

begin 666 DOC.PDF

M)5!\$1BTQ+C(-"B7BX_3#0HR(#@;V)J#0H\`T*+TQE;F=T:"`Q-3`R#0H^
M/@T*WLR96#M#0I"5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-#DN
M-S<@5&T-"C`@9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**" `I5&H-"B] &,R`Q
M(%1F#0HQ."`M,2XQ."!41`T**%1!ODQ%(\$)&(\$-3E1%3E13%51J#0I%5`T*
M,"!`#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-(%M=,"!D#0HQ(&D@#0HR-#N-C4@
M.3,T+C\$W(&T-"C,W,"XW-R`Y,S0N,3<@;`T*4PT*0E0-"C\$R(#`@,"`Q,B`U
M,RXW,R`Y,#8N-3<@5&T-"C`N-2`P(#`N-2!R9PT**%1!4E0@22X@0V]N<V]L
M:61A=&5D(\$9I;F%N8VEA;"!3=&%T96UE;G1S*51J#0I%5`T*,"XU(#`@,"XU
M(%)`#0HU,RXW,R`Y,#4N,3,@;0T*,C<Y+C`Y(#DP-2XQ,R!L#0I3#0I"5`T*
M,3(@,"`P(#\$R(#8Y+C`Y(#@Y,2XY,R!4;0T**\$ET96T@,2X@0V]N<V]L:61A
M=&5D(\$9I;F%N8VEA;"!3=&%T96UE;G1S*51J#0I%5`T*-CDN,#D@.#DP+C0Y
M(&T-"C(X-RXR-2`X.3`N-#D@;`T*4PT*0E0-"C\$R(#`@,"`Q,B`X-"XR,2`X
M-S<N,CD@5&T-"BA#;VYS;VQI9&%T960@0F%L86YC92!3:&5E="I5&H-"D54
M#0HX-"XR,2`X-S4N.#4@;0T*,C,Q+C`Y(#@W-2XX-2!L#0I3#0I"5`T*,3(@
M,"`P(#\$R(#@T+C(Q(#@V,BXV-2!4;0T**\$-O;G-O;&ED871E9"!3=&%T96UE
M;G1S(&]F(\$EN8V]M92E4:@T*150-"C@T+C(Q(#@V,2XR,2!M#0HR-C4N.#D@
M.#8Q+C(Q(&P-"E,-"D)4#0HO1C0@,2!49@T*,3(@,"`P(#\$R(#@T+C(Q(#@T
M."XP,2!4;0T**\$-O;G-O;&ED871E9"!3=&%T96UE;G1S(&]F(\$-H86YG97,@
M:6X@4W108VMH;VQD97)S7#(R,B!%<75I='DI5&H-"D54#0HX-"XR,2`X-#8N
M-3<@;0T*,SDV+CDS(#@T-BXU-R!L#0I3#0I"5`T*,3(@,"`P(#\$R(#@T+C(Q
M(#@S,RXS-R!4;0T**\$-O;G-O;&ED871E9"!3=&%T96UE;G1S(&]F(\$-A<V@
M1FQO=W,I5&H-"D54#0HX-"XR,2`X,S\$N.3,@;0T*,C@W+C`Q(#@S,2XY,R!L
M#0I3#0I"5`T*,3(@,"`P(#\$R(#@T+C(Q(#@Q."XW,R!4;0T**\$YO=&5S('1O
M(\$-O;G-O;&ED871E9"!&:6YA;F-I86P@4W1A=&5M96YT<RE4:@T*150-"C@T
M+C(Q(#@Q-RXR.2!M#0HS,#<N.#D@.#\$W+C(Y(&P-"E,-"D)4#0HQ,B`P(#`@
M,3(@-CDN,#D@.#`T+C`Y(%1M#0HH271E;2`R+B!-86YA9V5M96YT7#(R,G,@
M1&ES8W5S<VEO;B!A;F0@06YA;'ES:7,@;V8@1FEN86YC:6%L(\$-O;F1I=&EO
M;B!A;F0@4F5S=6QT<R!09B`I5&H-"D54#0HV.2XP.2`X,#(N-C4@;0T*-3`U
M+C8U(#@P,BXV-2!L#0I3#0I"5`T*,3(@,"`P(#\$R(#8Y+C`Y(#<X.2XT-2!4
M;0T**\$]P97)A=&EO;G,I5&H-"D54#0HV.2XP.2`W.#@N,#\$@;0T*,3(V+C0U
M(#<X."XP,2!L#0I3#0I"5`T*,3(@,"`P(#\$R(#4S+C<S(#<W-"XX,2!4;0T*
M**%!4E0@24D@7#(R-R)!/=&AE<B!);F9O<FUA=&EO;BE4:@T*150-"C4S+C<S
M(#<W,RXS-R!M#0HR,3,N-3<@-S<S+C,W(&P-"E,-"D)4#0HQ,B`P(#`@,3(@
M-3,N-S,@-S8P+C\$W(%1M#0HH4VEG;F%T=7)E<RE4:@T*150-"C4S+C<S(#<U
M."XW,R!M#0HQ,#@N-#4@-S4X+C<S(&P-"E,-"F5N9`-T<F5A;0T*96YD;V)J
M#0HS(#`@;V)J#0H\`T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T9O;G0@
M/#P-"B] &,B`T(#`@4@T*+T8S(#4@,"!2#0HO1C0@-B`P(%(-"CX^#0HO17AT
M1U-T871E(#\#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*,3`@,"!O
M8FH-"CP#0HO3&5N9W1H(#,S-3@-"CX^#0IS=')E86T-"D)4#0HO1C(@,2!4
M9@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(&=S#0HP
M(%1C#0HP(%1W#0HH("E4:@T*,3,N,3(@+3(N,R!41`T**%-#0U52251)15,@
M04Y\$(\$580TA!3D=%(\$-/34U)4U-3TXI5&H-"CON,C@+3\$N,3(@5\$0-"BA7
M05-(24Y'5\$].+!"\$+D,N(#(P-30Y*51J#0I%5`T*,"!`#0HP(\$H@,"!J(#`N
M,C0@=R`Q,"!-(%M=,"!D#0HQ(&D@#0HR,S0N-#4@.3SX+C@Q(&T-"C,W-RXY
M-R`Y,3@N.#\$@;`T*4PT*0E0-"B] &,R`Q(%1F#0HQ,B`P(#`@,3(@,C<S+C4W
M(#@Y,2XV.2!4;0T**\$9/4DT@,3`M42E4:@T*+T8R(#\$@5&8-"BTV+C\$@+3(N
M,S0@5\$0-"BA1=6%R=&5R;'D@4F5P;W)T(%5N9&5R(%-E8W1I;VX@,3,@;W(@
M,35<*%1<*2E4:@T*,"XY,B`M,2XQ,B!41`T**&]F('1H92!396-U<FET:65S
M(\$5X8VAA;F=E(\$%C="!09B`Q.3,T*51J#0I%5`T*,C\$Q+C0Q(#@T."XY-R!M
M#0HT,#`N-S<@.#OX+CDW(&P-"E,-"D)4#0HQ,B`P(#`@,3(@,C4N-C4@.#,V
M+C<S(%1M#0HT+C@Y(%1C#0I;*`@*3,W-#`H("E=5\$H-"EOJ#0HP(%1C#0HH
M7"A-87)K(\$]N95PI*51J#0HP("TQ+C(@5\$0-"ELH6UA=*2TU,34Q+CDH475A
M<G1E<FQY(')E<]R="!P=7)S=6%N="!T;R!396-T:6]N(#\$S(&]R(#\$U7"AD
M7"D@;V8@=&AE(%-E8W5R:71I97,@17AC:&%N9V4@06-T(&]F(#\$Y,S0N*5U4
M2@T*,"`M,2XQ,B!41`T**" `I5&H-"C8N-30@+3\$N,3@5\$0-"BA&W(@=&AE
M('`%U87)T97)L>2!P97)I;V0@96YD960*51J#0HO1C,@,2!49@T*,3(N-#@
M,"!41`T**\$UA<F-H(#,Q+`R,#`P*51J#0HO1C(@,2!49@T*-BXV-B`P(%1\$
M#0HH+!O<BE4:@T*+3(U+C8X("TQ+C\$V(%1\$#0HH("E4:@T*,"`M,2XQ,B!4
M1`T*6RA;("`@72DM-3\$R,RXY*%1R86YS:71I;VX@<F5P;W)T('!U<G-U86Y
M('10(%-E8W1I;VX@,3,@;W(@,35<*%1<*2!09B!T:4@4V5C=7)I=&E-EKRT
M>&-H86YG92!!8W0@;V8@,3DS-"XI751*#0I4*%T**" `I5&H-"C8N-30@+3\$N
M,3(@5\$0-"BA&W(@=&AE('1R86YS:71I;VX@<45R:6]D(&9R;VT@7U]?7U]?
M7U]?('10(%)?7U]?7U]?7RE4:@T*+38N-30@+3\$N,3(@5\$0-"B@*51J#0H
M+C4T("TQ+C\$R(%1\$#0HH0V]M;6ES<VEO;B!&:6QE(\$YU;6)E<CH@,"TR-C\$R
M."E4:@T*+38N-30@+3\$N,3(@5\$0-"B@*51J#0HO1C,@,2!49@T*,3<N,C8@
M+3\$N,3@5\$0-"BA.;W)T:%=EW0@26YD:6%N82!"86YC;W)P*51J#0I%5`T*
M,"XU(\$<-"COS-RXR-2`V-C<N-S<@;0T*,3<T+CDS(#8V-RXW-R!L#0HQ-S0N
M.3,@-C8W+C<W(&T-"C\$W-"XY,R`V-C<N,CD@;`T*4PT*,"!`#0HQ-S0N.3,@
M-C8W+C(Y(&T-"COS-RXR-2`V-C<N,CD@;`T*-#W+C(U(#8V-RXR.2!M#0HT
M,S<N,C4@-C8W+C<W(&P-"E,-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#\$X
M,2XV-2`V-30N-3<@5&T-"BA*%5X86-T(&YA;64@;V8@<F5G:7-T<F%N="!A
M<R!S<45C:69I960@:6X@:71S(&-H87)T97)<*2E4:@T*+3\$S("TQ+C\$R(%1\$
M#0HR-2XT-R!48PT*6R@@"(DR,S,X,"@*5U42@T*,3\$N,S8@+3\$N,3(@5\$0-
M"C`@5&,"-ELH26YD:6%N82DM,C`V,C`N."@S-2TQ.3(W.3@Q*5U42@T*150-
M"C`N-2!`#0HS,S0N,#4@-C(S+C,W(&T-"C(U+C8U(#8R,RXS-R!L#0HR-2XV
M-2`V,C,N,S<@;0T*,C4N-C4@-C(R+C@Y(&P-"E,-"C`@1PT*,C4N-C4@-C(R
M+C@Y(&T-"C,S-"XP-2`V,C(N.#D@;`T*,S,T+C`U(#8R,BXX.2!M#0HS,S0N
M,#4@-C(S+C,W(&P-"E,-"C`N-2!`#0HU.#8N-3,@-C(S+C,W(&T-"C,V,BXS
M-R`V,C,N,S<@;`T*,S8R+C,W(#8R,RXS-R!M#0HS-C(N,S<@-C(R+C@Y(&P-
M"E,-"C`@1PT*,S8R+C,W(#8R,BXX.2!M#0HU.#8N-3,@-C(R+C@Y(&P-"C4X
M-BXU,R`V,C(N.#D@;0T*-3@V+C4S(#8R,RXS-R!L#0I3#0I"5`T*,3(@,"`P
M(#\$R(#,U+C<S(#8Q,"XQ-R!4;0T*6RA<*%T871E(&]R(&]T:&5R(&IU-FES
M9&EC=&EO;B!09B!I;F-O<G!O<F%T:6]N(&]R(&]R9V%N:7IA=&EO;EPI*2TT

M-34X+C\$H,C`P,"DM-C`Y-BXQ*#\$Y.3DI751*#0I%5`T*,"XU(\$<-`C`@2B`P
M(&H@,"XR-`1W(#\$P(\$T@6UTP(&0-"C\$@:2`-`COU-BXR,2`X,#4N,#4@;0T*
M,S@T+COU(#@P-2XP-2!L#0HS.#0N-#4@.#`U+C`U(&T-"C,X-"XT-2`X,#0N
M-3<@;`T*4PT*,"!`!#0HS.#0N-#4@.#`T+C4W(&T-"COU-BXR,2`X,#0N-3<@
M;`T*-#4V+C(Q(#@P-"XU-R!M#0HT-38N,C\$@.#`U+C`U(&P-"E,-"C`N-2`!
M#0HU-#0N,CD@.#`U+C`U(&T-"COU.2XU-R`X,#4N,#4@;`T*-#4Y+C4W(#@P
M-2XP-2!M#0HT-3DN-3<@.#`T+C4W(&P-"E,-"C`@1PT*-#4Y+C4W(#@P-"XU
M-R!M#0HU-#0N,CD@.#`T+C4W(&P-"C4T-"XR.2`X,#0N-3<@;0T*-30T+C(Y
M(#@P-2XP-2!L#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y
M(#8W+C8U(#<Y,RXU,R!4;0T*+3`N,#`P,2!48PT**\$%34T544RE4:@T*,"M
M,2XR,30T(%1\$#0HP(%1C#0I;*\$-A<V@@86YD(&-A<V@@97%U:79A;&5N=' ,I
M+3(R,#<S+C,H)"DM-3`P+C\$H,34L-#0R*2TT,C4P+CDH)"DM-3`P+C\$H,30L
M-C,S*5U42@T*5"H-"ELH4V5C=7)I=&EE<R!A=F%I;&%B;&4M9F]R+7-A;&4I
M+3(R-#`X+COH,C(L-#0W*2TU,C4Q*#(T+#\$W,2E=5\$H-"E0J#0HH4V5C=7)I
M=&EE<R!H96QD+710+6UA='5R:71Y(%PH9F%I<B!V86QU93H@36%R8V@,S\$
L M(#`P,#`@+2`D,34L-34V.R`I5&H-"C`@+3\$N,3\$Y,2!41`T*6RA\$96-E;6)E
M<B`S,2P@,3DY.2`M("0Q-2PW,3A<*2DM,C\$S,C0N-2@Q-2PY,C0I+34R-3\$H
M,34L.3@S*5U42@T*,"M,2XR,30T(%1\$#0I;*\$Q086YS(&AE;&0@9F]R('A
M;&4I+3(W,C(T+C\$H-3DQ*2TV-3`P+CDH-3DW*5U42@T*5"H-"ELH3&]A;G,@
M<F5C96EV86)L92DM,C8R.38H,S`V+#`W-"DM-#<U,2@R.34L.#\$S*5U42@T*
M5"H-"ELH3&5S<SH@86QL;W=A;F-E(&90<B!L;V%N(&QO<W-E<RDM,C\$S,C0N
M,BA<#L,X,SOY*2TQ,BXW*%PI*2TU,#<R+C,H7"@S+#,P.2DM,3(N-RA<2E=
M5\$H-"D54#0HP+C4@1PT*-# ,S+C@Y(#<P-"XY-R!M#0HT,#\$N,C4@-S`T+CDW
M(&P-"COP,2XR-2`W,#0N.3<@;0T*-#`Q+C(U(#<P-"XT.2!L#0I3#0HP(\$<-
M"COP,2XR-2`W,#0N-#D@;0T*-# ,S+C@Y(#<P-"XT.2!L#0HT,S,N.#D@-S`T
M+COY(&T-"COS,RXX.2`W,#0N.3<@;`T*4PT*,"XU(\$<-`C4Q-"XU,R`W,#0N
M.3<@;0T*-#@Q+C@Y(#<P-"XY-R!L#0HT.#\$N.#D@-S`T+CDW(&T-"COX,2XX
M.2`W,#0N-#D@;`T*4PT*,"!`!#0HT.#\$N.#D@-S`T+COY(&T-"C4Q-"XU,R`W
M,#0N-#D@;`T*-3\$T+C4S(#<P-"XT.2!M#0HU,30N-3,@-S`T+CDW(&P-"E,-
M"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`V-"XX-2`V.3,N-#4@5&T-"ELH3F5T
M(&Q086YS(')E8V5I=F%B;&4I+3(T,C(P+C<H,S`R+#<R-2DM-#<U,2@R.3(L
M-3`T*5U42@T*+3`N-S\$T-"M,2XR,30T(%1\$#0I;*\$9E9&5R86P@2&]M92!
M;V%N(\$)A;FL@<W108VLI+3(Q,S<Y+C8H,2PW-S<I+34W-3`N.2@Q+<W-RE=
M5\$H-"E0J#0I;*\$%C8W)U960@:6YT97)E<W0@F5C96EV86)L92DM,C,Q-3DN
M-"@R+#,X.2DM-3<U,"XY*#(L-#`X*5U42@T*5"H-"ELH4')E;6ES97,@86YD
M(&5Q=6EP;65N="DM,C0S,C(N-"@V+#4S-RDM-3<U,"XY*#8L-3(R*5U42@T*
M5"H-"ELH1F]R96-L;W-E9"!R96%L(&5S=&T92DM,C8V.3<N,R@Y."E=5\$H-
M"B]@-2`Q(%1F#0HT,RXS-C\$S(#`@5\$0-"BA<,C(W*51J#0HM-# ,N,S8Q,R`M
M,2XR,30T(%1\$#0I;*\$)T: &5R(&%S<V5T<RDM,CDR,S@N.2@R+#@T.2DM-3<U
M,"XY*#L,3(T*5U42@T*150-"C`N-2`!`!#0HT,S,N.#D@-C(X+COQ(&T-"COP
M,2XR-2`V,C@N-#S@;`T*-#`Q+C(U(#8R."XT,2!M#0HT,#\$N,C4@-C(W+CDS
M(&P-"E,-"C`@1PT*-#`Q+C(U(#8R-RXY,R!M#0HT,S,N.#D@-C(W+CDS(&P-
M"COS,RXX.2`V,C<N.3,@;0T*-# ,S+C@Y(#8R."XT,2!L#0I3#0HP+C4@1PT*
M-3\$T+C4S(#8R."XT,2!M#0HT.#\$N.#D@-C(X+COQ(&P-"COX,2XX.2`V,C@N
M-#S@;0T*-#@Q+C@Y(#8R-RXY,R!L#0I3#0HP(\$<-`COX,2XX.2`V,C<N.3,@
M;0T*-3\$T+C4S(#8R-RXY,R!L#0HU,30N-3,@-C(W+CDS(&T-"C4Q-"XU,R`V
M,C@N-#S@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#<T+C@U(#8Q-BXX
M.2!4;0T*6RA4;W1A;`!A<W-E=' ,I+3(W,3DP+C0H)# ,W,"PW-SDI+30R-3\$H
M)# ,V,2PW,3DI751*#0I%5`T*,"XU(\$<-`COP,2XR-2`V,3,N,#4@,S(N-CO@
M+3(N.#@@<F4-"F8-#0T*-"COX,2XX.2`V,3,N,#4@,S(N-CO@+3(N.#@@<F4-"F8-
M"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`V-RXV-2`U.3DN,3,@5&T-"C`@9PT*
M+3`N,#`P,2!48PT*,"XP,#`Q(%1W#0HH3\$E!0DE,251)15,@04YS(%-43T-+
M2\$] ,1\$524UPR,C(@15%52519*51J#0I4*#T*,"!48PT**\$1E<&]S:71S.BE4
M:@T*,"XS-3<R("TQ+C(Q-#0@5\$0-"C`@5'<-"ELH3F]N+6EN=&5R97-T(&E
M87)I;F<I+3(S.3DS+CDH)"DM-3`P+C\$H,C<L,C\$R*2TT,C4P+CDH)"DM-3`P
M+C\$H,C(L-S`Y*5U42@T*5"H-"ELH26YT97)E<W0@8F5A<FEN9RDM,C8T.3,N
M-R@R.#<L,C@X*2TT-S4Q*#(X,RPY,S@I751*#0I%5`T*,"XU(\$<-`COP,2XR-
M.2`U-3@N-3<@;0T*-#`Q+C(U(#4U."XU-R!L#0HT,#\$N,C4@-34X+C4W(&T-
M"COP,2XR-2`U-3@N,#D@;`T*4PT*,"!`!#0HT,#\$N,C4@-34X+C`Y(&T-"COS
M,RXX.2`U-3@N,#D@;`T*-# ,S+C@Y(#4U."XP.2!M#0HT,S,N.#D@-34X+C4W
M(&P-"E,-"C`N-2`!`!#0HU,30N-3,@-34X+C4W(&T-"COX,2XX.2`U-3@N-3<@
M;`T*-#@Q+C@Y(#4U."XU-R!M#0HT.#\$N.#D@-34X+C`Y(&P-"E,-"C`@1PT*
M-#@Q+C@Y(#4U."XP.2!M#0HU,30N-3,@-34X+C`Y(&P-"C4Q-"XU,R`U-3@N
M,#D@;0T*-3\$T+C4S(#4U."XU-R!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@-SON.#4@-30W+C(U(%1M#0I;*\$10=&%L*2TS,#(W,RXR*# ,Q-"PU,#`I
M+30W-3\$H,S`V+#8T-RE=5\$H-"BTP+C<Q-#0@+3\$N,CST-"!41`T*6RA";W)R
M;W=E9"!F=6YD<RDM,C<Q,C@H,C`L-30S*2TU,C4Q*#\$X+#8P-RE=5\$H-"E0J
M#0I;*\$%C8W)U960@97AP96YS97,@86YD(&]T: &5R(&QI86)I;&ET:65S*2TQ
M.#@X,"XX*# ,L-34S*2TU-S4P+CDH,RPY.30I751*#0I%5`T*,"XU(\$<-`COP
M,RXX.2`U,3@N-S,@;0T*-#`Q+C(U(#4Q."XW,R!L#0HT,#\$N,C4@-3\$X+C<S
M(&T-"COP,2XR-2`U,3@N,C4@;`T*4PT*,"!`!#0HT,#\$N,C4@-3\$X+C(U(&T-
M"COS,RXX.2`U,3@N,C4@;`T*-# ,S+C@Y(#4Q."XR-2!M#0HT,S,N.#D@-3\$X
M+C<S(&P-"E,-"C`N-2`!`!#0HU,30N-3,@-3\$X+C<S(&T-"COX,2XX.2`U,3@N
M-S,@;`T*-#@Q+C@Y(#4Q."XW,R!M#0HT.#\$N.#D@-3\$X+C(U(&P-"E,-"C`@
M1PT*-#@Q+C@Y(#4Q."XR-2!M#0HU,30N-3,@-3\$X+C(U(&P-"C4Q-"XU,R`U
M,3@N,C4@;0T*-3\$T+C4S(#4Q."XW,R!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q
M,"XP-SD@-SON.#4@-3`W+C(Q(%1M#0I;*\$10=&%L(&QI86)I;&ET:65S*2TR
M-C,P,"XV*# ,S."PU.38I+30W-3\$H,S(Y+#(T."E=5\$H-"BTP+C<Q-#0@+3\$N
M,C\$T-"!41`T*6RA#;VUM:71M96YT<R!A;F0@8V]N=&EN9V5N8VEE<RDM,C(R
M-3`N-RA<,C(W*2TW,#`P+C@H7#(R-RE=5\$H-"E0J#0HH4W108VMH;VQD97)S
M7#(R,B!%75I='DZ*51J#0I4*#T*%!R969E<G)E9"!S=&]C:RP@;F\@<&%R
M(&]R('T871E9"!V86QU93L@,3`L,#`P+#`P,"!S:&%R97,@875T(&]R:7IE
M9"PE;F]N92`I5&H-"C`@+3\$N,3\$Y,B!41`T*6RAO=71S=&%N9&EN9RDM,S`V
M.3,N.2A<,C(W*2TW,#`P+C@H7#(R-RE=5\$H-"C`@+3\$N,CST-"!41`T**\$-O
M;6UO;B!S=&]C:RP@;F\@<&%R(&]R('T871E9"!V86QU93L@,3`L,#`P+#`P

M+38Q-#,N-B@Q-#,I751*#0I%5`T*, "XU(\$<-"COR, RXP.2`W, SDN-3, @;0T*
M-#`P+C4S (#<S.2XU, R!L#0HT, #`N-3, @-S, Y+C4S (&T-"COP, "XU, R`W, SDN
M, #4@; `T*4PT*, "I!#0HT, #`N-3, @-S, Y+C`U (&T-"COR, RXP.2`W, SDN, #4@
M; `T*-#(S+C`Y (#<S.2XP-2!M#0HT, C, N, #D@-S, Y+C4S (&P-"E, -"C`N-2!`
M#0HU, #`N, 3, @-S, Y+C4S (&T-"COW-RXU-R`W, SDN-3, @; `T*-#<W+C4W (#<S
M.2XU, R!M#0HT-S<N-3<@-S, Y+C`U (&P-"E, -"C`@1PT*-#<W+C4W (#<S.2XP
M-2!M#0HU, #`N, 3, @-S, Y+C`U (&P-"C4P, "XQ, R`W, SDN, #4@;0T*-3`P+C\$S
M (#<S.2XU, R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@, 3, S+C\$W (#<R
M."XP, 2!4;0T*6RA4;W1A; "I;G1E<F5S="!I;F-O;64I+3\$X, # (X+C\$H-BPV
M-S`I+34S.3, N-R@V+#\$V. "E=5\$H-"D54#0HP+C4@1PT*-#(S+C`Y (#<R-"XQ
M-R!M#0HT, #`N-3, @-S (T+C\$W (&P-"COP, "XU, R`W, CON, 3<@;0T*-#`P+C4S
M (#<R, RXV.2!L#0I3#0HP (\$<-"COP, "XU, R`W, C, N-CD@;0T*-#(S+C`Y (#<R
M, RXV.2!L#0HT, C, N, #D@-S (S+C8Y (&T-"COR, RXP.2`W, CON, 3<@; `T*4PT*
M, "XU (\$<-"C4P, "XQ, R`W, CON, 3<@;0T*-#<W+C4W (#<R-"XQ-R!L#0HT-S<N
M-3<@-S (T+C\$W (&T-"COW-RXU-R`W, C, N-CD@; `T*4PT*, "I!#0HT-S<N-3<@
M-S (S+C8Y (&T-"C4P, "XQ, R`W, C, N-CD@; `T*-3`P+C\$S (#<R, RXV.2!M#0HU
M, #`N, 3, @-S (T+C\$W (&P-"E, -"D)4#0HQ, "XP-SD@, "P (#\$P+C`W.2`Y-2XW
M, R`W, 3 (N-C4@5&T-"BA);G1E<F5S="!E>!E;G-E.BE4:@T*, 2XR, S@R ("TQ
M+C (Q-#0@5\$0-"ELH1&5P;W-I=', I+3 (U-3`S*# (L-S8W*2TU, SDS+C<H, BPU
M-CDI751*#0I4*#T*6RA";W)R;W=E9"!F=6YD<RDM, C, R.3ON, R@R-S0I+38Q
M-#, N-R@R, C\$I751*#0I%5`T*, "XU (\$<-"COR, RXP.2`V.#ON, S, @;0T*-#`P
M+C4S (#8X-"XS, R!L#0HT, #`N-3, @-C@T+C, S (&T-"COP, "XU, R`V.#, N.#4@
M; `T*4PT*, "I!#0HT, #`N-3, @-C@S+C@U (&T-"COR, RXP.2`V.#, N.#4@; `T*
M-# (S+C`Y (#8X, RXX-2!M#0HT, C, N, #D@-C@T+C, S (&P-"E, -"C`N-2!`#0HU
M, #`N, 3, @-C@T+C, S (&T-"COW-RXU-R`V.#ON, S, @; `T*-#<W+C4W (#8X-"XS
M, R!M#0HT-S<N-3<@-C@S+C@U (&P-"E, -"C`@1PT*-#<W+C4W (#8X, RXX-2!M
M#0HU, #`N, 3, @-C@S+C@U (&P-"C4P, "XQ, R`V.#, N.#4@;0T*-3`P+C\$S (#8X
M-"XS, R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@, 3, S+C\$W (#8W, BXX
M, 2!4;0T*6RA4;W1A; "I;G1E<F5S="!E>!E;G-E*2TQ-S<U, 2XQ*#, L, #0Q
M*2TU, SDS+C<H, BPW.3`I751*#0I%5`T*, "XU (\$<-"COR, RXP.2`V-C@N.3<@
M;0T*-#`P+C4S (#8V."XY-R!L#0HT, #`N-3, @-C8X+CDW (&T-"COP, "XU, R`V
M-C@N-#D@; `T*4PT*, "I!#0HT, #`N-3, @-C8X+C0Y (&T-"COR, RXP.2`V-C@N
M-#D@; `T*-#(S+C`Y (#8V."XT.2!M#0HT, C, N, #D@-C8X+CDW (&P-"E, -"C`N
M-2!`#0HU, #`N, 3, @-C8X+CDW (&T-"COW-RXU-R`V-C@N.3<@; `T*-#<W+C4W
M (#8V."XY-R!M#0HT-S<N-3<@-C8X+C0Y (&P-"E, -"C`@1PT*-#<W+C4W (#8V
M."XT.2!M#0HU, #`N, 3, @-C8X+C0Y (&P-"C4P, "XQ, R`V-C@N-#D@;0T*-3`P
M+C\$S (#8V."XY-R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@.34N-S, @
M-C4W+C0U (%1M#0I; *\$YE="!I;G1E<F5S="!I;F-O;64I+3 (R-#`Y+C8H, RPV
M, CDI+34S.3, N-R@S+#, W."E=5\$H-"E0J#0I; *%!R;W9I<VEO;B!F;W (@; &]A
M;B!L;W-S97, I+3 (Q-C0R+CDH, SDI+38V-#, N-B@T.2E=5\$H-"D54#0HP+C4@
M1PT*-#(S+C`Y (#8T, 2XS-R!M#0HT, #`N-3, @-C0Q+C, W (&P-"COP, "XU, R`V
M-#SN, S<@;0T*-#`P+C4S (#8T, "XX.2!L#0I3#0HP (\$<-"COP, "XU, R`V-#`N
M.#D@;0T*-#(S+C`Y (#8T, "XX.2!L#0HT, C, N, #D@-COP+C@Y (&T-"COR, RXP
M.2`V-#SN, S<@; `T*4PT*, "XU (\$<-"C4P, "XQ, R`V-#SN, S<@;0T*-#<W+C4W
M (#8T, 2XS-R!L#0HT-S<N-3<@-C0Q+C, W (&T-"COW-RXU-R`V-#`N.#D@; `T*
M4PT*, "I!#0HT-S<N-3<@-COP+C@Y (&T-"C4P, "XQ, R`V-#`N.#D@; `T*-3`P
M+C\$S (#8T, "XX.2!M#0HU, #`N, 3, @-C0Q+C, W (&P-"E, -"D)4#0HQ, "XP-SD@
M, "P (#\$P+C`W.2`Y-2XW, R`V, CDN.#4@5&T-"ELH3F5T (&EN=&5R97-T (&EN
M8V]M92!A9G1E<B!P<F]V:7-I;VX@9F]R (&QO86X@; &]S<V5S*2TQ, # (W, RXX
M*#, L-3DP*2TU, SDS+C<H, RPS, CDI751*#0I%5`T*, "XU (\$<-"COR, RXP.2`V
M, C8N, #S@;0T*-#`P+C4S (#8R-BXP, 2!L#0HT, #`N-3, @-C (V+C`Q (&T-"COP
M, "XU, R`V, C4N-3, @; `T*4PT*, "I!#0HT, #`N-3, @-C (U+C4S (&T-"COR, RXP
M.2`V, C4N-3, @; `T*-#(S+C`Y (#8R-2XU, R!M#0HT, C, N, #D@-C (V+C`Q (&P-
M"E, -"C`N-2!`#0HU, #`N, 3, @-C (V+C`Q (&T-"COW-RXU-R`V, C8N, #S@; `T*
M-#<W+C4W (#8R-BXP, 2!M#0HT-S<N-3<@-C (U+C4S (&P-"E, -"C`@1PT*-#<W
M+C4W (#8R-2XU, R!M#0HU, #`N, 3, @-C (U+C4S (&P-"C4P, "XQ, R`V, C4N-3, @
M;0T*-3`P+C\$S (#8R-BXP, 2!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@
M.34N-S, @-C\$T+C0Y (%1M#0HH3F]N:6YT97)E<W0@:6YC;VUE.BE4:2XR
M, S@R ("TQ+C (Q-#0@5\$0-"ELH1F5E<R!A;F0@<V5R=FEC92!C:&%R9V5S*2TQ
M.3@U, BXV*#, U-RDM-C\$T, RXW*# (R, "E=5\$H-"E0J#0I; *%1R=7-T (&]P97)A
M=&EO;G, I+3 (S-S, X+C, H.34I+38V-#, N-B@X."E=5\$H-"E0J#0I; *\$=A:6XO
M7"AL;W-S7"DE;VX@<V%L92!O9B!L;V%N<RP@;F5T*2TQ-S<V-RXV*%PH-%PI
M*2TV, S\$P+C4H, BDP*#\$I751*#0I4*#T*#A:6X@;VX@<V%L92!O9B!S96-U
M<FET:65S+"!N970I5&H-"B] &-2`Q (&1F#OHS, "XR-COX (#`@5\$0-"C<N, 30S
M-B!48PT**PR, C<Y*51J#0I%5`T*, "XU (\$<-"COR, RXP.2`U-C\$N-CD@;0T*
M-#`P+C4S (#4V, 2XV.2!L#0HT, #`N-3, @-38Q+C8Y (&T-"COP, "XU, R`U-C\$N
M, C\$@; `T*4PT*, "I!#0HT, #`N-3, @-38Q+C (Q (&T-"COR, RXP.2`U-C\$N, C\$@
M; `T*-#(S+C`Y (#4V, 2XR, 2!M#0HT, C, N, #D@-38Q+C8Y (&P-"E, -"C`N-2!`
M#0HU, #`N, 3, @-38Q+C8Y (&T-"COW-RXU-R`U-C\$N-CD@; `T*-#<W+C4W (#4V
M, 2XV.2!M#0HT-S<N-3<@-38Q+C (Q (&P-"E, -"C`@1PT*-#<W+C4W (#4V, 2XR
M, 2!M#0HU, #`N, 3, @-38Q+C (Q (&P-"C4P, "XQ, R`U-C\$N, C\$@;0T*-3`P+C\$S
M (#4V, 2XV.2!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@, 3, S+C\$W (#4U
M, "XQ-R!4;0T*; "I48PT*6RA4;W1A; "I;G1E<F5S="!I;F-O;64I+3\$W
M, CDP+C (H-#OX*2TV, 30S+C<H, S, X*5U42@T*150-"C`N-2!`#0HT, C, N, #D@
M-30V+C, S (&T-"COP, "XU, R`U-#8N, S, @; `T*-#`P+C4S (#4T-BXS, R!M#0HT
M, #`N-3, @-30U+C@U (&P-"E, -"C`@1PT*-#`P+C4S (#4T-2XX-2!M#0HT, C, N
M, #D@-30U+C@U (&P-"COR, RXP.2`U-#4N.#4@;0T*-#(S+C`Y (#4T-BXS, R!L
M#0I3#0HP+C4@1PT*-3`P+C\$S (#4T-BXS, R!M#0HT-S<N-3<@-30V+C, S (&P-
M"COW-RXU-R`U-#8N, S, @;0T*-#<W+C4W (#4T-2XX-2!L#0I3#0HP (\$<-"COW
M-RXU-R`U-#4N.#4@;0T*-3`P+C\$S (#4T-2XX-2!L#0HU, #`N, 3, @-30U+C@U
M (&T-"C4P, "XQ, R`U-#8N, S, @; `T*4PT*0E0-"C\$P+C`W.2`P (#`@, 3`N, #<Y
M (#DU+C<S (#4S-"XX, 2!4;0T**\$YO;FEN=&5R97-T (&X<&5N<V4Z*51J#0HQ
M+C (S.# (@+3\$N, C\$T-"!41`T*6RA#;VUP96YS871I;VX@86YD (&)E;F5F:71S
M*2TQ.#\$Q-2XW*#S, C8W*2TU, SDS+C<H, 2PP.#8I751*#0I4*#T*6RA/8V-U
M<&%N8WD@86YD (&5Q=6EP;65N="DM, 3DQ, #SN-R@S.30I+38Q-#, N-R@S.3 (I

M751*#0I4*#T*6RA\$871A('!R;V-E<W-I;F<I+3(S,S4P+C,H,30Q*2TV,30S
M+<C<H,3(P*5U42@T*5"H-"ELH1F5D97)A;"!I;G-U<F#N8V4@<'E;6EU;2DM
M,3DS,C,N-R@Q-BDM-C8T,RXV*#0R*5U42@T*5"H-"ELH36%R:V5T:6YG*2TR
M-C`Y.2XQ*#8T*2TV-C0S+C8H-#DI751*#0I4*#T*6RA/=AE<BDM,C<T.#<N
M.2@T-C<I+38Q,#N-R@S.#@I751*#0I%5`T*,"XU(\$<-"COR,RXP.2`T-3<N
M-3,@;0T*#`P+C4S(#0U-RXU,R!L#0HT,#`N-3,@-#4W+C4S(&T-"COP,"XU
M,R`T-3<N,#4@;`T*4PT*,"!`#0HT,#`N-3,@-#4W+C`U(&T-"COR,RXP.2`T
M-3<N,#4@;`T*#(S+C`Y(#0U-RXP-2!M#0HT,C,N,#D@-#4W+C4S(&P-"E,-
M"C`N-2!`#0HU,#`N,3,@-#4W+C4S(&T-"COW-RXU-R`T-3<N-3,@;`T*#<W
M+C4W(#0U-RXU,R!M#0HT-S<N-3<@-#4W+C`U(&P-"E,-"C`@1PT*#<W+C4W
M(#0U-RXP-2!M#0HU,#`N,3,@-#4W+C`U(&P-"C4P,"XQ,R`T-3<N,#4@;0T*
M-3`P+C\$S(#0U-RXU,R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@,3,S
M+C\$W(#0T-BXP,2!4;0T*6RA4;W1A;"!N;VYI;G1E<F5S="!E>`!E;G-E*2TQ
M-C(U,2XR*#(L,SOY*2TU,SDS+C<H,BPP-S<I751*#0I%5`T*,"XU(\$<-"COR
M,RXP.2`T-#(N,3<@;0T*#`P+C4S(#0T,BXQ-R!L#0HT,#`N-3,@-#0R+C\$W
M(&T-"COP,"XU,R`T-#S\$N-CD@;`T*4PT*,"!`#0HT,#`N-3,@-#0Q+C8Y(&T-
M"COR,RXP.2`T-#S\$N-CD@;`T*#(S+C`Y(#0T,2XV.2!M#0HT,C,N,#D@-#0R
M+C\$W(&P-"E,-"C`N-2!`#0HU,#`N,3,@-#0R+C\$W(&T-"COW-RXU-R`T-3<N
M,3<@;`T*#<W+C4W(#0T,BXQ-R!M#0HT-S<N-3<@-#0Q+C8Y(&P-"E,-"C`@
M1PT*#<W+C4W(#0T,2XV.2!M#0HU,#`N,3,@-#0Q+C8Y(&P-"C4P,"XQ,R`T
M-#S\$N-CD@;0T*#-3`P+C\$S(#0T,BXQ-R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q
M,"XP-SD@.34N-S,@-#P+C8U(%1M#0I;*S\$EN8V]M92!B9690<F4@:6YC;VUE
M('!A>`!E>`!E;G-E<RDM,34Y,3,N,B@Q+#8X.2DM-3,Y,RXW*#\$L-3DP*5U4
M2@T*5"H-"ELH26YC;VUE('!A>`!E>`!E;G-E<RDM,C(V-S(N-R@V-3,I+38Q
M-#N-R@V,S,I751*#0I%5`T*,"XU(\$<-"COR,RXP.2`T,30N-3<@;0T*#<P
M+C4S(#0Q-"XU-R!L#0HT,#`N-3,@-#S\$T+C4W(&T-"COP,"XU,R`T,30N,#D@
M;`T*4PT*,"!`#0HT,#`N-3,@-#S\$T+C`Y(&T-"COR,RXP.2`T,30N,#D@;`T*
M-#(S+C`Y(#0Q-"XP.2!M#0HT,C,N,#D@-#S\$T+C4W(&P-"E,-"C`N-2!`#0HU
M,#`N,3,@-#S\$T+C4W(&T-"COW-RXU-R`T,30N-3<@;`T*#<W+C4W(#0Q-"XU
M-R!M#0HT-S<N-3<@-#S\$T+C`Y(&P-"E,-"C`@1PT*#<W+C4W(#0Q-"XP.2!M
M#0HU,#`N,3,@-#S\$T+C`Y(&P-"C4P,"XQ,R`T,30N,#D@;0T*#-3`P+C\$S(#0Q
M-"XU-R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@.34N-S,@-#S+C`U
M(%1M#0I;*S\$E="!I;F-O;64I+3(U,3`S+C,H)#\$L,#,V*2TT.#DS+C<H)"DM
M-S8R*#DU-RE=5\$H-"D54#0HP+C4@9PT*#`P+C4S(#,Y.2XR,2`R,BXU-B`M,
M,BXX."!R90T*9@T*#<W+C4W(#,Y.2XR,2`R,BXU-B`M,BXX."!R90T*9@T*
MOE0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#DU+C<S(#,X-2XR.2!4;0T*,"!G#0HH
M16%R;FEN9W,@<&5R(&-O;6UO;B!S:&%R93HI5&H-"C\$N,C,X,B`M,2XR,30T
M(%1\$#0I;*S)A<VEC*2TR-C(X,"XY*`0I+34P,"XQ*#`N,S@I+30X.3,N-B@D
M*2TU,#`N,2@P+C,U*5U42@T*5"H-"ELH1&EL=71E9"DM,C4U,#(N.2@D*2TU
M,#`N,2@P+C,X*2TT.#DS+C8H)"DM-3`P+C\$H,"XS-"E=5\$H-"BTQ+C(S.#(E
M+3\$N,C\$T-"!41`T*6RA\$;79I9&5N9`,`@9&5C;&%R960@<&5R(&-O;6UO;B!S
M:&%R92DM,30S-3<N,R@D*2TU,#`N,2@P+C(T*2TT.#DS+C8H)"DM-3`P+C\$H
M,"XR,2E=5\$H-"B)&B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@,S(Q+C0U(%1M
M#0HH4V5E(&%C8V]M<&%N>6EN9R!N;W1E<R!T;R!C;VYS;VQI9&%T960@9FEN
M86YC:6%L('!-T871E;65N='N("E4:@T*,C,N,3(@+3(N,R!41`T**#(@*51J
M#0I%5`T*96YD<W1R96%M#0IE;F108FH-"C(Q(#`@;V)J#0H\`T*+U!R;V-3
M970@6R]01\$8@+U1E>`0@70T*+T9O;G0@/#P-"B]&B`T(#`@4@T*+T8S(#4@
M,"!2#0H01C4@,3(@,"!2#0H^/@T*+T5X=\$=3=&%T92`\`T*+T=3,2`W(#`@
M4@T*/CX-"CX^#0IE;F108FH-"C(S(#`@;V)J#0H\`T*+TQE;F=T:"`S,C,T
M#0H^/@T*+W1R96%M#0I`5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y
M-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**`@("`@
M("`@("`@("`@("E4:@T*+T8S(#\$@5&8-"C\$W+C(V("TR+C,V(%1\$#0HH3F]R
M=&A797-T(\$EN9&EA;F\$@0F#N8V]R<"E4:@T*+T8T(#\$@5&8-"BTV+CDR("TQ
M+C(R(%1\$#0HH0V]N<V!L:61A=&5D(%-T871E;65N=',@;V8@0VA;F=E<R!I
M;B!3=&]C:VAO;&1E<G-<C(R(\$5Q=6ET>2E4:@T*,3`N-3(@+3\$N,C(@5\$0-
M"BA<*`5N875D:71E9%PI*51J#0H01C(@,2!49@T*+3\$U+C`R("TQ+C\$V(%1\$
M#0HP+C<Y(%1C#0I;*`@("DM,C`Q-#`H("DV-#`H("DQ-#`H("DM,3(X,"@
M*2TS,C`H("DM,3(R,"@@*3\$T,"@@*2TQ,C@P*`I751*#0H01C,@,2!49@T*
M,3`N,#<Y(#`@,"`Q,"XP-SD@-#`R+C(Q(#@W-RXP-2!4;0T*,"!48PT**1H
M<F5E(\$UO;G1H<R!%;F1E9"E4:@T*+3,P+C0P-S<@+3\$N,C,X,B!41`T*6RA<
M*\$10;&QA<G,@:6X@=&AO=7-A;F1S+"!E>&-E<'0@<&5R('!-H87)E(&1A=&%<
M*2DM,3,V-3DN.2A-87)C:"`S,2PI751*#0I%5`T*,"XU(\$<-"C`@2B`P(&H@
M,"XR-"!W(#\$P(\$T@6UTP(&0-"C\$@:2`-"C4Q-BXT-2`X-C`N,C4@;0T*,S<Y
M+C8U(#@V,"XR-2!L#0HS-SDN-C4@.#8P+C(U(&T-"C,W.2XV-2`X-3DN-S<@
M;`T*4PT*,"!`#0HS-SDN-C4@.#4Y+C<W(&T-"C4Q-BXT-2`X-3DN-S<@;`T*
M-3\$V+C0U(#@U.2XW-R!M#0HU,38N-#4@.#8P+C(U(&P-"E,-"D)4#0HQ,"XP
M-SD@,"`P(#\$P+C`W.2`S.38N.3,@.#0X+C`Q(%1M#0I;*#(P,#`I+38Q-#N
M."@Q.3DY*5U42@T*150-"C`N-2!`#0HT,S0N,S<@.#0S+C8Y(&T-"C,W.2XV
M-2`X-#N-CD@;`T*,S<Y+C8U(#@T,RXV.2!M#0HS-SDN-C4@.#0S+C(Q(&P-
M"E,-"C`@1PT*,S<Y+C8U(#@T,RR,2!M#0HT,S0N,S<@.#0S+C(Q(&P-"C0S
M-"XS-R`X-#N,C\$@;0T*#`T+C,W(#@T,RXV.2!L#0I3#0HP+C4@1PT*#-3\$V
M+C0U(#@T,RXV.2!M#0HT-C\$N-S,@.#0S+C8Y(&P-"COV,2XW,R`X-#N-CD@
M;0T*#-8Q+C<S(#@T,RR,2!L#0I3#0HP(\$<-"COV,2XW,R`X-#N,C\$@;0T*
M-3\$V+C0U(#@T,RR,2!L#0HU,38N-#4@.#0S+C(Q(&T-"C4Q-BXT-2`X-#N,
M-CD@;`T*4PT*0E0-"B]&B`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`Y-2XW
M,R`X,S(N,3<@5&T-"ELH0F#L86YC92!A="!B96=I;FYI;F<@;V8@<&5R:6]D
M*2TQ-COQ,"XY*`0S,BPT-S\$I+30X.3,N."@D,S\$S,S\$V*5U42@T*,"`M,2XR
M,30T(%1\$#0HH0V]M<`)E:&5N<VEV92!I;F-O;64Z*51J#0HQ+C(S.#(E+3\$N
M,C\$T-"!41`T*6RA.970@:6YC;VUE*2TR,S@V-2XQ*#\$L,#,V*2TV-C4U+C@H
M('!-E8W5R:71I97,@879A:6QA8FQE+690<BUS86QE+"!N970@;V8@*51J#0HP
M("TQ+C\$Q.3\$@5\$0-"C`N,#`P,2!48PT*+3`N,#`P,2!4=PT*6RAT87@969F
M96-T<RDM,COW.30N-BA<*#S\$R,UPI*2TV-#<W+C\$H7"@Y-5PI*5U42@T*150-
M"C`N-2!`#0HT,3@N,#4@-S@P+C,S(&T-"C,Y,"XT-2`W.#`N,S,@;`T*,SDP
M+C0U(#<X,"XS,R!M#0HS.3`N-#4@-S<Y+C@U(&P-"E,-"C`@1PT*,SDP+C0U

M+3\$V,C@W+C<H,C(T*2TV,S@Q+C@H,C,R*5U42@T*5"H-"ELH06UO<G1I>F%T
M:6]N(&]F(&UO<G1G86=E('E<G9I8VEN9R!R:6=H=',I+3\$Y,C@T+C8H,RDM
M-S,X,2XW*#(I751*#0I4*#T*6RA!;6]R=&EZ871I;VX@;V8@:6YV97-T;65N
M="!I;B!R96%L(&5S=&%T92!L:6UI=&5D('!A<G1N97)S:&EF<RDM,3\$P.3\$N
M,R@Q,2DM-S,X,2XX*#,I751*#0I4*#T*6RA.970@9V%I;G,@;VX@<V5C=7)I
M=&EE<RDM,C8U.#@N.2A<,C(W*2TW,*OX+C0H7"@I,"@Y7"DI751*#0I4*#T*
M6RA.970@7"AG86EN<UPI+VQO<W-E<R!O;B!S86QE(&]F(&QO86YS*2TR,C4S
M-"XS*#0I+38U-#@N,RA<*#(R7"DI751*#0I4*#T*6RA0<F]V:7-I;VX@9F]R
M(&QO86X@;&]S<V5S*2TR-3@P.2XY*#,Y*2TV.#@Q+C<H-#DI751*#0I4*#T*
M*\$YE="!C:&%N9V4@:6XZ*51J#0HP+C4R,SD@+3\$N,C\$T-"!41`T*6RA);G1E
M<F5S="!R96-E:79A8FQE*2TR-S<X."XX*#\$Y*2TV.#@Q+C<H,3\$I751*#0I4
M*#T*6RA/=&AE<B!A<W-E='I+3(Y-S@V+C8H,S0T*2TV,S@Q+C@H,3\$T*5U4
M2@T*5"H-"ELH06-C<G5E9"!E>!E;G-E<R!A;F0@;W!H97(@;&EA8FEL:71I
M97,I+3\$Y,#DU+C\$H7"@T-#%<*2DM-C(Q-2XR*%PH,C1<*2E=5\$H-"D54#0HP
M+C4@1PT*-#0W+C,S(#8T,BXU-R!M#0HT,38N,S<@-COR+C4W(&P-"C0Q-BXS
M-R`V-#(N-3<@;0T*-\$#V+C,W(#8T,BXP.2!L#0I3#0HP(\$<-"C0Q-BXS-R`V
M-#(N,#D@;0T*-\$#0W+C,S(#8T,BXP.2!L#0HT-#<N,S,@-COR+C`Y(&T-"C0T
M-RXS,R`V-#(N-3<@;`T*4PT*,"XU(\$<-"C4R-BXW-R`V-#(N-3<@;0T*-\$#DU
M+C@Q(#8T,BXU-R!L#0HT.34N.#\$@-COR+C4W(&T-"COY-2XX,2`V-#(N,#D@
M;`T*4PT*,"!`#0HT.34N.#\$@-COR+C`Y(&T-"C4R-BXW-R`V-#(N,#D@;`T*
M-3(V+C<W(#8T,BXP.2!M#0HU,C8N-S<@-COR+C4W(&P-"E,-"D)4#0HQ,"XP
M-SD@,"`P(#\$P+C`W.2`X,RXR-2`V,S\$N,#4@5&T-"ELH5@]T86P@861J=7-T
M;65N='I+3(W-3`W+C@H,C`S*2TV,S@Q+C@H.#4X*5U42@T*150-"C`N-2!`
M#0HT-#<N,S,@-C(W+C(Q(&T-"C0Q-BXS-R`V,C<N,C\$@;`T*-\$#V+C,W(#8R
M-RXR,2!M#0HT,38N,S<@-C(V+C<S(&P-"E,-"C`@1PT*-\$#V+C,W(#8R-BXW
M,R!M#0HT-#<N,S,@-C(V+C<S(&P-"C0T-RXS,R`V,C8N-S,@;0T*-\$#0W+C,S
M(#8R-RXR,2!L#0I3#0HP+C4@1PT*-3(V+C<W(#8R-RXR,2!M#0HT.34N.#\$@
M-C(W+C(Q(&P-"COY-2XX,2`V,C<N,C\$@;0T*-\$#DU+C@Q(#8R-BXW,R!L#0I3
M#0HP(\$<-"COY-2XX,2`V,C8N-S,@;0T*-3(V+C<W(#8R-BXW,R!L#0HU,C8N
M-S<@-C(V+C<S(&T-"C4R-BXW-R`V,C<N,C\$@;`T*4PT*0E0-"C\$P+C`W.2`P
M(#`@,3`N,#<Y(#@S+C(U(#8Q-2XV.2!4;0T*6RA.970@8V%S:"!F<F]M(&]P
M97)A=&EN9R!A8W!I=FET:65S*2TR,#,S,BXT*#\$L,C,Y*2TU-C,Q+CDH,2PX
M,34I751*#0I5`T*,"XU(\$<-"C0T-RXS,R`V,3\$N.#4@;0T*-\$#V+C,W(#8Q
M,2XX-2!L#0HT,38N,S<@-C\$Q+C@U(&T-"C0Q-BXS-R`V,3\$N,S<@;`T*4PT*
M,"!`#0HT,38N,S<@-C\$Q+C,W(&T-"C0T-RXS,R`V,3\$N,S<@;`T*-\$#0W+C,S
M(#8Q,2XS-R!M#0HT-#<N,S,@-C\$Q+C@U(&P-"E,-"C`N-2!`#0HU,C8N-S<@
M-C\$Q+C@U(&T-"COY-2XX,2`V,3\$N.#4@;`T*-\$#DU+C@Q(#8Q,2XX-2!M#0HT
M.34N.#\$@-C\$Q+C,W(&P-"E,-"C`@1PT*-\$#DU+C@Q(#8Q,2XS-R!M#0HU,C8N
M-S<@-C\$Q+C,W(&P-"C4R-BXW-R`V,3\$N,S<@;0T*-3(V+C<W(#8Q,2XX-2!L
M#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@<C<N-C4@-C`P+C,S(%1M#0HM
M,"XP,#`Q(%1C#0HP+C`P,#\$@5`<-"BA#05-((\$9,3U=3(\$23TT@24Y615-4
M24Y'(\$%5\$E6251)15,Z*51J#0HP+C4@+3\$N,C\$T-"!41`T*,"!48PT*,"!4
M=PT*6RA0<F]C965D<R!F<F]M(&UA='5R:71I97,@;V8@<V5C=7)I=&EE<R!A
M=F%I;&%B;&4M9F]R+7-A;&4I+3\$R-3(R+CDH,2PU,#4I+34V,S\$N.2@Q+#8V
M,"E=5\$H-"E0J#0I;*\$!U<F-H87-E(&]F('E8W5R:71I97,@879A:6QA8FQE
M+690<BUS86QE*2TR,#(R."XS*#PR,C<I+34R.#8N,RA<*#,L.3DR*2TQ,BXW
M*#PI*5U42@T*5"H-"ELH4')O8V5E9',@9G)O;2!M871U<FET:65S(&]F('E
M8W5R:71I97,@:&5L9"UT;RUM871U<FET>2DM,30R,C8N.2A<,C(W*2TU-C\$Y
M+C<H,BPU,#`I751*#0I4*#T*6RA0=7)C:&%S92!O9B!S96-U<FET:65S(&AE
M;&0M=&M;6%T=7)I='DI+3(P-C<P+C,H7#(R-RDM-3(X-BXS*%PH,2PT.3<I
M+3\$R+C<H7"DI751*#0I4*#T*6RA0<FEN8VEP86P@8V]L;&5C=&5D(&]N(&UO
M<G1G86=E+6)A8VME9"!S96-U<FET:65S*2TQ-C(U-2XW*#8Q*2TV.#@Q+C<H
M.3(I751*#0I4*#T*6RA;V%N('!A<G1I8VEP871I;VYS('!U<F-H87-E9"DM
M,C0Q-#(H7#(R-RDM-C`T."XS*#PH,S`P7"DI751*#0I4*#T*6RA.970@8VA
M;F=E(&EN(&QO86YS(')E8V5I=F%B;&4I+3(Q.#(U+C8H7"@Q,"PS-38I+3\$R
M+C@H7"DI+30T-3,N,BA<*#\$Q+#\$W,2DM,3(N."A<*2E=5\$H-"E0J#0I;*\$!U
M<F-H87-E(&]F('!R96UI<V5S(&%N9"!E<75I<&UE;GOL(&YE="DM,3@Y-S8H
M7"R,CA<*2DM-3Q-2XR*%PH,38P7"DI751*#0I5`T*,"XU(\$<-"C0T-RXS
M,R`T.3@N-3<@;0T*-\$#V+C,W(#0Y."XU-R!L#0HT,38N,S<@-#DX+C4W(&T-
M"C0Q-BXS-R`T.3@N,#D@;`T*4PT*,"!`#0HT,38N,S<@-#DX+C`Y(&T-"C0T
M-RXS,R`T.3@N,#D@;`T*-\$#0W+C,S(#0Y."XP.2!M#0HT-#<N,S,@-#DX+C4W
M(&P-"E,-"C`N-2!`#0HU,C8N-S<@-#DX+C4W(&T-"COY-2XX,2`T.3@N-3<@
M;`T*-\$#DU+C@Q(#0Y."XU-R!M#0HT.34N.#\$@-#DX+C`Y(&P-"E,-"C`@1PT*
M-#DU+C@Q(#0Y."XP.2!M#0HU,C8N-S<@-#DX+C`Y(&P-"C4R-BXW-R`T.3@N
M,#D@;0T*-3(V+C<W(#0Y."XU-R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@<S<N.3<@-#W+C`U(%1M#0I;*\$YE="!C87-H(&9R;VT@:6YV97-T:6YG
M(&%C=&EV:71I97,I+3(P-C,R+CDH7"@Y+#`Q."DM,3(N-RA<*2DM-#0U,RXR
M*%PH,3(L.#8X*2TQ,BXX*#PI*5U42@T*150-"C`N-2!`#0HT-#<N,S,@-#@S
M+C(Q(&T-"C0Q-BXS-R`T.#,N,C\$@;`T*-\$#V+C,W(#OX,RXR,2!M#0HT,38N
M,S<@-#@R+C<S(&P-"E,-"C`@1PT*-\$#V+C,W(#OX,BXW,R!M#0HT-#<N,S,@
M-#@R+C<S(&P-"C0T-RXS,R`T.#(N-S,@;0T*-\$#0W+C,S(#OX,RXR,2!L#0I3
M#0HP+C4@1PT*-3(V+C<W(#OX,RXR,2!M#0HT.34N.#\$@-#@S+C(Q(&P-"COY
M-2XX,2`T.#,N,C\$@;0T*-\$#DU+C@Q(#OX,BXW,R!L#0I3#0HP(\$<-"COY-2XX
M,2`T.#(N-S,@;0T*-3(V+C<W(#OX,BXW,R!L#0HU,C8N-S<@-#@R+C<S(&T-
M"C4R-BXW-R`T.#,N,C\$@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#8W
M+C8U(#0W,2XV.2!4;0T*+3`N,#`P,2!48PT*,"XP,#`Q(%1W#0HH0T%32"!&
M3\$]74R!&4D]-(\$9)3D%.0TE.1R!OU1)5DE42453.BE4:@T*,"XU("TQ+C(Q
M-#0@5\$0-"C`@5&,-"C`@5'<-"ELHOVAA;F=E(&EN(&1E<&]S:71S*2TR-S,R
M,2XV*#<L.#4S*2TU-C,Q+CDH,2PP,S4I751*#0I4*#T*6RA0<F]C965D<R!F
M<F]M(\$9(3\$(@861V86YC97,I+3(R-#`X*#,L,#`P*2TV.#DS+CDH7#(R-RE=
M5\$H-"E0J#0I;*\$!E<&%Y;65N="!O9B!&2\$Q"(&%D=F%N8V5S*2TR,C(T,"XV
M*#PH-BPP,#`I+3\$R+C<H7"DI+38U-#@N-BA<,C(W*5U42@T*5"H-"ELHOVAA
M;F=E(&EN(&]T:&5R(&)O<G)O=V5D(&9U;F1S*2TR,3DY,2@T+#DS-BDM-C,Y
M,RXX*4U-RE=5\$H-"E0J#0I;*\$!R;V-E961S(&9R;VT@:7-S=6%N8V4@;V8@
M8V]M;6]N('T;V-K*2TQ.34U.2XT*#0V*2TV.#@Q+C<H,3<I751*#0I4*#T*

M, "XP, # `Q (%1C#0HM, "XP, # `Q (%1W#0I; *\$1I=FED96YD<R!P86ED*2TR.3 (W
M-RXY*%PH-C4S7"DI+34W, 34N, 2A<*#4X, 5PI*5U42@T*5"H-"C`@5&, -"C`@
M5'<-"ELH5') E87-U<GD@<W108VL@<'5R8VAA<V5D*2TR-3\$T, BXT*%PH-3DT
M7"DI+38U-#@N-BA-C, (W*5U42@T*150-"C`N-2!'#0HT-#<N, S, @, S@R+C\$W
M (&T-"COQ-BXS-R`S. # (N, 3<@; `T*~#SV+C, W (#, X, BXQ-R!M#0HT, 38N, S<@
M, S@Q+C8Y (&P-"E, -"C`@1PT*~#SV+C, W (#, X, 2XV. 2!M#0HT-#<N, S, @, S@
M+C8Y (&P-"COT-RXS, R`S. # \$N-CD@; 0T*~#0W+C, S (#, X, BXQ-R!L#0I3#0HP
M+C4@1PT*~3 (V+C<W (#, X, BXQ-R!M#0HT. 34N. # \$@, S@R+C\$W (&P-"C0Y-2XX
M, 2`S. # (N, 3<@; 0T*~#DU+C@Q (#, X, 2XV. 2!L#0I3#0HP (\$<-"C0Y-2XX, 2`S
M. # \$N-CD@; 0T*~3 (V+C<W (#, X, 2XV. 2!L#0HU, C8N-S<@, S@Q+C8Y (&T-"C4R
M-BXW-R`S. # (N, 3<@; `T*4PT*0E0-"C\$P+C`W. 2`P (#`@, 3`N, #<Y (#<W+CDW
M (#, W, "XV-2!4; 0T*6RA. 970@8V\$S: "!F<F]M (&9I; F\$N8VEN9R!A8W1I=FET
M: 65S*2TR, #@U-BXR*#@L-3@X*2TU-C, Q+CDH, 2PP, C@I751*#0I%5`T*, "XU
M (\$<-"COT-RXS, R`S-C8N. # \$@; 0T*~#SV+C, W (#, V-BXX, 2!L#0HT, 38N, S<@
M, S8V+C@Q (&T-"C0Q-BXS-R`S-C8N, S, @; `T*4PT*, "!#0HT, 38N, S<@, S8V
M+C, S (&T-"COT-RXS, R`S-C8N, S, @; `T*~#0W+C, S (#, V-BXS, R!M#0HT-#<N
M, S, @, S8V+C@Q (&P-"E, -"C`N-2!#0HU, C8N-S<@, S8V+C@Q (&T-"C0Y-2XX
M, 2`S-C8N. # \$@; `T*~#DU+C@Q (#, V-BXX, 2!M#0HT. 34N. # \$@, S8V+C, S (&P-
M"E, -"C`@1PT*~#DU+C@Q (#, V-BXS, R!M#0HU, C8N-S<@, S8V+C, S (&P-"C4R
M-BXW-R`S-C8N, S, @; 0T*~3 (V+C<W (#, V-BXX, 2!L#0I3#0I"5`T*, 3`N, #<Y
M (#`@, " `Q, "XP-SD@<S<N. 3<@, S4U+C (Y (%1M#0I; *\$YE="!C: &%N9V4@: 6X@
M8V\$S: "!A; F0@8V\$S: "!E<75I=F\$L96YT<RDM, 3DP-CON-"@X, #DI+30W. #8N
M-"A<*#P+`R-2DM, 3 (N. "A<*2E=5\$H-"BTP+C4R, SD@+3\$N, C\$T-"!41`T*
M6RA#87-H (&%N9"!C87-H (&5Q=6EV86QE; G1S (&%T (&) E9VEN; FEN9R!09B!P
M97) I; VOI+3\$T-SDW+C8H, 30L-C, S*2TU, 3, Q+CDH, C<L, SOP*5U42@T*150-
M"C`N-2!#0HT-#<N, S, @, S, Y+C (Q (&T-"C0Q-BXS-R`S, SDN, C\$@; `T*~#SV
M+C, W (#, S. 2XR, 2!M#0HT, 38N, S<@, S, X+C<S (&P-"E, -"C`@1PT*~#SV+C, W
M (#, S. "XW, R!M#0HT-#<N, S, @, S, X+C<S (&P-"COT-RXS, R`S, S@N-S, @; 0T*
M-#0W+C, S (#, S. 2XR, 2!L#0I3#0HP+C4@1PT*~3 (V+C<W (#, S. 2XR, 2!M#0HT
M. 34N. # \$@, S, Y+C (Q (&P-"C0Y-2XX, 2`S, SDN, C\$@; 0T*~#DU+C@Q (#, S. "XW
M, R!L#0I3#0HP (\$<-"C0Y-2XX, 2`S, S@N-S, @; 0T*~3 (V+C<W (#, S. "XW, R!L
M#0HU, C8N-S<@, S, X+C<S (&T-"C4R-BXW-R`S, SDN, C\$@; `T*4PT*0E0-"C\$P
M+C`W. 2`P (#`@, 3`N, #<Y (#<R+C8Y (#, R-RXV. 2!4; 0T*6RA#87-H (&%N9"!C
M87-H (&5Q=6EV86QE; G1S (&%T (&5N9"!09B!P97) I; VOI+3\$V-3\$Y+CDH) "DM
M, S, S+C0H, 34L-#0R*2TT, CDX+C4H) "DM, S, S+C0H, 3<L, S\$U*5U42@T*150-
M"C`N-2!G#0HT, 38N, S<@, S (S+C@U (#, P+CDV ("TR+C@X (!) E#0IF#0I"5`T*, 3`N, #<Y (#`@, " `Q
M, "XP-SD@<C<N-C4@, S`Y+CDS (%1M#0HP (&C-"BTP+C`P, # \$@5&, -"C`N, #`P
M, 2!4=PT**%-54%! , 14U%3E1!3"!#05- (\$9, 3U<@24Y&3U)-051) 3TXZ*51J
M#0HP+C4@+3\$N, C\$T-"!41`T*, "!48PT*, "!4=PT**%-A<V@<&%I9"!D=7) I
M; F<@=&AE (!E<FEO9"!F; W (Z*51J#0HP+C4R, SD@+3\$N, C\$T-"!41`T*6RA)
M; G1E<F5S="DM, S`P-S4N. "@D*2TX, S, N-2@R+#DY-BDM-# (Y. "XT*"0I+3@S
M, RXU*# (L-S@V*5U42@T*5"H-"ELH26YC; VUE ('1A>&5S*2TR-S<W, 2@D*2TQ
M-3DU+C0H, S4U*2TT, C@V+C0H) "DM, 34Y-2XT*#, W. "E=5\$H-"BTQ+C`R, SD@
M+3\$N, C\$T-"!41`T*+3`N, #`P, 2!48PT*, "XP, # `Q (%1W#0HH4U504\$Q%345.
M5\$%, (\$Y/3D-!4T@<24Y&3U)-051) 3TXZ*51J#0HP+C4@+3\$N, C\$T-"!41`T*
M, "!48PT*, "!4=PT*6RA4<F%N<V9E<G, @9G) O; 2!L; V%N<R!T; R!F; W) E8VQO
M<V5D (!) E86P@97-T871E*2TQ-34U, "@D*2TR, #DU+C4H. 2DP*#@I+30R. #8N
M, R@D*2TR, #DU+C4H7# (R-RE=5\$H-"B] &, B`Q (%1F#0HQ, B`P (#`@, 3 (@, C4N
M-C4@, C (Q+C8Q (%1M#0HH4V5E (&%C8V]M<&%N>6EN9R!N; W1E<R!T; R!C; VYS
M; VQI9&%T960@9FEN86YC: 6%L ('-T871E; 65N=' , N ("E4:@T*, C, N, 3 (@+3 (N
M, R!41`T**#0@*51J#0I%5`T*96YD<W1R96%M#0IE; F108FH-"C (W (#`@; V) J
M#0H/\`T*+!R; V-3970@6R]01\$8@+U1E>!0@70T*+T9O; G0@/#P-"B] &, B`T
M (#`@4@T*+T8S (#4@, "#2#0H01C4@, 3 (@, "#2#0H^/@T*+T5X=\$=3=&%T92`\`
M/\`T*+T=3, 2`W (#`@4@T*/CX-"CX^#0IE; F108FH-"C (Y (#`@; V) J#0H/\`T*
M+TQE; F=T: "`T-C4Y#0H^/@T*W1R96%M#0I"5`T*+T8R (#\$@5&8-"C\$R (#`@
M, " `Q, B`R-2XV-2`Y-C\$N, #4@5&T-"C`@9PT*+T=3, 2!G<PT*, "!48PT*, "!4
M=PT**`@ ("`@ ("`@ ("`@ ("`@ ("`@ ("E4:@T*+T8S (#\$@5&8-"C\$T+C`V ("TR
M+C, V (%1\$#0HH3F]T97, @=&\@0V]N<V]L: 61A=&5D (\$9I; F%N8VEA; "!3=&%T
M96UE; G1S*51J#0H01C0@, 2!49@T*+3\$T+C`V ("TR+CO@5\$0-"BA. ; W1E (#\$@
M7# (R-R!"87-I<R!09B!0<F5S96YT871I; VXI5&H-"B] &, B`Q (%1F#0HP ("TR
M+C, T (%1\$#0HH ("`@ ("`@5&AE (&-O; G-O; &ED871E9"!F: 6YA; F-I86P@<W1A
M=&5M96YT<R!I; F-L=61E ('1H92!A8V-O=6YT<R!09B!.; W) T: %=E<W0@26YD
M: 6%N82!"86YC; W) P (%PH=&AE (\$) A; F-O<G!<*2P@: 71S ("E4:@T*+T8U (#\$@
M5&8-"C`@+3\$N, 3 (@5\$0-"BAW=&]L; 'DM; W=N960@<W5B<VED: 6%R>2P@4&50
M<&QE<R!"86YK (%-" (%PH=&AE (\$) A; FM<*2P@86YD ('1H92!"86YK# (R, G, @
M=VAO; &QY+6]W; F5D ('-U8G-I9&EA<GDL (%!E; W!L97, @4V5R=FEC92`I5&H-
M"E0J#0HH0V]R<&]R871I; VXN (%1H92!"86YC; W) P (&AA<R!N; R!O=&AE<B!B
M=7-I; F5S<R!A8W1I=FET>2!O=&AE<B!T: &%N (&) E: 6YG (&\$@: &]L9&EN9R!C
M; VUP86Y (&90<B!T: &4@0F%N: RX@5&AE ("E4:@T*5"H-"BA"86YC; W) P7# (R
M, G, @96%R; FEN9W, @87) E (&1E<&5N9&5N="!U<&]N ('1H92!E87)N: 6YG<R!O
M9B!T: &4@0F%N: RX@4&50<&QE<R!397) V: 6-E (S-O<G!O<F%T: 6]N (&ES (&EN
M86-T: 79E+B!4: &4@*51J#0I4*@T**&%C8V]M<&%N>6EN9R!U; F%U9&ET960@
M8V]N<V]L: 61A=&5D (&9I; F%N8VEA; "!S=&%T96UE; G1S ('=E<F4@<) E<&%R
M960@: 6X@86-C; W) D86YC92!W: 71H (&EN<W1R=6-T: 6]N<R!F; W (@*51J#0I4
M*@T**\$90<FT@, 3`M42!A; F0L ('1H97) E9F]R92P@9&@; F]T (&EN8VQU9&4@
M86QL (&1I<V-L; W-U<F5S (') E<75I<F5D (&) Y (&=E; F5R86QL>2!A8V-E<`1E
M9"!A8V-O=6YT: 6YG (!R: 6YC: 7!L97, @9F]R ("E4:@T*5"H-"BAC; VUP; &5T
M92!P<F5S96YT871I; VX@; V8@9FEN86YC: 6%L ('-T871E; 65N=' , N (\$EN ('1H
M92!O<&EN: 6]N (&]F (&UA; F%G96UE; G0L ('1H92!C; VYS; VQI9&%T960@9FEN
M86YC: 6%L ('-T871E; 65N=' , @*51J#0I4*@T**&-O; G1A: 6X@86QL (&%D: G5S
M=&UE; G1S (%PH8V]N<VES=&EN9R!O; FQY (&]F (&YO<FUA; " !R96-U@G) I; F<@
M86-C<G5A; '-<*2!N96-E<W-A<GD@=&\@<') E<V5N="!F86ER; 'D@=&AE (&) A
M; &%N8V4@<VAE971S ("E4:@T*5"H-"BAO9B!T: &4@0F%N8V]R<"!A<R!09B!-
M87)C: "`S, 2P@, C`P, "!A; F0@1&5C96UB97 (@, S\$L (#\$Y. 3DL (&%N9"!T: &4@

M, "P@=V%S ("OQ+C`@;6EL;&EO;BP@;W (@) "XS."! P97 (@8V]M;6]N ('-H87) E
M (&90<B!B;W!H (&) A<VEC (&%N9"!D:6QU=&5D ("E4:@T*5"H-"BAC86QC=6QA
M=&EO;G,N (%1H92!A;FYU86QI>F5D (') E='5R;B!O;B!A=F5R86=E (&%S<V5T
M<R!<*) /05PI ('=A<R'Q+C\$T) 2P@=VAI; &4@=&AE (&%N;G5A; &EZ960<<F5T
M=7) N (&]N (&%V97) A9V4@*51J#0I4*@T**' -T;V-K: &]L9&5R<UPR, C (@97%U
M:71Y (%PH4D] %7"D@=V%S (#\$R+C<T) 2P@9F]R ('1H92!T: ') E92!M;VYT: ', @
M96YD960<36%R8V@, S\$L (# (P, #`N ("E4:@T*+T8S (#\$@5&8-"C`@+3 (N, S8@
M5\$0-"BA&:6YA;F-I86P@0V]N9&ET:6]N*51J#0HO1C4@, 2!49@T*, " `M, BXS
M-"!41`T**`"@ ("`@ (\$!U<FEN9R!T: &4@=&AR964@;6]N=&AS (&5N9&5D (\$UA
M<F-H (#, Q+" `R, # `P+"!T;W!A; " !A<W-E=' , @:6YC<F5A<V5D (&) Y ("OY+C\$@
M;6EL;&EO;B!<*# (N-25<*2P@=VET: " !I;G1E<F5S="TI5&H-"C`@+3\$N, 3 (@
M5\$0-"BAE87)N:6YG (&%S<V5T<R!I;F-R96%\$S:6YG (&) Y ("OX+C4@;6EL;&EO
M;B!<*# (N-25<*2X@070<36%R8V@, S\$L (# (P, # `L (&EN=&5R97-T+65A<FYI
M;F<@87-S97]S ('!O=&%L960@)#, T-BXX (&UI; &QI;VX@*51J#0I4*@T**&%N
M9"!R97!R97-E;G1E9`"Y, RXU) 2!O9B!T;W!A; " !A<W-E=' , N ("E4:@T*, " `M
M, BXS (%1\$#0HH (" `@ (" `@3&]A;G, @<F5C96EV86) L92!T;W!A; &5D ("OS, #8N
M, 2!M:6QL:6]N (&%T (\$UA<F-H (#, Q+" `R, # `P+"!C;VUP87)E9"!T;R`D, CDU
M+C@@;6EL;&EO;B!A="!\$96-E;6) E<B`S, 2P@, 3DY. 2X@*51J#0HP ("TQ+C\$R
M (%1\$#0HH070<36%R8V@, S\$L (# (P, # `L (&QO86YS (') E8V5I=F%B; &4@<F5P
M<F5S96YT960@.#@N, R4@;V8@:6YT97) E<WOM96%R;FEN9R!A<W-E=' , L (#@R
M+C4E (&]F ('!O=&%L (&%S<V5T<R!A;F0@.3<N, R4@*51J#0I4*@T**&]F ('!O
M=&%L (&1E<&]S:7]S+B!4: &4@; &]A;B!P;W) T9F]L:6\@:6YC; `5D97, @)#\$S
M+C@@;6EL;&EO;B!<*#N-25<*2!I;B!C;VYS=') U8W!I;VX@86YD (&1E=F5L
M;W!M96YT (&QO86YS+" `I5&H-"E0J#0HH) # \$V, RXW (&UI; &QI;VX@7`@U, RXU
M) 5PI (&EN (') E<VED96YT:6%L (&UO<G1G86=E (&QO86YS+" `D, 3`N-R!M:6QL
M:6]N (%PH, RXU) 5PI (&EN (&UU; `!I9F%M:6QY (&QO86YS+" `D-S4N-B!M:6QL
M:6]N ("E4:@T*5"H-"BA<*# (T+C<E7"D@:6X@8V]M;65R8VD@86P@<F5A; " !E
M<W!A=&4@; &]A;G, L ("OQ, "XW (&UI; &QI;VX@7`@S+C4E7"D@:6X@8V]N<W5M
M97 (@; &]A;G, L (&%N9`"D, S\$N-B!M:6QL:6]N (%PH, 3`N, R5<*2!I;B`I5&H-
M"E0J#0HH8V]M;65R8VEA; " !B=7-I;F5S<R!A;F0@;W!H97 (@; &]A;G, N (\$#D
M:G5S=&%B; &4@<F%T92!L;V%N<R!C;VUP<FES960@-3, E (&]F ('!O=&%L (&QO
M86YS (&%T (\$UA<F-H (#, Q+" `R, # `P+B!\$=7) I;F<@*51J#0I4*@T**`1H92!T
M: ') E92!M;VYT: ', @96YD960<36%R8V@, S\$L (# (P, # `L (&QO86YS (&EN8W) E
M87-E9"!B>2`D, 3`N, R!M:6QL:6]N (%PH, RXU) 5PI+B! '<F]W=&@@9'5R:6YG
M ('1H92!C=7) R96YT ('%U87) T97 (@*51J#0I4*@T**' =A<R!A (') E<W5L="!O
M9B!A ('-T<F]N9R!L;V-A; " !E8V]N;VUY (&%N9"!A9V=R97-S:79E (&UA<FME
M=&EN9R!A;F0@8V%L; " !P<F]G<F%M<RX@07-S=6UI;F<@=&AE (&-O;G1I;G5A
M=&EO;B!O9B`I5&H-"E0J#0HH=&AE (&-U<G) E;G0@<W!R96YG=&@@;V8@=&AE
M (&QO8V%L (&5C;VYO;7D@86YD (&%N (&%G9W) E<W-I=F4@;6%R:V5T:6YG (&%N
M9"!C86QL ('!R;V=R86T@969F;W) T+"!M86YA9V5M96YT ("E4:@T*5"H-"BAB
M96QI979E<R!T: &%T (&QO86X@9W) O=W!H ('-H;W5L9"!R96UA:6X@<W!R;VYG
M ('1H<F]U9VAO=70@, C`P, " !D97-P:71E (&%@<FES:6YG (&EN=&5R97-T (') A
M=&4@96YV:7) O;FUE;G0@86YD ("E4:@T*5"H-"BAI;F-R96%\$960@<') I8V4@
M8V]M<@5T:7!I;VX@=VET: &EN ('1H92!"86YC;W) P7# (R, G, @;6%R:V5T (&%R
M96\$N (\$UA;F%G96UE;G0@97AP96-T<R!T;R!F=6YD (&QO86X@9W) O=W!H ('=I
M=&@82!M:7@@*51J#0I4*@T**&]F (&1E<&]S:7]S (&%N9"!B;W) R;W=E9"!F
M=6YD<RX@*51J#0HP ("TR+C, @5\$0-"B@@ ("`@ ("!4: &4@0F%N8V]R<"!I<R!P
M<FEM87) I; `D@82!P;W) T9F]L:6\@; &5N9&5R+B!-;W) T9V%G92!B86YK:6YG
M (&%C=&EV:71I97, @87) E (&QI;6ET960@=&\@=&AE ('-A; &4@;V8@9FEX960@
M<F%T92`I5&H-"C`@+3\$N, 3 (@5\$0-"BAM;W) T9V%G92!L;V%N<R!W:71H (&-O
M;G1R86-T=6%L (&UA='5R:71I97, @;V8@='=E;G1Y+69I=F4@>65A<G, @;W (@
M; &]N9V5R+B!4: &5S92!L;V%N<R!A<F4@<V]L9"P@;VX@82!C87-E+6) Y+6-A
M<V4@*51J#0I4*@T**&) A<VES+"!I;B!T: &4@<V5C;VYD87) Y (&UA<FME="!A
M<R!P87) T (&]F ('1H92!"86YC;W) P7# (R, G, @969F;W) T8R!T;R!M86YA9V4@
M:6YT97) E<W0@<F%T92!R:7-K+B!4: &4@0F%N8V]R<"!R971A:6YS ('1H92`I
M5&H-"E0J#0HH<V5R=FEC:6YG (&]N (&%L; " !L;V%N<R!S;VQD (&EN ('1H92!S
M96-O;F1A<GD@;6%R:V5T+B!.;R!L;V%N<R!W97) E ('-O; &0@9'5R:6YG ('1H
M92!T: ') E92!M;VYT: ', @96YD960<36%R8V@, S\$L ("E4:@T*5"H-"B@R, # `P
M+B!!="!-87) C:"`S, 2P@, C`P, "P@=&AE (\$) A;F-O<G`@: &%D ("OU.3\$@=&AO
M=7-A;F0@8VQA<W-I9FEE9"!A<R!L;V%N<R!H96QD (&90<B!S86QE+B`I5&H-
M"C`@+3 (N, R!41`T**`"@ ("`@ (%1H92!P<FEM87) Y (&]B:F5C=&EV92!O9B!T
M: &4@0F%N8V]R<@PR, C) S (&EN=F5S=&UE;G0@<&]R=&90; &EO (&ES ('!O') R
M;W9I9&4@9F]R ('1H92!L:7%U:61I='D@;F5E9', @;V8@=&AE (\$) A;F-O<G`@
M*51J#0HP ("TQ+C\$R (%1\$#0HH86YD ('!O (&-O;G1R:6) U=&4@=&\@ (<') O9FET
M86) I; &ET>2!B>2!P<F]V:61I;F<@82!S=&%B; &4@9FQO=R!O9B!D97!E;F1A
M8FQE (&5A<FYI;F=S+B! &=6YD<R!A<F4@9V5N97) A; &QY (&EN=F5S=&5D (&EN
M ("E4:@T*5"H-"BAF961E<F%L (&9U;F1S+"!I;G1E<F5S="!B96%R:6YG (&) A
M; &%N8V5S (&EN (&9I;F%N8VEA; " !I;G-T:71U=&EO;G, L (&N4RX@9V]V97) N
M;65N="!S96-U<FET:65S (&%N9"!F961E<F%L (&%G96Y<2`I5&H-"E0J#0HH
M;V) L:6=A=&EO;G, N (\$EN=&5R97-T+6) E87) I;F<@8F%L86YC97, @:6X@9FEN
M86YC:6%L (&EN<W!I='5T:6]N<R!I;F-L=61E (&]V97)N:6=H="!D97!O<VET
M<R!A="!T: &4@1F5D97) A; " ! (;VUE (\$QO86X@*51J#0I4*@T**\$) A;FL@;V8@
M26YD:6%N87!O; &S (&PH1DA, OEP!B!) ;G9E<W!M96YT<R!A<F4@9V5N97) A
M; &QY (&90<B!T97) M<R!R86YG:6YG ("E4:@T*, C, N, 3 (@+3 (N, R!41`T**#<@
M*51J#0I5`T*96YD<W!R96%M#0IE;F108FH-"C, V (#`@;V) J#0H\`T*+U!R
M;V-3970@6R]01\$8@+U!E>'0@70T*+T9O;G0@/#P-"B] &B, T (#`@4@T*+T8S
M (#4@, " !2#0HO1C0@-B`P (&-"B] &-2`Q, B`P (&-"CX^#0HO17AT1U-T871E
M (#P\`#0HO1U, Q (#<@, " !2#0H^/@T*/CX-"F5N9&]B:@T*, S@@, " !O8FH-"CP\
M#0HO3&5N9W1H (#<Q, 3`-"CX^#0IS=') E86T-"D) 4#0HO1C (@, 2!49@T*, 3 (@
M, " `P (#\$R (#U+C8U (#DV, 2XP-2!4;0T*, " !G#0HO1U, Q (&S#0HP (%1C#0HP
M (%1W#0HH ("`@ ("`@ ("`@ ("`@ ("`@*51J#0HP ("TR+C, @5\$0-"BAF<F]M
M (&]N92!D87D@=&\@9FEV92!Y96%R<RX@070<36%R8V@, S\$L (# (P, # `L ('1H
M92!I;G9E<W!M96YT ('!O<G1F;VQI;R!T;W!A; &5D ("OS. "XT (&UI; &QI;VX@
M86YD ('=A<R!I;G9E<W!E9"!A<R`I5&H-"C`@+3\$N, 3 (@5\$0-"BAF;VQL;W=S
M, B`X-BXU) 2!I;B!5+E, N (&=O=F5R;FUE;G0@86=E;F-Y (&1E8G0@<V5C=7) I

M=&EE<RP@,3\$N-R4@:6X@52Y3+B!G;W9E<FYM96YT (&1E8G0<V5C=7) I=&EE
M<RP@86YD (#\$N."4@:6X@*51J#0I4*@T**%4N4RX@9V]V97)N;65N="!A9V5N
M8W@;6]R=&=A9V4M8F%<V5D ('-E8W5R:71I97,N(\$%T(\$UA<F-H(#,Q+"`R
M,#`P+"!S96-U<FET:65S (&%V86EL86) L92UF;W(M<V%L92!T;W1A;&5D("E4
M:@T*5"H-"B@D,C(N-"M:6QL:6]N(&]R(#4X+C4E(&]F('!O=&%L('E8W5R
M:71I97,N(%1H92!A=F%I;&%B;&4M9F]R+7-A;&4@<]R=&9O;&EO('!<FUI
M=',@=&AE(&%C=&EV92!M86YA9V5M96YT (&]F('!H92`I5&H-"B]&-2`Q(%1F
M#0I4*@T**\$)A;F-O<G!<,C(R<R!L:7%U:61I='D@<]S:71I;VXN(\$!U<FEN
M9R!T:&4@=&AR964@;6]N=&AS (&5N9&5D(\$UA<F-H(#,Q+"`R,#`P+"!I;G9E
M<W1M96YT ('-E8W5R:71I97,@95C<F5A<V5D(&)Y("E4:@T*5"H-"B@D,2XX
M(&UI;&QI;VX@7"@T+C0E7"DN(\$%T(\$UA<F-H(#,Q+"`R,#`P+"!T:&4@0F%N
M8V]R<"!H860@)#\$N."!M:6QL:6]N(&EN(\$9(3\$(@<W1O8VLN("E4:@T*,"`M
M,BXS(%1\$#0HH("`@("`@36%N86=E;65N="!B96QI979E<R!T:&%T('!H92!C
M<F5D:70@<FES:R!P<F]F:6QE(&]F('!H92!E87)N:6YG(&%S<V5T('!<O<G1F
M;VQI;R!I<R!R96QA=&EV96QY(&QO=RX@5&AE('!A8FQE('!H870*51J#0HP
M("TQ+C\$R(%1\$#0HH9F]L;&]W<R!S971S (&9O<G1H(&EN9F]R;6%T:6]N('=I
M=&@<F5S<&5C="!T;R!T:&4@;G5M8F5R(%PH(UPI (&%N9"!B86QA;F-E<R!<
M*\$%M;W5N=%PI (&]F (&YO;BUP97)F;W)M:6YG (&%S<V5T<R!A;F@*51J#0I4
M*%T**')E;&%T960@<F%T:6]S (&9O<B!T:&4@<&5R:6]D<R!I;F1I8V%T960N
M(%1H92!A;6]U;G1S (&%R92!S=&%T960@:6X@=&AO=7-A;F1S (%PH,#`P7#(R
M,G-<*2X@*51J#0I4*@T*,"XV.2!48PT*6R@*38X,"@*2TS,#0P,"@*38X
M,"@*30X,"@*3\$P,"@("DM-#8P*"`@*2TS,C`H("I-C@P*"`I,3@P*"`I
M,3`P*"`I,3@P*"`I+3\$S-#`H("DM-#`H("DM,S(P*"`I751*#0HO1C,@,2!4
M9@T*,3`N,#<Y(#`@,"`Q,"XP-SD@-#`\$T+CDS (#<X-2XX-2!4;0T*,"!48PT*
M6RA-87)C:"`S,2@P,C`P,"DM,38T.2XQ*\$1E8V5M8F5R(#,Q+"`Q.3DY*5U4
M2@T*150-"C`N-2!`#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-<M="!D#0HQ(&D@
M#OHT.#DN,#D@-S@Q+C4S (&T-"C0P-RXY-R`W.#\$N-3,@;`T*`-#`W+CDW (#<X
M,2XU,R!M#OHT,#<N.3<@-S@Q+C`U(&P-"E,-"C`@1PT*`-#`W+CDW (#<X,2XP
M-2!M#OHT.#DN,#D@-S@Q+C`U(&P-"C0X.2XP.2`W.#\$N,#4@;0T*`-#@Y+C`Y
M(#<X,2XU,R!L#0I3#0HP+C4@1PT*-3@V+C4S (#<X,2XU,R!M#OHT.3(N-#4@
M-S@Q+C4S (&P-"C0Y,BXT-2`W.#\$N-3,@;0T*`-#DR+COU (#<X,2XP-2!L#0I3
M#0HP(\$<-"C0Y,BXT-2`W.#\$N,#4@;0T*`-3@V+C4S (#<X,2XP-2!L#0HU.#8N
M-3,@-S@Q+C`U(&T-"C4X-BXU,R`W.#\$N-3,@;`T*4PT*0E0-"C\$P+C`W.2`P
M(#`@,3`N,#<Y(#0Q."XW-R`W-CDN,CD@5@T-"BTP+C`P,#\$5@&,-"ELH(RDM
M,C@X,2XT*\$%M;W5N="DM,34W,BXS*"`,I+30P-#@N,BA!;6]U;G0I751*#0I%
M5`T*,"XU(\$<-"COS-"XV,2`W-C0N.3<@;0T*`-#`W+CDW (#<V-"XY-R!L#0HT
M,#<N.3<@-S8T+CDW (&T-"C0P-RXY-R`W-C0N-#D@;`T*4PT*,"!`#0HT,#<N
M.3<@-S8T+COY (&T-"C0S-"XV,2`W-C0N-#D@;`T*`-#T+C8Q (#<V-"XT.2!M
M#OHT,SON-C\$@-S8T+CDW (&P-"E,-"C`N-2!`#0HT.#DN,#D@-S8T+CDW (&T-
M"COU,2XV-2`W-C0N.3<@;`T*`-#4Q+C8U (#<V-"XY-R!M#OHT-3\$N-C4@-S8T
M+COY (&P-"E,-"C`@1PT*`-#4Q+C8U (#<V-"XT.2!M#OHT.#DN,#D@-S8T+COY
M (&P-"C0X.2XP.2`W-C0N-#D@;0T*`-#@Y+C`Y (#<V-"XY-R!L#0I3#0HP+C4@
M1PT*-3(P+C4S (#<V-"XY-R!M#OHT.3(N-#4@-S8T+CDW (&P-"C0Y,BXT-2`W
M-C0N.3<@;0T*`-#DR+COU (#<V-"XT.2!L#0I3#0HP(\$<-"C0Y,BXT-2`W-C0N
M-#D@;0T*`-3(P+C4S (#<V-"XT.2!L#0HU,C`N-3,@-S8T+COY (&T-"C4R,"XU
M,R`W-C0N.3<@;`T*4PT*,"XU(\$<-"C4X-BXU,R`W-C0N.3<@;0T*`-30X+C\$S
M (#<V-"XY-R!L#0HU-#@N,3,@-S8T+CDW (&T-"C4T."XQ,R`W-C0N-#D@;`T*
M4PT*,"!`#0HU-#@N,3,@-S8T+COY (&T-"C4X-BXU,R`W-C0N-#D@;`T*`-3@V
M+C4S (#<V-"XT.2!M#0HU.#8N-3,@-S8T+CDW (&P-"E,-"D)4#0HO1C(@,2!4
M9@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-S4S+COU(%1M#0HP(%1C#0HH
M3&]A;G,@86-C;W5N=&5D (&9O<B!O;B!A (&YO;BUA8V-R=6%L (&A)A<VES.BE4
M:@T*,"`M,2XR,30T(%1\$#0HH4F5A;"!E<W1A=&4@;&]A;G,Z*51J#0HP+C,P
M.38@+3\$N,C\$T-"!41`T**%)E<VED96YT:6%L*51J#0HS."XQ-S`S(#`@5\$0-
M"ELH,3`I+3,T,#4N,B@D-#0S*2TR,S,S+C@H,3,I+30R.#8N,R@D-38U*5U4
M2@T*+3,X+C\$W,#,@+3\$N,C\$T-"!41`T**\$-O;6UE<F-I86PI5&H-"B]&-2`Q
M(%1F#0HS."XQ-S`S(#`@5\$0-"C0N-#`U,R!48PT*6RA<,C(W7#(R-RDQ-3<Q
M+C8H,"DM.#@Q*%PR,C<I751*#0HM,S@N-#<Y.2`M,2XR,30T(%1\$#0HP(%1C
M#0I;*S-O;6UE<F-I86P@8G5S:6YE<W,@;&]A;G,I+3(X,#,V+CDH-"DM,SDP
M-2XR*#(T,"DM,C@S,RXX*#`I+34R.#8N,RA<,C(W*5U42@T*5"H-"BA#;VYS
M=6UE<B!L;V%N<RE4:@T*,S@N.3<Y.2`P(%1\$#0HT+COP-3 (@5&,-"ELH,S\$I
M-#0P-2XR*#4I,34W,2XU*#`I+3@X,2XQ*%PR,C<I751*#0I%5`T*,"XU(\$<-
M"COR,RXS,R`V.#@N-#S@;0T*`-#S+C0Y(#8X."XT,2!L#0HT,3,N-#D@-C@X
M+C0Q (&T-"C0Q,RXT.2`V.#<N.3,@;`T*4PT*,"!`#0HT,3,N-#D@-C@W+CDS
M (&T-"COR,RXS,R`V.#<N.3,@;`T*`-#(S+C,S(#8X-RXY,R!M#OHT,C,N,S,@
M-C@X+COQ (&P-"E,-"C`N-2!`#0HT-S<N.#\$@-C@X+COQ (&T-"C0V,BXY,R`V
M.#@N-#S@;`T*`-#8R+CDS (#8X."XT,2!M#OHT-C(N.3,@-C@W+CDS (&P-"E,-
M"C`@1PT*`-#8R+CDS (#8X-RXY,R!M#OHT-S<N.#\$@-C@W+CDS (&P-"C0W-RXX
M,2`V.#<N.3,@;0T*`-#<W+C@Q (#8X."XT,2!L#0I3#0HP+C4@1PT*-3\$Q+C0Q
M(#8X."XT,2!M#0HU,#\$N-3<@-C@X+COQ (&P-"C4P,2XU-R`V.#@N-#S@;0T*
M-3`Q+C4W(#8X-RXY,R!L#0I3#0HP(\$<-"C4P,2XU-R`V.#<N.3,@;0T*`-3\$Q
M+C0Q (#8X-RXY,R!L#0HU,3\$N-#S@-C@W+CDS (&T-"C4Q,2XT,2`V.#@N-#S@
M;`T*4PT*,"XU(\$<-"C4W-"XW-R`V.#@N-#S@;0T*`-34Y+C@Y(#8X."XT,2!L
M#0HU-3DN.#D@-C@X+COQ (&T-"C4U.2XX.2`V.#<N.3,@;`T*4PT*,"!`#0HU
M-3DN.#D@-C@W+CDS (&T-"C4W-"XW-R`V.#<N.3,@;`T*`-3T+C@W(#8X-RXY
M,R!M#0HU-SON-S<@-C@X+COQ (&P-"E,-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W
M.2`R-2XV-2`V-S8N.#D@5@T-"C`@5@&,-"BA4;W1A;"E4:@T*,S@N-#<Y.2`P
M(%1\$#0I;*#S*2TS-#`U+C(H)#8Y."DM,C,S,RXX*#\$S*2TT,C@V+C@H)#4V
M-2E=5\$H-"D54#0HP+C4@9PT*`-#S+C0Y(#8W,RXP-2`Y+C@T("TR+C@X(')E
M#0IF#0HT-C(N.3,@-C<S+C`U(\$T+C@X("TR+C@X(')E#0IF#0HU,#\$N-3<@
M-C<S+C`U(#DN.#0@+3(N.#@<F4-"F8-"C4U.2XX.2`V-S,N,#4@,30N.#@@
M+3(N.#@<F4-"F8-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`V-3DN
M,3,@5@T-"C`@9PT*#\$C8W)U:6YG (&Q086YS('!H870@87)E (&-O;G1R86-T
M=6%L;'D@<&%S="!D=64@.3`@9&%Y<R!O<B!M;W)E.BE4:@T*,"`M,2XR,30T
M(%1\$#0HH4F5A;"!E<W1A=&4@;&]A;G,Z*51J#0HP+C,P.38@+3\$N,C\$T-"!4
M1`T**%)E<VED96YT:6%L*51J#0HS."XV-S`T(#`@5\$0-"ELH,BDM,S0P-2XQ

M*"0I+34P,"XQ*#8Q*2TR.#,S+C<H-BDM-#(X-BXR*"0I+3`N,2@R,S4I751*
M#0HM,S@N<C<P-"M,2XR,30T(%1\$#0HH0V]M;65R8VEA;"E4:@T*,S@N,3<P
M,R`P(%1\$#0HT+COP-3,@5&,-"ELH7#(R-UPR,C<I,34W,2XV*#\$I+3\$S.#\$H
M,RE=5\$H-"BTS."XT-SDY("TQ+C(Q-#0@5\$0-"C`@5&,-"ELH0V]M;65R8VEA
M;"!B=7-I;F5S<R!L;V%N<RDM,C<U,S8N."A<,C(W*2TT-#`U+C,H7#(R-RDM
M,C,S,RXV*%PR,C<I+34R.#8N,RA<,C(W*5U42@T*5"H-"BA#;VYS=6UE<B!L
M;V%N<RE4:@T*,S@N-#<Y.2`P(%1\$#0HT+COP-3,@5&,-"ELH7#(R-UPR,C<I
M,C`W,2XW*%PR,C<I+3@X,2A<,C(W*5U42@T*150-"C`N-2!'#0HT,C,N,S,@
M-3DT+C`Y(&T-"COQ,RXT.2`U.30N,#D@;`T*-\$S+COY(#4Y-"XP.2!M#0HT
M,3,N-#D@-3DS+C8Q(&P-"E,-"C`@1PT*-\$S+COY(#4Y,RXV,2!M#0HT,C,N
M,S,@-3DS+C8Q(&P-"C0R,RXS,R`U.3,N-C\$@;OT*-(S+C,S(#4Y-"XP.2!L
M#0I3#0HP+C4@1PT*-\$<W+C@Q(#4Y-"XP.2!M#0HT-C(N.3,@-3DT+C`Y(&P-
M"COV,BXY,R`U.30N,#D@;OT*-\$8R+CDS(#4Y,RXV,2!L#0I3#0HP(\$<-
"COV
M,BXY,R`U.3,N-C\$@;OT*-\$<W+C@Q(#4Y,RXV,2!L#0HT-S<N.#\$@-3DS+C8Q
M(&T-"COW-RXX,2`U.30N,#D@;`T*4PT*,"XU(\$<-"C4Q,2XT,2`U.30N,#D@
M;OT*-3`Q+C4W(#4Y-"XP.2!L#0HU,#\$N-3<@-3DT+C`Y(&T-"C4P,2XU-R`U
M.3,N-C\$@;`T*4PT*,"!`#0HU,#\$N-3<@-3DS+C8Q(&T-"C4Q,2XT,2`U.3,N
M-C\$@;`T*-3\$Q+C0Q(#4Y,RXV,2!M#0HU,3\$N-#S@-3DT+C`Y(&P-"E,-"C`N
M-2!'#0HU-S@N-S<@-3DT+C`Y(&T-"C4U.2XX.2`U.30N,#D@;`T*-34Y+C@Y
M(#4Y-"XP.2!M#0HU-3DN.#D@-3DS+C8Q(&P-"E,-"C`@1PT*-34Y+C@Y(#4Y
M,RXV,2!M#0HU-S@N-S<@-3DS+C8Q(&P-"C4W-"XW-R`U.3,N-C\$@;OT*-3<T
M+C<W(#4Y-"XP.2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@
M-3@R+C4W(%1M#0HP(%1C#0HH5&]T86PI5&H-"C,X+CDW.3D@,"!41`T*6R@R
M*2TS-#`U+C\$H)"DM-3`P+C\$H-C\$I+3(X,S,N-R@W*2TT,C@V+C(H)"DM,"XQ
M*#(S."E=5\$H-"D54#0HP+C4@9PT*-\$S+COY(#4W."XW,R`Y+C@T("TR+C@X
M(')E#0IF#0HT-C(N.3,@-3<X+C<S(#\$T+C@X("TR+C@X(')E#0IF#0HU,#\$N
M-3<@-3<X+C<S(#DN.#0@+3(N.#@<@<F4-"F8-"C4U.2XX.2`U-S@N-S,@,30N
M.#@<@+3(N.#@<@<F4-"F8-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U
M-CON.#\$@5&T-"C`@9PT*%10=&%L(&]F(&YO;BUA8V-R=6%L(&%N9"!A8V-R
M=6EN9R!L;V%N<R`Y,"!D87ES(&]R(&UO<F4I5&H-"C`N,S`Y-B`M,2XR,30T
M(%1\$#0HH<&%S="!D=64@;&]A;G,I5&H-"C,X+C\$W,#,@,"!41`T*6R@Q.2DM
M,SOP-2XR*"OW-3DI+3(S,S,N."@R,"DM-#(X-BXS*"OX,#,I751*#0I%5`T*
M,"XU(&<-"COQ,RXT.2`U-#@N-S,@.2XX-"`M,BXX."!R90T*9@T*-\$8R+CDS
M(#4T."XW,R`Q-"XX."`M,BXX."!R90T*9@T*-\$3`Q+C4W(#4T."XW,R`Y+C@T
M("TR+C@X(')E#0IF#0HU-3DN.#D@-30X+C<S(#\$T+C@X("TR+C@X(')E#0IF
M#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-3,T+C@Q(%1M#0HP(&<-
M"ELH1F]R96-L;W-E9"!R96%L(&5S=&%T92DM,S`S,38N-R@Q*2TS-#`U+C\$H
M)"DM-3`P+C\$H.3@I+3(S,S,N-RA<,C(W*2TT,C@V+C(H)"DM-3`P+C\$H7#(R
M-RE=5\$H-"D54#0HP+C4@9PT*-\$S+COY(#4S,"XY-R`Y+C@T("TR+C@X(')E
M#0IF#0HT-C(N.3,@-3,P+CDW(#\$T+C@X("TR+C@X(')E#0IF#0HU,#\$N-3<@
M-3,P+CDW(#DN.#0@+3(N.#@<@<F4-"F8-"C4U.2XX.2`U,S`N.3<@,30N.#@<
M+3(N.#@<@<F4-"F8-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U,3<N
M,#4@5&T-"C`@9PT*6RA2871I;R!O9B!N;VXM<&5R9F]R;6EN9R!L;V%N<R!T
M;R!T;W1A;"!A<W-E="I+3(R.#0P+C\$H,"XR,"4I+38T-#S@N."@P+C(R)2E=
M5\$H-"C`@+3\$N,C\$T-"!41`T*6RA2871I;R!O9B!N;VXM<&5R9F]R;6EN9R!L
M;V%N<R!T;R!T;W1A;"!L;V%N<RDM,C,P-C(N,2@P+C(U)2DM-C2,2XX*#`N
M,C<E*5U42@T*5"H-"ELH4F%T:6\@;V8@9F]R96-L;W-E9"!R96%L(&5S=&%T
M92!T;R!T;W1A;"!A<W-E="I+3(S,#DR+C\$H,"XP,R4I+38T-#S@N."@P+C`P
M)2E=5\$H-"E0J#0I;*A=&EO(&]F(&YO;BUP97)F;W)M:6YG(&%S<V5T<R!T
M;R!T;W1A;"!A<W-E="I+3(R-C\$X+C\$H,"XR,R4I+38T-#S@N."@P+C(R)2E=
M5\$H-"C\$R(#`@,"`Q,B`R-2XV-2`T-3,N,C\$@5&T-"B@@"`@("!!=-87)C
M:"`S,2P@,C`P,"P@)4Y,"!T:;&]U<V%N9"!O9B!T:64@0F%N8V]R<C%PR,C)S
M(&QO86YS("E<F4@:6YT97)N86QL>2!C;&%S<VEF:65D(%S(&10=6)T9G5L
M87)D+B!4:64@=&]T86P@*51J#0HP("TQ+C\$R(%1\$#0HH<F5P<F5S96YT<R<Q
M."!L;V%N<RX@3F\@;&]A;G,@=V5R92!C;&%S<VEF:65D(%S(&10=6)T9G5L
M(&]R(&QO<W,N(\$-L87-S:69I960@;&]A;G,@:6YC;'5D92!N;VYP97)F;W)M
M:6YG(&QO86YS("E4:@T*5"H-"BAD:7-C;&]S960@:6X@=&AE('!R979I;W5S
M('!A8FQE+B!-86YA9V5M96YT(&1097,@;F]T(%N=&EC:7!A=&4@=&AA="!A
M;GD@;V8@=&AE(&YO;BUP97)F;W)M:6YG(&QO86YS(&]R(&-L87-S:69I960@
M*51J#0I4*%T*%QO86YS('=I;&P@;6%T97)I86QL>2!I;7!A8W0@9G5T=7)E
M(&]P97)A=&EO;G,L(&QI<75I9&ET>2!O<B!C87!I=&%L(')E<V]U<F-E<RX@
M070@36R8V@@,SSL(#(P,#`L(&5X8V5P="!A<R!D97-C<FEB960@*51J#0I4
M*%T*%&B;W9E+"!T:65R92!W97)E(&YO(&UA=&5R:6%L(&-R961I=',@=&AA
M="!W;W5L9"!C875S92!M86YA9V5M96YT('!0(&AA=F4@<V5R:6]U<R!D;W5B
M=",@87,@=&@=&AE(&%B:6QI="D@;V8@<W5C:"`I5&H-"E0J#0HH8F]R<F]W
M97)S('!0<-@-@;7!L>2!W:7!H(&QO86X@<F5P87EM96YT('!E<FUS+B`I5&H-
M"C(S+C\$R("TR+C,@5\$0-"B@X("E4:@T*150-"F5N9'-T<F5A;OT*96YD;V)J
M#OHS.2`P(&]B:@T*/#P-"B]0<F]C4V5T(%L04\$1(&"!497AT(%T-"B];&VYT
M(P\#0HO1C(@-"`P(%(-"B](&R`U(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B]%)
M>`1'4W1A=&4@/#P-"B]4S\$@-R`P(%(-"CX^#0H^/@T*96YD;V)J#0HT,R`P
M(&]B:@T*/#P-"B]96YG=&@<#<P.OT*/CX-"G-T<F5A;OT*0E0-"B](&B`Q
M(#1F#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B]4S\$@9W,-
M"C`@5&,-"C`@5'<-"B@@"`@("`@("`@("`@("`@("`@("I5&H-"C`@+3(N,R!4
M1`T*%`@("`@(%\$T(\$UA<F-H(#,Q+"`R,#`P+"!T:64@0F%N8V]R<C"!H860@
M)#DX('!H;W5S86YD(&EN(&9O<F5C;&]S960@<F5A;"!E<W1A=&4N(%1H92!T
M;W1A;"!I;F-L=61E<R!O;F4@<F5S:61E;G1I86P@*51J#0HP("TQ+C\$R(%1\$
M#0HH<')O<&5R='D@86YD(')E<')E<V5N=',@,"XP,R4@;V8@<V]T86P@87-S
M971S+B`I5&H-"C`@+3(N,R!41`T*%`@("`@(%S)E8V%U<V4@<V]M92!L;V%N
M<R!M87D@;F]T(&E(')E<=&%I9"!I;B!A8V-O<F1A;F-E('=I=&@8V]N=")A
M8W1U86P@86=R965M96YT<R!A;B!A;QO=V%N8V4@9F]R(&QO86X@;&]S<V5S
M("E4:@T*,"`M,2XQ,B!41`T*%PH04Q,7"D@:&%S(&)E96X@;6%I;G1A:6YE
M9"X@5VAI;64@;6%N86=E;65N="!M87D@<&5R:6]D:6-A;&QY(&%L;&]C871E
M('!O<G1I;VYS(&]F('!H92!A;QO=V%N8V4@9F]R('P96-I9FEC("E4:@T*
M5"H-"BAP<F]B];&5M(&QO86YS+"!T:64@96YT:7)E(&%L;&]W86YC92!I<R!A
M=F%I;&%B;64@=&@86)S;W)B(&%L;"!C<F5D:70@;&]S<V5S('!H870@87)I

M<V4@9G)O;2!T: &4@; &]A;B!P;W)T9F]L:6\@86YD(&ES("E4:@T*5"H-"BAN
M;W0<<V5G<F5G871E9"!F;W(L(&]R(&L;&]C871E9"!T;RP@86YY('!A<G1I
M8W5L87(@;&]A;B!O<B!G<F]U<"!O9B!L;V%N<RX@1'5R:6YG('1H92!T:')E
M92!M;VYT:' ,@96YD960@36%R8V@,SSL("E4:@T*5"H-"B@R,#'P+"!A9&1I
M=&EO;G,@=&\@=&AE(\$%,3"!A8V-O=6YT('1O=&%L960@)#,Y('1H;W5S86YD
M(&-O;7!A<F5D('1O("OT.2!T: &]U<V%N9"!F;W(@=&AE('1H<F5E(&UO;G1H
M<R!E;F1E9" `I5&H-"E0J#0HH36%R8V@,SSL(#\$Y.3DN(%)E8V]V97)I97,@
M=&]T86QE9" `D,2!T: &]U<V%N9"!D=7)I;F<@=&AE('1H<F5E(&UO;G1H<R!E
M;F1E9"!-87)C:" `S,2P@,C`P,"X@5&AE<F4@=V5R92!N;R`I5&H-"E0J#0HH
M8VAA<F=&E6]F9G,@9'5R:6YG('1H92!C=7)R96YT('%U87)T97(N(1H92!A
M;6]U;G0@<')O=FED960@9'5R:6YG('1H92!C=7)R96YT('1H<F5E(&UO;G1H
M<R!W87,@8F%S960@;VX@;&]A;B`I5&H-"B] &-2`Q(%1F#0I4*@T**&%C=&EV
M:71Y+"!C:&%N9V5S('I=&AI;B!T: &4@; &]A;B!P;W)T9F]L:6@;6EX+"!A
M;F0<<F5S=6QT:6YG(&-H86YG97,@:6X@;6%N86=E;65N=%PR,C)S(&%S<V5S
M<VUE;G0@;V8@<]&R=&9O;&EO(')I<VLN("E4:@T*5"H-"BA!="!-87)C:" `S
M,2P@,C`P,"P@=&AE(&A);&%N8V4@:6X@=&AE(\$%,3"!A8V-O=6YT('1O=&%L
M960@)#,N,R!M:6QL:6]N+"!W:&EC:"!I<R!C;VYS:61E<F5D(&%D97%U871E
M(&)Y("E4:@T*5"H-"BAM86YA9V5M96YT(&%F=&5R(&5V86QU871I;VX@;V8@
M=&AE(&QO86X@<]&R=&9O;&EO+"!P87-T(&5X<&5R:65N8V4@86YD(&-U<G)E
M;G0@96-O;F]M:6,@86YD(&UA<FME="!C;VYD:71I;VYS+B`I5&H-"C`@+3(N
M,R!41`T**`@(" `@(%1H92!A;&QO8V%T:6]N(&]F('1H92!!3\$P@<F5F;&5C
M=" ,@<&5R9F]R;6%N8V4@86YD(&R;W=T:"!T<F5N9' ,@=VET:&EN('1H92!V
M87)I;W5S(&QO86X@8V%T96=O<FEE<RP@87,@=V5L;"!A<RP@*51J#0HP("TQ
M+C\$R(%1\$#0HH8V]N<VED97)A=&EO;B!O9B!T: &4@9F%C=" ,@86YD(&-I<F-U
M;7-T86YC97,@=&AA="!A9F9E8W0@=&AE(')E<&%Y;65N="!O9B!I;F1I=FED
M=6%L(&QO86YS+"!A<R!W96QL(&%S+"!L;V%N<R!W:&EC:" `I5&H-"E0J#0HH
M:&%V92!B965N(&5V86QU871E9"!O;B!A('!O;VQE9"!B87-I<RX@1'5R:6YG
M('1H92!T:')E92!M;VYT:' ,@96YD960@36%R8V@,SSL(#(P,#`L(&%D9&ET
M:6]N<R!T;R!T: &4@04Q,('=E<F4@*51J#0I4*@T**&%L;&]C871E9"!T;R!T
M: &4@8V]M;65R8VEA;"!R96%L(&5S=&%T92!L;V%N<R!A;F0@8V]M;65R8VEA
M;"!B=7-I;F5S<R!L;V%N<R!D=64@=&\@=&AE(&R;W=T:"!I;B!T: &5S92!P
M;W)T9F]L:6]S("E4:@T*5"H-"BAA;F0@=&AE(&%D9&ET:6]N86P@<FES:R!R
M96QA=&5D('1O('1H97-E('!R;V1U8W1S+B!!="!-87)C:" `S,2P@,C`P,"P@
M;F\@<&]R=&EO;B!O9B!T: &4@04Q,('=A<R!A;&QO8V%T960@=&\@*51J#0I4
M*@T**&EM<&%I<F5D(&QO86X@8F%L86YC97,@87,@=&AE(\$)A;F-O<G`@:&%D
M(&YO(&EN9&EV:61U86P@;&]A;G,@8V]N<VED97)E9"!T;R!B92!I;7!A:7)E
M9" !L;V%N<R!A<R!O9BP@;W(@9F]R('1H92`I5&H-"E0J#0HH=&AR964@;6]N
M=&AS(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P+B`I5&H-"C`@+3(N,R!41`T**`@
M(" `@(\$1E<]&]S:71S(&%R92!T: &4@;6%J;W(@<V]U<F-E(&]F(&9U;F1S(&9O
M<B!L96YD:6YG(&%N9"!O=&AE<B!I;G9E<W1M96YT('!U<G!O<V5S+B!!="!-
M87)C:" `S,2P@,C`P,"P@9&5P;W-I=" ,@*51J#0HP("TQ+C\$R(%1\$#0HH=&]T
M86QE9" `D,SST+C4@;6EL;&EO;BX@1'5R:6YG('1H92!T:')E92!M;VYT:' ,@
M96YD960@36%R8V@,SSL(#(P,#`L(&1E<]&]S:70@9W)O=W1H('1O=&%L960@
M)#<N.2!M:6QL:6]N(%PH,BXV)5PI+B`I5&H-"E0J#0HH0VAE8VMI;F<@86-C
M;W5N=" ,@:6YC<F5A<V5D("OT+C\$@;6EL;&EO;B!<*#<N."5<*2P@;6]N97D@
M;6%R:V5T(&1E<]&]S:70@86-C;W5N=" ,@7"A-341!7#(R,G-<*2!I;F-R96%S
M960@*51J#0I4*@T**0R+C\$@;6EL;&EO;B!<*#0N.25<*2P@<V%V:6YG<R!A
M8V-O=6YT<R!I;F-R96%S960@)#\$N,R!M:6QL:6]N(%PH,BXX)5PI+"!A;F0@
M8V5R=&EF:6-A=&5S(&]F(&1E<]&]S:70@:6YC<F5A<V5D("OS-S`@*51J#0I4
M*@T**`1H;W5S86YD(%PH,"XR)5PI+B!4: &4@9W)O=W1H(&EN(&-O<F4@9&5P
M;W-I=" ,@7"AC:&5C:VEN9R!A8V-O=6YT<R!A;F0@34U\$05PR,C)S7"D@=V%S
M(&\$@<F5S=6QT(&]F(&-O;7!E=&ET:79E("E4:@T*5"H-"BAP<F]D=6-T(&]F
M9F5R:6YG<R!A;F0@86X@86=G<F5S<VEV92!M87)K971I;F<@<')O9W)A;2X@
M070@36%R8V@,SSL(#(P,#`L('1H92!D97!O<VET(&A<V4@=V%S(&-O;7!R
M:7-E9"!O9B`I5&H-"E0J#0HH,3<N.24@8VAE8VMI;F<@86-C;W5N=" ,L(#\$T
M+C\$E(\$U-1\$%<,C(R<RP@,34N,R4@<V%V:6YG<R!A8V-O=6YT<R!A;F0@-3(N
M-R4@8V5R=&EF:6-A=&5S(&]F(&1E<]&]S:70N(\$1E<]&]S:70@*51J#0I4*@T*
M*=&R;W=T:"!H87,@;F]T(&ME<`0@<&C92!W:71H(&%S<V5T(&R;W=T:"!P
M<FEN8VEP86QL>2!D=64@=&\@82!L;W<@<F%T92!O9B!P97)S;VYA;"!S879I
M;F=S(&)Y(&AO=7-E:&]L9' ,@86YD("E4:@T*5"H-"BAC;VUP971I=&EO;B!F
M;W(@9&5P;W-I=&]R(&9U;F1S(&9R;VT@:&EG:&5R+7EI96QD:6YG(&EN=F5S
M=&UE;G0@86QT97)N871I=F5S+B!4: &4@0F%N8V]R<"!H87,@=7-E9"!B;W)R
M;W=I;F=S('1O("E4:@T*5"H-"BAH96QP(&9U;F0@;&]A;B!G<F]W=&@N(\$1U
M<FEN9R!T: &4@=&AR964@;6]N=&AS(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P+"!B
M;W)R;W=I;F=S(&EN8W)E87-E9" `D,2XY(&UI;&QI;VX@7" @Q,"XT)5PI+B`I
M5&H-"E0J#0HH070@36%R8V@,SSL(#(P,#`L(O<G)O=V5D(&9U;F1S('1O
M=&%L960@)#(P+C4@;6EL;&EO;BX@4F5P=7)C:&%S92!A9W)E96UE;G1S('1O
M=&%L960@)#,N,2!M:6QL:6]N+"!&2\$Q("E4:@T*5"H-"BAA9'9A;F-E<R!T
M;W1A;&5D("OQ-2XQ(&UI;&QI;VXL(&%N9"!O=&AE<B!S:&]R="UT97)M(&)O
M<G)O=VEN9W,@=&]T86QE9" `D,BXS(&UI;&QI;VXN("E4:@T*+T98S(#\$@5&8-
M"C`@+3(N,S8@5\$0-"BA1=6%N=&ET871I=F4@86YD(%U86QI=&%T:79E(\$1I
M<V-L;W-U<F5S(\$B;W5T(\$UA<FME="!2:7-K*51J#0H01C4@,2!49@T*,"`M
M,BXS-"!41`T**`@(" `@(%1H92!"86YC;W)P7#(R,G,<@')I;6%R>2!M87)K
M970@<FES:R!E>'!O<W5R92!I<R!I;G1E<F5S="!R871E(')I<VLN(\$EN=&5R
M97-T(')A=&4@<FES:R!I<R!T: &4@<FES:R!T:&%T('1H92!"86YC;W)P7#(R
M,G,@*51J#0HP("TQ+C\$R(%1\$#0HH96%R;FEN9W,@86YD(&-A<ET86P@=VEL
M;"!B92!A9'9E<G-E;'D@869F96-T960@8GD@8VAA;F=E<R!I;B!I;G1E<F5S
M="!R871E<RX@5&AE('!R:6UA<GD@87!P<F]A8V@=&\@:6YT97)E<W0@<F%T
M92`I5&H-"E0J#0HH<FES:R!M86YA9V5M96YT(&ES(&]N92!T:&%T(&908W5S
M97,@;VX@861J=7-T;65N=" ,@=&\@=&AE(\$)A;F-O<G!<,C(R<R!A<W-E="!L
M:6%B:6QI='D@;6EX(&EN(&]R9&5R('1O(&QI;6ET('1H92`I5&H-"E0J#0HH
M;6%G;FET=61E(&]F(&EN=&5R97-T(')A=&4@<FES:RX@5&AE(\$)O87)D(&]F
M(\$1I<F5C=&]R<R!H87,@9&5L96=A=&5D('1H92!R97-P;VYS:6)I;&ET>2!F
M;W(@;65A<W5R:6YG+"!M;VYI=&]R:6YG("E4:@T*5"H-"BAA;F0@8V]N=")O
M;&QI;F<@:6YT97)E<W0@<F%T92!R:7-K('1O('1H92!"86YC;W)P7#(R,G,@

M87-S9700;&EA8FEL:71Y (&UA;F%G96UE;G0@8V]M;6ET=&5E (%PH04Q#3UPI
M+B!4: &4@04Q#3R! I<R`I5&H-"E0J#0HH<F5S<&]N<VEB; &4@9F]R (&1E=F5L
M;W! I; F<@86YD (&EM<&QE; 65N=&EN9R! I; G1E<F5S="! R871E (') I<VL@; 6%N
M86=E; 65N="! S=') A=&5G: 65S+"! E<W1A8FQI<VAI; F<@86YD (&UA: 6YT86EM
M: 6YG ("E4:@T*5"H-"BAA ('-Y<W1E; 2! O9B! L: 6UI=' , @*51J#0HR, RXQ, B`M
M, BXS (%1\$#0HH. 2 I5&H-"D54#0IE; F1S=') E86T-"F5N9&]B:@T*#0@, " ! O
M8FH-"CP\#0HO4') O8U-E="! ; +U! \$1B`O5&5X="! =#0HO1F]N="` \ `T*+T8R
M (#0@, " ! 2#0HO1C, @-2`P (% ("B] &-2`Q, B`P (% ("CX^#0HO17AT1U-T871E
M (#P\#0HO1U, Q (#<@, " ! 2#0H^/@T*/CX-"F5N9&]B:@T*#8@, " ! O8FH-"CP\
M#0HO3&5N9W1H (#4X, S8-"CX^#0IS=') E86T-"D) 4#0HO1C (@, 2! 4@9T*, 3 (@
M, " `P (#\$R (# (U+C8U (#DV, 2XP-2! 4; 0T*, " ! G#0HO1U, Q (&S#0HP (%1C#0HP
M (%1W#0HH ("` @ ("` @ ("` @ ("` @ ("` @ ("` @ *51J#0HP ("TR+C, @5\$0-"BAA; F0@
M8V]N=') O; ' , L (&%N9"! E<W1A8FQI<VAI; F<@86YD ('5T: 6QI>FEN9R! A; B! I
M; G1E<F5S="! R871E (') I<VL@; 65A<W5R96UE; G0@<WES=&5M+B! 4: &4@04Q#
M3RP@=VAI8V@@: 7, @; 6%D92! U<"` I5&H-"C` @+3\$N, 3 (@5\$0-"BAO9B! M96UB
M97) S (&]F ('-E; FEO<B! M86YA9V5M96YT+"! G96YE<F%L; 'D@; 65E=' , @; 6]N
M=&AL>2! W: 71H (&O87) D ('! R97-E; G1A=&EO; G, @; V-C=7) R: 6YG ('%U87) T
M97) L>2X@*51J#0HP ("TR+C, @5\$0-"B@@ ("` @ ("! 097) F; W) M86YC92! I<F]M
M (&%N (&EN=&5R97-T (') A=&4@<FES: R! P97) S<&5C=&EV92! C86X@8F4@; 65A
M<W5R960@: 6X@; 6%N>2! W87ES+B! -971H; V10; &]G: 65S ('S960@8GD@=&AE
M ("E4:@T*, " `M, 2XQ, B! 41`T**\$) A; F-O<G`@9F]C=7, @; VX@; F5T (&EN=&5R
M97-T (&EN8V]M92! A; F0@=&AE (&YE="! E8V]N; VUI8R! V86QU92! O9B! E<75I
M="DN (\$YE="! I; G1E<F5S="! I; F-O; 64@: 7, @9&5F: 6YE9"! A<R`I5&H-"B] &
M-2`Q (%1F#0I4* @T**&EN=&5R97-T (&EN8V]M92! L97-S (&EN=&5R97-T (&5X
M<&5N<V4N (%9A<FEA8FEL: 71Y (&EN (&YE="! I; G1E<F5S="! I; F-O; 64@87) I
M<V5S (&) E8V%U<V4@: 71S (&-O; 7! O; F5N=' , @7# (R-R! I; G1E<F5S="` I5&H-
M"E0J#0HH: 6YC; VUE (&%N9"! I; G1E<F5S="! E>'! E; G-E (%PR, C<@9&\@; F]T
M (&-H86YG92! E<75A; &QY (&%S (') A=&5S ('9A<GDN (%1H: 7, @; 6ES; 6%T8V@@
M; V-C=7) S (&) E8V%U<V4@: 6YD: 79I9`5A; " ! A<W-E=' , @*51J#0I4* @T**&%N
M9"! L: 6%B: 6QI=&EE<R! R97! R: 6-E (&I19F9E<F5N=&QY (&%S (') A=&5S (&-H
M86YG92X@1F%&C=&]R<R! W: &EC: " ! A9F9E8W0@; F5T (&EN=&5R97-T (&EN8V]M
M92! I; F-L=61E (&-H86YG97, @: 6X@=&AE ("E4:@T*5"H-"BAL979E; " ! O9B! I
M; G1E<F5S="! R871E<RP@8VAA; F=E<R! I; B! T: &4@<F5L871I; VYS: &EP (&) E
M="E96X@0F%N8V]R<"! Y: 65L9"! R871E<R! A; F0@: 6YT97) E<W0@8V]S=' , L
M (&-H86YG97, @: 6X@=&AE ("E4:@T*5"H-"BAV; VQU; 64@; V8@87-S971S (&%N
M9"! L: 6%B: 6QI=&EE<R! O=71S=&%N9&EN9RP@86YD (&-H86YG97, @: 6X@=&AE
M (&-O; 7! O<VET: 6]N (&]R (&UI>"! O9B! A<W-E=' , @86YD (&QI86) I; &ET: 65S
M+B` I5&H-"E0J#0HH36%N86=E; 65N="! U<V5S (') A=&4@<VAO8VL@7"AI+F4N
M+"! I; G-T86YT86YE; W5S (&%N9"! S=7-T86EN960@<&%R86QL96P@<VAI9G1S
M (&EN ('! H92! Y: 65L9"! C=7) V92! I; B`Q) 2! I; F-R96UE; G1S ('5P ("E4:@T*
M5"H-"BAA; F0@9&]W; B`R) 5PI (&9O<B! S=') E<W, @=&5S=&EN9R! T: &4@; F5T
M (&EN=&5R97-T (&EN8V]M92! U; F1E<B! S979E<F%L (') A=&4@8VAA; F=E (&QE
M=F5L<RX@26X@; W) D97 (@=&\@<VEM=6QA=&4@*51J#0I4* @T**&%C=&EV: 71Y
M+"! M871U<FEN9R! B86QA; F-E<R! A<F4@<F5P; &%C960@=VET: " ! N97<@8F%L
M86YC97, @870@=&AE (&YE=R! R871E (&QE=F5L (&%N9"! R97! R: 6-I; F<@8F%L
M86YC97, @87) E (&%D: G5S=&5D ("E4:@T*5"H-"BAT; R! T: &4@; F5W (') A=&4@
M<VAO8VL@; &5V96PN (%1H92! R97-U; '1S (&%R92! C; VUP87) E9"! T; R! L: 6UI
M=" , @<V5T (&) Y ('! H92! " ; V%R9"! O9B! \$: 7) E8W10<G, @86YD (&%R92! M; VYI
M=&]R960@=&\@*51J#0I4* @T**&ED96YT: 69Y ('5N9F%V; W) A8FQE ('1R96YD
M<RX@3F5T (&5C; VYO; 6EC ('9A; '5E (&]F (&5Q=6ET>2! I<R! T: &4@; F5T ('! R
M97-E; G0@=F%L=64@; V8@=&AE (\$) A; F-O<G! <, C (R<R! P; W) T9F]L: 6\@; V8@
M*51J#0I4* @T**&%S<V5T<R! A; F0@; &EA8FEL: 71I97, N (\$) Y (&UA<FMI; F<M
M=&\M; 6%R: V5T ('! H92! C; VUP; VYE; G1S (&]F ('! H92! B86QA; F-E ('-H965T
M+"! M86YA9V5M96YT (&-A; B! C; VUP=71E ('! H92! N970@*51J#0I4* @T**&5C
M; VYO; 6EC ('9A; '5E (&]F (&5Q=6ET>2X@07, @<F%T97, @8VAA; F=E (&]V97 (@
M=&EM92P@=&AE (&UA<FME="! V86QU97, @; V8@0F%N8V]R<"! A<W-E=' , @86YD
M (&QI86) I; &ET: 65S ('=I; &P@*51J#0I4* @T**&-H86YG92P@=VET: " ! L; VYG
M97 (M=&5R; 2! P<F]D=6-T<R! F; '5C='5A=&EN9R! M; W) E ('! H86X@<VAO<GOM
M=&5R; 2! P<F]D=6-T<RX@26X@; 6]S="! C87-E<RP@<F%T92US96YS: 71I=F4@
M87-S971S ("E4:@T*5"H-"BAA; F0@; &EA8FEL: 71I97, @=VEL; " ! N; W0@: &%V
M92! T: &4@<V%M92! M871U<FET>2! C: &%R86-T97) I<W1I8W, N (%1H97) E9F]R
M92P@87, @<F%T97, @=F%R>2P@=&AE (&UA<FME="! V86QU92! O9B! T: &4@<F%T
M92TI5&H-"E0J#0HH<V5N<VET: 79E (&%S<V5T<R! W: 6QL (&YO="! C: &%N9V4@
M97%U86QL>2! W: 71H ('! H92! M87) K970@=F%L=64@; V8@<F%T92US96YS: 71I
M=F4@; &EA8FEL: 71I97, N (%1H: 7, @=VEL; " ! C875S92! T: &4@; F5T ("E4:@T*
M5"H-"BAE8V]N; VUI8R! V86QU92! O9B! E<75I='D@=&\@=F%R>2X@5&AE (&9O
M8W5S (&]F ('! H92! N970@96-O; F]M: 6, @=F%L=64@; V8@97%U: 71Y (&ES ('1O
M (&1E=&5R; 6EN92! T: &4@<&5R8V5N=&%G92`I5&H-"E0J#0HH9&5C; &EN92! I
M; B! T: &4@; F5T (&5C; VYO; 6EC ('9A; '5E (&]F (&5Q=6ET>2! C875S960@8GD@
M82`R) 2! I; F-R96%S92! O<B! D96-R96%S92! I; B! I; G1E<F5S="! R871E<R! A
M=&VAI8VAE=F5R ("E4:@T*5"H-"BAP<F]D=6-E<R! T: &4@; &%R9V5R (&1E8VQI
M; F4N (\$\$@; &%R9V4@=F%L=64@: 6YD: 6-A=&5S (&\$@; &%R9V4@<&5R8V5N=&%G
M92! D96-L: 6YE (&EN ('! H92! N970@96-O; F]M: 6, @=F%L=64@; V8@97%U: 71Y
M ("E4:@T*5"H-"BAD=64@=&\@8VAA; F=E<R! I; B! I; G1E<F5S="! R871E<R! A
M; F0L ('! H=7, L (&AI9V@@: 6YT97) E<W0@<F%T92! S96YS: 71I=FET>2X@02! L
M; W<@=F%L=64@: 6YD: 6-A=&5S (&\$@<VUA; &P@<&5R8V5N=&%G92`I5&H-"E0J
M#0HH9&5C; &EN92! I; B! T: &4@; F5T (&5C; VYO; 6EC ('9A; '5E (&]F (&5Q=6ET
M>2! D=64@=&\@8VAA; F=E<R! I; B! I; G1E<F5S="! R871E<R! A; F0L ('! H=7, L
M (&QO=R! I; G1E<F5S="! R871E ('-E; G-I=&EV: 71Y+B! !<R`I5&H-"E0J#0HH
M=VET: " ! N970@: 6YT97) E<W0@: 6YC; VUE+"! T: &4@<F5S=6QT<R! A<F4@8V]M
M<&%R960@=&\@; &EM: 71S ('-E="! B>2! T: &4@0F]A<F0@; V8@1&ER96-T; W) S
M (&%N9"! A<F4@; 6]N: 710<F5D ('! O ("E4:@T*5"H-"BAI9&5N=&EF>2! U; F9A
M=F]R86) L92! T<F5N9', N ("E4:@T*, " `M, BXS (%1\$#0HH ("` @ ("` @4') E<V5N
M=&5D (&EN ('! H92! F; VQL; W=I; F<@=&%B; &5S (&ES (&9O<G=A<FOM; &]O: VEN
M9R! I; F9O<FUA=&EO; B! A8F]U="! T: &4@0F%N8V]R<%PR, C) S ('-E; G-I=&EV

M=FES:6JN<RX@1FEN86QL>2P@8F5C875S92!T:&4@0F%N:R!I<R!S=6)J96-T
M('10(&QE9V%L(')E<V5R=F4@<F5Q=6ER96UE;G1S("E4:@T*5"H-"BAU;F1E
M<B!&961E<F%L(%)E<V5R=F4@4F5G=6QA=&EO;B!\$+"!L:7%U:61I='D@:7,@
M;6%N86=E9"!T;R1E;G-U<F4@=&AA="!T:&4@0F%N:R!M86EN=&%I;G,@86X@
M861E<75A=&4@;&5V96P@;V8@*51J#0I4*@T**&QE9V%L(')E<V5R=F5S+B`I
M5&H-"C"@+3(N,R!41`T**`@("@"(\$-H86YG97,@:6X@=&AE(&QI<75I9&ET
M>2!P;W-I=&EO;B!R97-U;'0@9G)O;2!O<&5R871I;F<L(&EN=F5S=&EN9R!A
M;F0@9FEN86YC:6YG(&%C=&EV:71I97,N(\$-A<V@@9FQO=W,@9G)O;2`I5&H-
M"C`@+3\$N,3(@5\$0-"BAO<&5R871I;F<@86-T:79I=&EE<R!A<F4@9V5N97)A
M;QY('1H92!C87-H(&5F9F5C=',@;V8@=')A;G-A8W1I;VYS(&%N9"!O=&AE
M<B!E=F5N=',@=&AA="!E;G1E<B!I;G1O('1H92!D971E<FUI;F%T:6JN(&]F
M("E4:@T*5"H-"BAN970@:6YC;VUE+B!4:&4@<')I;6%R>2!I;G9E<W1I;F<@
M86-T:79I=&EE<R!I;F-L=61E(&QO86X@;W)I9VEN871I;VYS+";L;V%N(')E
M<&%Y;65N='L(&EN=F5S=&UE;G1S(&EN(&EN=&5R97-T("E4:@T*5"H-"BAB
M96%R:6YG(&)A;&%N8V5S(&EN(&9I;F%N8VEA;"!I;G-T:71U=&EO;G,L(&%N
M9"!T:&4@<'5R8VAA<V4@86YD(&UA='5R:71Y(&]F(&EN=F5S=&UE;G0@<V5C
M=7)I=&EE<RX@1FEN86YC:6YG("E4:@T*5"H-"BAA8W1I=FET:65S(&908W5S
M('!R:6UA<FEL>2!O;B!T:&4@9V5N97)A=&EO;B!O9B!C=7-T;VUE<B!D97!O
M<VET<RX@26X@861D:71I;VXL('1H92!"86YC;W)P('5T:6QI>F5S(&)O<G)O
M=VEN9W,@7"AI+F4N+"`I5&H-"E0J#0HH<F5P=7)C:&%S92!A9W)E96UE;G1S
M(&%N9"!A9`9A;F-E<R!F<F]M('1H92!&2\$Q"7"D@87,@82!S;W5R8V4@;V8@
M9G5N9",N("E4:@T*,`M,BXS(%1\$#0HH("@"@1`5R:6YG('1H92!T:')E
M92!M;VYT:',@96YD960@36%R8V@,S\$L(#P,#`L(&-A<V@@86YD(&-A<V@@
M97%U:79A;&5N=',@:6YC<F5A<V5D("0X,#D@=&AO=7-A;F0@8V]M<&%R960@
M*51J#0HP("TQ+C\$R(%1\$#0HH=&\@82`D,3`N,"!M:6QL:6JN(&1E8W)E87-E
M(&90<B!T:&4@=&AR964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4
M:&4@<')I;6%R>2!S;W5R8V5S(&]F(&-A<V@@=V5R92!D97!O<VET("E4:@T*
M5"H-"BAG<F]W=&@L(&)O<G)O=V5D(&9U;F1S+"!P<F]C965D<R!F<F]M(&UA
M='5R:71I97,@;V8@<V5C=7)I=&EE<R!A;F0@8V%S:"!P<F]V:61E9"!B>2!O
M<&5R871I;F<@86-T:79I=&EE<RX@5&AE("E4:@T*5"H-"BAP<FEM87)Y('5S
M97,@;V8@8V%S:"!W97)E('1H92!L;V%N(&]R:6=I;F%T:6JN<RP@=&AE('!A
M>6UE;G0@;V8@8V]M;6JN('-T;V-K(&1I=FED96YD<R!A;F0@=&AE('!U<F-H
M87-E(&]F("E4:@T*5"H-"BAT<F5A<W5R>2!S=&]C:RX@1`5R:6YG('1H92!C
M=7)R96YT('1H<F5E(&UO;G1H<R!C87-H('!R;W9I9&5D(&)Y(&]P97)A=&EN
M9R!A8W1I=FET:65S('1O=&%L960@)#\$N,B!M:6QL:6JN(&-O;7!A<F5D("E4
M:@T*5"H-"BAT;R`D,2XX(&UI;&QI;VX@9F]R('1H92!T:')E92!M;VYT:',@
M96YD960@36%R8V@,S\$L(#\$Y.3DL(')E9FQE8W1I;F<@82!D96-R96%S92!I
M;B!L;V%N('-A;&5S(&1U<FEN9R!T:&4@8W5R<F5N="`I5&H-"E0J#0HH<&5R
M:6J]D+B!#87-H(&)U=&9L;W=S(&9R;VT@:6YV97-T:6YG(&%C=&EV:71I97,@
M<F5F;&5C="!S=')O;F<@;&]A;B!D96UA;F0@9`5R:6YG('1H92!T:')E92!M
M;VYT:',@96YD960@36%R8V@,S\$L("E4:@T*5"H-"B@R,#`P(&%N9"Q.3DY
M+B!4:&4@:6YC<F5A<V4@:6X@;&]A;G,@<F5C96EV86)L92!A;F0@;&]A;B!P
M87)T:6-I<&%T:6JN<R!P=7)C:&%S960@=&]T86QE9" `D,3`N-"!M:6QL:6JN
M(&1U<FEN9R!T:&4@*51J#0I4*@T**&-U<G)E;G0@<&5R:6J]D(&-O;7!A<F5D
M('10("OQ,2XU(&UI;&QI;VX@9F]R('1H92!T:')E92!M;VYT:',@96YD960@
M36%R8V@,S\$L(#\$Y.3DN(\$-A<V@@9FQO=W,@9G)O;2!F:6YA;F-I;F<@*51J
M#0I4*@T**&%C=&EV:71I97,@=&]T86QE9" `D."XV(&UI;&QI;VX@9`5R:6YG
M('1H92!C=7)R96YT('!E<FEO9"!C;VUP87)E9"!T;R`D,2XP(&UI;&QI;VX@
M9F]R('1H92!T:')E92!M;VYT:',@96YD960@*51J#0I4*@T**\$UA<F-H(#,Q
M+"`Q.3DY+B!4:&4@:6YC<F5A<V4@<F5F;&5C=',@:6EG:&5R(&1E<@)S:70@
M9W)O=W1H(&1U<FEN9R!T:&4@8W5R<F5N="!P97)I;V0@86YD(&%D9&ET:6JN
M86P@8F]R<F]W:6YG<RX@*51J#0I4*@T**%1H92!F=6YD<R!W97)E('5S960@
M9F]R(&QO86X@;W)I9VEN871I;VYS+B!\$97!O<VET(&=R;W=T:"!T;W1A;&5D
M("0W+CD@;6EL;&EO;B!C;VUP87)E9"!T;R`D,2XP(&UI;&QI;VX@9F]R('1H
M92`I5&H-"E0J#0HH=&AR964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY
M+"!W:&EL92!B;W)R;W=E9"!F=6YD<R!A;F0@<')O8V5E9',@9G)O;2!&2\$Q"
M(&%D=F%N8V5S(&EN8W)E87-E9"!B>2`I5&H-"E0J#0HH)#\$N.2!M:6QL:6JN
M(&-O;7!A<F5D('10("0U-3<@=&AO=7-A;F0@9F]R('1H92!T:')E92!M;VYT
M:'@96YD960@36%R8V@,S\$L(#\$Y.3DN(%1H92!"86YC;W)P('!A:60@9&EV
M:61E;F1S("E4:@T*5"H-"BAO;B!C;VUM;VX@<W108VL@;V8@)#8U;R!T:&]U
M<V%N9"!D=7)I;F<@=&AE(&-U<G)E;G0@=&AR964@;6JN=&AS(&-O;7!A<F5D
M('10("0U.#\$@=&AO=7-A;F0@9F]R('1H92!T:')E92`I5&H-"E0J#0HH;6JN
M=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@0F%N8V]R<"!P=7)C:&%S
M960@)#4Y-"!T:&]U<V%N9"!O9B!T<F5A<W5R>2!S=&]C:R!D=7)I;F<@=&AE
M(&-U<G)E;G0@<75A<G1E<BX@*51J#0I4*@T**%1H92!";V%N9"!O9B!S:7)E
M8W10<G,@875T:&]R:7IE9"!A('-T;V-K(')E<'5R8VAA<V4@<')O9W)A;2!F
M;W(@-3`L,#`P('H87)E<R!O9B!T:&4@0F%N8V]R<%PR,C)S(\$-O;6UO;B!3
M=&]C:RP@*51J#0I4*@T**')E<')E<V5N=&EN9R!A<'!R;WAI;6%T96QY(#\$N
M."4@;V8@=&AE('1O=&%L('H87)E<R!O=71S=&%N9&EN9R!O;B!!=6=U<W0@
M,3@L(#\$Y.3DN(%\$S(&]F(\$UA<F-H(#,Q+"`R,#`P+"!T:&4@*51J#0I4*@T*
M*\$)A;F-O<G'@<'5R8VAA<V5D(#0X+#8P,"!S:&%R97,@;V8@=')E87-U<GD@
M<W108VL@870@)#(Q+C`P(%PR,C@)#(Q+C<U('!E<B!S:&%R92!F;W(@)#\$N
M,"!M:6QL:6JN+B`I5&H-"C"@+3(N,R!41`T**`@("@"(\$1U<FEN9R`R,#`P
M+"!T:&4@0F%N8V]R<"!W:6QL(&]P96X@82!S=&%T92U09BUT:&4M87)T(&R
M86YC:"!F86-I;&ET>2!I;B!(;V)A<GOL(\$EN9&EA;F\$N(%1H92!F86-I;&ET
M>2!I<R!N;W0@*51J#0HP("TQ+C\$R(%1\$#0HH86YT:6-I<&%T960@=&\@:&%V
M92!A(&UA=&5R:6%L(&EM<&%C="!O;B!N;VYI;G1E<F5S="!E>'!E;G-E(&1U
M<FEN9R`R,#`P+B!4:&4@&F5W(&9A8VEL:71Y('!R;W9I9&5S(&]P<@]R='5N
M:71I97,@=&\@*51J#0I4*@T**&5X<&%N9"!M87)K970@<VAA<F4@9F]R('1H
M92!"86YC;W)P7#(R,G,<'O)9`5C=',@86YD('E<G9I8V5S(&EN(\$AO8F%R
M="!A;F0@=&AE('U<G)O=6YD:6YG(&%R96%S+B`I5&H-"C(R+C@X("TR+C,@
M5\$0-"B@Q,2`I5&H-"D54#0IE;F1S=')E86T-"F5N9&]B:@T*-3`@,"!08FH-
M"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5X="!="#0HO1F]N="`\`T*+T8R(#0@
M,"!2#0HO1C,@-2`P(%(-"B]&-2`Q,B`P(%(-"CX^#0HO17AT1U-T871E(#P\
M#0HO1U,Q(<#@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-3(@,"!08FH-"CP\#0HO

M3&5N9W1H(4#W.3(-CX#0IS=')E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P
M(#\$R(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(=&S#0HP(%1C#0HP(%1W
M#0HH("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("!"
M="!-87)C:"`S,2P@,C`P,"P@;W5T<W1A;F1I;F<@8V]M;6ET;65N=',@=&\@
M9G5N9"!L;V%N<R!T;W1A;&5D("0V.2XS(&UI;&QI;VXN(\$%P<')O>&EM871E
M;"D@.#\$E(&]F('1H92'I5&H-"C`@+3\$N,3(@5\$0-"BAC;VUM:71M96YT<R!W
M97)E(&%T('9A<FEA8FQE(')A=&5S+B!-86YA9V5M96YT(&)E;&EE=F5S('1H
M870=&AE(\$)A;F-O<G`@:;&%S('U9F9I8VEE;G0@8V%S:"!F;&]W(&%N9"!B
M;W)R;W=I;F<@*51J#0I4*@T**&-A<&%C:71Y('!O(&9U;F0@86QL(&]U='T
M86YD:6YG(&-O;6UI=&UE;G1S(&%N9"!T;R!M86EN=&%I;B!P<F]P97(@;&5V
M96QS(&]F(&QI<75I9&ET>2X@*51J#0HO1C@,2!49@T*,"`M,BXS(%1\$#0HH
M("@"@("@"@1'5R:6YG('1H92!T:')E92!M;VYT:'@,96YD960@36%R8V@@,SSL
M(#(P,#`L('T;V-K:(&]L9&5R<UPR,C(@97%U:71Y(&1E8W)E87-E9"!B>2`D
M,C@X('1H;W5S86YD(%PH,"XY)5PI+B!4:&4@*51J#0HP("TQ+C\$R(%1\$#0HH
M8VAA;F=E(&EN('T;V-K:(&]L9&5R<UPR,C(@97%U:71Y(')E9FQE8W1S(&5A
M<FYI;F=S(&]F("OQ+C`@;6EL;&EO;B!D=7)I;F<@=&AE('!E<FEO9"X@26X@
M861D:71I;VXL("0T-B!T:(&]U<V%N9"!I5&H-"EOJ#0HH<F5P<F5S96YT<R!P
M<F]C965D<R!F<F]M('1H92!E>&5R8VES92!O9B`T+@8S,B!S=&]C:R!O<`!I
M;VYS+B!4:&4@0F%N8V]R<"!P86ED("0V-3,@=&AO=7-A;F0@:6X@8V%S:"!D
M:79I9&5N9",@*51J#0I4*@T**&%N9"!D-3DT('1H;W5S86YD(&9O<B!T:;&4@
M<'5R8VAA<V4@;V8@='E87-U<GD@<W108VL@9'5R:6YG('1H92!T:')E92!M
M;VYT:"!P97)I;VON(%1H92!N970@=6YR96%L:7IE9"!L;W-S(&]N("E4:@T*
M5"H-"BAA=F%I;&%B;&4M9F]R+7-A;&4@<V5C=7)I=&EE<R!W87,@)#\$R,R!T
M:(&]U<V%N9"!F;W(=&AE('!E<FEO9"X@070@36%R8V@@,SSL(#(P,#`L(&O
M;VL@=F%L=64@<5R('H87)E('=A<R`D,3\$N.#(@*51J#0I4*@T**&-O;7!A
M<F5D('!O("OQ,2XT,R!A="!-87)C:"`S,2P@,3DY.2X@*51J#0HP("TR+C,
@M5\$0-"B@@"@"@("!"4:&4@0F%N8V]R<"!I<R!S=6)J96-T('!O(')I<VLM8F%
M960@8V%P:71A;"!G=6ED96QI;F5S(&%D;W!T960@8GD@=&AE(\$)O87)D(&]F
M(\$=O=F5R;F]R<R!O9B!T:&4@1F5D97)A;"!I5&H-"C`@+3\$N,3(@5\$0-"BA2
M97-E<G9E(%-Y<WLE;2!*`1H92!&4D)<2P@86YD('1H92!"86YK(&ES('U
M8FIE8W0@=&\@<FES:RUB87-E9"!C87!I=&%L(&=U:61E;&EN97,@861O<'1E
M9"!B>2!T:&4@1D1)0RX@07,@87!P;&EE9"!I5&H-"EOJ#0HH=&\@=&AE(\$)A
M;F-O<G`@86YD('1H92!"86YK+"!T:&4@1E)"(&%N9"!&1\$E#(&-A<@ET86P@
M<F5Q=6ER96UE;G1S(&%R92!S=6)S=&%N=&EA;&QY(&ED96YT:6-A;"X@5&AE
M(\$)A;F-O<G`@86YD("E4:@T*5"H-"BAT:&4@0F%N:R!A<F4@<F5Q=6ER960@
M=&\@;&%I;G1A:6X@82!T;W1A;"!R:7-K+6)A<V5D(&-A<@ET86P@<F%T:6@
M;V8@."4L(&]F('H:6-H(#0E(&UU<W0@8F4@5&EE<B!)(&-A<@ET86PN(\$EN
M("E4:@T*5"H-"BAA9&1I=&EO;BP@=&AE(\$920B!A;F0@1D1)0R!R96=U;&%T
M:6]N<R!P<F]V:61E(&9O<B!A(&UI;FEM=6T@5&EE<B!)(&QE=F5R86=E(')A
M=&EO(%PH5&EE<B!)(&-A<@ET86P@=&\@861J=7-T960@*51J#0I4*@T**&%V
M97)A9V4@87-S971S7"D@;V8@,R4@9F]R(&9I;F%N8VEA;"!I;G-T:71U=&EO
M;G,@=&AA="!M965T(&-E<G1A:6X@<W!E8VEF:65D(&-R:7!E<FEA+"!I;F-L
M=61I;F<@=&AA="!T:&5Y(&AA=F4@=&AE("E4:@T*5"H-"BAH:6=H97-T(')E
M9W5L871O<GD@<F%T:6YG(&%N9"!A<F4@;F]T(&5X<5R:65N8VEN9R!O<B!A
M;G1I8VEP871I;F<@<VEG;FEF:6-A;G0@9W)O=W1H+B!;!;&P@;W1H97(@9FEN
M86YC:6%L(&EN<WLI='5T:6]N<R`I5&H-"EOJ#0HH87)E(')E<75I<F5D('!O
M(&UA:6YT86EN(&\$@5&EE<B!)(&QE=F5R86=E(')A=&EO(&]F(#,E('!L=7,@
M86X@861D:71I;VYA;"!C=7-H:6]N(&]F(&%T(&QE87-T(&]N92!T;R!T=V@
M<&5R8V5N="X@*51J#0HP("TR+C,@5\$0-"B@@"@"@("!"4:&4@9F]L;]&W:6YG
M('!A8FQE('H;W=S('!H870L(&%T(\$UA<F-H(#,Q+"`R,#`P+"!T:&4@0F%N
M8V]R<R%PR,C)S(&-A<@ET86P@97AC965D960@86QL(')E9W5L871O<GD@8V%P
M:71A;"!I5&H-"C`@+3\$N,3(@5\$0-"BAR97%U:7)E;65N="N(\$%T(\$UA<F-H
M(#,Q+"`R,#`P+"!T:&4@0F%N8V]R<R%PR,C)S(&%N9"!T:&4@0F%N:UPR,C)S
M(')E9W5L871O<GD@8V%P:71A;"!R871I;W,@=V5R92!S=6)S=&%N=&EA;&QY
M('1H92'I5&H-"EOJ#0HH<V%M92X@5&AE(&1O;&QA<B!A;6]U;G1S(&%R92!I
M;B!M:6QL:6]N<RX@*51J#0HS+C4@+3\$N,3(@5\$0-"C`N,#\$@5&,"-ELH("DM
M,3DP.#`H("I+3DP,"@*2TQ,C(P*"`I+3DP,"@@"`I+3\$R,C`H("DM-#0P
M*"`@*2TU.#`H("DM,3(R,"@*2TU.#`H("DM,3`R,"@*2TQ-C`H("DM.#`P
P*"`I+30T,"@@"DM.3`P*"`I+3\$R,C`H("DM.3`P*"`@("DM,3(R,"@*5U4
M2@T*+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Y-2XW,R`V,#DN-CD@
M5&T-"C`@5&,"-ELH4F5Q=6ER960@9F]R*2TS,30Q*%1O(&)E('E;&PI751*
M#OHM-BXW-C(V("TQ+C(S.#(@5\$0-"ELH06-T=6%L*2TS,38W+C@H861E<75A
M=&4@8V%P:71A;"DM,C,P-BXX*&-A<@ET86QI>F5D*5U42@T*150-"C`N-2!'
M#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-(%M="!D#0HQ(&D@#0HS.#`N-C\$@-3DR
M+C@Y(&T-"C,P,BXX-2`U.3(N.#D@;`T*,S`R+C@U(#4Y,BXX.2!M#0HS,#(N
M.#4@-3DR+COQ(&P-"E,"-C`@1PT*,S`R+C@U(#4Y,BXT,2!M#0HS.#`N-C\$@-
M-3DR+COQ(&P-"C,X,"XV,2`U.3(N-#\$@;0T*,S@P+C8Q(#4Y,BXX.2!L#0I3
M#0HP+C4@1PT*-#8S+C\$W(#4Y,BXX.2!M#0HS.#,N.3@-3DR+C@Y(&P-"C,X
M,RXY-R`U.3(N.#D@;0T*,S@S+CDW(#4Y,BXT,2!L#0I3#0HP(\$<-"C,X,RXY
M-R`U.3(N-#\$@;0T*-#8S+C\$W(#4Y,BXT,2!L#0HT-C,N,3<-3DR+COQ(&T-
M"C0V,RXQ-R`U.3(N.#D@;`T*4PT*,"XU(\$<-"C4T-"XR.2`U.3(N.#D@;0T*
M-#8V+C4S(#4Y,BXX.2!L#0HT-C8N-3,@-3DR+C@Y(&T-"COV-BXU,R`U.3(N
M-#\$@;`T*4PT*,"!`#0HT-C8N-3,@-3DR+COQ(&T-"C4T-"XR.2`U.3(N-#\$@
M;T*-30T+C(Y(#4Y,BXT,2!M#0HU-#0N,CD@-3DR+C@Y(&P-"E,-"D)4#0HQ
M,"XP-SD@,"`P(#\$P+C`W.2`S,#@N,3,@-3@P+C8U(%1M#0I;*\$%M;W5N="DM
M,3`Y-BA2871I;RDM-S,X+CDH06UO=6YT*2TQ-S8R+C<H4F%T:6`I+3DW-RA!
M;6]U;GOI+3\$P.38H4F%T:6`I751*#0I%5`T*,"XU(\$<-"C,T,"XR,2`U-S8N
M,S,@;0T*,S`R+C@U(#4W-BXS,R!L#0HS,#(N.#4@-3<V+C,S(&T-"C,P,BXX
M-2`U-S4N.#4@;`T*4PT*,"!`#0HS,#(N.#4@-3<U+C@U(&T-"C,T,"XR,2`U
M-S4N.#4@;T*,SOX+C(Q(#4W-2XX-2!M#0HS-#@N,C\$@-3<V+C,S(&P-"E,-
M"C`N-2!`#0HS.#`N-C\$@-3<V+C,S(&T-"C,U,2XU-R`U-S8N,S,@;T*,S4Q
M+C4W(#4W-BXS,R!M#0HS-3\$N-3<@-3<U+C@U(&P-"E,-"C`@1PT*,S4Q+C4W
M(#4W-2XX-2!M#0HS.#`N-C\$@-3<U+C@U(&P-"C,X,"XV,2`U-S4N.#4@;0T*
M,S@P+C8Q(#4W-BXS,R!L#0I3#0HP+C4@1PT*-#(Q+C8U(#4W-BXS,R!M#0HS
M.#,N.3<-3<V+C,S(&P-"C,X,RXY-R`U-S8N,S,@;0T*,S@S+CDW(#4W-2XX

M-2!L#0I3#0HP(\$<-"C,X,RXY-R`U-S4N.#4@;0T*-"#(Q+C8U(#4W-2XX-2!L
M#0HT,C\$N-C4@-3<U+C@U(&T-"C0R,2XV-2`U-S8N,S,@;`T*4PT*,`XU(\$<-
M"COV,RXQ-R`U-S8N,S,@;0T*-"#,W+C(U(#4W-BXS,R!L#0HT,S<N,C4@-3<V
M+C,S(&T-"COS-RXR-2`U-S4N.#4@;`T*4PT*,`!`#0HT,S<N,C4@-3<U+C@U
M(&T-"COV,RXQ-R`U-S4N.#4@;`T*-"#8S+C\$W(#4W-2XX-2!M#0HT-C,N,3<@
M-3<V+C,S(&P-"E,-"C`N-2!`#0HU,3\$N.#D@-3<V+C,S(&T-"COV-BXU,R`U
M-S8N,S,@;`T*-"#8V+C4S(#4W-BXS,R!M#0HT-C8N-3,@-3<U+C@U(&P-"E,-
M"C`@1PT*-"#8V+C4S(#4W-2XX-2!M#0HU,3\$N.#D@-3<U+C@U(&P-"C4Q,2XX
M.2`U-S4N.#4@;0T*-"3\$Q+C@Y(#4W-BXS,R!L#0I3#0HP+C4@1PT*-"30T+C(Y
M(#4W-BXS,R!M#0HU,34N,C4@-3<V+C,S(&P-"C4Q-2XR-2`U-S8N,S,@;0T*
M-3\$U+C(U(#4W-2XX-2!L#0I3#0HP(\$<-"C4Q-2XR-2`U-S4N.#4@;0T*-"30T
M+C(Y(#4W-2XX-2!L#0HU-#0N,CD@-3<U+C@U(&T-"C4T-"XR.2`U-S8N,S,@
M;`T*4PT*0E0-"B] & ,B`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`V-RXV-2`U
M-C0N.#\$@5&T-"ELH5&T86P@8V\$P:71A;"!T;R!R:7-K+7=E:6=H=&5D(&S
M<V5T<RDM.3@S,"XY*"0S-2XW*2TR,#\$R+C0H,30N,BDM,3(N,B@E*2TX,3`H
M)#(P+C\$I+3,P,S8N,R@X+C`I+3\$R+C\$H)2DM,3\$Y,2@D,C4N,2DM,C`Q,BXT
M*#\$P+C`I+3\$R+C(H)2E=5\$H-"C`@+3\$N,C\$T-"!41`T*6RA4:65R(\$D@8V\$P
M:71A;"!T;R!R:7-K+7=E:6=H=&5D(&S<V5T<RDM.38Y,BXY*"0S,BXU*2TR
M,#\$R+C0H,3,N,"DM,3(N,B@E*2TX,3`H)#\$P+C`I+3,P,S8N,R@T+C`I+3\$R
M+C\$H)2DM,3\$Y,2@D,34N,2DM,C4Q,BXT*#8N,"DM,3(N,2@E*5U42@T*5"H-
M"ELH5&E<B!)(&-A<@ET86P@=&\@861J=7-T960@879E<F%G92!A<W-E=',I
M+3@U,#`H)#,R+C4I+3(U,3(N-"@Y+C`I+3\$R+C\$H)2DM.#\$P*"0Q,"XY*2TS
M,#,V+C,H,RXP*2TQ,BXQ*"4I+3\$Q.3\$H)#\$X+C\$I+3(U,3(N-"@U+C`I+3\$R
M+C\$H)2E=5\$H-"B] & -2`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-3\$R+C0Y(%1M
M#0HH("`@("`@*51J#0HO1C0@,2!49@T*,2XU-B`P(%1\$#0HH4F5S=6QT<R!O
M9B!/<&5R871I;VY(\$@PR,C<@OV]M<&R:7-O;B!O9B!T:&4@475A<G1E<B!%
M;F1E9"!-87)C:"`S,2P@,C`P,"!T;R!T:&4@475A<G1E<B!%;F1E9"`I5&H-
M"BTQ+C4V("TQ+C(R(%1\$#0HH36%R8V@,@,SSL(#\$Y.3DI5&H-"B] & ,B`Q(%1F
M#0HP("TR+C,T(%1\$#0HH("`@("`@3F5T(&EN8V]M92!F;W(@=&AE('1H<F5E
M(&UO;G1H<R!E;F1E9"!-87)C:"`S,2P@,C`P,"!W87,@)#\$N,#,V(&U!;&QI
M;VX@8V]M<&R960@=&\@)#DU-R!T:}&]U<V%N9"!F;W(@=&AE("E4:@T*,"`M
M,2XQ,B!41`T**%U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DL(&N(&EN
M8W)E87-E(&]F("0W.2!T:}&]U<V%N9"!<*&@N,R5<*2X@5&AE(&5A<FYI;F=S
M(')E<')E<V5N="!A(%)/02!O9B`Q+C\$T)2!F;W(@=&AE("E4:@T*5"H-"BAC
M=7)R96YT('%U87)T97(@8V]M<&R960@=&\@,2XQ,B4@9F]R('1H92!Q=6%R
M=&5R(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@4D]%(='A<R`Q,BXW-"4@
M9F]R('1H92!C=7)R96YT("E4:@T*5"H-"BAQ=6%R=&5R(&-O;7!A<F5D('1O
M(#\$R+C\$Q)2!F;W(@=&AE('`U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DN
M("E4:@T*,"`M,BXS(%1\$#0HH("`@("`@3F5T(&EN=&5R97-T(&EN8V]M92!F
M;W(@=&AE('1H<F5E(&UO;G1H<R!E;F1E9"!-87)C:"`S,2P@,C`P,"!W87,@
M)#,N-B!M:6QL:6]N+"!U<"`D,C4Q('1H;W5S86YD(%PH-RXT)5PI("E4:@T*
M,"`M,2XQ,B!41`T**%9R;VT@)#,N-"!M:6QL:6]N(&9O<B!T:&4@=&AR964@
M;6]N=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@:6YC<F5A<V4@:6X@
M;F5T(&EN=&5R97-T(&EN8V]M92!W87,@*51J#0HR,BXX."`M,BXS(%1\$#0HH
M,3(@*51J#0I%5`T*96YD<W1R96%M#0IE;F1O8FH-"C4S(#`@;V)J#0H\`/`T*
M+U!R;V-3970@6R]0!\$8@+U1E>`0@70T*+T90;G0@/#-`B] & ,B`T(#`@4@T*
M+T8S(#4@,"!2#0HO1C0@-B`P(%(-"B] & -2`Q,B`P(%(-"CX^#0HO17AT1U-T
M871E(#P`#0HO1U,Q(<#@,"!2#0H^/@T*/CX-"F5N9@]B:@T*-34@,"!08FH-
M"CP\#0HO3&5N9W1H(#0Y-3(-"CX^#0IS=')E86T-"D)4#0HO1C(@,2!49@T*
M,3(@,"`P(#\$R(#U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(&S#0HP(%1C
M#0HP(%1W#0HH("`@("`@("`@("`@("`@("`@*51J#0HP("TR+C,@5\$0-"BAD
M=64@=&\@:;&EG:&5R('EI96QD<R!O;B!I;G1E<F5S="UE87)N:6YG(&S<V5T
M<R!A;F0@9W)O=W1H(&EN(&V97)A9V4@9&I;'D@8F%L86YC97,@9F]R(&QO
M86YS+B!4:&4@=V5I9VAT960M879E<F%G92`I5&H-"C`@+3\$N,3(@5\$0-"BAY
M:65L9"!O;B!I;G1E<F5S="UE87)N:6YG(&S<V5T<R!W87,@-RXW-24@9F]R
M('1H92!T:')E92!M;VYT:',@96YD960@36%R8V@,@,SSL(#(P,#`@8V]M<&R
M960@=&\@-RXU."4@9F]R('1H92`I5&H-"E0J#0HH=&AR964@;6]N=&AS(&5N
M9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@=V5I9VAT960M879E<F%G92!C;W-T
M(&]F(&9U;F1S(&9O<B!T:&4@<75A<G1E<B!E;F1E9"!-87)C:"`S,2P@,C`P
M,"P@=V\$S("E4:@T*5"H-"B@S+C<S)2!C;VUP87)E9"!T;R`S+C8T)2!F;W(@
M=&AE('`U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DN(%1H92!I;7!A8W0@
M;V8@=&AE(#<N-S4E(')E="5R;B!O;B!I;G1E<F5S="TI5&H-"E0J#0HH96%R
M;FEN9R!A<W-E=',@86YD('1H92`S+C<S)2!C;W-T(&]F(&9U;F1S(')E<W5L
M=&5D(&EN(&N(&EN=&5R97-T(')A=&4@<W!R96%D(&]F(#0N,#(E(&9O<B!T
M:&4@8W5R<F5N="!Q=6%R=&5R("E4:@T*5"H-"BAC;VUP87)E9"!T;R`S+CDT
M)2!F;W(@=&AE('`U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DN(\$!U<FEN
M9R!T:&4@8W5R<F5N="!Q=6%R=&5R+"!T;W1A;"!I;G1E<F5S="!I;F-O;64@
M*51J#0I4*@T**&EN8W)E87-E9"!B>2`D-3`R('1H;W5S86YD(%PH."XQ)5PI
M('=H:6QE('1O=&L(&EN=&5R97-T(&5X<&5N<V4@:6YC<F5A<V5D(&)Y("0R
M-3\$@=&A0=7-A;F0@7`#Y+C`E7"DN(%1H92!N970@:6YT97)E<W0@*51J#0I4
M*@T**&UA<F=I;B!W87,@-"XP,24@9F]R('1H92!T:')E92!M;VYT:',@96YD
M960@36%R8V@,@,SSL(#(P,#`@8V]M<&R960@=&\@,RXY-24@9F]R('1H92!Q
M=6%R=&5R(&5N9&5D(\$UA<F-H(#,Q+"`I5&H-"E0J#0HH,3DY.2X@*51J#0HP
M("TR+C,@5\$0-"B@("`@("!"!\$=7)I;F<@=&AE('1H<F5E(&UO;G1H<R!E;F1E
M9"!-87)C:"`S,2P@,C`P,"P@:6YT97)E<W0@:6YC;VUE(&9R;VT@;}&]A;G,@
M:6YC<F5A<V5D(&)Y("0U,SD@=&A0=7-A;F0@7`#Y+C@E7"DE*51J#0HP("TQ
M+C\$R(%1\$#0HH8V]M<&R960@=&\@=&AE('1H<F5E(&UO;G1H<R!E;F1E9"!-
M87)C:"`S,2P@,3DY.2X@5&AE(&EN8W)E87-E('A<R!D=64@=&\@:;&EG:&5R
M('EI96QD<R!A;F0@:;&EG:&5R(&V97)A9V4@*51J#0I4*@T**&1A:6QY(&)A
M;&N8V5S+B!4:&4@=V5I9VAT960M879E<F%G92!Y:65L9"!O;B!L;V%N<R!O
M=71S=&N9&EN9R!W87,@-RXY-24@9F]R('1H92!C=7)R96YT('%U87)T97(@
M8V]M<&R960@=&\@*51J#0I4*@T**&N.#@E(&9O<B!T:&4@=&AR964@;6]N
M=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!;,V%N(&)A;&N8V5S(&V97)A
M9V5D("OS,#(N."!M:6QL:6]N(&9O<B!T:&4@8W5R<F5N="!Q=6%R=&5R+"`I
M5&H-"E0J#0HH=7`@)#(T+C,@;6EL;&EO;B!<*&@N-R5<*2!F<F]M("0R-S@N

M-2!M:6QL:6JN(&90<B!T: &4@=&AR964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q
M+"`Q.3DY+B!\$=7)I;F<@=&AE('1H<F5E(&UO;G1H<R`I5&H-"E0J#0HH96YD
M960@36%R8V@,SSL(#P,#`L(&EN=&5R97-T(&EN8VJM92!O;B!I;G9E<W1M
M96YT<R!A;F0@;W1H97(@9&5P;W-I=",@9&5C<F5A<V5D(&)Y("0S-R!T: &]U
M<V%N9"!<*#4N-"5<*2`I5&H-"E0J#0HH8VJM<&%R960@=&\@=&AE('%U87)T
M97(@96YD960@36%R8V@,SSL(#\$Y.3DN(%1H92!D96-R96%\$92!W87,@9`5E
M('1O(&QO=V5R(&%V97)A9V4@9&%I;'D@8F%L86YC97,N(%1H92`I5&H-"E0J
M#0HH=V5I9VAT960M879E<F%G92!Y:65L9"!O;B!S96-U<FET:65S(&%N9"!O
M=&AE<B!D97!O<VET<R!W87,@-BXR,B4@9F]R('1H92!C=7)R96YT('%U87)T
M97(@8V]M<&%R960@=&\@(-2XX,R4@9F]R("E4:@T*5"H-"BAT:&4@=&AR964@
M;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!396-U<FET:65S(&%N9"!O
M=&AE<B!D97!O<VET<R!A=F5R86=E9" `D-#&N-R!M:6QL:6JN(&90<B!T: &4@
M8W5R<F5N=" `I5&H-"E0J#0HH<75A<G1E<BP@9&]W;B`D-2XS(&UI;&QI;VX@
M7"@Q,2XS)5PI(&9R;VT@) #0W+C`@;6EL;&EO;B!F;W(@=&AE('1H<F5E(&UO
M;G1H<R!E;F1E9"!-87)C:"`S,2P@,3DY.2X@*51J#0HP("TR+C,@5\$0-"B@@
M(" `@(" `!);G1E<F5S="!E>`!E;G-E(&90<B!D97!O<VET<R!I;F-R96%\$960@
M8GD@)#\$Y."!T: &]U<V%N9"!<*#&N-R5<*2!D=7)I;F<@=&AE(&-U<G)E;G0@
M<75A<G1E<B!C;VUP87)E9"!T;R!T: &4@*51J#0HP("TQ+C\$R(%1\$#0HH=&AR
M964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4: &4@:6YC<F5A<V4@
M=V%\$(&1U92!T;R!A(&AI9VAE<B!C;W-T(&]F(&9U;F1S(&%N9"!<F]W=&@@
M:6X@879E<F%G92!D86EL>2`I5&H-"E0J#0HH8F%L86YC97,N(%1H92!W96EG
M:'1E9"UA=F5R86=E(')A=&4@&@&I9"!O;B!D97!O<VET<R!F;W(@=&AE('1H
M<F5E(&UO;G1H<R!E;F1E9"!-87)C:"`S,2P@,C`P,"!W87,@,RXV,R4@*51J
M#0I4*@T**&-O;7!A<F5D('1O(#,N-34E(&90<B!T: &4@<75A<G1E<B!E;F1E
M9"!-87)C:"`S,2P@,3DY.2X@5&AE(&AI9VAE<B!C;W-T(&]F(&9U;F1S(')E
M9FQE8W1S(&\$@<FES:6YG(&EN=&5R97-T(')A=&4@*51J#0I4*@T**&5N=FER
M;VYM96YT+B!4;W1A;"!D97!O<VET(&)A;&%N8V5S(&%V97)A9V5D("0S,#4N
M,2!M:6QL:6JN(&90<B!T: &4@8W5R<F5N="!Q=6%R=&5R+"!U<"`D,34N-R!M
M:6QL:6JN(%PH-2XT)5PI(&9R;VT@*51J#0I4*@T**"OR.#DN-"!F;W(@=&AE
M('%U87)T97(@96YD960@36%R8V@,SSL(#\$Y.3DN(\$EN=&5R97-T(&5X<&5N
M<V4@;VX@8F]R<F]W960@9G5N9',@:6YC<F5A<V5D(&)Y("OU,R!T: &]U<V%N
M9" `I5&H-"E0J#0HH7"@R-"XP)5PI(&1U<FEN9R!T: &4@8W5R<F5N="!Q=6%R
M=&5R(&1U92!T;R!H:6=H97(@<F%T97,@86YD(&EN8W)E87-E<R!I;B!A=F5R
M86=E(&1A:6QY(&)A;&%N8V5S+B!4: &4@=V5I9VAT960M*51J#0I4*@T**&5V
M97)A9V4@8V]S="!O9B!B;W)R;W=E9"!F=6YD<R!W87,@-2XR,B4@9F]R('1H
M92!C=7)R96YT('%U87)T97(@8V]M<&%R960@=&\@-2XP-24@9F]R('1H92!T
M:')E92!M;VYT:' ,@96YD960@*51J#0I4*@T**\$UA<F-H(#,Q+"`Q.3DY+B!"
M;W)R;W=E9"!F=6YD<R!A=F5R86=E9" `D,C\$N,"!M:6QL:6JN(&1U<FEN9R!T
M: &4@<75A<G1E<B!E;F1E9"!-87)C:"`S,2P@,C`P,"P@=7`@)#,N-2!M:6QL
M:6JN("E4:@T*5"H-"BA<#*(P+C`E7"D@9G)O;2`D,3<N-2!M:6QL:6JN(&90
M<B!T: &4@<75A<G1E<B!E;F1E9"!-87)C:"`S,2P@,3DY.2X@*51J#0HP("TR
M+C,C,@5\$0-"B@@" `@(" `!);VYI;G1E<F5S="!I;F-O;64@9F]R('1H92!Q=6%R
M=&5R(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P('A<R`D-#OX('1H;W5S86YD+"!U
M<"`D,3\$P('1H;W5S86YD(%PH,S(N-25<*2!F<F]M("E4:@T*,"`M,2XQ,B!4
M1`T**"OS,S@=&AO=7-A;F0@9F]R('1H92!T:')E92!M;VYT:' ,@96YD960@
M36%R8V@,SSL(#\$Y.3DN(\$1U<FEN9R!T: &4@<45R:6]D('1H92!"86YC;W)P
M(&-O;G1I;G5E9"!T;R!I;7!L96UE;G0@*51J#0I4*@T**&EN:71I871I=F5S
M(&908W5S960@;VX@:6UP<F]V:6YG(&EN8VJM92!F<F]M(\$)A;FL@;W!E<F%T
M:6JN<RX@07,@82!R97-U;`0L(&9E97,@86YD('E<G9I8V4@8VAA<F=E<R!I
M;F-R96%\$960@)#\$S-R`I5&H-"E0J#0HH=&AO=7-A;F0@7"@V,BXS)5PI(&%N
M9"!I;F-O;64@9G)O;2!4<G5S="!O<&5R871I;VYS(&EN8W)E87-E9" `D-R!T
M: &]U<V%N9"!<*#&N,"5<*2!C;VUP87)E9"!T;R!T: &4@=&AR964@;6JN=&AS
M("E4:@T*5"H-"BAE;F1E9"!-87)C:"`S,2P@,3DY.2X@*51J#0HP("TR+C,@
M5\$0-"B@@" `@(" `!);VYI;G1E<F5S="!E>`!E;G-E(&90<B!T: &4@<75A<G1E
M<B!E;F1E9"!-87)C:"`S,2P@,C`P,"!W87,@)#(N,R!M:6QL:6JN+"!U<"`D
M,C<R('1H;W5S86YD(%PH,3,N,25<*2!F<F]M("E4:@T*,"`M,2XQ,B!41`T*
M*"OR+C\$@;6EL;&EO;B!F;W(@=&AE('1H<F5E(&UO;G1H<R!E;F1E9"!-87)C
M:"`S,2P@,3DY.2X@5&AE(&EN8W)E87-E(&EN(&-O;7!E;G-A=&EO;B!A;F0@
M8F5N969I=',@=V%\$(&1U92!T;R`I5&H-"E0J#0HH861D:71I;VYA;"!S=&%F
M9FEN9R!F;W(@8W5R<F5N="!O<&5R871I;VYS(&%N9"!I;B!P<F5P87)A=&EO
M;B!F;W(@=&AE(\$A08F%R="!F86-I;&ET>2!T:&%T(&ES(&5X<&5C=&5D('1O
M(&]P96X@9`5R:6YG("E4:@T*5"H-"BAT:&4@9F%L;"!O9B`R,#`P+B!4: &4@
M:6YC<F5A<V4@:6X@9&%T82!P<F]C97-S:6YG(')E9FQE8W1S(&EN=F5S=&UE
M;G1S(&EN('1E8VAN;VQO9WD@86YD(&YE=R!P<F]D=6-T<R!A;F0@<V5R=FEC
M97,N("E4:@T*+T8U(#\$@5&8-"E0J#0HH3W1H97(@97AP96Y\$92!C:&%N9V5S
M('E<F4@9`5E('1O('1-86YD87)D(&EN8W)E87-E<R!I;B!O<&5R871I;VYS
M+B!4: &4@0F%N8V]R<C%PR,C)S(&5F9FEC:65N8WD@<F%T:6\@=V%\$(&4W+C8E
M(&90<B`I5&H-"E0J#0HH=&AE('%U87)T97(@96YD960@36%R8V@,SSL(#(P
M,#`@8V]M<&%R960@=&\@-34N.24@9F]R('1H92!T:')E92!M;VYT:' ,@96YD
M960@36%R8V@,SSL(#\$Y.3DN(%1H92!R871I;R!I<R`I5&H-"E0J#0HH9&5T
M97)M:6YE9"!B>2!D:79I9&EN9R!T;W1A;"!N;VYI;G1E<F5S="!E>`!E;G-E
M(&)Y('1H92!S=6T@;V8@;F5T(&EN=&5R97-T(&EN8VJM92!A;F0@=&]T86P@
M;F]N:6YT97)E<W0@:6YC;VUE(&90<B`I5&H-"E0J#0HH=&AE('!E<FEO9"X@
M*51J#0HR,BX."`M,BXS(%1\$#0HH,3,@*51J#0I%5`T*96YD<W1R96%\$M#0IE
M;F108FH-"C4V(#`@;V)J#0H\`/T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*
M+T90;G0@/#P-"B] & ,B`T(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B] >'1`4W1A
M=&4@/#P-"B] `4SS@-R`P(%(-"CX^#0H^/@T*96YD;V)J#0HU."`P(&]B:@T*
M/#P-"B] ,96YG=&@@,CDQ-"T*/CX-"G-T<F5A;OT*0EO-"B] & ,B`Q('1O#0HQ
M,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B] `4SS@9W,-"C`@5&,-
M"C`@5<-"B@@" `@(" `@(" `@(" `@(" `@(" `I5&H-"C`+3(N,R!41`T**" `@
M(" `@(\$EN8VJM92!T87@97AP96Y\$97,@9F]R('1H92!T:')E92!M;VYT:' ,@
M96YD960@36%R8V@,SSL(#(P,#`@=&]T86QE9" `D-C4S('1H;W5S86YD(&-O
M;7!A<F5D('1O("OV,S,@*51J#0HP("TQ+C\$R(%1\$#0HH=&AO=7-A;F0@9F]R
M('1H92!T:')E92!M;VYT:' ,@96YD960@36%R8V@,SSL(#\$Y.3DL(&%N(&EN
M8W)E87-E(&]F("OR,"!T: &]U<V%N9"!<*#&N,B5<*2X@5&AE(&EN8W)E87-E

M('=<R!D=64@=&\@*51J#0I4*@T**&%N(&EN8W)E87-E(&EN('!R971A>"!E
M87)N:6YG<R!D=7)I;F<@=&AE(&-U<G)E;G0@<75A<G1E<BX@5&AE(&-O;6)I
M;F5D(&5F9F5C=&EV92!F961E<F%L(&%N9"!S=&%T92!T87@<F%T97,@9F]R
M('!H92!I5&H-"E0J#0HH0F%N8V]R<"!W87,@,S@N-R4@9F]R('!H92!T:')E
M92!M;VYT:',@96YD960@36%R8V@,S\$L(#P,#`@8V]M<=&%R960@=&\@,SDN
M."4@9F]R('!H92!T:')E92!M;VYT:',@96YD960@*51J#0I4*@T**\$UA<F-H
M(#,Q+"`Q.3DY+B!4: &4@<F5D=6-T:6]N(&1U<FEN9R!T: &4@8W5R<F5N="!P
M97)I;V0@:7,@82!R97-U;'0@;V8@:6YV97-T;65N=',@:6X@;&]W+6EN8V]M
M92!H;W5S:6YG('!A>"`I5&H-"E0J#0HH8W)E9&ET<RX@*51J#0HO1C,@,2!4
M9@T*,"`M,BXS-B!41`T**\$9O<G=A<F0M3&]O:VEN9R!3=&%T96UE;G1S*51J
M#0HO1C(@,2!49@T*,"`M,BXS-"!41`T**`@("`@(%=H96X@=7-E9"!I;B!T
M:&ES(')E<&]R="!A;F0@:6X@9G5T=7)E(&9I;&EN9W,@8GD@=&AE(\$)A;F-O
M<G`@=VET:"!T: &4@4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO
M;BP@:6X@*51J#0HO1C@,2!49@T*,"`M,2XQ,B!41`T**!H92!"86YC;W)P
M7#(R,G,<@')E<W,@<F5L96%S97,@;W(@;W!H97(@<'5B;&EC(&]R('!H87)E
M:&]L9&5R(&-O;6UU;FEC871I;VYS+"!O<B!I;B!O<F%L('!T871E;65N=',@
M;6%D92!W:71H('!H92!I5&H-"E0J#0HH87!P<F]V86P@;V8@86X@875T:&]R
M:7IE9"!E>&5C=7!I=F4@;V9F:6-E<BP@=&AE('O<F!S(&]R('!H<F%S97,@
M7#(R,W=O=6QD(&)E+%PR,C0@7#(R,W=I;&P@86QL;W<L7#(R-"!<,C(S:6YT
M96YD<R!T;RQ<,C(T(%PR,C-W:6QL(&QI:V5L>2`I5&H-"E0J#0HH<F5S=6QT
M+%PR,C0@7#(R,V%R92!E>'!E8W1E9"!T;RQ<,C(T(%PR,C-W:6QL(&-O;G1I
M;G5E+%PR,C0@7#(R,VES(&%N=&EC:7!A=&5D+%PR,C0@7#(R,V5S=&EM871E
M+%PR,C0@7#(R,W!R;VIE8W0L7#(R-"!O<B!S:6UI;&%R(&5X<')E<W-I;VYS
M(&%R92!I5&H-"E0J#0HH:6YT96YD960@=&\@:61E;G1I9GD@7#(R,V9O<G=A
M<F0M;&]O:VEN9R!S=&%T96UE;G1S7#(R-"!W:71H:6X@=&AE(&UE86YI;F<@
M;V8@=&AE(%!R:79A=&4@4V5C=7)I=&EE<R!,:71I9V%T:6]N(%E9F]R;2`I
M5&H-"E0J#0HH06-T(&]F(#\$Y.34N(%-U8V@<W!A=&5M96YT<R!A<F4@<W5B
M:F5C="!T;R!R:7-K<R!A;F0@=6YC97)T86EN=&EE<RP@:6YC;'5D:6YG(&)U
M="!N;W0@;&EM:71E9"!T;R!C:&%N9V5S(&EN(&5C;VYO;6EC("E4:@T*5"H-
M"BAC;VYD:71I;VYS(&EN('!H92!"86YC;W)P7#(R,G,@;6%R:V5T(&%R96\$
L M(&-H86YG97,@:6X@<@]L:6-I97,@8GD@<F5G=6QA=&]R>2!A9V5N8VEE<RP@
M9FQU8W!U871I;VYS(&EN(&EN=&5R97-T(')A=&5S+"`I5&H-"E0J#0HH9&5M
M86YD(&9O<B!L;V%N<R!I;B!T: &4@0F%N8V]R<%PR,C)S(&UA<FME="!A<F5A
M(&%N9"!C;VUP971I=&EO;BP@86QL(&]R('!O;64@;V8@=VAI8V@<8V]U; &0@
M8V%U<V4@86-T=6%L(')E<W5L=',@=&\@*51J#0I4*@T**&1I9F9E<B!M871E
M<FEA;&QY(&9R;VT@:&ES=&]R:6-A;"!E87)N:6YG<R!A;F0@=&AO<V4@<')E
M<V5N=&QY(&%N=&EC:7!A=&5D(&]R('!R;VIE8W1E9"X@*51J#0HP("TR+C,@
M5\$0-"B@@("`@("!4:&4@0F%N8V]R<"!W:7-H97,@=&\@8V%U=&EO;B!R96%
D M97)S(&YO="!T;R!P;&%C92!U;F1U92!R96QI86YC92!O;B!A;GD@<W5C:"!F
M;W)W87)D+6QQ;VM;F<@<W!A=&5M96YT<RP@*51J#0HP("TQ+C\$R(%!\$#0HH
M=VAI8V@<W!E86L@;VYL>2!A<R!O9B!T: &4@9&%T92!M861E+"!A;F0@861V
M:7-E(')E861E<G,@=&AA="!V87)I;W5S(&9A8W!O<G,L(&EN8VQU9&EN9R!R
M96=I;VYA;"!A;F0@;F%T:6]N86P@*51J#0I4*@T**&5C;VYO;6EC(&-O;F1I
M=&EO;G,L('!U8G-T86YT:6%L(&-H86YG97,@:6X@;&5V96QS(&]F(&UA<FME
M="!I;G1E<F5S="!R871E<RP@8W)E9&ET(&%N9"!O=&AE<B!R:7-K<R!O9B!L
M96YD:6YG(&%N9"!I5&H-"E0J#0HH:6YV97-T;65N="!A8W!I=FET:65S(&%N
M9"!C;VUP971I=&EV92!A;F0@<F5G=6QA=&]R>2!F86-T;W)S+"!C;W5L9"!A
M9F9E8W0@=&AE(\$)A;F-O<G!<,C(R<R!F:6YA;F-I86P@<5R9F]R;6%N8V4@
M86YD("E4:@T*5"H-"BAC;W5L9"!C875S92!T: &4@0F%N8V]R<%PR,C)S(&%C
M="5A;"!R97-U;'1S(&9O<B!F=71U<F4@<5R:6]D<R!T;R!D:69F97(@:6%
T M97)I86QL>2!F<F]M('!H;W-E(&%N=&EC:7!A=&5D(&]R('!R;VIE8W1E9"X@
M*51J#0HP("TR+C,@5\$0-"B@@("`@("!4:&4@0F%N8V]R<"!D;V5S(&YO="!U
M;F1E<G!A:V4L(&%N9"!S<5C:69I8V%L;'D@9&ES8VQA:6US(&%N>2!O8FQI
M9V%T:6]N+"!T;R!U<@&1A=&4@86YI(&9O<G=A<F0M;&]O:VEN9R!I5&H-"E
M+3\$N,3(@5\$0-"BAS=&%T96UE;G1S('!O(')E9FQE8W0@;V-C=7)R96YC97,@
M;W(@=6YA;G1I8VEP871E9"!E=F5N=',@;W(@8VER8W5M<W!A;F-E<R!A9G1E
M<B!T: &4@9&%T92!O9B!S=6-H('!T871E;65N='N("E4:@T*5C(N.#@@+3(N
M;R!41`T**\$T("E4:@T*150-"F5N9'-T<F5A;OT*96YD;V)J#0HU.2`P(&]B
M:@T*/#P-"B]O<F]C4V5T(%LO4\$1&("]497AT(%T-"B] & VYT(#P\#0HO1C(@
M-"`P(%-"B] & ,R`U(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B] >'1'4W!A=&4@
M/#P-"B]`4S\$@-R`P(%("CX^#0H^/@T*96YD;V)J#0HV,2`P(&]B:@T*/#P-
M]B],96YG=&@@,30U,PT*/CX-"G-T<F5A;OT*0E0-"B] & ,B`Q(%!F#0HQ,B`P
M(#`@,3(@,C4N-C4@.38Q+C`U(%!M#0HP(&<-"B]`4S\$@9W,-"C`@5&,-"C`@
M5'<-"B@@("`@("`@("`@("`@("`@("I5&H-"B] & -"Q(%!F#0HQ-BXW,B`M
M,BXS-B!41`T**%!4E0@24D@7#(R-R!/=&AE<B!);F9O<FUA=&EO;BE4:@T*
M+T8R(#\$@5&8-"BTQ-BXW,B`M,2XQ-B!41`T*,BXP.2!48PT*6R@<*2TR,SOP
M*"`@("DY-#`H("I.30P*"I751*#0HP("TQ+C\$R(%!\$#0HP(%!C#0HH271E
M;2`Q+BE4:@T*+T8T(#\$@5&8-"C<N,#(@+3`N,#8@5\$0-"BA,96=A;"!O<F]C
M965D:6YG<RE4:@T*+T8R(#\$@5&8-"C`@+3\$N,38@5\$0-"BA4: &4@<F5G:7-T
M<F%N="!I<R!N;W0@<@&R='D@=&\@86YI(&UA=&5R:6%L(&QE9V%L('!R;V-E
M961I;F=S+B!.;R!S:6=N:69I8V%N="!C:&%N9V5S(&EN(&QE9V%L("E4:@T*
M,"`M,2XQ,B!41`T**!R;V-E961I;F=S(&]F('!H92!"86YC;W)P(&]C8W5R
M<F5D(&1U<FEN9R!T: &4@<75A<G1E<BXI5&H-"BTW+C`R("TQ+C\$R(%!\$#0HH
M("E4:@T*5"H-"BA)=&5M(#N*51J#0HO1C0@,2!49@T*-RXP,B`M,"XP-B!4
M1`T**\$-H86YG97,@:6X@4V5C=7)I=&EE<R4: @T*+T8R(#\$@5&8-"C`@+3\$N
M,38@5\$0-"BA.;W0@87!P;&EC86)L92XI5&H-"BTW+C`R("TQ+C\$R(%!\$#0HH
M("E4:@T*5"H-"BA)=&5M(#N*51J#0HO1C0@,2!49@T*-RXP,B`M,"XP-B!4
M1`T**\$1E9F%U;'1S(%5P;VX@4V5N:6]R(%-E8W5R:71I97,I5&H-"B] & ,B`Q
M(%!F#0HP("TQ+C\$V(%!\$#0HH3F]T(&%P<&QI8V%B;&4N*51J#0HM-RXP,B`M
M,2XQ,B!41`T**`I5&H-"E0J#0HH271E;2`T+BE4:@T*+T8T(#\$@5&8-"C<N
M,#(@+3`N,#8@5\$0-"BA3=6)M:7-S:6]N(&]F(\$UA='1E<G,@=&\@82!6;W1E
M(&]F(%-E8W5R:71Y(\$AO;&1E<G,I5&H-"B] & ,B`Q(%!F#0HP("TQ+C\$V(%!\$
M#0HH3F]T(&%P<&QI8V%B;&4N*51J#0HM-RXP,B`M,2XQ,B!41`T**`I5&H-
M"E0J#0HH271E;2`U+BE4:@T*+T8T(#\$@5&8-"C<N,#(@+3`N,#8@5\$0-"BA/
M=&AE<B!);F9O<FUA=&EO;BE4:@T*+T8R(#\$@5&8-"C`@+3\$N,38@5\$0-"BA.

M<VES+VEG<F%V92]I86-U=&4O:6-I<F-U;69L97@O:61I97)E<VES+V5T:"]N
M=&EL9&4O;V=R879E#0HO;V%C=71E+V]C:7)C=6UF;&5X+V]T:6QD92]O9&EE
M<F5S:7,O9&EV:61E+V]S;&%S:"]U9W)A=F4O=6%C=71E#0HO=6-I<F-U;69L
M97@O=61I97)E<VES+WEA8W5T92]T:&]R;B]Y9&EE<F5S:7,-"ET-"CX^#0IE
M;F1O8FH-"C\$@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@
M4@T*+U)E<V]U<F-E<R`S(#`@4@T*+T-O;G1E;G1S(#(@,"!2#0H^/@T*96YD
M;V)J#0HY(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-
M"B]297-O=7)C97,@,3\$@,"!2#0HO0V]N=&5N=',@,3`@,"!2#0H^/@T*96YD
M;V)J#0HQ,R`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2
M#0HO4F5S;W5R8V5S(#SU(#`@4@T*+T-O;G1E;G1S(#\$T(#`@4@T*/CX-"F5N
M9&]B:@T*,38@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@
M4@T*+U)E<V]U<F-E<R`Q."`P(%(-"B]#;VYT96YT<R`Q-R`P(%(-"CX^#0IE
M;F1O8FH-"C\$Y(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P
M(%(-"B]297-O=7)C97,@,C\$@,"!2#0HO0V]N=&5N=',@,C`@,"!2#0H^/@T*
M96YD;V)J#0HR,B`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@
M,"!2#0HO4F5S;W5R8V5S(#(T(#`@4@T*+T-O;G1E;G1S(#S(#`@4@T*/CX-
M"F5N9&]B:@T*,C4@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X
M(#`@4@T*+U)E<V]U<F-E<R`R-R`P(%(-"B]#;VYT96YT<R`R-B`P(%(-"CX^
M#0IE;F1O8FH-"C(X(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@
M."`P(%(-"B]297-O=7)C97,@,S`@,"!2#0HO0V]N=&5N=',@,CD@,"!2#0H^
M/@T*96YD;V)J#0HS,2`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT
M(#@@,"!2#0HO4F5S;W5R8V5S(#S,#`@4@T*+T-O;G1E;G1S(#R(#`@4@T*
M/CX-"F5N9&]B:@T*,S0@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N
M="`X(#`@4@T*+U)E<V]U<F-E<R`S-B`P(%(-"B]#;VYT96YT<R`S-2`P(%(-
M"CX^#0IE;F1O8FH-"C,W(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E
M;G0@-#S@,"!2#0HO4F5S;W5R8V5S(#Y,#`@4@T*+T-O;G1E;G1S(#X,#`@
M4@T*/CX-"F5N9&]B:@T*-,#@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A
M<F5N="`T,2`P(%(-"B]297-O=7)C97,@-#0@,"!2#0HO0V]N=&5N=',@-#,@
M,"!2#0H^/@T*96YD;V)J#0HT-2`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO
M4&%R96YT(#0Q(#`@4@T*+U)E<V]U<F-E<R`T-R`P(%(-"B]#;VYT96YT<R`T
M-B`P(%(-"CX^#0IE;F1O8FH-"C0X(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-
M"B]087)E;G0@-#S@,"!2#0HO4F5S;W5R8V5S(#4P(#`@4@T*+T-O;G1E;G1S
M(#0Y(#`@4@T*/CX-"F5N9&]B:@T*-3\$@,"!O8FH-"CP\#0HO5'EP92`O4&%G
M90T*+U!A<F5N="`T,2`P(%(-"B]297-O=7)C97,@-3,@,"!2#0HO0V]N=&5N
M=",@-3(@,"!2#0H^/@T*96YD;V)J#0HU-"`P(&]B:@T*/#P-"B]4>7!E("]0
M86=E#0HO4&%R96YT(#0Q(#`@4@T*+U)E<V]U<F-E<R`U-B`P(%(-"B]#;VYT
M96YT<R`U-2`P(%(-"CX^#0IE;F1O8FH-"C4W(#`@;V)J#0H\`T*+U1Y<&4@
M+U!A9V4-"B]087)E;G0@-#S@,"!2#0HO4F5S;W5R8V5S(#4Y(#`@4@T*+T-O
M;G1E;G1S(#4X(#`@4@T*/CX-"F5N9&]B:@T*-C`@,"!O8FH-"CP\#0HO5'EP
M92`O4&%G90T*+U!A<F5N="`T,2`P(%(-"B]297-O=7)C97,@-C(@,"!2#0HO
M0V]N=&5N=',@-C\$@,"!2#0H^/@T*96YD;V)J#0HV,R`P(&]B:@T*/#P-"B]4
M>7!E("]086=E#0HO4&%R96YT(#0Q(#`@4@T*+U)E<V]U<F-E<R`V-2`P(%(-
M"B]#;VYT96YT<R`V-"`P(%(-"CX^#0IE;F1O8FH-"C@@,"!O8FH-"CP\#0HO
M5'EP92`O4&%G97,-"B]+:61S(%LQ(#`@4B`Y(#`@4B`Q,R`P(%(@,38@,"!2
M(#\$Y(#`@4B`R,B`P(%(@,C4@,"!2(#X(#`@4B`S,2`P(%(@,S0@,"!270T*
M+T-O=6YT(#\$P#0HO4&%R96YT(#0P(#`@4@T*/CX-"F5N9&]B:@T*-,#@,"!O
M8FH-"CP\#0HO5'EP92`O4&%G97,-"B]+:61S(%LS-R`P(%(@-#@,"!2(#0U
M(#`@4B`T."`P(%(@-3\$@,"!2(#4T(#`@4B`U-R`P(%(@-C`@,"!2(#8S(#`@
M4ET-"B]#;W5N="`Y#0HO4&%R96YT(#0P(#`@4@T*/CX-"F5N9&]B:@T*-,#@
M,"!O8FH-"CP\#0HO5'EP92`O4&%G97,-"B]+:61S(%LX(#`@4B`T,2`P(%(@
M70T*+T-O=6YT(#\$Y#0HO365D:6%"W@6S`@,"`V,3(@,3`P.%T-"CX^#0IE
M;F1O8FH-"C8X(#`@;V)J#0H\`T*+U1Y<&4@+T-A=&%L;V<-"B]086=E<R`T
M,"`P(%(-"CX^#0IE;F1O8FH-"C8Y(#`@;V)J#0H\`T*+T-R96T:6]N1&%T
M92`H1#HQ.3\$P,#`U,3\$Q,C(T,S@I#0HO4!)O9'5C97(@%PS-S9<S<W7#`P
M,\$%<,#`P8UPP,#!R7#`P,&](<,#`P8EPP,#!A7#`P,'1<,#`P(%PP,#!\$7#`P
M,&E<,#`P<UPP,#!T7#`P,&E<,#`P;%PP,#!L7#`P,&5<,#`P<EPP,#`@7#`P
M,#-<,#`P+EPP,#`P7#`P,#(I#0H^/@T*96YD;V)J#0IX<F5F#0HP(<#P#0HP
M,#`P,#`P,#`P(#8U-3,U(&8-"C`P,#`P.#@P-S(@,#`P,#`@;@T*,#`P,#`P
M,#`Q-R`P,#`P,"!N#0HP,#`P,#`Q-3<W(#`P,#`P(&X-"C`P,#`P.#8S.3@@
M,#`P,#`@;@T*,#`P,#`X-C0X."`P,#`P,"!N#0HP,#`P,#@V-3<W(#`P,#`P
M(&X-"C`P,#`P.#8S,3D@,#`P,#`@;@T*,#`P,#`X.3@P-B`P,#`P,"!N#0HP
M,#`P,#@X,38P(#`P,#`P(&X-"C`P,#`P,#\$W,#0@,#`P,#`@;@T*,#`P,#`P
M-3\$R,2`P,#`P,"!N#0HP,#`P,#@V-C@T(#`P,#`P(&X-"C`P,#`P.#@R-3`@
M,#`P,#`@;@T*,#`P,#`P-3(U,"`P,#`P,"!N#0HP,#`P,#`V.#@U(#`P,#`P
M(&X-"C`P,#`P.#@S-#S@,#`P,#`@;@T*,#`P,#`P-S`Q-"`P,#`P,"!N#0HP
M,#`P,#\$S,34U(#`P,#`P(&X-"C`P,#`P.#@T,S(@,#`P,#`@;@T*,#`P,#`Q
M,S(X-"`P,#`P,"!N#0HP,#`P,#(Q,#@U(#`P,#`P(&X-"C`P,#`P.#@U,C,@
M,#`P,#`@;@T*,#`P,#`R,3(Q-"`P,#`P,"!N#0HP,#`P,#(T-3`W(#`P,#`P
M(&X-"C`P,#`P.#@V,30@,#`P,#`@;@T*,#`P,#`R-#8T-R`P,#`P,"!N#0HP
M,#`P,#R.#0R(#`P,#`P(&X-"C`P,#`P.#@W,#4@,#`P,#`@;@T*,#`P,#`S
M,CDW,2`P,#`P,"!N#0HP,#`P,#W-C@Y(#`P,#`P(&X-"C`P,#`P.#@W.38@
M,#`P,#`@;@T*,#`P,#`S-S@R.2`P,#`P,"!N#0HP,#`P,#0P.#(W(#`P,#`P
M(&X-"C`P,#`P.#@X.#<@,#`P,#`@;@T*,#`P,#`T,#DU-2`P,#`P,"!N#0HP
M,#`P,#0U,SOS(#`P,#`P(&X-"C`P,#`P.#@Y-S@@,#`P,#`@;@T*,#`P,#`T
M-30X,R`P,#`P,"!N#0HP,#`P,#4R-C4R(#`P,#`P(&X-"C`P,#`P.3`P.#<@
M,#`P,#`@;@T*,#`P,#`X.3DT.2`P,#`P,"!N#0HP,#`P,#@Y,#<P(#`P,#`P
M(&X-"C`P,#`P-3(W.#\$@,#`P,#`@;@T*,#`P,#`U-S4T.2`P,#`P,"!N#0HP
M,#`P,#@Y,38R(#`P,#`P(&X-"C`P,#`P-3<V-S@@,#`P,#`@;@T*,#`P,#`V
M,S4W,R`P,#`P,"!N#0HP,#`P,#@Y,C4T(#`P,#`P(&X-"C`P,#`P-C,W,#(@
M,#`P,#`@;@T*,#`P,#`V.#8Q-B`P,#`P,"!N#0HP,#`P,#@Y,S0V(#`P,#`P
M(&X-"C`P,#`P-C@W-#4@,#`P,#`@;@T*,#`P,#`W-#4Y-B`P,#`P,"!N#0HP
M,#`P,#@Y-#X(#`P,#`P(&X-"C`P,#`P-S0W,S8@,#`P,#`@;@T*,#`P,#`W
M.3<T-R`P,#`P,"!N#0HP,#`P,#@Y-3,P(#`P,#`P(&X-"C`P,#`P-SDX-C4@
M,#`P,#`@;@T*,#`P,#`X,C@S."`P,#`P,"!N#0HP,#`P,#@Y-C(R(#`P,#`P
M(&X-"C`P,#`P.#(Y-C@<,#`P,#`@;@T*,#`P,#`X-#0W.2`P,#`P,"!N#0HP

M, # `P, # @Y-S\$T (# `P, # `P (&X-"C`P, # `P. # 0U.38@, # `P, # `@; @T*, # `P, # `X
M-C`V.2`P, # `P, " !N#0HP, # `P, # @V, 3@V (# `P, # `P (&X-"C`P, # `P. # 8W.3, @
M, # `P, # `@; @T*, # `P, # `Y, # \$X-R`P, # `P, " !N#0HP, # `P, # DP, COT (# `P, # `P
M (&X-"G1R86EL97 (-"CP\#0HO4VEZ92`W, `T*+U) O; W0@-C@@, " !2#0HO26YF
M; R`V.2`P (% (-"B]) 1"!; /# \$U-C) B93\$U8S9C, V, Q8S, R, & %C861C-C4U, V, Y
M, S, U/CPQ-38R8F4Q-6, V8S-C, 6, S, C!A8V%D8S8U-3-C.3, S-3Y=#0H^/@T*
9<W1A<G1X<F5F#0HY, #0S-PT*) 25%3T8-"F\$D
,

end

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M/@T*WLR96#M#0I"5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-#DN
M-S<@5&T-"C`@9PT*+T=3,2!G<PT*,!48PT*,!4=PT**" `I5&H-"B] &,R`Q
M(%1F#0HQ."`M,2XQ."`!41`T**%1!ODQ%(\$)&(\$-/3E1%3E13%51J#0I%5`T*
M,"`!#0HP(\$H@,"`!J(#`N,C0@=R`Q,"`!-(%M=,"`!D#0HQ(&D@#0HR-#N-C4@
M.3,T+C\$W(&T-"C,W,"XW-R`Y,S0N,3<@;`T*4PT*0E0-"C\$R(#`@,"`Q,B`U
M,RXW,R`Y,#8N-3<@5&T-"C`N-2`P(#`N-2!R9PT**%!4E0@22X@0V]N<V]L
M:61A=&5D(\$9I;F%N8VEA;"`!3=&%T96UE;G1S*51J#0I%5`T*,"XU(#`@,"XU
M(%)`#0HU,RXW,R`Y,#4N,3,@;0T*,C<Y+C`Y(#DP-2XQ,R!L#0I3#0I"5`T*
M,3(@,"`P(#\$R(#8Y+C`Y(#@Y,2XY,R!4;0T**\$ET96T@,2X@0V]N<V]L:61A
M=&5D(\$9I;F%N8VEA;"`!3=&%T96UE;G1S*51J#0I%5`T*-CDN,#D@.#DP+C0Y
M(&T-"C(X-RXR-2`X.3`N-#D@;`T*4PT*0E0-"C\$R(#`@,"`Q,B`X-"XR,2`X
M-S<N,CD@5&T-"BA#;VYS;VQI9&%T960@0F%L86YC92!3:&5E="I5&H-"D54
M#0HX-"XR,2`X-S4N.#4@;0T*,C,Q+C`Y(#@W-2XX-2!L#0I3#0I"5`T*,3(@
M,"`P(#\$R(#@T+C(Q(#@V,BXV-2!4;0T**\$-O;G-O;&ED871E9"!3=&%T96UE
M;G1S(&]F(\$EN8V]M92E4:@T*150-"C@T+C(Q(#@V,2XR,2!M#0HR-C4N.#D@
M.#8Q+C(Q(&P-"E,-"D)4#0HO1C0@,2!49@T*,3(@,"`P(#\$R(#@T+C(Q(#@T
M."XP,2!4;0T**\$-O;G-O;&ED871E9"!3=&%T96UE;G1S(&]F(\$-H86YG97,@
M:6X@4W108VMH;VQD97)S7#(R,B!%<75I="DI5&H-"D54#0HX-"XR,2`X-#8N
M-3<@;0T*,SDV+CDS(#@T-BXU-R!L#0I3#0I"5`T*,3(@,"`P(#\$R(#@T+C(Q
M(#@S,RXS-R!4;0T**\$-O;G-O;&ED871E9"!3=&%T96UE;G1S(&]F(\$-A<V@
M1FQO=W,I5&H-"D54#0HX-"XR,2`X,S\$N.3,@;0T*,C@W+C`Q(#@S,2XY,R!L
M#0I3#0I"5`T*,3(@,"`P(#\$R(#@T+C(Q(#@Q."XW,R!4;0T**\$YO=&5S("1O
M(\$-O;G-O;&ED871E9"!&:6YA;F-I86P@4W1A=&5M96YT<RE4:@T*150-"C@T
M+C(Q(#@Q-RXR.2!M#0HS,#<N.#D@.#\$W+C(Y(&P-"E,-"D)4#0HQ,B`P(#`@
M,3(@-CDN,#D@.#`T+C`Y(%1M#0HH271E;2`R+B!-86YA9V5M96YT7#(R,G,@
M1&ES8W5S<VEO;B!A;F0@06YA;'ES:7,@;V8@1FEN86YC:6%L(\$-O;F1I=&EO
M;B!A;F0@4F5S=6QT<R!09B`I5&H-"D54#0HV.2XP.2`X,#(N-C4@;0T*-3`U
M+C8U(#@P,BXV-2!L#0I3#0I"5`T*,3(@,"`P(#\$R(#8Y+C`Y(#<X.2XT-2!4
M;0T**\$]P97)A=&EO;G,I5&H-"D54#0HV.2XP.2`W.#@N,#\$@;0T*,3(V+C0U
M(#<X."XP,2!L#0I3#0I"5`T*,3(@,"`P(#\$R(#4S+C<S(#<W-"XX,2!4;0T*
M**%!4E0@24D@7#(R-R)!/= &AE<B!);F9O<FUA=&EO;BE4:@T*150-"C4S+C<S
M(#<W,RXS-R!M#0HR,3,N-3<@-S<S+C,W(&P-"E,-"D)4#0HQ,B`P(#`@,3(@
M-3,N-S,@-S8P+C\$W(%1M#0HH4VEG;F%T=7)E<RE4:@T*150-"C4S+C<S(#<U
M."XW,R!M#0HQ,#@N-#4@-S4X+C<S(&P-"E,-"F5N9"-T<F5A;0T*96YD;V)J
M#0HS(#`@;V)J#0H\`T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T9O;G0@
M/#P-"B] &,B`T(#`@4@T*+T8S(#4@,"`!2#0HO1C0@-B`P(%(-"CX^#0HO17AT
M1U-T871E(#P#0HO1U,Q(#<@,"`!2#0H^/@T*/CX-"F5N9&]B:@T*,3`@,"`!O
M8FH-"CP#0HO3&5N9W1H(#,S-3@-"CX^#0IS=")E86T-"D)4#0HO1C(@,2!4
M9@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP-2!4;0T*,!1G#0HO1U,Q(&=S#0HP
M(%1C#0HP(%1W#0HH("E4:@T*,3,N,3(@+3(N,R!41`T**%-0U52251)15,@
M04Y\$(\$580TA!3D=%(\$-/34U)4U-3TXI5&H-"CON,C@+3\$N,3(@5\$0-"BA7
M05-(24Y'5\$].+!"\$+D,N(#(P-30Y*51J#0I%5`T*,"`!#0HP(\$H@,"`!J(#`N
M,C0@=R`Q,"`!-(%M=,"`!D#0HQ(&D@#0HR,S0N-#4@.3SX+C@Q(&T-"C,W-RXY
M-R`Y,3@N.#\$@;`T*4PT*0E0-"B] &,R`Q(%1F#0HQ,B`P(#`@,3(@,C<S+C4W
M(#@Y,2XV.2!4;0T**\$9/4DT@,3`M42E4:@T*+T8R(#\$@5&8-"BTV+C\$@+3(N
M,S0@5\$0-"BA1=6%R=&5R;'D@4F5P;W)T(%5N9&5R(%-E8W1I;VX@,3,@;W(@
M,35<*%1<*2E4:@T*,`XX,B`M,2XQ,B!41`T**&]F('1H92!396-U<FET:65S
M(\$5X8VAA;F=E(\$%C="!09B`Q.3,T*51J#0I%5`T*,C\$Q+C0Q(#@T."XY-R!M
M#0HT,#`N-S<@.#OX+CDW(&P-"E,-"D)4#0HQ,B`P(#`@,3(@,C4N-C4@.#,V
M+C<S(%1M#0HT+C@Y(%1C#0I;*`@*3,W-#`H("E=5\$H-"EOJ#0HP(%1C#0HH
M7"A-87)K(\$]N95PI*51J#0HP("TQ+C(@5\$0-"ELH6UA=*2TU,34Q+CDH475A
M<G1E<FQY(')E<]&]R="!P=7)S=6%N="!T;R!396-T:6]N(#\$S(&]R(#\$U7"AD
M7"D@;V8@=&AE(%-E8W5R:71I97,@17AC:&%N9V4@06-T(&]F(#\$Y,S0N*5U4
M2@T*,"`M,2XQ,B!41`T**" `I5&H-"C8N-30@+3\$N,3@5\$0-"BA&W(@=&AE
M('`%U87)T97)L>2!P97)I;V0@96YD960*51J#0HO1C,@,2!49@T*,3(N-#@
M,"`!41`T**\$UA<F-H(#,Q+`R,#`P*51J#0HO1C(@,2!49@T*-BXV-B`P(%1\$
M#0HH+!O<BE4:@T*+3(U+C8X("TQ+C\$V(%1\$#0HH("E4:@T*,"`M,2XQ,B!4
M1`T*6RA;("`@72DM-3\$R,RXY*%1R86YS:71I;VX@<F5P;W)T('!U<G-U86Y
M('10(%-E8W1I;VX@,3,@;W(@,35<*%1<*2!09B!T: &4@4V5C=7)I=&E<R!T
M>&-H86YG92!!8W0@;V8@,3DS-"XI751*#0I4*%T**" `I5&H-"C8N-30@+3\$N
M,3(@5\$0-"BA&W(@=&AE('1R86YS:71I;VX@<@5R:6]D(&9R;VT@7U]?7U]?
M7U]?('10@]?7U]?7U]?7RE4:@T*+38N-30@+3\$N,3(@5\$0-"B@*51J#0H
M+C4T("TQ+C\$R(%1\$#0HH0V]M;6ES<VEO;B!&:6QE(\$YU;6)E<CH@,"TR-C\$R
M."E4:@T*+38N-30@+3\$N,3(@5\$0-"B@*51J#0HO1C,@,2!49@T*,3<N,C8@
M+3\$N,3@5\$0-"BA.;W)T:V=E<W0@26YD:6%N82!"86YC;W)P*51J#0I%5`T*
M,"XU(\$<-"COS-RXR-2`V-C<N-S<@;0T*,3<T+CDS(#8V-RXW-R!L#0HQ-S0N
M.3,@-C8W+C<W(&T-"C\$W-"XY,R`V-C<N,CD@;`T*4PT*,"`!#0HQ-S0N.3,@
M-C8W+C(Y(&T-"COS-RXR-2`V-C<N,CD@;`T*-#W+C(U(#8V-RXR.2!M#0HT
M,S<N,C4@-C8W+C<W(&P-"E,-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#\$X
M,2XV-2`V-30N-3<@5&T-"BA*%5X86-T(&YA;64@;V8@<F5G:7-T<F%N="!A
M<R!S<@5C:69I960@:6X@:71S(&-H87)T97)<*2E4:@T*+3\$S("TQ+C\$R(%1\$
M#0HR-2XT-R!48PT*6R@@"(DR,S,X,"@*5U42@T*,3\$N,S8@+3\$N,3(@5\$0-
M"C`@5&,"-ELH26YD:6%N82DM,C`V,C`N."@S-2TQ.3(W.3@Q*5U42@T*150-
M"C`N-2!`#0HS,S0N,#4@-C(S+C,W(&T-"C(U+C8U(#8R,RXS-R!L#0HR-2XV
M-2`V,C,N,S<@;0T*,C4N-C4@-C(R+C@Y(&P-"E,-"C`@1PT*,C4N-C4@-C(R
M+C@Y(&T-"C,S-"XP-2`V,C(N.#D@;`T*,S,T+C`U(#8R,BXX.2!M#0HS,S0N
M,#4@-C(S+C,W(&P-"E,-"C`N-2!`#0HU.#8N-3,@-C(S+C,W(&T-"C,V,BXS
M-R`V,C,N,S<@;`T*,S8R+C,W(#8R,RXS-R!M#0HS-C(N,S<@-C(R+C@Y(&P-
M"E,-"C`@1PT*,S8R+C,W(#8R,BXX.2!M#0HU.#8N-3,@-C(R+C@Y(&P-"C4X
M-BXU,R`V,C(N.#D@;0T*-3@V+C4S(#8R,RXS-R!L#0I3#0I"5`T*,3(@,"`P
M(#\$R(#,U+C<S(#8Q,"XQ-R!4;0T*6RA<*%T871E(&]R(&]T:&5R(&IU-FES
M9&EC=&EO;B!09B!I;F-O<G!O<F%T:6]N(&]R(&]R9V%N:7IA=&EO;EPI*2TT

M-34X+C\$H,C`P,"DM-C`Y-BXQ*#\$Y.3DI751*#0I%5`T*,"XU(\$<-`C`@2B`P
M(&H@,"XR-`1W(#\$P(\$T@6UTP(&0-"C\$@:2`-`COU-BXR,2`X,#4N,#4@;0T*
M,S@T+COU(#@P-2XP-2!L#0HS.#0N-#4@.#`U+C`U(&T-"C,X-"XT-2`X,#0N
M-3<@;`T*4PT*,"!`!#0HS.#0N-#4@.#`T+C4W(&T-"COU-BXR,2`X,#0N-3<@
M;`T*-#4V+C(Q(#@P-"XU-R!M#0HT-38N,C\$@.#`U+C`U(&P-"E,-"C`N-2`!
M#0HU-#0N,CD@.#`U+C`U(&T-"COU.2XU-R`X,#4N,#4@;`T*-#4Y+C4W(#@P
M-2XP-2!M#0HT-3DN-3<@.#`T+C4W(&P-"E,-"C`@1PT*-#4Y+C4W(#@P-"XU
M-R!M#0HU-#0N,CD@.#`T+C4W(&P-"C4T-"XR.2`X,#0N-3<@;0T*-30T+C(Y
M(#@P-2XP-2!L#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y
M(#8W+C8U(#<Y,RXU,R!4;0T*+3`N,#`P,2!48PT**\$%34T544RE4:@T*,"M
M,2XR,30T(%1\$#0HP(%1C#0I;*\$-A<V@@86YD(&-A<V@@97%U:79A;&5N=' ,I
M+3(R,#<S+C,H)"DM-3`P+C\$H,34L-#0R*2TT,C4P+CDH)"DM-3`P+C\$H,30L
M-C,S*5U42@T*5"H-"ELH4V5C=7)I=&EE<R!A=F%I;&%B;&4M9F]R+7-A;&4I
M+3(R-#`X+COH,C(L-#0W*2TU,C4Q*#(T+#\$W,2E=5\$H-"E0J#0HH4V5C=7)I
M=&EE<R!H96QD+710+6UA='5R:71Y(%PH9F%I<B!V86QU93H@36%R8V@,S\$
L M(#`P,#`@+2`D,34L-34V.R`I5&H-"C`@+3\$N,3\$Y,2!41`T*6RA\$96-E;6)E
M<B`S,2P@,3DY.2`M("OQ-2PW,3A<*2DM,C\$S,C0N-2@Q-2PY,C0I+34R-3\$H
M,34L.3@S*5U42@T*,"M,2XR,30T(%1\$#0I;*\$Q086YS(&AE;&0@9F]R('A
M;&4I+3(W,C(T+C\$H-3DQ*2TV-3`P+CDH-3DW*5U42@T*5"H-"ELH3&]A;G,@
M<F5C96EV86)L92DM,C8R.38H,S`V+#`W-"DM-#<U,2@R.34L.#\$S*5U42@T*
M5"H-"ELH3&5S<SH@86QL;W=A;F-E(&90<B!L;V%N(&QO<W-E<RDM,C\$S,C0N
M,BA<#L,X,SOY*2TQ,BXW*%PI*2TU,#<R+C,H7"@S+#,P.2DM,3(N-RA<2E=
M5\$H-"D54#0HP+C4@1PT*-# ,S+C@Y(#<P-"XY-R!M#0HT,#\$N,C4@-S`T+CDW
M(&P-"COP,2XR-2`W,#0N.3<@;0T*-#`Q+C(U(#<P-"XT.2!L#0I3#0HP(\$<-
M"COP,2XR-2`W,#0N-#D@;0T*-# ,S+C@Y(#<P-"XT.2!L#0HT,S,N.#D@-S`T
M+COY(&T-"COS,RXX.2`W,#0N.3<@;`T*4PT*,"XU(\$<-`C4Q-"XU,R`W,#0N
M.3<@;0T*-#@Q+C@Y(#<P-"XY-R!L#0HT.#\$N.#D@-S`T+CDW(&T-"COX,2XX
M.2`W,#0N-#D@;`T*4PT*,"!`!#0HT.#\$N.#D@-S`T+COY(&T-"C4Q-"XU,R`W
M,#0N-#D@;`T*-3\$T+C4S(#<P-"XT.2!M#0HU,30N-3,@-S`T+CDW(&P-"E,-
M"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`V-"XX-2`V.3,N-#4@5&T-"ELH3F5T
M(&Q086YS(')E8V5I=F%B;&4I+3(T,C(P+C<H,S`R+#<R-2DM-#<U,2@R.3(L
M-3`T*5U42@T*+3`N-S\$T-"M,2XR,30T(%1\$#0I;*\$9E9&5R86P@2&]M92!
M;V%N(\$)A;FL@<W108VLI+3(Q,S<Y+C8H,2PW-S<I+34W-3`N.2@Q+<W-RE=
M5\$H-"E0J#0I;*\$C8W)U960@:6YT97)E<W0@F5C96EV86)L92DM,C,Q-3DN
M-"@R+#,X.2DM-3<U,"XY*#(L-#`X*5U42@T*5"H-"ELH4')E;6ES97,@86YD
M(&5Q=6EP;65N="DM,C0S,C(N-"@V+#4S-RDM-3<U,"XY*#8L-3(R*5U42@T*
M5"H-"ELH1F]R96-L;W-E9"!R96%L(&5S=&T92DM,C8V.3<N,R@Y."E=5\$H-
M"B]@-2`Q(%1F#0HT,RXS-C\$S(#`@5\$0-"BA<,C(W*51J#0HM-# ,N,S8Q,R`M
M,2XR,30T(%1\$#0I;*\$)T: &5R(&%S<V5T<RDM,CDR,S@N.2@R+#@T.2DM-3<U
M,"XY*#L,3(T*5U42@T*150-"C`N-2`!`!#0HT,S,N.#D@-C(X+COQ(&T-"COP
M,2XR-2`V,C@N-#S@;`T*-#`Q+C(U(#8R."XT,2!M#0HT,#\$N,C4@-C(W+CDS
M(&P-"E,-"C`@1PT*-#`Q+C(U(#8R-RXY,R!M#0HT,S,N.#D@-C(W+CDS(&P-
M"COS,RXX.2`V,C<N.3,@;0T*-# ,S+C@Y(#8R."XT,2!L#0I3#0HP+C4@1PT*
M-3\$T+C4S(#8R."XT,2!M#0HT.#\$N.#D@-C(X+COQ(&P-"COX,2XX.2`V,C@N
M-#S@;0T*-#@Q+C@Y(#8R-RXY,R!L#0I3#0HP(\$<-`COX,2XX.2`V,C<N.3,@
M;0T*-3\$T+C4S(#8R-RXY,R!L#0HU,30N-3,@-C(W+CDS(&T-"C4Q-"XU,R`V
M,C@N-#S@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#<T+C@U(#8Q-BXX
M.2!4;0T*6RA4;W1A;`!A<W-E=' ,I+3(W,3DP+C0H)# ,W,"PW-SDI+30R-3\$H
M)# ,V,2PW,3DI751*#0I%5`T*,"XU(\$<-`COP,2XR-2`V,3,N,#4@,S(N-CO@
M+3(N.#@@<F4-"F8-#0T*-"COX,2XX.2`V,3,N,#4@,S(N-CO@+3(N.#@@<F4-"F8-
M"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`V-RXV-2`U.3DN,3,@5&T-"C`@9PT*
M+3`N,#`P,2!48PT*,"XP,#`Q(%1W#0HH3\$E!0DE,251)15,@04YS(%-43T-+
M2\$] ,1\$524UPR,C(@15\$52519*51J#0I4*@T*,"!48PT**\$1E<&]S:71S.BE4
M:@T*,"XS-3<R("TQ+C(Q-#0@5\$0-"C`@5'<-"ELH3F]N+6EN=&5R97-T(&E
M87)I;F<I+3(S.3DS+CDH)"DM-3`P+C\$H,C<L,C\$R*2TT,C4P+CDH)"DM-3`P
M+C\$H,C(L-S`Y*5U42@T*5"H-"ELH26YT97)E<W0@8F5A<FEN9RDM,C8T.3,N
M-R@R.#<L,C@X*2TT-S4Q*#(X,RPY,S@I751*#0I%5`T*,"XU(\$<-`COP,2XR-
M.2`U-3@N-3<@;0T*-#`Q+C(U(#4U."XU-R!L#0HT,#\$N,C4@-34X+C4W(&T-
M"COP,2XR-2`U-3@N,#D@;`T*4PT*,"!`!#0HT,#\$N,C4@-34X+C`Y(&T-"COS
M,RXX.2`U-3@N,#D@;`T*-# ,S+C@Y(#4U."XP.2!M#0HT,S,N.#D@-34X+C4W
M(&P-"E,-"C`N-2`!`!#0HU,30N-3,@-34X+C4W(&T-"COX,2XX.2`U-3@N-3<@
M;`T*-#@Q+C@Y(#4U."XU-R!M#0HT.#\$N.#D@-34X+C`Y(&P-"E,-"C`@1PT*
M-#@Q+C@Y(#4U."XP.2!M#0HU,30N-3,@-34X+C`Y(&P-"C4Q-"XU,R`U-3@N
M,#D@;0T*-3\$T+C4S(#4U."XU-R!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@-SON.#4@-30W+C(U(%1M#0I;*\$10=&%L*2TS,#(W,RXR*# ,Q-"PU,#`I
M+30W-3\$H,S`V+#8T-RE=5\$H-"BTP+C<Q-#0@+3\$N,CST-"!41`T*6RA";W)R
M;W=E9"!F=6YD<RDM,C<Q,C@H,C`L-30S*2TU,C4Q*#\$X+#8P-RE=5\$H-"E0J
M#0I;*\$C8W)U960@97AP96YS97,@86YD(&]T: &5R(&QI86)I;&ET:65S*2TQ
M.#@X,"XX*# ,L-34S*2TU-S4P+CDH,RPY.30I751*#0I%5`T*,"XU(\$<-`COP,
M,RXX.2`U,3@N-S,@;0T*-#`Q+C(U(#4Q."XW,R!L#0HT,#\$N,C4@-3\$X+C<S
M(&T-"COP,2XR-2`U,3@N,C4@;`T*4PT*,"!`!#0HT,#\$N,C4@-3\$X+C(U(&T-
M"COS,RXX.2`U,3@N,C4@;`T*-# ,S+C@Y(#4Q."XR-2!M#0HT,S,N.#D@-3\$X
M+C<S(&P-"E,-"C`N-2`!`!#0HU,30N-3,@-3\$X+C<S(&T-"COX,2XX.2`U,3@N
M-S,@;`T*-#@Q+C@Y(#4Q."XW,R!M#0HT.#\$N.#D@-3\$X+C(U(&P-"E,-"C`@
M1PT*-#@Q+C@Y(#4Q."XR-2!M#0HU,30N-3,@-3\$X+C(U(&P-"C4Q-"XU,R`U
M,3@N,C4@;0T*-3\$T+C4S(#4Q."XW,R!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q
M,"XP-SD@-SON.#4@-3`W+C(Q(%1M#0I;*\$10=&%L(&QI86)I;&ET:65S*2TR
M-C,P,"XV*# ,S."PU.38I+30W-3\$H,S(Y+#(T."E=5\$H-"BTP+C<Q-#0@+3\$N
M,C\$T-"!41`T*6RA#;VUM:71M96YT<R!A;F0@8V]N=&EN9V5N8VEE<RDM,C(R
M-3`N-RA<,C(W*2TW,#`P+C@H7#(R-RE=5\$H-"E0J#0HH4W108VMH;VQD97)S
M7#(R,B!%75I='DZ*51J#0I4*@T*%!R969E<G)E9"!S=&]C:RP@;F\@<&%R
M(&]R('T871E9"!V86QU93L@,3`L,#`P+#`P,"!S:&%R97,@875T(&]R:7IE
M9"PE;F]N92`I5&H-"C`@+3\$N,3\$Y,B!41`T*6RAO=71S=&%N9&EN9RDM,S`V
M.3,N.2A<,C(W*2TW,#`P+C@H7#(R-RE=5\$H-"C`@+3\$N,CST-"!41`T**\$-O
M;6UO;B!S=&]C:RP@;F\@<&%R(&]R('T871E9"!V86QU93L@,3`L,#`P+#`P

M, " !S: &R97, @875T: &R: 7IE9#LI5&H-"C'N, S4W, B'M, 2XR, 30T (%1\$#0HH
M<VAA<F5S (&ES<W5E9#H036%R8V@0, S\$S L (# (P, # `@+2`R+#+W, BPQ, S4L (\$1E
M8V5M8F5R (#, Q+"`Q. 3DY ("T@, BPW-C<L-3`S+"E4:@T*5"H-"BAS: &R97, @
M; W5T<W1A; F1I; F<Z (\$UA<F-H (#, Q+"`R, # `P ("T@, BPW, C, L-3, U+"! \$96-E
M; 6) E<B`S, 2P@, 3DY. 2`M ("E4:@T*, "M, 2XQ, 3DR (%1\$#0I; *# (L-SOV+#0P
M, RDM, S`U, #, N-B@S-#<I+38U, #`N. 2@S-#8I751*#0HM, "XS-3<R ("TQ+C (Q
M-#0@5\$0-"ELH061D: 71I; VYA; " !P86ED (&EN (&-A<&ET86PI+3 (S. 3`U+C0H
M, RPP, 34I+34W-3`N. 2@R+#DW, "E=5\$H-"E0J#0I; *\$C8W5M=6QA=&5D (&J T
M: &5R (&-O; 7!R96AE; G-I=F4@: 6YC; VUE+UPH; &J S<UPI*2TQ-#@Y, RXX*%PH
M, SOU7"DI+34X, SON, S@N<*# (R, EPI*5U42@T*5"H-"ELH4F5T86EN96096%R
M; FEN9W, @7# (R-R!S=6) S=&%N=&EA; &QY (') E<W1R: 6-T960I+3\$U. #@P*#, P
M+# (P-RDM-3 (U, 2@R. 2PX, C0I751*#0I4*#0T**%1R96%S=7) Y ('-T; V-K+" !C
M; VUM; VX@<VAA<F5S (&T (&-O<W0Z (\$UA<F-H (#, Q+"`R, # `P ("T@-#@L-C`P
M. R`I5&H-"C`@+3\$N, 3\$Y, B!41`T*6RA\$96-E; 6) E<B`S, 2P@, 3DY. 2`M (# (Q
M+#\$P, "DM, C (S, CON, 2A<*#\$L, #0Q*2TQ, BXW*%PI*2TU. #, T+C, H7"@T-#=<
M*2E=5\$H-"D54#0HP+C4@1PT*`-# , S+C@Y (#, T-RXQ, R!M#0HT, # \$N, C4@, SOW
M+C\$S (&P-"COP, 2XR-2`S-#<N, 3, @; 0T*`-#`Q+C (U (#, T-BXV-2!L#0I3#0HP
M (<-`COP, 2XR-2`S-#8N-C4@; 0T*`-# , S+C@Y (#, T-BXV-2!L#0HT, S, N.#D@
M, SOV+C8U (&T-"COS, RXX. 2`S-#<N, 3, @; `T*4PT*, "XU (\$<-"C4Q-"XU, R`S
M-#<N, 3, @; 0T*`-#Q+C@Y (#, T-RXQ, R!L#0HT. # \$N.#D@, SOW+C\$S (&T-"C0X
M, 2XX. 2`S-#8N-C4@; `T*4PT*, " !`#0HT. # \$N.#D@, SOV+C8U (&T-"C4Q-"XU
M, R`S-#8N-C4@; `T*`-3\$T+C4S (#, T-BXV-2!M#0HU, 3ON-3, @, SOW+C\$S (&P-
M"E, -"D) 4#0HQ, "XP-SD@, " `P (#\$P+C`W. 2`W-"XX-2`S, S4N-C\$@5&T-"ELH
M5&J T86P@<W108VMH; VQD97) S7# (R, B!E<75I='DI+3 (R, S@V*#, R+#\$X, RDM
M-3 (U, 2@S, BPT-S\$751*#0I%5`T*, "XU (\$<-"COS, RXX. 2`S, S\$N-S<@; 0T*
M-#`Q+C (U (#, S, 2XW-R!L#0HT, # \$N, C4@, S, Q+C`W (&T-"COP, 2XR-2`S, S\$N
M, CD@; `T*4PT*, " !`#0HT, # \$N, C4@, S, Q+C (Y (&T-"COS, RXX. 2`S, S\$N, CD@
M; `T*`-# , S+C@Y (#, S, 2XR. 2!M#0HT, S, N.#D@, S, Q+C`W (&P-"E, -"C`N-2!`
M#0HU, 3ON-3, @, S, Q+C`W (&T-"C0X, 2XX. 2`S, S\$N-S<@; `T*`-#Q+C@Y (#, S
M, 2XW-R!M#0HT. # \$N.#D@, S, Q+C (Y (&P-"E, -"C`@1PT*`-#Q+C@Y (#, S, 2XR
M. 2!M#0HU, 3ON-3, @, S, Q+C (Y (&P-"C4Q-"XU, R`S, S\$N, CD@; 0T*`-3\$T+C4S
M (#, S, 2XW-R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, " `Q, "XP-SD@-SON. #4@, S (P
M+C (U (%1M#0I; *%1O=&%L (&QI86) I; &ET: 65S (&%N9"!S=&]C: VAO; &1E<G-<
M, C (R (&5Q=6ET>2DM, 34W, 3DN-"@D, S<P+#+<W. 2DM-# (U, 2@D, S8Q+#+<Q. 2E=
M5\$H-"D54#0HP+C4@9PT*`-#`Q+C (U (#, Q-BXT, 2`S, BXV-"`M, BXX. " !R90T*
M9@T*`-#Q+C@Y (#, Q-BXT, 2`S, BXV-"`M, BXX. " !R90T*9@T*0E0-"B] &, B`Q
M (%1F#0HQ, B`P (#`@, 3 (@, C4N-C4@, C@V+C8U (%1M#0HP (&<-"BA3964@86-C
M; VUP86YY: 6YG (&YO=&5S ('1O (&-O; G-O; &ED871E9"!F: 6YA; F-I86P@<W1A
M=&5M96YT<RX@*51J#0HR, RXQ, B`M, BXS (%1\$#0HH, 2`I5&H-"D54#0IE; F1S
M=') E86T-"F5N9&]B: @T*, 3@@, " !O8FH-"CP\#0HO4") O8U-E="!; +U!S1B`O
M5&5X="!="#0HO1F]N="`\/`T*+T8R (#0@, " !2#0HO1C, @-2`P (% (-"B] &-2`Q
M, B`P (% (-"CX^#0HO17AT1U-T871E (#P\#0HO1U, Q (#<@, " !2#0H^/@T*/CX-
M"F5N9&]B: @T*, C`@, " !O8FH-"CP\#0HO3&5N9W1H (#<W-# (-"CX^#0IS=') E
M86T-"D) 4#0HO1C (@, 2!49@T*, 3 (@, " `P (#\$R (# (U+C8U (#DV, 2XP-2!4; 0T*
M, " !G#0HO1U, Q (&S#0HP (%1C#0HP (%1W#0HH ("`@ ("`@ ("`@ ("`@ ("`@ ("`@
M*51J#0HO1C, @, 2!49@T*, 3<N, C8@+3 (N, S8@5\$0-"BA. ;W) T: #E=<W0@26YD
M: 6%N82! "86YC; W) P*51J#0HM, 2XT-B`M, 2XR, B!41`T**\$-O; G-O; &ED871E
M9"!3=&%T96UE; G1S (&]F (\$EN8V]M92E4:@T*`-2XP-B`M, 2XR, B!41`T**%PH
M=6YA=61I=&5D7"DI5&H-"B] &, B`Q (%1F#0HM, 34N, # (@+3\$N, 38@5\$0-"C`N
M-SD@5&, -"ELH ("`@ ("DM, 3DU, #`H ("DR, #`H ("DQ-#`H ("DM. #8P*`I+3, R
M, "@@*2TQ, C (P*`I, 30P*`I+3@V, "@@*5U42@T*+T8S (#\$@5&8-"C\$P+C`W
M. 2`P (#`@, 3`N, #<Y (#0P-RXR-2`X-S<N, #4@5&T-"C`@5&, -"BA4: ') E92!-
M; VYT: ', @16YD960I5&H-"BTS, "XY, #<W ("TQ+C (S. # (@5\$0-"ELH7"AS; VQL
M87) S (&EN ('1H; W5S86YD<RP@97AC97!T (' !E<B!S: &%R92!D871A7"DI+3\$T
M, 38P*\$UA<F-H (#, Q+"E=5\$H-"D54#0HP+C4@1PT*, " !* (#`@: B`P+C (T ('<@
M, 3`@32!; 73`@9`T*, 2!I ('T*`-3\$V+C0U (#@V, "XR-2!M#0HS. #DN-S, @. #8P
M+C (U (&P-"C, X. 2XW, R`X-C`N, C4@; 0T*, S@Y+C<S (#@U. 2XW-R!L#0I3#0HP
M (<-`C, X. 2XW, R`X-3DN-S<@; 0T*`-3\$V+C0U (#@U. 2XW-R!L#0HU, 38N-#4@
M. #4Y+C`W (&T-"C4Q-BXT-2`X-C`N, C4@; `T*4PT*0E0-"C\$P+C`W. 2`P (#`@
M, 3`N, #<Y (#0P-"XV, 2`X-#@N, # \$@5&T-"ELH, C`P, "DM-38T, RXW*#\$Y. 3DI
M751*#0I%5`T*, "XU (\$<-"C0S. 2XT, 2`X-# , N-CD@; 0T*, S@Y+C<S (#@T, RXV
M. 2!L#0HS. #DN-S, @. #0S+C8Y (&T-"C, X. 2XW, R`X-# , N, C\$@; `T*4PT*, " !`
M#0HS. #DN-S, @. #0S+C (Q (&T-"C0S. 2XT, 2`X-# , N, C\$@; `T*`-# , Y+C0Q (#@T
M, RXR, 2!M#0HT, SDN-# \$@. #0S+C8Y (&P-"E, -"C`N-2!`#0HU, 38N-#4@. #0S
M+C8Y (&T-"COV-BXW-R`X-# , N-CD@; `T*`-#8V+C`W (#@T, RXV. 2!M#0HT-C8N
M-S<@. #0S+C (Q (&P-"E, -"C`@1PT*`-#8V+C`W (#@T, RXR, 2!M#0HU, 38N-#4@
M. #0S+C (Q (&P-"C4Q-BXT-2`X-# , N, C\$@; 0T*`-3\$V+C0U (#@T, RXV. 2!L#0I3
M#0I"5`T*+T8R (#\$@5&8-"C\$P+C`W. 2`P (#`@, 3`N, #<Y (#DU+C<S (#@S, BXQ
M-R!4; 0T*#\$EN=&5R97-T (&EN8V]M93HI5&H-"C\$N, C, X, B`M, 2XR, 30T (%1\$
M#0HH3&]A; G, @<F5C96EV86) L92E4:@T*, 2XR, S@R ("TQ+C (Q-#0@5\$0-"ELH
M4F5A; " !E<W1A=&4@; &]A; G, I+3 (P-30T+C\$H) #4L, 3 (S*2TT. #DS+C<H) #0L
M-SDR*5U42@T*5"H-"ELH0V]M; 65R8VEA; " !L; V%N<RDM, C\$R, C (N, B@V-S4I
M+38Q-# , N-R@T. #<I751*#0I4*#0T*6RA#; VYS=6UE<B!L; V%N<RDM, C (P-34N
M, 2@R, C0I+38Q-# , N-R@R, #0I751*#0I%5`T*, "XU (\$<-"COR, RXP. 2`W-SDN
M, S<@; 0T*`-#`P+C4S (#<W. 2XS-R!L#0HT, #`N-3, @-S<Y+C, W (&T-"COP, "XU
M, R`W-S@N.#D@; `T*4PT*, " !`#0HT, #`N-3, @-S<X+C@Y (&T-"COR, RXP. 2`W
M-S@N.#D@; `T*`-# (S+C`Y (#<W. "XX. 2!M#0HT, C, N, #D@-S<Y+C, W (&P-"E, -
M"C`N-2!`#0HU, #`N, 3, @-S<Y+C, W (&T-"COW-RXU-R`W-SDN, S<@; `T*`-#<W
M+C4W (#<W. 2XS-R!M#0HT-S<N-3<@-S<X+C@Y (&P-"E, -"C`@1PT*`-#<W+C4W
M (#<W. "XX. 2!M#0HU, #`N, 3, @-S<X+C@Y (&P-"C4P, "XQ, R`W-S@N.#D@; 0T*
M-3`P+C\$S (#<W. 2XS-R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, " `Q, "XP-SD@, 3, S
M+C\$W (#<V-RXX-2!4; 0T*6RA4; W1A; " !L; V%N (&EN=&5R97-T*2TQ. 3 (U, "@V
M+#`R, BDM-3, Y, RXW*#4L-#@S*5U42@T*+3 (N-#<V-"`M, 2XR, 30T (%1\$#0I;
M*%-E8W5R: 71I97, I+3 (U. # (Q+C\$H-C\$Y*2TV, 30S+C<H-30R*5U42@T*5"H-
M"ELH3W1H97 (@: 6YT97) E<W0@96%R; FEN9R!A<W-E=' , I+3\$X. 38R+C@H, CDI

M+38Q-#,N-B@Q-#,I751*#0I%5`T*, "XU(\$<-"COR, RXP.2`W, SDN-3, @;0T*
M-#`P+C4S (#<S.2XU, R!L#0HT, #`N-3, @-S, Y+C4S (&T-"COP, "XU, R`W, SDN
M, #4@; `T*4PT*, "I!#0HT, #`N-3, @-S, Y+C`U (&T-"COR, RXP.2`W, SDN, #4@
M; `T*-#(S+C`Y (#<S.2XP-2!M#0HT, C, N, #D@-S, Y+C4S (&P-"E, -"C`N-2!`
M#0HU, #`N, 3, @-S, Y+C4S (&T-"COW-RXU-R`W, SDN-3, @; `T*-#<W+C4W (#<S
M.2XU, R!M#0HT-S<N-3<@-S, Y+C`U (&P-"E, -"C`@1PT*-#<W+C4W (#<S.2XP
M-2!M#0HU, #`N, 3, @-S, Y+C`U (&P-"C4P, "XQ, R`W, SDN, #4@;0T*-3`P+C\$S
M (#<S.2XU, R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@, 3, S+C\$W (#<R
M."XP, 2!4;0T*6RA4;W1A; "I;G1E<F5S="I;F-O;64I+3\$X, # (X+C\$H-BPV
M-S`I+34S.3, N-R@V+#\$V. "E=5\$H-"D54#0HP+C4@1PT*-#(S+C`Y (#<R-"XQ
M-R!M#0HT, #`N-3, @-S (T+C\$W (&P-"COP, "XU, R`W, CON, 3<@;0T*-#`P+C4S
M (#<R, RXV.2!L#0I3#0HP (\$<-"COP, "XU, R`W, C, N-CD@;0T*-#(S+C`Y (#<R
M, RXV.2!L#0HT, C, N, #D@-S (S+C8Y (&T-"COR, RXP.2`W, CON, 3<@; `T*4PT*
M, "XU (\$<-"C4P, "XQ, R`W, CON, 3<@;0T*-#<W+C4W (#<R-"XQ-R!L#0HT-S<N
M-3<@-S (T+C\$W (&T-"COW-RXU-R`W, C, N-CD@; `T*4PT*, "I!#0HT-S<N-3<@
M-S (S+C8Y (&T-"C4P, "XQ, R`W, C, N-CD@; `T*-3`P+C\$S (#<R, RXV.2!M#0HU
M, #`N, 3, @-S (T+C\$W (&P-"E, -"D)4#0HQ, "XP-SD@, "P (#\$P+C`W.2`Y-2XW
M, R`W, 3 (N-C4@5&T-"BA);G1E<F5S="I>!E;G-E.BE4:@T*, 2XR, S@R ("TQ
M+C (Q-#0@5\$0-"ELH1&5P;W-I=', I+3 (U-3`S*# (L-S8W*2TU, SDS+C<H, BPU
M-CDI751*#0I4*#T*6RA" ;W)R;W=E9"!F=6YD<RDM, C, R.3ON, R@R-S0I+38Q
M-#, N-R@R, C\$I751*#0I%5`T*, "XU (\$<-"COR, RXP.2`V.#ON, S, @;0T*-#`P
M+C4S (#8X-"XS, R!L#0HT, #`N-3, @-C@T+C, S (&T-"COP, "XU, R`V.#, N.#4@
M; `T*4PT*, "I!#0HT, #`N-3, @-C@S+C@U (&T-"COR, RXP.2`V.#, N.#4@; `T*
M-# (S+C`Y (#8X, RXX-2!M#0HT, C, N, #D@-C@T+C, S (&P-"E, -"C`N-2!`#0HU
M, #`N, 3, @-C@T+C, S (&T-"COW-RXU-R`V.#ON, S, @; `T*-#<W+C4W (#8X-"XS
M, R!M#0HT-S<N-3<@-C@S+C@U (&P-"E, -"C`@1PT*-#<W+C4W (#8X, RXX-2!M
M#0HU, #`N, 3, @-C@S+C@U (&P-"C4P, "XQ, R`V.#, N.#4@;0T*-3`P+C\$S (#8X
M-"XS, R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@, 3, S+C\$W (#8W, BXX
M, 2!4;0T*6RA4;W1A; "I;G1E<F5S="I>!E;G-E*2TQ-S<U, 2XQ*#, L, #0Q
M*2TU, SDS+C<H, BPW.3`I751*#0I%5`T*, "XU (\$<-"COR, RXP.2`V-C@N.3<@
M;0T*-#`P+C4S (#8V."XY-R!L#0HT, #`N-3, @-C8X+CDW (&T-"COP, "XU, R`V
M-C@N-#D@; `T*4PT*, "I!#0HT, #`N-3, @-C8X+C0Y (&T-"COR, RXP.2`V-C@N
M-#D@; `T*-# (S+C`Y (#8V."XT.2!M#0HT, C, N, #D@-C8X+CDW (&P-"E, -"C`N
M-2!`#0HU, #`N, 3, @-C8X+CDW (&T-"COW-RXU-R`V-C@N.3<@; `T*-#<W+C4W
M (#8V."XY-R!M#0HT-S<N-3<@-C8X+C0Y (&P-"E, -"C`@1PT*-#<W+C4W (#8V
M."XT.2!M#0HU, #`N, 3, @-C8X+C0Y (&P-"C4P, "XQ, R`V-C@N-#D@;0T*-3`P
M+C\$S (#8V."XY-R!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@.34N-S, @
M-C4W+C0U (%1M#0I; *\$YE="I;G1E<F5S="I;F-O;64I+3 (R-#`Y+C8H, RPV
M, CDI+34S.3, N-R@S+#, W."E=5\$H-"E0J#0I; *%R;W9I<VEO;B!F;W (@; &]A
M;B!L;W-S97, I+3 (Q-C0R+CDH, SDI+38V-#, N-B@T.2E=5\$H-"D54#0HP+C4@
M1PT*-#(S+C`Y (#8T, 2XS-R!M#0HT, #`N-3, @-C0Q+C, W (&P-"COP, "XU, R`V
M-#`N, S<@;0T*-#`P+C4S (#8T, "XX.2!L#0I3#0HP (\$<-"COP, "XU, R`V-#`N
M.#D@;0T*-#(S+C`Y (#8T, "XX.2!L#0HT, C, N, #D@-COP+C@Y (&T-"COR, RXP
M.2`V-#`N, S<@; `T*4PT*, "XU (\$<-"C4P, "XQ, R`V-#`N, S<@;0T*-#<W+C4W
M (#8T, 2XS-R!L#0HT-S<N-3<@-C0Q+C, W (&T-"COW-RXU-R`V-#`N.#D@; `T*
M4PT*, "I!#0HT-S<N-3<@-COP+C@Y (&T-"C4P, "XQ, R`V-#`N.#D@; `T*-3`P
M+C\$S (#8T, "XX.2!M#0HU, #`N, 3, @-C0Q+C, W (&P-"E, -"D)4#0HQ, "XP-SD@
M, "P (#\$P+C`W.2`Y-2XW, R`V, CDN.#4@5&T-"ELH3F5T (&EN=&5R97-T (&EN
M8V]M92!A9G1E<B!P<F]V:7-I;VX@9F]R (&QO86X@; &]S<V5S*2TQ, # (W, RXX
M*#, L-3DP*2TU, SDS+C<H, RPS, CDI751*#0I%5`T*, "XU (\$<-"COR, RXP.2`V
M, C8N, #S@;0T*-#`P+C4S (#8R-BXP, 2!L#0HT, #`N-3, @-C (V+C`Q (&T-"COP
M, "XU, R`V, C4N-3, @; `T*4PT*, "I!#0HT, #`N-3, @-C (U+C4S (&T-"COR, RXP
M.2`V, C4N-3, @; `T*-#(S+C`Y (#8R-2XU, R!M#0HT, C, N, #D@-C (V+C`Q (&P-
M"E, -"C`N-2!`#0HU, #`N, 3, @-C (V+C`Q (&T-"COW-RXU-R`V, C8N, #S@; `T*
M-#<W+C4W (#8R-BXP, 2!M#0HT-S<N-3<@-C (U+C4S (&P-"E, -"C`@1PT*-#<W
M+C4W (#8R-2XU, R!M#0HU, #`N, 3, @-C (U+C4S (&P-"C4P, "XQ, R`V, C4N-3, @
M;0T*-3`P+C\$S (#8R-BXP, 2!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@
M.34N-S, @-C\$T+C0Y (%1M#0HH3F]N:6YT97)E<W0@:6YC;VUE.BE4:2XR
M, S@R ("TQ+C (Q-#0@5\$0-"ELH1F5E<R!A;F0@<V5R=FEC92!C:&%R9V5S*2TQ
M.3@U, BXV*#, U-RDM-C\$T, RXW*# (R, "E=5\$H-"E0J#0I; *%1R=7-T (&]P97)A
M=&EO;G, I+3 (S-S, X+C, H.34I+38V-#, N-B@X."E=5\$H-"E0J#0I; *\$=A:6XO
M7"AL;W-S7"DE;VX@<V%L92!O9B!L;V%N<RP@;F5T*2TQ-S<V-RXV*%PH-%PI
M*2TV, S\$P+C4H, BDP*#\$I751*#0I4*#T*#A:6X@;VX@<V%L92!O9B!S96-U
M<FET:65S+"!N970I5&H-"B] &-2`Q (&1F#OHS, "XR-COX (#`@5\$0-"C<N, 30S
M-B!48PT**PR, C<Y*51J#0I%5`T*, "XU (\$<-"COR, RXP.2`U-C\$N-CD@;0T*
M-#`P+C4S (#4V, 2XV.2!L#0HT, #`N-3, @-38Q+C8Y (&T-"COP, "XU, R`U-C\$N
M, C\$@; `T*4PT*, "I!#0HT, #`N-3, @-38Q+C (Q (&T-"COR, RXP.2`U-C\$N, C\$@
M; `T*-#(S+C`Y (#4V, 2XR, 2!M#0HT, C, N, #D@-38Q+C8Y (&P-"E, -"C`N-2!`
M#0HU, #`N, 3, @-38Q+C8Y (&T-"COW-RXU-R`U-C\$N-CD@; `T*-#<W+C4W (#4V
M, 2XV.2!M#0HT-S<N-3<@-38Q+C (Q (&P-"E, -"C`@1PT*-#<W+C4W (#4V, 2XR
M, 2!M#0HU, #`N, 3, @-38Q+C (Q (&P-"C4P, "XQ, R`U-C\$N, C\$@;0T*-3`P+C\$S
M (#4V, 2XV.2!L#0I3#0I"5`T*, 3`N, #<Y (#`@, "Q, "XP-SD@, 3, S+C\$W (#4U
M, "XQ-R!4;0T*; "I48PT*6RA4;W1A; "I;G1E<F5S="I;F-O;64I+3\$W
M, CDP+C (H-#OX*2TV, 30S+C<H, S, X*5U42@T*150-"C`N-2!`#0HT, C, N, #D@
M-30V+C, S (&T-"COP, "XU, R`U-#8N, S, @; `T*-#`P+C4S (#4T-BXS, R!M#0HT
M, #`N-3, @-30U+C@U (&P-"E, -"C`@1PT*-#`P+C4S (#4T-2XX-2!M#0HT, C, N
M, #D@-30U+C@U (&P-"COR, RXP.2`U-#4N.#4@;0T*-#(S+C`Y (#4T-BXS, R!L
M#0I3#0HP+C4@1PT*-3`P+C\$S (#4T-BXS, R!M#0HT-S<N-3<@-30V+C, S (&P-
M"COW-RXU-R`U-#8N, S, @;0T*-#<W+C4W (#4T-2XX-2!L#0I3#0HP (\$<-"COW
M-RXU-R`U-#4N.#4@;0T*-3`P+C\$S (#4T-2XX-2!L#0HU, #`N, 3, @-30U+C@U
M (&T-"C4P, "XQ, R`U-#8N, S, @; `T*4PT*0E0-"C\$P+C`W.2`P (#`@, 3`N, #<Y
M (#DU+C<S (#4S-"XX, 2!4;0T**\$YO;FEN=&5R97-T (&X<&5N<V4Z*51J#0HQ
M+C (S.# (@+3\$N, C\$T-"!41`T*6RA#;VUP96YS871I;VX@86YD (&)E;F5F:71S
M*2TQ.#\$Q-2XW*#S, C8W*2TU, SDS+C<H, 2PP.#8I751*#0I4*#T*6RA/8V-U
M<&%N8WD@86YD (&5Q=6EP;65N="DM, 3DQ, #N-R@S.30I+38Q-#, N-R@S.3 (I

M751*#0I4*#T*6RA\$871A('!R;V-E<W-I;F<I+3(S,S4P+C,H,30Q*2TV,30S
M+<C<H,3(P*5U42@T*5"H-"ELH1F5D97)A;"!I;G-U<F#N8V4@<'E;6EU;2DM
M,3DS,C,N-R@Q-BDM-C8T,RXV*#0R*5U42@T*5"H-"ELH36%R:V5T:6YG*2TR
M-C`Y.2XQ*#8T*2TV-C0S+C8H-#DI751*#0I4*#T*6RA/=AE<BDM,C<T.#<N
M.2@T-C<I+38Q,#,N-R@S.#@I751*#0I%5`T*,"XU(\$<-"COR,RXP.2`T-3<N
M-3,@;0T*#`P+C4S(#0U-RXU,R!L#0HT,#`N-3,@-#4W+C4S(&T-"COP,"XU
M,R`T-3<N,#4@;`T*4PT*,"!`#0HT,#`N-3,@-#4W+C`U(&T-"COR,RXP.2`T
M-3<N,#4@;`T*#(S+C`Y(#0U-RXP-2!M#0HT,C,N,#D@-#4W+C4S(&P-"E,-
M"C`N-2!`#0HU,#`N,3,@-#4W+C4S(&T-"COW-RXU-R`T-3<N-3,@;`T*#<W
M+C4W(#0U-RXU,R!M#0HT-S<N-3<@-#4W+C`U(&P-"E,-"C`@1PT*#<W+C4W
M(#0U-RXP-2!M#0HU,#`N,3,@-#4W+C`U(&P-"C4P,"XQ,R`T-3<N,#4@;0T*
M-3`P+C\$S(#0U-RXU,R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@,3,S
M+C\$W(#0T-BXP,2!4;0T*6RA4;W1A;"!N;VYI;G1E<F5S="!E>`!E;G-E*2TQ
M-C(U,2XR*#(L,SOY*2TU,SDS+C<H,BPP-S<I751*#0I%5`T*,"XU(\$<-"COR
M,RXP.2`T-#(N,3<@;0T*#`P+C4S(#0T,BXQ-R!L#0HT,#`N-3,@-#0R+C\$W
M(&T-"COP,"XU,R`T-#S\$N-CD@;`T*4PT*,"!`#0HT,#`N-3,@-#0Q+C8Y(&T-
M"COR,RXP.2`T-#S\$N-CD@;`T*#(S+C`Y(#0T,2XV.2!M#0HT,C,N,#D@-#0R
M+C\$W(&P-"E,-"C`N-2!`#0HU,#`N,3,@-#0R+C\$W(&T-"COW-RXU-R`T-#(N
M,3<@;`T*#<W+C4W(#0T,BXQ-R!M#0HT-S<N-3<@-#0Q+C8Y(&P-"E,-"C`@
M1PT*#<W+C4W(#0T,2XV.2!M#0HU,#`N,3,@-#0Q+C8Y(&P-"C4P,"XQ,R`T
M-#S\$N-CD@;0T*#-3`P+C\$S(#0T,BXQ-R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q
M,"XP-SD@.34N-S,@-#P+C8U(%1M#0I;*S\$EN8V]M92!B9690<F4@:6YC;VUE
M('!A>`!E>`!E;G-E<RDM,34Y,3,N,B@Q+#8X.2DM-3,Y,RXW*#\$L-3DP*5U4
M2@T*5"H-"ELH26YC;VUE('!A>`!E>`!E;G-E<RDM,C(V-S(N-R@V-3,I+38Q
M-#N-R@V,S,I751*#0I%5`T*,"XU(\$<-"COR,RXP.2`T,30N-3<@;0T*#<P
M+C4S(#0Q-"XU-R!L#0HT,#`N-3,@-#S\$T+C4W(&T-"COP,"XU,R`T,30N,#D@
M;`T*4PT*,"!`#0HT,#`N-3,@-#S\$T+C`Y(&T-"COR,RXP.2`T,30N,#D@;`T*
M-#(S+C`Y(#0Q-"XP.2!M#0HT,C,N,#D@-#S\$T+C4W(&P-"E,-"C`N-2!`#0HU
M,#`N,3,@-#S\$T+C4W(&T-"COW-RXU-R`T,30N-3<@;`T*#<W+C4W(#0Q-"XU
M-R!M#0HT-S<N-3<@-#S\$T+C`Y(&P-"E,-"C`@1PT*#<W+C4W(#0Q-"XP.2!M
M#0HU,#`N,3,@-#S\$T+C`Y(&P-"C4P,"XQ,R`T,30N,#D@;0T*#-3`P+C\$S(#0Q
M-"XU-R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@.34N-S,@-#S+C`U
M(%1M#0I;*S\$E="!I;F-O;64I+3(U,3`S+C,H)#\$L,#,V*2TT.#DS+C<H)"DM
M-S8R*#DU-RE=5\$H-"D54#0HP+C4@9PT*#`P+C4S(#,Y.2XR,2`R,BXU-B`M,BXX."
M,BXX."!R90T*9@T*#<W+C4W(#,Y.2XR,2`R,BXU-B`M,BXX."!R90T*9@T*
MOE0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#DU+C<S(#,X-2XR.2!4;0T*,"!G#0HH
M16%R;FEN9W,@<&5R(&-O;6UO;B!S:&%R93HI5&H-"C\$N,C,X,B`M,2XR,30T
M(%1\$#0I;*S)A<VEC*2TR-C(X,"XY*`0I+34P,"XQ*#`N,S@I+30X.3,N-B@D
M*2TU,#`N,2@P+C,U*5U42@T*5"H-"ELH1&EL=71E9"DM,C4U,#(N.2@D*2TU
M,#`N,2@P+C,X*2TT.#DS+C8H)"DM-3`P+C\$H,"XS-"E=5\$H-"BTQ+C(S.#(E
M+3\$N,C\$T-"!41`T*6RA\$;79I9&5N9`,`@9&5C;&%R960@<&5R(&-O;6UO;B!S
M:&%R92DM,30S-3<N,R@D*2TU,#`N,2@P+C(T*2TT.#DS+C8H)"DM-3`P+C\$H
M,"XR,2E=5\$H-"B)&B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@,S(Q+C0U(%1M
M#0HH4V5E(&%C8V]M<&%N>6EN9R!N;W1E<R!T;R!C;VYS;VQI9&%T960@9FEN
M86YC:6%L('!-T871E;65N='N("E4:@T*,C,N,3(@+3(N,R!41`T**#(@*51J
M#0I%5`T*96YD<W1R96%M#0IE;F108FH-"C(Q(#`@;V)J#0H\`T*+U!R;V-3
M970@6R]01\$8@+U1E>`0@70T*+T9O;G0@/#P-"B]&B`T(#`@4@T*+T8S(#4@
M,"!2#0H01C4@,3(@,"!2#0H\`T*+T5X=\$=3=&%T92`\`T*+T=3,2`W(#`@
M4@T*/CX-"CX^#0IE;F108FH-"C(S(#`@;V)J#0H\`T*+TQE;F=T:"`S,C,T
M#0H\`T*+W1R96%M#0I`5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y
M-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**`@("`@`@
M("`@("`@("`@("E4:@T*+T8S(#\$@5&8-"C\$W+C(V("TR+C,V(%1\$#0HH3F]R
M=&A797-T(\$EN9&EA;F\$@0F#N8V]R<"E4:@T*+T8T(#\$@5&8-"BTV+CDR("TQ
M+C(R(%1\$#0HH0V]N<V!L:61A=&5D(%-T871E;65N=',@;V8@0VA. F=E<R!I
M;B!3=&]C:VAO;&1E<G-<C(R(\$5Q=6ET>2E4:@T*,3`N-3(@+3\$N,C(@5\$0-
M"BA<*`5N875D:71E9%PI*51J#0H01C(@,2!49@T*+3\$U+C`R("TQ+C\$V(%1\$
M#0HP+C<Y(%1C#0I;*`@("DM,C`Q-#`H("DV-#`H("DQ-#`H("DM,3(X,"@
M*2TS,C`H("DM,3(R,"@@*3\$T,"@@*2TQ,C@P*`I751*#0H01C,@,2!49@T*
M,3`N,#<Y(#`@,"`Q,"XP-SD@-#`R+C(Q(#@W-RXP-2!4;0T*,"!48PT**1H
M<F5E(\$UO;G1H<R!%;F1E9"E4:@T*+3,P+C0P-S<@+3\$N,C,X,B!41`T*6RA<
M*\$10;&QA<G,@:6X@=&AO=7-A;F1S+"!E>&-E<'0@<&5R('!-H87)E(&1A=&%<
M*2DM,3,V-3DN.2A-87)C:"`S,2PI751*#0I%5`T*,"XU(\$<-"C`@2B`P(&H@
M,"XR-"!W(#\$P(\$T@6UTP(&0-"C\$@:2`-"C4Q-BXT-2`X-C`N,C4@;0T*,S<Y
M+C8U(#@V,"XR-2!L#0HS-SDN-C4@.#8P+C(U(&T-"C,W.2XV-2`X-3DN-S<@
M;`T*4PT*,"!`#0HS-SDN-C4@.#4Y+C<W(&T-"C4Q-BXT-2`X-3DN-S<@;`T*
M-3\$V+C0U(#@U.2XW-R!M#0HU,38N-#4@.#8P+C(U(&P-"E,-"D)4#0HQ,"XP
M-SD@,"`P(#\$P+C`W.2`S.38N.3,@.#0X+C`Q(%1M#0I;*#(P,#`I+38Q-#N
M."@Q.3DY*5U42@T*150-"C`N-2!`#0HT,S0N,S<@.#0S+C8Y(&T-"C,W.2XV
M-2`X-#N-CD@;`T*,S<Y+C8U(#@T,RXV.2!M#0HS-SDN-C4@.#0S+C(Q(&P-
M"E,-"C`@1PT*,S<Y+C8U(#@T,RR,2!M#0HT,S0N,S<@.#0S+C(Q(&P-"C0S
M-"XS-R`X-#N,C\$@;0T*#`T+C,W(#@T,RXV.2!L#0I3#0HP+C4@1PT*#-3\$V
M+C0U(#@T,RXV.2!M#0HT-C\$N-S,@.#0S+C8Y(&P-"COV,2XW,R`X-#N-CD@
M;0T*#-8Q+C<S(#@T,RR,2!L#0I3#0HP(\$<-"COV,2XW,R`X-#N,C\$@;0T*
M-3\$V+C0U(#@T,RR,2!L#0HU,38N-#4@.#0S+C(Q(&T-"C4Q-BXT-2`X-#N,
M-CD@;`T*4PT*0E0-"B]&B`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`Y-2XW
M,R`X,S(N,3<@5&T-"ELH0F#L86YC92!A="!B96=I;FYI;F<@;V8@<&5R:6]D
M*2TQ-COQ,"XY*`0S,BPT-S\$I+30X.3,N."@D,S\$S,S\$V*5U42@T*,"`M,2XR
M,30T(%1\$#0HH0V]M<`)E:&5N<VEV92!I;F-O;64Z*51J#0HQ+C(S.#(E+3\$N
M,C\$T-"!41`T*6RA.970@:6YC;VUE*2TR,S@V-2XQ*#\$L,#,V*2TV-C4U+C@H
M.34W*5U42@T*5"H-"BA.970@=6YR96%L:7IE9"!G86EN+UPH;&]S<UPI(&]N
M('!-E8W5R:71I97,@879A:6QA8FQE+690<BUS86QE+"!N970@;V8@*51J#0HP
M("TQ+C\$Q.3\$@5\$0-"C`N,#`P,2!48PT*+3`N,#`P,2!4=PT*6RAT87@969F
M96-T<RDM,COW.30N-BA<*#S\$R,UPI*2TV-#<W+C\$H7"@Y-5PI*5U42@T*150-
M"C`N-2!`#0HT,3@N,#4@-S@P+C,S(&T-"C,Y,"XT-2`W.#`N,S,@;`T*,SDP
M+C0U(#<X,"XS,R!M#0HS.3`N-#4@-S<Y+C@U(&P-"E,-"C`@1PT*,SDP+C0U

M+3\$V,C@W+C<H,C(T*2TV,S@Q+C@H,C,R*5U42@T*5"H-ELH06UO<G1I>F%T
M:6]N(&]F(&UO<G1G86=E('E<G9I8VEN9R!R:6=H=',I+3\$Y,C@T+C8H,RDM
M-S,X,2XW*#(I751*#0I4*#T*6RA!;6]R=&EZ871I;VX@;V8@:6YV97-T;65N
M="!I;B!R96%L(&5S=&%T92!L:6UI=&5D('!A<G1N97)S:&EF<RDM,3\$P.3\$N
M,R@Q,2DM-S,X,2XX*#,I751*#0I4*#T*6RA.970@9V%I;G,@;VX@<V5C=7)I
M=&EE<RDM,C8U.#EN.2A<,C(W*2TW,*OX+C0H7"@I,"@Y7"DI751*#0I4*#T*
M6RA.970@7"AG86EN<UPI+VQO<W-E<R!O;B!S86QE(&]F(&QO86YS*2TR,C4S
M-"XS*#0I+38U-#EN,RA<*#(R7"DI751*#0I4*#T*6RA0<F]V:7-I;VX@9F]R
M(&QO86X@;&]S<V5S*2TR-3@P.2XY*#,Y*2TV.#@Q+C<H-#DI751*#0I4*#T*
M*\$YE="!C:&%N9V4@:6XZ*51J#0HP+C4R,SD@+3\$N,C\$T-"!41`T*6RA);G1E
M<F5S="!R96-E:79A8FQE*2TR-S<X."XX*#\$Y*2TV.#@Q+C<H,3\$I751*#0I4
M*#T*6RA/=&AE<B!A<W-E='I+3(Y-S@V+C8H,S0T*2TV,S@Q+C@H,3\$T*5U4
M2@T*5"H-ELH06-C<G5E9"!E>!E;G-E<R!A;F0@;W!H97(@;&EA8FEL:71I
M97,I+3\$Y,#DU+C\$H7"@T-#%<*2DM-C(Q-2XR*%PH,C1<*2E=5\$H-"D54#0HP
M+C4@1PT*-#0W+C,S(#8T,BXU-R!M#0HT,38N,S<@-COR+C4W(&P-"C0Q-BXS
M-R`V-#(N-3<@;0T*-#\$V+C,W(#8T,BXP.2!L#0I3#0HP(\$<-"C0Q-BXS-R`V
M-#(N,#D@;0T*-#0W+C,S(#8T,BXP.2!L#0HT-#<N,S,@-COR+C`Y(&T-"C0T
M-RXS,R`V-#(N-3<@;`T*4PT*,"XU(\$<-"C4R-BXW-R`V-#(N-3<@;0T*-#DU
M+C@Q(#8T,BXU-R!L#0HT.34N.#\$@-COR+C4W(&T-"COY-2XX,2`V-#(N,#D@
M;`T*4PT*,"!`#0HT.34N.#\$@-COR+C`Y(&T-"C4R-BXW-R`V-#(N,#D@;`T*
M-3(V+C<W(#8T,BXP.2!M#0HU,C8N-S<@-COR+C4W(&P-"E,-"D)4#0HQ,"XP
M-SD@,"`P(#\$P+C`W.2`X,RXR-2`V,S\$N,#4@5&T-"ELH5@]T86P@861J=7-T
M;65N='I+3(W-3`W+C@H,C`S*2TV,S@Q+C@H.#4X*5U42@T*150-"C`N-2!`
M#0HT-#<N,S,@-C(W+C(Q(&T-"C0Q-BXS-R`V,C<N,C\$@;`T*-\$V+C,W(#8R
M-RXR,2!M#0HT,38N,S<@-C(V+C<S(&P-"E,-"C`@1PT*-#\$V+C,W(#8R-BX
M,R!M#0HT-#<N,S,@-C(V+C<S(&P-"C0T-RXS,R`V,C8N-S,@;0T*-#0W+C,S
M(#8R-RXR,2!L#0I3#0HP+C4@1PT*-3(V+C<W(#8R-RXR,2!M#0HT.34N.#\$@
M-C(W+C(Q(&P-"COY-2XX,2`V,C<N,C\$@;0T*-#DU+C@Q(#8R-BXW,R!L#0I3
M#0HP(\$<-"COY-2XX,2`V,C8N-S,@;0T*-3(V+C<W(#8R-BXW,R!L#0HU,C8N
M-S<@-C(V+C<S(&T-"C4R-BXW-R`V,C<N,C\$@;`T*4PT*0E0-"C\$P+C`W.2`P
M(#`@,3`N,#<Y(#@S+C(U(#8Q-2XV.2!4;0T*6RA.970@8V%S:"!F<F]M(&]P
M97)A=&EN9R!A8W!I=FET:65S*2TR,#,S,BXT*#\$L,C,Y*2TU-C,Q+CDH,2PX
M,34I751*#0I5`T*,"XU(\$<-"C0T-RXS,R`V,3\$N.#4@;0T*-#\$V+C,W(#8Q
M,2XX-2!L#0HT,38N,S<@-C\$Q+C@U(&T-"C0Q-BXS-R`V,3\$N,S<@;`T*4PT*
M,"!`#0HT,38N,S<@-C\$Q+C,W(&T-"C0T-RXS,R`V,3\$N,S<@;`T*-\$0W+C,S
M(#8Q,2XS-R!M#0HT-#<N,S,@-C\$Q+C@U(&P-"E,-"C`N-2!`#0HU,C8N-S<@
M-C\$Q+C@U(&T-"COY-2XX,2`V,3\$N.#4@;`T*-\$DU+C@Q(#8Q,2XX-2!M#0HT
M.34N.#\$@-C\$Q+C,W(&P-"E,-"C`@1PT*-#DU+C@Q(#8Q,2XS-R!M#0HU,C8N
M-S<@-C\$Q+C,W(&P-"C4R-BXW-R`V,3\$N,S<@;0T*-3(V+C<W(#8Q,2XX-2!L
M#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@<C<N-C4@-C`P+C,S(%1M#0HM
M,"XP,#`Q(%1C#0HP+C`P,#\$@5`<-"BA#05-((\$9,3U=3(\$923TT@24Y615-4
M24Y'(\$%5\$E6251)15,Z*51J#0HP+C4@+3\$N,C\$T-"!41`T*,"!48PT*,"!4
M=PT*6RA0<F]C965D<R!F<F]M(&UA='5R:71I97,@;V8@<V5C=7)I=&EE<R!A
M=F%I;&%B;&4M9F]R+7-A;&4I+3\$R-3(R+CDH,2PU,#4I+34V,S\$N.2@Q+#8V
M,"E=5\$H-"E0J#0I;*\$!U<F-H87-E(&]F('E8W5R:71I97,@879A:6QA8FQE
M+690<BUS86QE*2TR,#(R."XS*#PR,C<I+34R.#8N,RA<*#,L.3DR*2TQ,BXW
M*#PI*5U42@T*5"H-ELH4')O8V5E9',@9G)O;2!M871U<FET:65S(&]F('E
M8W5R:71I97,@:&5L9"UT;RUM871U<FET>2DM,30R,C8N.2A<,C(W*2TU-C\$Y
M+C<H,BPU,#`I751*#0I4*#T*6RA0=7)C:&%S92!O9B!S96-U<FET:65S(&AE
M;&0M=&M;6%T=7)I='DI+3(P-C<P+C,H7#(R-RDM-3(X-BXS*%PH,2PT.3<I
M+3\$R+C<H7"DI751*#0I4*#T*6RA0<FEN8VEP86P@8V]L;&5C=&5D(&]N(&UO
M<G1G86=E+6)A8VME9"!S96-U<FET:65S*2TQ-C(U-2XW*#8Q*2TV.#@Q+C<H
M.3(I751*#0I4*#T*6RA;V%N('!A<G1I8VEP871I;VYS('!U<F-H87-E9"DM
M,C0Q-#(H7#(R-RDM-C`T."XS*#PH,S`P7"DI751*#0I4*#T*6RA.970@8VA
M;F=E(&EN(&QO86YS(')E8V5I=F%B;&4I+3(Q.#(U+C8H7"@Q,"PS-38I+3\$R
M+C@H7"DI+30T-3,N,BA<*#\$Q+#\$W,2DM,3(N."A<*2E=5\$H-"E0J#0I;*\$!U
M<F-H87-E(&]F('!R96UI<V5S(&%N9"!E<75I<&UE;GOL(&YE="DM,3@Y-S8H
M7"R,CA<*2DM-3Q-2XR*%PH,38P7"DI751*#0I5`T*,"XU(\$<-"C0T-RXS
M,R`T.3@N-3<@;0T*-#\$V+C,W(#0Y."XU-R!L#0HT,38N,S<@-#DX+C4W(&T-
M"C0Q-BXS-R`T.3@N,#D@;`T*4PT*,"!`#0HT,38N,S<@-#DX+C`Y(&T-"C0T
M-RXS,R`T.3@N,#D@;`T*-\$0W+C,S(#0Y."XP.2!M#0HT-#<N,S,@-#DX+C4W
M(&P-"E,-"C`N-2!`#0HU,C8N-S<@-#DX+C4W(&T-"COY-2XX,2`T.3@N-3<@
M;`T*-\$DU+C@Q(#0Y."XU-R!M#0HT.34N.#\$@-#DX+C`Y(&P-"E,-"C`@1PT*
M-#DU+C@Q(#0Y."XP.2!M#0HU,C8N-S<@-#DX+C`Y(&P-"C4R-BXW-R`T.3@N
M,#D@;0T*-3(V+C<W(#0Y."XU-R!L#0I3#0I`5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@<S<N.3<@-#W+C`U(%1M#0I;*\$YE="!C87-H(&9R;VT@:6YV97-T:6YG
M(&%C=&EV:71I97,I+3(P-C,R+CDH7"@Y+#`Q."DM,3(N-RA<*2DM-#0U,RXR
M*#PH,3(L.#8X*2TQ,BXX*#PI*5U42@T*150-"C`N-2!`#0HT-#<N,S,@-#@S
M+C(Q(&T-"C0Q-BXS-R`T.#,N,C\$@;`T*-\$V+C,W(#OX,RXR,2!M#0HT,38N
M,S<@-#@R+C<S(&P-"E,-"C`@1PT*-#\$V+C,W(#OX,BXW,R!M#0HT-#<N,S,@
M-#@R+C<S(&P-"C0T-RXS,R`T.#(N-S,@;0T*-#0W+C,S(#OX,RXR,2!L#0I3
M#0HP+C4@1PT*-3(V+C<W(#OX,RXR,2!M#0HT.34N.#\$@-#@S+C(Q(&P-"COY
M-2XX,2`T.#,N,C\$@;0T*-#DU+C@Q(#OX,BXW,R!L#0I3#0HP(\$<-"COY-2XX
M,2`T.#(N-S,@;0T*-3(V+C<W(#OX,BXW,R!L#0HU,C8N-S<@-#@R+C<S(&T-
M"C4R-BXW-R`T.#,N,C\$@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#8W
M+C8U(#0W,2XV.2!4;0T*+3`N,#`P,2!48PT*,"XP,#`Q(%1W#0HH0T%32"!&
M3\$]74R!&4D]-(\$9)3D%.0TE.1R!OU1)5DE42453.BE4:@T*,"XU("TQ+C(Q
M-#0@5\$0-"C`@5&,-"C`@5'<-"ELHOVAA;F=E(&EN(&1E<&]S:71S*2TR-S,R
M,2XV*#<L.#4S*2TU-C,Q+CDH,2PP,S4I751*#0I4*#T*6RA0<F]C965D<R!F
M<F]M(\$9(3\$(@861V86YC97,I+3(R-#`X*#,L,#`P*2TV.#DS+CDH7#(R-RE=
M5\$H-"E0J#0I;*\$!E<&%Y;65N="!O9B!&2\$Q"(&%D=F%N8V5S*2TR,C(T,"XV
M*#PH-BPP,#`I+3\$R+C<H7"DI+38U-#@N-BA<,C(W*5U42@T*5"H-ELHOVAA
M;F=E(&EN(&]T:&5R(&)O<G)O=V5D(&9U;F1S*2TR,3DY,2@T+#DS-BDM-C,Y
M,RXX*4U-RE=5\$H-"E0J#0I;*\$!R;V-E961S(&9R;VT@:7-S=6%N8V4@;V8@
M8V]M;6]N('T;V-K*2TQ.34U.2XT*#0V*2TV.#@Q+C<H,3<I751*#0I4*#T*

M, "XP, # `Q (%1C#0HM, "XP, # `Q (%1W#0I; *\$1I=FED96YD<R!P86ED*2TR.3 (W
M-RXY*%PH-C4S7"DI+34W, 34N, 2A<*#4X, 5PI*5U42@T*5"H-"C`@5&, -"C`@
M5'<-"ELH5') E87-U<GD@<W108VL@<'5R8VAA<V5D*2TR-3\$T, BXT*%PH-3DT
M7"DI+38U-#@N-BA-C, (W*5U42@T*150-"C`N-2!'#0HT-#<N, S, @, S@R+C\$W
M (&T-"C0Q-BXS-R`S. # (N, 3<@; `T*~#S\$V+C, W (#, X, BXQ-R!M#0HT, 38N, S<@
M, S@Q+C8Y (&P-"E, -"C`@1PT*~#S\$V+C, W (#, X, 2XV. 2!M#0HT-#<N, S, @, S@
M+C8Y (&P-"C0T-RXS, R`S. #S\$N-CD@; 0T*~#0W+C, S (#, X, BXQ-R!L#0I3#0HP
M+C4@1PT*~3 (V+C<W (#, X, BXQ-R!M#0HT. 34N. #S@, S@R+C\$W (&P-"C0Y-2XX
M, 2`S. # (N, 3<@; 0T*~#DU+C@Q (#, X, 2XV. 2!L#0I3#0HP (\$<-"C0Y-2XX, 2`S
M. #S\$N-CD@; 0T*~3 (V+C<W (#, X, 2XV. 2!L#0HU, C8N-S<@, S@Q+C8Y (&T-"C4R
M-BXW-R`S. # (N, 3<@; `T*4PT*0E0-"C\$P+C`W. 2`P (#`@, 3`N, #<Y (#<W+CDW
M (#, W, "XV-2!4; 0T*6RA. 970@8V\$S: "!F<F]M (&9I; F\$N8VEN9R!A8W1I=FET
M: 65S*2TR, #@U-BXR*#@L-3@X*2TU-C, Q+CDH, 2PP, C@I751*#0I%5`T*, "XU
M (\$<-"C0T-RXS, R`S-C8N. #S@; 0T*~#S\$V+C, W (#, V-BXX, 2!L#0HT, 38N, S<@
M, S8V+C@Q (&T-"C0Q-BXS-R`S-C8N, S, @; `T*4PT*, "!#0HT, 38N, S<@, S8V
M+C, S (&T-"C0T-RXS, R`S-C8N, S, @; `T*~#0W+C, S (#, V-BXS, R!M#0HT-#<N
M, S, @, S8V+C@Q (&P-"E, -"C`N-2!#0HU, C8N-S<@, S8V+C@Q (&T-"C0Y-2XX
M, 2`S-C8N. #S@; `T*~#DU+C@Q (#, V-BXX, 2!M#0HT. 34N. #S@, S8V+C, S (&P-
M"E, -"C`@1PT*~#DU+C@Q (#, V-BXS, R!M#0HU, C8N-S<@, S8V+C, S (&P-"C4R
M-BXW-R`S-C8N, S, @; 0T*~3 (V+C<W (#, V-BXX, 2!L#0I3#0I"5`T*, 3`N, #<Y
M (#`@, " `Q, "XP-SD@<S<N. 3<@, S4U+C (Y (%1M#0I; *\$YE="!C: &%N9V4@: 6X@
M8V\$S: "!A; F0@8V\$S: "!E<75I=F\$L96YT<RDM, 3DP-CON-"@X, #DI+30W. #8N
M-"A<*#S\$P+#`R-2DM, 3 (N. "A<*2E=5\$H-"BTP+C4R, SD@+3\$N, C\$T-"!41`T*
M6RA#87-H (&%N9"!C87-H (&5Q=6EV86QE; G1S (&%T (&) E9VEN; FEN9R!09B!P
M97) I; VOI+3\$T-SDW+C8H, 30L-C, S*2TU, 3, Q+CDH, C<L, SOP*5U42@T*150-
M"C`N-2!#0HT-#<N, S, @, S, Y+C (Q (&T-"C0Q-BXS-R`S, SDN, C\$@; `T*~#S\$V
M+C, W (#, S. 2XR, 2!M#0HT, 38N, S<@, S, X+C<S (&P-"E, -"C`@1PT*~#S\$V+C, W
M (#, S. "XW, R!M#0HT-#<N, S, @, S, X+C<S (&P-"C0T-RXS, R`S, S@N-S, @; 0T*
M-#0W+C, S (#, S. 2XR, 2!L#0I3#0HP+C4@1PT*~3 (V+C<W (#, S. 2XR, 2!M#0HT
M. 34N. #S@, S, Y+C (Q (&P-"C0Y-2XX, 2`S, SDN, C\$@; 0T*~#DU+C@Q (#, S. "XW
M, R!L#0I3#0HP (\$<-"C0Y-2XX, 2`S, S@N-S, @; 0T*~3 (V+C<W (#, S. "XW, R!L
M#0HU, C8N-S<@, S, X+C<S (&T-"C4R-BXW-R`S, SDN, C\$@; `T*4PT*0E0-"C\$P
M+C`W. 2`P (#`@, 3`N, #<Y (#<R+C8Y (#, R-RXV. 2!4; 0T*6RA#87-H (&%N9"!C
M87-H (&5Q=6EV86QE; G1S (&%T (&5N9"!09B!P97) I; VOI+3\$V-3\$Y+CDH) "DM
M, S, S+C0H, 34L-#0R*2TT, CDX+C4H) "DM, S, S+C0H, 3<L, S\$U*5U42@T*150-
M"C`N-2!G#0HT, 38N, S<@, S (S+C@U (#, P+CDV ("TR+C@X (!) E#0IF#0I"5`T*, 3`N, #<Y (#`@, " `Q
M, "XP-SD@<C<N-C4@, S`Y+CDS (%1M#0HP (&<-"BTP+C`P, #S@5&, -"C`N, #`P
M, 2!4=PT**%-54%! , 14U%3E1!3"!#05- (\$9, 3U<@24Y&3U)-051) 3TXZ*51J
M#0HP+C4@+3\$N, C\$T-"!41`T*, "!48PT*, "!4=PT**%-A<V@<&%I9"!D=7) I
M; F<@=&AE (!E<FEO9"!F; W (Z*51J#0HP+C4R, SD@+3\$N, C\$T-"!41`T*6RA)
M; G1E<F5S="DM, S`P-S4N. "@D*2TX, S, N-2@R+#DY-BDM-# (Y. "XT*"0I+3@S
M, RXU*# (L-S@V*5U42@T*5"H-"ELH26YC; VUE ('1A>&5S*2TR-S<W, 2@D*2TQ
M-3DU+C0H, S4U*2TT, C@V+C0H) "DM, 34Y-2XT*#, W. "E=5\$H-"BTQ+C`R, SD@
M+3\$N, C\$T-"!41`T*+3`N, #`P, 2!48PT*, "XP, # `Q (%1W#0HH4U504\$Q%345.
M5\$%, (\$Y/3D-!4T@<24Y&3U)-051) 3TXZ*51J#0HP+C4@+3\$N, C\$T-"!41`T*
M, "!48PT*, "!4=PT*6RA4<F%N<V9E<G, @9G) O; 2!L; V%N<R!T; R!F; W) E8VQO
M<V5D (!) E86P@97-T871E*2TQ-34U, "@D*2TR, #DU+C4H. 2DP*#@I+30R. #8N
M, R@D*2TR, #DU+C4H7# (R-RE=5\$H-"B] &, B`Q (%1F#0HQ, B`P (#`@, 3 (@, C4N
M-C4@, C (Q+C8Q (%1M#0HH4V5E (&%C8V]M<&%N>6EN9R!N; W1E<R!T; R!C; VYS
M; VQI9&%T960@9FEN86YC: 6%L ('-T871E; 65N=' , N ("E4:@T*, C, N, 3 (@+3 (N
M, R!41`T**#0@*51J#0I%5`T*96YD<W1R96%M#0IE; F108FH-"C (W (#`@; V) J
M#0H/\`T*+U!R; V-3970@6R]01\$8@+U1E>!0@70T*+T9O; G0@/#P-"B] &, B`T
M (#`@4@T*+T8S (#4@, "#2#0H01C4@, 3 (@, "#2#0H^/@T*+T5X=\$=3=&%T92`\`
M/\`T*+T=3, 2`W (#`@4@T*/CX-"CX^#0IE; F108FH-"C (Y (#`@; V) J#0H/\`T*
M+TQE; F=T: "`T-C4Y#0H^/@T*W1R96%M#0I"5`T*+T8R (#S@5&8-"C\$R (#`@
M, " `Q, B`R-2XV-2`Y-C\$N, #4@5&T-"C`@9PT*+T=3, 2!G<PT*, "!48PT*, "!4
M=PT**`@ ("`@ ("`@ ("`@ ("`@ ("`@ ("E4:@T*+T8S (#S@5&8-"C\$T+C`V ("TR
M+C, V (%1\$#0HH3F]T97, @=&\@0V]N<V]L: 61A=&5D (\$9I; F%N8VEA; "!3=&%T
M96UE; G1S*51J#0H01C0@, 2!49@T*+3\$T+C`V ("TR+CO@5\$0-"BA. ; W1E (#S@
M7# (R-R!"87-I<R!09B!0<F5S96YT871I; VXi5&H-"B] &, B`Q (%1F#0HP ("TR
M+C, T (%1\$#0HH ("`@ ("`@5&AE (&-O; G-O; &ED871E9"!F: 6YA; F-I86P@<W1A
M=&5M96YT<R!I; F-L=61E ('1H92!A8V-O=6YT<R!09B!.; W) T: %=E<W0@26YD
M: 6%N82!"86YC; W) P (%PH=&AE (\$) A; F-O<G!<*2P@: 71S ("E4:@T*+T8U (#S@
M5&8-"C`@+3\$N, 3 (@5\$0-"BAW=&]L; 'DM; W=N960@<W5B<VED: 6%R>2P@4&50
M<&QE<R!"86YK (%-" (%PH=&AE (\$) A; FM<*2P@86YD ('1H92!"86YK# (R, G, @
M=VAO; &QY+6]W; F5D ('-U8G-I9&EA<GDL (%!E; W!L97, @4V5R=FEC92`I5&H-
M"E0J#0HH0V]R<&]R871I; VxN (%1H92!"86YC; W) P (&AA<R!N; R!O=&AE<B!B
M=7-I; F5S<R!A8W1I=FET>2!O=&AE<B!T: &%N (&) E: 6YG (&\$@: &]L9&EN9R!C
M; VUP86Y (&90<B!T: &4@0F%N: RX@5&AE ("E4:@T*5"H-"BA"86YC; W) P7# (R
M, G, @96%R; FEN9W, @87) E (&1E<&5N9&5N="!U<&]N ('1H92!E87)N: 6YG<R!O
M9B!T: &4@0F%N: RX@4&50<&QE<R!397) V: 6-E (\$-O<G!O<F%T: 6]N (&ES (&EN
M86-T: 79E+B!4: &4@*51J#0I4*@T**&%C8V]M<&%N>6EN9R!U; F%U9&ET96@
M8V]N<V]L: 61A=&5D (&9I; F%N8VEA; "!S=&%T96UE; G1S ('=E<F4@<) E<&%R
M960@: 6X@86-C; W) D86YC92!W: 71H (&EN<W1R=6-T: 6]N<R!F; W (@*51J#0I4
M*@T**\$90<FT@, 3`M42!A; F0L ('1H97) E9F]R92P@9&@; F]T (&EN8VQU9&4@
M86QL (&1I<V-L; W-U<F5S (') E<75I<F5D (&) Y (&=E; F5R86QL>2!A8V-E<`1E
M9"!A8V-O=6YT: 6YG (!R: 6YC: 7!L97, @9F]R ("E4:@T*5"H-"BAC; VUP; &5T
M92!P<F5S96YT871I; Vx@; V8@9FEN86YC: 6%L ('-T871E; 65N=' , N (\$EN ('1H
M92!O<&EN: 6]N (&]F (&UA; F%G96UE; G0L ('1H92!C; VYS; VQI9&%T960@9FEN
M86YC: 6%L ('-T871E; 65N=' , @*51J#0I4*@T**&-O; G1A: 6X@86QL (&D: G5S
M=&UE; G1S (%PH8V]N<VES=&EN9R!O; FQY (&]F (&YO<FUA; " !R96-U<G) I; F<@
M86-C<G5A; '-<*2!N96-E<W-A<GD@=&\@<') E<V5N="!F86ER; 'D@=&AE (&) A
M; &%N8V4@<VAE971S ("E4:@T*5"H-"BAO9B!T: &4@0F%N8V]R<"!A<R!09B!-
M87)C: "`S, 2P@, C`P, "!A; F0@1&5C96UB97 (@, S\$L (\$Y. 3DL (&%N9"!T: &4@

M<W1A=&5M96YT<R!O9B!I;F-O;64L(&-H86YG97,@:6X@*51J#0I4*@T**'-T
M;V-K:~]L9&5R<UPR,C(@97%U:71Y(&%N9"!C87-H(&9L;W=S(&9O<B!T:~&4@
M=&AR964@;6]N=&AS(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P(&%N9"`Q.3DY+B!4
M:~&4@:6YC;VUE(')E<&]R=&5D(&9O<B`I5&H-"E0J#0HH=&AE('1H<F5E(&UO
M);G1H('!E<FEO9"!E;F1E9"!-87)C:"`S,2P@,C`P,"!I<R!N;W0@;F5C97-S
M87)I;'D@:6YD:6-A=&EV92!O9B!T:~&4@<F5S=6QT<R!T;R!B92!E>`!E8W1E
M9"!F;W(@=&AE(&9U;&P@*51J#0I4*@T**'EE87(N("E4:@T*+T8T(#\$@5&8-
M"C`@+3(N,S8@5\$0-"BA.;W1E(#(@7#(R-R!5<V4@;V8@17-T:6UA=&5S*51J
M#0HO1C(@,2!49@T*,`M,BXS-"!41`T**`@("`@(%!R97!A<FEN9R!F:6YA
M;F-I86P@<W1A=&5M96YT<R!I;B!C;VYF;W)M:71Y('=I=&@9V5N97)A;&QY
M(&%C8V5P=&5D(&%C8V]U;G1I;F<@<'I;F-I<&QE<R!R97%U:7)E<R`I5&H-
M"C`@+3\$N,3(@5\$0-"BAM86YA9V5M96YT('1O(&UA:V4@97-T:6UA=&5S(&%N
M9"!A<W-U;7!T:6]N<R!T:&%T(&%F9F5C="!T:~&4@<F5P;W)T960@86UO=6YT
M<R!O9B!A<W-E="L(&QI86)I;&ET:65S(&%N9"!D:7-C;&]S=7)E("E4:@T*
M5"H-"BAO9B!C;VYT:6YG96YT(&%S<V5T<R!A;F0@;&EA8FEL:71E<R!A="!T
M:~&4@9&%T92!O9B!T:~&4@9FEN86YC:6%L('!-T871E;65N=",@86YD('1H92!R
M97!O<G1E9"!A;6]U;G1S(&]F(')E=F5N=64@86YD("E4:@T*5"H-"BAE>`!E
M;G-E<R!D=7)I;F<@=&AE(')E<&]R=&EN9R!P97)I;VOL(&%S('=E;&P@87,@
M=&AE(&1I<V-L;W-U<F5S('!R;W9I9&5D+B!!8W1U86P@<F5S=6QT<R!C;W5L
M9"!D:69F97(@9G)O;2!T:&]S92`I5&H-"E0J#0HH97-T:6UA=&5S+B!<KW1I
M;6%T97,@87-S;V-I871E9"!W:71H('1H92!A;&QO=V%N8V4@9F]R(&QO86X@
M;&]S<V5S+"!F86ER('9A;&]5E<R!O9B!F:6YA;F-I86P@:6YS=')U;65N=",@
M86YD('!-T871U<R!O9B`I5&H-"E0J#0HH8V]N=&EN9V5N8VEE<R!A<F4@<&%R
M=&EC=6QA<B!S=7-C97!T:6)L92!T;R!M871E<FEA;"!C:&%N9V4@:6X@=&AE
M(&YE87(@=&5R;2X@*51J#0HO1C0@,2!49@T*,`M,BXS-B!41`T**\$YO=&4@
M,R!<,C(W(\$-O;F-E;G1R871I;VYS(&]F(\$-R961I="!2:7-K*51J#0HO1C(@
M,2!49@T*,`M,BXS-"!41`T**`@("`@(%!H92!"86YC;W)P(&=R86YT<R!R
M97-I9&5N=&EA;"P@8V]M;65R8VEA;"!R96%L(&5S=&%T92P@8V]M;65R8VEA
M;"!B=7-I;F5S<R!A;F0@:6YS=&%L;&UE;G0@;&]A;G,@=&\@8W5S=&]M97)S
M("E4:@T*,`M,2XQ,B!41`T**&EN(&ET<R!P<FEM87)Y(&UA<FME="!A<F5A
M(&]F(\$QA:V4@0V]U;G1Y+"!I;B!N;W)T:'=E<W0@26YD:6%N82X@4W5B<W1A
M;G1I86QL>2!A;&P@;&]A;G,@87)E('!-E8W5R960@8GD@<W!E8VEF:6,@*51J
M#0I4*@T**&ET96US(&]F(&-O;&QA=&5R86P@:6YC;'5D:6YG(')E<VED96YC
M97,L(&)U<VEN97-S(&%S<V5T<R!A;F0@8V]N<W5M97(@87-S971S+B`I5&H-
M"B]@-`Q(%!F#0HP("TR+C,V(%!\$#0HH3F]T92`T(%PR,C<@4F5C;&%S<VEF
M:6-A=&EO;G,I5&H-"B]@,B`Q(%!F#0HP("TR+C,T(%!\$#0HH("`@("0V5R
M=&%I;B!A;6]U;G1S(')E<&]R=&5D(&EN('1H92!\$96-E;6)E<B`S,2P@,3DY
M.2!C;VYS;VQI9&%T960@9FEN86YC:6%L('!-T871E;65N=",@:&%V92!B965N
M(')E8VQA<W-I9FEE9"!T;R`I5&H-"C`@+3\$N,3(@5\$0-"BAC;VYF;W)M('1O
M('1H92!-87)C:"`S,2P@,C`P,"!P<F5S96YT871I;VXN("E4:@T*+T8T(#\$@
M5&8-"C`@+3(N,S8@5\$0-"BA.;W1E(#4@7#(R-R!#;VUM:71M96YT<R!A;F0@
MOV]N=&EN9V5N8VEE<RE4:@T*+T8R(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"`@
M("!4:&4@0F%N8V]R<"!I<R!A('!A<G1Y('1O(&9I;F%N8VEA;"!I;G-T<G5M
M96YT<R!I;B!T:~&4@;F]R;6%L(&-O=7)S92!O9B!B=7-I;F5S<R!T;R!M965T
M(&9I;F%N8VEN9R!N965D<R!O9B!I=",@*51J#0HP("TQ+C\$R(%!\$#0HH8W5S
M=&]M97)S(&%N9"!T;R!R961U8V4@:71S(&]W;B!E>`!O<W5R92!T;R!F;'5C
M='5A=&EN9R!I;G1E<F5S="!R871E<RX@5&AE<V4@9FEN86YC:6%L(&EN<W1R
M=6UE;G1S(&EN8VQU9&4@*51J#0I4*@T**&-O;6UI=&UE;G1S('1O(&UA:V4@
M;&]A;G,@86YD('!-T86YD8GD@;&5T=&5R<R!O9B!C<F5D:70N("E4:@T*,`M
M,BXS(%!\$#0HH("`@("017AP;W-U<F4@=&\@8W)E9&ET(&QO<W,@:6X@=&AE
M(&5V96YT(&]F(&YO;G!E<F9O<FUA;F-E(&)Y('1H92!O=&AE<B!P87)T>2!T
M;R!T:~&4@9FEN86YC:6%L(&EN<W1R=6UE;G0@9F]R("E4:@T*,`M,2XQ,B!4
M1`T**&-O;6UI=&UE;G1S('1O(&UA:V4@;&]A;G,@86YD('!-T86YD8GD@;&5T
M=&5R<R!O9B!C<F5D:70@:7,@<F5P<F5S96YT960@8GD@=&AE(&-O;G1R86-T
M=6%L(&%M;W5N="!O9B!T:~&]S92`I5&H-"E0J#0HH:6YS=')U;65N="N(%!H
M92!"86YC;W)P('5S97,@=&AE('!-A;64@8W)E9&ET('!O;&EC>2!T;R!M86ME
M('!-U8V@8V]M;6ET;65N=",@87,@:70@=7-E<R!F;W(@;VXM8F%L86YC92US
M:&5E="I5&H-"E0J#0HH:71E;7,N("E4:@T*,`M,BXS(%!\$#0HH("`@("0
M070@36%R8V@@,S\$L(#(P,#`@86YD(\$1E8V5M8F5R(#,Q+"`Q.3DY+"!C;VUM
M:71M96YT<R!T;R!M86ME(&QO86YS('1O=&%L960@)#8Y+C,@;6EL;&EO;B!A
M;F0@*51J#0HP("TQ+C\$R(%!\$#0HH)#8Q+C,@;6EL;&EO;BP@86YD('!-T86YD
M8GD@;&5T=&5R<R!O9B!C<F5D:70@=&]T86QE9"!D,2XQ;&UI;&QI;VX@870@
M=&AE(&5N9"!O9B!B;W1H('!E<FEO9',N(\$%T(\$UA<F-H(#,Q+"`R,#`P+"`I
M5&H-"E0J#0HH)#4V+C\$@;6EL;&EO;B!<*\$@Q)5PI(&]F('1H92!C;VUM:71M
M96YT<R!W97)E(&%T('9A<FEA8FQE(')A=&5S+B`I5&H-"C`@+3(N,R!41`T*
M**`@("`@(%-I;F-E(&-O;6UI=&UE;G1S('1O(&UA:V4@;&]A;G,@;6%Y(&5X
M<&ER92!W:71H;W5T(')E:6YG('5S960L('1H92!A;6]U;G0@9&]E<R!N;W0@
M;F5C97-S87)I;'D@<F5P<F5S96YT("E4:@T*+T8U(#\$@5&8-"C`@+3\$N,3(@
M5\$0-"BAF=71U<F4@8V]S:"!C;VUM:71M96YT<RX@0V]L;&%T97)A;"!O8G1A
M:6YE9"!U<@&]N(&5X97)C:7-E(&]F('1H92!C;VUM:71M96YT(&ES(&1E=&5R
M;6EN960@=7-I;F<@;6%N86=E;65N=%PR,C)S("E4:@T*5"H-"BAC<F5D:70@
M979A;'5A=&EO;B!O9B!T:~&4@8F]R<F]W97(L(&%N9"!M87D@:6YC;'5D92!A
M8V-O=6YT<R!R96-E:79A8FQE+"!I;G9E;G1O<GD('!R;W!E<G1Y+"!I86YD
M(&%N9"!O=&AE<B!I=&5M<RX@*51J#0HR,RXQ,B`M,BXS(%!\$#0HH-2`I5&H-
M"D54#0IE;F1S=')E86T-"F5N9&]B:@T*,S`@,"!O8FH-"CP\#0HO4')O8U-E
M="!;+U!\$1B`O5&5X="!="#HO1F]N="`\`T**+T8R(#0@,"!2#HO1C,@-2`P
M(%(-"B]@-`V(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B]@>`1'4W1A=&4@/#P-
M"B]4S\$@-R`P(%(-"CX^#0H^/@T*96YD;V]J#0HS,B`P(&]B:@T*/#P-"B]@,
M96YG=&@@,CD.S.0T*/CX-"G-T<F5A;0T*0E0-"B]@,B`Q(%!F#0HQ,B`P(#`@
M,3(@,C4N-C4@.38Q+C`U(%!M#0HP(&<-"B]4S\$@9W,-"C`@5@,-"C`@5`<-
M"B@@"`@("`@("0I5&H-"B]@-`Q(%!F#0HP("TR+C,V(%!\$
M#0HH3F]T92`V(%PR,C<@16%R;FEN9W,@<45R(%-H87)E*51J#0HO1C(@,2!4
M9@T*,`M,BXS-"!41`T**`@("`@(\$\$@<F5C;VYC:6QI871I;VX@;V8@=&AE
M(&YU;65R871O<G,@86YD(&1E;F]M:6YA=&]R<R!O9B!T:~&4@8F%S:6,@96%R
M;FEN9W,@<45R(&-O;6UO;B!S:&%R92!A;F0@9&EL=71E9"!I5&H-"C`@+3\$N

M, "P@=V%S ("OQ+C`@;6EL;&EO;BP@;W (@) "XS."! P97 (@8V]M;6]N ('-H87) E
M (&90<B!B;W!H (&) A<VEC (&%N9"!D:6QU=&5D ("E4:@T*5"H-"BAC86QC=6QA
M=&EO;G,N (%1H92!A;FYU86QI>F5D (') E='5R;B!O;B!A=F5R86=E (&%S<V5T
M<R!<*) /05PI ('=A<R'Q+C\$T) 2P@=VAI; &4@=&AE (&%N;G5A; &EZ960<F5T
M=7) N (&]N (&%V97) A9V4@*51J#0I4*@T**' -T;V-K: &]L9&5R<UPR, C (@97%U
M:71Y (%PH4D] %7"D@=V%S (#\$R+C<T) 2P@9F]R ('1H92!T: ') E92!M;VYT: ', @
M96YD960<36%R8V@@, S\$L (# (P, #`N ("E4:@T*+T8S (#\$@5&8-"C`@+3 (N, S8@
M5\$0-"BA&:6YA;F-I86P@0V]N9&ET:6]N*51J#0HO1C4@, 2!49@T*, " `M, BXS
M-"!41`T**`"@ ("`@ (\$!U<FEN9R!T: &4@=&AR964@;6]N=&AS (&5N9&5D (\$UA
M<F-H (#, Q+" `R, # `P+"!T;W!A; " !A<W-E=' , @:6YC<F5A<V5D (&) Y ("OY+C\$@
M;6EL;&EO;B!<*# (N-25<*2P@=VET: " !I;G1E<F5S="TI5&H-"C`@+3\$N, 3 (@
M5\$0-"BAE87)N:6YG (&%S<V5T<R!I;F-R96%\$S:6YG (&) Y ("OX+C4@;6EL;&EO
M;B!<*# (N-25<*2X@070<36%R8V@@, S\$L (# (P, # `L (&EN=&5R97-T+65A<FYI
M;F<@87-S97]S ('!O=&%L960@)#, T-BXX (&UI; &QI;VX@*51J#0I4*@T**&%N
M9"!R97!R97-E;G1E9" `Y, RXU) 2!O9B!T;W!A; " !A<W-E=' , N ("E4:@T*, " `M
M, BXS (%1\$#0HH (" `@ (" `@3&]A;G, @<F5C96EV86) L92!T;W!A; &5D ("OS, #8N
M, 2!M:6QL:6]N (&%T (\$UA<F-H (#, Q+" `R, # `P+"!C;VUP87)E9"!T;R`D, CDU
M+C@@;6EL;&EO;B!A="!\$96-E;6) E<B`S, 2P@, 3DY. 2X@*51J#0HP ("TQ+C\$R
M (%1\$#0HH070<36%R8V@@, S\$L (# (P, # `L (&QO86YS (') E8V5I=F%B; &4@<F5P
M<F5S96YT960@.#@N, R4@;V8@:6YT97) E<WOM96%R;FEN9R!A<W-E=' , L (#@R
M+C4E (&]F ('!O=&%L (&%S<V5T<R!A;F0@.3<N, R4@*51J#0I4*@T**&]F ('!O
M=&%L (&1E<&]S:7]S+B!4: &4@; &]A;B!P;W) T9F]L:6\@:6YC; `5D97, @)#\$S
M+C@@;6EL;&EO;B!<*#N-25<*2!I;B!C;VYS=') U8W!I;VX@86YD (&1E=F5L
M;W!M96YT (&QO86YS+" `I5&H-"E0J#0HH) # \$V, RXW (&UI; &QI;VX@7" @U, RXU
M) 5PI (&EN (') E<VED96YT:6%L (&UO<G1G86=E (&QO86YS+" `D, 3`N-R!M:6QL
M:6]N (%PH, RXU) 5PI (&EN (&UU; `!I9F%M:6QY (&QO86YS+" `D-S4N-B!M:6QL
M:6]N ("E4:@T*5"H-"BA<*# (T+C<E7"D@:6X@8V]M;65R8VD@86P@<F5A; " !E
M<W!A=&4@; &]A;G, L ("OQ, "XW (&UI; &QI;VX@7"@S+C4E7"D@:6X@8V]N<W5M
M97 (@; &]A;G, L (&%N9" `D, S\$N-B!M:6QL:6]N (%PH, 3`N, R5<*2!I;B`I5&H-
M"E0J#0HH8V]M;65R8VEA; " !B=7-I;F5S<R!A;F0@;W!H97 (@; &]A;G, N (\$#D
M:G5S=&%B; &4@<F%T92!L;V%N<R!C;VUP<FES960@-3, E (&]F ('!O=&%L (&QO
M86YS (&%T (\$UA<F-H (#, Q+" `R, # `P+B!\$=7) I;F<@*51J#0I4*@T**`1H92!T
M: ') E92!M;VYT: ', @96YD960<36%R8V@@, S\$L (# (P, # `L (&QO86YS (&EN8W) E
M87-E9" !B>2`D, 3`N, R!M:6QL:6]N (%PH, RXU) 5PI+B! '<F]W=&@@9'5R:6YG
M ('1H92!C=7) R96YT ('%U87) T97 (@*51J#0I4*@T**' =A<R!A (') E<W5L="!O
M9B!A ('-T<F]N9R!L;V-A; " !E8V]N;VUY (&%N9"!A9V=R97-S:79E (&UA<FME
M=&EN9R!A;F0@8V%L; " !P<F]G<F%M<RX@07-S=6UI;F<@=&AE (&-O;G1I;G5A
M=&EO;B!O9B`I5&H-"E0J#0HH=&AE (&-U<G) E;G0@<W!R96YG=&@@;V8@=&AE
M (&QO8V%L (&5C;VYO;7D@86YD (&%N (&%G9W) E<W-I=F4@;6%R:V5T:6YG (&%N
M9"!C86QL ('!R;V=R86T@969F;W) T+"!M86YA9V5M96YT ("E4:@T*5"H-"BAB
M96QI979E<R!T: &%T (&QO86X@9W) O=W!H ('-H;W5L9"!R96UA:6X@<W!R;VYG
M ('1H<F]U9VAO=70@, C`P, " !D97-P:71E (&%@<FES:6YG (&EN=&5R97-T (') A
M=&4@96YV:7) O;FUE;G0@86YD ("E4:@T*5"H-"BAI;F-R96%\$960@<') I8V4@
M8V]M<@5T:7!I;VX@=VET: &EN ('1H92!"86YC;W) P7# (R, G, @;6%R:V5T (&%R
M96\$N (\$UA;F%G96UE;G0@97AP96-T<R!T;R!F=6YD (&QO86X@9W) O=W!H ('=I
M=&@82!M:7@@*51J#0I4*@T**&]F (&1E<&]S:7]S (&%N9"!B;W) R;W=E9"!F
M=6YD<RX@*51J#0HP ("TR+C, @5\$0-"B@@ ("`@ ("!4: &4@0F%N8V]R<"!I<R!P
M<FEM87) I; `D@82!P;W) T9F]L:6\@; &5N9&5R+B!-;W) T9V%G92!B86YK:6YG
M (&%C=&EV:71I97, @87) E (&QI;6ET960@=&\@=&AE ('-A; &4@;V8@9FEX960@
M<F%T92`I5&H-"C`@+3\$N, 3 (@5\$0-"BAM;W) T9V%G92!L;V%N<R!W:71H (&-O
M;G1R86-T=6%L (&UA='5R:71I97, @;V8@='=E;G1Y+69I=F4@>65A<G, @;W (@
M; &]N9V5R+B!4: &5S92!L;V%N<R!A<F4@<V]L9"P@;VX@82!C87-E+6) Y+6-A
M<V4@*51J#0I4*@T**&) A<VES+"!I;B!T: &4@<V5C;VYD87) Y (&UA<FME="!A
M<R!P87) T (&]F ('1H92!"86YC;W) P7# (R, G, @969F;W) T8R!T;R!M86YA9V4@
M:6YT97) E<W0@<F%T92!R:7-K+B!4: &4@0F%N8V]R<"!R971A:6YS ('1H92`I
M5&H-"E0J#0HH<V5R=FEC:6YG (&]N (&%L; " !L;V%N<R!S;VQD (&EN ('1H92!S
M96-O;F1A<GD@;6%R:V5T+B!.;R!L;V%N<R!W97) E ('-O; &0@9'5R:6YG ('1H
M92!T: ') E92!M;VYT: ', @96YD960<36%R8V@@, S\$L ("E4:@T*5"H-"B@R, # `P
M+B!!="!-87) C: " `S, 2P@, C`P, "P@=&AE (\$) A;F-O<G`@: &%D ("OU.3\$@=&AO
M=7-A;F0@8VQA<W-I9FEE9"!A<R!L;V%N<R!H96QD (&90<B!S86QE+B`I5&H-
M"C`@+3 (N, R!41`T**`"@ ("`@ (%1H92!P<FEM87) Y (&]B:F5C=&EV92!O9B!T
M: &4@0F%N8V]R<@PR, C) S (&EN=F5S=&UE;G0@<&]R=&90; &EO (&ES ('!O') R
M;W9I9&4@9F]R ('1H92!L:7%U:61I='D@;F5E9', @;V8@=&AE (\$) A;F-O<G`@
M*51J#0HP ("TQ+C\$R (%1\$#0HH86YD ('!O (&-O;G1R:6) U=&4@=&\@<') O9FET
M86) I; &ET>2!B>2!P<F]V:61I;F<@82!S=&%B; &4@9FQO=R!O9B!D97!E;F1A
M8FQE (&5A<FYI;F=S+B! &=6YD<R!A<F4@9V5N97) A; &QY (&EN=F5S=&5D (&EN
M ("E4:@T*5"H-"BAF961E<F%L (&9U;F1S+"!I;G1E<F5S="!B96%R:6YG (&) A
M; &%N8V5S (&EN (&9I;F%N8VEA; " !I;G-T:71U=&EO;G, L (&N4RX@9V]V97) N
M;65N="!S96-U<FET:65S (&%N9"!F961E<F%L (&%G96Y<2`I5&H-"E0J#0HH
M;V) L:6=A=&EO;G, N (\$EN=&5R97-T+6) E87) I;F<@8F%L86YC97, @:6X@9FEN
M86YC:6%L (&EN<W!I='5T:6]N<R!I;F-L=61E (&]V97)N:6=H="!D97!O<VET
M<R!A="!T: &4@1F5D97) A; " ! (;VUE (\$QO86X@*51J#0I4*@T**\$) A;FL@;V8@
M26YD:6%N87!O; &S (&PH1DA, OEP!B!) ;G9E<W!M96YT<R!A<F4@9V5N97) A
M; &QY (&90<B!T97) M<R!R86YG:6YG ("E4:@T*, C, N, 3 (@+3 (N, R!41`T**#<@
M*51J#0I5`T*96YD<W!R96%M#0IE;F108FH-"C, V (#`@;V) J#0H\`T*+U!R
M;V-3970@6R]01\$8@+U!E>'0@70T*+T9O;G0@/#P-"B] &B, T (#`@4@T*+T8S
M (#4@, " !2#0HO1C0@-B`P (&-"B] &-2`Q, B`P (&-"CX^#0HO17AT1U-T871E
M (#P\`#0HO1U, Q (#<@, " !2#0H^/@T*/CX-"F5N9&]B:@T*, S@@, " !O8FH-"CP\
M#0HO3&5N9W1H (#<Q, 3`-"CX^#0IS=') E86T-"D) 4#0HO1C (@, 2!49@T*, 3 (@
M, " `P (#\$R (#U+C8U (#DV, 2XP-2!4;0T*, " !G#0HO1U, Q (&S#0HP (%1C#0HP
M (%1W#0HH ("`@ ("`@ ("`@ ("`@ ("`@*51J#0HP ("TR+C, @5\$0-"BAF<F]M
M (&]N92!D87D@=&\@9FEV92!Y96%R<RX@070<36%R8V@@, S\$L (# (P, # `L ('1H
M92!I;G9E<W!M96YT ('!O<G1F;VQI;R!T;W!A; &5D ("OS. "XT (&UI; &QI;VX@
M86YD ('=A<R!I;G9E<W!E9"!A<R`I5&H-"C`@+3\$N, 3 (@5\$0-"BAF;VQL;W=S
M, B`X-BXU) 2!I;B!5+E, N (&=O=F5R;FUE;G0@86=E;F-Y (&1E8G0@<V5C=7) I

M=&EE<RP@,3\$N-R4@:6X@52Y3+B!G;W9E<FYM96YT (&1E8G0<V5C=7) I=&EE
M<RP@86YD (#\$N."4@:6X@*51J#0I4*@T**%4N4RX@9V]V97)N;65N="!A9V5N
M8W@;6]R=&=A9V4M8F%<V5D ('-E8W5R:71I97,N(\$%T(\$UA<F-H(#,Q+"`R
M,#`P+"!S96-U<FET:65S (&%V86EL86) L92UF;W(M<V%L92!T;W1A;&5D("E4
M:@T*5"H-"B@D,C(N-"!M:6QL:6]N(&]R(#4X+C4E(&]F('!O=&%L('!-E8W5R
M:71I97,N(%1H92!A=F%I;&%B;&4M9F]R+7-A;&4@<]R=&9O;&EO('!<FUI
M=',@=&AE(&%C=&EV92!M86YA9V5M96YT (&]F('!H92`I5&H-"B]&-2`Q(%1F
M#0I4*@T**\$)A;F-O<G!<,C(R<R!L:7%U:61I='D@<]S:71I;VXN(\$!U<FEN
M9R!T:&4@=&AR964@;6]N=&AS (&5N9&5D(\$UA<F-H(#,Q+"`R,#`P+"!I;G9E
M<W1M96YT ('!-E8W5R:71I97,@9&5C<F5A<V5D(&)Y("E4:@T*5"H-"B@D,2XX
M(&UI;&QI;VX@7"@T+C0E7"DN(\$%T(\$UA<F-H(#,Q+"`R,#`P+"!T:&4@0F%N
M8V]R<"!H860@)#\$N."!M:6QL:6]N(&EN(\$9(3\$(@<W1O8VLN("E4:@T*,"`M
M,BXS(%1\$#0HH("`@("`@36%N86=E;65N="!B96QI979E<R!T:&%T('!H92!C
M<F5D:70@<FES:R!P<F]F:6QE(&]F('!H92!E87)N:6YG(&%S<V5T('!<O<G1F
M;VQI;R!I<R!R96QA=&EV96QY(&QO=RX@5&AE('!A8FQE('!H870*51J#0HP
M("TQ+C\$R(%1\$#0HH9F]L;&]W<R!S971S (&9O<G1H(&EN9F]R;6%T:6]N('=I
M=&@<F5S<&5C="!T;R!T:&4@;G5M8F5R(%PH(UPI (&%N9"!B86QA;F-E<R!<
M*\$%M;W5N=%PI (&]F (&YO;BUP97)F;W)M:6YG (&%S<V5T<R!A;F@*51J#0I4
M*%T**')E;&%T960@<F%T:6]S (&9O<B!T:&4@<&5R:6]D<R!I;F1I8V%T960N
M(%1H92!A;6]U;G1S (&%R92!S=&%T960@:6X@=&AO=7-A;F1S (%PH,#`P7#(R
M,G-<*2X@*51J#0I4*@T*,"XV.2!48PT*6R@*38X,"@*2TS,#0P,"@*38X
M,"@*30X,"@*3\$P,"@("DM-#8P*"`@*2TS,C`H("I-C@P*"`I,3@P*"`I
M,3`P*"`I,3@P*"`I+3\$S-#`H("DM-#`H("DM,S(P*"`I751*#0HO1C,@,2!4
M9@T*,3`N,#<Y(#`@,"`Q,"XP-SD@-#`\$T+CDS (#<X-2XX-2!4;0T*,"!48PT*
M6RA-87)C:"`S,2@P,C`P,"DM,38T.2XQ*\$1E8V5M8F5R(#,Q+"`Q.3DY*5U4
M2@T*150-"C`N-2!`#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-!M="!D#0HQ(&D@
M#OHT.#DN,#D@-S@Q+C4S (&T-"C0P-RXY-R`W.#\$N-3,@;`T*`-#`W+CDW (#<X
M,2XU,R!M#OHT,#<N.3<@-S@Q+C`U(&P-"E,-"C`@1PT*`-#`W+CDW (#<X,2XP
M-2!M#OHT.#DN,#D@-S@Q+C`U(&P-"C0X.2XP.2`W.#\$N,#4@;0T*`-#@Y+C`Y
M(#<X,2XU,R!L#0I3#0HP+C4@1PT*-3@V+C4S (#<X,2XU,R!M#OHT.3(N-#4@
M-S@Q+C4S (&P-"C0Y,BXT-2`W.#\$N-3,@;0T*`-#DR+COU (#<X,2XP-2!L#0I3
M#0HP(\$<-"C0Y,BXT-2`W.#\$N,#4@;0T*`-3@V+C4S (#<X,2XP-2!L#0HU.#8N
M-3,@-S@Q+C`U(&T-"C4X-BXU,R`W.#\$N-3,@;`T*4PT*0E0-"C\$P+C`W.2`P
M(#`@,3`N,#<Y(#0Q."XW-R`W-CDN,CD@5&T-"BTP+C`P,#\$5&,-"ELH(RDM
M,C@X,2XT*\$%M;W5N="DM,34W,BXS*"`,I+30P-#@N,BA!;6]U;G0I751*#0I%
M5`T*,"XU(\$<-"COS-"XV,2`W-C0N.3<@;0T*`-#`W+CDW (#<V-"XY-R!L#0HT
M,#<N.3<@-S8T+CDW (&T-"C0P-RXY-R`W-C0N-#D@;`T*4PT*,"!`#0HT,#<N
M.3<@-S8T+COY (&T-"C0S-"XV,2`W-C0N-#D@;`T*`-#T+C8Q (#<V-"XT.2!M
M#OHT,SON-C\$@-S8T+CDW (&P-"E,-"C`N-2!`#0HT.#DN,#D@-S8T+CDW (&T-
M"COU,2XV-2`W-C0N.3<@;`T*`-#4Q+C8U (#<V-"XY-R!M#OHT-3\$N-C4@-S8T
M+COY (&P-"E,-"C`@1PT*`-#4Q+C8U (#<V-"XT.2!M#OHT.#DN,#D@-S8T+COY
M (&P-"C0X.2XP.2`W-C0N-#D@;0T*`-#@Y+C`Y (#<V-"XY-R!L#0I3#0HP+C4@
M1PT*-3(P+C4S (#<V-"XY-R!M#OHT.3(N-#4@-S8T+CDW (&P-"C0Y,BXT-2`W
M-C0N.3<@;0T*`-#DR+COU (#<V-"XT.2!L#0I3#0HP(\$<-"C0Y,BXT-2`W-C0N
M-#D@;0T*`-3(P+C4S (#<V-"XT.2!L#0HU,C`N-3,@-S8T+COY (&T-"C4R,"XU
M,R`W-C0N.3<@;`T*4PT*,"XU(\$<-"C4X-BXU,R`W-C0N.3<@;0T*`-30X+C\$S
M (#<V-"XY-R!L#0HU-#@N,3,@-S8T+CDW (&T-"C4T."XQ,R`W-C0N-#D@;`T*
M4PT*,"!`#0HU-#@N,3,@-S8T+COY (&T-"C4X-BXU,R`W-C0N-#D@;`T*`-3@V
M+C4S (#<V-"XT.2!M#0HU.#8N-3,@-S8T+CDW (&P-"E,-"D)4#0HO1C(@,2!4
M9@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-S4S+COU(%1M#0HP(%1C#0HH
M3&]A;G,@86-C;W5N=&5D (&9O<B!O;B!A (&YO;BUA8V-R=6%L (&A)A<VES.BE4
M:@T*,"`M,2XR,30T(%1\$#0HH4F5A;"!E<W1A=&4@;&]A;G,Z*51J#0HP+C,P
M.38@+3\$N,C\$T-"!41`T**%)E<VED96YT:6%L*51J#0HS."XQ-S`S(#`@5\$0-
M"ELH,3`I+3,T,#4N,B@D-#0S*2TR,S,S+C@H,3,I+30R.#8N,R@D-38U*5U4
M2@T*+3,X+C\$W,#,@+3\$N,C\$T-"!41`T**\$-O;6UE<F-I86PI5&H-"B]&-2`Q
M(%1F#0HS."XQ-S`S(#`@5\$0-"C0N-#`U,R!48PT*6RA<,C(W7#(R-RDQ-3<Q
M+C8H,"DM.#@Q*%PR,C<I751*#0HM,S@N-#<Y.2`M,2XR,30T(%1\$#0HP(%1C
M#0I;*S-O;6UE<F-I86P@8G5S:6YE<W,@;&]A;G,I+3(X,#,V+CDH-"DM,SDP
M-2XR*#(T,"DM,C@S,RXX*#`I+34R.#8N,RA<,C(W*5U42@T*5"H-"BA#;VYS
M=6UE<B!L;V%N<RE4:@T*,S@N.3<Y.2`P(%1\$#0HT+COP-3 (@5&,-"ELH,S\$I
M-#0P-2XR*#4I,34W,2XU*#`I+3@X,2XQ*%PR,C<I751*#0I%5`T*,"XU(\$<-
M"COR,RXS,R`V.#@N-#S@;0T*`-#S+C0Y(#8X."XT,2!L#0HT,3,N-#D@-C@X
M+C0Q (&T-"C0Q,RXT.2`V.#<N.3,@;`T*4PT*,"!`#0HT,3,N-#D@-C@W+CDS
M (&T-"COR,RXS,R`V.#<N.3,@;`T*`-#(S+C,S(#8X-RXY,R!M#OHT,C,N,S,@
M-C@X+C0Q (&P-"E,-"C`N-2!`#0HT-S<N.#\$@-C@X+C0Q (&T-"C0V,BXY,R`V
M.#@N-#S@;`T*`-#8R+CDS (#8X."XT,2!M#OHT-C(N.3,@-C@W+CDS (&P-"E,-
M"C`@1PT*`-#8R+CDS (#8X-RXY,R!M#OHT-S<N.#\$@-C@W+CDS (&P-"C0W-RXX
M,2`V.#<N.3,@;0T*`-#<W+C@Q (#8X."XT,2!L#0I3#0HP+C4@1PT*-3\$Q+C0Q
M(#8X."XT,2!M#0HU,#\$N-3<@-C@X+C0Q (&P-"C4P,2XU-R`V.#@N-#S@;0T*
M-3`Q+C4W(#8X-RXY,R!L#0I3#0HP(\$<-"C4P,2XU-R`V.#<N.3,@;0T*`-3\$Q
M+C0Q (#8X-RXY,R!L#0HU,3\$N-#S@-C@W+CDS (&T-"C4Q,2XT,2`V.#@N-#S@
M;`T*4PT*,"XU(\$<-"C4W-"XW-R`V.#@N-#S@;0T*`-34Y+C@Y(#8X."XT,2!L
M#0HU-3DN.#D@-C@X+C0Q (&T-"C4U.2XX.2`V.#<N.3,@;`T*4PT*,"!`#0HU
M-3DN.#D@-C@W+CDS (&T-"C4W-"XW-R`V.#<N.3,@;`T*`-3T+C@W(#8X-RXY
M,R!M#0HU-SON-S<@-C@X+C0Q (&P-"E,-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W
M.2`R-2XV-2`V-S8N.#D@5&T-"C`@5&,-"BA4;W1A;"E4:@T*,S@N-#<Y.2`P
M(%1\$#0I;*#S*2TS-#`U+C(H)#8Y."DM,C,S,RXX*#\$S*2TT,C@V+C@H)#4V
M-2E=5\$H-"D54#0HP+C4@9PT*`-#S+C0Y(#8W,RXP-2`Y+C@T("TR+C@X(')
M#0IF#0HT-C(N.3,@-C<S+C`U(\$T+C@X("TR+C@X(')E#0IF#0HU,#\$N-3<@
M-C<S+C`U(#DN.#0@+3(N.#@<F4-"F8-"C4U.2XX.2`V-S,N,#4@,30N.#@@
M+3(N.#@<F4-"F8-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`V-3DN
M,3,@5&T-"C`@9PT*#\$C8W)U:6YG (&Q086YS('!H870@87)E (&-O;G1R86-T
M=6%L;'D@<&%S="!D=64@.3`@9&%Y<R!O<B!M;W)E.BE4:@T*,"`M,2XR,30T
M(%1\$#0HH4F5A;"!E<W1A=&4@;&]A;G,Z*51J#0HP+C,P.38@+3\$N,C\$T-"!4
M1`T**%)E<VED96YT:6%L*51J#0HS."XV-S`T(#`@5\$0-"ELH,BDM,S0P-2XQ

M*"0I+34P,"XQ*#8Q*2TR.#,S+C<H-BDM-#(X-BXR*"0I+3`N,2@R,S4I751*
M#0HM,S@N<C<P-"M,2XR,30T(%1\$#0HH0V]M;65R8VEA;"E4:@T*,S@N,3<P
M,R`P(%1\$#0HT+COP-3,@5&,-"ELH7#(R-UPR,C<I,34W,2XV*#\$I+3\$S.#\$H
M,RE=5\$H-"BTS."XT-SDY("TQ+C(Q-#0@5\$0-"C`@5&,-"ELH0V]M;65R8VEA
M;"!B=7-I;F5S<R!L;V%N<RDM,C<U,S8N."A<,C(W*2TT-#`U+C,H7#(R-RDM
M,C,S,RXV*%PR,C<I+34R.#8N,RA<,C(W*5U42@T*5"H-"BA#;VYS=6UE<B!L
M;V%N<RE4:@T*,S@N-#<Y.2`P(%1\$#0HT+COP-3,@5&,-"ELH7#(R-UPR,C<I
M,C`W,2XW*%PR,C<I+3@X,2A<,C(W*5U42@T*150-"C`N-2!'#0HT,C,N,S,@
M-3DT+C`Y(&T-"COQ,RXT.2`U.30N,#D@;`T*-\$S+COY(#4Y-"XP.2!M#0HT
M,3,N-#D@-3DS+C8Q(&P-"E,-"C`@1PT*-\$S+COY(#4Y,RXV,2!M#0HT,C,N
M,S,@-3DS+C8Q(&P-"C0R,RXS,R`U.3,N-C\$@;OT*-(S+C,S(#4Y-"XP.2!L
M#0I3#0HP+C4@1PT*-\$<W+C@Q(#4Y-"XP.2!M#0HT-C(N.3,@-3DT+C`Y(&P-
M"COV,BXY,R`U.30N,#D@;OT*-\$8R+CDS(#4Y,RXV,2!L#0I3#0HP(\$<-
"COV
M,BXY,R`U.3,N-C\$@;OT*-\$<W+C@Q(#4Y,RXV,2!L#0HT-S<N.#\$@-3DS+C8Q
M(&T-"COW-RXX,2`U.30N,#D@;`T*4PT*,"XU(\$<-"C4Q,2XT,2`U.30N,#D@
M;OT*-3`Q+C4W(#4Y-"XP.2!L#0HU,#\$N-3<@-3DT+C`Y(&T-"C4P,2XU-R`U
M.3,N-C\$@;`T*4PT*,"!`#0HU,#\$N-3<@-3DS+C8Q(&T-"C4Q,2XT,2`U.3,N
M-C\$@;`T*-3\$Q+C0Q(#4Y,RXV,2!M#0HU,3\$N-\$@-3DT+C`Y(&P-"E,-"C`N
M-2!'#0HU-S0N-S<@-3DT+C`Y(&T-"C4U.2XX.2`U.30N,#D@;`T*-34Y+C@Y
M(#4Y-"XP.2!M#0HU-3DN.#D@-3DS+C8Q(&P-"E,-"C`@1PT*-34Y+C@Y(#4Y
M,RXV,2!M#0HU-S0N-S<@-3DS+C8Q(&P-"C4W-"XW-R`U.3,N-C\$@;OT*-3<T
M+C<W(#4Y-"XP.2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@
M-3@R+C4W(%1M#0HP(%1C#0HH5&]T86PI5&H-"C,X+CDW.3D@,"!41`T*6R@R
M*2TS-#`U+C\$H)"DM-3`P+C\$H-C\$I+3(X,S,N-R@W*2TT,C@V+C(H)"DM,"XQ
M*#(S."E=5\$H-"D54#0HP+C4@9PT*-\$S+COY(#4W."XW,R`Y+C@T("TR+C@X
M(')E#0IF#0HT-C(N.3,@-3<X+C<S(#\$T+C@X("TR+C@X(')E#0IF#0HU,#\$N
M-3<@-3<X+C<S(#DN.#0@+3(N.#@<@<F4-"F8-"C4U.2XX.2`U-S@N-S,@,30N
M.#@<@+3(N.#@<@<F4-"F8-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U
M-CON.#\$@5&T-"C`@9PT*%10=&%L(&]F(&YO;BUA8V-R=6%L(&%N9"!A8V-R
M=6EN9R!L;V%N<R`Y,"!D87ES(&]R(&UO<F4I5&H-"C`N,S`Y-B`M,2XR,30T
M(%1\$#0HH<&%S="!D=64@;&]A;G,I5&H-"C,X+C\$W,#,@,"!41`T*6R@Q.2DM
M,SOP-2XR*"OW-3DI+3(S,S,N."@R,"DM-#(X-BXS*"OX,#,I751*#0I%5`T*
M,"XU(&<-"COQ,RXT.2`U-#@N-S,@.2XX-"`M,BXX."!R90T*9@T*-\$8R+CDS
M(#4T."XW,R`Q-"XX."`M,BXX."!R90T*9@T*-\$3`Q+C4W(#4T."XW,R`Y+C@T
M("TR+C@X(')E#0IF#0HU-3DN.#D@-30X+C<S(#\$T+C@X("TR+C@X(')E#0IF
M#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-3,T+C@Q(%1M#0HP(&<-
M"ELH1F]R96-L;W-E9"!R96%L(&5S=&%T92DM,S`S,38N-R@Q*2TS-#`U+C\$H
M)"DM-3`P+C\$H.3@I+3(S,S,N-RA<,C(W*2TT,C@V+C(H)"DM-3`P+C\$H7#(R
M-RE=5\$H-"D54#0HP+C4@9PT*-\$S+COY(#4S,"XY-R`Y+C@T("TR+C@X(')E
M#0IF#0HT-C(N.3,@-3,P+CDW(#\$T+C@X("TR+C@X(')E#0IF#0HU,#\$N-3<@
M-3,P+CDW(#DN.#0@+3(N.#@<@<F4-"F8-"C4U.2XX.2`U,S`N.3<@,30N.#@<
M+3(N.#@<@<F4-"F8-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U,3<N
M,#4@5&T-"C`@9PT*6RA2871I;R!O9B!N;VXM<&5R9F]R;6EN9R!L;V%N<R!T
M;R!T;W1A;"!A<W-E="I+3(R.#0P+C\$H,"XR,"4I+38T-#N."@P+C(R)2E=
M5\$H-"C`@+3\$N,C\$T-"!41`T*6RA2871I;R!O9B!N;VXM<&5R9F]R;6EN9R!L
M;V%N<R!T;R!T;W1A;"!L;V%N<RDM,C,P-C(N,2@P+C(U)2DM-C2,2XX*#`N
M,C<E*5U42@T*5"H-"ELH4F%T:6\@;V8@9F]R96-L;W-E9"!R96%L(&5S=&%T
M92!T;R!T;W1A;"!A<W-E="I+3(S,#DR+C\$H,"XP,R4I+38T-#N."@P+C`P
M)2E=5\$H-"E0J#0I;*A=&EO(&]F(&YO;BUP97)F;W)M:6YG(&%S<V5T<R!T
M;R!T;W1A;"!A<W-E="I+3(R-C\$X+C\$H,"XR,R4I+38T-#N."@P+C(R)2E=
M5\$H-"C\$R(#`@,"`Q,B`R-2XV-2`T-3,N,C\$@5&T-"B@@"`@("!!="!-87)C
M:"`S,2P@,C`P,"P@)4Y,"!T:;&]U<V%N9"!O9B!T:64@0F%N8V]R<C%PR,C)S
M(&QO86YS("E<F4@:6YT97)N86QL>2!C;&%S<VEF:65D(%S(&10=6)T9G5L
M87)D+B!4:64@=&]T86P@*51J#0HP("TQ+C\$R(%1\$#0HH<F5P<F5S96YT<R<Q
M."!L;V%N<RX@3F\@;&]A;G,@=V5R92!C;&%S<VEF:65D(%S(&10=6)T9G5L
M(&]R(&QO<W,N(\$-L87-S:69I960@;&]A;G,@:6YC;'5D92!N;VYP97)F;W)M
M:6YG(&QO86YS("E4:@T*5"H-"BAD:7-C;&]S960@:6X@=&AE('!R979I;W5S
M('!A8FQE+B!-86YA9V5M96YT(&1097,@;F]T(%N=&EC:7!A=&4@=&AA="!A
M;GD@;V8@=&AE(&YO;BUP97)F;W)M:6YG(&QO86YS(&]R(&-L87-S:69I960@
M*51J#0I4*%T*%QO86YS('=I;&P@;6%T97)I86QL>2!I;7!A8W0@9G5T=7)E
M(&]P97)A=&EO;G,L(&QI<75I9&ET>2!O<B!C87!I=&%L(')E<V]U<F-E<RX@
M070@36R8V@@,SSL(#(P,#`L(&5X8V5P="!A<R!D97-C<FEB960@*51J#0I4
M*%T*%&B;W9E+"!T:65R92!W97)E(&YO(&UA=&5R:6%L(&-R961I=',@=&AA
M="!W;W5L9"!C875S92!M86YA9V5M96YT('!0(&AA=F4@<V5R:6]U<R!D;W5B
M=",@87,@=&\@=&AE(&%B:6QI="D@;V8@<W5C:"`I5&H-"E0J#0HH8F]R<F]W
M97)S('!0<-@-0;7!L>2!W:7!H(&QO86X@<F5P87EM96YT('!E<FUS+B`I5&H-
M"C(S+C\$R("TR+C,@5\$0-"B@X("E4:@T*150-"F5N9'-T<F5A;OT*96YD;V)J
M#OHS.2`P(&]B:@T*/#P-"B]0<F]C4V5T(%L04\$1(&"!497AT(%T-"B]&;VYT
M(P\@HOH1C(@-"`P(%(-"B]&,R`U(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B]&
M>`1'4W1A=&4@/#P-"B]4S\$@-R`P(%(-"CX^#0H^/@T*96YD;V)J#0HT,R`P
M(&]B:@T*/#P-"B]96YG=&@<#<P.OT*/CX-"G-T<F5A;OT*0E0-"B]&,B`Q
M(#1F#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B]4S\$@9W,-
M"C`@5&,-"C`@5'<-"B@@"`@("`@("`@("`@("`@("I5&H-"C`@+3(N,R!4
M1`T**`@("`@(%\$T(\$UA<F-H(#,Q+"`R,#`P+"!T:64@0F%N8V]R<C"!H860@
M)#DX('!H;W5S86YD(&EN(&9O<F5C;&]S960@<F5A;"!E<W1A=&4N(%1H92!T
M;W1A;"!I;F-L=61E<R!O;F4@<F5S:61E;G1I86P@*51J#0HP("TQ+C\$R(%1\$
M#0HH<')O<&5R='D@86YD(')E<')E<V5N=',@,"XP,R4@;V8@<V]T86P@87-S
M971S+B`I5&H-"C`@+3(N,R!41`T**`@("`@(\$)E8V@<V4@<V]M92!L;V%N
M<R!M87D@;F]T(&E(')E<&%I9"!I;B!A8V-O<F1A;F-E('=I=&@8V]N=")A
M8W1U86P@86=R965M96YT<R!A;B!A;QO=V%N8V4@9F]R(&QO86X@;&]S<V5S
M("E4:@T*,"`M,2XQ,B!41`T**%PH04Q,7"D@:&%S(&)E96X@;6%I;G1A:6YE
M9"X@5VAI;64@;6%N86=E;65N="!M87D@<&5R:6]D:6-A;&QY(&%L;&]C871E
M('!O<G1I;VYS(&]F('!H92!A;QO=V%N8V4@9F]R('P96-I9FEC("E4:@T*
M5"H-"BAP<F]B;&5M(&QO86YS+"!T:64@96YT:7)E(&%L;&]W86YC92!I<R!A
M=F%I;&%B;&4@=&\@86)S;W)B(&%L;"!C<F5D:70@;&]S<V5S('!H870@87)I

M<V4@9G)O;2!T: &4@; &]A;B!P;W)T9F]L:6\@86YD(&ES("E4:@T*5"H-"BAN
M;W0@<V5G<F5G871E9"!F;W(L(&]R(&L;&]C871E9"!T;RP@86YY('!A<G1I
M8W5L87(@;&]A;B!O<B!G<F]U<"!O9B!L;V%N<RX@1'5R:6YG('1H92!T:')E
M92!M;VYT:' ,@96YD960@36%R8V@,SSL("E4:@T*5"H-"B@R,#'P+"!A9&1I
M=&EO;G,@=&\@=&AE(\$%,3"!A8V-O=6YT('1O=&%L960@)#,Y('1H;W5S86YD
M(&-O;7!A<F5D('1O("OT.2!T: &]U<V%N9"!F;W(@=&AE('1H<F5E(&UO;G1H
M<R!E;F1E9" `I5&H-"E0J#0HH36%R8V@,SSL(#\$Y.3DN(%)E8V]V97)I97,@
M=&]T86QE9" `D,2!T: &]U<V%N9"!D=7)I;F<@=&AE('1H<F5E(&UO;G1H<R!E
M;F1E9"!-87)C:" `S,2P@,C`P,"X@5&AE<F4@=V5R92!N;R`I5&H-"E0J#0HH
M8VAA<F=&E6]F9G,@9'5R:6YG('1H92!C=7)R96YT('%U87)T97(N(1H92!A
M;6]U;G0@<)O=FED960@9'5R:6YG('1H92!C=7)R96YT('1H<F5E(&UO;G1H
M<R!W87,@8F%S960@;VX@;&]A;B`I5&H-"B] &-2`Q(%1F#0I4*@T**&%C=&EV
M:71Y+"!C:&%N9V5S('I=&AI;B!T: &4@; &]A;B!P;W)T9F]L:6@;6EX+"!A
M;F0@<F5S=6QT:6YG(&-H86YG97,@:6X@;6%N86=E;65N=%PR,C)S(&%S<V5S
M<VUE;G0@;V8@<]R=&9O;&EO(')I<VLN("E4:@T*5"H-"BA!="!-87)C:" `S
M,2P@,C`P,"P@=&AE(&]A;&%N8V4@:6X@=&AE(\$%,3"!A8V-O=6YT('1O=&%L
M960@)#,N,R!M:6QL:6]N+"!W:&EC:"!I<R!C;VYS:61E<F5D(&%D97%U871E
M(&)Y("E4:@T*5"H-"BAM86YA9V5M96YT(&%F=&5R(&5V86QU871I;VX@;V8@
M=&AE(&QO86X@<]R=&9O;&EO+"!P87-T(&5X<&5R:65N8V4@86YD(&-U<G)E
M;G0@96-O;F]M:6,@86YD(&UA<FME="!C;VYD:71I;VYS+B`I5&H-"C`@+3(N
M,R!41`T**`@(" `@(%1H92!A;&QO8V%T:6]N(&]F('1H92!!3\$P@<F5F;&5C
M=" ,@<5R9F]R;6%N8V4@86YD(&R;W=T:"!T<F5N9",@=VET:&EN('1H92!V
M87)I;W5S(&QO86X@8V%T96=O<FEE<RP@87,@=V5L;"!A<RP@*51J#0HP("TQ
M+C\$R(%1\$#0HH8V]N<VED97)A=&EO;B!O9B!T: &4@9F%C=" ,@86YD(&-I<F-U
M;7-T86YC97,@=&AA="!A9F9E8W0@=&AE(')E<&%Y;65N="!O9B!I;F1I=FED
M=6%L(&QO86YS+"!A<R!W96QL(&%S+"!L;V%N<R!W:&EC:" `I5&H-"E0J#0HH
M:&%V92!B965N(&5V86QU871E9"!O;B!A('!O;VQE9"!B87-I<RX@1'5R:6YG
M('1H92!T:')E92!M;VYT:' ,@96YD960@36%R8V@,SSL(#(P,#`L(&%D9&ET
M:6]N<R!T;R!T: &4@04Q,('=E<F4@*51J#0I4*@T**&%L;&]C871E9"!T;R!T
M: &4@8V]M;65R8VEA;"!R96%L(&5S=&%T92!L;V%N<R!A;F0@8V]M;65R8VEA
M;"!B=7-I;F5S<R!L;V%N<R!D=64@=&\@=&AE(&R;W=T:"!I;B!T: &5S92!P
M;W)T9F]L:6]S("E4:@T*5"H-"BAA;F0@=&AE(&%D9&ET:6]N86P@<FES:R!R
M96QA=&5D('1O('1H97-E('!R;V1U8W1S+B!!="!-87)C:" `S,2P@,C`P,"P@
M;F\@<]R=&EO;B!O9B!T: &4@04Q,('=A<R!A;&QO8V%T960@=&\@*51J#0I4
M*@T**&EM<&%I<F5D(&QO86X@8F%L86YC97,@87,@=&AE(\$)A;F-O<G`@:&%D
M(&YO(&EN9&EV:61U86P@;&]A;G,@8V]N<VED97)E9"!T;R!B92!I;7!A:7)E
M9" !L;V%N<R!A<R!O9BP@;W(@9F]R('1H92`I5&H-"E0J#0HH=&AR964@;6]N
M=&AS(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P+B`I5&H-"C`@+3(N,R!41`T**`@
M(" `@(\$1E<]S:71S(&%R92!T: &4@;6%J;W(@<V]U<F-E(&]F(&9U;F1S(&9O
M<B!L96YD:6YG(&%N9"!O=&AE<B!I;G9E<W1M96YT('!U<G!O<V5S+B!!="!-
M87)C:" `S,2P@,C`P,"P@9&5P;W-I=" ,@*51J#0HP("TQ+C\$R(%1\$#0HH=&]T
M86QE9" `D,SST+C4@;6EL;&EO;BX@1'5R:6YG('1H92!T:')E92!M;VYT:' ,@
M96YD960@36%R8V@,SSL(#(P,#`L(&1E<]S:70@9W)O=W1H('1O=&%L960@
M)#<N.2!M:6QL:6]N(%PH,BXV)5PI+B`I5&H-"E0J#0HH0VAE8VMI;F<@86-C
M;W5N=" ,@:6YC<F5A<V5D("OT+C\$@;6EL;&EO;B!<*#<N."5<*2P@;6]N97D@
M;6%R:V5T(&1E<]S:70@86-C;W5N=" ,@7"A-341!7#(R,G-<*2!I;F-R96%S
M960@*51J#0I4*@T**0R+C\$@;6EL;&EO;B!<*#0N.25<*2P@<V%V:6YG<R!A
M8V-O=6YT<R!I;F-R96%S960@)#\$N,R!M:6QL:6]N(%PH,BXX)5PI+"!A;F0@
M8V5R=&EF:6-A=&5S(&]F(&1E<]S:70@:6YC<F5A<V5D("OS-S`@*51J#0I4
M*@T**`1H;W5S86YD(%PH,"XR)5PI+B!4: &4@9W)O=W1H(&EN(&-O<F4@9&5P
M;W-I=" ,@7"AC:&5C:VEN9R!A8V-O=6YT<R!A;F0@34U\$05PR,C)S7"D@=V%S
M(&\$@<F5S=6QT(&]F(&-O;7!E=&ET:79E("E4:@T*5"H-"BAP<F]D=6-T(&]F
M9F5R:6YG<R!A;F0@86X@86=G<F5S<VEV92!M87)K971I;F<@<)O9W)A;2X@
M070@36%R8V@,SSL(#(P,#`L('1H92!D97!O<VET(&A<V4@=V%S(&-O;7!R
M:7-E9"!O9B`I5&H-"E0J#0HH,3<N.24@8VAE8VMI;F<@86-C;W5N=" ,L(#\$T
M+C\$E(\$U-1\$%<,C(R<RP@,34N,R4@<V%V:6YG<R!A8V-O=6YT<R!A;F0@-3(N
M-R4@8V5R=&EF:6-A=&5S(&]F(&1E<]S:70N(\$1E<]S:70@*51J#0I4*@T*
M*=&R;W=T:"!H87,@;F]T(&ME<`0@<&%C92!W:71H(&%S<V5T(&R;W=T:"!P
M<FEN8VEP86QL>2!D=64@=&\@82!L;W<@<F%T92!O9B!P97)S;VYA;"!S879I
M;F=S(&)Y(&AO=7-E:&]L9',@86YD("E4:@T*5"H-"BAC;VUP971I=&EO;B!F
M;W(@9&5P;W-I=&]R(&9U;F1S(&9R;VT@:&EG:&5R+7EI96QD:6YG(&EN=F5S
M=&UE;G0@86QT97)N871I=F5S+B!4: &4@0F%N8V]R<"!H87,@=7-E9"!B;W)R
M;W=I;F=S('1O("E4:@T*5"H-"BAH96QP(&9U;F0@;&]A;B!G<F]W=&@N(\$1U
M<FEN9R!T: &4@=&AR964@;6]N=&AS(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P+"!B
M;W)R;W=I;F=S(&EN8W)E87-E9" `D,2XY(&UI;&QI;VX@7" @Q,"XT)5PI+B`I
M5&H-"E0J#0HH070@36%R8V@,SSL(#(P,#`L(O<G)O=V5D(&9U;F1S('1O
M=&%L960@)#(P+C4@;6EL;&EO;BX@4F5P=7)C:&%S92!A9W)E96UE;G1S('1O
M=&%L960@)#,N,2!M:6QL:6]N+"!&2\$Q"("E4:@T*5"H-"BAA9'9A;F-E<R!T
M;W1A;&5D("OQ-2XQ(&UI;&QI;VXL(&%N9"!O=&AE<B!S:&]R="UT97)M(&)O
M<G)O=VEN9W,@=&]T86QE9" `D,BXS(&UI;&QI;VXN("E4:@T*+T98S(#\$5&8-
M"C`@+3(N,S8@5\$0-"BA1=6%N=&ET871I=F4@86YD(%U86QI=&%T:79E(\$1I
M<V-L;W-U<F5S(\$%B;W5T(\$UA<FME="!2:7-K*51J#0H01C4@,2!49@T*,"`M
M,BXS-"!41`T**`@(" `@(%1H92!"86YC;W)P7#(R,G,<@)I;6%R>2!M87)K
M970@<FES:R!E>"!O<W5R92!I<R!I;G1E<F5S="!R871E(')I<VLN(\$EN=&5R
M97-T(')A=&4@<FES:R!I<R!T: &4@<FES:R!T:&%T('1H92!"86YC;W)P7#(R
M,G,@*51J#0HP("TQ+C\$R(%1\$#0HH96%R;FEN9W,@86YD(&-A<ET86P@=VEL
M;"!B92!A9'9E<G-E;'D@869F96-T960@8GD@8VAA;F=E<R!I;B!I;G1E<F5S
M="!R871E<RX@5&AE('!R:6UA<GD@87!P<F]A8V@=&\@:6YT97)E<W0@<F%T
M92`I5&H-"E0J#0HH<FES:R!M86YA9V5M96YT(&ES(&]N92!T:&%T(&908W5S
M97,@;VX@861J=7-T;65N=" ,@=&\@=&AE(\$)A;F-O<G!<,C(R<R!A<W-E="!L
M:6%B:6QI='D@;6EX(&EN(&]R9&5R('1O(&QI;6ET('1H92`I5&H-"E0J#0HH
M;6%G;FET=61E(&]F(&EN=&5R97-T(')A=&4@<FES:RX@5&AE(\$)O87)D(&]F
M(\$1I<F5C=&]R<R!H87,@9&5L96=A=&5D('1H92!R97-P;VYS:6)I;&ET>2!F
M;W(@;65A<W5R:6YG+"!M;VYI=&]R:6YG("E4:@T*5"H-"BAA;F0@8V]N=")O
M;&QI;F<@:6YT97)E<W0@<F%T92!R:7-K('1O('1H92!"86YC;W)P7#(R,G,@

M87-S9700;&EA8FEL:71Y (&UA;F%G96UE;G0@8V]M;6ET=&5E (%PH04Q#3UPI
M+B!4: &4@04Q#3R! I<R` I5&H-"E0J#0HH<F5S<&]N<VEB; &4@9F]R (&1E=F5L
M;W! I;F<@86YD (&EM<&QE;65N=&EN9R! I;G1E<F5S="!R871E (' I<VL@;6%N
M86=E;65N="!S='!A=&5G:65S+"!E<W1A8FQI<VAI;F<@86YD (&UA:6YT86EM
M:6YG ("E4:@T*5"H-"BAA ('-Y<W1E;2!09B!L:6UI=',@*51J#0HR,RXQ,B`M
M;BXS (%1\$#0HH.2 I5&H-"D54#0IE;F1S='!E86T-"F5N9&]B:@T*#0@,"!O
M8FH-"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5X="!="#0HO1F]N="` \ `T*+T8R
M (#0@,"!2#0HO1C,@-2`P (% ("B] &-2`Q,B`P (% ("CX^#0HO17AT1U-T871E
M (#P\#0HO1U,Q (#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*#8@,"!O8FH-"CP\
M#0HO3&5N9W1H (#4X,S8-"CX^#0IS='!E86T-"D)4#0HO1C (@,2!49@T*,3 (@
M,"`P (#\$R (#(U+C8U (#DV,2XP-2!4;0T*,"!G#0HO1U,Q (&S#0HP (%1C#0HP
M (%1W#0HH ("`@ ("`@ ("`@ ("`@ ("`@ ("`@*51J#0HP ("TR+C,@5\$0-"BAA;F0@
M8V]N='!O;`,`L (&%N9"!E<W1A8FQI<VAI;F<@86YD ('5T:6QI>FEN9R!A;B! I
M;G1E<F5S="!R871E (' I<VL@;65A<W5R96UE;G0@<WES=&5M+B!4: &4@04Q#
M3RP@=VAI8V@@:7,@;6%D92!U<` I5&H-"C`@+3\$N,3 (@5\$0-"BAO9B!M96UB
M97)S (&]F ('-E;FEO<B!M86YA9V5M96YT+"!G96YE<F%L;`D@;65E=',@;6]N
M=&AL>2!W:71H (&O87)D ('!R97-E;G1A=&EO;G,@;V-C=7)R:6YG ('%U87)T
M97)L>2X@*51J#0HP ("TR+C,@5\$0-"B@@"`@ ("!097)F;W)M86YC92!I<F]M
M (&%N (&EN=&5R97-T ('!A=&4@<FES:R!P97)S<&5C=&EV92!C86X@8F4@;65A
M<W5R960@:6X@;6%N>2!W87ES+B!-971H;V10;&]G:65S ('5S960@8GD@=&AE
M ("E4:@T*`,`M,2XQ,B!41`T**\$)A;F-O<G`@9F]C=7,@;VX@;F5T (&EN=&5R
M97-T (&EN8V]M92!A;F0@=&AE (&YE="!E8V]N;VUI8R!V86QU92!O9B!E<75I
M="DN (\$YE="! I;G1E<F5S="! I;F-O;64@:7,@9&5F:6YE9"!A<R` I5&H-"B] &
M-2`Q (%1F#0I4*@T**&EN=&5R97-T (&EN8V]M92!L97-S (&EN=&5R97-T (&5X
M<&5N<V4N (%9A<FEA8FEL:71Y (&EN (&YE="! I;G1E<F5S="! I;F-O;64@87)I
M<V5S (&E)E8V%U<V4@:71S (&-O;7!O;F5N=',@7# (R-R! I;G1E<F5S="` I5&H-
M"E0J#0HH:6YC;VUE (&%N9"! I;G1E<F5S="!E>'!E;G-E (%PR,C<@9&\@;F]T
M (&-H86YG92!E<75A;&QY (&%S ('!A=&5S ('9A<GDN (%1H:7,@;6ES;6%T8V@@
M;V-C=7)S (&E)E8V%U<V4@:6YD:79I9`5A;"!A<W-E=',@*51J#0I4*@T**&%N
M9"!L:6%B:6QI=&EE<R!R97!R:6-E (&I19F9E<F5N=&QY (&%S ('!A=&5S (&-H
M86YG92X@1F%&C=&]R<R!W:&EC:"!A9F9E8W0@;F5T (&EN=&5R97-T (&EN8V]M
M92! I;F-L=61E (&-H86YG97,@:6X@=&AE ("E4:@T*5"H-"BAL979E;"!O9B! I
M;G1E<F5S="!R871E<RP@8VAA;F=E<R! I;B!T:&4@<F5L871I;VYS:&EP (&E
M="E96X@0F%N8V]R<`!Y:65L9"!R871E<R!A;F0@:6YT97)E<W0@8V]S='`,`L
M (&-H86YG97,@:6X@=&AE ("E4:@T*5"H-"BAV;VQU;64@;V8@87-S971S (&%N
M9"!L:6%B:6QI=&EE<R!O=71S=&%N9&EN9RP@86YD (&-H86YG97,@:6X@=&AE
M (&-O;7!O<VET:6]N (&]R (&UI>"!O9B!A<W-E=',@86YD (&QI86) I;&ET:65S
M+B` I5&H-"E0J#0HH36%N86=E;65N="!U<V5S ('!A=&4@<VAO8VL@7"AI+F4N
M+"! I;G-T86YT86YE;W5S (&%N9"!S=7-T86EN960@<&%R86QL96P@<VAI9G1S
M (&EN ('!H92!Y:65L9"!C=7)V92! I;B`Q)2! I;F-R96UE;G1S ('5P ("E4:@T*
M5"H-"BAA;F0@9&]W;B`R)5PI (&9O<B!S='!E<W,@=&5S=&EN9R!T:&4@;F5T
M (&EN=&5R97-T (&EN8V]M92!U;F1E<B!S979E<F%L ('!A=&4@8VAA;F=E (&QE
M=F5L<RX@26X@;W)D97 (@=&\@<VEM=6QA=&4@*51J#0I4*@T**&%C=&EV:71Y
M+"!M871U<FEN9R!B86QA;F-E<R!A<F4@<F5P;&%C960@=VET:"!N97<@8F%L
M86YC97,@870@=&AE (&YE=R!R871E (&QE=F5L (&%N9"!R97!R:6-I;F<@8F%L
M86YC97,@87)E (&%D:G5S=&5D ("E4:@T*5"H-"BAT;R!T:&4@;F5W ('!A=&4@
M<VAO8VL@;&5V96PN (%1H92!R97-U;'!S (&%R92!C;VUP87)E9"!T;R!L:6UI
M="`,`@<V5T (&Y ('!H92!";V%R9"!O9B!\$7)E8W1O<G,@86YD (&%R92!M;VYI
M=&]R960@=&\@*51J#0I4*@T**&ED96YT:69Y ('5N9F%V;W)A8FQE ('1R96YD
M<RX@3F5T (&5C;VYO;6EC ('9A;'5E (&]F (&5Q=6ET>2! I<R!T:&4@;F5T ('!R
M97-E;G0@=F%L=64@;V8@=&AE (\$)A;F-O<G!<,C (R<R!P;W)T9F]L:6\@;V8@
M*51J#0I4*@T**&%S<V5T<R!A;F0@;&EA8FEL:71I97,N (\$)Y (&UA<FMI;F<M
M=&\M;6%R:V5T ('!H92!C;VUP;VYE;G1S (&]F ('!H92!B86QA;F-E ('-H965T
M+"!M86YA9V5M96YT (&-A;B!C;VUP=71E ('!H92!N970@*51J#0I4*@T**&5C
M;VYO;6EC ('9A;'5E (&]F (&5Q=6ET>2X@07,@<F%T97,@8VAA;F=E (&]V97 (@
M=&EM92P@=&AE (&UA<FME="!V86QU97,@;V8@0F%N8V]R<`!A<W-E=',@86YD
M (&QI86) I;&ET:65S ('=I;&P@*51J#0I4*@T**&-H86YG92P@=VET:"!L;VYG
M97 (M=&5R;2!P<F]D=6-T<R!F;'5C='5A=&EN9R!M;W)E ('!H86X@<VAO<GOM
M=&5R;2!P<F]D=6-T<RX@26X@;6]S="!C87-E<RP@<F%T92US96YS:71I=F4@
M87-S971S ("E4:@T*5"H-"BAA;F0@;&EA8FEL:71I97,@=VEL;"!N;W0@:&%V
M92!T:&4@<V%M92!M871U<FET>2!C:&%R86-T97)I<W1I8W,N (%1H97)E9F]R
M92P@87,@<F%T97,@=F%R>2P@=&AE (&UA<FME="!V86QU92!O9B!T:&4@<F%T
M92TI5&H-"E0J#0HH<V5N<VET:79E (&%S<V5T<R!W:6QL (&YO="!C:&%N9V4@
M97%U86QL>2!W:71H ('!H92!M87)K970@=F%L=64@;V8@<F%T92US96YS:71I
M=F4@;&EA8FEL:71I97,N (%1H:7,@=VEL;"!C875S92!T:&4@;F5T ("E4:@T*
M5"H-"BAE8V]N;VUI8R!V86QU92!O9B!E<75I='!D@=&\@=F%R>2X@5&AE (&9O
M8W5S (&]F ('!H92!N970@96-O;F]M:6,@=F%L=64@;V8@97%U:71Y (&ES ('1O
M (&1E=&5R;6EN92!T:&4@<&5R8V5N=&%G92` I5&H-"E0J#0HH9&5C;&EN92! I
M;B!T:&4@;F5T (&5C;VYO;6EC ('9A;'5E (&]F (&5Q=6ET>2!C875S960@8GD@
M82`R)2! I;F-R96%S92!O<B!D96-R96%S92! I;B! I;G1E<F5S="!R871E<R!A
M=VAI8VAE=F5R ("E4:@T*5"H-"BAP<F]D=6-E<R!T:&4@;&%R9V5R (&1E8VQI
M;F4N (\$\$@;&%R9V4@=F%L=64@:6YD:6-A=&5S (&\$@;&%R9V4@<&5R8V5N=&%G
M92!D96-L:6YE (&EN ('!H92!N970@96-O;F]M:6,@=F%L=64@;V8@97%U:71Y
M ("E4:@T*5"H-"BAD=64@=&\@8VAA;F=E<R! I;B! I;G1E<F5S="!R871E<R!A
M;F0L ('!H=7,L (&AI9V@@:6YT97)E<W0@<F%T92!S96YS:71I=FET>2X@02!L
M;W<@=F%L=64@:6YD:6-A=&5S (&\$@<VUA;&P@<&5R8V5N=&%G92` I5&H-"E0J
M#0HH9&5C;&EN92! I;B!T:&4@;F5T (&5C;VYO;6EC ('9A;'5E (&]F (&5Q=6ET
M>2!D=64@=&\@8VAA;F=E<R! I;B! I;G1E<F5S="!R871E<R!A;F0L ('!H=7,L
M (&QO=R! I;G1E<F5S="!R871E ('-E;G-I=&EV:71Y+B!<R` I5&H-"E0J#0HH
M=VET:"!N970@:6YT97)E<W0@:6YC;VUE+"!T:&4@<F5S=6QT<R!A<F4@8V]M
M<&%R960@=&\@;&EM:71S ('-E="!B>2!T:&4@0F]A<F0@;V8@1&ER96-T;W)S
M (&%N9"!A<F4@;6]N:71O<F5D ('!O ("E4:@T*5"H-"BAI9&5N=&EF>2!U;F9A
M=F]R86)L92!T<F5N9',N ("E4:@T*`,`M,BXS (%1\$#0HH ("`@ ("`@4')E<V5N
M=&5D (&EN ('!H92!F;VQL;W=I;F<@=&%B;&5S (&ES (&9O<G=A<FOM;&]O:VEN
M9R! I;F9O<FUA=&EO;B!A8F]U="!T:&4@0F%N8V]R<%PR,C)S ('-E;G-I=&EV

M=FES:6JN<RX@1FEN86QL>2P@8F5C875S92!T:&4@0F%N:R!I<R!S=6)J96-T
M('10(&QE9V%L(')E<V5R=F4@<F5Q=6ER96UE;G1S("E4:@T*5"H-"BAU;F1E
M<B!&961E<F%L(%)E<V5R=F4@4F5G=6QA=&EO;B!\$+"!L:7%U:61I='D@:7,@
M;6%N86=E9"!T;R1E;G-U<F4@=&AA="!T:&4@0F%N:R!M86EN=&%I;G,@86X@
M861E<75A=&4@;&5V96P@;V8@*51J#0I4*@T**&QE9V%L(')E<V5R=F5S+B`I
M5&H-"C"@+3(N,R!41`T**`@("@"(\$-H86YG97,@:6X@=&AE(&QI<75I9&ET
M>2!P;W-I=&EO;B!R97-U;'0@9G)O;2!O<&5R871I;F<L(&EN=F5S=&EN9R!A
M;F0@9FEN86YC:6YG(&%C=&EV:71I97,N(\$-A<V@@9FQO=W,@9G)O;2`I5&H-
M"C`@+3\$N,3(@5\$0-"BAO<&5R871I;F<@86-T:79I=&EE<R!A<F4@9V5N97)A
M;QY('1H92!C87-H(&5F9F5C=',@;V8@=')A;G-A8W1I;VYS(&%N9"!O=&AE
M<B!E=F5N=',@=&AA="!E;G1E<B!I;G1O('1H92!D971E<FUI;F%T:6JN(&]F
M("E4:@T*5"H-"BAN970@:6YC;VUE+B!4:&4@<')I;6%R>2!I;G9E<W1I;F<@
M86-T:79I=&EE<R!I;F-L=61E(&QO86X@;W)I9VEN871I;VYS+";L;V%N(')E
M<&%Y;65N='L(&EN=F5S=&UE;G1S(&EN(&EN=&5R97-T("E4:@T*5"H-"BAB
M96%R:6YG(&)A;&%N8V5S(&EN(&9I;F%N8VEA;"!I;G-T:71U=&EO;G,L(&%N
M9"!T:&4@<'5R8VAA<V4@86YD(&UA='5R:71Y(&]F(&EN=F5S=&UE;G0@<V5C
M=7)I=&EE<RX@1FEN86YC:6YG("E4:@T*5"H-"BAA8W1I=FET:65S(&908W5S
M('!R:6UA<FEL>2!O;B!T:&4@9V5N97)A=&EO;B!O9B!C=7-T;VUE<B!D97!O
M<VET<RX@26X@861D:71I;VXL('1H92!"86YC;W)P('5T:6QI>F5S(&)O<G)O
M=VEN9W,@7"AI+FN+"`I5&H-"E0J#0HH<F5P=7)C:&%S92!A9W)E96UE;G1S
M(&%N9"!A9`9A;F-E<R!F<F]M('1H92!&2\$Q"7"D@87,@82!S;W5R8V4@;V8@
M9G5N9",N("E4:@T*,`M,BXS(%1\$#0HH("@"@1`5R:6YG('1H92!T:')E
M92!M;VYT:',@96YD960@36%R8V@,S\$L(#P,#`L(&-A<V@@86YD(&-A<V@@
M97%U:79A;&5N=',@:6YC<F5A<V5D("0X,#D@=&AO=7-A;F0@8V]M<&%R960@
M*51J#0HP("TQ+C\$R(%1\$#0HH=&@82`D,3`N,"!M:6QL:6JN(&1E8W)E87-E
M(&90<B!T:&4@=&AR964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4
M:&4@<')I;6%R>2!S;W5R8V5S(&]F(&-A<V@@=V5R92!D97!O<VET("E4:@T*
M5"H-"BAG<F]W=&@L(&)O<G)O=V5D(&9U;F1S+"!P<F]C965D<R!F<F]M(&UA
M='5R:71I97,@;V8@<V5C=7)I=&EE<R!A;F0@8V%S:"!P<F]V:61E9"!B>2!O
M<&5R871I;F<@86-T:79I=&EE<RX@5&AE("E4:@T*5"H-"BAP<FEM87)Y('5S
M97,@;V8@8V%S:"!W97)E('1H92!L;V%N(&]R:6=I;F%T:6JN<RP@=&AE('!A
M>6UE;G0@;V8@8V]M;6JN('-T;V-K(&1I=FED96YD<R!A;F0@=&AE('!U<F-H
M87-E(&]F("E4:@T*5"H-"BAT<F5A<W5R>2!S=&]C:RX@1`5R:6YG('1H92!C
M=7)R96YT('1H<F5E(&UO;G1H<R!C87-H('!R;W9I9&5D(&)Y(&]P97)A=&EN
M9R!A8W1I=FET:65S('1O=&%L960@)#\$N,B!M:6QL:6JN(&-O;7!A<F5D("E4
M:@T*5"H-"BAT;R`D,2XX(&UI;&QI;VX@9F]R('1H92!T:')E92!M;VYT:',@
M96YD960@36%R8V@,S\$L(#\$Y.3DL(')E9FQE8W1I;F<@82!D96-R96%S92!I
M;B!L;V%N('-A;&5S(&1U<FEN9R!T:&4@8W5R<F5N="`I5&H-"E0J#0HH<&5R
M:6J]D+B!#87-H(&]U=&9L;W=S(&9R;VT@:6YV97-T:6YG(&%C=&EV:71I97,@
M<F5F;&5C="!S=')O;F<@;&]A;B!D96UA;F0@9`5R:6YG('1H92!T:')E92!M
M;VYT:',@96YD960@36%R8V@,S\$L("E4:@T*5"H-"B@R,#`P(&%N9"Q.3DY
M+B!4:&4@:6YC<F5A<V4@:6X@;&]A;G,@<F5C96EV86)L92!A;F0@;&]A;B!P
M87)T:6-I<&%T:6JN<R!P=7)C:&%S960@=&]T86QE9" `D,3`N-"!M:6QL:6JN
M(&1U<FEN9R!T:&4@*51J#0I4*@T**&-U<G)E;G0@<&5R:6J]D(&-O;7!A<F5D
M('10("OQ,2XU(&UI;&QI;VX@9F]R('1H92!T:')E92!M;VYT:',@96YD960@
M36%R8V@,S\$L(#\$Y.3DN(\$-A<V@@9FQO=W,@9G)O;2!F:6YA;F-I;F<@*51J
M#0I4*@T**&%C=&EV:71I97,@=&]T86QE9" `D."XV(&UI;&QI;VX@9`5R:6YG
M('1H92!C=7)R96YT('!E<FEO9"!C;VUP87)E9"!T;R`D,2XP(&UI;&QI;VX@
M9F]R('1H92!T:')E92!M;VYT:',@96YD960@*51J#0I4*@T**\$UA<F-H(#,Q
M+"`Q.3DY+B!4:&4@:6YC<F5A<V4@<F5F;&5C=',@:6EG:&5R(&1E<@)S:70@
M9W)O=W1H(&1U<FEN9R!T:&4@8W5R<F5N="!P97)I;V0@86YD(&%D9&ET:6JN
M86P@8F]R<F]W:6YG<RX@*51J#0I4*@T**%1H92!F=6YD<R!W97)E('5S960@
M9F]R(&QO86X@;W)I9VEN871I;VYS+B!\$97!O<VET(&=R;W=T:"!T;W1A;&5D
M("0W+CD@;6EL;&EO;B!C;VUP87)E9"!T;R`D,2XP(&UI;&QI;VX@9F]R('1H
M92`I5&H-"E0J#0HH=&AR964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY
M+"!W:&EL92!B;W)R;W=E9"!F=6YD<R!A;F0@<')O8V5E9',@9G)O;2!&2\$Q"
M(&%D=F%N8V5S(&EN8W)E87-E9"!B>2`I5&H-"E0J#0HH)#\$N.2!M:6QL:6JN
M(&-O;7!A<F5D('10("0U-3<@=&AO=7-A;F0@9F]R('1H92!T:')E92!M;VYT
M:'@96YD960@36%R8V@,S\$L(#\$Y.3DN(%1H92!"86YC;W)P('!A:60@9&EV
M:61E;F1S("E4:@T*5"H-"BAO;B!C;VUM;VX@<W108VL@;V8@)#8U;R!T:&]U
M<V%N9"!D=7)I;F<@=&AE(&-U<G)E;G0@=&AR964@;6JN=&AS(&-O;7!A<F5D
M('10("0U.#\$@=&AO=7-A;F0@9F]R('1H92!T:')E92`I5&H-"E0J#0HH;6JN
M=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@0F%N8V]R<"!P=7)C:&%S
M960@)#4Y-"!T:&]U<V%N9"!O9B!T<F5A<W5R>2!S=&]C:R!D=7)I;F<@=&AE
M(&-U<G)E;G0@<75A<G1E<BX@*51J#0I4*@T**%1H92!";V%N9"!O9B!S:7)E
M8W10<G,@875T:&]R:7IE9"!A('-T;V-K(')E<'5R8VAA<V4@<')O9W)A;2!F
M;W(@-3`L,#`P('H87)E<R!O9B!T:&4@0F%N8V]R<%PR,C)S(\$-O;6UO;B!3
M=&]C:RP@*51J#0I4*@T**')E<')E<V5N=&EN9R!A<'!R;WAI;6%T96QY(#\$N
M."4@;V8@=&AE('1O=&%L('H87)E<R!O=71S=&%N9&EN9R!O;B!!=6=U<W0@
M,3@L(#\$Y.3DN(%\$S(&]F(\$UA<F-H(#,Q+"`R,#`P+"!T:&4@*51J#0I4*@T*
M*\$)A;F-O<G'@<'5R8VAA<V5D(#0X+#8P,"!S:&%R97,@;V8@=')E87-U<GD@
M<W108VL@870@)#(Q+C`P(%PR,C@)#(Q+C<U('!E<B!S:&%R92!F;W(@)#\$N
M,"!M:6QL:6JN+B`I5&H-"C"@+3(N,R!41`T**`@("@"(\$1U<FEN9R`R,#`P
M+"!T:&4@0F%N8V]R<!"!W:6QL(&]P96X@82!S=&%T92U09BUT:&4M87)T(&R
M86YC:"!F86-I;&ET>2!I;B!(;V)A<GOL(\$EN9&EA;F\$N(%1H92!F86-I;&ET
M>2!I<R!N;W0@*51J#0HP("TQ+C\$R(%1\$#0HH86YT:6-I<&%T960@=&@&:6%V
M92!A(&UA=&5R:6%L(&EM<&%C="!O;B!N;VYI;G1E<F5S="!E>'!E;G-E(&1U
M<FEN9R`R,#`P+B!4:&4@&F5W(&9A8VEL:71Y('!R;W9I9&5S(&]P<@]R='5N
M:71I97,@=&%*51J#0I4*@T**&5X<&%N9"!M87)K970@<VAA<F4@9F]R('1H
M92!"86YC;W)P7#(R,G,<'O)9`5C=',@86YD('E<G9I8V5S(&EN(\$AO8F%R
M="!A;F0@=&AE('U<G)O=6YD:6YG(&%R96%S+B`I5&H-"C(R+C@X("TR+C,@
M5\$0-"B@Q,2`I5&H-"D54#0IE;F1S=')E86T-"F5N9&]B:@T*-3`@,"!O8FH-
M"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5X="!="#0HO1F]N="`\`T*+T8R(#0@
M,"!2#0HO1C,@-2`P(%(-"B]&-2`Q,B`P(%(-"CX^#0HO17AT1U-T871E(#P\
M#0HO1U,Q(<#@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-3(@,"!O8FH-"CP\#0HO

M-2!L#0I3#0HP(\$<-"C,X,RXY-R`U-S4N.#4@;0T*-"#(Q+C8U(#4W-2XX-2!L
M#0HT,C\$N-C4@-3<U+C@U(&T-"C0R,2XV-2`U-S8N,S,@;`T*4PT*, "XU(\$<-
M"COV,RXQ-R`U-S8N,S,@;0T*-"#,W+C(U(#4W-BXS,R!L#0HT,S<N,C4@-3<V
M+C,S(&T-"COS-RXR-2`U-S4N.#4@;`T*4PT*, "!'#0HT,S<N,C4@-3<U+C@U
M(&T-"COV,RXQ-R`U-S4N.#4@;`T*-"#8S+C\$W(#4W-2XX-2!M#0HT-C,N,3<@
M-3<V+C,S(&P-"E,-"C`N-2!`#0HU,3\$N.#D@-3<V+C,S(&T-"COV-BXU,R`U
M-S8N,S,@;`T*-"#8V+C4S(#4W-BXS,R!M#0HT-C8N-3,@-3<U+C@U(&P-"E,-
M"C`@1PT*-"#8V+C4S(#4W-2XX-2!M#0HU,3\$N.#D@-3<U+C@U(&P-"C4Q,2XX
M.2`U-S4N.#4@;0T*-"3\$Q+C@Y(#4W-BXS,R!L#0I3#0HP+C4@1PT*-"30T+C(Y
M(#4W-BXS,R!M#0HU,34N,C4@-3<V+C,S(&P-"C4Q-2XR-2`U-S8N,S,@;0T*
M-3\$U+C(U(#4W-2XX-2!L#0I3#0HP(\$<-"C4Q-2XR-2`U-S4N.#4@;0T*-"30T
M+C(Y(#4W-2XX-2!L#0HU-#0N,CD@-3<U+C@U(&T-"C4T-"XR.2`U-S8N,S,@
M;`T*4PT*0E0-"B] & ,B`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`V-RXV-2`U
M-C0N.#\$@5&T-"ELH5&T86P@8V\$P:71A;"!T;R!R:7-K+7=E:6=H=&5D(&S
M<V5T<RDM.3@S,"XY*"0S-2XW*2TR,#\$R+C0H,30N,BDM,3(N,B@E*2TX,3`H
M)#(P+C\$1+3,P,S8N,R@X+C`I+3\$R+C\$H)2DM,3\$Y,2@D,C4N,2DM,C`Q,BXT
M*#\$P+C`I+3\$R+C(H)2E=5\$H-"C`@+3\$N,C\$T-"!41`T*6RA4:65R(\$D@8V\$P
M:71A;"!T;R!R:7-K+7=E:6=H=&5D(&S<V5T<RDM.38Y,BXY*"0S,BXU*2TR
M,#\$R+C0H,3,N,"DM,3(N,B@E*2TX,3`H)#\$P+C`I+3,P,S8N,R@T+C`I+3\$R
M+C\$H)2DM,3\$Y,2@D,34N,2DM,C4Q,BXT*#8N,"DM,3(N,2@E*5U42@T*5"H-
M"ELH5&E<B!)(&-A<@ET86P@=&\@861J=7-T960@879E<F%G92!A<W-E=',I
M+3@U,#`H)#,R+C4I+3(U,3(N-"@Y+C`I+3\$R+C\$H)2DM.#\$P*"0Q,"XY*2TS
M,#,V+C,H,RXP*2TQ,BXQ*"4I+3\$Q.3\$H)#\$X+C\$1+3(U,3(N-"@U+C`I+3\$R
M+C\$H)2E=5\$H-"B] & -2`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-3\$R+C0Y(%1M
M#0HH("`@("`@*51J#0HO1C0@,2!49@T*,2XU-B`P(%1\$#0HH4F5S=6QT<R!O
M9B!/<&5R871I;VY(\$PR,C<@OV]M<&R:7-O;B!O9B!T:&4@475A<G1E<B!%
M;F1E9"!-87)C:"`S,2P@,C`P,"!T;R!T:&4@475A<G1E<B!%;F1E9"`I5&H-
M"BTQ+C4V("TQ+C(R(%1\$#0HH36%R8V@,@,SSL(#\$Y.3DI5&H-"B] & ,B`Q(%1F
M#0HP("TR+C,T(%1\$#0HH("`@("`@3F5T(&EN8V]M92!F;W(@=&AE('1H<F5E
M(&UO;G1H<R!E;F1E9"!-87)C:"`S,2P@,C`P,"!W87,@)#\$N,#,V(&U!;&QI
M;VX@8V]M<&R960@=&\@)#DU-R!T:}&]U<V%N9"!F;W(@=&AE("E4:@T*, "`M
M,2XQ,B!41`T**%U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DL(&N(&EN
M8W)E87-E(&]F("0W.2!T:}&]U<V%N9"!<*@N,R5<*2X@5&AE(&5A<FYI;F=S
M(')E<')E<V5N="!A(%)/02!O9B`Q+C\$T)2!F;W(@=&AE("E4:@T*5"H-"BAC
M=7)R96YT('%U87)T97(@8V]M<&R960@=&\@,2XQ,B4@9F]R('1H92!Q=6%R
M=&5R(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@4D]%(="A<R`Q,BXW-"4@
M9F]R('1H92!C=7)R96YT("E4:@T*5"H-"BAQ=6%R=&5R(&-O;7!A<F5D('1O
M(#\$R+C\$Q)2!F;W(@=&AE('%U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DN
M("E4:@T*, "`M,BXS(%1\$#0HH("`@("`@3F5T(&EN=&5R97-T(&EN8V]M92!F
M;W(@=&AE('1H<F5E(&UO;G1H<R!E;F1E9"!-87)C:"`S,2P@,C`P,"!W87,@
M)#,N-B!M:6QL:6]N+"!U<"`D,C4Q('1H;W5S86YD(%PH-RXT)5PI("E4:@T*
M,"`M,2XQ,B!41`T**%9R;VT@)#,N-"!M:6QL:6]N(&9O<B!T:&4@=&AR964@
M;6]N=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@:6YC<F5A<V4@:6X@
M;F5T(&EN=&5R97-T(&EN8V]M92!W87,@*51J#0HR,BXX."`M,BXS(%1\$#0HH
M,3(@*51J#0I%5`T*96YD<W1R96%M#0IE;F1O8FH-"C4S(#`@;V)J#0H\`/`T*
M+U!R;V-3970@6R]0!\$8@+U1E>`0@70T*+T90;G0@/#-`B] & ,B`T(#`@4@T*
M+T8S(#4@,"!2#0HO1C0@-B`P(%(-"B] & -2`Q,B`P(%(-"CX^#0HO17AT1U-T
M871E(#P`#0HO1U,Q(<#@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-34@,"!08FH-
M"CP\#0HO3&5N9W1H(#0Y-3(-"CX^#0IS=')E86T-"D)4#0HO1C(@,2!49@T*
M,3(@,"`P(#\$R(#U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(&=S#0HP(%1C
M#0HP(%1W#0HH("`@("`@("`@("`@("`@("`@*51J#0HP("TR+C,@5\$0-"BAD
M=64@=&\@:;&EG:&5R('EI96QD<R!O;B!I;G1E<F5S="UE87)N:6YG(&S<V5T
M<R!A;F0@9W)O=W1H(&EN(&V97)A9V4@9&I;'D@8F%L86YC97,@9F]R(&QO
M86YS+B!4:&4@=V5I9VAT960M879E<F%G92`I5&H-"C`@+3\$N,3(@5\$0-"BAY
M:65L9"!O;B!I;G1E<F5S="UE87)N:6YG(&S<V5T<R!W87,@-RXW-24@9F]R
M('1H92!T:')E92!M;VYT:',@96YD960@36%R8V@,@,SSL(#(P,#`@8V]M<&R
M960@=&\@-RXU."4@9F]R('1H92`I5&H-"E0J#0HH=&AR964@;6]N=&AS(&5N
M9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4:&4@=V5I9VAT960M879E<F%G92!C;W-T
M(&]F(&9U;F1S(&9O<B!T:&4@<75A<G1E<B!E;F1E9"!-87)C:"`S,2P@,C`P
M,"P@=V\$S("E4:@T*5"H-"B@S+C<S)2!C;VUP87)E9"!T;R`S+C8T)2!F;W(@
M=&AE('%U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DN(%1H92!I;7!A8W0@
M;V8@=&AE(#<N-S4E(')E="5R;B!O;B!I;G1E<F5S="TI5&H-"E0J#0HH96%R
M;FEN9R!A<W-E=',@86YD('1H92`S+C<S)2!C;W-T(&]F(&9U;F1S(')E<W5L
M=&5D(&EN(&N(&EN=&5R97-T(')A=&4@<W!R96%D(&]F(#0N,#(E(&9O<B!T
M:&4@8W5R<F5N="!Q=6%R=&5R("E4:@T*5"H-"BAC;VUP87)E9"!T;R`S+CDT
M)2!F;W(@=&AE('%U87)T97(@96YD960@36%R8V@,@,SSL(#\$Y.3DN(\$1U<FEN
M9R!T:&4@8W5R<F5N="!Q=6%R=&5R+"!T;W1A;"!I;G1E<F5S="!I;F-O;64@
M*51J#0I4*@T**&EN8W)E87-E9"!B>2`D-3`R('1H;W5S86YD(%PH."XQ)5PI
M('=H:6QE('1O=&L(&EN=&5R97-T(&5X<&5N<V4@:6YC<F5A<V5D(&)Y("0R
M-3\$@=&A0=7-A;F0@7`#Y+C`E7"DN(%1H92!N970@:6YT97)E<W0@*51J#0I4
M*@T**&UA<F=I;B!W87,@-"XP,24@9F]R('1H92!T:')E92!M;VYT:',@96YD
M960@36%R8V@,@,SSL(#(P,#`@8V]M<&R960@=&\@,RXY-24@9F]R('1H92!Q
M=6%R=&5R(&5N9&5D(\$UA<F-H(#,Q+"`I5&H-"E0J#0HH,3DY.2X@*51J#0HP
M("TR+C,@5\$0-"B@("`@("!"!\$=7)I;F<@=&AE('1H<F5E(&UO;G1H<R!E;F1E
M9"!-87)C:"`S,2P@,C`P,"P@:6YT97)E<W0@:6YC;VUE(&9R;VT@;}&]A;G,@
M:6YC<F5A<V5D(&)Y("0U,SD@=&A0=7-A;F0@7`#Y+C@E7"DE*51J#0HP("TQ
M+C\$R(%1\$#0HH8V]M<&R960@=&\@=&AE('1H<F5E(&UO;G1H<R!E;F1E9"!-
M87)C:"`S,2P@,3DY.2X@5&AE(&EN8W)E87-E('A<R!D=64@=&\@:;&EG:&5R
M('EI96QD<R!A;F0@:;&EG:&5R(&V97)A9V4@*51J#0I4*@T**&1A:6QY(&)A
M;&N8V5S+B!4:&4@=V5I9VAT960M879E<F%G92!Y:65L9"!O;B!L;V%N<R!O
M=71S=&N9&EN9R!W87,@-RXY-24@9F]R('1H92!C=7)R96YT('%U87)T97(@
M8V]M<&R960@=&\@*51J#0I4*@T**&N.#@E(&9O<B!T:&4@=&AR964@;6]N
M=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!;,V%N(&)A;&N8V5S(&V97)A
M9V5D("OS,#(N."!M:6QL:6]N(&9O<B!T:&4@8W5R<F5N="!Q=6%R=&5R+"`I
M5&H-"E0J#0HH=7`@)#(T+C,@;6EL;&EO;B!<*@N-R5<*2!F<F]M("0R-S@N

M-2!M:6QL:6JN(&90<B!T: &4@=&AR964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q
M+"`Q.3DY+B!\$=7)I;F<@=&AE('1H<F5E(&UO;G1H<R`I5&H-"E0J#0HH96YD
M960@36%R8V@,SSL(#P,#`L(&EN=&5R97-T(&EN8VJM92!O;B!I;G9E<W1M
M96YT<R!A;F0@;W1H97(@9&5P;W-I=",@9&5C<F5A<V5D(&)Y("0S-R!T: &]U
M<V%N9"!<*#4N-"5<*2`I5&H-"E0J#0HH8VJM<&%R960@=&\@=&AE('%U87)T
M97(@96YD960@36%R8V@,SSL(#\$Y.3DN(%1H92!D96-R96%\$92!W87,@9`5E
M('1O(&QO=V5R(&%V97)A9V4@9&%I;'D@8F%L86YC97,N(%1H92`I5&H-"E0J
M#0HH=V5I9VAT960M879E<F%G92!Y:65L9"!O;B!S96-U<FET:65S(&%N9"!O
M=&AE<B!D97!O<VET<R!W87,@-BXR,B4@9F]R('1H92!C=7)R96YT('%U87)T
M97(@8V]M<&%R960@=&\@(-2XX,R4@9F]R("E4:@T*5"H-"BAT:&4@=&AR964@
M;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!396-U<FET:65S(&%N9"!O
M=&AE<B!D97!O<VET<R!A=F5R86=E9" `D-#&N-R!M:6QL:6JN(&90<B!T: &4@
M8W5R<F5N=" `I5&H-"E0J#0HH<75A<G1E<BP@9&]W;B`D-2XS(&UI;&QI;VX@
M7"@Q,2XS)5PI(&9R;VT@) #0W+C`@;6EL;&EO;B!F;W(@=&AE('1H<F5E(&UO
M;G1H<R!E;F1E9"!-87)C:" `S,2P@,3DY.2X@*51J#0HP("TR+C,@5\$0-"B@
M(" `@(" `!);G1E<F5S="!E>`!E;G-E(&90<B!D97!O<VET<R!I;F-R96%\$960@
M8GD@)#\$Y."!T: &]U<V%N9"!<*#&N-R5<*2!D=7)I;F<@=&AE(&-U<G)E;G0@
M<75A<G1E<B!C;VUP87)E9"!T;R!T: &4@*51J#0HP("TQ+C\$R(%1\$#0HH=&AR
M964@;6JN=&AS(&5N9&5D(\$UA<F-H(#,Q+"`Q.3DY+B!4: &4@:6YC<F5A<V4@
M=V%\$(&1U92!T;R!A(&AI9VAE<B!C;W-T(&]F(&9U;F1S(&%N9"!<F]W=&@@
M:6X@879E<F%G92!D86EL>2`I5&H-"E0J#0HH8F%L86YC97,N(%1H92!W96EG
M:'1E9"UA=F5R86=E(')A=&4@&E%I9"!O;B!D97!O<VET<R!F;W(@=&AE('1H
M<F5E(&UO;G1H<R!E;F1E9"!-87)C:" `S,2P@,C`P,"!W87,@,RXV,R4@*51J
M#0I4*@T**&-O;7!A<F5D('1O(#,N-34E(&90<B!T: &4@<75A<G1E<B!E;F1E
M9"!-87)C:" `S,2P@,3DY.2X@5&AE(&AI9VAE<B!C;W-T(&]F(&9U;F1S(')E
M9FQE8W1S(&\$@<FES:6YG(&EN=&5R97-T(')A=&4@*51J#0I4*@T**&5N=FER
M;VYM96YT+B!4;W1A;"!D97!O<VET(&)A;&%N8V5S(&%V97)A9V5D("0S,#4N
M,2!M:6QL:6JN(&90<B!T: &4@8W5R<F5N="!Q=6%R=&5R+"!U<" `D,34N-R!M
M:6QL:6JN(%PH-2XT)5PI(&9R;VT@*51J#0I4*@T**"OR.#DN-"!F;W(@=&AE
M('%U87)T97(@96YD960@36%R8V@,SSL(#\$Y.3DN(\$EN=&5R97-T(&5X<&5N
M<V4@;VX@8F]R<F]W960@9G5N9',@:6YC<F5A<V5D(&)Y("OU,R!T: &]U<V%N
M9" `I5&H-"E0J#0HH7"@R-"XP)5PI(&1U<FEN9R!T: &4@8W5R<F5N="!Q=6%R
M=&5R(&1U92!T;R!H:6=H97(@<F%T97,@86YD(&EN8W)E87-E<R!I;B!A=F5R
M86=E(&1A:6QY(&)A;&%N8V5S+B!4: &4@=V5I9VAT960M*51J#0I4*@T**&5V
M97)A9V4@8V]S="!O9B!B;W)R;W=E9"!F=6YD<R!W87,@-2XR,B4@9F]R('1H
M92!C=7)R96YT('%U87)T97(@8V]M<&%R960@=&\@-2XP-24@9F]R('1H92!T
M:')E92!M;VYT:' ,@96YD960@*51J#0I4*@T**\$UA<F-H(#,Q+"`Q.3DY+B!"
M;W)R;W=E9"!F=6YD<R!A=F5R86=E9" `D,C\$N,"!M:6QL:6JN(&1U<FEN9R!T
M: &4@<75A<G1E<B!E;F1E9"!-87)C:" `S,2P@,C`P,"P@=7`@)#,N-2!M:6QL
M:6JN("E4:@T*5"H-"BA<#*(P+C`E7"D@9G)O;2`D,3<N-2!M:6QL:6JN(&90
M<B!T: &4@<75A<G1E<B!E;F1E9"!-87)C:" `S,2P@,3DY.2X@*51J#0HP("TR
M+C,C,@5\$0-"B@(" `@(" `!);VYI;G1E<F5S="!I;F-O;64@9F]R('1H92!Q=6%R
M=&5R(&5N9&5D(\$UA<F-H(#,Q+"`R,#`P('A<R`D-#OX('1H;W5S86YD+"!U
M<" `D,3\$P('1H;W5S86YD(%PH,S(N-25<*2!F<F]M("E4:@T*," `M,2XQ,B!4
M1`T**"OS,S@=&AO=7-A;F0@9F]R('1H92!T:')E92!M;VYT:' ,@96YD960@
M36%R8V@,SSL(#\$Y.3DN(\$1U<FEN9R!T: &4@<45R:6]D('1H92!"86YC;W)P
M(&-O;G1I;G5E9"!T;R!I;7!L96UE;G0@*51J#0I4*@T**&EN:71I871I=F5S
M(&908W5S960@;VX@:6UP<F]V:6YG(&EN8VJM92!F<F]M(\$)A;FL@;W!E<F%T
M:6JN<RX@07,@82!R97-U;`0L(&9E97,@86YD('-E<G9I8V4@8VAA<F=E<R!I
M;F-R96%\$960@)#\$S-R`I5&H-"E0J#0HH=&AO=7-A;F0@7"@V,BXS)5PI(&%N
M9"!I;F-O;64@9G)O;2!4<G5S="!O<&5R871I;VYS(&EN8W)E87-E9" `D-R!T
M: &]U<V%N9"!<*#&N,"5<*2!C;VUP87)E9"!T;R!T: &4@=&AR964@;6JN=&AS
M("E4:@T*5"H-"BAE;F1E9"!-87)C:" `S,2P@,3DY.2X@*51J#0HP("TR+C,@
M5\$0-"B@(" `@(" `!);VYI;G1E<F5S="!E>`!E;G-E(&90<B!T: &4@<75A<G1E
M<B!E;F1E9"!-87)C:" `S,2P@,C`P,"!W87,@)#(N,R!M:6QL:6JN+"!U<" `D
M,C<R('1H;W5S86YD(%PH,3,N,25<*2!F<F]M("E4:@T*," `M,2XQ,B!41`T*
M*"OR+C\$@;6EL;&EO;B!F;W(@=&AE('1H<F5E(&UO;G1H<R!E;F1E9"!-87)C
M:" `S,2P@,3DY.2X@5&AE(&EN8W)E87-E(&EN(&-O;7!E;G-A=&EO;B!A;F0@
M8F5N969I=' ,@=V%\$(&1U92!T;R`I5&H-"E0J#0HH861D:71I;VYA;"!S=&%F
M9FEN9R!F;W(@8W5R<F5N="!O<&5R871I;VYS(&%N9"!I;B!P<F5P87)A=&EO
M;B!F;W(@=&AE(\$A08F%R="!F86-I;&ET>2!T:&%T(&ES(&5X<&5C=&5D('1O
M(&]P96X@9`5R:6YG("E4:@T*5"H-"BAT:&4@9F%L;"!O9B`R,#`P+B!4: &4@
M:6YC<F5A<V4@:6X@9&%T82!P<F]C97-S:6YG(')E9FQE8W1S(&EN=F5S=&UE
M;G1S(&EN('1E8VAN;VQO9WD@86YD(&YE=R!P<F]D=6-T<R!A;F0@<V5R=FEC
M97,N("E4:@T*+T8U(#\$@5&8-"E0J#0HH3W1H97(@97AP96Y92!C:&%N9V5S
M('E<F4@9`5E('1O('1-86YD87)D(&EN8W)E87-E<R!I;B!O<&5R871I;VYS
M+B!4: &4@0F%N8V]R<C%PR,C)S(&5F9FEC:65N8WD@<F%T:6\@=V%\$(&4W+C8E
M(&90<B`I5&H-"E0J#0HH=&AE('%U87)T97(@96YD960@36%R8V@,SSL(#(P
M,#`@8V]M<&%R960@=&\@-34N.24@9F]R('1H92!T:')E92!M;VYT:' ,@96YD
M960@36%R8V@,SSL(#\$Y.3DN(%1H92!R871I;R!I<R`I5&H-"E0J#0HH9&5T
M97)M:6YE9"!B>2!D:79I9&EN9R!T;W1A;"!N;VYI;G1E<F5S="!E>`!E;G-E
M(&)Y('1H92!S=6T@;V8@;F5T(&EN=&5R97-T(&EN8VJM92!A;F0@=&]T86P@
M;F]N:6YT97)E<W0@:6YC;VUE(&90<B`I5&H-"E0J#0HH=&AE('!E<FEO9"X@
M*51J#0HR,BX." `M,BXS(%1\$#0HH,3,@*51J#0I%5`T*96YD<W1R96%\$M#0IE
M;F108FH-"C4V(#`@;V)J#0H\`/T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*
M+T90;G0@/#P-"B] &,B`T(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B]#>'1`4W1A
M=&4@/#P-"B]4SS@-R`P(%(-"CX^#0H^/@T*96YD;V)J#0HU." `P(&]B:@T*
M/#P-"B] ,96YG=&@@,CDQ-"T*/CX-"G-T<F5A;OT*0EO-"B] &,B`Q('1O#0HQ
M,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B]4SS@9W,-"C`@5&,-
M"C`@5<-"B@(" `@(" `@(" `@(" `@(" `@(" `I5&H-"C`+3(N,R!41`T**" `@
M(" `@(\$EN8VJM92!T87@97AP96Y9S97,@9F]R('1H92!T:')E92!M;VYT:' ,@
M96YD960@36%R8V@,SSL(#(P,#`@=&]T86QE9" `D-C4S('1H;W5S86YD(&-O
M;7!A<F5D('1O("OV,S,@*51J#0HP("TQ+C\$R(%1\$#0HH=&AO=7-A;F0@9F]R
M('1H92!T:')E92!M;VYT:' ,@96YD960@36%R8V@,SSL(#\$Y.3DL(&%N(&EN
M8W)E87-E(&]F("OR,"!T: &]U<V%N9"!<*#&N,B5<*2X@5&AE(&EN8W)E87-E

M('=<R!D=64@=&\@*51J#0I4*@T**&%N(&EN8W)E87-E(&EN('!R971A>"!E M87)N:6YG<R!D=7)I;F<@=&AE(&-U<G)E;G0@<75A<G1E<BX@5&AE(&-O;6)I M;F5D(&5F9F5C=&EV92!F961E<F%L(&%N9"!S=&%T92!T87@<F%T97,@9F]R M('!H92!I5&H-"E0J#0HH0F%N8V]R<"!W87,@,S@N-R4@9F]R('!H92!T:')E M92!M;VYT:',@96YD960@36%R8V@,S\$L(#P,#`@8V]M<=&R960@=&\@,SDN M."4@9F]R('!H92!T:')E92!M;VYT:',@96YD960@*51J#0I4*@T**\$UA<F-H M(#,Q+"`Q.3DY+B!4: &4@<F5D=6-T:6]N(&1U<FEN9R!T: &4@8W5R<F5N="!P M97)I;V0@:7,@82!R97-U;'0@;V8@:6YV97-T;65N=',@:6X@;&]W+6EN8V]M M92!H;W5S:6YG('!A>"`I5&H-"E0J#0HH8W)E9&ET<RX@*51J#0HO1C,@,2!4 M9@T*,"`M,BXS-B!41`T**\$9O<G=A<F0M3&]O:VEN9R!3=&%T96UE;G1S*51J M#0HO1C(@,2!49@T*,"`M,BXS-"!41`T**`@("`@(%=H96X@=7-E9"!I;B!T M:&ES(')E<&]R="!A;F0@:6X@9G5T=7)E(&9I;&EN9W,@8GD@=&AE(\$)A;F-O M<G`@=VET:"!T: &4@4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO M;BP@:6X@*51J#0HO1C@,2!49@T*,"`M,2XQ,B!41`T**!H92!"86YC;W)P M7#(R,G,<@')E<W,@<F5L96%S97,@;W(@;W1H97(@<'5B;&EC(&]R('!H87)E M:&]L9&5R(&-O;6UU;FEC871I;VYS+"!O<B!I;B!O<F%L('!T871E;65N=',@ M;6%D92!W:71H('!H92!I5&H-"E0J#0HH87!P<F]V86P@;V8@86X@875T:&]R M:7IE9"!E>&5C=7!I=F4@;V9F:6-E<BP@=&AE('O<F1S(&]R('!H<F%S97,@ M7#(R,W=O=6QD(&)E+%PR,C0@7#(R,W=I;&P@86QL;W<L7#(R-"!<,C(S:6YT M96YD<R!T;RQ<,C(T(%PR,C-W:6QL(&QI:V5L>2`I5&H-"E0J#0HH<F5S=6QT M+%PR,C0@7#(R,V%R92!E>'!E8W1E9"!T;RQ<,C(T(%PR,C-W:6QL(&-O;G1I M;G5E+%PR,C0@7#(R,VES(&%N=&EC:7!A=&5D+%PR,C0@7#(R,V5S=&EM871E M+%PR,C0@7#(R,W!R;VIE8W0L7#(R-"!O<B!S:6UI;&%R(&5X<')E<W-I;VYS M(&%R92!I5&H-"E0J#0HH:6YT96YD960@=&\@:61E;G1I9GD@7#(R,V9O<G=A M<F0M;&]O:VEN9R!S=&%T96UE;G1S7#(R-"!W:71H:6X@=&AE(&UE86YI;F<@ M;V8@=&AE(%!R:79A=&4@4V5C=7)I=&EE<R!,:71I9V%T:6]N(%E9F]R;2`I M5&H-"E0J#0HH06-T(&]F(#\$Y.34N(%-U8V@<W1A=&5M96YT<R!A<F4@<W5B M:F5C="!T;R!R:7-K<R!A;F0@=6YC97)T86EN=&EE<RP@:6YC;'5D:6YG(&)U M="!N;W0@;&EM:71E9"!T;R!C:&%N9V5S(&EN(&5C;VYO;6EC("E4:@T*5"H-M BAC;VYD:71I;VYS(&EN('!H92!"86YC;W)P7#(R,G,@;6%R:V5T(&%R96\$ L M(&-H86YG97,@:6X@<@]L:6-I97,@8GD@<F5G=6QA=&]R>2!A9V5N8VEE<RP@ M9FQU8W1U871I;VYS(&EN(&EN=&5R97-T(')A=&5S+"`I5&H-"E0J#0HH9&5M M86YD(&9O<B!L;V%N<R!I;B!T: &4@0F%N8V]R<%PR,C)S(&UA<FME="!A<F5A M(&%N9"!C;VUP971I=&EO;BP@86QL(&]R('!-O;64@;V8@=VAI8V@<8V]U; &0@ M8V%U<V4@86-T=6%L(')E<W5L=',@=&\@*51J#0I4*@T**&1I9F9E<B!M871E M<FEA;&QY(&9R;VT@:&ES=&]R:6-A;"!E87)N:6YG<R!A;F0@=&AO<V4@<')E M<V5N=&QY(&%N=&EC:7!A=&5D(&]R('!R;VIE8W1E9"X@*51J#0HP("TR+C,@ M5\$0-"B@@"`@("!4:&4@0F%N8V]R<"!W:7-H97,@=&\@8V%U=&EO;B!R96% D M97)S(&YO="!T;R!P;&%C92!U;F1U92!R96QI86YC92!O;B!A;GD@<W5C:"!F M;W)W87)D+6QQ;VM;F<@<W1A=&5M96YT<RP@*51J#0HP("TQ+C\$R(%!\$#0HH M=VAI8V@<W!E86L@;VYL>2!A<R!O9B!T: &4@9&%T92!M861E+"!A;F0@861V M:7-E(')E861E<G,@=&AA="!V87)I;W5S(&9A8W1O<G,L(&EN8VQU9&EN9R!R M96=I;VYA;"!A;F0@;F%T:6]N86P@*51J#0I4*@T**&5C;VYO;6EC(&-O;F1I M=&EO;G,L('!-U8G-T86YT:6%L(&-H86YG97,@:6X@;&5V96QS(&]F(&UA<FME M="!I;G1E<F5S="!R871E<RP@8W)E9&ET(&%N9"!O=&AE<B!R:7-K<R!O9B!L M96YD:6YG(&%N9"!I5&H-"E0J#0HH:6YV97-T;65N="!A8W1I=FET:65S(&%N M9"!C;VUP971I=&EV92!A;F0@<F5G=6QA=&]R>2!F86-T;W)S+"!C;W5L9"!A M9F9E8W0@=&AE(\$)A;F-O<G!<,C(R<R!F:6YA;F-I86P@<5R9F]R;6%N8V4@ M86YD("E4:@T*5"H-"BAC;W5L9"!C875S92!T: &4@0F%N8V]R<%PR,C)S(&%C M="5A;"!R97-U;'1S(&9O<B!F=71U<F4@<5R:6]D<R!T;R!D:69F97(@:6%T M97)I86QL>2!F<F]M('!H;W-E(&%N=&EC:7!A=&5D(&]R('!R;VIE8W1E9"X@ M*51J#0HP("TR+C,@5\$0-"B@@"`@("!4:&4@0F%N8V]R<"!D;V5S(&YO="!U M;F1E<G1A:V4L(&%N9"!S<&5C:69I8V%L;'D@9&ES8VQA:6US(&%N>2!O8FQI M9V%T:6]N+"!T;R!U<@&1A=&4@86YI(&9O<G=A<F0M;&]O:VEN9R!I5&H-"E M+3\$N,3(@5\$0-"BAS=&%T96UE;G1S('!O(')E9FQE8W0@;V-C=7)R96YC97,@ M;W(@=6YA;G1I8VEP871E9"!E=F5N=',@;W(@8VER8W5M<W1A;F-E<R!A9G1E M<B!T: &4@9&%T92!O9B!S=6-H('!T871E;65N='N("E4:@T*5C(N.#@@+3(N M;R!41`T**\$T("E4:@T*150-"F5N9'-T<F5A;OT*96YD;V)J#0HU.2`P(&]B M:@T*/#P-"B]O<F]C4V5T(%LO4\$1&("]497AT(%T-"B] & VYT(#P\#0HO1C(@ M-"`P(%-"B] & ,R`U(#`@4@T*+T8U(#\$R(#`@4@T*/CX-"B] >'1'4W1A=&4@ M/#P-"B]`4S\$@-R`P(%-"CX^#0H^/@T*96YD;V)J#0HV,2`P(&]B:@T*/#P- M]B],96YG=&@@,30U,PT*/CX-"G-T<F5A;OT*0E0-"B] & ,B`Q(%!F#0HQ,B`P M(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B]`4S\$@9W,-"C`@5&,-"C`@ M5'<-"B@@"`@("`@("`@("`@("`@("`@("I5&H-"B] & -"Q(%!F#0HQ-BXW,B`M M,BXS-B!41`T**%!4E0@24D@7#(R-R!/=&AE<B!);F9O<FUA=&EO;BE4:@T* M+T8R(#\$@5&8-"BTQ-BXW,B`M,2XQ-B!41`T*,BXP.2!48PT*6R@<*2TR,SOP M*"`@("DY-#`H("I.30P*"`I751*#0HP("TQ+C\$R(%!\$#0HP(%!C#0HH271E M;2`Q+BE4:@T*+T8T(#\$@5&8-"C<N,#(@+3`N,#8@5\$0-"BA,96=A;"!O<F]C M965D:6YG<RE4:@T*+T8R(#\$@5&8-"C`@+3\$N,38@5\$0-"BA4: &4@<F5G:7-T M<F%N="!I<R!N;W0@<@&R='D@=&\@86YI(&UA=&5R:6%L(&QE9V%L('!R;V-E M961I;F=S+B!.;R!S:6=N:69I8V%N="!C:&%N9V5S(&EN(&QE9V%L("E4:@T* M,"`M,2XQ,B!41`T**!R;V-E961I;F=S(&]F('!H92!"86YC;W)P(&]C8W5R M<F5D(&1U<FEN9R!T: &4@<75A<G1E<BXI5&H-"BTW+C`R("TQ+C\$R(%!\$#0HH M("E4:@T*5"H-"BA)=&5M(#,N*51J#0HO1C0@,2!49@T*-RXP,B`M,"XP-B!4 M1`T**\$-H86YG97,@:6X@4V5C=7)I=&EE<R4: @T*+T8R(#\$@5&8-"C`@+3\$N M,38@5\$0-"BA.;W0@87!P;&EC86)L92XI5&H-"BTW+C`R("TQ+C\$R(%!\$#0HH M("E4:@T*5"H-"BA)=&5M(#,N*51J#0HO1C0@,2!49@T*-RXP,B`M,"XP-B!4 M1`T**\$1E9F%U;'1S(&5P;VX@4V5N:6]R(%-E8W5R:71I97,I5&H-"B] & ,B`Q M(%!F#0HP("TQ+C\$V(%!\$#0HH3F]T(&%P<&QI8V%B;&4N*51J#0HM-RXP,B`M M,2XQ,B!41`T**`I5&H-"E0J#0HH271E;2`T+BE4:@T*+T8T(#\$@5&8-"C<N M,#(@+3`N,#8@5\$0-"BA3=6)M:7-S:6]N(&]F(\$UA='1E<G,@=&\@82!6;W1E M(&]F(%-E8W5R:71Y(\$AO;&1E<G,I5&H-"B] & ,B`Q(%!F#0HP("TQ+C\$V(%!\$ M#0HH3F]T(&%P<&QI8V%B;&4N*51J#0HM-RXP,B`M,2XQ,B!41`T**`I5&H-M"E0J#0HH271E;2`U+BE4:@T*+T8T(#\$@5&8-"C<N,#(@+3`N,#8@5\$0-"BA/ M=&AE<B!);F9O<FUA=&EO;BE4:@T*+T8R(#\$@5&8-"C`@+3\$N,38@5\$0-"BA.

M<VES+VEG<F%V92]I86-U=&40:6-I<F-U;69L97@0:61I97)E<VES+V5T:"]N
M=&EL9&40;V=R879E#0HO;V%C=71E+V]C:7)C=6UF;&5X+V]T:6QD92]O9&EE
M<F5S:7,O9&EV:61E+V]S;&%S:"]U9W)A=F40=6%C=71E#0HO=6-I<F-U;69L
M97@0=61I97)E<VES+WEA8W5T92]T:&]R;B]Y9&EE<F5S:7,-"ET-"CX^#0IE
M;F108FH-"C\$@,"!08FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@
M4@T*+U)E<V]U<F-E<R`S(#`@4@T*+T-O;G1E;G1S(#(@,"!2#0H^/@T*96YD
M;V)J#0HY(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-
M"B]297-O=7)C97,@,3\$@,"!2#0HO0V]N=&5N=',@,3`@,"!2#0H^/@T*96YD
M;V)J#0HQ,R`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2
M#0HO4F5S;W5R8V5S(#SU(#`@4@T*+T-O;G1E;G1S(#\$T(#`@4@T*/CX-"F5N
M9&]B:@T*,38@,"!08FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@
M4@T*+U)E<V]U<F-E<R`Q."`P(%(-"B]#;VYT96YT<R`Q-R`P(%(-"CX^#0IE
M;F108FH-"C\$Y(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P
M(%(-"B]297-O=7)C97,@,C\$@,"!2#0HO0V]N=&5N=',@,C`@,"!2#0H^/@T*
M96YD;V)J#0HR,B`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@
M,"!2#0HO4F5S;W5R8V5S(#(T(#`@4@T*+T-O;G1E;G1S(#S(#`@4@T*/CX-
M"F5N9&]B:@T*,C4@,"!08FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X
M(#`@4@T*+U)E<V]U<F-E<R`R-R`P(%(-"B]#;VYT96YT<R`R-B`P(%(-"CX^
M#0IE;F108FH-"C(X(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@
M."`P(%(-"B]297-O=7)C97,@,S`@,"!2#0HO0V]N=&5N=',@,CD@,"!2#0H^
M/@T*96YD;V)J#0HS,2`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT
M(#@@,"!2#0HO4F5S;W5R8V5S(#S,#`@4@T*+T-O;G1E;G1S(#R(#`@4@T*
M/CX-"F5N9&]B:@T*,S0@,"!08FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N
M="`X(#`@4@T*+U)E<V]U<F-E<R`S-B`P(%(-"B]#;VYT96YT<R`S-2`P(%(-
M"CX^#0IE;F108FH-"C,W(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-"B]087)E
M;G0@-#S@,"!2#0HO4F5S;W5R8V5S(#Y,#`@4@T*+T-O;G1E;G1S(#X,#`@
M4@T*/CX-"F5N9&]B:@T*-,#@,"!08FH-"CP\#0HO5'EP92`O4&%G90T*+U!A
M<F5N="`T,2`P(%(-"B]297-O=7)C97,@-#0@,"!2#0HO0V]N=&5N=',@-,@
M,"!2#0H^/@T*96YD;V)J#0HT-2`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO
M4&%R96YT(#0Q(#`@4@T*+U)E<V]U<F-E<R`T-R`P(%(-"B]#;VYT96YT<R`T
M-B`P(%(-"CX^#0IE;F108FH-"C0X(#`@;V)J#0H\`T*+U1Y<&4@+U!A9V4-
M"B]087)E;G0@-#S@,"!2#0HO4F5S;W5R8V5S(#4P(#`@4@T*+T-O;G1E;G1S
M(#0Y(#`@4@T*/CX-"F5N9&]B:@T*-3\$@,"!08FH-"CP\#0HO5'EP92`O4&%G
M90T*+U!A<F5N="`T,2`P(%(-"B]297-O=7)C97,@-3,@,"!2#0HO0V]N=&5N
M=",@-3(@,"!2#0H^/@T*96YD;V)J#0HU-"`P(&]B:@T*/#P-"B]4>7!E("]0
M86=E#0HO4&%R96YT(#0Q(#`@4@T*+U)E<V]U<F-E<R`U-B`P(%(-"B]#;VYT
M96YT<R`U-2`P(%(-"CX^#0IE;F108FH-"C4W(#`@;V)J#0H\`T*+U1Y<&4@
M+U!A9V4-"B]087)E;G0@-#S@,"!2#0HO4F5S;W5R8V5S(#4Y(#`@4@T*+T-O
M;G1E;G1S(#4X(#`@4@T*/CX-"F5N9&]B:@T*-C`@,"!08FH-"CP\#0HO5'EP
M92`O4&%G90T*+U!A<F5N="`T,2`P(%(-"B]297-O=7)C97,@-C(@,"!2#0HO
M0V]N=&5N=',@-C\$@,"!2#0H^/@T*96YD;V)J#0HV,R`P(&]B:@T*/#P-"B]4
M>7!E("]086=E#0HO4&%R96YT(#0Q(#`@4@T*+U)E<V]U<F-E<R`V-2`P(%(-
M"B]#;VYT96YT<R`V-"`P(%(-"CX^#0IE;F108FH-"C@@,"!08FH-"CP\#0HO
M5'EP92`O4&%G97,-"B]+:61S(%LQ(#`@4B`Y(#`@4B`Q,R`P(%(@,38@,"!2
M(#\$Y(#`@4B`R,B`P(%(@,C4@,"!2(#X(#`@4B`S,2`P(%(@,S0@,"!270T*
M+T-O=6YT(#\$P#0HO4&%R96YT(#0P(#`@4@T*/CX-"F5N9&]B:@T*-,#@,"!O
M8FH-"CP\#0HO5'EP92`O4&%G97,-"B]+:61S(%LS-R`P(%(@-#@,"!2(#0U
M(#`@4B`T."`P(%(@-3\$@,"!2(#4T(#`@4B`U-R`P(%(@-C`@,"!2(#8S(#`@
M4ET-"B]#;W5N="`Y#0HO4&%R96YT(#0P(#`@4@T*/CX-"F5N9&]B:@T*-,#@
M,"!08FH-"CP\#0HO5'EP92`O4&%G97,-"B]+:61S(%LX(#`@4B`T,2`P(%(@
M70T*+T-O=6YT(#\$Y#0HO365D:6%"W@6S`@,"`V,3(@,3`P.%T-"CX^#0IE
M;F108FH-"C8X(#`@;V)J#0H\`T*+U1Y<&4@+T-A=&%L;V<-"B]086=E<R`T
M,"`P(%(-"CX^#0IE;F108FH-"C8Y(#`@;V)J#0H\`T*+T-R96T:6]N1&%T
M92`H1#HQ.3\$P,#`U,3\$Q,C(T,S@I#0HO4!)O9'5C97(@%#PS-S9<,S<W7#`P
M,\$%<,#`P8UPP,#!R7#`P,&](<,#`P8EPP,#!A7#`P,'1<,#`P(%PP,#!\$7#`P
M,&E<,#`P<UPP,#!T7#`P,&E<,#`P;%PP,#!L7#`P,&5<,#`P<EPP,#`@7#`P
M,#-<,#`P+EPP,#`P7#`P,#(I#0H^/@T*96YD;V)J#0IX<F5F#0HP(<#P#0HP
M,#`P,#`P,#`P(#8U-3,U(&8-"C`P,#`P.#@P-S(@,#`P,#`@;@T*,#`P,#`P
M,#`Q-R`P,#`P,"!N#0HP,#`P,#`Q-3<W(#`P,#`P(&X-"C`P,#`P.#8S.3@@
M,#`P,#`@;@T*,#`P,#`X-C0X."`P,#`P,"!N#0HP,#`P,#@V-3<W(#`P,#`P
M(&X-"C`P,#`P.#8S,3D@,#`P,#`@;@T*,#`P,#`X.3@P-B`P,#`P,"!N#0HP
M,#`P,#@X,38P(#`P,#`P(&X-"C`P,#`P,#\$W,#0@,#`P,#`@;@T*,#`P,#`P
M-3\$R,2`P,#`P,"!N#0HP,#`P,#@V-C@T(#`P,#`P(&X-"C`P,#`P.#@R-3`@
M,#`P,#`@;@T*,#`P,#`P-3(U,"`P,#`P,"!N#0HP,#`P,#`V.#@U(#`P,#`P
M(&X-"C`P,#`P.#@S-#S@,#`P,#`@;@T*,#`P,#`P-S`Q-"`P,#`P,"!N#0HP
M,#`P,#\$S,34U(#`P,#`P(&X-"C`P,#`P.#@T,S(@,#`P,#`@;@T*,#`P,#`Q
M,S(X-"`P,#`P,"!N#0HP,#`P,#(Q,#@U(#`P,#`P(&X-"C`P,#`P.#@U,C,@
M,#`P,#`@;@T*,#`P,#`R,3(Q-"`P,#`P,"!N#0HP,#`P,#(T-3`W(#`P,#`P
M(&X-"C`P,#`P.#@V,30@,#`P,#`@;@T*,#`P,#`R-#8T-R`P,#`P,"!N#0HP
M,#`P,#R.#0R(#`P,#`P(&X-"C`P,#`P.#@W,#4@,#`P,#`@;@T*,#`P,#`S
M,CDW,2`P,#`P,"!N#0HP,#`P,#W-C@Y(#`P,#`P(&X-"C`P,#`P.#@W.38@
M,#`P,#`@;@T*,#`P,#`S-S@R.2`P,#`P,"!N#0HP,#`P,#0P.#(W(#`P,#`P
M(&X-"C`P,#`P.#@X.#<@,#`P,#`@;@T*,#`P,#`T,#DU-2`P,#`P,"!N#0HP
M,#`P,#0U,SOS(#`P,#`P(&X-"C`P,#`P.#@Y-S@@,#`P,#`@;@T*,#`P,#`T
M-30X,R`P,#`P,"!N#0HP,#`P,#4R-C4R(#`P,#`P(&X-"C`P,#`P.3`P.#<@
M,#`P,#`@;@T*,#`P,#`X.3DT.2`P,#`P,"!N#0HP,#`P,#@Y,#<P(#`P,#`P
M(&X-"C`P,#`P-3(W.#\$@,#`P,#`@;@T*,#`P,#`U-S4T.2`P,#`P,"!N#0HP
M,#`P,#@Y,38R(#`P,#`P(&X-"C`P,#`P-3<V-S@@,#`P,#`@;@T*,#`P,#`V
M,S4W,R`P,#`P,"!N#0HP,#`P,#@Y,C4T(#`P,#`P(&X-"C`P,#`P-C,W,#(@
M,#`P,#`@;@T*,#`P,#`V.#8Q-B`P,#`P,"!N#0HP,#`P,#@Y,S0V(#`P,#`P
M(&X-"C`P,#`P-C@W-#4@,#`P,#`@;@T*,#`P,#`W-#4Y-B`P,#`P,"!N#0HP
M,#`P,#@Y-#X(#`P,#`P(&X-"C`P,#`P-S0W,S8@,#`P,#`@;@T*,#`P,#`W
M.3<T-R`P,#`P,"!N#0HP,#`P,#@Y-3,P(#`P,#`P(&X-"C`P,#`P-SDX-C4@
M,#`P,#`@;@T*,#`P,#`X,C@S."`P,#`P,"!N#0HP,#`P,#@Y-C(R(#`P,#`P
M(&X-"C`P,#`P.#(Y-C@<,#`P,#`@;@T*,#`P,#`X-#0W.2`P,#`P,"!N#0HP

M, # `P, # @Y-S\$T (# `P, # `P (&X-"C`P, # `P. #0U.38@, # `P, # `@;@T*, # `P, # `X
M-C`V.2`P, # `P, " !N#0HP, # `P, # @V, 3@V (# `P, # `P (&X-"C`P, # `P. #8W.3, @
M, # `P, # `@;@T*, # `P, # `Y, # \$X-R`P, # `P, " !N#0HP, # `P, # DP, COT (# `P, # `P
M (&X-"G1R86EL97 (-"CP\#0HO4VEZ92`W, `T*+U) O;W0@-C@@, " !2#0HO26YF
M;R`V.2`P (% (-"B]) 1"!; /# \$U-C) B93\$U8S9C, V, Q8S, R, & %C861C-C4U, V, Y
M, S, U/CPQ-38R8F4Q-6, V8S-C, 6, S, C!A8V%D8S8U-3-C.3, S-3Y=#0H^/@T*
9<W1A<G1X<F5F#0HY, #0S-PT*) 25%3T8-"F\$D
,

end