases/(Sales) of or Advances/	
(Distributions)	
	
	
Transfers In/(Out)	
of Controlled	
	
	
Unrealized	
Gain/(Loss)	
	
	
Realized	
Gain/(Loss)	
	
	
Fair Value at	
September 30, 2023	
	
	
Earned	
Income	
	

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(6,410,084)		\$	3,341,227	8,659,262		\$	23,456		\$	63,640,043		\$	4,941,969
The par amount and additional detail are shown in the Consolidated Schedules of													

Investments.

Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.

Purchases/(sales) of or advances to/(distributions) from Affiliated Investments and Controlled Investments represent the proceeds from sales and settlements of investments, purchases, originations and participations, investment increases due to PIK interest as well as net amortization of premium/(discount) on investments and are included in the purchases and sales presented on the Consolidated Statements of Cash Flows for the years ended September 30, 2024, 2023 and 2022. Transfers in/(out) of Affiliated Investments and Controlled Investments represent the fair value for the quarter an investment became or was removed as an Affiliated Investment or a Controlled Investment. Income received from Affiliated Investments and Controlled Investments is included in total investment income on the Consolidated Statements of Operations for the years ended September 30, 2024, 2023 and 2022.

Unconsolidated Significant Subsidiaries

In accordance with the SEC’s Regulation S-X and GAAP, the Company evaluated and determined that it had one subsidiary, FlexFIN, LLC, that is deemed to be a “significant subsidiary” as of September 30, 2024. In accordance with Rule 3-09, separate audited financial statements of FlexFIN, LLC for the year ended September 30, 2024 are being filed herewith as Exhibit 99.2.

The composition of our investments as of September 30, 2024 as a percentage of our total portfolio, at amortized cost and fair value were as follows (dollars in thousands):

Amortized Cost	Percentage	Fair Value

Percentage					
Senior Secured First Lien Term Loans			\$	129,957	
				49.8	%
			\$		
				113,990	
				50.0	%
Senior Secured Notes				18,127	
				7.0	
				18,476	
				8.1	
Fund Investment					
				1,746	
				0.7	
				1,525	
				0.7	
Equity/Warrants					
				110,930	
				93,925	
				41.2	
Total Investments					

	Fair Value	Percentage
Real Estate	\$50,162	22.0%
Services: Business	46,706	20.5
Services: Consumer	28,121	12.3
Hotel, Gaming & Leisure	24,253	10.6
Construction & Building	17,095	7.5
High Tech Industries	12,352	5.5
Automotive	12,316	

	5.4	
Metals & Mining	12,161	
	5.3	
Media: Broadcasting & Subscription	9,003	
	4.0	
Energy: Oil & Gas	4,333	
	1.9	
Packaging	3,505	
	1.5	
Consumer Discretionary	3,456	
	1.5	
Aerospace & Defense	2,827	
	1.2	
Banking	1,525	
	0.7	
Insurance	101	
	0.1	
Total		

\$	227,916			100.0	%

The following table shows the portfolio composition by industry grouping at fair value at September 30, 2023 (dollars in thousands):

Fair Value		Percentage			
Services: Business	\$	47,083		20.7	%
Banking, Finance, Insurance & Real Estate					
Hotel, Gaming & Leisure					
High Tech Industries					

	6.8	
Construction & Building		14,676
	6.5	
Metals & Mining		
	12,517	
	5.5	
Media: Broadcasting & Subscription		
		11,665
		5.2
Automotive		
	9,520	
	4.2	
Consumer Discretionary		
		6,920
	3.1	
Energy: Oil & Gas		
	5,384	
	2.4	
Packaging		
		3,396
	1.5	
Aerospace & Defense		
	2,645	
	1.2	
Retail		
		978

Southwest			2,749			1.2	
Mid-Atlantic			375			0.2	
International			9,648			4.2	
Total			\$227,916			100.0	%

The following table shows the portfolio composition by geographic location at fair value at September 30, 2023 (dollars in thousands):

	Fair Value	Percentage
Northeast	\$92,081	40.7
Southeast	\$60,116	

	right">26.5</td><td style="text-align: left">	</tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding: 0pt; text-indent: 0pt">Midwest</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">32,782</td><td style="text-align: left">	</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">14.5</td><td style="text-align: left">	</td></tr><tr style="vertical-align: bottom; "><td style="padding: 0pt; text-indent: 0pt">West</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">25,608</td><td style="text-align: left">	</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">11.3</td><td style="text-align: left">	</td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding: 0pt; text-indent: 0pt">Southwest</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">7,661</td><td style="text-align: left">	</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">3.4</td><td style="text-align: left">	</td></tr><tr style="vertical-align: bottom; "><td style="padding: 0pt; text-indent: 0pt">Mid-Atlantic</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">201</td><td style="text-align: left">	</td><td>	</td><td style="text-align: left">	</td><td style="text-align: right">0.1</td><td style="text-align: left">	</td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding: 0pt; text-indent: 0pt">International</td><td style="padding-bottom: 1.5pt">	</td><td style="border-bottom: Black 1.5pt solid; text-align: left">	</td><td style="border-bottom: Black 1.5pt solid; text-align: right">8,012</td><td style="padding-bottom: 1.5pt; text-align: left">	</td><td style="padding-bottom: 1.5pt">	</td><td style="border-bottom: Black 1.5pt solid; text-align: left">	</td><td style="border-bottom: Black 1.5pt solid; text-align: right">3.5</td><td style="padding-bottom: 1.5pt; text-align: left">	</td></tr><tr style="vertical-align: bottom; "><td style="padding: 0pt; text-indent: 0pt">Total</td><td style="padding-bottom: 4pt">	</td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">226,461</td><td style="padding-bottom: 4pt; text-align: left">	</td><td style="padding-bottom: 4pt">	</td><td style="border-bottom: Black 4pt double; text-align: left">	</td><td style="border-bottom: Black 4pt double; text-align: right">100.0</td><td style="padding-bottom: 2pt; text-align: left">%</td></tr>

(1)	(2)
Type of Investment	Fair Value at September 30, 2023
Purchases/(Sales) of or Advances/(Distributions)	Transfers In/(Out) of Affiliates
Unrealized Gain/(Loss)	Realized Gain/(Loss)
Fair Value at September 30, 2024	

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Transfers In/(Out)				
Unrealized				
Realized				
Fair Value at				
				
Earned				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				
				

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vertical-align: top"><span style="font-family: Times New Roman, Times,
Serif; font-size: 8pt">Equity</td><td><span style="font-family:
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<span style="font-family: Times New Roman, Times, Serif; font-size:
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	\$	(9,153,693)	\$	(7,287,134)	)	\$	8,542,831	\$	70,931,647	\$	6,696,176

Name of Investment(1)(2)

Type of Investment																							
Fair Value at	September 30, 2022																						
Purchases/(Sales)	of or																						
Transfers In/(Out)	of																						
Unrealized	Gain/(Loss)																						
Realized	Gain/(Loss)																						

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		Black Angus Steakhouses, LLC
		Senior Secured First Lien Delayed Draw Term Loan

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Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">(88,669</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1,459,249</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">159,780</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr><tr style="vertical-align: bottom; "><td style="text-align: left; text-indent: -10pt; padding-left: 10pt; vertical-align: top"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="vertical-align: top; font: 10pt Times New Roman, Times, Serif; text-align: left">Senior Secured First Lien Super Priority Delayed Draw Term Loan</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1,500,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"><span style="font-family: Times New

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Roman, Times, Serif; font-size: 8pt"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">360,670</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="vertical-align: top; font: 10pt Times New Roman, Times, Serif; text-align: left; text-indent: -10pt; padding-left: 10pt">FST Holdings Parent, LLC</td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="text-align: left; font: 10pt Times New Roman, Times, Serif; vertical-align: top">Equity</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">10,000,000</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">-</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right">3</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr>

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	(2,378,510)	89,743

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Times New Roman, Times, Serif">4,900,000	Times New Roman, Times, Serif">100,704	Times New Roman, Times, Serif">218,788

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New Roman, Times, Serif; text-align: right"><span style="font-family:
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	\$	13,908,773		\$	7,327,399		\$	(1,018,267)	\$	37,289,617		\$	2,386,149

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<td style="text-align: right"><span style="font-family: Times New
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233; font-family: Times New Roman, Times, Serif; font-size: 8pt">-
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8pt">962,717</td><td style="text-align: left"><span
style="font-family: Times New Roman, Times, Serif; font-size:
8pt"> </td><td><span style="font-family: Times New Roman,
Times, Serif; font-size: 8pt"> </td> <td style="text-align: left">
<span style="font-family: Times New Roman, Times, Serif; font-size:
8pt"> </td><td style="text-align: right"><span style="font-
family: Times New Roman, Times, Serif; font-size:
8pt">7,296,895</td><td style="text-align: left"><span
style="font-family: Times New Roman, Times, Serif; font-size:

[illegible]

[illegible]

[illegible]

[illegible]

bottom: Black 4pt double; text-align: left">\$

4,941,969	

(1)	The par amount and additional detail are shown in the Consolidated Schedules of Investments.</td></tr></table><table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%;"> <tr style="vertical-align: top;"><td style="width: 24px;">(2)</td><td style="text-align: justify;">Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.</td></tr></table>751479-1096561-1964114397781017151233269473068-94730684632177-5112074479897158704875749-1245427512071459249-14592491920960-2731841647776100000032351799123518021993887500000-7373166-12683453585110150000-11900000-5150000690000037289617-25481801-1964115130836-199145614750785101726974220127422012962959425700261499848720-218766536683046397235233838775769816-91536932688319133052-10378988-729689585428311010001010007214856-1693577-21279550000010357415037547113160421635358942301311900000-1190000006364004315189600-9153693-728713485428317093164766961767514797514798455941515622156222886691459249159780150000042096019209603606701000000031000000237851089743694702-962717268015-5000704490000010070421878823166735000012683475000005653775001018344854744-1118971123141924757520139087737327399-101826737289617238614947136146-82654353887071137166769819112378510234563383877557981873440964100843341227865926223456636400434941969 Note 4. Fair Value Measurements The Company follows ASC 820 for measuring the fair value of portfolio investments. Fair value is the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity. The Company's fair value analysis includes an analysis of the </td></tr>	(2)	Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.</td></tr></table>751479-1096561-1964114397781017151233269473068-94730684632177-5112074479897158704875749-1245427512071459249-14592491920960-2731841647776100000032351799123518021993887500000-7373166-12683453585110150000-11900000-5150000690000037289617-25481801-1964115130836-199145614750785101726974220127422012962959425700261499848720-218766536683046397235233838775769816-91536932688319133052-10378988-729689585428311010001010007214856-1693577-21279550000010357415037547113160421635358942301311900000-1190000006364004315189600-9153693-728713485428317093164766961767514797514798455941515622156222886691459249159780150000042096019209603606701000000031000000237851089743694702-962717268015-5000704490000010070421878823166735000012683475000005653775001018344854744-1118971123141924757520139087737327399-101826737289617238614947136146-82654353887071137166769819112378510234563383877557981873440964100843341227865926223456636400434941969 Note 4. Fair Value Measurements The Company follows ASC 820 for measuring the fair value of portfolio investments. Fair value is the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity. The Company's fair value analysis includes an analysis of the
(2)	Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward.</td></tr></table>751479-1096561-1964114397781017151233269473068-94730684632177-5112074479897158704875749-1245427512071459249-14592491920960-2731841647776100000032351799123518021993887500000-7373166-12683453585110150000-11900000-5150000690000037289617-25481801-1964115130836-199145614750785101726974220127422012962959425700261499848720-218766536683046397235233838775769816-91536932688319133052-10378988-729689585428311010001010007214856-1693577-21279550000010357415037547113160421635358942301311900000-1190000006364004315189600-9153693-728713485428317093164766961767514797514798455941515622156222886691459249159780150000042096019209603606701000000031000000237851089743694702-962717268015-5000704490000010070421878823166735000012683475000005653775001018344854744-1118971123141924757520139087737327399-101826737289617238614947136146-82654353887071137166769819112378510234563383877557981873440964100843341227865926223456636400434941969 Note 4. Fair Value Measurements The Company follows ASC 820 for measuring the fair value of portfolio investments. Fair value is the price that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instruments' complexity. The Company's fair value analysis includes an analysis of the		

value of any unfunded loan commitments. Financial investments recorded at fair value in the consolidated financial statements are categorized for disclosure purposes based upon the level of judgment associated with the inputs used to measure their value. The valuation hierarchical levels are based upon the transparency of the inputs to the valuation of the investment as of the measurement date. Investments which are valued using NAV as a practical expedient are excluded from this hierarchy, and certain prior period amounts have been reclassified to conform to the current period presentation. The three levels are defined below:

●	Level 1 - Valuations based on quoted prices in active markets for identical assets or liabilities at the measurement date.
●	Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
●	Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

In addition to using the above inputs in investment valuations, the Company continues to employ a valuation policy approved by the board of directors that is consistent with ASC 820 (see Note 2). Consistent with our valuation policy, we evaluate the source of inputs, including any markets in which our investments are trading, in determining fair value.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2024 (dollars in thousands):

[illegible]

			63,881			93,925	
Total							
		\$		30,044			
		\$		56,057			
		\$		140,290			
		\$		226,391			
Investments measured at net asset value⁽¹⁾							

(1)	Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2023 (dollars in thousands):

Investments:	Level 1	Level 2	Level 3	Total
Senior Secured First Lien Term Loans	\$			

[illegible]

[illegible]

Senior Secured First Lien Term Loans					
Senior Secured Notes					
Equities/Warrants					
Total					
Balance as of September 30, 2023					
\$	82,499		\$	-	
\$	82,817		\$	165,316	
Purchases and other adjustments to cost					
	31,590				
	34,000				
	50,146				
	115,736				
Sales (including repayments or maturities)					
(32,879)					
(26,578)					
(123,035)					
Net realized gains/(losses) from investments					

[illegible]

Reconciliation of beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2023 (dollars in thousands)					
Senior Secured	First Lien	Term Loans	Senior Secured	Second Lien	Term Loans
Senior Secured Notes	Equities/Warrants	Total	Balance as of September 30, 2022	\$	74,252
2,607	\$	\$	\$	2,607	\$
146,675	\$	\$	\$	146,675	\$
Purchases and other adjustments to cost	23,481	\$	\$	23,481	\$

[illegible]

A review of the fair value hierarchy classifications is conducted on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification for certain financial assets or liabilities. Reclassifications impacting Level 3 of the fair value hierarchy are reported as transfers in/out of the Level 3 category as of the beginning of the quarter in which the reclassifications occur. During the year ended September 30, 2024, \$23.1 million of investments were transferred out of Level 3 and no investments were transferred into Level 3. During the year ended September 30, 2023, no investments were transferred in or out of Level 3.

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2024 (dollars in thousands):

Fair Value	Valuation Methodology	Unobservable Input	Range (Weighted Average)	Impact to An Increase In Input	Valuation From An Increase In Input
\$65,236	Income Approach	Market Yield	3.5% - 42.5% (15.3%)		

[illegible]

Equity/Warrants				27,014		Market Approach		EBITDA Multiple		4.3x - 10.3x (8.4x)		Increase
Equity/Warrants				101		Recent Purchase		Purchase Price		N/A		N/A
Equity/Warrants				83		Income Approach		DLOM (Discount for lack of Marketability)		27.0%-31.0% (29.0%)		Decrease
Total				\$								
				140,290								

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2023 (dollars in thousands):

*Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="text-align: center; padding-top: 0pt; padding-right: 0pt; padding-left: 10pt; text-indent: -10pt; vertical-align: bottom"> </td> <td style="text-align: center; font-weight: bold; padding-bottom: 1.5pt; vertical-align: bottom"> </td> <td colspan="2" style="vertical-align: bottom; font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Fair Value</td> <td style="text-align: center; padding-bottom: 1.5pt; font-weight: bold; vertical-align: bottom"> </td> <td style="text-align: center; font-weight: bold; padding-bottom: 1.5pt; vertical-align: bottom"> </td> <td style="border-bottom: Black 1.5pt solid; vertical-align: bottom; font-weight: bold; text-align: center">Valuation Methodology</td> <td style="text-align: center; font-weight: bold; padding-bottom: 1.5pt; vertical-align: bottom"> </td> <td style="border-bottom: Black 1.5pt solid; vertical-align: bottom; font-weight: bold; text-align: center">Unobservable Input</td> <td style="text-align: center; font-weight: bold; padding-bottom: 1.5pt; vertical-align: bottom"> </td> <td style="border-bottom: Black 1.5pt solid; vertical-align: bottom; font-weight: bold; text-align: center">Range
 (Weighted Average)</td> <td style="text-align: center; font-weight: bold; padding-bottom: 1.5pt; vertical-align: bottom"> </td> <td style="border-bottom: Black 1.5pt solid; vertical-align: bottom; font-weight: bold; text-align: center">Impact to
 Valuation From
 An Increase In
 Input</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="vertical-align: top; padding-top: 0pt; width: 20%; text-align: left; padding-left: 10pt; padding-right: 0pt; text-indent: -10pt">Senior Secured First Lien Term Loans</td> <td style="width: 1%"> </td> <td style="vertical-align: top; width: 1%; text-align: left">\$</td> <td style="vertical-align: top; width: 9%; text-align: right">69,943</td> <td style="width: 1%; text-align: left"> </td> <td style="width: 1%"> </td> <td style="vertical-align: top; width: 16%; text-align: left; padding-left: 5.4pt">Income Approach</td> <td style="width: 1%"> </td> <td style="vertical-align: top; width: 16%; text-align: left; padding-left: 5.4pt">Market Yield</td> <td style="width: 1%"> </td> <td style="vertical-align: top; width: 16%; text-align: center; padding-left: 5.4pt">8.50% - 32.0% (13.78%)</td> <td style="width: 1%"> </td> <td style="vertical-align: top; width: 16%; text-align: center; padding-left: 5.4pt">Decrease</td></tr> <tr style="vertical-align: bottom;"> <td style="vertical-align: top; padding-top: 0pt; text-align: left; padding-left: 10pt; padding-right: 0pt; text-indent: -10pt">Senior Secured First Lien Term Loans</td> <td> </td> <td style="vertical-align: top; text-align: left"> </td> <td style="vertical-align: top; text-align: right">751</td> <td style="text-align: left"> </td> <td> </td> <td style="vertical-align: top; text-align: left; padding-left: 5.4pt">Market Approach</td> <td> </td> <td style="vertical-align: top; text-align: left; padding-left: 5.4pt">Revenue Multiple</td> <td> </td> <td style="vertical-align: top; text-align: center; padding-left: 5.4pt">0.3x - 0.3x (0.3x)</td> <td> </td> <td style="vertical-align: top; text-align: center; padding-left: 5.4pt">Increase</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="vertical-align: top; padding-top: 0pt; text-align: left; padding-left: 10pt; padding-right: 0pt; text-indent: -10pt">Senior Secured First Lien Term Loans</td> <td> </td> <td style="vertical-align: top; text-align: left"> </td> <td style="vertical-align: top; text-align: right">751</td> <td style="text-align: left"> </td> <td> </td> <td style="vertical-align: top; text-align: left; padding-left: 5.4pt">Market Approach</td> <td> </td> <td style="vertical-align: top; text-align: left; padding-left: 5.4pt">Revenue Multiple</td> <td> </td> <td style="vertical-align: top; text-align: center; padding-left: 5.4pt">0.3x - 0.3x (0.3x)</td> <td> </td> <td style="vertical-align: top; text-align: center; padding-left: 5.4pt">Increase</td></tr>*

Senior Secured First Lien Term Loans				
		10,939		
Market Approach				
EBITDA Multiple				
	1.7x - 5.0x (3.1x)			
	Increase			

Senior Secured First Lien Term Loans				
		866		
Market Approach				
LTM EBITDA Multiple				
	5.8x - 6.8x (6.3x)			
	Increase			

Equity/Warrants				
		38,870		
Cost Approach				
Collateral Value				
	N/A			
	N/A			

Equity/Warrants				
		11,734		
Market Approach				
LTM Multiple				
	5.8x - 6.8x (6.3x)			
	Increase			

Equity/Warrants				
		22,007		
Market Approach				

EBITDA Multiple		1.8x - 36.8x (2.8x)			Increase
Equity/Warrants				10,000	
		Recent Purchase			Purchase Price
		N/A - N/A (N/A)			N/A
Equity/Warrants			206		
		Income Approach			
		DLOM (Discount for lack of Marketability)			
3.0x - 3.2x (3.1x)		Decrease			
Total		\$	165,316		

The significant unobservable inputs used in the fair value measurement of the Company's debt and derivative investments are

market yields. Increases in market yields would result in lower fair value measurements.

The significant unobservable inputs used in the fair value measurement of the Company's equity/warrants investments are comparable company multiples of revenue or EBITDA for the latest twelve months ("LTM"), next twelve months ("NTM") or a reasonable period a market participant would consider. Increases in EBITDA multiples in isolation would result in higher fair value measurement.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2024 (dollars in thousands):

Investments:	Level 1	Level 2	Level 3	Total
Senior Secured First Lien Term Loans	\$	-	-	\$45,003
Senior Secured Notes	\$	68,987	-	\$113,990

[illegible]

1,525

Total Investments, at fair value	227,916

(1) Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

The following table presents the fair value measurements of our investments, by major class according to the fair value hierarchy, as of September 30, 2023 (dollars in thousands):

Investments:	Level 1	Level 2

[illegible]

[illegible]

45003000689870001139900001105400074220001847600030044									
following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2024 (dollars in thousands):									
Senior Secured		First Lien		Term Loans		Senior		Secured Notes	
Equities/		Warrants		Total		Balance as of September 30, 2023		\$	
82,499		\$		82,817		\$		165,316	
Purchases and other adjustments to cost		31,590		34,000		50,146		115,736	
Sales (including repayments or maturities)		(32,879)		(26,578)					

[illegible]

		63,881	

The following table provides a reconciliation of the beginning and ending balances for investments that use Level 3 inputs for the year ended September 30, 2023 (dollars in thousands):

	Senior Secured First Lien Term Loans	Senior Secured Second Lien Term Loans	Senior Secured Notes	Equities/ Warrants	Total
Balance as of September 30, 2022	\$74,252	\$2,607	\$-	\$69,816	\$146,675
Purchases and other adjustments to cost				23,481	

[illegible]

[illegible]

500018200026217000238380008249900082817000165316000210000026

23100000The following table presents the quantitative information about

Level 3 fair value measurements of our investments, as of September 30,

2024 (dollars in thousands):<table cellpadding="0" cellspacing="0"

style="border-collapse: collapse; width: 100%; font: 10pt Times New

Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td

style="text-indent: -0.125in; padding-left: 0.125in; vertical-align: bottom;

text-align: center"> </td><td style="vertical-align: bottom; text-align:

center; font-weight: bold; padding-bottom: 1.5pt"> </td> <td

colspan="2" style="vertical-align: bottom; text-align: center; font-weight:

bold; border-bottom: Black 1.5pt solid">Fair Value</td><td

Valuation Methodology	Unobservable Input	Range	Impact to Valuation
Weighted Average	From An Increase In Input		
Senior Secured First Lien Term Loans	\$	65,236	
Income Approach			
Market Yield	3.5% - 42.5% (15.3%)		
			Decrease
Senior Secured First Lien Term Loans			
		2,399	
Market Approach			
EBITDA Multiple			
	1.8x - 2.3x (2.0x)		
			Increase
Senior Secured First Lien Term Loans			
		1,002	
Market Approach			
Market Spread			
	4.5% - 5.0% (4.75%)		
			Decrease

[illegible]

		Income Approach		DLOM (Discount for lack of Marketability)		27.0%-31.0% (29.0%)		Decrease
Total		\$	140,290					

The following table presents the quantitative information about Level 3 fair value measurements of our investments, as of September 30, 2023 (dollars in thousands):

		Fair Value				Valuation Methodology		Unobservable Input		Range		Impact to		Valuation From		An Increase In		Input

[illegible]

[illegible]

3.0x - 3.2x (3.1x)	
Decrease	
Total	
\$	165,316

65236000Income ApproachMarket Yield3.5% - 42.5% (15.3%)Decrease2399000Market ApproachEBITDA Multiple1.8x - 2.3x (2.0x)Increase1002000Market ApproachMarket Spread4.5% - 5.0% (4.75%)Decrease350000Cost ApproachCollateral ValueN/A/N/A7422000Recent PurchasePurchase PriceN/A/N/A36683000Cost ApproachCollateral ValueN/A/N/A27014000Market ApproachEBITDA Multiple4.3x - 10.3x (8.4x)Increase101000Recent PurchasePurchase PriceN/A/N/A83000Income ApproachDLOM (Discount for lack of Marketability)27.0%-31.0% (29.0%)Decrease14029000069943000Income ApproachMarket Yield8.50% - 32.0% (13.78%)Decrease751000Market ApproachRevenue Multiple0.3x - 0.3x (0.3x)Increase10939000Market ApproachEBITDA Multiple1.7x - 5.0x (3.1x)Increase866000Market ApproachLTM EBITDA Multiple5.8x - 6.8x (6.3x)Increase38870000Cost ApproachCollateral ValueN/A/N/A11734000Market ApproachLTMMultiple5.8x - 6.8x (6.3x)Increase22007000Market ApproachEBITDA Multiple1.8x - 36.8x (2.8x)Increase10000000Recent PurchasePurchase PriceN/A - N/A (N/A)N/A206000Income ApproachDLOM (Discount for lack of Marketability)3.0x - 3.2x (3.1x)Decrease165316000

Note 5. Borrowings

As a BDC, we are generally only allowed to employ leverage to the extent that our asset coverage, as defined in the 1940 Act, equals at least 200% after giving effect to such leverage. The amount of leverage that we employ at any time depends on our assessment of the market and other factors at the time of any proposed borrowing.

However, in March 2018, the Small Business Credit Availability Act modified the 1940 Act by allowing

a BDC to increase the maximum amount of leverage it may incur from 200% to 150% of asset coverage, if certain requirements under the 1940 Act are met. Under the 1940 Act, we are allowed to increase our leverage capacity if stockholders representing at least a majority of the votes cast, when a quorum is present, approve a proposal to do so. If we receive stockholder approval, we would be allowed to increase our leverage capacity on the first day after such approval. Alternatively, the 1940 Act allows the majority of our independent directors to approve an increase in our leverage capacity, and such approval would become effective after the one-year anniversary of such approval. In either case, we would be required to make certain disclosures on our website and in SEC filings regarding, among other things, the receipt of approval to increase our leverage, our leverage capacity and usage, and risks related to leverage. No approval was requested or obtained and the Company is still subject to the 200% requirement.

As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was greater than 200%, the minimum asset coverage requirement applicable presently to the Company under the 1940 Act.

As of September 30, 2023, the Company's asset coverage was 270.7% after giving effect to leverage and therefore the Company's asset coverage was greater than 200%, the minimum asset coverage requirement applicable presently to the Company under the 1940 Act.

The Company's outstanding debt excluding debt issuance costs as of September 30, 2024 and 2023 were as follows (dollars in thousands):

	September 30, 2024	September 30, 2023
Aggregate		
Principal		
Available	(1)	

Principal Amount Outstanding		Carrying Value		Fair Value	
Aggregate		Principal		Available	
(1)					
2028 Notes					
\$	57,500	\$	57,500	\$	57,500
\$	56,143	\$	56,143	\$	56,143
\$	51,980	\$	51,980	\$	51,980
\$	57,500	\$	57,500	\$	57,500
\$	55,811	\$	55,811	\$	55,811
\$	49,105	\$	49,105	\$	49,105
2028 Promissory Note					
1,661					

[illegible]

	\$	137,234	\$	135,724	\$	131,714	\$	79,058	\$	85,942	\$	84,253	\$	77,547

(1)	For the 2028 Notes and 2028 Promissory Note, this represents the total principal amount and for the Revolving Credit Facility, this represents the undrawn principal amount.

Credit Facility

On December 15, 2022, the Company entered into a 3 year \$50.0 million revolving credit facility (the “Credit Facility”) with Woodforest National Bank (“Woodforest”). Woodforest is the administrative agent, sole bookrunner and sole lead arranger. The Credit Facility has a maturity date of December 15, 2025.

On January 17, 2023, the Company borrowed \$23.2 million under the Credit Facility and used these proceeds to redeem \$22.6 million in aggregate principal amount of the issued and outstanding 2023 Notes, comprising all issued and

outstanding 2023 Notes. The 2023 Notes were redeemed at 100% of their principal amount, plus accrued and unpaid interest thereon from September 30, 2022 through, but excluding January 17, 2023 (the "Redemption Date").

On February 21, 2024 (the "First Amendment Effective Date"), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the terms of the Credit Facility, effective as of the First Amendment Effective Date (the "First Amendment"). The First Amendment increased the principal amount of loan available under the Credit Facility by \$12.5 million to \$62.5 million. All other material terms of the Credit Facility remain unchanged.

On August 5, 2024 (the "Second Amendment Effective Date"), in order to increase the size of the Credit Facility, the parties to the Credit Facility amended the Credit Facility, effective as of the Second Amendment Effective Date (the "Second Amendment"). The Second Amendment increased the principal amount of loan available under the Credit Facility by \$25 million to \$87.5 million. All other material terms of the Credit Facility remain unchanged.

Under the Credit Facility, the Company is required to comply with various covenants, reporting requirements and other customary requirements for similar revolving credit facilities, including, without limitation, covenants related to: (a) limitations on the incurrence of additional indebtedness and liens, (b) limitations on certain investments, (c) limitations on certain restricted payments, (d) maintaining a certain minimum stockholders' equity, (e) maintaining a ratio of total assets to total indebtedness of the Company and its consolidated subsidiaries (subject to certain exceptions) of not less than 2.0:1.0, (f) limitations on pledging certain unencumbered assets, and (g) limitations on the creation or existence of agreements that prohibit liens on certain properties of the Company and certain of its subsidiaries. These covenants are subject to important limitations and exceptions that are described in the documents governing the Credit Facility. Amounts available to borrow under the Credit Facility (and the incurrence of certain other permitted debt) are also subject to compliance with a borrowing base that applies different advance rates to different types of assets (based on their value as determined pursuant to the Credit Facility) that are pledged as collateral. As of September 30, 2024, the Company was in compliance in all respects with the terms of the Credit Facility.

As of September 30, 2024 and September 30, 2023, there was \$78.1 million and \$28.4 million outstanding, respectively, under the Credit Facility.

Outstanding loans under the Credit Facility bear a monthly interest rate at Term SOFR + 2.90%. The Company is also subject to a commitment fee of 0.25%, which shall accrue on the actual daily amount of the undrawn portion of the revolving credit.

Unsecured Notes

2023 Notes

On March 18, 2013, the Company issued \$60.0 million in aggregate principal amount of 6.125% unsecured notes that matured on March 30, 2023 (the “2023 Notes”). On March 26, 2013, the Company closed an additional \$3.5 million in aggregate principal amount of the 2023 Notes, pursuant to the partial exercise of the underwriters’ option to purchase additional notes. As of March 30, 2016, the 2023 Notes may be redeemed in whole or in part at any time or from time to time at the Company’s option. The 2023 Notes bore interest at a rate of 6.125% per year, payable quarterly on March 30, June 30, September 30 and December 30 of each year, beginning June 30, 2013.

On December 12, 2016, the Company entered into an “At-The-Market” (“ATM”) debt distribution agreement with FBR Capital Markets & Co., through which the Company could offer for sale, from time to time, up to \$40.0 million in aggregate principal amount of the 2023 Notes. The Company sold \$1,573,872 of the 2023 Notes at an average price of \$25.03 per note, and raised \$38.6 million in net proceeds, through the ATM debt distribution agreement.

On March 10, 2018, the Company redeemed \$13.0 million in aggregate principal amount of the 2023 Notes. On December 31, 2018, the Company redeemed \$12.0 million in aggregate principal amount of the 2023 Notes. The redemption was accounted for as a debt extinguishment in accordance with ASC 470-50, Modifications and Extinguishments, which resulted in a realized loss of \$0.3 million and was recorded on the Consolidated Statements of Operations as a loss on extinguishment of debt.

On December 21, 2020, the Company announced that it completed the application process for and was authorized to transfer the listing of the 2023 Notes to the NASDAQ Global Market. The listing and trading of the 2023 Notes on the NYSE ceased at the close of trading on December 31, 2020. Effective January 4, 2021, the 2023 Notes began trading on the NASDAQ Global Market under the trading symbol “PFXNL.”

margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On November 15, 2021, the Company caused notices to be issued to the holders of the 2023 Notes regarding the Company's exercise of its option to redeem \$55,325,000 in aggregate principal amount of the issued and outstanding 2023 Notes on December 16, 2021. On December 16, 2021, the Company redeemed \$55,325,000 in aggregate principal amount of the issued and outstanding 2023 Notes. The redemption was accounted for as a debt extinguishment in accordance with ASC 470-50, Modifications and Extinguishments, which resulted in a realized loss of \$0.3 million and was recorded on the Consolidated Statements of Operations as a loss on extinguishment of debt.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On December 15, 2022, the Company caused notices to be issued to the holders of its 2023 Notes regarding the Company's exercise of its option to redeem \$22,521,800 in aggregate principal amount of issued and outstanding 2023 Notes, comprising all issued and outstanding 2023 Notes, at a price equal to 100% of the principal amount of the 2023 Notes, plus accrued and unpaid interest thereon from September 30, 2022, through, but excluding, January 17, 2023 in accordance with the terms of the indenture governing the 2023 Notes. The redemption was completed on January 17, 2023. The Company funded the redemption of the 2023 Notes with loans obtained under the Credit Facility.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i></i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>2028 Notes</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i></i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On November 9, 2021, the Company entered into an underwriting agreement, by and between the Company and Oppenheimer & Co. Inc., as representative of the several underwriters, in connection with the issuance and sale (the "Offering") of \$57,500,000 (including the underwriters' option to purchase up to \$7,500,000 aggregate principal amount) in aggregate principal amount of its 5.25% Notes that mature on November 1, 2028 (the "2028 Notes" or the "Notes"). The Offering occurred on November 15, 2021, pursuant to the Company's effective shelf registration statement on Form N-2 previously filed with the SEC. Effective November 16, 2021, the 2028 Notes began trading on the NASDAQ Global Market under the trading symbol "PFXNZ."</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On November 15, 2021, the Company and U.S. Bank National Association, as trustee, entered into a Fourth Supplemental Indenture to its base Indenture, dated February 7, 2012, between the Company and the Trustee. The Fourth Supplemental Indenture relates to the Offering of the 2028 Notes.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"><i>2028 Promissory Note</i></p> <p style="font: 10pt Times New Roman,

On May 2, 2024, the Company issued a 5.25% note due November 1, 2028 in the principal amount of \$1,661,498 to National Security Insurance Company (the "2028 Promissory Note"). The financial terms of the note are substantially the same as the 2028 Notes.

Fair Value of Debt Obligations

The fair values of our debt obligations are determined in accordance with ASC 820, which defines fair value in terms of the price that would be paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The fair value of the 2028 Notes, which are publicly traded, is based upon closing market quotes as of the measurement date. As of September 30, 2024 and September 30, 2023, the 2028 Notes are deemed to be Level 1 in the fair value hierarchy, as defined in Note 4. As of September 30, 2024, the 2028 Promissory Note is deemed to be Level 3 in the fair value hierarchy, as defined in Note 4. As of September 30, 2024 and September 30, 2023, the Credit Facility is deemed to be Level 3 in the fair value hierarchy, as defined in Note 4.

Debt issuance costs related to the 2028 Notes are reported on the Consolidated Statements of Assets and Liabilities as a direct deduction from the face amount of the 2028 Notes. As of September 30, 2024 and September 30, 2023, debt issuance costs related to the 2023 Notes and the 2028 Notes were as follows (dollars in thousands):

	September 30, 2024	September 30, 2023
2028 Notes	\$1,661,498	\$1,661,498

[illegible]

Amortized debt issuance costs		332	15	347	39	331	370
Unamortized debt issuance costs		\$	1,357	\$	154	\$	1,511
		\$		\$	1,689	\$	1,689

For the years ended September

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

\$	79,058
\$	85,942
\$	84,253
\$	77,547

(1) For the 2028 Notes and 2028 Promissory Note, this represents the total principal amount and for the Revolving Credit Facility, this represents the undrawn principal amount.

5750000057500000561430005198000057500000575000005581100011-010.05251661498

Debt issuance costs related to the 2028 Notes are reported on the Consolidated Statements of Assets and Liabilities as a direct deduction from the face amount of the 2028 Notes. As of September 30, 2024 and September 30, 2023, debt issuance costs related to the 2023 Notes and the 2028 Notes were as follows (dollars in thousands):

For the year ended	For the year ended
September 30, 2024	September 30, 2023
2028 Notes	2028 Promissory Note

[illegible]

		332		15		347		39		331		370	
<tr style="vertical-align: bottom; "><td style="text-align: left; padding-bottom: 4pt; text-indent: -9pt; padding-left: 9pt">Unamortized debt issuance costs</td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">1,357</td><td style="padding-bottom: 4pt; text-align: left"></td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">154</td><td style="padding-bottom: 4pt; text-align: left"></td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">1,511</td><td style="padding-bottom: 4pt; text-align: left"></td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">1,689</td><td style="padding-bottom: 4pt; text-align: left"></td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">1,689</td><td style="padding-bottom: 4pt; text-align: left"></td></tr></table>16890001689000390002020000205900016900016900033200015													

the years ended September 30, 2024, 2023 and 2022, the components of interest expense, amortized debt issuance costs, amortized deferred financing costs, weighted average stated interest rate and weighted average outstanding debt balance for the 2023 Notes, 2028 Notes and Credit Facility were as follows (dollars in thousands):<table

[illegible]

[illegible]

interest rate			6.3	%			5.9	%			6.0	%														
Weighted average debt outstanding														\$	88,467					\$	81,600			\$	85,398	

41000017490003019000301900029960003600025330001390000
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">

Note 6. Agreements

Administration Agreement

In connection with the adoption by the board of directors of an internalized management structure, on November 19, 2020, the Company entered into a Fund Accounting Servicing Agreement and an Administration Servicing Agreement on customary terms with U.S. Bancorp. A U.S. Bancorp affiliate also served as the Company's custodian. The Company's administrative and custodial relationship with U.S. Bancorp terminated on August 9, 2022. SS&C has since served as administrator of the Company and has provided the Company with fund accounting and financial reporting services pursuant to the services agreement with the Company. Effective September 12, 2022, Computershare serves as custodian for the Company pursuant to its Loan Administration and Custodial Agreement with the Company. For each of the years ended September 30, 2024, 2023 and 2022, we incurred \$0.3 million in administrator expenses.

As of September 30, 2024 and 2023, \$0.0 million was included in "administrator expenses payable" in the accompanying Consolidated Statements of Assets and Liabilities.

Long-Term Cash Incentive Plan

On May 9, 2022, the board of directors of the Company adopted the PhenixFIN 2022 Long-Term Cash Incentive Plan (the "CIP") pursuant to the recommendation by the Compensation Committee of the board of directors. The CIP provides for performance-based cash awards to key employees of the Company, as approved by the Compensation Committee, based on the achievement of

pre-established financial goals for the approved performance period. The performance goals may be expressed as one or a combination of net asset value of the Company, net asset value per share of the Company's common stock, changes in the market price of shares of the Company's common stock, individual performance metrics and/or such other goals and objectives the Committee considers relevant in connection with accomplishing the purposes of the CIP.

In connection with the approval of the CIP, the Compensation Committee in April 2022, approved awards for the three-year performance period commencing on October 1, 2021 and ending on September 30, 2024 (the "2022 LTIP Plan"). Each participant is eligible to receive an amount of cash equal to 0%-200% of the target award set forth in the table below ("Target Performance Award"), based on the achievement of net asset value ("NAV") and NAV per share goals (weighted at 30% and 70%, respectively) as of the end of the performance period (the "Performance Goals"). Performance is evaluated separately for each Performance Goal. No payment is made with respect to a Performance Goal if a threshold level of performance is not achieved. Each Performance Goal is subject to (i) a threshold level of performance at which a percentage of the Target Performance Award attributable to that Performance Goal may be paid and below which no payment is made pursuant to an award, (ii) a target level of performance at which 100% of the Target Performance Award attributable to that Performance Goal may be paid and (iii) a maximum level of performance, at which 200% of the Target Performance Award attributable to that Performance Goal may be paid, in each case subject to such other terms and conditions of an award. Between threshold, target and maximum performance levels for each Performance Goal, the portion of that award attributed to the Performance Goal shall be interpolated in a linear progression.

In December 2022, pursuant to the CIP, the Compensation Committee approved awards for Mr. Lorber and Ms. McMillan for the three-year performance period commencing on October 1, 2022 and ending on September 30, 2025 (the "2023 LTIP Plan"). Each participant is eligible to receive an amount of cash equal to a percentage of the target award amount set forth above based on the factors described above. The Compensation Committee, in approving the awards, evaluated each Performance Goal separately.

In December 2023, pursuant to the CIP, the Compensation Committee approved awards for Mr. Lorber and Ms. McMillan for the three-year performance period commencing on October 1, 2023 and ending on September 30, 2026 (the "2024 LTIP Plan"). Each participant is eligible to receive an amount of cash equal to a percentage of their target award amount set forth above based on the factors described above. The Compensation Committee, in approving the awards, evaluated each Performance Goal separately.

10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Target Performance Award for each executive officer for the 2022 LTIP Plan, 2023 LTIP Plan, and the 2024 LTIP Plan is set forth in the table below:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="padding-right: 0pt; font-weight: bold; border-bottom: Black 1.5pt solid; padding-left: 0pt; text-indent: 0pt">Name and Title</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Dollar Value of Target Award</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td> </tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-right: 0pt; width: 88%; text-align: left; padding-left: 0pt; text-indent: 0pt">David Lorber, Chairman of the Board and Chief Executive Officer</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">890,000</td><td style="width: 1%; text-align: left"> </td> </tr> <tr style="vertical-align: bottom; "> <td style="padding-right: 0pt; text-align: left; padding-left: 0pt; text-indent: 0pt">Ellida McMillan, Chief Financial Officer</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">380,000</td><td style="text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">During the years ended September 30, 2024 and September 30, 2023, the Company recorded an accrual of \$2,798,437 and \$317,000, respectively, for these awards. During the year ended September 30, 2022 the Company did not record an accrual. To date, no amounts have been paid under these awards.</p>30000030000030000000020.300.7012The Target Performance Award for each executive officer for the 2022 LTIP Plan, 2023 LTIP Plan, and the 2024 LTIP Plan is set forth in the table below:<table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="padding-right: 0pt; font-weight: bold; border-bottom: Black 1.5pt solid; padding-left: 0pt; text-indent: 0pt">Name and Title</td><td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">Dollar Value of Target Award</td><td style="padding-bottom: 1.5pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-right: 0pt; width: 88%; text-align: left; padding-left: 0pt; text-indent: 0pt">David Lorber, Chairman of the Board and Chief Executive Officer</td><td style="width: 1%"> </td> <td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">890,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; "> <td style="padding-right: 0pt; text-

align: left; padding-left: 0pt; text-indent: 0pt">Ellida McMillan, Chief Financial Officer</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">380,000</td><td style="text-align: left"> </td></tr> </table>8900003800002798437317000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Note 7. Related Party Transactions</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">During the year ended September 30, 2024, the Company entered into a related party transaction with NVTN LLC whereby the \$11.9 million of equity of Maritime Wireless Holdings LLC was transferred to NVTN LLC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Due from/to Affiliates</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Due from affiliates at September 30, 2024 and September 30, 2023 consists of certain legal and general and administrative expenses paid by the Company on behalf of certain of its affiliates. Due to affiliates at September 30, 2024 and September 30, 2023 consists of certain expenses payable by the Company to certain of its affiliates.</p>11900000<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> Note 8. Commitments</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"><i>Unfunded commitments</i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">As of September 30, 2024 and 2023, we had commitments under loan and financing agreements to fund up to \$1.6 million to two portfolio companies and \$3.4 million to four portfolio companies, respectively. These commitments are primarily composed of senior secured delayed draw term loans and revolvers, and the determination of their fair value is included in the Consolidated Schedules of Investments. The commitments are generally subject to the borrowers meeting certain criteria such as compliance with covenants and certain operational metrics. The terms of the borrowings and financings subject to commitment are comparable to the terms of other loan and equity securities in our portfolio. A summary of the composition of the unfunded commitments as of September 30, 2024 and 2023 is shown in the table below (dollars in thousands):</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"> <tr style="vertical-align: bottom"> <td style="padding-right: 0pt; padding-left: 0.125in; text-indent: -0.125in"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">September 30, 2024</td> <td style="padding-bottom: 1.5pt; font-weight: bold"> </td> <td style="font-weight: bold; padding-bottom: 1.5pt"> </td> <td colspan="2" style="font-weight: bold; text-align: center; border-bottom:

[illegible]

Total unfunded commitments		\$	1,616			\$	3,375

Lease obligations

The Company evaluates its leases to determine whether they should be classified as operating or financing leases. PhenixFIN identified one operating lease for its office space. The lease commenced September 1, 2021 and expires November 30, 2026.

Upon entering into the lease on September 1, 2021, PhenixFIN recorded a right-of-use asset and a lease liability as of that date.

Total operating lease cost incurred by PhenixFIN for the years ended September 30, 2024, 2023 and 2022 was \$141,330, \$141,330 and \$129,552, respectively. As of September 30, 2024 and 2023, the asset related to the operating lease was \$322,131 and \$449,815, respectively, and is included in the Other assets balance on the Consolidated Balance Sheet. As of September 30, 2024 and 2023, the lease liability was \$294,063 and \$432,698, respectively, and is included in the Other liabilities balance on the Consolidated Statements of Assets and Liabilities. As of September 30, 2024 and 2023, the remaining lease term was approximately two and three years, respectively, for each of the respective periods.

The following table shows future minimum payments under PhenixFIN's operating lease as of September 30, 2024:

For the Years Ended September 30,	

	2025		\$	161,050	
	2026			161,680	
	2027			27,417	
	Thereafter			-	
				350,147	
	Difference between undiscounted and discounted cash flows			(56,084	)
			\$	294,063	

16000003400000A summary of the composition of the unfunded commitments as of September 30, 2024 and 2023 is shown in the table below (dollars in thousands):

September 30, 2024	
September 30, 2023	

weight: bold"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding-right: 0pt; width: 76%; text-align: left; padding-left: 0.125in; text-indent: -0.125in">Secure Acquisition Inc. (dba Paragon Films) - Senior Secured First Lien Delayed Draw Term Loan</td><td style="width: 1%"></td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-281">-</div></td><td style="width: 1%; text-align: left"></td><td style="width: 1%"></td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">517</td><td style="width: 1%; text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="padding-right: 0pt; text-align: left; padding-left: 0.125in; text-indent: -0.125in">NVTN LLC - Senior Secured First Lien Delayed Draw Term Loan</td><td></td><td style="text-align: left"></td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-282">-</div></td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td style="text-align: right">220</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding-right: 0pt; text-align: left; padding-left: 0.125in; text-indent: -0.125in">Deer Management Systems LLC - Senior Secured First Lien Delayed Draw Term Loan</td><td></td><td style="text-align: left"></td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-283">-</div></td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td style="text-align: right">600</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="padding-right: 0pt; text-align: left; padding-left: 0.125in; text-indent: -0.125in">XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - First Out Delayed Draw Term Loan</td><td></td><td style="text-align: left"></td><td style="text-align: right">57</td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-284">-</div></td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding-right: 0pt; text-align: left; padding-left: 0.125in; text-indent: -0.125in">XYZ Roofco, LLC (dba SMC Roofing Solutions LLC) - Last Out Delayed Draw Term Loan</td><td></td><td style="text-align: left"></td><td style="text-align: right">246</td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td style="text-align: right"><div style="-sec-ix-hidden: hidden-fact-285">-</div></td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="padding-right: 0pt; text-align: left; padding-bottom: 1.5pt; padding-left: 0.125in; text-indent: -0.125in">Tamarix Capital Partners II, L.P. - Fund Investment</td><td style="padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1.5pt solid; text-align: left"></td><td style="border-bottom: Black 1.5pt solid; text-align: right">1,313</td><td style="padding-bottom: 1.5pt; text-align: left"></td><td style="padding-bottom: 1.5pt"></td><td style="border-bottom: Black 1.5pt solid; text-align: left"></td><td style="border-bottom: Black 1.5pt solid; text-align: right">2,038</td><td style="padding-bottom: 1.5pt; text-align: left"></td></tr><tr>

	Total unfunded commitments		\$	1,616			\$	3,375	

51700022000060000057000246000131300020380001616000337

lease commenced September 1, 2021 and expires November 30, 2026.141330141330129552322131449815294063432698P2YP3Y0.05250.

following table shows future minimum payments under PhenixFIN's operating lease as of September 30, 2024:

For the Years Ended September 30,		Amount		
	2025		\$	161,050
	2026			161,680
	2027			27,417
	Thereafter			-286
				350,147
	Difference between undiscounted and discounted cash flows			

1.5pt solid; text-align: left"></td><td style="border-bottom: Black 1.5pt solid; text-align: right">(56,084</td><td style="padding-bottom: 1.5pt; text-align: left">)</td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="padding: 0pt 0pt 4pt 5.4pt; text-align: left; text-indent: 0pt"></td><td style="padding-bottom: 4pt"></td><td style="border-bottom: Black 4pt double; text-align: left">\$</td><td style="border-bottom: Black 4pt double; text-align: right">294,063</td><td style="padding-bottom: 4pt; text-align: left"></td></tr></table>1610501616802741735014756084294063<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Note 9. Fee Income</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Fee income consists of amendment fees, prepayment penalty and other miscellaneous fees which are non-recurring in nature, as well as administrative agent fees, which are recurring in nature. The following table summarizes the Company's fee income for the years ended September 30, 2024, 2023 and 2022 (dollars in thousands):</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"></p><table cellpadding="0" cellspacing="0" style="border-collapse: collapse; width: 100%; font: 10pt Times New Roman, Times, Serif"><tr style="vertical-align: bottom"><td></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td><td colspan="10" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">For the Years Ended September 30,</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td></tr><tr style="vertical-align: bottom"><td></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2024</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2023</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td><td style="font-weight: bold; padding-bottom: 1.5pt"></td><td colspan="2" style="font-weight: bold; text-align: center; border-bottom: Black 1.5pt solid">2022</td><td style="padding-bottom: 1.5pt; font-weight: bold"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="width: 64%; text-align: left">Prepayment fee</td><td style="width: 1%"></td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-287">-</div></td><td style="width: 1%; text-align: left"></td><td style="width: 1%"></td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right"><div style="-sec-ix-hidden: hidden-fact-288">-</div></td><td style="width: 1%; text-align: left"></td><td style="width: 1%"></td><td style="width: 1%; text-align: left">\$</td><td style="width: 9%; text-align: right">235</td><td style="width: 1%; text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="text-align: left">Administrative agent fee</td><td></td><td style="text-align: left"></td><td style="text-align: right">75</td><td style="text-align: left"></td><td></td><td style="text-align: left"></td><td style="text-align: right">169</td><td style="text-align: left"></td></tr></table>

[illegible]

2022	
Prepayment fee	\$-
	\$-
	-
	\$-
	235
Administrative agent fee	
	75
	169
	94
Amendment fee	
	-
	53
	4
Other fees	
	440
	102
	87
Fee income	
	\$
	515
	\$
	324
	\$

align: right">420</td><td style="padding-bottom: 4pt; text-align: left"> </td></tr>
</table>23500075000169000940005300040004400001020008700051500
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">
Note 10. Directors Fees</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For the calendar year 2022, the Company's independent directors each received an annual fee of \$100,000. In addition, the lead independent director received an annual retainer of \$30,000; the chair of the Audit Committee received an annual retainer of \$25,000, and each of its other members received an annual retainer of \$12,500; and the chairs of the Nominating and Corporate Governance Committee and of the Compensation Committee each received an annual retainer of \$15,000 and each of the other members of these committees received annual retainers of \$8,000. The Company's independent directors also received a fee of \$3,000 for each board meeting and \$2,500 for each committee meeting that they attended.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">For the 2023 calendar period through April 30, 2023, the independent directors were subject to the foregoing fee structure. Effective May 1, 2023, the structure was modified (simplified) such that each of the Company's independent directors receives an annual fee of \$150,000. In addition, the lead independent director receives an annual retainer of \$30,000; the chair of the Audit Committee receives an annual retainer of \$25,000, and each of its other members receives an annual retainer of \$12,500; and the chairs of the Nominating and Corporate Governance Committee and of the Compensation Committee each receives an annual retainer of \$15,000 and each of the other members of these committees receives annual retainers of \$8,000. The Company's independent directors no longer receive fees for each board and committee meeting that they attend.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">No board service compensation is paid to directors who are "interested persons" of the Company (as such term is defined in the 1940 Act). For the years ended September 30, 2024, 2023 and 2022, the Company recognized \$0.8 million, \$0.7 million and \$0.7 million, for directors' fees expense, respectively.</p>10000030000250001250015000800030002500150000300002500012
style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">
Note 11. Earnings Per Share</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In accordance with the provisions of ASC Topic 260 - Earnings per Share, basic earnings per share is computed by dividing earnings available to common stockholders by the weighted average number of shares outstanding during the period. Other potentially dilutive common shares, and the related impact to earnings, are considered when calculating earnings per share on a diluted basis. The Company does not have any

potentially dilutive common shares as of September 30, 2024, 2023 and 2022.

The following information sets forth the computation of the weighted average basic and diluted net increase/(decrease) in net assets per share from operations for the years ended September 30, 2024, 2023 and 2022 (amounts in thousands, except shares and per share amounts):

	2024	2023	2022	
Basic and diluted:				
Net increase (decrease) in net assets resulting from operations	\$	18,619	\$	26,918
Weighted average shares of common stock outstanding - basic and diluted		2,040,253		2,092,326
Earnings (loss) per share of common stock - basic and diluted	\$	9.13		

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12.87

(2.63)

1861900026918000-61070002040253204025320923262092326232360123236019.139.1312.872.63-2.63

Note 12. Financial Highlights

The following is a schedule of financial highlights for the years ended September 30, 2024, 2023, 2022, 2021 and 2020:

	2024	2023	2022	2021	2020
Per share data					
Net Asset Value per share at Beginning of Period	\$	\$	\$	\$	\$
	70.75	70.75	70.75	70.75	70.75

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

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Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.48, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively.

<u>(2)</u>	<u>The amount shown at this caption is the balancing amount derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the repurchase of common stock because of the timing of repurchase of the Company's shares.</u>

<u>(3)</u>	<u>Total return is historical and assumes changes in share price, reinvestments of all dividends and distributions at prices obtained under the Company's dividend reinvestment plan, and no sales charge for the period.</u>

<u>(4)</u>	<u>Total return is historical and assumes changes in NAV, reinvestments of all dividends at prices obtained under the Company's dividend reinvestment plan, and no sales charges for the period.</u>

<u>(5)</u>	<u>Represents the impact of the non-recurring fees as a percentage of total investment income.</u>

<u>(6)</u>	<u>Based on daily weighted average carrying value of debt outstanding during the period.</u>

<u>(7)</u>	<u>Asset coverage per unit is the ratio of the carrying value of our total consolidated assets,</u>

less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per \$1,000 of indebtedness.

As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was above 200%, the minimum asset coverage requirement under the 1940 Act.

(8)	Total amount of each class of senior securities outstanding at the end of the period excluding debt issuance costs.

(9)	During the year ended September 30, 2021, the 2021 Notes were redeemed in full and ceased trading on November 20, 2020. The average price for the year ended September 30, 2021 reflects the period from October 1, 2020 through November 20, 2020.

The following is a schedule of financial highlights for the years ended September 30, 2024, 2023, 2022, 2021 and 2020:

	2024	2023	2022	2021	2020
Per					

[illegible]

[illegible]

[illegible]

(24.16											

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

family: Times New Roman, Times, Serif; font-size: 10pt">189,038,998</td><td></td></tr><tr style="vertical-align: bottom; "><td style="padding-left: 9pt; text-indent: -9pt">Average debt outstanding per weighted average common share</td><td></td><td>\$</td><td style="text-align: right">43.36</td><td></td><td></td><td>\$</td><td style="text-align: right">39.18</td><td></td><td></td><td>\$</td><td style="text-align: right">36.75</td><td></td><td></td><td>\$</td><td style="text-align: right">30.97</td><td></td><td></td><td>\$</td><td style="text-align: right">69.40</td><td></td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"><td style="padding-left: 9pt; text-indent: -9pt">Asset coverage ratio per unit⁽⁷⁾</td><td></td><td>\$</td><td style="text-align: right">2,168</td><td></td><td></td><td>\$</td><td style="text-align: right">2,707</td><td></td><td></td><td>\$</td><td style="text-align: right">2,550</td><td></td><td></td><td>\$</td><td style="text-align: right">2,856</td><td></td><td></td><td>\$</td><td style="text-align: right">1,992</td><td></td></tr><tr style="vertical-align: bottom; "><td style="padding-left: 9pt; text-indent: -9pt">Senior Securities Outstanding⁽⁸⁾</td><td></td><td></td><td style="text-align: right"></td><td></td><td></td><td></td><td></td><td></td><td style="text-align: right"></td><td></td><td></td><td></td><td></td><td></td><td style="text-align: right"></td><td></td></tr></table>

[illegible]

[illegible]

\$
-
\$
-
\$
-

(1)
Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.48, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively.

(2)
The amount shown at this caption is the balancing amount derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the repurchase of common stock because of the timing of repurchase of the Company's shares.

(3)
Total return is historical and assumes changes in share price, reinvestments of all dividends and distributions at prices obtained under the Company's dividend reinvestment plan, and no sales charge for the period.

(6)	Based on daily weighted average carrying value of debt outstanding during the period.

(7)	Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per \$1,000 of indebtedness. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was above 200%, the minimum asset coverage requirement under the 1940 Act.

(8)	Total amount of each class of senior securities outstanding at the end of the period excluding debt issuance costs.

	(9)	During the year ended September 30, 2021, the 2021 Notes were redeemed in full and ceased trading on November 20, 2020. The average price for the year ended September 30, 2021 reflects the period from October 1, 2020 through November 20, 2020.

70.7557.4957.0855.379.462.323.111.486.92-13.57-5.512.24-15.86-18.352.8115.27-6.229.47-3.9-0.13-0.05-0.910.439.1312.87-2.630.48-24.161.310.120.80.393.161.3-0.510.393.041.379.3770.7557.4957.0855.316030777314670553512084540.18691.4061-0.65580.11080.214-0.159-0.046-0.30410.4390.32620.69430.24970.05660.03060.0480.02550.1244-0.01640.11270.10040.09020.09260.14640.02320.01610.0270.07940.0233

Note 13. Dividends

Any dividends and distributions to common stockholders are recorded on the ex-dividend date. Any amounts to be paid out as a dividend are determined by our board of directors.

We have adopted an "opt out" dividend reinvestment plan for our common stockholders. As a result, if we declare a cash dividend or other distribution, each stockholder that has not "opted out" of our

dividend reinvestment plan will have its dividends automatically reinvested in additional shares of our common stock rather than receiving cash dividends. Stockholders who receive distributions in the form of shares of common stock will be subject to the same federal, state and local tax consequences as if they received cash distributions.

On May 9, 2024, the Board of Directors declared a special dividend of \$1.31 per share. This dividend was paid on June 10, 2024 to stockholders of record as of May 27, 2024. The dividends declared during the year ended September 30, 2024 were derived from net investment income, determined on a tax basis. During the year ended September 30, 2022, a special dividend was declared in the amount of \$265,798 on June 24, 2022 payable on July 13, 2022 to Stockholders of record on July 5, 2022. The Company did not declare any regular distribution payments during the years ended September 30, 2024, 2023 and 2022.

Note 14. Share Transactions

On February 8, 2023, the Board of Directors approved the expansion of the amount authorized for repurchase under the Company's share repurchase program from \$25 million to \$35 million. Since announcing this share repurchase program on January 11, 2021, the Company has repurchased an aggregate of 703,931 shares of common stock through September 30, 2024 with a total cost of approximately \$28.1 million, or 25.8% of shares outstanding as of the program's inception. The total remaining amount authorized under the expanded share repurchase program is approximately \$6.9 million.

The following table sets forth the number of shares of common stock repurchased by the Company at an average price of \$39.93 per share under its share repurchase program from February 10, 2021 through September 30, 2024:

Month Ended	Shares Repurchased		Repurchase Price Per Share	Aggregate Consideration for Repurchased Shares

February 2021			13,082			\$30.25 - \$30.96			397,384
March 2021			12,241			\$30.25 - \$34.42			393,938
April 2021			14,390			\$33.11 - \$34.89			491,469
May 2021			25,075			\$34.56 - \$39.93			976,440
August 2021			141,700			\$41.03 - \$42.28			5,944,213
January 2022			7,312			\$39.07 - \$40.88			293,756
February 2022			170,589			\$39.53 - \$41.00			

	6,908,864	
March 2022		
	132,054	
\$39.24 - \$40.57		
	5,306,885	
April 2022		
	2,942	
\$39.07 - \$41.00		
	117,758	
May 2022		
	3,391	
\$37.70 - \$39.78		
	131,338	
June 2022		
	3,515	
\$37.28 - \$39.19		
	135,063	
July 2022		
	700	
\$36.40 - \$37.23		
	25,864	
August 2022		
	3,081	
\$28.24 - \$37.79		
	112,456	
September 2022		
	91,508	
\$36.80 - \$37.50		

right">3,443,845</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: left">October 2022</td><td></td><td style="text-align: left"></td><td style="text-align: right">701</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$35.20 - \$36.14 </td><td></td><td style="text-align: left"></td><td style="text-align: right">14,434</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="text-align: left">November 2022</td><td></td><td style="text-align: left"></td><td style="text-align: right">1,103</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$34.53 - \$35.28 </td><td></td><td style="text-align: left"></td><td style="text-align: right">38,790</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: left">December 2022</td><td></td><td style="text-align: left"></td><td style="text-align: right">1,501</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$33.26 - \$34.84 </td><td></td><td style="text-align: left"></td><td style="text-align: right">51,295</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="text-align: left">January 2023</td><td></td><td style="text-align: left"></td><td style="text-align: right">2,052</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$32.78 - \$34.84 </td><td></td><td style="text-align: left"></td><td style="text-align: right">68,665</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: left">February 2023</td><td></td><td style="text-align: left"></td><td style="text-align: right">3,131</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$33.06 - \$39.03 </td><td></td><td style="text-align: left"></td><td style="text-align: right">115,430</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; "><td style="text-align: left">March 2023</td><td></td><td style="text-align: left"></td><td style="text-align: right">2,003</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$37.02 - \$38.89 </td><td></td><td style="text-align: left"></td><td style="text-align: right">76,214</td><td style="text-align: left"></td></tr><tr style="vertical-align: bottom; background-color: rgb(204,238,255)"><td style="text-align: left">April 2023</td><td></td><td style="text-align: left"></td><td style="text-align: right">649</td><td style="text-align: left"></td><td></td><td style="text-align: center"> \$35.79 - \$37.03 </td><td></td><td style="text-align: left"></td><td style="text-align: right"></td></tr></table>

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	April 2024		700		\$43.76 - \$43.76		30,637
May 2024			12		\$44.82 - \$44.82		543
Total			703,931		\$		28,108,445

During the year ended September 30, 2024, 54,060 shares were transferred into treasury, including 125 shares that were repurchased during the year ended September 30, 2023 and transferred into treasury during the year ended September 30, 2024.

2500000035000000703931281000000.2586900000The following table sets forth the number of shares of common stock repurchased by the Company at an average price of \$39.93 per share under its share repurchase program from February 10, 2021 through September 30, 2024:

Month Ended	Shares Repurchased	Repurchase Price Per Share

Aggregate Consideration for Repurchased Shares	
February 2021	13,082
	\$30.25 - \$30.96
	397,384
March 2021	12,241
	\$30.25 - \$34.42
	393,938
April 2021	14,390
	\$33.11 - \$34.89
	491,469
May 2021	25,075
	\$34.56 - \$39.93
	976,440
August 2021	141,700
	\$41.03 - \$42.28
	5,944,213
January 2022	7,312
	\$39.07 - \$40.88
	293,756
February 2022	

		170,589			
\$39.53 - \$41.00					
	6,908,864				
March 2022					
	132,054				
\$39.24 - \$40.57					
	5,306,885				
April 2022					
	2,942				
\$39.07 - \$41.00					
	117,758				
May 2022					
	3,391				
\$37.70 - \$39.78					
	131,338				
June 2022					
	3,515				
\$37.28 - \$39.19					
	135,063				
July 2022					
	700				
\$36.40 - \$37.23					
	25,864				
August 2022					
	3,081				
\$28.24 - \$37.79					
	112,456				
September 2022					

91,508			font-family: Times New Roman, Times, Serif; font-size: 10pt">\$36.80 - \$37.50		3,443,845	
October 2022		701	font-family: Times New Roman, Times, Serif; font-size: 10pt">\$35.20 - \$36.14		14,434	
November 2022		1,103	font-family: Times New Roman, Times, Serif; font-size: 10pt">\$34.53 - \$35.28		38,790	
December 2022		1,501	font-family: Times New Roman, Times, Serif; font-size: 10pt">\$33.26 - \$34.84		51,295	
January 2023		2,052	font-family: Times New Roman, Times, Serif; font-size: 10pt">\$32.78 - \$34.84		68,665	
February 2023		3,131	font-family: Times New Roman, Times, Serif; font-size: 10pt">\$33.06 - \$39.03		115,430	
March 2023		2,003	font-family: Times New Roman, Times, Serif; font-size: 10pt">\$37.02 - \$38.89		76,214	
April 2023						

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[illegible]

Note 15. Subsequent Events

Management has evaluated subsequent events through the date of issuance of the consolidated financial statements included herein. Other than the items disclosed herein, there have been no subsequent events that occurred during such period that would require disclosure in this Form 10-K or would be required to be recognized in the Consolidated Financial Statements as of and for the year ended September 30, 2024.

On October 1, 2024, the Company consummated the acquisition of approximately 80% of the equity of The National Security Group, an Alabama based insurance holding company (“NSG”). NSG is a

nationwide underwriter of life, accident, and health insurance. In addition, NSG is a specialty underwriter of property and casualty insurance throughout the southeast, other than Florida and Louisiana. The Company has entered into a contract with NSG to manage a portion of its investment assets.

0.80falsefalsefalsefalse185 P3Y falseFY0001490349 Substantially all of our investments are domiciled in the United States. Certain investments also have international operations. The investment was on non-accrual status as of September 30, 2024. The investment was on non-accrual status as of September 30, 2023. The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2024, non-qualifying assets represented 13.1% of total assets. The investment is not a qualifying asset as defined under Section 55(a) of 1940 Act, in a whole, or in part. As of September 30, 2023, non-qualifying assets represented 20.21% of total assets. This investment earns 0.50% commitment fee on all unused commitment as of September 30, 2023, and is recorded as a component of interest income on the Consolidated Statements of Operations. This investment represents a Level 1 security in the ASC 820 table as of September 30, 2024 (see Note 4). This investment represents a Level 1 security in the ASC 820 table as of September 30, 2023 (see Note 4). This investment represents a Level 2 security in the ASC 820 table as of September 30, 2024 (see Note 4). This investment represents a Level 2 security in the ASC 820 table as of September 30, 2023 (see Note 4). The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 4.743% spread on 9/30/2025. The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.29% spread on 9/27/2027. The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month LIBOR plus a 5.64% spread on 8/15/2024. The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 6.429% spread on 1/15/2025.

The interest rate on this preferred equity is fixed-to-floating and will shift to 3 month SOFR plus a 5.345% spread on 3/31/2025.

All of our investments are domiciled in the United States. Certain investments also have international operations. Par amount is presented for debt investments and the amount includes accumulated payment-in-kind ("PIK") interest, as applicable, and is net of repayments, while the number of shares or units owned is presented for equity investments. Par amount is denominated in U.S. Dollars ("\$\$") unless otherwise noted. Credit Spread Adjustment ("CSA") Non-income producing security. The interest rate on these loans is subject to 1 month LIBOR, which as of September 30, 2023 was 5.43%. The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2024 was 4.85%. The interest rate on these loans is subject to 1 month SOFR, which as of September 30, 2023 was 5.32%. The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2024 was 4.59%. The interest rate on these loans is subject to 3 month SOFR, which as of September 30, 2023 was 5.27%. The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2024 was 4.25%. The interest rate on these loans is subject to 6 month SOFR, which as of September 30, 2023 was 5.17%. The interest rate on these loans is subject to the monthly Applicable Federal Rate, which as of September 30, 2024 was 4.48%. Net unrealized depreciation for U.S. federal income tax purposes totaled \$(31,349,330). The tax cost basis of investments is \$259,682,623 as of September 30, 2024. The amortized cost represents the original cost adjusted for the amortization or accretion of premium or discount, as applicable, on debt investments using the effective interest method.

Net unrealized depreciation for U.S. federal income tax purposes totaled \$(38,550,032). The tax cost basis of investments is \$265,010,723 as of September 30, 2023.

Unless otherwise indicated, all securities are valued using significant unobservable inputs, which are categorized as Level 3 assets under the definition of ASC 820 fair value hierarchy (see Note 4). Percentage is based on net assets of \$160,307,773 as of September 30, 2024. Percentage is based on net assets of \$146,705,535 as of September 30, 2023. Affiliated Investments are defined by the 1940 Act as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company. Affiliated Investments are defined by Investment Company Act of 1940 Act, as amended (the "1940 Act"), as investments in companies in which the Company owns between 5% and 25% outstanding voting securities or is under common control with such portfolio company. Control Investments are defined by the Investment Company Act of 1940, as amended (the "1940 Act"), as investments in companies in which the Company owns more than 25% of the voting securities or maintains greater than 50% of the board representation. The investment has an unfunded commitment as of September 30, 2024 (see Note 8), and fair value includes the value of any unfunded commitments. The negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan. The investment has an unfunded commitment as of September 30, 2023 (see Note 8), and fair value includes the value of any unfunded commitments. The negative cost, if applicable, is the result of the capitalized discount being greater than the principal amount outstanding on the loan. The negative fair value, if applicable, is the result of the capitalized discount on the loan commitment. The interest rate on this investment is fixed-

to-floating and will shift to 3 month SOFR plus a CSA of 0.262% plus a 5.379% spread on 3/30/2024. Under the Regulated Investment Company Modernization Act of 2010, net capital losses recognized for tax years beginning after December 22, 2010, may be carried forward indefinitely, and their character is retained as short-term or long-term losses. As of September 30, 2024, the Company had a long-term capital loss carryforward available to offset future realized capital gains of \$512,539,871 and a short-term capital loss carryforward of \$2,591,695. Net capital losses incurred after October 31 (post-October losses) and net investment losses incurred after December 31 (late-year losses), and within the taxable year, may be elected to be deferred to the first business day of the Fund's next taxable year. As of the most recent

fiscal period ended September 30, 2024, the Fund did not elect to defer any late year losses. The par amount and additional detail are shown in the Consolidated Schedules of Investments. Securities with a zero value at the beginning and end of the period, and those that had no transaction activity were excluded from the roll forward. Certain investments that are measured at fair value using NAV have not been categorized in the fair value hierarchy. The fair value amounts presented in the table are intended to permit reconciliation of the fair value hierarchy to the amount presented in the Consolidated Statements of Assets and Liabilities.

For the 2028 Notes and 2028 Promissory Note, this represents the total principal amount and for the Revolving Credit Facility, this represents the undrawn principal amount.

Net investment income/(loss) excluding management and incentive fee waivers, discounts and reimbursements based on total weighted average common stock outstanding equals \$2.32, \$3.11, \$1.40, \$6.92 and \$(3.35) per share for the years ended September 30, 2024, 2023, 2022, 2021, and 2020, respectively. The amount shown at this caption is the balancing amount derived from the other figures in the schedule. The amount shown at this caption for a share outstanding throughout the period may not agree with the repurchase of common stock because of the timing of repurchase of the Company's shares. Total return is historical and assumes changes in share price, reinvestments of all dividends and distributions at prices obtained under the Company's dividend reinvestment plan, and no sales charge for the period. Total return is historical and assumes changes in NAV, reinvestments of all dividends at prices obtained under the Company's dividend reinvestment plan, and no sales charges for the period. Represents the impact of the non-recurring fees as a percentage of total investment income.

Based on daily weighted average carrying value of debt outstanding during the period. Asset coverage per unit is the ratio of the carrying value of our total consolidated assets, less all liabilities and indebtedness not represented by senior securities, to the aggregate amount of senior securities representing indebtedness. Asset coverage per unit is expressed in terms of dollar amounts per \$1,000 of indebtedness. As of September 30, 2024, the Company's asset coverage was 216.8% after giving effect to leverage and therefore the Company's asset coverage was above 200%, the minimum asset coverage requirement under the 1940 Act. Total amount of each class of senior securities outstanding at the end of the period excluding debt issuance costs. During the year ended September 30, 2021, the 2021 Notes were redeemed in full and ceased trading on November 20, 2020. The average price for the year ended September 30, 2021 reflects the period from October 1, 2020 through November 20, 2020.

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"9Y.OI."%1P.G64X"8(B*P!\@ZYBL^%)\$HZI*O+'S%* UB M\#JN8P?
(ZP3)4"9>|7&)\1%'W^TMZM0G *BJ"B\B*5WS6(E'4W,I^BC\-(QVK
MH=6^@+>H".#BZ'1%Z*!VR 9UCAQ^)^X&@CL.%G=(5(84Z)IO/.7*X8R"^\$WA#
M.EWQ^8A\$47>?I'!(("TJ H,X/G\IPNH\6?"BF%\$'7!#O@WE\BZDX;\$7,P\$DF
MVP&P41&@1<=POL2EB.K Y+!|H) "JC(F"*K%\$%!S0219U;E07DB,J: 92C(EB,#B\^51'
MHJC+2\$9 J>,5B.<\$^G%T!B5T4*? \$YM0G83DJ '-4./#0*8,24JAC8H\CAI8%
M+9TNO6,&".0\$4)&.FWPBH*0%G64)*.W#L=R8!C&53<[5\$&0GPE>HF0N'#,O
M)PMA%)/K^=R=3BS#R\Y&\$7,P\$FR,V S*H*IZ\K\^/'E%D1CJHSQ^ZL0.(A& M\&D%\ (R*
"O*1#\^O?%8M+W'\@E\%E\2W;,:MV"0V03"4< "41'\@1%;XX\,8 MB:+.IV2GLB#H\$A#&
MT>&-T\$&KVO^E,0D#;7D03T)&5 "-J'\H%,X(Z101\3B;-2?7.YVNATS0%(E M
(1T./S#8FB3A9(3R@#1*(B^(7O+WZNOP M%W?YD\JHR;X E:4ABLEUC.Y M^
8G\$VNX P/,0,G"<: HJ@(^J%CKN.S%(FB3BUUDC ,<(N* "4*A3\^1HYL M('EE^5Z-
@UNDK0+0146P\$AU2\$)^Z2!1UN;\.PV T0D(H@-|HD4'XBMZ =3|72<6^W
M*R("C\$;01T9 00*MH"|=5#QKT)F8M1T91;-30+ ".@,"J"G/B0
M4#=FYHQ#341Z1"FYCE\@!_XA+.):K+T13&YCH\$@ZQ)\$1<>HQN??3E8QX'F-LE\$-2
= *@+|Z)1Q^.&7@V<<<\$QZ20> /"H'4E2X\$4 MD^L8")(_@6YT#&)\\$*2R-AQ-'
:JN2++D29*8^4/C?;!ZU\$1C\$:9#,4'01)% MG?JRARMU; 3YG> |LJ;4^,Q(HJA\LY-
>K@+8DHI 0CH\$4SY<4MF@D,I4A@2] ME:"V0TW@!V8 GJT /U(1,C1D9,/DB2*.K6H21(Z
\$HJ@BCI\$CD)*=2Q_A\8 M*C(U)JDW XVHYM-MK=VH+ C9.0!R3&?
FQ.NU/%0?:^,KT:BB\^HE39<"+2GY1/84FW;/M'(V(Q"6|=K5B(1=1:B3H"Z)3J:SY' O ^E
M'10Y,9+21*T3G49GR>'6A< ZF5U*!W4+M'4S9+#[8J 76*[CE!2J&.B2\2U MA5'9Z1 [AL3
D=N*D(C)H#:(+00^RK4^7@G"<-"%!\+B IV3Q /8QO\ILL\ZH\ MRSNO MBB\|
YDEU41X@4I<9GNADTQ=ZX!;E+|JHM1\$MQ(H\&3K'T6P/LI";(MD(ZAB\^7U!;^9!
9K7IKN*Q'JE"%T< *! W0D9H /LJD*CY5DBCJ? ,I"YN\ M=FK0*I#"=@C*S3Q 9)\$47=GI+.
I \$AJ@OHX.C3QZ9%\$47>|L.Y0\$QJ@A#I M\$IKXL\$FBJ+MC =FA=1P\J9NB39*IB1! ?9"-
VZJ_9T@8&FT&=KK5@!VI<;CB MBU\OO'>[9;FXSE:+Y1\3;G)+7(F*5.L2]&
&JG5O#ZZU%+(QZ.!4\R1:T"0 MU 3&|W&PTHD9I@.PHE) 9,.U'4 0:S+ 97 MODL,\$
R8!1"2FD _LK(3'R=)%'7V1H!.V;\$.)'2" 3DZ. %9DD11=|OZ(?Q4 M*96D@^T.\$"4U
81T"4=\MB11U-T2Z?0-Z):.H\$ _2X8D00'V2C=T<.=PG\$+MQ M\$N.+XOU8K5;.2
@*#\$)YE-!UA+K6@!\&\$F=G60H _"?VLQL*".+^Q23ZQ@ (AC(\$GU.HT?.;C9J
M9ZB4\N.@IUB?9"0#(*".@'=606K97;YU7NY_K+;>A=EGGVJJ=IV0GTB_EQG
M;.|\$5,?|9IWD006@BFH\$K\$UW4M2Q?5\$RN8R 8!1&,4*'6SG _1P0&1#CSB)QD0 M
52D)E"E#M,:A)FF"R@E"6'SLD"-JG&X9U _;N\YLL.4I9F*R74L\V.B8&9C M(@[4%#-
PDC\$1X)_JQ^"4B=|V\ 8F\$B*I-KQ\$HR)"%:12X?)7PDE2SW5-NH MDD31T#0P@)YJ
E;Z9_:'%|O;O/ ^%-6OZS\$C)US*\E3%Y#I _#C 2.O!'Y]-7 MRB\+DI+K&
A&1P0B5:BOY+! "\$@ "G'KV<9*0#.*R:X+"Z\}7\U5FR@%66'!XN
MP<@&AX_..M,W%Y^|\OVZ6|8J2K?DR2UG;JIA3#%4
SE;_'_N"1)9G*R;7,1",3W#@JU2TX0]=PO\G(\$.[QA*G8;L%!\B<\$ M;M:EX^_6^'\@:++%
|KA12:C"EKJM0P"J5A-@V=E\$&'RO3Z(:SI9*R75\!R.2 M:&8;..3'6|(R77\!N.-:&.+PS@ (7\5
25Z) "RP)K# +@V8OP),E@G,DD;,' MK'%>|M0M?,Q03180+";7L12,-**9K?
F2HOL>#9QD\ %@P9K@^+HT8O\|@0PKT M>W3-0BF+\$E^% T\A0 36!;?7TD;GN(>L%
CX8.@D7&\$-N,(ZGMG00PH-?#1P MDJ\$'(UK @ _LT(IYH&&BJ+MKY'T'3 _Z(*
!3]&.V9^92%%&#Z;.,F;#P L MUO',WGS(^?9|>)[9U33C(0 M ,!FG/?^C _"<6 _?'>K)QFN
"U3F9T7?V63 -SZ:-T48PH#6-F&8&6/ M\=LH'<0NHJCK\<;2PW*= =AK@W.A;W?^XN?
ZZFI_B>51V\|F 7P2&1\1='Q1K1 MP8B87,?"%#@X+ZR(D85TB\FU#020;D-
@M5F\1_5311UZ>TX2B.L\,3 L7\ M: +%F\ ?RQ 4|WYQ2Z^8,6 =+WT;D) M\BT ' &X(VO?
H+.,GAA-%W6\WAAR:9?94\0, _WC?=O/K _ZAZM?W&;%XO-U9\IC\N;S3:O_K>N-
M5S8=@E? _XZX./\ _R(O?RWR^7NZOJ3W==;%9\I?IN\ZXWQ;>LN'KJ?:JUL\++
M5IO=NMS+9U=7BUJHZJFO(C);++VL\$MK>;+ZMO<5ZKU&UFNUFN;C:=SC'GFE/
M305=S%;G6?;FSP07V=EJN+9*B^AY.?YC\ _5S^5L:25W^*|. ?S^LJE _5U4 _RZJ?W?
6G\|L\JOL2 _XN*RKSMJXROZXN MQ7\?:W-2++
|&ULM59K3\LP%/TK5H8FD("^\^AIK(ZUE;):6HA"BP M#X@;/G;/6#AV9CLMVZ^?
G:2F+2\$:40/>XW-.8E _WUUP\RP1 H9>4,CEP
M\$J6R"|>5\1P12+;|Y!DS/+A(L=)=L71E)@#15)*W<#S.FZ*"7.B?C%V(Z(^

MSQ4E#&X\$DGF:80%["]2O!X/O; 9NR3)19L"-^AE>PA34?78C=,^U*#%)@4G"
M&1*P&#C?_(M1S\07 0!\$UG*KC8R2&>?/IC..!XYG" &%N3((6+16,)*#9"F M:O"=.R2)G&
!O4&*K1K+3,L8<3I3Q*K9.#T'!3# N=4W?+U#ZCTM W>G%-9 M/-&ZB04<-
.^EXFF5K!FDA)5O_%+YL)7@=|Y)"*J\$8#^A|4Y"6"6\$A="262'K M\$BL<|05?(V&B-9H%-
X4V5H-8>8K3I70LT3GJ>@*\$X\$>.,T!30#+7(#^1\$JB
MXTM0F%|Y@L|0:PI&K,L5_(47<,** K1XP32&8@G'78_043'1R?H"!&&|A*>
M2|QBV7>5IFD6<^<5I6%)*7B'DA^@^"6@|BR'>!7"U/BLRV(@B=HL
+6C6\$10^>'C:0":WG88\$7?M#SOVL=B,8*4OE49UN)VJI'=-O|0F9X M#@-
|V<)>8@5.|/F3W_&^UDD^\$-B.2UK0*L)/:IG^L"AY_\$:*D/&G1,N90G
M=9)+G':!8PZD573F!Y|?>U?:6MY&!6\$O|FH'9)M2|+=2/).8"87((1F2=@* MI#)?
J8YDB=|9)AF\$?O!ECV7CC?>2"P M'<%=*|C|7|97|Y &'ALQX">.:!WH.W5>
|MQ?.,^V|K@CKMK:B2H|M5@U(0 MRZ(T2S3G.5/E26U';?7_5A2|O?&AOA641?
P5IKQ23+!8\$B81A86&|Z|FLH MRW3943PK*MV,*UTWBV:B;S8@3("7W"N-
AVS@+TK17|!4\$!L#!|0 (,F4 MD%F?/3;+P< #&PO=V|R:W-H965T? M33*, U@A=94W;0#
|Z|>|OY|/;'-VS|7W8L&8!#^S-".!PLIEZ?#83%;L(P6 M)WS)BNW'#^71^|G9V/
AT12|E,:@FJ_JW9!4M3 MK:3B^+5\$51MZH KUS|_57Y>=5YVYH06|X.G79"X7YX/Q
S9+5VE|B.?!.V M'0JUWHRG1?D7W&_+!@,P6Q629|O**H(LR3?
_Z<|M(FH5(.ZH@+85T&X%TE\$! M;RO@?2N0;0529F;3E3(/EU32R9G@|T#HTDI-?
RB36=96W4|R/>Y3*=351-63 MD|+35<,O&.T6 FF!E46X.DEDS1)BV?
@!9@JL|U7*0A%G255Y?^60GP M-
E^S0FY.O;".KM^Q|(:);^KTY^DE>/KD&7@"DAQ\6O!50?-Y<3:4JC|ZJN%L M&_O%)G;4\$?
N4+4| #IX#%"#24OUR_ ^K8KCY46:Q2B:I4HE(/=^D=EJ;K*Z4#
MWDJ6%=_;.,@K_.;N))S,H/KO*# M7>J3>J3SG|A,|U+V^U9|LZ>|!\$VPD!H%,-
H)|JV8A&)>8'O 415PY S8W\$|/5=C+ ME8|XBJU9"F#U8&D+VJG:|H
|Q)&8E8%0E8'2,9|O(9WX|B5GY&5?Y&3_1V3)N M>|,' 2\$|FZ60F04=#Q9XBJ^>^\$ #
(Z>|G:|H|B3F)4 &|C0"(YAX6VKGE+D M2|W.40W&X,-MO-
6H.S2,@G"TX^68CB,;G:W8S24 YV0X+ R=EK9+=M|H|Z# M9*!!&8B/8F8G0?
7.D2YV|9.^>Y#YDG-3H;|+!@>Q=9> M.4"324=MC8|!-U U,?6X#|P*&"|H^@|
MLH4|)P91H/Q4=SO%>)|J=E3'(:BD). |G._6Z,|1M Z7?%P(:N?AL20F|2|
MW3|NOG="T7MVQY.:G;/_=-Q)L#|SH |!C@B X|(|PR385J/^K4#"(|7QXM MQ5
0|F'|>PH^K)S4|9P8C47@4|WNE2U|J=HX,72+W M+
Y^WH|:|H|&+7CWUVU+L3\$B<<W.EK<4&|>H8W8?&TC#;DASFO@!
MM.|JNMN|X^E*SDV0(#|C>|U|)3I?G:..#-%A|US??DMV!Q!5*^U|\$\$++|65N9
M=%/9X3>,&^_>S?8VPV/,YV&#A9@W6SO<7R,23YL,! ?9;T5>X5%7VIVC@PL8@|K
MKKBYG#HB-1-O>W(TCF?_(FL)OF_OZQ2N00|)4*0>O;E%K|XG4BSY>:O=/% M, "
(YRG(L|8J(OM3L'!E\$)|Z68TESG37&<7,;3|,8A'A\$<,>6)<-HQ,UH70Y^ M.->
|6^P|B(|QXT8,VY&C+-42KVCG2|W.46W?FX>E6M)<@FW;/|-2S+&!AABT
M(FZT.LCG;CQWM|A|!#|!C=HT8KB-'6;LE7K'.EYJ=(X-UQ,/:K5NCQ^|9TES< MC1
<==P(AKN(F|L.NA'<|YNL?<@A8\$'3%(1XZRC\$N|THO-7O_KZ&_T,R
M|E:COLLZPN/Q|E|LEF)C-.|R>:CIRSYC4"=THXU_8NF) TR4%2|!&"2D-%
MLS9MF^W,8%4D^1UX_(+6- U SF7X(:Q',RH9'=<)/^J&DI2+EB|UB)A@HK9
MXM<)^&1?H1E?Z7;+H|X#F'H1ME|!ZDKY+LS0-+%Y
MI>@>=%7=)7H"4W:KF@L.1,I#80*6S.9|6;ZW&PO=V|R M:W-H965TV2=K|J6L8@@@
M"/SB5-^ML*L3NQ++|>DB3@K^F.I/*;#65)(.0AN|XCI\$@+ 8EL85LV|.2
M(\$IGJ|/BW#5;G=),Q%%*KAG@69(\$|-G#V0S.'D|B.ZV(C|AK4YWP1VY M(>+3|HK)
(ZM"".:|I#RB*6|D'|P/ MSV9VSHC\$9"URB\$#^NR<7)
(YS),GC1PDZJZZ9#SS|_(C^KDA>)G,;.<')|XRI1 M*+9G,W|&0K()LEA|H |_DS(A+|=;TY@7?
+|%#&6O/P#KC@B;E8,D@B=+|_ ^!G M68B#=#K&(#*
:@YP.D8@,L|N\$ATSZQ(ZVT@M4IHP^Y=\$2+?|0U*88+;.)
MTOPVW@@FOXWD.+%Z%T0,? |BC(K\$O", \$7F/!>';XD(HI@?@SFXD<|F,4\$ MT
UXG|X3+O8Q8AL(|D3<\$GN20RP_ '*7R?/SZL37*Y+<\$09-GOIT|Q8PVE|O)0|X+TC"O^G*
MN;^:H|J:WB5.^"Y8D|L9;.PJW":B3=BJ1K M)'F=L?56MA4.Y,.-J-
@2|H+PWZRZBQ2L*1XR;L=YF+;17K: M7D7,;J*^"6)) ^2A*UW\$6RKK*#KT+?
NTI4R8;CLA8)"+"CW7,O1:E.438QFZ# MNB,;|7T7ZKDO*NX+(_=I-
A)!8NC_T@(|J1R<>LHIES>@V.P8321#.:>:13KV MBQ8KSI-Q@WH|:|+\$2U_/W*^8^T|RS|
(.|C|JO|H0-FOP;43*2-) *3|H:LI1R'X%W\$N "7\$9&Z25@"+FF0 M5LJJ3< (/|3E3X56+P92Q4
O*H?EY:8JSD1H|>(|HP"-@MM;\$DN8PT?51|ZR M.2|U80L'=6D+5,(-S#F48\$'Q1C423
M&HBIT.K%408"&36XMT::87K-N#+?|4#U5)4=0&8L,\$)G45OZL6/;39TU\$WA& M;LI#

(+.'&*?\$.J.T\YLAS%TTET\7!98>-0,I&(+.-&*O#90@ASV;;;70U8V4R MT-
F8Y!..F_&&9*/O'7Z\T*#=R"S\^BEXV.,(3F,!ZKGJ?P*,ON57D*/VGY% M_B1
S6DSL5M!RJT@LUOYZT=6S'H+? F8O"B"=E_QM*#0=DF0JNO\$RL7A.V7 M72F>U!-
A58OCO)\$V+R(TE?V2YBZ1?5AT\EJPKREW\76@Y4\IP69W,D*R2^3: M2K-
G>9ZL28,+ =U%AZ;A@|<49K,Q3H!QVV_,/=P69%TIW,VNX=>JHHU\ORPH<>GG9803?
5.2KEQV;E'_S MV7R;P5(Q\$5J\,I#X.7+ZNBD)F,JM/H\5V4RG-ZO3,QO79\A\HJIZ\1?JR#/
M\GCF">4"+,?&"&T9N2A_,Y*:*6Y"BOX9B\QCC%-
H,/KD+;EL@YUF"6%WQ08\+CMGEHK\|CJOJ;+7)\TVQ
MM:UQ_AR>7.RWZBF8_<[!JX!)F>\$@)AL);;|>R!O%HOQ\|@>="[HK];+=4")H4
M\|&PO=V\|R:W-H965T\|>9XO\|@V'V71.XR;L 5-^|\>6!H' M.7^;/@ZS14J#61D41T-
L6=XP#L*D=W)4?G:3GARQ91Z%";U)4;:,XR#|=48C M\GS\4_O3
MQ'>*@++%WR%\SM9>HR*5>|9^%&\N9|<H^@1C>@T+R0"_O1\$)S2*"B7>CY^U
M:&_UG47@^NM7\8LR>9\,?9#1"8N^A\|?MP;|= "/@3+*+JESW_2.B&WT)NR M*"L?
T7/=UNJAZ3++65P\Q\|S85(!R\U(=8"-P0@.L;|I Z@!2)EKUK\$SK
M/,B#DZ.4/;.T.;W5BA=E;EY\7;*;J0_YSF01AE\|)%'=?,WG=DRHH@JHAN@R0\AZ
H/KIJOVHV\ZG\WPG M05?TB4;(H"99KO!EF?+
)YKEU4'G8RF3\1W\|L=OMF?|1U6XCL2D,CJK M,CJ0^M\0Y5F%>N6L<58^71B.Q8>6T?
#I_4\$%,T\E|C>JG4-7?5-1?LVAU- M0L:B.SKE6VJ&+L(TX\LR\QW0=,87;\$@R58_'5700?
FV&ZDC;:D2WJH2W@'O
MZUZ79>Q(3"JCORJCO_.^|K_9B3T7\$V\|C5U>T&H|=HM\31ZN.C<".%7VJ-N(U
MS>=LOB+V^\$O51UCF,IFRF*+3Q2)EP72N*O|. E)FXU5F8U#Q6\+NB\T8W\$>T
MLCU56K#&=9#^X*CWOY!&,U5.VT9+"=F68 D+%+P-DD>*^M\|+=N+CTND333D+
MOE=Z-"Q%!NX\|OD.+H\|MCL@|U0R\$XW;.:!A0\! ZO0(0-M"DD)\L&3C;|
M1\3\UYBCG"&QCUZD+\$:G"=^<4\|46;%=FS>M1O^<5AK*K+<)E?/\$(D^|N|=|
MX<,DY#?P=[0=*,M2DRLB\,H^9+ZR.P6LKM3D4@K\$LG=A+/LM/6\$R'F_XCJ*5
MHJ\|V\|\$%8=DP8AD;CT;G'F0AY\|E%0C%ZX>^!>4%|;B\$O:@^"1.PB M^B,JG_K%(^@=
HQL#9'L\|!;XFGVGVU"Y3P%)MDPH\CYS|=G!OL/^!VM\!V.
MU.3)!H%9V#I@_|\\$@<;4M95=JMCR(S6YE +C.,Q* M&@<:O?\$6XF_,2L:C;R&&68LN
O#W&5N/I#.A&4;|S&;I3(P'R((BL#30F;F MHQ&9L"@*<53 MW\,<|Q"!1 0&D9T\1Z/?
E*RF5WJ\|(6OG\|F DV;";OUA.X5,YL%|K\$V\|F \B M IZ(<|!#&0D"0:EW*CM3D4@H^(S
\$P<92!TN39@|>|+2!OV+;% 1Z\$1B\|C"U(MHW-+IWS\HYME.ITW\$"6LL&VF
J@(/\$=D:\$BPR&M^Z"8-I^HL\|S\$1+_.@5FG ME2W!4DTC-1BU;8*"F0C,*KO\|S\$ZS?E/4^YJ.
<05,..3#&??R\|_!|?Z\J1I4 ZS M@%O!4FV'V*[4Y,0%9CGV;N5 R)8ZU)VI":74I"= S.49K\$-?
GL8Y'DCLKG8 M1M%L-/ (M\|;&0(YC,@9G,V(WCY)\V/"2%W;|!6XW;|Y'P?\$U.N #
(71A_8:NI@>4& O6\$T MBD886Y;?8#2"IER8ILR-1K.*2C\GIE%H830"EUQXVL?0:&
1_3R91L#\E(TK MZ,6%Z:65U6PU2Z2)JM>ZD9:<|H5,R?U#EJ)Y2X 16/??X NH_ (0^&D-
W=|!:'5JEI0N'Y,T\PD;>A MD0WWN6!|! 7-I\9GZ\4Y.P%-WGC0S;?
3M>5=Z4F7P(J2,V'F4AS\$6BG9^YJ M->GPQVI8L^8+\$/-A\$#,V*5BG=3*.*P6-
KQWU!7/Y\|S\$20F6'!(JW3A+NTI?W) M!1"DY.,DU;|8*G698 |1HIUUOPX:H-EEO\|@K\|#3?
M:F2P?NLBP+V%KD =MKMVM)*;I8WD3EPR5>TUUSXW5IZL;Q9R6MT?
9^/S,_C2L;O79(EL\$P #6X!;!D !X;."JW;W)K&ULK=U;4\O8GH?AKZ)BJH;25;W\|D@|
)J\$JB<|GLRYV MS84#"KC;MMBR(\$G5_O\|C&X\$0"&'U?ONB8T#K69*6\|0|=UE^??
A:E7YN;/^\$ M7ZOE>O/YZ*J;C^>G&PN;_+5?'-
?JM_SRXM/Q5VU7*QS0Q0V=ZO5O/S\|5\6/S\?B4>/WP@7 MUS?
5\|ALG%Y\|NY|=YE%?)K5\|NOSIY4JX6JWR\|611KHB^&OWA7'U^6BT6Z-\F5\6.V*^>
<^_Y8OESMINQ\|_JM&C MISYW#9^_?M35_<9O-^;|?)-_*Y;9XJJZ^7QT=B1;U\TYUW
M62PW^_||+/Q^6/9T>"9=WFZI8U8VW;|!;K!_ ^G?^J=|2S\N+DC092W4\ZV6#\ M1H-
QW6\!; ^3NL'DT;3NL'T98/9&PUF=8/9H3V=W@ M_&6#-P=N\|#ARHT,W6WP;|(-
'6WP<;O'5>+_9Y" Q8-'7'P<IO-
GD<=O'@<1.3%QZ\$7#QY\|7'PQ5>C_ ^90X>/H2Z\|&_TFCZ,O M'?Z\|_O3+?
O#H2X^C+^U' ^3ADVC_,2;/J_G%H+X*92\Y;?>|L7^LW#??OOI
MM5CO/K:CJMS^=+%M5UU\+B-ID/-JOEAN_A#^(221+'SX\|S\^G53;
M/G9+GES6GOG@26\XHN 4Z^IF(RCKJ_RJH\WU3GNI!SC9KNK3%DJ/6_A5ZA6_
MW%T?"Z\IGX(TDB8=*_2MO\DS_RV,I#=#;R_VMU?S\|L2");S97^IO+^>6Q(#ZL
MN\317.UO\A;WVTT_WS<7.YIK\|VUZN>U\|M&LNGG4TUP\9^?VN\$V<=S8T#>I=F
M^>;CKC?B(;WAWMQVJHIE->|"^/IFP-G\|Z;.^6=PYMWC;O;W\|RUZ_P#\|OQ8?/-
M\$OPP\|CW-PT.V??+FNRXZY&VSWW7BM*-Y?BV
MC\|Y\TR8'CWMG_2=;;|;|S;/#MGS6W\|O\|J\VV&23E_?

YT<7_)DD9I"826(6B=DDYI"82V(>B?DD%I!82&(1B<4DEI!82F(9A+5R;_*4
M>Y,^>+19I-7PF5QGY?SZURXSL-TILJV.V.S-!?!\$!3+E_GF=D?
PZ)N23FD9A/8@(&)A206D5A,8@F) MI22605@KSZ9/>3;J>WDF_%Q4-
+*Z\$.:WMV5Q/UJV!5RO/33@2\$PF,87\$5!+3 M2\$PG,8/\$3!*SIN\!-F?0V(NB7DDYI-80&
(AB44D%L-80F(IB640U@JXV5/-MS7H#+LSOB^7!8GTM7);YU:(2?
LPO%\M%\5M8K(4J+U>;KF#K-8<&&XG))*;T MI|JQ\#N?EUW|1R770B,QG<0,\$C-)S"
(QF|0<\$G-)S",QG|0"\$@M)+*"QF,02 M\$DM)+
(.P5MR=/L7=Z=^+NZZ4ZZ6&IAR)R22F/'W_O3T6\ZKR1I%
<<&FXD)I.80F(JB6DDH.806(FB5D/ MV/FS3_W1\6@V?G&IK7.IZ7E[*>?
H36I'=9>RB57WR,QG|0"\$@M)+*"QF,02 M\$DM)+(.P5A:)HZU\AV7.0U8\#2)4DU%-
M0345U314TU'-0#43U:Q:>WX<*CFHUJ:B&J1:@6HUJ".BFJ9936CJEG,YG%WICR|JL-
M3UB.O#" M5K\V.*=(348U!=545--034+#+/>.JO7WWYP>I&:C&H*
MJJFHJ&:CFH&JFH9J&:76LOS@|*+|V/HIVZJ.:AFHJ J%J!:A6HQJ".JE
MJ)916CO>FL(@8N\ZXMOQ6JUJ%:Y>GN(EK\W0/K?&AQU:'405%-0344U#=5T
M5#-0S40U"J7L6GL1=2-I^C+KT H@J.:AFHJ J%J!:A6HQJ".JEJ)916COK MFF(@NUJ-W-
6S7FQPV)&:C&I*K;7.2TE323Q|=VX:VJ%B/W%0K3Y8BU6!::S1|" ML1;R7J5B?7VWV-
SLC_.*\5_KT|^='|(:@FHYJ".BJJ.:BFHYJ!:B:J67I' M\$SJ#\$8*
<&GK^H4_I.9>'|ZJ83M%X(JOFH%J!:B&H1JL6HEJ!:BFH9I;7C
MKJD<(O;7OY"W:288ZTU5WNT"[D\AS*_RU>W^D21^N;C_Q3\IE|6-O\IX/ M+_N#P'V#?
-59*_JK?^>#;O\$M,H)J2JVU|MX67QX'HA5%4\$U'-0/53%2S4,U&M-0?
57%3S4,U'M0#50E2+4"U&M0354E3+*T=C\$V-\$;&_R,CNT1."6U3Y1OBG
MDZ^YV5GX?J^97#"H05&4\$U!-175-%334LJX07VJ^/:.@&JA:@6 M=>SA66>5VACM-
T&U%-4R2FL_6|JIC2*|4QOE;U3JZB>'!AJJR:BFHJ)*:AJJ
MZ:AFHJ)J:A:JV:CFHJL:WW7L#VT1Q_5_E0+42U"M1C5\$E1+42VCM';<-356 ML/X:.*^U|6>
|6F_SRKMS&WWIWH:\SZJ J*Z@FHYJ".BJJ.:BFHYJ!:B:J6:AF MHYJ#:BZJ>:CFHUJ
:B&J1;6VfyU=/:JA*KZX%0D-1G5%%1344U#-1W5#%0S4GL>,T%YC5\$M0+46UC-
+:>==4>9'ZJHSX!|RWV4\CKC7Y2S\$V>SU MIO|1+\G04MR_R\GC-3_BW<.#<JGY_<
"BU5M034\$U%=4T5--1 MS4
U\$|4L5+-1S4\$U%|4\5/-1+4"U\$-4B5(M1+4&U%-4R2FNG9%/G13K%K@2B
MM5Y0348U!=545--034U -5"5(M0+4:U!-52 M5,LHK9V'3:T7J7?N_"YI?
W8X\$A\$R|V@FH)J*JIJ*:CFE%KK<>,=ST|W\$2| MM5#-1C4'U5Q4\U#-1|4 U4)4BU
M1K4\$U5)4RRBMG79-)1>IOY++V/M>T&(N MJ":CFH)J*JIJ*:CFH%J)JI9J&:CFH-
J+JIYJ:.C6H|J:C:I%J!:7VONS"Y.# METP/7C(I9,E6"HV;(BSC_B(LT7R9/SY:2/BP6
O1S7R|/_|H"J|^:F@ H9J, M:@JJ:BFH9I>:/GJP9-3|=GIU+
I/6B@W9JH9J&:C6H.JKFHYJ&:CVHJ|JH6H
M%J%:C&H)JH6HEE%.:^N:"BSC_@HLSYXO=+M|OM#NX>G"9I=W^^23B^5R7FZ:
M|W: '(%J5!=5D5%-0344U#=7T6CMJ%H+2I'@T?AF!:+D55+-0S48U!|5<5/-0 MS4>U
-5"5(M0+4:U!-525,LHK1V!4A.:_259W+S:9E|QF>=7G><8^YL/3C>T M
@NJ*:BFHJ&:GJMM2Z#G745%S;0?DU4LU#-1C4'U5Q4\U#-1|4 U4)4BU M
M1K4\$U5)4RRBM'7!-=95Q|VSU@?>0|&.#XPXML(OJ"JIJ*:56FM^XKBK-KN.
MJFN@FMFQ%=(I6)J^V@H+|==&-0?57%3S#M|[#?M<|2NIZ1P7H&H:H%J%:C&H)
MJH6HEE%.:X*:B;:EWT1I,T7: ^'#LMAL_A"*M9#_JA:KZ|O%YF;WE//:VV=
M:=3K#DXC4I-134\$U%=6T6FL=+G5F\$=FK@6KF@=M@H;W:J.:@FHMJ'JKYJ!:@
M6HAJ\$:K%J):@6HIJ&:6U\$ZTI63+N+UG2.YU|6(GG_IX&9QRIR:BFHJ)*:AJJ
MZ:AFHJ)J:A:JV:CFHJ+:AZJ^:@6H%J:(A&JQ:B6H%J*:AFEM?.R*7R?I@X
M#DSL'J.%3E!-1C4%U514TU!-1S4#U4Q4LU#-1C4'U5Q4\U#-1|4 U4)4BU M
M1K4\$U5)4RRBMG8=-H9-Q|A3QH1?ET%HGJ":CFH)J:JVU+H^<=LUWUM!^=50S
M4,U\$-005;%1S4,U%-0_5?%0+4"U\$M0C58E1+4"U%M8S2VG'7U#\$9|U -5"5(M0
M+4:U!-525,LHK95\DZ9ZRJ2_>HHS_158W:UZ|WCD)X:&'ZK)J*:@FHIJ&JKI
MJ&:@FHEJ%JK9J.:@FHMJ'JKYJ!:@6HAJ\$:K%J):@6HIJ&:6U@|HK3(1J3M>
M)F@!'%52344U!-175-%334"9?%?5|N+@/>/ET1|Q\$M.@*JLFHIJ":BFH:
MJNFH9J":B6I6K3V_""L=GXY.V|=@|<|Q-F+1Q|Z+JYJ.:AFHJ|0:V)H^?|
MM|UO0|3'" -5B5\$M0+46UC-+:R=042)F0!5(FKPLIG'7>4_BMO|O!L?.ZWYG4
MU: ^"|JNBFH9J.JH9J&:BFH5J-JHYJ.:BFH=J/JH%J!:B6H1J.:HEJ):B6D9I
MI2AK"JUL7PZY^B\A6_B/SS>W^7@8S%2DU%-0345U314TU'-0#43U2Q4LU'-
M0347U3Q4\U\$M0+40U2)4BU\$M0;44U3)*.P=G4\JE,L6NUJ'U6E!-1C4%U514
MTU!-1S4#U4Q4LU#-1C4'U5Q4\U#-1|4 U4)4BU M1K4\$U5)4RRBMG8=-O99)
M|_SWH>=\$T9(MJ":CFH)J*JIJ*:7VO/SS9-15!%@

^W71#4+U6Q4%"W1@FHRJBFHHJ*:AFHZJAFH9J*:A6HVJCFHYJ*:AVH^J@6H%J):A&HQ
MJB6HEJ):1FGM/&P*N4SZ"XH.FI6
%G5!-1G5%%1344U#-1W5#%0S4T#EG'0M7)1S4,U'16"KGTK'DI?SEA
BZR@6HOJ":JEJ)916BN5IDV1E6E_MD95A5^=J/F5G'KBP,L9"_W=#HVT\;\$JW3,G2+?
W8X\$A\$R(N@FHJ
MZO1UZ9GNI^BAW>JH9J":B6H6JMFHYJ":BVH>JOFH%J!:B&H1JL6HEJ!:BFH9
MI3VDW5!-+SZMIO(Z_Y8OEQOAOJAU!+,H_JJOJL7_U!+P04M"#)E)!9'-'1N,P\$#1%P
&0'AL+W=0;0@3XGB89GUA;(7;7MLV76Y)B_M?D5W))-
OUI2E6,A;MK'YCA&*IS2Q\$;.\$J@ICC-K.BZ>W;/IF.8BB3-RSP#/
MTQ2SION2T,/ \$@M:/P_Q9BO4WLZWN\$-
>23B1^Z>R3N/I EG%*KB>4H1B0A2Z\$@L/S;DOE)\$H4D>?Q;M@5KUF,KQ^/H'^FT10
QF@3F9T>3O>"6V\$RNRPL<9Z(!WKX2*J?(6W1DO M?
L&ALG4LL,RYH&GE+!FD<5;^X^15(HXO_K^!1SJ5GA!UV!.%@+<<9IC;\$G
C'+!1<7GQSEX^8=>/B#/RU MI3G'V8J/:2%)*6A161&8E010#X%'LKL"KO,> (=Y&O?
Y1W=MKLM ZOS@>I MH +/I<,"/SK/I(!W F2\G\TP9;HGAY=+>)KOL-
+,K'D*N6\$18DU_>5G&#B_MZ4_\$%@K\$6Z=">\$/OVPV3"RP8*
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7IU@)Z1T5%8*L6@%"HFXG8O6KPINB.V@69OND\$HZF2O: ^:-
H./WD&LV8VC>/HM"=LJH&G-. MV5-1TXPES8QWIE*^%%H[^F:GAMZKEC5H5)G)^-
".UD-%(FK7V:5M_*^G MMD&-H@@">#K?C=CZ7!3&AK-491#+L1
M^,ZI5C8AX((&NT!C3OZ4 &-GI7_%X@&(_M&,\$#S%O1JC39JP\ P8V05"W"+
MEW\$2BR=SF36"GEU9+H36/ODVB@(YKWOV-0J6LP^_%T)K)Z/1*BL5\XNLP-X
M/646==6,/"V&)\M"8X6@WW<"1D?-#K/F.;>(HJZ\^2,G/)5H&C,4>7V'8-2H
M(&160<,UL@ (8)-@U,Q%LA HRJQ3,);R\H? (= &,0>,%LM\$ _PGY2BHD--
G5TD7\$XD!;*NL'M+:P>Q M., ^S%<.'K(-YI5O7JE'K,R5L4I20.5@JA1+953^MVJ0W13?
W1#GRKV?(U\X)MY)NBLVTW0Y1I4^8;>*,@X2LY7#.52B_&BM;S>6-
H+NB^;J@0M"TN-P2O"), M&J&_0_4\$L#!!0 (,F4D%D" _HP^._0 _\8 9 M>&PO=VJR:W-
H965TS M:20.AA5(BZ!NMH>B#[1U;1.51(^DI7: _?
J2D2I8MV+19K2(BX8AM(U9,EXPF1ZI*O;+'A0*(L*(EM MUW\$&=D)H:H7C[-
XC#1=L*V.:PB-'8ILDA'^ _@YCM)Q:V?MSX2%=KJ6_8X7A# M5C #^;1YY.K*+E\$BED
J*\$L1A^7\$NL4W4I)?7 5F+ORCLQ<\$YTJG,&?NJ+JY% M\$1O1C""&A=001!UV,
(4XUDB*QS1%J%7VJ0,/SW^@_Y\$EKY*9\$P%3%O1-(IF> M6",+1;
DVUA^9/L_H4@HT@+,%HOL%^V+MHZ%%ELA65(\$*P8)3?,C^584XB M^V<"W"+O33
*P1+-&<69;6/9\$D".V1URW5FCZ)*M-%JVRH:D>QIGDZBE5
M<3*18UQ%T'0ET.MID(3&X@UZBV9JND3;&!!;HBE+18MI1"1\$;";500VC%/K1
MK1"@SD@:H0=*YC2FDH)0\0^P@QAAI/DI)/@7I2MIDI>OWJ#7J%:(H^K=E6 MJ#
QMj7*0G.Q%P7CNYRQ>X;Q##97R'-^0ZIC^@WAT\O#07JXK2I1%M M"^AF M>-
XYO)^JU.<'!8?>J8;B2U,IK\IYK\U\$K\1&[*B:76L _^ RO\I1<1<'YO M*DO/8+4R>669/!-
Z^(E)\$JOU-9>("K\$EZ0+0@@@E=\$HGFL*)JB:AKM0&.&51 M4S'R'H*L!RU/NQ
/1M=C>W>8Y&DCUPFJ1C7R?DG>-Y*_;Z =;:DF+-= (@)S#
M#FJ,CPD;NVX>%608D*#,*3#F=)LP+NF_-J(V#\$I3+L%)+IX_/,JEHY&DC-2//K#_L5-I!
M>1IU,^>)&W%&_WG@>JY'[@CW*]*%G@U"?3=?D*A.%S2ZJO>8.&PS?<4I/X9-
P992PT6!TTN;1Z>=.X!^GJ1R^!E?&!HN= MC?Z&OL#PFE%:ZU!:/7/_TJEJMR3:W9/?
4BVN8O6 M!6EP7F>,C'NP V0V7IW5V(S;K<.:":7I%9.SC4IN=.*;<9KG;AW^:16SLPU
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\$0K=8B>S&8CC=D!7,0WS;W3(X&%4H8)9#RB*:(P7)B7..K /N90BIQ5P1I M?
O",BJE/I;!K?AQ# SBR"&A<@@B/S9P0SB.\$2=0Q3@AK5-S/%P^<7I,1YM>4GFD7"8T?
AI%(KUQ!@9*(0EV<;B@>Z_0\$G(S?6-;Y7I0O94T#+;9#DGBFHY'X(B"#3;-I
MQ#)IB98JY,L,M27J*,WB/A=,SD923TQO*),4:KBZ'T @D0Q_X^HKG,KW;M Z)+=)L*8;
%^00DLXW#!;L*!/10Q"B !X%NN5\2I(%H!GE@E^@HFSY>SU M#IA,'C07)!M60
JRB\$@:=B7_W HNY(PTJ,#^B+/-_3^W0?T#D4I^KJF6RIG M^7@@)/N,PV!1,KTIF%IF&
(+W=%4K#GZE(80-@\$&T@F5I\ZP7WJU86L0Y;"Z1
M;5X@RI0/8QO/I+R'_1+BU#MP(2_KO^(8L8&+(A9 #VX\$Q_?47I)F_J4+4)UC0\$U@C?
\$X5/D>'ITQ""! M/I-%%\$?BN?
1RH,%DILC91O#;FJYMDS!W:%GND+8JLVF4"U2BV"6CO.)^A5!#TMP;+<2+XWRH*4
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M:ULMJQ5"&-MJL_W*;%J K=K52DW*EYL6:'KVLZ4P.5;0*6/_& //2J-KKBU+*

M;,\$/"BELML#4S+!9=SWF>=SR+*/U5J3L+|R.ETO?|<0?) (S#E=JJ'.W<_[14MZ
NMZ4JK=J7U-EJB-MDD=?.>P3+>@+K1G#NJO%VJYKVJP\$I?-
>T;8AI=_LSM|AX\$|9=X7PT/&/5'W= M_6%]|^R>K?G16U;^B<|-D3)|H05|H35?
6O25VWTC5OZ(YU<2P3|2@+|1F#.OV M&>O|YQ.JOML"VR9N-U\G204**B-
%K3U+G|W#|/M&"OM";.:S/(UA_ (#FAJ/U.3VWV MCHZCYR^W0<|
!6.&!QWBY;.:6|!CGEBKQ4TV"E|?HZ#%6RX@53%V+-2|
G(63|M%F5RU"M)6=I%53D(8FB M45BPK QFDVK;O9Q-Q\$;G6|O(IO(HQ%>|B&=
M|I'M\$<|YHBV"F;|MO^5Y;DEF'|UT*|H@W<7WZF_UXE;Y)Y9(K?BOR?+-6K M:7
9H)00V";7'|7N#|XD-+2|1.2J^D6|NNUH&*!DH|0HFF#3@R(KZW_VU BQ M%X!'KP20)H
"8B;@/C4@\$3,*B4J5.I=*!L|E\$BAV2MK6AV85*S"K:
MI)^5|KP_-&GV9B9.S^9+R;DYCUJA=Y1KEN7J/?H%?7J@Z-V|/R>A-L>P+<.D
MX=W4//(*#Q-T)TJ|4NBW,N6I"PA-Y|H>DN<>WA-O|8&O+U<_8Q(1-8|';H|
M/3SN":>GAQ-/G&K=USQXN-Z?_G3|\$,?-_"4OWU"UZ!!AB.!!=JS1(^#4S! M*RZW)CH
->1;_VB00)HT P1|!!*^# 1Y_-4U,%F=*2:2\$1?S(#H.*J3|^:
M,ZPX=OC;SN((7|5X\$F|WE>E|H(81VXSVDLCEQW-R6;89C/T9Y,D|GSGJ1NUR8ZR?|-Y-
+ZY MK.Y79<+1?;=DBK|<|>*1R|XJ|"+/K0)(& 6".5*.6RG'4,/(&%) 2!@%@CD"
M7K8"7GJ0Q?V+<"E,!:ZY3(R>ONOTB5C#<+177M%?.%?"WB.>*PX0S!'GJA7G
MRBO.7Z9*YTJ9W||LWW|O?7D)YUY>D# *!;4Q%'GJR"H"FU(0;J"TB@4S55Q
MSYUBR#)M: =U>GBK|!_S;(6 :*Y"l%.(G,J'|#RJO>R|1>MGGGW%0=(H%,W5
ML_/G&.R@8U'"#DJC4#17QESJGC(U;| M-
R6T9M_88|X_&KWT|B^R.MJ\$^KOUO6>R|^S8;|KO3-+%IO-/Z F'91&H6BN
M?)U/QV!&'8,Z=5 :A:*Y*G9F'9_NUNU3OM34'T|V|H\$A2D1A2|&^>EZBLFJ
M:>41K|GZ0_+\$|320|%<\$3M3C_VN_HX|!;|D4#L/2J-0-/JA*)CVNGQQ4LK|;9XOX%IZ?
=)Z?^#U_|R MYUN>(|&P M|K2B^JK;CSW|N@2U_5 T5|+.|A,PVT|
;3|HC4+17|4|VT_|MO|JGOPLKH/ MG^'|NW6VB\$
T5|1NHD|\$XWG^_3YY0TT4V@TA:11*)JK:3>+(2.P|@:=S(#2 M*|3-5;&;S!'OS7^;|AZ??
1UPL/T&7|/Z:X<.4W|<6?4S\$IE!H2%04878U-+LOZ>H5|18EV|X7|4
M6HNB6EQQEG)I&YC|"R'T|XHJ0/M5R>Q_4\$L#!0 (,F4D%GQ&;PUBP(M &H' 9
>&PO=V|JR.W-H965TB?>|XM;OLB-?>" M4<46.\$-S5TT567ZKDO("2|UE"0JSH7=^MT
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M08H9JX6YE:M/V/#TK%XBA7;_L&K6!AXDM3:R;)PI@X*7ZR=|:09APR\$,=SB\$
MC4/H|EX'R@SHVB6DY^)SQ<*D3;9:#@8 MHV%,ZR.H1;
<01B\$7;B;C>'@|>&O,CZAM7QARQX.W3%;|A1N|JC.H*+G'&+8+%,CC"2EH.5*I=W;MU|H:
Y-;0Q>U\$;G M=\$MM^!NMT|Y"\$Y+EI0:|&3D&QP-24.O.OC.;K%PWG4M#O=D-
<|H,4=D%-|) M:9X-VZ#;ZS7^"5!+ P04 " #)E)!9EN3A=T0" !D|0 &0 'AL+W=O
MJ%HAJ330PH,\$#Y,HN@X%93+(4N^;ZBQ5 M: ^1,PE03LQ:"ZK M<09-2@<|/_9?
_C;:2T+:F"H^\$168-D/O@2D@"5=-UU(JJR1)%FJ59;HEVT97;'
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M=_XT1)O7H<-|EV-0YTA.Y(@3,E\$22T.^RP**OPE"*|A1G>Q5#Y*SC'.H6J0= M?
2))E'3(XWQ\$+B^NSO"VFVZT/6_G!_|T|J&8^'Y'D"8@'ZU|%BSU*X(>J9 MBN;0#^R4&-
;"+*/|^+KZ-L9@9U&8,>SM_|B5GV|_#_AJ?Z94+UBMHZ=I5?DY6BBT4^F/I5V# MH%V
O5|JA7O#)6@6:_8'4\$L#!0 (,F4D%FGD#GF'00 (H4 9 M>&PO=V|JR.W-H965T49-
FR%;X3|'769<|1S!D..9GI MEK)O?
4@T'.1EWQFK82H+|FV;IRLH,!_1"DKY9D%9@86|94N;5POP5H.*W/8< M)
|(+3\$HKGM;/'E@|I6N1DQ(>&.+KHL#L^S7D=#NS7&OWX M9KH1Z8,?3"B_A M\$<13|
<#DG=VQ9*2 DA-:(@:|F77E7B9NI "UQ=|S MOS@&JE0YI1^4S>WV00RH4!98_&
|B|/%=,TH_6F*K^Z8""E|OV#_6P"U_|(X+|T|;|%^.
<"@A80U,HTH=0Z)%C@>;KH%CE+=G412UFC9;ADU+E
M_5\$P^99(G(AO:%\$0(1,L|J7@_DY^_1;^CL4'O?GD_M87|B#*UTY;PNB'T
M7B|T/71/2|'BZ(R@ZQ/8\$00.A>|G8O7GL;Q\$;H1|H/R'|8,"AF_/A_@_|
M.1_N;+Q_|'JFL_|0_"O=_(ENA50|^'E&Z8@F\$FM2-<|@JG,+DR7-@&|B M7W|V(^?
W(95,DB6&R'H*!IV"@8XJO@-9YT@_*S|("N6 M#)AYDS#T.K->1%\$7473FVAF*0(_UT'? C
|E7_T7P0F6N;LWO1:7&A=>NV MJ'(BE_R<,HE4^95|B2SGFDG!@|TR8F
M%31)EA@BZRGH.OL^S-\$NQX^DQ&6JJA O&4 CIJ!(+=+!+LPYW2 CZ8USO+|
M&/K^17ABF.@=?*L !XVHJQ7@LUC)@_6*H7+B&C;(DIMKZ&WEY#
MSU@AME2F9#3)EIABZ|NX;|%=;?;UXOPN.9U+|AB0YKR_-/S4_76^/>-
|:NOB%N2O".X#G)B2#P@SHTV>?>&&5+3+'UA=SWS6YHK@ZU M/?
BK933)EIABZ|NX;|;='W3K!ROQG&J.3DXZ;Q(XD7|H%D_%Q-1KM MSNV#

(4T!:%D/N[C\;VI=BF88TCWM!FI7\1CIZ/FU&K35PY\33.EN\=L24HN M%5I(2F=T(4-
DS>"KN1&TJD=!K+%>,F#*0IQ>4BMV-^D-W?HS;!U!+M P04 " #)E)!9U/I"I4\$\$,& &0
'AL+W=OPQ+\$Y^T5DR.[1 E)# DG-\$\$, M5F/KG7LQI,*;,47
CM^<(U4*;>4_E"#>3BV)411! (!8'EQQU,(8H4DLSC M9P%JE7NJP,/K/?
J'K'A9S"WE,*715Q**S=@:6BB\$%4XC<4UW'Z\$HJ*?P-AKQ
M[" :%6L="P4I%\$0N@F4&,4GR3WQ?.\$'0X':?"?*" .^E
7X1X&>%YIEE97S\$J81(+I"R:S)6P[R'?>(_QN@WA
MTY>' ^_5P6W)8\$NF51'H9GO\Y3O=Y/N#7KFHEF:W3+-.K37,)0(O1
M%69X+6<^D"C.)0()H0SE0:&<9UR@!8\$\$\$S2#"#W)JQO.W0"+?T&(Q-2T#
!YM3]H06(V@84G0\OR&)HDQQ!8C9SSDIQS@S+0 M8K60P?
D3&7B>TRP#UZGLDZ,M90;T"5.I.7-C,[R@:OS^S^TH<^DI?F;0JOS M=F
[W9/KH]C2%\$&&T.H\$57;2U1JREAK1@[4020%TJ)*^YQ**OOGZOW?7W==
M@ZXI707T3::,S% M+Z?9)\$G6:\$FC5)U_)AQEKG*I_)F*HY2BS::U@V (K05OH-
WR1FNJU5/40U1O\$ID)9 MX/^@DR,BC+I/4VAU@BKWZ6G-6TLI%&"UAI3O^H^TT+##*
M<_SA(^MD'[1J59_!\$K,UD=_F\$:QDF-,9R'B6MYIS@:;#;K'M[2X6@<7:Y 1P"
M4POD_16E8C\0#>'R'P"3?P%02P,\$% @ R920692/?EL2 P : H !D M
!X;"IW;W)K&ULK99?3^)%_6_RJ1NC"9J_Q=0 M:+)"S)HH)++N/A@?AO:63FQGNC-
3T&^_RTV"+4:X@MTVGL.OW.'3NYPQ?BS M2 \$D>LDS*D9&*F5Q;IHB2B"XHP50-
63A/\$<2\7D"U,4"!G\$=CPQ+ T\$&D=0.
M6'TM80Q9IHT4OK^UIH\H!9N7K^Y7U79598Y%CI FV5\2RW1DI T40X++3-ZS
MU2\8Y_&U7\0R47VBU;K6,E!4"LGRM5@1Y(36W_AEW8<-@>U\(' #6 N>K
G2JZ=\$Z60X9GE.I-H6*=#1 M!"0FF3A&IVBF_BYQF0%B";HJ9\$#PG&9\$\$_J\A7P_.\$DI?)A-
T-&/XZ\$I M51Y-949K\LN:W?F?0;%&7*M\$^18CM=^Y/>- M+7N\4>;H6D(NGMH:4Y-
X\23ZS3\7\8Y@9*A76P!/?@A\$>'MB!=='6IF\R>JMH\;0%KE5^H\$FT#.W MGQK:"XWT3O-
IT3W&G3O_2@#;U6!>_1 M@_XV>J?
YGNA^@^Y_AMYK0_=WT)V>9_>VR#N\JR0/&O*@D_RW.D@_)Q)X&W^G
MMIT,M;T1>_A\FK#7).QU)MPZ"L3)AX?)I(2V)O1V-M'U+=O;WL5.BCTS\IN,
M_UMY.XGVS#MH\@ZZ_15.XJR-?;!SS#D#SPK<+?;=,LJU@D&_*:NIS(TY0,J@
MMY@O"!4H@T0)K;.>&PO=V\JR:W-H965T
MV@21ORU18*PB\H!:6\LZ:L(\$*>LHW+*P8DU4E%[\@:>E[\@%R4IG,=/7'MAB
M1G0TV<\9WCA0_99BO4!7N_2OL)RI!1_R5P8%WCI%:RB.EG\7)73IW/#4CR&\$E%(+
(KSW< M0IXKDIS'OPW4:<=4B=WC(_V\7KQ%\$S\$Z(F(=+*U\$O1.F BR&+&Z
\$Q%2UIZD"+J;/E\K-2_>Y+P>3=3..)Q7L M=%>N:
'H#09!LIR_1>_04M97NLL!T37JA+Q#'Y<80?GQ\MVZL%QZC>!D;B\$Z@*%WL\H\
()H9\$*WSTV M1\+Q\, #PVK"JH<(-2\|P_M#>ORNW_7TE7B*/BGWV48NA-0_-&*^9T3A3
M/3.N>\$56;'?D0X\$#VX.S^_D/_%&=&+/+)@Q;@O6TC%HM(Q=%W6F!1S3K,Z-
M=:YZ+.X7L1\H^G,W7?5&(:%011,07X8'H9%LB(F)UIO!7&\@MBX@&&<&%?FJ
M*T\$MYM,I%(_1DO_"H"=B\$84NPGH!)*V#R"G9*;&H\$X8MP7L3EHM)H\A
M)V/N^,S0F%R6.+CF)!U#!F'L>=ZX(2\;#2Z-&ERG\N6;<<&(ZE/0\495EEKYWZMV\
IS!FD\QUPJ1GA%J/ MD3_F0\B\ \$C<-#KK*[_3@/IF9\ E*2(NG\&2&O+0&K-*P+5I?P. D8/
*GFJ@ MM@2U2<.V:'U!3YVX;VQ.G\+5_ ^AL1UIX#;AKJ#@<|=TPS&"\4XOLF WOD\A46
M6%LL)N<9.2\N%)LT;(O6U_#4H/OQ:SC/:L=NE89MT?J"GHWV\JC'\N6\9/A?
M2UEA\ \$8;QOE>.,*L8=SE9&@MM\I4@#;Z%TJCE9T5XIZMZ*JVNZ\$7>O\GV^N
MWZ@=,KUK<|+4VVOWA&VRD\&PO=V\JR:W-H965T ML)?S/=OR)ZX^|1^EWK-
+BA\\$/ \$X"\$2/-POKUKVA>)8F9!%_!OR8U+91>BG/ M0GQ)=^|JA>6D(^A7ZL4P?2?%
H\B89B2\#C^*;!6>6 M)4(_PHM5M8,POY?,,,H?
HHCK_SXH+&*6\MPB3\ C8Y%K&.A\2%1(BJ2\0BB M(C_|LJ)%
(6H)KG09S>*\$]*ZD\#G:>6))"Z94(FZ!WG"7I#N&)!
MF+Q%OZ!;/3P2\^?'MW%;Z/&FT02Z8JYR)+S!=C\Y\$K'8)HK'/_2; U@,L1XE?
M1WF'C<0'\@TY\H\(.JAK&X\Y^XGOKY#G9.FCEG32\;WM\+1\;C;4PBL\YF4\
MKV_'\K_7D>A>|2CYNV68=SEVU(Y-!>DFV;,U7UA:<1(N7\BU_.D'=^+|VE9Q
M2\B\A%\$@6*,WH\ (W(Q.JUAL6QP<6HHUN45LOC)B^O\$X=G,|YIAM"7,Q75:HS+CLC+C\;
(H M\$*S1ATG9A\DPZC&!|TDC\$#"!"LT9MIV9LIC'L,SQY1M^6!7QG/UK?*D##: M<@&:-
MN1Y&=*XA>P,)(Y P"@1K\,9U*#@?@P,A.P9G4'ENO17:ZA1'SJ\J6\$(K6K&'-
M1;G&&MX>_ \$"AE8BB0"G.T6K' K/LF(%|VU0&@&E42A:LS6X:@T>1GP*+E2'
M(&D\$E\$A;T.58;6-7JR'@+DG2D+'K<(4*52\;SB\$(<:5(<9F0YS/ ML:)J+M5/T-
(03;@@9_DX36IF'EW?9P641D\I%(K6\'-EVK\$(C)IA4.\2B.@ M-
I%;W:H\N\8Z#R\JUG\J7^C/\#L7LR)J8HPBYC'UKN_0WAI7WAJ;O35EZQVZ

M\$TSZVASR3,)>M0?JV^T+M_MH&^.06D4BM;L5>7A!6@@/0+U[Z T DJC
M4+1FARK_CKN|Q?YO/0+UZP7M!OU4|T^|>%0M&:E*Q^S3X|TZUJ3O6_M0OT
MM34HC8#2*!2MV:.*|^/IO-H%ZMU!:0241J%HS0Y5WAV;WXYWURY0KU|0ZC.S
MEN^_0,)H6AYI>W:ZLJ(RVVVK#5!;W&(5;Z\$!3Q:+IV|S1;GAQ?N3D-@"\$ _MZTKH6;
Q9GL=AKK80,WT0&Y!X,Y*JH9G*IUJ+<*6.E=172*,K"FG\$!Y%.W.M=J?
RJ=R9B@NX4T3OZIH?^=0R<,LB(/GA7N^WAB|\$,;3+5O#\$LS#|D|A+.Q8
M2EZ#T%P*HF U"V|BZ\78VCN#|QP.NCFX596/WAI-K-@') 25FQ7F7MY^RM
MGJ'E*V2EW7|R: & VC@!0|;63=@M&#FHOFE_ULX| #O-DK-H"Z#\$@?060M(#D
MK8"TI:0N,HT4%X<%,RR?*GD@REHCFQVX8#HTRN?"70O2*-SEB#/Y)Z8\$%VM-
M|D"1Y88I(!<+, (Q7^D)%B""6YV8/"E"!SIGE!F"C)@E<| MN_, -|_2+*##-
(3(TXPN"1=NZT9K,|H"Y8+Q&|M(M=>HX|MQG*V^0E%V4->05NL29Y|5PL*?
ADR\$K)FF#| M5_|03PUI-DD'B=|J-)P<6IXE<51-DFS MSO"%^&\$G?GA6?/>X6?
NXM:T%VK|H0M8U5F@L1<43P2^-IA?-@!7MN+RPB>| M.2SKZXG2B Z3(JT^NPE-
:'8DVV.7T"2+8K_JK%.= _0^JVZ?ETYV|4: ?S|2;
M8W=.JZC3/3JKNZOZ%Y746.@QB1OD|K/W"%SQ*CGVV00)U'O+SY2?8J(Z6+
M.M)|:G5%:UGB5SSN%(_?3?&9^QW_9|VG")_F4RN?YK#WG:|!K5V_I-|G3#-M%Z|;
|5JR&|>)'*W/L55K,J0?- \$V?|Y6|1->:5+!"RF@PPI>GFMZIF1BY==W\$ MHS38F|CA!MM-
4-8 |U=2FN>):!K8/-?4\$!#!!0 (-,F4D%EQ.8%1<@0 M+P4 9 >&PO=V|JR:W-
H965TAV@>3""|J\$C.V@?;?|&3|D)-|J3LOH#C MG.|
|SOE|.3Z|+>,08@D@R6L2IZ)O+:5@"GD#^6#UR?+(+EC!*(|412PF'>=^Z=6^FKJ<
VN*O"+9BKTW4 M|P8>U\$/V'?V_0KY!|457|BH7_-)K=U+!*LA61)#L81)%&: M_=/7/!!|_-
<_O!R@'<(Z|P!^#G_/P2TC@!...!U*J"= |JG CHYH'JH)L# MNEJL++|:FA&5=-
#C;\$NXLD8VU=#Z:C0J\$J5J*CY)CF|CQ;G!)\$H&D0T)E|1 MM%(@))\CE""2-
8O&9?"\$ _GD;D|N)SSY;H36'L(&<>9LS>\$6;7(P|LE4M!QFD(M89G QF\$68_7>QSKT*AF?
8-4DOM,@GN.U#,:G0|W#?#QZ7#|/)^<#G<-|GI M<*C3O/ZP-
TT,VK0&7W9.2L%M5T\$M5WY|=" M8%#@#M@&.YS=AU.LDF=9)-M:R(KJ=8M5.M6J08-
=LN.GJ-@1NLZ^Q(>R%?I^5SYZB2;U\$DVK8FL)-|5(=|5 MI7R8?B1X)WF2+'@ASP^0S(
;CY)*FG,SC3K)QG623>HDF|9\$5A+VNA#V^O|)
M,:_K%+Y.LG&=9);ZR:8UD96\$=YW=I+=Y;Y+,84|BX318&7(& U6AI318&7(
M&8T>_:8Y;735|;09,N(0);,U%QHF=|4G)+C|2B9Q46YUY09|:'Z !MGF M+|3FS-
922"1|WP1^KFDLR(42I_!0D6_02Y4>|/%Q4|H|N|A40=J3G,P9)W() MY
TP&2:@*@,\$|H92;_O%Y3Z|HV=7|>S&W-AZO+;P&|0*| EK/BM:9J0|EX|M)
&^T*4N0708LIM2T5N4T^YT\$>F@?ZC*;(,^6|>|F;CF-QZ^T5SVSG56UWN@
M?!&E@L0PQV\$XS2|FNCPKE64/DJUTI6;&I&2);BZ!AL"5 ;Z?,R;?'Y2#HF Y M^!=02P,\$%
@_R9206;G>LS*S#@ +5< !D |X;"|W;W)K&ULM50Q;|LV\$W^_3R%DW8,42!61^M^U
=K8T@9L7=%L>UX\$ M>Z'8M"U,ECO)3IKGTS|'2K\$DZD0|*5<4B2/?
_4C>|>YX)Y+O'HKR|VK#6&U| MW69Y|?YL4|>|MY>7U6+ #MDEE%CN6PS>KHMPF-?
Q9KB^K7|G.7 M5.RZR/Z;+NO-^|/@S%BR5;+/ZB_%PT^L'9#+|19%5HF?QD-
+:YT9BWU5%JN6 M&7JP3?/F= *_U%42/@=@3#+1EH#*#-
+|@MPRVS.:, #@M@W,J@|HLRN*"V# M=RJ#WS+X0EF= (5J9DF=7+TKBP>CY-2 QC|
(_0INT\$B:ZEX4Y?P;0A|564 MYDF^2)/, ^F4EG'%5<;YC-5)FE6OC3?S^Y3YC1K\$R4.
(WQAIW,^AU>MW MES5TB,->+MK&KYO&Z43CA|J_%GF|J8QYOF3+(<
EC.0P'/HTG&NJ1+QA.J.P MK0N#6M1!.C0|G=U&V.>GLU.\$/3J=G2#L|>GLED*6JF%JV
+/GL(HOG;7X## M^+EFV^HO3/D-O(/#+G_)Y5-2S!^,=%L667Y|4587%O(HJM%N"^LJ&
MB9#>!*6F326|0:ALDQ#);A J8CJRW2!4GAE*+<8-E=D-P0_\$/XO2/BO,+ M2|+T?
VOIQ+!8;D5IP,*T\$W.% "NZ&.PX/@PJ."RT!.7\$SL:PUQ:Y|6&V' X*&7|*|& M)*;\$Q-
V;@7EE33CS\$!&Z91(IN\$4XF25%W1@G"R?LF5A="F\$|I93UC*U:6,#WK
MY*MQQW*V2FOCG'V%=+EB>%I@C;MBF8XTKIFZW6?(41=0I LHU@ TU%8OX2,G
MA+,%^)2*|4RO^?3.2'/CL "LC&8YPY=|J|+8|H8TJ#H)9O7\$5EC|#,AX)YD MOX/1O:&F)|L
1F>-HEZ,PSDF|2:L@'9RIZ%7""+.#)2-)D(MD+0B M.V1';P@X|-|'-8@! LY0NMJ;-8-
-1"EZ<2=:+ZA>WVY6+#'1@\$M8K/94>V*XMUF6RQY?
J1MFXINEYON0:K%LL.9.4ZF%.RY407 M(|/|+JG5'-
(F&66ZZO&|0"U=|DR4:=AD9)%BR3,=I8M.:WDYA/H,%\$C9+9I
MR2DN,YZ62I9IXOU46.%ERJAMAR(H61C8LY9\$ M.)E=|I&%I%Q#FN?
69&|+T1GCA\$2BQ(ZFH (M(0B%TI\$(\$4?*VKXUD9.2+BDEZJST|1%,MTGY|S(>V&|
(\$36""\$W;:/AV"X<MW_1DL2%DMF^W&X;D;:,8/1O;:,I3):C*
1WPPF;)9VB255)Y:_%SQ.E*S> ME|EXX;CDZ7Q?=%A
/P)Z;Z;|O>4*!^&#AG(2/4|K,"3%#\$ _THMS\$IA>^ -F M(Q'2!#\$=L&%)

L,>:1%\$3#>0FAJKHLD:JSAIQ5>2@AT2\$H6EMJ%'O'5P;!)\$R
M(-)CG*%TE#BR,M2=,">N&5H3RCC"ZI@>SAD?X|0A/25J|73))U7F/5>?B|>
M%5E:&%Q|Q3WX&1'Y.N|2-JE|G?N'U"_R-#-7ZIE(KVEPK6J05+=:%-M1HEP;2(VD@URB/
MFMP-I8=:^5Y)@KDJ7A18|2%D8-J)&O6N2M8-ZYJL)&')(6OJ@MCF5:+8I_S M+R
0ERS=WNW+BDV5UC|>Z=FMBWLU|YO:MB4'<9Q.KF7-<3+JNK+I872\$.HYI
M>NI!G1/3<|3^JDL5J3I5/*BN%G&EK157N+)04;IH@)!?6|QP.DM.^8HG15:
M9/:4;N|GO=IF8F" WON4'|VC*|/'9'DTGVEPK M6J05+=:%-
E1NEZ12=9(*^<&".W8M"EMyD;|IV6)?EJ)VPECKTE"|"I:>+YL1"B9'XX!
(X'N:PE"QJA)&X8^N-U%T+IVD-86K*T\$4H:VI85RK47-MA)
(\$H64'88|T*/(N|:7JU'=2Y+QT|2|VC\$).|>3|GVJZ/%=&)3K..!W;M\$>!M%\$ES0Y.,
BE"YHT*71%&9IGC%2R2-'LA)'#HV| #AUKPN-;5R5U3_%L4K;S\$
MRSDARGW.7|X>F<9'P&|J?#^?
-9H>E'AR2H91^9;|6@^CE=|^QW@W(>G<@Z|V" &|D|7:7 MU=N.?K?
|@G>>"E7K1)MK18NTHL6ZT(:J|JH MKH*|SUN|^,1|O@KXO:\$/<, MW_|>MITIEH#FNH
B74!Q"|2/5+YC\$1K0B2VM=E?"L-4OK_GAFEMJ8:AE:T MN5:T2"M:K MMJ-
VNAF'|^OVWL GKQ;%7K1)MK18NTHL6ZT(:J|LHH|'| -_F MOX_44@+<*RBYGN.|0'-;62|
'4I">0U?810^G|@>"/*^|3*H=*Z0HRM+L2-M|PU.|XOV.,N,\$F=:'.M:)%6M%@7VQ
\$7U<7K|)=W14E3/N)Y*N7|9,I(W>=G+&XU M V5UE6:"6E27C?SV6Q3:NJ*|^%
(U;Z837>LXU3ZT\$|K6B15K18%|H0SUV- MRCER>/XE?EAKP4HKVEPK6J05+=:%-
E1UH2|>E_\$-KA(SM))ORP,RXY>QYQ-MY%=Z,S7|,U:YNH
B74"Q|J"AQKNZE:,N+5V7;)G61H0LTBRM'|7^6^MQ?ZUH MP#/AO|>G-/S
|FGHR@=*\$H:4(>\$CKSY1MV3YWAH34"Q|J"A3GEE:OBD M*WLXZK+'+?
E+G&_NIHFVNZF>MHN RKXMLSU7^W3;)|D|788B=V@P(9?\$SOF=B" M==*6T6Z'?
+,<7)_BSBGV+|P_|9)UEEO.*7?UQ|XK?|G%AO.+7=|O?C^' M:..W5N6W:
|NO>L+5S:|ZPXQ'!A.5GR:|QF|8KA:|Z7-C5G.Q57,_57/-U(7 MXS=&7<8JAT35|_ECZ;Q.Z
E6SY":*)XR/DIE7J35L8BV8E;Y: C;_ \$NR?C5-M4/PL4\$.|9"5+)|O#?
IRB@!^EL4K7>WYZ".R)/ZS:VZ5:.(B/+6G'V9=5O2F+ M_7H#CP1BVW,'; RM>-#)KA
M|('&<?@;- M&#M06Z/|O#"J)&NZ5ZZ|N=0(|'6#^_3AS^.#^A>'4(W&|4)%|_|PA^G
+^H MG|0ZVF@)|O8/_G+FW",QY9'_,(V/3|_<3+L\$3'VI"P?7)SVJN|?V0PE9?|
MLIG178^E'5Z'O5VMV96"=0;K(5B7|8=7L|A*,)TF8@NB0W5%P:(JA+ZR-+D
MCB|B>=AKG!WO&UOFG(",4?DD.."^>S2J)EA6AV!YP?=L|SXD:S"X;3R9,S0-MBQ%U|=
|VVI_|.6#VE7-Q*7/OP&?S0'AM8PVSDOGJU G?)QY^QEI2+D'L|!O_/G8J=W,%?T|WK
MAZ8|X'|2|7XKDY80&|*RB4N=IT%\$U.|+A,Q2V&*?X+>" G2|J+!UG|_*8U;|"-837:#
M7V3*+R2M^LZ|N6QD41>|"=*T|.3GT;,%%.|F'\$L6&V.1)56%3|B>'25M|IR> MO.QUXK
2:..PT|?|&\$8X'|JN3&Q|1L3Y/D')W@;P?('R:\$;|15L)=T|U%LK^"+TPA6F1L|=W@1|?/
MC+*YF|7YHRYVXFK0NZ*NBZWYN&\$)3"U.-^O"|"@|1^|@<,-N5?_!U|+ P04 M"
#)E)!9>V|CEJ\$" #V" &0 'AL+W=O)0%@\$)/5:;AZ"\$3|D"T8|W\$)9&I|VXU?
+=#J31K@_WM\$ _V|AU M+ LBX9:7WVFN BK%SY:)5*|8> M5)0U3_+4YF%/X
V|"/Q6X+|4A\$<\$02L(7BL(6T'X4A <\$42MP(:.F|AMXE*B M2!|(+OD7"|_8T;
|9MVJ=+|K,=S)70K^E6J>2E&YH#BR7Z"(%16@|WZ./Z&&> MHHNW|V.LM
FS\$6QRZ?;T|Z)&GKY?|/?+L:2D=>4;N=9_O|D(NF(%%A?M5@_A92 M"?
TO^|E7HX82|E|,R3.2-^,-W4|_|3TG+ #TG;'HFV\$|I MPJX4X2EZ5PI4@SYU"R*@KQ
G&?|B'/'TG/'|I@W|TL).8|JHDWB#P8KSI27#4 M)3@ZF> 9>=;M2\$G\$ERC???
=|_6XPT9YQ?QA&UW|4V6_2=)|_VS/>K\$^|49ITX/_8)H; MP1T1*|HD*F&ID>
|@4@<@FB|;3!2Q;1M9<*6;DAT6^F("PFS0|Y>&PO=V|R:W-H965T M<^?
TNG5>&HOK%7*>;7_CU/CKNP//|7=Y)>|;NV|;@N6LS31B9SF5Y8
ML^79W>WZMH9|=^N|>//9TFZXVNIEL;#T9L1%|JR0OKM|
MMB9VV_:ZSPW7_RV|51YG"WNYFCE+S;6?/I^)_DDJAA%4K(?T9O;KZL/#6G N
MWQSG>_!+|?'S629X2/;<'GN!8?E_ _?|/D|H/P'|I^->K8|:%#X|>=0SZW/ MWC^;;|;_*?
G#F_=FC_-U|=GVF/=I/ULO<:SFO!7MS1A>|_W;FJ_6?VNMF;_9, M&|^L/&>Q*?8?
P6*V?/O;^GMS)3X4Z:|F-38\$0++@X4F)L",UIP?J#@?%-P MGK3@8E-PD;3@E-PG;3@9E-
PD|1-SX0SETDZ=?IVLO=F M^!1PNG6|^|8\$DXX7KB&=?#*=<3S|D>3KJ>>_U<-
KUQ/.NAQ.O)YYY/9QZ M/?P;B6??V+|8IV;_X-M#./M&XMDWPMDW\$L^_M\$?
2.L7#VC<2S;X:S;R:>?3.R;X>R;B6??#&?? M7;|^_BV&UQG^Q?
*LNUO7>=7<8+SO!3^L&X%UO1_=LV70M+0|U|HWYM=Y=^VI
MY=I:Q|66*VO=1.RTW|H8GC6;KW|7_JUUVU^TWW|Y7?M%2V NK8.A*ERVU|G+F MK?
|P;_1_KL|F|Z#L-NWY#R= T^-/H1_>#FT<.+2N59VE-UUIV>6C_:BHE_P1
MP(@1TOZ%V%X-(|P:#T:L6+5^J;^AV9DC/%_H27RW/;DHS,P?+L|<_!0?

M/GHNOOR+/-Z6FXKR?'QYS?FQ??'J\D)\>=M^CBTO\KET+Y/8!U^*+R^]+\&./M7DX!
[-KJ2O)I5Y57DT^[\JKP67YZSOZ4TX_I@>?W(E;:6L4=O)'^2&8KR9O(G
MG:J\%5]>'WNQ1V\G?[\ZJRCO)G\J\NZQY^P\MKR7_"FO*N\G?LJKJ@?)G_*J
M\F\RI\RJ?)3!*\J%TG^G%?6WR>?>%U5GSQEE.4GQ(RR_H2<4=8?"9J/EU\9_M?
R1I/K\I5#DG_S\JY\$C6"O9RY&P^5BO/AC:?.Q/J,J/Y(WZ^N?4;[C[S0] MYK8%--
>>F:P%_%KQQVA%SUZL_E(U=F_@N1H_/F?IM'JVQO:GLV>_8\3='_:9 MW:_TB\S?
ZJ:*A++DEB.Q/(D5B"Q(HF52*Q.8A42JY)8C<3J)-8@L2:)M4BL
M36(=\$NN26(_\$^B0V(+ \$AB8U(3_35[E\$-#75!4UW06!5EZJIXYECBU9R:Q+(GE2"Q/
M8@42*Y)8B<3*)%8AL2J)U4BL3F(-\$FN26(O\$VB36(_\$NB?5(K\$JB_Q(:DMB(
MQ"0^>T_NF5\$-#75!4UW06!V)YMN9NV^+'?6\JD>.
ME4_MD4DL2V(Y\$LN36('\$BB16(K\$RB55(K\$IB-1*KDUB#Q)HDUB*Q-HEU2*Q+
M8CT2ZY/8@,2&)#8B,8F/Y)-\9%1#0UW05!TTR_M>E0TM_5-;4%C6ZCQ_8D-26Q\$8A(?
Q2)-'7?V7^5_M\$GN(Q4YMBTDL2V(Y\$LN36('\$BB16(K\$RB55(K\$IB-
1*KDUB#Q)HDUB*Q-HEU
M2*Q+8CT2ZY/8@,2&)#8B,8E/X9/:8E1#0UW05!K\5M;CB/M\JBO_IU\LT:G=-8EE22Q'8G
M1F)U\$FN06)/\$6B36)K\$.B75)K\$=B?1(:D-B0Q\$8D)O%I?G)WC6IHJ_N:ZH+&
MNJ"Y+IM@W^FN,ZF\SYS?1EWM#*#C/7AQ?Y29TB\CHTJ*(^HL,S+J_PE/3=G@
M0I=KH&\V3:X-[\\$-Z-NR8.W5=G=7#A\9,AR+GMJ@DEB6Q'(DEB>Q_HD52:Q\$
M8F42JY!8E<1J)%8GL0:)-4FL16)M\$NN06)?\$>B36)\\$!B0U):\$1B\$I_&)S>H
MJ(:&NJ"l+FBL"YKKL@GVCTN&+XSEYEHA\H_3#_-'=I4?Q<8\H:ZD)9%M1RJY5&M
M@&I?5"NA6AG5*JA61;4;JM51K8%J351KH5H;U3JHUD6U'JKU46V:D-4&Z&: M'
GFDUM@EF/C7MB\%S;PA4U\82-?V,P7-O2%37UA8U^PW-_MKCJL;_&V1P3X
MY<8;D>JS22V+:CE4RZ:-=6*J%9"M3*J55"MBFHU5*NC6@/5FJC60K4VJG50
MK8MJ/53KH\H_U8:H-D(U\$9:[9SDV\H7->V\$#7\CS%\$S;RAU:H-
46V\$:G(DL4\ONU&.C7MA\U\8_MP!IF^BZ8#;A4US8>-
U0JH5D2U\$JJ54.V":E54JZ%:'=4;J-9\$M1;JM5&M
M@VI=5.NA6A_5\J@V1+41JLF13#Z\8V;WYV,Y-N^%#7QA\$U_8R!"QOXPB: ^
ML)\$O;:8+&_K"IKZPL2\8\N_VV>^[\.KQVP_FVA,[WCBYLT9W_\$U"*KE4:V
M:D54*Z%:&=4JJ%9%M1JJU5&M@6L-5&NA6AO5.JC61;4>JO51;8\JOU0;H9H<
M">73.VMV)T"68_->V,7-O&%C7QA,U_8T!S*J&7:0RD35&.<4P\RIU
M\$1F65P^+:@75L.N4'MGRIJ@:=IFZB7P38TDUS\$Q=1@Y:5FO14ZBHA-EVDKB)?
M\%@|\<*:16.BI'ULF,@MUU3_C=14YTX9;.R):4S7L?;L,6YMA.\ZZ9\JY\3: MRF&7T>_#
["@:ERGC//=8=T#6F183WUYC@OK>BT94+_Q@6J?)JIZY?O/DNBK2U0O?3/872LR
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M5.NA6A\5"JA61+42JH51K8)J552KH5H=U1JHUD2U%JJU4.V#:EU4ZZ%:'\4&
MJ#9\$M1&JR9%./OTS(7:G+Y9C\U\8P\Y3A9N4)5O5B.Y)AFI95.NA6A\5"JA61+42JH51K8)J
M552KH5H=U1JHUD2U%JJU4.V#:EU4ZZ%:'\4&J#9\$M1&JR9%0/KVS9C&E=1:J\$S+
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M6GLS++IR,+*HK7-@ZB,7I*L>9D0N2\$HW?
2(UE\ZX_YYT<6BQ79+D2RY59KD)QN_\$6["ZT>XOQ'GCQWX/^5?]+\MZTS#3X?\7'-
>EYKE:=YTMM+&UG/P;[;:Z/GC_EFS:WE>+:LW/S.#&U7AJ\H.L=3Q
STYKF9M(M=Y\5:>M7P,MCN=-7>=E,O5O6HM^L^<1VUA_=26CJ=9\$|\>VM=>9-UW?
Z\Y_YN4\;:W\4I7_MZ^U*OJECZ^7MJF"D-
UL\$NO_::DUPWX.S>+:6/W_JU\6A7_VY>GM0JY1J&M*K MJ6U\7RS/NKM=V.I\$?
K#G<^D@A.-WHL^W.H?Z"GXU.[3O7&6WK0\O?_D=ZR*_M._S&\Y/?0*GN,8)
[\#/5=1G#7^D#I\|=U=_OL=SA5RYW,EBMM;C_YCS&3NO+?
M,MW99+K\Q7.>_50YT\XYGN&PO=VJR:W-H965T_^U;Q*5?E9)SC\I
["^BR7CF=0(M7\$RG;O#CS)OX'U\Q\$GZ07?V\HJ2#\JGG^?N MNJ?SHOZ\\$\13ORAO*
<#SU9N'8GVF\I;_E1(E\JB7,Q&-AC#V/L*MUUK2EE??_M_Y:\J0^_G.A)E;R)-
X@2AAO_^^Z=>Y-)@HHK\M\U\613:.*X_3JE7RU;\?F MU0V\I\V\M8%
_:X^#7#M(ZF#N<3#7#F91!VOM8!5U MJ*P=*D4=
[\+6#7=3!63LX11VJ:X=J40>AIYG3BZ9;)*=R?;>4M)TBTR^HJD
M"1>%,R\2E(O".1=ITD7AK(LT\:)PWD6:>%\$X\R)-O2B<>Y\$F7Q3.OI%FWAD_M?
Z\+FGVC%LR_3\,M,\O)9,6GI1\$!|=QW\1:6_D!\YV'\BST%W.(D+MMPLO3!?'M
M/UHOGBO-%O-\I^TI6F8O#KWH-XOM&+,\$WK>O-%\%@\%,\AK%#OW>A_?:O
MWS^7H\AR21'EP;HBYZN*^LJ(K2V/XM&H78Y&WI#QE_5#@",@X16/L\$T:R5-
ZGO=+P\5GKCO+_TJW_W" M&VS<)>->RW>_:\JO*L^Y7^>[H\QYKGO\O.@6\H5;^2\I-
Q:SW-*A=/:>:>*MIYUS:O=/:^=^D^|\Y:V6-./9ZWY\('N++?T3O%.9S#N=|4\|>?

>S7> '42Y MI?>*JUG.;YXG^7<^X?Z["37.:%XE^?<'PMW><[HJ7B7YJR?BW=YSOVE>)?
G MW)4JWN=9 _/[BB1>PXC5/_H2H M UIS:-BK V*S[<^V_X#;:/OK[+3G;+09](C-U
N>3)?;SCYHQ?6[&_5H^|M:.?@G-VU<%6;RA25K>I_"N3OPOIS,XY|X+MWLA8?=
(6\A)>T#"I&P
MOR3L&0E[0<*4@M+.H#2HJ"NHJBNNHK"NHKBNHL"NHLBNHM"NHMBNNHN"N4NN_
MKLW-[K,HY^N9[3;.^C?QK/U1)M==UWQ*DM>LH?[_53\$ERG?MZ?%61-;UW=M
M+K,VJJY3JRN,-MT=JUIJ#,NV=FVN.1*QJ3,V,4CL6C6R5H:D%6\R*&K3RMI4
MS.JN39LI3-?EKM%-UD@*2;HRY\$LDKD.4VU+)Z0[QDC0.G6Y/D!O:Q-2Z.
M9/>>:9WN\$%2_0)=[8\$"6('W@D3&255+;.\$Q/+JDEB^=^[-P//0"= _G-^3<_V%E162^R)
LK M%_YDX@;|RIJJ.&LK<)>9) G>1M9%Z1=ID<25K)1Q=Q!>?9'F%*='0;H(46-P MMD-
73ZZS5J9MDXN|.E.B;=D&Z9&-K)EC61;I:TTF&!6+H%I9(T-6;')MVLV:
MV15#D&OU&R80(LX1N1Z^S9I5G\$J%Q*O#A\$(856)UQ[31L>D5>)>IF&E*40T>
MPXJM').4><|UTS:I^/M,9"VG0@H8BOLL67?AS(24))M/7-5LFR;|F8EM
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G).P9"7M!PE2^|I;Z|L@&E045=055=065=075=085=095=
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M@M+.H#2HJ"NHJBNNHK"NHKBNHL"NHLBNHM"NHMBNNHN"N4NN_,KJN;V74U=T'Z
Mj&_JG5|.F6;)?|Q@K&3))ILHEXR55;)?,+[*6DF[9!&K&FM%6=>,E5,2
M9(^PSEA52E6Z=G\$ZIFUHK5_8:UH5)4J5*0Z8;.:R(P/Q0SO))5T|Y,9 MWW&_H.-(.0-6#>
|JG|U|^=TWS\$LOL\4-HEE'8%I=6@M&LHK0ZE-:"T)I36@M+:4-H-E'8+
MI76@M#LHK0NE|:"T>RBM#Z4|0&F/4-H3E/8,I;U.:>J)A^|A(/%8>5>8?5> M805?815?
825?835?845?855?865?P71_=V*|=3|7\4_NL.Y+0|W|D;1+*.T*
M2JM!:=06AU*.T|I32BM!;6UH;0;*.T62NM-.7=06A=*ZT%|H|:'TH@-(>
MH;0G*.T92GN!TI3"XLZP.*S<*ZS>*ZS@*ZSB*ZSD*ZSF*ZSH*ZSJ*ZSL*YCN M|!|C9|S<
_X\$|N&'=J*Y<&;.?RYE5_M2_2V0PV>1EO:Y,R8+5F^";2E;Y0>E>G&
|X)E';+F<4Y)5N#G6)F=YR9E=G: M|/(!H;^)|:W-
Z!8H_4WIGM23@/1Y,X,\$Y(&/FR"T1|Z,|K>GM=G.CRQ)+WKF M>KA>LLB&ZDL!E%
(|RZ&_U3SC|(Q,HA0WY.-F5NDN+C?FD_Z1^2T|T=O<*:X M42_U4I5N"|?RSV_'2QD45|?
B&EA<\$XMKH7"[4L;5Y0C;E_% MG|K|JR-/W8D|&XQG|ZGUT O&
MW|VAJA;XTZ6%'_)M+?Q^R)9J1K/EA^&ZS6LTN&"DCLWN/&QY"E&_B(*W!_%'RV)|
|ANV_8/56EFX M7"M|H0;N8O5Y8AF-IPD|?K?KDQP|HZ=S=_;CUU|
<0|A_A*M*A24N#>6M!S9-MO>|I^=#&N%))0U>W9MM|NGDRY-
GR\$5GD|W/Q*1|5S(%X#'^*^R)W1,CDB&0/ MFS4)MX;W\$=|9(=GS*#U1,A5V|B?
|Y|SM2K'T7^ M=/ERY+EQQA.#^/B;|T?IFZ2_S8,Y3_!4\$|#!0 (,F4D%G7>9_%&P(M,T\$
9>&PO=V|JR.W-H965T=(NDI:I9|,"8#D18K*I+1\$K*=!8(H2)#,C54-E5U9*2X8VU.O
U!K8TH.D M".(P/_LDXQ7-\$C|WUUF&A2|@KDFH&2Z=<9"-6F-*+;B0>^+M%-!%E2LS4L
M+_53,P)42/_@2RY1>4+*\$%6L\$ M/JCV,_1^3AU?H83Q7|)VN>;!5(7G5_JM+OPP@FAP
Q#T@|K|H M0E|E-4.6)5JU1+MLR^8&W|J'6W&|R0&U7N<5AMFAR|+5\$AN-O9KR+MK
M0;:%>9|\$ NXM*#HR68=67R |&N!(Q)&)R0.X|F?|,|J&L3%@[C8|TT.'|UA M|N28(
LH&LWQE7S2JJE/R*5@.9,-/Z#S\$'_)+_ (WT:&M7TVCI9U?3 U-2L@ MI?:B&|;H-G;-
!%9^.&(J?%@:NS9Q_^XX^3QSF.06P1|HHH=_P>QDT'LY.@) MW#PW;MLU0|@GK0-'H4>
|_M|DX>@B'3;I)8.=V^D;_9|I-|;,"RJ!'T?DJ)
M|HG"U#5_L+F"NWU|/2OC>@78)=7RF%V|#UP/'""9;|!4\$|#!0 (,F4 MD%FI#+3N4@;
*X5->&POU^_7SM-/W_%Q4>1EDKB'V|S|G' M|DUB&-1Z)=CMG#\$=+ LAZR&9;UU|!L-
Z.F<%K2_*BDF#Y*4JJ#9=-00K2C&; MU4 J1-CM=)*PH%R2T4
NBNM"U&T7\$@|)/TV%+C+UVQ(HN0C"9SA5_3R-&+ #JYK,\$PZ.4SZ26U4O+2DW
MQ183%S*#M&#!Q5#;J:"3Q0'5DX++E8NW(7 M|2E"K2IB=-@E+C :5%1KIN2UZ=C!-
O@("IKVW:HR M#F>*KJ+N)=D0|,4DF90J8ZI-\$Y%U: #00+
<|BL_F<-5E%0*H=5F81L;|K)34 M>E@SFH:1G3(A;N'T#/?
T5|F6WMF2T&V36.H:3H9UP'|;36G02U|^2+=H.(/ MI?
ZR,-.1M@|I%QFX4R_G2H=Y:P|3CW!U6E5B|5GPF2R8F_S!"4<#NN8%|U+Q
M/R8;E,K4!|@BP0-3FD^W(|5K>|84J_+.9GCGKMOT/_7><9DTQ1L6W:U/XQ
MK_*+'3>OT|?P;AK^XZ)N/>|7MLCA#;C)Y"R;?Q';WC|JDG|Z_Q^8X>>0F
M>Z_V9'^.R>@H38;-<6WK3+AS(FRC 9R|A^0'G.%)FDP67"AN6QZY
MN,S8DF7C|JMF\$|L,3,-D;3Y V\$>N|<>/8!R'^1' L#R8_XSC6%B>_VD^?70^

M#L.}|U('7T48YC^9"Q_6)Y_)S4?/PS3=,X3A)L1<=CKX,QMFY)C|^~W#O?
12NWU/AYC^TH|02P,\$% @ R92069>*NOS M \$P(L !?
3T|\$MP>:4#M.*2VBZD8_1|2:5K5N %(MB6/ M:(7->=I3W;+T|;X"O
M.DQO0FE(2S.,|W2?S+WPPU1>5*(Y5;&GC3Y?YVX\$G1H2)8%H%R=.B':5_
M'2UHB,:)|2J1'4LZ<7S|*@FLJ9B|V<_5I6Z>E?
ZO4NH'^;>NDE\$6VMWUZ.1*,:|9N9WM>/2|5DK73/K-O5F M9':L|)L,:=U-
:+C<3ZJF9#1|4Y8452KK&MN%)|&=SVM|NDKTP
M8B4J80^3J/N_XA&IA12U>.'E):|T'O&S5|Q>EQ8N2EE7+0JNJFD100^.):RN*
ML^9E" G(5J9KL6SUC3F0292/W0G70AO;='&=GS6&/7<'JUN-5?>BLES/F.5_M:M7LA-
RTIW%7,?(NH^N'XV??B=?Z_W2C6J|P6>J:&HN;=^/FE\$="J85*|O Z*|1@*UF-
0(V)D27OK&UW 6#!M#^11,VE8EX4. ""%|Q.B&J&MQ/NXA
M'<3/(KCGW\$750M5^SA1#L3|&#OXSH=W#@|J*&.+9!/T'!/D.:|H^9ENWT(PNN
MR7++M-|?%(KY%#GFWPO)9""%81;Z(S;9R?X/11:% 3Y\$#_4SL1'-.X@|GG_*D)0*-!3Y\$"-8
>R|9HW59<#(3 MJA4*TD? \$HK|)%#GVSZ5Q TVW=
|9L,YZI=K=X<^8G"D5_BAS|OW|P,U<*17V* M'/4#N>%O9'7H-P|(\$QX140)%5*.:S@^<
"KF!(KO!2V?) +X_,:CYU:| 0'9(ML.T0SFN/G#XF)(H\$612G_#;8@Y R\$F1EG! +=
(|H7T(O,/W,)X-LD#829&V< M\$LL@&B2+!%D6Y|E<\$!%R18+LBE!2%X2\$+)
(@6^0|F0HB0@9)+FJ0Q,>#\$(@
M&P3&3/U*,223|)+EI>^9CPCG))\$66"8R9^YB06%)DL0S2AAFW3%2#B9-":DF1
MU1*\$ (Q^U5@?\$UR|0+8,B#E<8H&,DZ(_GD"8?AA*(>NDR-:!,0=A"/).BEVS
M>BNG|9%|3,@|*);|0,SAV(3|U(-,A^F/S0QR3_.:#S*! MF)Y!PLF0A1-
B.X5TOY:30>K)WFVM(X YF#<9I)X.63TPYF#>@"OGR.KQ'U|)# M
Q+R38;LFQ#; &P,2|DV&|)NW%Y8Z;|3|DV&OFKN50-"MOJR3(9LF2!<,)_,
M(Q)XKJ<&>O|04<|6I9M0=; &Y02KX6DI=?W>F-.R|852PT:3_Z M=Y?
2K'T_8=U4U9UK>Y!_*58>7QX^00A|^Q|02P,\$% @ R9206=MVL'\$Q M @ B2D !H !X;|)?
A)Q1JA 7/|1|P(> M7_*A??=J>SV?5E'|@^GLJHVX|C_JNNRWN5C6^ZZ|_1S;=
<&S^|W+8UGV| M?F^WN9;E,NKA=D;U|'|@|<'ZU>?_F=AM-OMU_MVM_QSS?:S'X/JC&|
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MBGHK@=Z*>BN!WCY64*@MZ+>2J"WHMY*H+>BWDJ@MZ+>2J"WHMY*H+>BWDJ@
MMZ'>1J"WH=Y&H+>AWD:@MZ'>1J"W35YV\$^AMJ+<1Z&VHMQ'H;:BW\$>AMJ+<1
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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 88 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
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border-bottom: 0px solid black; } /* styles for footnote marker */.report .fn { white-
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.text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; }
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996041 - Disclosure - Share Transactions (Details) - Schedule of Shares of Common
Stock Repurchased Sheet
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996042 - Disclosure - Subsequent Events (Details) Sheet
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about the underlying arrangements, rationale for a classification as long-term,
including repayment terms, interest rates, collateral provided, restrictions on use of
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registrants involved in bankruptcy proceedings during the preceding five years, the

value Yes indicates that the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court; the value No indicates the registrant has not. Registrants not involved in bankruptcy proceedings during the preceding five years should not report this element." } } }, "auth_ref": ["r811"] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": ["http://xbrl.sec.gov/cef/role/N2", "http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": ["r807"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityContactPersonnelLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityContactPersonnelLineItems", "presentation": ["http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity Contact Personnel [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://xbrl.sec.gov/dei/role/document/AuditInformation", "http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://xbrl.sec.gov/cef/role/N2", "http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r807"] }, "dei_EntityExTransitionPeriod": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityExTransitionPeriod", "presentation": ["http://xbrl.sec.gov/cef/role/N2", "http://xbrl.sec.gov/dei/role/document/Cover"], "lang": { "en-us": { "role": { "label": "Entity Ex Transition Period", "documentation": "Indicate if an emerging growth company has elected not to use the extended

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disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including carrying amount, effective interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a) information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } }], "auth_ref": ["r385", "r387", "r388", "r389", "r392", "r393", "r394", "r395", "r396", "r463", "r767", "r770"], "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": ["http://www.PhenixFIN.com/role/ScheduleofConsolidatedStatementsOfAssetsandLiabilities", "http://www.PhenixFIN.com/role/ScheduleofFairValueMeasurementsOfOurInvestmentsTable", "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 1 [Member]", "verboseLabel": "Level 1 [Member]", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": ["r259", "r301", "r306", "r377", "r390", "r426", "r760", "r761", "r762", "r767"], "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": ["http://www.PhenixFIN.com/role/ScheduleofFairValueMeasurementsOfOurInvestmentsTable", "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 2 [Member]", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": ["r259", "r301", "r306", "r377", "r378", "r390", "r427", "r754", "r755", "r760", "r761", "r762", "r767"], "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": ["http://www.PhenixFIN.com/role/FairValueMeasurementsDetails", "http://www.PhenixFIN.com/role/ScheduleofFairValueMeasurementsOfOurInvestmentsTable", "http://www.PhenixFIN.com/role/ScheduleofInvestmentsthatUseLevel3InputsTable", "http://www.PhenixFIN.com/role/ScheduleofQuantitativeInformationAboutLevel3FairValue", "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Inputs, Level 3 [Member]", "verboseLabel": "Level 3 [Member]", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": ["r259", "r301", "r302", "r303", "r304", "r305", "r306", "r377", "r378", "r379", "r380", "r390", "r428", "r754", "r755", "r760", "r761", "r762", "r767", "r769"], "us-gaap_FairValueMeasurementPolicyPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueMeasurementPolicyPolicyTextBlock", "presentation": ["http://www.PhenixFIN.com/role/AccountingPoliciesByPolicy"], "lang": { "en-us": {

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7"1\$WWM?@2J1)J7>84)-@Y9!0C/!&G"(|8:N|N)F6'#H%"#M7AP2 M8L?J^_B^%|F#DY?
N(KH8M0#|>V&+/7FQJMPBP@3YAYQ)|6IUA.S)%|BSRJE M?8EW>*D-20=V(/+X6JP
5|B&-0LV(>5.+8 7BB,2|LF7L*_NL|)/.S0V M@(?@VRGU-.,O%'+\$8@-("?*;!KLP38|I?
^Q|L0VYBICK,,9"JLVQ+4\$K12 M(TTYFEGJ10>AT::N)>;*D!H?
VF\$.C"S*D/0F1R0%NA(1:@:;8@|X+B2TG M)^\$+&.V%?;R \$|(5\$N T?PV1/8>-R/13FE/MW
2R|,R((T1ZQ M|.G+H49& MEB.D7O+67'H.D,+^U,#*0O+FZ#|
(2I,62:VMS1LL,Q=@&>4M|HV8&.ND+| M", "CL--W\$KL'BN3WB"1 |L*4BV5N.D|?
HR^W@1B0PZ5LB%VCA 'B!+(.Y#,HC"*TWD"WBT|

M=0AYD@7J!"GLO^H@&" 7P,;?:\C;|:-L! !DMLTYEPY Q/-1+5!) /7Y-T
M%#6X06P@MOCCG0CD7N3;_+H;H1+1C'T^>5:/K^EQI\$CA;H"H!*)(AG%BB25
MW/9R@2S'>VN)V,3R8A/E\$<.E@ TWZP?(U%R@)<#-\$ R%1 MV2-Y;9(S@N/-
&D+GDZP&#Z#A CF\# EEE!TX'96_OSH00=;VFV|C M T LV@Y)L#KGDA>S)*CQ&
/'P*5HSV*#!WS"F13,TA-%0U/>|X<=|_EEID-MX
|R5>%9PPRW<,07Z#JXA5E0IQ_"W3(4,)%IVN@TD@:4,9PLL,ED,I0K&/JD M)
XEHRIF"/#.#3J5L:F5>,;#B!Y*#@5 #3QWHHK/S\$ 7*T M.
(UQYN&V@K1:8/HA*8.L/D!4I&/B_2(Y/8(JKT;T#7 B:W4V=IAERC4L:&|M
M(A_B>8%V0P(Q7L-*X|:D#6,R!4:C1#RRG< 1X8%%"\$QK4\$0"2ML(B= ML:'3J DT2|!"H-
4@M@(_ (I^!Y=9JPL?|&%B^|F9,U+313P2P3L1X7O&AT@Q
M!%&R2HGB\$EJB4"%ADS#?BH T_)F4A&1P9;Q,>|B@D#>I<-8J#3C6F 9*8<-M97|=7
L)A(!0Q+#+<&1\$OZK\9B*HDECS0Q73>C=S1;N2GN9\$/?
3ZPS447(GUIEJ>|;);8('M5J^Q_U:QIY%|@VQ?#(>*>R<<"?D)
M:79X6D5CLX*Q1^1I49<|LE""J@:2KSV))O-O9%@IBE,;9(I6WDBL,;E<@6
MN>W6WND7Y)&.)#2HBR1'S*)<2133',Z6+,&2|N|W:)5P(I) |3@9;,<|R%@>
M7*8(QI^>_P,^_2DO"1@:9%8Q'8,&P-R(L @&?-NM=^S_>Y!O=DY:+[TS]H5
M)9Y1XJCR3!"PBQN,TA:WZW*3KZM+|/U|^64H_FGO#=#!QYF5%)F'!4@6WZ3I2,EV0W0
OW0!2 M#%(1="V"#^Q_?KVBV|ZJ7+'|^);,;Y3?N3(|PB^F45.&?<5V?8^CT R"
M.Z@,=LA\$,D3LJ4PP)N<2>&>_1ZT+SME&RX8_0Y-OQE|C"Z2OV-*3&BCCL(S:
M.QM'<)-0@035B1!D.2&M)><6,HP,;_*():!@(:M4-?,
(\$O&QHV&/Y4/I8_KGG(>78B)A|HOZ#2IKI4;JU:)|YBOT\$68!K ML;6>IR*|;P<_LM8;-
O\$LX2@C#3H>X/VD?~!VX?37".NUQCCQ-SZ9?F2_Q<8(MV.
"CD820HANQE@+M5*TBM\$96_8GSY_D%UF/WU@>AMRTZ47#68:23NQ,NL
M12AM0+&:!.5.HVDE&5@D%^BP.JY7>ARF2PPS05.F6""&,BR/.FD MR!J&ITHN2\$YS8;
<0?8 ? !>|%% M8K!+J%6;<. U:%R(=#-6C.2-
(O7D(ON8Y+.=/BV..1D<8X#|B>ZS\$/-2=B7(*1L'\$|K6TAI&W_0:X-9R^|A(CTQ%XW|YY
MABDJ((MWC5IR=0!|5>MR())#6_0Z3Q4_"UQ/2I@00.630D>9;2P2F;T_CZXE
MS=B*|L#L!\$ D!";(JZM&GX#QO'#\$I58*9P')4V|;:Q/SC0G|QZ>|^, #B3V_F|E*,D<6|
L>, @85IW8L2P-1@|Z|)7WB M2,+:JDO!"A1+F"KPI-/ZIV'9DFH2R|
|@WD26U%"#BRP|WP?7UWJ|4@-77O-: MGM3VM+-Z|&(.FBMA;Q%>0'WI(=#=2|K/>|YQ
M8|JDS|F;+\$QY6!G*M>Y#LY5LT^|I@/AG*.4DZ5_*. *Z(0(Q@P%)K?/5 M,?Q6?A0>QMX.
M&8'L9Y1#@PVB4"EFK@?H*M70V/QD@#9X@Q\$ '21J1D,9U=|HFV/Q MCL)Q,CL,T T?
%JFBJ?::*J5L'+OC*:9URF=I!&N|/|D>AM,%H0KWU(2T04+: MW7Y"PNA":
<1#|D|Q0G%@-D:|DY9/L:V4_I2|[#?J8/#%/6TA1"75E"(HH,D.+ M"=7EPJ5B_Z0,IL#(?
8&PH2QA-Q(|)06H_%*G&5,7>(2QYBIM(ERR|U=IO M,HO/@N3Q|YH*
TN%W2VB0LQOPH6DJB6T.3M&.XS)8Y1|D1*D?GW"XCRNR=I
M\$'Z/S51YXI#A7PMDA/|E,J3|3)9P;|!>#5,(YNB^~/1^ND|%EEM&G!%'MZGBI
M)|=+M76|5,DI(!<3TH|3F|>D9L(%21HJU=L2Z+JFH%?)XM%9(1MFW&0D;%
(^@EKZ=Z\$"TG'L#%S>:QD9R*4|0;DS0WB ME(|8W0CB&*4X|7=8&-
V2I/B1Z|9&Y0\$<+|\$A"P(?5)80?PZI5_-&\$COY@J2 M:|SUSKR:*A'H"0_H92(>
(|R>NL@'WD\$,>;L)A\$2\$MK:\$FAGB?ZCHKP*=H64 M&D7QQ%6
E(%^_Y/\$SV221U/>|B|)BYHW^TH-%2..N94A|7"EHM@?C9M|F3_|M/.3|5X1C&3^
G4\$Y|%/FDC^(H'P1/>-R&1(14|;W.'2TXR A&2\$V\$|Q/Z%:E MLR|@;_*T
8|GZ,78C|;7/8;3G7BAB-,Y<=>ODL0|B,TQ6.SB,IZ&Q?>A M+UN"OC6)OC1;!GV5JBT77:
<,J40C?N<-0X&I2BJ4GOQZ.. @\$PMK|F!,N?P9
M9;H.FL0/V|4,5,J3(ENG_TAJU|3B&=|KO%|..?(SV"|P0JMD+|*TE@U=4P%M
M"WP,A4R:1UE=1?01^/%&U9,=DDU/LH4:CPN3S6-Pj0JGJ<&(C4,'R1(F5\$
MT,2:KPIBL&BJ6)=GRO)\$ILOQ8QZ1AJHU'G1D#LI;+VA59C*@(11L3U)Q0C|7(
MINHYR\$C4T@IB7"4OG|O/([MG5!|SKEQE|@|RF:*\$WMT6B&RU%KKQ7,N254
M^QO(*YB/#4>4%1KGM+TH>:H6RS*TC?*FD%E??:@CC&|*^S0M,?*HPD!T!D&\$
MAC^|?ZB4(E+5PO5>>Z'K_0\$A54DB:|&BEMWR+-'BDT4OV3D|5>=\$-F|,H<3FY50/-
N@FD;=UE)QJ?+)=: ML.K6! PL\$X3.XFD%=_D>S4IG"Q39-8O"8+D9K!4|JL|5?
+K+|+^7#9_WH: MJEIOG#EPN+ #B: *(\$4U81@1/IJO=
(^|9:1JKC(LFMS'EJ@4!9O7GIK7QP,GP MJ:I@>8T01&&HBNF14AY6 MT|D
;KH4,+R5+3:W&# L>'&|!\$O?-MD'\$LDGVIRS5)6ECL2!6=XBS@CI!8
MJ>S1L7\$L3%MX\$?DBL MYZ/MZU,A4ED|E U3C3BV#Q8MIX\$D 9G*!=[01|LA.T
M|HYV@Y:: ^6I+DA7)XCB4>C@4VK^5!!5?XU@V:D35L)5\$'%<|BXN=
M)17G&O&Z9+V=3&G\$.:E0@1\$0R|T!)A_YH!8%@F4X;5#+KD6R)_A6N.)SM;FH2+X422?

P0*H#H#4%PX,QVE?57*?MX,EV4"*BJD"U M/\$55*:N9UTPOOW9?
+FRFI*XL<2C339/*PS(H0"7R-MRX*:/&U+LOK)-&.A98M\$\$\$M4AOK@*>8WT\$MHL.P%?
52;GR@Y!T:%)&/,(1"=9 MW>Z/6 23YL,M2FHHLZQ84UW63QAFJH?:D M@FZU3(DY5:-
/&EDCJA.>91H%5)M1UICU&/Y2L1R(&"FR-LH-RJ11' X+PJ3\COD\B@> M,JXI(>
I@;W>\$35#P5@&LC%\$O.WM;JS:~P)R8D12P_6#@3:' @KTLER\$Y%J
MZV+HGR!PZDO;C@ (FR#6+50V-&AMJ3J<1F,\U YJS+8C:5RS27E\$;..E&(/X
MAK14J'TMSB6HWL5PE)8HV9*[0=5"FV")H;@ BR?C!A/C:ZP58.>,N-Q/Z@>@
ML';9J\$B*\$O(!;@!A9"MUIX6;TVK>N0=B^U!&\$LIVE^A/.)(!A!6R\28I@E: ML?
K4_W)ZE':=RL*5Z7\P%M9(-:I"V;.,I@,A*UEJN40\$2I%,32?I7=9_IQH1
M0J4'5PH266S@C(*YVKJ9LU3A+&C3CBV.H><(*O@;R!P:%&W)I8D_IG=:QJ4\$
M@F@ML?5.5*58*G<\$5\LM_?<&ZZI+8!1<#6J1@T'"R;.*7YRNID.,7UG\$0^
MG@8^8DC'8!%Z8#=#JN!N9NU%Z@ (HY!UWEN1*OJH3Z!"#CBH*D6BU9VN10%GH5
M!4%\$UU_*>7+7+=H& <-K2:L(P=J>#9JH@V^9:PJ?L+LLK7!F-13(B7H,3M*FY+1
M\$S#0!/_P!;K!\$C6-;#!=!,@B,8!?!TN#?S>|@(^!1H&^D"FYZ8VNM MTX=S30A9W.&-
="0J%J89\$LVR1;QF\LM@M(=-4*-%2;#?) MJR2=/U9;LDA"1XYZ1TU)=\$EXR(1((FJ-
8!E<;FDI1BO-'5&!>S)/2JO*D0\$ MC#UPA/)R9%I ,L\$!:(.5J<,UY7"0*+RR%K*\$F:BHF%5!-
*DQ*3-!V!8 M2MQ%R!>R9*V-?!)E^;,\$IH#;,DS%KJ7X7OG932)9.KDI?HA97!+0R0-K
MU!)0Z96(NAEA#XHO,%2Z!CA.*E(L;QWR^D0!;|*5S(YB!&W*8RKE&(@Z'D M0
\$3#E!YL1=1OJZG--+@* /8926@)%VQLKM(VE"IA?'6D)VO9\$Q7H.Q>.)B%
M#30Q9#BI!)@LWQ=)HS!L^%IK'3;8%(3 M7Z3='PM*WL2=))'FA)\$E6(\$FFSY_\$64?
>4&,ACZMZV=P0Y/GOK!OCG> &2IW).UV(J3'2QMSG28GR3Q MI"NC?
(+Z16T5"&;+YFZN'U+:.=2&GBM%VQ&_DY;V"Q3HD""UDEWQ>.\$IE--MO=666V#08Q&&
(8S19':-#6!3GG#>.\$PW(O=DLANT!R2D)J=8BW68> /FP<;X MI'ETQK4?);=ZSWHJV+I
9=|G1^&9L/T)E2GND8O8MAKO""H51)DD\4H_)%DJ;CPI\$&E
M;82!;I10"#YQ@M'HK6;|P:&| F I=AKEGX.LK_CY&\$&J>_UNC7_?H_L.\$'
M>|4GH8ZA+/6BGD7*|SQ7.J9XX&'H+'HDT3\$D.[E(%RKJ;ZBH^Z"*RXAEJH5.
M_L/\$MH"83<&*P!@'0AC7!):B"&R\$P_+H!K1W;Y!2D@)\$YM4R236L7!|A*;M
M%./02<3)I9O?/XSX1:73=N/^Z!)- 74B1H&|1A<3|"OLL\$S\R+6# FK1-' M3\$S;|F/
D)ECTKPR+)BNEIL:;?%HV58V98+G5LA-31@|\$!D&5:(FX0A_!+?HD
MM,_JXUO""TZS'4%EOY,\$I97_\$5T):"MAED">CQ\$XZ%|HL#|3!#+APAE&23>.
MN"52%M%@(Q!@|W;-|1UE3\$)&JK@62@;_*J^?F&VKGB-*CQMOB;X2A-./&1
M"H>XHL)5*B3D2+'#8_?&!G85MQ!X:02L7MUS-72ST>|:|KTES7)/+C-
0K"_'/3V#CX^N2;ZB!0T3BIB9*D C0I>U:FDZ-E!WXT380_K';@36R31:Z*
MVPEGV23'>;F8>|;+3?*8Y/VJQ_'Q=F\H3%G2%.QB"ASV*JJ('IR;3-R9;/R
MB*Y|G|MISJ7*-7A&F<\$4;H72? G8-LF9#VFM%T*),*PBL1Y|H+PYBBC>IP'
ME.+>Lj;:"7*%U*HK38E*D-I(91|WBIXP?0"Y?:GZRCCB|#8M\78=R6C@>??
M)55.M\22)"A1XH@!|J!5J7P|5R29|YC%.E?);@E;E*V-AQPYGN<6HO(LS@2^
M((E;IK8O\$H,-SRIB,%6V6 JM2D.<@W'>'?EP("7%JBNT1\FP75QK
M'!BE9:HURE3;Q1/^2%P9*C=FWO2<"E9IUDZ;+6NBFI5-K4YNEB\$'MI'J2344 MF&N-
)\$LZ@Z0UK*L0C)??/9N^7|8*7|X(DV-@PZWLGJ62PJPXUE-E%X@|V08| MZ2.19M/(T
X_/?TS!_)_O\NHKG0^Q2IG_;O3EHJ.U6(!|\$38*"KSD:L@:065C(A%,V'BE'&56Z;"IU
MQLI+M7|0QW'B4EH_)4RL2VE=MQ"R4CBVB9S^6"*=S,LD*IV*\$O7SRK+GRAI:
M2E@F9506^@!YUW;BM!)50LB|K|*WQ.L?O\$P\$F6W8L#,MLQYAQ7Z9
M7:B>|ERX+X_7J!_S^C:1^!H?E3,Z\$=4+HJ*3E!Z9UP0.>/O2J,%!M)"J8)O
M92X6*K61+%>:"\$RYBX@|MS+|I^ZY.?D+A)Y|E 95 M+"SUA)5-4
)2!8L1M654BTQ91\$0F"=M24.= C E4%;S0?4TKE> M/D> H.T=IE|D;-D*O
NN0XUB&L66F2QDT!|6P!1)D9"X M&F4L9&>*
|T!;H6"V5KO1>INW,ANR/U|2N\$35C%.:16JH08K 0HG)) (E=E4. M?
1D)>GV4<2AH;#16J'16*/Q@N29<\$N:7L66H|TCXEXBF5X;<0??N!F|KN* MR<)
C9R,FJTNI*Y|C\$<7F"IA Y"J=QZ(JP4'6Y8%8*.13:#. ?DU_)Q)4AY(\$ M>6(
&"RV1'ZC;'DS57PV|'R:T_1<=\$K+/*U&MFC.M2S\,_4".^L=FK=;2K.B M;FV"!(!?
LP;\$YV0=ML?U!8!)=)@=&T=!*E&F&A(OT9IGW/CXT632L!FR\$EBPW MKFB3E+!-
\$0PI3\82TUTJC?%L;'NFC=,J(HSU;-B;:S &8).78;,\$99=0@ R
MR>|SQ9>P2H*\06|C>C09M2%3DT9EV|L^M?
&0_5/.D/*@#;5L>.DISH&^3JQ|Q1H0%H7+=O*SBI'Q'*NWF>VRF<9A/E|XGSW=9SOD^-.
|>SK.MQ0*I;J-!-;JL:/."Q*0E(3NKGHQTVOL\$H=B=(0\A4H)GZFEDQ?>,=@
M4U49\$8WU/6B.|V/?5=4SJL1 K55501<YPC.L)(X/E15:AETF)=JKA2
M9\BT;%&/288^V<_!>%7!+E> K6XYP_&'|JC|=?(_CJ1_8|8E1V(Q3(;R74^

M\$*2F9A19*H^:WN2FP[%2=L:!!5B*K440U8%!=!Y!+-5TE=&,JO*/335?X;NL
MW/DBX91%"SQ6B%,:,:.'C2-(*F)I2IAZX:T8;7XKH&R".^H>.,##T*5NY
M)MWD,7JH5&!^>8,*#&SU0[SB:>&>.Y^?%"VJB!VQ_P\$"/WPFA;_Y#!?79"K)M,\$U+G'J;:
<[DW0'\$#J[*"A,@=-S|=*NX8R).\$;@%,U*L2OBI?8U*Y-%AM=MI.-/JZ>&KP3U'C#1:/1:(?
HJ&_N^I#++1\$"+*83SQ_((@2R,X://<-13HJ;-M6
">H:D_UG@)'5/3++:)4B):B192Z>.)4PI1ILC05W,\$51AC#E'02J1_Y,MDW@0TNBGM-
90TOM-MLR3:5@HS"61_XU:E;#^9;:4!+8"50WV"HZ6JC6S(PX"MM-_IA=8TJ-
L(U>6YA!KYA!9J?*[9PDGP'(HY"%&(L_M7#G:%%1B/9*T.RA\$4-
TUQ_!J1+QLAD!,!@N+W6.5_8?;M2?9LYE94'>[SL3&
(:F0^T)@=^YG!HW50F=RF#26U2&V#?A4A05F3;AK982[R&ZM8H+RH!
M^O*.J'3XQB%&GF\$S/_M4DA=3)Q@4,Q6CR!CMRR#P4%^62^\$S13SSM_A4I
MVH6*)'<+;<4:EU\W+E]*G(I#0K(HDFV2G1;[S%WBG-UPWQ8R/B3S/*6-9GHB
MU1(W1&)4B,L6RDB2(G|HP9ELF7+C(UB&5*CZ>M&4V2Y:=42NLLMMLR-B[=\$
M@\$HS\$AY2\$ZB08\$*%5X,:DHKM'L=:9\63J>#,AXN@3\LU2/6+;M^I8*W_6_M|TR-
FZ[*ZYJB,4\$ZQ=XZ))V2DBS|K2H,NH)V|_4Y6T_/?S_N7W|_/K_NE)5
MNK|VI226#2(:1#G.8"Z2R=+[E%))Y3TI@EH@7(Q?H?@S;+1_8>J@=:LD*,:5
MG,:>"O"VM!8?DW7,)#;6EE@R0&8:UPMAB36XXCT,L"\$3C_R.W7(?1E\$W|<1V
M/2J#J(JE96/?XQ(7E%B&O=!R52_O7;OIG6LB8&K,JF_
MDR"H(%_XNZ#8U1H:=+YP,\5E_?N>DH1VH)/0GIR\$MJ>3T,I-=?9UJE,2CW!
MV+N5+=_SO\$5C*D1\$|)@!!^4"-^+IL2,YCLD"M).Y=WFM2Y?)>|LS#_RU>:
MBA<%P/'""|YOOUOHD>6H4MM<|MMC07\H%TZB|/UOZ3%34.#/X?ERX2U^C\C|M5F>
4|H6,E0*44A:RH.?(<-0'+^Y4U|?L.6ZPXR\$(6_^MB&->|_8QF;"M@OG>?/[KDC\$/YIZF_*
(WG|M-H|5K+X6C:(9B*EL!Z/<_O_3^M=K01?|+T;Y^*
(|B@>@.O"^5X.!#I@_E/4A>0/#W|5#!MNSVC+UF|[X'BP9<M\$S#M9J/[-%!>DGR?
=GY'GAM\$\$^&O>|OVC5:[59+S:[4;G76=WRL.YU?0N\$\$/M_@9:\$(BM,N|3-
CH'5KW,0&:=9^X-^L|IF;CB11?-C)#XJ).JFCBD.?X);(=M'&7=>|=G-
^>R*36!LS>^MCE2L@-H&37PARS4ZDS4K&3-7,@HJ-=D%(V=#S=
MTM|FN>,ZC&!H#Q-P7^"06F61.:J-W3+3T'<1YLPZ%|Z'K0R@.^%4,:1W2JR
ML=>*|T1/E&'6#&)Y8|C"W=_O(#89W3;9>%PS<83\$6&SEU_27SV|!|18_V
M#CUV6Y|V4F(96A#|ESB.'@M&Y;:@V5C-%JR.(RSS!^9P|-H#/?\$AP'>?L_7P_M\$K.+:."
(1WF1GC1&XIO9,PX6+0(%X#|?|=P|B=@W0;:T&HV%|6B^16TEZ'='MG*X|C"J0;(-
ZZA@7(K0E4|Y0E=T|\$KY_S1T|(H.7GFIP2O+(QGB|5|^MAF5WSVCN+UC:*A3#4J
8E2^&1>FK!CNA:GG"R%0QD:.%@L"F=9E6.|9>MRQJ_M; >N@ZMZ,S050=':-5G>_+?
97502RV2"??\$HI!:@V\$%9W.|ZSN<%Z*R#<1-M=(W=O;
(<8*_Q1\$)_>0?'AH*/=HW>7EG<'+VJNSDV\$EK1;97%Q|'&Z*2M"9QH
MM8Q>KRSB8W=|3JE*AY,=&-WV\$V-*UJ=O;-AQ6\$;??,|X*,WY=*HN&VXB/JEK_M=/:?
&"2Y-EC:&P|7W%#T4>>@+&*?CFYY'MX:O=VR"!*EBFZYHDJ7|_!4+FS@
M8&!9WUID1,+K'G-D1,_SS!>0VQ%S|A=C.:?7L16KB*W8KH(@3RJ)TVKJFCA/
MKHFSKVOBE)L\$"@.+L(PF;#5V#),=AYCM4G%/BBM:6N|&'F&"F^.%LEH8B*2Z
MF=UB(3,+.|2G53X;|(+J(H=C3D6ZL_IC|B,L|INS>B|V-\$(8L*JRK-
<6&14=@!WX0AE,=L@L(.0R_||=/\$1X5/T|)%DT|EVT"PLQ)%=&!
MQWV+>0,J".EC&3LWF>;|E3V,)'-:&NWLLNW+TR!5?M@N;:GND*:S!,0,TM^MX6->-
ETEHzGF^.:@@&^N@.GM\$_L8?\$.6!@A/0%PF.'8D\$5L&_3ZN-VT<"K2L_M.Y0-G!-
G%K2NL5|D-W|&Y"6S#2R|^MX>B|#6S\$*0X)/V@O,)2ZI^"/KY7>L|K"&.?MX
=FS|GE|RGQU2,?R=_IC#_M|N_|YMIAH+=Z|5N-\$;T\$H8KJU3N|ZAU^2^!AD6@1LL,
1>|7V;:,R6EA^(+*MVVE
_MH(I&@W9S>JMY9HFT|Z|F42X(J'I6+B&M2U#/_M8DMGH"@I8P8MN4NF&_MU1NB-
V3+-J3_K;+H/OG+T='Q|/_*0%MP#M1\$/*!%X4&.SL|>@ZCSB1UK/|62H?
O%HI_S%W(A(.0\$)F0D->Q_7W9G|=(5THE^|*8.MTFT:SV:S@8>CCUL==VAG6?8Y-#&_K!
|J_W9=_MZ=E2+A8O9YUNWQ*SDFY%Z"8Q4|OU2_M@I4_S1;VS_W9W>DT4<;MEF;|+
|*|JV:NW<9S;LAUL51|?D_=_OM8NR#B|1@|3_M-DJRX&H-NHC.3"ZO:|1.C@HS7JK-
>QZ3Z?7*!'O6X/)5@N<6N|HA+_4(UJ_M2|'P%Y\$GNSOM-LJ3>Z59|&99:GD74*UAURQ?
|!G|6K@HY='LMXV|H==.*WDT_M5/6YA')?6:4ZWW1
R)'NUN_L5X^J'P7/=+V77.Y9FC"^9>LLIN_&F&OM|N_MH+"W7YH%5Y*/(C:Z)5*@|?
D|=?O:1J^L:QSL;|W.4|73Z36-WJX6|MX.JW&_MBJA&VPIE@J@"@
SR=\$=1P/JAX#^P^X+84DGSWO+*6|;6^JW77X7#9_#U5Y_?
MIM)H"3;A1831EHK6W'L;P9I-8=j37>GS:QG-5L?H:D=V*4|GK|LRVDVM*)3Q_M;|J-
%5T=K|.C@Z@U+*IEDU7F|-3@G5K^,:Z/%C+G|4^

MOU;7:~XTC4Y+&S!+>#SUTJRS6L.NV^19(IY7!9-G-/3N"+;OWL!V!(LS6\$J
M+^M*S4F[X6]= \$K45OL%/7U%GA%5SB! CZGRQ\64! M3;(L+U_-;+LL[P*J->R;XD!/:5?
481O&IM8B7/1HL'RW@JVC SX)"/OI#C M!4PZGH/
_VT>P@"8Z6UZ!0!7<|7@COL&34SJPL9RGT^S Z>CB3:4\G4Y)*P15UB!X-(??4I
MG2:=H-F1YT^WSQ"XS9+EI2^&PD>_L!8%5F-8;0LLXW8_5!|=I=HW=_159-JI
MB94\F!;1!;6;9E<'40O1*;H!;8MF-M6F#;4CY8W@54:|@U7SN= M/:3T@);&
<^F8!1:3:YIUWK93R=5F-%ME%M@U,BG3>="H@N_0!^!C.V-'U
M&;OD0<"NOI"4T9A=^U\$0E@##M("G8_)>);R:6X>!6+=WL/41!I4!
MFSVCUJLUJ@^TX[N,H/;6%&BWNPPWVU?6%>_T! G=@N=TV8?CL#\KX+R^8? MV!??
XY;)@S"!"",S2*):8/KV-+2!J2VZI3>-4;P!>|01N_6Q!;LN! ?SJD(@ M=0#?)L!OH-
_VNJLJH/>3:SFV;1ZOEY/>WK+>#;-DGIZ*VLXU#*HED%?JPRZ
M!2T/UBV#ZNJ\$53Z_CM'K!C=MK:EZ=/9OF'7G4"WHG-Y'9;XZ,C NR(3^V0
M.SK4L')KTY[H:@RK/= %EW.[GZBF!1K/9Q/^59L'5&G;-[DYC?Z^M3Z>DH,I
M:;&8RIH*M1!7!;7-F0\$0?6!B!X'GRSJ.YUXIEOPB%L!66W8HZ:RH%L!K9;+;
M!ECM\JLS=ML@PK1TFH0^G>T;=MW1CN7T19=5?)S;)D'V9_V;SZVT3XG!SBY+ M@#
(KMI>YPA_!;Q>VHUK??>-EJ-*G:Q&N+D!@H/4H8PK\$"%U+<(JGY^V49;Y
M=#K&P;X_-2WKZ;0;)6)IVV"C)(&\$0/OB<|<*V#>?KJ=|8R'\$<#HA?9-&:QV
M.EYQC9)F1TF:;F!1&RM? !?EUC/V! Z-SL/5D4-73Z32-@Z9.G"_CZ;1+V@:O MK'*D(^Y.3L+
@FX;A<=7TJ".G:(P)DI1^\$C'+JZ" Y9W =4:=LWB0,_H!7>,
MYJZ6!_3Q;.&P;Q;7VKI"XHHE.I^! /QQ;6I" ^! "9!OJ!>\$!%\$;>T:_\$VQS+J
MA)1J*#N%NC)N!W-#'GI&JZG;-V4\FOU>Q^AT! =F4!6R;)77SEE54ZU!38+!> MG'TJ!/?
69Y>'5! ?GUJOIQ?W5QLKC<|% 3==A9Z00\$M!";3"SZK M%-TOD>W@/F=6N?
R*:#22QF,C" ^2/->P4(O!17EZK!6_KG?Z):(@>KS>WJ6 M;KNKLW3+>CH=HW/0-EY!-
:I*GDZ!L;)ST=; 6+J!\$8'T\$7#?/?3!<|9&(RPKJ M4+S*K>W2%T/AHV"!#8'5&%8;
LNXW<_U)8+HT-&"72G/9M?HM7>_-9;LBCC MZ90UR:*D8MO?3!JY!_Z!3^.^@3@)?
=#5_C!J CIP7XM!4,MMU1A6RVUEW.[G MRFU-73FOS;?3-
O;T!93V>/9**KM5UBCW#S&9"%_X!-W%5/@<)9!M%>Z^BY !M@1+KOMON-
@IUNHC>'#^7+3_:6Q!1KZOHZ? !5ZYH!5I&IZV=C?IXMG#8=8N= MNNG'\$!
!^T)PP?._>HYUY&VG-)GD>GRU!;7*# =SOPSF-&TE+ #6KTE;";1AV MS?+?
M/8ZVQJCYEJGHVQVX:~5WRN)2GTRREA7 GQ!30SY!L^ ^9SK?9I!_! M:9J=3PIE#\TVX?
I(!K#QT69^(_!5!;\$!G*7G,ETV73+(TYY=?J_ZG5V8@O' M^L
N^4A!;"C_'0G7A+UHM3ZRW!D3X4=6KZL7Z3#DN_!/?
HXZB"WP'FS!8J!&%G0@|Q!;>9*!>%!&2,6F69L\$D*Q.!E3"= MV9QX6SZRZ!D4GCCT^<
V/D)S/A%RZ\X!W*2#|!\$L!5NT?3%2P1\$D^! =L/P>^ MX#_J
S'T?!A^2B>377V08/6X!V^*SCU+Z4LGSX*-RTE/_#G(1!0"Y^8X2G/Y MY4WS#?T-FV#&?
^=H9_!ATE'X8WJ.PZJ;,RGP6=\$'.8-93R&YX=#F;)C1!X\$!@!1??#Y/A:X5GLK !KW?KT;L5^:
(2D?1K2LLO7./@_!#VGG2KY?P !Q MVU_>M-^49^_B,OX\$Y14!/?L41-
//UKO80T1WD>EWM-R0+&ZDYT^ ^=-;"S/ M7C6M!D++_5C_ ^!PXD5NN-,?<|"@G=I
<.PPR6Z3\$EZD2U\$MS6.6 HI3,X(3; M\$@-(L2CY#I8#BE*>XUL"SQO"2R\$!#
*1(P2;>,V! /BV*8(/+-9/7OEVO&"11^U24CH!J*9H):6D%\FVU)G2>+JDNK! M>[M&=
! =3R;W1(+P(AO3VC=T-VS@J?#PE &'_-;9*&K)56>?)JY-# NS\$=KEK
MVJMMXU11T7SE+9JN@_K:0^U7;I(A3EU"4#0J2;A(VAQ!&>L;N!HL*O!VQ* M
*;>TP9G>: ^<7"@::2Z(*S9IU;22*Z2JAKG8AI&KI"16K9E>NRWOM8V/G!7
MELT_L" ^ ^QRV3!V\$ ^<;T?#0+3MZ>O/L,_=9"DSA&=S%YD1-MIM;1WI+27AO:;
M:+PH#M Y_-@U#G8UV587A'5CR'ZO:|3W=+Y@=4%8MT+2+L_5L@W>\$7B0_/O3
M!W^P!YX?CK R!K4?!"67+2?1/M)7@//+@\$ (VD^B0=B<5-'KZ@);E09AW5%; MS^A')KI"
M5_/P+Y%-&_J!^61F23L2!5VZ47TDJHL+=
!1EU%05BWKZ39;!N! ^H74ET0UIWN7LY^!-7UE?2_\$6!'"!K:-T+! M1SZ?
ND'D<|=!W=X1!1/90MY< A"T3T2#L#GY4C<=J3@ (Z!:/EL:/2H.P;NUC MLX78JN81^?
WZG"!H!;5! ?_5"X1CL&|P=IXFP,V&#GJ&5#*UD;!D++@\$ (6LG0 M(&S4B*U%R.J"H/L::A
VHUR4*,-P*UP;6OW0ZL=H! ^%8%V)&+^Y@2TB*,Z!
MRN7'O(AFTFK+V"M=@Z>SE37>%\$4,HF15UHUIJ30(&D,T")O\$D(XNG:45 M\$*V
Z!P0K8CHR^(1)BRMB%02A#7!1_-;K=M!+:UG%E=\$-9=N!#H=#M&|T"C
M2'5!6'>HGJZ;I;45K-V44%NI&O9H::42(*SY/FEK=44C1A%BM(QNLV>TNKK\$
M;W5!T#%=&@0= TU5ZA!GEK!28\$G-WB//G!HN;'1=K;=0^<#HK*K557L1!/:S MT^H-
:;T%!)>8V%;=Y6^&A*_*;L_0B&LK>SCXJ*%4CH*L-[KHZ?=
(!HO"J!J&WM!>T:GI^T*U05!>T\$T"-H+ M4GXOB!'!#5KC>'X(QTZ!IWNKE_9ZT-U"-%X4
M0;5O!?'VC=V.MG57%X1U8\CN_JZQ?!#9K.0*T!)0%AS38-&ISQ7RQJ!(>V

M%8X_L;W[084%2F+\$IR'YKIC.I"IR1JV\$&'OK_%GEISG(_CFQ'8FP?OGX(9:
M7^OMIB7Y%)3N*F&YA/GHV?U0MS^SS7J&UE324RL7-.O&H8[1.1X8O;UGV&1+
MNF,:FLUB4]=H[S]#S"[ICFEH-H=-[>@YDGI8WS-- M 8+TV L#=#H+-#&AE "\$-
>.%T>OA_8JN3<:!(TA&H1- M8\AN2=-.XMZ"LA.I+P'[U'(0M(\$5& MJRJZJ\$
R_S\$HN>&L8EOP(H(A=ET"4!8/TU1X8W1(+R T;RL^QK0;/'(*P9 M/_:Z1JNYV03
"A]. "4!8=_&_J5 SIM+=DC=M1E%J3 M-:7L1322@YV6+BE0VDNCJTL*:+PHLFIB/
(Z.X*DT".N.|>IUVD978TB%05AW MC%G!CMK7+YN%>0+=W\JP+
M%NW!'!>C/H(S>B""< !H6;"^T#Z3T(&@?B_9A8^BA2^-6%X0U=QK=(-
^%9?;/H(OO<)\C'XT M"\$S?GF(VZO>)IU,\GR3O':8E/B6Z6F'B<:++
(F.GT>UJATFU05@[ANRWC/T- MLX*T)0%BW!K/9_-&*.4Q^%XYGVN&,H+OT/
=F!=-%V#8=8>AN,+H;C\$X5 MV5(V7 (0M)M\$@/
Q].@:N[O:\$%Y=\$+0338.PF101[2+1*HA605YV&_I@OL_=M4&>'%\$41J\}9S^BS4H+-
*0\$(6@_1(\$S.&69TF[KD775!T'J(!D'K(:5W= /P!
ML1% C.A1K3KT00@=CF4(&8+&08BCJL5E'Z=:Y//YY_128%>>-S2[;).1IT?T M);I
TB*^NG20KIN5RU^G3)" +*%QLE\$B Z*R0)?=< _D=Z4NP.R4 8G?235!6'MZ-%J;
I9,4H7/I@0@:\$>)UDTJ*XQKW62);J(3U+4J
M4ME+0ZLB&B*H[5V>T;G0+M2J@O"NO&C971W-JM\$HL*4P(0UJV,I):G6M&N
ME"J@I597UK@=9UQ[4K3ZLO\$#6GE\$1TN7V-*(4808NTVCN:_ET^J"L&A.Z.P9
MO8[6;ZL+PNL,!=/:R5:(XUH[*=9.M"]%*R.503.T,J(1HQ@QC/U>Q^CV--U6
M%X2U8TBG:1QT=?!?=4%8=[W?,BHD.R\$?..+S)\N^ ^5RK?=K!_WZ:QO--N#^R M
9AFNJG39<_B?%)5>0BR9%1XM)G?J'!%06@/9\NG(W!! ,G,MX2;/B6'3P/8O_C3FSD?
5*%,/7^P:NCV[O2N MZ#3E"<7:7#3]_*Z%FA5\N I;"O?L_L\$/8?9*-_*\$-7M
%3,&>VE[3*3!V/& M76O'\IGEZ3],_PX/_^_.+EB\,79Z9>+*^:+*,P,0G'
6NP[C#|V6\$=^P(=Z MZB,|,Q4F%@)C/@|AUR/7\$4' O' L_%L[P"DMV+906 UV B*,HZ9)08
5M+J MT&"W@HTYC# 'U01O;\$A:#UYD9^3|IR@* A%O,@Q/ T<1=NC2SK
^OA=XJ@XN^ ^.-S|P5J- M+D <>(YMOS*3QQZ/.,7YDYWPB MY-:=>[A)K6;VK9WX-
=J_&..0L,-7+:A |#K'_6!&'H^C#^EH\DN0U>P?-SX M-T5<.WL9+IT"S;N)SWR#;'X-
4UWN(0E&,R+D(F8WD3 QG,?+I%:RHC8U//# M(6"ITRQI;)OCE T"3]K?:73?
XK@X1NAA%|_ ,V-@41P8&4H2|#!P,Q|W>(:|MS08|@.^BJ0?|UP.^I09)7L|PPZ &/_ (I<,
(I>P+LS9G!F3>="=>#7("#, M|WU-[GTQA3++
Z|B>F%ZQ"1ER,=|4: ^"W_0JT'HF3_&G@,7V9*IU#'#SDIH M60)M+7NR('K!K|
(WR@!:=0|!;+T<".)*X@X(9G--M@&!8)-FX2A("YNAS M,XQX1JP#F8XF,6!N,*>PH|
LNU_T/CUO#MH1"X9EBY%0D\ (L"PR,?=O+7# ML1>%;&3?
T!X/AR# 'XAQP:219&9^"I8@;#@_@J(L,9D3; +/CK|6PYM9HP!'X=#)U. 1S M#"HEJ5N|
MQ\$&>&7R^N\$ \$O"SP/Y"9\$.T14 |W;1%|VAD42+9E7E-?A(B8H"0-!" A|@+.
M:KXMAJ#_) +TD8^H?1\$!TI#G-W10U,|Z"18K.AY?/?M@EHR MF%+=+7M8-JT8:?)
I')G\$|Z=:L^+|>YN>7,;ZJF|W4?MR",-#S^Q_"I\$#E_S MY/#@GE0\OC@UT1P2Q/";"X?
P&V|M++|?8>ZYF,J!%3&#/SM+_OM=O/CX>\$5 M?6H?|!;< *X\$5% "J(I0XJ0.SRZW^/'!\$;
(G^4;U|XX@SM *YAD*KZC.L ML"#K1JDR@=";"FE|Y8AV),Z.|
LKIKJ8*V%TOX/\$4J1\$>03)=R"Q XB<*QT MH!HQ0C4'=AA@!RX-HOMIF%(W?
(!908T@5B/65;+Z M0RC,L008,+)C99&S&^ \$_%F*33Z!JAZP9TT#&|!/:SSH,
|K|63N#'+Z'G M*Y0GQ1YD6T#RA!9_Z|S?C.CWX|U&J_1=RWY L);J@F
=3RX:|W4|H%X0P|@2&L%+BFYW_0=5C\$: ME)Z70W<4!;P?"OYC#-
,",HH8MX'J@&/PZY+0TSKH+=+#T6W/HWD 5;NB7 M,R|@<="Z|
+1H9'>B6C8X1%UZ6'<| #W0L /|CM%5A|*CZ41D"#J"U0\$%NC8W M0-
JU_ ^Y^,'AP0_X+Z|DN|BS,5CV#QZ,X8700!S*-UNMO:+4?K2 7Z.)C% P#|
O&WP>H"K9\$3&2@%Z"5P< M=&^ HDSVSR//W6+A#&4AEH'J\$ +6.6V0"H *Z1?
PYMUPYGTJZM-.ST7E\$C M)6|/'&PV'7NN,*2IU!6@|AD!@K1*&KCA6>P,9K!;SR4RD
|FT0NNOTQ@%S2 M"?T<"%-:G^J A2Z|H?WL=@@,19_*,4X5\$?J(#L-
M2/B)C;&)J&0J.B\$#NR506@)DO1W;Z+O@ ^' HIPWQTRX(Y0E06EH3Y0CAI#4
M|>"LXH?P" |L>V>AY,CF,#,MEP|@9@J28|2H\$ \$Q#&L|;V @*"TJ!E J=)H%-
MD<#1E|HAEY(S=A@\$GFF38(&*A.FQTS)>2\$=?SAC0)K9Q(UPO"ER:|D?|_?
M<@0GT4LJX8IY9)2I\$6 T8O+8FTY1<\$ (4#4C@\$ MZ=|WBLK_4Y=&|!(TM>&0|Q0"
8,*8L-#V20N\$P^*|Q: ^JR8Z4!;" M \$"_S; &RRV)MX*^>=O,"M TJ=W-
25MC)+&|+O/@2TGH0\$HT93M\$ED&)MTD MKA*2@"QFBH@L=G5|>BWO#@S&3#
3+@OZ66%HU@/' ,00IQ/^T3YV15WJ?_)F*,R"%J^;K%?_P1#[9_C7 MLQ N
I4S(,9P9:%ZP/^>' V1'0BB>?9V'|/Z;K7_='@7;NY:|0|^T:|VWV_ M*%A_%D_M,
(C\$ \$'AIKB,25%'UV? *^#^O!X#K*,QN_ ;A|G_|<_O|A..LD#B M*!IO%>NA8#;|&>.'8QE

~~)P2WQE JPO#&4&9+M4>0^<9V55!F\$"7WH#2^V-1 MF[U#"43=R:E@G?
C4AKXW87!O'('4+5Q7S-#9B)X'DE7"@!V-^13&8:T6NMH(
MT7SA^2/N*BU8VIMH!8EQ2:H55&0 K50 %B(^1L!B%-2M" _LK%1(49W 5@9!A M
0AK"N2C! ?95H.2C4>*QO&-50SZ,?4!5%\I XU\!K,P57\$470>2(118?#7Q;B_Q'A|=L2,^)11?
JLB7DV!G05==>%73=^)/8~~