

M<')O<&]S86P@=&\@<F%T:69Y ('1H92!A<'!O:6YT;65N="!O9B!%<FYS=" 'F
M(%EO=6YG(\$Q,4"!A<R!T:&4@9FER;2!O9B!I;F1E<&5N9&5N="!P=6)L:6,@
M*5U42@T*-XR("TQ+C\$R(%1\$#0HH86-C;W5N=&%N=',@=&\@97AA;6EN92!T
M:&4@9FEN86YC:6%L('T871E;65N=',@;V8@=&AE(\$-O;7!A;GD@86YD(&ET
M<R!C;VYS;VQI9&%T960@869F:6QI871E<R!F;W(@=&AE("E4:@T*5"H-"BAY
M96%R(#P,#[(&%N9"E4:@T*+30N,B`M,2XQ,B!41`T**`I5&H-"E0J#0I;
M*`I+3(U-3`H,RX@*2TT,#`H4W5C:"!O=&AE<B!M871T97)S(&%S(&UA>2!P
M<F]P97)L>2!C;VUE(&E9F]R92!T:&4@06YN=6%L(\$UE971I;F<@86YD(&%N
M>2!A9&IO=7)N;65N="!O<B`I751*#0HT+C(@+3\$N,3(@5\$0-"BAA9&IO=7)N
M;65N=',@=&AE<F509BXI5&H-"BTT+C(@+3(N,R!41`T**`@("`@("H87)E
M:&]L9&5R<R!O9B!R96-O<F0@870@=&AE(&-L;W-E(&]F(&]U<VEN97-S(&]N
M(\$UA<F-H(\$S+"`R,#`P+"!A<F4@96YT:71L960@=&\@;F]T:6-E(&]F(&%N
M9"!T;R!V;W1E(&%T('U8V@*51J#0HP("TQ+C\$R(%1\$#0HH;65E=&EN9R!A
M;F0@86YY(&%D:F]U<FYM96YT(&]R(&%D:F]U<FYM96YT<R!T:&5R96]F+B`I
M5&H-"C`@+3(N,S(@5\$0-"ELH("DM,3@T-3`H5F5R>2!T<G5L>2!Y;W5R<RPI
M751*#0HP("TQ+C\$R(%1\$#0HH("E4:@T*5"H-"ELH("DM,3@T-3`H+W,O(\$IO
M:&X@12X@3&5N:&%R9"E=5\$H-"E0J#0I;*`I+3\$X-#4P*\$I/2\$X@12X@3\$5.
M2\$21"E=5\$H-"E0J#0I;*`I+3\$X-#4P*\$-E8W)E=&%R>2!A;F0@07-S;V-I
M871E(\$=E;F5R86P@0V]U;G-E;"E=5\$H-"C`@+3(N,S(@5\$0-"B@*51J#0HP
M+C0X("TP+C`V(%1\$#0HH("`@("`@*51J#0H01C,@,2!49@T*,2XU-B`P(%1\$
M#0HH270@:7,@:6UP;W)T86YT('1H870@>6]U<B!S:&%R97,@8F4@<F5P<F5
M96YT960@870@=&AE(&UE971I;F<N(%=H971H97(@;W(@;F]T('EO=2!I;G1E
M;F0@=&\@8F4@*51J#0HM,2XU-B`M,2XR,B!41`T**`!R97-E;G0L('!L96%
M92!S:6=N(&%N9"!D871E('1H92!E;F-L;W-E9"!P<F]X>2!C87)D(&%N9"!R
M971U<FX@:70@:6X@=&AE(&5N8VQO<V5D('!O<W1A9V4M<)E<&%I9`I5&H-
M"E0J#0HH96YV96QO<&4L('=H:6-H(')E<75I<F5S(&YO('!O<W1A9V4@:68@
M;6%I;&5D(&EN('1H92!5;FET960@4W1A=&5S+"!O<B!A<'!O:6YT('EO=7(@
M<')O>&EE<R!T:')O=6=H('1H92`I5&H-"E0J#0HH26YT97)N970@;W(@8GD@
M=&5L97!H;VYE(&%S(&I<F5C=&5D(&]N('EO=7(@<')O>`D@8V%R9"XI5&H-
M"B] &-"`Q(%1F#0HT-2XX,B`S+C<R(%1\$#0HH("E4:@T*150-"F5N9"-T<F5A
M;0T*96YD;V]J#0HQ-2`P(&]B:@T*/#P-"B]0<F]C4V5T(%L04\$1&("]497AT
M(%T-"B] &;VYT(#P#0H01C(@-"`P(&-"B] &,R`U(#`@4@T*+T8T(#@8,"!2
M#0H^/@T*+T5X=\$=3=&%T92`\/`T*+T=3,2`W(#`@4@T*/CX^CX^#0IE;F10
M8FH-"C\$W(#`@;V]J#0H\`T*+TQE;F=T:"`R-34Q#0H^/@T*+W1R96%M#0I"
M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*
M+T=3,2!G<PT*,!48PT*,!4=PT**`@("`@("`@("`@("E4:@T*
M,3,N.#(@+3(N,R!41`T**%M#3\$5614Q!3D0M0TQ)1D93(\$E.0R!,151415)(
M14%\$72`I5&H-"D54#0HP+C4@1PT*,!*#`@:B`P+C(T('<@,3`@32!;73`@
M9`T*,2!I(`T*-"`Y+C8U(#DQ-"XY-R!M#0HR,#(N,CD@.3\$T+CDW(&P-"C(P
M,BXR.2`Y,30N.3<@;0T*,C`R+C(Y#DQ-"XT.2!L#0I3#0HP(\$<-"C(P,BXR
M.2`Y,30N-#D@;0T*-"`Y+C8U(#DQ-"XT.2!L#0HT,#DN-C4@.3\$T+C0Y(&T-
M"COP.2XV-2`Y,30N.3<@;T*4PT*0E0-"B] &,R`Q(%1F#0HQ,B`P(#`@,3(@
M,COU+C<S(#@X-BXX.2!4;0T**%!23UA9(%-4051%345.5"E4:@T*150-"C`N
M-2!`#0HT,#DN-C4@.#@R+C`Y(&T-"C(P,BXR.2`X.#(N,#D@;`T*,C`R+C(Y
M(#@X,BXP.2!M#0HR,#(N,CD@.#@Q+C8Q(&P-"E,-"C`@1PT*,C`R+C(Y(#@X
M,2XV,2!M#0HT,#DN-C4@.#@Q+C8Q(&P-"COP.2XV-2`X.#\$N-C\$@;0T*-"`Y
M+C8U(#@X,BXP.2!L#0I3#0I"5`T*,3(@,"`P(#\$R(#(V-BXQ,R`X-30N,#\$@
M5&T-"BA-87)C:"`R,"PE,C`P,"E4:@T*+3DN-30@+3(N-"!41`T**%-/3\$E#
M251!5\$E/3BP@55-%(\$%.1"!2159/0T%424].(\$)&(%!23UA)15,I5&H-"B] &
M,B`Q(%1F#0HM,3`N-2`M,BXS-"!41`T**`@("`@("1H92!A8V-O;7!A;GEI
M;F<@<')O>`D@:7,@<V]L:6-I=&5D(&)Y('1H92!"V%R9"!O9B!\$:7)E8W1O
M<G,@;V8@0VQE=F5L86YD+4-L:69F<R!);F,L(&%N(\$]H:6\@8V]R<&]R871I
M;VX@*51J#0H01C0@,2!49@T*,`M,2XQ,B!41`T**%PH7#(R,T-O;7!A;GE<
M,C(T7`DL(&9O<B!U<V4@870@=&AE(\$%N;G5A;"!-965T:6YG(&]F(%-H87)E
M:&]L9&5R<R!T;R!B92!H96QD(&]N(\$UA>2`Y+"`R,#`P+"!A;F0@86YY(&%D
M:F]U<FYM96YT(&]R("E4:@T*5"H-"BAA9&IO=7)N;65N=',@=&AE<F509B!<
M*%PR,C--965T:6YG7#(R-%PI+B!;!GD@<')O>`D@;6%Y(&E(')E=F]K960@
M8GD@82!L871E<B!P<F]X>2P@8GD@;F]T:6-E('!O('1H92!#;VUP86YY(&EN
M("E4:@T*5"H-"BAW<FET:6YG(&]R(&EN(&]P96X@;65E=&EN9RP@=VET:&]U
M="!A9F9E8W1I;F<@86YY('90=&4@<')E=FEO=7-L>2!T86ME;BX@*51J#0HO
M1C,@,2!49@T*,3(N,2`M,BXS-B!41`T**\$]55%-404Y\$24Y'(%-(05)%4R!!
M3D0@5D]424Y'(%))1TA44RE4:@T*+T8T(#\$@5&8-"BTQ,BXQ("TR+C,T(%1\$
M#0HH("`@("`@07,@;V8@36%R8V@@,3,L(#(P,#`L('1H92!R96-O<F0@9&%T
M92!F;W(@=&AE(&1E=&5R;6EN871I;VX@;V8@<&5R<V]N<R!E;G1I=&QE9"!T
M;R!V;W1E(&%T('1H92!-965T:6YG+"`T:&5R92`I5&H-"C`@+3\$N,3(@5\$0-
M"BAW97)E(#\$P+#<Q-"PW.38@;V8@=&AE(\$-O;7!A;GE<C(R<R!#;VUM;VX@
M4VAA<F5S+"!P87(@=F%L=64@)#\$N,#`@<&5R('H87)E(%PH7#(R,T-O;6UO
M;B!3:&%R97-<,C(T7`DL(&]U="T86YD:6YG+B`I5&H-"E0J#0HH16%C:"!#
M;VUM;VX@4VAA<F4@:7,@96YT:71L960@=&\@;VYE('90=&4N(%1H:7,@4')O
M>`D@4W1A=&5M96YT(&%N9"!A8V-O;7!A;GEI;F<@<')O>`D@8V%R9"!A<F4@
M8F5I;F<@9FER<W0@*51J#0I4*@T**UA:6QE9"!O<B!O=&AE<G=I<V4@9&ES
M=")I8G5T960@=&\@<VAA<F5H;VQD97)S(&]N(&]R(&%B;W5T(\$UA<F-H(#(P
M+"`R,#`P+B`I5&H-"B] &,R`Q(%1F#0HQ-BXX-"`M,BXS-B!41`T**\$5,14-4
M24].(\$]&(\$1)4D5#5\$]24RE4:@T*,RXP-B`M,BXT(%1\$#0HH7"AO<F]P;W-A
M;"!.RX@,5PI*51J#0H01C0@,2!49@T*+3\$Y+CD@+3(N,S0@5\$0-"B@("`@
M("!)="!I<R!I;G1E;F1E9"!T:&%T('!R;WAI97,@<F5C96EV960@=VEL;"!B
M92!V;W1E9"P@=6YL97-S(&-O;G1R87)Y(&EN<W1R=6-T:6]N<R!A<F4@9VEV
M96XL('!O(&5L96-T('1H92`Q,2!N;VUI;F5E<R`I5&H-"C`@+3\$N,3(@5\$0-
M"BAN86UE9"!I;B!T:&4@9F]L;&]W:6YG('1A8FQE('!O('E<G9E('5N=&EL
M('1H92!N97AT(\$%N;G5A;"!-965T:6YG(&]F(%-H87)E:&]L9&5R<R!A;F0@
M=6YT:6P@=&AE:7(@<W5C8V5S<V]R<R!S:&%L;"`I5&H-"E0J#0HH8F4@96QE
M8W1E9"X@*51J#0HP("TR+C,@5\$0-"B@("`@("!3:&]U;&@086YY(&YO;6EN
M964@9&5C;&EN92!O<B!B92!U;F%B;&4@=&\@86-C97!T('U8V@@;F]M:6YA
M=&EO;B!T;R!S97)V92!A<R!\$:7)E8W1O<BP@86X@979E;G0@=VAI8V@=&AE
M("E4:@T*,`M,2XQ,B!41`T**\$-O;7!A;GD@9&]E<R!N;W0@8W5R<F5N=&QY

M(&%N=&EC:7!A=&4L('1H92!P97)S;VYS(&YA;65D(&%S('!R;WAI97,@<F5S
M97)V92!T:~4@<FEG:'0L(&EN('1H96ER(&1I<V-R971I;VXL('10('90=&4@
M*51J#0I4*~T**&90<B!A(&QE<W-E<B!N=6UB97(@;W(@9F]R('-U8G-T:71U
M=&4@;F]M:6YE97,@9&5S:6=N871E9"!B>2!T:~4@1&ER96-T;W)S+"!T;R!T
M:~4@97AT96YT(&-O;G-I<W1E;G0@=VET:"!T:~4@*51J#0I4*~T**~O;7!A
M;GE<,C(R<R1296-U;~%T:6]N<RX@*51J#0I~5^T*96YD<W1R96%M#0IE;F1O
M8FH-"C\$X(#`@;V)J#0H\`T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T9O
M;G0@/#P-"B]~,B T(#`@4@T*+T8S(#4@,"!2#0HO1CO@-B`P(%(-"CX^#0HO
M17AT1U-T871E(#P\#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*,C`@
M,"!08FH-"CP\#0HO3&5N9W1H(#4P.#`-CX^#0IS=')E86T-"D)4#0HO1C(@
M,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DT-BXX.2!4;0T*,"!G#0HO1U,Q(&=S
M#0HP(%1C#0HP(%1W#0HH("`@("`@("`@("`@("`@("`@*51J#0HO1C,@,2!4
M9@T*."XY-"`M,BXS-B!41`T**\$E.1D]234%424].(\$-/3D-%4DY)3D<@1\$E2
M14-43U)3(\$%.1"!1.3TU)3D5%4RE4:@T*+T8R(#\$@5&8-"BTX+CDT("TR+C,T
M(%1\$#0HH("`@("`@0F%\$960@=7!O;B!I;F90<FUA=&EO;B!R96-E:79E9"!F
M<F]M('1H921R97-P96-T:79E(\$1I<F5C=&]R<R!A;F0@;F]M:6YE97,@87,@
M;V8@36%R8V@,3,L(#P,#`@7"AE>&-E<'0@87,@*51J#0HP("TQ+C\$R(%1\$
M#0HH;W1H97)W:7-E(&EN9&EC871E9%PI+"!T:~4@9F]L;~]W:6YG(&EN9F]R
M;6%T:6]N(&ES(&9U<FYI<VAE9"!W:71H(')E<W!E8W0@=&\@96%C:"!P97)S
M;VX@;F]M:6YA=&5D(&90<B!E;~5C=&EO;B!A<R!A("E4:@T*5"H-"BAS:7)E
M8W1O<BX@*51J#0I4*~T**`I5&H-"C,V+COX(#`@5\$0-"C\$N,34@5&,-"B@@
M("E4:@T*+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#\$U-"XU,R`X,S<N
M-CD@5&T-"C`@5&,-"ELH3F%M92P@06=E(&%N9"!0<FEN8VEP86P@3V-C=7!A
M=&EO;B!A;F0I+3\$V.38T*\$9I<G-T(\$)E8V%M92E=5\$H-"C\$N,#(S.2`M,2XR
M,S@R(%1\$#0I;*\$5M<&QO>6UE;G0@1`5R:6YG(%!A<W0@1FEV92!996%R<RDM
M,3DP,C\$N."A\$:(7)E8W1O<BE=5\$H-"D54#0HP+C4@1PT*,"!*(#`@:B`P+C
T M('`@,3`@32!;73`@9`T*,2!I(`T*~8S+C\$W(#@R,"XX.2!M#0HR-2XV-2`X
M,C`N.#D@;T*,C4N-C4@.#(P+C@Y(&T-"C(U+C8U(#@R,"XT,2!L#0I3#0HP
M(\$<-"C(U+C8U(#@R,"XT,2!M#0HT-C,N,3<@.#(P+COQ(&P-"COV,RXQ-R`X
M,C`N-#@\$;0T*~8S+C\$W(#@R,"XX.2!L#0I3#0HP+C4@1PT*~3@V+C4@R
M,"XX.2!M#0HT.#`N,C\$@.#(P+C@Y(&P-"COX,"XR,2`X,C`N.#D@;0T*~#@P
M+C(Q(#@R,"XT,2!L#0I3#0HP(\$<-"COX,"XR,2`X,C`N-#@\$;0T*~3@V+C4S
M(#@R,"XT,2!L#0HU.#8N-3,@.#(P+COQ(&T-"C4X-BXU,R`X,C`N.#D@;T*
M4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#@P."XV-2!4;0T*+3`N
M,#`P,2!48PT*,"XP,#`Q(%1W#0HH2D](3B!3+B!"4DE.6D\("E4:@T*+T8R
M(#\$@5&8-"C@N-3<R,B`P(%1\$#0HP(%1C#0HP(%1W#0HH-3@L(\$-H86ER;6%N
M(&%N9"!#:&EE9B!%>~5C=71I=F4@3V9F:6-E<B!O9B!T:~4@0V]M<&%N>2!S
M:6YC92!*86YU87)Y(\$\$L(#P,#`N("E4:@T*+3@N-3<R,B`M,2XQ-C8X(%1\$
M#0HH37(N(\$)R:6YZ;R!S97)V960@87,@4')E<VED96YT(&%N9"!#:&EE9B!%
M>~5C=71I=F4@3V9F:6-E<B!O9B!T:~4@0V]M<&%N>2!F<F]M(\$YO=F5M8F5R
M(#\$P+"`Q.3DW("E4:@T*+T8T(#\$@5&8-"C`@+3\$N,3\$Y,B!41`T**!H<F]U
M9V@@1&5C96UB97(@,S\$L(#\$Y.3D[(&%S('1H92!#;VUP86Y77(R,G,@17AE
M8W5T:79E(%9I8V4@4')E<VED96YT+49I;F%N8V4@86YD(%!L86YN:6YG(&9R
M;VT@*51J#0I4*~T**\$IU;'D@,2P@,3DY-R!T:)O=6=H(\$YO=F5M8F5R(#DL
M(#\$Y.3<@86YD(&%S(\$5X96-U=&EV92!6:6-E(%!R97-I9&5N="U@:6YA;F-E
M(&%N9"!#:&EE9B!%&:6YA;F-I86P@*51J#0I4*~T**\$]F9FEC97(@<VEN8V4@
M8F5F;W)E(\$Y.34N*51J#0HT.2XS.#4W(#0N-3DU-R!41`T**\$Y.3<I5&H-
M"B]~,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-S4P+C`Y(%1M#0HH("E4:@T*
M+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<S-BXV-2!4;0T*
M+3`N,#`P,2!48PT*,"XP,#`Q(%1W#0HH4D].04Q\$(\$,N(\$-!34)212P@*51J
M#0HO1CO@,2!49@T*,3`N-S8R.2`P(%1\$#0HP(%1C#0HP(%1W#0HH-C\$L(\$-H
M86ER;6%N(&]F('1H92!";V%R9"!S:6YC92!*86YU87)Y+"`Q.3DU(&%N9"!#
M:&EE9B!%>~5C=71I=F4@3V9F:6-E<B!I5&H-"BTQ,"XW-C(Y("TQ+C\$V-C@@
M5\$0-"BAS:6YC92!.;W9E;6)E<BP@,3DY,R!O9B!.97=M;VYT(\$UI;FEN9R!#
M;W)P;W)A=&EO;BP@86X@:6YT97)N871I;VYA;"!M:6YI;F<@8V]M<&%N>2X@
M37(N(\$-A;6)R92 I5&H-"C`@+3\$N,3\$Y,B!41`T**'-E<G9E9"!A<R!O<F5S
M:61E;G0@;V8@3F5W;6]N="!-:6YI;F<@0V]R<@]R871I;VX@9G)O;2!*=6YE
M+"`Q.3DT('10(\$IU;DL(#\$Y.3DN(\$UR+B!#86UB<F4@=V%S("E4:@T*5"H-
M"BAP<F5V:6]U<VQY('=I=&@@1G)E97!O<GOM36--;U)A;BP@82!N871U<F%L
M(')E<V]U<F-E<R!C;VUP86Y77"!A<R!6:6-E(%!R97-I9&5N="!A;F0@4V5N
M:6]R(%1E8VAN:6-A;""I5&H-"E0J#0HH061V:7-O<B!T;R!T:~4@3V9F:6-E
M(&]F('1H92!#:&%I<FUA;BX@37(N(\$-A;6)R92!I<R!A(\$1I<F5C=&~]R(&]F
M(\$YE=VUO;G0@36EN:6YG(\$-O<G!O<F%T:6]N(&%N9"`I5&H-"E0J#0HH5RY2
M+B!'<F%C92`F(\$-O+BE4:@T*~#DN,S@U-R`U+C<Q-#@@5\$0-"B@Q.3DV*51J
M#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#8V-BXX,2!4;0T**`I5&H-
M"B]~,R`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`V-3,N,S<@5&T-
M"BTP+C`P,#\$@5&,-"C`N,#`P,2!4=PT**%)!3DM/(\$-50U5:+"`I5&H-"B]~&
M-"`Q(%1F#0HX+C`R-#8@,"!41`T*,"!48PT*,"!4=PT**#4V+"!#:&%I<FUA
M;B!O9B!T:~4@0F]A<F0@<VEN8V4@2G5L>2P@,3DY-B!A;F0@0VAI968@17AE
M8W5T:79E(\$]F9FEC97(@<VEN8V4@3V-T;V)E<BP@*51J#0HM."XP,COV("TQ
M+C\$V-C@@5\$0-"B@Q.3DR(&]F(\$AA>65S(\$QE;6UE<GH@26YT97)N871I;VYA
M;"P@26YC+BP@86X@:6YT97)N871I;VYA;"!S=7!P;~EE<B!O9B!W:~5E;' ,@
M=&\@=&AE(&%U=&\@:6YD=7-T<GDN("E4:@T*,"`M,2XQ,3DR(%1\$#0HH37(N
M(\$-U8W5Z(&ES(&\$@1&ER96-T;W(@;V8@2&%Y97,@3&5M;65R>B!)];G1E<FYA
M=&EO;F%L+"!);F,N(&%N9"! .871I;VYA;"U3=&%N9&%R9"!#;VUP86Y77+BE4
M:@T*~#DN,S@U-R`R+C,U-S0@5\$0-"B@Q.3DY*51J#0HO1C(@,2!49@T*,3(@
M,"`P(#\$R(#(U+C8U(#8Q-RXS-R!4;0T**`I5&H-"B]~,R`Q(%1F#0HQ,"XP
M-SD@,"`P(#\$P+C`W.2`R-2XV-2`V,#,N.3,@5&T-"BTP+C`P,#\$@5&,-"C`N
M,#`P,2!4=PT**\$I!3453(\$0N(\$E214Q!3D0@24E)+"`I5&H-"B]~&-"`Q(%1F
M#0HQ,2XS.#(@,"!41`T*,"!48PT*,"!4=PT**#4P+"!-86YA9VEN9R!S:7)E
M8W1O<B!S:6YC92!*86YU87)Y+"`Q.3DS(&]F(\$-A<ET86P@3VYE(%!A<G1N
M97)S+"!);F,N+"!A("E4:@T*+3\$Q+C,X,B`M,2XQ-C8X(%1\$#0HH<~)I=F%T
M92!M97)C:&%N="!B86YK:6YG(&9I<FTN(\$UR+B!)<F5L86YD(&ES(&%L<V\@
M4')E<VED96YT('I;F-E(&)E9F]R92`Q.3DU(&]F(\$)R:7-E:7,@0V%P:71A
M;"`I5&H-"C`@+3\$N,3\$Y,B!41`T**\$-O<G!O<F%T:6]N+"!A('!R:79A=&4@

M; 65R8VAA;G0@8F%N:VEN9R!F:7)M+B!-<BX@27)E;&%N9"!W87,@0VAA:7)M
M86X@;V8@=&AE(\$O87)D(&9R;VT@,3DY-B!U;G1I;"I5&H-"E0J#0HH36%R
M8V@L(#\$Y.3@;V8@4W5N(\$-087-T(\$EN9'5S=')I97,L(\$EN8RXL(&\$@<&QA
M<W1I8W,@<')O9'5C97(N*51J#0HT.2XS.#4W(#,N-#<V-2!41`T**\$Y.#8I
M5&H-"B] & ,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-34V+C8U(%1M#0HH("E4
M:@T*+T8S(#\$5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#4T,RXR,2!4
M;OT*+3`N,#`P,2!48PT*, "XP,#`Q(%1W#0HH1RX@1E)!3DL@2D]+3\$E+""`I
M5&H-"B] & -" `Q(%1F#0HY+C4T.#4@,"!41`T*, "!48PT*, "!4=PT**#<Q+""!#
M:&%I<FUA;B!S:6YC92!* =6QY+"`Q.3DY(&%N9"!#: &EE9B!%>&5C=71I=F4@
M3V9F:6-E<B!S:6YC92! ;W9E;6)E<BP@,3DY-2`I5&H-"BTY+C4T.#4@+3\$N
M,38V."!41`T**&]F(\$U+(\$=O;&0@0V]M<&%N>2P@86X@:6YT97)N871I;VYA
M;"!M:6YI;F<@8V]M<&%N>2X@37(N(\$IO:VQI:R!S97)V960@87,@4')E<V
M96YT(&]F(\$U+(\$=O;&0*51J#0HP("TQ+C\$Q.3(@5\$0-"BA#;VUP86YY(&9R
M;VT@3F]V96UB97(L(#\$Y.34@=&AR;W5G:"!* =6QY+"`Q.3DY+B!-<BX@2F]K
M;&EK('=<A<R!<F5S:61E;G0@86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R
M("E4:@T*5H-"BAO9B!T: &4@4V%L="!,86ME(\$]R9V%N:7II;F<@0V]M;6ET
M=&5E(&9O<B!T:&4@,C`P,B!;/`EM<&EC(%=I;G1E<B!'86UE<R!F<F]M(\$%U
M9W5S="P@,3DY-R!U;G1I;"I5&H-"E0J#0HH1F5B<G5A<GDL(#\$Y.3DN(\$9R
M;VT@36%R8V@L(#\$Y.#`@=&AR;W5G:"!* =6YE+"`Q.3DS(\$UR+B!*;VML:6L@
M<V5R=F5D(&%S(%]R97-19&5N="!A;F0@0VAI968@17AE8W5T:79E("E4:@T*
M5"H-"BA/9F9I8V5R(&]F(\$ME;FYE8V]T="!#;W)P;W)A=&EO;BP@86X@:6YT
M97)N871I;VYA;"!M:6YI;F<@8V]M<&%N>2X@37(N(\$IO:VQI:R!I<R!A(\$1I
M<F5C=&]R(&]F(\$9I<G-T("E4:@T*5H-"BA396-U<FET>2!#;W)P;W)A=&EO
M;B!A;F0@34L@1V]L9"!#;VUP86YY+BE4:@T*-#DN,S@U-R`V+C@S-"!41`T*
M*#\$Y.30I5&H-"B] & ,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-#8R+C`Y(%1M
M#0HH("E4:@T*+T8S(#\$5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#0T
M."XV-2!4;OT*+3`N,#`P,2!48PT*, "XP,#`Q(%1W#0HH3\$533\$E%(\$PN(\$M!
M3E5+""`I5&H-"B] & -" `Q(%1F#0HY+C(X-C8@,"!41`T*, "!48PT*, "!4=PT*
M*#\$P+""!<O<F]F97-S;W(@16UE<FET=7,@870@=&AE(%I8VML:6X@4V-H;V]L
M(&]F(\$U<VEN97-S+""!87)U8V@0V]L;&5G92P@0VET>2`I5&H-"BTY+C(X
M-C8@+3\$N,38V."!41`T**%5N:79E<G-I='D@;V8@3F5W(%EO<FLL(&%N9"!S
M:6YC92!B9690<F4@,3DY-2P@4')O9F5S<V]R(&]F(\$UA<FME=&EN9R!A="!T
M:&4@1W)A9'5A=&4@4V-H;V]L(&%N9" `I5&H-"C`@+3\$N,3\$Y,B!41`T**%5N
M:79E<G-I='D@0V5N=&5R(&]F('!H92!#:71Y(%5N:79E<G-I='D@;V8@3F5W
M(%EO<FLN(\$1R+B!+86YU:R!I<R!A(&9O<FUE<B!#: &%I<FUA;B!O9B!T: &4@
M1F5D97)A;"I5&H-"E0J#0HH36%R:71I;64@0V]M;6ES<VEO;BXI5&H-"C0Y
M+C,X-3<@,RXT-S8U(%1\$#0HH,3DY,2E4:@T*+T8R(#\$5&8-"C\$R(#`@,"`Q
M,B`S,#,N,#D@,SEW+C(Q(%1M#0HH,B`I5&H-"D54#0IE;F1S=')E86T-"F5N
M9&]B:@T*,C\$@,"!O8FH-"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5X="!=#0HO
M1F]N="`\`T*+T8R(#0@,"!2#0HO1C,@-2`P(#(-"B] & -" `V(#`@4@T*/CX-
M"B] >`!`4W1A=&4@/#P-"B]'4S\$@-R`P(%(-"CX^#0H^/@T*96YD;V)J#0HR
M,R`P(&]B:@T*/#P-"B],96YG=&@@-3@S.OT*/CX-"G-T<F5A;@T*0E0-"B] &
M,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B]'4S\$@
M9W,-"C`@5&,-"C`@5`<-"B@@("`@("`@("`@("`@("I5&H-"C`@+3\$N
M,3(@5\$0-"B@*51J#0HS-BXT."`P(%1\$#0HQ+C\$U(%1C#0HH("I5&H-"B] &
M,R`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-30N-3,@.3,U+C\$S(%1M#0HP
M(%1C#0I;*\$YA;64L(\$G92!A;F0@4')I;F-I<&%L(\$]C8W5P871I;VX@86YD
M*2TQ<CDV-"A&:7)S="!`96-A;64I751*#0HQ+C`R,SD@+3\$N,C,X,B!41`T*
M6RA%;7!L;WEM96YT(\$1U<FEN9R!087-T(\$9I=F4@665A<G,I+3\$Y,#(Q+C@H
M1&ER96-T;W(I751*#0I%5`T*, "XU(\$<-"C`@2B`P(&H@,"XR-"!W(#\$P(\$T@
M6UTP(&0-"C\$@:2`-"C0V,RXQ-R`Y,3@N,S,@;OT*,C4N-C4@.3\$X+C,S(&P-
M"C(U+C8U(#DQ."XS,R!M#0HR-2XV-2`Y,3<N.#4@; `T*4PT*,"!`#0HR-2XV
M-2`Y,3<N.#4@;OT*-#8S+C\$W(#DQ-RXX-2!L#OHT-C,N,3<@.3\$W+C@U(&T-
M"COV,RXQ-R`Y,3@N,S,@; `T*4PT*,"XU(\$<-"C4X-BXU,R`Y,3@N,S,@;OT*
M-#P+C(Q(#DQ."XS,R!L#0HT.#`N,C\$@.3\$X+C,S(&T-"C0X,"XR,2`Y,3<N
M.#4@; `T*4PT*,"!`#0HT.#`N,C\$@.3\$W+C@U(&T-"C4X-BXU,R`Y,3<N.#4@
M; `T*-3@V+C4S(#DQ-RXX-2!M#0HU.#8N-3,@.3\$X+C,S(&P-"E,-"D)4#0HQ
M,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`Y,#8N,#D@5&T-"BTP+C`P,#\$@5&,-
M"C`N,#`P,2!4=PT**\$%.5\$A/3ED@02X@34%34T%23RP@*51J#0HO1C(@,2!4
M9@T*,3(N,#DV-"`P(%1\$#0HP(%1C#0HP(%1W#0HH-34L(\$-H86ER;6%N(&]F
M('!H92!"`V%R9"!A;F0@0VAI968@17AE8W5T:79E(\$]F9FEC97(@<VEN8V4@
M07!R:6PL(#\$Y.3<@;V8@*51J#0HM,3(N,#DV-"`M,2XQ<C8X(%1\$#0HH3&EN
M8V]L;B!%;&5C=')I8R!(;VQD:6YG<RP@26YC+BP@82!G;&]B86P@;6%N=69A
M8W1U<F5R(&]F('E;&1;F<@86YD(&-U='1I;F<@<')O9'5C=',@86YD(&-O
M;G-U;6%B;&5S+B`I5&H-"C`@+3\$N,3\$Y,B!41`T**\$UR+B!-87-S87)O('E
M<G9E9"!A<R!O<F5S:61E;G0@86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R
M(&9R;VT@4V5P=&5M8F5R+"`Q.3DV('!H<F]U9V@07!R:6PL(#\$Y.3<[("E4
M:@T*5H-"BAA<R!O<F5S:61E;G0@86YD(\$-H:65F(\$]P97)A=&EN9R!/9F9I
M8V5R(&9R;VT@07!R:6PL(#\$Y.38@=&AR;W5G:"!397!T96UB97(L(#\$Y.38@
M86YD(&%S(\$5X96-U=&EV92!6:6-E("E4:@T*5H-"BAO<F5S:61E;G0L(\$EN
M=&5R;F%T:6]N86P@3W!E<F%T:6]N<R!F<F]M(\$IA;G5A<GDL(#\$Y.30@=&AR
M;W5G:"!<')I;"P@,3DY-B!O9B!;:6YC;VQN(\$5L96-T<FEC+B`I5&H-"E0J
M#0HH37(N(\$UA<W-A<F@=V%S('!R979I;W5S;'D@=VET:"!797-T:6YG;&]U
M<V4@16QE8W1R:6,@0V]R<&]R871I;VX@=VAE<F4@: &4@=V%S(\$=R;W5P`R!
M97-I9&5N="X@*51J#0I4*#@T**\$UR+B!-87-S87)O(&ES(&\$@1&ER96-T;W(@
M;V8@3&EN8V]L;B!%;&5C=')I8R!(;VQD:6YG<RP@26YC+BP@5&AO;6%S(\$EN
M9'5S=')I97,L(\$EN8RX@86YD(\$-O;6UE<F-I86P@*51J#0I4*#@T**\$UE=&%L
M<R!#;W)P;W)A=&EO;BXI5&H-"C0Y+C,X-3<@-RXY-3,Q(%1\$#0HH,3DY.2E4
M:@T*,3(@,"`P(#\$R(#(U+C8U(#@Q,RXV.2!4;OT**`I5&H-"B] & ,R`Q(%1F
M#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`X,#`N,C4@5&T-"BTP+C`P,#\$@
M5&,-"C`N,#`P,2!4=PT**\$9204Y#25,@4BX@36-!3\$Q)4U!4BP@*51J#0HO
M1C(@,2!49@T*,3(N.#4X-"`P(%1\$#0HP(%1C#0HP(%1W#0HH-3L(\$-O;G-U
M;'1A;GON(\$9O<FUE<B!#: &%I<FUA;B!A;F0@0VAI968@17AE8W5T:79E(\$]F
M9FEC97(@9G)O;2!<'!I;"P@*51J#0HM,3(N.#4X-"`M,2XQ<C8X(%1\$#0HH
M,3DY.2!T:'O)=6=H(\$1E8V5M8F5R+"`Q.3DY(&]F(\$%305)#3R!);F-O<G!O

M<F%T960L(&%N(&EN=&5R;F%T:6]N86P@;F]N9F5R<F]U<R!M971A;' , @; 6EN
M:6YG("E4:@T*," M,2XQ,3DR(%1\$#0HH8V]M<&%N>2X@37(N(\$UC06QL:7-T
M97(@<V5R=F5D(&%S(%!R97-I9&5N="!A;F0@0VAI968@3W!E<F%T:6YG(\$]F
M9FEC97(@9G)O;2!*86YU87)Y+"`Q.3DX('1H<F]U9V@*51J#0I4*@T**\$%P
M<FEL+"`Q.3DY(&%N9"!A<R!%>&5C=71I=F4@5FEC92!0<F5S:61E;G0M0V]P
M<&5R(\$]P97)A=&EO;G,@9G)O;2!-87DL(\$#Y.3,@=&\@2F%N=6%R>2P@,3DY
M."!09B`I5&H-"B]J&-"`Q(%1F#0I4*@T**\$%305)#3R!);F-O<G!O<F%T960N
M(\$UR+B!-8T%L;&ES=&5R(&ES(&\$@1&ER96-T;W(@;V8@0V]E=7(@9%PR,C)!
M;&5N92!-:6YI;F<@0V]M<&%N>2XI5&H-"C0Y+C,X-3<-XU.34W(%1\$#0HH
M,3DY-BE4:@T**T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`W-#N-CD@5&T-
M"B@*51J#0HO1C,@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-S(X
M+C(U(%1M#0HM,"XP,#`Q(%1C#0HP+C`P,#\$@5`<-"BA*3TA.(\$,N(\$U/4DQ%
M62P@*51J#0HO1C0@,2!49@T*.2XS,3`T(#`@5@0-"C`@5&,-"C`@5`<-"B@V
M."P@0VAA:7)M86X@;V8@=&AE(\$)O87)D(&]F('1H92!#;VUP86YY(&9R;VT@
M3F]V96UB97(@,3`L(\$#Y.3<@=&\@*51J#0HM.2XS,3`T("TQ+C\$V-C@5\$0-
M"BA\$96-E;6)E<B`S,2P@,3DY.2X@37(N(\$UO<FQE>2!S97)V97,@87,@0VAA
M:7)M86X@;V8@=&AE(\$-O;7!E;G-A=&EO;B!A;F0@3W)G86YI>F%T:6]N(\$-O
M;6UI="1E92!09B`I5&H-"C`@+3\$N,3\$Y,2!41`T**`1H92!#;VUP86YY+B!-
M<BX@36]R;&5Y(&ES(%!R97-I9&5N="!S:6YC92!!=6=U<W0L(\$#Y.34@;V8@
M179E<F=R965N(%9E;G1U<F5S+"!,=&0N+"!A('!R:79A=&4@*51J#0I4*@T*
M*&EN=F5S=&UE;G0@9FER;2X@37(N(\$UO<FQE>2!I<R!A;' -O(')E=&ER960@
M87,@4')E<VED96YT(&%N9"!#;&EE9B!>&5C=71I=F4@3V9F:6-E<B!A;F0@
M1&ER96-T;W(@<VEN8V4@*51J#0I4*@T**&)E9F]R92`Q.3DU(&]F(%)E;&EA
M;F-E(\$5L96-T<FEC(\$-O;7!A;GDL(&\$@;6%N=69A8W1U<F5R(&]F(&5L96-T
M<FEC86PL(&UE8VAA;FEC86P@<]W97(@=')A;G-M:7-S:6]N("E4:@T*5`H-
M"BAA;F0@=&5L96-O;6UU;FEC871I;VYS('!R;V1U8W1S(&%N9"!S>7-T96S
M+B!-<BX@36]R;&5Y(&ES(&\$@1&ER96-T;W(@;V8@1F5R<F\@0V]R<]&]R871I
M;VX@86YD(%1H92`I5&H-"E0J#0HH3&%M<V]N("8@4V5S<VEO;G,@0V\N*51J
M#OHT.2XS.#4W(#8N.#,T(%1\$#0HH,3DY-2E4:@T**T8R(#\$@5&8-"C\$R(#`@
M,"`Q,B`R-2XV-2`V-#N,3,@5&T-"B@*51J#0HO1C,@,2!49@T*,3`N,#<Y
M(#`@,"`Q,"XP-SD@,C4N-C4@-C,S+C8Y(%1M#0HM,"XP,#`Q(%1C#0HP+C`P
M,#\$@5`<-"BA35\$502\$5.(\$N(\$]215--04XL("E4:@T**T8T(#\$@5&8-"C\$Q
M+C<S.3(@,"!41`T*,"!48PT*,"!4=PT**#8W+"!0<F5S:61E;G0@<VEN8V4@
M2F%N=6%R>2P@,3DY,2!09B!386QT87-H+"!,=&0N+"!M86YA9V5M96YT(&-O
M;G-U;'1A;G1S+B`I5&H-"BTQ,2XW,SDR("TQ+C\$V-C@5\$0-"BA-<BX@3W)E
M<VUA;B!W87,@=VET:"!";V]Z7#(R-4%L;&5N("8@2&%M:6QT;VXL(\$EN8RXL
M(&UA;F%G96UE;G0@8V]N<W5L=&%N=' ,L(&9O<B`Q.2!Y96%R<R!W: &5R92!H
M92!W87,@*51J#0HP("TQ+C\$Q.3(@5\$0-"BA396YI;W(@5FEC92!0<F5S:61E
M;G0@86YD(\$-H86ER;6%N(&]F(\$)O;WI<,C(U06QL96X@)B!(86UI;'1O;B!)
M;G1E<FYA=&EO;F%L+"!A;F0@<')E=FEO=7-L>2!H96QD("E4:@T*5`H-"BAM
M86YU9F%C="5R:6YG('!O<VET:6]N<R!A="!"875S8V@)B! ,;VUB(&%N9"!!
M8VUE(%-T965L+B!-<BX@3W)E<VUA;B!I<R!A(\$1I<F5C=&]R(&]F('1E8VAN
M;VQ09WD@*51J#0I4*@T**%-O;'5T:6]N<R!#;VUP86YY(&%N9"!3=&%R=V]O
M9"!&:6YA;F-I86P@26YC+BE4:@T**#DN,S@U-R`T+C4Y-3<@5\$0-"B@Q.3DQ
M*51J#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#4W-2XQ,R!4;0T**" `I
M5&H-"B]J&,"R`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U-C\$N-CD@
M5&T-"BTP+C`P,#\$@5&,-"C`N,#`P,2!4=PT**\$%,04X@4T-(5T*25%HL("E4
M:@T**T8T(#\$@5&8-"CDN-#`U-R`P(%1\$#0HP(%1C#0HP(%1W#0HH-3DL(%!R
M;V9E<W-O<B!09B!,87<@870@=&AE(%EA;&4@3&%W(%-C:&]O;"!A;F0@4')O
M9F5S<V]R(&%T('1H92!986QE(%-C:&]O;"!09B`I5&H-"BTY+C@P-3<@+3\$N
M,38V."!41`T**\$UA;F%G96UE;G0@<VEN8V4@8F5F;W)E(\$#Y.34N(\$UR+B!3
M8VAW87)T>B!W87,@2!0<F]F97-S;W(@;V8@3&%W(&%N9"!3;V-I86P@4V-I
M96YC92!A="!T:&4@0V%L:690<FYI82`I5&H-"C`@+3\$N,3\$Y,B!41`T**\$EN
M<W1I="5T92!09B!496-H;F]L;V=Y(&9R;VT@,3DW.2!T:')O=6=H(\$IU;`DL
M(#\$Y.#<N(\$UR+B!38VAW87)T>B!I<R!A(\$1I<F5C=&]R(&]F(%)O:&X@26YD
M=7-T<FEE<RP@26YC+BE4:@T**#DN,S@U-R`R+C,U-SO@5\$0-"B@Q.3DQ*51J
M#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#4Q,2XU,R!4;0T**" `@(" `@
M(\$UR+B!2;V)E<G0@4RX@0V]L;6%N+"!C=7)R96YT;'D@82!\$:7)E8W1O<B!O
M9B!T:&4@0V]M<&%N>2P@:7,@;F]T('!-T86YD:6YG(&9O<B!R92UE;&5C=&EO
M;B!D=64@=&\@;W1H97(@8G5S:6YE<W,@*51J#0HP("TQ+C\$R(%1\$#0HH8V]M
M;6ET;65N=' ,N("E4:@T*,"`M,BXS-B!41`T**" `@(" `@("E4:@T**T8S(#\$@
M5&8-"C\$N-38@,"!41`T**\$1H92!\$:7)E8W1O<G,@<F5C;VUM96YD(&\$@F]T
M92!&3U(@96%<:"!09B!T:&4@;F]M:6YE97,@;&ES=&5D(&%B;W9E+BE4:@T*
M.2XS-"`M,BXT(%1\$#0HH0D]!4D0@3T8@1\$E214-43U)3(\$%.1!"!3T%21"#!#
M3TU-25141453*51J#0HO1C(@,2!49@T**3\$P+CD@+3(N,S0@5\$0-"B@@(" `@
M("!4:&4@;65M8F5R<R!09B!T:&4@0F]A<F0@;V8@1&ER96-T;W)S(&AA=F4@
M9&EV97)S:69I960@<')O9F5S<VEO;F%L(&5X<&5R:65N8V4@:6X@9V5N97)A
M;"!M86YA9V5M96YT+"`I5&H-"C`@+3\$N,3(@5\$0-"BAM:6YI;F<L(&9I;F%N
M8V4L(&QA=RP@961U8V%T:6]N+"!A;F0@;W1H97(@9FEE;&1S+B!4:&5R92!I
M<R!N;R!F86UI;'D@<F5L871I;VYS:&EP(&%M;VYG(&%N>2!09B!T:&4@;F]M
M:6YE97,@86YD("E4:@T*5`H-"BAE>&5C=71I=F4@;V9F:6-E<G,@;V8@=&AE
M(\$-O;7!A;GDN(%1E;B!09B!T:&4@96QE=F5N(&YO;6EN965S(&AA=F4@;F\
M<')E<V5N="!O<B!F;W)M97(@96UP;&]Y;65N="!R96QA=&EO;G-H:7`@*51J
M#0I4*@T**`=I=&@@=&AE(\$-O;7!A;GDN(\$YO;F4@;V8@=&AE(&YO;6EN965S
M(&AA=F4@86YY(&)U<VEN97-S(')E;&%T:6]N<VAI<"!W:71H('1H92!#;VUP
M86YY+B!;!;&P@;F]M:6YE97,@87)E("E4:@T*5`H-"BAI;F1E<&5N9&5N="!\$
M:7)E8W1O<G,@97AC97!T(\$UR+B!"<FEN>F\N(%1H92!A=F5R86=E(&%G92!O
M9B!T:&4@;F]M:6YE97,@:7,@-C\$L(')A;F=I;F<@9G)O;2`U,"!T;R`W,2X@
M5&AE("E4:@T*5`H-"BAA=F5R86=E('!-E<G9I8V4@;V8@=&AE(&YO;6EN965S
M(&ES(#8@>65A<G,L(')A;F=I;F<@9G)O;2!L97-S('1H86X@;VYE('EB87(@
M=&\@,30@>65A<G,N("E4:@T*,"`M,BXS(%1\$#0HH(" `@(" `@5&AE(\$-O;7!A
M;GD@:6%S(\$@<')O9W)E<W-I=F4@9V]V97)N86YC92!P<F]C97-S('=I=&@@
M9F]R;6%L(&=U:61E;&EN97,N(\$1U<FEN9`Q.3DY+"!E:6=H="!M965T:6YG
M<R!09B!T:&4@*51J#0HP("TQ+C\$R(%1\$#0HH0F]A<F0@;V8@1&ER96-T;W)S
M('=E<F4@:&5L9" !A;F0@=&AI<G1Y+690=7(@;65E=&EN9W,@;V8@86QL(\$)O

M87)D(&-O;6UI='1E97,@=V5R92!H96QD+B!\$:7)E8W1O<G,@86QS;R`I5&H-
M"C(S+C\$R("TR+C,@5\$0-"B@S("E4:@T*150-"F5N9'-T<F5A;0T*96YD;V)J
M#OHR-"`P(&]B:@T*/#P-"B]O<F]C4V5T(%L04\$1&("J497AT(%T-"B]&;VYT
M(#P\#0H01C(@-"`P(%-"B]&,R`U(#`@4@T*+T8T(#8@,"12#0H^/@T*+T5X
M=\$3=&%T92`\`T*+T=3,2`W(#`@4@T*/CX-"CX^#0IE;F108FH-"C(V(#`@
M;V)J#0H\`T*+TQE;F=T:"`U,38U#0H^/@T*W1R96%M#0I"5`T*+T8R(%\$@
M5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*
M,"!48PT*,"!4=PT**`@("``@("``@("``@("E4:@T*,"M,2XQ,B!4
M1`T**&1I<V-H87)G92!T:&5I<B!R97-P;VYS:6)I;&ET:65S(&)Y(')E=FEE
M=R!09B!#;VUP86Y(')E<&]R=",@=&@1&ER96-T;W)S+"!V:7-I=",@=&@\@
M0V]M<&%N>2!F86-I;&ET:65S+"`I5&H-"E0J#0HH8V]R<F5S<&]N9&5N8V4@
M=VET:"!T:&4@0VAA:7)M86X@86YD('1H92!#:&EE9B!%>&5C=71I=F4@3V9F
M:6-E<BP@86YD('1E;&5P:&]N92!C;VYF97)E;F-E<R!W:71H('1H92!#:&%I
M<FUA;B`I5&H-"E0J#0HH86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R(&%N
M9"!\$:7)E8W1O<G,@<F5G87)D:6YG(&UA='1E<G,@;V8@:6YT97)E<W0@86YD
M(&-O;F-E<FX@=&@\@=&AE(\$-O;7!A;GDN(%1H92!\$:7)E8W1O<G,@*51J#0I4
M*@T**&AA=F4@17AE8W5T:79E+"!!=61I="P@0F]A<F0@069F86ER<RP@0V]M
M<&5N<V%T:6]N(&%N9"!/<F=A;FEZ871I;VXL(\$9I;F%N8V4L(%-T<F%T96=I
M8R!!9`9I<V]R>2P@86YD(\$QO;F<@*51J#0I4*@T**%)A;F=E(%!L86YN:6YG
M(\$-O;6UI='1E97,N(\$%L;"!C;VUM:71T965S(')E9W5L87)L>2!R97!O<G0@
M=&AE:7(@86-T:79I=&EE<RP@86-T:6]N<RP@86YD(')E8V]M;65N9&%T:6]N
M<R!T;R!T:&4@*51J#0H01C0@,2!49@T*5"H-"BA";V%R9"X@4V5V96X@1&ER
M96-T;W)S(&%T=&5N9&5D(#\$P,"!P97)C96YT(&]F('1H92!M965T:6YG<R!O
M9B!T:&4@0V]M<&%N>5PR,C)S(\$)O87)D(&]F(\$1I<F5C=&]R<R!H96QD(&1U
M<FEN9R`I5&H-"E0J#0HH,3DY.2X@1F]U<B!\$:7)E8W1O<G,@871T96YD960@
M,3`P('!E<F-E;G0@;V8@=&AE(&%G9W)E9V%T92!T;W1A;"!09B!M965T:6YG
M<R!09B!T:&4@0F]A<F0@;V8@1&ER96-T;W)S(&%N9"!T:&4@*51J#0I4*@T*
M*\$)O87)D(\$-O;6UI='1E97,@;V8@=VAI8V@=@=&AE>2!W97)E(&\$@;65M8F5R
M(&1U<FEN9R`Q.3DY.R]F;W5R(\$1I<F5C=&]R<R!A='1E;F1E9"!A="!L96%S
M="`Y,"!P97)C96YT(&]F('!-U8V@*51J#0I4*@T**&UE971I;F=S.R!T=V\@
M1&ER96-T;W)S(&%T=&5N9&5D(&%T(&QE87-T(#<U('!E<F-E;G0@;V8@<W5C
M:"!M965T:6YG<R!A;F0@365S<W)S+B!*;VML:6L@86YD(\$-U8W5Z(&%T=&5N
M9&5D(#8X("E4:@T*5"H-"BAP97)C96YT(&%N9"`V,B!P97)C96YT(&]F('!-U
M8V@@;65E=&EN9W,L(')E<W!E8W1I=F5L>2X@*51J#0HP("TR+C,@5\$0-"B@@
M("``@("!"4:&4@17AE8W5T:79E(\$-O;6UI='1E92!C;VYS:7-T<R!09B!-97-S
M<G,N(\$UO<FQE>2!<*-&H86ER;6%N7"DL(\$)R:6YZ;RP@0V%M8G)E+"!#;VQM
M86XL(\$ER96QA;F0@86YD("E4:@T*,"`M,2XQ,B!41`T**\$UC06QL:7-T97(L
M(&%N9"!\$<BX@2V%N=6LN(%1H:7,@0V]M;6ET=&5E(&YO<FUA;&QY(&UE971S
M(&]N;'D@=VAE;B!A8W1I;VX@:7,@<F5Q=6ER960@8F5F;W)E(&\$@<F5G=6QA
M<B!";V%R9" `I5&H-"E0J#0HH;65E=&EN9RX@270@:7,@96UP;W=E<F5D('1O
M(&%C="!F;W(@=&AE(&9U;&P@0F]A<F0@;V8@1&ER96-T;W)S(&]N(&%L;"!M
M871T97)S+"!E>&-E<`0@:70@:&%S(&YO(&%U=&AO<FET>2!T;R!F:6QL("E4
M:@T*5"H-"BAV86-A;F-I97,@86UO;F<@1&ER96-T;W)S(&]R(&EN(&%N>2!#
M;VUM:71T964@;V8@1&ER96-T;W)S+"!C:&%N9V4@;V9F:6-E<G,@;V8@=&AE
M(\$-O;7!A;GDL(&]R(&1E8VQA<F4@9&EV:61E;F1S+B`I5&H-"E0J#0HH271S
M(&UE;6)E<G,@<')E<V5N=&QY(&EN8VQU9&4@=&AE(\$-H86ER;65N(&]F('1H
M92!O=&AE<B!S=&%N9&EN9R!C;VUM:71T965S+B!4:&4@0V]M;6ET=&5E(&AE
M;60@;F\@;65E=&EN9W,@*51J#0I4*@T**&1U<FEN9R`Q.3DY+B`I5&H-"C`@
M+3(N,R!41`T**`@("``@(%1H92!!=61I="!#;VUM:71T964L(&-O;G-I<W1I
M;F<@;V8@365S<W)S+B!#;VQM86X@7"AC:&%I<FUA;EPI+"!#86UB<F4L(\$UA
M<W-A<F\@86YD(%-C:'=A<G1Z+"!R979I97=S('=I=&@*51J#0HP("TQ+C\$R
M(%1\$#0HH=&AE(\$-O;7!A;GE<,C(R<R!M86YA9V5M96YT+"!T:&4@:6YT97)N
M86P@875D:71O<G,@86YD('1H92!I;F1E<&5N9&5N="!P=6)L:6,@86-C;W5N
M=&%N="L('1H92!#;VUP86Y7#(R,G,@<@]L:6-I97,@*51J#0I4*@T**&%N
M9"!P<F]C961U<F5S('=I=&@<F5S<&5C="!T;R!I;G1E<FYA;"!C;VYT<F]L
M,R!R979I97=S('!-I9VYI9FEC86YT(&%C8V]U;G1I;F<@;6%T=&5E<SL@87!P
M<F]V97,@=&AE(&%U9&ET960@*51J#0I4*@T**&9I;F%N8VEA;"!S=&%T96UE
M;G1S('!R:6]R('!O('!U8FQI8R!D:7-T<FEB=71I;VX[((&%P<')O=F5S(&%N
M>2!S:6=N:69I8V%N="!C:&%N9V5S(&EN('1H92!#;VUP86Y7#(R,G,@86-C
M;W5N=&EN9R`I5&H-"E0J#0HH<')I;F-I<&QE<R!O<B!F:6YA;F-I86P@<F5P
M;W)T:6YG('!R86-T:6-E<SL@<F5V:65W<R!I;F1E<&5N9&5N="!P=6)L:6,@
M86-C;W5N=&EN9R!S97)V:6-E<SL@86YD(')E8V]M;65N9',@=&@\@=&AE("E4
M:@T*5"H-"BA";V%R9"!09B!\$:7)E8W1O<G,@=&AE(&9I<FT@;V8@:6YD97!E
M;F1E;G0@<'5B;&EC(&%C8V]U;G1A;G1S('!O(&5X86UI;F4@=&AE(\$-O;7!A
M;GE<,C(R<R!F:6YA;F-I86P@<W1A=&5M96YT<RX@5&AE("E4:@T*5"H-"BA#
M;VUM:71T964@:&5L9"!F;W5R(&UE971I;F=S(&1U<FEN9R`Q.3DY+B`I5&H-
M"C`@+3(N,R!41`T**`@("``@(%1H92!";V%R9"!9F9A:7)S(\$-O;6UI='1E
M92P@8V]N<VES=&EN9R!09B!-97-S<G,N(\$ER96QA;F0@7"AC:&%I<FUA;EPI
M+"!";VML:6LL(\$UO<FQE>2!A;F0@4V-H=V%R='HL(&%N9" `I5&H-"C`@+3\$N
M,3(@5\$0-"BA\$<BX@2V%N=6LL(&%D;6EN:7-T97)S('1H92!#;VUP86Y7#(R
M,G,@8V]M<&5N<V%T:6]N('!L86YS(&90<B!\$:7)E8W1O<G,[(&UO;FET;W)S
M('1H92!";V%R9"!G;W9E<FYA;F-E('!R;V-E<W,@*51J#0I4*@T**&%N9"!P
M<F]V:61E<R!C;W5N<V5L('!O('1H92!";V%R9"!#:&%I<FUA;B!A;F0@0VAI
M968@17AE8W5T:79E(\$]F9FEC97(@;VX@0F]A<F0@9V]V97)N86YC92!A;F0@
M;W1H97(@;6%T=&5R<SL@*51J#0I4*@T**')E8V]M;65N9',@8VAA;F=E<R!I
M;B!M96UB97)S:&EP(&%N9"!R97-P;VYS:6)I;&ET>2!09B!";V%R9"!C;VUM
M:71T965S.R!A;F0@86-T<R!A<R!T:&4@0F]A<F1<,C(R<R!.;VUI;F%T:6YG
M("E4:@T*5"H-"BA#;VUM:71T964@86YD(%!R;WAY(\$-O;6UI='1E92!I;B!T
M:&4@96QE8W1I;VX@;V8@1&ER96-T;W)S+B!3:&%R96AO;&1E<G,@=VES:&EN
M9R!T;R!N;VUI;F%T92!D:7)E8W1O<B!C86YD:61A=&5S("E4:@T*5"H-"BAF
M;W(@8V]N<VED97)A=&EO;B!B>2!T:&4@0V]M;6ET=&5E(&-A;B!D;R!S;R!B
M>2!W<FET:6YG('!O('1H92!396-R971A<GD@;V8@=&AE(\$-O;7!A;GDL=&EI
M=FEN9R!T:&4@8V%N9&ED871E7#(R,G,@*51J#0I4*@T**&YA;64L(&%P<')O
M<(')I871E(&)I;V=R87!H:6-A;"!D871A(&%N9"!Q=6%L:69I8V%T:6]N<RX@
M5&AE(\$-O;6UI='1E92!H96QD('!-I>"!M965T:6YG<R!D=7)I;F<@,3DY.2X@

M"C`@+3(N,R!41`T**`@("`@(\$1I<F5C=&]R<R!W:&\@:F]I;F5D('1H92!"
M;V%R9"!B9690<F4Q2F%N=6%R>2`Q+"`Q.3DY(&%L<V\@<&%R=&EC:7!A=&4@
M:6X@96ET:&5R('1H92!2971I<F5M96YT(!L86X@9F]R(\$YO;BTI5&H-"C`@
M+3\$N,3(@50-"BA%;7!L;WEE92!\$;7)E8W10<G,@8610<"1E9"!I;B`Q.3@T
M(%PH,3DX-"!0;&%N7"D@;W(@=&AE(\$YO;F5M<&QO>65E(\$1I<F5C=&]R<R!3
M=7!P;&5M96YT86P@0V]M<&5N<V%T:6]N(!L86X@*51J#0I4*@T**&5S=&%B
M;&ES:&5D(&EN(#\$Y.34@7"Q.3DU(!L86Y<*2X@5&AE(#\$Y.#0@4&QA;B!P
M<F]V:61E<R!T:&%T(&\$@;F]N+65M<&QO>65E(\$1I<F5C=&]R(&5L96-T960@
M8F5F;W)E\$IU;'D@,2P@,3DY-2P@*51J#0I4*@T**'=I=&@870@;&5A<W0@
M9FEV92!Y96%R<R!O9B!S97)V:6-E+!"R96-E:79E<R!D=7)I;F<@:ES(&]R
M(&AE<B!L:69E=&EM92!A9G1E<B!R971I<F5M96YT(&%N(&%M;W5N="!E<75A
M;"!T;R!T:&4@86YN=6%L("E4:@T*5"H-"BAR971A:6YE<B!T:&5N("!A:60@
M=&\@;F]N+65M<&QO>65E(\$1I<F5C=&]R<RX@56YD97(@=&AE(#\$Y.34@4&QA
M;BP@82!N;VXN96UP;&]Y964@1&ER96-T;W(@96QE8W1E9"!O;B!O<B!A9G1E
M<B`I5&H-"E0J#0HH2G5L>2`Q+"`Q.3DU+"!W:71H(&%T(&QE87-T(&9I=F4@
M>65A<G,@;V8@<V5R=FEC92P@<F5C96EV97,@869T97(@<F5T:7)E;65N="!A
M('`%U87)T97)L>2!A;6]U;G0@97U86P@=&\@9FEF='D@<&5R8V5N="!O9B`I
M5&H-"E0J#0HH=&AE("T871E9"!Q=6%R=&5R;'D@<F5T86EN97(@:6X@969F
M96-T(&%T('1H92!T:6UE(&]F(')E=&ER96UE;G0@9F]R('1H92!P97)I;V0@
M97%U86P@=&\@=&AE(\$1I<F5C=&]R]7#(R,G,@<V5R=FEC92X@56YD97(@*51J
M#0I4*@T**&5I=&AE<B!0;&%N+"!I;B!T:&4@979E;G0@;V8@82!<C(S8VA
M;F=E(&]F(&-O;G!R;VQ<C(T(&-A=7-I;F<@=&AE(\$1I<F5C=&]R]7#(R,G,@
M<F5T:7)E;65N="P@:&4@;W(@<VAE(')E8V5I=F5S('1H92!R971I<F5M96YT
M("E4:@T*5"H-"BAP87EM96YT('!R;W)A=&5D(&9O<B!A;GD@<V5R=FEC92!L
M97-S('1H86X@9FEV92!Y96%R<RX@1&ER96-T;W)S('=H;R!J;VEN('1H92!"
M;V%R9"!O;B!O<B!A9G1E<B!*86YU87)Y(#\$L(#\$Y.3D@87)E("E4:@T*5"H-
M"BAN;W0@96QI9VEB;&4@=&\@<&%R=&EC:7!A=&4@:6X@96ET:&5R(!L86XN
M("E4:@T*,"M,BXS(%!\$#0HH("`@("`@5&AE(\$-O;7!A;GD@:&%S(&5N=&5R
M960@:6YT;R!T<G5S="!A9W)E96UE;G1S('=I=&@2V5Y(%1R=7-T(\$-O;7!A
M;GD@;V8@3VAI;RP@3BY!+B!R96QA=&EN9R!T;R!T:&4@*51J#0HP("TQ+C\$R
M(%1\$#0HH3F]N96UP;&]Y964@1&ER96-T;W)S7#(R,B!#;VUP96YS871I;VX@
M4&QA;BP@=&AE(%E=&ER96UE;G0@4&QA;B!F;W(@3F]N+45M<&QO>65E(\$1I
M<F5C=&]R<R!A;F0@=&AE("E4:@T*5"H-"BA.;VYE;7!L;WEE92!\$;7)E8W10
M<G-<C(R(%-U!"L96UE;G1A;"!#;VUP96YS871I;VX@4&QA;BP@:6X@;W)D
M97(@=&\@97-T86)L:7-H(&%R<F%N9V5M96YT<R!F;W(@=&AE(&9U;F1I;F<@
M86YD("E4:@T*5"H-"BAP87EM96YT(&]F('1H92!#;VUP86YY7#(R,G,@;V)L
M:6=A=&EO;G,@=&\@8F5N969I8VEA<FEE<R!U;F1E<B!S=6-H(!L86YS+B`I
M5&H-"C(S+C\$R("TR+C,@5\$0-"B@U("E4:@T*150-"F5N9"-T<F5A;0T*96YD
M;V)J#0HS,"`P(&]B:@T*/#P-"B]0<F]C4V5T(%LO4\$1&("]497AT(%T-"B]@
M;VYT(#P#\#0HO1C(@-"`P(&-"B]@&-"`V(#`@4@T*+T8V(#,Q(#`@4@T*/CX-
M"B]@>'1'4W1A=&4@/#P-"B]!4S\$@-R`P(%-"CX^#0H^/@T*96YD;V)J#0HS
M;R`P(&]B:@T*/#P-"B]!96YG=&@@,3(P,#-"CX^#0IS=')E86T-"D)4#0HO
M1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q
M(&S#0HP(%1C#0HP(%1W#0HH("`@("`@("`@("`@("`@51J#0HO1C,@
M,2!49@T*-"XT("TR+C,V(%1\$#0HH4T5#55)5\$E%4R!/5TY%4E-(25`@3T8@
M34%.04=%345.5"!13D0@0T525\$%)3B!/5\$A%4B!015)33TY3("E4:@T*+T8R
M(#\$@5&8-"BTT+C0@+3(N,S0@5\$0-"B@@("`@("!"4:&4@9F]L;&]W:6YG('1A
M8FQE('E=",@9F]R=&@@=&AE(&%M;W5N="!A;F0@<&5R8V5N="!O9B!#;VUM
M;VX@4VAA<F5S('H:6-H+"!A<R!O9B!-87)C:"`Q,RP@,C`P,"!<*&5X8V5P
M="I5&H-"B]@&-"`Q(%1F#0HP("TQ+C\$R(%1\$#0HH87,@;W1H97)W:7-E(&EN
M9&EC871E9%PI+"!A<F4@9&5E;65D('5N9&5R('1H92!R=6QE<R!O9B!T:&4@
M4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO;B!<*&PR,C-314-<
M,C(T7"D@=&\@8F4@*51J#0I4*@T**%PR,C-B96YE9FEC:6%L;'D@;W=N961<
M,C(T(&]Y(&5A8VE@1&ER96-T;W(@7"AE>&-L=61I;F<@=&AE(\$-H86ER;6%N
M(&%N9"!#:&EE9B!%>&5C=71I=F4@3V9F:6-E<EPI+"!B>2!E86-H(&YO;6EN
M964@9F]R("E4:@T*5"H-"BA\$;7)E8W10<BP@8GD@=&AE(\$-O;7!A;GE<C(R
M<R!F:79E(&UO<W0@:&EG:&QY(&-O;7!E;G-A=&5D(&5X96-U=&EV92!O9F9I
M8V5R<RP@8GD@<W5C:"!P97)S;VYS(&%N9"!T:&4@;W1H97(@*51J#0I4*@T*
M*&5X96-U=&EV92!O9F9I8V5R<R!A<R!A(&R;W5P+"!A;F0@8GD@86YY('!E
M<G-O;B!O<B!<C(S9W)O=7!<C(T(%PH87,@=&AA="!T97)M(&ES('5S960@
M:6X@=&AE(%-E8W5R:71I97,@17AC:&%N9V4@06-T(&]F("E4:@T*5"H-"B@Q
M,3,T7"D@:VYO=VX@=&\@=&AE(\$-O;7!A;GD@87,@;V8@=&AA="!D871E("1O
M(&E(&\$@7#(R,V)E;F5F:6-I86P@;W=N97)<C(T(&]F(&UO<F4@=&AA;B`U
M)2!O9B!T:&4@;W5T<W1A;F1I;F<@*51J#0I4*@T**\$-O;6UO;B!3:&%R97,N
M("E4:@T*5"H-"C`N,#\$@5&,-"ELH("DM,3@V-#`H("DM-#`P**`I+3\$S-#`H
M("DM,C0X,"@@*2TQ,S0P**`@("DM,C`V,"@@"("DM,C(P**`I+30R,"@@*2TR
M-#P**`I+3<R,"@*2TR,#`H("I+3(P-C`H("I+3,T,"@@"("DM,C0X,"@@
M*2TW,C`H("DM,S0P**`I+3\$S.#`H("DM,3(R,"@*5042@T*+T8V(#\$@5&8-
M"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Q-2XX,2`W.3<N.#4@5&T-"C@5&,-"BA!
M;6]U;G0@86YD(\$YA='5R92!O9B!<C(S0F5N969I8VEA;"!/=VYE<G-H:7!<
M,C(T7"@Q7"DI5&H-"D54#0HP+C4@1PT*,"!*(#`@:B`P+C(T('<@,3`@32!
M73`@9`T*,2!I(`T*-3@V+C4S(#<Y,RXU,R!M#OHR-C`N,S<@-SDS+C4S(&P-
M"C(V,"XS-R`W.3,N-3,@;0T*,C8P+C,W(#<Y,RP-2!L#0I3#0HP(\$<-C(V
M,"XS-R`W.3,N,#4@;0T*-3@V+C4S(#<Y,RP-2!L#0HU.#8N-3,@-SDS+C`U
M(&T-"C4X-BXU,R`W.3,N-3,@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y
M(#@W+C`Y(#<X,2XP-2!4;0T*6RA\$;7)E8W10<G,@86YD(\$YO;6EN965S*2TQ
M-3`Q,RA);G9E<W1M96YT(!O=V5R*2TR-S4S+C<H5BDP+C\$H;W1I;F<@4&]W
M97(I751*#0HM,BXT,#4@+3\$N,C,X,B!41`T*6RA<*&5X8VQU@EN9R!\$;7)E
M8W10<BP@0VAA:7)M86X@86YD*2TU.30X+C,H0F5N969I8VEA;"E=5\$H-"D54
M#0HP+C4@1PT*-#(W+C\$W(#<W,BXV-2!M#OHS,S0N-S<@-S<R+C8U(&P-"C,S
M-"XW-R`W-S(N-C4@;0T*,S,T+C<W(#<W,BXQ-R!L#0I3#0HP(\$<-C,S-"XW
M-R`W-S(N,3<@;0T*-#(W+C\$W(#<W,BXQ-R!L#0HT,C<N,3<@-S<R+C\$W(&T-
M"COR-RXQ-R`W-S(N-C4@;`T*4PT*,"XU(\$<-"C4R,2XW,R`W-S(N-C4@;0T*
M-#,R+CDS(#<W,BXV-2!L#0HT,S(N.3,@-S<R+C8U(&T-"COS,BXY,R`W-S(N
M,3<@;`T*4PT*,"!`#0HT,S(N.3,@-S<R+C\$W(&T-"C4R,2XW,R`W-S(N,3<@

M; `T*-3(Q+C<S(#<W,BXQ-R!M#0HU,C\$N-S,@-S<R+C8U(&P-"E,-"D)4#0HQ
M,"XP-SDQ,"`P(#\$P+C`W.2`U,S4N.#D@-S8X+C4W(%1M#0HH4&5R8V5N="!O
M9BE4:@T*+30W+C\$R,S4@+3\$N,C,X,B!41`T*6RA#:&EE9B!%>&5C=71I=F4@
M3V9F:6-E<B!+*E,N(\$)R:6YZ;UPI*2TU,#4S+C,H3W=N97)S:&EP7"@R7"DI
M+3\$V.#,N-RA3;VQE*2TR-#@T+C0H4VAA<F5D*2TR-#(P+CDH4V)L92DM,C,V
M-2XT*%-H87)E9"DM,C<S,"XU*%-L87-S7"@S7"DI751*#0I%5`T,"XU(\$<-
M"C(U,BXR,2`W-3\$N-S<@;0T*,C4N-C4@-S4Q+C<W(&P-"C(U+C8U(#<U,2XW
M-R!M#0HR-2XV-2`W-3\$N,CD@;`T*4PT*,"!`#0HR-2XV-2`W-3\$N,CD@;0T*
M,C4R+C(Q(#<U,2XR.2!L#0HR-3(N,C\$@-S4Q+C(Y(&T-"C(U,BXR,2`W-3\$N
M-S<@;`T*4PT*,"XU(\$<"C,S,2XT,2`W-3\$N-S<@;0T*,C8P+C,W(#<U,2XW
M-R!L#0HR-C`N,S<@-S4Q+C<W(&T-"C(V,"XS-R`W-3\$N,CD@;`T*4PT*,"!`
M#0HR-C`N,S<@-S4Q+C(Y(&T-"C,S,2XT,2`W-3\$N,CD@;`T*,S,Q+C0Q(#<U
M,2XR.2!M#0HS,S\$N-#\$@-S4Q+C<W(&P-"E,-"C`N-2!`#0HS-C@N-C\$@-S4Q
M+C<W(&T-"C,S-"XW-R`W-3\$N-S<@;`T*,S,T+C<W(#<U,2XW-R!M#0HS,S0N
M-S<@-S4Q+C(Y(&P-"E,-"C`@1PT*,S,T+C<W(#<U,2XR.2!M#0HS-C@N-C\$@
M-S4Q+C(Y(&P-"C,V."XV,2`W-3\$N,CD@;0T*,S8X+C8Q(#<U,2XW-R!L#0I3
M#0HP+C4@1PT*-#(W+C\$W(#<U,2XW-R!M#0HS-S0N-C\$@-S4Q+C<W(&P-"C,W
M-"XV,2`W-3\$N-S<@;0T*,S<T+C8Q(#<U,2XR.2!L#0I3#0HP(\$<"C,W-"XV
M,2`W-3\$N,CD@;0T*-#(W+C\$W(#<U,2XR.2!L#0HT,C<N,3<@-S4Q+C(Y(&T-
M"COR-RXQ-R`W-3\$N-S<@;`T*4PT*,"XU(\$<-"COV-BXW-R`W-3\$N-S<@;0T*
M-#,R+CDS(#<U,2XW-R!L#0HT,S(N.3,@-S4Q+C<W(&T-"COS,BXY,R`W-3\$N
M,CD@;`T*4PT*,"!`#0HT,S(N.3,@-S4Q+C(Y(&T-"COV-BXW-R`W-3\$N,CD@
M;`T*#-#8V+C<W(#<U,2XR.2!M#0HT-C8N-S<@-S4Q+C<W(&P-"E,-"C`N-2!`
M#0HU,C\$N-S,@-S4Q+C<W(&T-"C0W-"XR,2`W-3\$N-S<@;`T*#<T+C(Q(#<U
M,2XW-R!M#0HT-S0N,C\$@-S4Q+C(Y(&P-"E,-"C`@1PT*-#<T+C(Q(#<U,2XR
M.2!M#0HU,C\$N-S,@-S4Q+C(Y(&P-"C4R,2XW,R`W-3\$N,CD@;0T*-3(Q+C<S
M(#<U,2XW-R!L#0I3#0HP+C4@1PT*-3@V+C4S(#<U,2XW-R!M#0HU,CDN-C4@
M-S4Q+C<W(&P-"C4R.2XV-2`W-3\$N-S<@;0T*-3(Y+C8U(#<U,2XR.2!L#0I3
M#0HP(\$<-"C4R.2XV-2`W-3\$N,CD@;0T*-3@V+C4S(#<U,2XR.2!L#0HU.#8N
M-3,@-S4Q+C(Y(&T-"C4X-BXU,R`W-3\$N-S<@;`T*4PT*0E0-"B]@,B`Q(#1F
M#0HQ,"XP-SDQ,"`P(#\$P+C`W.2`R-2XV-2`W-#`N,C4@5&T-"ELH4F]N86QD
M(\$,N(\$-A;6)R92DM,3@W,C\$N-B@S+3#0V-RDM,S`S-BXT*#,L-#8W*2TS-SDX
M+C0H+3`M*2TR-3(T+CDH,RPT-C<I+3,T-#N,B@M,"TI751*#0HO1C0@,2!4
M9@T*-3(N-SSY,R`P(%1\$#0HH7#(R-RE4:@T*+34R+C<Q.3,@+3\$N,C\$T-"!4
M1`T*6RA2;V)E<G0@4RX@0V]L;6%N*2TQ.#DY."XV*#,L-3\$W*2TS,#,V+C0H
M,RPU,3<I+3,W.3@N-"@M,"TI+3(U,C0N.2@S+34Q-RDM,S0T,2XR*"TP+2DM
M-#8T-"XR*%PR,C<I751*#0I4*#T*6RA286YK;R!#=6-U>BDM,C`W-S<N-"@R
M*#\$Y-RDM,S`S-BXT*#(L,3DW*2TS-SDX+C0H+3`M*2TR-3(T+CDH,BPQ.3<I
M+3,T-#N,B@M,"TI+30V-#0N,BA<,C(W*5U42@T*5"H-"ELH2F%M97,@1"X@
M27)E;&%N9"!)24DI+3\$W,3DV+C8H,C<R+##<S,"DM,S`S-BXV*#8L,#@X*2TQ
M-S`R+CDH,C8V+#8T,BDM,3(N-2A<*#1<*2DM,3,U."XQ*#8L,#@X*2TQ,S0U
M+C<H,C8V+#8T,BDM,3(N-2A<*#1<*2DM,C<Q-2XT*#(N-34I+3\$R+C(H)2E=
M5\$H-"E0J#0I;*\$<N(\$9R86YK(\$IO:VQI:RDM,3DY-#,N-2@R+#@V,BDM,S`S
M-BXT*#(L.#8R*2TS-SDX+C0H+3`M*2TR-3(T+CDH,BPX-C(I+3,T-#N,B@M
M,"TI+30V-#0N,BA<,C(W*5U42@T*5"H-"ELH3&5S;&EE(\$PN(\$MA;G5K*2TQ
M.3<R,BXU*#,L-3\$W*2TS,#,V+C0H,RPU,3<I+3,W.3@N-"@M,"TI+3(U,C0N
M.2@S+#4Q-RDM,S0T,2XR*"TP+2DM-#8T-"XR*%PR,C<I751*#0I4*#T*6RA!
M;G1H;VYY(\$N(\$UA<W-A<F\I+3\$W.#,S+C<H,BPR,C(I+3,P,S8N-"@R+#(R
M,BDM,S<Y."XT*"TP+2DM,C4R-"XY*#(L,C(R*2TS-#0Q+C(H+3`M*2TT-C0T
M+C(H7#(R-RE=5\$H-"E0J#0I;*\$9R86YC:7,@4BX@36-!;&QI<WLE<BDM,3<T
M.3DN-R@U+#(X,2DM,S`S-BXT*#4L,C@Q*2TS-SDX+C0H+3`M*2TR-3(T+CDH
M-2PR.#\$I+3,T-#N,B@M,"TI+30V-#0N,BA<,C(W*5U42@T*5"H-"ELH2F]H
M;B!#B!-;W)L97DI+3\$Y-#0S+C0H,34L,#0V*2TR-3,V+C0H,34L,#0V*2TS
M-SDX+C0H+3`M*2TR,#(T+CDH,34L,#0V*2TS-#0Q+C,H+3`M*2TT-C0T+C(H
M7#(R-RE=5\$H-"E0J#0I;*\$-T97!H96X@0BX@3W)E<VUA;BDM,3<Y-#0N-R@S
M+#4Q-RDM,S`S-BXT*#,L-3\$W*2TS-SDX+C0H+3`M*2TR-3(T+CDH,RPU,3<I
M+3,T-#N,B@M,"TI+30V-#0N,BA<,C(W*5U42@T*5"H-"ELH06QA;B!38VAW
M87)T>BDM,C`R-S0N-2@R+#`Q-RDM,S`S-BXT*#(L,#\$W*2TS-SDX+C0H+3`M
M*2TR-3(T+CDH,BPP,3<I+3,T-#N,B@M,"TI+30V-#0N,BA<,C(W*5U42@T*
M+T8R(#\$@5&8-"C\$R(#`Q,"`Q,B`R-2XV-2`V,#0N.#D@5&T-"C`N,#\$@5&,-
M"ELH("DM,3@V-#`H("DM-#`P*`I+3\$S-#`H("DM,COX,"@@*2TQ,S0P*`@
M("DM,COX,"@("DM,38P*`I+30P,"@*2TR-#@P*`I+30R,"@*2TT,C`H
M("I+3(T.#`H("I+3,V,"@("DM,COX,"@("DM-#`P*`I+3\$S.#`H("DM
M,3(R,"@*5U42@T*+T8V(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Q-2XX
M,2`U.3(N,3<@5&T-"C`@5&,-"BA!;6]U;G0@86YD(\$YA="5R92!09B!<,C(S
M0F5N969I8VEA;!/=/VYE<G-H:7!<,C(T7"@Q7"DI5&H-"D54#0HP+C4@1PT*
M-3@V+C4S(#4X-RXX-2!M#0HR-C`N,S<@-3@W+C0U(&P-"C(V,"XS-R`U.#<N
M.#4@;0T*,C8P+C,W(#4X-RXS-R!L#0I3#0HP(\$<"C(V,"XS-R`U.#<N,S<@
M;0T*-3@V+C4S(#4X-RXS-R!L#0HU.#8N-3,@-3@W+C,W(&T-"C4X-BXU,R`U
M.#<N.#4@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,T,BXR,2`U-S4N
M,S<@5&T-"ELH26YV97-T;65N="!0;W=E<BDM,C@W,BXW*%8I,"XQ*]&T:6YG
M(%!O=V5R*5U42@T*+38N-S\$T.2`M,2XR,S@R(%1\$#0HH0F5N969I8VEA;"E4
M:@T*150-"C`N-2!`#0HT,C<N-C4@-38V+CDW(&T-"C,S-"XW-R`U-C8N.3<@
M;`T*,S,T+C<W(#4V-BXY-R!M#0HS,S0N-S<@-38V+COY(&P-"E,-"C`@1PT*
M,S,T+C<W(#4V-BXT.2!M#0HT,C<N-C4@-38V+COY(&P-"COR-RXV-2`U-C8N
M-#D@;0T*-#(W+C8U(#4V-BXY-R!L#0I3#0HP+C4@1PT*-3(Q+C0Y(#4V-BXY
M-R!M#0HT,S8N,#4@-38V+CDW(&P-"COS-BXP-2`U-C8N.3<@;0T*-#(V+C`U
M(#4V-BXT.2!L#0I3#0HP(\$<"COS-BXP-2`U-C8N-#D@;0T*-3(Q+C0Y(#4V
M-BXT.2!L#0HU,C\$N-#D@-38V+COY(&T-"C4R,2XT.2`U-C8N.3<@;`T*4PT*
M0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#4S-2XX.2`U-C(N.#D@5&T-"BA097)C
M96YT(&]F*51J#0HM-#4N,#`T,R`M,2XR,S@R(%1\$#0I;*\$YA;65D(\$5X96-U
M=&EV92!/9F9I8V5R<RDM-S\$P,"XV*]W;F5R<VAI<#PH,EPI*2TQ.30U+C8H
M4V]L92DM,COV,"XV*%-H87)E9"DM,C<U-"XS*%-O;&4I+3(Q.3@N-RA3:&%R
M960I+3(S,C4N-RA#;&%S<UPH,UPI*5U42@T*150-"C`N-2!`#0HR-3(N,C\$@
M-30V+C`Y(&T-"C(U+C8U(#4T-BXP.2!L#0HR-2XV-2`U-#8N,#D@;0T*,C4N

M-C4@-30U+C8Q (&P-"E,-"C`@1PT*,C4N-C4@-30U+C8Q (&T-"C(U,BXR,2`U
M-#4N-C\$@;`T*,C4R+C(Q(#4T-2XV,2!M#OHR-3(N,C\$@-30V+C`Y(&P-"E,-
M"C`N-2!`#0HS,S\$N-#\$@-30V+C`Y(&T-"C(V,"XS-R`U-#8N,#D@;`T*,C8P
M+C,W(#4T-BXP.2!M#OHR-C`N,S<@-30U+C8Q(&P-"E,-"C`@1PT*,C8P+C,W
M(#4T-2XV,2!M#0HS,S\$N-#\$@-30U+C8Q(&P-"C,S,2XT,2`U-#4N-C\$@;OT*
M,S,Q+C0Q(#4T-BXP.2!L#0I3#0HP+C4@1PT*,S<S+C8U(#4T-BXP.2!M#0HS
M,S0N-S<@-30V+C`Y(&P-"C,S-"XW-R`U-#8N,#D@;OT*,S,T+C<W(#4T-2XV
M,2!L#0I3#0HP(\$<"C,S-"XW-R`U-#4N-C\$@;OT*,S<S+C8U(#4T-2XV,2!L
M#OHS-S,N-C4@-30U+C8Q(&T-"C,W,RXV-2`U-#8N,#D@;`T*4PT*,"XU(\$<-
M"COR-RXV-2`U-#8N,#D@;OT*,S<X+CDS(#4T-BXP.2!L#0HS-S@N.3,@-30V
M+C`Y(&T-"C,W,"XY,R`U-#4N-C\$@;`T*4PT*,"!`#0HS-S@N.3,@-30U+C8Q
M(&T-"COR-RXV-2`U-#4N-C\$@;`T*-#(W+C8U(#4T-2XV,2!M#OHT,C<N-C4@
M-30V+C`Y(&P-"E,-"C`N-2!`#0HT-S0N.3,@-30V+C`Y(&T-"C0S-BXP-2`U
M-#8N,#D@;`T*-#(V+C`U(#4T-BXP.2!M#OHT,S8N,#4@-30U+C8Q(&P-"E,-
M"C`@1PT*-#(V+C`U(#4T-2XV,2!M#OHT-S0N.3,@-30U+C8Q(&P-"C0W-"XY
M,R`U-#4N-C\$@;OT*-#<T+CDS(#4T-BXP.2!L#0I3#0HP+C4@1PT*-3(Q+C0Y
M(#4T-BXP.2!M#OHT.#(N-C\$@-30V+C`Y(&P-"C0X,BXV,2`U-#8N,#D@;OT*
M-#R+C8Q(#4T-2XV,2!L#0I3#0HP(\$<"C0X,BXV,2`U-#4N-C\$@;OT*-3(Q
M+C0Y(#4T-2XV,2!L#0HU,C\$N-#D@-30U+C8Q(&T-"C4R,2XT.2`U-#8N,#D@
M;`T*4PT*,"XU(\$<"C4X-BXU,R`U-#8N,#D@;OT*-3(Y+C8U(#4T-BXP.2!L
M#OHT,CDN-C4@-30V+C`Y(&T-"C4R.2XV-2`U-#4N-C\$@;`T*4PT*,"!`#0HU
M,CDN-C4@-30U+C8Q(&T-"C4X-BXU,R`U-#4N-C\$@;`T*-3@V+C4S(#4T-2XV
M,2!M#OHT.#8N-3,@-30V+C`Y(&P-"E,-"D)4#0HO1C(@,2!49@T*,3`N,#<Y
M(#`@,"Q,"XP-SD@,C4N-C4@-3,T+C4W(%1M#0I;*\$IO:&X@4RX@0G)I;GIO
M*2TQ.3<W-BXT*#4P+#0W-2DM,S`S-BXU*#4P+#0W-2DM,S<P,RXR*"TP+2DM
M,COR.2XW*#4P+#0W-2DM,S0V-2XQ*"TP+2E=5\$H-"B] &-"Q(%1F#0HU,BXW
M,3DS(#`@5\$0-"BA<,C(W*51J#0HM-3(N-S\$Y,R`M,2XR,30T(%1\$#0I;*\$1H
M;VUA<R!*+B! /7#(R,DYE:6PI+3\$X-34U+C4H,C4L-#<Y*2TS,#,V+C4H,C4L
M-#<Y*2TS-S`S+C(H+3`M*2TR-#(Y+C<H,C4L-#<Y*2TS-#8U+C\$H+3`M*2TS
M.#\$P+C<H#7(R-RE=5\$H-"E0J#0I;*\$%I;&QI86T@4BX@0V%L9F5E*2TQ,"X
M."XU*#(Y+#@U,RDM,S`S-BXU*#(Y+#@U,RDM,S<P,RXR*"TP+2DM,COR.2XW
M*#(Y+#@U,RDM,S0V-2XQ*"TP+2DM,S@Q,"XW*%PR,C<I751*#0I4*%T*6RA%
M9' =A<F0@0RX@1&]W;&EN9RDM,3@Q-C8N-R@U+#`P,"DM,S4S-BXT*#4L,#`P
M*2TS-S`S+C\$H+3`M*2TR.3(Y+C<H-2PP,#`I+3,T-C4H+3`M*2TS.#\$P+C<H
M7#(R-RE=5\$H-"E0J#0I;*\$\$N(%-T86YL97D@5V5S="DM,3DQ-C8N-2@R,BPW
M-C\$SI+3,P,S8N-2@R,BPW-C\$SI+3,W,#,N,B@M,"TI+3(T,CDN-R@R,BPW-C\$SI
M+3,T-C4N,2@M,"TI+3,X,3`N-RA<,C(W*5U42@T*5"H-"BA!;&P@1&ER96-T
M;W)S(&%N9"!%>&5C=71I=F4I5&H-"C`@+3\$N,3\$Y,B!41`T*%\$]F9FEC97)S
M(&%S(&\$@1W)O=7`I5&H-"E0J#0I;*\$%PH,3D@4&5R<V]N<UPI*2TR,\$\$V-BXS
M*#0X."PW,C8I+3(U,S8N-2@R,C(L,#@T*2TQ-C`W+CDH,C8V+#8T,BDM,3DT
M,2XR*#(R,BPP.#0I+3\$S-CDN-R@R-C8L-COR*2TS,#8P+C0H-"XU-BDM,3(N
M,B@E*5U42@T*+T8R(#\$@5&8-"C\$R(#`@,"Q,B`R-2XV-2`T,S<N.#4@5&T-
M"C`N,#\$@5&,-"ELH("DM,3<Y,C`H("DM,30P*"`I+3(R,C`H("DM,S\$R,"@
M*2TQ(P*"`I+3\$V,"@@"("DM,C0X,"@@"("I+3@P*"`I+3,Q,C`H("DM,3@P
M*"`I+3\$X,"@@"("DM,C0X,"@@"("I+3@P*"`I+3,Q,C`H("DM,3@P
M*"`I751*#0HO1C@,2!49@T*,3`N,#<Y(#`@,"Q,"XP-SD@,S\$P+C`U(#0R
M-2XQ,R!4;OT*,"!48PT**\$M;W5N="!A;F0@3F%T=7)E(&]F(%PR,C-"96YE
M9FEC:6%L(\$]W;F5R<VAI<%PR,C1<*%*%2E4:@T*150-"C`N-2!`#0HU.#8N
M-3,@-#(P+C@Q(&T-"C(T."XV,2`T,C`N.#\$@;`T*,COX+C8Q(#0R,"XX,2!M
M#OHR-#@N-C\$@-#(P+C,S(&P-"C4X-BXU,R`T,C`N,S,@;OT*-3@V+C4S(#0R,"XX
M,2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"Q,"XP-SD@,S4T+C8Y(#0P."XS,R!4
M;OT*6RA);G9E<W1M96YT(!O=V5R*2TR,S(U+C\$H5BDP+C\$H;W1I;F<@4&]E
M97(I751*#0HM."XP,#`X("TQ+C(S.#@5\$0-"BA"96YE9FEC:6%L\$1J#0I#
M5`T*,"XU(\$<"C0S.2XV-2`S.3DN.3,@;OT*,S0W+C<S(#,Y.2XY,R!L#0HS
M-#<N-S,@,SDY+CDS(&T-"C,T-RXW,R`S.3DN-#4@;`T*4PT*,"!`#0HS-#<N
M-S,@,SDY+COU(&T-"C0S.2XV-2`S.3DN-#4@;`T*-#(Y+C8U(#,Y.2XT-2!M
M#OHT,SDN-C4@,SDY+CDS(&P-"E,-"C`N-2!`#0HU,C8N,CD@,SDY+CDS(&T-
M"C0T-2XQ-R`S.3DN.3,@;`T*-#0U+C\$W(#,Y.2XY,R!M#OHT-#4N,3<@,SDY
M+COU(&P-"E,-"C`@1PT*-#0U+C\$W(#,Y.2XT-2!M#OHT,C8N,CD@,SDY+COU
M(&P-"C4R-BXR.2`S.3DN-#4@;OT*-3(V+C(Y(#,Y.2XY,R!L#0I3#0I"5`T*
M,3`N,#<Y(#`@,"Q,"XP-SD@-3,U+C@Y(#,Y-2XX-2!4;OT**%!E<F-E;G0@
M;V8I5&H-"BTT,BXX.#4@+3\$N,C,X,B!41`T*6RA/=AE<B!097)S;VYS*2TY
M.34Y+C,H3W=N97)S:&EP7"@R7"DI+3,R-SDH4V]L92DM,C,Q-RXW*%-H87)E
M9"DM,C4Q-BXR*%-O;&4I+3\$W-S`N,2A3:&%R960I+3\$X-#DN-2A#;&%S<UPH
M,UPI*5U42@T*150-"C`N-2!`#0HR-#N-3<@,S<Y+C`U(&T-"C(U+C8U(#,W
M.2XP-2!L#0HR-2XV-2`S-SDN,#4@;OT*,C4N-C4@,S<X+C4W(&P-"E,-"C`@
M1PT*,C4N-C4@,S<X+C4W(&T-"C(T,RXU-R`S-S@N-3<@;`T*,C0S+C4W(#,W
M."XU-R!M#OHR-#N-3<@,S<Y+C`U(&P-"E,-"C`N-2!`#0HS-#(N-#4@,S<Y
M+C`U(&T-"C(T."XV,2`S-SDN,#4@;`T*,COX+C8Q(#,W.2XP-2!M#OHR-#@N
M-C\$@,S<X+C4W(&P-"E,-"C`@1PT*,COX+C8Q(#,W."XU-R!M#OHS-#(N-#4@
M,S<X+C4W(&P-"C,T,BXT-2`S-S@N-3<@;OT*,S0R+COU(#,W.2XP-2!L#0I3
M#OHP+C4@1PT*,S@V+C8Q(#,W.2XP-2!M#OHS-#<N-S,@,S<Y+C`U(&P-"C,T
M-RXW,R`S-SDN,#4@;OT*,S0W+C<S(#,W."XU-R!L#0I3#0HP(\$<"C,T-RXW
M,R`S-S@N-3<@;OT*,S@V+C8Q(#,W."XU-R!L#0HS.#8N-C\$@,S<X+C4W(&T-
M"C,X-BXV,2`S-SDN,#4@;`T*4PT*,"XU(\$<"C0S.2XV-2`S-SDN,#4@;OT*
M,S@Y+CDW(#,W.2XP-2!L#0HS.#DN.3<@,S<Y+C`U(&T-"C,X.2XY-R`S-S@N-
M-3<@;`T*4PT*,"!`#0HS.#DN.3<@,S<X+C4W(&T-"C0S.2XV-2`S-S@N-3<@
M;`T*-#(Y+C8U(#,W."XU-R!M#OHT,SDN-C4@,S<Y+C`U(&P-"E,-"C`N-2!`
M#OHT.#0N,#4@,S<Y+C`U(&T-"C0T-2XQ-R`S-SDN,#4@;`T*-#0U+C\$W(#,W
M.2XP-2!M#OHT-#4N,3<@,S<X+C4W(&P-"E,-"C`@1PT*-#0U+C\$W(#,W."XU
M-R!M#OHT.#0N,#4@,S<X+C4W(&P-"C0X-"XP-2`S-S@N-3<@;OT*-#@T+C@
M(#,W.2XP-2!L#0I3#0HP+C4@1PT*-3(V+C(Y(#,W.2XP-2!M#OHT.#<N-#\$@
M,S<Y+C`U(&P-"C0X-RXT,2`S-SDN,#4@;OT*-#@W+COQ(#,W."XU-R!L#0I3
M#OHP(\$<"C0X-RXT,2`S-S@N-3<@;OT*-3(V+C(Y(#,W."XU-R!L#0HU,C8N

M,CD@,S<X+C4W(&T-"C4R-BXR.2`S-SDN,#4@;`T*4PT*,"XU(\$<-"C4X-BXU
M,R`S-SDN,#4@;0T*-3(Y+C8U(#,W.2XP-2!L#0HU,CDN-C4@,S<Y+C`U(&T-
M"C4R.2XV-2`S-S@N-3<@;`T*4PT*,"!`#0HU,CDN-C4@,S<X+C4W(&T-"C4X
M-BXU,R`S-S@N-3<@;`T*-3@V+C4S(#,W."XU-R!M#0HU.#8N-3,@,S<Y+C`U
M(&P-"E,-"D)4#0H01C(@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@
M,S8W+C4S(%1M#0HH5V5L;&EN9W10;B!-86YA9V5M96YT(\$-O;7!A;GDL(\$Q,
M4"!<#5<*2E4:@T*,"`M,2XQ,3DR(%1\$#0HH-S4@4W1A=&4@4W1R965T*51J
M#0I4@T*6RA";W-T;VXL(\$U!(#`R,3`Y*2TQ-S,W.2XU*#SL,#4Q+#`P,"DM
M-3(X-BXY*`TP+2DM,3`R-"XX*#SL,#4Q+#`P,"DM,SOW-RXR*`TP+2DM.3(Y
M+C4H.3(Q+#`P,"DM,C4X-"XQ*#DN.#I+3\$R+C(H)2E=5\$H-"C`@+3\$N,C\$T
M-"!41`T**\$1I;65N<VEO;F%L(\$9U;F0@061V:7-O<G,@26YC+B!<#9<*2E4
M:@T*,"`M,2XQ,3DR(%1\$#0HH,3(Y.2!/8V5A;B!!=F5N=64L(#\$Q=&@E1FQO
M;W(I5&H-"E0J#0I;*-A;G1A(\$UO;FEC82P@0T\$@.3`T,#\$I+3\$U-C<P+C<H
M-C(Y+#<S-BDM,SSW.2XT*#8R.2PW,S8I+3,X.3,N."@M,"TI+3\$S-3@N,2@V
M,CDL-S,V*2TS,#,V+C8H+3`M*2TR-3<R+C4H-2XX."DM,3(N,B@E*5U42@T*
M,"`M,2XR,30T(%1\$#0HH07)T:7-A;B!087)T;F5R<R!,:6UI=&5D(%!A<G1N
M97)S:@EP(%PH-UPT*51J#0HP("TQ+C\$Q.3(@5\$0-"B@Q,#`P(\$YO<G1H(%=A
M=&5R(%-T<F5E="P@(\$S-W`I5&H-"E0J#0I;*SUI;`=A=6ME92P@5TDE@,R
M,#(I+3\$V.#\$P+C8H-38T+#(P,"DM-3(W-"XY*`TP+2DM,3<X-BXW*#4V-"PR
M,#`I+3,T-C4N,B@M,"TI+3DR.2XU*#4V-"PR,#`I+3(U.#ON,2@U+C(W*2TQ
M,BXR*`4I751*#0I%5`T*,"XU(\$<-"C\$R-BXT-2`R-S\$N-3,@;0T*,C4N-C4@
M,C<Q+C4S(&P-"C(U+C8U(#(W,2XU,R!M#0HR-2XV-2`R-S\$N,#4@;`T*4PT*
M,"!`#0HR-2XV-2`R-S\$N,#4@;0T*,3(V+COU(#(W,2XP-2!L#0HQ,C8N-#4@
M,C<Q+C`U(&T-"C\$R-BXT-2`R-S\$N-3,@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@
M,3`N,#<Y(#(U+C8U(#(T-2XV,2!4;0T**%PH,5PI("E4:@T*+T8T(#\$@5&8-
M"C\$N-C8V."`P(%1\$#0HH56YD97(@=&AE(!)U;&5S(&]F('1H92!314,L(%PR
M,C-B96YE9FEC:6%L(&]W;F5R<VAI<%PR,C0@:6YC;'5D97,@:&%V:6YG(&]R
M('H87)I;F<@=VET:"!O=&AE<G,@=&AE(!O=V5R('!O('9O=&4@;W(@9&ER
M96-T('1H92!I;G9E<RE4:@T*-3`N-S8T-"`P(%1\$#0HH=&UE;G0@*51J#0HM
M-3`N-S8T-"`M,2XQ,3DR(%1\$#0HH;V8@<V5C=7)I=&EE<RX@06-C;W)D:6YG
M;`DL(&\$@<&5R<V]N(&AA=FEN9R!O<B!S:&%R:6YG('1H92!P;W=E<B!T;R!V
M;W1E(&]R(&I1<F5C="!T:4@:6YV97-T;65N="!O9B!S96-U<FET:65S(&ES
M(&1E96UE9"!T;R`I5&H-"E0J#0HH7#(R,V)E;F5F:6-I86QL>2!O=VY<,C(T
M('1H92!S96-U<FET:65S(&5V96X@:68@:4@;W(@<VAE(&AA<R!N;R!R:6=H
M="!T;R!R96-E:79E(&%N>2!P87)T(&]F('1H92!D:79I9&5N9',@;VX@;W(@
M=&AE('!R;V-E961S(&9R;VT@="E4:@T*#DN-3DU-2`P(%1\$#0HH:4@<V%L
M92`I5&H-"BTT.2XU.34U("TQ+C\$Q.3(@5\$0-"BAO9B!T:4@<V5C=7)I=&EE
M<RX@06QS;R@8F5C875S92!<,C(S8F5N969I8VEA;"!O=VYE<G-H:7!<,C(T
M(&5X=&5N9',@=&@<&5R<V]N<RP@<W5C:"!A<R!C;RUT<G5S=&5E<R!U;F1E
M<B!A('!R=7-T+"!W:&@<VAA<F4@&]W97(@*51J#0HU,"XS-#0T(#`@5\$0-
M"BAT;R!V;W1E("E4:@T*+34P+C,T-#0@+3\$N,3\$Y,B!41`T**&]R(&-O;G1R
M;VP@=&AE(&I1<W!O<VET:6]N(&]F('1H92!S96-U<FET:65S+"!T:4@&E=F5R
M>2!S86UE('E8W5R:71I97,@;6%Y(&E(&1E96UE9"!<,C(S8F5N969I8VEA
M;&QY(&]W;F5D7#(R-"!B>2!T=V@;W(@;6]R92!P97)S;VXI5&H-"C4Q+C(Y
M,30@,"!41`T**',@*51J#0HM-3\$N,CDQ-"`M,2XQ,3DR(%1\$#0HH<VAO=VX@
M:6X@=&AE('!A8FQE+B!);F9O<FUA=&EO;B!W:71H('!E<W!E8W0@=&@7#(R
M,V)E;F5F:6-I86P@;W=N97)S:@EP7#(R-"!S:&]W;B!I;B!T:4@=&%B;&4@
M86)O=F4@:7,@8F%\$960@=7!O;B!I;F9O<FUA=&EO;B!S=7!P;"E4:@T*-3\$N
M-#@X,R`P(%1\$#0HH:65D("E4:@T*+34Q+COX.#,@+3\$N,3\$Y,B!41`T**&)Y
M('1H92!\$:)E8W1O<G,L(&YO;6EN965S(&%N9"!E>5C=71I=F4@;V9F:6-E
M<G,@;V8@=&AE(\$-O;7!A;GD@86YD(&9I;&EN9W,@;6%D92!W:71H('1H92!3
M14,@;W(@9G5R;FES:&5D('!O('1H92!#;VUP86YY(&)Y("E4:@T*5"H-"BAA
M;GD@<VAA<F5H;VQD97(N*51J#0H01C(@,2!49@T*,3(@,"`P(#\$R(#,P,RXP
M.2`Q,SDN-3,@5&T-"B@V("E4:@T*150-"F5N9"-T<F5A;0T*96YD;V)J#0HS
M-"`P(&]B:@T*/#P-"B]O<F]C4V5T(%LO4\$1&("]497AT(%T-"B]@;VYT(#P\
M#0H01C(@-"`P(%(-"B]@,R`U(#`@4@T*+T8T(#8@,"!2#0H01C8@,S\$@,"!2
M#0H^/@T*+T5X=\$=3=&%T92`\/`T*+T=3,2`W(#`@4@T*/CX^CX^#0IE;F1O
M8FH-"C,V(#`@;V)J#0H^/\`T*+TQE;F=T:"`S-3`R#0H^/@T*+T96%#0I"
M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*
M+T=3,2!G<PT*,"!48PT*,"!4=PT**`@("`@("`@("`@("E4:@T*
M,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@.3,T+C@Y(%1M#0I;*&%PH,EPI("DM
M,C4P+CDH26YC;'5D960@:6X@=&AE('H87)E<R!S:&]W;B!A<F4@0V]M;6]N
M(%-H87)E<R!S=6)J96-T('!O(&]P=&EO;G,@9W)A;G1E9"!B>2!T:4@0V]M
M<&%N>2!W:&EC:"!E;G1I=&QE('1H92!H;VQD97(@=&@86-Q=6ER*5U42@T*
M-3(N-30U,B`P(%1\$#0HH92!S86ED("E4:@T*+34P+C@W.#0@+3\$N,3\$Y,B!4
M1`T**"-H87)E<R!W:71H:6X@-C`@9&%Y<R!F<F]M(SUA<F-H(#\$S+"`R,#`P
M+B!%86-H(&]F('1H92!\$:)E8W1O<G,@7"AE>&-L=61I;F<@37(N(\$)R:6YZ
M;UPI(&AA<R!S=6-H(&]P=&EO;G,@87,@9F]L;&]W<SH@37(N(\$-A;6)R92E4
M:@T*-3(N-C(V,B`P(%1\$#0HH+"`I5&H-"BTU,BXV,C8R("TQ+C\$Q.3(@5\$0-
M"B@U,#`[(\$UR+B!#;VQM86XL(#(L-3`P.R!-<BX@(\$-U8W5Z+"`M,"TI[(\$UR
M+B!)<F5L86YD+"`R#4P,#L@37(N(\$IO:VQI:RP@,BPP,#`[(\$1R+B!+86YU
M:RP@,BPU,#`[(\$UR+B!-87-S87)O+"`M,"TI[(\$UR+B!-8T%L;&ES*51J#0HU
M,2XY.3\$S(#`@5\$0-"BAT97(L("E4:@T*+34Q+CDY,3,@+3\$N,3\$Y,2!41`T*
M*#4P,#L@37(N(\$UO<FQE>2P@+3`M.R!-<BX@(\$]R97-M86XL(#(L-3`P(&%N
M9"!-<BX@4V-H=V%R="HL(#\$L,#`P.R!E86-H(&]F('1H92!N86UE9"!E>5C
M=71I=F4@;V9F:6-E<G,@:6X@=&AE('!A8FQE(&AA<R!S=6-H("E4:@T*+T8T
M(#\$@5&8-"E0J#0HH;W!T:6]N<R!A<R!F;VQL;W=S.B!-<BX@0G)I;GIO+"`W
M+#`P,#L@37(N(\$)<,C(R3F5I;"P@+3`M.R!-<BX@0V%L9F5E+"`T+#,W-3L@
M37(N(\$1O=VQI;F<L("TP+2!A;F0@37(N(%=E<W0L(#(L,#`P.R!A;F0@=&AE
M(\$1I<F5C="E4:@T*-3\$N,S<X,R`P(%1\$#0HH;W)S("E4:@T*+34Q+C,W.#,@
M+3\$N,3\$Y,B!41`T**&%N9"!E>5C=71I=F4@;V9F:6-E<G,@87,@82!<G<F]U
M<!"H879E(V,R+#,W-2`@;W!T:6]N<RX@4&5R9F]R;6%N8V4@<VAA<F5S(&5A
M<FYE9"!F;W(@=&AE('!E<F9O<FUA;F-E('!E<FEO9"`Q.3DW("T@,3DY.2!B
M>2`I5&H-"E0J#0HH365S<W)S+B!"<FEN>F\L(\$]<,C(R3F5I;"P@0V%L9F5E
M+"!\$;W=L:6YG+"!A;F0@5V5S="P@7"AT:4@=F%L=64@;V8@=VAI8V@<:7,@

M<VAO=VX@:6X@=&AE(\$Q425`@4&%Y;W5T<R!C;VQU;6X@;V8@=&AE(%PR,C-3
M=6UM87)Y("E4:@T*5"H="BA#;VUP96YS871I;VX@5&%B;&5<,C(T(&]N('!A
M9V4@.%PI+!A<F4@:6YC;'5D960@:6X@=&AE('-H87)E<R!S:&]W;B!I;B!T
M:&4@=&%B;&4N*51J#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#@T, BXY
M-R!4;0T**`I5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV
M-2`X,S\$N,C\$@5&T-"ELH7"@S7"D@*2TR-3`N.2A,97-S('1H86X@,24L(&5X
M8V5P="!A<R!O=&AE<G=I<V4@:6YD:6-A=&5D+B`I751*#0HO1C(@,2!49@T*
M,3(@,"`P(#\$R(#(U+C8U(#@Q."XR-2!4;0T**`I5&H-"B] &-"`Q(%1F#0HQ
M,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`X,#8N-#D@5&T-"ELH7"@T7"D@*2TR
M-3`N.2A/9B!T:&4@,C2R+##<S,"!S:&%R97,@9&5E;65D('5N9&5R('1H92!R
M=6QE<R!O9B!T:&4@4T5#('1O(&E)E)E;F5F:6-I86QL>2!O=VYE9"!B>2!-
M<BX@27)E;&%N9"PE:&4@:7,@82!B96YE9FEC:6%L(&AO;&1E<B`I751*#0HU
M,2XP.38T(#`@5\$0-"BAO9B`I5&H-"BTT.2XT,CDU("TQ+C\$Q.3(@5\$0-"B@V
M+#`X."!S:&%R97,N('1H92!R96UA:6YI;F<@,C8V+#8T,B!S:&%R97,@87)E
M(&AE;&0@:6X@=')U<W1S+"!S=6)S=&%N=&EA;&QY(&9O<B!T:&4@8F5N969I
M="!O9B!A(&-H87)I=&%B;&4@9F]U;F1A=&EO;BF@87,@=&%\@*51J#0HT.2XQ
M,C8V(#`@5\$0-"BAW:&EC:"`I5&H-"BTT.2XQ,C8V("TQ+C\$Q.3@5\$0-"BA-
M<BX@27)E;&%N9"!I<R!A(&-O+71R=7-T964@=VET:"!S:&%R960@=F]T:6YG
M(&%N9"!I;G9E<W1M96YT('!O=V5R<RX@3V8@<W5C:"!S:&%R97,@:6X@=')U
M<W1S+"!-<BX@27)E;&%N9"!H87,@86X@:6YT97)E<W0@:6X@*51J#0HT.2XV
M-3,U(#`@5\$0-"BAT:&4@*51J#0HM-#DN-C4S-2`M,2XQ,3DR(%1\$#0HH:6YC
M;VUE(&]R(&-O<G!U<R!W:71H(')E<W!E8W0@=&@,3@L-#<T('H87)E<RXI
M5&H-"B] &,"`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-S4Y+C8Y(%1M#0HH("E4
M:@T*+T8T(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<T-RXY,R!4
M;0T*6RA<*#5<*2`I+3(U,"XY*\$5X8V5P="!F;W(@4&5R8V5N="!O9B!#;&S
M<RP@=&AE(&EN9F]R;6%T:6]N('H;W=N(&%B;W9E('A<R!T86ME;B!F<F]M
M('1H92!38VAE9`5L92`Q,T<L(&1A=&5D(\$9E8G)U87)Y(#DL(#(P,#`@87,@
M9FEL960@8BE=5\$H-"C4R+C(V-#(@,"!41`T**`D@*51J#0HM-3`N-3DW-"`M
M,2XQ,3DR(%1\$#0HH5V5L;&EN9W1O;B!-86YA9V5M96YT(\$-O;7!A;GDL(\$Q,
M4"!W:71H('1H92!314,N*51J#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U
M(#<R,RXV.2!4;0T**`I5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W
M.2`R-2XV-2`W,3\$N.3,@5&T-"ELH7"@V7"D@*2TR-3`N.2A%>&-E<`0@9F]R
M(%!E<F-E;G0@;V8@0VQA<W,L('1H92!I;F9O<FUA=&EO;B!S:&]W;B!A8F]V
M92!W87,@=&%K96X@9G)O;2!T:&4@4V-H961U;&4@,3-+"!D871E9"!&96)R
M=6%R>2`T+"`R,#`P+"!A<R!F:6QE9`I751*#0HU,BXP,30S(#`@5\$0-"BAB
M>2`I5&H-"BTU,"XS-#<T("TQ+C\$Q.3(@5\$0-"BA\$:6UE;G-I;VYA;"!&=6YD
M(\$D=FES;W)S(\$EN8RX@=VET:"!T:&4@4T5#+BE4:@T*+T8R(#\$@5&8-"C\$R
M(#`@,"`Q,B`R-2XV-2`V.#<N-CD@5&T-"B@*51J#0HO1C0@,2!49@T*,3`N
M,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-C<U+CDS(%1M#0I;*PH-UPI("DM,C4P
M+CDH17AC97!T(&9O<B!097)C96YT(&]F(\$-L87-S+"!T:&4@:6YF;W)M871I
M;VX@<VAO=VX@86)O=F4@=V\$S('1A:V5N(&9R;VT@=&AE(%-C:&5D=6QE(#\$S
M1RP@9&%R;2T960@1F5B<G5A<GD@,30L(#(P,#`@87,@9FEL960@*5U42T*
-3(NM,C8T,B`P(%1\$#0HH8GD@*51J#0HM-3`N-3DW-"`M,2XQ,3DR(%1\$#0HH07)T
M:7-A;B!087)T;F5R<R!,:6UI=&5D(%!A<G1N97)S:&EP(%PH07)T:7-A;B!0
M87)T;F5R<UPI+"!<G1I<V\$N(\$EN=F5S=&UE;G0@0V]R<@]R871I;VXL('1H
M92!G96YE<F%L('!A<G1N97(@;V8@07)T:7-A;B!087)T;F5R*51J#0HU,"XW
M,#@T(#`@5\$0-"BAS("E4:@T*+34P+C<P.#0@+3\$N,3\$Y,B!41`T**%PH07)T
M:7-A;B!#;W)P+PEPI+"!A;F0@=&AE('!R:6YC:7!A;"!S=&]C:VAO;&1E<G,@
M;V8@07)T:7-A;B!#;W)P+BP@37(N(\$N9')E=R!+!B!::65G;&5R(&%N9"!-
M<RX@0V\$R;&5N92!=="P:7)D@6FEE9VQE<BXI5&H-"B] &,"`Q(%1F#0HQ,B`P
M(#`@,3(@,S`S+C`Y(#8R-BXR-2!4;0T**#<@*51J#0I%5`T*96YD<W1R96%M
M#0IE;F108FH-"C,W(#`@;V)J#0H\`T*+U!R;V-3970@6R]01\$8@+U1E>`0@
M70T*+T9O;G0@/#P-"B] &,"`Q(@4@T*+T8T(#8@,"!2#0H^/@T*+T5X=\$=3
M=&%T92`/\`T*+T=3,2`W(#`@4@T*/CX-"CX"@0IE;F108FH-"C,Y(#`@;V)J
M#0H\`T*+TQE;F=T:"`Q,38V,0T*/CX-"G-T<F5A;0T*0E0-"B] &,"`Q(%1F
M#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&-<"B] `4S\$@9W,"-C`@
M5&,"-C`@5`<-"B@@"("`@("`@("`@("`@("`I5&H-"B] &,"`Q(%1F#0HQ
M-BXQ-B`M,BXS-B!41`T**\$5814-55\$E612!#3TU014Y3051)3TXI5&H-"B] &
M-"`Q(%1F#0HM,38N,38@+3(N,S0@5\$0-"B@@"("`@("!"4:&4@9F]L;&]W:6YG
M('1A8FQE('E=',@9F]R=&@86QL(&-O;7!E;G-A=&EO;B!E87)N960@8GD@
M=&AE(\$-O;7!A;GE<,C(R<R!F:79E(&UO<W0@:&EG:&QY(&-O;7!E;G-A=&5D
M("E4:@T*,`M,2XQ,B!41`T**&5X96-U=&EV92!O9F9I8V5R<R!<*%PR,C-N
M86UE9"!E>&5C=71I=F4@;V9F:6-E<G-<,C(T7"D@=VET:"!R97-P96-T('1O
M('1H92!Y96%R<R!S:&]W;B!F;W(@<V5R=FEC97,@<F5N9&5R960@=&@=&AE
M("E4:@T*5"H-"BA#;VUP86YY(&%N9"!I=',@<W5B<VED:6%R:65S+B`I5&H-
M"B] &,"`Q(%1F#0HQ-BXV."`M,2XQ."!41`T**%-U;6UA<GD@0V]M<@5N<V%T:6]N*51J#0I%5`T*
M:6]N(%1A8FQE*51J#0HO1C0@,2!49@T*+3\$V+C8X("TQ+C\$V(%1\$#0HP+C\$W
M(%1C#0I;*`I+3\$R-C(P*"`@*3\$V,"@*2TX-C`H("DM,S`P*"`I+3\$T,"@*
M("DM,38V,"@@"-DM-#8P*"`@*2TQ-C8P*"`@*2TT-C`H("DM,3\$V,"@*2TQ
M,S0P*"`I+3\$Q-C`H("DM-#8P*"`@*2TQ-C8P*"`I+3,P,"@*3\$V,"@*2TW
M,C`H("DM-S(P*"`I+3,T,"@*3\$V,"@*2TU,C`H("DM,38V,"@*2TU,C`H
M("DQ-C`H("DM,3\$P,"@*2TQ,S0P*"`I+3\$Q,#`H("E=5\$H-"B] &,"`Q(%1F
M#0HW+COS.2`P(#`@-RXT,SD@-#`S+C@Y(#@S.2XV,2!4;0T*,"!48PT**\$QO
M;F<@5&5R;2!#;VUP96YS871I;VXI5&H-"D54#0HP+C4@1PT*,"!*(#`@:B`P
M+C(T('<@,3`@32!;73`@9`T*,2!I('T*-3\$P+COU(#@S-BXP,2!M#0HS.#\$N
M.#\$@.#,V+C`Q(&P-"C,X,2XX,2`X,S8N,#\$@;0T*,S@Q+C@Q(#@S-2XU,R!L
M#0I3#0HP(\$<-"C,X,2XX,2`X,S4N-3,@:0T*-3\$P+COU(#@S-2XU,R!L#0HU
M,3`N-#4@.#,U+C4S(&T-"C4Q,"XT-2`X,S8N,#\$@;T*4PT*0E0-"C<N-#Y
M(#`@,"`W+COS.2`T,S,N.#D@.#(V+C\$W(%1M#0HH07=A<F1S*51J#0HM,C,N
M,S(U-B`M,2XR,C8@5\$0-"BA!;FYU86P@0V]M<@5N<V%T:6]N*51J#0I%5`T*
M,"XU(\$<-"C4Q,"XT-2`X,C`N,3<@;0T*,S@Q+C@Q(#@R,"XQ-R!L#0HS.#\$N
M.#\$@.#(P+C\$W(&T-"C,X,2XX,2`X,3DN-CD@;T*4PT*,"!#0HS.#\$N.#\$@
M.#\$Y+C8Y(&T-"C4Q,"XT-2`X,3DN-CD@;T*-3\$P+COU(#@Q.2XV.2!M#0HU
M,3`N-#4@.#(P+C\$W(&P-"E,-"C`N-2!'#OHS-\$S@.#\$Q+C`U(&T-"C(R
M,2XP,2`X,3\$N,#4@;T*,C(Q+C`Q(#@Q,2XP-2!M#0HR,C\$N,#\$@.#\$P+C4W

M(&P-"E,-"C`@1PT*,C(Q+C`Q(#@Q,"XU-R!M#0HS-S\$N,#\$@.#\$P+C4W(&P-
M"C,W,2XP,2`X,3`N-3<@;0T*,S<Q+C`Q(#@Q,2XP-2!L#0I3#0I"5`T*-RXT
M,SD@,"`P(#<N-#,Y(#,X-"XV.2`X,#<N.3,@5&T-"ELH4F5S=")I8W1E9"DM
M,3\$Y-"XQ*%-E8W5R:71I97,I751*#0HM."XW-S4S("TQ+C(R-B!41`T*6RA/
M=&AE<B!;!;FYU86PI+3,X,#(H4W108VLI+3\$X,S<N,BA5;F1E<FQY:6YG*2TR
M-#Y+C(H3%1)4"DM-#(W.2XV*\$%L;"/!/=&AE<BE=5\$H-"BTS,2XQ-C4S("TQ
M+C(R-B!41`T*6RA.86UE(&%N9"DM,30U,3(N,2A386QA<GDI+3,T,38N,BA"
M;VYU<RDM,C<U,2XY*\$-0;7!E;G-A=&EO;EPH,5PI*2TR,#@W+C\$H07=A<F1S
M7"0S7"DI+3\$U,#\$N-2A/<'1I;VYS*2TR,#DT+COH4&%Y;W5T<UPH-%PI*2TQ
M-30R+C,H0V]M<&5N<V%T:6]N7"0U7"DI751*#0HM,2XV-S<V("TQ+C(R-B!4
M1`T*6RA0<FEN8VEP86P@4]S:71I;VXI+3@Q-C@H665A<BDM,S0W,2XR*%PH
M)%PI*2TT.38S+C@H7"@D7"DI+38U-S8N.2A<*1<*2DM-C@P,BXW*%PH)%PI
M*2TT,S\$X+C4H7"@C7"DI+30X.3DN,BA<*1<*2DM-C,Q."XX*%PH)%PI*5U4
M2@T*150-"C`N-2!`!#0HQ.#\$N.#D@-S<V+CDW(&T-"C(U+C8U(#<W-BXY-R!L
M#0HR-2XV-2`W-S8N.3<@;0T*,C4N-C4@-S<V+COY(&P-"E,-"C`@1PT*,C4N
M-C4@-S<V+COY(&T-"C\$X,2XX.2`W-S8N-#D@;`T*,3@Q+C@Y(#<W-BXT.2!M
M#0HQ.#\$N.#D@-S<V+CDW(&P-"E,-"C`N-2!`!#0HR,30N,#4@-S<V+CDW(&T-
M"C\$X-RXQ-R`W-S8N.3<@;`T*,3@W+C\$W(#<W-BXY-R!M#0HQ.#<N,3<@-S<V
M+COY(&P-"E,-"C`@1PT*,3@W+C\$W(#<W-BXT.2!M#0HR,30N,#4@-S<V+COY
M(&P-"C(Q-"XP-2`W-S8N-#D@;0T*,C\$T+C`U(#<W-BXY-R!L#0I3#0HP+C4@
M1PT*,C4U+C@Q(#<W-BXY-R!M#0HR,C\$N,#\$@-S<V+CDW(&P-"C(R,2XP,2`W
M-S8N.3<@;0T*,C(Q+C`Q(#<W-BXT.2!L#0I3#0HP(\$<-"C(R,2XP,2`W-S8N
M-#D@;0T*,C4U+C@Q(#<W-BXT.2!L#0HR-34N.#\$@-S<V+COY(&T-"C(U-2XX
M,2`W-S8N.3<@;`T*4PT*,"XU(\$<-"C,P,2XT,2`W-S8N.3<@;0T*,C8V+C8Q
M(#<W-BXY-R!L#0HR-C8N-C\$@-S<V+CDW(&T-"C(V-BXV,2`W-S8N-#D@;`T*
M4PT*,"!`!#0HR-C8N-C\$@-S<V+COY(&T-"C,P,2XT,2`W-S8N-#D@;`T*
M+C0Q(#<W-BXT.2!M#0HS,#\$N-#\$@-S<V+CDW(&P-"E,-"C`N-2!`!#0HS-S\$N
M,#\$@-S<V+CDW(&T-"C,Q,BXR,2`W-S8N.3<@;`T*,S\$R+C(Q(#<W-BXY-R!M
M#0HS,3(N,C\$@-S<V+COY(&P-"E,-"C`@1PT*,S\$R+C(Q(#<W-BXT.2!M#0HS
M-S\$N,#\$@-S<V+COY(&P-"C,W,2XP,2`W-S8N-#D@;0T*,S<Q+C`Q(#<W-BXY
M-R!L#0I3#0HP+C4@1PT*-(P+C(Q(#<W-BXY-R!M#0HS.#\$N.#\$@-S<V+CDW
M(&P-"C,X,2XX,2`W-S8N.3<@;0T*,S@Q+C@Q(#<W-BXT.2!L#0I3#0HP(\$<-
M"C,X,2XX,2`W-S8N-#D@;0T*-(P+C(Q(#<W-BXT.2!L#0HT,C`N,C\$@-S<V
M+C0Y(&T-"COR,"XR,2`W-S8N.3<@;`T*4PT*,"XU(\$<-"COU.2XX,2`W-S8N
M.3<@;0T*-(S+C4W(#<W-BXY-R!L#0HT,C,N-3<@-S<V+CDW(&T-"COR,RXU
M-R`W-S8N-#D@;`T*4PT*,"!`!#0HT,C,N-3<@-S<V+COY(&T-"COU.2XX,2`W
M-S8N-#D@;`T*#4Y+C@Q(#<W-BXT.2!M#0HT-3DN.#\$@-S<V+CDW(&P-"E,-
M"C`N-2!`!#0HU,3`N-#4@-S<V+CDW(&T-"COV,RXQ-R`W-S8N.3<@;`T*#8S
M+C\$W(#<W-BXY-R!M#0HT-C,N,3<@-S<V+COY(&P-"E,-"C`@1PT*#8S+C\$W
M(#<W-BXT.2!M#0HU,3`N-#4@-S<V+COY(&P-"C4Q,"XT-2`W-S8N-#D@;0T*
M-3\$P+COU(#<W-BXY-R!L#0I3#0HP+C4@1PT*-3<Q+C\$W(#<W-BXY-R!M#0HU
M,3,N.#\$@-S<V+CDW(&P-"C4Q,RXX,2`W-S8N.3<@;0T*-3\$S+C@Q(#<W-BXT
M.2!L#0I3#0HP(\$<-"C4Q,RXX,2`W-S8N-#D@;0T*-3<Q+C\$W(#<W-BXT.2!L
M#0HU-S\$N,3<@-S<V+COY(&T-"C4W,2XQ-R`W-S8N.3<@;`T*4PT*0E0-"B] &
M,B`Q(%1F#0HW+C0S.2`P(#`@-RXT,SD@,C4N-C4@-S8W+C@U(%1M#0I;*\$IO
M:&X@4RX@0G)I;GIO*2TQ-C(Q-"XU*\$%Y.3DI+3(X,#<H-#(Q+#`P,"DM-3`W
M,RXU*"TP+2E=5\$H-"B] &-"`Q(%1F#0HT,BXY,#@X(#`@5\$0-"ELH7#(R-RDM
M-C@S.2XW*"TP+2DM-#`Y,BXW*"TP+2DM,S\$U-RXQ*#\$R,RPT.#4I+30T.3(N
M-R@Q-RPR-3`I751*#0HM-#(N.3`X."`M,2XQ,CDR(%1\$#0I;*\$-H86ER;6%N
M(&%N9"DM,38T.3,N-2@Q.3DX*2TR.#`W*#0P,"PP,#`I+3(X-SDN-B@R.3\$L
M,#`P*2TV-3@Y+C@H7#(R-RDM-C@S.2XW*"TP+2DM-#`Y,BXW*"TP+2DM,S\$U
M-RXQ*#(R,"PU.3,I+30T.3(N-R@Q-BPT,#`I751*#0I4*@T*6RA#:&EE9B!%
M>&5C=71I=F4@3V9F:6-E<BDM,3(U,C,N,B@Q.3DW*2TR.#`W*#(X,"PW,CDI
M+3(X-SDN-B@Q,3(L,#`P*2TV-3@Y+C@H7#(R-RDM-C@S.2XW*"TP+2DM-#`Y
M,BXW*"TP+2DM,S\$U-RXQ*#\$R,P.2PX,38I+30T.3(N-R@Q,2PU,#DI751*#0HO
M1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#<S."XU-R!4;0T*"I5&H-"B] &
M-"`Q(%1F#0HW+C0S.2`P(#`@-RXT,SD@,C4N-C4@-S(Y+C(Q(%1M#0I;*\$1H
M;VUA<R!`*+B!//7#(R,DYE:6PI+3\$T.3DS+C0H,3DY.2DM,C@P-R!M-DM-3`P.
M*2TS,SDU+C@H-34L,#`P*2TV-3<S+C8H7#(R-RDM-C@S.2XW*"TP+2DM-#`Y
M,BXW*"TP+2DM,S\$U-RXQ*#\$R,RPT.#4I+30T.3(N-R@Q,"PW.34I751*#0I4
M*@T*6RA0<F5S:61E;G0@86YD(\$-H:65F*2TQ-#(T,RXS*\$%Y.3@I+3(X,#<H
M,C4P+#`P,"DM,C@W.2XV*\$%T,"PP,#`I+38U.#DN."A<,C(W*2TV.#,Y+C<H
M+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,C(P+#4Y,RDM-#0Y,BXW*#\$P+#(T
M.2E=5\$H-"EOJ#0I;*\$]P97)A=&EN9R!/9F9I8V5R*2TQ-#DY-2XT*#\$Y.3<I
M+3(X,#<H,C,Q+#`P,"DM,C@W.2XV*\$%P,"PP,#`I+38U.#DN."A<,C(W*2TV
M.#,Y+C<H+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,C`V+#4T-"DM-3`P."XY
M*#DL-#8V*5U42@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`V.3DN.3,@
M5&T-"B@*51J#0HO1C0@,2!49@T*-RXT,SD@,"`P(#<N-#,Y(#(U+C8U(#8Y
M,"XU-R!4;0T*6RA7:6QL:6%M(%(N(\$-A;&9E92DM,30X,C8N-"@Q.3DY*2TR
M.#`W*#(V."PV,C4I+34P-S,N-2@M,"TI+38T.#`N,2A<,C(W*2TV.#,Y+C<H
M+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,3(S+#0X-2DM-#0Y,BXW*#\$Q+#`P
M."E=5\$H-"EOJ#0I;*\$5X96-U=&EV92!6:6-E*2TQ-3DY-"XU*\$%Y.3@I+3(X
M,#<H,C8R+#4P,"DM,C@W.2XV*\$%T,"PP,#`I+38U.#DN."A<,C(W*2TV.#,Y
M+C<H+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,C(P+#4Y,RDM-#0Y,BXW*#\$P
M+#<V,2E=5\$H-"EOJ#0I;*\$!R97-I9&5N="U#;VUM97)C:6%L*2TQ,S\$S,BXS
M*\$%Y.3<I+3(X,#<H,C4V+#(U,"DM,C@W.2XV*\$%P,"PP,#`I+38U.#DN."A<
M,C(W*2TU,38R+C\$H-#4L,C4P*2TX."XY*%PH-EPI*2TR.3,Q+C(H+3`M*2TS
M,34W+C\$H,C@R+#(U-BDM-#0Y,BXW*#\$P+#4P-2E=5\$H-"B] & ,B`Q(%1F#0HQ
M,B`P(#`@,3(@,C4N-C4@-C8Q+C(Y(%1M#0HH("E4:@T*+T8T(#\$@5&8-"C<N
M-#,Y(#`@,"`W+C0S.2`R-2XV-2`V-3\$N.3,@5&T-"ELH161W87)D(\$,N(\$1O
M=VQI;F<L(\$IR+BDM,3(V,S(N,B@Q.3DY*2TR.#`W*\$%Y,"PX,S,I+3,S.34N
M."@T,"PP,#`I+38U-S,N-BA<,C(W*2TV.#,Y+C<H+3`M*2TT,#DR+C<H+3`M
M*2TU,S4P+CDH+3`M*2TT.#DY+C(H-RPX,C0I751*#0I4*@T*6RA396YI;W(@
M5FEC92!0<F5S:61E;GOM*2TQ,S`W-RXS*\$%Y.3@I+3(X,#<H,3,X+#<U,"DM
M,S,Y-2XX*#@P+#`P,"DM-#<S-"XW*#<W+#\$S."DM-#<S-"XW*#(W,RPQ,C4I

M+3\$P-2XQ*%PH-UPI*2TR.3,Q+C(H+3`M*2TU,S4P+CDH+3`M*2TT.#DY+C(H
M-RPX-S`I751*#0I4*#T*6RA/<&5R871I;VYS*2TQ-S<T,RXV*#\$Y.3<I+38T
M+C<H7"@R7"DI+3,W-S`N,2@M,"TI+30Y-C,N."@M,"TI+38T.#`N,2A<,C(W
M*2TV.#,Y+C<H+3`M*2TT,#DR+C<H+3`M*2TU,S4P+CDH+3`M*2TT.#DY+C(H
M-RPW,#OI751*#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#8R,BXV-2!4
M;OT**`I5&H-"B] &-"`Q(%1F#0HW+C0S.2`P(#@-RXT,SD@,C4N-C4@-C\$S
M+C(Y(%1M#0I;*\$SN(%-T86YL97D@5V5S=%PH.%PI*2TQ-#0S."XT*#\$Y.3DI
M+3(X,#<H,3DX+#@S,RDM,S,Y-2XX*#,P+#`P,"DM-C4W,RXV*%PR,C<I+38X
M,SDN-R@M,"TI+30P.3(N-R@M,"TI+3,V-S,N,R@W,2PR-3(I+30Y.3(N."@X
M+#\$T-BE=5\$H-"E0J#0I;*\$-E;FEO<B!6:6-E*2TQ-S,X,BXV*#\$Y.3@I+3(X
M,#<H,3@Y+#<Y,BDM,C@W.2XV*#\$P."PP,#`I+38U.#DN."A<,C(W*2TV.#,Y
M+C<H+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,3(X+#8W.2DM-3`P."XY*#<L
M-S<Y*5U42@T*5"H-"ELH4')E<VED96YT+5-A;&5S(&%N9"DM,30R-S\$N-"@Q
M.3DW*2TR.#`W*#\$X,"RPW-3`I+3,S.34N."@V-BPU,#`I+38U-S,N-BA<,C(W
M*2TU,38R+C\$H,C4L,C<U*2TX."XY*%PH.5PI*2TR.3,Q+C(H+3`M*2TS,34W
M+C\$H,3@U+#DP,"DM-3`P."XY*#<L-3,Q*5U42@T*5"H-"BA#;VUM97)C:6%L
M(%!L86YN:6YG*51J#0I%5`T*,"XU(\$<-"C\$R-BXT-2`U-S`N-3<@;0T*,C4N
M-C4@-3<P+C4W(&P-"C(U+C8U(#4W,"XU-R!M#0HR-2XV-2`U-S`N,#D@;`T*
M4PT*,"!`#0HR-2XV-2`U-S`N,#D@;0T*,3(V+C0U(#4W,"XP.2!L#0HQ,C8N
M-#4@-3<P+C`Y(&T-"C\$R-BXT-2`U-S`N-3<@;`T*4PT*0E0-"B] &,B`Q(%1F
M#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U-#0N-C4@5&T-"ELH7"@Q7"D@
M*2TQ,BXX*%1H92!A9V=R96=A=&4@;G5M8F5R<VAI<"!E>!E;G-E<R!A;F0@;W1H
M97(@8G5S:6YE<W,@<&5R<75I<VET97,L(&EN(&%M;W5N=",@=&AA="E=5\$H-
"C4Q+C4U-#(@,"!41`T**"A<F4@;&5S<R`I5&H-"BTU,"XQ,C4U<W+C\$Q
M.3(@5\$0-"BAT:&%N('1H92!R97!O<G1I;F<@=&AR97-H;VQD<R!E<W1A8FQI
M<VAE9"!B>2!T:&4@4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO
M;BX@26X@,3DY."P@37(N(\$10=VQI;F<@=V%\$(')E:6UB=7)S960@9F]R("E4
M:@T*5"H-"BAM;W9I;F<L('1E;7!O<F\$R>2!L:79I;F<@86YD(')E86P@97-T
M871E(&5X<&5N<V5S(&EN('1H92!A;6]U;G0@;V8@)0Y+#0Q,2!A;F0@86QS
M;R!R96-E:79E9"!A('I9VYI;F<@8F]N=7,@;V8@)#(U+#`P,"XI5&H-"C\$R
M(#`@,"`Q,B`R-2XV-2`U,#DN,3,@5&T-"B@*51J#0HQ,"XP-SD@,"`P(#\$P
M+C`W.2`R-2XV-2`T.3<N,S<@5&T-"ELH7"@R7"D@*2TQ,BXX*\$UR+B!\$;W=L
M:6YG(&I0:6YE9"!T:&4@0V]M<&%N>2!A<R!396YI;W(@5FEC92!O<F5S:61E
M;G0@+2!/<&5R871I;VYS(&EN(\$%P<FEL+"`Q.3DX+BE=5\$H-"C\$R(#`@,"`Q
M,B`R-2XV-2`T.#0N-#5@5&T-"B@*51J#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R
M-2XV-2`T-S(N-C4@5&T-"BA<*#-<*2`I5&H-"B] &-"`Q(%1F#0HQ+C0R.#<@
M,"!41`T**%1H92!A9V=R96=A=&4@;G5M8F5R(&]F('H87)E<R!O9B!297-T
M<FEC=&5D(%-T;V-K(&AE;&0@8GD@365S<W)S+B!"<FEN>F\L(\$]<,C(R3F5I
M;"P@0V%L9F5E+"!\$;W=L:6YG(&%N9"!797-T+"!A<R!O9B!\$96-E;6)E<B`S
M,2PI5&H-"C4R+CDR.#(@,"!41`T**"I5&H-"BTU,BXY,C@R("TQ+C\$Q.3@L
M5\$0-"B@Q.3DY('A<R`S,S`L(#0L.#`P+"`U,SDL(#0L-3`P(&%N9)`R.30
M(')E<W!E8W1I=F5L>2X@5&AE(&%G9W)E9V%T92!V86QU92!O9B!S=6-H('H
M87)E<R!A<R!O9B!\$96-E;6)E<B`S,2P@,3DY.2!W87,@)#\$P+#(W,2P@*51J
M#0I4*#T**"OQ-#DL-#`P+"`D,38L-S<V+"`D,30P+#`V,R!A;F0@)#DL,34Q
M+"!R97-P96-T:79E;"DN(\$1I=FED96YD<R!A<F4@<&%Y86)L92!O;B!T:&4@
M<VAA<F5S(&]F(%E<W1R:6-T960@4W108VL@<F5P;W)T960@:6X@=&AI<R`I
M5&H-"E0J#0HH8V]L=6UN(&%T('1H92!S86UE(')A=&4@87,@9&EV:61E;F1S
M(&]N('1H92!#;VUP86Y7#(R,G,@;W1H97(@0V]M;6]N(%-H87)E<RXI5&H-
M"B] &,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-#(U+C@U(%1M#0HH("E4:@T*
M+T8T(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#0Q-"XP.2!4;0T*
M6RA<*#1<*2`I+3\$R+C@H5&AE('!A>6]U="!I;F1I8V%T960@9F]R(#\$Y.3D@
M=V%\$(&1E=&5R;6EN960@:6X@96%R;'D@,C`P,"!F;W(@=&AE(#\$Y.3<M,3DY
M.2!P97)F;W)M86YC92!P97)I;V0@=6YD97(@=&AE(\$-0;7!A;GE<,C(R<R`I
M751*#0HQ+COR.#<@+3\$N,3\$Y,B!41`T**!E<F9O<FUA;F-E('H87)E('!R
M;V=R86TN(%1H92!#;VUP86Y7#(R,G,@8VQO<VEN9R!S=&]C:R!P<FEC92!O
M;B!-87)C:"`Q,RP@,C`P,"!O9B`D,C(N-38R-2!P97(@<VAA<F4@=V%\$('5S
M960@=&%@&5T97)M:6YE('1H92!I5&H-"E0J#0HH=F%L=64@;V8@=&AE('!A
M>6]U="X@4`5R<W5A;G0@=&%@=&AE('1E<FUS(&]F('1H92`Q.3DR(\$EN8V5N
M=&EV92!%<75I='D@4&QA;BP@=&AE(\$-O;7!E;G-A=&EO;B!A;F0@3W)G86YI
M>F\$T:6]N(\$-0;6UI='1E92!A9&IU<RE4:@T*-3(N,S4R,R`P(%1\$#0HH=&5D
M("E4:@T*+34R+C,U,C,@+3\$N,3\$Y,B!41`T**%1H92!#;VUP86Y7#(R,G,@
M;V)J96-T:79E(&9O<B!V86QU92!A9&1E9"!<*5A<FYI;F=S('!E<F9O<FUA
M;F-E(&EN(&5X8V5S<R!O9B!T:&4@8V]S="!O9B!C87!I=&%L(&5M<&QO>65D
M7"D@87!P;&EC86)L92!T;R!T:&ES("E4:@T*5"H-"BAP97)F;W)M86YC92!P
M97)I;V0@=&%@&96QI;6EN871E('1H92!E9F9E8W0@;V8@8F5L;W<M;F]R;6%L
M(&5A<FYI;F=S(&1U<FEN9R`Q.3DY+"!A<R!C;VUP87)E9"!T;R!E87)N:6YG
M<R!F;W(@<F5C96YT('E87)S+B!);B`I5&H-"E0J#0HH8V]N;F5C=&EO;B!W
M:71H('1H:7,@861J=7-T;65N="P@=&AE(\$-0;6UI='1E92!A;'O(&1E=&5R
M;6EN960@=&%@&96QI('1H92!R97-U;'1I;F<@87=A<F1S(&EN('1H92!F;W)M
M(&]F(')E<W1R:6-T960@<VAA<F5S+"!W:"E4:@T*-3\$N,#\$W-"`P(%1\$#0HH
M:6-H("E4:@T*+34Q+C`Q-S0@+3\$N,3\$Y,B!41`T**%R92!S=6)J96-T('1O
M(&9O<F9E:71U<F4@9F]R('1H<F5E('EE87)S(&EN('1H92!E=F5N="!O9B!T
M97)M:6YA=&EO;B!O9B!E;7!L;WEM96YT+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@
M,"`Q,B`R-2XV-2`S,S,N-#4@5&T-"B@*51J#0HO1C0@,2!49@T*,3`N,#<Y
M(#`@,"`Q,"XP-SD@,C4N-C4@,S(Q+C8Y(%1M#0I;*\$PH-5PI("DM,3(N."A!
M;6]U;G1S(&EN9&EC871E9"!F;W(@,3DY.2!I;F-L=61E(&-A<V@&8V]N=')I
M8G5T960@8GD@=&AE(\$-0;7!A;GD@=6YD97(@=&AE(\$-L:69F<R!386QA-FEE
M9"!%;7!L;WEE97,@4W5P<&QE;65N=&%L(%E=&ER96TI751*#0HU,RXU,R`P
M(%1\$#0HH96YT("E4:@T*+34R+C\$P,3,@+3\$N,3\$Y,B!41`T**%-A=FEN9W,@
M4&QA;B!A<R!F;VQL;W=S.B`D-RPP,#`L("OV+#4X,2P@)#8L-C\$R+"`D-RPX
M,C0@86YD("OV+#\$Y,R!O;B!B96AA;&8@;V8@365S<W)S+B!"<FEN>F\L(\$]<
M,C(R3F5I;"P@0V%L9F5E+"!\$;W=L:6YG(&%N9"!797,I5&H-"C4R+C<T,#(@
M,"!41`T**`OL("E4:@T*+34R+C<T,#(@+3\$N,3\$Y,B!41`T**')E<W!E8W1I
M=F5L>3L@86YD(&-A<V@&8V]N=')I8G5T960@8GD@=&AE(\$-0;7!A;GD@=6YD

M97 (@=&AE (%90; '5N=&R>2!.;VXM475A;&EF:65D(\$1E9F5R<F5D(\$-0;7!E M;G-A=&EO;B10;&%N(&%S(&90;&QO=W,Z("E4:@T*5"H-"B@D,3`L,C4P+"`D M-"PR,30L("OT+#,Y-BP@)"TP+6%N9`D,2PY-3,@;VX@8F5H86QF(&]F(\$UE M<W-R<RX@0G)I;G10+"! /7#(R,DYE:6PL(\$-A;&9E92P@1&]W;&EN9R!A;F0@ M5V5S="P@<F5S<&5C=&EV96QY+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R M-2XV-2`R-SON.#D@5&T-"B@*51J#0H01C0@,2!49@T*,3`N,#<Y(#`@,"`Q M,"XP-SD@,C4N-C4@,C8S+C\$S(%1M#0I; *%PH-EPI("DM,3(N."A/;B!*86YU M87)Y(#\$L(#\$Y.3<L('1H92!#;VUP86YY(&%W87)D960@,2PP,#`@<VAA<F5S M(&]F(%)E<W1R:6-T960@4W108VL@=&\@37(N(\$-A;&9E92X@3VYE+71H:7)D M(&]F('U8V@87=A<F0@=F5S=&5D(&]N(&4I751*#0HU,BXU,C4Q(#`@5\$0- M"BAA8V@;V8@*51J#0HM-3\$N,#DV-"`M,2XQ,3DR(%1\$#0HH=&AE(&9I<G-T M+!S96-0;F0@86YD('1H:7)D(&%N;FEV97)S87)I97,@;V8@=&AE(&1A=&4@ M;V8@=&AE(&%W87)D+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`R M,S@N.#D@5&T-"B@*51J#0H01C0@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@ M,C4N-C4@,C(W+C\$S(%1M#0I; *%PH-UPI("DM,3(N."A/;B!<'<)I; "`Q+"`Q M.3DX+"!T: &4@0V]M<&%N>2!A=V%R9&5D(#4L,#`P('H87)E<R!O9B!297-T M<FEC=&5D(%-T;V-K('10(\$UR+B@1&]W;&EN9RX@3VYE+71E;G1H(&]F('U M8V@87=A<F0@=F5S=&5D(&]N('0I751*#0HU,BXV,3\$Q(#`@5\$0-"BAH92`I M5&H-"BTU,2XQ.#(T("TQ+C\$Q.3(@5\$0-"BAF:7)S="!A;FYI=F5R<V%R>2!O M9B!T: &4@9&%T92!O9B!T: &4@87=A<F0L(&%N(&%D9&ET:6]N86P@;VYE+71E M;G1H(&]F('U8V@87=A<F0@=VEL;"!V97-T(&]N(&5A8V@;V8@=&AE('E M8V]N9"PE=&AI<F0@86YD(&90*51J#0HT.2XU-C<U(#`@5\$0-"BAU<G1H("E4 M:@T*+30Y+C4V-S4@+3\$N,3\$Y,B!41`T**&%N;FEV97)S87)I97,@;V8@=&AE M(&1A=&4@;V8@=&AE(&%W87)D+"!A;F0@<VEX+71E;G1H<R!O9B!S=6-H(&%W M87)D('=I; &P@=F5S="!O;B!T: &4@9FEF=&@86YN:79E<G-A<GD@;V8@=&AE M(&1A=&4@;V8@87=A<FON*51J#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U M(#\$Y,2XV,2!4;0T**"`I5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W M.2`R-2XV-2`Q-SDN.#4@5&T-"ELH7"@X7"D@*2TQ,BXX*\$UR+B!797-T(&AA M<R!E;G1E<F5D(&EN=&\@86X@86=R965M96YT('=I=&@=&AE(\$-0;7!A;GD@ M=&\@<'<)O=FED92!C;VYS=6QT:6YG('E<G9I8V5S(&90<B!A('!E<FEO9"!O M9B`Q,"!M;VYT:' ,@9F]L; &]W:6YG("E=5\$H-"C4R+C`X-#\$@,"!41`T**&AI M<R`I5&H-"BTU,"XV-34T("TQ+C\$Q.3(@5\$0-"BAR971I<F5M96YT(&9R;VT@ M=&AE(\$-0;7!A;GD@870@=&AE(&5N9"!O9B!T: &4@>65A<B`R,#`P+B!(92!W M:6QL(')E8V5I=F4@82!C;VYS=6QT:6YG(&9E92!O9B`D,3`L,#`P('!E<B!M M;VYT:"!F<F]M(\$IA;G5A<GDL(#(P*51J#0HU,2XY.#4S(#`@5\$0-"B@P,2`I M5&H-"BTU,2XY.#4S("TQ+C\$Q.3(@5\$0-"BAT:')O=6=H(\$)C=&]B97(L(#(P M,#\$N(%1H92!A9W)E96UE;G0@<'<)O=FED97,@=&AA="!-<BX@5V5S="!W:6QL M(&E(&%V86EL86)L92!F;W(@8V]N<W5L=&EN9R!A<W-I9VYM96YT<R!F;W(@ M82!M87AI;75M(&]F(#DP("E4:@T*5"H-"BAH;W5R<R!P97(@;6]N=&@&9`5R M:6YG('1H92!C;VYS=6QT:6YG('!E<FEO9"X@37(N(=%E<W0@=VEL;"!B92!P M<F]H:6)I=&5D(&9R;VT@8V]M<@5T:6YG('=I=&@=&AE(\$-0;7!A;GD@9F]R M('1H92`Q,"UM;VYT:"`I5&H-"E0J#0HH<&5R:6]D(&E)E9VEN;FEN9R!*86YU M87)Y(#\$L(#(P,#\$N(%1H92!A9W)E96UE;G0@86QS;R!P<F]V:61E<R!T: &%T M(\$UR+B!797-T('=I; &P@8V]N=&EN=64@87,@4V5N:6]R(%9I8V4@4')E<VD M96YT+5-A; &5S(&%N9" `I5&H-"E0J#0HH0V]M;65R8VEA;"!O;&%N;FEN9R!D M=7)I;F<@=&AE('EE87(@,C`P,"!A="!A<'!R;WAI;6%T96QY(#DP)2!O9B!H M:7,@8W5R<F5N="!S86QA<GD@86YD(&EN8V5N=&EV92!C;VUP96YS871I;VXL M('=I=&@82`I5&H-"E0J#0HH8V]R<F5S<&]N9&EN9R!R961U8W1I;VX@:6X@ M: &ES('O<FL<V-H961U; &4@9`5R:6YG('1H:7,@=')A;G-I=&EO;B!Y96`R M+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y.2XR,2!4;0T**"`I M5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`X-RXT-2!4 M;0T*6RA<*#E<*2`I+3\$R+C@H3VX@07!R:6P@,2P@,3DY-RP@=&AE(\$-0;7!A M;GD@87=A<F1E9" `V,#`@<VAA<F5S(&]F(%)E<W1R:6-T960@4W108VL@=&\@ M37(N(=%E<WON(\$]N92UT:&ER9"!O9B!S=6-H(&%W87)D('9E<W1E9"!O;B!E M86-H(&]F*5U42@T*-3(N-CDR,2`P(%1\$#0HH('1H92`I5&H-"BTU,2XR-C,T M("TQ+C\$Q.3(@5\$0-"BAF:7)S="!A;F0@<V5C;VYD(&%N;FEV97)S87)I97,@ M;V8@=&AE(&1A=&4@;V8@=&AE(&%W87)D+"!A;F0@;VYE+71H:7)D('=I; &P@ M=F5S="!O;B!T: &4@=&AI<F0@86YN:79E<G-A<GD@;V8@=&AE(&1A=&4@;V8@ M=&AE(&%W*51J#0HT.2XS,3<U(#`@5\$0-"BAA<FON*51J#0I5`T*96YD<W1R M96%M#0IE;F108FH-"C0P(#`@;V)J#0H\`T*+!R;V-3970@6R]01\$8@+U1E M>'0@70T*+T90;G0@/#P-"B] &,B`T(#`@4@T*+T8S(#4@,"!2#0H01C0@-B`P M(%(-"CX^#0H017AT1U-T871E(#P\#0H01U,Q(#<@,"!2#0H^/@T*/CX-"F5N M9&]B:@T*-#0@,"!08FH-"CP\#0H03&5N9W1H(#<T#0H^/@T* <W1R96%M#0I" M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`S,#,N,#D@.30V+C@Y(%1M#0HP(&<- M"B]`4S\$@9W,-"C`@5&,-"B@X("E4:@T*150-"F5N9"-T<F5A;0T*96YD;V)J M#OHT-2`P(&]B:@T*/#P-"B]O<F]C4V5T(%L04\$1&("]497AT(#T-"B] &;YJT M(#P\#0H01C@-"`P(%(-"CX^#0H017AT1U-T871E(#P\#0H01U,Q(#<@,"!2 M#0H^/@T*/CX-"F5N9&]B:@T*-#<@,"!08FH-"CP\#0H03&5N9W1H(#8Y-S\$- M"CX^#0IS=')E86T-"D)4#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV M,2XP-2!4;0T*,"!G#0H01U,Q(&S#0HP(%1C#0HP(%1W#0HH("@"`@("`@ M("`@("`@("`@*51J#0H01C0@,2!49@T*,"`M,BXS(%1\$#0HH("@"!4: &4@ M1F]L; &]W:6YG('1A8FQE('E=' ,@9F]R=&@:6YF;W)M871I;VX@<F5L871I M;F<@=&\@<W108VL@;W!T:6]N(&R86YT<R!M861E(&EN(#\$Y.3D@=6YD97(@ M=&AE(\$-0;7!A;GEC,C(R<R`I5&H-"C`@+3\$N,3(@5\$0-"B@Q.3DR(&EN8V5N M=&EV92!%<75I='D@4&QA;B!T;R!T: &4@;F%M960@97AE8W5T:79E(&]F9FEC M97)S+B`I5&H-"B] &,R`Q(%1F#0HQ,R`M,BXS-B!41`T**\$]05\$E/3B!`4D%. M5%,@24X@3\$%35"!&25-#04P@645!4EPH,5PI*51J#0H01C0@,2!49@T*+3\$S M("TQ+C\$V(%1\$#0HP+C`Q(%1C#0I; *`I+3\$R.38P*" `I+3,V,"@&2TR.#`P M*" `I+3(P-C`H("DM,C,V,"@@"DM,C(T,"@*2TQ,C(P*" `I+3\$X,C`H(" `I M+3\$R.#`H("DM,38T,"@*2TX.#`H(" `I+3\$V.#`H("DM,C,T,"@*2TQ,S`P M*" `@*2TQ-SOP*" `I+3(T.#`H("E=5\$H-"B] &,R`Q(%1F#0HQ,"XP-SD@,"`P M(#\$P+C`W.2`S,#@N,S@<. #8U+C`U(%1M#0HP(%1C#0HH26YD:79I9`5A;"!` M<F`N=' ,I5&H-"D54#0HP+C4@1PT*,"!* (#`@:B`P+C(T('<@,3`@32!;73`@ M9`T*,2!I(`T*-3`R+C4S(#@V,"XW,R!M#0HQ.3\$N-S,@.#8P+C<S(&P-"C\$Y M,2XW,R`X-C`N-S,@;0T*,3DQ+C<S(#@V,"XR-2!L#0I3#0HP(\$<-"C\$Y,2XW

M,R`X-C`N,C4@;0T*-3`R+C4S(#@V,"XR-2!L#0HU,#(N-3,@.#8P+C(U(&T-M"C4P,BXU,R`X-C`N-S,@;`T*4PT*OE0-"CSP+C`W.2`P(#`@,3`N,#<Y(#,P M-2XP,2`X-#@N-#D@5&T-"BA097)C96YT(&]F*51J#0HM."XX,3`T("TQ+C(S M.#(@5\$0-"ELH3G5M8F5R(&]F*2TS-#SP+C@H5&]T86P@3W!T:6]N<RE=5\$H-M"C`N,C,X,2`M,2XR,S@R(%1\$#0I;)*%-E8W5R:71I97,I+30R,SDN.2A'<F%N M=&5D('10*2TR-#DW+C4H17AE<F-I<V4I751*#0HM,"XS,S,T("TQ+C(S.#(@ M5\$0-"ELH56YD97)L>6EN9RDM,SDU,BXY*\$5M<&QO>65E<RDM,C<T-RXR*&]R M(\$)A<V4I+3\$R,3@X+C<H1W)A;G0I751*#0HM,2XR,30T("TQ+C(S.#(@5\$0-M"ELH3W!T:6]N<R!'<F%N=&5D*2TS,C4P+C8H:6X@1FES8V%L*2TS-S4P+C,H M4')I8V4I+3,T.30H17AP:7)A=&EO;BDM,S(W,"XQ*#1A=&4<'E<V5N="E=M5\$H-"BTQ,"XY-S<R("TQ+C(S.#(@5\$0-"ELH3F%M92DM,3\$U,C8N,RA<*"-< M*2DM-S`T.2XQ*#EE87(I+30S,3DN,RA<*004VA<*2DM-#8Q,2XV*\$1A=&4I M+34P.3<N,2AV86QU92`D7"@R7"DI751*#0I%5`T*,"XU(\$<-"C\$X-"XP-2`W M.#\$N-S<@;0T*,C4N-C4@-S@Q+C<W(&P-"C(U+C8U(#<X,2XW-R!M#0HR-2XV M-2`W.#\$N,CD@;`T*4PT*,"!`#0HR-2XV-2`W.#\$N,CD@;0T*,3@T+C`U(#<X M,2XR.2!L#0HQ.#0N,#4@-S@Q+C(Y(&T-"C\$X-"XP-2`W.#\$N-S<@;`T*4PT* M,"XU(\$<-"C(X-RXT.2`W.#\$N-S<@;0T*,3DQ+C<S(#<X,2XW-R!L#0HQ.3\$N M-S,@-S@Q+C<W(&T-"C\$Y,2XW,R`W.#\$N,CD@;`T*4PT*,"!`#0HQ.3\$N-S,@ M-S@Q+C(Y(&T-"C(X-RXT.2`W.#\$N,CD@;`T*,C@W+COY(#<X,2XR.2!M#0HR M.#<N-#D@-S@Q+C<W(&P-"E,-"C`N-2!'#OHS-C,N,S,@-S@Q+C<W(&T-"C(Y M,"XX-2`W.#\$N-S<@;`T*,CDP+C@U(#<X,2XW-R!M#0HR.3`N.#4@-S@Q+C(Y M(&P-"E,-"C`@1PT*,CDP+C@U(#<X,2XR.2!M#0HS-C,N,S,@-S@Q+C(Y(&P-M"C,V,RXS,R`W.#\$N,CD@;0T*,S8S+C,S(#<X,2XW-R!L#0I3#0HP+C4@1PT* M-#(Q+C@Q(#<X,2XW-R!M#0HS-C8N-CD@-S@Q+C<W(&P-"C,V-BXV.2`W.#\$N M-S<@;0T*,S8V+C8Y(#<X,2XR.2!L#0I3#0HP(\$<-"C,V-BXV.2`W.#\$N,CD@ M;0T*-(Q+C@Q(#<X,2XR.2!L#0HT,C\$N-#S@-S@Q+C(Y(&T-"COR,2XT,2`W M.#\$N-S<@;`T*4PT*,"XU(\$<-"C4P,BXU,R`W.#\$N-S<@;0T*-(T+C<W(#<X M,2XW-R!L#0HT,CON-S<@-S@Q+C<W(&T-"COR-"XW-R`W.#\$N,CD@;`T*4PT* M,"!`#0HT,CON-S<@-S@Q+C(Y(&T-"C4P,BXU,R`W.#\$N,CD@;`T*-3`R+C4S M(#<X,2XR.2!M#0HU,#(N-3,@-S@Q+C<W(&P-"E,-"C`N-2!'#0HU.#8N-3,@ M-S@Q+C<W(&T-"C4P-2XX.2`W.#\$N-S<@;`T*-3`U+C@Y(#<X,2XW-R!M#0HU M,#4N.#D@-S@Q+C(Y(&P-"E,-"C`@1PT*-3`U+C@Y(#<X,2XR.2!M#0HU.#8N M-3,@-S@Q+C(Y(&P-"C4X-BXU,R`W.#\$N,CD@;0T*-3@V+C4S(#<X,2XW-R!L M#0I3#0I`5`T*+T8R(#\$@5&8-"CSP+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<W M,"XR-2!4;0T*6RA*;VAN(%N(\$)R:6YZ;RDM,30R,#0N-2@R-BPV-C8I+38T M,3<N-R@U+C@W*2TT,3,Q+C8H)#4T+C\$T*2TS.3@X+C@H,#\$O,3(O,#DI+30U M-C@N,2@Q-C(L-C8S*5U42@T*,C`N,3(Q("TQ+C\$Q.3(@5\$0-"ELH,C8L-C8W M*2TV-#S@W+C<H-2XX-RDM-#S,2XV*0V-"XY-RDM,SDX."XX*#`Q+S\$R+S`Y M*2TT-38T+C\$H,3\$Q+#0V."E=5\$H-"E0J#0I;*(V+#8V-RDM-COQ-RXW*#4N M.#<I+30Q,S\$N-B@D-S4N.#`I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ*#<W M+`V."E=5\$H-"B] &-"`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-S,T+C<S(%1M M#0HH("E4:@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-S(R+C@W(%1M#0I; M*#1H;VUA<R!+B!/#(R,DYE:6PI+3\$R.3@S+C8H,3,L,S,S*2TV-#S@W+C<H M,BXY-"DM-#S,2XV*0U-"XQ-"DM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T+C\$H M.#\$L,S,Q*5U42@T*,C`N,3(Q("TQ+C\$Q.3(@5\$0-"ELH,3,L,S,S*2TV-#S@ W+C<H,BXY-"DM-#S,2XV*0V-"XY-RDM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T M+C\$H-34L-S,R*5U42@T*5"H-"ELH,3,L,S,T*2TV-#S@W+C<H,BXY-"DM-#S M,2XV*0W-2XX,"DM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T+C\$H,S@L-3,U*5U4 M2@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`V.#<N-#4@5&T-"B@*51J M#0H01C@,2149@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-C<U+C8Y(%1M M#0I;)*#I;@QI86T@4BX@0V%L9F5E*2TQ,C@Q-BXV*#\$S+#,S,RDM-COQ-RXW M*#(N.30I+30Q,S\$N-B@D-30N,30I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ M*#Q+#,S,2E=5\$H-"C(P+C\$R,2`M,2XQ,3DR(%1\$#0I;)*#\$S+#,S,RDM-COQ M-RXW*#(N.30I+30Q,S\$N-B@D-C0N.3<I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V M-"XQ*#4U+#<S,BE=5\$H-"E0J#0I;)*#\$S+#,S-"DM-COQ-RXW*#(N.30I+30Q M,S\$N-B@D-S4N.#`I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ*#S+Y+#(V M."E=5\$H-"B] & ,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-COP+C\$W(%1M#0HH("E4 M:@T*+T8T(#\$@5&8-"CSP+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#8R."XT.2!4 M;0T*6RA*9'=A<F0@0RX@1&]W;@EN9RP@2G(N*2TQ,3\$R,BXY*#8L-C8V*2TV M-#S@W+C<H,2XT-RDM-#S,2XV*0U-"XQ-"DM,SDX."XX*#`Q+S\$R+S`Y*2TU M,#8T+C\$H-#`L-C8S*5U42@T*,C`N-C(Q("TQ+C\$Q.3(@5\$0-"ELH-BPV-C<I M+38T,3<N-R@Q+C@W*2TT,3,Q+C8H)#8T+C@W*2TS.3@X+C@H,#\$O,3(O,#DI M+34P-C@N,2@R-RPX-C@I751*#0I4*#T*6R@V+#8V-RDM-COQ-RXW*#\$N-#<I M+30Q,S\$N-B@D-S4N.#`I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ*#S+Y+#(V M."E=5\$H-"B] & ,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-3DR+C@Y(%1M#0HH M("E4:@T*+T8T(#\$@5&8-"CSP+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#4X,C4N M-C4@-30P+C`Y(&T-"C\$R-BXT-2`U-#`N,#D@;`T*,3(V+C@U(#4T,"XP.2!M M#0HQ,C8N-#4@-30P+C4W(&P-"E,-"D)4#0H01C(@,2149@T*,3(@,"`P(#\$R M(#(U+C8U(#4Q,BXY-R!4;0T*6RA<*#<2`I+3(S+CDH26X@2F%N=6\$R>2P@ M,3DY.2P@=&AE(\$-0;7!A;GD@;6%D92!A('P96-I86P@;VYE+71I;64@9W)A M;G0@;V8@;F]N+7%U86QI9FEE9"P@<W1R871E9VEC(&%N9"!P<F5M:75M('!R M:6-E9" I751*#0H01C@,2149@T*,2XT-"`M,2XQ,B!41`T*`-T;V-K(&]P M=&EO;G,@7"A<C(S4W1R871E9VEC(\$)P=&EO;G-<,C(T7"D@=&\@96QE8W1E M9"!09F9I8V5R<R!<*@EN8VQU9&EN9R!T:&4@;F%M960@97AE8W5T:79E(&]F M9FEC97)S7"D@=&\@9G5R=&AE<B`I5&H-"E0J#0HH:6YC96YT:79I>F4@<V5N M:6]R(&UA;F%G96UE;G0@=&\@<'O=FED92!V86QU92!T;R!T:&4@0V]M<&%N M>5PR,C)S('H87)E:&]I9&5R<RX@5&AE(%<T<P%T96=I8R!/<'1I;VYS(&=R

M86YT("E4:@T*5"H-"BAW87,@9&EV:61E9"!I;G1O('1H<F5E(&5Q=6%L('1R
M86YC:&5S+"!A="!T:&4@9F]L;&]W:6YG(5X97)C:7-E('!R:6-E(&9O<B!E
M86-H('1R86YC:&4Z(%PH85PI("!T<F%N8VAE(\$@=V%S('!R:6-E9" `I5&H-
M"E0J#0HH870@,C4E(&%B;W9E('1H92!#;VUP86YY7#(R,G,@;6%R:V5T('9A
M; '5E(&]N('1H92!D871E(&]F('1H92!G<F%N=#L@7"AB7"D@=")A;F-H92!"
M('A<R!P<FEC960@870@-3`E(&%B;W9E('!U8V@*51J#0I4*@T**&UA<FME
M="!V86QU93L@86YD(%PH8UPI('1R86YC:&4@0R!W87,@<')I8V5D(&%T(#<U
M)2!A8F]V92!S=6-H(&UA<FME="!V86QU92X@5&AE(&UA<FME="!V86QU92!P
M97(@<VAA<F4@;VX@=&AE("E4:@T*5"H-"BAD871E(&]F(&=R86YT(&]F('1H
M92!3=")A=&5G:6,@3W!T:6]N<R!W87,@) #0S+C,Q,C4N(%1H92!3=")A=&5G
M:6,@3W!T:6]N<R!N;W)M86QL>2!D;R!N;W0@=F5S="!U;G1I;"!T:&4@*51J
M#0I4*@T**&E)E9VEN;FEN9R!O9B!T:&4@9FEF=&@>65A<B!A;F0@;6%Y(&YO
M="!B92!E>&5R8VES960@=6YT:6P@=&AE(&)E9VEN;FEN9R!O9B!T:&4@9FEF
M=&@>65A<BX@26X@=&AE(&5V96YT(&]F(&\$@*51J#0I4*@T**&-H86YG92!I
M;B!C;VYT<F]L(&]F('1H92!#;VUP86YY+"!A;&P@4W1R871E9VEC(\$)P=&EO
M;G,@8F5C;VUE(&5X97)C:7-A8FQE(&EN(&9U;&PN*51J#0HM,2XT-"M,2XQ
M,B!41`T**` `I5&H-"E0J#0I; *%PH,EPI("DM,C,N.2A);B!A8V-O<F1A;F-E
M('I=&@4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO;B!R=6QE
M<RP@=&AE(\$)L86-K+5-C:&]L97,@;W!T:6]N('!R:6-I;F<@;6]D96P@:&%S
M("E=5\$H-"C\$N-#0@+3\$N,3(@5\$0-"BAB965N('5S960@=&@8V%L8W5L871E
M('!R97-E;G0@=F%L=64@87,@;V8@9&%T92!O9B!G<F%N="P@2F%N=6%R>2`Q
M;BP@,3DY.2X@5&AE(\$)L86-K+5-C:&]L97,@;6]D96P@<F5L:65S(&]N("E4
M:@T*5"H-"BAS979E<F%L(&ME>2!A<W-U;7!T:6]N<R!T;R!E<W1I;6%T92!T
M:&4@<')E<V5N="!V86QU92!O9B!O<'1I;VYS+"!I;F-L=61I;F<@<W1O8VL@
M<')I8V4@=F]L871I;&ET>2P@9&EV:61E;F0@>6EE;&OL("E4:@T*5"H-"BAF
M=71U<F4@:6YT97)E<W0@<F%T97,@86YD(&5X<&5C=&5D(&QI9F4@;V8@=&AE
M(&]P=&EO;BX@5&AE(&1O;&QA<B!V86QU97,@;&ES=&5D(&EN('1H:7,@8V]L
M=6UN('E<F4@8V%L8W5L871E9"!U<VEN9R`I5&H-"E0J#0HH82!V87)I871I
M;VX@;V8@=&AE(\$)L86-K+5-C:&]L97,@;65T:&]D(&)A<V5D(&]N('1H92!F
M;VQL;W=I;F<@87-S=6UP=&EO;G,Z(&\$@=F]L871I;&ET>2!F86-T;W(@;V8@
M+C(R-"P@=VAI8V@*51J#0I4*@T**!A<R!C86QC=6QA=&5D('5S:6YG(#@R
M(&UO;G1H;`D@<W1O8VL@<')I8V5S('!T87)T:6YG(&]N(\$%P<FEL(#,P+"`Q
M.3DR.R!A;B!A;FYU86QI>F5D(')I<VLM9G)E92!R871E(&]F(')E='5R;B!O
M9B`I5&H-"E0J#0HH-"XX,"4L('!H:6-H('!A<R!T:&4@<F%T92!A=F%I;&%B
M;&4@;VX@=&AE(&1A=&4@;V8@9W)A;G0@9F]R(%4N4RX@1V]V97)N;65N="!I
M<W-U97,@=VET:"!A('!E<FT@87!P<F]X:6UA=&5L>2`I5&H-"E0J#0HH97%U
M86P@=&@=&AE(&5X<&5C=&5D(&QI9F4@;V8@=&AE(&]P=&EO;G,[(%N(&5X
M<&5C=&5D(&1I=FED96YD('E!96QD(&]N('1H92!#;VUM;VX@4W1O8VL@;V8@
M,RXT,B4L(&)A<V5D("E4:@T*5"H-"BAU<]N(&ET<R!A;FYU86P@9&EV:61E
M;F0@<F%T92!O9B`D,2XU,"!P97(@<VAA<F4@870@=&AE(&1A=&4@;V8@9W)A
M;G0[(%N9"!T:&4@87-S=6UP=&EO;B!T:&%T('1H92!O<'1I;VYS('!I;&P@
M8F4@*51J#0I4*@T**&5X97)C:7-E9"!A9G1E<B`V+C@Q('EE87)S+"!B87-E
M9"!U<]N('!A<W0@:&ES=&]R>2!F;W(@<W1O8VL@;W!T:6]N(&=R86YT<RX@
M5&AE<F4@:7,@;F@87-S=7)A;F-E('1H870@=&AE<V4@*51J#0I4*@T**&%S
M<W5M<'1I;VYS('!I;&P@<')O=F4@=&@8F4@=')U92!I;B!T:&4@9G5T=7)E
M+B!#;VYS97%U96YT;`DL('1H92!G<F%N="!D871E('!R97-E;G0@=F%L=65S
M(&QI<W1E9"!I;B!T:&ES(&-O;`5M;B`I5&H-"E0J#0HH87)E(&]N;`D@=&AE
M;W)E=&EC86P@=F%L=65S(&%N9"!M87D@;F]T(%C8W5R871E;`D@9&5T97)M
M:6YE('!R97-E;G0@=F%L=64N(%1H92!A8W1U86P@=F%L=64L(&EF(&%N>2P@
M=&AA="!M87D@8F4@*51J#0I4*@T**!)E86QI>F5D(&)Y(&5A8V@=:6YD:79I
M9'5A;"!W:6QL(&1E<&5N9"!O;B!T:&4@;6%R:V5T('!R:6-E(&]F('1H92!U
M;F1E<FQY:6YG('!H87)E<R!O9B!#;VUM;VX@4W1O8VL@;VX@=&AE("E4:@T*
M5"H-"BAD871E(&]F(&5X97)C:7-E+BE4:@T*,C\$N-C@+3(N,R!41`T**#D@
M*51J#0I@%5`T*96YD<W1R96%M#0IE;F108FH-"COX(#`@;V)J#0H\`T*+U!R
M;V-3970@6R]01\$8@+U1E>'0@70T*+T9O;G0@/#P-"B] & ,B`T(#`@4@T*+T8S
M(#4@,"!2#0HO1CO@-B`P(%("CX^#0HO17AT1U-T871E(#P#0HO1U,Q(#<@
M,"!2#0H^/@T*/CX-"F5N9&]B:@T*-3`@,"!08FH-"CP#0HO3&5N9W1H(#DX
M,3(-"CX^#0IS=')E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U
M(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(&=S#0HP(%1C#0HP(%1W#0HH("`@("`@
M("`@("`@("`@("`@*51J#0HO1C,@,2!49@T*.2XQ,B`M,BXS-B!41`T**\$%`
M1U)1T#4140@3U!424].(\$5815)#25-%4R!)3B!,05-4(\$9)4T-!3"!914%2
M*51J#0HT+C(@+3\$N,C(@5\$0-"BA!3D0@1DE30T%,(%E#05(M14Y\$(\$)05\$E/
M3B!604Q515,I5&H-"B] & ,B`Q(%1F#0HM,3,N,S(@+3(N,S0@5\$0-"B@@"`@
M("!4:&4@9F]L;&]W:6YG('1A8FQE('!E=' ,@9F]R=&@=:6YF;W)M871I;VX@
M86)O=70@<W1O8VL@;W!T:6]N<R!E>&5R8VES960@9'5R:6YG('1H92!L87-T
M(&9I<V-A;"!Y96%R(&)Y('1H92!N86UE9" `I5&H-"C`@+3\$N,3(@5\$0-"BAE
M>&5C=71I=F4@;V9F:6-E<G,L(&%N9"!T:&4@;G5M8F5R(&]F(\$-O;6UO;B!3
M:&%R97,@8V]V97)E9"!B>2!U;F5X97)C:7-E9"!O<'1I;VYS(&%N9"!T:&4@
M86=G<F5G871E('9A;'5E(&]F("E4:@T*5"H-"BAO<'1I;VYS(&AE;&0@870@
M=&AE(&5N9"!O9B!S=6-H(&9I<V-A;"!Y96%R+B`I5&H-"E0J#0H@+C,Q(%1C
M#0I;*`I+3\$P,COP*`I-3(P*`I,3@P*`I,3@P*`I,3@P*`I,3\$P,"@
M*34R,"@@"`DQ,#@P*`I-3`P*`@*2T\$-#`H("I-#@P*`I+30V,"@*2TW
M-C`H("DM-#8P*`I-#@P*`@*2TW-C`H("I-#@P*`I+34T,"@*3,P,"@
M*5U42@T*+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Q-"XQ,R`X,S8N
M.3<@5&T-"C`@5&,-"ELH3G5M8F5R(&]F(%-E8W5R:71I97,I+38U-#,N-2A6
M86QU92!O9B!5;F5X97)C:7-E9"E=5\$H-"BTQ,BXS,3`W("TQ+C(S.#(@5\$0-
M"ELH4VAA<F5S*2TX.#`R+C@H56YD97)L>6EN9R!5;F5X97)C:7-E9"E=5\$H-
M"B] & -B`Q(%1F#0HR-RXQ.3,Q(#`@5\$0-"BA<C(S26XM=&AE+4UO;F5Y7#(R
M-"!/<'1I;VYS*51J#0HM,C<N-S0P-R`M,2XR,S@R(%1\$#0I;*\$%C<75I<F5D
M*2TQ-C\$Y+CDH5F%L=64I+30U,#`N.2A/<'1I;VYS(&%T(\$99+45N9"!<*`-<
M*2DM-S@R,RXS*%T(\$99+45N9"!<*`1<*2E=5\$H-"BTP+C0W-C(@+3\$N,C,X
M,B!41`T*6RAO;B!\$>&5R8VES92DM-3@T+CDH4F5A;&EZ960I751*#0I%5`T*
M,"XU(\$<-"C`@2B`P(&H@,"XR-"!W(#\$P(\$T@6UTP(&O-"C\$@:2`-"C0S-"XV
M,2`X,#,N-C\$@;0T*,C@U+C,S(#@P,RXV,2!L#0HR.#4N,S,@.#`S+C8Q(&T-
M"C(X-2XS,R`X,#,N,3,@;`T*4PT*,"!#0HR.#4N,S,@.#`S+C\$S(&T-"C0S

M-"XV,2`X,#,N,3,@;`T*#-,T+C8Q(#@P,RXQ,R!M#0HT,S0N-C\$@.#`S+C8Q
M(&P-"E,-"C`N-2!`#0HU.#8N-3,@.#`S+C8Q(&T-"COT-RXX,2`X,#,N-C\$@
M;`T*#-0W+C@Q(#@P,RXV,2!M#0HT-#<N.#\$@.#`S+C\$S(&P-"E,-"C`@1PT*
M-#0W+C@Q(#@P,RXQ,R!M#0HU.#8N-3,@.#`S+C\$S(&P-"C4X-BXU,R`X,#,N
M,3,@;OT*-3@V+C4S(#@P,RXV,2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@.#,N-S,@-S@W+C`U(%1M#0I;*\$YA;64I+3@Y,#<H7"EC7"DI+3,W,34N
M-2A<*`1<*2DM,S`T."XX*\$5X97)C:7-A8FQE*2TR-3@P+CDH56YE>&5R8VES
M86)L92DM,C@S-2XW*\$5X97)C:7-A8FQE*2TR,#@P+CDH56YE>&5R8VES86)L
M92E=5\$H-"D54#0HP+C@1PT*,38W+C`Q(#<X,BXW,R!M#0HR-2XV-2`W.#(N
M-S,@;`T*,C4N-C4@-S@R+C<S(&T-"C(U+C8U(#<X,BXR-2!L#0I3#0HP(\$<-
M"C(U+C8U(#<X,BXR-2!M#0HQ-C<N,#\$@-S@R+C(U(&P-"C\$V-RXP,2`W.#(N
M,C4@;OT*,38W+C`Q(#<X,BXW,R!L#0I3#0HP+C4@1PT*,C(Y+C@Q(#<X,BXW
M,R!M#0HQ-SDN-S,@-S@R+C<S(&P-"C\$W.2XW,R`W.#(N-S,@;OT*,3<Y+C<S
M(#<X,BXR-2!L#0I3#0HP(\$<-C\$W.2XW,R`W.#(N,C4@;OT*,C(Y+C@Q(#<X
M,BXR-2!L#0HR,CDN-#\$@-S@R+C(U(&T-"C(R.2XT,2`W.#(N-S,@;`T*4PT*
M,"XU(\$<-C(W,BXS-R`W.#(N-S,@;OT*,C,U+C\$W(#<X,BXW,R!L#0HR,S4N
M,3<@-S@R+C<S(&T-"C(S-2XQ-R`W.#(N,C4@;`T*4PT*,`!`#0HR,S4N,3<@
M-S@R+C(U(&T-"C(W,BXS-R`W.#(N,C4@;`T*,C<R+C,W(#<X,BXR-2!M#0HR
M-S(N,S<@-S@R+C<S(&P-"E,-"C`N-2!`#0HS-#4N,S,@-S@R+C<S(&T-"C(X
M-2XS,R`W.#(N-S,@;`T*,C@U+C,S(#<X,BXW,R!M#0HR.#4N,S,@-S@R+C(U
M(&P-"E,-"C`@1PT*,C@U+C,S(#<X,BXR-2!M#0HS-#4N,S,@-S@R+C(U(&P-
M"C,T-2XS,R`W.#(N,C4@;OT*,S@U+C,S(#<X,BXW,R!L#0I3#0HP+C4@1PT*
M-#,T+C8Q(#<X,BXW,R!M#0HS-3@N-3,@-S@R+C<S(&P-"C,U."XU,R`W.#(N
M-S,@;OT*,S4X+C4S(#<X,BXR-2!L#0I3#0HP(\$<-C,U."XU,R`W.#(N,C4@
M;OT*-#,T+C8Q(#<X,BXR-2!L#0HT,S0N-C\$@-S@R+C(U(&T-"C0S-"XV,2`W
M.#(N-S,@;`T*4PT*,`XU(\$<-C4Q,BXX-2`W.#(N-S,@;OT*-#0W+C@Q(#<X
M,BXW,R!L#0HT-#<N.#\$@-S@R+C<S(&T-"COT-RXX,2`W.#(N,C4@;`T*4PT*
M,"!`#0HT-#<N.#\$@-S@R+C(U(&T-"C4Q,BXX-2`W.#(N,C4@;`T*-3\$R+C@U
M(#<X,BXR-2!M#0HU,3(N.#4@-S@R+C<S(&P-"E,-"C`N-2!`#0HU.#8N-3,@
M-S@R+C<S(&T-"C4R-BXP-2`W.#(N-S,@;`T*-3(V+C`U(#<X,BXW,R!M#0HU
M,C8N,#4@-S@R+C(U(&P-"E,-"C`@1PT*-3(V+C`U(#<X,BXR-2!M#0HU.#8N
M-3,@-S@R+C(U(&P-"C4X-BXU,R`W.#(N,C4@;OT*-3@V+C4S(#<X,BXW,R!L
M#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<W
M,2XR,2!4;OT*6RA*;*VAN(%N(\$R:6YZ;RDM,3\$T.#DN.2@M,"TI+3@W-#0N
M,2@M,"TI+3,W,SDN,R@W+`P,"DM-34V,"XT*#@P+`P,"DM-3`V,"XU*`0W
M-RPP-3(I+34Y.#DN,2@M,"TI751*#0HO1C@,2!49@T*,"M,2XQ,3DQ(%1\$
M#0I;*\$1H;VUA<R!`*+B!/7#(R,DYE:6PI+3\$P,C8Y*`TP+2DM-#\$T-"XQ*`TP
M+2DM-#@S-"XV*`TP+2DM-34T.2@T,"PP,#`I+3<P-34N.2@M,"TI+34Y-S<N
M-B@M,"TI751*#0I4*`T*6RA7:6QL:6%M(%(N(\$-A;&9E92DM,3`Q,#(H+3`M
M*2TT,30T+C\$H+3`M*2TS-S,Y+C,H-"PS-S4I+34U-C`N-@T,"PP,#`I+34U
M-C`N-2@T."PQ-3@I+34Y.#DN,2@M,"TI751*#0I4*`T*6RA#9`=A<F0@0RX@
M1&]W;&EN9RP@2G(N*2TW.3`X+C,H+3`M*2TT,30T+C\$H+3`M*2TT.#,T+C8H
M+3`M*2TU-30Y*`P(P+`P,"DM-S\$U-2XY*`TP+2DM-3DW-RXV*`TP+2E=5\$H-
M"E0J#0I;*\$5N(%-T86YL97D@5V5S="DM,3`X.#`H+3`M*2TT,30T+C\$H+3`M
M*2TS-S,Y+C,H,BPP,#`I+34U-C`N-@R,"PP,#`I+34U-C`N-2@R,BPP,34I
M+34Y.#DN,2@M,"TI751*#0HO1C@,2!49@T*,3(@,#`P(#\$R(#\$P."XY,R`V
M.3@N,C4@5&T-"BA,3TY'+51%4DT@24Y#14Y4259%(!,04Y3(%PR,C<@05=!
M4D13(\$E.(\$Q!4U@1DE30T%,(%E)05(@*51J#0HO1C(@,2!49@T*+38N.30@
M+3(N,S0@5\$0-"B@@"("!"4:&4@9F]L;&]W:6YG('!A8FQE('E=',@9F]R
M=&@@:6YF;W)M871I;VX@<F5L871I;F<@=&@=&AE(&QO;F<M=&5R;2!I;F-E
M;G1I=F4@87=A<F1S('!H870@=V5R92!M861E(&]N("E4:@T*,"`M,2XQ,B!4
M1`T*`SIA;G5A<GD@,3\$L(#\$Y.3D@=6YD97(@=&AE(#\$Y.3(@26YC96YT:79E
M(\$5Q=6ET>2!0;&%N(&9O<B!T:~4@;F%M960@97AE8W5T:79E(&]F9FEC97)S
M+B`I5&H-"E0J#0HP+C4W(%1C#0I;`*`I+3\$P.3`P*`I,S(P*`I+3\$Q-#`H
M("DM,34P,"@*2TX,#`H("DT,C`H("DM,S\$T,"@*2TT-C(P*`I+3(W,#`H
M("DU-C`H("DM-38P*`I+3\$P.#`H("DM-38P*`@*2TR.#`H("DM,34P,"@
M("I+3(X,"@*2TQ-3`P*`I751*#0HO1C,@,2!49@T*,3`N,#<Y(#`@,"`Q
M,"XP-SD@-#,Y+C@Y(#8S,"XU-R!4;OT*,"!48PT*`5S=&EM871E9"!&=71U
M<F4@4&Y;W5T<RE4:@T*+3(U+C,U.38@+3\$N,C,X,B!41`T*6RA.=6UB97(@
M;V8I+38U-3.N.2A097)F;W)M86YC92DM-3DP,"XY*%5N9&5R(\$YO;BU3=&]C
M:R!0<FEC92U"87-E9"!0;&%N<UPH,5PI*5U42@T*+3`N-3(S.2`M,2XR,S@R
M(%1\$#0I;*\$-H87)E<R@P56YI="I+38Y-3,N-RAO<B!/=&AE<BDM,3`X.34N
M-BA<*\$YU;6)E<B!O9B!3:&%R97-<*2E=5\$H-"C`N.34R-2`M,2XR,S@R(%1\$
M#0I;*\$&]R(\$]T:&5R*2TW,3@P+CDH4&5R:6]D(%5N=&EL*5U42@T*150-"C`N
M-2!`#0HU.#8N-3,@-3DW+C(Q(&T-"COP-BXP-2`U.3<N,C\$@;`T*-#`V+C`U
M(#4Y-RXR,2!M#0HT,#8N,#4@-3DV+C<S(&P-"E,-"C`@1PT*-#`V+C`U(#4Y
M-BXW,R!M#0HU.#8N-3,@-3DV+C<S(&P-"C4X-BXU,R`U.38N-S,@;OT*-3@V
M+C4S(#4Y-RXR,2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@.#,N,C4@
M-3@P+C8U(%1M#0I;*\$YA;64I+3@T-30N-BA2:6=H="I+34U.#`N,BA-871U
M<F\$T:6]N(&]R(%!A>6]U="DM,S@Y.2XX*%1H<F5A:~]L9"DM,C8S-"XX*%1A
M<F=E="DM,C4Q-RXU*\$UA>&EM=6TI751*#0I%5`T*,"XU(\$<-C\$V-BXP-2`U
M-S8N,S,@;OT*,C4N-C4@-3<V+C,S(&P-"C(U+C8U(#4W-BXS,R!M#0HR-2XV
M-2`U-S4N.#4@;`T*4PT*,"!`#0HR-2XV-2`U-S4N.#4@;OT*,38V+C`U(#4W
M-2XX-2!L#0HQ-C8N,#4@-3<U+C@U(&T-"C\$V-BXP-2`U-S8N,S,@;`T*4PT*
M,"XU(\$<-C(T,BXX-2`U-S8N,S,@;OT*,3<R+C(Y(#4W-BXS,R!L#0HQ-S(N
M,CD@-3<V+C,S(&T-"C\$W,BXR.2`U-S4N.#4@;`T*4PT*,"!`#0HQ-S(N,CD@
M-3<U+C@U(&T-"C(T,BXX-2`U-S4N.#4@;`T*,COR+C@U(#4W-2XX-2!M#0HR
M-#(N.#4@-3<V+C,S(#&P-"E,-"C`N-2!`#0HT,#(N-CD@-3<V+C,S(&T-"C(T
M-RXX.2`U-S8N,S,@;`T*,C0W+C@Y(#4W-BXS,R!M#0HR-#<N.#D@-3<U+C@U
M(&P-"E,-"C`@1PT*,C0W+C@Y(#4W-2XX-2!M#0HT,#(N-CD@-3<U+C@U(&P-
M"COP,BXV.2`U-S4N.#4@;OT*-#`R+C8Y(#4W-BXS,R!L#0I3#0HP+C4@1PT*
M-#8Q+C<S(#4W-BXS,R!M#0HT,#8N,#4@-3<V+C,S(&P-"COP-BXP-2`U-S8N
M,S,@;OT*-#`V+C`U(#4W-2XX-2!L#0I3#0HP(\$<-COP-BXP-2`U-S4N.#4@
M;OT*-#8Q+C<S(#4W-2XX-2!L#0HT-C\$N-S,@-3<U+C@U(&T-"COV,2XW,R`U
M-S8N,S,@;`T*4PT*,"XU(\$<-C4R,BXT-2`U-S8N,S,@;OT*-#<Q+C@Q(#4W

M-BXS,R!L#0HT-S\$N.#\$@-3<V+C,S(&T-"COW,2XX,2`U-S4N.#4@;`T*4PT*
M,"!`#0HT-S\$N.#\$@-3<U+C@U(&T-"C4R,BXT-2`U-S4N.#4@;`T*-3(R+C0U
M(#4W-2XX-2!M#0HU,C(N-#4@-3<V+C,S(&P-"E,-"C`N-2!`#0HU.#8N-3,@
M-3<V+C,S(&T-"C4S,BXU,R`U-S8N,S,@;`T*-3,R+C4S(#4W-BXS,R!M#0HU
M,S(N-3,@-3<U+C@U(&P-"E,-"C`@1PT*-3,R+C4S(#4W-2XX-2!M#0HU.#8N
M-3,@-3<U+C@U(&P-"C4X-BXU,R`U-S4N.#4@;OT*-3@EV+C4S(#4W-BXS,R!L
M#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#4V
M-"XX,2!4;OT*6RA*;VAN(%N(\$)R:6YZ;RDM,3`Y-C8N,2@Q-BPP,#`I+3<Q
M,S(N,2@Q+S\$O.3DM,3(O,S\$O,#\$I+38Q-S4N."@T+#`P,"DM,SDT,2XR*#\$V
M+#`P,"DM,S(W-"XV*#(X+#`P,"E=5\$H-"B]&-"`Q(%1F#0HP("TQ+C\$Q.3\$@
M5\$0-"ELH5&AO;6\$S(\$HN(\$]<,C(R3F5I;"DM,3`R-#4N,B@X+#`P,"DM-S\$S
M,B@Q+S\$O.3DM,3(O,S\$O,#\$I+38Q-S4N."@R+#`P,"DM-#0T,2XS*#@L,#`P
M*2TS,C<T+C4H,30L,#`P*5U42@T*5"H-"ELH5VEL;&EA;2!2+B!#86QF964I
M+3\$P,#<X+C(H."PP,#`I+3<Q,S(H,2`Q+SDY+3\$R+S,Q+S`Q*2TV,3<U+C@H
M,BPP,#`I+30T-#N,R@X+#`P,"DM,S(W-"XU*#\$T+#`P,"E=5\$H-"E0J#0I;
M*\$5D=V%R9"!#B!\$;W=L:6YG+!"*BXI+3<X.#0N-"@T+#`P,"DM-S\$S,B@Q
M+S\$O.3DM,3(O,S\$O,#\$I+38Q-S4N."@Q+#`P,"DM-#0T,2XS*#@L,#`P*2TS
M-S<T+C4H-RPP,#`I751*#0I4*#T*6RA!+B!3=&%N;&5Y(%=E<W0I+3\$P.#4V
M+C(H-"PP,#`I+3<Q,S(H,2`Q+SDY+3\$R+S,Q+S`Q*2TV,3<U+C@H,2PP,#`I
M+30T-#N,R@T+#`P,"DM,S(W-"XU*#<L,#`P*5U42@T*150-"C`N-2!`#0HQ
M,C8N-#4@-3`Q+C8Y(&T-"C(U+C8U(#4P,2XV.2!L#0HR-2XV-2`U,#\$N-CD@
M;OT*,C4N-C4@-3`Q+C(Q(&P-"E,-"C`@1PT*,C4N-C4@-3`Q+C(Q(&T-"C\$R
M-BXT-2`U,#\$N,C\$@;`T*,3(V+C0U(#4P,2XR,2!M#0HQ,C8N-#4@-3`Q+C8Y
M(&P-"E,-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`T-SON,S,@5&T-
M"BA<#%*2`@17-T:6UA=&5D('!A>6]U="!I9B!C97)T86EN('!E<F90<FUA
M;F-E(&QE=F5L<R!A<F4@86-H:65V960N(\$YO('!A>6]U="!O8V-U<G,@=6YL
M97-S('!H<F5S:&]L9"!P97)F;W)M86YC92!I<R!A8VAI979E9"XI5&H-"B]&
M,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-#0V+C<S(%1M#0HH("`@("`@5&AE
M(&%B;W9E('!A8FQE('!R97-E;G1S(&EN9F]R;6%T:6]N(&%B;W5T('!E<F90
M<FUA;F-E('!-H87)E<R!G<F%N=&5D(&1U<FEN9R!T:64@>65A<B!P=7)S=6%N
M="!T;R!T:64@,3DY,B`I5&H-"C`@+3\$N,3(@5\$0-"BA);F-E;G1I=F4@17%U
M:71Y(%!L86XN(\$5A8V@<&5R9F]R;6%N8V4@<VAA<F4L(&EF(&5A<FYE9"Pe
M96YT:71L97,@=&AE(&AO;&1E<B!T;R!R96-E:79E(\$-O;6UO;B!3:&%R97,@
M:6X@*51J#0I4*#T**&%C8V]R9&%N8V4@=VET:"!T:64@86)O=F4@=&%B;&4L
M(&1E<&5N9&EN9R!O;B!T:64@9&5G<F5E(&]F(&%C:&EE=F5M96YT(&]F('P
M96-I9FEE9"!#;VUP86YY(&]B:F5C=&EV97,N(%1H92`I5&H-"E0J#0HH;V)J
M96-T:79E<RP@=V5I9VAT960@97U86QL>2!A="!T:64@=&%R9V5T(&QE=F5L
M+"!A<F4@<F5L871I=F4@=&]T86P@<VAA<F5H;VQD97(&<F5T=7)N(%PH<VAA
M<F4@<)I8V4@<QU<R!R96EN=F5S=&5D("E4:@T*5"H-"BAD:79I9&5N9'-<
M*2!A;F0@=F%L=64@861D960@7"AE87)N:6YG<R!P97)F;W)M86YC92!I;B!E
M>&-E<W,@;V8@=&AE(\$-O<W0@;V8@8V%P:71A;"!E;7!L;WEE9%PI(&]V97(@
M82!T:!)E92UY96%R("E4:@T*5"H-"BAP97)F;W)M86YC92!P97)I;VON(%)E
M;&%T:79E('!O=&%L('!-H87)E:&]L9&5R('!E='5R;B!I<R!D971E<FUI;F5D
M(&%G86EN<W0@82!P<F5D971E<FUI;F5D(&=R;W5P(&]F(&UI;FEN9R!A;F0@
M*51J#0HO1C0@,2!49@T*5"H-"BAM971A;"!C;VUP86YI97,N(\$%C='5A;"!V
M86QU92!A9&1E9"!P97)F;W)M86YC92!I<R!D971E<FUI;F5D(&)A<V5D(&]N
M('!H92!#;VUP86YY7#(R,G,@8V%P:71A;"!E;7!L;WEE9"Pe*51J#0I4*#T*
M*&5A<FYI;F=S(&%N9"!C;W-T(&]F(&-A<&ET86PN(%1H92!P97)F;W)M86YC
M92!S:&%R97,@9W)A;G1E9"!R97!R97-E;G0@=&AE(&YU;6)E<B!O9B!#;VUM
M;VX@4VAA<F5S('!H870@=V]U;&0@*51J#0I4*#T**&)E(&5A<FYE9"!I9B!T
M:64@879E<F%G92!T87)G970@;&5V96P@;V8@=&AE(&]B:F5C=&EV97,@:7,@
M86-H:65V960@8GD@=&AE(\$-O;7!A;GD[(&UA>&EM=6T@<&%Y;W5T(&ES(#\$W
M-24@;V8@=&AE("E4:@T*5"H-"BAP97)F;W)M86YC92!S:&%R97,@9W)A;G1E
M9"!A;F0@<F5P<F5S96YT<R!T:64@;G5M8F5R(&]F(\$-O;6UO;B!3:&%R97,@
M=&AA="!W;W5L9"!B92!E87)N960@:68@82!S=7!E<FEO<B!L979E;"`I5&H-
M"E0J#0HH;V8@=&AE(&]B:F5C=&EV97,@:7,@86-H:65V960@8GD@=&AE(\$-O
M;7!A;GD[(&%N9"!T:!)E<VAO;&0@<&%Y;W5T(&ES(#(U)2!O9B!T:64@<&5R
M9F]R;6%N8V4@<VAA<F5S(&=R86YT960@86YD("E4:@T*5"H-"BAR97!R97-E
M;G1S('!H92!N=6UB97(@;V8@0V]M;6]N(%-H87)E<R!T:&%T('!O=6QD(&)E
M(&5A<FYE9"!I9B!A(&UI;FEM=6T@;&5V96P@;V8@=&AE(&]B:F5C=&EV97,@
M:7,@86-H:65V960@8GD@*51J#0I4*#T**!H92!#;VUP86YY+B!#!='1A:6YM
M96YT(&]F(&]B:F5C=&EV97,@:7,@;65A<W5R960@;VX@82!C;VUB:6YE9"!B
M87-I<RX@268@86-H:65V96UE;G0@;V8@;VYE(&]B:F5C=&EV92!I<R!B96QO
M=R`I5&H-"E0J#0HH=&AR97-H;VQD+"!A8VAI979E;65N="!O9B!T:64@;W1H
M97(@;V)J96-T:79E(&UU<W0@8F4@870@;&5A<W0@870@=&AR97-H;VQD(&9O
M<B!A;GD@<&%Y;W5T('!O(&]C8W5R+B!4:&4@;G5M8F5R(&]F("E4:@T*5"H-
M"BA#;VUM;VX@4VAA<F5S(&5A<FYE9"!W;W5L9"!B92!R961U8V5D('!O('!H
M92!E>'!E;G0@;F5C97-s87)Y('!O('!R979E;G0@=&AE('9A;'5E(&]F('!H
M92!#;VUM;VX@4VAA<F5S('!A:60@*51J#0I4*#T**!O(&%N>2!P87)T:6-I
M<&%N="!F<F]M(&5X8V5E9&EN9R!T=VEC92!T:64@;6%R:V5T('9A;'5E(&]F
M('!H92!#;VUM;VX@4VAA<F5S(\$-O=F5R960@8GD@=&AE('!A<G1I8VEP86YT
M7#(R,G,@9W)A;G0@*51J#0I4*#T**&]N('!H92!D871E(&ET('!A<R!G<F%N
M=&5D+B!4:&4@0V]M<&5N<V%T:6]N(&%N9"!/<F=A;FEZ871I;VX@0V]M;6ET
M=&5E(&AA<R!T:64@9&ES8W)E=&EO;B!T;R!M86ME(&1I<W1R:6)U=&EO;G,@
M*51J#0I4*#T**&EN(\$-A<V@@:6X@;&EE=2!O9B!S=&]C:RX@1`5E('!O('!H
M92!#;VUP86YY7#(R,G,@86)N;W)M86P@9FEN86YC:6%L('!E<W5L=',@:6X@
M,3DY.2P@87,@8V]M<&%R960@=&\@=&AE(\$-O;7!A;GE<,C(R<R`I5&H-"E0J
M#0HH9FEN86YC:6%L('!E<W5L=',@9F]R('!E8V5N="!Y96%R<RP@=&AE(\$-O
M;6UI='!E92!A<'!R;W9E9"!A;B!A9&IU<W1M96YT(&9O<B!T:64@=&AR964M
M>65A<B!P97)F;W)M86YC92!P97)I;V0@*51J#0I4*#T**&5N9&EN9R!S96-E
M;6)E<B`S,2P@,3DY.2!I;B!O<F1E<B!T;R!P<F]V:61E(&QO;F<M=&5R;2!I
M;F-E;G1I=F4@;6]T:79A=&EO;B!F;W(@=&AE('5P8V]M:6YG('EE87)S+B!4
M:64@*51J#0I4*#T**\$-O;6UI='!E92!A<'!R;W9E9"!T<F5A=&EN9R!T:64@
M>65A<B`Q.3DY(&%S(&EF('!E<F90<FUA;F-E+"!W:71H('!E<W!E8W0@=&\@
M=&AE(\$-U;75L871I=F4@=F%L=64M861D960@;65A<W5R92P@*51J#0I4*#T*

M*AA9"!B965N(&%T('1H92!M:6YI;75M(')A=&AE<B!T:&%N(')E86QI>FEN
M9R!T:&4@9G5L;"!M86=N:71U9&4@;V8@=&AE(#\$Y.3D@<&5R9F]R;6%N8V4@
M<VAO<G1F86QL+"!A;F0@87-S:6=N960@*51J#0I4*@T**'1H92!Y96%R(#\$Y
M.3D@82!N96=A=&EV92!V86QU92!A9&1E9"!O9B'D-BXR(&UI;&QI;VXL(&-O
M;7!A<F5D('1O(#\$Y.3<@86YD(#\$Y.3@=&VAI8V@@9V5N97)A=&5D(&\$@8V]M
M8FEN960@*51J#0I4*@T**!O<VET:79E('9A;'5E(&%D9&5D(&]F('O+T+C\$@
M;6EL;&EO;BX@3F\@861J=7-T;65N="!W87,@;6%D92!T;R!T:&4@=&]T86P@
M<VAA<F5H;VQD97(@<F5T=7)N(&UE87-U<F4N(%=I=&@=&AA="`I5&H-"E0J
M#0HH;6]D:69I8V%T:6]N+"!T:&4@OV]M;6ET=&5E(&-O;F9I<FUE9"!T:&%T
M(&9O<B!T:&4@=&AR964M>65A<B!P97)F;W)M86YC92!P97)I;V0@96YD:6YG
M(\$1E8V5M8F5R(#,Q+"`Q.3DY+"!T:&4@*51J#0I4*@T**\$-O;7!A;GD@86-H
M:65V960@86X@879E<F%G92!P97)F;W)M86YC92!O9B'X-"XR('!E<F-E;G0@
M:6X@<F5S<&5C="!T;R!T:&4@OV]M<&%N>5PR,C)S(&]B:F5C=&EV97,@9F]R
M('9A;'5E(&%D9&5D("E4:@T*5"H-"BAA;F0@=&]T86P@<VAA<F5H;VQD97(@
M<F5T=7)N+B!4:&4@<&%Y;W5T(&-O;7!A<F5S('1O(&%N(&%V97)A9V4@<&%Y
M;W5T(&]F(#\$Q.2XQ('!E<F-E;G0@9F]R('1H92!P97)I;V1S(&5N9&EN9R`I
M5&H-"E0J#0HH1&5C96UB97(@,S\$L(#\$Y.3<@86YD(#\$Y.3@N(\$S(&\$@<F5S
M=6QT+"!T:&4@OV]M;6ET=&5E(&%P<)O=F5D(&\$@<&%Y;W5T(&]F(#0X+#,V
M-B!R97-T<FEC=&5D('H87)E<RP@=&AE('9A;'5E("E4:@T*5"H-"BAO9B!W
M:&EC:"!F;W(@=&AE(&YA;65D(&5X96-U=&EV92!O9F9I8V5R<R!I<R!S:&]W
M;B!I;B!T:&4@*51J#0I4*5`T*96YD<W1R96%M#0IE;F1O8FH-"C4Q(#`@;V)J
M#0H\ /`T*+U!R;V-3970@6R]01S8@+U1E>'0@70T*+T9O;G0@/#-B"]&,B`T
M(#`@4@T*+T8S(#4@,"!2#0HO1C0@-B`P(%(-"B]&-B`S,2`P(%(-"CX^#0HO
M17AT1U-T871E(#P#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-3,@
M,"!O8FH-"CP\#0HO3&5N9W1H(#<U#0H^/@T*W1R96%M#0I`5`T*+T8R(#\$@
M5&8-"C\$R(#`@,"`Q,B`S,#`N,C\$@.30V+C@Y(%1M#0HP(&<-B"]4S\$@9W,-
M"C`@5&,"-B@Q,"`I5&H-"D54#0IE;F1S=")E86T-"F5N9&]B:@T*-30@,"!O
M8FH-"CP\#0HO4`)O8U-E="!;+U!\$B`O5&5X="!="#0HO1F]N="`\ /`T*+T8R
M(#0@,"!2#0H^/@T*+T5X=\$=3=&T92`\ /`T*+T=3,2`W(#`@4@T*/CX^
M#0IE;F1O8FH-"C4V(#`@;V)J#0H\ /`T*+TQE;F=T:"`T.38V#0H^/@T*W1R
M96%M#0I`5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-
M"C`@9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**`@("`@("`@("`@("`@
M("E4:@T*+T8T(#\$@5&8-"C`@+3\$N,3(@5\$0-"BA,5\$E0(%!A>6)U=',@8V]L
M=6UN(&]F('1H92!<,C(S4W5M;6%R>2!#;VUP96YS871I;VX@5&%B;&5<;C
T M(&]N('!A9V4@."X@5&AE(\$-O;7!A;GE<,C(R<R!C86QC=6QA=&5D('9A;'5E
M(&%D9&5D("E4:@T*5"H-"BAF;W(@=&AE('1H<F5E+7EE87(@<&5R9F]R;6%N
M8V4@<&5R:6]D+"!A9G1E<B!G:79I;F<@969F96-T('1O('1H92!A9&IU<W1M
M96YT+"!W87,@;F5G871I=F4@)#(N,2!M:6QL:6]N+"!A<R!C;VUP87)E9" `I
M5&H-"E0J#0HH=&@=&AE(&5S=&%B;&ES:&5D('1A<F=E="!U;F1E<B!T:&4@
MOV]M<&%N>5PR,C)S('!E<F9O<FUA;F-E('H87)E('!R;V=R86T@;V8@)#8N
M-"!M:6QL:6]N+B!4:&4@97-T86)L:7-H960@=&%R9V5T("E4:@T*5"H-"BAW
M87,@8F\$S960@;VX@82!W96EG;'1E9"!A=F5R86=E(&-O<W0@;V8@8V%P:71A
M;"!O9B`Q,2!P97)C96YT+B!4:&4@OV]M<&%N>5PR,C)S(&%V97)A9V4@=&]T
M86P@<VAA<F5H;VQD97(@<F5T=7)N("E4:@T*5"H-"BAR86YK960@:6X@=&AE
M(#0Y=&@<&5R8V5N=&EL92!O9B!I=',@<&5E<B!G<F]U<"!O9B`S-"!M:6YI
M;F<@86YD(&UE=&%L(&-O;7!A;FEE<RP@=F5R<W5S('1H92!E<W1A8FQI<VAE
M9"#!#;VUP86YY7#(R,G,@*51J#0I4*@T**!E<F9O<FUA;F-E('H87)E('!R
M;V=R86T@=&%R9V5T(&]F('1H92`U-71H('!E<F-E;G1I;&4N(\$5A8V@<&&5R
M9F]R;6%N8V4@;65A<W5R92!A="!T87)G970@;&5V96P@:7,@=V5I9VAT960@
M-3`@*51J#0I4*@T**!E<F-E;G0N("E4:@T*+T8S(#\$@5&8-"C4N-#@@+3(N
M,S8@5\$0-"BA#3TU014Y3051)3TX@0T]-34E45\$5(%)%4\$]25"!/3B!%6\$5#
M551)5D4@0T]-4\$5.4T%424].*51J#0HM-2XT."`M,BXT(%1\$#0HH0V]M<&5N
M<V%T:6]N(%!O;&EC:65\$*51J#0HO1C0@,2!49@T*,"`M,BXS-"!41`T**" `@
M("`@(%1H92!#;VUP86YY7#(R,G,@8V]N=&EN=6EN9R!O8FIE8W1I=F4@:7,@
M=&@\<`)O=FED92!S=7!E<FEO<B!S=7-T86EN86)L92!V86QU92!T;R!I=',@
M<VAA<F5H;VQD97)S(&%N9"!O=&AE<B`I5&H-"C`@+3\$N,3(@5\$0-"BAS=&%K
M96AO;&1E<G,N(%1H92!#;VUP86YY7#(R,G,@8V]M<&5N<V%T:6]N('T<G5C
M='5R92!I<R!D97-19VYE9"!T;R!S97)V92!T:&ES(&]B:F5C=&EV92!B>2!P
M<F]V:61I;F<@<W5F9FEC:65N="!T;W1A;"`I5&H-"E0J#0HH8V]M<&5N<V%T
M:6]N('1O(&%T=')A8W0@86YD(')E=&%I;B!H:6=H+7!E<F9O<FUI;F<@96UP
M;&]Y965S+B!4:&4@8V]M<&5N<V%T:6]N('T<G5C='5R92!P;&%C97,@82!S
M:6=N:69I8V%N="`I5&H-"E0J#0HH<&]R=&EO;B!O9B!C;VUP96YS871I;VX@
M870@<FES:R!W:71H('1H92!P97)F;W)M86YC92!O9B!T:&4@OV]M<&%N>2P@
M=&AE(&]R9V%N:7IA=&EO;F%L('5N:70L(&%N9"!T:&4@:6YD:79I9'5A;"X@
M*51J#0I4*@T**1H92!P;W)T:6]N(&%T(')I<VL@:6YC<F5A<V5S('=I=&@&
M<F5S<&]N<VEB:6QI='D@;&5V96P@;V8@=&AE(&5M<&QO>65E+B`I5&H-"C`@
M+3(N,R!41`T**" `@("`@(\$5X96-U=&EV92!C;VUP96YS871I;VX@8V]N<VES
M=',@;V8@<V%L87)Y+"!A;FYU86P@:6YC96YT:79E(&)O;G5S(&]P<&]R='5N
M:71Y+"!L;VYG+71E<FT@97%U:71Y(&EN8V5N=&EV92`I5&H-"C`@+3\$N,3(@
M5\$0-"BAO"!O<G1U;FET>2P@9V5N97)A;"!E;7!L;WEE92!B96YE9FET<RP@
M86YD(&]T:&5R(&UI;F]R(&)E;F5F:71S+B!);B!D971E<FUI;FEN9R!E>&5C
M=71I=F4@8V]M<&5N<V%T:6]N('T<G5C='5R92P@*51J#0I4*@T**'1H92!#
M;VUM:71T964@8V]N<VED97)S(&-U<G)E;G0@OV]M<&%N>2!O8FIE8W1I=F5S
M+"!M87)K970@<W5R=F5Y(&1A=&%\$L(&%N9"!R96-O;6UE;F1A=&EO;G,@;V8@
M8V]N<W5L=&%N=',@86YD("E4:@T*5"H-"BAT:&4@0VAI968@17AE8W5T:79E
M(\$]F9FEC97(N(\$@8G)O860@9W)O=7`@;V8@:6YD=7-T<FEA;"!C;VUP86YI
M97,@;V8@8V]M<&%R86)L92!O<&5R871I;VYS('C;W!E(&ES('5S960@9F]R
M("E4:@T*5"H-"BAC;VUP971I=&EV92!S=7)V97ES+B`I5&H-"C`@+3(N,R!4
M1`T**" `@("`@(%1H92!#;VUP86YY(&AA<R!S96QE8W1E9"!T:&4@4R90(\$ER
M;VX@86YD(%-T965L(\$=R;W5P(\$EN9&5X(&%N9"!T:&4@4R90(\$UE=&%L<R!-
M:6YI;F<@1W)O='@26YD97@9F]R("E4:@T*,"`M,2XQ,B!41`T**'1H92!C
M;VUP87)A=&EV92!S=&]C:R!P<FEC92!P97)F;W)M86YC92!G<F%P:"!O;B!P
M86=E(#\$V(&E)8V%U<V4@;F\@;65A;FEN9V9U;"!I<F]N(&]R92!P965R(&=R
M;W5P(&EN9&5X(&ES("E4:@T*5"H-"BAA=F%I;&%B;&4N(%1H92!S=7)V97D@
M9W)O=7`@9F]R(&5X96-U=&EV92!C;VUP96YS871I;VX@8V]M<&%R:7-O;B!I

M5&AE (&QE=F5L<R!O9B!2;VYA (')E<75I<F5D ('5N9&5R ('1H92!B;VYU<R`I
M5&H-"E0J#0HH9G5N9&EN9R!S=")U8W1U<F4@=VEL;"1B92!C86QI8G)A=&5D
M (&5A8V@>65A<B!A9V%I;G-T ('1H92!R96-E;G0@: &ES=&]R: 6-A;"!P97)F
M;W)M86YC92!O9B!A ('!E97 (@9W)O=7`@;V8@;65T86QS (&%N9" `I5&H-"E0J
M#0HH;6EN: 6YG (&-O;7!A;FEE<RX@4W5C:"!P;V]L (&-A;B!B92!Z97)O (&%N
M9"!C86YN;W0@97AC965D (#,P,"!P97)C96YT (&]F ('1H92!O9F9I8V5R<UPR
M,C (@86=G<F5G871E ('1A<F=E="!B;VYU<V5S+B`I5&H-"E0J#0HH3V8@=&AE
M ('!O;VPL (#<U)2!W: 6QL (&E (&1I<W1R: 6)U=&5D ('!O (&]F9FEC97)S (&]N
M (&\$@<F%T86)L92!B87-I<R!A8V-O<F1I;F<@=&\@=&AE: 7 (@=&%R9V5T (&O
M;G5S97,N (%1H92!R96UA: 6YI;F<@*51J#0I4*@T**# (U)2!O9B!T: &4@<&O
M;"!W: 6QL (&E (&1I<W1R: 6)U=&5D (&A<V5D ('5P;VX@82!J=61G;65N="!B
M>2!T: &4@0VAI968@17AE8W5T: 79E (\$]F9FEC97 (@86YD ('1H92!#;VUM: 71T
M964@87, @=&\@*51J#0I4*@T**&AO=R!W96QL (&5A8V@;V9F: 6-E<EPR,C)S
M ('!E<F90<FUA;F-E (&AA<R!S=7!P;W)T960@=&AE (\$-O;7!A;GD@: 6X@;65E
M=&EN9R!I=",@<W1R871E9VEC (&]B: F5C=&EV97, @9F]R ('1H92!Y96%R+B!!
M;B`I5&H-"E0J#0HH861D: 71I;VYA;"!B;VYU<R!P;V]L (&]F (#\$P)2!O9B!T
M87)G970@8F]N=7-E<R!W: 6QL (&E ('-E="!A<VED92!F;W (@9&ES=")I8G5T
M: 6]N ('!O ('!H92!O9F9I8V5R<R!A="!T: &4@9&ES8W)E=&EO;B!O9B`I5&H-
M"E0J#0HH=&AE (\$-H: 65F (\$5X96-U=&EV92!/9F9I8V5R+B!7: &5N ('5S960L
M (&1I<V-R971I;VYA<GD@87=A<F1S ('=I;P@<F5W87)D (&5X96-U=&EV97, @
M=VAO<V4@8V]N=")I8G5T: 6]N<R!T;R`I5&H-"E0J#0HH86-H: 65V96UE;G0@
M;V8@<W1R871E9VEC (&]B: F5C=&EV97, @97AC965D960@97AP96-T871I;VYS
M+B`I5&H-"C`@+3 (N,R!41`T**`@ ("`@ (\$]B: F5C=&EV97, @9F]R ('1H92!#
M;VUP86YY (&%N9"!E>&5C=71I=F4@;V9F: 6-E<G, @87)E ('!)E=FEE=V5D (&)Y
M ('!H92!" ;V%R9"!O9B!\$:7)E8W1O<G, @870@=&AE (&)E9VEN;FEN9R!O9B`I
M5&H-"C`@+3\$N, 3 (@5\$0-"BAE86-H ('EE87 (L (&%N9"!R96QA=&5D ('!E<F90
M<FUA;F-E ('!)E<&]R=",@87)E ('!)E=FEE=V5D (&%T ('!)E9W5L87 (@0F]A<F0@
M;65E=&EN9W, @=&AR;W5G: &]U="!T: &4@>65A<BX@070@=&AE (&5N9" `I5&H-
M"E0J#0HH;V8@96%C:"!Y96%R+"!T: &4@0V]M;6ET=&5E ('!)E=FEE=W, @0V]M
M<&%N>2P@=6YI="P@86YD (&]N ('!H92!B;VYU<R!F=6YD: 6YG (&9O<FUU; &\$L (&9O<B!T
M: &4@<&%R=&EC: 7!A;G1S (&%N9"!T: &4@87=A<F0@=&\@96%C:" `I5&H-"E0J
M#0HH96QE8W1E9"!O9F9I8V5R (&%N9"!G: 79E<R!T: &4@0VAI968@17AE8W5T
M: 79E (\$]F9FEC97 (@875T: &]R: 71Y ('!O (&1E=&5R;6EN92!F: 6YA;"!A=V%R
M9", @=&\@;F]N+6]F9FEC97 (@<&%R=&EC: 7!A;G1S ("E4: @T*5"H-"BAW: 71H
M: 6X@=&AE ('!O=&%L ('!O;VP@86QL;W=A;F-E+B`I5&H-"C`@+3 (N,R!41`T*
M**`@ ("`@ (\$@8V]M<&]S: 71E (&IU9=&M96YT (&ES (&UA9&4@8GD@=&AE (\$-O
M;6UI='!E92!I;B!D971E<FUI;FEN9R!A=V%R9", @=6YD97 (@=&AE (\$U022!0
M; &%N+B!4: &4@0V]M<&%N>5PR,C)S ("E4: @T*, "M, 2XQ, B!41`T**&5A<FYI
M;F=S (&%R92!A (&ME>2!D971E<FUI;F%N="P@8G5T (&]T: &5R (&%C8V]M<&QI
M<VAM96YT<R!O<B!D: 7-A<'!O: 6YT;65N=",@=VET:"!I;7!L: 6-A=&EO;G, @
M9F]R (&9U='5R92`I5&H-"E0J#0HHOV]M<&%N>2!P97)F;W)M86YC92!M87D@
M86QS;R!R96-E: 79E ('-U8G-T86YT: 6%L (&-O;G-I9&5R871I;VX@: 6X@86YY
M ('EE87 (N (\$U022!0; &%N (&%W87)D<R!R969L96-T ('1H92`I5&H-"E0J#0HH
MOV]M;6ET=&5E7# (R,G,@: G5D9VUE;G0@;V8@: 6YD: 79I9!5A;"!A;F0@=6YI
M="!P97)F;W)M86YC92!I;B!S=6-H (&%R96%S (&%S ('-A; &5S+"!N97<@8G5S
M: 6YE<W, @9&5V96QO<&UE;G0L ("E4: @T*5"H-"BAO<&5R871I;VYS+"!B=7-I
M;F5S<R!T96-H;F]L;V=Y+"!P<F]D=6-T (&%N9"!P<F]C97-S ('%U86QI='DL
M ('-A9F5T>2!A;F0@96YV: 7)O;FUE;G1A;"!M86YA9V5M96YT+"!E>"!E;F1I
M='5R92`I5&H-"E0J#0HH8V]N=")O;"P@: '5M86X@<F5S;W5R8V4@ (<)O9W)A
M;7,L (&9I;F%N8VEA;"!M86YA9V5M96YT+"!I;F90<FUA=&EO;B!T96-H;F]L
M;V=Y+"!L96=A;"!A8W1I=FET: 65S+"!A;F0@<'5B; &EC ("E4: @T*5"H-"BAA
M9F9A: 7)S+B!4: &4@8V]N=&EN=6EN9R!B96YE9FET ('!O ('!H92!#;VUP86YY
M (&]F ('!H92!C=6UU; &%T: 79E ('!E<F90<FUA;F-E (&%N9"!E>"!E<FEE;F-E
M (&]F ('!H92!P87)T: 6-I<&%N=" `I5&H-"E0J#0HH;6%Y (&%L<V\@8F4@8V]N
M<VED97)E9"X@06QL ('-U8V@@;6%T=&5R<R!A<F4@979A;'5A=&5D (&-O; &QE
M8W1I=F5L>2!W: 71H;W5T (&%S<VEG;FUE;G0@;V8@=V5I9VAT<RX@*51J#0HP
M ("TR+C, @5\$0-"B@@ ("`@ ("!");B`Q. 3DY+"!T: &4@0V]M<&%N>2!E>"!E<FEE
M;F-E9"!T: &4@969F96-T<R!O9B!A (&=L;V)A;"!S=&5E;"!R96-E<W-I;VX@
M=&AA="!S=&%R=&5D (&EN (#\$Y. 3<N (\$EM<&]R=",@;V8@*51J#0HP ("TQ+C\$R
M (%1\$#0HH9FEN: 7-H960@86YD ('-E; 6DM9FEN: 7-H960@<W1E96PL (&UU8V@@
M;V8@: 70@=6YF86ER;'D@=')A9&5D+"!F; &]O9&5D (&EN=&\@3F]R=&@<06UE
M<FEC82!I;B`Q. 3DX (&%N9" `Q. 3DY+"!C875S: 6YG ("E4: @T*5"H-"BAR961U
M8V5D (&1E;6%N9"!F;W (@: 7)O;B!O<F4@: 6X@3F]R=&@<06UE<FEC82!A<R!B
M; &%S="!F=7)N86-E ('!R;V1U8W1I;VX@=V%S ('!)E9`5C960N (\$EN=&5R;F%T
M: 6]N86P@: 7)O;B!O<F4@<&5L; &5T ("E4: @T*5"H-"BAP<FEC97, @9&5C; &EN
M960@, 3, @=&\@, 30@<&5R8V5N="!A;F0@9VQO8F%L ('!E; &QE="!C;VUP971I
M=&EO;B!I;F-R96%S960N (\$\$@;6%J;W (@8W5S=&]M97 (@86QS;R!R961U8V5D
M (&ET<R!P96QL970@*51J#0I4*@T**!1A: V4@8F5C875S92!O9B!A (&UA: F]R
M (&)L87-T (&9U<FYA8V4@;W5T86=E+B!!<R!A ('!)E<W5L="P@<V%L97, @=F]L
M=6UE (&EN (#\$Y. 3D@9&5C; &EN960@;6%R: V5D;'DL (&%N9"!T: &4@*51J#0I4
M*@T**\$-O;7!A;GD@8W5R=&%I; &5D (&UI;F4@<')O9`5C=&EO;B!T;R!C;VYT
M<F]L (&ER;VX@;W)E (&EN=F5N=&]R>2X@1&EF9FEC=6QT: 65S ('!T=&@=&AE
M ('-T87)T+75P (&]F ('!H92!#;VUP86YY7# (R,G,@*51J#0I4*@T**&AO="!B
M<FEQ=65T=&5D (&ER;VX@<&QA;G0@: 6X@5')I;FED860@86QS;R!A9`9E<G-E
M;'D@869F96-T960@<')O9FET<RX@07, @82!R97-U;'OL ('!H92!#;VUP86YY
M7# (R,G,@<')O9FET<R!I;B`Q. 3DY ('=E<F4@*51J#0I4*@T**'-H87)P;'D@
M; &]W97 (@=&AA;B!I;B`Q. 3DX (&%N9"!D: 60@;F]T ('!R;V1U8V4@82!S=69F

M:6-I96YT(%)O;F\$@=&\@9V5N97)A=&4@86YY(\$U022!0;:&%N(&)O;G5S('!O
M;VPN(\$EN('9I97<@;V8@*51J#0I4*@T**'1H92!S:6=N:69I8V%N="!E9F9O
M<G0@=&\@;6%N86=E('1H<F]U9V@=&AI<R!D:69F:6-U;'0@<&5R:6]D+"!P
M;W-I=&EO;B!T:&4@0V]M<&%N>2!F;W(@8F5T=&5R(')E<W5L=',@:6X@,C`P
M,"P@86YD("E4:@T*5"H-"BAP<F]V:61E(&EN8V5N=&EV92!T;R!P<F]M;W1E
M(')E=&5N=&EO;B!O9B!E>5C=71I=F4@=&%L96YT+"!T:&4@0V]M;6ET=&5E
M(&%P<')O=F5D(&\$@9&ES8W)E=&EO;F%R>2!B;VYU<R!P;V]L("E4:@T*5"H-
M"BAE<75A;'!T;R`R-"!P97)C96YT(&]F('1A<F=E="!B;VYU<R!F;W(@,3DY
M.2!T:&%T('=A<R!A=V%R9&5D('!O(&]N;'D@,S0@<&5R8V5N="!O9B!-4\$D@
M4&QA;B!P87)T:6-I<&%N=",@8F%S960@;VX@*51J#0I4*@T**&1E;6]N<W1R
M871E9"!A8V-O;7!L:7-H;65N="X@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"
M;VYU<V5S(&9O<B!T:&4@;F%M960@97AE8W5T:79E(&]F9FEC97)S+"!E>&-L
M=61I;F<@=&AE(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R+"!T;W1A;65D("OQ
M,C4L,#`P(&9O<B`Q.3DY+"`I5&H-"C`@+3\$N,3(@5\$0-"BA<#%,Q('!E<F-E
M;G0@;V8@87!P;&EC86)L92!T;W1A;"!T87)G970@8F]N=7-E<UPI('9E<G-U
M<R`D-#@S+#`P,"!F;W(@,3DY."!<#%\$S,2!P97)C96YT(&]F(&%P<&QI8V%B
M;&4@=&]T86P@=&%R9V5T("E4:@T*5"H-"BAB;VYU<V5S7"DN("E4:@T*,"`M
M;BXS(%1\$#0HH("`@("`@070@=&AE(&I<V-R971I;VX@;V8@=&AE(\$-O;6UI
M="1E92P@87=A<F1S('5N9&5R('1H92!-4\$D@4&QA;B!M87D@8F4@;6%D92!I
M;B!C87-H(&]R('H87)E<R!O9B!T:&4@*51J#0HP("TQ+C\$R(%1\$#0HHOVM
M<&%N>5PR,C)S('T;V-K(&]R(&\$@8V]M8FEN871I;VX@=&AE<F5O9BP@86YD
M(')E<W1R:6-T:6]N<R!M87D@8F4@<&QA8V5D(&]N('1H92!V97-T:6YG(&]F
M(&%N>2!S=&]C:R!A=V%R9"X@*51J#0HR,BXX."`M,BXS(%1\$#0HH,3(@*51J
M#0I%5`T*96YD<W1R96%M#0IE;F1O8FH-"C8P(#`@;V]J#0H\`T*+U!R;V-3
M970@6R]01\$@+U1E>\$@70T*+T9O;G0@/#P-"B]@,B`T(#`@4@T*+T8T(#8@
M,"!2#0H^/@T*+T5X=\$@3=&%T92`\`T*+T=3,2`W(#`@4@T*/CX-"CX#0IE
M;F1O8FH-"C8R(#`@;V]J#0H\`T*+TQE;F=T:`U.3`X#0H^/@T*+W1R96%M
M#0I"5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@
M9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**"@("`@("`@("`@("`@("`@("E4
M:@T*+T8S(#\$@5&8-"C`@+3(N,S8@5\$0-"BA,;VYG+51E<FT@26YC96YT:79E
M(\$]P<&]R='5N:71Y*51J#0HO1C0@,2!49@T*,"`M,BXS-"!41`T**"@("`@
M(%1H92`Q.3DR(\$EN8V5N=&EV92!%&75I='D@4&QA;B!<*%PR,C-O;&%N7#(R
M-%PI+"!A<R!A<!R;W9E9"!B>2!T:&4@<VAA<F5H;VQD97)S+"!I<R!I;G1E
M;F1E9"!T;R!A;&EG;B!T:&4@:6YT97)E<W1S(&]F("E4:@T*,"`M,2XQ,B!4
M1`T**&ME>2!M86YA9V5M96YT(&%N9"!T:&4@<VAA<F5H;VQD97)S+B!);B`Q
M.3DW+"!T:&4@4&QA;B!W87,@86UE;F1E9"p@87,@87!P<F]V960@8GD@<VAA
M<F5H;VQD97)S+"!T;R!I;F-R96%S92!T:&4@*51J#0I4*@T**&YU;6)E<B!O
M9B!T:&4@0V]M<&%N>5PR,C)S('H87)E<R!A=F%I;&%B;&4@9F]R(&ES<W5A
M;F-E(&)Y(#4U-2PP,#`@<VAA<F5S+"!L:6UI="!T:&4@;G5M8F5R(&]F('1H
M92!#;VUP86YY7#(R,G,@*51J#0I4*@T**'-H87)E<R!W:&EC:"!C86X@8F4@
M:7-S=65D(&%S(%)E<W1R:6-T960@4VAA<F5S(&%N9"!\$969E<G)E9"!3:&%R
M97,@=6YD97(@=&AE(%!L86X@=&\@,34P+#`P,"!S:&%R97,@7"AE>&-L=61I
M;F<@*51J#0I4*@T**&%W87)D<R!C;VYD:71I;VYE9"!O;B!T:&4@871T86EN
M;65N="!O9B!M86YA9V5M96YT(&]B:F5C=&EV97-<*2P@<')O=FED92!T:&%T
M('T;V-K(&]P=&EO;G,@;6%Y(&)E('1R86YS9F5R86)L92P@*51J#0I4*@T*
M*!R;VAI8FET('1H92!R92UP<FEC:6YG(&]F(%PR,C-U;F1E<G=A=&5R(&]P
M=&EO;G-<,C(T+"!P<F]V:61E('1H92!#;VUM:71T964@=VET:"!A9&1I=&EO
M;F%L(&9L97AI8FEL:71Y('!O(&UO9&EF>2`I5&H-"EOJ#0HH;6%N86=E;65N
M="!O8FIE8W1I=F5S(')E;&%T:6YG('!O('!E<F9O<FUA;F-E+6)A<V5D(&%W
M87)D<R!I9B!B=7-I;F5S<R!C:7)C=6US=&%N8V5S('=A<G)A;G0L(&%N9"!E
M;EM:6YA=&4@*51J#0I4*@T**&%U=&]M871I8R!G<F%N=&EN9R!O9B!F;W)M
M=6QA(&%W87)D<R!O9B!S=&]C:R!O<'!I;VYS('!O(\$!I<F5C=&]R<RX@26X@
M,3DY.2P@=&AE(%!L86X@=V%S(&9U<G1H97(@86UE;F1E9"p@87,@*51J#0I4
M@T**&%P<')O=F5D(&)Y('1H92!S:&%R96AO;&1E<G,L('!O(&9U<G1H97(@
M:6YC<F5A<V4@=&AE(&YU;6)E<B!O9B!T:&4@0V]M<&%N>5PR,C)S('H87)E
M<R!A=F%I;&%B;&4@9F]R(&ES<W5A;F-E(&)Y("E4:@T*5"H-"B@U-3`L,#`P
M('H87)E<RX@*51J#0HP("TR+C,@5\$0-"B@@"`@("!5;F1E<B!T:&4@4&QA
M;BP@82!L;VYG+71E<FT@<&5R9F]R;6%N8V4@<VAA<F4@<')O9W)A;2!<*%PR
M,C-097)F;W)M86YC92!3:&%R92!0<F]G<F%M7#(R-%PI('=A<R!I;G-T86QL
M960@:6X@,3DY-"`I5&H-"C`@+3\$N,3(@5\$0-"BAT;R!F=7)T:&5R(&%L:6=N
M('1H92!I;G1E<F5S=",@;V8@9&5S:6=N871E9"!E>&5C=71I=F5S(&%N9"!T
M:&4@<VAA<F5H;VQD97)S(&EN(&EN8W)E87-I;F<@<F5T=7)N(&]N(&EN=F5S
M=&5D(&-A<@ET86P@*51J#0I4*@T**&%N9"!L;VYG+71E<FT@<VAA<F5H;VQD
M97(@=F%L=64N(%1H92!097)F;W)M86YC92!3:&%R92!0<F]G<F%M('!R;W9I
M9&5S('1H92!P87)T:6-I<&%N=",@=&AE(&]P<&]R='5N:71Y('!O("E4:@T*
M5"H-"BAR96-E:79E('H87)E<R!O9B!#;VUP86YY('T;V-K(&]R+"!A="!T
M:&4@0V]M;6ET=&5E7#(R,G,@9&ES8W)E=&EO;BP@97%U:79A;&5N="!C87-H
M('9A;'5E+"!B87-E9"!O;B!#;VUP86YY("E4:@T*5"H-"BAP97)F;W)M86YC
M92!A9V%I;G-T('P96-I9FEC(&9I;F%N8VEA;"!O8FIE8W1I=F5S+B`I5&H-
M`C`@+3(N,R!41`T**"@("`@("T87)T:6YG(&EN(\$Y.30L(&R86Y<R!O
M9B!P97)F;W)M86YC92!S:&%R97,@87)E(&UA9&4@86YN=6%L;'D@=&\@8V5R
M=&%I;B!K97D@96UP;&]Y965S(&)A<V5D(&]N("E4:@T*,"`M,2XQ,B!41`T*
M*!)E<W!O;G-I8FEL:71Y(&QE=F5L+B!097)F;W)M86YC92!F;W(@=&AE(\$Y
M.3<@9W)A;G1S('=A<R!D971E<FUI;F5D(&9O<B!T:&4@<&5R:6]D+"`Q.3DW
M+3\$Y.3DL(&%S(&1E<V-R:6)E9"!B96QO=RX@*51J#0I4*@T**!E<F9O<FUA
M;F-E(&%G86EN<W0@<W!E8VEF:6,@9FEN86YC:6%L(&]B:F5C=&EV97,@9F]R
M('1H92`Q.3DX(&%N9"Q.3DY(&R86YT<R!W:6QL(&)E(&1E=&5R;6EN960@
M:6X@966R;'D@,C`P,2!A;F0@*51J#0I4*@T**#(P,#(@9F]R('1H92!T:')E
M92UY96%R('!E<FEO9',L(#\$Y.3@M,C`P,"!A;F0@,3DY.2TR,#`Q+"!R97-P
M96-T:79E;'DN(%1H92!P97)C96YT86=E(&]F('!E<F9O<FUA;F-E('H87)E
M<R`I5&H-"EOJ#0HH966R;F5D(&-A;B!R86YG92!F<F]M('IE<F\@=&\@,3<U
M('!E<F-E;GON(\$9O<B`Q.3DY(&%N9"Q.3DX('1H92!N86UE9"!E>&5C=71I
M=F4@;V9F:6-E<G,L(&5X8VQU9&EN9R!T:&4@0VAI968@*51J#0I4*@T**\$5X
M96-U=&EV92!/9F9I8V5R+"!W97)E(&R86YT960@,COL,#`P(&%N9"R,BPU
M,#`@<&5R9F]R;6%N8V4@<VAA<F5S+"!R97-P96-T:79E;'DN(\$9O<B!A(&1E

M=&%I;&5D(&1E<V-R:7!T:6]N(&]F("E4:@T*5"H-"BAT:&4@,3DY.2!G<F%N
M="L(&]B:F5C=&EV97,@86YD(&5S=&EM871E9"!F=71U<F4@<&%Y;W5T(&]P
M<&]R='5N:71I97,L('E92!<,C(S3&]N9RU497)M(\$EN8V5N=&EV92!0;&%N
M<R!<,C(W(\$%W87)D<R'I5&H-"E0J#0HH:6X@3&%S="!&:7-C86P@665A-EPR
M,C0@;VX@<&%G92`Q,"X@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"\$=64@=&@\@
M=&AE(\$-0;7!A;GE<,C(R<R!A8FYO<FUA;"!F:6YA;F-186P@<F5S=6QT<R!I
M;B`Q.3DY+"!A<R!C;VUP87)E9"!T;R!T:&4@0V]M<&%N>5PR,C)S(&9I;F%N
M8VEA;"!R97-U;'!S(&90<B`I5&H-"C`@+3\$N,3(@5\$0-"BAR96-E;G0@>65A
M<G,L('!H92!#;VUM:71T964@87!P<F]V960@86X@861J=7-T;65N="!F;W(@
M=&AE('!H<F5E+7EE87(@<&5R9F]R;6%N8V4@<&5R:6]D(&5N9&EN9R!\$96-E
M;6)E<B`S,2P@*51J#0I4*@T**\$Y.3D@:6X@;W)D97(@=&@\<')O=FED92!L
M;VYG+71E<FT@:6YC96YT:79E(&UO=&EV871I;VX@9F]R('!H92!U<&-0;6EN
M9R!Y96%R<RX@5&AE(\$-0;6UI='!E92!A<!'!R;W9E9"!T<F5A=&EN9R`I5&H-
M"E0J#0HH=&AE('EE87(@,3DY.2!A<R!I9B!P97)F;W)M86YC92P@=VET:"!R
M97-P96-T('!O('!H92!C=6UU;&%T:79E('9A;'5E+6%D9&5D(&UE87-U<F4L
M(&AA9"!B965N('!H92!M:6YI;75M(')A=&AE<B`I5&H-"E0J#0HH=&AA;B!R
M96%L:7II;F<@=&AE(&9U;&P@;6%G;FET=61E(&]F('!H92`Q.3DY('!E<F9O
M<FUA;F-E('H;W)T9F%L;"P@86YD(&%S<VEG;F5D('!H92!Y96%R(#\$Y.3D@
M82!N96=A=&EV92!V86QU92`I5&H-"E0J#0HH861D960@;V8@)#8N,B!M:6QL
M:6]N+!"!C;VUP87)E9"!T;R`Q.3DW(&%N9)`Q.3DX('=H:6-H(&=E;F5R871E
M9"!A(&-0;6)I;F5D('!O<VET:79E('9A;'5E(&%D9&5D(&]F("E4:@T*5"H-
M"B@D-"XQ(&UI;&QI;&QI;VXN(\$YO(&%D:G5S=&UE;G0@=V%S(&UA9&4@=&@\@=&AE
M('!O=&%L('H87)E:;&]L9&5R(')E='5R;B!M96%S=7)E+B!7:71H('!H870@
M;6]D:69I8V%T:6]N+!"!T:&4@*51J#0I4*@T**\$-0;6UI='!E92!C;VYF:7)M
M960@=&AA="!F;W(@=&AE('!H<F5E+7EE87(@<&5R9F]R;6%N8V4@<&5R:6]D
M(&5N9&EN9R!\$96-E;6)E<B`S,2P@,3DY.2P@=&AE(\$-0;7!A;GD@86-H:65V
M960@*51J#0I4*@T**&%N(&%V97)A9V4@<&5R9F]R;6%N8V4@;V8@.#0N,B!P
M97)C96YT(&EN(')E<W!E8W0@=&@\@=&AE(\$-0;7!A;GE<,C(R<R!O8FIE8W1I
M=F5S(&90<B!V86QU92!A9&1E9"!A;F0@=&]T86P@*51J#0I4*@T**"-H87)E
M:;&]L9&5R(')E='5R;BX@5&AE('!A>6]U="!C;VUP87)E<R!T;R!A;B!A=F5R
M86=E('!A>6]U="!O9B`Q,3DN,2!P97)C96YT(&90<B!T:&4@<&5R:6]D<R!E
M;F1I;F<@*51J#0I4*@T**\$1E8V5M8F5R(#,Q+`Q.3DW(&%N9)`Q.3DX+B!!
M<R!A(')E<W5L="P@=&AE(\$-0;6UI='!E92!A<!'!R;W9E9"!A('!A>6]U="!O
M9B`T."PS-C8@<F5S="!I8W1E9"!S:&%R97,L('!H92!V86QU92`I5&H-"E0J
M#0HH;V8@=VAI8V@&9F]R('!H92!N86UE9"!E>&5C=71I=F4@;V9F:6-E<G,@
M:7,@<VAO=VX@:6X@=&AE(\$Q425`@4&%Y;W5T<R!C;VQU;6X@;V8@=&AE(%PR
M,C-3=6UM87)Y(\$-0;7!E;G-A=&EO;B`I5&H-"E0J#0HH5&%B;&5<,C(T(&]N
M('!A9V4@."X@5&AE(')E<W1R:6-T960@<VAA<F5S('!R;W9I9&4@9F]R(&\$@
M=&AR964M>65A<B!V97-T:6YG('!E<FEO9"!T;R!I;F-E;G1I=FEZ92!R971E
M;G1I;VXN(%!H92`I5&H-"E0J#0HH0V]M<&%N>5PR,C)S(&-A;&-U;&%T960@
M=F%L=64@861D960@9F]R('!H92!T:')E92UY96%R('!E<F90<FUA;F-E('!E
M<FEO9"P@869T97(@9VEV:6YG(&5F9F5C="!T;R!T:&4@861J=7-T;65N="P@
M=V%S("E4:@T*5"H-"BAN96=A=&EV92`D,BXQ(&UI;&QI;VXL(&%S(&-0;7!A
M<F5D('!O('!H92!E<W!A8FQI<VAE9"!T87)G970@=6YD97(@=&AE(\$-0;7!A
M;GE<,C(R<R!P97)F;W)M86YC92!S:&%R92!P<F]G<F%M(&]F("E4:@T*5"H-
M"B@D-BXT(&UI;&QI;&QI;VXN(%!H92!E<W!A8FQI<VAE9"!T87)G970@=V%S(&A
M<V5D(&]N(&\$@=V5I9VAT960@879E<F%G92!C;W-T(&]F(&-A<&ET86P@;V8@
M,3\$@<&5R8V5N="X@5&AE(\$-0;7!A;GE<,C(R<R`I5&H-"E0J#0HH879E<F%G
M92!T;W1A;"!S:&%R96A@;&1E<B!R971U<FX@<F%N:V5D(&EN('!H92`T.71H
M('!E<F-E;G1I;&4@;V8@;6@;7!S('!E97(@9W)O=7`@;V8@,S0@;6EN:6YG(&%N
M9"!M971A;"!C;VUP86YI97,L("E4:@T*5"H-"BAV97)S=7,@=&AE(&5S=&%B
M;ES:&5D(\$-0;7!A;GE<,C(R<R!P97)F;W)M86YC92!S:&%R92!P<F]G<F%M
M('!A<F=E="!O9B!T:&4@-35T:"!P97)C96YT:6QE+B!%86-H('!E<F90<FUA
M;F-E("E4:@T*5"H-"BAM96%S=7)E(&%T('!A<F=E="!L979E;"!I<R!W96EG
M:'!E9"U;"!P97)C96YT+B`I5&H-"C`@+3(N,R!41`T**`@("`@(\$YO(&=E
M;F5R86P@<')O9W)A;2!O9B!R97-T<FEC=&5D('T;V-K(&%W87)D<R!T;R!E
M>&5C=71I=F4@;V9F:6-E<G,@:&%S(&5X:7-T960@<VEN8V4@,3DX.#L@:;&]W
M979E<BP@=&AE("E4:@T*,`M,2XQ,B!41`T**\$-0;6UI='!E92!P97)E+V1I
M8V%L;'D@=7-E<R!S=6-H(&EN8V5N=&EV97,@;VX@82!S96QE8W1I=F4@8F%S
M:7,L('!R:6UA<FEL>2!F;W(@<F5T96YT:6]N(&%N9"!R96-R=6ET:6YG('!U
M<G!O<V5S+B`I5&H-"B]@,R`Q(%!F#0HP("TR+C,V(%!#0HH1&5F97)R960@
MOV]M<&5N<V%T:6]N(&%I:L86XI5&H-"B]@-&`Q(%!F#0HP("TR+C,T(%!S#0HH
M("`@("`@56YD97(@=&AE(\$-0;7!A;GE<,C(R<R!6;VQU;G1A<GD@3F]N+5%U
M86QI9FEE9"!\$969E<G)E9"!#;VUP96YS871I;VX@4&QA;B!<*&%PR,C-63E%\$
M0R!0;&%N7#(R-&%PI+"!O9F9I8V5R<R!A;F0@*51J#0HP("TQ+C\$R(%!\$#0HH
M;W1H97(@<V5N:6]R(&UA;F%G96UE;G0@96UP;&]Y965S(&%R92!P97)M:71T
M960@=&@\@9&5F97(L(&]N(&\$@<')E+71A>"!B87-I<RP@=7`@=&@\@-3`@<&5R
M8V5N="!O9B!T:&5I<B!B87-E('A;&%R>2`I5&H-"E0J#0HH86YD(&%L;"!O
M<B!A('!O<G1I;VX@;V8@=&AE:7(@8F]N=7,@=6YD97(@=&AE(\$UO22!0;&%N
M+!"O<B!T:&5I<B!S=&]C:R!A=V%R9"!O<B!C87-H(&%W87)('=H:6-H(&UA
M>2!B92!P87EA8FQE("E4:@T*5"H-"BAU;F1E<B!T:&4@4&5R9F]R;6%N8V4@
M4VAA<F4@4')O9W)A;2X@26X@,3DY.2P@=&AE(\$-0;6UI='!E92!A<!'!R;W9E
M9"!T:&4@8VAA;F=E<R!T;R!T:&4@5DY11\$,@*51J#0HR,BXX."`M,BXS("`M
M#0HH,3,@*51J#0I%\$T*96YD<W1R96%M#0IE;F1O8FH-"C8S(#`@;V)J#0H\
M/`T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T9O;G0@/#P-"B]@&B`T(#`@
M4@T*+T8S(#4@,"!2#0HO1C0@-B`P(@(-CX#0HO17AT1U-T871E(#P#0HO
M1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-C4@,"!O8FH-"CP#0HO3&5N
M9W1H(#4T.38-"CX#0IS=")E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R
M(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(@=S#0HP(%!C#0HP(%!W#0HH
M("`@("`@("`@("`@("`@("`@*51J#0HO1C0@,2!49@T*,"M,2XQ,B!41`T*
M*%L86X@=VAI8V@<&5R;6ET<R!A('!A<G1I8VEP86YT('!O(&5X8VAA;F=E
M('5P('!O(#\$P,"!P97)C96YT(&]F(&\$@<&%R=&EC:7!A;G1<,C(R<R!C87-H
M(@)O;G5S(&%W87)D('5N9&5R('!H92!-4\$D@*51J#0I4*@T**%L86X@9F]R
M(\$-0;7!A;GD@<W1O8VL@7"A<,C(S17AC:&%N9V5D(%-H87)E<UPR,C1<*2!B
M87-E9"!U<&]N('!H92!M87)K970@<')I8V4@;V8@=&AE(\$-0;7!A;GD@<W1O

M8VL@;VX@=&AE (&1E9F5R<F%L ("E4:@T*5"H-"BAD871E (&]F ('1H92!B;VYU
M<R!P87EM96YT (&EN=&\@=&AE (%9.441#(!L86XN(\$EN ('1H92!E=F5N="!O
M9B!S=6-H (&5X8VAA;F=E+"!T:&4@OV]M<&%N>2!W:6QL (&UA=&-H (&9O<B!T
M:&4@*51J#0I4*@T**!A<G1I8VEP86YT ('1H92!%>&-H86YG960@4VAA<F5S
M ('=I=&@86X@87=A@F0@;V8@<F5S=') I8W1E9"!S:&%R97,@97%U86P@=&\@
M,C4@<&5R8V5N="!O9B!T:&4@;6%R:V5T ('9A;'5E (&]F ('1H92`I5&H-"E0J
M#0HH17AC:&%N9V5D (%-H87)E<RX@17AC:&%N9V5D (%-H87)E<R!M=7-T (&E
M (&1E9F5R<F5D (&9O<B!A="!L96%S="!F:79E ('EE87)S (&%N9"!T:&4@<F5S
M=') I8W1E9"!S:&%R97,@=VEL;"!H879E (&\$@*51J#0I4*@T**&9I=F4M>65A
M<B!V97-T:6YG ('!E<FEO9"X@*51J#0H0C,@,2!49@T**,"M,BXS-B!41`T*
M*%-T;V-K (\$]P=&EO;B!!=V%R9',I5&H-"B] &-`Q (%1F#0HP ("TR+C,T (%1\$
M#0HH ("`@ ("`@26X@,3DY.2P@=&AE (\$-O;6UI='1E92!M861E (&\$@<W!E8VEA
M;"!O;F4M=&EM92!G<F%N="!O9B!N;VXM<75A;&EF:65D+"!S=')A=&5G:6,@
M86YD ('!R96UI=6T@<`)I8V5D ('-T;V-K ("E4:@T**,"M,2XQ,B!41`T**&]P
M=&EO;G,@7"A<C (S4W1R871E9VEC (\$]P=&EO;G-<,C (T7"D@=&\@96%C:"!E
M;&5C=&5D (&]F9FEC97 (@=&\@9G5R=&AE<B!I;F-E;G1I=FEZ92!S96YI;W (@
M;6%N86=E;65N="!T;R!P<F]V:61E ('9A;'5E ('1O ("E4:@T*5"H-"BAT:&4@
MOV]M<&%N>5PR,C)S ('-H87)E:~]L9&5R<RX@5&AE (%-T<F%T96=I8R!/<`1I
M;VYS (&=R86YT ('=A<R!D:79I9&5D (&EN=&\@=&AR964@97%U86P@=')A;F-H
M97,L (&%T ('1H92!F;VQL;W=I;F<@*51J#0I4*@T**&5X97)C:7-E ('!R:6-E
M (&9O<B!E86-H ('1R86YC:&4Z (%PH:5PI ('1R86YC:&4@02!W87,@<`)I8V5D
M (&%T (#U)2!A8F]V92!T:&4@OV]M<&%N>5PR,C)S (&UA<FME="!L86QU92!O
M;B!T:&4@9&%T92!O9B`I5&H-"E0J#0HH9W)A;G0 [(%PH:6E<*2!T<F%N8VAE
M (\$ (@=V%S ('!R:6-E9"!A="`U,"4@86)O=F4@<W5C:"!M87)K970@=F%L=64 [
M (&%N9"!<*EI:5PI ('1R86YC:&4@OR!W87,@<`)I8V5D (&%T (#<U)2!A8F]V
M92!S=6-H ("E4:@T*5"H-"BAM87)K970@=F%L=64N (&1H92!M87)K970@=F%L
M=64@<&5R ('-H87)E (&]N ('1H92!D871E (&]F (&=R86YT (&]F ('1H92!3=')A
M=&5G:6,@3W!T:6]N<R!W87,@) #0S+C,Q,C4N (\$%L;"!T:')E92`I5&H-"E0J
M#0HH=')A;F-H97,@87)E (&5X97)C:7-A8FQE (&]V97 (@82!T96XM>65A<B!P
M97)I;V0 [(&AO=V5V97 (L ('1H92!3=')A=&5G:6,@3W!T:6]N<R!N;W)M86QL
M>2!W:6QL (&YO="!V97-T ('5N=&EL ('1H92`I5&H-"E0J#0HH8F5G:6YN:6YG
M (&]F ('1H92!F:69T:"!Y96%R+B!4:&4@OV]M;6ET=&5E (&EN (#\$Y.3D@9W)A
M;G1E9"!A ('1O=&%L (&]F (#,R-BPP,#`@4W1R871E9VEC (\$]P=&EO;G,L (&]F
M ('H:6-H ('1H92`I5&H-"E0J#0HH;F%M960@97AE8W5T:79E (&]F9FEC97)S
M+"!E>&-L=61I;F<@=&AE (\$-H:65F (\$5X96-U=&EV92!/9F9I8V5R+"!W97)E
M (&=R86YT960@,3 (P+#`P,"!3=')A=&5G:6,@3W!T:6]N<RX@*51J#0HP ("TR
M+C,@5\$0-"B@@"`@ ("!4:&4@OV]M;6ET=&5E (&AA<R!A;' -O (&%U=&AO<FEZ
M960@87=A<F1S (&]F (&EN8V5N=&EV92!S=&]C:R!O<`1I;VYS ('1O (&-E<G1A
M:6X@:V5Y (&UA;F%G96UE;G0@96UP;&]Y965S+"`I5&H-"C`@+3\$N,3 (@5\$0-
M"BAE>&-L=61I;F<@<&%R=&EC:7!A;G1S (&EN ('1H92!097)F;W)M86YC92!3
M:&%R92!0<F]G<F%M+"!G96YE<F%L;'D@=VET:"!A;B!A;FYU86P@;&EM:70@
M;V8@,3,P+#`P,"!S:&%R97,N ('1H92`I5&H-"E0J#0HH97AE<F-I<V4@<`)I
M8V4@;V8@86QL ('-T;V-K (&]P=&EO;G,@87=A<F1E9"!U;F1E<B!T:&4@,3DY
M,B!) ;F-E;G1I=F4@17%U:71Y (!L86X@=&\@<W5C:"!M86YA9V5M96YT (&5M
M<&QO>65E<R`I5&H-"E0J#0HH:&%S (&E96X@=&AE (&UA<FME="!P<FEC92!W
M:&5N (&%W87)D960L (&%D:G5S=&5D (&9O<B!B=7-I;F5S<R!S<&EN+6])F9G,@
M86YD ('-P96-I86P@9&ES=')I8G5T:6]N<R!T;R!S:&%R96AO;&1E<G,N ("E4
M:@T*+T8S (#\$@5&8-"C`@+3 (N,S8@5\$0-"BA#:&EE9B!%>&5C=71I=F4@3V9F
M:6-E<B!#;VUP96YS871I;VXI5&H-"B] &-`Q (%1F#0HP ("TR+C,T (%1\$#0HH
M ("`@ ("`@37 (N (\$)R:6YZ;R!W87,@96QE8W1E9"!0<F5S:61E;G0@86YD (\$-H
M:65F (\$5X96-U=&EV92!/9F9I8V5R (&]F ('1H92!#;VUP86YY+"!E9F9E8W1I
M=F4@3F]V96UB97 (@,3`L (#\$Y.3<L ("E4:@T**,"M,2XQ,B!41`T**&%N9"!B
M96-A;64@0VAA:7)M86X@86YD (\$-H:65F (\$5X96-U=&EV92!/9F9I8V5R (&]F
M ('1H92!#;VUP86YY (&]N (\$IA;G5A<GD@,2P@,C`P,"X@2&4@:&%S (#,P ('EE
M87)S ('=I=&@=&AE ("E4:@T*5"H-"BA#;VUP86YY (&%N9"!H87,@<V5R=F5D
M (&%S (&\$@<V5N:6]R (&]F9FEC97 (@;V8@=&AE (\$-O;7!A;GD@<VEN8V4@,3DX
M-RX@*51J#0HP ("TR+C,@5\$0-"B@@"`@ ("!-<BX@0G)I;GIO (')E8V5I=F5D
M (&YO ('-A;&%R>2!A9&IU<W1M96YT (&EN (#\$Y.3@86YD (&]N (\$IU;F4@,2P@
M,3DY.2!R96-E:79E9"!A ('-A;&%R>2!A9&IU<W1M96YT (&]F ("OS-BPP,#`N
M ("E4:@T**,"M,2XQ,B!41`T**%S (&\$@<F5S=6QT (&]F (\$UR+B!"<FEN>F] <
M,C (R<R!E;&5C=&EO;B!T;R!#:&%I<FUA;B!O9B!T:&4@0F]A<F0L (&AE (')E
M8V5I=F5D (&\$@<V%L87)Y (&EN8W)E87-E (&]F (#DN-"!P97)C96YT (&]R ("E4
M:@T*5"H-"B@D-# \$L,#`P ('1O ("0T-S<L,#`P+"!E9F9E8W1I=F4@2F%N=6%R
M>2`Q+"`R,#`P+"!W:&EC:"!B<F]U9VAT (&AI<R!S86QA<GD@=&\@.3 (@<&5R
M8V5N="!O9B!H:7,@;F5W ('!O<VET:6]N ('-A;&%R>2`I5&H-"E0J#0HH<F%N
M9V4@;6ED ('!O:6YT (&]F ("0U,3DL,#`P ('=I=&@82!T87)G970@8F]N=7,@
M;V8@-34@<&5R8V5N="!O9B!M:61P;VEN="X@*51J#0HP ("TR+C,@5\$0-"B@@
M ("`@ ("!-<BX@0G)I;GIO (')E8V5I=F5D (&YO (\$U022!0;&%N (&%W87)D (&9O
M<B`Q.3DY+"!C;VUP87)E9"!T;R`D,CDQ+#`P,"!<*\$R-2!P97)C96YT (&]F
M (&AI<R!T87)G970@8F]N=7-<*2!F;W (@*51J#0HP ("TQ<CSR (%1\$#0HH,3DY
M."X@5&AE (\$-O;6UI='1E95PR,C)S (')E8V]M;65N9&%T:6]N ('1O ('1H92!"
M;V%R9"!N;WO@=&\@9W)A;G0@37 (N (\$)R:6YZ;R!A;B!-4\$D@4&QA;B!A=V%R
M9"!W87,@8F%S960@;VX@=&AE ("E4:@T*5"H-"BAD96-&96%S92!I;B!T:&4@
MOV]M<&%N>5PR,C)S (&YE="!I;F-O;64L (&\$@;6%J;W (@9&5T97)M:6YA;G0@
M:6X@0VAI968@17AE8W5T:79E (\$]F9FEC97 (@<&5R9F]R;6%N8V4L (&%S ('=E
M;&P@87,@*51J#0I4*@T**\$UR+B!"<FEN>F] <,C (R<R!O=VX@<F5C;VUM96YD
M871I;VXN ("E4:@T**,"M,BXS (%1\$#0HH ("`@ ("`@37 (N (\$)R:6YZ;R!W87,@
M9W)A;G1E9" `Q-BPP,#`@86YD (#\$U+#`P,"!P97)F;W)M86YC92!S:&%R97,@
M9F]R (#\$Y.3D@86YD (#\$Y.3@L (')E<W!E8W1I=F5L>2P@=6YD97 (@=&AE ("E4
M:@T**,"M,2XQ,B!41`T**%!E<F9O<FUA;F-E (%-H87)E (%!R;V=R86TN (\$UR
M+B!"<FEN>F] <,C (R<R`Q.3DY (%!E<F9O<FUA;F-E (%-H87)E (%!R;V=R86T@
M<&%Y;W5T ('=A<R!C86QC=6QA=&5D (&EN ('1H92!S86UE ("E4:@T*5"H-"BAW
M87D@87,@=&AE ('!A>6]U="!T;R!A;&P@;W1H97 (@<&%R=&EC:7!A;G1S+"!A
M<R!D:7-C=7-S960@=6YD97 (@3&]N9RU497)M (\$EN8V5N=&EV92!/<`!O<G1U
M;FET>2P@86YD ('1H92!V86QU92!O9B`I5&H-"E0J#0HH=&AE ('!A>6]U="!E

M87)N960@8GD@37(N(\$)R:6YZ;R!I<R!D:7-C;&]S960@=6YD97(=@&AE(\$Q4
M25`@4&%Y;W5T<R!C;VQU;6X@;V8@=&AE(%R,C-3=6UM87)Y(\$-0;7!E;G-A
M=&EO;B`I5&H-"EOJ#0HH5&%B;&5<,C(T(&]N('!A9V4@."X@37(N(\$)R:6YZ
M;R!W87,@9W)A;G!E9"X,"PP,#`@4W1R871E9VEE(\$]P=&EO;G,@:6X@,3DY
M.2X@*51J#0HP("TR+C,@5\$0-"B@@"@"("!"4:4@0VAI968@17AE8W5T:79E
M(\$]F9FEC97(@:7,@;F]T('!R97-E;G0@=VAE;B!T:44@0V]M;6ET=&5E(')E
M=FEE=W,@:ES('!E<F90<FUA;F-E(&%N9"!D971E<FUI;F5S(&AI<R`I5&H-
M"C`@+3\$N,3(@5\$0-"BAC;VUP96YS871I;VXN("E4:@T*+T8S(#\$@5&8-"C`@
M+3(N,S8@5\$0-"BA3=&]C:R!/=VYE<G-H:7`@1W5I9&5L:6YE<RE4:@T*+T8T
M(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"@"@"("!"!);B`Q.3DY+"!T:44@0F]A<F0L
M('I=&@=&AE(\$-0;6UI='1E95PR,C)S(')E8V]M;65N9&%T:6]N+"!E<W1A
M8FQI<VAE9"!S=&]C:R!O=VYE<G-H:7`@9W5I9&5L:6YE<R!F;W(@96QE8W1E
M9" I5&H-"C`@+3\$N,3(@5\$0-"BAO9F9I8V5R<RP@=VAI8V@9W5I9&5L:6YE
M<R!I;F-L=61E(\$-0;7!A;GD@<VAA<F5S(&]W;F5D(&]U=")I9VAT.R!S:&%R
M97,@;W=N960@:6X@82`T,#%<*M<*2!O<B!O=&AE<B!S879I;F=S('!L86XL
M("E4:@T*5"H-"BAI;F-L=61I;F<@0V]M<&%N>2!M871C:&EN9R!S:&%R97,@
M:6X@=&AO<V4@<QA;G,[('-H87)E<R!O9B!R97-T<FEC=&5D(' -T;V-K+"!A
M;F0@<VAA<F5S(&AE;G0@:6X@86X@97AE8W5T:79E("E4:@T*5"H-"BAO9F9I
M8V5R7#(R,G,@5DY11\$,@4&QA;B!A8V-O=6YT+B!4:&4@;W=N97)S:&EP(&=U
M:61E;&EN97,L(&]A<V5D(&]N(' -A;&%R>2!G<F%D92!M:60M<&]I;G1S(&%R
M93H@7"AI7"D@9F]R('1H92!#:&EE9B`I5&H-"EOJ#0HH17AE8W5T:79E(\$]F
M9FEC97(L(&\$@=F%L=64@;V8@<VAA<F5S(&5Q=6%L('!O(&9O=7(@=&EM97,@
M,3DY."!B87-E(' -A;&%R>3L@7"AI:5PI(&9O<B!T:44@4')E<VED96YT(&%N
M9"!#:&EE9B!/<&5R871I;F<@*51J#0I4*@T**\$]F9FEC97(L(&\$@=F%L=64@
M;V8@<VAA<F5S(&5Q=6%L('!O('!H<F5E('!I;65S(#\$Y.3@8F%\$S2!S86QA
M<GD[(%PH:6EI7"D@9F]R('1H92!%>5C=71I=F4@86YD(%-E;FEO<B!6:6-E
M(%!R97-I9&5N='L(&\$@*51J#0I4*@T**'9A;'5E(&]F(' -H87)E<R!E<75A
M;"!T;R!T=V\@86YD(&\$@:&%L9B!T:6UE<R`Q.3DX(&]A<V4@<V%L87)Y.R!A
M;F0@7"AI=EPI(&9O<B!O=&AE<B!E;&5C=&5D(&]F9FEC97)S+"!A("E4:@T*
M,C(N.#@+3(N,R!41`T**\$T("E4:@T*150-"F5N9"-T<F5A;0T*96YD;V)J
M#OHV-B`P(&]B:@T*/#P-"B]O<F]C4V5T(%LO4\$1&("]497AT(%T-"B] &;VYT
M(#P\#0HO1C(@-"`P(%-"B] &,R`U(#`@4@T*+T8T(#8@,"!2#0H^/@T*+T5X
M=\$=3=&%T92`\/`T*+T=3,2`W(#`@4@T*/CX-"CX^#0IE;F!08FH-"C8X(#`@
M;V)J#OH\`/`T*+TQE;F=T:"`R-S0V#0H^/@T*+W1R96%M#0I"5`T*+T8R(#\$@
M5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*
M,"!48PT*,"!4=PT**`@("`@("`@("`@("`@("E4:@T*,"M,2XQ,B!4
M1`T**'9A;'5E(&]F(' -H87)E<R!E<75A;"!T;R!O;F4@86YD(&\$@:&%L9B!T
M:6UE<R`Q.3DX(&]A<V4@<V%L87)Y+B!O<F5S96YT;"DL('1H92!#;VUM:71T
M964@:7,@<F5V:65W:6YG(&\$@=&EM971A8FQE(&9O<B`I5&H-"EOJ#0HH<F5A
M8VAI;F<@=&AE(&=U:61E;&EN92!O=VYE<G-H:7`@;&5Y96QS+B`I5&H-"B] &
M,R`Q(%!F#0HP("TR+C,V(%!\$#0HHOV]M<&%N>2!097)F;W)M86YC92!#;VUP
M87)I<V]N<RE4:@T*+T8T(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"@"("!"!&;W(@
M=&AE(&9I=F4M>65A<B!P97)I;V0L(#\$Y.34M,3DY.2P@=&AE('!O=&%L(')E
M='5R;B!O;B!T:44@0V]M<&%N>5PR,C)S(\$-0;6UO;B!3:&%R97,@=V%\$(&\$@
M;F5G871I=F4@*51J#0HP("TQ+C\$R(%!\$#0HH+C\$@<&5R8V5N="P@=VAI8V@
M=V%\$(&E)'1E<B!T:&%N('1H92!T;W1A;"!R971U<FX@;V8@=&AE(%,"F4"!)
M<F]N(&%N9"!3=&5E;"!<F]U<"P@8G5T('1R86EL960@=&AE('!O=&%L(')E
M='5R;G,@;V8@=&AE("E4:@T*5"H-"BA3)E`@365T86QS(\$UI;FEN9R!<F]U
M<"!A;F0@=&AE(%,"F4"U,#`@4W108VL@26YD97@N(\$9O<B!T:44@>65A<B`Q
M.3DY+"!#;&EF9G<-C,R('!O=&%L(')E='5R;B!W87,@82!N96=A=&EV92`I
M5&H-"EOJ#0HH,3DN,B!P97)C96YT+"!W:&EC:"!T<F%I;&5D('1H92!P965R
M(&=R;W5P(')E='5R;G,@86YD('1H92!R971U<FX@9F]R('1H92!B<F]A9&5R
M(&UA<FME="X@*51J#0HW("TQ+C\$R(%!\$#0HP+C8Q(%!C#0I;"*`I+3(Q.#(P
M**`I-C`P**`@*2TY,#`H("DM,3(P**`@*2TX-C`H("DM,3`T,"@*5U42@T*
M+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#0P-"XQ,R`X,3\$N,CD@5&T-
M"C`@5&,-"BA4;W1A;"!3:&%R96AO;&1E<BE4:@T*,BXT,#4@+3\$N,C,X,B!4
M1`T**%)E='5R;BE4:@T*150-"C`N-2!'#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-
M(%M="!D#0HQ(&D@#0HU,#(N,CD@-SDT+C0Y(&T-"C,X-"XY,R`W.30N-#D@
M;`T*,S@T+CDS(#<Y-"XT.2!M#0HS.#0N.3,@-SDT+C`Q(&P-"E,-"C`@1PT*
M,S@T+CDS(#<Y-"XP,2!M#0HU,#(N,CD@-SDT+C`Q(&P-"C4P,BXR.2`W.30N
M,#\$@;0T*-3`R+C(Y(#<Y-"XT.2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@,SDU+C<S(#<X,BXR-2!4;0T*6RA996%R*2TR.3@U+CDH1FEV92!996%R
M<RE=5\$H-"C`N,#<Q-"`M,2XR,S@R(%!\$#0I;*#\$Y.3DI+3,Q-C<N,R@Q.3DU
M+3\$Y.3DI751*#0I"5`T*,"XU(\$<-"C0R-RXX.2`W-C4N-#4@;0T*,S@T+CDS
M(#<V-2XT-2!L#0HS.#0N.3,@-S8U+COU(&T-"C,X-"XY,R`W-C0N.3<@;`T*
M4PT*,"!`#0HS.#0N.3,@-S8T+CDW(&T-"C0R-RXX.2`W-C0N.3<@;`T*-#(W
M+C@Y(#<V-"XY-R!M#0HT,C<N.#D@-S8U+COU(&P-"E,-"C`N-2!'#0HU,#(N
M,CD@-S8U+COU(&T-"C0S."XT-2`W-C4N-#4@;`T*-#,X+COU(#<V-2XT-2!M
M#OHT,S@N-#4@-S8T+CDW(&P-"E,-"C`@1PT*-#,X+COU(#<V-"XY-R!M#0HU
M,#(N,CD@-S8T+CDW(&P-"C4P,BXR.2`W-C0N.3<@;0T*-3`R+C(Y(#<V-2XT
M-2!L#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#\$P.2XV
M-2`W-3,N.3,@5&T-"ELH0VQE=F5L86YD+4-L:69F<R!);F,I+3(P,30S+C<H
M7"Q.2XR*2TQ,BXV*%PI)2DM-#(S.2XS*%PH+C\$I+3\$R+C0H7"DE*5U42@T*
M,"`M,2XR,30T(%!\$#0I;*%,"F4"U,#`@4W108VL@26YD97@I+3\$Y.3<U+C\$H
M,C\$N,2DM-#(U,"XW*#(U,2XR*5U42@T*5"H-"ELH4R90(\$ER;VX@86YD(%-T
M965L(\$=R;W5P(\$EN9&5X*2TQ-34X."XU*#\$P+C`I+30T,3<N-"A*#(P+C,I
M+3\$R+C8H7"DI751*#0I4*@T*6RA3)E`@365T86QS(\$UI;FEN9R!<F]U<"!)
M;F!E>"DM,34R.#\$N-B@Y,"XQ*2TU,C4P+C@H,RXX*5U42@T*+T8T(#\$@5&8-
M"C\$R(#`@,"`Q,B`R-2XV-2`V.3`N,#D@5&T-"B@@"@"("!"!4:44@0V]M;6ET
M=&5E(&E);EE=F5S('1H870@=&AE(\$-0;7!A;GE<,C(R<R!C;VUP96YS871I
M;VX@<W1R=6-T=7)E('!R;W9I9&5S(&%P<')O<')I871E(&%L:6=N;65N="!O
M9B!T:44@;&]N9RTI5&H-"C`@+3\$N,3(@5\$0-"BAT97)M(&EN=&5R97-T(&]F
M(&ME>2!M86YA9V5M96YT+"!T:44@0V]M<&%N>2P@86YD(&ET<R!S:&%R96AO
M;41E<G,N(%!H92!L;VYG+71E<FT@86YD(&-Y8VQI8V%L(&YA='5R92!09B!T
M:44@*51J#0I4*@T**\$-0;7!A;GE<,C(R<R!B=7-I;F5S<R!C86X@;6%K92!S

M: &]R=&5R+71E<FT@8V]M<&%R:7-O;B!09B!E>&5C=71I=F4@8V]M<&5N<V%T
M:6]N(&%N9"!S=&]C:R!P<FEC97,@;6ES;&5A9&EN9RX@*51J#0HP("TR+C,@
M5\$0-"B@@("@"!4:&4@9F]R96=O:6YG(')E<&]R="!H87,@8F5E;B!F=7)N
M:7-H960@8GD@=&AE(&UE;6)E<G,@;V8@=&AE(\$-O;7!E;G-A=&EO;B!A;F0@
M3W)G86YI>F%T:6]N(\$-O;6UI='1E92!A<R`I5&H-"C`@+3\$N,3(@5\$0-"BAS
M970@9F]R=&@8F5L;W<Z("E4:@T*,"M,BXS,B!41`T*6R@*2TQ,S<W,"A*
M+B`@0RX@36]R;&5Y+"!#:%&I<FUA;BE=5\$H-"C`@+3\$N,3(@5\$0-"ELH("DM
M,3,W-S`H4BX@(\$,N(\$-A;6)R92E=5\$H-"E0J#0I;*`I+3\$S-S<P*\$8N("!2
M+B!-8T%L;&ES=&5R*5U42@T*5"H-"ELH("DM,3,W-S`H4RX@(\$N(\$)R97-M
M86XI751*#0HR,BXX."M,BXS(\$1\$#0HH,34@*51J#0I%5`T*96YD<W1R96%M
M#0IE;F108FH-"C8Y(#`@;V)J#0H\`/`T*+U!R;V-3970@6R]01\$8@+U1E>'0@
M70T*+T90;G0@/#P-"B]@,B`T(#`@4@T*+T8S(#4@,"!2#0HO1C0@-B`P(%(-
M"CX^#0HO17AT1U-T871E(#P\#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B
M:@T*-S\$@,"!08FH-"CP\#0HO3&5N9W1H(#U,3@-"CX^#0IS='!)E86T-"D)4
M#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO
M1U,Q(&S=#0HP(%1C#0HP(%1W#0HH("`@("@"@("@"@("@"@("@"@("@"@("@"@
M1C,@,2!49@T*,3,N,B`M,BXS-B!41`T**%-(05)%2\$],1\$52(%)%5%523B!0
M15)&3U)-04Y#12E4:@T*+T8T(#\$@5&8-"BTQ,RXR("TR+C,T(\$1\$#0HH("`@
M("@"@5&AE(&9O;&QO=VEN9R!G<F%P:"!S:&]W<R!C:&%N9V5S(&]V97(@=&AE
M('!A<W0@9FEV92UY96R('!E<FEO9"!I;B!T: &4@=F%L=64@;V8@)#\$P,"!I
M;G9E<W1E9"!I;CH@7"Q7"De0VQI9F9S7#(R,B`I5&H-"C`@+3\$N,3(@5\$0-
M"BA#;VUM;VX@4VAA<F5S.R!<*#)<*2!3)E`@-3`P(%-T;V-K(\$EN9&5X.R!<
M*#-<*2!3)E`@27)O;B!A;F0@4W1E96P@1W)O=7`@26YD97@[(&%N9"!<*#1<
M*2!3)E`@365T86QS(\$UI;FEN9R`I5&H-"E0J#0HH1W)O=7`@26YD97@N(%1H
M92!V86QU97,@;V8@96%&C:"!I;G9E<W1M96YT(&%R92!B87-E9"!O;B!P<FEC
M92!C:&%N9V4@<&QU<R!R96EN=F5S=&UE;G0@;V8@86QL(&1I=FED96YD<RX@
M*51J#0HO1C,@,2!49@T*,3(N-C0@+3(N,S8@5\$0-"BA&259%+5E%05(@0U5-
M54Q!5\$E612!43U!3"!215154DY3*51J#0HQ+C\$T("TQ+C(R(\$1\$#0HH5F%L
M=64@;V8@)#\$P,"!);G9E<W1E9"!A="!\$96-E;6)E<B`S,2P@,3DY-"E4:@T*
M-BXT-"M,BXT(\$1\$#0HH3\$E.12!`4D%02"E4:@T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@,C4X+COU(#<W-RXY,R!4;0T**%9A;'5E(&%T(\$1E8V5M8F5R(#,Q*51J
M#0HO1C0@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#<V-"XT.2!4;0T*,2XS,2!4
M8PT*6R@*2TY.#(P*"`@*2TR.#`P*"`@*2TR.#`P*"`@*2TR-S@P*"`I,C`H
M("DM,C<X,"@@*3(P*"`I+3(W.#`H("DR,"@*5U42@T*+T8R(#\$@5&8-"C\$P
M+C`W.2`P(#`@,3`N,#<Y(#\$Y-RXP,2`W-3(N-S,@5&T-"C`@5&-"ELH,3DY
M-"DM-3`T."XT*#\$Y.34I+34P,C0N-B@Q.3DV*2TU,#`P+C@H,3DY-RDM-3`P
M,"XX*#\$Y.3@I+34P,#`N."@Q.3DY*5U42@T*150-"C`N-2!`#0HP(\$H@,"!J
M(#`N,C0@=R`Q,"!-(%M="!D#0HQ(&D@#OHR,S,N,#\$@-S0X+C@Y(&T-"C\$X
M,"XY,R`W-#@N.#D@;`T*,3@P+CDS(#<T."XX.2!M#0HQ.#`N.3,@-S0X+C0Q
M(&P-"E,-"C`@1PT*,3@P+CDS(#<T."XT,2!M#0HR,S,N,#\$@-S0X+C0Q(&P-
M"C(S,RXP,2`W-#@N-#\$@;0T*,C,S+C`Q(#<T."XX.2!L#0I3#0HP+C4@1PT*
M,S`T+C`U(#<T."XX.2!M#0HR-3\$N.3<@-S0X+C@Y(&P-"C(U,2XY-R`W-#@N
M.#D@;0T*,C4Q+CDW(#<T."XT,2!L#0I3#0HP(\$<-"C(U,2XY-R`W-#@N-#\$@
M;0T*,S`T+C`U(#<T."XT,2!L#0HS,#0N,#4@-S0X+C0Q(&T-"C,P-"XP-2`W
M-#@N.#D@;`T*4PT*,"XU(\$<-"C,W-"XX-2`W-#@N.#D@;0T*,S(S+C`Q(#<T
M."XX.2!L#0HS,C,N,#\$@-S0X+C@Y(&T-"C,R,RXP,2`W-#@N-#\$@;`T*4PT*
M,"!`#0HS,C,N,#\$@-S0X+C0Q(&T-"C,W-"XX-2`W-#@N-#\$@;`T*,S<T+C@U
M(#<T."XT,2!M#0HS-S0N.#4@-S0X+C@Y(&P-"E,-"C`N-2!`#0HT-#4N-#\$@
M-S0X+C@Y(&T-"C,Y,RXU-R`W-#@N.#D@;`T*,SDS+C4W(#<T."XX.2!M#0HS
M.3,N-3<@-S0X+C0Q(&P-"E,-"C`@1PT*,SDS+C4W(#<T."XT,2!M#0HT-#4N
M-#\$@-S0X+C0Q(&P-"C0T-2XT,2`W-#@N-#\$@;0T*#-#0U+C0Q(#<T."XX.2!L
M#0I3#0HP+C4@1PT*-3\$U+CDW(#<T."XX.2!M#0HT-CON,3,@-S0X+C@Y(&P-
M"COV-"XQ,R`W-#@N.#D@;0T*#-#8T+C\$S(#<T."XT,2!L#0I3#0HP(\$<-"COV
M-"XQ,R`W-#@N-#\$@;0T*-3\$U+CDW(#<T."XT,2!L#0HU,34N.3<@-S0X+C0Q
M(&T-"C4Q-2XY-R`W-#@N.#D@;`T*4PT*,"XU(\$<-"C4X-BXU,R`W-#@N.#D@
M;0T*-3,T+C8Y(#<T."XX.2!L#0HU,S0N-CD@-S0X+C@Y(&T-"C4S-"XV.2`W
M-#@N-#\$@;`T*4PT*,"!`#0HU,S0N-CD@-S0X+C0Q(&T-"C4X-BXU,R`W-#@N
M-#\$@;`T*-3@V+C4S(#<T."XT,2!M#0HU.#8N-3,@-S0X+C@Y(&P-"E,-"D)4
M#0HO1C0@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#<S-2XV.2!4;0T**`I5&H-
M"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<R,RXY,R!4;0T*6RA#;&EF9G-<
M,C(R(\$-O;6UO;BDM,3(U,3,N-B@Q,#`I+34U-#@N-"@Q,30I+34U,C0N-B@Q
M,S\$I+34U,#`N."@Q,S8I+34U,#`N."@Q,C0I+34U,#`N."@Q,#`I751*0HP
M("TQ+C\$Q.3(@5\$0-"ELH4R90(#4P,"!3=&]C:RDM,3(Y,CDN-B@Q,#`I+34U
M-#@N-"@Q,S8I+34U,C0N-B@Q-CDI+34U,#`N."@R,C8I+34U,#`N."@R.3`I
M+34U,#`N."@S-3\$I751*0I4*@T*6RA3)E`@27)O;B!A;F0@4W1E96PI+3\$Q
M,S0W+C<H,3`P*2TV,#0X+C0H.3,I+38P,C0N-2@X,RDM-C`P,"XW*#@T*2TV
M,#`P+C<H-S(I+38P,#`N-R@X,"E=5\$H-"E0J#0I;*%,F4"!-971A;',@36EN
M:6YG*2TQ,3`T,"XW*#\$P,"DM-34T."XT*#\$Q,2DM-34R-"XV*#\$Q,RDM-C`P
M,"XX*#<V*2TV,#`P+C<H-34I+34U,#`N-R@Q,#0I751*0HO1C(@,2!49@T*
M,3(@,"`P(#\$R(#,P,"XR,2`V-C(N.3<@5&T-"B@Q-B`I5&H-"D54#0IE;F1S
M="!)E86T-"F5N9&]B:@T*-S(@,"!08FH-"CP\#0HO4')O8U-E="!;+U!\$1B`O
M5&5X="!="#0HO1F]N="`\`/`T*+T8R(#0@,"!2#0HO1C,@-2`P(%(-"B]@-&`V
M(#`@4@T*/CX-"B]@>'1'4W1A=&4@/#P-"B]`4S\$@-R`P(%(-"CX^#0H^/@T*
M96YD;V)J#0HW-2`P(&]B:@T*/#P-"B]`,96YG=&@@-30T-0T*/CX-"G-T<F5A
M;0T*E0E-"B]@,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP
M(&<-"B]`4S\$@9W,-"C`@5&,-"C`@5`<-"B@Q("@"@("@"@("@"@("@"@("@"@
M5&H-"B]@,R`Q(%1F#0HQ."XU-B`M,BXS-B!41`T**%!%3E-)3TX@0D5.149)
M5%,I5&H-"B]@&-"`Q(%1F#0HM,3@N-38@+3(N,S0@5\$0-"B@Q("@"@("@"@("@"@
M9F]L;&]W:6YG('!A8FQE('H;W=S('!H92!A<`!R;WAI;6%T92!M87AI;75M
M(&%N;G5A;"!P96YS:6]N(&E;F5F:70@=6YD97(@=&AE(\$-O;7!A;GE<,C(R
M<R!Q=G%L:69I960@*51J#0HP("TQ+C\$R(\$1\$#0HH<&5N<V@;B!P;&%N<RP@
M=&]G971H97(@=VET:"!T: &4@4W5P<&QE;65N=&%L(%!L86X@9&5S8W)I8F5D
M(&E;&]W+"!W:&EC:"!W;W5L9"!B92!P87EA8FQE('!O(&5M<&QO>65E<R!I
M;B`I5&H-"E0J#0HH=F%R:6]U<R!C;VUP96YS871I;VX@8VQA<W-I9FEC871I
M;VYS(&%T(&%G92`V-2!W:71H(')E<')E<V5N=&%T:79E('EE87)S(&]F('E-

M<G9I8V4N(%1H92!A;6]U;G1S(&QI<W1E9"!I;B!T:&4@=&%B;&4@*51J#0I4
M*@T**&%R92!C;VUP=71E9"!O;B!A;B!A=71O;6%T:6,@:F]I;G0@86YD('!-U
M<G9I=F]R<VAI<"!A;FYU:71Y(&)A<VES(&%N9"!A<F4<W5B:F5C="!T;R!A
M;B!O9P9S970@;V8@-3'E(&]F(%-O8VEA;"I5&H-"EOJ#0HH4V5C=7)I='D@
M8F5N969I=',@=&AR;W5G:"!\$96-E;6)E<B`S,2P@,C`P,"!A;F0@=&AE(&5Q
M=6EV86QE;G0@;V9F<V5T('1H97)E869T97(N("E4:@T*5"H-"C`N.#,@5&,-
M"ELH("DM-#(P,"@*2TQ-C8P*"I+30R,#`H("DT.#`H("I+3\$V-C`H("I
M-#@P*"I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I
M("I-#@P*"I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I
M+T8S(#\$5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#<P+C`Y(#@R-"XY-R!4;0T*
M,"!48PT**\$%V97)A9V4@06YN=6%L*51J#0HM,"XW-C(@+3\$N,C,X,B!41`T*
M6RA#;VUP96YS871I;VX@;V8@-C`I+3\$Y-S0Q+C4H06YN=6%L(\$E;F5F:71S
M(&90<BE=5\$H-"BTP+C\$Q.3\$@+3\$N,C,X,B!41`T*6RA(:=H97-T(\$-O;G-E
M8W5T:79E*2TQ.#(Q-"XQ*%EE87)S(&]F(%-E<G9I8V4@26YD:6-A=&5D*5U4
M2@T*,"XR,S@Q("TQ+C(S.#@5\$0-"BA-;VYT:',@:6X@3&%S="`Q,C`I5&H-
M"D54#0HP+C4@1PT*,"!*(#`@:B`P+C(T('<@,3`@32!;73`@9`T*,2!I(`T*
M-3@V+C4S(#<Y,2XV,2!M#0HQ.3(N-#4@-SDQ+C8Q(&P-"C\$Y,BXT-2`W.3\$N
M-C\$@;0T*,3DR+COU(#<Y,2XQ,R!L#0I3#0HP(\$<-"C\$Y,BXT-2`W.3\$N,3,@
M;0T*-3@V+C4S(#<Y,2XQ,R!L#0HU.#8N-3,@-SDQ+C\$S(&T-"C4X-BXU,R`W
M.3\$N-C\$@;T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#@P+C`U(#<W-2XP
M-2!4;0T*6RA-;VYT:',@4')E8V5D:6YG(%)E=&ER96UE;G0I+3,W,3(H,34@
M>7)S+BDM,S<Q-2XU*#(P('ER<RXI+3,W,34N-2@R-2!Y<G,N*2TS-S\$U+C4H
M,S`@>7)S+BDM,S<Q-2XU*#(P('ER<RXI+30P,#\$N,B@T,"!Y<G,N*5U42@T*
M150-"C`N-2!`#0HQ.#4N,#\$@-S<P+C<S(&T-"C(U+C8U(#<W,"XW,R!L#0HR
M-2XV-2`W-S`N-S,@;0T*,C4N-C4@-S<P+C(U(&P-"E,-"C`@1PT*,C4N-C4@
M-S<P+C(U(&T-"C\$X-2XP,2`W-S`N,C4@;T*,3@U+C`Q(#<W,"XR-2!M#0HQ
M.#4N,#\$@-S<P+C<S(&P-"E,-"C`N-2!`#0HR-3\$N,#\$@-S<P+C<S(&T-"C\$Y
M,BXT-2`W-S`N-S,@;T*,3DR+COU(#<W,"XW,R!M#0HQ.3(N-#4@-S<P+C(U
M(&P-"E,-"C`@1PT*,3DR+COU(#<W,"XR-2!M#0HR-3\$N,#\$@-S<P+C(U(&P-
M`C(U,2XP,2`W-S`N,C4@;0T*,C4Q+C`Q(#<W,"XW,R!L#0I3#0HP+C4@1PT*
M,S\$W+C`Q(#<W,"XW,R!M#0HR-3@N-#4@-S<P+C<S(&P-"C(U."XT-2`W-S`N
M-S,@;0T*,C4X+COU(#<W,"XR-2!L#0I3#0HP(\$<-"C(U."XT-2`W-S`N,C4@
M;0T*,S\$W+C`Q(#<W,"XR-2!L#0HS,3<N,#\$@-S<P+C(U(&T-"C,Q-RXP,2`W
M-S`N-S,@;T*4PT*,"XU(\$<-"C,X,RXP,2`W-S`N-S,@;0T*,S(T+COU(#<W
M,"XW,R!L#0HS,C0N-#4@-S<P+C<S(&T-"C,R-"XT-2`W-S`N,C4@;T*4PT*
M,"!`#0HS,C0N-#4@-S<P+C(U(&T-"C,X,RXP,2`W-S`N,C4@;T*,S@S+C`Q
M(#<W,"XR-2!M#0HS.#,N,#\$@-S<P+C<S(&P-"E,-"C`N-2!`#0HT-#DN,#\$@
M-S<P+C<S(&T-"C,Y,"XT-2`W-S`N-S,@;T*,SDP+COU(#<W,"XW,R!M#0HS
M.3`N-#4@-S<P+C(U(&P-"E,-"C`@1PT*,SDP+COU(#<W,"XR-2!M#0HT-#DN
M,#\$@-S<P+C(U(&P-"C0T.2XP,2`W-S`N,C4@;0T*-#0Y+C`Q(#<W,"XW,R!L
M#0I3#0HP+C4@1PT*-3\$U+C`Q(#<W,"XW,R!M#0HT-38N-#4@-S<P+C<S(&P-
M`COU-BXT-2`W-S`N-S,@;0T*-#4V+C0U(#<W,"XR-2!L#0I3#0HP(\$<-"C0U
M-BXT-2`W-S`N,C4@;0T*-3\$U+C`Q(#<W,"XR-2!L#0HU,34N,#\$@-S<P+C(U
M(&T-"C4Q-2XP,2`W-S`N-S,@;T*4PT*,"XU(\$<-"C4X-BXU,R`W-S`N-S,@
M;0T*-3(R+COU(#<W,"XW,R!L#0HU,C(N-#4@-S<P+C<S(&T-"C4R,BXT-2`W
M-S`N,C4@;T*4PT*,"!`#0HU,C(N-#4@-S<P+C(U(&T-"C4X-BXU,R`W-S`N
M,C4@;T*-3@V+C4S(#<W,"XR-2!M#0HU.#8N-3,@-S<P+C<S(&P-"E,-"D)4
M#0HO1C(@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@.#,N.3<@-S4Y+C(Q(%1M
M#0I;""OQ,#`L,#`P*2TW-SDX+CDH)"DM-3`P+C\$H,COL-S4P*2TR-SDX+C,H
M)"DM-3`P+C\$H,S,L,#`P*2TR-SDX+C0H)"DM-3`P+C\$H-#S,L,C4P*2TR-SDX
M+C,H)"DM-3`P+C\$H-#DL-3`P*2TR-SDX+C0H)"DM-3`P+C\$H-3<L-S4P*2TS
M,S0V*0I+34P,"XQ*#8V+#`P,"E=5\$H-"C`@+3\$N,3\$Y,2!41`T*6R@D,34P
M+#`P,"DM.#<Y.2@S-RPQ,C4I+3,W.3@N-"@T.2PU,#`I+3,W.3@N-"@V,2PX
M-S4I+3,W.3@N-"@W-"PR-3`I+3,W.3@N-"@X-BPV,C4I+30S-#8N,2@Y.2PP
M,#`I751*#0I4*#T*6R@D,C`P+#`P,"DM.#<Y.2@T.2PU,#`I+3,W.3@N-"@V
M-BPP,#`I+3,W.3@N-"@X,BPU,#`I+3,W.3@N-"@Y.2PP,#`I+3,R.3@N-"@Q
M,34L-3`P*2TS.#0V+C(H,3,R+#`P,"E=5\$H-"E0J#0I;*"0R-3`L,#`P*2TX
M-SDY*#8Q+#@W-2DM,S<Y."XT*#@R+#4P,"DM,S(Y."XT*#S\$P,RPQ,C4I+3,R.
M.3@N-2@Q,C,L-S4P*2TS,CDX+C4H,30T+#,W-2DM,S@T-BXR*#S\$V-2PP,#`I
M751*#0I4*#T*6R@D,S`P+#`P,"DM.#<Y.2@W-"PR-3`I+3,W.3@N-"@Y.2PP
M,#`I+3,R.3@N-"@Q,C,L-S4P*2TS,CDX+C4H,30X+#4P,"DM,S(Y."XU*#S\$W
M,RPR-3`I+3,X-#8N,B@Q.3@L,#`P*5U42@T*5"H-"ELH)#,U,"PP,#`I+3@W
M.3DH.#8L-C(U*2TS,CDX+C0H,3\$U+#4P,"DM,S(Y."XU*#S\$T-"PS-S4I+3,R.
M.3@N-2@Q-S,L,C4P*2TS,CDX+C4H,C`R+#\$R-2DM,S@T-BXR*#(S,2PP,#`I
M751*#0I4*#T*6R@D-#`P+#`P,"DM.#<Y.2@Y.2PP,#`I+3,R.3@N-"@Q,S(L
M,#`P*2TS,CDX+C4H,38U+#`P,"DM,S(Y."XU*#S\$Y."PP,#`I+3,R.3@N-2@R
M,S\$S,L,#`P*2TS.#0V+C(H,C8T+#`P,"E=5\$H-"E0J#0I;*"0T-3`L,#`P*2TX
M,CDY*#S\$Q,2PS-S4I+3,R.3@N-2@Q-#@L-3`P*2TS,CDX+C4H,3@U+#8R-2DM
M,S(Y."XU*#(R,BPW-3`I+3,R.3@N-2@R-3DL.#<U*2TS.#0V+C(H,CDW+#`P
M,"E=5\$H-"E0J#0I;*"0U,#`L,#`P*2TX,CDY*#S\$R,RPW-3`I+3,R.3@N-2@Q
M-C4L,#`P*2TS,CDX+C4H,C`V+#(U,"DM,S(Y."XU*#(T-RPU,#`I+3,R.3@N
M-2@R.#@L-S4P*2TS.#0V+C(H,S,P+#`P,"E=5\$H-"E0J#0I;*"0U-3`L,#`P
M*2TX,CDY*#S\$-BPQ,C4I+3,R.3@N-2@Q.#\$L-3`P*2TS,CDX+C4H,C(V+#@W
M-2DM,S(Y."XU*#(W,BPR-3`I+3,R.3@N-2@S,3<L-C(U*2TS.#0V+C(H,S8S
M+#`P,"E=5\$H-"E0J#0I;*"0V,#`L,#`P*2TX,CDY*#S\$T."PU,#`I+3,R.3@N
M-2@Q.3@L,#`P*2TS,CDX+C4H,C0W+#4P,"DM,S(Y."XU*#(Y-RPP,#`I+3,R.
M.3@N-2@S-#8L-3`P*2TS.#0V+C(H,SDV+#`P,"E=5\$H-"B) &-"`Q(%1F#0HQ
M,B`P(#`@,3(@,C4N-C4@-C\$Y+C(Y(%1M#0HH("`@("`@5&AE('1A8FQNE&ES
M(&)A<V5D(&]N(&\$@,2XV-24@<&5N<VEO;B!F;W)M=6QA+B!4:&4@26YT97)N
M86P@4F5V96YU92!#;V1E(&]F(#\$Y.#8@7"A<,C(S0V]D95PR,C1<*2!P;&%C
M97,@;&EM:71A=&EO;G,@*51J#0HP("TQ+C\$R(%1\$#0HH;VX@=&AE(&)E;F5F
M:71S('=H:6-H(&UA>2!B92!P86ED(&9R;VT@82!Q=6%L:69I960@<&5N<VEO
M;B!P;&%N+B!4:&4@0V]M<&%N>2!H87,@82!N;VYQ=6%L:69I960@4W5P<&QE
M;65N=&%L("E4:@T*5"H-"BA2971I<F5M96YT(\$E;F5F:70@4&QA;B!<*%PR
M,C-3=7!P;&5M96YT86P@4&QA;EPR,C1<*2!P<F]V:61I;F<@9F]R('1H92!P

M87EM96YT (&R;VT@9V5N97)A;!"F=6YD<R!O9B!T:&4@8F5N969I=',@=VAI
M8V@*51J#0I4*@T**'=O=6QD(&)E(&QO<W0@8GD@4W5P<&QE;65N=&%L(%!L
M86X@<&%R=&EC:7!A;G1S(&%S(&\$@<F5S=6QT(&]F('!R97-E;G0@;W(@9G5T
M=7)E(\$-O9&4@;W(@;W1H97(@9V]V97)N;65N="I5&H-"E0J#0HH;&EM:71A
M=&EO;G,N("E4:@T*,"M,BXS(%1\$#0HH("@`@5&AE(&-O;7!E;G-A=&EO
M;B!U<V5D('!O(&LE=&5R;6EN92!B96YE9FET<R!U;F1E<B!T:&4@0V]M<&%N
M>5PR,C)S('!E;G-I;VX@<&QA;G,@:7,@=&AE('!-U;2!O9B!S86QA<GD@86YD
M(&)O;G5S("E4:@T*,"M,2XQ,B!4!T**!A:60@=&@82!P87)T:6-I<&%N
M="!D=7)I;F<@82!C86QE;F1A<B!Y96%R+B!096YS:6]N86)L92!E87)N:6YG
M<R!F;W(@96%&C:"!O9B!T:&4@0V]M<&%N>5PR,C)S(&YA;65D(&5X96-U=&EV
M92`I5&H-"E0J#0HH;V9F:6-E<G,@9'5R:6YG(#\$Y.3D@:6YC;'5D92!T:&4@
M86UO=6YT('!-H;W=N(&90<B`Q.3DY(&EN('!H92!386QA<GD@8V]L=6UN(&]F
M('!H92!<,C(S4W5M;6%R>2!#;VUP96YS871I;VX@*51J#0I4*@T**!1A8FQE
M7#(R-"!O;B!P86=E(#@L('!L=7,@=&AE(&%M;W5N="!O9B!B;VYU<R!E87)N
M960@:6X@,3DY."!A;F0@<&%I9"!I;B`Q.3DY+"!A<R!S:&]W;B!I;B!T:&4@
M0F]N=7,@8V]L=6UN(&]F('!H92`I5&H-"E0J#0HH4W5M;6%R>2!#;VUP96YS
M871I;VX@5&%B;4@9F]R(#\$Y.3@N(%!E;G-I;VYA8FQE(&5A<FYI;F=S(&EN
M(#\$Y.3D@9F]R(\$UE<W-R<RX@OG)I;GIO+"!//7#(R,DYE:6PL(\$-A;&9E92P@
M1&]W;&EN9R`I5&H-"E0J#0HH86YD(%=E<W0@=V5R92`D-S\$R+#`P,"P@)#0Q
M."PT,3<L("OT,#@L-C(U+"`D,C<P+#@S,R!A;F0@)#,P-BPX,S,L(')E<W!E
M8W1I=F5L>2X@365S<W)S+B!"<FEN>F\L(\$]<,C(R3F5I;"P@*51J#0I4*@T*
M*\$-A;&9E92P@1&]W;&EN9R!A;F0@5V5S="!H879E(#,P+"`X+"`R-RP@,2P@
M86YD(#,R("EE87)S+"!R97-P96-T:79E;'DL(&]F(&-R961I=&5D('!-E<G9I
M8V4@=6YD97(@=&AE(\$-O;7!A;GE<,C(R<R`I5&H-"E0J#0HH<75A;&EF:65D
M('!E;G-I;VX@<&QA;BX@*51J#0HR,BXX."`M,BXS(%1\$#0HH,3<@*51J#0I%
M5`T*96YD<W1R96%M#0IE;F108FH-"C<V(#@;V)J#0H\`/T*+U!R;V-3970@
M6R]01\$8@+U1E>'0@70T*+T9O;G0@/#P-"B] &,B`T(#`@4@T*+T8S(#4@,"!2
M#0H01C0@-B`P(%(-"CX"#0H017AT1U-T871E(#P\#0H01U,Q(#<@,"!2#0H^
M/@T*/CX-"F5N9&]B:@T*-S@@"!"08FH-"CP\#0H03&5N9W1H(#8R,#,-"CX^
M#0IS=")E86T-"D)4#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP
M-2!4;0T*,"!G#0H01U,Q(&=S#0HP(%1C#0HP(%1W#0HH("@`@("`@("`@
M("`@("`@*51J#0H01C,@,2!49@T*,30N-30@+3(N,S8@5\$0-"BA!1U)%14U%
M3E13(\$%.1"!44D%.4T%#5\$E/3E,I5&H-"B] &,B`Q(%1F#0HM,30N-30@+3(N
M,S0@5\$0-"B@@"`@("!"!%9F9E8W1I=F4@2F%N=6%R>2`Q+"`R,#`P+"!T:&4@
M0V]M<&%N>2!E;G1E<F5D(&EN=&\@<V5V97)A;F-E(&%G<F5E;65N=',@=VET
M:"!N86UE9`!E>&5C=71I=F4@;V9F:6-E<G,@2F]H;B`I5&H-"B] &-"`Q(%1F
M#0HP("TQ+C\$R(%1\$#0HH4RX@OG)I;GIO+"!\$:7)E8W1O<BP@0VAA:7)M86X@
M86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R+"!4:&]M87,@2BX@3UPR,C).
M96EL+"!0<F5S:61E;G0@86YD(\$-H:65F(\$]P97)A=&EN9R`I5&H-"E0J#0HH
M3V9F:6-E<BP@86YD(%=I;&QI86T@4BX@0V%L9F5E+"!%&5C=71I=F4@5FEC
M92!0<F5S:61E;G0M0V]M;65R8VEA;"P@7"A<,C(S06=R965M96YT<UPR,C1<
M*2P@=VAI8V@<W!E8VEF>2!C97)T86EN("E4:@T*5"H-"BAF:6YA;F-I86P@
M87)R86YG96UE;G1S('!H870@=&AE(\$-O;7!A;GD@=VEL;"!P<F]V:61E('5P
M;VX@=&AE('!E<FUI;F%T:6]N(&]F('!-U8V@;V9F:6-E<G<-C,R(&5M<&QO
M>6UE;G0@=VET:"!T:&4@*51J#0I4*@T**\$-O;7!A;GD@=6YD97(@8V5R=&%I
M;B!C:7)C=6US=&%N8V5S+B!4:&4@06=R965M96YT<R!A<F4@:6YT96YD960@
M=&\@96YS=7)E(&-O;G1I;G5I='DL('!-T86)I;&ET>2!A;F0@9F%I<B`I5&H-
M"E0J#0HH=")E871M96YT(&]F('!-U8V@@97AE8W5T:79E(&]F9FEC97)S(&]F
M('!H92!#;VUP86YY(&EN('!H92!E=F5N="!O9B!A(%PR,C-C:&%N9V4@:6X@
M8V]N=")O;%PR,C0@;V8@=&AE(\$-O;7!A;GD@7"AA<R`I5&H-"E0J#0HH9&5F
M:6YE9"!I;B!T:&4@06=R965M96YT<UPI+B!4:&4@=&5R;2!O9B!T:&4@06=R
M965M96YT<R!E;F1S(\$1E8V5M8F5R(#,Q+"`R,#`Q+"!B=70@=VEL;"!B92!E
M>'!E;F1E9"!A="!T:&4@96YD("E4:@T*5"H-"BAO9B!E86-H('EE87(@8V]M
M;65N8VEN9R!W:71H('!H92!Y96%R(#(P,#`@9F]R(&%N(&%D9&ET:6]N86P@
M>65A<BP@=6YL97-S('!H92!#;VUP86YY(&]R('!H92!O9F9I8V5R<R!G:79E
M(&YO=&EC92`I5&H-"E0J#0HH=&AA="!I="!O<B!T:&5Y(&1O(&YO="!W86YT
M('!H92!T97)M(&5X=&5N9&5D+B`I5&H-"C`@+3(N,R!41`T**`@("`@(%5N
M9&5R('!H92!!9W)E96UE;G1S+"!I9B!D=7)I;F<@=&AE(#(M>65A<B!P97)I
M;V0@9F]L;&]W:6YG(&\$@7#(R,V-H86YG92!I;B!C;VYT<F]L7#(R-"P@=&AE
M(&]F9FEC97(@:7,@=&5R;6EN871E9"!B>2`I5&H-"C`@+3\$N,3(@5\$0-"BAT
M:&4@0V]M<&%N>2!W:71H;W5T(%PR,C-C875S95PR,COL(&]R(')E<VEG;G,@
M869T97(@7"AI7"D@;F]T(&)E:6YG(&UA:6YT86EN960@:6X@;&ES("!R:6]R
M('!O<VET:6]N+"!<*&EI7"D@8F5I;F<@<F5D=6-E9"!I;B`I5&H-"E0J#0HH
M9'5T:65S+"!C;VUP96YS871I;VX@;W(@8F5N969I="L(%PH:6E17"D@9&5T
M97)M:6YI;F<@:4@:7,@=6YA8FQE('!O(&-A<G)Y(&]U="!H:7,@9'5T:65S
M(&%N9"R!R97-P;VYS:6)I;&ET:65S+"!O<B`I5&H-"E0J#0HH7"AI=EPI(&)E
M:6YG(')E;&]C871E9"!W:71H;W5T(&AI<R!C;VYS96YT(%PH86YD(&%L<V\@
M:6X@=&AE(&-A<V4@;V8@2BX@4RX@OG)I;GIO+"!R97-I9VYS('!I=&AI;B`S
M,"!D87ES(&9O;&QO=VEN9R!T:&4@*51J#0I4*@T**&9I<G-T(&%N;FEV97)S
M87)Y(&]F(&\$@7#(R,V-H86YG92!I;B!C;VYT<F]L7#(R-)%PI+"!S=6-H(&]F
M9FEC97(@=V]U;&0@8F4@96YT:71L960@7"AA7"D@=&\@;'5M<"!S=6T@<&%Y
M;65N=",@;V8@,R!Y96%R<R!O9B`I5&H-"E0J#0HH8F%S92!P87D@86YD(&EN
M8V5N=&EV92!C;VUP96YS871I;VXL(%PH8EPI('!O(&\$@;'5M<"!S=6T@<&%Y
M;65N="!O9B!T:&4@=&AE;B!P<F5S96YT('9A;'5E(&]F('!H92!P96YS:6]N
M(&)E;F5F:71S("E4:@T*5"H-"BAT:&%T(&AE('!O=6QD(&)E(&5N=&ET;&5D
M('!O(')E8V5I=F4@,R!Y96%R<R!A9G1E<B!H:7,@=&5R;6EN871I;VX@;V8@
M96UP;&]Y;65N="P@86YD(%PH8UPI('!O(&-O;G1I;G5E('!A<G1I8VEP871I
M;VX@:6X@*51J#0I4*@T**&UE9&EC86P@86YD(&]T:&5R('!E;&9A<F4@8F5N
M969I="!P;&%N<R!F;W(@,R!Y96%R<R!A9G1E<B!H:7,@=&5R;6EN871I;VX@
M;V8@96UP;&]Y;65N="X@5&AE(\$%G<F5E;65N=",@86QS;R`I5&H-"E0J#0HH
M96YT:71L92!T:&4@;V9F:6-E<G,@=&\@=F5S=&EN9R!O9B!A;&P@:6YC96YT
M:79E('!A>2!A="!T:&4@9W)E871E<B!O9B!T87)G970@;W(@86-T=6%L('!E
M<F9O<FUA;F-E+"!A;F0@;65D:6-A;"!A;F0@;&EF92`I5&H-"E0J#0HH:6YS
M=7)A;F-E(&)E;F5F:70@8V]N=&EN=6%T:6]N(&90<B!L:69E('5P;VX@<F5T
M:7)E;65N="!O<B!F;VQL;W=I;F<@=&5R;6EN871I;VXL('5N;&5S<R!T:&4@

M=&5R;6EN871I;VX@=V%\$ (&9O<B`I5&H-"E0J#0HH7# (R,V-A=7-E7# (R-"X@
M26X@861D:71I;VXL('1H92!;9W)E96UE;G1S('!R;W9I9&4@=&AA="!T:&4@
M;V9F:6-E<G,@87)E(&5L:6=I8FQE(&9O<B!R96EM8G5R<V5M96YT(&]F(&]U
M="!L86-E;65N=" I5&H-"E0J#0HH97AP96YS97,@=7`@=&\@,34E(&]F(&)A
M<V4@<&%Y+B!4:&4@0V]M<&%N>2!W:6QL('!R;W1E8W0@=&AE(&]F9FEC97)S
M(&%G86EN<W0@86YY(&EM<&]S:71I;VX@;V8@97AC:7-E`!A>!"O;B`I5&H-
M"E0J#0HH7#(R,V5X8V5S<R!P87)A8VAU=&5<,C(T('!A>6UE;G1S('5N9&5R
M('1H92!#;V1E(&)Y('!R;W9I9&EN9R!<,C(S9W)O<W,@=7`!<,C(T('!A>6UE
M;G1S('!O('1H92!O9F9I8V5R<RX@5&AE(\$%G<F5E;65N=",@*51J#0I4*@T*
M*!R;W9I9&4@=&AA="!T:&4@;V9F:6-E<G,@=VEL;"!N;W0@8V]M<=&5T92!W
M:71H('1H92!#;VUP86YY(&9O<B!T=V\@>65A<G,@9F]L;&]W:6YG('1H96ER
M('1E<FUI;F%T:6]N(&]F("E4:@T*5"H-"BAE;7!L;WEM96YT('5N9&5R('1H
M92!;9W)E96UE;G1S+B!) ;B!A9&1I=&EO;BP@06=R965M96YT<R!H879E(&)E
M96X@96YT97)E9"!I;G1O('!I=&@=@='O(&]T:&5R(&]F9FEC97)S+"!W:&\@
M*51J#0I4*@T**&%R92!N;W0@;F%M960@97AE8W5T:79E(&]F9FEC97)S+"!W
M:&EC:"!;9W)E96UE;G1S('!R;W9I9&4@9F]R('E=F5R86YC92!A;F0@8F5N
M969I="!P87EM96YT<R!C;W9E<FEN9R!E:71H97(@,B`I5&H-"E0J#0HH;W(@
M,R!Y96%R<R!I;B!T:&4@979E;G0@;V8@82!<,C(S8VAA;F=E(&EN(&-O;G1R
M;VQ<,C(T+B`I5&H-"C`@+3(N,R!41`T**`@("`@(\$YO;F4@;V8@=&AE<V4@
M06=R965M96YT<R!C<F5A=&4@96UP;&]Y;65N="!O8FQI9V%T:6]N<R!F;W(@
M=&AE(\$-O;7!A;GDN(\$O=&@8F5F;W)E(&%N9"!A9G1E<B!T:&4@*51J#0HP
M("TQ+C\$R(%1\$#0HH;V-C=7)R96YC92!O9B!A(%PR,C-C:&%N9V4@:6X@8V]N
M=")O;%PR,COL('1H92!#;VUP86YY(&UA>2!T97)M:6YA=&4@=&AE(&5M<&QO
M>6UE;G0@;V8@86YY(&]F('U8V@@;V9F:6-E<G,@9F]R("E4:@T*5"H-"BA<
M,C(S8V%U<V5<,C(T+"!W:71H;W5T(&%N(&]B;&EG871I;VX@=&\@<&%Y('E
M=F5R86YC92!C;VUP96YS871I;VX@;W(@8F5N969I="N("E4:@T*,"M,BXS
M(%1\$#0HH("`@("`@1'5R:6YG(\$#Y.3DL('1H92!";V%R9"!O9B!\$:7)E8W1O
M<G,@;V8@=&AE(\$-O;7!A;GD@87!P<F]V960@=&AE(\$-H86YG92!I;B!#;VYT
M<F]L(%E=F5R86YC92!087D@4&QA;B`I5&H-"C`@+3\$N,3(@5\$0-"BAE9F9E
M8W1I=F4@2F\$N=6%R>2`Q+"`R,#`P(%PH7#(R,U-E=F5R86YC92!O;&%N7#(R
M-%PI('H:6-H('!R97-E;G1L>2!C;W9E<G,@,38@:V5Y(&5M<&QO>65E<RP@
M:6YC;'5D:6YG(&YA;65D(&5X96-U=&EV92`I5&H-"E0J#0HH;V9F:6-E<B!%
M+B!#+B!\$;W=L:6YG+B!4:&4@4V5V97)A;F-E(%!L86X@<F5P;&%C97,@=&AE
M('!R:6]R(%E=F5R86YC92!O;&%N(&9O<B!+97D@16UP;&]Y965S+B!4:&4@
M4V5V97)A;F-E("E4:@T*5"H-"BA0;&%N(&ES(&1E<VEG;F5D('!O(&%S<W5R
M92!C;VYT:6YU:71Y+"!S=&%B:6QI="DL(&%N9"!F86ER('!R96%T;65N="!O
M9B!E;7!L;WEE97,@:6X@:V5Y('!O<VET:6]N<R!I;B!T:&4@979E;G0@;V8@
M82`I5&H-"E0J#0HH7#(R,V-H86YG92!I;B!C;VYT<F]L7#(R-"!O9B!T:&4@
M0V]M<&%N>2!<*%S(&1E9FEN960@:6X@=&AE(%E=F5R86YC92!O;&%N7`DN
M(%5N9&5R('1H92!3979E<F%N8V4@4&QA;BP@:68@9'5R:6YG('1H92`R+2E4
M:@T*5"H-"BAY96R('!E<FEO9"!F;VQL;W=I;F<@82!<,C(S8VAA;F=E(&EN
M(&-O;G1R;VQ<,C(T+"!I;B!T:&4@8V%S92!O9B!A(%E;FEO<B!6:6-E(%!R
M97-I9&5N="P@5FEC92!O<F5S:61E;GOL(\$-O;G1R;VQL97(@;W(@*51J#0I4
M*@T**%E8W)E=&%R>2!O9B!T:&4@0V]M<&%N>2P@82!P87)T:6-I<&%N="!I
M<R!T97)M:6YA=&5D(&)Y('1H92!#;VUP86YY('I=&AO=70@7#(R,V-A=7-E
M7#(R-"!O<B!R97-I9VYS(&%F=&5R(%PH:5PI(&YO="!B96EN9R`I5&H-"E0J
M#0HH;6%I;G1A:6YE9"!I;B!H:7,@;W(@:5R('!R:6]R('!O<VET:6]N+"!<
M*EI7"D@8F5I;F<@<F5D=6-E9"!I;B!C;VUP96YS871I;VX@;W(@8F5N969I
M="L(&]R(%PH:6E17"D@8F5I;F<@<F5L;V-A=&5D("E4:@T*5"H-"BAW:71H
M;W5T(&-O;G-E;GOL(&5E(&]R('H92!I<R!E;G1I=&QE9"!T;R!<*&%<*2!R
M96-E:79E(&\$@;'5M<!"S=6T@<&%Y;65N="!I;B!T:&4@86UO=6YT(&]F(#(@
M>65A<G,@;V8@8F%S92!P87D@86YD("E4:@T*5"H-"BAI;F-E;G1I=F4@8V]M
M<&5N<V%T:6]N+"!<*%<*2!R96-E:79E(&\$@;'5M<!"S=6T@<&%Y;65N="!O
M9B!T:&4@=&AE;B!P<F5S96YT('9A;'5E(&]F('1H92!P96YS:6]N(&)E;F5F
M:71S('1H870@:&4@;W(@*51J#0I4*@T**'-H92!W;W5L9"!B92!E;G1I=&QE
M9"!T;R!R96-E:79E(#(@>65A<G,@869T97(@:6ES(&]R(&AE<B!T97)M:6YA
M=&EO;B!O9B!E;7!L;WEM96YT+"!A;F0@7"AC7"D@8V]N=&EN=64@<&%R=&EC
M:7!A=&EO;B!I;B`I5&H-"E0J#0HH;65D:6-A;"!A;F0@;W1H97(@=V5L9F%R
M92!B96YE9FET('!L86YS(&9O<B`R('EE87)S(&%F=&5R(&AI<R!O<B!H97(@
M=&5R;6EN871I;VX@;V8@96UP;&]Y;65N=#L@;W(@:6X@=&AE(&-A<V4@;V8@
M82`I5&H-"E0J#0HH36EN92!-86YA9V5R(&]F(&\$@4W5B<VED:6%R>2!O9B!T
M:&4@0V]M<&%N>2P@82!P87)T:6-I<&%N="!I<R!T97)M:6YA=&5D('I=&AO
M=70@7#(R,V-A=7-E7#(R-"!O<B!R97-I9VYS(&%F=&5R(%PH:5PI(&)E:6YG
M("E4:@T*5"H-"BAR961U8V5D(&EN(&-O;7!E;G-A=&EO;B!O<B!B96YE9FET
M<R!O<B!<*&EI7"D@8F5I;F<@<F5L;V-A=&5D('I=&AO=70@8V]N<V5N="P@
M:&4@;W(@<VAE(&ES(&5N=&ET;&5D('!O(%PH85PI(')E8V5I=F4@82`I5&H-
M"E0J#0HH;'5M<!"S=6T@<&%Y;65N="!I;B!T:&4@86UO=6YT(&]F(#\$@>65A
M<B!O9B!B87-E('A;&%R>2!A;F0@:6YC96YT:79E(&-O;7!E;G-A=&EO;BP@
M7"AB7"D@<F5C96EV92!A(&QU;7`@<W5M("E4:@T*5"H-"BAP87EM96YT(&]F
M('1H92!P<F5S96YT('9A;'5E(&]F('1H92!P96YS:6]N(&)E;F5F:71S('1H
M870@:&4@;W(@<VAE('O=6QD(&)E(&5N=&ET;&5D('!O(')E8V5I=F4@,B!Y
M96%R<R!A9G1E<B!H:7,@;W(@*51J#0I4*@T**&AE<B!T97)M:6YA=&EO;B!O
M9B!E;7!L;WEM96YT+"!A;F0@7"AC7"D@8V]N=&EN=64@<&%R=&EC:7!A=&EO
M;B!I;B!M961I8V%L(&%N9"!O=&AE<B!W96QF87)E(&)E;F5F:70@<&QA;G,@
M9F]R(#\$@>65A<B`I5&H-"E0J#0HH869T97(@:6ES(&]R(&AE<B!T97)M:6YA
M=&EO;B!O9B!E;7!L;WEM96YT+B!087)T:6-I<&%N=",@87)E(&5N=&ET;&5D
M('!O('9E<W1I;F<@;V8@86QL(&EN8V5N=&EV92!P87D@870@=&AE(&=R96%T
M97(@;V8@*51J#0I4*@T**`1A<F-E="!O<B!A8W1U86P@<&5R9F]R;6%N8V4L
M(&%N9"!T;R!M961I8V%L(&%N9"!L:69E(&EN<W5R86YC92!B96YE9FET(&-O
M;G1I;G5A=&EO;B!F;W(@;&EF92!F;VQL;W=I;F<@=&5R;6EN871I;VXL("E4
M:@T*5"H-"BAU;FQE<W,@=&AE('1E<FUI;F%T:6]N('A<R!F;W(@7#(R,V-A
M=7-E7#(R-"X@06QS;RPE*51J#0HR,BXX."M,BXS(%1\$#0HH,3@*51J#0I#
M5`T*96YD<W1R96%M#0IE;F108FH-"C<Y(#`@;V)J#0H\`T*+U!R;V-3970@
M6R]01\$8@+U1E>'O@70T*+T9O;G0@/#P-"B]@,B`T(#`@4@T*+T8S(#4@,"!2
M#0HO1C0<-B`P(%(-CX`#0HO17AT1U-T871E(#P`#0HO1U,Q(#<@,"!2#0H^

M/@T*/CX-"F5N9&]B:@T*.*\$@,!"O8FH-"CP\#0HO3&5N9W1H(#0Y-3@-"CX^
M#0IS=")E86T-"D)4#0HO1C(@,2!49@T*,3(@,"P(#\$R(#(U+C8U(#DV,2XP
M-2!4;0T*,"!G#0HO1U,Q(&=S#0HP(%1C#0HP(%1W#0HH("@"`@("@"`@("@"`@
M("@"`@("@"`@*51J#0HP("TQ+C\$R(%1\$#0HH<&%R=&EC:7!A;G1S(&%R92!E;&EG
M:6) L92!F;W(<<F5I;6)U<G-E;65N="!O9B!O=71P;&%C96UE;G0@97AP96YS
M97,@=7`@=&\@,34E(&]F(&A<V4@<&%Y+B!4: &4@4V5V97)A;F-E(%!L86X@
M*51J#0I4*@T**!R;W9I9&5S('1H870@=&AE('!A<G1I8VEP86YT<R!W:6QL
M(&YO="!C;VUP971E('!T=&@=&AE(\$-O;7!A;GD@9F]R('1H92`R(&]R(#\$@
>65A<B!P97)I;V0@9F]R('!H:6-H('1H97D@87)E("E4:@T*5"H-"BAR96-E
M:79I;F<@<V5V97)A;F-E('!A>2X@26YD:79I9'5A;,@=VAO('!O=6QD(&)E
M(&-O=F5R960@8GD@=&AE(%-E=F5R86YC92!0;&%N+!"!B=70@=VAO(')E8V5I
M=F4@<V5V97)A;F-E('!A>2`I5&H-"E0J#0HH86YD(&)E;F5F:71S('!U<G-U
M86YT('!O('1H92!!9W)E96UE;G1S(&]R(&%N;W1H97(<&@QA;B!O<B!A9W)E
M96UE;G0@<VEG;F5D(&]N(&)E:&%L9B!O9B!T:&4@0V]M<&%N>2P@87)E(&YO
M="`I5&H-"E0J#0HH96YT:71L960@=&\@8F5N969I=",@=6YD97(@=&AE(%-E
M=F5R86YC92!0;&%N+B!!;&P@8F5N969I=",@<&%Y86) L92!U;F1E<B!T:&4@
M4V5V97)A;F-E(%!L86X@87)E('!O(&)E(&1E<FEV960@9G)O;2`I5&H-"B] &
M-"`Q(%!F#0I4*@T**!1H92!#;VUP86YY7#(R,G,@=&AE;B!C=7)R96YT(&]P
M97)A=&EN9R!F=6YD<RX@3F]N92!O9B!T:&4@;V)L:6=A=&EO;G,@;V8@=&AE
M(\$-O;7!A;GD@9&5S8W)I8F5D(&%B;W9E(&5X:7-T('5N;&5S<R!A("E4:@T*
M5"H-"BA<,C(S8VAA;F=E(&EN(&-O;G1R;VQ<,C(T(&AA<R!O8V-U<G)E9"X@
M5&AE(\$-O;7!A;GD@=&VEL;"!P<F]T96-T('1H92!P87)T:6-I<&%N="!A9V!I
M;G-T(&EM<&]S:71I;VX@;V8@86YY(&5X8VES92!T87@@;VX@*51J#0I4*@T*
M*%PR,C-E>&-E<W,@<&%R86-H=71E7#(R-"!P87EM96YT<R!U;F1E<B!T:&4@
M0V]D92!B>2!P<F]V:61I;F<@7#(R,V=R;W-S('5P7#(R-"!P87EM96YT<R!T
M;R!T:&4@<&%R=&EC:7!A;G0N(%!H92!3979E<F%N8V4@*51J#0I4*@T**!L
M86X@=&5R;6EN871E<R!\$96-E;6)E<B`S,2P@,C`P,2P@8G5T('!I;&P@8F4@
M97AT96YD960@870@=&AE(&5N9!"O9B!E86-H('EE87(@8V]M;65N8VEN9R!W
M:71H('1H92!Y96%R(#(P,#`@*51J#0I4*@T**&9O<B!A;B!A9&1I=&EO;F%L
M('EE87(L('5N;&5S<R!T:&4@0V]M<&%N>2!G:79E<R!N;W1I8V4@=&AA="!T
M:&4@=&5R;6EN871I;VX@9&%T92!I<R!N;W0@=&\@8F4@97AT96YD960N("E4
M:@T*,"M,BXS(%1\$#0HH("@"`@("@"`@5&AE(\$-O;7!A;GD@:&%S('!W;R!T<G5S
M="!A9W)E96UE;G1S('!I=&@2V5Y(%1R=7-T(\$-O;7!A;GD@;V8@3VAI;RP@
M3BY!+B!W:&EC:"!R96QA=&4@=&\@=&AE(\$G<F5E;65N=",@*51J#0HP("TQ
M+C\$R(%1\$#0HH86YD('1H92!3979E<F%N8V4@4&QA;BX@5&AE(&9I<G-T('!U
M8V@@=")U<W@086=R965M96YT('!R;W9I9&5S(&9O<B!T:&4@<&%Y;65N="!O
M9B!T:&4@8F5N969I=",@87)I<VEN9R!U;F1E<B!T:&4@*51J#0I4*@T**\$%G
M<F5E;65N="L(&%N9!"!T:&4@<V5C;VYD('!R=7-T(%&G<F5E;65N="!P<F]V
M:61E<R!F;W(<<F5I;6)U<G-E;65N="!O9B!L96=A;"!F965S(&%N9"!E>`!E
M;G-E<R!I;F-U<G)E9"!B>2!T:&4@*51J#0I4*@T**&]F9FEC97)S(&EN(&5N
M9F]R8VEN9R!T:&5I<B!R:6=H=",@=6YD97(@=&AE(\$%G<F5E;65N=",@86YD
M(&)Y('1H92!K97D@96UP;&]Y965S('5N9&5R('1H92!3979E<F%N8V4@4&QA
M;BX@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"!4:&4@0V]M<&%N>2!H87,@:6YD
M96UN:69I8V%T:6]N(%&%G<F5E;65N=",@7"A<,C(S26YD96UN:69I8V%T:6]N
M(\$%G<F5E;65N="<,C(T7"D@=VET:"!E86-H(&-U<G)E;G0@;65M8F5R(&]F
M("E4:@T*,"M,2XQ,B!41`T**!1H92!";V%R9!"O9B!:\$7)E8W1O<G,N(%!H
M92!F;W)M(&%N9"!E>&5C=71I;VX@;V8@=&AE(\$EN9&5M;FEF:6-A=&EO;B!!
M9W)E96UE;G1S('!E<F4@87!P<F]V960@8GD@=&AE("E4:@T*5"H-"BA#;VUP
M86YY7#(R,G,@<VAA<F5H;VQD97)S(&%T('1H92!!;FYU86P@365E=&EN9R!C
M;VYV96YE9"!O;B!<`I;"`R.2P@,3DX-RX@4W5C:"!);F1E;6YI9FEC871I
M;VX@06=R965M96YT<R`I5&H-"E0J#0HH97-S96YT:6%L;'D@<`)O=FED92!T
M:&%T('!O('1H92!E>`!E;G0@<&5R;6ET=&5D(&)Y(\$]H:6@;&%W+!"!T:&4@
M0V]M<&%N>2!W:6QL(&EN9&5M;FEF>2!T:&4@:6YD96UN:71E92!A9V!I;G-T
M(&%L;"`I5&H-"E0J#0HH97AP96Y9S97,L(&-O<W1S+!"!L:6%B:6QI=&EE<R!A
M;F0@;&]S<V5S(%PH:6YC;'5D:6YG(&%T=&]R;F5Y<UPR,C(@9F5E<RP@:G5D
M9VUE;G1S+!"!F:6YE<R!O<B!S971T;&5M96YT<UPI(&EN8W5R<F5D(&]R('!U
M9F9E<F5D("E4:@T*5"H-"BAB>2!T:&4@:6YD96UN:71E92!I;B!C;VYN96-T
M:6]N('!I=&@86YY('!-U:70@:6X@=VAI8V@=&AE(&EN9&5M;FET964@:7,@
M82!P87)T>2!O<B!O=&AE<G=I<V4@:6YV;VQV960@87,@82!R97-U;'0@;V8@
M*51J#0I4*@T**&AI<R!O<B!H97(@<V5R=FEC92!A<R!A(&UE;6)E<B!O9B!T
M:&4@0F]A<FON(\$EN(&-O;FYE8W1I;VX@=VET:"!T:&4@9F]R96=O:6YG(\$EN
M9&5M;FEF:6-A=&EO;B!!9W)E96UE;G1S+!"!T:&4@*51J#0I4*@T**&-O;7!A
M;GD@:&%S(&5N=&5R960@:6YT;R!A('!R=7-T(%&%G<F5E;65N="!W:71H(\$ME
M>2!4<G5S="!#;VUP86YY(&]F(\$]H:6`L(\$XN02X@<`5R<W5A;G0@=&\@=VAI
M8V@=&AE('!A<G1I97,@*51J#0I4*@T**!1O('1H92!);F1E;6YI9FEC871I
M;VX@06=R965M96YT<R!M87D@8F4@<F5I;6)U<G-E9"!W:71H(')E<W!E8W0@
M=&\@96YF;W)C:6YG('1H96ER(')E<W!E8W1I=F4@<FEG:'1S('5N9&5R('1H
M92`I5&H-"E0J#0HH26YD96UN:69I8V%T:6]N(\$%G<F5E;65N="N("E4:@T*
M,"M,BXS(%1\$#0HH("@"`@("@"`@26X@;W)D97(@=&\@<`)O;6]T92!M=71U86P@
M87!P<F5C:6%T:6]N(&]F(&UA;F%G96UE;G0@86YD('5N:6]N(&EN=&5R97-T
M<RP@=&AE(\$-O;7!A;GD@86YD('1H92!5;FET960@4W1E96P@*51J#0HP("TQ
M+C\$R(%1\$#0HH5V]R:V5R<R!O9B!!;65R:6-A(%PH7#(R,U535T%<,C(T7"D@
M<F5A8VAE9"!A9W)E96UE;G0@:6X@,3DY-B!O;B!A('!R;V-E<W,@=&\@:F]I
M;G1L>2!D97-I9VYA=&4@82!M96UB97(@;V8@=&AE(\$O87)D("E4:@T*5"H-
M"BAO9B!:\$7)E8W1O<G,@;V8@=&AE(\$-O;7!A;GDL('!U<G-U86YT('!O(\$@&
M9V5N97)A;"!U;F1E<G-T86YD:6YG(&)E="E96X@=&AE(%535T@86YD(&-E
M<G1A:6X@0V]M<&%N>2`I5&H-"E0J#0HH<W5B<VED:6%R:65S(')E86-H960@
M:6X@,3DY,RX@4W5C:"!D97-I9VYE92!W;W5L9"!B92!S=6)J96-T('!O(&%N
M;G5A;"!N;VUI;F%T:6]N(&)Y('1H92!#;VUP86YY+!"!E;&5C=&EO;B!B>2`I
M5&H-"E0J#0HH=F]T92!O9B!T:&4@<VAA<F5H;VQD97)S+!"!A;F0@86QL(&QA
M=W,@86YD(\$-O;7!A;GD@<&]L:6-I97,@87!P;&EC86) L92!T;R!T:&4@0F]A
M<F0@;V8@1&ER96-T;W)S+B!);B!T:&4@979E;G0@82`I5&H-"E0J#0HH;65M
M8F5R(&ES(&IO:6YT;'D@9&5S:6=N871E9"!I;B!T:&4@9G5T=7)E+!"!T:&4@
M=&]T86P@;G5M8F5R(&]F(\$1I<F5C=&]R<R!W:6QL(&)E(&EN8W)E87-E9"!T
M;R!I;F-L=61E('!-U8V@&9&5S:6=N964N("E4:@T*5"H-"BA5;F1E<B!T:&4@

M<F5C96YT; 'D<V5T=&QE9"!I86)O<B!N96=O=&EA=&EO;G,@:6X@,3DY.2!W
M:71H('1H92!54U=+!":T:&4@86=R965M96YT('=A<R!E>"!E;F!E9"!T;R!*
M=6QY(#,Q+"`R,#`T+B`I5&H-"B] &,R`Q(%1F#0HV+C<R("TR+C,V(%1\$#0HH
M4T5#5\$E/3B`Q-EPH85PI(\$)%3D5&24-)04P@3U=.15)32\$E0(%)%4\$]25\$E.
M1R!#3TU03\$E!3D-%*51J#0HO1C0@,2!49@T*+38N-S(@+3(N,S0@5\$0-"B@@
M("`@("1396-T:6)N(#\$V7"AA7"D@;V8@=&AE(%-E8W5R:71I97,@17AC:&%N
M9V4@06-T(&]F(#\$Y,S0@7"A<,C(S17AC:&%N9V4@06-T7#(R-%PI(')E<75I
M<F5S('1H92!#;VUP86YY7#(R,G,@1&ER96-T;W)S(&%N9`I5&H-"C`@+3\$N
M,3(@5\$0-"BAO9F9I8V5R<R!A;F0@<&5R<V]N<R!W:& \&;W=N(#\$P)2!O<B!M
M;W)E(&]F(&\$@<F5G:7-T97)E9"!C;&%S<R!O9B!T:&4@0V]M<&%N>5PR,C)S
M(&5Q=6ET>2!S96-U<FET:65S+"!T;R!F:6QE(')E<&]R=',@*51J#0I4*@T*
M* &]F(&]W;F5R<VAI<"!A;F0@8VAA;F=E<R!I;B!O=VYE<G-H:7`@;VX@1F]R
M;7,@,RP@-"!A;F0@-2!W:71H('1H92!314,N(\$I<F5C=&]R<RP@;V9F:6-E
M<G,@86YD(#\$P)2!O<B!G<F5A=&5R("E4:@T*5"H-"BAS:&%R96AO;&1E<G,@
M87)E(')E<75I<F5D(&)Y(-%OR!R96=U;&%T:6]N<R!T;R!F=7)N:7-H('1H
M92!#;VUP86YY('=I=&@8V]P:65S(&]F(&%L;"!&;W)M<R`S+"`T(&%N9`U
M('1H97D@9FEL92X@*51J#0HP("TR+C,@5\$0-"B@@("`@("!"87-E9"!S;VQE
M;'D@;VX@=&AE(\$-O;7!A;GE<,C(R<R!R97I97<@;V8@=&AE(&-O<&EE<R!O
M9B!S=6-H(\$9O<FUS(&ET(&AA<R!R96-E:79E9"P@86YD('=R:71T96X@<F5P
M<F5S96YT871I;VYS("E4:@T*,"`M,2XQ,B!41`T**&)Y('U8V@<&5R<V]N
M<RP@=&AE(\$-O;7!A;GD@8F5L:65V97,@=&AA="!A;&P@;V8@:71S(\$I<F5C
M=&]R<R!A;F0@;V9F:6-E<G,@8V]M<&QI960@=VET:"!A;&P@9FEL:6YG(')E
M<75I<F5M96YT<R`I5&H-"E0J#0HH87!P;&EC86)L92!T;R!T:&5M('=I=&@@
M<F5S<&5C="!T;R!T<F%N<V%C=&EO;G,@:6X@=&AE(\$-O;7!A;GE<,C(R<R!E
M<75I="D@<V5C=7)I=&EE<R!D=7)I;F<@=&AE(&9I<V-A;"!Y96R(&5N9&5D
M("E4:@T*5"H-"BA\$96-E;6)E<B`S,2P@,3DY.2X@*51J#0HR,BXX."`M,BXS
M(%1\$#0HH,3D@*51J#0I%5`T*96YD<W1R96%M#0IE;F1O8FH-"C@R(#`@;V)J
M#0H\/'T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T90;G0@/#P-"B] &,B`T
M(#`@4@T*+T8S(#4@,"!2#0HO1C0@-B`P(%-"CX^#0HO17AT1U-T871E(#P\
M#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*.#0@,"!O8FH-"CP\#0HO
M3&5N9W1H(#4R,#(-"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("`@("`@("`@("`@("`@*51J#0HO1C,@,2!49@T*.2XP-B`M,BXS
M-B!41`T**\$%04\$]3E1-14Y4[\$]&(\$E.1\$5014Y\$14Y4(%!50DQ)OR!0T-/
M54Y404Y44RE4:@T*,3`N.#0@+3(N-"!41`T**%PH4')O<&]S86P@3F\N(#<
M*2E4:@T*+T8R(#\$@5&8-"BTQ.2XY("TR+C,T(%1\$#0HH("`@("`@02!P<F]P
M;W-A;"!W:6QL(&)E('!R97-E;G1E9"!A="!T:&4@365E=&EN9R!T;R!R871I
M9GD@=&AE(&%P<&]I;G1M96YT(&]F('1H92!F:7)M(&]F(\$5R;G-T("8@66]U
M;F<@3\$Q0(&%S("E4:@T*,"`M,2XQ,B!41`T**&EN9&5P96YD96YT('!U8FQI
M8R!A8V-O=6YT86YT<R!T;R!E>&%M:6YE('1H92!B;V]K<R!O9B!A8V-O=6YT
M(&%N9"!O=&AE<B!R96-O<F1S(&]F('1H92!#;VUP86YY(&%N9"!I=',@*51J
M#0I4@T**&-O;G-O;&ED871E9"!S=6)S:6I187)I97,@9F]R('1H92!F:7-C
M86P@>65A<B!E;F1I;F<@1&5C96UB97(@,S\$]L(#(P,#`N)E<')E<V5N=&%T
M:79E<R!O9B!%<FYS="`F(%EO=6YG(\$Q,4"!A<F4@*51J#0I4*@T**&5X<&5C
M=&5D('!O(&)E('!R97-E;G0@870@=&AE(\$UE971I;F<N(%-U8V@<&F5P<F5
M96YT871I=F5S('=I;&P@:&%V92!A;B!O<!O<G1U;FET>2!T;R!M86ME(&5@
M<W1A=&5M96YT(&EF('1H97D@<V\@*51J#0I4*@T**&1E<VER92!A;F0@87)E
M(&5X<&5C=&5D('!O(&)E(&%V86EL86)L92!T;R!R97-P;VYD('!O(&%P<')O
M<')I871E('!U97-T:6]N<RX@06QT:&]U9V@<W5C:"!R871I9FEC871I;VX@
M:7,@;F]T("E4:@T*5"H-"BAR97%U:7)E9"!B>2!L87<L('1H92!";V%R9"!O
M9B!\$:7)E8W1O<G,@8F5L:65V97,@=&AA="!S:&%R96AO;&1E<G,@<VAO=6QD
M(&)E(&=I=F5N('!H:7,@;W!P;W)T=6YI="D@=&\@97AP<F5S<R!T:&5I<B`I
M5&H-"E0J#0HH=FEE=W,@;VX@=&AE('U8FIE8W0N(%=H:6QE(&YO="!B:6YD
M:6YG(&]N('1H92!";V%R9"!O9B!\$:7)E8W1O<G,L('1H92!F86EL=7)E(&]F
M('1H92!S:&%R96AO;&1E<G,@=&\@<F%T:69Y('1H92`I5&H-"B] &-"`Q(%1F
M#0I4@T**&%P<&]I;G1M96YT(&]F(\$5R;G-T("8@66]U;F<@3\$Q0(&%S('1H
M92!#;VUP86YY7#(R,G,@:6YD97!E;F1E;G0@<'5B;&EC(&%C8V]U;G1A;G1S
M('=O=6QD(&)E(&-O;G-I9&5R960@8GD@=&AE("E4:@T*5"H-"BA";V%R9"!I
M;B!D971E<FUI;FEN9R!W:65T:&5R(&]R(&YO="!T;R!C;VYT:6YU92!T:&4@
M96YG86=E;65N="!O9B!%<FYS="`F(%EO=6YG(\$Q,4"X@*51J#0HP("TR+C,V
M(%1\$#0HH("`@("`@*51J#0HO1C,@,2!49@T*,2XU-B`P(%1\$#0HH5&AE(\$I1
M<F5C=&]R<R!R96-O;6UE;F0@82!V;W1E(\$9/4B!T:ES('!R;W!O<V%L('!O
M(')A=&EF>2!T:&4@87!P;VEN=&UE;G0@;V8@17)N<W0@)B!9;W5N9R!;3%`@
M87,@*51J#0HO1C0@,2!49@T*+3\$N-38@+3\$N,C(@5\$0-"BAY;W5R(\$-O;7!A
M;GE<,C(R<R!I;F1E<&5N9&5N="!P=6)L:6,@86-C;W5N=&%N='N*51J#0HQ
M.2XP-"`M,BXT(%1\$#0HH04Y.54%,(%)%4\$]25\$E04:@T*+T8T(#\$@5&8-"BTQ
M.2XP-"`M,BXS-"!41`T**`@("`@(%1H92!#;VUP86YY7#(R,G,@,3DY.2!!
M;FYU86P@4F5P;W)T('!O(%-H87)E:&]L9&5R<RP@:6YC;'5D:6YG(&9I;F%N
M8VEA;"!S=&%T96UE;G1S+"!I<R!B96EN9R!D:7-T<FEB=71E9"!T;R!A;&P@
M*51J#0HP("TQ+C\$R(%1\$#0HH<VAA<F5H;VQD97)S(&]F('1H92!#;VUP86YY
M('!O9V5T:&5R('=I=&@@=&AI<R!O<F]X>2!3=&%T96UE;G0L(&EN('=A=&ES
M9F%C=&EO;B!O9B!T:&4@<F5Q=6ER96UE;G1S(&]F('1H92!314,N("E4:@T*
M5"H-"BA!9&1I=&EO;F%L(&-O<&EE<R!O9B!S=6-H(')E<&]R="!A<F4@879A
M:6QA8FQE('5P;VX@<F5Q=65S="X@5&\@;V)T86EN(&%D9&ET:6]N86F8V]P
M:65S(&]F('U8V@<06YN=6%L(%E<&]R="`I5&H-"E0J#0HH<&QE87-E(&-O
M;G1A8W0@=&AE(\$-O;7!A;GE<,C(R<R!);G9E<W1O<B!296QA=&EO;G,@1&5P
M87)T;65N="!A="!<#(Q-EPI(#8Y-"TU-#4Y+B`I5&H-"B] &,R`Q(%1F#0HH
M-RXP-"`M,BXS-B!41`T**\$%3D5204P@24Y&3U)-051)3TXI5&H-"B] &-"`Q
M(%1F#0HM,3<N,@@+3(N,S0@5\$0-"B@@("`@("!"4:&4@8V]S="!O9B!S;VQI
M8VET:6YG('!R;WAI97,@=VEL;"!B92!P86ED(&)Y('1H92!#;VUP86YY+B!)
M;B!A9&1I=&EO;B!T;R!S;VQI8VET871I;VX@8GD@;6%I;"P@<V]L:6-I=&%T
M:6]N<R!M87D@*51J#0HP("TQ+C\$R(%1\$#0HH86QS;R!B92!M861E(&)Y('!E
M<G-O;F%L(&EN=&5R=FEE=RP@=&5L96=R86T@86YD('!E;&5P:&]N92X@07)R
M86YG96UE;G1S('=I;&P@8F4@;6%D92!W:71H(&)R;VME<F%G92!H;W5S97,@
M86YD("E4:@T*5"H-"BAO=&AE<B!C=7-T;V1I86YS+"!N;VUI;F5E<R!A;F0@

M9FED=6-I87)I97,@=&\@<V5N9"!P<F]X:65S(&%N9"!P<F]X>2!M871E<FEA
M;"!T;R!T:&5I<B!P<FEN8VEP86QS+"!A;F0@=&AE(\$-O;7!A;GD@*51J#0I4
M*@T**'=I; &P<F5I;6)U<G-E('1H96T@9F]R('1H96ER(&5X<&5N<V5S(&EN
M('1O(&1O:6YG+B! /9F9I8V5R<R!A;F0@;W1H97(@<F5G=6QA<B!E;7!L;WEE
M97,@;V8@=&AE(\$-O;7!A;GDL(&%S('EE="I5&H-"EOJ#0HH=6YD97-19VYA
M=&5D+"!M87D@86QS;R!R97#U97-T('1H92!R971U<FX@;V8@<')O>&EE<R!B
M>2!T96QE<&AO;F4L('1E; &5G<F%M+"!O<B!I;B!P97)S;VXN(\$9I;F%L;'DL
M('1H92!#;VUP86Y(&AA<R`I5&H-"EOJ#0HH<F5T86EN9601V50<F=E<V]N
M(%-H87)E: &]L9&5R(\$-O;6UU;FEC871I;VYS(\$EN8RXL(\$YE=R!9;W)K+"! .
M97<<66]R:RF@=&\@87-s:7-T(&EN('1H92!S;VQI8VET871I;VX@;V8@<')O
M>&EE<R`I5&H-"EOJ#0HH=7-I;F<@=&AE(&UE86YS(')E9F5R<F5D('1O(&%B
M;W9E+"!A="!A;B!A;G1I8VEP871E9"!C;W-T(&]F("OQ,"PP,#`L('!L=7,@
M<F5A<V]N86)L92!E>!"E;G-E<RX@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"O
M=7)S=6%N="!T;R!R96=U; &%T:6]N<R!O9B!T:&4@4T5#+!"!T:&4@;6%T97)I
M86P@87!P96%R:6YG('5N9&5R('1H92!C87!T:6]N<R!<,C(SOV]M<&5N<V%T
M:6]N(\$-O;6UI='1E92!297!O<G0@*51J#0HP("TQ+C\$R(%1\$#0HH;VX@17AE
M8W5T:79E(\$-O;7!E;G-A=&EO;EPR,C0@86YD(%PR,C-3:&%R96AO; &1E<B!2
M971U<FX@4&5R9F]R;6%N8V5<,C(T(&%R92!N;W0@9&5E;65D('1O(&)E('1O
M; &EC:71I;F<@;6%T97)I86P@;W(@=&\@*51J#0I4*@T**&)E(&9I; &5D('=I
M=&@=&AE(\$-O)R!O<B!S=6)J96-T('1O(&)E9W5L871I;VX@,31!(!!R;VUU
M; &A=&5D(&)Y('1H92!314,@;W(@4V5C=&EO;B`Q."!O9B!T:&4@4V5C=7)I
M=&EE<R`I5&H-"EOJ#0HH17AC:&%N9V4@06-T(&]F(#\$Y,SON("E4:@T*,"`M
M,BXS(%1\$#0HH("`@("`@5&AE(\$-O;6UO;B!3:&%R97,@<F5P<F5S96YT960@
M8GD@<')O<&5R;'D@875T: &]R:7IE9"!P<F]X:65S('=I; &P@8F4@=F]T960@
M87,@<W!E8VEF:65D+B!)="!I<R!I;G1E;F1E9"!T:&%T("E4:@T*,"`M,2XQ
M;B!41`T**!H92!#;VUM;VX@4VAA<F5S(')E<')E<V5N=&5D(&)Y('!R;WAI
M97,@;VX@=VAI8V@@;F\@<W!E8VEF:6-A=&EO;B!H87,@8F5E;B!M861E('=I
M; &P@8F4@=F]T960@1D]2('1H92!E; &5C=&EO;B`I5&H-"EOJ#0HH;V8@=&AE
M(&YO;6EN965S(&9O<B!\$:7)E8W1O<B!N86UE9"!H97)E:6X@;W(@<W5C:"!S
M=6)S=&ET=71E(&YO;6EN965S(&%S('1H92!"!V%R9"!O9B!\$:7)E8W1O<G,@
M;6%Y(&1E<VEG;F%T92P@*51J#0I4*@T**\$9/4B!R871I9FEC871I;VX@;V8@
M17)N<W0@)B!9;W5N9R!;3%`@87,@=&AE(&9I<FT@;V8@:6YD97!E;F1E;G0@
M<'5B; &EC(&%C8V]U;G1A;G1S('1O(&5X86UI;F4@=&AE(&)O;VMS(&]F("E4
M:@T*5"H-"BAA8V-O=6YT(&%N9"!O=&AE<B!R96-O<F1S(&]F('1H92!#;VUP
M86YY(&%N9"!I=',@8V]N<V]L:61A=&5D(&%F9FEL:6%T97,@9F]R('1H92!F
M:7-C86P@>65A<B`R,#`P(&%N9"!A="!T:&4@*51J#0I4*@T**&1I<V-R971I
M;VX@;V8@=&AE('!E<G-O;G,@;F%M960@87,@<')O>&EE<R!O;B!A; &P@;W1H
M97(@;6%T=&5R<R!W; &EC:"!M87D@<')O<&5R;'D@87]M92!B9690<F4@=&AE
M(\$UE971I;F<N("E4:@T*,"`M,BXS(%1\$#0HH("`@("`@070@=&AE(\$UE971I
M;F<L('1H92!R97-U;'1S(&]F('H87)E: &]L9&5R('9O=&EN9R!W:6QL(&)E
M('1A8G5L871E9"!B>2!T:&4@:6YS<&5C=&]R(&]F(&5L96-T:6]N<R!A<'!O
M:6YT960@9F]R('1H92!I5&H-"C`@+3\$N,3(@5\$0-"BA-965T:6YG+B!4:&4@
M0V]M<&%N>2!I;G1E;F1S('1O('1R96%T('!R;W!E<FQY(&%U=&AO<FEZ960@
M<'O>&EE<R!T:&%T(&%R92!M87)K960@7#(R,V%B<W1A:6Y<,C(T(&]R('1H
M870@87)E(&AE; &O@:6X@<F5S<&5C="!O9B!T:&4@96QE8W1I;VX@*51J#0I4
M*@T**&]F(\$1I<F5C=&]R<R!W:6QL(&YO="!B92!C;W5N=&5D(&EN(&1E=&5R
M;6EN:6YG('1H92!O=71C;VUE(&]F('1H870@=F]T92X@26X@<F5S<&5C="!O
M9B!T:&4@<')O<&]S86P@=&\@<F%T:69Y('1H92!I5&H-"EOJ#0HH87!P;VEN
M=&UE;G0@;V8@=&AE(&EN9&5P96YD96YT('!U8FQI8R!A8V-O=6YT86YT<RP@
M86)S=&5N=&EO;G,@=VEL;"!B92!T<F5A=&5D(&%S('9O=&5S(&%G86EN<W0@
M=&AE('!R;W!O<V%L+"!A;F0@*51J#0I4*@T**&)R;VME<B!N;VXM=F]T97,@
M=VEL;"!B92!T<F5A=&5D(&%S(&AA=FEN9R!N;R!E9F9E8W0@;VX@=&AE(&]U
M=&-O;64@;V8@=&AE('9O=&4N("E4:@T*,C(N.#@+3(N,R!41`T**#(P("E4
M:@T*150-"F5N9"-T<F5A;0T*96YD;V)J#OHX-2`P(&]B:@T*/#P-"B]O<F]C
M4V5T(%L04\$1(&])497AT(%T-"B] &;VYT(#P\#0HO1C(@-"`P(-"B] &;R`U
M(#`@4@T*+T8T(#8@,"!2#0HO1C8@,S\$@,"!2#OH^/@T*+T5X=\$=3=&%T92`\
M/`T*+T=3,2`W(#`@4@T*/CX-"CX^#0IE;F108FH-"C@W(#`@;V)J#0H^/@T*
M+TQE;F=T:"`S-3(R#0H^/@T*W1R96%#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*,"`M,BXS(%1\$#0HH("`@("`@
M268@;F]T:6-E(&EN('R:71I;F<@<VAA; &P@8F4@9VEV96X@8GD@86YY('H
M87)E: &]L9&5R('1O('1H92!O<F5S:61E;G0L(&%5FEC92!O<F5S:61E;G0@
M;W(@=&AE(-E8W)E=&%R>2P@;F]T(&QE<W,@*51J#0HP("TQ+C\$R(%1\$#0HH
M=&AA;B`T."!H;W5R<R!B9690<F4@=&AE('1I;64@9FEX960@9F]R('1H92!H
M;VQD:6YG(&]F('1H92!-965T:6YG+"!T:&%T('U8V@<VAA<F5H;VQD97(@
M9&5S:7)E<R!T:&%T('1H92!V;W1I;F<@9F]R("E4:@T*5"H-"BAT:&4@86QE
M8W1I;VX@;V8@1&ER96-T;W)S('H86QL(&)E(&-U;75L871I=F4L(&%N9"!I
M9B!A;B!A;FYO=6YC96UE;G0@;V8@=&AE(&I=FEN9R!O9B!S=6-H(&YO=&EC
M92!I<R!M861E('5P;VX@=&AE("E4:@T*5"H-"BAC;VYV96YI;F<@;V8@=&AE
M(\$UE971I;F<@8GD@=&AE(\$-H86ER;6%N(&]R(%-E8W)E=&%R>2!O<B!B>2!O
M<B!O;B!B96AA; &8@;V8@=&AE('H87)E: &]L9&5R(&I=FEN9R!S=6-H(&YO
M=&EC92P@*51J#0I4*@T**&5A8V@<VAA<F5H;VQD97(@<VAA; &P@: &%Y92!T
M:&4@<FEG:'0@=&\@8W5M=6QA=&4@<W5C:"!V;W1I;F<@<]W97(@87,@: &4@
M;W(@<VAA('!O<W-E<W-E<R!A="!S=6-H(&5L96-T:6]N+B!5;F1E<B`I5&H-
M"EOJ#0HH8W5M=6QA=&EV92!V;W1I;F<@82!S:&%R96AO; &1E<B!M87D@8V%
M="!F;W(@86YY(&]N92!N;VUI;F5E(&%S(&UA;GD@=F]T97,@87,@<VAA; &P@
M97#U86P@=&AE(&YU;E)<B!O9B!\$:7)E8W1O<G,@*51J#0I4*@T**!1O(&)E

M(&5L96-T960L(&UU;'1I<&QI960@8GD=&AE(&YU;6)E<B!O9B!H:7,@;W(@M:&5R(\$-O;6UO;B!3:&%R97,N(\$%L;'!O9B!S=6-H('9O=&5S(&UA>2!B92!CM87-T(&9O<B!A('!-I;F=L92`I5&H-"E0J#0HH;F]M:6YE92!O<B!M87D@8F4@M9&ES=')I8G5T960@86UO;F<@86Y('1W;R!O<B!M;W)E(&YO;6EN965S(&%SM(&AE&]R('!-H92!M87D@9&5S:7)E+B!)9B!C=6UU;&%T:79E('9O=&EN9R!IM<R`I5&H-"E0J#0HH:6YV;VME9"PE@86YD('5N;&5S<R!C;VYT<F%R>2!I;G-TM<G5C=&EO;G,@87)E(&=I=F5N(&)Y(&\$@<VAA<F5H;VQD97(@=VAO('!-I9VYSM(&\$@<')O>'DL(&%L;'!V;W!E<R!R97!R97-E;G!E9"!B>2`I5&H-"E0J#0HMM<W5C:"!P<F]X>2!W:6QL(&)E(&-A<W0@:6X@<W5C:"!M86YN97(@86YD(&ENM(&%C8V]R9&%N8V4@=VET:"!T:&4@9&ES8W)E=&EO;B!O9B!T:&4@<5&R<V]N M(&%C=&EN9R!A<R!P<F]X>2!A<R!W:6QL("E4:@T*+T8T(#\$@5&8-"E0J#0HMM<F5S=6QT(&EN('!H92!E;&5C=&EO;B!O9B!A<R!M86YY(&]F('!H92!";V%RM9"!O9B!\$:7)E8W!O<G-<,C(R(&YO;6EN965S(&%S(&ES('!O<W-I8FQE+B`I M5&H-"B] &,R`Q(%!F#0HQ.2XP-"M,BXS-B!41`T**\$]42\$52(\$)54TE.15-3M*51J#0HO1C0@,2!49@T*+3\$Y+C`T("TR+C,T(%!\$#0HH("`@("`@270@:7,@M;F]T(&%N=&EC:7!A=&5D('!H870@86YY(&]T:&5R(&UA="!E<G,@=VEL;"!BM92!B<F]U9VAT(&)E9F]R92!T:&4@365E=&EN9R!F;W(@86-T:6]N.R!H;W=E M=F5R+"!I9B!A;GD@<W5C:"`I5&H-"C`@+3\$N,3(@5\$0-"BAO=&AE<B!M871TM97)S('!-H86QL('!R;W!E<FQY(&-O;64@8F5F;W)E('!H92!-965T:6YG+"!I M="!I<R!I;G!E;F!E9"!T:&%T('!H92!P97)S;VYS(&%U=&AO<FEZ960@=6YDM97(@<')O>&EE<R!M87DL("E4:@T*5"H-"BAI;B!T:&4@86)S96YC92!O9B!IM;G-T<G5C=&EO;G,@=&%@&=AE(&-O;G!R87)Y+"!V;W!E(&]R(&%C="!T:&5RM96]N(&EN(&%C8V]R9&%N8V4@=VET:"!T:&5I<B!B97-T(&IU9&=M96YT+B`I M5&H-"B] &,R`Q(%!F#0HQ-BXS-B`M,BXS-B!41`T**%- (05)%2\$],1\$52(%!2M3U!/4T%,4RE4:@T*+3\$V+C,V("TR+C0@5\$0-"BA\$96%D;&EN92!F;W(@26YCM;`5S:6]N(&EN(%!R;WAY(\$UA=&5R:6%L<RE4:@T*+T8T(#\$@5&8-"C`@+3(NM,S0@5\$0-"B@@"`@("!!;GD@<')O<]S86P@8GD@82!S:&%R96AO;&1E<B!O M9B!T:&4@0V]M<&%N>2!I;G!E;F!E9"!T;R!B92!P<F5S96YT960@870@=&AEM('EE87(@,C`P,2!!;FYU86P@365E=&EN9R!O9B`I5&H-"C`@+3\$N,3(@5\$0-M`BA3:&%R96AO;&1E<G,@;75S="!B92!R96-E:79E9"!B>2!T:&4@0V]M<&%NM>2!O;B!O<B!B969O<F4@3F]V96UB97(@,3DL(#P,#`@=&%\@8F4@:6YC;'5DM960@:6X@=&AE('!R;WAY("E4:@T*5"H-"BAM871E<FEA;'@;V8@=&AE(\$-O M;7!A;GD@<F5L871I;F<@=&%\@<W5C:"!M965T:6YG+B`I5&H-"B] &,R`Q(%!FM#0HP("TR+C,V(%!\$#0HH1&ES8W)E=&EO;F%R>2!6;W!I;F<@;V8@4')O>&EEM<RE4:@T*+T8T(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"`@("!!;B!A8V-O<F1AM;F-E('!-I=&@<F5C96YT(&%M96YD;65N=',@=&%\@4G5L92`Q-&\$M-"!U;F!EM<B!T:&4@4V5C=7)I=&EE<R!%>&-H86YG92!!8W0@;V8@,3DS-"P@:68@;F]TM:6-E(&]F(&\$@*51J#0HP("TQ+C\$R(%!\$#0HH<')O<]S86P@8GD@82!S:&%RM96AO;&1E<B!O9B!T:&4@0V]M<&%N>2!I;G!E;F!E9"!T;R!B92!P<F5S96YT M960@870@=&AE('EE87(@,C`P,2!!;FYU86P@365E=&EN9R!O9B`I5&H-"E0JM#0HH4VAA<F5H;VQD97)S(&ES(')E8V5I=F5D(&)Y('!H92!#;VUP86YY(&%FM=&5R(\$9E8G)U87)Y(#(L(#P,#\$L('!H92!P97)S;VYS(&%U=&AO<FEZ960@M=6YD97(@=&AE(\$-O;7!A;GE<,C(R<R`I5&H-"E0J#0HH;6%N86=E;65N="!PM<F]X:65S(&UA>2!E>&5R8VES92!D:7-C<F5T:6]N87)Y(&%U=&AO<FET>2!TM;R!V;W!E(&]R(&%C="!O;B!S=6-H('!R;W!O<V%L(&EF('!H92!P<F]P;W-A M;"!I<R!R86ES960@870@*51J#0I4*%T**!H92!#;VUP86YY7#(R,G,@06YNM=6%L(\$UE971I;F<@;V8@4VAA<F5H;VQD97)S('!O(&)E(&AE;&0@:6X@>65AM<B`R,#`Q+B`I5&H-"B] &,R`Q(%!F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-S0N M-S<@-#8U+CDS(%!M#0HM,"XP,#`Q(%!C#0HH24U03U)404Y4*51J#0I%5`T* M,"!#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-(&M="!D#0HQ(&D@#0HR-S0N-S<@M-#8T+C<S(&T-"C,S-RXT,2`T-C0N-S,@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@M,3`N,#`Y(#(U+C8U(#0S.2XR.2!4;0T*,"!48PT**1O(&%S<W5R92!Y;W5RM(')E<')E<V5N=&%T:6]N(&%N9"!A('!U;W)U;2!F;W(@=&AE('!R86YVS86-TM:6]N(&]F(&)U<VEN97-S(&%T('!H92!-965T:6YG+"!P;&5A<V4@<VEN;BP@M9&%T92!A;F0<F5T=7)N('!H92`I5&H-"C`@+3\$N,S,S-2!41`T**&5N8VQOM<V5D('!R;WAY(&-A<F0@<')O;7!T;'DL(&]R(&%P<]I;G0@>6]U<B!P<F]X M:65S('!H<F]U9V@=&AE(\$EN=&5R;F5T(&]R(&)Y('!E;&5P:&]N92!A<R!D M:7)E8W!E9"!O;B!Y;W5R('!R;WAY(&-A<F0N*51J#0HO1C0@,2!49@T*,3(@M,"`P(#\$R(#,P,"XR,2`S.3@N,C4@5&T-"B@R,2`I5&H-"D54#0IE;F1S=')EM86T-"F5N9&]B:@T*.`@@,"!O8FH-"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5XM="!="#0HO1F]N="`\`/T*+T8R(#0@,"!2#0HO1C,@-2`P(%(-"B] &-`V(#`@M4@T*/CX#0H]%)>'1`4W!A=&4@/#P-"B]`4S\$@-R`P(%(-"CX^#0H^/@T*96YDM;V)J#0HY,"`P(&]B:@T*/#P-"B]`96YG=&@&-#(S#0H^/@T*<W1R96%M#0I"M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-CSN,#4@5&T-"C`@9PT* M+T=3,2!G<PT*,"!48PT*,"!4=PT**"@("`@("`@("`@("`@("E4:@T* M+T8S(#\$@5&8-"C`T(#`@,"`R-"`Q-3DN,#D@.3(P+CDW(%!M#0HH0TQ%5D5,M04Y\$+4-,249&4R!)3D,I5&H-"C\$X(#`@,"`Q."`R-S(N,3,@.#@S+C(Y(%!M M#0HH3F]T:6-E(&]F*51J#0HM,2XU-S,S("TQ+C(Q,S,@5\$0-"BA!;FYU86P@M365E=&EN9RE4:@T*,"XP.3,S("TQ+C(Q,S,@5\$0-"BAO9B!3:&%R96AO;&1E M<G,I5&H-"C`N-C(V-R`M,2XR,3,S(%!\$#0HH=&%\@8F4@:&5L9"!O;BE4:@T* M,"XQ-B`M,2XR,3,S(%!\$#0HH36%Y(#DL(#P,#`I5&H-"C\$N-S<S,R`M,2XRM,3,S(%!\$#0HH86YD*51J#0HM,BXW-#8W("TQ+C(Q,S,@5\$0-"BAO<F]X>2!3 M=&%T96UE;G0I5&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(%(-"CX^#0HO17AT1U-T871E(#P\#0HO1U,Q(#<@,"!2M#0H^/@T*/CX-"F5N9&]B:@T*.3,@,"!O8FH-"CP\#0HO3&5N9W1H(#(U.#`-M"CX^#0IS=')E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV M,2XP-2!4;0T*,"!G#0HO1U,Q(&S#0HP(%!C#0HP(%!W#0HH("`@("`@("`@ M("`@("`@("`@*51J#0HO1C<@,2!49@T*,3`N,#@@,"`P(#\$P+C`X(#(U+C8U M(#DS-2XV,2!4;0T**\$-/34U/3B`@("`@("`@("`@("`@("`@("!"#3\$5614Q! M3D0M0TQ)1D93(\$E.0RE4:@T*,"`M,2XQ-C8W(%!\$#0HH4TA!4D53("`@("`@ M,3A42!"!&3\$]/4B!\$24%-3TY\$(\$)524Q\$24Y("T@0TQ%5D5,04Y\$+"!/\$2\$E/M(#0T,3\$T+3(U.#DI5&H-"B] &."`Q(%!F#0HP("TR+C(S.#\$@5\$0-"B@@"!O M("`@("`@("E4:@T*+T8W(#\$@5&8-"C8N-30W-B`P(%!\$#0HH5&AI<R!P<F]X M>2!I<R!S;VQI8VET960@;VX@8F5H86QF(&]F('!H92!";V%R9"!O9B!\$:7)E

M8W10<G,I5&H-"B]&."`Q(%1F#0HM-BXU-#<V("TR+C\$V-C<@5\$0-"B@@("!'2
M("@"("E4:ET*,"M,2XP-S\$T(%1\$#0HH("@"("@"("@"("@"("@"E5&AE
M('5N9&5R<VEG;F5D(&AE<F5B>2!A<!O:6YT<R!*+DON(\$ER96QA;F0@24E)
M+!'!+B!&+BE4:@T*5"H-"B@@("!/@"("!*;VML:6LL(\$PN3"X@2V%N=6LL
M(\$HNOBX@36J]R96QY(&%N9"!+B!38VAW87)T>BP@87,@4')O>&EE<RP@96%
C M:"!W:71H*51J#0I4*@T**`@"("@"("@"("@"("1H92!P;W-E<B!O9B!S=6)=&ET
M=71I;VXL(&%N9"!H97)E8GD@875T:&]R:7IE<R!T:&5M('1O(')E<')E<V5N
M="!A;F0@=&I5&H-"E0J#0HH("@"@"("@"=F]T92!A;&P@;V8@0VQE=F5L
M86YD+4-L:69F<R!);F,@0V]M;6]N(%-H87)E<R!H96QD(&]F(')E8V]R9"!B
M>2!T:&4I5&H-"E0J#0HH("@"@"("@"="@"("@"@=6YD97)S:6=N960@;VX@36%R8V@
M,3,L(#P,#`L(&%T('1H92!;!FYU86P@365E=&EN9R!O9B!3:&%R96AO;&1E
M<G,@=&I5&H-"E0J#0HH("@"@62@("@"@8F4@:;&5L9!10;B!-87D@.2P@,C`P
M,"P@;W(@870@86YY(&%D:F]U<FYM96YT(&]R(&%D:F]U<FYM96YT<R!T:&5R
M96]F+`E4:ET*5"H-"B@@("@"@"("@"("!"A<R!F;VQL;W-S.BE4:ET*,"M,RXR
M,30S(%1\$#0HH("@"("@"("@"("@"@16QE8W1I;VX@;V8@1&ER96-T;W)S
M+!"!;VUI;F5E<SHI5&H-"C`@+3(N,30R.2!41`T**`@"("@"("@"("@"@
M(#`Q+B!*+E,N(\$)R:6YZ;RPE, #(N(%NORX@0V%M8G)E+"`P,RX@4BX@0W5C
M=7HL(#`T+B!*+DON(\$ER96QA;F0@24E)+`E4:ET*,"M,2XP-S\$T(%1\$#0HH
M("@"("@"("@"("@"@, #4N(\$<N1BX@2F]K;&EK+"`P-BX@3`Y,+B!+86YU
M:RP@,#<N(\$N02X@36%S<V%R;RPE,#@N(\$8N4BX@36-!;&QI<WLE<BPI5&H-
M"E0J#0HH("@"@"("@"("@"@, #DN(\$HNOBX@36]R;&5Y+"`Q,"X@4RY"
M+BI /<F5S;6%N+"`Q,2X@02X@4V-H=V%R="HN*51J#0HP("TR+C(Q-#,@5\$0-
M"B@@("@"("@"("I5&H-"B]&-R`Q(%1F#0HU+C,U-S\$@,"!41`T**`EO=2!A
M<CF4@96YC;W5R86=E9"!T;R!S<&5C:69Y('EO=7(@8VAO:6-E<R!B>2!M87)K
M:6YG('1H92!A<`R;W!R:6%T92E4:@T*+34N,S4W,2`M,2XQ-C8W(%1\$#0HH
M("@"("@"("@"@8F]X97,L(%-12!2159%4E-%(%-1)\$4L(&)U="!Y;W4@;F5E
M9"!N;W0@;6%R:R!A;GD@8F]X97,@:68@>6]U('=I<V@I5&H-"E0J#0HH("@"@
M("@"("@"@=&@=F]T92!I;B!A8V-O<F1A;F-E('=I=&@=&AE(\$)O87)D(&]F
M(\$I<F5C=&]R<R<@<F5C;VUM96YD871I;VYS+B!)="E4:@T*5"H-"B@@("@"@
M("@"("!"I<R1I;7!O<G1A;G0@=&AA="!Y;W5R('H87)E<R!A<F4@<F5P<F5S
M96YT960@870@=&AI<R!M965T:6YG+"!W:&5T:&5R*51J#0I4*@T**`@"@"@
M("@"@&]R<YO="!Y;W4@871T96YD('1H92!M965T:6YG(&EN('!E<G-O;BX@
M5&@;6%K92!S=7)E('EO=7(@<VAA<F5S(&%R92E4:@T*5"H-"B@@("@"("@"@
M("!"R97!R97-E;G1E9`PE=V4@=7)G92!Y;W4@=&@8V]M<@QE=&4@86YD(&UA
M:6P@=&AE('!R;WAY(&-A<F0@;VX@=&AE*51J#0I4*@T**`@"("@"("@"("@"@(')
M=F5R<V4@<VED92!O<B!T;R!U<V4@;W5R(\$EN=&5R;F5T(&]R('10;&PM9G)E
M92!T96QE<A@;F4@=F]T:6YG*51J#0I4*@T**`@"("@"("@"@('Y<W1E;2X
M5&H-"B]&."`Q(%1F#0HP("TR+C\$V-C<@5\$0-"B@@("@"("@"("@"@("@"@
M("@"("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M("@"("@"@("@"@("!"144@4D5615)312E4:ET*,"M,2XP-S\$T(%1\$#0HH
M("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M+3,N,C\$T,R!41`T**`TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM*51J#0HP("TQ+C\$T,CD@5\$0-"B@@("@"("@"@("@"@("@"@("@"@
M("@"("@"I5&H-"B]&-R`Q(%1F#0HQ-RXX-3<Q(#`@5\$0-"BA&3TQ\$(%\$.
M1"!\$15!10T@2\$5212E4:@T*+3\$W+C@U-S\$@+30N-C8V-R!41`T**`@"@"@
M("@"("@"@1D]2(\$E.5\$523D54(\$%.1"!414Q%4\$A/3D4@4%) /6%D@24Y35%)5
M0U1)3TY3+"!3144@4D5615)312E4:@T*150-"F5N9"-T<F5A;0T*96YD;V]J
M#OHY-"`P(&]B:@T*#/P-"B]O<F]C4V5T(\$LO4\$1&"]497AT(\$T-"B](&]YVT
M(#P\#0HO1C(@-"`P(%-"B](&-R`Y-2`P(%-"B](&."`Y-B`P(%-"CX^#0HO
M17AT1U-T871E(#P\#0HO1U,Q(#<@,"!2#OH^/@T*/CX-"F5N9&]B:@T*.3@@
M,"!O8FH-"CP\#0HO3&5N9W1H(#0V,3<-CX^#0IS=")E86T-"D)4#0HO1C(@
M,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DT-BXX.2!4;0T*,"!G#0HO1U,Q(&=S
M#OHP(%1C#0HP(%1W#0HH("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M9@T*,3`N,#@@,"`P(#\$P+C`X(#(U+C8U(#DR,2XT-2!4;0T**M872`@(%!,
M14%312!-05)+(%E/55(@("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M#OHP("TQ+C\$V-C<@5\$0-"B@@("!"63U1%4R!!4R!)3B!42\$E3*51J#0I4
M*@T**`@"("@"(\$5804U03\$4N*51J#0HP("TR+C,S,S,@5\$0-"BA4:&ES('!R
M;WAY('=H96X<')O<&5R;'D@<VEG;F5D('=I;&P@8F4@=F]T960@:6X@=&AE
M(&UA;FYE<B!D:7)E8W1E9"!H97)E:6XN(\$EF(&YO*51J#0HP("TQ+C\$V-C<@
M5\$0-"BAD:7)E8W1I;VX@:7,@;6%D92P@=&AI<R!P<F]X>2!W:6QL(&)E('9O
M=&5D(")"&3U(B(&%L;"!T:&4@OF]A<F0@;V8I5&H-"E0J#0HH1&ER96-T;W)S
M)R!N;VUI;F5E<R!A;F0@(&D9/4B(@<')O<]&]S86P@,BXI5&H-"C`@+3(N,S,S
M,R!41`T**`TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM
M+2TM*51J#0HP("TR+C\$T,CD@5\$0-"B@@("@"("@"@("@"@("@"@("@"@
M251(2\$5,1`"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M("!!1T)3E-4("!!0E-404E.*51J#0I4*@T**`\$N(\$5L96-T:6]N(&]F("@"@
M(%L@72`@"!"!);(%T@("R+B!2871I9FEC871I;VX@;V8@=&AE("@"("@"@
M("@"@6R!="@"@%L@72`@"("@"@%L@72E4:@T*,"M,2XP-S\$T(%1\$#0HH("@"@
M1&ER96-T;W)S("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M(\$5R;G-T("8@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("I5&H-"E0J#0HH("@"@
M7"AS964@<F5V97)S95PI("@"("@"@("@"@("@"@("@"@("@"@66]U;F<@3\$QO(&%S
M(&EN9&5P96YD96YT("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@
M("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("!"P=6)L:6,@86-C;W5N
M=&%N=',@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("I5&H-"E0J#0HH(\$9O
M<BP@97AC97!T('9O=&4@=VET:&AE;&0@("@"@("@"@("@"@("@"@("@"@
M("@"("@"@("@"@("@"@("@"@("@"@("@"@("@"@("@"@("I5&H-"E0J#0HH(&9R

M8FH-"CP\#0HO5'EP92`O1F]N="`T*+U-U8G1Y<&4@+U1Y<&4Q#0HO3F%M92`O
M1C4-"B]"87-E1F]N="`O5&EM97,M271A;&EC#0H^/@T*96YD;V)J#0HS,2`P
M(&]B:@T*/#P-"B]4>7!E("]&;VYT#0HO4W5B='EP92`O5'EP93\$-"B].86UE
M("]&-@T*+T5N8V]D:6YG(#\$P,2`P(%(-"B]"87-E1F]N="`O5&EM97,M0F]L
M9`T*/CX-"F5N9&]B:@T*.34@,"!O8FH-"CP\#0HO5'EP92`O1F]N="`T*+U-U
M8G1Y<&4@+U1Y<&4Q#0HO3F%M92`O1C<-"B]"87-E1F]N="`O0V]U<FEE<BU"
M;VQD#0H^/@T*96YD;V)J#0HY-B`P(&]B:@T*/#P-"B]4>7!E("]&;VYT#0HO
M4W5B='EP92`O5'EP93\$-"B].86UE("]&.`T*+T)A<V5&;VYT("]#;W5R:65R
M#0H^/@T*96YD;V)J#0HQ,#\$@,"!O8FH-"CP\#0HO5'EP92`O16YC;V1I;F<-
M"B]\$:69F97)E;F-E<R!;(##`O9W)A=F4O86-U=&4O8VER8W5M9FQE>"]T:6QD
M92]M86-R;VXO8G)E=F4O9&]T86-C96YT+V1I97)E<VES#0HO<FEN9R]C961I
M;QA+VAU;F=A<G5M;&%U="]O9V]N96L08V%R;VXO9&]T;&S<VDO9FDO9FP-
M"B],<VQA<V@0;'-L87-H+UIC87)O;B]Z8V%R;VXO;6EN=7,@,SDO<750=&5S
M:6YG;&4@.38O9W)A=F4@,3,P+W%U;W1E<VEN9VQB87-E#0HO9FQO<FEN+W%U
M;W1E9&]L8F%\$92]E;&QI<'<I<R]D86=G97(O9%G9V5R9&)L+V-I<F-U;69L
M97@O<&5R=&AO=7-A;F004V-A<F]N#0HO9W5I;'-I;F=L;&5F="]/12`Q-#4O
M<750=&5L969T+W%U;W1E<FEG:'00<750=&5D8FQL969T+W%U;W1E9&)L<FEG
M:'008G5L;&5T+V5N9&%S:<T*+V5M9&%S:"]T:6QD92]T<F%D96UA<FLO<V-A
M<F]N+V=U:6QS:6YG;')I9VAT+V]E(#\$U.2]99&EE<F5S:7,@,38T+V-U<G)E
M;F-Y#0H@,38V+V)R;VME;F)A<B`Q<C@O9&EE<F5S:7,08V]P>7)I9VAT+V]R
M9&9E;6EN:6YE(#\$W,B]L;V=I8V%L;F]T+VAY<&AE;B]R96=I<W1E<F5D+VUA
M8W)O;@T*+V1E9W)E92]P;'5S;6EN=7,O='O<W5P97)I;W(O=&AR965S=7!E
M<FEO<B]A8W5T92]M=2`Q.#,O<&5R:6]D8V5N=&5R96008V5D:6QL80T*+V]N
M97-U<&5R:6]R+V]R9&UA<V-U;&EN92`Q.#@0;VYE<75A<G1E<B]O;F5H86QF
M+W1H<F5E<75A<G1E<G,@,3DR+T%G<F%V92]!86-U=&4O06-I<F-U;69L97@-
M"B]!:=&EL9&40061I97)E<VES+T%R:6YG+T%#%+T-C961I;&QA+T5G<F%V92]E
M86-U=&4O16-I<F-U;69L97@-"B]9&EE<F5S:7,O26=R879E+TEA8W5T92])
M8VER8W5M9FQE>"]9&EE<F5S:7,O171H+TYT:6QD92]/9W)A=F4-"B]/86-U
M=&4O3V-I<F-U;69L97@O3W1I;&1E+T]D:65R97-I<R]M=6QT:7!L>2]/<VQA
M<V@O56=R879E+U5A8W5T90T*+U5C:7)C=6UF;&5X+U5D:65R97-I<R]986-U
M=&4O5&AO<FXO9V5R;6%N9&)L<R]A9W)A=F4O86%C=71E+V%C:7)C=6UF;&5X
M#0HO871I;&1E+V%D:65R97-I<R]A<FEN9R]A92]C8V5D:6QL82]E9W)A=F4O
M96%C=71E+V5C:7)C=6UF;&5X#0HO961I97)E<VES+VEG<F%V92]I86-U=&4O
M:6-I<F-U;69L97@O:61I97)E<VES+V5T:"]N=&EL9&4O;V=R879E#0HO;V%
M=71E+V]C:7)C=6UF;&5X+V]T:6QD92]O9&EE<F5S:7,O9&EV:61E+V]S;&%S
M:"]U9W)A=F4O=6%C=71E#0HO=6-I<F-U;69L97@O=61I97)E<VES+WEA8W5T
M92]T:&]R;B]Y9&EE<F5S:7,-"ET-"CX^#0IE;F1O8FH-"C\$@,"!O8FH-"CP\
M#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E<R`S(#`@
M4@T*+T-O;G1E;G1S(#(@,"!2#0H^/@T*96YD;V)J#0HY(#`@;V)J#0H^/\`T*
M+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-"B]297-O=7)C97,@,3\$@,"!2
M#0HO0V]N=&5N=',@,3`@,"!2#0H^/@T*96YD;V)J#0HQ,R`P(&]B:@T*/#P-
M"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2#0HO4F5S;W5R8V5S(#\$U(#`@
M4@T*+T-O;G1E;G1S(#\$T(#`@4@T*/CX-"F5N9&]B:@T*,38@,"!O8FH-"CP\
M#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E<R`Q."`P
M(%(-"B]#;VYT96YT<R`Q-R`P(%(-"CX^#0IE;F1O8FH-"C\$Y(#`@;V)J#0H\
M/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-"B]297-O=7)C97,@,3\$@
M,"!2#0HO0V]N=&5N=',@,C`@,"!2#0H^/@T*96YD;V)J#0HR,B`P(&]B:@T*
M/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2#0HO4F5S;W5R8V5S(#(T
M(#`@4@T*+T-O;G1E;G1S(#(S(#`@4@T*/CX-"F5N9&]B:@T*,C4@,"!O8FH-
M"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E<R`R
M-R`P(%(-"B]#;VYT96YT<R`R-B`P(%(-"CX^#0IE;F1O8FH-"C(X(#`@;V)J
M#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-"B]297-O=7)C97,@
M,S`@,"!2#0HO0V]N=&5N=',@,CD@,"!2#0H^/@T*96YD;V)J#0HS,B`P(&]B
M:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2#0HO4F5S;W5R8V5S
M(#,T(#`@4@T*+T-O;G1E;G1S(#,S(#`@4@T*/CX-"F5N9&]B:@T*,S4@,"!O
M8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E
M<R`S-R`P(%(-"B]#;VYT96YT<R`S-B`P(%(-"CX^#0IE;F1O8FH-"C,X(#`@
M;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@-#(@,"!2#0HO4F5S;W5R
M8V5S(#OP(#`@4@T*+T-O;G1E;G1S(#,Y(#`@4@T*/CX-"F5N9&]B:@T*-#,@
M,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`T,B`P(%(-"B]297-O
M=7)C97,@-#4@,"!2#0HO0V]N=&5N=',@-#0@,"!2#0H^/@T*96YD;V)J#0HT
M-B`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#0R(#`@4@T*+U)E
M<V]U<F-E<R`T."`P(%(-"B]#;VYT96YT<R`T-R`P(%(-"CX^#0IE;F1O8FH-
M"COY(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@-#(@,"!2#0HO
M4F5S;W5R8V5S(#4Q(#`@4@T*+T-O;G1E;G1S(#4P(#`@4@T*/CX-"F5N9&]B
M:@T*-3(@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`T,B`P(%(-
M"B]297-O=7)C97,@-30@,"!2#0HO0V]N=&5N=',@-3,@,"!2#0H^/@T*96YD
M;V)J#0HU-2`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#0R(#`@
M4@T*+U)E<V]U<F-E<R`U-R`P(%(-"B]#;VYT96YT<R`U-B`P(%(-"CX^#0IE
M;F1O8FH-"C4X(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@-#(@
M,"!2#0HO4F5S;W5R8V5S(#8P(#`@4@T*+T-O;G1E;G1S(#4Y(#`@4@T*/CX-
M"F5N9&]B:@T*-CS@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`T
M,B`P(%(-"B]297-O=7)C97,@-C,@,"!2#0HO0V]N=&5N=',@-C(@,"!2#0H^
M/@T*96YD;V)J#0HV-"`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT
M(#0R(#`@4@T*+U)E<V]U<F-E<R`V-B`P(%(-"B]#;VYT96YT<R`V-2`P(%(-
M"CX^#0IE;F1O8FH-"C8W(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E
M;G0@-#(@,"!2#0HO4F5S;W5R8V5S(#8Y(#`@4@T*+T-O;G1E;G1S(#8X(#`@
M4@T*/CX-"F5N9&]B:@T*-S`@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A
M<F5N="`W,R`P(%(-"B]297-O=7)C97,@-S(@,"!2#0HO0V]N=&5N=',@-S\$@
M,"!2#0H^/@T*96YD;V)J#0HW-"`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO
M4&%R96YT<#<S(#`@4@T*+U)E<V]U<F-E<R`W-B`P(%(-"B]#;VYT96YT<R`W
M-2`P(%(-"CX^#0IE;F1O8FH-"C<W(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-
M"B]087)E;G0@-S,@,"!2#0HO4F5S;W5R8V5S(#<Y(#`@4@T*+T-O;G1E;G1S
M(#<X(#`@4@T*/CX-"F5N9&]B:@T*.`@,"!O8FH-"CP\#0HO5'EP92`O4&%G
M90T*+U!A<F5N="`W,R`P(%(-"B]297-O=7)C97,@.#(@,"!2#0HO0V]N=&5N

M=' , @ . # \$ % , '! 2#0H^/@T*96YD;V)J#0HX,R`P(&]B:@T*/#P-"B]4>7!E("]0
M86=E#0HO4&%R96YT(<#S(#`@4@T*+U)E<V]U<F-E<R`X-2`P(%(-"B]#;VYT
M96YT<R`X-"`P(%(-"CX^#0IE;F108FH-"C@V(#`@;V)J#0H\`/T*+U1Y<&4@
M+U!A9V4-"B]087)E;G0@-S,@,"!2#0HO4F5S;W5R8V5S(#X(#`@4@T*+T-O
M;G1E;G1S(#W(#`@4@T*/CX-"F5N9&]B:@T*.#D@,"!08FH-"CP\#0HO5'EP
M92`O4&%G90T*+U!A<F5N="`W,R`P(%(-"B]297-O=7)C97,@.3\$@,"!2#0HO
M0V]N=&5N=' , @ . 3`@,"!2#0H^/@T*96YD;V)J#0HY,B`P(&]B:@T*/#P-"B]4
M>7!E("]086=E#0HO4&%R96YT(<#S(#`@4@T*+U)E<V]U<F-E<R`Y-"`P(%(-
"B]#;VYT96YT<R`Y,R`P(%(-"CX^#0IE;F108FH-"CDW(#`@;V)J#0H\`/T*
M+U1Y<&4@+U!A9V4-"B]087)E;G0@-S,@,"!2#0HO4F5S;W5R8V5S(#DY(#`@
M4@T*+T-O;G1E;G1S(#DX(#`@4@T*/CX-"F5N9&]B:@T*."`P(&]B:@T*/#P-
M"B]4>7!E("]086=E<PT*+TMI9',@6S\$@,"!2(#D@,"!2(#\$S(#`@4B`Q-B`P
M(%(@,3D@,"!2(#R(#`@4B`R-2`P(%(@,C@@"!2(#R(#`@4B`S-2`P(%)=
M#0HO0V]U;G0@,3`-"B]087)E;G0@-#,\$@,"!2#0H^/@T*96YD;V)J#0HT,B`P
M(&]B:@T*/#P-"B]4>7!E("]086=E<PT*+TMI9',@6S,X(#`@4B`T,R`P(%(@
M-#8@,"!2(#OY(#`@4B`U,B`P(%(@-34@,"!2(#4X(#`@4B`V,2`P(%(@-C0@
M,"!2(#8W(#`@4ET-"B]#;W5N="`Q,T*+U!A<F5N="`T,2`P(%(-"CX^#0IE
M;F108FH-"C<S(#`@;V)J#0H\`/T*+U1Y<&4@+U!A9V5S#0HO2VED<R!;-S@
M,"!2(#<T(#`@4B`W-R`P(%(@.#`@,"!2(#@S(#`@4B`X-B`P(%(@.#D@,"!2
M(#DR(#`@4B`Y-R`P(%)=#0HO0V]U;G0@.0T*+U!A<F5N="`T,2`P(%(-"CX^
M#0IE;F108FH-"COQ(#`@;V)J#0H\`/T*+U1Y<&4@+U!A9V5S#0HO2VED<R!
M."`P(%(@-#(@,"!2(#<S(#`@4B`=#0HO0V]U;G0@,CD-"B]-961184)O>";
M,"`P(#8Q,B`Q,#`X70T*/CX-"F5N9&]B:@T*,3`R(#`@;V)J#0H\`/T*+U1Y
M<&4@+T-A=&%L;V<-"B]086=E<R`T,2`P(%(-"CX^#0IE;F108FH-"C\$P,R`P
M(&]B:@T*/#P-"B]#<F5A=&EO;D1A=&4@*\$0Z,3DQ,#`P,S(P,34S-#\$W*0T*
M+U!R;V1U8V5R("A<S<V7#,W-UPP,#!7#`P,&-<,#`P<EPP,#!07#`P,&)<
M,#`P85PP,#!T7#`P,"!<,#`P1%PP,#!I7#`P,'-<,#`P=%PP,#!I7#`P,&Q<
M,#`P;%PP,#!E7#`P,')<,#`P(%PP,#`S7#`P,'Y<,#`P,%PP,#`R*0T*/CX-
M"F5N9&]B:@T*>'E9@T*,"`Q,#0-"C`P,#`P,#`P,#`@-C4U,S4@9@T*,#`P
M,#\$T,S`X.2`P,#`P,#`P,"!N#0HP,#`P,#`P,#\$W(#`P,#`P(&X-"C`P,#`P,#`P,
U M-3D@,#`P,#`@;@T*,#`P,#\$T,3\$T,2`P,#`P,"!N#0HP,#`P,30Q,C,Q(#`P
M,#`P(&X-"C`P,#`Q-#\$S,C`@,#`P,#`@;@T*,#`P,#\$T,3`V,B`P,#`P,"!N
M#0HP,#`P,30U-SOS(#`P,#`P(&X-"C`P,#`Q-#Q-S<@,#`P,#`@;@T*,#`P
M,#`P,#8X-B`P,#`P,#`P,"!N#0HP,#`P,#`V-#8V(#`P,#`P(&X-"C`P,#`Q-#\$T
M,CD@,#`P,#`@;@T*,#`P,#\$T,S(V-R`P,#`P,"!N#0HP,#`P,#`V-3DU(#`P
M,#`P(&X-"C`P,#`P,#@Y,C\$@,#`P,#`@;@T*,#`P,#\$T,S,U."`P,#`P,"!N
M#0HP,#`P,#`Y,#0Y(#`P,#`P(&X-"C`P,#`P,3\$V-3D@,#`P,#`@;@T*,#`P
M,#\$T,S0T.2`P,#`P,#`P,"!N#0HP,#`P,#\$Q-S@W(#`P,#`P(&X-"C`P,#`P,38Y
M,C8@,#`P,#`@;@T*,#`P,#\$T,S4T,"`P,#`P,"!N#0HP,#`P,#\$W,#4T(#`P
M,#`P(&X-"C`P,#`P,C(Y-3(@,#`P,#`@;@T*,#`P,#\$T,S8S,2`P,#`P,"!N
M#0HP,#`P,#(S,#@P(#`P,#`P(&X-"C`P,#`P,C@S,#0@,#`P,#`@;@T*,#`P
M,#\$T,S<R,B`P,#`P,#`P,"!N#0HP,#`P,#(X-#Q(#`P,#`P(&X-"C`P,#`P,S(R
M,C4@,#`P,#`@;@T*,#`P,#\$T,34R,2`P,#`P,"!N#0HP,#`P,30S.##S(#`P
M,#`P(&X-"C`P,#`P,S(S-30@,#`P,#`@;@T*,#`P,#`T-#0Q-"`P,#`P,"!N
M#0HP,#`P,30S.3`T(#`P,#`P(&X-"C`P,#`P-#0U-30@,#`P,#`@;@T*,#`P
M,#`T.#\$Q-2`P,#`P,#`P,"!N#0HP,#`P,30S.3DU(#`P,#`P(&X-"C`P,#`P-#@R
M,S(@,#`P,#`@;@T*,#`P,#`U.3DU,R`P,#`P,"!N#0HP,#`P,30V,3<P(#`P
M,#`P(&X-"C`P,#`Q-#4X.#8@,#`P,#`@;@T*,#`P,#\$T-#`X-R`P,#`P,"!N
M#0HP,#`P,#8P,#@Q(#`P,#`P(&X-"C`P,#`P-C`R,3(@,#`P,#`@;@T*,#`P
M,#\$T-#\$W.2`P,#`P,#`P,"!N#0HP,#`P,#8P,S\$X(#`P,#`P(&X-"C`P,#`P-C<S
M-#@@,#`P,#`@;@T*,#`P,#\$T-#(W,2`P,#`P,"!N#0HP,#`P,#8W-#<V(#`P
M,#`P(&X-"C`P,#`P-S<S-#<@,#`P,#`@;@T*,#`P,#\$T-#V,R`P,#`P,"!N
M#0HP,#`P,#<W-#@W(#`P,#`P(&X-"C`P,#`P-S<V,3D@,#`P,#`@;@T*,#`P
M,#\$T-#0U-2`P,#`P,#`P,"!N#0HP,#`P,#<W-S(U(#`P,#`P(&X-"C`P,#`P.#(W
M-3`@,#`P,#`@;@T*,#`P,#\$T-#4T-R`P,#`P,"!N#0HP,#`P,#@R.#<X(#`P
M,#`P(&X-"C`P,#`P.#@Y-#4@,#`P,#`@;@T*,#`P,#\$T-#8S.2`P,#`P,"!N
M#0HP,#`P,#@Y,#8R(#`P,#`P(&X-"C`P,#`P.34P,CD@,#`P,#`@;@T*,#`P
M,#\$T-#<S,2`P,#`P,#`P,"!N#0HP,#`P,#DU,34W(#`P,#`P(&X-"C`P,#`Q,#`W
M,3(@,#`P,#`@;@T*,#`P,#\$T-#@R,R`P,#`P,"!N#0HP,#`P,3`P.#0P(#`P
M,#`P(&X-"C`P,#`Q,#V-#4@,#`P,#`@;@T*,#`P,#\$T-#DQ-2`P,#`P,"!N
M#0HP,#`P,3`S-S<S(#`P,#`P(&X-"C`P,#`Q,#8S-3`@,#`P,#`@;@T*,#`P
M,#\$T-C`S,B`P,#`P,#`P,"!N#0HP,#`P,30U,#`W(#`P,#`P(&X-"C`P,#`Q,#8T
M-S@@,#`P,#`@;@T*,#`P,#\$Q,3DX,B`P,#`P,"!N#0HP,#`P,30U,#DY(#`P
M,#`P(&X-"C`P,#`Q,3(Q,3`@,#`P,#`@;@T*,#`P,#\$Q.#W,B`P,#`P,"!N
M#0HP,#`P,30U,3DQ(#`P,#`P(&X-"C`P,#`Q,3@U,#`@,#`P,#`@;@T*,#`P
M,#\$R,S4Q-R`P,#`P,#`P,"!N#0HP,#`P,30U,C@S(#`P,#`P(&X-"C`P,#`Q,C,V
M-#4@,#`P,#`@;@T*,#`P,#\$R.#DP-B`P,#`P,"!N#0HP,#`P,30U,S<U(#`P
M,#`P(&X-"C`P,#`Q,CDP-#8@,#`P,#`@;@T*,#`P,#\$S,C8R-R`P,#`P,"!N
M#0HP,#`P,30U-#8W(#`P,#`P(&X-"C`P,#`Q,S(W-34@,#`P,#`@;@T*,#`P
M,#\$S,S(S-B`P,#`P,#`P,"!N#0HP,#`P,30U-34Y(#`P,#`P(&X-"C`P,#`Q,S,S
M-3,@,#`P,#`@;@T*,#`P,#\$S-3DY,B`P,#`P,"!N#0HP,#`P,30Q-C,P(#`P
M,#`P(&X-"C`P,#`Q-#\$W,C(@,#`P,#`@;@T*,#`P,#\$T-38U,2`P,#`P,"!N
M#0HP,#`P,3,V,3(R(#`P,#`P(&X-"C`P,#`Q-#W.3@@,#`P,#`@;@T*,#`P
M,#\$T,#DR."`P,#`P,#`P,"!N#0HP,#`P,30Q.#`Y(#`P,#`P(&X-"C`P,#`Q-#8R
M-S<@,#`P,#`@;@T*,#`P,#\$T-C,S-2`P,#`P,"!N#0IT<F%I;&5R#0H\`/T*
M+U-I>F4@,3`T#0HO4F]O="`Q,#(@,"!2#0HO26YF;R`Q,#@,"!2#0HO240@
M6SQE9&8X8V8X-F0P9F%D.3`V93%D,CDV8F(P8V)C93\$X-3X\961F.&-F.#9D
M,&9A9#DP-F4Q9#(Y-F)B,&-B8V4Q.#4^70T*/CX-"G-T87)T>')E9@T*,30V
,-3(Y#0HE)45/1@T*

begin 666 DOC.PDF
M)5!\$1BTQ+C(-"B7BX\ _3#0HR(# @;v)J#0H\ /`T*+TQE;F=T:"`S-#@T#0H^
M/@T*
M-S<@5&T-"C`@9PT*+T=3,2!G<PT*, "!48PT*, "!4=PT**``I5&H-"D54#0HP
M+C4@1PT*, "!*(# @:B`P+C(T (<@,3`@32!;73`@9`T*,2!I(`T*-3@V+C4S
M(#DT-2XT-2!M#0HR-2XV-2`Y-#4N-#4@;`T*,C4N-C4@.30U+C0U(&T-"C(U
M+C8U(#DT-"XY-R!L#0I3#0HP(\$<-"C(U+C8U(#DT-"XY-R!M#0HU.#8N-3,@
M.30T+CDW(&P-"C4X-BXU,R`Y-#0N.3<@;0T*-3@V+C4S(#DT-2XT-2!L#0I3
M#0HP+C4@1PT*-3@V+C4S(#DT,2XS-R!M#0HR-2XV-2`Y-#N,S<@;`T*,C4N
M-C4@.30Q+C,W(&T-"C(U+C8U(#DT, "XX.2!L#0I3#0HP(\$<-"C(U+C8U(#DT
M,"XX.2!M#0HU.#8N-3,@.30P+C@Y(&P-"C4X-BXU,R`Y-#N.#D@;0T*-3@V
M+C4S(#DT,2XS-R!L#0I3#0I"5`T*+T8S(#\$@5&8-"C\$R(#`@, "`Q,B`R-C\$N
M,S,@.3\$S+C(Y(%1M#0HH4T-(14153\$4@,31!*51J#0HQ+C4R("TQ+C(R(%1\$
M#0HH7"A2=6QE(#\$T85PT*51J#0HM,3`N,30@+3\$N,C(@5\$0-"BA)3D9/4DU!
M5\$E/3B!215%525)1"!)3B!04D]862!35\$%414U%3E0I5&H-"CON-S@+3\$N
M,C(@5\$0-"BA30TA%15,12`Q-\$\$@24Y&3U)-051)3TXI5&H-"BTU+C\$T("TQ
M+C(R(%1\$#0HH4')O>`D@4W1A=&5M96YT(%!U<G-U86YT('1O(%-E8W1I;VX@
M,31<*&%*2!09B!T:&4@4V5C=7)I=&EE<R`I5&H-"C@N,@+3\$N,C(@5\$0-
M"BA%>&-H86Y92!8W0@;V8@,3DS-"E4:@T*5"H-"BA<*%M96YD;65N="!.
M;RX@(" `@(" !<2E4:@T*+T8R(#\$@5&8-"BTQ."XW-"`M,BXS-"!41`T**\$9I
M;&5D(&)Y('1H92!296=I<W1R86YT(")!;6%T@*51J#0HP("TR+C,@5\$0-"BA&
M:6QE9"!B>2!A(%!A<G1Y(&]T:&5R('1H86X@=&AE(%)E9VES=')A;G0@(%L@
M(" !="E4:@T*5"H-"BA#: &5C:R!T:&4@87!P<C]P<FEA=&4@8F]X.B`I5&H-
M"C`@+3\$N,3(@5\$0-"C(Q+C<S(%1C#0I;)*`@*3(P-3@P**``I751*#0HQ,"XP
M-SD@," `P(#\$P+C`W.2`R-2XV-2`W,38N.3<@5&T-"C`@5&,-"BA;("`@72`@
M4')E;&EM:6YA<GD@4')O>`D@4W1A=&5M96YT*51J#0HR-RXX,S8@+3`N,#<Q
M-"!41`T**%L@("!=(" `I5&H-"B]@,R`Q(%1F#0HQ+CDW-C0@,"!41`T**\$-O
M;F9I9&5N=&EA;"P@9F]R(%5S92!09B!T:&4@0V]M;6ES<VEO;B! /;FQY(%PH
M87,@<@5R;6ET=&5D("E4:@T*+3\$N.3<V-"`M,2XR,S@R(%1\$#0HH8GD@G5L
M92`Q-&\$M-EPH95PI7"@R7"E<*2E4:@T*+T8R(#\$@5&8-"BTR-RXX,S8@+3\$N
M,38V."!41`T**%M872`@1&5F:6YI=&EV92!0<F]X>2!3=&T96UE;G0I5&H-
M"C`@+3\$N,3\$Y,2!41`T**%L@("!="!\$969I;FET:79E(\$D9&ET:6]N86P@
M36%T97)I86QS*51J#0H01C0@,2!49@T*5"H-"BA;("`@72`@4V]L:6-I=&EN
M9R!-871E<FEA;"!0=7)S=6%N="!T;R!<,COW,COP+C\$T82TQ,5PH8UPI(&]R
M(%PR-#<R-#`N,31A+3\$R*51J#0H01C,@,2!49@T*,3@@" `P(#\$X(#\$Y-BXP
M-2`V,S4N.#4@5&T-"BA#3\$5614Q!3D0M0TQ)1D93(\$E.0RE4:@T*,3`N,#<Y
M(#`@,"`Q,"XP-SD@`C`S+C(U`8R,"XT.2!4;0T**%PH3F%M92!09B!296=I
M<W1R86YT(%S(%-P96-I9FEE9"!I;B!I=' ,@0VAA<G1E<EPI*51J#0HQ,B`P
M(#`@,3(@,C,W+C`Y(#4Y,BXQ-R!4;0T**%A86%A86%A86%A86%A86@I5&H-
M"C\$P+C`W.2`P(#`@,3`N,#<Y(#\$T.2XY-R`U-S@N,C4@5&T-"BA<*%YA;64@
M;V8@4&5R<V]N7"AS7`D@1FEL:6YG(%!R;WAY(%-T871E;65N="P@:68@;W1H
M97(@=&AA;B!T:&4@4F5G:7-T<F%N=%PI*51J#0H01C(@,2!49@T*,3(@, "`P
M(#\$R(#(U+C8U(#4U,"XV-2!4;0T**%!A>6UE;G0@;V8@1FEL:6YG(\$9E92!<
M*\$-H96-K('1H92!A<'!R;W!R:6%T92!B;WA<*3H@*51J#0HP("TQ+C\$T(%1\$
M#0I; *%M872DM,3\$N.2A.;R!F964@<F5Q=6ER960N*5U42@T*, "`M,2XQ,B!4
M1`T**%L@(" !="!&964@8V]M<`5T960@;VX@=&%B; &4@8F5L;W<@<@5R(\$5X
M8VA;F=E(\$%C="!2=6QE<R`Q-&\$M-EPH:5PI7"@T7"D@86YD(#`M,3\$N("E4
M:@T*, "`M,BXS(%1\$#0HH(" `@(" `@7"@Q7"D@5&ET;&4@;V8@96%C:"!C;&%S
M<R!09B!S96-U<FET:65S('1O('=H:6-H('1R86YS86-T:6]N(&%P<@QI97,Z
M(" `I5&H-"E0J#0HH(" `@(" `@7"@R7"D@06=G<F5G871E(&YU;6)E<B!09B!S
M96-U<FET:65S('1O('=H:6-H('1R86YS86-T:6]N(&%P<@QI97,Z(" `I5&H-
M"C`@+3(N,S(@5\$0-"ELH("DM.#DP*%PH,UPI("DM,C,N.2A097(@=6YI="!P
M<FEC92!O<B!O=&AE<B!U;F1E<FQY:6YG('9A;'5E(&]F('1R86YS86-T:6]N
M(&-O;7!U=&5D('!U<G-U86YT('1O(\$5X8VAA;F=E(\$%C="!2=6QE(#`M,3\$@
M7"A3970@*5U42@T*,BXU."`M,2XQ,B!41`T**%90<G1H('1H92!A;6]U;G0@
M;VX@=VAI8V@=&AE(&9I;&EN9R!F964@:7,@8V`L8W5L871E9"!A;F0@<W1A
M=&4@:&]W(&ET('=A<R!D971E<FUI;F5D7"DZ("E4:@T*+3(N-3@+3(N,R!4
M1`T**`@(" `@(%PH-%PI(%!R;W!O<V5D(&UA)&EM=6T@86=G<F5G871E('9A
M;'5E(&]F('1R86YS86-T:6]N.B`@*51J#0I4*@T**`@(" `@(%PH-5PI(%1O
M=&%L(&9E92!P86ED.B`@*51J#0I4*@T**%L@(" !="!&964@<&%I9"!P<F5V
M:6]U<VQY('=I=&@@<@)E;&EM:6YA<GD@;6%T97)I86QS+B`I5&H-"C`@+3(N
M,S(@5\$0-"ELH6R`@(%TI+30S+CDHOVAE8VL@8F]X(&EF(&%N>2!P87)T(&]F
M('1H92!F964@:7,@;V9F<V5T(%S('!R;W9I9&5D(&)Y(\$5X8VAA;F=E(\$%C
M="!2=6QE(#`M,3\$<*&%*5PH,EPI(&%N9"!I9&5N=&EF>2!T:&4@9FEL:6YG
M(&90<B`I751*#0HQ+C0V("TQ+C\$R(%1\$#0HH=VAI8V@=&AE(&]F9G-E="!I
M;F<@9F5E('=A<R!P86ED('!R979I;W5S;'DN(\$ED96YT:69Y('1H92!P<F5V
M:6]U<R!F:6QI;F<@8GD@<F5G:7-T<F%T:6]N(' -T871E;65N="!N=6UB97(L
M(&]R("E4:@T*5"H-"BAT:&4@1F]R;2!O<B!38VAE9'5L92!A;F0@=&AE(&1A
M=&4@;V8@:71S(&9I;&EN9RXI5&H-"BTQ+C0V("TR+C,@5\$0-"B@@(" `@(" !<
M*%&*2!!;6]U;G0@4')E=FEO=7-L>2!086ED.B`@*51J#0I4*@T**`@(" `@
M(%PH,EPI(\$90<FTL(%-C:&5D=6QE(&]R(%)E9VES=')A=&EO;B!3=&%T96UE
M;G0@3F`N.B`@*51J#0I4*@T**`@(" `@(%PH,UPI(\$9I;&EN9R!087)T>3H@
M("E4:@T*5"H-"B@@(" `@(" !<*<*2!\$871E(\$9I;&5D.B`@*51J#0I5`T*
M,"XU(\$<-"C4X-BXU,R`Q-C`N-C4@;0T*,C4N-C4@,38P+C8U(&P-"C(U+C8U
M(#\$V,"XV-2!M#0HR-2XV-2`Q-C`N,3<@;`T*4PT*, "!#0HR-2XV-2`Q-C`N
M,3<@;0T*-3@V+C4S(#\$V,"XQ-R!L#0HU.#8N-3,@,38P+C\$W(&T-"C4X-BXU
M,R`Q-C`N-C4@;`T*4PT*, "XU(\$<-"C4X-BXU,R`Q-38N-3<@;0T*,C4N-C4@
M,34V+C4W(&P-"C(U+C8U(#\$U-BXU-R!M#0HR-2XV-2`Q-38N,#D@;`T*4PT*
M,"!#0HR-2XV-2`Q-38N,#D@;0T*-3@V+C4S(#\$U-BXP.2!L#0HU.#8N-3,@
M,34V+C`Y(&T-"C4X-BXU,R`Q-38N-3<@;`T*4PT*96YD<W1R96%M#0IE;F1O
M8FH-"C,@,"!08FH-"CP#0H04')08U-E="!;+U!\$1B`O5&X="!#0HO1F]N
M=" \ / `T*+T8R(#0@,"!2#0H01C,@-2`P(% (-"B]@-`V(#`@4@T*/CX-"B]@
M>'1'4W1A=&4@/#P-"B]4S\$@-R`P(% (-CX^#0H^/@T*96YD;V)J#0HQ,"`P
M(&]B:@T*/#P-"B]96YG=&@@,C<R,0T*/CX-"G-T<F5A;0T*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\$S+C@R("TR
M+C,@5\$0-"BA;0TQ%5D5,04Y\$+,-,249&4R!)3D,@3\$545\$522\$5!1%T@*51J
M#OHR-BXU-B`M,BXS(%1\$#0HH36%R8V@,C`L(#(P,#`@*51J#0HO1C4@,2!4
M9@T*+30P+C,X("TR+C,T(%1\$#0HH5&\=@&AE(%-H87)E:}&]L9&5R<R!O9BE4
M:@T*+T8R(#\$@5&8-"C`@+3\$N,3@85\$0-"B@@(\$-,159%3\$\$.1"U#3\$E&1E,@
M24Y#("E4:@T*,`M,BXS(%1\$#0HH("`@("`@5&AE(\$%N;G5A;"!-965T:6YG
M(&]F(%-H87)E:}&]L9&5R<R!O9B!#;&5V96QA;FOM0VQI9F9S(\$EN8R!W:6QL
M(&E(&AE;&0@870@5&AE(\$90<G5M(\$-O;F9E<F5N8V4@0V5N=&5R+"`I5&H-
M"C`@+3\$N,3(@5\$0-"BAL;V-A=&5D(&EN(\$]N92!#;&5V96QA;F0@0V5N=&5R
M+"`Q,S<U(\$5A<W0@3FEN=&@@4W1R965T+"!#;&5V96QA;FOL(\$)H:6\@-#0Q
M,30@;VX@5`5E<V1A>2P@36%Y(#DL(#(P,#`@870@,3SZ,S`@*51J#0I4*@T*
M*\$N32X@7"A#;&5V96QA;F0@=&EM95PI+B`I5&H-"C`@+3(N,R!41`T*+"`@
M("`@(\$%T('1H92!M965T:6YG+"!S;&%R96AO;&1E<G,=@VEL;"!A8W0@=7!O
M;B!T:&4@96QE8W1I;VX@;V8@1&ER96-T;W)S(&%N9"!A(!'R;W!O<V%L('1O
M(')A=&EF>2!T:&4@87!P;VEN=&UE;G0@;V8@*51J#0HP("TQ+C\$R(%1\$#0HH
M17)N<W0@)B!9;W5N9R!;3%`@87, @:6YD97!E;F1E;G0@<'5B;&EC(&%C8V]U
M;G1A;G1S+B!;!B!E>'!L86YA=&EO;B!O9B!E86-H(&]F('1H97-E(&UA="1E
M<G,@:7,@8V]N=&%I;F5D(&EN('1H92`I5&H-"E0J#0HH871T86-H960@4')O
M>'D@4W1A=&5M96Y+T+B`I5&H-"C`@+3(N,R!41`T*+"`@("`@(%1H92!);V%R
M9"!O9B!\$:7)E8W1O<G,@86YD(&UA;F%G96UE;G0@8F5L:65V92!T:&%T('1H
M92!P<F]P;W-E9"!A8W1I;VYS(&%R92!I;B!T:&4@8F5S="!I;G1E<F5S=",
@M;V8@>6]U<B`I5&H-"C`@+3\$N,3(@5\$0-"BA#;VUP86Y+B!7:&5T:&5R(&]R
M(&YO="!Y;W4@97AP96-T('1O(&E('!R97-E;G0@870@=&AE(\$%N;G5A;"!-
M965T:6YG+"!W92!U<F=E('EO=2!T;R!E>&5R8VES92!Y;W5R('9O=&EN9R`I
M5&H-"E0J#0HH<FEG:'1S(&)Y('I9VYI;F<@86YD(&1A=&EN9R!T:&4@96YC
M;&]S960@<'O>'D@8V%R9"!A;F0@<F5T=7)N:6YG(&ET(&EN('1H92!A8V-O
M;7!A;GEI;F<@96YV96QO<&4@=&\@96YS=7)E('1H870@*51J#0I4*@T*`EO
M=7(@<VAA<F5S('=I;&P@8F4@<F5P<F5S96YT960N(\$EN(&%D9&ET:6]N+!"!T
M:&ES('E87(@=V4@87)E('!L96%\$S960@=&\@;V9F97(@<F5C;W)D('H87)
E M:&]L9&5R<R!T:&4@;W!P;W)T=6YI='D@=&\@*51J#0I4*@T*`&%P<&]I;G0@
M<'O>'D@:}&]L9&5R<R!T;R!V;W1E('1H96ER('H87)E<R!T:')O=6=H('1H
M92!);G1E<FYE="!O<B!V:6\$@=&]L;"UF<F5E('1E;&5P:&]N92!I9B!T:&5Y
M('=I<W@N(\$EN<W1R=6-T:6]N<R`I5&H-"E0J#0HH9F]R(&%P<&]I;G1I;F<@
M<'O>&EE<R!T:')O=6=H('1H92!);G1E<FYE="!O<B!B>2!T96QE<&AO;F4@
M87)E(-O;G1A:6YE9"!O;B!Y;W5R('!R;WAY(&-A<FON(%=H:6-H979E<B!O
M9B!T:&5S92`I5&H-"E0J#0HH;65T:&]D<R!Y;W4@8VAO<V4L('1H92!N86UE
M9"!P<F]X:65S('=I;&P@=F]T92!Y;W5R('H87)E<R!I;B!A8V-O<F1A;F-E
M('=I=&@>6]U<B!I;G-T<G5C=&EO;G,N(%!L96%\$S92!N;W1E('1H870@*51J
M#0I4*@T*`9A:6QU<F4@=&\@=F]T92!S=7)R96YD97)S('9O=&EN9R!P;W=E
M<B!T;R!T:&]S92!W:&@97AE<F-I<V4@=&AE:7(@=F]T:6YG(')I9VAT+B!)
M9B!Y;W4@871T96YD('1H92!M965T:6YG+"!Y;W4@=VEL;"`I5&H-"E0J#0HH
M8F4@96YT:71L960@=&\@=F]T92!I;B!P97)S;VXN("E4:@T*,`M,BXS(%1\$
M#0HH("`@("`@5V4@;&]O:R!F;W)W87)D('1O(&UE971I;F<@=VET:"!Y;W4@
M870@=&AE(\$%N;G5A;"!-965T:6YG+B`I5&H-"C`@+3(N,S(@5\$0-"C\$V+C4Y
M(%1W#0I;*!3:6YC97)E;"DL*5U42@T*,`M,2XQ,B!41`T*,"!4=PT*`"I
M5&H-"E0J#0I;*`I+3\$V-3DP*"]S+R!*;VAN(%N(\$)R:6YZ;RE=5\$H-"E0J
M#0I;*`I+3\$V-3DP*]I/2\$X@4RX@0E)3EI/*5U42@T*5"H-"ELH("DM,38U
M.3`H0VAA`7)M86X@86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R*5U42@T*
M,"M,BXS,B!41`T*+"`I5&H-"C`N-#@+3`N,#8@5\$0-"B@@("`@("`I5&H-
M"B]&,R`Q(%1F#0HQ+C4V(#`@5\$0-"BA)="!I<R!I;7!O<G1A;G0@=&AA="!Y
M;W5R('H87)E<R!B92!R97!R97-E;G1E9"!A="!T:&4@;65E=&EN9RX@5VAE
M=&AE<B!O<B!N;W0@>6]U(&EN=&5N9"!T;R!B92`I5&H-"BTQ+C4V("TQ+C(R
M(%1\$#0HH<'E<V5N="P<&QEB7-E('I9VX@86YD(&1A=&4@=&AE(&%N:71E9"!3=&%T
M<V5D('!R;WAY(&-A<F0@86YD(')E='5R;B!I="!I;B!T:&4@96YC;&]S960@
M=6ER97, @;F\<&]S=&%G92!I9B!M86EL960@:6X@=&AE(%5N:71E9"!3=&%T
M97,L(&]R(&%P<&]I;G0@>6]U<B!P<F]X:65S('1H<F]U9V@=&AE("E4:@T*
M5"H-"BA);G1E<FYE="!O<B!B>2!T96QE<&AO;F4@87, @9&ER96-T960@;VX@
M>6]U<B!P<F]X>2!C87)D+BE4:@T*+T8R(#\$@5&8-"COU+C@R(#,N-S(@5\$0-
"B@@*51J#0I%5`T*96YD<W1R96%M#0IE;F108FH-"C\$Q(#`@;V)J#0H\`/T*
M+U!R;V-3970@6R]0!\$8@+U1E>'0@70T*+T90;G0@/#P-"B]&,B`T(#`@4@T*
M+T8S(#4@,!"2#0HO1C4@,3(@,!"2#0H^/@T*+T5X=\$=3=&%T92`\`/T*+T=3
M,2`W(#`@4@T*/CX-"CX`#0IE;F108FH-"C\$T(#`@;V)J#0H\`/T*+TQE;F=T
M:"`R,C8W#0H^/@T*+T8R(#\$@5&8-"C\$R(#`@,`Q,B`R
M-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*,"148PT*,"!4=PT*`" @
M("`@("`@("`@("`@("E4:@T*,3,N.#(@+3(N,R!41`T*`M#3\$5614Q!
M3DOM0TQ)1D93(\$E.0R!,151415)(14%\$72`I5&H-"B]&,R`Q(%1F#0HM,RXQ
M-"`M,BXS-B!41`T*`\$Y/5\$E#12!/1B!!3DY504P@345\$5\$.1R!/1B!32\$%2
M14A/3\$1\$4E,I5&H-"B]&,B`Q(%1F#0HR.2XW("TR+C,T(%1\$#0HH36%R8V@@
M,C`L(#(P,#`@*51J#0HM-#`N,S@+3(N,R!41`T*`1E87(@4VAA<F5H;VQD
M97(Z("E4:@T*+T8T(#\$@5&8-"E0J#0HH("`@("`@5&AE(\$%N;G5A;"!-965T
M:6YG(&]F(%-H87)E:}&]L9&5R<R!O9B!#;&5V96QA;FOM0VQI9F9S(\$EN8R!
M86X@3VAI,R!C;W)P;W)A=&EO;B!<`*PR,C-#;VUP86Y7#(R-#PI+!"!W:6QL
M(&E(&AE;&0@870@*51J#0HP("TQ+C\$R(%1\$#0HH5&AE(\$90<G5M(\$-O;F9E
M<F5N8V4@0V5N=&5R+"!L;V-A=&5D(&EN(\$]N92!#;&5V96QA;F0@0V5N=&5R
M+"`Q,S<U(\$5A<W0@3FEN=&@@4W1R965T+"!#;&5V96QA;FOL(\$)H:6\@-#0Q
M,30@;VX@*51J#0I4*@T*`%1U97-D87DL(SUA>2`Y+"`R,#`P(&%T(#\$Q,C,P
M(\$N32X@7"A#;&5V96QA;F0@=&EM95PI(&9O<B!T:&4@<'5R<&]S92!O9B!C
M;VYS:61E<FEN9R!A;F0@86-T:6YG('5P;VXZ("E4:@T*,`M,BXS,B!41`T*
M6R@*2TR-34P*`N("DM-#`P*\$`@<'O<@]S86P@=&\@96QE8W0@,3\$@1&ER
M96-T;W)S('1O(&AO;&0@;V9F:6-E('5N=&EL('1H92!N97AT(\$%N;G5A;"!-
M965T:6YG(&]F(%-H87)E:}&]L9&5R<R!A;F0@=6YT:6P@*5U42@T*-"XR("TQ
M+C\$R(%1\$#0HH=&AE:7(@<W5C8V5S<V]R<R!A<F4@96QE8W1E9#LI5&H-"BTT
M+C(@+3\$N,3(@5\$0-"B@@*51J#0I4*@T*6R@*2TR-34P*`N("DM-#`P*\$`@

M<')O<&]S86P@=&\@<F%T:69Y ('1H92!A<'!O:6YT;65N="!O9B!%<FYS=" 'F
M(%EO=6YG(\$Q,4"!A<R!T:&4@9FER;2!O9B!I;F1E<&5N9&5N="!P=6)L:6,@
M*5U42@T*-XR("TQ+C\$R(%1\$#0HH86-C;W5N=&%N=',@=&\@97AA;6EN92!T
M:&4@9FEN86YC:6%L('T871E;65N=',@;V8@=&AE(\$-O;7!A;GD@86YD(&ET
M<R!C;VYS;VQI9&%T960@869F:6QI871E<R!F;W(@=&AE("E4:@T*5"H-"BAY
M96%R(#P,#[(&%N9"E4:@T*+30N,B`M,2XQ,B!41`T**`I5&H-"E0J#0I;
M*`I+3(U-3`H,RX@*2TT,#`H4W5C:"!O=&AE<B!M871T97)S(&%S(&UA>2!P
M<F]P97)L>2!C;VUE(&E9F]R92!T:&4@06YN=6%L(\$UE971I;F<@86YD(&%N
M>2!A9&IO=7)N;65N="!O<B`I751*#0HT+C(@+3\$N,3(@5\$0-"BAA9&IO=7)N
M;65N=',@=&AE<F509BXI5&H-"BTT+C(@+3(N,R!41`T**`@("`@("H87)E
M:&]L9&5R<R!O9B!R96-O<F0@870@=&AE(&-L;W-E(&]F(&]U<VEN97-S(&]N
M(\$UA<F-H(\$S+"`R,#`P+"!A<F4@96YT:71L960@=&\@;F]T:6-E(&]F(&%N
M9"!T;R!V;W1E(&%T('U8V@*51J#0HP("TQ+C\$R(%1\$#0HH;65E=&EN9R!A
M;F0@86YY(&%D:F]U<FYM96YT(&]R(&%D:F]U<FYM96YT<R!T:&5R96]F+B`I
M5&H-"C`@+3(N,S(@5\$0-"ELH("DM,3@T-3`H5F5R>2!T<G5L>2!Y;W5R<RPI
M751*#0HP("TQ+C\$R(%1\$#0HH("E4:@T*5"H-"ELH("DM,3@T-3`H+W,O(\$IO
M:&X@12X@3&5N:&%R9"E=5\$H-"E0J#0I;*`I+3\$X-#4P*\$I/2\$X@12X@3\$5.
M2\$21"E=5\$H-"E0J#0I;*`I+3\$X-#4P*\$-E8W)E=&%R>2!A;F0@07-S;V-I
M871E(\$=E;F5R86P@0V]U;G-E;"E=5\$H-"C`@+3(N,S(@5\$0-"B@*51J#0HP
M+C0X("TP+C`V(%1\$#0HH("`@("`@*51J#0H01C,@,2!49@T*,2XU-B`P(%1\$
M#0HH270@:7,@:6UP;W)T86YT('1H870@>6]U<B!S:&%R97,@8F4@<F5P<F5
M96YT960@870@=&AE(&UE971I;F<N(%=H971H97(@;W(@;F]T('EO=2!I;G1E
M;F0@=&\@8F4@*51J#0HM,2XU-B`M,2XR,B!41`T**`!R97-E;G0L('!L96%
M92!S:6=N(&%N9"!D871E('1H92!E;F-L;W-E9"!P<F]X>2!C87)D(&%N9"!R
M971U<FX@:70@:6X@=&AE(&5N8VQO<V5D('!O<W1A9V4M<)E<&%I9`I5&H-
M"E0J#0HH96YV96QO<&4L('=H:6-H(')E<75I<F5S(&YO('!O<W1A9V4@:68@
M;6%I;&5D(&EN('1H92!5;FET960@4W1A=&5S+"!O<B!A<'!O:6YT('EO=7(@
M<')O>&EE<R!T:')O=6=H('1H92`I5&H-"E0J#0HH26YT97)N970@;W(@8GD@
M=&5L97!H;VYE(&%S(&1I<F5C=&5D(&]N('EO=7(@<')O>`D@8V%R9"XI5&H-
M"B] &-"`Q(%1F#0HT-2XX,B`S+C<R(%1\$#0HH("E4:@T*150-"F5N9"-T<F5A
M;0T*96YD;V]J#0HQ-2`P(&]B:@T*/#P-"B]0<F]C4V5T(%L04\$1&("]497AT
M(%T-"B] &;VYT(#P#0H01C(@-"`P(&-"B] &,R`U(#`@4@T*+T8T(#@8,"!2
M#0H^/@T*+T5X=\$=3=&%T92`\/`T*+T=3,2`W(#`@4@T*/CX^CX^#0IE;F10
M8FH-"C\$W(#`@;V]J#0H\`T*+TQE;F=T:"`R-34Q#0H^/@T*+W1R96%M#0I"
M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*
M+T=3,2!G<PT*,!48PT*,!4=PT**`@("`@("`@("`@("E4:@T*
M,3,N.#(@+3(N,R!41`T**%M#3\$5614Q!3D0M0TQ)1D93(\$E.0R!,151415)(
M14%\$72`I5&H-"D54#0HP+C4@1PT*,!*#`@:B`P+C(T('<@,3`@32!;73`@
M9`T*,2!I(`T*-"`Y+C8U(#DQ-"XY-R!M#0HR,#(N,CD@.3\$T+CDW(&P-"C(P
M,BXR.2`Y,30N.3<@;0T*,C`R+C(Y#DQ-"XT.2!L#0I3#0HP(\$<"C(P,BXR
M.2`Y,30N-#D@;0T*-"`Y+C8U(#DQ-"XT.2!L#0HT,#DN-C4@.3\$T+C0Y(&T-
M"COP.2XV-2`Y,30N.3<@;T*4PT*0E0-"B] &,R`Q(%1F#0HQ,B`P(#`@,3(@
M,COU+C<S(#@X-BXX.2!4;0T**%!23UA9(%-4051%345.5"E4:@T*150-"C`N
M-2!`#0HT,#DN-C4@.#@R+C`Y(&T-"C(P,BXR.2`X.#(N,#D@;`T*,C`R+C(Y
M(#@X,BXP.2!M#0HR,#(N,CD@.#@Q+C8Q(&P-"E,-"C`@1PT*,C`R+C(Y(#@X
M,2XV,2!M#0HT,#DN-C4@.#@Q+C8Q(&P-"COP.2XV-2`X.#\$N-C\$@;0T*-"`Y
M+C8U(#@X,BXP.2!L#0I3#0I"5`T*,3(@,"`P(#\$R(#(V-BXQ,R`X-30N,#\$@
M5&T-"BA-87)C:"`R,"PE,C`P,"E4:@T*+3DN-30@+3(N-"!41`T**%-/3\$E#
M251!5\$E/3BP@55-%(\$%.1"!2159/0T%424].(\$)&(%!23UA)15,I5&H-"B] &
M,B`Q(%1F#0HM,3`N-2`M,BXS-"!41`T**`@("`@("1H92!A8V-O;7!A;GEI
M;F<@<')O>`D@:7,@<V]L:6-I=&5D(&)Y('1H92!"V%R9"!O9B!\$:7)E8W1O
M<G,@;V8@0VQE=F5L86YD+4-L:69F<R!);F,L(&%N(\$]H:6\@8V]R<&]R871I
M;VX@*51J#0H01C0@,2!49@T*,`M,2XQ,B!41`T**%PH7#(R,T-O;7!A;GE<
M,C(T7`DL(&9O<B!U<V4@870@=&AE(\$%N;G5A;"!-965T:6YG(&]F(%-H87)E
M:&]L9&5R<R!T;R!B92!H96QD(&]N(\$UA>2`Y+"`R,#`P+"!A;F0@86YY(&%D
M:F]U<FYM96YT(&]R("E4:@T*5"H-"BAA9&IO=7)N;65N=',@=&AE<F509B!<
M*%PR,C--965T:6YG7#(R-%PI+B!;!GD@<')O>`D@;6%Y(&E(')E=F]K960@
M8GD@82!L871E<B!P<F]X>2P@8GD@;F]T:6-E('!O('1H92!#;VUP86YY(&EN
M("E4:@T*5"H-"BAW<FET:6YG(&]R(&EN(&]P96X@;65E=&EN9RP@=VET:&]U
M="!A9F9E8W1I;F<@86YY('90=&4@<')E=FEO=7-L>2!T86ME;BX@*51J#0HO
M1C,@,2!49@T*,3(N,2`M,BXS-B!41`T**\$]55%-404Y\$24Y'(%-(05)%4R!!
M3D0@5D]424Y'(%))1TA44RE4:@T*+T8T(#\$@5&8-"BTQ,BXQ("TR+C,T(%1\$
M#0HH("`@("`@07,@;V8@36%R8V@@,3,L(#(P,#`L('1H92!R96-O<F0@9&%T
M92!F;W(@=&AE(&1E=&5R;6EN871I;VX@;V8@<&5R<V]N<R!E;G1I=&QE9"!T
M;R!V;W1E(&%T('1H92!-965T:6YG+"`T:&5R92`I5&H-"C`@+3\$N,3(@5\$0-
M"BAW97)E(#\$P+#<Q-"PW.38@;V8@=&AE(\$-O;7!A;GE<C(R<R!#;VUM;VX@
M4VAA<F5S+"!P87(@=F%L=64@)#\$N,#`@<&5R('H87)E(%PH7#(R,T-O;6UO
M;B!3:&%R97-<,C(T7`DL(&]U="T86YD:6YG+B`I5&H-"E0J#0HH16%":!#
M;VUM;VX@4VAA<F4@:7,@96YT:71L960@=&\@;VYE('90=&4N(%1H:7,@4')O
M>`D@4W1A=&5M96YT(&%N9"!A8V-O;7!A;GEI;F<@<')O>`D@8V%R9"!A<F4@
M8F5I;F<@9FER<W0@*51J#0I4*@T**UA:6QE9"!O<B!O=&AE<G=I<V4@9&ES
M=")I8G5T960@=&\@<VAA<F5H;VQD97)S(&]N(&]R(&%B;W5T(\$UA<F-H(#(P
M+"`R,#`P+B`I5&H-"B] &,R`Q(%1F#0HQ-BXX-"`M,BXS-B!41`T**\$5,14-4
M24].(\$]&(\$1)4D5#5\$]24RE4:@T*,RXP-B`M,BXT(%1\$#0HH7"AO<F]P;W-A
M;"!.RX@,5PI*51J#0H01C0@,2!49@T*+3\$Y+CD@+3(N,S0@5\$0-"B@("`@
M("!)="!I<R!I;G1E;F1E9"!T:&%T('!R;WAI97,@<F5C96EV960@=VEL;"!B
M92!V;W1E9"PE=6YL97-S(&-O;G1R87)Y(&EN<W1R=6-T:6]N<R!A<F4@9VEV
M96XL('!O(&5L96-T('1H92`Q,2!N;VUI;F5E<R`I5&H-"C`@+3\$N,3(@5\$0-
M"BAN86UE9"!I;B!T:&4@9F]L;&]W:6YG('1A8FQE('!O('E<G9E('5N=&EL
M('1H92!N97AT(\$%N;G5A;"!-965T:6YG(&]F(%-H87)E:&]L9&5R<R!A;F0@
M=6YT:6P@=&AE:7(@<W5C8V5S<V]R<R!S:&%L;"`I5&H-"E0J#0HH8F4@96QE
M8W1E9"X@*51J#0HP("TR+C,@5\$0-"B@("`@("!3:&]U;&@086YY(&YO;6EN
M964@9&5C;&EN92!O<B!B92!U;F%B;&4@=&\@86-C97!T('U8V@@;F]M:6YA
M=&EO;B!T;R!S97)V92!A<R!\$:7)E8W1O<BP@86X@979E;G0@=VAI8V@=&AE
M("E4:@T*,`M,2XQ,B!41`T**\$-O;7!A;GD@9&]E<R!N;W0@8W5R<F5N=&QY

M(&%N=&EC:7!A=&4L('1H92!P97)S;VYS(&YA;65D(&%S('!R;WAI97,@<F5S
M97)V92!T:~4@<FEG:'0L(&EN('1H96ER(&1I<V-R971I;VXL('10('90=&4@
M*51J#0I4*~T**&90<B!A(&QE<W-E<B!N=6UB97(@;W(@9F]R('-U8G-T:71U
M=&4@;F]M:6YE97,@9&5S:6=N871E9"!B>2!T:~4@1&ER96-T;W)S+"!T;R!T
M:~4@97AT96YT(&-O;G-I<W1E;G0@=VET:"!T:~4@*51J#0I4*~T**~O;7!A
M;GE<,C(R<R1296-U;~%T:6]N<RX@*51J#0I5^T*96YD<W1R96M#0IE;F1O
M8FH-"C\$X(#`@;V)J#0H\`T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T9O
M;G0@/#P-"B]~,B T(#`@4@T*+T8S(#4@,"!2#0HO1CO@-B`P(%(-"CX^#0HO
M17AT1U-T871E(#P\#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*,C`@
M,"!08FH-"CP\#0HO3&5N9W1H(#4P.#`-CX^#0IS=')E86T-"D)4#0HO1C(@
M,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DT-BXX.2!4;0T*,"!G#0HO1U,Q(&=S
M#0HP(%1C#0HP(%1W#0HH("`@("`@("`@("`@("`@("`@*51J#0HO1C,@,2!4
M9@T*."XY-"`M,BXS-B!41`T**\$E.1D]234%424].(\$-/3D-%4DY)3D<@1\$E2
M14-43U)3(\$%.1"!1.3TU)3D5%4RE4:@T*+T8R(#\$@5&8-"BTX+CDT("TR+C,T
M(%1\$#0HH("`@("`@0F%\$960@=7!O;B!I;F90<FUA=&EO;B!R96-E:79E9"!F
M<F]M('1H921R97-P96-T:79E(\$1I<F5C=&]R<R!A;F0@;F]M:6YE97,@87,@
M;V8@36%R8V@,3,L(#P,#`@7"AE>&-E<'0@87,@*51J#0HP("TQ+C\$R(%1\$
M#0HH;W1H97)W:7-E(&EN9&EC871E9%PI+"!T:~4@9F]L;&]W:6YG(&EN9F]R
M;6%T:6]N(&ES(&9U<FYI<VAE9"!W:71H(')E<W!E8W0@=&\@96%C:"!P97)S
M;VX@;F]M:6YA=&5D(&90<B!E;~5C=&EO;B!A<R!A("E4:@T*5"H-"BAS:7)E
M8W1O<BX@*51J#0I4*~T**`I5&H-"C,V+COX(#`@5\$0-"C\$N,34@5&,-"B@&
M("E4:@T*+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#\$U-"XU,R`X,S<N
M-CD@5&T-"C`@5&,-"ELH3F%M92P@06=E(&%N9"!0<FEN8VEP86P@3V-C=7!A
M=&EO;B!A;F0I+3\$V.38T*\$9I<G-T(\$)E8V%M92E=5\$H-"C\$N,#(S.2`M,2XR
M,S@R(%1\$#0I;*\$5M<&QO>6UE;G0@1`5R:6YG(%!A<W0@1FEV92!996%R<RDM
M,3DP,C\$N."A\$:(7)E8W1O<BE=5\$H-"D54#0HP+C4@1PT*,"!*(#`@:B`P+C
T M('`@,3`@32!;73`@9`T*,2!I(`T*~8S+C\$W(#@R,"XX.2!M#0HR-2XV-2`X
M,C`N.#D@;T*,C4N-C4@.#(P+C@Y(&T-"C(U+C8U(#@R,"XT,2!L#0I3#0HP
M(\$<-"C(U+C8U(#@R,"XT,2!M#0HT-C,N,3<@.#(P+COQ(&P-"COV,RXQ-R`X
M,C`N-#@\$;0T*~8S+C\$W(#@R,"XX.2!L#0I3#0HP+C4@1PT*~3@V+C#@R
M,"XX.2!M#0HT.#`N,C\$@.#(P+C@Y(&P-"COX,"XR,2`X,C`N.#D@;0T*~#@P
M+C(Q(#@R,"XT,2!L#0I3#0HP(\$<-"COX,"XR,2`X,C`N-#@\$;0T*~3@V+C4S
M(#@R,"XT,2!L#0HU.#8N-3,@.#(P+COQ(&T-"C4X-BXU,R`X,C`N.#D@;T*
M4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#@P."XV-2!4;0T*+3`N
M,#`P,2!48PT*,"XP,#`Q(%1W#0HH2D](3B!3+B!"4DE.6D\("E4:@T*+T8R
M(#\$@5&8-"C@N-3<R,B`P(%1\$#0HP(%1C#0HP(%1W#0HH-3@L(\$-H86ER;6%N
M(&%N9"!#:&EE9B!%>~5C=71I=F4@3V9F:6-E<B!O9B!T:~4@0V]M<&%N>2!S
M:6YC92!*86YU87)Y(\$\$L(#P,#`N("E4:@T*+3@N-3<R,B`M,2XQ-C8X(%1\$
M#0HH37(N(\$)R:6YZ;R!S97)V960@87,@4')E<VED96YT(&%N9"!#:&EE9B!%
M>~5C=71I=F4@3V9F:6-E<B!O9B!T:~4@0V]M<&%N>2!F<F]M(\$YO=F5M8F5R
M(#\$P+"`Q.3DW("E4:@T*+T8T(#\$@5&8-"C`@+3\$N,3\$Y,B!41`T**!H<F]U
M9V@@1&5C96UB97(@,S\$L(#\$Y.3D[(&%S('1H92!#;VUP86Y77(R,G,@17AE
M8W5T:79E(%9I8V4@4')E<VED96YT+49I;F%N8V4@86YD(%!L86YN:6YG(&9R
M;VT@*51J#0I4*~T**\$IU;'D@,2P@,3DY-R!T:)O=6=H(\$YO=F5M8F5R(#DL
M(#\$Y.3<@86YD(&%S(\$5X96-U=&EV92!6:6-E(%!R97-I9&5N="U@:6YA;F-E
M(&%N9"!#:&EE9B!%&:6YA;F-I86P@*51J#0I4*~T**\$]F9FEC97(@<VEN8V4@
M8F5F;W)E(#\$Y.34N*51J#0HT.2XS.#4W(#0N-3DU-R!41`T**\$Y.3<I5&H-
M"B]~,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-S4P+C`Y(%1M#0HH("E4:@T*
M+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<S-BXV-2!4;0T*
M+3`N,#`P,2!48PT*,"XP,#`Q(%1W#0HH4D].04Q\$(\$,N(\$-!34)212P@*51J
M#0HO1CO@,2!49@T*,3`N-S8R.2`P(%1\$#0HP(%1C#0HP(%1W#0HH-C\$L(\$-H
M86ER;6%N(&]F('1H92!";V%R9"!S:6YC92!*86YU87)Y+"`Q.3DU(&%N9"!#
M:&EE9B!%>~5C=71I=F4@3V9F:6-E<B!I5&H-"BTQ,"XW-C(Y("TQ+C\$V-C@&
M5\$0-"BAS:6YC92!.;W9E;6)E<BP@,3DY,R!O9B!.97=M;VYT(\$UI;FEN9R!#
M;W)P;W)A=&EO;BP@86X@:6YT97)N871I;VYA;"!M:6YI;F<@8V]M<&%N>2X@
M37(N(\$-A;6)R92 I5&H-"C`@+3\$N,3\$Y,B!41`T**'-E<G9E9"!A<R!O<F5S
M:61E;G0@;V8@3F5W;6]N="!-:6YI;F<@0V]R<@]R871I;VX@9G)O;2!*=6YE
M+"`Q.3DT('10(\$IU;`DL(#\$Y.3DN(\$UR+B!#86UB<F4@=V%S("E4:@T*5"H-
M"BAP<F5V:6]U<VQY('=I=&@@1G)E97!O<GOM36--;U)A;BP@82!N871U<F%L
M(')E<V]U<F-E<R!C;VUP86Y77"!A<R!6:6-E(%!R97-I9&5N="!A;F0@4V5N
M:6]R(%1E8VAN:6-A;""I5&H-"E0J#0HH061V:7-O<B!T;R!T:~4@3V9F:6-E
M(&]F('1H92!#:&%I<FUA;BX@37(N(\$-A;6)R92!I<R!A(\$1I<F5C=&]R(&]F
M(\$YE=VUO;G0@36EN:6YG(\$-O<G!O<F%T:6]N(&%N9"`I5&H-"E0J#0HH5RY2
M+B!'<F%C92`F(\$-O+BE4:@T*~#DN,S@U-R`U+C<Q-#@@5\$0-"B@Q.3DV*51J
M#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#8V-BXX,2!4;0T**`I5&H-
M"B]~,R`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`V-3,N,S<@5&T-
M"BTP+C`P,#\$@5&,-"C`N,#`P,2!4=PT**%)!3DM/(\$-50U5:+"`I5&H-"B]~&
M-"`Q(%1F#0HX+C`R-#8@,"!41`T*,"!48PT*,"!4=PT**#4V+"!#:&%I<FUA
M;B!O9B!T:~4@0F]A<F0@<VEN8V4@2G5L>2P@,3DY-B!A;F0@0VAI968@17AE
M8W5T:79E(\$]F9FEC97(@<VEN8V4@3V-T;V)E<BP@*51J#0HM."XP,COV("TQ
M+C\$V-C@5\$0-"B@Q.3DR(&]F(\$AA>65S(\$QE;6UE<GH@26YT97)N871I;VYA
M;"P@26YC+BP@86X@:6YT97)N871I;VYA;"!S=7!P;&EE<B!O9B!W:~5E;' ,@
M=&\@=&AE(&%U=&\@:6YD=7-T<GDN("E4:@T*,"`M,2XQ,3DR(%1\$#0HH37(N
M(\$-U8W5Z(&ES(&\$@1&ER96-T;W(@;V8@2&%Y97,@3&5M;65R>B!)#;G1E<FYA
M=&EO;F%L+"!);F,N(&%N9"! .871I;VYA;"U3=&%N9&%R9"!#;VUP86Y77+BE4
M:@T*~#DN,S@U-R`R+C,U-S0@5\$0-"B@Q.3DY*51J#0HO1C(@,2!49@T*,3(@
M,"`P(#\$R(#(U+C8U(#8Q-RXS-R!4;0T**`I5&H-"B]~,R`Q(%1F#0HQ,"XP
M-SD@,"`P(#\$P+C`W.2`R-2XV-2`V,#,N.3,@5&T-"BTP+C`P,#\$@5&,-"C`N
M,#`P,2!4=PT**\$I!3453(\$0N(\$E214Q!3D0@24E)+"`I5&H-"B]~&-"`Q(%1F
M#0HQ,2XS.#(@,"!41`T*,"!48PT*,"!4=PT**#4P+"!-86YA9VEN9R!S:7)E
M8W1O<B!S:6YC92!*86YU87)Y+"`Q.3DS(&]F(\$-A<ET86P@3VYE(%!A<G1N
M97)S+"!);F,N+"!A("E4:@T*+3\$Q+C,X,B`M,2XQ-C8X(%1\$#0HH<`)I=F%T
M92!M97)C:&%N="!B86YK:6YG(&9I<FTN(\$UR+B!)<F5L86YD(&ES(&%L<V\@
M4')E<VED96YT('I;F-E(&E9F]R92`Q.3DU(&]F(\$)R:7-E:7,@0V%P:71A
M;"`I5&H-"C`@+3\$N,3\$Y,B!41`T**\$-O<G!O<F%T:6]N+"!A('!R:79A=&4@

M; 65R8VAA;G0@8F%N:VEN9R!F:7)M+B!-<BX@27)E;&%N9"!W87,@0VAA:7)M M86X@;V8@=&AE(\$O87)D(&9R;VT@,3DY-B!U;G1I;"I5&H-"E0J#0HH36%R M8V@L(#\$Y.3@;V8@4W5N(\$-087-T(\$EN9'5S=')I97,L(\$EN8RXL(&\$@<&QA M<W1I8W,@<')O9'5C97(N*51J#0HT.2XS.#4W(#,N-#<V-2!41`T**\$Y.#8I M5&H-"B] &,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-34V+C8U(%1M#0HH("E4 M:@T**T8S(#\$5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#4T,RXR,2!4 M;OT**+3`N,#`P,2!48PT*, "XP,#`Q(%1W#0HH1RX@1E)!3DL@2D]+3\$E+"`I M5&H-"B] &-`Q(%1F#0HY+C4T.#4@,"!41`T*, "I48PT*, "I4=PT**#<Q+"`!# M:&%I<FUA;B!S:6YC92!*=&6QY+"`Q.3DY(&%N9)!#: &EE9B!%>&5C=71I=F4@ M3V9F:6-E<B!S:6YC92!;W9E;6)E<BP@,3DY-2`I5&H-"BTY+C4T.#4@+3\$N M,38V."!41`T**&]F(\$U+(\$=O;&0@OV]M<&%N>2P@86X@:6YT97)N871I;VYA M;"!M:6YI;F<@8V]M<&%N>2X@37(N(\$IO:VQI:R!S97)V960@87,@4')E<VED M96YT(&]F(\$U+(\$=O;&0*51J#0HP("TQ+C\$Q.3(@5\$0-"BA#;VUP86YY(&9R M;VT@3F]V96UB97(L(#\$Y.34@=&AR;W5G:"!*=6QY+"`Q.3DY+B!-<BX@2F]K M;&EK('A<R!<F5S:61E;G0@86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R M("E4:@T*5H-"BAO9B!T:&4@4V\$L="!,86ME(\$]R9V%N:7II;F<@0V]M;6ET M=&5E(&9O<B!T:&4@,C`P,B!;/`EM<&EC(%=I;G1E<B!'86UE<R!F<F]M(\$%U M9W5S="P@,3DY-R!U;G1I;"I5&H-"E0J#0HH1F5B<G5A<GDL(#\$Y.3DN(\$9R M;VT@36%R8V@L(#\$Y.#`@=&AR;W5G:"!*=6YE+"`Q.3DS(\$UR+B!*;VML:6L@ M<V5R=F5D(&%S(%]R97-19&5N="!A;F0@0VAI968@17AE8W5T:79E("E4:@T* M5"H-"BA/9F9I8V5R(&]F(\$ME;FYE8V]T="!#;W)P;W)A=&EO;BP@86X@:6YT M97)N871I;VYA;"!M:6YI;F<@8V]M<&%N>2X@37(N(\$IO:VQI:R!I<R!A(\$1I M<F5C=&]R(&]F(\$9I<G-T("E4:@T*5H-"BA396-U<FET>2!#;W)P;W)A=&EO M;B!A;F0@34L@1V]L9"!#;VUP86YY+BE4:@T*-#DN,S@U-R`V+C@S-"!41`T* M*#\$Y.30I5&H-"B] &,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-#8R+C`Y(%1M M#0HH("E4:@T**T8S(#\$5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#0T M."XV-2!4;OT**+3`N,#`P,2!48PT*, "XP,#`Q(%1W#0HH3\$533\$E%(\$PN(\$M! M3E5+"`I5&H-"B] &-`Q(%1F#0HY+C(X-C8@,"!41`T*, "I48PT*, "I4=PT* M*#\$P+"!<O<F]F97-S;W(@16UE<FET=7,@870@=&AE(%I8VML:6X@4V-H;V]L M(&]F(\$)U<VEN97-S+"!87)U8V@0V]L;&5G92P@0VET>2`I5&H-"BTY+C(X M-C8@+3\$N,38V."!41`T**%5N:79E<G-I='D@;V8@3F5W(%EO<FLL(&%N9)!S M:6YC92!B9690<F4@,3DY-2P@4')O9F5S<V]R(&]F(\$UA<FME=&EN9R!A="!T M:&4@1W)A9'5A=&4@4V-H;V]L(&%N9)"I5&H-"C`@+3\$N,3\$Y,B!41`T**%5N M:79E<G-I='D@0V5N=&5R(&]F('1H92!#:#71Y(%5N:79E<G-I='D@;V8@3F5W M(%EO<FLN(\$1R+B!+86YU:R!I<R!A(&9O<FUE<B!#: &%I<FUA;B!O9B!T:&4@ M1F5D97)A;"I5&H-"E0J#0HH36%R:71I;64@0V]M;6ES<VEO;BXI5&H-"C0Y M+C,X-3<@,RXT-S8U(%1\$#0HH,3DY,2E4:@T**T8R(#\$5&8-"C\$R(#`@,"`Q M,B`S,#,N,#D@,S@W+C(Q(%1M#0HH,B`I5&H-"D54#0IE;F1S=')E86T-"F5N M9&]B:@T*,C\$@,"!O8FH-"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5X="!=#0HO M1F]N="`\/`T**T8R(#0@,"!2#0HO1C,@-2`P(#(-"B] &-`V(#`@4@T*/CX- M"B] >`!`4W1A=&4@/#P-"B]'4S\$@-R`P(%(-"CX^#0H^/@T*96YD;V)J#0HR M,R`P(&]B:@T*/#P-"B]',96YG=&@@-3@S.OT*/CX-"G-T<F5A;0T*0E0-"B] & M,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&<-"B]'4S\$@ M9W,-"C`@5&,-"C`@5`<-"B@@"`@`@`@`@`@`@("I5&H-"C`@+3\$N M,3(@5\$0-"B@*51J#0HS-BXT."`P(%1\$#0HQ+C\$U(%1C#0HH("I5&H-"B] & M,R`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-30N-3,@.3,U+C\$S(%1M#0HP M(%1C#0I;*\$YA;64L(\$G92!A;F0@4')I;F-I<&%L(\$]C8W5P871I;VX@86YD M*2TQ<CDV-"A&:7)S="!`96-A;64I751*#OHQ+C`R,SD@+3\$N,C,X,B!41`T* M6RA%;7!L;WEM96YT(\$1U<FEN9R!087-T(\$9I=F4@665A<G,I+3\$Y,#(Q+C@H M1&ER96-T;W(I751*#0I%5`T*, "XU(\$<-"C`@2B`P(&H@,"XR-"!W(#\$P(\$T@ M6UTP(&0-"C\$@:2`-"C0V,RXQ-R`Y,3@N,S,@;OT*,C4N-C4@.3\$X+C,S(&P- M"C(U+C8U(#DQ."XS,R!M#0HR-2XV-2`Y,3<N.#4@; `T*4PT*,"!`#0HR-2XV M-2`Y,3<N.#4@;OT*-#8S+C\$W(#DQ-RXX-2!L#OHT-C,N,3<@.3\$W+C@U(&T- M"COV,RXQ-R`Y,3@N,S,@;`T*4PT*,"XU(\$<-"C4X-BXU,R`Y,3@N,S,@;OT* M-#P+C(Q(#DQ."XS,R!L#0HT.#`N,C\$@.3\$X+C,S(&T-"C0X,"XR,2`Y,3<N M.#4@; `T*4PT*,"!`#0HT.#`N,C\$@.3\$W+C@U(&T-"C4X-BXU,R`Y,3<N.#4@ M;`T*-3@V+C4S(#DQ-RXX-2!M#0HU.#8N-3,@.3\$X+C,S(&P-"E,-"D)4#0HQ M,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`Y,#8N,#D@5&T-"BTP+C`P,#\$@5&,- M"C`N,#`P,2!4=PT**\$%.5\$A/3ED@02X@34%34T%23RP@*51J#0HO1C(@,2!4 M9@T*,3(N,#DV-"`P(%1\$#0HP(%1C#0HP(%1W#0HH-34L(\$-H86ER;6%N(&]F M('1H92!";V%R9"!A;F0@0VAI968@17AE8W5T:79E(\$]F9FEC97(@<VEN8V4@ M07!R:6PL(#\$Y.3<@;V8@*51J#0HM,3(N,#DV-"`M,2XQ<C8X(%1\$#0HH3&EN M8V]L;B!%;&5C=')I8R!(;VQD:6YG<RP@26YC+BP@82!G;&]B86P@;6%N=69A M8W1U<F5R(&]F('E;&1;F<@86YD(&-U='1I;F<@<')O9'5C=',@86YD(&-O M;G-U;6%B;&5S+B`I5&H-"C`@+3\$N,3\$Y,B!41`T**\$UR+B!-87-S87)O('E M<G9E9"!A<R!O<F5S:61E;G0@86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R M(&9R;VT@4V5P=&5M8F5R+"`Q.3DV('1H<F]U9V@07!R:6PL(#\$Y.3<[("E4 M:@T*5H-"BAA<R!O<F5S:61E;G0@86YD(\$-H:65F(\$]P97)A=&EN9R!/9F9I M8V5R(&9R;VT@07!R:6PL(#\$Y.38@=&AR;W5G:"!397!T96UB97(L(#\$Y.38@ M86YD(&%S(\$5X96-U=&EV92!6:6-E("E4:@T*5H-"BAO<F5S:61E;G0L(\$EN M=&5R;F%T:6]N86P@3W!E<F%T:6]N<R!F<F]M(\$IA;G5A<GDL(#\$Y.30@=&AR M;W5G:"!<')I;"P@,3DY-B!O9B!;:6YC;VQN(\$5L96-T<FEC+B`I5&H-"E0J M#0HH37(N(\$UA<W-A<F@=V%S('!R979I;W5S;'D@=VET:"!797-T:6YG;&]U M<V4@16QE8W1R:6,@0V]R<&]R871I;VX@=VAE<F4@:#4@=V%S(\$=R;W5P`!R M97-I9&5N="X@*51J#0I4*#@T**\$UR+B!-87-S87)O(&ES(&\$@1&ER96-T;W(@ M;V8@3&EN8V]L;B!%;&5C=')I8R!(;VQD:6YG<RP@26YC+BP@5&AO;6%S(\$EN M9'5S=')I97,L(\$EN8RX@86YD(\$-O;6UE<F-I86P@*51J#0I4*#@T**\$UE=&%L M<R!#;W)P;W)A=&EO;BXI5&H-"C0Y+C,X-3<@-RXY-3,Q(%1\$#0HH,3DY.2E4 M:@T*,3(@,"`P(#\$R(#(U+C8U(#@Q,RXV.2!4;OT**`I5&H-"B] &,R`Q(%1F M#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`X,#`N,C4@5&T-"BTP+C`P,#\$@ M5&,-"C`N,#`P,2!4=PT**\$9204Y#25,@4BX@36-!3\$Q)4U!4BP@*51J#0HO M1C(@,2!49@T*,3(N.#4X-"`P(%1\$#0HP(%1C#0HP(%1W#0HH-3L(\$-O;G-U M;`1A;GON(\$9O<FUE<B!#: &%I<FUA;B!A;F0@0VAI968@17AE8W5T:79E(\$]F M9FEC97(@9G)O;2!<'!I;"P@*51J#0HM,3(N.#4X-"`M,2XQ<C8X(%1\$#0HH M,3DY.2!T:'O)=6=H(\$1E8V5M8F5R+"`Q.3DY(&]F(\$%305)#3R!);F-O<G!O

M<F%T960L(&%N(&EN=&5R;F%T:6]N86P@;F]N9F5R<F]U<R!M971A;' , @; 6EN
M:6YG("E4:@T*," M,2XQ,3DR(%1\$#0HH8V]M<&%N>2X@37(N(\$UC06QL:7-T
M97(@<V5R=F5D(&%S(%!R97-I9&5N="!A;F0@0VAI968@3W!E<F%T:6YG(\$]F
M9FEC97(@9G)O;2!*86YU87)Y+"`Q.3DX('1H<F]U9V@*51J#0I4*@T**\$%P
M<FEL+"`Q.3DY(&%N9"!A<R!%>&5C=71I=F4@5FEC92!0<F5S:61E;G0M0V]P
M<&5R(\$]P97)A=&EO;G,@9G)O;2!-87DL(\$#Y.3,@=&\@2F%N=6%R>2P@,3DY
M."!09B`I5&H-"B]J&-"`Q(%1F#0I4*@T**\$%305)#3R!);F-O<G!O<F%T960N
M(\$UR+B!-8T%L;&ES=&5R(&ES(&\$@1&ER96-T;W(@;V8@0V]E=7(@9%PR,C)!
M;&5N92!-:6YI;F<@0V]M<&%N>2XI5&H-"C0Y+C,X-3<-XU.34W(%1\$#0HH
M,3DY-BE4:@T**T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`W-#N-CD@5&T-
M"B@*51J#0HO1C,@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-S(X
M+C(U(%1M#0HM,"XP,#`Q(%1C#0HP+C`P,#\$@5'<-"BA*3TA.(\$,N(\$U/4DQ%
M62P@*51J#0HO1C0@,2!49@T*.2XS,3`T(#`@5@0-"C`@5&,-"C`@5'<-"B@V
M."P@0VAA:7)M86X@;V8@=&AE(\$)O87)D(&]F('1H92!#;VUP86YY(&9R;VT@
M3F]V96UB97(@,3`L(\$#Y.3<@=&\@*51J#0HM.2XS,3`T("TQ+C\$V-C@5\$0-
M"BA\$96-E;6)E<B`S,2P@,3DY.2X@37(N(\$UO<FQE>2!S97)V97,@87,@0VAA
M:7)M86X@;V8@=&AE(\$-O;7!E;G-A=&EO;B!A;F0@3W)G86YI>F%T:6]N(\$-O
M;6UI="1E92!09B`I5&H-"C`@+3\$N,3\$Y,2!41`T**`1H92!#;VUP86YY+B!-
M<BX@36]R;&5Y(&ES(%!R97-I9&5N="!S:6YC92!!=6=U<W0L(\$#Y.34@;V8@
M179E<F=R965N(%9E;G1U<F5S+"!,=&0N+"!A('!R:79A=&4@*51J#0I4*@T*
M*&EN=F5S=&UE;G0@9FER;2X@37(N(\$UO<FQE>2!I<R!A;' -O(')E=&ER960@
M87,@4')E<VED96YT(&%N9"!#;&EE9B!>&5C=71I=F4@3V9F:6-E<B!A;F0@
M1&ER96-T;W(@<VEN8V4@*51J#0I4*@T**&)E9F]R92`Q.3DU(&]F(%)E;&EA
M;F-E(\$5L96-T<FEC(\$-O;7!A;GDL(&\$@;6%N=69A8W1U<F5R(&]F(&5L96-T
M<FEC86PL(&UE8VAA;FEC86P@<]W97(@=')A;G-M:7-S:6]N("E4:@T*5"H-
M"BAA;F0@=&5L96-O;6UU;FEC871I;VYS('!R;V1U8W1S(&%N9"!S>7-T96S
M+B!-<BX@36]R;&5Y(&ES(&\$@1&ER96-T;W(@;V8@1F5R<F\@0V]R<]&]R871I
M;VX@86YD(%1H92`I5&H-"E0J#0HH3&%M<V]N("8@4V5S<VEO;G,@0V\N*51J
M#OHT.2XS.#4W(#8N.#,T(%1\$#0HH,3DY-2E4:@T**T8R(#\$@5&8-"C\$R(#`@
M,"`Q,B`R-2XV-2`V-#N,3,@5&T-"B@*51J#0HO1C,@,2!49@T*,3`N,#<Y
M(#`@,"`Q,"XP-SD@,C4N-C4@-C,S+C8Y(%1M#0HM,"XP,#`Q(%1C#0HP+C`P
M,#\$@5'<-"BA35\$502\$5.(\$N(\$]215--04XL("E4:@T**T8T(#\$@5&8-"C\$Q
M+C<S.3(@,"!41`T*,"!48PT*,"!4=PT**#8W+"!0<F5S:61E;G0@<VEN8V4@
M2F%N=6%R>2P@,3DY,2!09B!386QT87-H+"!,=&0N+"!M86YA9V5M96YT(&-O
M;G-U;'1A;G1S+B`I5&H-"BTQ,2XW,SDR("TQ+C\$V-C@5\$0-"BA-<BX@3W)E
M<VUA;B!W87,@=VET:"!";V]Z7#(R-4%L;&5N("8@2&%M:6QT;VXL(\$EN8RXL
M(&UA;F%G96UE;G0@8V]N<W5L=&%N='L(&9O<B`Q.2!Y96%R<R!W:65R92!H
M92!W87,@*51J#0HP("TQ+C\$Q.3(@5\$0-"BA396YI;W(@5FEC92!0<F5S:61E
M;G0@86YD(\$-H86ER;6%N(&]F(\$)O;WI<,C(U06QL96X@)B!(86UI;'1O;B!)
M;G1E<FYA=&EO;F%L+"!A;F0@<')E=FEO=7-L>2!H96QD("E4:@T*5"H-"BAM
M86YU9F%C="5R:6YG('!O<VET:6]N<R!A="!"875S8V@)B!;VUB(&%N9"!!
M8VUE(%-T965L+B!-<BX@3W)E<VUA;B!I<R!A(\$I<F5C=&]R(&]F(%1E8VAN
M;VQ09WD@*51J#0I4*@T**%-O;'5T:6]N<R!#;VUP86YY(&%N9"!3=&%R=V]O
M9"!&:6YA;F-I86P@26YC+BE4:@T**#DN,S@U-R`T+C4Y-3<@5\$0-"B@Q.3DQ
M*51J#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#4W-2XQ,R!4;0T**" `I
M5&H-"B]J&,"R`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U-C\$N-CD@
M5&T-"BTP+C`P,#\$@5&,-"C`N,#`P,2!4=PT**\$%,04X@4T-(5T*25%HL("E4
M:@T**T8T(#\$@5&8-"CDN-#`U-R`P(%1\$#0HP(%1C#0HP(%1W#0HH-3DL(%!R
M;V9E<W-O<B!09B!,87<@870@=&AE(%EA;&4@3&%W(%-C:&]O;"!A;F0@4')O
M9F5S<V]R(&%T('1H92!986QE(%-C:&]O;"!09B`I5&H-"BTY+C@P-3<@+3\$N
M,38V."!41`T**\$UA;F%G96UE;G0@<VEN8V4@8F5F;W)E(\$#Y.34N(\$UR+B!3
M8VAW87)T>B!W87,@2!0<F]F97-S;W(@;V8@3&%W(&%N9"!3;V-I86P@4V-I
M96YC92!A="!T:&4@0V%L:690<FYI82`I5&H-"C`@+3\$N,3\$Y,B!41`T**\$EN
M<W1I="5T92!09B!496-H;F]L;V=Y(&9R;VT@,3DW.2!T:')O=6=H(\$IU;`DL
M(#\$Y.#<N(\$UR+B!38VAW87)T>B!I<R!A(\$I<F5C=&]R(&]F(%)O:&X@26YD
M=7-T<FEE<RP@26YC+BE4:@T**#DN,S@U-R`R+C,U-SO@5\$0-"B@Q.3DQ*51J
M#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#4Q,2XU,R!4;0T**" `@(" `@
M(\$UR+B!2;V)E<G0@4RX@0V]L;6%N+"!C=7)R96YT;'D@82!\$:7)E8W1O<B!O
M9B!T:&4@0V]M<&%N>2P@:7,@;F]T('!T86YD:6YG(&9O<B!R92UE;&5C=&EO
M;B!D=64@=&\@;W1H97(@8G5S:6YE<W,@*51J#0HP("TQ+C\$R(%1\$#0HH8V]M
M;6ET;65N='N("E4:@T*,"`M,BXS-B!41`T**" `@(" `@("E4:@T**T8S(#\$@
M5&8-"C\$N-38@,"!41`T**\$1H92!\$:7)E8W1O<G,@<F5C;VUM96YD(&\$@F]T
M92!&3U(@96%<:"!09B!T:&4@;F]M:6YE97,@;&ES=&5D(&%B;W9E+BE4:@T*
M.2XS-"`M,BXT(%1\$#0HH0D]!4D0@3T8@1\$E214-43U)3(\$%.1!"!3T%21"!!#
M3TU-25141453*51J#0HO1C(@,2!49@T**3\$P+CD@+3(N,S0@5\$0-"B@@" `@
M("!4:&4@;65M8F5R<R!09B!T:&4@0F]A<F0@;V8@1&ER96-T;W)S(&AA=F4@
M9&EV97)S:69I960@<')O9F5S<VEO;F%L(&5X<&5R:65N8V4@:6X@9V5N97)A
M;"!M86YA9V5M96YT+"`I5&H-"C`@+3\$N,3(@5\$0-"BAM:6YI;F<L(&9I;F%N
M8V4L(&QA=RP@961U8V%T:6]N+"!A;F0@;W1H97(@9FEE;&1S+B!4:&5R92!I
M<R!N;R!F86UI;'D@<F5L871I;VYS:&EP(&%M;VYG(&%N>2!09B!T:&4@;F]M
M:6YE97,@86YD("E4:@T*5"H-"BAE>&5C=71I=F4@;V9F:6-E<G,@;V8@=&AE
M(\$-O;7!A;GDN(%1E;B!09B!T:&4@96QE=F5N(&YO;6EN965S(&AA=F4@;F\
M<'E<V5N="!O<B!F;W)M97(@96UP;&]Y;65N="!R96QA=&EO;G-H:7`@*51J
M#0I4*@T**`=I=&@@=&AE(\$-O;7!A;GDN(\$YO;F4@;V8@=&AE(&YO;6EN965S
M(&AA=F4@86YI(&)U<VEN97-S(')E;&%T:6]N<VAI<"!W:71H('1H92!#;VUP
M86YI+B!;!;&P@;F]M:6YE97,@87)E("E4:@T*5"H-"BAI;F1E<&5N9&5N="!\$
M:7)E8W1O<G,@97AC97!T(\$UR+B!"<FEN>F\N(%1H92!A=F5R86=E(&%G92!O
M9B!T:&4@;F]M:6YE97,@:7,@-C\$L(')A;F=I;F<@9G)O;2`U,"!T;R`W,2X@
M5&AE("E4:@T*5"H-"BAA=F5R86=E('!-E<G9I8V4@;V8@=&AE(&YO;6EN965S
M(&ES(#8@>65A<G,L(')A;F=I;F<@9G)O;2!L97-S('1H86X@;VYE('EB87(@
M=&\@,30@>65A<G,N("E4:@T*,"`M,BXS(%1\$#0HH(" `@(" `@5&AE(\$-O;7!A
M;GD@:6%S(\$@<'O9W)E<W-I=F4@9V]V97)N86YC92!P<F]C97-S('=I=&@@
M9F]R;6%L(&=U:61E;&EN97,N(\$1U<FEN9`Q.3DY+"!E:6=H="!M965T:6YG
M<R!09B!T:&4@*51J#0HP("TQ+C\$R(%1\$#0HH0F]A<F0@;V8@1&ER96-T;W)S
M('=E<F4@:&5L9"!"A;F0@=&AI<G1Y+690=7(@;65E=&EN9W,@;V8@86QL(\$)O

M87)D(&-O;6UI='1E97,@=V5R92!H96QD+B!\$:7)E8W1O<G,@86QS;R`I5&H-
M"C(S+C\$R("TR+C,@5\$0-"B@S("E4:@T*150-"F5N9'-T<F5A;0T*96YD;V)J
M#OHR-"`P(&]B:@T*/#P-"B]O<F]C4V5T(%L04\$1&("J497AT(%T-"B] &;VYT
M(#P\#0H01C(@-"`P(%-"B] &,R`U(#`@4@T*+T8T(#8@,"12#0H^/@T*+T5X
M=\$3=&%T92`\`T*+T=3,2`W(#`@4@T*/CX-"CX^#0IE;F108FH-"C(V(#`@
M;V)J#0H\`T*+TQE;F=T:"`U,38U#0H^/@T*W1R96%M#0I"5`T*+T8R(%\$@
M5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*
M,"!48PT*,"!4=PT**`@("``@("``@("``@("E4:@T*,"`M,2XQ,B!4
M1`T**&1I<V-H87)G92!T:&5I<B!R97-P;VYS:6)I;&ET:65S(&)Y(')E=FEE
M=R!O9B!#;VUP86Y(')E<&]R=",@=&@1&ER96-T;W)S+"!V:7-I=",@=&@\@
M0V]M<&%N>2!F86-I;&ET:65S+"`I5&H-"E0J#0HH8V]R<F5S<&]N9&5N8V4@
M=VET:"!T:&4@0VAA:7)M86X@86YD('1H92!#:&EE9B!%>&5C=71I=F4@3V9F
M:6-E<BP@86YD('1E;&5P:&]N92!C;VYF97)E;F-E<R!W:71H('1H92!#:&%I
M<FUA;B`I5&H-"E0J#0HH86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R(&%N
M9"!\$:7)E8W1O<G,@<F5G87)D:6YG(&UA='1E<G,@;V8@:6YT97)E<W0@86YD
M(&-O;F-E<FX@=&@\@=&AE(\$-O;7!A;GDN(%1H92!\$:7)E8W1O<G,@*51J#0I4
M*@T**&AA=F4@17AE8W5T:79E+"!!=61I="P@0F]A<F0@069F86ER<RP@0V]M
M<&5N<V%T:6]N(&%N9"!/<F=A;FEZ871I;VXL(\$9I;F%N8V4L(%-T<F%T96=I
M8R!!9`9I<V]R>2P@86YD(\$QO;F<@*51J#0I4*@T**%)A;F=E(%!L86YN:6YG
M(\$-O;6UI='1E97,N(\$%L;"!C;VUM:71T965S(')E9W5L87)L>2!R97!O<G0@
M=&AE:7(@86-T:79I=&EE<RP@86-T:6]N<RP@86YD(')E8V]M;65N9&%T:6]N
M<R!T;R!T:&4@*51J#0H01C0@,2!49@T*5"H-"BA";V%R9"X@4V5V96X@1&ER
M96-T;W)S(&%T=&5N9&5D(#\$P,"!P97)C96YT(&]F('1H92!M965T:6YG<R!O
M9B!T:&4@0V]M<&%N>5PR,C)S(\$)O87)D(&]F(\$1I<F5C=&]R<R!H96QD(&1U
M<FEN9R`I5&H-"E0J#0HH,3DY.2X@1F]U<B!\$:7)E8W1O<G,@871T96YD960@
M,3`P('!E<F-E;G0@;V8@=&AE(&%G9W)E9V%T92!T;W1A;"!O9B!M965T:6YG
M<R!O9B!T:&4@0F]A<F0@;V8@1&ER96-T;W)S(&%N9"!T:&4@*51J#0I4*@T*
M*\$)O87)D(\$-O;6UI='1E97,@;V8@=VAI8V@=@=&AE>2!W97)E(&\$@;65M8F5R
M(&1U<FEN9R`Q.3DY.R]F;W5R(\$1I<F5C=&]R<R!A='1E;F1E9"!A="!L96%S
M="`Y,"!P97)C96YT(&]F('!-U8V@*51J#0I4*@T**&UE971I;F=S.R!T=V\@
M1&ER96-T;W)S(&%T=&5N9&5D(&%T(&QE87-T(#<U('!E<F-E;G0@;V8@<W5C
M:"!M965T:6YG<R!A;F0@365S<W)S+B!*;VML:6L@86YD(\$-U8W5Z(&%T=&5N
M9&5D(#8X("E4:@T*5"H-"BAP97)C96YT(&%N9"`V,B!P97)C96YT(&]F('!-U
M8V@@;65E=&EN9W,L(')E<W!E8W1I=F5L>2X@*51J#0HP("TR+C,@5\$0-"B@@
M("``@("!4:&4@17AE8W5T:79E(\$-O;6UI='1E92!C;VYS:7-T<R!O9B!-97-S
M<G,N(\$UO<FQE>2!<*-&H86ER;6%N7"DL(\$)R:6YZ;RP@0V%M8G)E+"!#;VQM
M86XL(\$ER96QA;F0@86YD("E4:@T*,"`M,2XQ,B!41`T**\$UC06QL:7-T97(L
M(&%N9"!\$<BX@2V%N=6LN(%1H:7,@0V]M;6ET=&5E(&YO<FUA;&QY(&UE971S
M(&]N;'D@=VAE;B!A8W1I;VX@:7,@<F5Q=6ER960@8F5F;W)E(&\$@<F5G=6QA
M<B!";V%R9" `I5&H-"E0J#0HH;65E=&EN9RX@270@:7,@96UP;W=E<F5D('1O
M(&%C="!F;W(@=&AE(&9U;&P@0F]A<F0@;V8@1&ER96-T;W)S(&]N(&%L;"!M
M871T97)S+"!E>&-E<@0@:70@:&%S(&YO(&%U=&AO<FET>2!T;R!F:6QL("E4
M:@T*5"H-"BAV86-A;F-I97,@86UO;F<@1&ER96-T;W)S(&]R(&EN(&%N>2!#
M;VUM:71T964@;V8@1&ER96-T;W)S+"!C:&%N9V4@;V9F:6-E<G,@;V8@=&AE
M(\$-O;7!A;GDL(&]R(&1E8VQA<F4@9&EV:61E;F1S+B`I5&H-"E0J#0HH271S
M(&UE;6)E<G,@<')E<V5N=&QY(&EN8VQU9&4@=&AE(\$-H86ER;65N(&]F('1H
M92!O=&AE<B!S=&%N9&EN9R!C;VUM:71T965S+B!4:&4@0V]M;6ET=&5E(&AE
M;@0@;F]@;65E=&EN9W,@*51J#0I4*@T**&1U<FEN9R`Q.3DY+B`I5&H-"C`@
M+3(N,R!41`T**`@("``@(%1H92!!=61I="!#;VUM:71T964L(&-O;G-I<W1I
M;F<@;V8@365S<W)S+B!#;VQM86X@7"AC:&%I<FUA;EPI+"!#86UB<F4L(\$UA
M<W-A<F\@86YD(%-C:'=A<G1Z+"!R979I97=S('=I=&@*51J#0HP("TQ+C\$R
M(%1\$#0HH=&AE(\$-O;7!A;GE<,C(R<R!M86YA9V5M96YT+"!T:&4@:6YT97)N
M86P@875D:71O<G,@86YD('1H92!I;F1E<&5N9&5N="!P=6)L:6,@86-C;W5N
M=&%N=" ,L('1H92!#;VUP86Y7#(R,G,@<@]L:6-I97,@*51J#0I4*@T**&%N
M9"!P<F]C961U<F5S('=I=&@<F5S<&5C="!T;R!I;G1E<FYA;"!C;VYT<F]L
M,R!R979I97=S('!-I9VYI9FEC86YT(&%C8V]U;G1I;F<@;6%T=&5E<SL@87!P
M<F]V97,@=&AE(&%U9&ET960@*51J#0I4*@T**&9I;F%N8VEA;"!S=&%T96UE
M;G1S('!R:6]R('!O('!U8FQI8R!D:7-T<FEB=71I;VX[(&%P<')O=F5S(&%N
M>2!S:6=N:69I8V%N="!C:&%N9V5S(&EN('1H92!#;VUP86Y7#(R,G,@86-C
M;W5N=&EN9R`I5&H-"E0J#0HH<')I;F-I<&QE<R!O<B!F:6YA;F-I86P@<F5P
M;W)T:6YG('!R86-T:6-E<SL@<F5V:65W<R!I;F1E<&5N9&5N="!P=6)L:6,@
M86-C;W5N=&EN9R!S97)V:6-E<SL@86YD(')E8V]M;65N9',@=&@\@=&AE("E4
M:@T*5"H-"BA";V%R9"!O9B!\$:7)E8W1O<G,@=&AE(&9I<FT@;V8@:6YD97!E
M;F1E;G0@<'5B;&EC(&%C8V]U;G1A;G1S('!O(&5X86UI;F4@=&AE(\$-O;7!A
M;GE<,C(R<R!F:6YA;F-I86P@<W1A=&5M96YT<RX@5&AE("E4:@T*5"H-"BA#
M;VUM:71T964@:&5L9"!F;W5R(&UE971I;F=S(&1U<FEN9R`Q.3DY+B`I5&H-
M"C`@+3(N,R!41`T**`@("``@(%1H92!";V%R9"! !9F9A:7)S(\$-O;6UI='1E
M92P@8V]N<VES=&EN9R!O9B!-97-S<G,N(\$ER96QA;F0@7"AC:&%I<FUA;EPI
M+"!";VML:6LL(\$UO<FQE>2!A;F0@4V-H=V%R='HL(&%N9" `I5&H-"C`@+3\$N
M,3(@5\$0-"BA\$<BX@2V%N=6LL(&%D;6EN:7-T97)S('1H92!#;VUP86Y7#(R
M,G,@8V]M<&5N<V%T:6]N('!L86YS(&90<B!\$:7)E8W1O<G,[(&UO;FET;W)S
M('1H92!";V%R9"!G;W9E<FYA;F-E('!R;V-E<W,@*51J#0I4*@T**&%N9"!P
M<F]V:61E<R!C;W5N<V5L('!O('1H92!";V%R9"!#:&%I<FUA;B!A;F0@0VAI
M968@17AE8W5T:79E(\$]F9FEC97(@;VX@0F]A<F0@9V]V97)N86YC92!A;F0@
M;W1H97(@;6%T=&5R<SL@*51J#0I4*@T**')E8V]M;65N9',@8VAA;F=E<R!I
M;B!M96UB97)S:&EP(&%N9"!R97-P;VYS:6)I;&ET>2!O9B!";V%R9"!C;VUM
M:71T965S.R!A;F0@86-T<R!A<R!T:&4@0F]A<F1<,C(R<R!.;VUI;F%T:6YG
M("E4:@T*5"H-"BA#;VUM:71T964@86YD(%!R;WAY(\$-O;6UI='1E92!I;B!T
M:&4@96QE8W1I;VX@;V8@1&ER96-T;W)S+B!3:&%R96AO;&1E<G,@=VES:&EN
M9R!T;R!N;VUI;F%T92!D:7)E8W1O<B!C86YD:61A=&5S("E4:@T*5"H-"BAF
M;W(@8V]N<VED97)A=&EO;B!B>2!T:&4@0V]M;6ET=&5E(&-A;B!D;R!S;R!B
M>2!W<FET:6YG('!O('1H92!396-R971A<GD@;V8@=&AE(\$-O;7!A;GDL=&EI
M=FEN9R!T:&4@8V%N9&ED871E7#(R,G,@*51J#0I4*@T**&YA;64L(&%P<')O
M<(')I871E(&)I;V=R87!H:6-A;"!D871A(&%N9"!Q=6%L:69I8V%T:6]N<RX@
M5&AE(\$-O;6UI='1E92!H96QD('!-I>"!M965T:6YG<R!D=7)I;F<@,3DY.2X@

M"C`@+3(N,R!41`T**`@("`@(\$1I<F5C=&]R<R!W:&\@:~F]I;F5D('1H92!"M;V%R9"!B9690<F4@2F%N=6%R>2`Q+"`Q.3DY(&%L<V\@<&%R=&EC:7!A=&4@M:6X@96ET:&5R('1H92!2971I<F5M96YT(%!L86X@9F]R(\$YO;BTI5&H-"C`@M+3\$N,3(@50-"BA%;7!L;WEE92!\$;7)E8W10<G,@8610<`1E9"!I;B`Q.3@T M(%PH,3DX-"!0; &%N7"D@;W(@=&AE(\$YO;F5M<&QO>65E(\$1I<F5C=&]R<R!3M=7!P; &5M96YT86P@0V]M<&5N<V%T:6]N(%!L86X@*51J#0I4*@T**&5S=&%B M; &ES: &5D(&EN(#\$Y.34@7"@Q.3DU(%!L86Y<*2X@5&AE(#\$Y.#0@4&QA;B!P M<F]V:61E<R!T:&%T(&\$@;F]N+65M<&QO>65E(\$1I<F5C=&]R(&5L96-T960@M8F5F;W)E(\$IU;`D@,2P@,3DY-2P@*51J#0I4*@T**'=I=&@870@; &5A<W0@M9FEV92!Y96%R<R!O9B!S97)V:6-E+"!R96-E:79E<R!D=7)I;F<@: &ES(&]R M(&AE<B!L:69E=&EM92!A9G1E<B!R971I<F5M96YT(&%N(&%M;W5N="!E<75A M;"!T;R!T:&4@86YN=6%L("E4:@T*5"H-"BAR971A:6YE<B!T:&5N("!A:60@M=&\@;F]N+65M<&QO>65E(\$1I<F5C=&]R<RX@56YD97(@=&AE(#\$Y.34@4&QA M;BP@82!N;VXM96UP;&]Y964@1&ER96-T;W(@96QE8W1E9"!O;B!O<B!A9G1E M<B`I5&H-"E0J#0HH2G5L>2`Q+"`Q.3DU+"!W:71H(&%T(&QE87-T(&9I=F4@M>65A<G,@;V8@<V5R=FEC92P@<F5C96EV97,@869T97(@<F5T:7)E;65N="!A M('!%U87)T97)L>2!A;6]U;G0@97U86P@=&\@9FEF='D@<&5R8V5N="!O9B!I M5&H-"E0J#0HH=&AE("E4:@T*5"H-"Q=6%R=&5R;`D@<F5T86EN97(@:6X@969F M96-T(&%T('1H92!T:6UE(&]F(')E=&ER96UE;G0@9F]R('1H92!P97)I;V0@M97%U86P@=&\@=&AE(\$1I<F5C=&]R]7#(R,G,@<V5R=FEC92X@56YD97(@*51J M#0I4*@T**&5I=&AE<B!0; &%N+"!I;B!T:&4@979E;G0@;V8@82!<,C(S8VAA M;F=E(&]F(&-O;G!R;VQ<,C(T(&-A=7-I;F<@=&AE(\$1I<F5C=&]R]7#(R,G,@<M<F5T:7)E;65N="P@:&4@;W(@<VAE(')E8V5I=F5S('1H92!R971I<F5M96YT M("E4:@T*5"H-"BAP87EM96YT('!R;W)A=&5D(&90<B!A;GD@<V5R=FEC92!L M97-S('1H86X@9FEV92!Y96%R<RX@1&ER96-T;W)S('=H;R!J;VEN('1H92!" M;V%R9"!O;B!O<B!A9G1E<B!*86YU87)Y(#\$L(#\$Y.3D@87)E("E4:@T*5"H- M"BAN;W0@96QI9VEB;&4@=&\@<&%R=&EC:7!A=&4@:6X@96ET:&5R(%!L86XN M("E4:@T*,`"M,BXS(%!\$#0HH("`@("`@5&AE(\$-O;7!A;GD@:&%S(&5N=&5R M960@:6YT;R!T<G5S="!A9W)E96UE;G1S('=I=&@2V5Y(%1R=7-T(\$-O;7!A M;GD@;V8@3VAI;RP@3BY!+B!R96QA=&EN9R!T;R!T:&4@*51J#0HP("TQ+C\$R M(%1\$#0HH3F]N96UP;&]Y964@1&ER96-T;W)S7#(R,B!#;VUP96YS871I;VX@M4&QA;BP@=&AE(%E=&ER96UE;G0@4&QA;B!F;W(@3F]N+45M<&QO>65E(\$1I M<F5C=&]R<R!A;F0@=&AE("E4:@T*5"H-"BA.;VYE;7!L;WEE92!\$;7)E8W10 M<G-<,C(R(%-U!`L96UE;G1A;"!#;VUP96YS871I;VX@4&QA;BP@:6X@;W)D M97(@=&\@97-T86)L:7-H(&%R<F%N9V5M96YT<R!F;W(@=&AE(&9U;F1I;F<@M86YD("E4:@T*5"H-"BAP87EM96YT(&]F('1H92!#;VUP86YY7#(R,G,@;V)LM:6=A=&EO;G,@=&\@8F5N969I8VEA<FEE<R!U;F1E<B!S=6-H(%!L86YS+B`I M5&H-"C(S+C\$R("TR+C,@5\$0-"B@U("E4:@T*150-"F5N9"-T<F5A;G0*96YD M;V)J#0HS,"`P(&]B:@T*/#P-"B]0<F]C4V5T(%LO4\$1&("]497AT(%T-"B] &M;VYT(#P#\#0HO1C(@-"`P(&-"B] &-"`V(#`@4@T*+T8V(#,Q(#`@4@T*/CX- M"B] #>'1'4W1A=&4@/#P-"B] '4S\$@-R`P(%("-CX^#0H^/@T*96YD;V)J#0HS M,R`P(&]B:@T*/#P-"B] ,96YG=&@@,3(P,#`-CX^#0IS=')E86T-"D)4#0HO M1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q M(&S#0HP(%1C#0HP(%1W#0HH("`@("`@("`@("`@("`@("`@*51J#0HO1C,@ M,2!49@T*-"XT("TR+C,V(%1\$#0HH4T5#55)5\$E%4R! /5TY%4E-(25`@3T8@M34%.04=%345.5"!13D0@0T525\$%)3B! /5\$A%4B!015)33TY3("E4:@T*+T8R M(#\$@5&8-"BTT+C0@+3(N,S0@5\$0-"B@@("`@("!"!4:&4@9F]L;&]W:6YG('1A M8FQE('E=",@9F]R=&@@=&AE(&%M;W5N="!A;F0@<&5R8V5N="!O9B!#;VUM M;VX@4VAA<F5S('=H:6-H+"!A<R!O9B!-87)C:"`Q,RP@,C`P,"!<*5X8V5P M="I5&H-"B] &-"`Q(%1F#0HP("TQ+C\$R(%1\$#0HH87,@;W1H97)W:7-E(&EN M9&EC871E9%PI+"!A<F4@9&5E;65D('5N9&5R('1H92!R=6QE<R!O9B!T:&4@M4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO;B!<*%PR,C-314<M,C(T7"D@=&\@8F4@*51J#0I4*@T**%PR,C-B96YE9FEC:6%L;`D@;W=N961<M,C(T(&]Y(&5A8V@@1&ER96-T;W(@7"AE>&-L=61I;F<@=&AE(\$-H86ER;6%N M(&%N9"!#:&EE9B!%>&5C=71I=F4@3V9F:6-E<EPI+"!B>2!E86-H(&YO;6EN M964@9F]R("E4:@T*5"H-"BA\$;7)E8W10<BP@8GD@=&AE(\$-O;7!A;GE<,C(R M<R!F:79E(&UO<W0@:&EG:&QY(&-O;7!E;G-A=&5D(&5X96-U=&EV92!O9F9I M8V5R<RP@8GD@<W5C:"!P97)S;VYS(&%N9"!T:&4@;W1H97(@*51J#0I4*@T* M*5X96-U=&EV92!O9F9I8V5R<R!A<R!A(&R;W5P+"!A;F0@8GD@86YY('!E M<G-O;B!O<B!<,C(S9W)O=7!<,C(T(%PH87,@=&AA="!T97)M(&ES('5S960@M:6X@=&AE(&-E8W5R:71I97,@17AC:&%N9V4@06-T(&]F("E4:@T*5"H-"B@Q M,3,T7"D@:VYO=VX@=&\@=&AE(\$-O;7!A;GD@87,@;V8@=&AA="!D871E("1O M(&E(&\$@7#(R,V)E;F5F:6-I86P@;W=N97)<,C(T(&]F(&UO<F4@=&AA;B`U M)2!O9B!T:&4@;W5T<W1A;F1I;F<@*51J#0I4*@T**\$-O;6UO;B!3:&%R97,N M("E4:@T*5"H-"C`N,#\$@5&,-"ELH("DM,3@V-#`H("DM-#`P**`I+3\$S-#`H M("DM,C0X,"@@*2TQ,S0P**`@("DM,C`V,"@@"("DM,C(P**`I+30R,"@@"2TR M-#@P**`I+3<R,"@@"2TR,#`H("I+3(P-C`H("I+3,T,"@@"("DM,C0X,"@@"M*2TW,C`H("DM,S0P**`I+3\$S.#`H("DM,3(R,"@@"5042@T*+T8V(#\$@5&8- M"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Q-2XX,2`W.3<N.#4@5&T-"C`@5&,-"BA! M;6]U;G0@86YD(\$YA='5R92!O9B!<,C(SOF5N969I8VEA;"!/=VYE<G-H;7!<M,C(T7"@Q7"DI5&H-"D54#0HP+C4@1PT*,"!*(#`@:B`P+C(T('<@,3`@32!; M73`@9`T*,2!I(`T*-3@V+C4S(#<Y,RXU,R!M#OHR-C`N,S<@-SDS+C4S(&P- M"C(V,"XS-R`W.3,N-3,@;0T*,C8P+C,W(#<Y,RXP-2!L#0I3#0HP(\$<-C(V M,"XS-R`W.3,N,#4@;0T*-3@V+C4S(#<Y,RXP-2!L#0HU.#8N-3,@-SDS+C`U M(&T-"C4X-BXU,R`W.3,N-3,@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y M(#@W+C`Y(#<X,2XP-2!4;0T*GRA\$;7)E8W10<G,@86YD(\$YO;6EN965S*2TQ M-3`Q,RA);G9E<W1M96YT(%!O=V5R*2TR-S4S+C<H5BDP+C\$H;W1I;F<@4&]W M97(I751*#0HM,BXT,#4@+3\$N,C,X,B!41`T*6RA<*5X8VQU@EN9R!\$;7)E M8W10<BP@0VAA:7)M86X@86YD*2TU.30X+C,H0F5N969I8VEA;"E=5\$H-"D54 M#0HP+C4@1PT*-"#(W+C\$W(#<W,BXV-2!M#OHS,S0N-S<@-S<R+C8U(&P-"C,S M-"XW-R`W-S(N-C4@;0T*,S,T+C<W(#<W,BXQ-R!L#0I3#0HP(\$<-C,S-"XW M-R`W-S(N,3<@;0T*-#(W+C\$W(#<W,BXQ-R!L#0HT,C<N,3<@-S<R+C\$W(&T- M"COR-RXQ-R`W-S(N-C4@;`T*4PT*,"XU(\$<-C4R,2XW,R`W-S(N-C4@;0T* M-#R+CDS(#<W,BXV-2!L#0HT,S(N.3,@-S<R+C8U(&T-"COS,BXY,R`W-S(N M,3<@;`T*4PT*,"!`#0HT,S(N.3,@-S<R+C\$W(&T-"C4R,2XW,R`W-S(N,3<@

M; `T*-3(Q+C<S(#<W,BXQ-R!M#0HU,C\$N-S,@-S<R+C8U(&P-"E,-"D)4#0HQ
M,"XP-SDQ,"`P(#\$P+C`W.2`U,S4N.#D@-S8X+C4W(%1M#0HH4&5R8V5N="!O
M9BE4:@T*+30W+C\$R,S4@+3\$N,C,X,B!41`T*6RA#:&EE9B!%>&5C=71I=F4@
M3V9F:6-E<B!+*E,N(\$)R:6YZ;UPI*2TU,#4S+C,H3W=N97)S:&EP7"@R7"DI
M+3\$V.#,N-RA3;VQE*2TR-#@T+C0H4VAA<F5D*2TR-#(P+CDH4V)L92DM,C,V
M-2XT*%-H87)E9"DM,C<S,"XU*%-L87-S7"@S7"DI751*#0I%5`T,"XU(\$<-
M"C(U,BXR,2`W-3\$N-S<@;0T*,C4N-C4@-S4Q+C<W(&P-"C(U+C8U(#<U,2XW
M-R!M#0HR-2XV-2`W-3\$N,CD@;`T*4PT*,"!`#0HR-2XV-2`W-3\$N,CD@;0T*
M,C4R+C(Q(#<U,2XR.2!L#0HR-3(N,C\$@-S4Q+C(Y(&T-"C(U,BXR,2`W-3\$N
M-S<@;`T*4PT*,"XU(\$<"C,S,2XT,2`W-3\$N-S<@;0T*,C8P+C,W(#<U,2XW
M-R!L#0HR-C`N,S<@-S4Q+C<W(&T-"C(V,"XS-R`W-3\$N,CD@;`T*4PT*,"!`
M#0HR-C`N,S<@-S4Q+C(Y(&T-"C,S,2XT,2`W-3\$N,CD@;`T*,S,Q+C0Q(#<U
M,2XR.2!M#0HS,S\$N-#\$@-S4Q+C<W(&P-"E,-"C`N-2!`#0HS-C@N-C\$@-S4Q
M+C<W(&T-"C,S-"XW-R`W-3\$N-S<@;`T*,S,T+C<W(#<U,2XW-R!M#0HS,S0N
M-S<@-S4Q+C(Y(&P-"E,-"C`@1PT*,S,T+C<W(#<U,2XR.2!M#0HS-C@N-C\$@
M-S4Q+C(Y(&P-"C,V."XV,2`W-3\$N,CD@;0T*,S8X+C8Q(#<U,2XW-R!L#0I3
M#0HP+C4@1PT*-#(W+C\$W(#<U,2XW-R!M#0HS-S0N-C\$@-S4Q+C<W(&P-"C,W
M-"XV,2`W-3\$N-S<@;0T*,S<T+C8Q(#<U,2XR.2!L#0I3#0HP(\$<"C,W-"XV
M,2`W-3\$N,CD@;0T*-#(W+C\$W(#<U,2XR.2!L#0HT,C<N,3<@-S4Q+C(Y(&T-
M"COR-RXQ-R`W-3\$N-S<@;`T*4PT*,"XU(\$<-"COV-BXW-R`W-3\$N-S<@;0T*
M-#,R+CDS(#<U,2XW-R!L#0HT,S(N.3,@-S4Q+C<W(&T-"COS,BXY,R`W-3\$N
M,CD@;`T*4PT*,"!`#0HT,S(N.3,@-S4Q+C(Y(&T-"COV-BXW-R`W-3\$N,CD@
M;`T*#-#8V+C<W(#<U,2XR.2!M#0HT-C8N-S<@-S4Q+C<W(&P-"E,-"C`N-2!`
M#0HU,C\$N-S,@-S4Q+C<W(&T-"C0W-"XR,2`W-3\$N-S<@;`T*#<T+C(Q(#<U
M,2XW-R!M#0HT-S0N,C\$@-S4Q+C(Y(&P-"E,-"C`@1PT*-#<T+C(Q(#<U,2XR
M.2!M#0HU,C\$N-S,@-S4Q+C(Y(&P-"C4R,2XW,R`W-3\$N,CD@;0T*-3(Q+C<S
M(#<U,2XW-R!L#0I3#0HP+C4@1PT*-3@V+C4S(#<U,2XW-R!M#0HU,CDN-C4@
M-S4Q+C<W(&P-"C4R.2XV-2`W-3\$N-S<@;0T*-3(Y+C8U(#<U,2XR.2!L#0I3
M#0HP(\$<-"C4R.2XV-2`W-3\$N,CD@;0T*-3@V+C4S(#<U,2XR.2!L#0HU.#8N
M-3,@-S4Q+C(Y(&T-"C4X-BXU,R`W-3\$N-S<@;`T*4PT*0E0-"B]@,B`Q(#1F
M#0HQ,"XP-SDQ,"`P(#\$P+C`W.2`R-2XV-2`W-#`N,C4@5&T-"ELH4F]N86QD
M(\$,N(\$-A;6)R92DM,3@W,C\$N-B@S+3#0V-RDM,S`S-BXT*#,L-#8W*2TS-SDX
M+C0H+3`M*2TR-3(T+CDH,RPT-C<I+3,T-#N,B@M,"TI751*#0HO1C0@,2!4
M9@T*-3(N-SSY,R`P(%1\$#0HH7#(R-RE4:@T*+34R+C<Q.3,@+3\$N,C\$T-"!4
M1`T*6RA2;V)E<G0@4RX@0V]L;6%N*2TQ.#DY."XV*#,L-3\$W*2TS,#,V+C0H
M,RPU,3<I+3,W.3@N-"@M,"TI+3(U,C0N.2@S+34Q-RDM,S0T,2XR*"TP+2DM
M-#8T-"XR*%PR,C<I751*#0I4*#T*6RA286YK;R!#=6-U>BDM,C`W-S<N-"@R
M+#\$Y-RDM,S`S-BXT*#(L,3DW*2TS-SDX+C0H+3`M*2TR-3(T+CDH,BPQ.3<I
M+3,T-#N,B@M,"TI+30V-#0N,BA<C(W*5U42@T*5"H-"ELH2F%M97,@1"X@
M27)E;&%N9"!)24DI+3\$W,3DV+C8H,C<R+##<S,"DM,S`S-BXV*#8L,#@X*2TQ
M-S`R+CDH,C8V+#8T,BDM,3(N-2A<*#1<*2DM,3,U."XQ*#8L,#@X*2TQ,S0U
M+C<H,C8V+#8T,BDM,3(N-2A<*#1<*2DM,C<Q-2XT*#(N-34I+3\$R+C(H)2E=
M5\$H-"E0J#0I;*\$<N(\$9R86YK(\$IO:VQI:RDM,3DY-#,N-2@R+#@V,BDM,S`S
M-BXT*#(L.#8R*2TS-SDX+C0H+3`M*2TR-3(T+CDH,BPX-C(I+3,T-#N,B@M
M,"TI+30V-#0N,BA<C(W*5U42@T*5"H-"ELH3&5S;&EE(\$PN(\$MA;G5K*2TQ
M.3<R,BXU*#,L-3\$W*2TS,#,V+C0H,RPU,3<I+3,W.3@N-"@M,"TI+3(U,C0N
M.2@S+#4Q-RDM,S0T,2XR*"TP+2DM-#8T-"XR*%PR,C<I751*#0I4*#T*6RA!
M;G1H;VYY(\$N(\$UA<W-A<F\I+3\$W.#,S+C<H,BPR,C(I+3,P,S8N-"@R+#(R
M,BDM,S<Y."XT*"TP+2DM,C4R-"XY*#(L,C(R*2TS-#0Q+C(H+3`M*2TT-C0T
M+C(H7#(R-RE=5\$H-"E0J#0I;*\$9R86YC:7,@4BX@36-!;&QI<WLE<BDM,3<T
M.3DN-R@U+#(X,2DM,S`S-BXT*#4L,C@Q*2TS-SDX+C0H+3`M*2TR-3(T+CDH
M-2PR.#\$I+3,T-#N,B@M,"TI+30V-#0N,BA<C(W*5U42@T*5"H-"ELH2F]H
M;B!#B!-;W)L97DI+3\$Y-#0S+C0H,34L,#0V*2TR-3,V+C0H,34L,#0V*2TS
M-SDX+C0H+3`M*2TR,#(T+CDH,34L,#0V*2TS-#0Q+C,H+3`M*2TT-C0T+C(H
M7#(R-RE=5\$H-"E0J#0I;*\$-T97!H96X@0BX@3W)E<VUA;BDM,3<Y-#0N-R@S
M+#4Q-RDM,S`S-BXT*#,L-3\$W*2TS-SDX+C0H+3`M*2TR-3(T+CDH,RPU,3<I
M+3,T-#N,B@M,"TI+30V-#0N,BA<C(W*5U42@T*5"H-"ELH06QA;B!38VAW
M87)T>BDM,C`R-S0N-2@R+##`Q-RDM,S`S-BXT*#(L,#\$W*2TS-SDX+C0H+3`M
M*2TR-3(T+CDH,BPP,3<I+3,T-#N,B@M,"TI+30V-#0N,BA<C(W*5U42@T*
M+T8R(#\$@5&8-"C\$R(#`Q,"`Q,B`R-2XV-2`V,#0N.#D@5&T-"C`N,#\$@5&,-
M"ELH("DM,3@V-#`H("DM-#`P*`I+3\$S-#`H("DM,COX,"@@*2TQ,S0P*`@
M("DM,COX,"@("DM,38P*`I+30P,"@*2TR-#@P*`I+30R,"@*2TT,C`H
M("I+3(T.#`H("I+3,V,"@("DM,COX,"@("DM-#`P*`I+3\$S.#`H("DM
M,3(R,"@*5U42@T*+T8V(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Q-2XX
M,2`U.3(N,3<@5&T-"C`@5&,-"BA!;6]U;G0@86YD(\$YA="5R92!09B!<C(S
M0F5N969I8VEA;!/=/VYE<G-H:7!<,C(T7"@Q7"DI5&H-"D54#0HP+C4@1PT*
M-3@V+C4S(#4X-RXX-2!M#0HR-C`N,S<@-3@W+C0U(&P-"C(V,"XS-R`U.#<N
M.#4@;0T*,C8P+C,W(#4X-RXS-R!L#0I3#0HP(\$<"C(V,"XS-R`U.#<N,S<@
M;0T*-3@V+C4S(#4X-RXS-R!L#0HU.#8N-3,@-3@W+C,W(&T-"C4X-BXU,R`U
M.#<N.#4@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,T,BXR,2`U-S4N
M,S<@5&T-"ELH26YV97-T;65N="!0;W=E<BDM,C@W,BXW*%8I,"XQ*]&]T:6YG
M(%!O=V5R*5U42@T*+38N-S\$T.2`M,2XR,S@R(%1\$#0HH0F5N969I8VEA;"E4
M:@T*150-"C`N-2!`#0HT,C<N-C4@-38V+CDW(&T-"C,S-"XW-R`U-C8N.3<@
M;`T*,S,T+C<W(#4V-BXY-R!M#0HS,S0N-S<@-38V+COY(&P-"E,-"C`@1PT*
M,S,T+C<W(#4V-BXT.2!M#0HT,C<N-C4@-38V+COY(&P-"COR-RXV-2`U-C8N
M-#D@;0T*-#(W+C8U(#4V-BXY-R!L#0I3#0HP+C4@1PT*-3(Q+C0Y(#4V-BXY
M-R!M#0HT,S8N,#4@-38V+CDW(&P-"COS-BXP-2`U-C8N.3<@;0T*-#V+C`U
M(#4V-BXT.2!L#0I3#0HP(\$<"COS-BXP-2`U-C8N-#D@;0T*-3(Q+C0Y(#4V
M-BXT.2!L#0HU,C\$N-#D@-38V+COY(&T-"C4R,2XT.2`U-C8N.3<@;`T*4PT*
M0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#4S-2XX.2`U-C(N.#D@5&T-"BA097)C
M96YT(&]F*51J#0HM-#4N,#`T,R`M,2XR,S@R(%1\$#0I;*\$YA;65D(\$5X96-U
M=&EV92!/9F9I8V5R<RDM-S\$P,"XV*]W;F5R<VAI<#PH,EPI*2TQ.30U+C8H
M4V]L92DM,COV,"XV*%-H87)E9"DM,C<U-"XS*%-O;&4I+3(Q.3@N-RA3:&%R
M960I+3(S,C4N-RA#;&%S<UPH,UPI*5U42@T*150-"C`N-2!`#0HR-3(N,C\$@
M-30V+C`Y(&T-"C(U+C8U(#4T-BXP.2!L#0HR-2XV-2`U-#8N,#D@;0T*,C4N

M,CD@,S<X+C4W(&T-"C4R-BXR.2`S-SDN,#4@;`T*4PT*,"XU(\$<-"C4X-BXU
M,R`S-SDN,#4@;0T*-3(Y+C8U(#,W.2XP-2!L#0HU,CDN-C4@,S<Y+C`U(&T-
M"C4R.2XV-2`S-S@N-3<@;`T*4PT*,"!`#0HU,CDN-C4@,S<X+C4W(&T-"C4X
M-BXU,R`S-S@N-3<@;`T*-3@V+C4S(#,W."XU-R!M#0HU.#8N-3,@,S<Y+C`U
M(&P-"E,-"D)4#0H01C(@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@
M,S8W+C4S(%1M#0HH5V5L;&EN9W10;B!-86YA9V5M96YT(\$-0;7!A;GDL(\$Q,
M4"!<#5<*2E4:@T*,"`M,2XQ,3DR(%1\$#0HH-S4@4W1A=&4@4W1R965T*51J
M#0I4@T*6RA";W-T;VXL(\$U!(#`R,3`Y*2TQ-S,W.2XU*#SL,#4Q+#`P,"DM
M-3(X-BXY*`TP+2DM,3`R-"XX*#SL,#4Q+#`P,"DM,SOW-RXR*`TP+2DM.3(Y
M+C4H.3(Q+#`P,"DM,C4X-"XQ*#DN.#I+3\$R+C(H)2E=5\$H-"C`@+3\$N,C\$T
M-"!41`T**\$1I;65N<VEO;F%L(\$9U;F0@061V:7-O<G,@26YC+B!<#9<*2E4
M:@T*,"`M,2XQ,3DR(%1\$#0HH,3(Y.2!/8V5A;B!!=F5N=64L(#\$Q=&@01FQO
M;W(I5&H-"E0J#0I;*-A;G1A(\$UO;FEC82P@0T\$@.3`T,#\$I+3\$U-C<P+C<H
M-C(Y+#<S-BDM,SSW.2XT*#8R.2PW,S8I+3,X.3,N."@M,"TI+3\$S-3@N,2@V
M,CDL-S,V*2TS,#,V+C8H+3`M*2TR-3<R+C4H-2XX."DM,3(N,B@E*5U42@T*
M,"`M,2XR,30T(%1\$#0HH07)T:7-A;B!087)T;F5R<R!,:6UI=&5D(%!A<G1N
M97)S:@EP(%PH-UPI*51J#0HP("TQ+C\$Q.3(@5\$0-"B@Q,#`P(\$YO<G1H(%=A
M=&5R(%-T<F5E="P@(\$S-W`I5&H-"E0J#0I;*SUI;`=A=6ME92P@5TDE@,R
M,#(I+3\$V.#\$P+C8H-38T+#(P,"DM-3(W-"XY*`TP+2DM,3<X-BXW*#4V-"PR
M,#`I+3,T-C4N,B@M,"TI+3DR.2XU*#4V-"PR,#`I+3(U.#0N,2@U+C(W*2TQ
M,BXR*`4I751*#0I%5`T*,"XU(\$<-"C\$R-BXT-2`R-S\$N-3,@;0T*,C4N-C4@
M,C<Q+C4S(&P-"C(U+C8U(#(W,2XU,R!M#0HR-2XV-2`R-S\$N,#4@;`T*4PT*
M,"!`#0HR-2XV-2`R-S\$N,#4@;0T*,3(V+COU(#(W,2XP-2!L#0HQ,C8N-#4@
M,C<Q+C`U(&T-"C\$R-BXT-2`R-S\$N-3,@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@
M,3`N,#<Y(#(U+C8U(#(T-2XV,2!4;0T**%PH,5PI("E4:@T*+T8T(#\$@5&8-
M"C\$N-C8V."`P(%1\$#0HH56YD97(@=&AE(!)U;&5S(&]F('1H92!314,L(%PR
M,C-B96YE9FEC:6%L(&]W;F5R<VAI<%PR,C0@:6YC;'5D97,@:&%V:6YG(&]R
M('H87)I;F<@=VET:"!O=&AE<G,@=&AE(!O=V5R('1O('9O=&4@;W(@9&ER
M96-T('1H92!I;G9E<RE4:@T*-3`N-S8T-"`P(%1\$#0HH=&UE;G0@*51J#0HM
M-3`N-S8T-"`M,2XQ,3DR(%1\$#0HH;V8@<V5C=7)I=&EE<RX@06-C;W)D:6YG
M;`DL(&\$@<&5R<V]N(&AA=FEN9R!O<B!S:&%R:6YG('1H92!P;W=E<B!T;R!V
M;W1E(&]R(&1I<F5C="!T:4@:6YV97-T;65N="!O9B!S96-U<FET:65S(&ES
M(&1E96UE9"!T;R`I5&H-"E0J#0HH7#(R,V)E;F5F:6-I86QL>2!O=VY<,C(T
M('1H92!S96-U<FET:65S(&5V96X@:68@:4@;W(@<VAE(&AA<R!N;R!R:6=H
M="!T;R!R96-E:79E(&%N>2!P87)T(&]F('1H92!D:79I9&5N9',@;VX@;W(@
M=&AE(!R;V-E961S(&9R;VT@="E4:@T*#DN-3DU-2`P(%1\$#0HH:4@<V%L
M92`I5&H-"BTT.2XU.34U("TQ+C\$Q.3(@5\$0-"BAO9B!T:4@<V5C=7)I=&EE
M<RX@06QS;R@8F5C875S92!<,C(S8F5N969I8VEA;"!O=VYE<G-H:7!<,C(T
M(&5X=&5N9',@=&@<&5R<V]N<RP@<W5C:"!A<R!C;RUT<G5S=&5E<R!U;F1E
M<B!A('1R=7-T+"!W:&@<VAA<F4@&]W97(@*51J#0HU,"XS-#0T(#`@5\$0-
M"BAT;R!V;W1E("E4:@T*+34P+C,T-#0@+3\$N,3\$Y,B!41`T**&]R(&-O;G1R
M;VP@=&AE(&1I<W!O<VET:6]N(&]F('1H92!S96-U<FET:65S+"!T:4@&E=F5R
M>2!S86UE('E8W5R:71I97,@;6%Y(&E(&1E96UE9"!<,C(S8F5N969I8VEA
M;&QY(&]W;F5D7#(R-"!B>2!T=V@;W(@;6]R92!P97)S;VXI5&H-"C4Q+C(Y
M,30@,"!41`T**',@*51J#0HM-3\$N,CDQ-"`M,2XQ,3DR(%1\$#0HH<VAO=VX@
M:6X@=&AE('1A8FQE+B!);F9O<FUA=&EO;B!W:71H(')E<W!E8W0@=&@7#(R
M,V)E;F5F:6-I86P@;W=N97)S:@EP7#(R-"!S:&]W;B!I;B!T:4@=&%B;&4@
M86)O=F4@:7,@8F%\$960@=7!O;B!I;F9O<FUA=&EO;B!S=7!P;"E4:@T*-3\$N
M-#@X,R`P(%1\$#0HH:65D("E4:@T*+34Q+COX.#,@+3\$N,3\$Y,B!41`T**&)Y
M('1H92!\$:)E8W1O<G,L(&YO;6EN965S(&%N9"!E>5C=71I=F4@;V9F:6-E
M<G,@;V8@=&AE(\$-0;7!A;GD@86YD(&9I;&EN9W,@;6%D92!W:71H('1H92!3
M14,@;W(@9G5R;FES:&5D('1O('1H92!#;VUP86YY(&)Y("E4:@T*5"H-"BAA
M;GD@<VAA<F5H;VQD97(N*51J#0H01C(@,2!49@T*,3(@,"`P(#\$R(#,P,RXP
M.2`Q,SDN-3,@5&T-"B@V("E4:@T*150-"F5N9'-T<F5A;0T*96YD;V)J#0HS
M-"`P(&]B:@T*/#P-"B]O<F]C4V5T(%LO4\$1&("]497AT(%T-"B]&;VYT(#P\
M#0H01C(@-"`P(%(-"B]&,R`U(#`@4@T*+T8T(#8@,"12#0H01C8@,S\$@,"!2
M#0H^/@T*+T5X=\$=3=&%T92`\/`T*+T=3,2`W(#`@4@T*/CX^CX^#0IE;F1O
M8FH-"C,V(#`@;V)J#0H^/\`T*+TQE;F=T:"`S-3`R#0H^/@T*+T96%#0I"
M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*
M+T=3,2!G<PT*,"!48PT*,"!4=PT**`@("`@("`@("`@("E4:@T*
M,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@.3,T+C@Y(%1M#0I;*&%PH,EPI("DM
M,C4P+CDH26YC;'5D960@:6X@=&AE('H87)E<R!S:&]W;B!A<F4@0V]M;6]N
M(%-H87)E<R!S=6)J96-T('1O(&]P=&EO;G,@9W)A;G1E9"!B>2!T:4@0V]M
M<&%N>2!W:&EC:"!E;G1I=&QE('1H92!H;VQD97(@=&@86-Q=6ER*5U42@T*
M-3(N-30U,B`P(%1\$#0HH92!S86ED("E4:@T*+34P+C@W.#0@+3\$N,3\$Y,B!4
M1`T**"-H87)E<R!W:71H:6X@-C`@9&%Y<R!F<F]M(SUA<F-H(#\$S+"`R,#`P
M+B!%86-H(&]F('1H92!\$:)E8W1O<G,@7"AE>&-L=61I;F<@37(N(\$)R:6YZ
M;UPI(&AA<R!S=6-H(&]P=&EO;G,@87,@9F]L;&]W<SH@37(N(\$-A;6)R92E4
M:@T*-3(N-C(V,B`P(%1\$#0HH+"`I5&H-"BTU,BXV,C8R("TQ+C\$Q.3(@5\$0-
M"B@U,#`[(\$UR+B!#;VQM86XL(#(L-3`P.R!-<BX@(\$-U8W5Z+"`M,"TI[(\$UR
M+B!)<F5L86YD+"`R#4P,#L@37(N(\$IO:VQI:RP@,BPP,#`[(\$1R+B!+86YU
M:RP@,BPU,#`[(\$UR+B!-87-S87)O+"`M,"TI[(\$UR+B!-8T%L;&ES*51J#0HU
M,2XY.3\$S(#`@5\$0-"BAT97(L("E4:@T*+34Q+CDY,3,@+3\$N,3\$Y,2!41`T*
M*#4P,#L@37(N(\$UO<FQE>2P@+3`M.R!-<BX@(\$)R97-M86XL(#(L-3`P(&%N
M9"!-<BX@4V-H=V%R="HL(#\$L,#`P.R!E86-H(&]F('1H92!N86UE9"!E>5C
M=71I=F4@;V9F:6-E<G,@:6X@=&AE('1A8FQE(&AA<R!S=6-H("E4:@T*+T8T
M(#\$@5&8-"E0J#0HH;W!T:6]N<R!A<R!F;VQL;W=S.B!-<BX@0G)I;GIO+"`W
M+#`P,#L@37(N(\$)<,C(R3F5I;"P@+3`M.R!-<BX@0V%L9F5E+"`T+#,W-3L@
M37(N(\$1O=VQI;F<L("TP+2!A;F0@37(N(%=E<W0L(#(L,#`P.R!A;F0@=&AE
M(\$1I<F5C="E4:@T*-3\$N,S<X,R`P(%1\$#0HH;W)S("E4:@T*+34Q+C,W.#,@
M+3\$N,3\$Y,B!41`T**&%N9"!E>5C=71I=F4@;V9F:6-E<G,@87,@82!G<F]U
M<!"H879E(V,R+#,W-2`@;W!T:6]N<RX@4&5R9F]R;6%N8V4@<VAA<F5S(&5A
M<FYE9"!F;W(@=&AE(!E<F9O<FUA;F-E(!E<FEO9"`Q.3DW("T@,3DY.2!B
M>2`I5&H-"E0J#0HH365S<W)S+B!"<FEN>F]L(\$)<,C(R3F5I;"P@0V%L9F5E
M+"!\$;W=L:6YG+"!A;F0@5V5S="P@7"AT:4@=F%L=64@;V8@=VAI8V@<:7,@

M<VAO=VX@:6X@=&AE(\$Q425`@4&%Y;W5T<R!C;VQU;6X@;V8@=&AE(%PR,C-3
M=6UM87)Y("E4:@T*5"H="BA#;VUP96YS871I;VX@5&%B;&5<,C(T(&]N('!A
M9V4@.%PI+!A<F4@:6YC;'5D960@:6X@=&AE('-H87)E<R!S:&]W;B!I;B!T
M:&4@=&%B;&4N*51J#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#@T, BXY
M-R!4;0T**`I5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV
M-2`X,S\$N,C\$@5&T-"ELH7"@S7"D@*2TR-3`N.2A,97-S('1H86X@,24L(&5X
M8V5P="!A<R!O=&AE<G=I<V4@:6YD:6-A=&5D+B`I751*#0HO1C(@,2!49@T*
M,3(@,"`P(#\$R(#(U+C8U(#@Q."XR-2!4;0T**`I5&H-"B] &-"`Q(%1F#0HQ
M,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`X,#8N-#D@5&T-"ELH7"@T7"D@*2TR
M-3`N.2A/9B!T:&4@,C2R+##<S,"!S:&%R97,@9&5E;65D('5N9&5R('1H92!R
M=6QE<R!O9B!T:&4@4T5#('1O(&E)E)E;F5F:6-I86QL>2!O=VYE9"!B>2!-
M<BX@27)E;&%N9"PE:&4@:7,@82!B96YE9FEC:6%L(&AO;&1E<B`I751*#0HU
M,2XP.38T(#`@5\$0-"BAO9B`I5&H-"BTT.2XT,CDU("TQ+C\$Q.3(@5\$0-"B@V
M+#`X."!S:&%R97,N('1H92!R96UA:6YI;F<@,C8V+#8T,B!S:&%R97,@87)E
M(&AE;&0@:6X@=')U<W1S+"!S=6)S=&%N=&EA;&QY(&9O<B!T:&4@8F5N969I
M="!O9B!A(&-H87)I=&%B;&4@9F]U;F1A=&EO;BF@87,@=&%\`@*51J#0HT.2XQ
M,C8V(#`@5\$0-"BAW:&EC:"`I5&H-"BTT.2XQ,C8V("TQ+C\$Q.3@5\$0-"BA-
M<BX@27)E;&%N9"!I<R!A(&-O+71R=7-T964@=VET:"!S:&%R960@=F]T:6YG
M(&%N9"!I;G9E<W1M96YT('!O=V5R<RX@3V8@<W5C:"!S:&%R97,@:6X@=')U
M<W1S+"!-<BX@27)E;&%N9"!H87,@86X@:6YT97)E<W0@:6X@*51J#0HT.2XV
M-3,U(#`@5\$0-"BAT:&4@*51J#0HM-#DN-C4S-2`M,2XQ,3DR(%1\$#0HH:6YC
M;VUE(&]R(&-O<G!U<R!W:71H(')E<W!E8W0@=&@,3@L-#<T('H87)E<RXI
M5&H-"B] &,"`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-S4Y+C8Y(%1M#0HH("E4
M:@T*+T8T(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<T-RXY,R!4
M;0T*6RA<*#5<*2`I+3(U,"XY*5X8V5P="!F;W(@4&5R8V5N="!O9B!#;&S
M<RP@=&AE(&EN9F]R;6%T:6]N('H;W=N(&%B;W9E('A<R!T86ME;B!F<F]M
M('1H92!38VAE9`5L92`Q,T<L(&1A=&5D(\$9E8G)U87)Y(#DL(#(P,#`@87,@
M9FEL960@8BE=5\$H-"C4R+C(V-#(@,"!41`T**`D@*51J#0HM-3`N-3DW-"`M
M,2XQ,3DR(%1\$#0HH5V5L;&EN9W1O;B!-86YA9V5M96YT(\$-O;7!A;GDL(\$Q,
M4"!W:71H('1H92!314,N*51J#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U
M(#<R,RXV.2!4;0T**`I5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W
M.2`R-2XV-2`W,3\$N.3,@5&T-"ELH7"@V7"D@*2TR-3`N.2A%>&-E<`0@9F]R
M(%!E<F-E;G0@;V8@0VQA<W,L('1H92!I;F9O<FUA=&EO;B!S:&]W;B!A8F]V
M92!W87,@=&%K96X@9G)O;2!T:&4@4V-H961U;&4@,3-+"!D871E9"!&96)R
M=6%R>2`T+"`R,#`P+"!A<R!F:6QE9`I751*#0HU,BXP,30S(#`@5\$0-"BAB
M>2`I5&H-"BTU,"XS-#<T("TQ+C\$Q.3(@5\$0-"BA\$:6UE;G-I;VYA;"!&=6YD
M(\$D=FES;W)S(\$EN8RX@=VET:"!T:&4@4T5#+BE4:@T*+T8R(#\$@5&8-"C\$R
M(#`@,"`Q,B`R-2XV-2`V.#<N-CD@5&T-"B@*51J#0HO1C0@,2!49@T*,3`N
M,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-C<U+CDS(%1M#0I;*PH-UPI("DM,C4P
M+CDH17AC97!T(&9O<B!097)C96YT(&]F(\$-L87-S+"!T:&4@:6YF;W)M871I
M;VX@<VAO=VX@86)O=F4@=V\$S('1A:V5N(&9R;VT@=&AE(%-C:&5D=6QE(#\$S
M1RP@9&%R;T960@1F5B<G5A<GD@,30L(#(P,#`@87,@9FEL960@*5U42T*~3(N
M,C8T,B`P(%1\$#0HH8GD@*51J#0HM-3`N-3DW-"`M,2XQ,3DR(%1\$#0HH07)T
M:7-A;B!087)T;F5R<R!,:6UI=&5D(%!A<G1N97)S:&EP(%PH07)T:7-A;B!0
M87)T;F5R<UPI+"!<G1I<V\$N(\$EN=F5S=&UE;G0@0V]R<@]R871I;VXL('1H
M92!G96YE<F%L('!A<G1N97(@;V8@07)T:7-A;B!087)T;F5R*51J#0HU,"XW
M,#@T(#`@5\$0-"BAS("E4:@T*+34P+C<P.#0@+3\$N,3\$Y,B!41`T**%PH07)T
M:7-A;B!#;W)P+PEPI+"!A;F0@=&AE('!R:6YC:7!A;"!S=&]C:VAO;&1E<G,@
M;V8@07)T:7-A;B!#;W)P+BP@37(N(\$N9')E=R!+!B!::65G;&5R(&%N9"!-
M<RX@0V%R;&5N92!-=")P:"D@6FEE9VQE<BXI5&H-"B] &,"`Q(%1F#0HQ,B`P
M(#`@,3(@,S`S+C`Y(#8R-BXR-2!4;0T**#<@*51J#0I%5`T*96YD<W1R96%M
M#0IE;F108FH-"C,W(#`@;V)J#0H\`T*+U!R;V-3970@6R]01\$8@+U1E>`0@
M70T*+T9O;G0@/#P-"B] &,"`Q(@4@T*+T8T(#8@,"!2#0H^/@T*+T5X=\$=3
M=&%T92`/\`T*+T=3,2`W(#`@4@T*/CX-"CX"@0IE;F108FH-"C,Y(#`@;V)J
M#0H\`T*+TQE;F=T:"`Q,38V,0T*/CX-"G-T<F5A;0T*0E0-"B] &,"`Q(%1F
M#0HQ,B`P(#`@,3(@,C4N-C4@.38Q+C`U(%1M#0HP(&-<"B] `4S\$@9W,"-C`@
M5&,"-C`@5`<-"B@@"("`@("`@("`@("`@("`I5&H-"B] &,"`Q(%1F#0HQ
M-BXQ-B`M,BXS-B!41`T**\$5814-55\$E612!#3TU014Y3051)3TXI5&H-"B] &
M-"`Q(%1F#0HM,38N,38@+3(N,S0@5\$0-"B@@"("`@("!4:&4@9F]L;&]W:6YG
M('1A8FQE('E=',@9F]R=&@86QL(&-O;7!E;G-A=&EO;B!E87)N960@8GD@
M=&AE(\$-O;7!A;GE<,C(R<R!F:79E(&UO<W0@:&EG:&QY(&-O;7!E;G-A=&5D
M("E4:@T*,`M,2XQ,B!41`T**&5X96-U=&EV92!O9F9I8V5R<R!<*%PR,C-N
M86UE9"!E>&5C=71I=F4@;V9F:6-E<G-<,C(T7"D@=VET:"!R97-P96-T('1O
M('1H92!Y96%R<R!S:&]W;B!F;W(@<V5R=FEC97,@<F5N9&5R960@=&@=&AE
M("E4:@T*5"H-"BA#;VUP86YY(&%N9"!I=',@<W5B<VED:6%R:65S+B`I5&H-
M"B] &,"`Q(%1F#0HQ-BXV."`M,2XQ."!41`T**%-U;6UA<GD@0V]M<@5N<V%T:6]N*51J#0I%5`T*
M:6]N(%1A8FQE*51J#0HO1C0@,2!49@T*+3\$V+C8X("TQ+C\$V(%1\$#0HP+C\$W
M(%1C#0I;*`I+3\$R-C(P*"`@*3\$V,"@*2TX-C`H("DM,S`P*"`I+3\$T,"@
M("DM,38V,"@@"-DM-#8P*"`@*2TQ-C8P*"`@*2TT-C`H("DM,3\$V,"@*2TQ
M,S0P*"`I+3\$Q-C`H("DM-#8P*"`@*2TQ-C8P*"`I+3,P,"@*3\$V,"@*2TW
M,C`H("DM-S(P*"`I+3,T,"@*3\$V,"@*2TU,C`H("DM,38V,"@*2TU,C`H
M("DQ-C`H("DM,3\$P,"@*2TQ,S0P*"`I+3\$Q,#`H("E=5\$H-"B] &,"`Q(%1F
M#0HW+COS.2`P(#`@-RXT,SD@-#`S+C@Y(#@S.2XV,2!4;0T*,"!48PT**\$QO
M;F<@5&5R;2!#;VUP96YS871I;VXI5&H-"D54#0HP+C4@1PT*,"!*(#`@:B`P
M+C(T('<@,3`@32!;73`@9`T*,2!I(`T*-3\$P+COU(#@S-BXP,2!M#0HS.#\$N
M.#\$@.#,V+C`Q(&P-"C,X,2XX,2`X,S8N,#\$@;0T*,S@Q+C@Q(#@S-2XU,R!L
M#0I3#0HP(\$<-"C,X,2XX,2`X,S4N-3,@:0T*-3\$P+COU(#@S-2XU,R!L#0HU
M,3`N-#4@.#,U+C4S(&T-"C4Q,"XT-2`X,S8N,#\$@;`T*4PT*0E0-"C<N-#Y
M(#`@,"`W+COS.2`T,S,N.#D@.#(V+C\$W(%1M#0HH07=A<F1S*51J#0HM,C,N
M,S(U-B`M,2XR,C8@5\$0-"BA!;FYU86P@0V]M<@5N<V%T:6]N*51J#0I%5`T*
M,"XU(\$<-"C4Q,"XT-2`X,C`N,3<@;0T*,S@Q+C@Q(#@R,"XQ-R!L#0HS.#\$N
M.#\$@.#(P+C\$W(&T-"C,X,2XX,2`X,3DN-CD@;`T*4PT*,"!#0HS.#\$N.#\$@
M.#\$Y+C8Y(&T-"C4Q,"XT-2`X,3DN-CD@;`T*-3\$P+COU(#@Q.2XV.2!M#0HU
M,3`N-#4@.#(P+C\$W(&P-"E,-"C`N-2!`#OHS-\$S@.#\$Q+C`U(&T-"C(R
M,2XP,2`X,3\$N,#4@;`T*,C(Q+C`Q(#@Q,2XP-2!M#0HR,C\$N,#\$@.#\$P+C4W

M(&P-"E,-"C`@1PT*,C(Q+C`Q(#@Q,"XU-R!M#0HS-S\$N,#\$@.#\$P+C4W(&P-
M"C,W,2XP,2`X,3`N-3<@;0T*,S<Q+C`Q(#@Q,2XP-2!L#0I3#0I"5`T*-RXT
M,SD@,"`P(#<N-#,Y(#,X-"XV.2`X,#<N.3,@5&T-"ELH4F5S=")I8W1E9"DM
M,3\$Y-"XQ*%-E8W5R:71I97,I751*#0HM."XW-S4S("TQ+C(R-B!41`T*6RA/
M=&AE<B!;!;FYU86PI+3,X,#(H4W108VLI+3\$X,S<N,BA5;F1E<FQY:6YG*2TR
M-#Y+C(H3%1)4"DM-#(W.2XV*\$%L;"/!/&AE<BE=5\$H-"BTS,2XQ-C4S("TQ
M+C(R-B!41`T*6RA.86UE(&%N9"DM,30U,3(N,2A386QA<GDI+3,T,38N,BA"
M;VYU<RDM,C<U,2XY*\$-0;7!E;G-A=&EO;EPH,5PI*2TR,#@W+C\$H07=A<F1S
M7"0S7"DI+3\$U,#\$N-2A/<'1I;VYS*2TR,#DT+COH4&%Y;W5T<UPH-%PI*2TQ
M-30R+C,H0V]M<&5N<V%T:6]N7"0U7"DI751*#0HM,2XV-S<V("TQ+C(R-B!4
M1`T*6RA0<FEN8VEP86P@4]S:71I;VXI+3@Q-C@H665A<BDM,S0W,2XR*%PH
M)%PI*2TT.38S+C@H7"@D7"DI+38U-S8N.2A<*1<*2DM-C@P,BXW*%PH)%PI
M*2TT,S\$X+C4H7"@C7"DI+30X.3DN,BA<*1<*2DM-C,Q."XX*%PH)%PI*5U4
M2@T*150-"C`N-2!`!#0HQ.#\$N.#D@-S<V+CDW(&T-"C(U+C8U(#<W-BXY-R!L
M#0HR-2XV-2`W-S8N.3<@;0T*,C4N-C4@-S<V+COY(&P-"E,-"C`@1PT*,C4N
M-C4@-S<V+COY(&T-"C\$X,2XX.2`W-S8N-#D@;`T*,3@Q+C@Y(#<W-BXT.2!M
M#0HQ.#\$N.#D@-S<V+CDW(&P-"E,-"C`N-2!`!#0HR,30N,#4@-S<V+CDW(&T-
M"C\$X-RXQ-R`W-S8N.3<@;`T*,3@W+C\$W(#<W-BXY-R!M#0HQ.#<N,3<@-S<V
M+COY(&P-"E,-"C`@1PT*,3@W+C\$W(#<W-BXT.2!M#0HR,30N,#4@-S<V+COY
M(&P-"C(Q-"XP-2`W-S8N-#D@;0T*,C\$T+C`U(#<W-BXY-R!L#0I3#0HP+C4@
M1PT*,C4U+C@Q(#<W-BXY-R!M#0HR,C\$N,#\$@-S<V+CDW(&P-"C(R,2XP,2`W
M-S8N.3<@;0T*,C(Q+C`Q(#<W-BXT.2!L#0I3#0HP(\$<-"C(R,2XP,2`W-S8N
M-#D@;0T*,C4U+C@Q(#<W-BXT.2!L#0HR-34N.#\$@-S<V+COY(&T-"C(U-2XX
M,2`W-S8N.3<@;`T*4PT*,"XU(\$<-"C,P,2XT,2`W-S8N.3<@;0T*,C8V+C8Q
M(#<W-BXY-R!L#0HR-C8N-C\$@-S<V+CDW(&T-"C(V-BXV,2`W-S8N-#D@;`T*
M4PT*,"!`!#0HR-C8N-C\$@-S<V+COY(&T-"C,P,2XT,2`W-S8N-#D@;`T*
M+C0Q(#<W-BXT.2!M#0HS,#\$N-#\$@-S<V+CDW(&P-"E,-"C`N-2!`!#0HS-S\$N
M,#\$@-S<V+CDW(&T-"C,Q,BXR,2`W-S8N.3<@;`T*,S\$R+C(Q(#<W-BXY-R!M
M#0HS,3(N,C\$@-S<V+COY(&P-"E,-"C`@1PT*,S\$R+C(Q(#<W-BXT.2!M#0HS
M-S\$N,#\$@-S<V+COY(&P-"C,W,2XP,2`W-S8N-#D@;0T*,S<Q+C`Q(#<W-BXY
M-R!L#0I3#0HP+C4@1PT*-(P+C(Q(#<W-BXY-R!M#0HS.#\$N.#\$@-S<V+CDW
M(&P-"C,X,2XX,2`W-S8N.3<@;0T*,S@Q+C@Q(#<W-BXT.2!L#0I3#0HP(\$<-
M"C,X,2XX,2`W-S8N-#D@;0T*-(P+C(Q(#<W-BXT.2!L#0HT,C`N,C\$@-S<V
M+C0Y(&T-"COR,"XR,2`W-S8N.3<@;`T*4PT*,"XU(\$<-"COU.2XX,2`W-S8N
M.3<@;0T*-(S+C4W(#<W-BXY-R!L#0HT,C,N-3<@-S<V+CDW(&T-"COR,RXU
M-R`W-S8N-#D@;`T*4PT*,"!`!#0HT,C,N-3<@-S<V+COY(&T-"COU.2XX,2`W
M-S8N-#D@;`T*#4Y+C@Q(#<W-BXT.2!M#0HT-3DN.#\$@-S<V+CDW(&P-"E,-
M"C`N-2!`!#0HU,3`N-#4@-S<V+CDW(&T-"COV,RXQ-R`W-S8N.3<@;`T*#8S
M+C\$W(#<W-BXY-R!M#0HT-C,N,3<@-S<V+COY(&P-"E,-"C`@1PT*#8S+C\$W
M(#<W-BXT.2!M#0HU,3`N-#4@-S<V+COY(&P-"C4Q,"XT-2`W-S8N-#D@;0T*
M-3\$P+COU(#<W-BXY-R!L#0I3#0HP+C4@1PT*-3<Q+C\$W(#<W-BXY-R!M#0HU
M,3,N.#\$@-S<V+CDW(&P-"C4Q,RXX,2`W-S8N.3<@;0T*-3\$S+C@Q(#<W-BXT
M.2!L#0I3#0HP(\$<-"C4Q,RXX,2`W-S8N-#D@;0T*-3<Q+C\$W(#<W-BXT.2!L
M#0HU-S\$N,3<@-S<V+COY(&T-"C4W,2XQ-R`W-S8N.3<@;`T*4PT*0E0-"B] &
M,B`Q(%1F#0HW+C0S.2`P(#`@-RXT,SD@,C4N-C4@-S8W+C@U(%1M#0I;*\$IO
M:&X@4RX@0G)I;GIO*2TQ-C(Q-"XU*\$%Y.3DI+3(X,#<H-#(Q+#`P,"DM-3`W
M,RXU*"TP+2E=5\$H-"B] &-"`Q(%1F#0HT,BXY,#@X(#`@5\$0-"ELH7#(R-RDM
M-C@S.2XW*"TP+2DM-#`Y,BXW*"TP+2DM,S\$U-RXQ*#\$R,RPT.#4I+30T.3(N
M-R@Q-RPR-3`I751*#0HM-#(N.3`X."`M,2XQ,CDR(%1\$#0I;*\$-H86ER;6%N
M(&%N9"DM,38T.3,N-2@Q.3DX*2TR.#`W*#0P,"PP,#`I+3(X-SDN-B@R.3\$L
M,#`P*2TV-3@Y+C@H7#(R-RDM-C@S.2XW*"TP+2DM-#`Y,BXW*"TP+2DM,S\$U
M-RXQ*#(R,"PU.3,I+30T.3(N-R@Q-BPT,#`I751*#0I4*@T*6RA#:&EE9B!%
M>&5C=71I=F4@3V9F:6-E<BDM,3(U,C,N,B@Q.3DW*2TR.#`W*#(X,"PW,CDI
M+3(X-SDN-B@Q,3(L,#`P*2TV-3@Y+C@H7#(R-RDM-C@S.2XW*"TP+2DM-#`Y
M,BXW*"TP+2DM,S\$U-RXQ*#\$R,P.2PX,38I+30T.3(N-R@Q,2PU,#DI751*#0HO
M1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#<S."XU-R!4;0T*"I5&H-"B] &
M-"`Q(%1F#0HW+C0S.2`P(#`@-RXT,SD@,C4N-C4@-S(Y+C(Q(%1M#0I;*\$1H
M;VUA<R!`*+B!/7#(R,DYE:6PI+3\$T.3DS+C0H,3DY.2DM,C@P-R!M-DM-3`P."
M*2TS,SDU+C@H-34L,#`P*2TV-3<S+C8H7#(R-RDM-C@S.2XW*"TP+2DM-#`Y
M,BXW*"TP+2DM,S\$U-RXQ*#\$R,RPT.#4I+30T.3(N-R@Q,"PW.34I751*#0I4
M*@T*6RA0<F5S:61E;G0@86YD(\$-H:65F*2TQ-#(T,RXS*\$%Y.3@I+3(X,#<H
M,C4P+#`P,"DM,C@W.2XV*\$%T,"PP,#`I+38U.#DN."A<,C(W*2TV.#,Y+C<H
M+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,C(P+#4Y,RDM-#0Y,BXW*#\$P+#(T
M.2E=5\$H-"EOJ#0I;*\$]P97)A=&EN9R!/9F9I8V5R*2TQ-#DY-2XT*#\$Y.3<I
M+3(X,#<H,C,Q+#`P,"DM,C@W.2XV*\$%P,"PP,#`I+38U.#DN."A<,C(W*2TV
M.#,Y+C<H+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,C`V+#4T-"DM-3`P."
M*#DL-#8V*5U42@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`V.3DN.3,@
M5&T-"B@*51J#0HO1C0@,2!49@T*-RXT,SD@,"`P(#<N-#,Y(#(U+C8U(#8Y
M,"XU-R!4;0T*6RA7:6QL:6%M(%(N(\$-A;&9E92DM,30X,C8N-"@Q.3DY*2TR
M.#`W*#(V."PV,C4I+34P-S,N-2@M,"TI+38T.#`N,2A<,C(W*2TV.#,Y+C<H
M+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,3(S+#0X-2DM-#0Y,BXW*#\$Q+#`P
M."E=5\$H-"EOJ#0I;*\$5X96-U=&EV92!6:6-E*2TQ-3DY-"XU*\$%Y.3@I+3(X
M,#<H,C8R+#4P,"DM,C@W.2XV*\$%T,"PP,#`I+38U.#DN."A<,C(W*2TV.#,Y
M+C<H+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,C(P+#4Y,RDM-#0Y,BXW*#\$P
M+#<V,2E=5\$H-"EOJ#0I;*\$!R97-I9&5N="U#;VUM97)C:6%L*2TQ,S\$S,BXS
M*\$%Y.3<I+3(X,#<H,C4V+#(U,"DM,C@W.2XV*\$%P,"PP,#`I+38U.#DN."A<
M,C(W*2TU,38R+C\$H-#4L,C4P*2TX."XY*%PH-EPI*2TR.3,Q+C(H+3`M*2TS
M,34W+C\$H,C@R+#(U-BDM-#0Y,BXW*#\$P+#4P-2E=5\$H-"B] & B`Q(%1F#0HQ
M,B`P(#`@,3(@,C4N-C4@-C8Q+C(Y(%1M#0HH("E4:@T*+T8T(#\$@5&8-"C<N
M-#Y(#`@,"`W+C0S.2`R-2XV-2`V-3\$N.3,@5&T-"ELH161W87)D(\$,N(\$1O
M=VQI;F<L(\$IR+BDM,3(V,S(N,B@Q.3DY*2TR.#`W*\$%Y,"PX,S,I+3,S.34N
M."@T,"PP,#`I+38U-S,N-BA<,C(W*2TV.#,Y+C<H+3`M*2TT,#DR+C<H+3`M
M*2TU,S4P+CDH+3`M*2TT.#DY+C(H-RPX,C0I751*#0I4*@T*6RA396YI;W(@
M5FEC92!0<F5S:61E;GOM*2TQ,S`W-RXS*\$%Y.3@I+3(X,#<H,3,X+#<U,"DM
M,S,Y-2XX*#@P+#`P,"DM-#<S-"XW*#<W+#\$S."DM-#<S-"XW*#(W,RPQ,C4I

M+3\$P-2XQ*%PH-UP1*2TR.3,Q+C(H+3`M*2TU,S4P+CDH+3`M*2TT.#DY+C(H
M-RPX-S`I751*#014*#T*6RA/<&5R871I;VYS*2TQ-S<T,RXV*#\$Y.3<I+38T
M+C<H7"@R7"DI+3,W-S`N,2@M,"TI+30Y-C,N."@M,"TI+38T.#`N,2A<,C(W
M*2TV.#,Y+C<H+3`M*2TT,#DR+C<H+3`M*2TU,S4P+CDH+3`M*2TT.#DY+C(H
M-RPW,#0I751*#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#8R,BXV-2!4
M;OT**`I5&H-"B] &-"`Q(%1F#0HW+C0S.2`P(#@-RXT,SD@,C4N-C4@-C\$S
M+C(Y(%1M#0I;*\$SN(%-T86YL97D@5V5S=%PH.%PI*2TQ-#0S."XT*#\$Y.3DI
M+3(X,#<H,3DX+#@S,RDM,S,Y-2XX*#,P+#`P,"DM-C4W,RXV*%PR,C<I+38X
M,SDN-R@M,"TI+30P.3(N-R@M,"TI+3,V-S,N,R@W,2PR-3(I+30Y.3(N."@X
M+#\$T-BE=5\$H-"E0J#0I;*\$-E;FEO<B!6:6-E*2TQ-S,X,BXV*#\$Y.3@I+3(X
M,#<H,3@Y+#<Y,BDM,C@W.2XV*#\$P."PP,#`I+38U.#DN."A<,C(W*2TV.#,Y
M+C<H+3`M*2TT,#DR+C<H+3`M*2TS,34W+C\$H,3(X+#8W.2DM-3`P."XY*#<L
M-S<Y*5U42@T*5"H-"ELH4')E<VED96YT+5-A;&5S(&%N9"DM,30R-S\$N-"@Q
M.3DW*2TR.#`W*#\$X,"RPW-3`I+3,S.34N."@V-BPU,#`I+38U-S,N-BA<,C(W
M*2TU,38R+C\$H,C4L,C<U*2TX."XY*%PH.5PI*2TR.3,Q+C(H+3`M*2TS,34W
M+C\$H,3@U+#DP,"DM-3`P."XY*#<L-3,Q*5U42@T*5"H-"BA#;VUM97)C:6%L
M(%!L86YN:6YG*51J#0I%5`T*,"XU(\$<-"C\$R-BXT-2`U-S`N-3<@;0T*,C4N
M-C4@-3<P+C4W(&P-"C(U+C8U(#4W,"XU-R!M#0HR-2XV-2`U-S`N,#D@;`T*
M4PT*,"!`#0HR-2XV-2`U-S`N,#D@;0T*,3(V+C0U(#4W,"XP.2!L#0HQ,C8N
M-#4@-3<P+C`Y(&T-"C\$R-BXT-2`U-S`N-3<@;`T*4PT*0E0-"B] &,B`Q(%1F
M#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`U-#0N-C4@5&T-"ELH7"@Q7"D@
M*2TQ,BXX*%1H92!A9V=R96=A=&4@;G5M8F5R<VAI<"!E>!E;G-E<R!A;F0@;W1H
M97(@8G5S:6YE<W,@<&5R<75I<VET97,L(&EN(&%M;W5N=",@=&AA="E=5\$H-
"C4Q+C4U-#(@,"!41`T**"A<F4@;&5S<R`I5&H-"BTU,"XQ,C4U<W+C\$Q
M.3(@5\$0-"BAT:&%N('1H92!R97!O<G1I;F<@=&AR97-H;VQD<R!E<W1A8FQI
M<VAE9"!B>2!T:&4@4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO
M;BX@26X@,3DY."P@37(N(\$10=VQI;F<@=V%\$(')E:6UB=7)S960@9F]R("E4
M:@T*5"H-"BAM;W9I;F<L('1E;7!O<F\$R>2!L:79I;F<@86YD(')E86P@97-T
M871E(&5X<&5N<V5S(&EN('1H92!A;6]U;G0@;V8@)0Y+#0Q,2!A;F0@86QS
M;R!R96-E:79E9"!A('I9VYI;F<@8F]N=7,@;V8@)#(U+#`P,"XI5&H-"C\$R
M(#`@,"`Q,B`R-2XV-2`U,#DN,3,@5&T-"B@*51J#0HQ,"XP-SD@,"`P(#\$P
M+C`W.2`R-2XV-2`T.3<N,S<@5&T-"ELH7"@R7"D@*2TQ,BXX*\$UR+B!\$;W=L
M:6YG(&I0:6YE9"!T:&4@0V]M<&%N>2!A<R!396YI;W(@5FEC92!O<F5S:61E
M;G0@+2!/<&5R871I;VYS(&EN(\$%P<FEL+"`Q.3DX+BE=5\$H-"C\$R(#`@,"`Q
M,B`R-2XV-2`T.#0N-#5@5&T-"B@*51J#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R
M-2XV-2`T-S(N-C4@5&T-"BA<*#-<*2`I5&H-"B] &-"`Q(%1F#0HQ+C0R.#<@
M,"!41`T**%1H92!A9V=R96=A=&4@;G5M8F5R(&]F('H87)E<R!O9B!297-T
M<FEC=&5D(%-T;V-K(&AE;&0@8GD@365S<W)S+B!"<FEN>F\L(\$]<,C(R3F5I
M;"P@0V%L9F5E+"!\$;W=L:6YG(&%N9"!797-T+"!A<R!O9B!\$96-E;6)E<B`S
M,2PI5&H-"C4R+CDR.#(@,"!41`T**"I5&H-"BTU,BXY,C@R("TQ+C\$Q.3@L
M5\$0-"B@Q.3DY('A<R`S,S`L(#0L.#`P+"`U,SDL(#0L-3`P(&%N9)`R.30L
M(')E<W!E8W1I=F5L>2X@5&AE(&%G9W)E9V%T92!V86QU92!O9B!S=6-H('H
M87)E<R!A<R!O9B!\$96-E;6)E<B`S,2P@,3DY.2!W87,@)#\$P+#(W,2P@*51J
M#0I4*#T**"OQ-#DL-#`P+"`D,38L-S<V+"`D,30P+#`V,R!A;F0@)#DL,34Q
M+"!R97-P96-T:79E;"DN(\$1I=FED96YD<R!A<F4@<&%Y86)L92!O;B!T:&4@
M<VAA<F5S(&]F(%E<W1R:6-T960@4W108VL@<F5P;W)T960@:6X@=&AI<R`I
M5&H-"E0J#0HH8V]L=6UN(&%T('1H92!S86UE(')A=&4@87,@9&EV:61E;F1S
M(&]N('1H92!#;VUP86Y7#(R,G,@;W1H97(@0V]M;6]N(%-H87)E<RXI5&H-
M"B] &,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-#(U+C@U(%1M#0HH("E4:@T*
M+T8T(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#0Q-"XP.2!4;0T*
M6RA<*#1<*2`I+3\$R+C@H5&AE('!A>6]U="!I;F1I8V%T960@9F]R(#\$Y.3D@
M=V%\$(&1E=&5R;6EN960@:6X@96%R;'D@,C`P,"!F;W(@=&AE(#\$Y.3<M,3DY
M.2!P97)F;W)M86YC92!P97)I;V0@=6YD97(@=&AE(\$-0;7!A;GE<,C(R<R`I
M751*#0HQ+COR.#<@+3\$N,3\$Y,B!41`T**!E<F9O<FUA;F-E('H87)E('!R
M;V=R86TN(%1H92!#;VUP86Y7#(R,G,@8VQO<VEN9R!S=&]C:R!P<FEC92!O
M;B!-87)C:"`Q,RP@,C`P,"!O9B`D,C(N-38R-2!P97(@<VAA<F4@=V%\$('5S
M960@=&%@&5T97)M:6YE('1H92!I5&H-"E0J#0HH=F%L=64@;V8@=&AE('!A
M>6]U="X@4`5R<W5A;G0@=&%@=&AE('1E<FUS(&]F('1H92`Q.3DR(\$EN8V5N
M=&EV92!%<75I='D@4&QA;BP@=&AE(\$-O;7!E;G-A=&EO;B!A;F0@3W)G86YI
M>F%T:6]N(\$-0;6UI='1E92!A9&IU<RE4:@T*-3(N,S4R,R`P(%1\$#0HH=&5D
M("E4:@T*+34R+C,U,C,@+3\$N,3\$Y,B!41`T**%1H92!#;VUP86Y7#(R,G,@
M;V)J96-T:79E(&9O<B!V86QU92!A9&1E9"!<*5A<FYI;F=S('!E<F9O<FUA
M;F-E(&EN(&5X8V5S<R!O9B!T:&4@8V]S="!O9B!C87!I=&%L(&5M<&QO>65D
M7"D@87!P;&EC86)L92!T;R!T:&ES("E4:@T*5"H-"BAP97)F;W)M86YC92!P
M97)I;V0@=&%@&96QI;6EN871E('1H92!E9F9E8W0@;V8@8F5L;W<M;F]R;6%L
M(&5A<FYI;F=S(&1U<FEN9R`Q.3DY+"!A<R!C;VUP87)E9"!T;R!E87)N:6YG
M<R!F;W(@<F5C96YT('E87)S+B!);B`I5&H-"E0J#0HH8V]N;F5C=&EO;B!W
M:71H('1H:7,@861J=7-T;65N="P@=&AE(\$-0;6UI='1E92!A;'O(&1E=&5R
M;6EN960@=&%@&96QI('1H92!R97-U;'1I;F<@87=A<F1S(&EN('1H92!F;W)M
M(&]F(')E<W1R:6-T960@<VAA<F5S+"!W:"E4:@T*-3\$N,#\$W-"`P(%1\$#0HH
M:6-H("E4:@T*+34Q+C`Q-S0@+3\$N,3\$Y,B!41`T**%R92!S=6)J96-T('1O
M(&9O<F9E:71U<F4@9F]R('1H<F5E('EE87)S(&EN('1H92!E=F5N="!O9B!T
M97)M:6YA=&EO;B!O9B!E;7!L;WEM96YT+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@
M,"`Q,B`R-2XV-2`S,S,N-#4@5&T-"B@*51J#0H01C0@,2!49@T*,3`N,#<Y
M(#`@,"`Q,"XP-SD@,C4N-C4@,S(Q+C8Y(%1M#0I;*\$PH-5PI("DM,3(N."A!
M;6]U;G1S(&EN9&EC871E9"!F;W(@,3DY.2!I;F-L=61E(&-A<V@&8V]N=')I
M8G5T960@8GD@=&AE(\$-0;7!A;GD@=6YD97(@=&AE(\$-L:69F<R!386QA-FEE
M9"!%;7!L;WEE97,@4W5P<&QE;65N=&%L(%E=&ER96TI751*#0HU,RXU,R`P
M(%1\$#0HH96YT("E4:@T*+34R+C\$P,3,@+3\$N,3\$Y,B!41`T**%-A=FEN9W,@
M4&QA;B!A<R!F;VQL;W=S.B`D-RPP,#`L("OV+#4X,2P@)#8L-C\$R+"`D-RPX
M,C0@86YD("OV+#\$Y,R!O;B!B96AA;&8@;V8@365S<W)S+B!"<FEN>F\L(\$]<
M,C(R3F5I;"P@0V%L9F5E+"!\$;W=L:6YG(&%N9"!797,I5&H-"C4R+C<T,#(@
M,"!41`T**`0L("E4:@T*+34R+C<T,#(@+3\$N,3\$Y,B!41`T**')E<W!E8W1I
M=F5L>3L@86YD(&-A<V@&8V]N=')I8G5T960@8GD@=&AE(\$-0;7!A;GD@=6YD

M97 (@=&AE (%90; '5N=&R>2!.;VXM475A;&EF:65D(\$1E9F5R<F5D(\$-0;7!E M;G-A=&EO;B10;&%N(&%S(&90;&QO=W,Z("E4:@T*5"H-"B@D,3`L,C4P+"`D M-"PR,30L("OT+#,Y-BP@)"TP+6%N9`D,2PY-3,@;VX@8F5H86QF(&]F(\$UE M<W-R<RX@0G)I;G1O+"! /7#(R,DYE:6PL(\$-A;&9E92P@1&]W;&EN9R!A;F0@ M5V5S="P@<F5S<&5C=&EV96QY+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R M-2XV-2`R-SON.#D@5&T-"B@*51J#0H01C0@,2!49@T*,3`N,#<Y(#`@,"`Q M,"XP-SD@,C4N-C4@,C8S+C\$S(%1M#0I; *%PH-EPI("DM,3(N."A/;B!*86YU M87)Y(#\$L(#\$Y.3<L('1H92!#;VUP86YY(&%W87)D960@,2PP,#`@<VAA<F5S M(&]F(%)E<W1R:6-T960@4W108VL@=&\@37(N(\$-A;&9E92X@3VYE+71H:7)D M(&]F('U8V@87=A<F0@=F5S=&5D(&]N(&4I751*#0HU,BXU,C4Q(#`@5\$0- M"BAA8V@;V8@*51J#0HM-3\$N,#DV-"`M,2XQ,3DR(%1\$#0HH=&AE(&9I<G-T M+"!S96-0;F0@86YD('1H:7)D(&%N;FEV97)S87)I97,@;V8@=&AE(&1A=&4@ M;V8@=&AE(&%W87)D+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`R M,S@N.#D@5&T-"B@*51J#0H01C0@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@ M,C4N-C4@,C(W+C\$S(%1M#0I; *%PH-UPI("DM,3(N."A/;B!<'<)I; "`Q+"`Q M.3DX+"!T: &4@0V]M<&%N>2!A=V%R9&5D(#4L,#`P('H87)E<R!O9B!297-T M<FEC=&5D(%-T;V-K('1O(\$UR+B@1&]W;&EN9RX@3VYE+71E;G1H(&]F('U M8V@87=A<F0@=F5S=&5D(&]N('0I751*#0HU,BXV,3\$Q(#`@5\$0-"BAH92`I M5&H-"BTU,2XQ.#(T("TQ+C\$Q.3(@5\$0-"BAF:7)S="!A;FYI=F5R<V%R>2!O M9B!T: &4@9&%T92!O9B!T: &4@87=A<F0L(&%N(&%D9&ET:6]N86P@;VYE+71E M;G1H(&]F('U8V@87=A<F0@=VEL;"!V97-T(&]N(&5A8V@;V8@=&AE('E M8V]N9"PE=&AI<F0@86YD(&90*51J#0HT.2XU-C<U(#`@5\$0-"BAU<G1H("E4 M:@T*+30Y+C4V-S4@+3\$N,3\$Y,B!41`T**&%N;FEV97)S87)I97,@;V8@=&AE M(&1A=&4@;V8@=&AE(&%W87)D+"!A;F0@<VEX+71E;G1H<R!O9B!S=6-H(&%W M87)D('=I; &P@=F5S="!O;B!T: &4@9FEF=&@86YN:79E<G-A<GD@;V8@=&AE M(&1A=&4@;V8@87=A<FON*51J#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U M(#\$Y,2XV,2!4;0T**"`I5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W M.2`R-2XV-2`Q-SDN.#4@5&T-"ELH7"@X7"D@*2TQ,BXX*\$UR+B!797-T(&AA M<R!E;G1E<F5D(&EN=&\@86X@86=R965M96YT('=I=&@=&AE(\$-0;7!A;GD@ M=&\@<'<)O=FED92!C;VYS=6QT:6YG('E<G9I8V5S(&90<B!A('!E<FEO9"!O M9B`Q,"!M;VYT:' ,@9F]L; &]W:6YG("E=5\$H-"C4R+C`X-#\$@,"!41`T**&AI M<R`I5&H-"BTU,"XV-34T("TQ+C\$Q.3(@5\$0-"BAR971I<F5M96YT(&9R;VT@ M=&AE(\$-0;7!A;GD@870@=&AE(&5N9"!O9B!T: &4@>65A<B`R,#`P+B!(92!W M:6QL(')E8V5I=F4@82!C;VYS=6QT:6YG(&9E92!O9B`D,3`L,#`P('!E<B!M M;VYT:"!F<F]M(\$IA;G5A<GDL(#(P*51J#0HU,2XY.#4S(#`@5\$0-"B@P,2`I M5&H-"BTU,2XY.#4S("TQ+C\$Q.3(@5\$0-"BAT:')O=6=H(\$)C=&]B97(L(#(P M,#\$N(%1H92!A9W)E96UE;G0@<'<)O=FED97,@=&AA="!-<BX@5V5S="!W:6QL M(&E(&%V86EL86)L92!F;W(@8V]N<W5L=&EN9R!A<W-I9VYM96YT<R!F;W(@ M82!M87AI;75M(&]F(#DP("E4:@T*5"H-"BAH;W5R<R!P97(@;6]N=&@&9`5R M:6YG('1H92!C;VYS=6QT:6YG('!E<FEO9"X@37(N(=%E<W0@=VEL;"!B92!P M<F]H:6)I=&5D(&9R;VT@8V]M<@5T:6YG('=I=&@=&AE(\$-0;7!A;GD@9F]R M('1H92`Q,"UM;VYT:"`I5&H-"E0J#0HH<&5R:6]D(&E)E9VEN;FEN9R!*86YU M87)Y(#\$L(#(P,#\$N(%1H92!A9W)E96UE;G0@86QS;R!P<F]V:61E<R!T: &%T M(\$UR+B!797-T('=I; &P@8V]N=&EN=64@87,@4V5N:6]R(%9I8V4@4')E<VD M96YT+5-A; &5S(&%N9" `I5&H-"E0J#0HH0V]M;65R8VEA;"!O;&%N;FEN9R!D M=7)I;F<@=&AE('EE87(@,C`P,"!A="!A<'!R;WAI;6%T96QY(#DP)2!O9B!H M:7,@8W5R<F5N="!S86QA<GD@86YD(&EN8V5N=&EV92!C;VUP96YS871I;VXL M('=I=&@82`I5&H-"E0J#0HH8V]R<F5S<&]N9&EN9R!R961U8W1I;VX@:6X@ M: &ES('O<FL<V-H961U; &4@9`5R:6YG('1H:7,@=')A;G-I=&EO;B!Y96`R M+BE4:@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y.2XR,2!4;0T**"`I M5&H-"B] &-"`Q(%1F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`X-RXT-2!4 M;0T*6RA<*#E<*2`I+3\$R+C@H3VX@07!R:6P@,2P@,3DY-RP@=&AE(\$-0;7!A M;GD@87=A<F1E9" `V,#`@<VAA<F5S(&]F(%)E<W1R:6-T960@4W108VL@=&\@ M37(N(=%E<WON(\$]N92UT:&ER9"!O9B!S=6-H(&%W87)D('9E<W1E9"!O;B!E M86-H(&]F*5U42@T*-3(N-CDR,2`P(%1\$#0HH('1H92`I5&H-"BTU,2XR-C,T M("TQ+C\$Q.3(@5\$0-"BAF:7)S="!A;F0@<V5C;VYD(&%N;FEV97)S87)I97,@ M;V8@=&AE(&1A=&4@;V8@=&AE(&%W87)D+"!A;F0@;VYE+71H:7)D('=I; &P@ M=F5S="!O;B!T: &4@=&AI<F0@86YN:79E<G-A<GD@;V8@=&AE(&1A=&4@;V8@ M=&AE(&%W*51J#0HT.2XS,3<U(#`@5\$0-"BAA<FON*51J#0I5`T*96YD<W1R M96%M#0IE;F108FH-"C0P(#`@;V)J#0H\/'T*+!R;V-3970@6R]01\$8@+U1E M>'0@70T*+T90;G0@/#P-"B] &,B`T(#`@4@T*+T8S(#4@,"!2#0H01C0@-B`P M(%(-"CX^#0H017AT1U-T871E(#P\#0H01U,Q(#<@,"!2#0H^/@T*/CX-"F5N M9&]B:@T*-#0@,"!08FH-"CP\#0H03&5N9W1H(#<T#0H^/@T* <W1R96%M#0I" M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`S,#,N,#D@.30V+C@Y(%1M#0HP(&<- M"B]`4S\$@9W,-"C`@5&,-"B@X("E4:@T*150-"F5N9"-T<F5A;0T*96YD;V)J M#OHT-2`P(&]B:@T*/#P-"B]0<F]C4V5T(%L04\$1&("]497AT(#T-"B] &;YJT M(#P\#0H01C@-"`P(%(-"CX^#0H017AT1U-T871E(#P\#0H01U,Q(#<@,"!2 M#0H^/@T*/CX-"F5N9&]B:@T*-#<@,"!08FH-"CP\#0H03&5N9W1H(#8Y-S\$- M"CX^#0IS=')E86T-"D)4#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV M,2XP-2!4;0T*,"!G#0H01U,Q(&S#0HP(%1C#0HP(%1W#0HH("@"`@("`@ M("`@("`@("`@*51J#0H01C0@,2!49@T*,"`M,BXS(%1\$#0HH("`@("!4: &4@ M1F]L; &]W:6YG('1A8FQE('E=' ,@9F]R=&@:6YF;W)M871I;VX@<F5L871I M;F<@=&\@<W108VL@;W!T:6]N(&R86YT<R!M861E(&EN(#\$Y.3D@=6YD97(@ M=&AE(\$-0;7!A;GEC,C(R<R`I5&H-"C`@+3\$N,3(@5\$0-"B@Q.3DR(&EN8V5N M=&EV92!%>75I='D@4&QA;B!T;R!T: &4@;F%M960@97AE8W5T:79E(&]F9FEC M97)S+B`I5&H-"B] &,R`Q(%1F#0HQ,R`M,BXS-B!41`T**\$]05\$E/3B!`4D%. M5%,@24X@3\$%35"!&25-#04P@645!4EPH,5PI*51J#0H01C0@,2!49@T*+3\$S M("TQ+C\$V(%1\$#0HP+C`Q(%1C#0I; *`I+3\$R.38P*`I+3,V,"@&2TR.#`P M*`I+3(P-C`H("DM,C,V,"@@"DM,C(T,"@*2TQ,C(P*`I+3\$X,C`H("`I M+3\$R.#`H("DM,38T,"@*2TX.#`H("I+3\$V.#`H("DM,C,T,"@*2TQ,S`P M*`@*2TQ-SOP*`I+3(T.#`H("E=5\$H-"B] &,R`Q(%1F#0HQ,"XP-SD@,"`P M(#\$P+C`W.2`S,#@N,S<@.#8U+C`U(%1M#0HP(%1C#0HH26YD:79I9`5A;"! M<F#N=' ,I5&H-"D54#0HP+C4@1PT*,"!*(#`@:B`P+C(T('<@,3`@32!;73`@ M9`T*,2!I('T*-3`R+C4S(#@V,"XW,R!M#0HQ.3\$N-S,@.#8P+C<S(&P-"C\$Y M,2XW,R`X-C`N-S,@;0T*,3DQ+C<S(#@V,"XR-2!L#0I3#0HP(\$<- "C\$Y,2XW

M,R`X-C`N,C4@;0T*-3`R+C4S(#@V,"XR-2!L#0HU,#(N-3,@.#8P+C(U(&T-M"C4P,BXU,R`X-C`N-S,@;`T*4PT*OE0-"CSP+C`W.2`P(#`@,3`N,#<Y(#,P M-2XP,2`X-#@N-#D@5&T-"BA097)C96YT(&]F*51J#0HM."XX,3`T("TQ+C(S M.#(@5\$0-"ELH3G5M8F5R(&]F*2TS-#SP+C@H5&]T86P@3W!T:6]N<RE=5\$H-M"C`N,C,X,2`M,2XR,S@R(%1\$#0I;)*%-E8W5R:71I97,I+30R,SDN.2A'<F%N M=&5D('10*2TR-#DW+C4H17AE<F-I<V4I751*#0HM,"XS,S,T("TQ+C(S.#(@ M5\$0-"ELH56YD97)L>6EN9RDM,SDU,BXY*\$5M<&QO>65E<RDM,C<T-RXR*&]R M(\$)A<V4I+3\$R,3@X+C<H1W)A;G0I751*#0HM,2XR,30T("TQ+C(S.#(@5\$0-M"ELH3W!T:6]N<R!'<F%N=&5D*2TS,C4P+C8H:6X@1FES8V%L*2TS-S4P+C,H M4')I8V4I+3,T.30H17AP:7)A=&EO;BDM,S(W,"XQ*#1A=&4<'E<V5N="E=M5\$H-"BTQ,"XY-S<R("TQ+C(S.#(@5\$0-"ELH3F%M92DM,3\$U,C8N,RA<*"-< M*2DM-S`T.2XQ*#EE87(I+30S,3DN,RA<*""004VA<*2DM-#8Q,2XV*\$1A=&4I M+34P.3<N,2AV86QU92`D7"@R7"DI751*#0I%5`T*,"XU(\$<-"C\$X-"XP-2`W M.#\$N-S<@;0T*,C4N-C4@-S@Q+C<W(&P-"C(U+C8U(#<X,2XW-R!M#0HR-2XV M-2`W.#\$N,CD@;`T*4PT*,"!`#0HR-2XV-2`W.#\$N,CD@;0T*,3@T+C`U(#<X M,2XR.2!L#0HQ.#0N,#4@-S@Q+C(Y(&T-"C\$X-"XP-2`W.#\$N-S<@;`T*4PT* M,"XU(\$<-"C(X-RXT.2`W.#\$N-S<@;0T*,3DQ+C<S(#<X,2XW-R!L#0HQ.3\$N M-S,@-S@Q+C<W(&T-"C\$Y,2XW,R`W.#\$N,CD@;`T*4PT*,"!`#0HQ.3\$N-S,@ M-S@Q+C(Y(&T-"C(X-RXT.2`W.#\$N,CD@;`T*,C@W+COY(#<X,2XR.2!M#0HR M.#<N-#D@-S@Q+C<W(&P-"E,-"C`N-2!'#OHS-C,N,S,@-S@Q+C<W(&T-"C(Y M,"XX-2`W.#\$N-S<@;`T*,CDP+C@U(#<X,2XW-R!M#0HR.3`N.#4@-S@Q+C(Y M(&P-"E,-"C`@1PT*,CDP+C@U(#<X,2XR.2!M#0HS-C,N,S,@-S@Q+C(Y(&P-M"C,V,RXS,R`W.#\$N,CD@;0T*,S8S+C,S(#<X,2XW-R!L#0I3#0HP+C4@1PT* M-#(Q+C@Q(#<X,2XW-R!M#0HS-C8N-CD@-S@Q+C<W(&P-"C,V-BXV.2`W.#\$N M-S<@;0T*,S8V+C8Y(#<X,2XR.2!L#0I3#0HP(\$<-"C,V-BXV.2`W.#\$N,CD@ M;0T*-(Q+C@Q(#<X,2XR.2!L#0HT,C\$N-#S@-S@Q+C(Y(&T-"COR,2XT,2`W M.#\$N-S<@;`T*4PT*,"XU(\$<-"C4P,BXU,R`W.#\$N-S<@;0T*-(T+C<W(#<X M,2XW-R!L#0HT,CON-S<@-S@Q+C<W(&T-"COR-"XW-R`W.#\$N,CD@;`T*4PT* M,"!`#0HT,CON-S<@-S@Q+C(Y(&T-"C4P,BXU,R`W.#\$N,CD@;`T*-3`R+C4S M(#<X,2XR.2!M#0HU,#(N-3,@-S@Q+C<W(&P-"E,-"C`N-2!'#0HU.#8N-3,@ M-S@Q+C<W(&T-"C4P-2XX.2`W.#\$N-S<@;`T*-3`U+C@Y(#<X,2XW-R!M#0HU M,#4N.#D@-S@Q+C(Y(&P-"E,-"C`@1PT*-3`U+C@Y(#<X,2XR.2!M#0HU.#8N M-3,@-S@Q+C(Y(&P-"C4X-BXU,R`W.#\$N,CD@;0T*-3@V+C4S(#<X,2XW-R!L M#0I3#0I`5`T*+T8R(#\$@5&8-"CSP+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<W M,"XR-2!4;0T*6RA*;VAN(%N(\$)R:6YZ;RDM,30R,#0N-2@R-BPV-C8I+38T M,3<N-R@U+C@W*2TT,3,Q+C8H)#4T+C\$T*2TS.3@X+C@H,#\$O,3(O,#DI+30U M-C@N,2@Q-C(L-C8S*5U42@T*,C`N,3(Q("TQ+C\$Q.3(@5\$0-"ELH,C8L-C8W M*2TV-#S@W+C<H-2XX-RDM-#S,2XV*"0V-"XY-RDM,SDX."XX*#`Q+S\$R+S`Y M*2TT-38T+C\$H,3\$Q+#0V."E=5\$H-"E0J#0I;*(V+#8V-RDM-COQ-RXW*#4N M.#<I+30Q,S\$N-B@D-S4N.#`I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ*#<W M+`V."E=5\$H-"B] &-"`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-S,T+C<S(%1M M#0HH("E4:@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-S(R+C@W(%1M#0I; M*#1H;VUA<R!+B!/#(R,DYE:6PI+3\$R.3@S+C8H,3,L,S,S*2TV-#S@W+C<H M,BXY-"DM-#S,2XV*"0U-"XQ-"DM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T+C\$H M.#\$L,S,Q*5U42@T*,C`N,3(Q("TQ+C\$Q.3(@5\$0-"ELH,3,L,S,S*2TV-#S@ W+C<H,BXY-"DM-#S,2XV*"0V-"XY-RDM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T M+C\$H-34L-S,R*5U42@T*5"H-"ELH,3,L,S,T*2TV-#S@W+C<H,BXY-"DM-#S M,2XV*"0W-2XX,"DM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T+C\$H,S@L-3,U*5U4 M2@T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`V.#<N-#4@5&T-"B@*51J M#0H01C0@,2149@T*,3`N,#<Y(#`@,"`Q,"XP-SD@,C4N-C4@-C<U+C8Y(%1M M#0I;)*#I;@QI86T@4BX@0V%L9F5E*2TQ,C@Q-BXV*#\$S+#,S,RDM-COQ-RXW M*#(N.30I+30Q,S\$N-B@D-30N,30I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ M*#Q+#,S,2E=5\$H-"C(P+C\$R,2`M,2XQ,3DR(%1\$#0I;)*#\$S+#,S,RDM-COQ M-RXW*#(N.30I+30Q,S\$N-B@D-C0N.3<I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V M-"XQ*#4U+#<S,BE=5\$H-"E0J#0I;)*#\$S+#,S-"DM-COQ-RXW*#(N.30I+30Q M,S\$N-B@D-S4N.#`I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ*#S+Y+#(V M."E=5\$H-"B] & ,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-COP+C\$W(%1M#0HH("E4 M:@T*+T8T(#\$@5&8-"CSP+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#8R."XT.2!4 M;0T*6RA*9'=A<F0@0RX@1&]W;@EN9RP@2G(N*2TQ,3\$R,BXY*#8L-C8V*2TV M-#S@W+C<H,2XT-RDM-#S,2XV*"0U-"XQ-"DM,SDX."XX*#`Q+S\$R+S`Y*2TU M,#8T+C\$H-#`L-C8S*5U42@T*,C`N-C(Q("TQ+C\$Q.3(@5\$0-"ELH-BPV-C<I M+38T,3<N-R@Q+C@W*2TT,3,Q+C8H)#8T+C@W*2TS.3@X+C@H,#\$O,3(O,#DI M+34P-C@N,2@R-RPX-C@I751*#0I4*#T*6R@V+#8V-RDM-COQ-RXW*#\$N-#<I M+30Q,S\$N-B@D-S4N.#`I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V-"XQ*#S+Y+#(V M."E=5\$H-"B] & ,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-3DR+C@Y(%1M#0HH M("E4:@T*+T8T(#\$@5&8-"CSP+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#4X,2XQ M,R!4;0T*6RA!+B!3=&N; &5Y(%E<W0I+3\$T,#DT+C8H-BPV-C8I+38T,3<N M-R@Q+C@W*2TT,3,Q+C8H)#4T+C\$T*2TS.3@X+C@H,#\$O,3(O,#DI+34P-C0N M,2@T,"PV-C,I751*#0HR,"XV,C\$@+3\$N,3\$Y,B!41`T*6R@V+#8V-RDM-COQ M-RXW*#\$N-#<I+30Q,S\$N-B@D-C0N.3<I+3,Y.#@N."@P,2\Q,B\p.2DM-3`V M-"XQ*#(W+#@V."E=5\$H-"E0J#0I;)*#8L-C8W*2TV-#S@W+C<H,2XT-RDM-#S M,2XV*"0W-2XX,"DM,SDX."XX*#`Q+S\$R+S`Y*2TU,#8T+C\$H,3DL,C8X*5U4 M2@T*150-"C`N-2!'#0HQ,C8N-#4@-30P+C4W(&T-"C(U+C8U(#4T,"XU-R!L M#0HR-2XV-2`U-#`N-3<@;0T*,C4N-C4@-30P+C`Y(&P-"E,-"C`@1PT*,C4N M-C4@-30P+C`Y(&T-"C\$R-BXT-2`U-#`N,#D@;`T*,3(V+C0U(#4T,"XP.2!M M#0HQ,C8N-#4@-30P+C4W(&P-"E,-"D)4#0H01C(@,2149@T*,3(@,"`P(#\$R M(#(U+C8U(#4Q,BXY-R!4;0T*6RA<*#<2`I+3(S+CDH26X@2F%N=6\$R>2P@ M,3DY.2P@=&AE(\$-0;7!A;GD@;6%D92!A('P96-I86P@;VYE+71I;64@9W)A M;G0@;V8@;F]N+7%U86QI9FEE9"P@<W1R871E9VEC(&%N9"!P<F5M:75M('!R M:6-E9" I751*#0H01C0@,2149@T*,2XT-"`M,2XQ,B!41`T*`-T;V-K(&]P M=&EO;G,@7"A<C(S4W1R871E9VEC(\$)P=&EO;G-<,C(T7"D@=&\@96QE8W1E M9"!09F9I8V5R<R!<*&EN8VQU9&EN9R!T:&4@;F%M960@97AE8W5T:79E(&]F M9FEC97)S7"D@=&\@9G5R=&AE<B`I5&H-"E0J#0HH:6YC96YT:79I>F4@<V5N M:6]R(&UA;F%G96UE;G0@=&\@<'O=FED92!V86QU92!T;R!T:&4@0V]M<&%N M>5PR,C)S('H87)E:&]I9&5R<RX@5&AE(%<T<P%T96=I8R!/<'1I;VYS(&=R

M86YT("E4:@T*5"H-"BAW87,@9&EV:61E9"!I;G1O('1H<F5E(&5Q=6%L('1R
M86YC:&5S+"!A="!T:&4@9F]L;&]W:6YG(5X97)C:7-E('!R:6-E(&9O<B!E
M86-H('1R86YC:&4Z(%PH85PI("!T<F%N8VAE(\$@=V%S('!R:6-E9" `I5&H-
M"E0J#0HH870@,C4E(&%B;W9E('1H92!#;VUP86YY7#(R,G,@;6%R:V5T('9A
M;'5E(&]N('1H92!D871E(&]F('1H92!G<F%N=#L@7"AB7"D@=")A;F-H92!"
M('A<R!P<FEC960@870@-3`E(&%B;W9E('!U8V@*51J#0I4*@T**&UA<FME
M="!V86QU93L@86YD(%PH8UPI('1R86YC:&4@0R!W87,@<'I)8V5D(&%T(#<U
M)2!A8F]V92!S=6-H(&UA<FME="!V86QU92X@5&AE(&UA<FME="!V86QU92!P
M97(@<VAA<F4@;VX@=&AE("E4:@T*5"H-"BAD871E(&]F(&=R86YT(&]F('1H
M92!3=")A=&5G:6,@3W!T:6]N<R!W87,@) #0S+C,Q,C4N(%1H92!3=")A=&5G
M:6,@3W!T:6]N<R!N;W)M86QL>2!D;R!N;W0@=F5S="!U;G1I;"!T:&4@*51J
M#0I4*@T**&E)9VEN;FEN9R!O9B!T:&4@9FEF=&@>65A<B!A;F0@;6%Y(&YO
M="!B92!E>&5R8VES960@=6YT:6P@=&AE(&)E9VEN;FEN9R!O9B!T:&4@9FEF
M=&@>65A<BX@26X@=&AE(&5V96YT(&]F(&\$@*51J#0I4*@T**&-H86YG92!I
M;B!C;VYT<F]L(&]F('1H92!#;VUP86YY+"!A;&P@4W1R871E9VEC(\$)P=&EO
M;G,@8F5C;VUE(&5X97)C:7-A8FQE(&EN(&9U;&PN*51J#0HM,2XT-"M,2XQ
M,B!41`T**` `I5&H-"E0J#0I;*%PH,EPI("DM,C,N.2A);B!A8V-O<F1A;F-E
M('I=&@4V5C=7)I=&EE<R!A;F0@17AC:&%N9V4@0V]M;6ES<VEO;B!R=6QE
M<RP@=&AE(\$)L86-K+5-C:&]L97,@;W!T:6]N('!R:6-I;F<@;6]D96P@:&%S
M("E=5\$H-"C\$N-#0@+3\$N,3(@5\$0-"BAB965N('5S960@=&@8V%L8W5L871E
M('!R97-E;G0@=F%L=64@87,@;V8@9&%T92!O9B!G<F%N="P@2F%N=6%R>2`Q
M;BP@,3DY.2X@5&AE(\$)L86-K+5-C:&]L97,@;6]D96P@<F5L:65S(&]N("E4
M:@T*5"H-"BAS979E<F%L(&ME>2!A<W-U;7!T:6]N<R!T;R!E<W1I;6%T92!T
M:&4@<'E<V5N="!V86QU92!O9B!O<'1I;VYS+"!I;F-L=61I;F<@<W1O8VL@
M<'I)8V4@=F]L871I;&ET>2P@9&EV:61E;F0@>6EE;&OL("E4:@T*5"H-"BAF
M=71U<F4@:6YT97)E<W0@<F%T97,@86YD(&5X<&5C=&5D(&QI9F4@;V8@=&AE
M(&]P=&EO;BX@5&AE(&1O;&QA<B!V86QU97,@;&ES=&5D(&EN('1H:7,@8V]L
M=6UN('E<F4@8V%L8W5L871E9"!U<VEN9R`I5&H-"E0J#0HH82!V87)I871I
M;VX@;V8@=&AE(\$)L86-K+5-C:&]L97,@;65T:&]D(&)A<V5D(&]N('1H92!F
M;VQL;W=I;F<@87-S=6UP=&EO;G,Z(&\$@=F]L871I;&ET>2!F86-T;W(@;V8@
M+C(R-"P@=VAI8V@*51J#0I4*@T**!A<R!C86QC=6QA=&5D('5S:6YG(#@R
M(&UO;G1H;'D@<W1O8VL@<'I)8V5S('!T87)T:6YG(&]N(\$%P<FEL(#,P+"`Q
M.3DR.R!A;B!A;FYU86QI>F5D('I<VLM9G)E92!R871E(&]F(')E='5R;B!O
M9B`I5&H-"E0J#0HH-"XX,"4L('H:6-H('!A<R!T:&4@<F%T92!A=F%I;&%B
M;&4@;VX@=&AE(&1A=&4@;V8@9W)A;G0@9F]R(%4N4RX@1V]V97)N;65N="!I
M<W-U97,@=VET:"!A('!E<FT@87!P<F]X:6UA=&5L>2`I5&H-"E0J#0HH97%U
M86P@=&@=&AE(&5X<&5C=&5D(&QI9F4@;V8@=&AE(&]P=&EO;G,[(%N(&5X
M<&5C=&5D(&1I=FED96YD('E!96QD(&]N('1H92!#;VUM;VX@4W1O8VL@;V8@
M,RXT,B4L(&)A<V5D("E4:@T*5"H-"BAU<]N(&ET<R!A;FYU86P@9&EV:61E
M;F0@<F%T92!O9B`D,2XU,"!P97(@<VAA<F4@870@=&AE(&1A=&4@;V8@9W)A
M;G0[(%N9"!T:&4@87-S=6UP=&EO;B!T:&%T('1H92!O<'1I;VYS('!I;&P@
M8F4@*51J#0I4*@T**&5X97)C:7-E9"!A9G1E<B`V+C@Q('EE87)S+"!B87-E
M9"!U<]N('!A<W0@:&ES=&]R>2!F;W(@<W1O8VL@;W!T:6]N(&=R86YT<RX@
M5&AE<F4@:7,@;F@87-S=7)A;F-E('1H870@=&AE<V4@*51J#0I4*@T**&%S
M<W5M<'1I;VYS('!I;&P@<'O)=F4@=&@8F4@=')U92!I;B!T:&4@9G5T=7)E
M+B!#;VYS97%U96YT;`DL('1H92!G<F%N="!D871E('!R97-E;G0@=F%L=65S
M(&QI<W1E9"!I;B!T:&ES(&-O;'5M;B`I5&H-"E0J#0HH87)E(&]N;'D@=&AE
M;W)E=&EC86P@=F%L=65S(&%N9"!M87D@;F]T(%C8W5R871E;'D@9&5T97)M
M:6YE('!R97-E;G0@=F%L=64N(%1H92!A8W1U86P@=F%L=64L(&EF(&%N>2P@
M=&AA="!M87D@8F4@*51J#0I4*@T**!)E86QI>F5D(&)Y(&5A8V@=:6YD:79I
M9'5A;"!W:6QL(&1E<&5N9"!O;B!T:&4@;6%R:V5T('!R:6-E(&]F('1H92!U
M;F1E<FQY:6YG('!H87)E<R!O9B!#;VUM;VX@4W1O8VL@;VX@=&AE("E4:@T*
M5"H-"BAD871E(&]F(&5X97)C:7-E+BE4:@T*,C\$N-C@+3(N,R!41`T**#D@
M*51J#0I5`T*96YD<W1R96%M#0IE;F108FH-"COX(#`@;V)J#0H\`T*+U!R
M;V-3970@6R]01\$8@+U1E>'0@70T*+T9O;G0@/#P-"B] & B`T(#`@4@T*+T8S
M(#4@,"!2#0HO1CO@-B`P(%-"CX^#0HO17AT1U-T871E(#P#0HO1U,Q(#<@
M,"!2#0H^/@T*/CX-"F5N9&]B:@T*-3`@,"!08FH-"CP#0HO3&5N9W1H(#DX
M,3(-"CX^#0IS=')E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U
M(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(&=S#0HP(%1C#0HP(%1W#0HH("`@("`@
M("`@("`@("`@("`@*51J#0HO1C,@,2!49@T*.2XQ,B`M,BXS-B!41`T**\$%`
M1U)1T#4140@3U!424].(\$5815)#25-%4R!)3B!,05-4(\$9)4T-!3"!914%2
M*51J#0HT+C(@+3\$N,C(@5\$0-"BA!3D0@1DE30T%,(%E#05(M14Y\$(\$)05\$E/
M3B!604Q515,I5&H-"B] & B`Q(%1F#0HM,3,N,S(@+3(N,S0@5\$0-"B@@"`@
M("!4:&4@9F]L;&]W:6YG('1A8FQE('!E=',@9F]R=&@=:6YF;W)M871I;VX@
M86)O=70@<W1O8VL@;W!T:6]N<R!E>&5R8VES960@9'5R:6YG('1H92!L87-T
M(&9I<V-A;"!Y96%R(&)Y('1H92!N86UE9" `I5&H-"C`@+3\$N,3(@5\$0-"BAE
M>&5C=71I=F4@;V9F:6-E<G,L(&%N9"!T:&4@;G5M8F5R(&]F(\$-O;6UO;B!3
M:&%R97,@8V]V97)E9"!E>2!U;F5X97)C:7-E9"!O<'1I;VYS(&%N9"!T:&4@
M86=G<F5G871E('9A;'5E(&]F("E4:@T*5"H-"BAO<'1I;VYS(&AE;&0@870@
M=&AE(&5N9"!O9B!S=6-H(&9I<V-A;"!Y96%R+B`I5&H-"E0J#0H@+C,Q(%1C
M#0I;*`I+3\$P,COP*`I-3(P*`I,3@P*`I,3@P*`I,38P*`I,3\$P,"@
M*34R,"@@"DQ,#OP*`I-3`P*`@*2T\$-#`H("I-#@P*`I+30V,"@*2TW
M-C`H("DM-#8P*`I-#@P*`@*2TW-C`H("I-#@P*`I+34T,"@*3,P,"@
M*5U42@T*+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#,Q-"XQ,R`X,S8N
M.3<@5&T-"C`@5&,-"ELH3G5M8F5R(&]F(%-E8W5R:71I97,I+38U-#,N-2A6
M86QU92!O9B!5;F5X97)C:7-E9"E=5\$H-"BTQ,BXS,3`W("TQ+C(S.#(@5\$0-
M"ELH4VAA<F5S*2TX.#`R+C@H56YD97)L>6EN9R!5;F5X97)C:7-E9"E=5\$H-
M"B] & B`Q(%1F#0HR-RXQ.3,Q(#`@5\$0-"BA<C(S26XM=&AE+4UO;F5Y7#(R
M-"!/<'1I;VYS*51J#0HM,C<N-S0P-R`M,2XR,S@R(%1\$#0I;*%C<75I<F5D
M*2TQ-C\$Y+CDH5F%L=64I+30U,#`N.2A/<'1I;VYS(&%T(\$99+45N9"!<*`-<
M*2DM-S@R,RXS*%T(\$99+45N9"!<*`1<*2E=5\$H-"BTP+C0W-C(@+3\$N,C,X
M,B!41`T*6RAO;B!#>&5R8VES92DM-3@T+CDH4F5A;&EZ960I751*#0I%5`T*
M,"XU(\$<-"C`@2B`P(&H@,"XR-"!W(#\$P(\$T@6UTP(&O-"C\$@:2`-"C0S-"XV
M,2`X,#,N-C\$@;0T*,C@U+C,S(#@P,RXV,2!L#0HR.#4N,S,@.#`S+C8Q(&T-
M"C(X-2XS,R`X,#,N,3,@;`T*4PT*,"!#0HR.#4N,S,@.#`S+C\$S(&T-"C0S

M-"XV,2`X,#,N,3,@;`T*#-#T+C8Q(#@P,RXQ,R!M#0HT,S0N-C\$@.#`S+C8Q
M(&P-"E,-"C`N-2!`#0HU.#8N-3,@.#`S+C8Q(&T-"COT-RXX,2`X,#,N-C\$@
M;`T*#-#0W+C@Q(#@P,RXV,2!M#0HT-#<N.#\$@.#`S+C\$S(&P-"E,-"C`@1PT*
M-#0W+C@Q(#@P,RXQ,R!M#0HU.#8N-3,@.#`S+C\$S(&P-"C4X-BXU,R`X,#,N
M,3,@;OT*-3@V+C4S(#@P,RXV,2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@.#,N-S,@-S@W+C`U(%1M#0I;*\$YA;64I+3@Y,#<H7"EC7"DI+3,W,34N
M-2A<*`1<*2DM,S`T."XX*\$5X97)C:7-A8FQE*2TR-3@P+CDH56YE>&5R8VES
M86)L92DM,C@S-2XW*\$5X97)C:7-A8FQE*2TR,#@P+CDH56YE>&5R8VES86)L
M92E=5\$H-"D54#0HP+C@1PT*,38W+C`Q(#<X,BXW,R!M#0HR-2XV-2`W.#(N
M-S,@;`T*,C4N-C4@-S@R+C<S(&T-"C(U+C8U(#<X,BXR-2!L#0I3#0HP(\$<-
M"C(U+C8U(#<X,BXR-2!M#0HQ-C<N,#\$@-S@R+C(U(&P-"C\$V-RXP,2`W.#(N
M,C4@;OT*,38W+C`Q(#<X,BXW,R!L#0I3#0HP+C4@1PT*,C(Y+C@Q(#<X,BXW
M,R!M#0HQ-SDN-S,@-S@R+C<S(&P-"C\$W.2XW,R`W.#(N-S,@;OT*,3<Y+C<S
M(#<X,BXR-2!L#0I3#0HP(\$<-C\$W.2XW,R`W.#(N,C4@;OT*,C(Y+C@Q(#<X
M,BXR-2!L#0HR,CDN-#\$@-S@R+C(U(&T-"C(R.2XT,2`W.#(N-S,@;`T*4PT*
M,"XU(\$<-C(W,BXS-R`W.#(N-S,@;OT*,C,U+C\$W(#<X,BXW,R!L#0HR,S4N
M,3<@-S@R+C<S(&T-"C(S-2XQ-R`W.#(N,C4@;`T*4PT*,`!`#0HR,S4N,3<@
M-S@R+C(U(&T-"C(W,BXS-R`W.#(N,C4@;`T*,C<R+C,W(#<X,BXR-2!M#0HR
M-S(N,S<@-S@R+C<S(&P-"E,-"C`N-2!`#0HS-#4N,S,@-S@R+C<S(&T-"C(X
M-2XS,R`W.#(N-S,@;`T*,C@U+C,S(#<X,BXW,R!M#0HR.#4N,S,@-S@R+C(U
M(&P-"E,-"C`@1PT*,C@U+C,S(#<X,BXR-2!M#0HS-#4N,S,@-S@R+C(U(&P-
M"C,T-2XS,R`W.#(N,C4@;OT*,S@U+C,S(#<X,BXW,R!L#0I3#0HP+C4@1PT*
M-#T+C8Q(#<X,BXW,R!M#0HS-3@N-3,@-S@R+C<S(&P-"C,U."XU,R`W.#(N
M-S,@;OT*,S4X+C4S(#<X,BXR-2!L#0I3#0HP(\$<-C,U."XU,R`W.#(N,C4@
M;OT*-#T+C8Q(#<X,BXR-2!L#0HT,S0N-C\$@-S@R+C(U(&T-"C0S-"XV,2`W
M.#(N-S,@;`T*4PT*,`XU(\$<-C4Q,BXX-2`W.#(N-S,@;OT*-#0W+C@Q(#<X
M,BXW,R!L#0HT-#<N.#\$@-S@R+C<S(&T-"COT-RXX,2`W.#(N,C4@;`T*4PT*
M,"!`#0HT-#<N.#\$@-S@R+C(U(&T-"C4Q,BXX-2`W.#(N,C4@;`T*-3\$R+C@U
M(#<X,BXR-2!M#0HU,3(N.#4@-S@R+C<S(&P-"E,-"C`N-2!`#0HU.#8N-3,@
M-S@R+C<S(&T-"C4R-BXP-2`W.#(N-S,@;`T*-3(V+C`U(#<X,BXW,R!M#0HU
M,C8N,#4@-S@R+C(U(&P-"E,-"C`@1PT*-3(V+C`U(#<X,BXR-2!M#0HU.#8N
M-3,@-S@R+C(U(&P-"C4X-BXU,R`W.#(N,C4@;OT*-3@V+C4S(#<X,BXW,R!L
M#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#<W
M,2XR,2!4;OT*6RA*;*VAN(%N(\$R:6YZ;RDM,3\$T.#DN.2@M,"TI+3@W-#0N
M,2@M,"TI+3,W,SDN,R@W+`P,"DM-34V,"XT*#@P+`P,"DM-3`V,"XU*`0W
M-RPP-3(I+34Y.#DN,2@M,"TI751*#0HO1C@,2!49@T*,"M,2XQ,3DQ(%1\$
M#0I;*\$1H;VUA<R!`*+B!/7#(R,DYE:6PI+3\$P,C8Y*`TP+2DM-#\$T-"XQ*`TP
M+2DM-#@S-"XV*`TP+2DM-34T.2@T,"PP,#`I+3@C-34N.2@M,"TI+34Y-S<N
M-B@M,"TI751*#0I4*`T*6RA7:6QL:6%M(%(N(\$-A;&9E92DM,3`Q,#(H+3`M
M*2TT,30T+C\$H+3`M*2TS-S,Y+C,H-"PS-S4I+34U-C`N-@T,"PP,#`I+34U
M-C`N-2@T."PQ-3@I+34Y.#DN,2@M,"TI751*#0I4*`T*6RA#9`=A<F0@0RX@
M1&]W;&EN9RP@2G(N*2TW.3`X+C,H+3`M*2TT,30T+C\$H+3`M*2TT.#,T+C8H
M+3`M*2TU-30Y*#(P+`P,"DM-S\$U-2XY*`TP+2DM-3DW-RXV*`TP+2E=5\$H-
M"E0J#0I;*\$5N(%-T86YL97D@5V5S="DM,3`X.#`H+3`M*2TT,30T+C\$H+3`M
M*2TS-S,Y+C,H,BPP,#`I+34U-C`N-@R,"PP,#`I+34U-C`N-2@R,BPP,34I
M+34Y.#DN,2@M,"TI751*#0HO1C@,2!49@T*,3(@,#`P(#\$R(#\$P."XY,R`V
M.3@N,C4@5&T-"BA,3TY'+51%4DT@24Y#14Y4259%(!,04Y3(%PR,C<@05=!
M4D13(\$E.(\$Q!4U@1DE30T%,(%E)05(@*51J#0HO1C(@,2!49@T*+38N.30@
M+3(N,S0@5\$0-"B@@"("!"4:&4@9F]L;&]W:6YG('!A8FQE('E=',@9F]R
M=&@@:6YF;W)M871I;VX@<F5L871I;F<@=&@=&AE(&QO;F<M=&5R;2!I;F-E
M;G1I=F4@87=A<F1S('!H870@=V5R92!M861E(&]N("E4:@T*,"`M,2XQ,B!4
M1`T*`SIA;G5A<GD@,3\$L(#\$Y.3D@=6YD97(@=&AE(#\$Y.3(@26YC96YT:79E
M(\$5Q=6ET>2!0;&%N(&9O<B!T:4@;F%M960@97AE8W5T:79E(&]F9FEC97)S
M+B`I5&H-"E0J#0HP+C4W(%1C#0I;`*`I+3\$P.3`P*`I,S(P*`I+3\$Q-#`H
M("DM,34P,"@*2TX,#`H("DT,C`H("DM,S\$T,"@*2TT-C(P*`I+3(W,#`H
M("DU-C`H("DM-38P*`I+3\$P.#`H("DM-38P*`@*2TR.#`H("DM,34P,"@
M("I+3(X,"@*2TQ-3`P*`I751*#0HO1C,@,2!49@T*,3`N,#<Y(#`@,"`Q
M,"XP-SD@-#Y+C@Y(#8S,"XU-R!4;OT*,"!48PT*`5S=&EM871E9"!&=71U
M<F4@4&Y;W5T<RE4:@T*+3(U+C,U.38@+3\$N,C,X,B!41`T*6RA.=6UB97(@
M;V8I+38U-3.N.2A097)F;W)M86YC92DM-3DP,"XY*%5N9&5R(\$YO;BU3=&]C
M:R!0<FEC92U"87-E9"!0;&%N<UPH,5PI*5U42@T*+3`N-3(S.2`M,2XR,S@R
M(%1\$#0I;*\$-H87)E<R@P56YI="I+38Y-3,N-RAO<B!/=&AE<BDM,3`X.34N
M-BA<*\$YU;6)E<B!O9B!3:&%R97-<*2E=5\$H-"C`N.34R-2`M,2XR,S@R(%1\$
M#0I;*\$&]R(\$]T:&5R*2TW,3@P+CDH4&5R:6]D(%5N=&EL*5U42@T*150-"C`N
M-2!`#0HU.#8N-3,@-3DW+C(Q(&T-"COP-BXP-2`U.3<N,C\$@;`T*-#`V+C`U
M(#4Y-RXR,2!M#0HT,#8N,#4@-3DV+C<S(&P-"E,-"C`@1PT*-#`V+C`U(#4Y
M-BXW,R!M#0HU.#8N-3,@-3DV+C<S(&P-"C4X-BXU,R`U.38N-S,@;OT*-3@V
M+C4S(#4Y-RXR,2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP-SD@.#,N,C4@
M-3@P+C8U(%1M#0I;*\$YA;64I+3@T-30N-BA2:6=H="I+34U.#`N,BA-871U
M<F\$T:6]N(&]R(%!A>6]U="DM,S@Y.2XX*%1H<F5A:}&]L9"DM,C8S-"XX*%1A
M<F=E="DM,C4Q-RXU*\$UA>&EM=6TI751*#0I%5`T*,"XU(\$<-C\$V-BXP-2`U
M-S8N,S,@;OT*,C4N-C4@-3<V+C,S(&P-"C(U+C8U(#4W-BXS,R!M#0HR-2XV
M-2`U-S4N.#4@;`T*4PT*,"!`#0HR-2XV-2`U-S4N.#4@;OT*,38V+C`U(#4W
M-2XX-2!L#0HQ-C8N,#4@-3<U+C@U(&T-"C\$V-BXP-2`U-S8N,S,@;`T*4PT*
M,"XU(\$<-C(T,BXX-2`U-S8N,S,@;OT*,3<R+C(Y(#4W-BXS,R!L#0HQ-S(N
M,CD@-3<V+C,S(&T-"C\$W,BXR.2`U-S4N.#4@;`T*4PT*,"!`#0HQ-S(N,CD@
M-3<U+C@U(&T-"C(T,BXX-2`U-S4N.#4@;`T*,COR+C@U(#4W-2XX-2!M#0HR
M-#(N.#4@-3<V+C,S(#&P-"E,-"C`N-2!`#0HT,#(N-CD@-3<V+C,S(&T-"C(T
M-RXX.2`U-S8N,S,@;`T*,C0W+C@Y(#4W-BXS,R!M#0HR-#<N.#D@-3<U+C@U
M(&P-"E,-"C`@1PT*,C0W+C@Y(#4W-2XX-2!M#0HT,#(N-CD@-3<U+C@U(&P-
M"COP,BXV.2`U-S4N.#4@;OT*-#`R+C8Y(#4W-BXS,R!L#0I3#0HP+C4@1PT*
M-#8Q+C<S(#4W-BXS,R!M#0HT,#8N,#4@-3<V+C,S(&P-"COP-BXP-2`U-S8N
M,S,@;OT*-#`V+C`U(#4W-2XX-2!L#0I3#0HP(\$<-COP-BXP-2`U-S4N.#4@
M;OT*-#8Q+C<S(#4W-2XX-2!L#0HT-C\$N-S,@-3<U+C@U(&T-"COV,2XW,R`U
M-S8N,S,@;`T*4PT*,"XU(\$<-C4R,BXT-2`U-S8N,S,@;OT*-#<Q+C@Q(#4W

M-BXS,R!L#0HT-S\$N.#\$@-3<V+C,S(&T-"COW,2XX,2`U-S4N.#4@;`T*4PT*
M,"!`#0HT-S\$N.#\$@-3<U+C@U(&T-"C4R,BXT-2`U-S4N.#4@;`T*-3(R+C0U
M(#4W-2XX-2!M#0HU,C(N-#4@-3<V+C,S(&P-"E,-"C`N-2!`#0HU.#8N-3,@
M-3<V+C,S(&T-"C4S,BXU,R`U-S8N,S,@;`T*-3,R+C4S(#4W-BXS,R!M#0HU
M,S(N-3,@-3<U+C@U(&P-"E,-"C`@1PT*-3,R+C4S(#4W-2XX-2!M#0HU.#8N
M-3,@-3<U+C@U(&P-"C4X-BXU,R`U-S4N.#4@;OT*-3@EV+C4S(#4W-BXS,R!L
M#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#(U+C8U(#4V
M-"XX,2!4;OT*6RA*;VAN(%N(\$)R:6YZ;RDM,3`Y-C8N,2@Q-BPP,#`I+3<Q
M,S(N,2@Q+S\$O.3DM,3(O,S\$O,#\$I+38Q-S4N."@T+#`P,"DM,SDT,2XR*#\$V
M+#`P,"DM,S(W-"XV*#(X+#`P,"E=5\$H-"B] &-"`Q(%1F#0HP("TQ+C\$Q.3\$@
M5\$0-"ELH5&AO;6\$S(\$HN(\$]<,C(R3F5I;"DM,3`R-#4N,B@X+#`P,"DM-S\$S
M,B@Q+S\$O.3DM,3(O,S\$O,#\$I+38Q-S4N."@R+#`P,"DM-#0T,2XS*#@L,#`P
M*2TS,C<T+C4H,30L,#`P*5U42@T*5"H-"ELH5VEL;&EA;2!2+B!#86QF964I
M+3\$P,#<X+C(H."PP,#`I+3<Q,S(H,2`Q+SDY+3\$R+S,Q+S`Q*2TV,3<U+C@H
M,BPP,#`I+30T-#N,R@X+#`P,"DM,S(W-"XU*#\$T+#`P,"E=5\$H-"E0J#0I;
M*\$5D=V%R9"!#B!\$;W=L:6YG+"!*<BXI+3<X.#0N-"@T+#`P,"DM-S\$S,B@Q
M+S\$O.3DM,3(O,S\$O,#\$I+38Q-S4N."@Q+#`P,"DM-#0T,2XS*#@L,#`P*2TS
M-S<T+C4H-RPP,#`I751*#0I4*#T*6RA!+B!3=&%N;&5Y(%=E<W0I+3\$P.#4V
M+C(H-"PP,#`I+3<Q,S(H,2`Q+SDY+3\$R+S,Q+S`Q*2TV,3<U+C@H,2PP,#`I
M+30T-#N,R@T+#`P,"DM,S(W-"XU*#<L,#`P*5U42@T*150-"C`N-2!`#0HQ
M,C8N-#4@-3`Q+C8Y(&T-"C(U+C8U(#4P,2XV.2!L#0HR-2XV-2`U,#\$N-CD@
M;OT*,C4N-C4@-3`Q+C(Q(&P-"E,-"C`@1PT*,C4N-C4@-3`Q+C(Q(&T-"C\$R
M-BXT-2`U,#\$N,C\$@;`T*,3(V+C0U(#4P,2XR,2!M#0HQ,C8N-#4@-3`Q+C8Y
M(&P-"E,-"D)4#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-2XV-2`T-SON,S,@5&T-
M"BA<*#%<*2`@17-T:6UA=&5D('!A>6]U="!I9B!C97)T86EN('!E<F90<FUA
M;F-E(&QE=F5L<R!A<F4@86-H:65V960N(\$YO('!A>6]U="!O8V-U<G,@=6YL
M97-S('!H<F5S:&]L9"!P97)F;W)M86YC92!I<R!A8VAI979E9"XI5&H-"B] &
M,B`Q(%1F#0HQ,B`P(#`@,3(@,C4N-C4@-#0V+C<S(%1M#0HH("`@("`@5&AE
M(&%B;W9E('!A8FQE('!R97-E;G1S(&EN9F]R;6%T:6]N(&%B;W5T('!E<F90
M<FUA;F-E('!-H87)E<R!G<F%N=&5D(&1U<FEN9R!T: &4@>65A<B!P=7)S=6%N
M="!T;R!T: &4@,3DY,B`I5&H-"C`@+3\$N,3(@5\$0-"BA);F-E;G1I=F4@17%U
M:71Y(%!L86XN(\$5A8V@<&5R9F]R;6%N8V4@<VAA<F4L(&EF(&5A<FYE9"p@
M96YT:71L97,@=&AE(&AO;&1E<B!T;R!R96-E:79E(\$-O;6UO;B!3:&%R97,@
M:6X@*51J#0I4*#T**&%C8V]R9&%N8V4@=VET:"!T: &4@86)O=F4@=&%B;&4L
M(&1E<&5N9&EN9R!O;B!T: &4@9&5G<F5E(&]F(&%C:&EE=F5M96YT(&]F('P
M96-I9FEE9"!#;VUP86YY(&]B:F5C=&EV97,N(%1H92`I5&H-"E0J#0HH;V)J
M96-T:79E<RP@=V5I9VAT960@97U86QL>2!A="!T: &4@=&%R9V5T(&QE=F5L
M+"!A<F4@<F5L871I=F4@=&]T86P@<VAA<F5H;VQD97(&<F5T=7)N(%PH<VAA
M<F4@<)I8V4@<QU<R!R96EN=F5S=&5D("E4:@T*5"H-"BAD:79I9&5N9'-<
M*2!A;F0@=F%L=64@861D960@7"AE87)N:6YG<R!P97)F;W)M86YC92!I;B!E
M>&-E<W,@;V8@=&AE(&-O<W0@;V8@8V%P:71A;"!E;7!L;WEE9%PI(&]V97(@
M82!T:!)E92UY96%R("E4:@T*5"H-"BAP97)F;W)M86YC92!P97)I;VON(%)E
M;&%T:79E('!O=&%L('!-H87)E:&]L9&5R('!E='5R;B!I<R!D971E<FUI;F5D
M(&%G86EN<W0@82!P<F5D971E<FUI;F5D(&=R;W5P(&]F(&UI;FEN9R!A;F0@
M*51J#0HO1C0@,2!49@T*5"H-"BAM971A;"!C;VUP86YI97,N(\$%C='5A;"!V
M86QU92!A9&1E9"!P97)F;W)M86YC92!I<R!D971E<FUI;F5D(&)A<V5D(&]N
M('!H92!#;VUP86YY7#(R,G,@8V%P:71A;"!E;7!L;WEE9"p@*51J#0I4*#T*
M*&5A<FYI;F=S(&%N9"!C;W-T(&]F(&-A<&ET86PN(%1H92!P97)F;W)M86YC
M92!S:&%R97,@9W)A;G1E9"!R97!R97-E;G0@=&AE(&YU;6)E<B!O9B!#;VUM
M;VX@4VAA<F5S('!H870@=V]U;&0@*51J#0I4*#T**&)E(&5A<FYE9"!I9B!T
M: &4@879E<F%G92!T87)G970@;&5V96P@;V8@=&AE(&]B:F5C=&EV97,@:7,@
M86-H:65V960@8GD@=&AE(\$-O;7!A;GD[(&UA>&EM=6T@<&%Y;W5T(&ES(#\$W
M-24@;V8@=&AE("E4:@T*5"H-"BAP97)F;W)M86YC92!S:&%R97,@9W)A;G1E
M9"!A;F0@<F5P<F5S96YT<R!T: &4@;G5M8F5R(&]F(\$-O;6UO;B!3:&%R97,@
M=&AA="!W;W5L9"!B92!E87)N960@:68@82!S=7!E<FEO<B!L979E;"`I5&H-
M"E0J#0HH;V8@=&AE(&]B:F5C=&EV97,@:7,@86-H:65V960@8GD@=&AE(\$-O
M97)R;6%N8V4@<VAA<F5S(&=R86YT960@86YD("E4:@T*5"H-"BAR97!R97-E
M;G1S('!H92!N=6UB97(@;V8@0V]M;6]N(%-H87)E<R!T:&%T('!O=6QD(&)E
M(&5A<FYE9"!I9B!A(&UI;FEM=6T@;&5V96P@;V8@=&AE(&]B:F5C=&EV97,@
M:7,@86-H:65V960@8GD@*51J#0I4*#T**!H92!#;VUP86YY+B!#!='1A:6YM
M96YT(&]F(&]B:F5C=&EV97,@:7,@;65A<W5R960@;VX@82!C;VUB:6YE9"!B
M87-I<RX@268@86-H:65V96UE;G0@;V8@;VYE(&]B:F5C=&EV92!I<R!B96QO
M=R`I5&H-"E0J#0HH=&AR97-H;VQD+"!A8VAI979E;65N="!O9B!T: &4@;W1H
M97(@;V)J96-T:79E(&UU<W0@8F4@870@;&5A<W0@870@=&AR97-H;VQD(&9O
M<B!A;GD@<&%Y;W5T('!O(&]C8W5R+B!4:&4@;&G5M8F5R(&]F("E4:@T*5"H-
M"BA#;VUM;VX@4VAA<F5S(&5A<FYE9"!W;W5L9"!B92!R961U8V5D('!O('!H
M92!E>'!E;G0@;F5C97-s87)Y('!O('!R979E;G0@=&AE('9A;'5E(&]F('!H
M92!#;VUM;VX@4VAA<F5S('!A:60@*51J#0I4*#T**!O(&%N>2!P87)T:6-I
M<&%N="!F<F]M(&5X8V5E9&EN9R!T=VEC92!T: &4@;6%R:V5T('9A;'5E(&]F
M('!H92!#;VUM;VX@4VAA<F5S(&-O=F5R960@8GD@=&AE('!A<G1I8VEP86YT
M7#(R,G,@9W)A;G0@*51J#0I4*#T**&]N('!H92!D871E(&ET('!A<R!G<F%N
M=&5D+B!4:&4@0V]M<&5N<V%T:6]N(&%N9"!/<F=A;FEZ871I;VX@0V]M;6ET
M=&5E(&AA<R!T: &4@9&ES8W)E=&EO;B!T;R!M86ME(&1I<W1R:6)U=&EO;G,@
M*51J#0I4*#T**&EN(&-A<V@@:6X@;&EE=2!O9B!S=&]C:RX@1`5E('!O('!H
M92!#;VUP86YY7#(R,G,@86)N;W)M86P@9FEN86YC:6%L('!E<W5L=',@:6X@
M,3DY.2P@87,@8V]M<&%R960@=&\@=&AE(\$-O;7!A;GE<,C(R<R`I5&H-"E0J
M#0HH9FEN86YC:6%L('!E<W5L=',@9F]R('!E8V5N="!Y96%R<RP@=&AE(\$-O
M;6UI='!E92!A<'!R;W9E9"!A;B!A9&IU<W1M96YT(&9O<B!T: &4@=&AR964M
M>65A<B!P97)F;W)M86YC92!P97)I;V0@*51J#0I4*#T**&5N9&EN9R!S96-E
M;6)E<B`S,2P@,3DY.2!I;B!O<F1E<B!T;R!P<F]V:61E(&QO;F<M=&5R;2!I
M;F-E;G1I=F4@;6]T:79A=&EO;B!F;W(@=&AE('5P8V]M:6YG('EE87)S+B!4
M: &4@*51J#0I4*#T**\$-O;6UI='!E92!A<'!R;W9E9"!T<F5A=&EN9R!T: &4@
M>65A<B`Q.3DY(&%S(&EF('!E<F90<FUA;F-E+"!W:71H('!E<W!E8W0@=&\@
M=&AE(&-U;75L871I=F4@=F%L=64M861D960@;65A<W5R92P@*51J#0I4*#T*

M*AA9"!B965N(&%T('1H92!M:6YI;75M(')A=&AE<B!T:&%N(')E86QI>FEN
M9R!T:&4@9G5L;"!M86=N:71U9&4@;V8@=&AE(#\$Y.3D@<&5R9F]R;6%N8V4@
M<VAO<G1F86QL+"!A;F0@87-S:6=N960@*51J#0I4*@T**'1H92!Y96%R(#\$Y
M.3D@82!N96=A=&EV92!V86QU92!A9&1E9"!O9B`D-BXR(&UI;&QI;VXL(&-O
M;7!A<F5D('1O(#\$Y.3<@86YD(#\$Y.3@=&VAI8V@@9V5N97)A=&5D(&\$@8V]M
M8FEN960@*51J#0I4*@T**!O<VET:79E('9A;'5E(&%D9&5D(&]F('O+T+C\$@
M;6EL;&EO;BX@3F\@861J=7-T;65N="!W87,@;6%D92!T;R!T:&4@=&]T86P@
M<VAA<F5H;VQD97(@<F5T=7)N(&UE87-U<F4N(%=I=&@=&AA="`I5&H-"E0J
M#0HH;6]D:69I8V%T:6]N+"!T:&4@OV]M;6ET=&5E(&-O;F9I<FUE9"!T:&%T
M(&9O<B!T:&4@=&AR964M>65A<B!P97)F;W)M86YC92!P97)I;V0@96YD:6YG
M(\$1E8V5M8F5R(#,Q+"`Q.3DY+"!T:&4@*51J#0I4*@T**\$-O;7!A;GD@86-H
M:65V960@86X@879E<F%G92!P97)F;W)M86YC92!O9B`X-"XR('!E<F-E;G0@
M:6X@<F5S<&5C="!T;R!T:&4@OV]M<&%N>5PR,C)S(&]B:F5C=&EV97,@9F]R
M('9A;'5E(&%D9&5D("E4:@T*5"H-"BAA;F0@=&]T86P@<VAA<F5H;VQD97(@
M<F5T=7)N+B!4:&4@<&%Y;W5T(&-O;7!A<F5S('1O(&%N(&%V97)A9V4@<&%Y
M;W5T(&]F(#\$Q.2XQ('!E<F-E;G0@9F]R('1H92!P97)I;V1S(&5N9&EN9R`I
M5&H-"E0J#0HH1&5C96UB97(@,S\$&L(#\$Y.3<@86YD(#\$Y.3@N(\$S(&\$@<F5S
M=6QT+"!T:&4@OV]M;6ET=&5E(&%P<)O=F5D(&\$@<&%Y;W5T(&]F(#0X+#,V
M-B!R97-T<FEC=&5D('H87)E<RP@=&AE('9A;'5E("E4:@T*5"H-"BAO9B!W
M:&EC:"!F;W(@=&AE(&YA;65D(&5X96-U=&EV92!O9F9I8V5R<R!I<R!S:&]W
M;B!I;B!T:&4@*51J#0I4*5`T*96YD<W1R96%M#0IE;F1O8FH-"C4Q(#`@;V)J
M#0H\ /`T*+U!R;V-3970@6R]01S8@+U1E>`0@70T*+T9O;G0@/#-B"]&,B`T
M(#`@4@T*+T8S(#4@,"!2#0HO1C0@-B`P(%(-"B]&-B`S,2`P(%(-"CX^#0HO
M17AT1U-T871E(#P#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-3,@
M,"!O8FH-"CP\#0HO3&5N9W1H(#<U#0H^/@T*W1R96%M#0I`5`T*+T8R(#\$@
M5&8-"C\$R(#`@,"`Q,B`S,#`N,C\$@.30V+C@Y(%1M#0HP(&<-B"]4S\$@9W,-
M"C`@5&,-"B@Q,"`I5&H-"D54#0IE;F1S=")E86T-"F5N9&]B:@T*-30@,"!O
M8FH-"CP\#0HO4`)O8U-E="!;+U!\$B`O5&5X="!="#0HO1F]N="`\`T*+T8R
M(#0@,"!2#0H^/@T*+T5X=\$=3=&%T92`\ /`T*+T=3,2`W(#`@4@T*/CX^
M#0IE;F1O8FH-"C4V(#`@;V)J#0H\ /`T*+TQE;F=T:"`T.38V#0H^/@T*W1R
M96%M#0I`5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-
M"C`@9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**`@("@"@("@"@("@"@
M("E4:@T*+T8T(#\$@5&8-"C`@+3\$N,3(@5\$0-"BA,5\$E0(%!A>6)U=',@8V]L
M=6UN(&]F('1H92!<,C(S4W5M;6%R>2!#;VUP96YS871I;VX@5&%B;&5<;C
T M(&]N('!A9V4@."X@5&AE(\$-O;7!A;GE<,C(R<R!C86QC=6QA=&5D('9A;'5E
M(&%D9&5D("E4:@T*5"H-"BAF;W(@=&AE('1H<F5E+7EE87(@<&5R9F]R;6%N
M8V4@<&5R:6]D+"!A9G1E<B!G:79I;F<@969F96-T('1O('1H92!A9&IU<W1M
M96YT+"!W87,@;F5G871I=F4@)#(N,2!M:6QL:6]N+"!A<R!C;VUP87)E9`I
M5&H-"E0J#0HH=&@=&AE(&5S=&%B;&ES:&5D('1A<F=E="!U;F1E<B!T:&4@
MOV]M<&%N>5PR,C)S('!E<F9O<FUA;F-E('H87)E('!R;V=R86T@;V8@)#8N
M-"!M:6QL:6]N+B!4:&4@97-T86)L:7-H960@=&%R9V5T("E4:@T*5"H-"BAW
M87,@8F\$S960@;VX@82!W96EG:'1E9"!A=F5R86=E(&-O<W0@;V8@8V%P:71A
M;"!O9B`Q,2!P97)C96YT+B!4:&4@OV]M<&%N>5PR,C)S(&%V97)A9V4@=&]T
M86P@<VAA<F5H;VQD97(@<F5T=7)N("E4:@T*5"H-"BAR86YK960@:6X@=&AE
M(#0Y=&@@<&5R8V5N=&EL92!O9B!I=',@<&5E<B!G<F]U<"!O9B`S-"!M:6YI
M;F<@86YD(&UE=&%L(&-O;7!A;FEE<RP@=F5R<W5S('1H92!E<W1A8FQI<VAE
M9"!#;VUP86YY7#(R,G,@*51J#0I4*@T**!E<F9O<FUA;F-E('H87)E('!R
M;V=R86T@=&%R9V5T(&]F('1H92`U-71H('!E<F-E;G1I;&4N(\$5A8V@<&&5R
M9F]R;6%N8V4@;65A<W5R92!A="!T87)G970@;&5V96P@:7,@=V5I9VAT960@
M-3`@*51J#0I4*@T**!E<F-E;G0N("E4:@T*+T8S(#\$@5&8-"C4N-#@@+3(N
M,M,S8@5\$0-"BA#3TU014Y3051)3TX@0T]-34E45\$5(%)%4\$]25"!/3B!%6\$5#
M551)5D4@0T]-4\$5.4T%424].*51J#0HM-2XT."`M,BXT(%1\$#0HH0V]M<&5N
M<V%T:6]N(%!O;&EC:65\$*51J#0HO1C0@,2!49@T*,"`M,BXS-"!41`T**`@
M("@"@(%1H92!#;VUP86YY7#(R,G,@8V]N=&EN=6EN9R!O8FIE8W1I=F4@:7,@
M=&@\<`)O=FED92!S=7!E<FEO<B!S=7-T86EN86)L92!V86QU92!T;R!I=',@
M<VAA<F5H;VQD97)S(&%N9"!O=&AE<B`I5&H-"C`@+3\$N,3(@5\$0-"BAS=&%K
M96AO;&1E<G,N(%1H92!#;VUP86YY7#(R,G,@8V]M<&5N<V%T:6]N('T<G5C
M='5R92!I<R!D97-19VYE9"!T;R!S97)V92!T:&ES(&]B:F5C=&EV92!B>2!P
M<F]V:61I;F<@<W5F9FEC:65N="!T;W1A;"`I5&H-"E0J#0HH8V]M<&5N<V%T
M:6]N('1O(&%T=')A8W0@86YD(')E=&%I;B!H:6=H+7!E<F9O<FUI;F<@96UP
M;&]Y965S+B!4:&4@8V]M<&5N<V%T:6]N('T<G5C='5R92!P;&%C97,@82!S
M:6=N:69I8V%N="`I5&H-"E0J#0HH<&]R=&EO;B!O9B!C;VUP96YS871I;VX@
M870@<FES:R!W:71H('1H92!P97)F;W)M86YC92!O9B!T:&4@OV]M<&%N>2P@
M=&AE(&]R9V%N:7IA=&EO;F%L('5N:70L(&%N9"!T:&4@:6YD:79I9`5A;"X@
M*51J#0I4*@T**1H92!P;W)T:6]N(&%T(')I<VL@:6YC<F5A<V5S('=I=&@@
M<F5S<&]N<VEB:6QI='D@;&5V96P@;V8@=&AE(&5M<&QO>65E+B`I5&H-"C`@
M+3(N,R!41`T**`@("@"@(\$5X96-U=&EV92!C;VUP96YS871I;VX@8V]N<VES
M=',@;V8@<V%L87)Y+"!A;FYU86P@:6YC96YT:79E(&)O;G5S(&]P<&]R='5N
M:71Y+"!L;VYG+71E<FT@97%U:71Y(&EN8V5N=&EV92`I5&H-"C`@+3\$N,3(@
M5\$0-"BAO"!O<G1U;FET>2P@9V5N97)A;"!E;7!L;WEE92!B96YE9FET<RP@
M86YD(&]T:&5R(&UI;F]R(&)E;F5F:71S+B!);B!D971E<FUI;FEN9R!E>&5C
M=71I=F4@8V]M<&5N<V%T:6]N('T<G5C='5R92P@*51J#0I4*@T**'1H92!#
M;VUM:71T964@8V]N<VED97)S(&-U<G)E;G0@OV]M<&%N>2!O8FIE8W1I=F5S
M+"!M87)K970@<W5R=F5Y(&1A=&\$L(&%N9"!R96-O;6UE;F1A=&EO;G,@;V8@
M8V]N<W5L=&%N=',@86YD("E4:@T*5"H-"BAT:&4@0VAI968@17AE8W5T:79E
M(\$]F9FEC97(N(\$@8G)O860@9W)O=7`@;V8@:6YD=7-T<FEA;"!C;VUP86YI
M97,@;V8@8V]M<&%R86)L92!O<&5R871I;VYS('C;W!E(&ES('5S960@9F]R
M("E4:@T*5"H-"BAC;VUP971I=&EV92!S=7)V97ES+B`I5&H-"C`@+3(N,R!4
M1`T**`@("@"@(%1H92!#;VUP86YY(&AA<R!S96QE8W1E9"!T:&4@4R90(\$ER
M;VX@86YD(%-T965L(\$=R;W5P(\$EN9&5X(&%N9"!T:&4@4R90(\$UE=&%L<R!-
M:6YI;F<@1W)O=7`@26YD97@9F]R("E4:@T*,"`M,2XQ,B!41`T**'1H92!C
M;VUP87)A=&EV92!S=&]C:R!P<FEC92!P97)F;W)M86YC92!G<F%P:"!O;B!P
M86=E(#\$V(&E)8V%U<V4@;F\@;65A;FEN9V9U;"!I<F]N(&]R92!P965R(&=R
M;W5P(&EN9&5X(&ES("E4:@T*5"H-"BAA=F%I;&%B;&4N(%1H92!S=7)V97D@
M9W)O=7`@9F]R(&5X96-U=&EV92!C;VUP96YS871I;VX@8V]M<&%R:7-O;B!I

M5&AE (&QE=F5L<R!O9B!2;VYA (')E<75I<F5D ('5N9&5R ('1H92!B;VYU<R`I
M5&H-"E0J#0HH9G5N9&EN9R!S=")U8W1U<F4@=VEL;"1B92!C86QI8G)A=&5D
M (&5A8V@>65A<B!A9V%I;G-T ('1H92!R96-E;G0@: &ES=&]R: 6-A;"!P97)F
M;W)M86YC92!O9B!A ('!E97 (@9W)O=7`@;V8@;65T86QS (&%N9" `I5&H-"E0J
M#0HH;6EN: 6YG (&-O;7!A;FEE<RX@4W5C:"!P;V]L (&-A;B!B92!Z97)O (&%N
M9"!C86YN;W0@97AC965D (#,P,"!P97)C96YT (&]F ('1H92!O9F9I8V5R<UPR
M,C (@86=G<F5G871E ('1A<F=E="!B;VYU<V5S+B`I5&H-"E0J#0HH3V8@=&AE
M ('!O;VPL (#<U)2!W: 6QL (&E (&1I<W1R: 6)U=&5D ('!O (&]F9FEC97)S (&]N
M (&\$@<F%T86)L92!B87-I<R!A8V-O<F1I;F<@=&\@=&AE: 7 (@=&%R9V5T (&O
M;G5S97,N (%1H92!R96UA: 6YI;F<@*51J#0I4*@T**# (U)2!O9B!T: &4@<&O
M;"!W: 6QL (&E (&1I<W1R: 6)U=&5D (&A<V5D ('5P;VX@82!J=61G;65N="!B
M>2!T: &4@0VAI968@17AE8W5T: 79E (\$]F9FEC97 (@86YD ('1H92!#;VUM: 71T
M964@87, @=&\@*51J#0I4*@T**&AO=R!W96QL (&5A8V@@;V9F: 6-E<EPR,C)S
M ('!E<F90<FUA;F-E (&AA<R!S=7!P;W)T960@=&AE (\$-O;7!A;GD@: 6X@;65E
M=&EN9R!I=",@<W1R871E9VEC (&]B: F5C=&EV97, @9F]R ('1H92!Y96%R+B!!
M;B`I5&H-"E0J#0HH861D: 71I;VYA;"!B;VYU<R!P;V]L (&]F (#\$P)2!O9B!T
M87)G970@8F]N=7-E<R!W: 6QL (&E ('-E="!A<VED92!F;W (@9&ES=")I8G5T
M: 6]N ('!O ('!H92!O9F9I8V5R<R!A="!T: &4@9&ES8W)E=&EO;B!O9B`I5&H-
M"E0J#0HH=&AE (\$-H: 65F (\$5X96-U=&EV92!/9F9I8V5R+B!7: &5N ('5S960L
M (&1I<V-R971I;VYA<GD@87=A<F1S ('=I;P@<F5W87)D (&5X96-U=&EV97, @
M=VAO<V4@8V]N=")I8G5T: 6]N<R!T;R`I5&H-"E0J#0HH86-H: 65V96UE;G0@
M;V8@<W1R871E9VEC (&]B: F5C=&EV97, @97AC965D960@97AP96-T871I;VYS
M+B`I5&H-"C`@+3 (N,R!41`T**`@ ("`@ (\$]B: F5C=&EV97, @9F]R ('1H92!#
M;VUP86YY (&%N9"!E>&5C=71I=F4@;V9F: 6-E<G, @87)E ('!E=FEE=V5D (&)Y
M ('!H92!" ;V%R9"!O9B!\$:7)E8W1O<G, @870@=&AE (&)E9VEN;FEN9R!O9B`I
M5&H-"C`@+3\$N,3 (@5\$0-"BAE86-H ('EE87 (L (&%N9"!R96QA=&5D ('!E<F90
M<FUA;F-E ('!E<R=" , @87)E ('!E=FEE=V5D (&%T ('!E9W5L87 (@0F]A<F0@
M;65E=&EN9W, @=&AR;W5G: &]U="!T: &4@>65A<BX@070@=&AE (&5N9" `I5&H-
M"E0J#0HH;V8@96%C:"!Y96%R+"!T: &4@0V]M;6ET=&5E ('!E=FEE=W, @0V]M
M<&%N>2P@=6YI="P@86YD (&]N ('!H92!B;VYU<R!F=6YD: 6YG (&9O<FUU; &\$L (&9O<B!T
M: &4@<&%R=&EC: 7!A;G1S (&%N9"!T: &4@87=A<F0@=&\@96%C:" `I5&H-"E0J
M#0HH96QE8W1E9"!O9F9I8V5R (&%N9"!G: 79E<R!T: &4@0VAI968@17AE8W5T
M: 79E (\$]F9FEC97 (@875T: &]R: 71Y ('!O (&1E=&5R;6EN92!F: 6YA;"!A=V%R
M9", @=&\@;F]N+6]F9FEC97 (@<&%R=&EC: 7!A;G1S ("E4: @T*5"H-"BAW: 71H
M: 6X@=&AE ('!O=&%L ('!O;VP@86QL;W=A;F-E+B`I5&H-"C`@+3 (N,R!41`T*
M**`@ ("`@ (\$@8V]M<&]S: 71E (&IU9=&M96YT (&ES (&UA9&4@8GD@=&AE (\$-O
M;6UI='!E92!I;B!D971E<FUI;FEN9R!A=V%R9", @=6YD97 (@=&AE (\$U022!0
M; &%N+B!4: &4@0V]M<&%N>5PR,C)S ("E4: @T*, "M, 2XQ, B!41`T**&5A<FYI
M;F=S (&%R92!A (&ME>2!D971E<FUI;F%N="P@8G5T (&]T: &5R (&%C8V]M<&QI
M<VAM96YT<R!O<B!D: 7-A<'!O: 6YT;65N=" , @=VET:"!I;7!L: 6-A=&EO;G, @
M9F]R (&9U='5R92`I5&H-"E0J#0HHOV]M<&%N>2!P97)F;W)M86YC92!M87D@
M86QS;R!R96-E: 79E ('-U8G-T86YT: 6%L (&-O;G-I9&5R871I;VX@: 6X@86YY
M ('EE87 (N (\$U022!0; &%N (&%W87)D<R!R969L96-T ('1H92`I5&H-"E0J#0HH
MOV]M;6ET=&5E7# (R,G,@: G5D9VUE;G0@;V8@: 6YD: 79I9!5A;"!A;F0@=6YI
M="!P97)F;W)M86YC92!I;B!S=6-H (&%R96%S (&%S ('-A; &5S+"!N97<@8G5S
M: 6YE<W, @9&5V96QO<&UE;G0L ("E4: @T*5"H-"BAO<&5R871I;VYS+"!B=7-I
M;F5S<R!T96-H;F]L;V=Y+"!P<F]D=6-T (&%N9"!P<F]C97-S ('%U86QI='DL
M ('-A9F5T>2!A;F0@96YV: 7)O;FUE;G1A;"!M86YA9V5M96YT+"!E>"!E;F1I
M='5R92`I5&H-"E0J#0HH8V]N=")O;"P@: '5M86X@<F5S;W5R8V4@ (<)O9W)A
M;7,L (&9I;F%N8VEA;"!M86YA9V5M96YT+"!I;F90<FUA=&EO;B!T96-H;F]L
M;V=Y+"!L96=A;"!A8W1I=FET: 65S+"!A;F0@<'5B; &EC ("E4: @T*5"H-"BAA
M9F9A: 7)S+B!4: &4@8V]N=&EN=6EN9R!B96YE9FET ('!O ('!H92!#;VUP86YY
M (&]F ('!H92!C=6UU; &%T: 79E ('!E<F90<FUA;F-E (&%N9"!E>"!E<FEE;F-E
M (&]F ('!H92!P87)T: 6-I<&%N=" `I5&H-"E0J#0HH;6%Y (&%L<V\@8F4@8V]N
M<VED97)E9"X@06QL ('-U8V@@;6%T=&5R<R!A<F4@979A;'5A=&5D (&-O; &QE
M8W1I=F5L>2!W: 71H;W5T (&%S<VEG;FUE;G0@;V8@=V5I9VAT<RX@*51J#0HP
M ("TR+C, @5\$0-"B@@ ("`@ ("!);B`Q. 3DY+"!T: &4@0V]M<&%N>2!E>"!E<FEE
M;F-E9"!T: &4@969F96-T<R!O9B!A (&=L;V)A;"!S=&5E;"!R96-E<W-I;VX@
M=&AA="!S=&%R=&5D (&EN (#\$Y. 3<N (\$EM<&]R=" , @;V8@*51J#0HP ("TQ+C\$R
M (%1\$#0HH9FEN: 7-H960@86YD ('-E; 6DM9FEN: 7-H960@<W1E96PL (&UU8V@@
M;V8@: 70@=6YF86ER; 'D@=')A9&5D+"!F; &]O9&5D (&EN=&\@3F]R=&@<06UE
M<FEC82!I;B`Q. 3DX (&%N9" `Q. 3DY+"!C875S: 6YG ("E4: @T*5"H-"BAR961U
M8V5D (&1E;6%N9"!F;W (@: 7)O;B!O<F4@: 6X@3F]R=&@<06UE<FEC82!A<R!B
M; &%S="!F=7)N86-E ('!R;V1U8W1I;VX@=V%S ('!E9'5C960N (\$EN=&5R;F%T
M: 6]N86P@: 7)O;B!O<F4@<&5L; &5T ("E4: @T*5"H-"BAP<FEC97, @9&5C; &EN
M960@, 3, @=&\@, 30@<&5R8V5N="!A;F0@9VQO8F%L ('!E; &QE="!C;VUP871I
M=&EO;B!I;F-R96%S960N (\$\$@;6%J;W (@8W5S=&]M97 (@86QS;R!R961U8V5D
M (&ET<R!P96QL970@*51J#0I4*@T**!1A: V4@8F5C875S92!O9B!A (&UA: F]R
M (&)L87-T (&9U<FYA8V4@;W5T86=E+B!!<R!A ('!E<W5L="P@<V%L97, @=F]L
M=6UE (&EN (#\$Y. 3D@9&5C; &EN960@; 6%R: V5D; 'DL (&%N9"!T: &4@*51J#0I4
M*@T**\$-O;7!A;GD@8W5R=&%I; &5D (&UI;F4@<')O9'5C=&EO;B!T;R!C;VYT
M<F]L (&ER;VX@;W)E (&EN=F5N=&]R>2X@1&EF9FEC=6QT: 65S ('!E=&@=&AE
M ('-T87)T+75P (&]F ('!H92!#;VUP86YY7# (R,G,@*51J#0I4*@T**&AO="!B
M<FEQ=65T=&5D (&ER;VX@<&QA;G0@: 6X@5')I; FED860@86QS;R!A9'9E<G-E
M; 'D@869F96-T960@<')O9FET<RX@07, @82!R97-U; 'OL ('!H92!#;VUP86YY
M7# (R,G,@<')O9FET<R!I;B`Q. 3DY ('!E<F4@*51J#0I4*@T**'-H87)P; 'D@
M; &]W97 (@=&AA;B!I;B`Q. 3DX (&%N9"!D: 60@;F]T ('!R;V1U8V4@82!S=69F

M:6-I96YT(%)O;F\$@=&\@9V5N97)A=&4@86YY(\$U022!0;:&%N(&)O;G5S('!O
M;VPN(\$EN('9I97<@;V8@*51J#0I4*@T**'1H92!S:6=N:69I8V%N="!E9F9O
M<G0@=&\@;6%N86=E('1H<F]U9V@=&AI<R!D:69F:6-U;'0@<&5R:6]D+"!P
M;W-I=&EO;B!T:&4@0V]M<&%N>2!F;W(@8F5T=&5R(')E<W5L=',@:6X@,C`P
M,"P@86YD("E4:@T*5"H-"BAP<F]V:61E(&EN8V5N=&EV92!T;R!P<F]M;W1E
M(')E=&5N=&EO;B!O9B!E>5C=71I=F4@=&%L96YT+"!T:&4@0V]M;6ET=&5E
M(&%P<')O=F5D(&\$@9&ES8W)E=&EO;F%R>2!B;VYU<R!P;V]L("E4:@T*5"H-
M"BAE<75A;,"!T;R`R-"!P97)C96YT(&]F('!A<F=E="!B;VYU<R!F;W(@,3DY
M.2!T:&%T('=A<R!A=V%R9&5D('!O(&]N;'D@,S0@<&5R8V5N="!O9B!-4\$D@
M4&QA;B!P87)T:6-I<&%N=",@8F%S960@;VX@*51J#0I4*@T**&1E;6]N<W1R
M871E9"!A8V-O;7!L:7-H;65N="X@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"
M;VYU<V5S(&9O<B!T:&4@;F%M960@97AE8W5T:79E(&]F9FEC97)S+"!E>&-L
M=61I;F<@=&AE(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R+"!T;W1A;65D("OQ
M,C4L,#`P(&9O<B`Q.3DY+"`I5&H-"C`@+3\$N,3(@5\$0-"BA<#*,Q('!E<F-E
M;G0@;V8@87!P;&EC86)L92!T;W1A;"!T87)G970@8F]N=7-E<UPI('9E<G-U
M<R`D-#@S+#`P,"!F;W(@,3DY."!<#*\$S,2!P97)C96YT(&]F(&%P<&QI8V%B
M;&4@=&]T86P@=&%R9V5T("E4:@T*5"H-"BAB;VYU<V5S7"DN("E4:@T*,"`M
M;BXS(%1\$#0HH("`@("`@070@=&AE(&I<V-R971I;VX@;V8@=&AE(\$-O;6UI
M="1E92P@87=A<F1S('5N9&5R('1H92!-4\$D@4&QA;B!M87D@8F4@;6%D92!I
M;B!C87-H(&]R('H87)E<R!O9B!T:&4@*51J#0HP("TQ+C\$R(%1\$#0HHOVM
M<&%N>5PR,C)S('T;V-K(&]R(&\$@8V]M8FEN871I;VX@=&AE<F5O9BP@86YD
M(')E<W1R:6-T:6]N<R!M87D@8F4@<&QA8V5D(&]N('1H92!V97-T:6YG(&]F
M(&%N>2!S=&]C:R!A=V%R9"X@*51J#0HR,BXX."`M,BXS(%1\$#0HH,3(@*51J
M#0I%5`T*96YD<W1R96%M#0IE;F1O8FH-"C8P(#`@;V]J#0H\`T*+U!R;V-3
M970@6R]01\$@+U1E>\$@70T*+T9O;G0@/#P-"B]@,B`T(#`@4@T*+T8T(#8@
M,"!2#0H^/@T*+T5X=\$@3=&%T92`\`T*+T=3,2`W(#`@4@T*/CX-"CX#0IE
M;F1O8FH-"C8R(#`@;V]J#0H\`T*+TQE;F=T:`U.3`X#0H^/@T*+W1R96%M
M#0I"5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@
M9PT*+T=3,2!G<PT*,"!48PT*,"!4=PT**"@("`@("`@("`@("`@("`@("E4
M:@T*+T8S(#\$@5&8-"C`@+3(N,S8@5\$0-"BA,;VYG+51E<FT@26YC96YT:79E
M(\$]P<&]R='5N:71Y*51J#0HO1C0@,2!49@T*,"`M,BXS-"!41`T**"@("`@
M(%1H92`Q.3DR(\$EN8V5N=&EV92!%&75I='D@4&QA;B!<*%PR,C-O;&%N7#(R
M-%PI+"!A<R!A<!R;W9E9"!B>2!T:&4@<VAA<F5H;VQD97)S+"!I<R!I;G1E
M;F1E9"!T;R!A;&EG;B!T:&4@:6YT97)E<W1S(&]F("E4:@T*,"`M,2XQ,B!4
M1`T**&ME>2!M86YA9V5M96YT(&%N9"!T:&4@<VAA<F5H;VQD97)S+B!);B`Q
M.3DW+"!T:&4@4&QA;B!W87,@86UE;F1E9"p@87,@87!P<F]V960@8GD@<VAA
M<F5H;VQD97)S+"!T;R!I;F-R96%S92!T:&4@*51J#0I4*@T**&YU;6)E<B!O
M9B!T:&4@0V]M<&%N>5PR,C)S('H87)E<R!A=F%I;&%B;&4@9F]R(&ES<W5A
M;F-E(&)Y(#4U-2PP,#`@<VAA<F5S+"!L:6UI="!T:&4@;G5M8F5R(&]F('1H
M92!#;VUP86YY7#(R,G,@*51J#0I4*@T**'-H87)E<R!W:&EC:"!C86X@8F4@
M:7-S=65D(&%S(%)E<W1R:6-T960@4VAA<F5S(&%N9"!\$969E<G)E9"!3:&%R
M97,@=6YD97(@=&AE(%!L86X@=&\@,34P+#`P,"!S:&%R97,@7"AE>&-L=61I
M;F<@*51J#0I4*@T**&%W87)D<R!C;VYD:71I;VYE9"!O;B!T:&4@871T86EN
M;65N="!O9B!M86YA9V5M96YT(&]B:F5C=&EV97-<*2P@<')O=FED92!T:&%T
M('T;V-K(&]P=&EO;G,@;6%Y(&)E('1R86YS9F5R86)L92P@*51J#0I4*@T*
M*!R;VAI8FET('1H92!R92UP<FEC:6YG(&]F(%PR,C-U;F1E<G=A=&5R(&]P
M=&EO;G-<,C(T+"!P<F]V:61E('1H92!#;VUM:71T964@=VET:"!A9&1I=&EO
M;F%L(&9L97AI8FEL:71Y('!O(&UO9&EF>2`I5&H-"EOJ#0HH;6%N86=E;65N
M="!O8FIE8W1I=F5S(')E;&%T:6YG('!O('!E<F9O<FUA;F-E+6)A<V5D(&%W
M87)D<R!I9B!B=7-I;F5S<R!C:7)C=6US=&%N8V5S('=A<G)A;GOL(&%N9"!E
M;EM:6YA=&4@*51J#0I4*@T**&%U=&]M871I8R!G<F%N=&EN9R!O9B!F;W)M
M=6QA(&%W87)D<R!O9B!S=&]C:R!O<'!I;VYS('!O(\$!I<F5C=&]R<RX@26X@
M,3DY.2P@=&AE(%!L86X@=V%S(&9U<G1H97(@86UE;F1E9"p@87,@*51J#0I4
M@T**&%P<')O=F5D(&)Y('1H92!S:&%R96AO;&1E<G,L('!O(&9U<G1H97(@
M:6YC<F5A<V4@=&AE(&YU;6)E<B!O9B!T:&4@0V]M<&%N>5PR,C)S('H87)E
M<R!A=F%I;&%B;&4@9F]R(&ES<W5A;F-E(&)Y("E4:@T*5"H-"B@U-3`L,#`P
M('H87)E<RX@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"!5;F1E<B!T:&4@4&QA
M;BP@82!L;VYG+71E<FT@<&5R9F]R;6%N8V4@<VAA<F4@<')O9W)A;2!<*%PR
M,C-097)F;W)M86YC92!3:&%R92!0<F]G<F%M7#(R-%PI('=A<R!I;G-T86QL
M960@:6X@,3DY-"`I5&H-"C`@+3\$N,3(@5\$0-"BAT;R!F=7)T:&5R(&%L:6=N
M('1H92!I;G1E<F5S=",@;V8@9&5S:6=N871E9"!E>&5C=71I=F5S(&%N9"!T
M:&4@<VAA<F5H;VQD97)S(&EN(&EN8W)E87-I;F<@<F5T=7)N(&]N(&EN=F5S
M=&5D(&-A<@ET86P@*51J#0I4*@T**&%N9"!L;VYG+71E<FT@<VAA<F5H;VQD
M97(@=F%L=64N(%1H92!097)F;W)M86YC92!3:&%R92!0<F]G<F%M('!R;W9I
M9&5S('1H92!P87)T:6-I<&%N=",@=&AE(&]P<&]R='5N:71Y('!O("E4:@T*
M5"H-"BAR96-E:79E('H87)E<R!O9B!#;VUP86YY('T;V-K(&]R+"!A="!T
M:&4@0V]M;6ET=&5E7#(R,G,@9&ES8W)E=&EO;BP@97%U:79A;&5N="!C87-H
M('9A;'5E+"!B87-E9"!O;B!#;VUP86YY("E4:@T*5"H-"BAP97)F;W)M86YC
M92!A9V%I;G-T('P96-I9FEC(&9I;F%N8VEA;"!O8FIE8W1I=F5S+B`I5&H-
M`C`@+3(N,R!41`T**"@("`@("T87)T:6YG(&EN(\$Y.30L(&R86Y<R!O
M9B!P97)F;W)M86YC92!S:&%R97,@87)E(&UA9&4@86YN=6%L;'D@=&\@8V5R
M=&%I;B!K97D@96UP;&]Y965S(&)A<V5D(&]N("E4:@T*,"`M,2XQ,B!41`T*
M*!)E<W!O;G-I8FEL:71Y(&QE=F5L+B!097)F;W)M86YC92!F;W(@=&AE(\$Y
M.3<@9W)A;G1S('=A<R!D971E<FUI;F5D(&9O<B!T:&4@<&5R:6]D+"`Q.3DW
M+3\$Y.3DL(&%S(&1E<V-R:6)E9"!B96QO=RX@*51J#0I4*@T**!E<F9O<FUA
M;F-E(&%G86EN<W0@<W!E8VEF:6,@9FEN86YC:6%L(&]B:F5C=&EV97,@9F]R
M('1H92`Q.3DX(&%N9"Q.3DY(&R86YT<R!W:6QL(&)E(&1E=&5R;6EN960@
M:6X@966R;'D@,C`P,2!A;F0@*51J#0I4*@T**#(P,#(@9F]R('1H92!T:')E
M92UY96%R('!E<FEO9',L(#\$Y.3@M,C`P,"!A;F0@,3DY.2TR,#`Q+"!R97-P
M96-T:79E;'DN(%1H92!P97)C96YT86=E(&]F('!E<F9O<FUA;F-E('H87)E
M<R`I5&H-"EOJ#0HH966R;F5D(&-A;B!R86YG92!F<F]M('IE<F\@=&\@,3<U
M('!E<F-E;GON(\$9O<B`Q.3DY(&%N9"Q.3DX('1H92!N86UE9"!E>&5C=71I
M=F4@;V9F:6-E<G,L(&5X8VQU9&EN9R!T:&4@0VAI968@*51J#0I4*@T**\$5X
M96-U=&EV92!/9F9I8V5R+"!W97)E(&R86YT960@,COL,#`P(&%N9"R,BPU
M,#`@<&5R9F]R;6%N8V4@<VAA<F5S+"!R97-P96-T:79E;'DN(\$9O<B!A(&1E

M=&%I;&5D(&1E<V-R:7!T:6]N(&]F("E4:@T*5"H-"BAT:&4@,3DY.2!G<F%N
M="L(&]B:F5C=&EV97,@86YD(&5S=&EM871E9"!F=71U<F4@<&%Y;W5T(&]P
M<&]R='5N:71I97,L('E92!<,C(S3&]N9RU497)M(\$EN8V5N=&EV92!0;&%N
M<R!<,C(W(\$%W87)D<R'I5&H-"E0J#0HH:6X@3&%S="!&:7-C86P@665A-EPR
M,C0@;VX@<&%G92`Q,"X@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"\$=64@=&@\@
M=&AE(\$-0;7!A;GE<,C(R<R!A8FYO<FUA;"!F:6YA;F-186P@<F5S=6QT<R!I
M;B`Q.3DY+"!A<R!C;VUP87)E9"!T;R!T:&4@0V]M<&%N>5PR,C)S(&9I;F%N
M8VEA;"!R97-U;'!S(&90<B`I5&H-"C`@+3\$N,3(@5\$0-"BAR96-E;G0@>65A
M<G,L('!H92!#;VUM:71T964@87!P<F]V960@86X@861J=7-T;65N="!F;W(@
M=&AE('!H<F5E+7EE87(@<&5R9F]R;6%N8V4@<&5R:6]D(&5N9&EN9R!\$96-E
M;6)E<B`S,2P@*51J#0I4*@T**\$Y.3D@:6X@;W)D97(@=&@\<)O=FED92!L
M;VYG+71E<FT@:6YC96YT:79E(&UO=&EV871I;VX@9F]R('!H92!U<&-0;6EN
M9R!Y96%R<RX@5&AE(\$-0;6UI='!E92!A<!'!R;W9E9"!T<F5A=&EN9R`I5&H-
M"E0J#0HH=&AE('EE87(@,3DY.2!A<R!I9B!P97)F;W)M86YC92P@=VET:"!R
M97-P96-T('!O('!H92!C=6UU;&%T:79E('9A;'5E+6%D9&5D(&UE87-U<F4L
M(&AA9"!B965N('!H92!M:6YI;75M(')A=&AE<B`I5&H-"E0J#0HH=&AA;B!R
M96%L:7II;F<@=&AE(&9U;&P@;6%G;FET=61E(&]F('!H92`Q.3DY('!E<F9O
M<FUA;F-E('H;W)T9F%L;"P@86YD(&%S<VEG;F5D('!H92!Y96%R(#\$Y.3D@
M82!N96=A=&EV92!V86QU92`I5&H-"E0J#0HH861D960@;V8@)#8N,B!M:6QL
M:6]N+!"!C;VUP87)E9"!T;R`Q.3DW(&%N9)`Q.3DX('=H:6-H(&=E;F5R871E
M9"!A(&-0;6)I;F5D('!O<VET:79E('9A;'5E(&%D9&5D(&]F("E4:@T*5"H-
M"B@D-"XQ(&UI;&QI;&QI;VXN(\$YO(&%D:G5S=&UE;G0@=V%S(&UA9&4@=&@\@=&AE
M('!O=&%L('H87)E:;&]L9&5R(')E='5R;B!M96%S=7)E+B!7:71H('!H870@
M;6]D:69I8V%T:6]N+!"!T:&4@*51J#0I4*@T**\$-0;6UI='!E92!C;VYF:7)M
M960@=&AA="!F;W(@=&AE('!H<F5E+7EE87(@<&5R9F]R;6%N8V4@<&5R:6]D
M(&5N9&EN9R!\$96-E;6)E<B`S,2P@,3DY.2P@=&AE(\$-0;7!A;GD@86-H:65V
M960@*51J#0I4*@T**&%N(&%V97)A9V4@<&5R9F]R;6%N8V4@;V8@.#0N,B!P
M97)C96YT(&EN(')E<W!E8W0@=&@\@=&AE(\$-0;7!A;GE<,C(R<R!O8FIE8W1I
M=F5S(&90<B!V86QU92!A9&1E9"!A;F0@=&]T86P@*51J#0I4*@T**'-H87)E
M:;&]L9&5R(')E='5R;BX@5&AE('!A>6]U="!C;VUP87)E<R!T;R!A;B!A=F5R
M86=E('!A>6]U="!O9B`Q,3DN,2!P97)C96YT(&90<B!T:&4@<&5R:6]D<R!E
M;F!I;F<@*51J#0I4*@T**\$1E8V5M8F5R(#,Q+`Q.3DW(&%N9)`Q.3DX+B!!
M<R!A(')E<W5L="P@=&AE(\$-0;6UI='!E92!A<!'!R;W9E9"!A('!A>6]U="!O
M9B`T."PS-C8@<F5S="!I8W1E9"!S:&%R97,L('!H92!V86QU92`I5&H-"E0J
M#0HH;V8@=VAI8V@&9F]R('!H92!N86UE9"!E>&5C=71I=F4@;V9F:6-E<G,@
M:7,@<VAO=VX@:6X@=&AE(\$Q425`@4&%Y;W5T<R!C;VQU;6X@;V8@=&AE(%PR
M,C-3=6UM87)Y(\$-0;7!E;G-A=&EO;B`I5&H-"E0J#0HH5&%B;&5<,C(T(&]N
M('!A9V4@."X@5&AE(')E<W1R:6-T960@<VAA<F5S('!R;W9I9&4@9F]R(&\$@
M=&AR964M>65A<B!V97-T:6YG('!E<FEO9"!T;R!I;F-E;G1I=FEZ92!R971E
M;G1I;VXN(%!H92`I5&H-"E0J#0HH0V]M<&%N>5PR,C)S(&-A;&-U;&%T960@
M=F%L=64@861D960@9F]R('!H92!T:')E92UY96%R('!E<F90<FUA;F-E('!E
M<FEO9"P@869T97(@9VEV:6YG(&5F9F5C="!T;R!T:&4@861J=7-T;65N="P@
M=V%S("E4:@T*5"H-"BAN96=A=&EV92`D,BXQ(&UI;&QI;VXL(&%S(&-0;7!A
M<F5D('!O('!H92!E<W!A8FQI<VAE9"!T87)G970@=6YD97(@=&AE(\$-0;7!A
M;GE<,C(R<R!P97)F;W)M86YC92!S:&%R92!P<F]G<F%M(&]F("E4:@T*5"H-
M"B@D-BXT(&UI;&QI;&QI;VXN(%!H92!E<W!A8FQI<VAE9"!T87)G970@=V%S(&A
M<V5D(&]N(&\$@=V5I9VAT960@879E<F%G92!C;W-T(&]F(&-A<&ET86P@;V8@
M,3\$@<&5R8V5N="X@5&AE(\$-0;7!A;GE<,C(R<R!`I5&H-"E0J#0HH879E<F%G
M92!T;W!A;"!S:&%R96A@;&1E<B!R971U<FX@<F%N:V5D(&EN('!H92`T.71H
M('!E<F-E;G1I;4@;V8@;4@;V8@;7!@;V8@,S0@;6EN:6YG(&%N
M9"!M971A;"!C;VUP86YI97,L("E4:@T*5"H-"BAV97)S=7,@=&AE(&5S=&%B
M;ES:&5D(\$-0;7!A;GE<,C(R<R!P97)F;W)M86YC92!S:&%R92!P<F]G<F%M
M('!A<F=E="!O9B!T:&4@-35T:"!P97)C96YT:6QE+B!%86-H('!E<F90<FUA
M;F-E("E4:@T*5"H-"BAM96%S=7)E(&%T('!A<F=E="!L979E;"!I<R!W96EG
M:'!E9"U;"!P97)C96YT+B`I5&H-"C`@+3(N,R!41`T**`@("`@(\$YO(&=E
M;F5R86P@<')O9W)A;2!O9B!R97-T<FEC=&5D('T;V-K(&%W87)D<R!T;R!E
M>&5C=71I=F4@;V9F:6-E<G,@:&%S(&5X:7-T960@<VEN8V4@,3DX.#L@:;&]W
M979E<BP@=&AE("E4:@T*,`M,2XQ,B!41`T**\$-0;6UI='!E92!P97)E+V1I
M8V%L;'D@=7-E<R!S=6-H(&EN8V5N=&EV97,@;VX@82!S96QE8W1I=F4@8F%\$
M:7,L('!R:6UA<FEL>2!F;W(@<F5T96YT:6]N(&%N9"!R96-R=6ET:6YG('!U
M<G!O<V5S+B`I5&H-"B]Q,R`Q(%!F#0HP("TR+C,V(%!#0HH1&5F97)R960@
MOV]M<&5N<V%T:6]N(&%L:86XI5&H-"B]Q-&`Q(%!F#0HP("TR+C,T(%!S#0HH
M("`@("`@56YD97(@=&AE(\$-0;7!A;GE<,C(R<R!6;VQU;G1A<GD@3F]N+5%U
M86QI9FEE9"!\$969E<G)E9"!#;VUP96YS871I;VX@4&QA;B!<*&%PR,C-63E%\$
M0R!0;&%N7#(R-&%PI+"!O9F9I8V5R<R!A;F0@*51J#0HP("TQ+C\$R(%!\$#0HH
M;W!H97(@<V5N:6]R(&UA;F%G96UE;G0@96UP;&]Y965S(&%R92!P97)M:71T
M960@=&@\@9&5F97(L(&]N(&\$@<')E+71A>"!B87-I<RP@=7`@=&@\@-3`@<&5R
M8V5N="!O9B!T:&5I<B!B87-E('A;&%R>2`I5&H-"E0J#0HH86YD(&%L;"!O
M<B!A('!O<G1I;VX@;V8@=&AE:7(@8F]N=7,@=6YD97(@=&AE(\$UO22!0;&%N
M+!"O<B!T:&5I<B!S=&]C:R!A=V%R9"!O<B!C87-H(&%W87)('=H:6-H(&UA
M>2!B92!P87EA8FQE("E4:@T*5"H-"BAU;F1E<B!T:&4@4&5R9F]R;6%N8V4@
M4VAA<F4@4')O9W)A;2X@26X@,3DY.2P@=&AE(\$-0;6UI='!E92!A<!'!R;W9E
M9"!T:&4@8VAA;F=E<R!T;R!T:&4@5DY11\$,@*51J#0HR,BXX."`M,BXS("`M
M#0HH,3,@*51J#0I%\$T*96YD<W1R96%M#0IE;F!O8FH-"C8S(#`@;V)J#0H\
M/`T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T9O;G0@/#P-"B]Q,B`T(#`@
M4@T*+T8S(#4@,"!2#0HO1C0@-B`P(@(-CX#0HO17AT1U-T871E(#P#0HO
M1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*-C4@,"!O8FH-"CP#0HO3&5N
M9W1H(#4T.38-"CX#0IS=")E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R
M(#(U+C8U(#DV,2XP-2!4;0T*,"!G#0HO1U,Q(@=S#0HP(%!C#0HP(%!W#0HH
M("`@("`@("`@("`@("`@("`@*51J#0HO1C0@,2!49@T*,"M,2XQ,B!41`T*
M*%L86X@=VAI8V@<&5R;6ET<R!A('!A<G1I8VEP86YT('!O(&5X8VAA;F=E
M('5P('!O(#\$P,"!P97)C96YT(&]F(&\$@<&%R=&EC:7!A;G1<,C(R<R!C87-H
M(@)O;G5S(&%W87)D('5N9&5R('!H92!-4\$D@*51J#0I4*@T**%L86X@9F]R
M(\$-0;7!A;GD@<W!O8VL@7"A<,C(S17AC:&%N9V5D(%-H87)E<UPR,C1<*2!B
M87-E9"!U<&]N('!H92!M87)K970@<')I8V4@;V8@=&AE(\$-0;7!A;GD@<W!O

M8VL@;VX@=&AE (&1E9F5R<F%L ("E4:@T*5"H-"BAD871E (&]F ('1H92!B;VYU
M<R!P87EM96YT (&EN=&\@=&AE (%9.441#(!L86XN(\$EN ('1H92!E=F5N="!O
M9B!S=6-H (&5X8VAA;F=E+"!T:&4@OV]M<&%N>2!W:6QL (&UA=&-H (&9O<B!T
M:&4@*51J#0I4*@T**!A<G1I8VEP86YT ('1H92!%>&-H86YG960@4VAA<F5S
M ('=I=&@86X@87=A@F0@;V8@<F5S=') I8W1E9"!S:&%R97,@97%U86P@=&\@
M,C4@<&5R8V5N="!O9B!T:&4@;6%R:V5T ('9A;'5E (&]F ('1H92`I5&H-"E0J
M#0HH17AC:&%N9V5D (%-H87)E<RX@17AC:&%N9V5D (%-H87)E<R!M=7-T (&E
M (&1E9F5R<F5D (&9O<B!A="!L96%S="!F:79E ('EE87)S (&%N9"!T:&4@<F5S
M=') I8W1E9"!S:&%R97,@=VEL;"!H879E (&\$@*51J#0I4*@T**&9I=F4M>65A
M<B!V97-T:6YG ('!E<FEO9"X@*51J#0H0C,@,2!49@T**,"M,BXS-B!41`T*
M*%-T;V-K (\$]P=&EO;B!!=V%R9',I5&H-"B] &-`Q (%1F#0HP ("TR+C,T (%1\$
M#0HH ("`@ ("`@26X@,3DY.2P@=&AE (\$-O;6UI='1E92!M861E (&\$@<W!E8VEA
M;"!O;F4M=&EM92!G<F%N="!O9B!N;VXM<75A;&EF:65D+"!S=')A=&5G:6,@
M86YD ('!R96UI=6T@<`)I8V5D ('-T;V-K ("E4:@T**,"M,2XQ,B!41`T**&]P
M=&EO;G,@7"A<C (S4W1R871E9VEC (\$]P=&EO;G-<,C (T7"D@=&\@96%C:"!E
M;&5C=&5D (&]F9FEC97 (@=&\@9G5R=&AE<B!I;F-E;G1I=FEZ92!S96YI;W (@
M;6%N86=E;65N="!T;R!P<F]V:61E ('9A;'5E ('1O ("E4:@T*5"H-"BAT:&4@
MOV]M<&%N>5PR,C)S ('-H87)E:~]L9&5R<RX@5&AE (%-T<F%T96=I8R!/<`1I
M;VYS (&=R86YT ('=A<R!D:79I9&5D (&EN=&\@=&AR964@97%U86P@=')A;F-H
M97,L (&%T ('1H92!F;VQL;W=I;F<@*51J#0I4*@T**&5X97)C:7-E ('!R:6-E
M (&9O<B!E86-H ('1R86YC:&4Z (%PH:5PI ('1R86YC:&4@02!W87,@<`)I8V5D
M (&%T (#U)2!A8F]V92!T:&4@OV]M<&%N>5PR,C)S (&UA<FME="!L86QU92!O
M;B!T:&4@9&%T92!O9B`I5&H-"E0J#0HH9W)A;G0 [(%PH:6E<*2!T<F%N8VAE
M (\$ (@=V%S ('!R:6-E9"!A="`U,"4@86)O=F4@<W5C:"!M87)K970@=F%L=64 [
M (&%N9"!<*EI:5PI ('1R86YC:&4@OR!W87,@<`)I8V5D (&%T (#<U)2!A8F]V
M92!S=6-H ("E4:@T*5"H-"BAM87)K970@=F%L=64N (1H92!M87)K970@=F%L
M=64@<&5R ('-H87)E (&]N ('1H92!D871E (&]F (&=R86YT (&]F ('1H92!3=')A
M=&5G:6,@3W!T:6]N<R!W87,@) #0S+C,Q,C4N (\$%L;"!T:')E92`I5&H-"E0J
M#0HH=')A;F-H97,@87)E (&5X97)C:7-A8FQE (&]V97 (@82!T96XM>65A<B!P
M97)I;V0 [(&AO=V5V97 (L ('1H92!3=')A=&5G:6,@3W!T:6]N<R!N;W)M86QL
M>2!W:6QL (&YO="!V97-T ('5N=&EL ('1H92`I5&H-"E0J#0HH8F5G:6YN:6YG
M (&]F ('1H92!F:69T:"!Y96%R+B!4:&4@OV]M;6ET=&5E (&EN (#\$Y.3D@9W)A
M;G1E9"!A ('1O=&%L (&]F (#,R-BPP,#`@4W1R871E9VEC (\$]P=&EO;G,L (&]F
M ('H:6-H ('1H92`I5&H-"E0J#0HH;F%M960@97AE8W5T:79E (&]F9FEC97)S
M+"!E>&-L=61I;F<@=&AE (\$-H:65F (\$5X96-U=&EV92!/9F9I8V5R+"!W97)E
M (&=R86YT960@,3 (P+#`P,"!3=')A=&5G:6,@3W!T:6]N<RX@*51J#0HP ("TR
M+C,@5\$0-"B@@"`@ ("!4:&4@OV]M;6ET=&5E (&AA<R!A;' -O (&%U=&AO<FEZ
M960@87=A<F1S (&]F (&EN8V5N=&EV92!S=&]C:R!O<`1I;VYS ('1O (&-E<G1A
M:6X@:V5Y (&UA;F%G96UE;G0@96UP;&]Y965S+"`I5&H-"C`@+3\$N,3 (@5\$0-
M"BAE>&-L=61I;F<@<&%R=&EC:7!A;G1S (&EN ('1H92!097)F;W)M86YC92!3
M:&%R92!0<F]G<F%M+"!G96YE<F%L;'D@=VET:"!A;B!A;FYU86P@;&EM:70@
M;V8@,3,P+#`P,"!S:&%R97,N ('1H92`I5&H-"E0J#0HH97AE<F-I<V4@<`)I
M8V4@;V8@86QL ('-T;V-K (&]P=&EO;G,@87=A<F1E9"!U;F1E<B!T:&4@,3DY
M,B!) ;F-E;G1I=F4@17%U:71Y (!L86X@=&\@<W5C:"!M86YA9V5M96YT (&5M
M<&QO>65E<R`I5&H-"E0J#0HH:&%S (&E96X@=&AE (&UA<FME="!P<FEC92!W
M:&5N (&%W87)D960L (&%D:G5S=&5D (&9O<B!B=7-I;F5S<R!S<&EN+6])F9G,@
M86YD ('-P96-I86P@9&ES=')I8G5T:6]N<R!T;R!S:&%R96AO;&1E<G,N ("E4
M:@T*+T8S (#\$@5&8-"C`@+3 (N,S@5\$0-"BA#:&EE9B!%>&5C=71I=F4@3V9F
M:6-E<B!#;VUP96YS871I;VXI5&H-"B] &-`Q (%1F#0HP ("TR+C,T (%1\$#0HH
M ("`@ ("`@37 (N (\$)R:6YZ;R!W87,@96QE8W1E9"!0<F5S:61E;G0@86YD (\$-H
M:65F (\$5X96-U=&EV92!/9F9I8V5R (&]F ('1H92!#;VUP86YY+"!E9F9E8W1I
M=F4@3F]V96UB97 (@,3`L (#\$Y.3<L ("E4:@T**,"M,2XQ,B!41`T**&%N9"!B
M96-A;64@0VAA:7)M86X@86YD (\$-H:65F (\$5X96-U=&EV92!/9F9I8V5R (&]F
M ('1H92!#;VUP86YY (&]N (\$IA;G5A<GD@,2P@,C`P,"X@2&4@:&%S (#,P ('EE
M87)S ('=I=&@=&AE ("E4:@T*5"H-"BA#;VUP86YY (&%N9"!H87,@<V5R=F5D
M (&%S (&\$@<V5N:6]R (&]F9FEC97 (@;V8@=&AE (\$-O;7!A;GD@<VEN8V4@,3DX
M-RX@*51J#0HP ("TR+C,@5\$0-"B@@"`@ ("!-<BX@0G)I;GIO (')E8V5I=F5D
M (&YO ('-A;&%R>2!A9&IU<W1M96YT (&EN (#\$Y.3@86YD (&]N (\$IU;F4@,2P@
M,3DY.2!R96-E:79E9"!A ('-A;&%R>2!A9&IU<W1M96YT (&]F ("OS-BPP,#`N
M ("E4:@T**,"M,2XQ,B!41`T**%S (&\$@<F5S=6QT (&]F (\$UR+B!"<FEN>F] <
M,C (R<R!E;&5C=&EO;B!T;R!#:&%I<FUA;B!O9B!T:&4@0F]A<F0L (&AE (')E
M8V5I=F5D (&\$@<V%L87)Y (&EN8W)E87-E (&]F (#DN-"!P97)C96YT (&]R ("E4
M:@T*5"H-"B@D-# \$L,#`P ('1O ("0T-S<L,#`P+"!E9F9E8W1I=F4@2F%N=6%R
M>2`Q+"`R,#`P+"!W:&EC:"!B<F]U9VAT (&AI<R!S86QA<GD@=&\@.3 (@<&5R
M8V5N="!O9B!H:7,@;F5W ('!O<VET:6]N ('-A;&%R>2`I5&H-"E0J#0HH<F%N
M9V4@;6ED ('!O:6YT (&]F ("0U,3DL,#`P ('=I=&@82!T87)G970@8F]N=7,@
M;V8@-34@<&5R8V5N="!O9B!M:61P;VEN="X@*51J#0HP ("TR+C,@5\$0-"B@@
M ("`@ ("!-<BX@0G)I;GIO (')E8V5I=F5D (&YO (\$U022!0;&%N (&%W87)D (&9O
M<B`Q.3DY+"!C;VUP87)E9"!T;R`D,CDQ+#`P,"!<*\$R-2!P97)C96YT (&]F
M (&AI<R!T87)G970@8F]N=7-<*2!F;W (@*51J#0HP ("TQ<CSR (%1\$#0HH,3DY
M."X@5&AE (\$-O;6UI='1E95PR,C)S (')E8V]M;65N9&%T:6]N ('1O ('1H92!"
M;V%R9"!N;WO@=&\@9W)A;G0@37 (N (\$)R:6YZ;R!A;B!-4\$D@4&QA;B!A=V%R
M9"!W87,@8F%S960@;VX@=&AE ("E4:@T*5"H-"BAD96-896%S92!I;B!T:&4@
MOV]M<&%N>5PR,C)S (&YE="!I;F-O;64L (&\$@;6%J;W (@9&5T97)M:6YA;G0@
M:6X@0VAI968@17AE8W5T:79E (\$]F9FEC97 (@<&5R9F]R;6%N8V4L (&%S ('=E
M; &P@87,@*51J#0I4*@T**\$UR+B!"<FEN>F] <,C (R<R!O=VX@<F5C;VUM96YD
M871I;VXN ("E4:@T**,"M,BXS (%1\$#0HH ("`@ ("`@37 (N (\$)R:6YZ;R!W87,@
M9W)A;G1E9" `Q-BPP,#`@86YD (#\$U+#`P,"!P97)F;W)M86YC92!S:&%R97,@
M9F]R (#\$Y.3D@86YD (#\$Y.3@L (')E<W!E8W1I=F5L>2P@=6YD97 (@=&AE ("E4
M:@T**,"M,2XQ,B!41`T**%!E<F9O<FUA;F-E (%-H87)E (%!R;V=R86TN (\$UR
M+B!"<FEN>F] <,C (R<R`Q.3DY (%!E<F9O<FUA;F-E (%-H87)E (%!R;V=R86T@
M<&%Y;W5T ('=A<R!C86QC=6QA=&5D (&EN ('1H92!S86UE ("E4:@T*5"H-"BAW
M87D@87,@=&AE ('!A>6]U="!T;R!A;&P@;W1H97 (@<&%R=&EC:7!A;G1S+"!A
M<R!D:7-C=7-S960@=6YD97 (@3&]N9RU497)M (\$EN8V5N=&EV92!/<`!O<G1U
M;FET>2P@86YD ('1H92!V86QU92!O9B`I5&H-"E0J#0HH=&AE ('!A>6]U="!E

M87)N960@8GD@37(N(\$)R:6YZ;R!I<R!D:7-C; &]S960@=6YD97(=@&AE(\$Q4
M25`@4&%Y;W5T<R!C;VQU;6X@;V8@=&AE(%R,C-3=6UM87)Y(\$-0;7!E;G-A
M=&EO;B`I5&H-"EOJ#0HH5&%B; &5<,C(T(&]N('!A9V4@."X@37(N(\$)R:6YZ
M;R!W87,@9W)A;G!E9"X,"PP,#`@4W1R871E9VEEC(\$]P=&EO;G,@:6X@,3DY
M.2X@*51J#0HP("TR+C,@5\$0-"B@@"@"("!"4: &4@0VAI968@17AE8W5T:79E
M(\$]F9FEC97(@:7,@;F]T('!R97-E;G0@=VAE;B!T: &4@0V]M;6ET=&5E(')E
M=FEE=W,@: &ES('!E<F90<FUA;F-E(&%N9"!D971E<FUI;F5S(&AI<R`I5&H-
M"C`@+3\$N,3(@5\$0-"BAC;VUP96YS871I;VXN("E4:@T*+T8S(#\$@5&8-"C`@
M+3(N,S8@5\$0-"BA3=&]C:R!/=VYE<G-H:7`@1W5I9&5L:6YE<RE4:@T*+T8T
M(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"@"@"("!"!);B`Q.3DY+"!T: &4@0F]A<F0L
M('I=&@=&AE(\$-0;6UI='1E95PR,C)S(')E8V]M;65N9&%T:6]N+"!E<W1A
M8FQI<VAE9"!S=&]C:R!O=VYE<G-H:7`@9W5I9&5L:6YE<R!F;W(@96QE8W1E
M9" `I5&H-"C`@+3\$N,3(@5\$0-"BA09F9I8V5R<RP@=VAI8V@9W5I9&5L:6YE
M<R!I;F-L=61E(\$-0;7!A;GD@<VAA<F5S(&]W;F5D(&]U=")I9VAT.R!S: &%R
M97,@;W=N960@:6X@82`T,#%<*M<*2!O<B!O=&AE<B!S879I;F=S('!I86XL
M("E4:@T*5"H-"BAI;F-L=61I;F<@0V]M<&%N>2!M871C:&EN9R!S: &%R97,@
M:6X@=&AO<V4@<&QA;G,(['-H87)E<R!O9B!R97-T<FEC=&5D('"-T;V-K+"!A
M;F0@<VAA<F5S(&AE; &@@:6X@86X@97AE8W5T:79E("E4:@T*5"H-"BA09F9I
M8V5R7#(R,G,@5DY11\$,@4&QA;B!A8V-O=6YT+B!4: &4@;W=N97)S: &EP(&=U
M:61E; &EN97,L(&]A<V5D(&]N('"-A; &%R>2!G<F%D92!M:60M<&]I;G1S(&%R
M93H@7"AI7"D@9F]R('1H92!#: &EE9B`I5&H-"EOJ#0HH17AE8W5T:79E(\$]F
M9FEC97(L(&\$@=F%L=64@;V8@<VAA<F5S(&5Q=6%L('!O(&9O=7(@=&EM97,@
M,3DY."!B87-E('"-A; &%R>3L@7"AI:5PI(&9O<B!T: &4@4')E<VED96YT(&%N
M9"!#: &EE9B!/<&5R871I;F<@*51J#0I4*@T**\$]F9FEC97(L(&\$@=F%L=64@
M;V8@<VAA<F5S(&5Q=6%L('!O('!H<F5E('!I;65S(#\$Y.3@8F%\$S92!S86QA
M<GD[(%PH:6EI7"D@9F]R('1H92!%> &5C=71I=F4@86YD(%-E;FEO<B!6:6-E
M(%!R97-I9&5N='L(&\$@*51J#0I4*@T**'9A;'5E(&]F('"-H87)E<R!E<75A
M;"!T;R!T=V\@86YD(&\$@: &%L9B!T:6UE<R`Q.3DX(&]A<V4@<V%L87)Y.R!A
M;F0@7"AI=EPI(&9O<B!O=&AE<B!E; &5C=&5D(&]F9FEC97)S+"!A("E4:@T*
M,C(N.#@+3(N,R!41`T**\$T("E4:@T*150-"F5N9"-T<F5A;0T*96YD;V)J
M#OHV-B`P(&]B:@T*/#P-"B]O<F]C4V5T(%LO4\$1&("]497AT(%T-"B] &;VYT
M(#P\#0HO1C(@-"`P(%-"B] &,R`U(#`@4@T*+T8T(#8@,"!2#0H^/@T*+T5X
M=\$=3=&%T92`\/`T*+T=3,2`W(#`@4@T*/CX-"CX^#0IE;F!08FH-"C8X(#`@
M;V)J#OH\`T*+TQE;F=T:"`R-S0V#0H^/@T*+T8R#M#0I"5`T*+T8R(#\$@
M5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-C\$N,#4@5&T-"C`@9PT*+T=3,2!G<PT*
M,"!48PT*,"!4=PT**`@("`@("`@("`@("`@("E4:@T*,"M,2XQ,B!4
M1`T**'9A;'5E(&]F('"-H87)E<R!E<75A;"!T;R!O;F4@86YD(&\$@: &%L9B!T
M:6UE<R`Q.3DX(&]A<V4@<V%L87)Y+B!O<F5S96YT;`DL('1H92!#;VUM:71T
M964@:7,@<F5V:65W:6YG(&\$@=&EM971A8FQE(&9O<B`I5&H-"EOJ#0HH<F5A
M8VAI;F<@=&AE(&=U:61E; &EN92!O=VYE<G-H:7`@; &5Y96QS+B`I5&H-"B] &
M,R`Q(%!F#0HP("TR+C,V(%!\$#0HHOV]M<&%N>2!097)F;W)M86YC92!#;VUP
M87)I<V]N<RE4:@T*+T8T(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"@"("!"!&;W@
M=&AE(&9I=F4M>65A<B!P97)I;V0L(#\$Y.34M,3DY.2P@=&AE('!O=&%L(')E
M='5R;B!O;B!T: &4@0V]M<&%N>5PR,C)S(\$-0;6UO;B!3: &%R97,@=V%\$(&\$@
M;F5G871I=F4@*51J#0HP("TQ+C\$R(%!\$#0HH+C\$@<&5R8V5N="P@=VAI8V@
M=V%\$(&]E='1E<B!T: &%N('1H92!T;W1A;"!R971U<FX@;V8@=&AE(%,"F4"!)
M<F]N(&%N9"!3=&5E;"!<F]U<"P@8G5T('1R86EL960@=&AE('!O=&%L(')E
M='5R;G,@;V8@=&AE("E4:@T*5"H-"BA3)E`@365T86QS(\$UI;FEN9R!<F]U
M<"!A;F0@=&AE(%,"F4"U,#`@4W108VL@26YD97@N(\$9O<B!T: &4@>65A<B`Q
M.3DY+"!#; &EF9G<-C,C(R('!O=&%L(')E='5R;B!W87,@82!N96=A=&EV92`I
M5&H-"EOJ#0HH,3DN,B!P97)C96YT+"!W: &EC:"!T<F%I; &5D('1H92!P965R
M(&=R;W5P(')E='5R;G,@86YD('1H92!R971U<FX@9F]R('1H92!B<F]A9&5R
M(&UA<FME="X@*51J#0HW("TQ+C\$R(%!\$#0HP+C8Q(%!C#0I;"*`I+3(Q.#(P
M**`I-C`P**`@*2TY,#`H("DM,3(P**`@*2TX-C`H("DM,3`T,"@*5U42@T*
M+T8S(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#0P-"XQ,R`X,3\$N,CD@5&T-
M"C`@5&,-"BA4;W1A;"!3: &%R96AO; &1E<BE4:@T*,BXT,#4@+3\$N,C,X,B!4
M1`T**%)E='5R;BE4:@T*150-"C`N-2!'#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-
M(%M="!D#0HQ(&D@#0HU,#(N,CD@-SDT+C0Y(&T-"C,X-"XY,R`W.30N-#D@
M;`T*,S@T+CDS(#<Y-"XT.2!M#0HS.#0N.3,@-SDT+C`Q(&P-"E,-"C`@1PT*
M,S@T+CDS(#<Y-"XP,2!M#0HU,#(N,CD@-SDT+C`Q(&P-"C4P,BXR.2`W.30N
M,#\$@;0T*-3`R+C(Y(#<Y-"XT.2!L#0I3#0I"5`T*,3`N,#<Y(#`@,"`Q,"XP
M-SD@,SDU+C<S(#<X,BXR-2!4;0T*6RA996%R*2TR.3@U+CDH1FEV92!996%R
M<RE=5\$H-"C`N,#<Q-"`M,2XR,S@R(%!\$#0I;*#\$Y.3DI+3,Q-C<N,R@Q.3DU
M+3\$Y.3DI751*#0I"5`T*,"XU(\$<-"C0R-RXX.2`W-C4N-#4@;0T*,S@T+CDS
M(#<V-2XT-2!L#0HS.#0N.3,@-S8U+COU(&T-"C,X-"XY,R`W-C0N.3<@;`T*
M4PT*,"!`#0HS.#0N.3,@-S8T+CDW(&T-"C0R-RXX.2`W-C0N.3<@;`T*-#(W
M+C@Y(#<V-"XY-R!M#0HT,C<N.#D@-S8U+COU(&P-"E,-"C`N-2!'#0HU,#(N
M,CD@-S8U+COU(&T-"C0S."XT-2`W-C4N-#4@;`T*-#,X+COU(#<V-2XT-2!M
M#OHT,S@N-#4@-S8T+CDW(&P-"E,-"C`@1PT*-#,X+COU(#<V-"XY-R!M#0HU
M,#(N,CD@-S8T+CDW(&P-"C4P,BXR.2`W-C0N.3<@;0T*-3`R+C(Y(#<V-2XT
M-2!L#0I3#0I"5`T*+T8R(#\$@5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#\$P.2XV
M-2`W-3,N.3,@5&T-"ELH0VQE=F5L86YD+4-L:69F<R!);F,I+3(P,30S+C<H
M7"Q.2XR*2TQ,BXV*%PI)2DM-#(S.2XS*%PH+C\$I+3\$R+C0H7"DE*5U42@T*
M,"M,2XR,30T(%!\$#0I;*%,"F4"U,#`@4W108VL@26YD97@I+3\$Y.3<U+C\$H
M,C\$N,2DM-#(U,"XW*#(U,2XR*5U42@T*5"H-"ELH4R90(\$ER;VX@86YD(%-T
M965L(\$=R;W5P(\$EN9&5X*2TQ-34X."XU*#\$P+C`I+30T,3<N-"A*#(P+C,I
M+3\$R+C8H7"DI751*#0I4*@T*6RA3)E`@365T86QS(\$UI;FEN9R!<F]U<"!)
M;F!E>"DM,34R.#\$N-B@Y,"XQ*2TU,C4P+C@H,RXX*5U42@T*+T8T(#\$@5&8-
M"C\$R(#`@,"`Q,B`R-2XV-2`V.3`N,#D@5&T-"B@@"@"("!"4: &4@0V]M;6ET
M=&5E(&]E; &EE=F5S('1H870@=&AE(\$-0;7!A;GE<,C(R<R!C;VUP96YS871I
M;VX@<W1R=6-T=7)E('!R;W9I9&5S(&%P<')O<')I871E(&%L:6=N;65N="!O
M9B!T: &4@; &]N9RTI5&H-"C`@+3\$N,3(@5\$0-"BAT97)M(&EN=&5R97-T(&]F
M(&ME>2!M86YA9V5M96YT+"!T: &4@0V]M<&%N>2P@86YD(&ET<R!S: &%R96AO
M; &1E<G,N(%!H92!L;VYG+71E<FT@86YD(&-Y8VQI8V%L(&YA='5R92!09B!T
M: &4@*51J#0I4*@T**\$-0;7!A;GE<,C(R<R!B=7-I;F5S<R!C86X@;6%K92!S

M<G9I8V4N(%1H92!A;6]U;G1S(&QI<W1E9"!I;B!T:&4@=&%B;&4@*51J#0I4
M*@T**&%R92!C;VUP=71E9"!O;B!A;B!A=71O;6%T:6,@:F]I;G0@86YD('!-U
M<G9I=F]R<VAI<"!A;FYU:71Y(&)A<VES(&%N9"!A<F4<W5B:F5C="!T;R!A
M;B!O9P9S970@;V8@-3'E(&]F(%-O8VEA;"I5&H-"EOJ#0HH4V5C=7)I='D@
M8F5N969I=',@=&AR;W5G:"!\$96-E;6)E<B`S,2P@,C`P,"!A;F0@=&AE(&5Q
M=6EV86QE;G0@;V9F<V5T('1H97)E869T97(N("E4:@T*5"H-"C`N.#,@5&,-
M"ELH("DM-#(P,"@*2TQ-C8P*"I+30R,#`H("DT.#`H("I+3\$V-C`H("I
M-#@P*"I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I
M("I-#@P*"I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I+3\$V-C`H("I
M+T8S(#\$5&8-"C\$P+C`W.2`P(#`@,3`N,#<Y(#<P+C`Y(#@R-"XY-R!4;0T*
M,"!48PT**\$%V97)A9V4@06YN=6%L*51J#0HM,"XW-C(@+3\$N,C,X,B!41`T*
M6RA#;VUP96YS871I;VX@;V8@-C`I+3\$Y-S0Q+C4H06YN=6%L(\$E;F5F:71S
M(&90<BE=5\$H-"BTP+C\$Q.3\$@+3\$N,C,X,B!41`T*6RA(:=H97-T(\$-O;G-E
M8W5T:79E*2TQ.#(Q-"XQ*%EE87)S(&]F(%-E<G9I8V4@26YD:6-A=&5D*5U4
M2@T*,"XR,S@Q("TQ+C(S.#@5\$0-"BA-;VYT:',@:6X@3&%S="`Q,C`I5&H-
M"D54#0HP+C4@1PT*,"!*(#`@:B`P+C(T('<@,3`@32!;73`@9`T*,2!I(`T*
M-3@V+C4S(#<Y,2XV,2!M#0HQ.3(N-#4@-SDQ+C8Q(&P-"C\$Y,BXT-2`W.3\$N
M-C\$@;0T*,3DR+COU(#<Y,2XQ,R!L#0I3#0HP(\$<-"C\$Y,BXT-2`W.3\$N,3,@
M;0T*-3@V+C4S(#<Y,2XQ,R!L#0HU.#8N-3,@-SDQ+C\$S(&T-"C4X-BXU,R`W
M.3\$N-C\$@;T*4PT*0E0-"C\$P+C`W.2`P(#`@,3`N,#<Y(#@P+C`U(#<W-2XP
M-2!4;0T*6RA-;VYT:',@4')E8V5D:6YG(%)E=&ER96UE;G0I+3,W,3(H,34@
M>7)S+BDM,S<Q-2XU*#(P('ER<RXI+3,W,34N-2@R-2!Y<G,N*2TS-S\$U+C4H
M,S`@>7)S+BDM,S<Q-2XU*#(P('ER<RXI+30P,#\$N,B@T,"!Y<G,N*5U42@T*
M150-"C`N-2!`#0HQ.#4N,#\$@-S<P+C<S(&T-"C(U+C8U(#<W,"XW,R!L#0HR
M-2XV-2`W-S`N-S,@;0T*,C4N-C4@-S<P+C(U(&P-"E,-"C`@1PT*,C4N-C4@
M-S<P+C(U(&T-"C\$X-2XP,2`W-S`N,C4@;T*,3@U+C`Q(#<W,"XR-2!M#0HQ
M.#4N,#\$@-S<P+C<S(&P-"E,-"C`N-2!`#0HR-3\$N,#\$@-S<P+C<S(&T-"C\$Y
M,BXT-2`W-S`N-S,@;T*,3DR+COU(#<W,"XW,R!M#0HQ.3(N-#4@-S<P+C(U
M(&P-"E,-"C`@1PT*,3DR+COU(#<W,"XR-2!M#0HR-3\$N,#\$@-S<P+C(U(&P-
M`C(U,2XP,2`W-S`N,C4@;0T*,C4Q+C`Q(#<W,"XW,R!L#0I3#0HP+C4@1PT*
M,S\$W+C`Q(#<W,"XW,R!M#0HR-3@N-#4@-S<P+C<S(&P-"C(U."XT-2`W-S`N
M-S,@;0T*,C4X+COU(#<W,"XR-2!L#0I3#0HP(\$<-"C(U."XT-2`W-S`N,C4@
M;0T*,S\$W+C`Q(#<W,"XR-2!L#0HS,3<N,#\$@-S<P+C(U(&T-"C,Q-RXP,2`W
M-S`N-S,@;T*4PT*,"XU(\$<-"C,X,RXP,2`W-S`N-S,@;0T*,S(T+COU(#<W
M,"XW,R!L#0HS,C0N-#4@-S<P+C<S(&T-"C,R-"XT-2`W-S`N,C4@;T*4PT*
M,"!`#0HS,C0N-#4@-S<P+C(U(&T-"C,X,RXP,2`W-S`N,C4@;T*,S@S+C`Q
M(#<W,"XR-2!M#0HS.#,N,#\$@-S<P+C<S(&P-"E,-"C`N-2!`#0HT-#DN,#\$@
M-S<P+C<S(&T-"C,Y,"XT-2`W-S`N-S,@;T*,SDP+COU(#<W,"XW,R!M#0HS
M.3`N-#4@-S<P+C(U(&P-"E,-"C`@1PT*,SDP+COU(#<W,"XR-2!M#0HT-#DN
M,#\$@-S<P+C(U(&P-"C0T.2XP,2`W-S`N,C4@;0T*-#0Y+C`Q(#<W,"XW,R!L
M#0I3#0HP+C4@1PT*-3\$U+C`Q(#<W,"XW,R!M#0HT-38N-#4@-S<P+C<S(&P-
M`COU-BXT-2`W-S`N-S,@;0T*-#4V+C0U(#<W,"XR-2!L#0I3#0HP(\$<-"C0U
M-BXT-2`W-S`N,C4@;0T*-3\$U+C`Q(#<W,"XR-2!L#0HU,34N,#\$@-S<P+C(U
M(&T-"C4Q-2XP,2`W-S`N-S,@;T*4PT*,"XU(\$<-"C4X-BXU,R`W-S`N-S,@
M;0T*-3(R+COU(#<W,"XW,R!L#0HU,C(N-#4@-S<P+C<S(&T-"C4R,BXT-2`W
M-S`N,C4@;T*4PT*,"!`#0HU,C(N-#4@-S<P+C(U(&T-"C4X-BXU,R`W-S`N
M,C4@;T*-3@V+C4S(#<W,"XR-2!M#0HU.#8N-3,@-S<P+C<S(&P-"E,-"D)4
M#0HO1C(@,2!49@T*,3`N,#<Y(#`@,"`Q,"XP-SD@.#,N.3<@-S4Y+C(Q(%1M
M#0I;""OQ,#`L,#`P*2TW-SDX+CDH)"DM-3`P+C\$H,COL-S4P*2TR-SDX+C,H
M)"DM-3`P+C\$H,S,L,#`P*2TR-SDX+C0H)"DM-3`P+C\$H-#S,L,C4P*2TR-SDX
M+C,H)"DM-3`P+C\$H-#DL-3`P*2TR-SDX+C0H)"DM-3`P+C\$H-3<L-S4P*2TS
M,S0V*0I+34P,"XQ*#8V+#`P,"E=5\$H-"C`@+3\$N,3\$Y,2!41`T*6R@D,34P
M+#`P,"DM.#<Y.2@S-RPQ,C4I+3,W.3@N-"@T.2PU,#`I+3,W.3@N-"@V,2PX
M-S4I+3,W.3@N-"@W-"PR-3`I+3,W.3@N-"@X-BPV,C4I+30S-#8N,2@Y.2PP
M,#`I751*#0I4*#T*6R@D,C`P+#`P,"DM.#<Y.2@T.2PU,#`I+3,W.3@N-"@V
M-BPP,#`I+3,W.3@N-"@X,BPU,#`I+3,W.3@N-"@Y.2PP,#`I+3,R.3@N-"@Q
M,34L-3`P*2TS.#0V+C(H,3,R+#`P,"E=5\$H-"E0J#0I;*"0R-3`L,#`P*2TX
M-SDY*#8Q+#@W-2DM,S<Y."XT*#@R+#4P,"DM,S(Y."XT*#S\$P,RPQ,C4I+3,R.
M.3@N-2@Q,C,L-S4P*2TS,CDX+C4H,30T+#,W-2DM,S@T-BXR*#S\$V-2PP,#`I
M751*#0I4*#T*6R@D,S`P+#`P,"DM.#<Y.2@W-"PR-3`I+3,W.3@N-"@Y.2PP
M,#`I+3,R.3@N-"@Q,C,L-S4P*2TS,CDX+C4H,30X+#4P,"DM,S(Y."XU*#S\$W
M,RPR-3`I+3,X-#8N,B@Q.3@L,#`P*5U42@T*5"H-"ELH)#,U,"PP,#`I+3@W
M.3DH.#8L-C(U*2TS,CDX+C0H,3\$U+#4P,"DM,S(Y."XU*#S\$T-"PS-S4I+3,R
M.3@N-2@Q-S,L,C4P*2TS,CDX+C4H,C`R+#\$R-2DM,S@T-BXR*#(S,2PP,#`I
M751*#0I4*#T*6R@D-#`P+#`P,"DM.#<Y.2@Y.2PP,#`I+3,R.3@N-"@Q,S(L
M,#`P*2TS,CDX+C4H,38U+#`P,"DM,S(Y."XU*#S\$Y."PP,#`I+3,R.3@N-2@R
M,S\$S,L,#`P*2TS.#0V+C(H,C8T+#`P,"E=5\$H-"E0J#0I;*"0T-3`L,#`P*2TX
M,CDY*#S\$Q,2PS-S4I+3,R.3@N-2@Q-#@L-3`P*2TS,CDX+C4H,3@U+#8R-2DM
M,S(Y."XU*#(R,BPW-3`I+3,R.3@N-2@R-3DL.#<U*2TS.#0V+C(H,CDW+#`P
M,"E=5\$H-"E0J#0I;*"0U,#`L,#`P*2TX,CDY*#S\$R,RPW-3`I+3,R.3@N-2@Q
M-C4L,#`P*2TS,CDX+C4H,C`V+#(U,"DM,S(Y."XU*#(T-RPU,#`I+3,R.3@N
M-2@R.#@L-S4P*2TS.#0V+C(H,S,P+#`P,"E=5\$H-"E0J#0I;*"0U-3`L,#`P
M*2TX,CDY*#S\$-BPQ,C4I+3,R.3@N-2@Q.#\$L-3`P*2TS,CDX+C4H,C(V+#@W
M-2DM,S(Y."XU*#(W,BPR-3`I+3,R.3@N-2@S,3<L-C(U*2TS.#0V+C(H,S8S
M+#`P,"E=5\$H-"E0J#0I;*"0V,#`L,#`P*2TX,CDY*#S\$T."PU,#`I+3,R.3@N
M-2@Q.3@L,#`P*2TS,CDX+C4H,C0W+#4P,"DM,S(Y."XU*#(Y-RPP,#`I+3,R
M.3@N-2@S-#8L-3`P*2TS.#0V+C(H,SDV+#`P,"E=5\$H-"B) &-"`Q(%1F#0HQ
M,B`P(#`@,3(@,C4N-C4@-C\$Y+C(Y(%1M#0HH("`@("`@5&AE('1A8FQNE&ES
M(&)A<V5D(&]N(&\$@,2XV-24@<&5N<VEO;B!F;W)M=6QA+B!4:&4@26YT97)N
M86P@4F5V96YU92!#;V1E(&]F(#\$Y.#8@7"A<,C(S0V]D95PR,C1<*2!P;&%C
M97,@;&EM:71A=&EO;G,@*51J#0HP("TQ+C\$R(%1\$#0HH;VX@=&AE(&)E;F5F
M:71S('=H:6-H(&UA>2!B92!P86ED(&9R;VT@82!Q=6%L:69I960@<&5N<VEO
M;B!P;&%N+B!4:&4@0V]M<&%N>2!H87,@82!N;VYQ=6%L:69I960@4W5P<&QE
M;65N=&%L("E4:@T*5"H-"BA2971I<F5M96YT(\$E;F5F:70@4&QA;B!<*%PR
M,C-3=7!P;&5M96YT86P@4&QA;EPR,C1<*2!P<F]V:61I;F<@9F]R('1H92!P

M87EM96YT (&9R;VT@9V5N97)A;!"F=6YD<R!O9B!T:&4@8F5N969I=',@=VAI
M8V@*51J#0I4*@T**'=O=6QD(&)E(&QO<W0@8GD@4W5P<&QE;65N=&%L(%!L
M86X@<&%R=&EC:7!A;G1S(&%S(&\$@<F5S=6QT(&]F('!R97-E;G0@;W(@9G5T
M=7)E(\$-O9&4@;W(@;W1H97(@9V]V97)N;65N="I5&H-"E0J#0HH;&EM:71A
M=&EO;G,N("E4:@T*,"M,BXS(%1\$#0HH("@"`@5&AE(&-O;7!E;G-A=&EO
M;B!U<V5D('!O(&LE=&5R;6EN92!B96YE9FET<R!U;F1E<B!T:&4@0V]M<&%N
M>5PR,C)S('!E;G-I;VX@<&QA;G,@:7,@=&AE('!-U;2!O9B!S86QA<GD@86YD
M(&)O;G5S("E4:@T*,"M,2XQ,B!4!T**!A:60@=&@82!P87)T:6-I<&%N
M="!D=7)I;F<@82!C86QE;F1A<B!Y96%R+B!096YS:6]N86)L92!E87)N:6YG
M<R!F;W(@96%C:"!O9B!T:&4@0V]M<&%N>5PR,C)S(&YA;65D(&5X96-U=&EV
M92`I5&H-"E0J#0HH;V9F:6-E<G,@9'5R:6YG(#\$Y.3D@:6YC;'5D92!T:&4@
M86UO=6YT('!-H;W=N(&9O<B`Q.3DY(&EN('!H92!386QA<GD@8V]L=6UN(&]F
M('!H92!<,C(S4W5M;6%R>2!#;VUP96YS871I;VX@*51J#0I4*@T**1A8FQE
M7#(R-"!O;B!P86=E(#@L('!L=7,@=&AE(&%M;W5N="!O9B!B;VYU<R!E87)N
M960@:6X@,3DY."!A;F0@<&%I9"!I;B`Q.3DY+"!A<R!S:&]W;B!I;B!T:&4@
M0F]N=7,@8V]L=6UN(&]F('!H92`I5&H-"E0J#0HH4W5M;6%R>2!#;VUP96YS
M871I;VX@5&%B;4@9F]R(#\$Y.3@N(%!E;G-I;VYA8FQE(&5A<FYI;F=S(&EN
M(#\$Y.3D@9F]R(\$UE<W-R<RX@OG)I;GIO+"!//7#(R,DYE:6PL(\$-A;&9E92P@
M1&]W;&EN9R`I5&H-"E0J#0HH86YD(%=E<W0@=V5R92`D-S\$R+#`P,"P@)#0Q
M."PT,3<L("OT,#@L-C(U+"`D,C<P+#@S,R!A;F0@)#,P-BPX,S,L(')E<W!E
M8W1I=F5L>2X@365S<W)S+B!"<FEN>F\L(\$]<,C(R3F5I;"P@*51J#0I4*@T*
M*\$-A;&9E92P@1&]W;&EN9R!A;F0@5V5S="!H879E(#,P+"`X+"`R-RP@,2P@
M86YD(#,R("EE87)S+"!R97-P96-T:79E;'DL(&]F(&-R961I=&5D('!-E<G9I
M8V4@=6YD97(@=&AE(\$-O;7!A;GE<,C(R<R`I5&H-"E0J#0HH<75A;&EF:65D
M('!E;G-I;VX@<&QA;BX@*51J#0HR,BXX."`M,BXS(%1\$#0HH,3<@*51J#0I%
M5`T*96YD<W1R96%M#0IE;F108FH-"C<V(#@;V)J#0H\`/T*+U!R;V-3970@
M6R]01\$8@+U1E>'0@70T*+T9O;G0@/#P-"B] &,B`T(#`@4@T*+T8S(#4@,"!2
M#0H01C0@-B`P(%(-"CX"#0H017AT1U-T871E(#P\#0H01U,Q(#<@,"!2#0H^
M/@T*/CX-"F5N9&]B:@T*-S@@"!"08FH-"CP\#0H03&5N9W1H(#8R,#,-"CX^
M#0IS=")E86T-"D)4#0H01C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV,2XP
M-2!4;0T*,"!G#0H01U,Q(&=S#0HP(%1C#0HP(%1W#0HH("@"`@("@"`@("@"`
M("@"`@("@"`@*51J#0H01C,@,2!49@T*,30N-30@+3(N,S8@5\$0-"BA!1U)%14U%
M3E13(\$%.1"!44D%.4T%#5\$E/3E,I5&H-"B] &,B`Q(%1F#0HM,30N-30@+3(N
M,S0@5\$0-"B@@"`@("!"!%9F9E8W1I=F4@2F%N=6%R>2`Q+"`R,#`P+"`T:&4@
M0V]M<&%N>2!E;G1E<F5D(&EN=&\@<V5V97)A;F-E(&%G<F5E;65N=',@=VET
M:"!N86UE9`!E>&5C=71I=F4@;V9F:6-E<G,@2F]H;B`I5&H-"B] &-"`Q(%1F
M#0HP("TQ+C\$R(%1\$#0HH4RX@OG)I;GIO+"!\$:7)E8W1O<BP@0VAA:7)M86X@
M86YD(\$-H:65F(\$5X96-U=&EV92!/9F9I8V5R+"!4:&]M87,@2BX@3UPR,C).
M96EL+"!0<F5S:61E;G0@86YD(\$-H:65F(\$]P97)A=&EN9R`I5&H-"E0J#0HH
M3V9F:6-E<BP@86YD(%=I;&QI86T@4BX@0V%L9F5E+"!%&5C=71I=F4@5FEC
M92!0<F5S:61E;G0M0V]M;65R8VEA;"P@7"A<,C(S06=R965M96YT<UPR,C1<
M*2P@=VAI8V@<W!E8VEF>2!C97)T86EN("E4:@T*5"H-"BAF:6YA;F-I86P@
M87)R86YG96UE;G1S('!H870@=&AE(\$-O;7!A;GD@=VEL;"!P<F]V:61E('5P
M;VX@=&AE('!E<FUI;F%T:6]N(&]F('!-U8V@;V9F:6-E<G<-C,R(&5M<&QO
M>6UE;G0@=VET:"!T:&4@*51J#0I4*@T**\$-O;7!A;GD@=6YD97(@8V5R=&%I
M;B!C:7)C=6US=&%N8V5S+B!4:&4@06=R965M96YT<R!A<F4@:6YT96YD960@
M=&\@96YS=7)E(&-O;G1I;G5I='DL('!-T86)I;&ET>2!A;F0@9F%I<B`I5&H-
M"E0J#0HH=")E871M96YT(&]F('!-U8V@@97AE8W5T:79E(&]F9FEC97)S(&]F
M('!H92!#;VUP86YY(&EN('!H92!E=F5N="!O9B!A(%PR,C-C:&%N9V4@:6X@
M8V]N=")O;%PR,C0@;V8@=&AE(\$-O;7!A;GD@7"AA<R`I5&H-"E0J#0HH9&5F
M:6YE9"!I;B!T:&4@06=R965M96YT<UPI+B!4:&4@=&5R;2!O9B!T:&4@06=R
M965M96YT<R!E;F1S(\$1E8V5M8F5R(#,Q+"`R,#`Q+"`B=70@=VEL;"!B92!E
M>'!E;F1E9"!A="!T:&4@96YD("E4:@T*5"H-"BAO9B!E86-H('EE87(@8V]M
M;65N8VEN9R!W:71H('!H92!Y96%R(#(P,#`@9F]R(&%N(&%D9&ET:6]N86P@
M>65A<BP@=6YL97-S('!H92!#;VUP86YY(&]R('!H92!O9F9I8V5R<R!G:79E
M(&YO=&EC92`I5&H-"E0J#0HH=&AA="!I="!O<B!T:&5Y(&1O(&YO="!W86YT
M('!H92!T97)M(&5X=&5N9&5D+B`I5&H-"C`@+3(N,R!41`T**`@("@"`@(%5N
M9&5R('!H92!!9W)E96UE;G1S+"!I9B!D=7)I;F<@=&AE(#(M>65A<B!P97)I
M;V0@9F]L;&]W:6YG(&\$@7#(R,V-H86YG92!I;B!C;VYT<F]L7#(R-"P@=&AE
M(&]F9FEC97(@:7,@=&5R;6EN871E9"!B>2`I5&H-"C`@+3\$N,3(@5\$0-"BAT
M:&4@0V]M<&%N>2!W:71H;W5T(%PR,C-C875S95PR,COL(&]R(')E<VEG;G,@
M869T97(@7"AI7"D@;F]T(&)E:6YG(&UA:6YT86EN960@:6X@;&ES("!R:6]R
M('!O<VET:6]N+"!<*&EI7"D@8F5I;F<@<F5D=6-E9"!I;B`I5&H-"E0J#0HH
M9'5T:65S+"!C;VUP96YS871I;VX@;W(@8F5N969I="L(%PH:6E17"D@9&5T
M97)M:6YI;F<@:4@:7,@=6YA8FQE('!O(&-A<G)Y(&]U="!H:7,@9'5T:65S
M(&%N9"R!R97-P;VYS:6)I;&ET:65S+"!O<B`I5&H-"E0J#0HH7"AI=EPI(&)E
M:6YG(')E;&]C871E9"!W:71H;W5T(&AI<R!C;VYS96YT(%PH86YD(&%L<V\@
M:6X@=&AE(&-A<V4@;V8@2BX@4RX@OG)I;GIO+"!R97-I9VYS('!I=&AI;B`S
M,"!D87ES(&9O;&QO=VEN9R!T:&4@*51J#0I4*@T**&9I<G-T(&%N;FEV97)S
M87)Y(&]F(&\$@7#(R,V-H86YG92!I;B!C;VYT<F]L7#(R-"R-#PI+"!S=6-H(&]F
M9FEC97(@=V]U;&0@8F4@96YT:71L960@7"AA7"D@=&\@;'5M<"!S=6T@<&%Y
M;65N=",@;V8@,R!Y96%R<R!O9B`I5&H-"E0J#0HH8F%S92!P87D@86YD(&EN
M8V5N=&EV92!C;VUP96YS871I;VXL(%PH8EPI('!O(&\$@;'5M<"!S=6T@<&%Y
M;65N="!O9B!T:&4@=&AE;B!P<F5S96YT('9A;'5E(&]F('!H92!P96YS:6]N
M(&)E;F5F:71S("E4:@T*5"H-"BAT:&%T(&AE('!O=6QD(&)E(&5N=&ET;&5D
M('!O(')E8V5I=F4@,R!Y96%R<R!A9G1E<B!H:7,@=&5R;6EN871I;VX@;V8@
M96UP;&]Y;65N="P@86YD(%PH8UPI('!O(&-O;G1I;G5E('!A<G1I8VEP871I
M;VX@:6X@*51J#0I4*@T**&UE9&EC86P@86YD(&]T:&5R('!E;&9A<F4@8F5N
M969I="!P;&%N<R!F;W(@,R!Y96%R<R!A9G1E<B!H:7,@=&5R;6EN871I;VX@
M;V8@96UP;&]Y;65N="X@5&AE(\$G<F5E;65N=",@86QS;R`I5&H-"E0J#0HH
M96YT:71L92!T:&4@;V9F:6-E<G,@=&\@=F5S=&EN9R!O9B!A;&P@:6YC96YT
M:79E('!A>2!A="!T:&4@9W)E871E<B!O9B!T87)G970@;W(@86-T=6%L('!E
M<F9O<FUA;F-E+"!A;F0@;65D:6-A;"!A;F0@;&EF92`I5&H-"E0J#0HH:6YS
M=7)A;F-E(&)E;F5F:70@8V]N=&EN=6%T:6]N(&9O<B!L:69E('5P;VX@<F5T
M:7)E;65N="!O<B!F;VQL;W=I;F<@=&5R;6EN871I;VXL('5N;&5S<R!T:&4@

M=&5R;6EN871I;VX@=V%\$ (&9O<B`I5&H-"E0J#0HH7# (R,V-A=7-E7# (R-"X@
M26X@861D:71I;VXL ('1H92!;9W)E96UE;G1S ('!R;W9I9&4@=&AA="!T:&4@
M;V9F:6-E<G,@87)E (&5L:6=I8FQE (&9O<B!R96EM8G5R<V5M96YT (&]F (&]U
M="!L86-E;65N=" I5&H-"E0J#0HH97AP96YS97,@=7`@=&\@,34E (&]F (&)A
M<V4@<&%Y+B!4:&4@0V]M<&%N>2!W:6QL ('!R;W1E8W0@=&AE (&]F9FEC97)S
M (&%G86EN<W0@86YY (&EM<&]S:71I;VX@;V8@97AC:7-E`!A>!"!O;B`I5&H-
M"E0J#0HH7# (R,V5X8V5S<R!P87)A8VAU=&5<,C (T ('!A>6UE;G1S ('5N9&5R
M ('1H92!#;V1E (&)Y ('!R;W9I9&EN9R!<,C (S9W)O<W,@=7`!<,C (T ('!A>6UE
M;G1S ('!O ('1H92!O9F9I8V5R<RX@5&AE (\$%G<F5E;65N=",@*51J#0I4*@T*
M*!R;W9I9&4@=&AA="!T:&4@;V9F:6-E<G,@=VEL;"!N;W0@8V]M<=&5T92!W
M:71H ('1H92!#;VUP86YY (&9O<B!T=V\@>65A<G,@9F]L;&]W:6YG ('1H96ER
M ('1E<FUI;F%T:6]N (&]F ("E4:@T*5"H-"BAE;7!L;WEM96YT ('5N9&5R ('1H
M92!;9W)E96UE;G1S+B!) ;B!A9&1I=&EO;BP@06=R965M96YT<R!H879E (&)E
M96X@96YT97)E9"!I;G1O ('=I=&@@='O (&]T:&5R (&]F9FEC97)S+"!W:&\@
M*51J#0I4*@T**&%R92!N;W0@;F%M960@97AE8W5T:79E (&]F9FEC97)S+"!W
M:&EC:"!;9W)E96UE;G1S ('!R;W9I9&4@9F]R ('-E=F5R86YC92!A;F0@8F5N
M969I="!P87EM96YT<R!C;W9E<FEN9R!E:71H97 (@,B`I5&H-"E0J#0HH;W (@
M,R!Y96%R<R!I;B!T:&4@979E;G0@;V8@82!<,C (S8VAA;F=E (&EN (&-O;G1R
M;VQ<,C (T+B`I5&H-"C`@+3 (N,R!41`T**`@ ("`@ (\$YO;F4@;V8@=&AE<V4@
M06=R965M96YT<R!C<F5A=&4@96UP;&]Y;65N="!O8FQI9V%T:6]N<R!F;W (@
M=&AE (\$-O;7!A;GDN (\$)O=&@8F5F;W)E (&%N9"!A9G1E<B!T:&4@*51J#0HP
M ("TQ+C\$R (%1\$#0HH;V-C=7)R96YC92!O9B!A (%PR,C-C:&%N9V4@:6X@8V]N
M=")O;%PR,COL ('1H92!#;VUP86YY (&UA>2!T97)M:6YA=&4@=&AE (&5M<&QO
M>6UE;G0@;V8@86YY (&]F ('-U8V@@;V9F:6-E<G,@9F]R ("E4:@T*5"H-"BA<
M,C (S8V%U<V5<,C (T+"!W:71H;W5T (&%N (&]B;&EG871I;VX@=&\@<&%Y ('-E
M=F5R86YC92!C;VUP96YS871I;VX@;W (@8F5N969I="!N ("E4:@T*,"!M,BXS
M (%1\$#0HH ("`@ ("`@1'5R:6YG (\$#Y.3DL ('1H92!";V%R9"!O9B!\$:7)E8W1O
M<G,@;V8@=&AE (\$-O;7!A;GD@87!P<F]V960@=&AE (\$-H86YG92!I;B!#;VYT
M<F]L (%-E=F5R86YC92!087D@4&QA;B`I5&H-"C`@+3\$N,3 (@5\$0-"BAE9F9E
M8W1I=F4@2F\$N=6%R>2`Q+"`R,#`P (%PH7# (R,U-E=F5R86YC92!O;&%N7# (R
M-%PI ('=H:6-H ('!R97-E;G1L>2!C;W9E<G,@,38@:V5Y (&5M<&QO>65E<RP@
M:6YC;'5D:6YG (&YA;65D (&5X96-U=&EV92`I5&H-"E0J#0HH;V9F:6-E<B!%
M+B!#+B!\$;W=L:6YG+B!4:&4@4V5V97)A;F-E (%!L86X@<F5P;&%C97,@=&AE
M ('!R:6]R (%-E=F5R86YC92!O;&%N (&9O<B!+97D@16UP;&]Y9655+B!4:&4@
M4V5V97)A;F-E ("E4:@T*5"H-"BA0;&%N (&ES (&1E<VEG;F5D ('!O (&%S<W5R
M92!C;VYT:6YU:71Y+"!S=&%B:6QI="DL (&%N9"!F86ER ('!R96%T;65N="!O
M9B!E;7!L;WEE97,@:6X@:V5Y ('!O<VET:6]N<R!I;B!T:&4@979E;G0@;V8@
M82`I5&H-"E0J#0HH7# (R,V-H86YG92!I;B!C;VYT<F]L7# (R-"!O9B!T:&4@
M0V]M<&%N>2!<*%S (&1E9FEN960@:6X@=&AE (%-E=F5R86YC92!O;&%N7`DN
M (%5N9&5R ('1H92!3979E<F%N8V4@4&QA;BP@:68@9'5R:6YG ('1H92`R+2E4
M:@T*5"H-"BAY96R ('!E<FEO9"!F;VQL;W=I;F<@82!<,C (S8VAA;F=E (&EN
M (&-O;G1R;VQ<,C (T+"!I;B!T:&4@8V%S92!O9B!A (%-E;FEO<B!6:6-E (%!R
M97-I9&5N="P@5FEC92!O<F5S:61E;GOL (\$-O;G1R;VQL97 (@;W (@*51J#0I4
M*@T**%&-E8W)E=&%R>2!O9B!T:&4@0V]M<&%N>2P@82!P87)T:6-I<&%N="!I
M<R!T97)M:6YA=&5D (&)Y ('1H92!#;VUP86YY ('=I=&AO=70@7# (R,V-A=7-E
M7# (R-"!O<B!R97-I9VYS (&%F=&5R (%PH:5PI (&YO="!B96EN9R`I5&H-"E0J
M#0HH;6%I;G1A:6YE9"!I;B!H:7,@;W (@:65R ('!R:6]R ('!O<VET:6]N+"!<
M*%EI7"D@8F5I;F<@<F5D=6-E9"!I;B!C;VUP96YS871I;VX@;W (@8F5N969I
M="!L (&]R (%PH:6E17"D@8F5I;F<@<F5L;V-A=&5D ("E4:@T*5"H-"BAW:71H
M;W5T (&-O;G-E;GOL (&E (&]R ('-H92!I<R!E;G1I=&QE9"!T;R!<*&%&*2!R
M96-E:79E (&\$@;'5M<!"S=6T@<&%Y;65N="!I;B!T:&4@86UO=6YT (&]F (# (@
M>65A<G,@;V8@8F%S92!P87D@86YD ("E4:@T*5"H-"BAI;F-E;G1I=F4@8V]M
M<&5N<V%T:6]N+"!<*%&*2!R96-E:79E (&\$@;'5M<!"S=6T@<&%Y;65N="!O
M9B!T:&4@=&AE;B!P<F5S96YT ('9A;'5E (&]F ('1H92!P96YS:6]N (&)E;F5F
M:71S ('1H870@:&4@;W (@*51J#0I4*@T**'-H92!W;W5L9"!B92!E;G1I=&QE
M9"!T;R!R96-E:79E (# (@>65A<G,@869T97 (@:6ES (&]R (&AE<B!T97)M:6YA
M=&EO;B!O9B!E;7!L;WEM96YT+"!A;F0@7"AC7"D@8V]N=&EN=64@<&%R=&EC
M:7!A=&EO;B!I;B`I5&H-"E0J#0HH;65D:6-A;"!A;F0@;W1H97 (@=V5L9F%R
M92!B96YE9FET ('!L86YS (&9O<B`R ('EE87)S (&%F=&5R (&AI<R!O<B!H97 (@
M=&5R;6EN871I;VX@;V8@96UP;&]Y;65N=#L@;W (@:6X@=&AE (&-A<V4@;V8@
M82`I5&H-"E0J#0HH36EN92!-86YA9V5R (&]F (&\$@4W5B<VED:6%R>2!O9B!T
M:&4@0V]M<&%N>2P@82!P87)T:6-I<&%N="!I<R!T97)M:6YA=&5D ('=I=&AO
M=70@7# (R,V-A=7-E7# (R-"!O<B!R97-I9VYS (&%F=&5R (%PH:5PI (&)E:6YG
M ("E4:@T*5"H-"BAR961U8V5D (&EN (&-O;7!E;G-A=&EO;B!O<B!B96YE9FET
M<R!O<B!<*&EI7"D@8F5I;F<@<F5L;V-A=&5D ('=I=&AO=70@8V]N<V5N="P@
M:&4@;W (@<VAE (&ES (&5N=&ET;&5D ('!O (%PH85PI (')E8V5I=F4@82`I5&H-
M"E0J#0HH;'5M<!"S=6T@<&%Y;65N="!I;B!T:&4@86UO=6YT (&]F (#\$@>65A
M<B!O9B!B87-E ('-A;&%R>2!A;F0@:6YC96YT:79E (&-O;7!E;G-A=&EO;BP@
M7"AB7"D@<F5C96EV92!A (&QU;7`@<W5M ("E4:@T*5"H-"BAP87EM96YT (&]F
M ('1H92!P<F5S96YT ('9A;'5E (&]F ('1H92!P96YS:6]N (&)E;F5F:71S ('1H
M870@:&4@;W (@<VAE ('=O=6QD (&)E (&5N=&ET;&5D ('!O (')E8V5I=F4@;B!Y
M96%R<R!A9G1E<B!H:7,@;W (@*51J#0I4*@T**&AE<B!T97)M:6YA=&EO;B!O
M9B!E;7!L;WEM96YT+"!A;F0@7"AC7"D@8V]N=&EN=64@<&%R=&EC:7!A=&EO
M;B!I;B!M961I8V%L (&%N9"!O=&AE<B!W96QF87)E (&)E;F5F:70@<&QA;G,@
M9F]R (#\$@>65A<B`I5&H-"E0J#0HH869T97 (@:6ES (&]R (&AE<B!T97)M:6YA
M=&EO;B!O9B!E;7!L;WEM96YT+B!087)T:6-I<&%N=",@87)E (&5N=&ET;&5D
M ('!O ('9E<W1I;F<@;V8@86QL (&EN8V5N=&EV92!P87D@870@=&AE (&-R96%T
M97 (@;V8@*51J#0I4*@T**`1A<F-E="!O<B!A8W1U86P@<&5R9F]R;6%N8V4L
M (&%N9"!T;R!M961I8V%L (&%N9"!L:69E (&EN<W5R86YC92!B96YE9FET (&-O
M;G1I;G5A=&EO;B!F;W (@;&EF92!F;VQL;W=I;F<@=&5R;6EN871I;VXL ("E4
M:@T*5"H-"BAU;FQE<W,@=&AE ('1E<FUI;F%T:6]N ('=A<R!F;W (@7# (R,V-A
M=7-E7# (R-"X@06QS;RPE*51J#0HR,BXX."!M,BXS (%1\$#0HH,3@*51J#0I#
M5`T*96YD<W1R96%M#0IE;F108FH-"C<Y (#`@;V)J#0H\`T*+U!R;V-3970@
M6R]01\$8@+U1E>'O@70T*+T9O;G0@/#P-"B] &,B`T (#`@4@T*+T8S (#4@,"!2
M#0HO1C0<-B`P (% (-CX`#0HO17AT1U-T871E (#P\#0HO1U,Q (#<@,"!2#0H^

M/@T*/CX-"F5N9&]B:@T*.*\$@,"!O8FH-"CP\#0HO3&5N9W1H(#0Y-3@-"CX^
M#0IS=")E86T-"D)4#0HO1C(@,2!49@T*,3(@,"P(#\$R(#(U+C8U(#DV,2XP
M-2!4;0T*,"!G#0HO1U,Q(&=S#0HP(%1C#0HP(%1W#0HH("@"`@("@"`@("@"`@
M("@"`@("@"`@*51J#0HP("TQ+C\$R(%1\$#0HH<&%R=&EC:7!A;G1S(&%R92!E;&EG
M:6)L92!F;W(<<F5I;6)U<G-E;65N="!O9B!O=71P;&%C96UE;G0@97AP96YS
M97,@=7`@=&\@,34E(&]F(&A<V4@<&%Y+B!4:;&4@4V5V97)A;F-E(%!L86X@
M*51J#0I4*@T**!R;W9I9&5S('1H870@=&AE('!A<G1I8VEP86YT<R!W:6QL
M(&YO="!C;VUP971E('!T=&@=&AE(\$-O;7!A;GD@9F]R('1H92`R(&]R(#\$@
>65A<B!P97)I;V0@9F]R('!H:6-H('1H97D@87)E("E4:@T*5"H-"BAR96-E
M:79I;F<@<V5V97)A;F-E('!A>2X@26YD:79I9'5A;',@=VAO('!O=6QD(&E
M(&-O=F5R960@8GD@=&AE(%-E=F5R86YC92!0;&%N+"!B=70@=VAO(')E8V5I
M=F4@<V5V97)A;F-E('!A>2`I5&H-"E0J#0HH86YD(&)E;F5F:71S('!U<G-U
M86YT('!O('1H92!!9W)E96UE;G1S(&]R(&%N;W1H97(<&@QA;B!O<B!A9W)E
M96UE;G0@<VEG;F5D(&]N(&)E:&%L9B!O9B!T:;&4@0V]M<&%N>2P@87)E(&YO
M="`I5&H-"E0J#0HH96YT:71L960@=&\@8F5N969I=",@=6YD97(@=&AE(%-E
M=F5R86YC92!0;&%N+B!!; &P@8F5N969I=",@<&%Y86)L92!U;F1E<B!T:;&4@
M4V5V97)A;F-E(%!L86X@87)E('!O(&)E(&1E<FEV960@9G)O;2`I5&H-"B] &
M-"`Q(%1F#0I4*@T**!1H92!#;VUP86YY7#(R,G,@=&AE;B!C=7)R96YT(&]P
M97)A=&EN9R!F=6YD<RX@3F]N92!O9B!T:;&4@;V)L:6=A=&EO;G,@;V8@=&AE
M(\$-O;7!A;GD@9&5S8W)I8F5D(&%B;W9E(&5X:7-T('5N;&5S<R!A("E4:@T*
M5"H-"BA<,C(S8VAA;F=E(&EN(&-O;G1R;VQ<,C(T(&AA<R!O8V-U<G)E9"X@
M5&AE(\$-O;7!A;GD@=VEL;"!P<F]T96-T('1H92!P87)T:6-I<&%N="!A9V!I
M;G-T(&EM<&]S:71I;VX@;V8@86YY(&5X8VES92!T87@@;VX@*51J#0I4*@T*
M*%PR,C-E>&-E<W,@<&%R86-H=71E7#(R-"!P87EM96YT<R!U;F1E<B!T:;&4@
M0V]D92!B>2!P<F]V:61I;F<@7#(R,V=R;W-S('5P7#(R-"!P87EM96YT<R!T
M;R!T:;&4@<&%R=&EC:7!A;G0N(%1H92!3979E<F%N8V4@*51J#0I4*@T**!L
M86X@=&5R;6EN871E<R!\$96-E;6)E<B`S,2P@,C`P,2P@8G5T('!I;&P@8F4@
M97AT96YD960@870@=&AE(&5N9!"O9B!E86-H('EE87(@8V]M;65N8VEN9R!W
M:71H('1H92!Y96%R(#P,#`@*51J#0I4*@T**&9O<B!A;B!A9&1I=&EO;F%L
M('EE87(L('5N;&5S<R!T:;&4@0V]M<&%N>2!G:79E<R!N;W1I8V4@=&AA="!T
M:;&4@=&5R;6EN871I;VX@9&%T92!I<R!N;W0@=&\@8F4@97AT96YD960N("E4
M:@T*,"M,BXS(%1\$#0HH("@"`@("@"`@5&AE(\$-O;7!A;GD@:;&%S('!W;R!T<G5S
M="!A9W)E96UE;G1S('!I=&@2V5Y(%1R=7-T(\$-O;7!A;GD@;V8@3VAI;RP@
M3BY!+B!W:&EC:"!R96QA=&4@=&\@=&AE(\$G<F5E;65N="!,*51J#0HP("TQ
M+C\$R(%1\$#0HH86YD('1H92!3979E<F%N8V4@4&QA;BX@5&AE(&9I<G-T('!U
M8V@=@=")U<W@086=R965M96YT('!R;W9I9&5S(&9O<B!T:;&4@<&%Y;65N="!O
M9B!T:;&4@8F5N969I=",@87)I<VEN9R!U;F1E<B!T:;&4@*51J#0I4*@T**\$%G
M<F5E;65N="!L(&%N9!"T:;&4@<V5C;VYD('!R=7-T(%&G<F5E;65N="!P<F]V
M:61E<R!F;W(<<F5I;6)U<G-E;65N="!O9B!L96=A;"!F965S(&%N9"!E>`!E
M;G-E<R!I;F-U<G)E9"!B>2!T:;&4@*51J#0I4*@T**&]F9FEC97)S(&EN(&5N
M9F]R8VEN9R!T:;&5I<B!R:6=H=",@=6YD97(@=&AE(\$%G<F5E;65N="!@86YD
M(&)Y('1H92!K97D@96UP;&]Y965S('5N9&5R('1H92!3979E<F%N8V4@4&QA
M;BX@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"!4:;&4@0V]M<&%N>2!H87,@:6YD
M96UN:69I8V%T:6]N(%&G<F5E;65N="!@7"A<,C(S26YD96UN:69I8V%T:6]N
M(\$%G<F5E;65N="!-<,C(T7"D@=VET:"!E86-H(&-U<G)E;G0@;65M8F5R(&]F
M("E4:@T*,"M,2XQ,B!41`T**!1H92!";V%R9!"O9B!:\$7)E8W1O<G,N(%1H
M92!F;W)M(&%N9"!E>&5C=71I;VX@;V8@=&AE(\$EN9&5M;FEF:6-A=&EO;B!!
M9W)E96UE;G1S('!E<F4@87!P<F]V960@8GD@=&AE("E4:@T*5"H-"BA#;VUP
M86YY7#(R,G,@<VAA<F5H;VQD97)S(&%T('1H92!!;FYU86P@365E=&EN9R!C
M;VYV96YE9"!O;B!<`I;"`R.2P@,3DX-RX@4W5C:"!);F1E;6YI9FEC871I
M;VX@06=R965M96YT<R`I5&H-"E0J#0HH97-S96YT:6%L;'D@<`)O=FED92!T
M:&%T('!O('1H92!E>`!E;G0@<&5R;6ET=&5D(&)Y(\$]H:6@;&%W+"!T:;&4@
M0V]M<&%N>2!W:6QL(&EN9&5M;FEF>2!T:;&4@:6YD96UN:71E92!A9V!I;G-T
M(&%L;"`I5&H-"E0J#0HH97AP96YS97,L(&-O<W1S+"!L:6%B:6QI=&EE<R!A
M;F0@;&]S<V5S(%PH:6YC;'5D:6YG(&%T=&]R;F5Y<UPR,C(@9F5E<RP@:G5D
M9VUE;G1S+"!F:6YE<R!O<B!S971T; &5M96YT<UPI(&EN8W5R<F5D(&]R('!U
M9F9E<F5D("E4:@T*5"H-"BAB>2!T:;&4@:6YD96UN:71E92!I;B!C;VYN96-T
M:6]N('!I=&@86YY('!-U:70@:6X@=VAI8V@=&AE(&EN9&5M;FET964@:7,@
M82!P87)T>2!O<B!O=&AE<G=I<V4@:6YV;VQV960@87,@82!R97-U;'0@;V8@
M*51J#0I4*@T**&AI<R!O<B!H97(@<V5R=FEC92!A<R!A(&UE;6)E<B!O9B!T
M:;&4@0F]A<FON(\$EN(&-O;FYE8W1I;VX@=VET:"!T:;&4@9F]R96=O:6YG(\$EN
M9&5M;FEF:6-A=&EO;B!!9W)E96UE;G1S+"!T:;&4@*51J#0I4*@T**&-O;7!A
M;GD@:;&%S(&5N=&5R960@:6YT;R!A('!R=7-T(%&G<F5E;65N="!W:71H(\$ME
M>2!4<G5S="!#;VUP86YY(&]F(\$]H:6@L(\$XN02X@<`5R<W5A;G0@=&\@=VAI
M8V@=&AE('!A<G1I97,@*51J#0I4*@T**!1O('1H92!);F1E;6YI9FEC871I
M;VX@06=R965M96YT<R!M87D@8F4@<F5I;6)U<G-E9"!W:71H(')E<W!E8W0@
M=&\@96YF;W)C:6YG('1H96ER(')E<W!E8W1I=F4@<FEG:'1S('5N9&5R('1H
M92`I5&H-"E0J#0HH26YD96UN:69I8V%T:6]N(%&G<F5E;65N="!N("E4:@T*
M,"M,BXS(%1\$#0HH("@"`@("@"`@26X@;W)D97(@=&\@<`)O;6]T92!M=71U86P@
M87!P<F5C:6%T:6]N(&]F(&UA;F%G96UE;G0@86YD('5N:6]N(&EN=&5R97-T
M<RP@=&AE(\$-O;7!A;GD@86YD('1H92!5;FET960@4W1E96P@*51J#0HP("TQ
M+C\$R(%1\$#0HH5V]R:V5R<R!O9B!!;65R:6-A(%PH7#(R,U535T%<,C(T7"D@
M<F5A8VAE9"!A9W)E96UE;G0@:6X@,3DY-B!O;B!A('!R;V-E<W,@=&\@:F]I
M;G1L>2!D97-I9VYA=&4@82!M96UB97(@;V8@=&AE(\$)O87)D("E4:@T*5"H-
M"BAO9B!:\$7)E8W1O<G,@;V8@=&AE(\$-O;7!A;GDL('!U<G-U86YT('!O(&\$@
M9V5N97)A;"!U;F1E<G-T86YD:6YG(&)E="E96X@=&AE(%535T@86YD(&-E
M<G1A:6X@0V]M<&%N>2`I5&H-"E0J#0HH<W5B<VED:6%R:65S(')E86-H960@
M:6X@,3DY,RX@4W5C:"!D97-I9VYE92!W;W5L9"!B92!S=6)J96-T('!O(&%N
M;G5A;"!N;VUI;F%T:6]N(&)Y('1H92!#;VUP86YY+"!E;&5C=&EO;B!B>2`I
M5&H-"E0J#0HH=F]T92!O9B!T:;&4@<VAA<F5H;VQD97)S+"!A;F0@86QL(&QA
M=W,@86YD(\$-O;7!A;GD@<&]L:6-I97,@87!P;&EC86)L92!T;R!T:;&4@0F]A
M<F0@;V8@1&ER96-T;W)S+B!);B!T:;&4@979E;G0@82`I5&H-"E0J#0HH;65M
M8F5R(&ES(&IO:6YT;'D@9&5S:6=N871E9"!I;B!T:;&4@9G5T=7)E+"!T:;&4@
M=&]T86P@;G5M8F5R(&]F(\$1I<F5C=&]R<R!W:6QL(&)E(&EN8W)E87-E9"!T
M;R!I;F-L=61E('!-U8V@&9&5S:6=N964N("E4:@T*5"H-"BA5;F1E<B!T:;&4@

M<F5C96YT; 'D<V5T=&QE9"!I86)O<B!N96=O=&EA=&EO;G,@:6X@,3DY.2!W
M:71H('1H92!54U=+!":T:&4@86=R965M96YT('=A<R!E>"!E;F!E9"!T;R!*
M=6QY(#,Q+"`R,#`T+B`I5&H-"B] &,R`Q(%1F#0HV+C<R("TR+C,V(%1\$#0HH
M4T5#5\$E/3B`Q-EPH85PI(\$)%3D5&24-)04P@3U=.15)32\$E0(%)%4\$]25\$E.
M1R!#3TU03\$E!3D-*\$51J#0HO1C0@,2!49@T*+38N-S(@+3(N,S0@5\$0-"B@@
M("`@("1396-T:6)N(#\$V7"AA7"D@;V8@=&AE(%-E8W5R:71I97,@17AC:&%N
M9V4@06-T(&]F(#\$Y,S0@7"A<,C(S17AC:&%N9V4@06-T7#(R-%PI(')E<75I
M<F5S('1H92!#;VUP86YY7#(R,G,@1&ER96-T;W)S(&%N9`I5&H-"C`@+3\$N
M,3(@5\$0-"BAO9F9I8V5R<R!A;F0@<&5R<V]N<R!W:& \&;W=N(#\$P)2!O<B!M
M;W)E(&]F(&\$@<F5G:7-T97)E9"!C;&%S<R!O9B!T:&4@0V]M<&%N>5PR,C)S
M(&5Q=6ET>2!S96-U<FET:65S+"!T;R!F:6QE(')E<&]R=',@*51J#0I4*@T*
M* &]F(&]W;F5R<VAI<"!A;F0@8VAA;F=E<R!I;B!O=VYE<G-H:7`@;VX@1F]R
M;7,@,RP@-"!A;F0@-2!W:71H('1H92!314,N(\$I<F5C=&]R<RP@;V9F:6-E
M<G,@86YD(#\$P)2!O<B!G<F5A=&5R("E4:@T*5"H-"BAS:&%R96AO;&1E<G,@
M87)E(')E<75I<F5D(&)Y(%-%OR!R96=U;&%T:6]N<R!T;R!F=7)N:7-H('1H
M92!#;VUP86YY('=I=&@8V]P:65S(&]F(&%L;"!&;W)M<R`S+"`T(&%N9`U
M('1H97D@9FEL92X@*51J#0HP("TR+C,@5\$0-"B@@("`@("!"87-E9"!S;VQE
M;'D@;VX@=&AE(\$-O;7!A;GE<,C(R<R!R97I97<@;V8@=&AE(&-O<&EE<R!O
M9B!S=6-H(\$9O<FUS(&ET(&AA<R!R96-E:79E9"P@86YD('=R:71T96X@<F5P
M<F5S96YT871I;VYS("E4:@T*,"`M,2XQ,B!41`T**&)Y('U8V@<&5R<V]N
M<RP@=&AE(\$-O;7!A;GD@8F5L:65V97,@=&AA="!A;&P@;V8@:71S(\$I<F5C
M=&]R<R!A;F0@;V9F:6-E<G,@8V]M<&QI960@=VET:"!A;&P@9FEL:6YG(')E
M<75I<F5M96YT<R`I5&H-"E0J#0HH87!P;&EC86)L92!T;R!T:&5M('=I=&@@
M<F5S<&5C="!T;R!T<F%N<V%C=&EO;G,@:6X@=&AE(\$-O;7!A;GE<,C(R<R!E
M<75I="D@<V5C=7)I=&EE<R!D=7)I;F<@=&AE(&9I<V-A;"!Y96R(&5N9&5D
M("E4:@T*5"H-"BA\$96-E;6)E<B`S,2P@,3DY.2X@*51J#0HR,BXX."`M,BXS
M(%1\$#0HH,3D@*51J#0I%5`T*96YD<W1R96%M#0IE;F1O8FH-"C@R(#`@;V)J
M#0H\/'T*+U!R;V-3970@6R]01\$8@+U1E>'0@70T*+T90;G0@/#P-"B] &,B`T
M(#`@4@T*+T8S(#4@,"!2#0HO1C0@-B`P(%-"CX^#0HO17AT1U-T871E(#P\
M#0HO1U,Q(#<@,"!2#0H^/@T*/CX-"F5N9&]B:@T*.#0@,"!O8FH-"CP\#0HO
M3&5N9W1H(#4R,#(-"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("`@("`@("`@("`@("`@*51J#0HO1C,@,2!49@T*.2XP-B`M,BXS
M-B!41`T**\$%04\$]3E1-14Y4[\$]&(\$E.1\$5014Y\$14Y4(%!50DQ)OR!0T-/
M54Y404Y44RE4:@T*,3`N.#0@+3(N-"!41`T**%PH4')O<&]S86P@3F\N(#<
M*2E4:@T*+T8R(#\$@5&8-"BTQ.2XY("TR+C,T(%1\$#0HH("`@("`@02!P<F]P
M;W-A;"!W:6QL(&)E('!R97-E;G1E9"!A="!T:&4@365E=&EN9R!T;R!R871I
M9GD@=&AE(&%P<&]I;G1M96YT(&]F('1H92!F:7)M(&]F(\$5R;G-T("8@66]U
M;F<@3\$Q0(&%S("E4:@T*,"`M,2XQ,B!41`T**&EN9&5P96YD96YT('!U8FQI
M8R!A8V-O=6YT86YT<R!T;R!E>&%M:6YE('1H92!B;V]K<R!O9B!A8V-O=6YT
M(&%N9"!O=&AE<B!R96-O<F1S(&]F('1H92!#;VUP86YY(&%N9"!I=",@*51J
M#0I4@T*+&-O;G-O;&ED871E9"!S=6)S:61I87)I97,@9F]R('1H92!F:7-C
M86P@>65A<B!E;F1I;F<@1&5C96UB97(@,S\$]L(#(P,#`N)E<')E<V5N=&%T
M:79E<R!O9B!%<FYS="`F(%EO=6YG(\$Q,4"!A<F4@*51J#0I4*@T*+5X<&5C
M=&5D('!O(&)E('!R97-E;G0@870@=&AE(\$UE971I;F<N(%-U8V@<&F5P<F5
M96YT871I=F5S('=I;&P@:&%V92!A;B!O<!O<G1U;FET>2!T;R!M86ME(&5@
M<W1A=&5M96YT(&EF('1H97D@<V\@*51J#0I4*@T*+1E<VER92!A;F0@87)E
M(&5X<&5C=&5D('!O(&)E(&%V86EL86)L92!T;R!R97-P;VYD('!O(&%P<')O
M<')I871E('!U97-T:6]N<RX@06QT:&]U9V@<W5C:"!R871I9FEC871I;VX@
M:7,@;F]T("E4:@T*5"H-"BAR97\$U:7)E9"!B>2!L87<L('1H92!";V%R9"!O
M9B!\$:7)E8W1O<G,@8F5L:65V97,@=&AA="!S:&%R96AO;&1E<G,@<VAO=6QD
M(&)E(&=I=F5N('!H:7,@;W!P;W)T=6YI="D@=&\@97AP<F5S<R!T:&5I<B`I
M5&H-"E0J#0HH=FEE=W,@;VX@=&AE('U8FIE8W0N(%=H:6QE(&YO="!B:6YD
M:6YG(&]N('1H92!";V%R9"!O9B!\$:7)E8W1O<G,L('1H92!F86EL=7)E(&]F
M('1H92!S:&%R96AO;&1E<G,@=&\@<F%T:69Y('1H92`I5&H-"B] &-"`Q(%1F
M#0I4@T*+&%P<&]I;G1M96YT(&]F(\$5R;G-T("8@66]U;F<@3\$Q0(&%S('1H
M92!#;VUP86YY7#(R,G,@:6YD97!E;F1E;G0@<'5B;&EC(&%C8V]U;G1A;G1S
M('=O=6QD(&)E(&-O;G-I9&5R960@8GD@=&AE("E4:@T*5"H-"BA";V%R9"!I
M;B!D971E<FUI;FEN9R!W:65T:&5R(&]R(&YO="!T;R!C;VYT:6YU92!T:&4@
M96Y86E=&E;65N="!O9B!%<FYS="`F(%EO=6YG(\$Q,4"X@*51J#0HP("TR+C,V
M(%1\$#0HH("`@("`@*51J#0HO1C,@,2!49@T*,2XU-B`P(%1\$#0HH5&AE(\$I
M<F5C=&]R<R!R96-O;6UE;F0@82!V;W1E(\$9/4B!T:ES('!R;W!O<V%L('!O
M(')A=&EF>2!T:&4@87!P;VEN=&UE;G0@;V8@17)N<W0@)B!9;W5N9R!;3%`@
M87,@*51J#0HO1C@,2!49@T*+3\$N-38@+3\$N,C(@5\$0-"BAY;W5R(\$-O;7!A
M;GE<,C(R<R!I;F1E<&5N9&5N="!P=6)L:6,@86-C;W5N=&%N='N*51J#0HQ
M.2XP-"`M,BXT(%1\$#0HH04Y.54%,(%)%4\$]25\$E04:@T*+T8T(#\$@5&8-"BTQ
M.2XP-"`M,BXS-"!41`T**`@("`@(%1H92!#;VUP86YY7#(R,G,@,3DY.2!!
M;FYU86P@4F5P;W)T('!O(%-H87)E:&]L9&5R<RP@:6YC;'5D:6YG(&9I;F%N
M8VEA;"!S=&%T96UE;G1S+"!I<R!B96EN9R!D:7-T<FEB=71E9"!T;R!A;&P@
M*51J#0HP("TQ+C\$R(%1\$#0HH<VAA<F5H;VQD97)S(&]F('1H92!#;VUP86YY
M('!O9V5T:&5R('=I=&@@=&AI<R!O<F]X>2!3=&%T96UE;G0L(&EN('=A=&ES
M9F%C=&EO;B!O9B!T:&4@<F5Q=6ER96UE;G1S(&]F('1H92!314,N("E4:@T*
M5"H-"BA!9&1I=&EO;F%L(&-O<&EE<R!O9B!S=6-H(')E<&]R="!A<F4@879A
M:6QA8FQE('5P;VX@<F5Q=65S="X@5&\@;V)T86EN(&%D9&ET:6]N86F8V]P
M:65S(&]F('U8V@<06YN=6%L(%E<&]R="`I5&H-"E0J#0HH<&QE87-E(&-O
M;G1A8W0@=&AE(\$-O;7!A;GE<,C(R<R!);G9E<W1O<B!296QA=&EO;G,@1&5P
M87)T:65N="!A="!<#(Q-EPI(#8Y-"TU-#4Y+B`I5&H-"B] &,R`Q(%1F#0HQ
M-RXP-"`M,BXS-B!41`T**\$%3D5204P@24Y&3U)-051)3TXI5&H-"B] &-"`Q
M(%1F#0HM,3<N,@@+3(N,S0@5\$0-"B@@("`@("!"4:&4@8V]S="!O9B!S;VQI
M8VET:6YG('!R;WAI97,@=VEL;"!B92!P86ED(&)Y('1H92!#;VUP86YY+B!)
M;B!A9&1I=&EO;B!T;R!S;VQI8VET871I;VX@8GD@;6%I;"P@<V]L:6-I=&%T
M:6]N<R!M87D@*51J#0HP("TQ+C\$R(%1\$#0HH86QS;R!B92!M861E(&)Y('!E
M<G-O;F%L(&EN=&5R=FEE=RP@=&5L96=R86T@86YD('!E;&5P:&]N92X@07)R
M86Y86UE;G1S('=I;&P@8F4@;6%D92!W:71H(&)R;VME<F%G92!H;W5S97,@
M86YD("E4:@T*5"H-"BAO=&AE<B!C=7-T;V1I86YS+"!N;VUI;F5E<R!A;F0@

M9FED=6-I87)I97,@=&\@<V5N9"!P<F]X:65S(&%N9"!P<F]X>2!M871E<FEA
M;"!T;R!T:&5I<B!P<FEN8VEP86QS+"!A;F0@=&AE(\$-O;7!A;GD@*51J#0I4
M*@T**'=I; &P@<F5I;6)U<G-E('1H96T@9F]R('1H96ER(&5X<&5N<V5S(&EN
M('1O(&1O:6YG+B! /9F9I8V5R<R!A;F0@;W1H97(@<F5G=6QA<B!E;7!L;WEE
M97,@;V8@=&AE(\$-O;7!A;GDL(&%S('EE="I5&H-"EOJ#0HH=6YD97-19VYA
M=&5D+"!M87D@86QS;R!R97#U97-T('1H92!R971U<FX@;V8@<')O>&EE<R!B
M>2!T96QE<&AO;F4L('1E; &5G<F%M+"!O<B!I;B!P97)S;VXN(\$9I;F%L;'DL
M('1H92!#;VUP86YY(&AA<R`I5&H-"EOJ#0HH<F5T86EN9601V50<F=E<V]N
M(%-H87)E: &]L9&5R(\$-O;6UU;FEC871I;VYS(\$EN8RXL(\$YE=R!9;W)K+"! .
M97<<66]R:RF@=&\@87-s:7-T(&EN('1H92!S;VQI8VET871I;VX@;V8@<')O
M>&EE<R`I5&H-"EOJ#0HH=7-I;F<@=&AE(&UE86YS(')E9F5R<F5D('1O(&%B
M;W9E+"!A="!A;B!A;G1I8VEP871E9"!C;W-T(&]F("OQ,"PP,#`L('!L=7,@
M<F5A<V]N86)L92!E>!'E;G-E<RX@*51J#0HP("TR+C,@5\$0-"B@@"`@("!"!O
M=7)S=6%N="!T;R!R96=U; &%T:6]N<R!O9B!T:&4@4T5#+!"!T:&4@;6%T97)I
M86P@87!P96%R:6YG('5N9&5R('1H92!C87!T:6]N<R!<,C(SOV]M<&5N<V%T
M:6]N(\$-O;6UI='1E92!297!O<G0@*51J#0HP("TQ+C\$R(%1\$#0HH;VX@17AE
M8W5T:79E(\$-O;7!E;G-A=&EO;EPR,C0@86YD(%PR,C-3:&%R96AO; &1E<B!2
M971U<FX@4&5R9F]R;6%N8V5<,C(T(&%R92!N;W0@9&5E;65D('1O(&)E('1O
M; &EC:71I;F<@;6%T97)I86P@;W(@=&\@*51J#0I4*@T**&)E(&9I; &5D('=I
M=&@=&AE(\$-O)R!O<B!S=6)J96-T('1O(&)E9W5L871I;VX@,31!(!!R;VUU
M; &A=&5D(&)Y('1H92!314,@;W(@4V5C=&EO;B`Q."!O9B!T:&4@4V5C=7)I
M=&EE<R`I5&H-"EOJ#0HH17AC:&%N9V4@06-T(&]F(#\$Y,SON("E4:@T*,"`M
M,BXS(%1\$#0HH("`@("`@5&AE(\$-O;6UO;B!3:&%R97,@<F5P<F5S96YT960@
M8GD@<')O<&5R;'D@875T: &]R:7IE9"!P<F]X:65S('=I; &P@8F4@=F]T960@
M87,@<W!E8VEF:65D+B!)="!I<R!I;G1E;F1E9"!T:&%T("E4:@T*,"`M,2XQ
M;B!41 T**1H92!#;VUM;VX@4VAA<F5S(')E<')E<V5N=&5D(&)Y('!R;WAI
M97,@;VX@=VAI8V@@;F\@<W!E8VEF:6-A=&EO;B!H87,@8F5E;B!M861E('=I
M; &P@8F4@=F]T960@1D]2('1H92!E; &5C=&EO;B`I5&H-"EOJ#0HH;V8@=&AE
M(&YO;6EN965S(&9O<B!\$:7)E8W1O<B!N86UE9"!H97)E:6X@;W(@<W5C:"!S
M=6)S=&ET=71E(&YO;6EN965S(&%S('1H92!"!V%R9"!O9B!\$:7)E8W1O<G,@
M;6%Y(&1E<VEG;F%T92P@*51J#0I4*@T**\$9/4B!R871I9FEC871I;VX@;V8@
M17)N<W0@)B!9;W5N9R!;3%`@87,@=&AE(&9I<FT@;V8@:6YD97!E;F1E;G0@
M<'5B; &EC(&%C8V]U;G1A;G1S('1O(&5X86UI;F4@=&AE(&)O;VMS(&]F("E4
M:@T*5"H-"BAA8V-O=6YT(&%N9"!O=&AE<B!R96-O<F1S(&]F('1H92!#;VUP
M86YY(&%N9"!I=',@8V]N<V]L:61A=&5D(&%F9FEL:6%T97,@9F]R('1H92!F
M:7-C86P@>65A<B`R,#`P(&%N9"!A="!T:&4@*51J#0I4*@T**&1I<V-R971I
M;VX@;V8@=&AE('!E<G-O;G,@;F%M960@87,@<')O>&EE<R!O;B!A; &P@;W1H
M97(@;6%T=&5R<R!W; &EC:"!M87D@<')O<&5R;'D@87]M92!B9690<F4@=&AE
M(\$UE971I;F<N("E4:@T*,"`M,BXS(%1\$#0HH("`@("`@070@=&AE(\$UE971I
M;F<L('1H92!R97-U;'1S(&]F('1H92)E: &]L9&5R('9O=&EN9R!W:6QL(&)E
M('1A8G5L871E9"!B>2!T:&4@:6YS<&5C=&]R(&]F(&5L96-T:6]N<R!A<'!O
M:6YT960@9F]R('1H92!I5&H-"C`@+3\$N,3(@5\$0-"BA-965T:6YG+B!4:&4@
M0V]M<&%N>2!I;G1E;F1S('1O('1R96%T('!R;W!E<FQY(&%U=&AO<FEZ960@
M<'O>&EE<R!T:&%T(&%R92!M87)K960@7#(R,V%B<W1A:6Y<,C(T(&]R('1H
M870@87)E(&AE; &O@:6X@<F5S<&5C="!O9B!T:&4@96QE8W1I;VX@*51J#0I4
M*@T**&]F(\$1I<F5C=&]R<R!W:6QL(&YO="!B92!C;W5N=&5D(&EN(&1E=&5R
M;6EN:6YG('1H92!O=71C;VUE(&]F('1H870@=F]T92X@26X@<F5S<&5C="!O
M9B!T:&4@<')O<&]S86P@=&\@<F%T:69Y('1H92!I5&H-"EOJ#0HH87!P;VEN
M=&UE;G0@;V8@=&AE(&EN9&5P96YD96YT('!U8FQI8R!A8V-O=6YT86YT<RP@
M86)S=&5N=&EO;G,@=VEL;"!B92!T<F5A=&5D(&%S('9O=&5S(&%G86EN<W0@
M=&AE('!R;W!O<V%L+"!A;F0@*51J#0I4*@T**&)R;VME<B!N;VXM=F]T97,@
M=VEL;"!B92!T<F5A=&5D(&%S(&AA=FEN9R!N;R!E9F9E8W0@;VX@=&AE(&]U
M=&-O;64@;V8@=&AE('9O=&4N("E4:@T*,C(N.#@+3(N,R!41`T**#(P("E4
M:@T*150-"F5N9"-T<F5A;0T*96YD;V)J#OHX-2`P(&]B:@T*/#P-"B]O<F]C
M4V5T(%L04\$1(&])497AT(%T-"B] &;VYT(#P\#0HO1C(@-"`P(-"B] &;R`U
M(#`@4@T*+T8T(#8@,"!2#0HO1C8@,S\$@,"!2#OH^/@T*+T5X=\$=3=&%T92`\
M/`T*+T=3,2`W(#`@4@T*/CX-"CX^#0IE;F108FH-"C@W(#`@;V)J#0H^/@T*
M+TQE;F=T:"`S-3(R#0H^/@T*W1R96%#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*,"`M,BXS(%1\$#0HH("`@("`@
M268@;F]T:6-E(&EN('R:71I;F<@<VAA; &P@8F4@9VEV96X@8GD@86YY('1H
M87)E: &]L9&5R('1O('1H92!O<F5S:61E;G0L(&%5FEC92!O<F5S:61E;G0@
M;W(@=&AE(-E8W)E=&%R>2P@;F]T(&QE<W,@*51J#0HP("TQ+C\$R(%1\$#0HH
M=&AA;B`T."!H;W5R<R!B9690<F4@=&AE('1I;64@9FEX960@9F]R('1H92!H
M;VQD:6YG(&]F('1H92!-965T:6YG+"!T:&%T('1H92!O=&VAA<F5H;VQD97(@
M9&5S:7)E<R!T:&%T('1H92!V;W1I;F<@9F]R("E4:@T*5"H-"BAT:&4@96QE
M8W1I;VX@;V8@1&ER96-T;W)S('1H86QL(&)E(&-U;75L871I=F4L(&%N9"!I
M9B!A;B!A;FYO=6YC96UE;G0@;V8@=&AE(&I=FEN9R!O9B!S=6-H(&YO=&EC
M92!I<R!M861E('5P;VX@=&AE("E4:@T*5"H-"BAC;VYV96YI;F<@;V8@=&AE
M(\$UE971I;F<@8GD@=&AE(\$-H86ER;6%N(&]R(%-E8W)E=&%R>2!O<B!B>2!O
M<B!O;B!B96AA; &8@;V8@=&AE('1H87)E: &]L9&5R(&I=FEN9R!S=6-H(&YO
M=&EC92P@*51J#0I4*@T**&5A8V@<VAA<F5H;VQD97(@<VAA; &P@: &%Y92!T
M:&4@<FEG:'O@=&\@8W5M=6QA=&4@<W5C:"!V;W1I;F<@<]W97(@87,@: &4@
M;W(@<VAA('!O<W-E<W-E<R!A="!S=6-H(&5L96-T:6]N+B!5;F1E<B`I5&H-
M"EOJ#0HH8W5M=6QA=&EV92!V;W1I;F<@82!S:&%R96AO; &1E<B!M87D@8V%
M="!F;W(@86YY(&]N92!N;VUI;F5E(&%S(&UA;GD@=F]T97,@87,@<VAA; &P@
M97%U86P@=&AE(&YU;E)<B!O9B!\$:7)E8W1O<G,@*51J#0I4*@T**!1O(&)E

M(&5L96-T960L(&UU;'1I<&QI960@8GD=&AE(&YU;6)E<B!O9B!H:7,@;W(@M:&5R(\$-O;6UO;B!3:&%R97,N(\$%L;'!O9B!S=6-H('9O=&5S(&UA>2!B92!CM87-T(&9O<B!A('!-I;F=L92`I5&H-"E0J#0HH;F]M:6YE92!O<B!M87D@8F4@M9&ES=')I8G5T960@86UO;F<@86Y('1W;R!O<B!M;W)E(&YO;6EN965S(&%SM(&AE&]R('!-H92!M87D@9&5S:7)E+B!)9B!C=6UU;&%T:79E('9O=&EN9R!IM<R`I5&H-"E0J#0HH:6YV;VME9"PE@86YD('5N;&5S<R!C;VYT<F%R>2!I;G-TM<G5C=&EO;G,@87)E(&=I=F5N(&)Y(&\$@<VAA<F5H;VQD97(@=VAO('!-I9VYSM(&\$@<')O>`DL(&%L;'!V;W!E<R!R97!R97-E;G!E9"!B>2`I5&H-"E0J#0HMM<W5C:"!P<F]X>2!W:6QL(&)E(&-A<W0@:6X@<W5C:"!M86YN97(@86YD(&ENM(&%C8V]R9&%N8V4@=VET:"!T:&4@9&ES8W)E=&EO;B!O9B!T:&4@<5&R<V]N M(&%C=&EN9R!A<R!P<F]X>2!A<R!W:6QL("E4:@T*+T8T(#\$@5&8-"E0J#0HMM<F5S=6QT(&EN('!H92!E;&5C=&EO;B!O9B!A<R!M86YY(&]F('!H92!";V%RM9"!O9B!\$:7)E8W!O<G-<,C(R(&YO;6EN965S(&%S(&ES('!O<W-I8FQE+B`I M5&H-"B] &,R`Q(%!F#0HQ.2XP-"M,BXS-B!41`T**\$]42\$52(\$)54TE.15-3M*51J#0HO1C0@,2!49@T*+3\$Y+C`T("TR+C,T(%!\$#0HH("`@("`@270@:7,@M;F]T(&%N=&EC:7!A=&5D('!H870@86YY(&]T:&5R(&UA="!E<G,@=VEL;"!BM92!B<F]U9VAT(&)E9F]R92!T:&4@365E=&EN9R!F;W(@86-T:6]N.R!H;W=E M=F5R+"!I9B!A;GD@<W5C:"`I5&H-"C`@+3\$N,3(@5\$0-"BAO=&AE<B!M871TM97)S('!-H86QL('!R;W!E<FQY(&-O;64@8F5F;W)E('!H92!-965T:6YG+"!IM="!I<R!I;G!E;F!E9"!T:&%T('!H92!P97)S;VYS(&%U=&AO<FEZ960@=6YDM97(@<')O>&EE<R!M87DL("E4:@T*5"H-"BAI;B!T:&4@86)S96YC92!O9B!IM;G-T<G5C=&EO;G,@=&\@=&AE(&-O;G!R87)Y+"!V;W!E(&]R(&%C="!T:&5RM96]N(&EN(&%C8V]R9&%N8V4@=VET:"!T:&5I<B!B97-T(&IU9&=M96YT+B`I M5&H-"B] &,R`Q(%!F#0HQ-BXS-B`M,BXS-B!41`T**%- (05)%2\$],1\$52(%!2M3U!/4T%,4RE4:@T*+3\$V+C,V("TR+C0@5\$0-"BA\$96%D;&EN92!F;W(@26YCM;`5S:6]N(&EN(%!R;WAY(\$UA=&5R:6%L<RE4:@T*+T8T(#\$@5&8-"C`@+3(NM,S0@5\$0-"B@@"`@("!!;GD@<')O<]S86P@8GD@82!S:&%R96AO;&1E<B!O M9B!T:&4@0V]M<&%N>2!I;G!E;F!E9"!T;R!B92!P<F5S96YT960@870@=&AEM('EE87(@,C`P,2!!;FYU86P@365E=&EN9R!O9B`I5&H-"C`@+3\$N,3(@5\$0-M`BA3:&%R96AO;&1E<G,@;75S="!B92!R96-E:79E9"!B>2!T:&4@0V]M<&%NM>2!O;B!O<B!B969O<F4@3F]V96UB97(@,3DL(#P,#`@=&\@8F4@:6YC;'5DM960@:6X@=&AE('!R;WAY("E4:@T*5"H-"BAM871E<FEA;'@;V8@=&AE(\$-O M;7!A;GD@<F5L871I;F<@=&\@<W5C:"!M965T:6YG+B`I5&H-"B] &,R`Q(%!FM#0HP("TR+C,V(%!\$#0HH1&ES8W)E=&EO;F%R>2!6;W!I;F<@;V8@4')O>&EEM<RE4:@T*+T8T(#\$@5&8-"C`@+3(N,S0@5\$0-"B@@"`@("!!;B!A8V-O<F1AM;F-E('!-I=&@<F5C96YT(&%M96YD;65N=',@=&\@4G5L92`Q-&\$M-"!U;F!EM<B!T:&4@4V5C=7)I=&EE<R!%>&-H86YG92!!8W0@;V8@,3DS-"P@:68@;F]TM:6-E(&]F(&\$@*51J#0HP("TQ+C\$R(%!\$#0HH<')O<]S86P@8GD@82!S:&%RM96AO;&1E<B!O9B!T:&4@0V]M<&%N>2!I;G!E;F!E9"!T;R!B92!P<F5S96YT M960@870@=&AE('EE87(@,C`P,2!!;FYU86P@365E=&EN9R!O9B`I5&H-"E0JM#0HH4VAA<F5H;VQD97)S(&ES(')E8V5I=F5D(&)Y('!H92!#;VUP86YY(&%FM=&5R(\$9E8G)U87)Y(#(L(#P,#\$L('!H92!P97)S;VYS(&%U=&AO<FEZ960@M=6YD97(@=&AE(\$-O;7!A;GE<,C(R<R`I5&H-"E0J#0HH;6%N86=E;65N="!PM<F]X:65S(&UA>2!E>&5R8VES92!D:7-C<F5T:6]N87)Y(&%U=&AO<FET>2!TM;R!V;W!E(&]R(&%C="!O;B!S=6-H('!R;W!O<V%L(&EF('!H92!P<F]P;W-A M;"!I<R!R86ES960@870@*51J#0I4*AT**!H92!#;VUP86YY7#(R,G,@06YNM=6%L(\$UE971I;F<@;V8@4VAA<F5H;VQD97)S('!O(&)E(&AE;&0@:6X@>65AM<B`R,#`Q+B`I5&H-"B] &,R`Q(%!F#0HQ,"XP-SD@,"`P(#\$P+C`W.2`R-S0N M-S<@-#8U+CDS(%!M#0HM,"XP,#`Q(%!C#0HH24U03U)404Y4*51J#0I%5`T* M,"!#0HP(\$H@,"!J(#`N,C0@=R`Q,"!-(&M="!D#0HQ(&D@#0HR-S0N-S<@M-#8T+C<S(&T-"C,S-RXT,2`T-C0N-S,@;`T*4PT*0E0-"C\$P+C`W.2`P(#`@M,3`N,#`Y(#(U+C8U(#0S.2XR.2!4;0T*,"!48PT**1O(&%S<W5R92!Y;W5RM(')E<')E<V5N=&%T:6]N(&%N9"!A('!U;W)U;2!F;W(@=&AE('!R86YVS86-TM:6]N(&]F(&)U<VEN97-S(&%T('!H92!-965T:6YG+"!P;&5A<V4@<VEN;BP@M9&%T92!A;F0<F5T=7)N('!H92`I5&H-"C`@+3\$N,S,S-2!41`T**&5N8VQOM<V5D('!R;WAY(&-A<F0@<')O;7!T;'DL(&]R(&%P<]I;G0@>6]U<B!P<F]X M:65S('!H<F]U9V@=&AE(\$EN=&5R;F5T(&]R(&)Y('!E;&5P:&]N92!A<R!D M:7)E8W!E9"!O;B!Y;W5R('!R;WAY(&-A<F0N*51J#0HO1C0@,2!49@T*,3(@M,"`P(#\$R(#,P,"XR,2`S.3@N,C4@5&T-"B@R,2`I5&H-"D54#0IE;F1S=')EM86T-"F5N9&]B:@T*.`@@,"!O8FH-"CP\#0HO4')O8U-E="!;+U!\$1B`O5&5XM="!="#0HO1F]N="`\`/T*+T8R(#0@,"!2#0HO1C,@-2`P(%(-"B] &-`V(#`@M4@T*/CX#0H]%)>`1`4W!A=&4@/#P-"B]`4\$S@-R`P(%(-"CX^#0H^/@T*96YDM;V)J#0HY,"`P(&]B:@T*/#P-"B]`96YG=&@-#(S#0H^/@T*W1R96%M#0I"M5`T*+T8R(#\$@5&8-"C\$R(#`@,"`Q,B`R-2XV-2`Y-CSN,#4@5&T-"C`@9PT* M+T=3,2!G<PT*,"!48PT*,"!4=PT**"@("`@("`@("`@("E4:@T* M+T8S(#\$@5&8-"C`T(#`@,"`R-"`Q-3DN,#D@.3(P+CDW(%!M#0HH0TQ%5D5,M04Y\$+4-,249&4R!)3D,I5&H-"C\$X(#`@,"`Q."`R-S(N,3,@.#@S+C(Y(%!M M#0HH3F]T:6-E(&]F*51J#0HM,2XU-S,S("TQ+C(Q,S,@5\$0-"BA!;FYU86P@M365E=&EN9RE4:@T*,"XP.3,S("TQ+C(Q,S,@5\$0-"BAO9B!3:&%R96AO;&1E M<G,I5&H-"C`N-C(V-R`M,2XR,3,S(%!\$#0HH=&\@8F4@:&5L9"!O;BE4:@T* M,"XQ-B`M,2XR,3,S(%!\$#0HH36%Y(#DL(#P,#`I5&H-"C\$N-S<S,R`M,2XRM,3,S(%!\$#0HH86YD*51J#0HM,BXW-#8W("TQ+C(Q,S,@5\$0-"BAO<F]X>2!3 M=&%T96UE;G0I5&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(%(-"CX^#0HO17AT1U-T871E(#P\#0HO1U,Q(#<@,"!2M#0H^/@T*/CX-"F5N9&]B:@T*.3,@,"!O8FH-"CP\#0HO3&5N9W1H(#(U.#`-M"CX^#0IS=')E86T-"D)4#0HO1C(@,2!49@T*,3(@,"`P(#\$R(#(U+C8U(#DV M,2XP-2!4;0T*,"!G#0HO1U,Q(&S#0HP(%!C#0HP(%!W#0HH("`@("`@("`@ M("`@("`@("`@*51J#0HO1C<@,2!49@T*,3`N,#@@,"`P(#\$P+C`X(#(U+C8U M(#DS-2XV,2!4;0T**\$-/34U/3B`@("`@("`@("`@("`@("`@("!"#3\$5614Q! M3D0M0TQ)1D93(\$E.0RE4:@T*,"`M,2XQ-C8W(%!\$#0HH4TA!4D53("`@("`@ M,3A42!"!&3\$]/4B!\$24%-3TY\$(\$)524Q\$24Y("T@0TQ%5D5,04Y\$+"!2\$E/M(#0T,3\$T+3(U.#DI5&H-"B] &.`Q(%!F#0HP("TR+C(S.#\$@5\$0-"B@@"!O M("`@("`@("E4:@T*+T8W(#\$@5&8-"C8N-30W-B`P(%!\$#0HH5&AI<R!P<F]X M>2!I<R!S;VQI8VET960@;VX@8F5H86QF(&]F('!H92!";V%R9"!O9B!\$:7)E

M;VT@=&AE (&90; &QO=VEN9R!N;VUI;F5E7"AS7"DZ ("`@("``@("``@("``@ M("``@("``@("E4:@T*5"H-"B@@("``@("``@("``@("``@("``@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TI5&H-"C`@+3\$N,#<Q-"!4 M1`T**"TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2TI5&H-"C`@+3 (N, 30R.2!41`T**"``@("``@("``@("``@ M("``@("``@("``@("``@("E4:24X@5\$A%25 (@1\$E30U) %5\$E/3BP@5\$A% (%!23UA) M15,@05) % (%\$55\$A/4DE: 140@*51J#0HP ("TQ+C`W, 30@5\$0-"B@@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M2\$52(\$) 54TE.15-3 (%\$3 (\$U!62!04D] 015) , 62`I5&H-"EOJ#0HH("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M5\$E.1RXI5&H-"C`@+3 (N, 30R.2!41`T**"``@("``@("``@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M<G,@:&5R96]N+B!*;VEN="E4:@T*, ``M, 2XP-S\$T (%1\$#0HH ("``@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M;BX@5VAE;B!S:6=N:6YG (&%S (&%T=&]R;F5Y+"`I5&H-"EOJ#0HH ("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M8710<BP@=") U<W1E92!O<B!G=6%R9&EA;BP@<&QE87-E*51J#0I4*@T**"``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M(&%S ('-U8V@N*51J#0HP ("TR+C\$T, CD@5\$0-"B@@("``@("``@("``@("``@("``@ M+3\$N,#<Q-"!41`T**"``@("``@("``@("``@("``@("``@("``@("``@("``@ M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TI5&H-"C`@+3 (N, 30R.2!41`T**"``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TI5&H-"C`@+3\$N,#<Q-"!41`T**"``@ ("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M#OHh+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2E4:@T*, ``M, 2XQ-# (Y (%1\$#0HH ("``@("``@("``@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M#OHh+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM+2TM M+2TM+2TM+2E4:@T*, ``M, 2XQ-# (Y (%1\$#0HH ("``@("``@("``@("``@("``@ M("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@("``@ M#OHh1D] , 1"!3D0@1\$5404- ((%\$A4D4I5&H-"B] & . ``Q (%1F#0HM, C\$N-# (X M-B`M-"XS, #DU (%1\$#0HH1&5A<B!3: &%R96AO; &1E<CHI5&H-"C`@+3 (N, 30R M.2!41`T**\$-L979E; &%N9"U#; &EF9G, @26YC (&5N8V]U<F%G97, @>6]U ('10 M('1A:V4@861V86YT86E (&]F (&YE=R!A;B!C;VYV96YI96YT ('A>7, I5&H- M"C`@+3\$N,#<Q-"!41`T**"10 ('90=&4@>6]U<B!S: &%R97,N (%EO=2!M87D@ M;F]W (&%P<&]I;G0@>6]U<B!P<F]X:65S ('10 ('90=&4@>6]U<B!S: &%R97, I M5&H-"EOJ#0HH96QE8W1R;VYI8V\$L; 'D@=&AR;W5G:"!T: &4@26YT97) N970@ M;W (@=FEA ('10; &PM9G)E92!T96QE<&AO;F4L (# (T (&AO=7) S (&\$@9&%Y+"E4 M:@T*5"H-"B@W (&1A>7, @82!W965K+B!0; &5A<V4@;F]T92!T: &%T (&%L; "!P M<F]X>2!A<"!O:6YT; 65N=" , @=&AR;W5G:"!T: &4@26YT97) N970@;W (@8GDI M5&H-"EOJ#0HH=&5L97!H;VYE (&UU<W0@8F4@<F5C96EV960@8GD@, 3 (Z, #`@ M82YM+B!O;B!-87D@.2P@,C`P, "XI5&H-"C`@+3,N,C\$T,R!41`T**%1O (&%P M<&]I;G0@>6]U<B!P<F]X:65S (&5L96-T<F]N:6-A; &QY ('EO=2!M=7-T ('5S M92!T: &4@8V]N=") O; "N=6UB97 (N (%1H92E4:@T*, ``M, 2XP-S\$T (%1\$#0HH M8V]N=") O; "N=6UB97 (@:7, @=&AE ('-E<FEE<R!O9B!N=6UB97) S ('!R:6YT M960@:6X@=&AE (&)O>"!A8F]V92P@:G5S="!B96QO=R!T: &4I5&H-"EOJ#0HH M<&5R9F]R871I;VXN (%1H:7, @;G5M8F5R (&UU<W0@8F4@=7-E9"!]T;R!A8V-E M<W, @=&AE ('-Y<W1E;2XI5&H-"C`@+3 (N, 30R.2!41`T**#N (%10 ('90=&4@ M;W9E<B!T: &4@26YT97) N970Z*51J#0HP ("TQ+C`W, 30@5\$0-"B@@ ("`I5&H- M"C`@+3\$N, 30R.2!41`T**"``@("T@3&]G (&]N ('10 ('1H92!);G1E<FYE="!A M;F0@9V]@=&]@=&AE ('=E8B!S:71E ("E4:@T*+T8W (#\$@5&8-"C,P+C,U-S\$& M; "41`T**&AT=" Z+R]W=W<N97!R;WAY=F]T92YC;VTO8VQF*51J#0HO1C@@ M, 2!49@T**+3, P+C, U-S\$@+3 (N, 38V-R!41`T**# (N (%10 ('90=&4@;W9E<B!T M: &4@=&5L97!H;VYE.BE4:@T*, ``M, 2XQ-# (Y (%1\$#0HH ("``@+2!;/B!A ('10 M=6-H+710;F4@=&5L97!H;VYE (&-A; &P@*51J#0HO1C<@, 2!49@T*, C\$N-# (X M-B`P (%1\$#0HH, 2TX-S<M4%) 8+59/5\$4@7" @Q+3@W-RTW-SDM. #8X, UPI*51J M#OHO1C@@, 2!49@T**+3 (Q+C0R.#8@+3\$N, #DU, B!41`T**"``@ ("T@3W5T<VED M92!T: &4@52Y3+B!A;F0@0V%N861A (&-A; &P@, C`Q+34S-BTX, #<S*51J#0HP M ("TR+C\$T, CD@5\$0-"BA9;W5R (\$EN=&5R;F5T (&]R ('1E; &5P: &]N92!A=71H M;W) I>F\$T:6]N (&%L; &]W<R!T: &4@;F%M960@<) O>&EE<R!T;R!V;W1E ('EO M=7 (I5&H-"C`@+3\$N,#<Q-"!41`T**'-H87)E<R!I;B!T: &4@<V%M92!M86YN M97 (@87, @:68@>6]U (&UA<FME9" P@<VEG;F5D+"!A;F0@<F5T=7) N960@>6]U M<B!P<F]X>2E4:@T*5"H-"BAC87) D+BE4:@T*, ``M, BXQ-# (Y (%1\$#0HH268@ M>6]U (&-H;W-E ('10 (&%P<&]I;G0@>6]U<B!P<F]X:65S (&5L96-T<F]N:6-A M; &QY+"!T: &5R92!I<R!N;R!N965D (&90<B!Y;W4@=&]I5&H-"C`@+3\$N,#<Q M-"!41`T**&UA:6P@8F%C:R!Y;W5R ('!R;WAY (&-A<FON*51J#0HP ("TR+C (Q M-# , @5\$0-"B@@ ("``@("``@("``@("``@("E4:@T*+T8W (#\$@5&8-"C\$P+C\$Q M.3\$@, "41`T**%E/55 (@5D]412!)4R!) 35!/4E1!3EON (%1 (04Y+ (%E/52! & M3U (@5D]424Y'+BE4:@T*150-"F5N9'-T<F5A;0T*96YD;V) J#0HY.2`P (&]B M:@T*/#P-"B]O<F]C4V5T (%LO4\$1 (&])497AT (%T-"B] &;VYT (#P#0HO1C (@ M-"`P (% ("B] &-R`Y-2`P ("B] & . ``Y-B`P (% ("CX"#0HO17AT1U-T871E M(#P#0HO1U,Q(#<@, "#!2#0H^/@T*/CX-"F5N9&]B:@T*, 3`P (#`@;V) J#0H\ M/`T**+U1Y<&4@+TAA; &9T;VYE#0HO2&%L9G10;F54>7!E (#\$-"B] (86QF=&]N M94YA;64@*51E9F%U; 'O!#0HO1G)E<75E;F-Y (#8P#0HO06Y; &4@=#4-"B]3 M<&]T1G5N8W1I;VX@+U)O=6YD#0H^/@T*96YD;V) J#0HW (#`@;V) J#0H\ /`T* M+U1Y<&4@+T5X=#3=&%T90T*+U-! (&9A;' -E#0HO3U`@9F\$L<V4-"B] (5" `O M1&5F875L=`T*/CX-"F5N9&]B:@T*-"`P (&]B:@T*/#P-"B]4>7!E ("] &;VYT M#OHO4W5B="EP92`O5`EP93\$-"B].86UE ("] &, @T**+T) A<V5&;VYT ("] 4:6UE M<RU2;VUA;@T*/CX-"F5N9&]B:@T*-2`P (&]B:@T*/#P-"B]4>7!E ("] &;VYT M#OHO4W5B="EP92`O5`EP93\$-"B].86UE ("] &, PT**+T) A<V5&;VYT ("] 4:6UE M<RU"V;VD#0H^/@T*96YD;V) J#0HV (#`@;V) J#0H\ /`T**+U1Y<&4@+T90;G0- M" B]3=6)T>7!E ("] 4>7!E, 0T**+TYA;64@+T8T#OHO16YC;V1I;F<@, 3`Q (#`@ M4@T**+T) A<V5&;VYT ("] 4:6UE<RU2;VUA;@T*/CX-"F5N9&]B:@T*, 3 (@, "!O

M8FH-"CP\#0HO5'EP92`O1F]N="`T*+U-U8G1Y<&4@+U1Y<&4Q#0HO3F%M92`O
M1C4-"B]"87-E1F]N="`O5&EM97,M271A;&EC#0H^/@T*96YD;V)J#0HS,2`P
M(&]B:@T*/#P-"B]4>7!E("]&;VYT#0HO4W5B='EP92`O5'EP93\$-"B].86UE
M("]&-@T*+T5N8V]D:6YG(#\$P,2`P(%(-"B]"87-E1F]N="`O5&EM97,MOF]L
M9`T*/CX-"F5N9&]B:@T*.34@,"!O8FH-"CP\#0HO5'EP92`O1F]N="`T*+U-U
M8G1Y<&4@+U1Y<&4Q#0HO3F%M92`O1C<-"B]"87-E1F]N="`O0V]U<FEE<BU"
M;VQD#0H^/@T*96YD;V)J#0HY-B`P(&]B:@T*/#P-"B]4>7!E("]&;VYT#0HO
M4W5B='EP92`O5'EP93\$-"B].86UE("]&.`T*+T)A<V5&;VYT("]&;W5R:65R
M#0H^/@T*96YD;V)J#0HQ,#\$@,"!O8FH-"CP\#0HO5'EP92`O16YC;V1I;F<-
M"B]\$:69F97)E;F-E<R!;(#`O9W)A=F4O86-U=&4O8VER8W5M9FQE>"]T:6QD
M92]M86-R;VXO8G)E=F4O9&]T86-C96YT+V1I97)E<VES#0HO<FEN9R]C961I
M;QA+VAU;F=A<G5M;&%U="]O9V]N96L08V%R;VXO9&]T;&S<VDO9FDO9FP-
M"B],<VQA<V@0;'-L87-H+UIC87)O;B]Z8V%R;VXO;6EN=7,@,SDO<750=&5S
M:6YG;&4@.38O9W)A=F4@,3,P+W%U;W1E<VEN9VQB87-E#0HO9FQO<FEN+W%U
M;W1E9&]L8F%\$92]E;&QI<'<I<R]D86=G97(O9%G9V5R9&)L+V-I<F-U;69L
M97@O<&5R=&AO=7-A;F004V-A<F]N#0HO9W5I;'-I;F=L;&5F="]12`Q-#4O
M<750=&5L969T+W%U;W1E<FEG:'00<750=&5D8FQL969T+W%U;W1E9&)L<FEG
M:'008G5L;&5T+V5N9&%S:<T*+V5M9&%S:"]T:6QD92]T<F%D96UA<FLO<V-A
M<F]N+V=U:6QS:6YG;')I9VAT+V]E(#\$U.2]99&EE<F5S:7,@,38T+V-U<G)E
M;F-Y#0H@,38V+V)R;VME;F)A<B`Q-C<O9&EE<F5S:7,08V]P>7)I9VAT+V]R
M9&9E;6EN:6YE(#\$W,B]L;V=I8V%L;F]T+VAY<&AE;B]R96=I<W1E<F5D+VUA
M8W)O;@T*+V1E9W)E2]P;'5S;6EN=7,O='O<W5P97)I;W(O=&AR965S=7!E
M<FEO<B]A8W5T92]M=2`Q.#,O<&5R:6]D8V5N=&5R96008V5D:6QL80T*+V]N
M97-U<&5R:6]R+V]R9&UA<V-U;&EN92`Q.#@0;VYE<75A<G1E<B]O;F5H86QF
M+W1H<F5E<75A<G1E<G,@,3DR+T%G<F%V92]!86-U=&4O06-I<F-U;69L97@-
M"B]!:=&EL9&40061I97)E<VES+T%R:6YG+T%#%+T-C961I;&QA+T5G<F%V92]E
M86-U=&4O16-I<F-U;69L97@-"B]9&EE<F5S:7,O26=R879E+TEA8W5T92])
M8VER8W5M9FQE>"]9&EE<F5S:7,O171H+TYT:6QD92]/9W)A=F4-"B]/86-U
M=&4O3V-I<F-U;69L97@O3W1I;&1E+T]D:65R97-I<R]M=6QT:7!L>2]/<VQA
M<V@O56=R879E+U5A8W5T90T*+U5C:7)C=6UF;&5X+U5D:65R97-I<R]986-U
M=&4O5&AO<FXO9V5R;6%N9&)L<R]A9W)A=F4O86%C=71E+V%C:7)C=6UF;&5X
M#0HO871I;&1E+V%D:65R97-I<R]A<FEN9R]A92]C8V5D:6QL82]E9W)A=F4O
M96%C=71E+V5C:7)C=6UF;&5X#0HO961I97)E<VES+VEG<F%V92]I86-U=&4O
M:6-I<F-U;69L97@O:61I97)E<VES+V5T:"]N=&EL9&4O;V=R879E#0HO;V%
M=71E+V]C:7)C=6UF;&5X+V]T:6QD92]O9&EE<F5S:7,O9&EV:61E+V]S;&%S
M:"]U9W)A=F4O=6%C=71E#0HO=6-I<F-U;69L97@O=61I97)E<VES+WEA8W5T
M92]T:&]R;B]Y9&EE<F5S:7,-"ET-"CX^#0IE;F1O8FH-"C\$@,"!O8FH-"CP\
M#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E<R`S(#`@
M4@T*+T-O;G1E;G1S(#(@,"!2#0H^/@T*96YD;V)J#0HY(#`@;V)J#0H^/\`T*
M+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-"B]297-O=7)C97,@,3\$@,"!2
M#0HO0V]N=&5N=',@,3`@,"!2#0H^/@T*96YD;V)J#0HQ,R`P(&]B:@T*/#P-
M"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2#0HO4F5S;W5R8V5S(#\$U(#`@
M4@T*+T-O;G1E;G1S(#\$T(#`@4@T*/CX-"F5N9&]B:@T*,38@,"!O8FH-"CP\
M#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E<R`Q."`P
M(%(-"B]#;VYT96YT<R`Q-R`P(%(-"CX^#0IE;F1O8FH-"C\$Y(#`@;V)J#0H\
M/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-"B]297-O=7)C97,@,3\$@
M,"!2#0HO0V]N=&5N=',@,3`@,"!2#0H^/@T*96YD;V)J#0HR,B`P(&]B:@T*
M/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2#0HO4F5S;W5R8V5S(#(T
M(#`@4@T*+T-O;G1E;G1S(#(S(#`@4@T*/CX-"F5N9&]B:@T*,C4@,"!O8FH-
M"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E<R`R
M-R`P(%(-"B]#;VYT96YT<R`R-B`P(%(-"CX^#0IE;F1O8FH-"C(X(#`@;V)J
M#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@."`P(%(-"B]297-O=7)C97,@
M,S`@,"!2#0HO0V]N=&5N=',@,3`@,"!2#0H^/@T*96YD;V)J#0HS,B`P(&]B
M:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#@@,"!2#0HO4F5S;W5R8V5S
M(#,T(#`@4@T*+T-O;G1E;G1S(#,S(#`@4@T*/CX-"F5N9&]B:@T*,S4@,"!O
M8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`X(#`@4@T*+U)E<V]U<F-E
M<R`S-R`P(%(-"B]#;VYT96YT<R`S-B`P(%(-"CX^#0IE;F1O8FH-"C,X(#`@
M;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@-#(@,"!2#0HO4F5S;W5R
M8V5S(#OP(#`@4@T*+T-O;G1E;G1S(#,Y(#`@4@T*/CX-"F5N9&]B:@T*-#,@
M,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`T,B`P(%(-"B]297-O
M=7)C97,@-#4@,"!2#0HO0V]N=&5N=',@-#0@,"!2#0H^/@T*96YD;V)J#0HT
M-B`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#OR(#`@4@T*+U)E
M<V]U<F-E<R`T."`P(%(-"B]#;VYT96YT<R`T-R`P(%(-"CX^#0IE;F1O8FH-
M"COY(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@-#(@,"!2#0HO
M4F5S;W5R8V5S(#4Q(#`@4@T*+T-O;G1E;G1S(#4P(#`@4@T*/CX-"F5N9&]B
M:@T*-3(@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`T,B`P(%(-
M"B]297-O=7)C97,@-30@,"!2#0HO0V]N=&5N=',@-3,@,"!2#0H^/@T*96YD
M;V)J#0HU-2`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT(#OR(#`@
M4@T*+U)E<V]U<F-E<R`U-R`P(%(-"B]#;VYT96YT<R`U-B`P(%(-"CX^#0IE
M;F1O8FH-"C4X(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E;G0@-#(@
M,"!2#0HO4F5S;W5R8V5S(#8P(#`@4@T*+T-O;G1E;G1S(#4Y(#`@4@T*/CX-
M"F5N9&]B:@T*-CS@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A<F5N="`T
M,B`P(%(-"B]297-O=7)C97,@-C,@,"!2#0HO0V]N=&5N=',@-C(@,"!2#0H^
M/@T*96YD;V)J#0HV-"`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO4&%R96YT
M(#OR(#`@4@T*+U)E<V]U<F-E<R`V-B`P(%(-"B]#;VYT96YT<R`V-2`P(%(-
M"CX^#0IE;F1O8FH-"C8W(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-"B]087)E
M;G0@-#(@,"!2#0HO4F5S;W5R8V5S(#8Y(#`@4@T*+T-O;G1E;G1S(#8X(#`@
M4@T*/CX-"F5N9&]B:@T*-S`@,"!O8FH-"CP\#0HO5'EP92`O4&%G90T*+U!A
M<F5N="`W,R`P(%(-"B]297-O=7)C97,@-S(@,"!2#0HO0V]N=&5N=',@-S\$@
M,"!2#0H^/@T*96YD;V)J#0HW-"`P(&]B:@T*/#P-"B]4>7!E("]086=E#0HO
M4&%R96YT<#<S(#`@4@T*+U)E<V]U<F-E<R`W-B`P(%(-"B]#;VYT96YT<R`W
M-2`P(%(-"CX^#0IE;F1O8FH-"C<W(#`@;V)J#0H^/\`T*+U1Y<&4@+U!A9V4-
M"B]087)E;G0@-S,@,"!2#0HO4F5S;W5R8V5S(#<Y(#`@4@T*+T-O;G1E;G1S
M(#<X(#`@4@T*/CX-"F5N9&]B:@T*.`@,"!O8FH-"CP\#0HO5'EP92`O4&%G
M90T*+U!A<F5N="`W,R`P(%(-"B]297-O=7)C97,@.#(@,"!2#0HO0V]N=&5N

M=' , @ . # \$ % , '! 2#0H^/@T*96YD;V)J#0HX,R`P(&]B:@T*/#P-"B]4>7!E("]0
M86=E#0HO4&%R96YT(<#S(#`@4@T*+U)E<V]U<F-E<R`X-2`P(%(-"B]#;VYT
M96YT<R`X-"`P(%(-"CX^#0IE;F108FH-"C@V(#`@;V)J#0H\`/T*+U1Y<&4@
M+U!A9V4-"B]087)E;G0@-S,@,"!2#0HO4F5S;W5R8V5S(#@X(#`@4@T*+T-O
M;G1E;G1S(#@W(#`@4@T*/CX-"F5N9&]B:@T*.#D@,"!08FH-"CP\#0HO5'EP
M92`O4&%G90T*+U!A<F5N="`W,R`P(%(-"B]297-O=7)C97,@.3\$@,"!2#0HO
M0V]N=&5N=' , @ . 3`@,"!2#0H^/@T*96YD;V)J#0HY,B`P(&]B:@T*/#P-"B]4
M>7!E("]086=E#0HO4&%R96YT(<#S(#`@4@T*+U)E<V]U<F-E<R`Y-"`P(%(-
"B]#;VYT96YT<R`Y,R`P(%(-"CX^#0IE;F108FH-"CDW(#`@;V)J#0H\`/T*
M+U1Y<&4@+U!A9V4-"B]087)E;G0@-S,@,"!2#0HO4F5S;W5R8V5S(#DY(#`@
M4@T*+T-O;G1E;G1S(#DX(#`@4@T*/CX-"F5N9&]B:@T*."`P(&]B:@T*/#P-
M"B]4>7!E("]086=E<PT*+TMI9',@6S\$@,"!2(#D@,"!2(#\$S(#`@4B`Q-B`P
M(%(@,3D@,"!2(#R(#`@4B`R-2`P(%(@,C@@"!2(#R(#`@4B`S-2`P(%)=
M#0HO0V]U;G0@,3`-"B]087)E;G0@-#,\$@,"!2#0H^/@T*96YD;V)J#0HT,B`P
M(&]B:@T*/#P-"B]4>7!E("]086=E<PT*+TMI9',@6S,X(#`@4B`T,R`P(%(@
M-#8@,"!2(#OY(#`@4B`U,B`P(%(@-34@,"!2(#4X(#`@4B`V,2`P(%(@-C0@
M,"!2(#8W(#`@4ET-"B]#;W5N="`Q,T*+U!A<F5N="`T,2`P(%(-"CX^#0IE
M;F108FH-"C<S(#`@;V)J#0H\`/T*+U1Y<&4@+U!A9V5S#0HO2VED<R!;-S@
M,"!2(#<T(#`@4B`W-R`P(%(@.#`@,"!2(#@S(#`@4B`X-B`P(%(@.#D@,"!2
M(#DR(#`@4B`Y-R`P(%)=#0HO0V]U;G0@.0T*+U!A<F5N="`T,2`P(%(-"CX^
M#0IE;F108FH-"COQ(#`@;V)J#0H\`/T*+U1Y<&4@+U!A9V5S#0HO2VED<R!;
M."`P(%(@-#(@,"!2(#<S(#`@4B`=#0HO0V]U;G0@,CD-"B]-961184)O>"!;
M,"`P(#8Q,B`Q,#`X70T*/CX-"F5N9&]B:@T*,3`R(#`@;V)J#0H\`/T*+U1Y
M<&4@+T-A=&%L;V<-"B]086=E<R`T,2`P(%(-"CX^#0IE;F108FH-"C\$P,R`P
M(&]B:@T*/#P-"B]#<F5A=&EO;D1A=&4@*\$0Z,3DQ,#`P,S(P,34S-#\$W*0T*
M+U!R;V1U8V5R("A<S<V7#,W-UPP,#!7#`P,&-<,#`P<EPP,#!07#`P,&)<
M,#`P85PP,#!T7#`P,"!<,#`P1%PP,#!I7#`P,'-<,#`P=%PP,#!I7#`P,&Q<
M,#`P;%PP,#!E7#`P,')<,#`P(%PP,#`S7#`P,'Y<,#`P,%PP,#`R*0T*/CX-
M"F5N9&]B:@T*>'E9@T*,"`Q,#0-"C`P,#`P,#`P,#`@-C4U,S4@9@T*,#`P
M,#\$T,S`X.2`P,#`P,#`P,"!N#0HP,#`P,#`P,#\$W(#`P,#`P(&X-"C`P,#`P,#`P,
U M-3D@,#`P,#`@;@T*,#`P,#\$T,3\$T,2`P,#`P,"!N#0HP,#`P,30Q,C,Q(#`P
M,#`P(&X-"C`P,#`Q-#\$S,C`@,#`P,#`@;@T*,#`P,#\$T,3`V,B`P,#`P,"!N
M#0HP,#`P,30U-SOS(#`P,#`P(&X-"C`P,#`Q-#Q-S<@,#`P,#`@;@T*,#`P
M,#`P,#8X-B`P,#`P,#`P,"!N#0HP,#`P,#`V-#8V(#`P,#`P(&X-"C`P,#`Q-#\$T
M,CD@,#`P,#`@;@T*,#`P,#\$T,S(V-R`P,#`P,"!N#0HP,#`P,#`V-3DU(#`P
M,#`P(&X-"C`P,#`P,#@Y,C\$@,#`P,#`@;@T*,#`P,#\$T,S,U."`P,#`P,"!N
M#0HP,#`P,#`Y,#0Y(#`P,#`P(&X-"C`P,#`P,3\$V-3D@,#`P,#`@;@T*,#`P
M,#\$T,S0T.2`P,#`P,#`P,"!N#0HP,#`P,#\$Q-S@W(#`P,#`P(&X-"C`P,#`P,38Y
M,C8@,#`P,#`@;@T*,#`P,#\$T,S4T,"`P,#`P,"!N#0HP,#`P,#\$W,#4T(#`P
M,#`P(&X-"C`P,#`P,C(Y-3(@,#`P,#`@;@T*,#`P,#\$T,S8S,2`P,#`P,"!N
M#0HP,#`P,#(S,#@P(#`P,#`P(&X-"C`P,#`P,C@S,#0@,#`P,#`@;@T*,#`P
M,#\$T,S<R,B`P,#`P,#`P,"!N#0HP,#`P,#(X-#Q(#`P,#`P(&X-"C`P,#`P,S(R
M,C4@,#`P,#`@;@T*,#`P,#\$T,34R,2`P,#`P,"!N#0HP,#`P,30S.##\$S(#`P
M,#`P(&X-"C`P,#`P,S(S-30@,#`P,#`@;@T*,#`P,#`T-#0Q-"`P,#`P,"!N
M#0HP,#`P,30S.3`T(#`P,#`P(&X-"C`P,#`P-#0U-30@,#`P,#`@;@T*,#`P
M,#`T.#\$Q-2`P,#`P,#`P,"!N#0HP,#`P,30S.3DU(#`P,#`P(&X-"C`P,#`P-#@R
M,S(@,#`P,#`@;@T*,#`P,#`U.3DU,R`P,#`P,"!N#0HP,#`P,30V,3<P(#`P
M,#`P(&X-"C`P,#`Q-#4X.#8@,#`P,#`@;@T*,#`P,#\$T-#`X-R`P,#`P,"!N
M#0HP,#`P,#8P,#@Q(#`P,#`P(&X-"C`P,#`P-C`R,3(@,#`P,#`@;@T*,#`P
M,#\$T-#\$W.2`P,#`P,#`P,"!N#0HP,#`P,#8P,S\$X(#`P,#`P(&X-"C`P,#`P-C<S
M-#@@,#`P,#`@;@T*,#`P,#\$T-#(W,2`P,#`P,"!N#0HP,#`P,#8W-#<V(#`P
M,#`P(&X-"C`P,#`P-S<S-#<@,#`P,#`@;@T*,#`P,#\$T-#V,R`P,#`P,"!N
M#0HP,#`P,#<W-#@W(#`P,#`P(&X-"C`P,#`P-S<V,3D@,#`P,#`@;@T*,#`P
M,#\$T-#0U-2`P,#`P,#`P,"!N#0HP,#`P,#<W-S(U(#`P,#`P(&X-"C`P,#`P.(W
M-3`@,#`P,#`@;@T*,#`P,#\$T-#4T-R`P,#`P,"!N#0HP,#`P,#@R.#<X(#`P
M,#`P(&X-"C`P,#`P.#@Y-#4@,#`P,#`@;@T*,#`P,#\$T-#8S.2`P,#`P,"!N
M#0HP,#`P,#@Y,#8R(#`P,#`P(&X-"C`P,#`P.34P,CD@,#`P,#`@;@T*,#`P
M,#\$T-#<S,2`P,#`P,#`P,"!N#0HP,#`P,#DU,34W(#`P,#`P(&X-"C`P,#`Q,#`W
M,3(@,#`P,#`@;@T*,#`P,#\$T-#@R,R`P,#`P,"!N#0HP,#`P,3`P.#0P(#`P
M,#`P(&X-"C`P,#`Q,#V-#4@,#`P,#`@;@T*,#`P,#\$T-#DQ-2`P,#`P,"!N
M#0HP,#`P,3`S-S<S(#`P,#`P(&X-"C`P,#`Q,#8S-3`@,#`P,#`@;@T*,#`P
M,#\$T-C`S,B`P,#`P,#`P,"!N#0HP,#`P,30U,#`W(#`P,#`P(&X-"C`P,#`Q,#8T
M-S@@,#`P,#`@;@T*,#`P,#\$Q,3DX,B`P,#`P,"!N#0HP,#`P,30U,#DY(#`P
M,#`P(&X-"C`P,#`Q,3(Q,3`@,#`P,#`@;@T*,#`P,#\$Q.#W,B`P,#`P,"!N
M#0HP,#`P,30U,3DQ(#`P,#`P(&X-"C`P,#`Q,3@U,#`@,#`P,#`@;@T*,#`P
M,#\$R,S4Q-R`P,#`P,#`P,"!N#0HP,#`P,30U,C@S(#`P,#`P(&X-"C`P,#`Q,C,V
M-#4@,#`P,#`@;@T*,#`P,#\$R.#DP-B`P,#`P,"!N#0HP,#`P,30U,S<U(#`P
M,#`P(&X-"C`P,#`Q,CDP-#8@,#`P,#`@;@T*,#`P,#\$S,C8R-R`P,#`P,"!N
M#0HP,#`P,30U-#8W(#`P,#`P(&X-"C`P,#`Q,S(W-34@,#`P,#`@;@T*,#`P
M,#\$S,S(S-B`P,#`P,#`P,"!N#0HP,#`P,30U-34Y(#`P,#`P(&X-"C`P,#`Q,S,S
M-3,@,#`P,#`@;@T*,#`P,#\$S-3DY,B`P,#`P,"!N#0HP,#`P,30Q-C,P(#`P
M,#`P(&X-"C`P,#`Q-#\$W,C(@,#`P,#`@;@T*,#`P,#\$T-38U,2`P,#`P,"!N
M#0HP,#`P,3,V,3(R(#`P,#`P(&X-"C`P,#`Q-#W.3@@,#`P,#`@;@T*,#`P
M,#\$T,#DR."`P,#`P,#`P,"!N#0HP,#`P,30Q.#`Y(#`P,#`P(&X-"C`P,#`Q-#8R
M-S<@,#`P,#`@;@T*,#`P,#\$T-C,S-2`P,#`P,"!N#0IT<F%I;&5R#0H\`/T*
M+U-I>F4@,3`T#0HO4F]O="`Q,#(@,"!2#0HO26YF;R`Q,#@,"!2#0HO240@
M6SQE9&8X8V8X-F0P9F%D.3`V93%D,CDV8F(P8V)C93\$X-3X\961F.&-F.#9D
M,&9A9#DP-F4Q9#(Y-F)B,&-B8V4Q.#4^70T*/CX-"G-T87)T>')E9@T*,30V
,-3(Y#0HE)45/1@T*