

<SEC-DOCUMENT>0001144204-19-013812.txt : 20190314
<SEC-HEADER>0001144204-19-013812.hdr.sgm1 : 20190314
<ACCEPTANCE-DATETIME>20190314070040
ACCESSION NUMBER: 0001144204-19-013812
CONFORMED SUBMISSION TYPE: 6-K
PUBLIC DOCUMENT COUNT: 3
CONFORMED PERIOD OF REPORT: 20190314
FILED AS OF DATE: 20190314
DATE AS OF CHANGE: 20190314

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: Anchiano Therapeutics Ltd.
CENTRAL INDEX KEY: 0001534248
STANDARD INDUSTRIAL CLASSIFICATION: PHARMACEUTICAL PREPARATIONS [2834]
IRS NUMBER: 000000000
STATE OF INCORPORATION: L3
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 6-K
SEC ACT: 1934 Act
SEC FILE NUMBER: 001-38807
FILM NUMBER: 19679709

BUSINESS ADDRESS:

STREET 1: 1/3 HIGH-TECH VILLAGE
STREET 2: GIVAT RAM, P.0. BOX 39264
CITY: JERUSALEM
STATE: L3
ZIP: 9139102
BUSINESS PHONE: 972-2-5486555

MAIL ADDRESS:

STREET 1: 1/3 HIGH-TECH VILLAGE
STREET 2: GIVAT RAM, P.0. BOX 39264
CITY: JERUSALEM
STATE: L3
ZIP: 9139102

FORMER COMPANY:

FORMER CONFORMED NAME: BioCancell Ltd.
DATE OF NAME CHANGE: 20111104

</SEC-HEADER>

<DOCUMENT>

<TYPE>6-K

<SEQUENCE>1

<FILENAME>tv516138_6k.htm

<DESCRIPTION>FORM 6-K

<TEXT>

<HTML>

<HEAD>

<TITLE></TITLE>

</HEAD>

<BODY STYLE="font: 10pt Times New Roman, Times, Serif">

<P STYLE="margin: 0"></P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-transform: uppercase; text-align: center"></P>

<!-- Field: Rule-Page --><DIV ALIGN="LEFT" STYLE="margin-top: 12pt; margin-bottom: 3pt"><DIV STYLE="font-size: 1pt; border-top: Black 2pt solid; border-bottom: Black 1pt solid; width:

100%"> </DIV></DIV><!-- Field: /Rule-Page -->

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-transform: uppercase; text-align: center"> </P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-transform: uppercase; text-align: center">SECURITIES
AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549</P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-transform: uppercase; text-align: center"> </P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-transform: uppercase; text-align: center">FORM 6-K</P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-transform: uppercase; text-align: center"> </P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">REPORT OF
FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16 OF

THE SECURITIES EXCHANGE ACT OF 1934</P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"><I>For
the month of March 2019</I></P>

<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<!-- Field: Rule-Page --><DIV ALIGN="CENTER" STYLE="margin: 1pt 0"><DIV STYLE="font-size: 1pt;
border-top: Black 1pt solid; width: 20%"> </DIV></DIV><!-- Field: /Rule-Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"><FONT
STYLE="font-size: 14pt; text-transform: uppercase">Anchiano
Therapeutics Ltd. </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">(Translation
of registrant's name
into English)</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<!-- Field: Rule-Page --><DIV ALIGN="CENTER" STYLE="margin-top: 3pt; margin-bottom: 3pt"><DIV
STYLE="font-size: 1pt; border-top: Black 1pt solid; width: 20%"> </DIV></DIV><!-- Field: /Rule-
Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"></P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">1/3 High-
Tech Village, Givat Ram, P.O.
Box 39264</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Jerusalem,
9139102 Israel</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">(Address of

Principal Executive Offices)</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<!-- Field: Rule-Page --><DIV ALIGN="CENTER" STYLE="margin-top: 3pt; margin-bottom: 3pt"><DIV STYLE="font-size: 1pt; border-top: Black 1pt solid; width: 20%"> </DIV></DIV><!-- Field: /Rule-Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<TABLE CELLSPACING="0" CELLPADDING="0" ALIGN="CENTER" STYLE="width: 40%; font: 10pt Times New Roman, Times, Serif; border-collapse: collapse">

<TR STYLE="vertical-align: top">

<TD STYLE="width: 50%; padding: 0; font-size: 10pt; text-align: center">Form 20-F x</TD>

<TD STYLE="width: 50%; padding: 0; font-size: 10pt; text-align: center">Form 40-F ¨</TD></TR>

</TABLE>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<TABLE CELLSPACING="0" CELLPADDING="0" ALIGN="CENTER" STYLE="width: 30%; font: 10pt Times New Roman, Times, Serif; border-collapse: collapse">

<TR STYLE="vertical-align: top">

<TD STYLE="width: 50%; padding: 0; font-size: 10pt; text-align: center">Yes ¨</TD>

<TD STYLE="width: 50%; padding: 0; font-size: 10pt; text-align: center">No x</TD></TR>

</TABLE>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </P>

<!-- Field: Rule-Page --><DIV ALIGN="LEFT" STYLE="margin-top: 3pt; margin-bottom: 12pt"><DIV STYLE="font-size: 1pt; border-top: Black 1pt solid; border-bottom: Black 2pt solid; width: 100%"> </DIV></DIV><!-- Field: /Rule-Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"></P>

<!-- Field: Page; Sequence: 1 -->

<DIV STYLE="margin-top: 12pt; margin-bottom: 6pt; border-bottom: Black 1pt solid"><P STYLE="margin: 0pt"> </P></DIV>

<DIV STYLE="page-break-before: always; margin-top: 6pt; margin-bottom: 12pt"><P STYLE="margin: 0pt"> </P></DIV>

<!-- Field: /Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">On March 14, 2019, Anchiano Therapeutics Ltd. (the “Company”) announced an update with respect to its intention to voluntarily delist its ordinary shares, no par value (the “Ordinary Shares”), from trading on the Tel Aviv Stock Exchange Ltd. (the “TASE”).</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The Company has requested that the TASE initiate the process to delist its Ordinary Shares. In accordance with applicable Israeli law and the rules of the TASE, the last day the Ordinary Shares will trade on the TASE will be June 13, 2019, and the Ordinary Shares will be delisted from the TASE on June 17, 2019. The Company’s American Depositary Shares (the “ADSs”), each representing five of its Ordinary Shares, will continue to be traded on the Nasdaq Capital Market (“Nasdaq”) under the symbol “ANCN.” The Company will continue to file public reports and make public disclosures in accordance with the rules and regulations of the U.S. Securities and Exchange Commission and Nasdaq.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Shareholders who are interested in continuing to hold their Ordinary Shares and trade them on Nasdaq should notify their bank or broker and request to convert their Ordinary Shares to ADSs. The Company will pay directly to the Israeli banks and brokers their fees for all shareholders who convert Ordinary Shares into ADSs on or before May 13, 2019. In addition, until 90 days from the date of the press release announcing the delisting, shareholders who convert their Ordinary Shares into ADSs will not be required to pay any conversion fees to the depositary, the Bank of New York Mellon. Every five Ordinary Shares shall be converted into one ADS.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

Exhibit No.	
	Description of Exhibit
	99.1
Press Release dated March 14, 2019	

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </P>

<!-- Field: Page; Sequence: 2 -->

<DIV STYLE="margin-top: 12pt; margin-bottom: 6pt; border-bottom: Black 1pt solid"><P STYLE="margin: 0pt"> </P></DIV>

<DIV STYLE="page-break-before: always; margin-top: 6pt; margin-bottom: 12pt"><P STYLE="margin: 0pt"> </P></DIV>

<!-- Field: /Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in">Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; text-indent: 0.5in"> </P>

<TABLE CELLSPACING="0" CELLPADDING="0" STYLE="width: 100%; font: 10pt Times New Roman, Times, Serif; border-collapse: collapse">

<TR STYLE="vertical-align: top">

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD COLSPAN="2" STYLE="padding: 0; text-indent: 0">Anchiano Therapeutics Ltd.</TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD></TR>

<TR STYLE="vertical-align: top">

<TD STYLE="padding: 0; text-indent: 0; width: 50%"> </TD>

<TD STYLE="padding: 0; text-indent: 0; width: 3%"> </TD>

<TD STYLE="padding: 0; text-indent: 0; width: 37%"> </TD>

<TD STYLE="padding: 0; text-indent: 0; width: 10%"> </TD></TR>

<TR STYLE="vertical-align: top">

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD></TR>

<TR STYLE="vertical-align: top">

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0">By:</TD>

<TD STYLE="padding: 0; text-indent: 0; border-bottom: Black 1pt solid">/s/ Dr. Frank G.

Haluska</TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD></TR>

<TR STYLE="vertical-align: top">

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0">Dr. Frank G. Haluska</TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD></TR>

<TR STYLE="vertical-align: top">

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD>

<TD STYLE="padding: 0; text-indent: 0">Chief Executive Officer</TD>

<TD STYLE="padding: 0; text-indent: 0"> </TD></TR>

</TABLE>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> Dated March 14, 2019</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: right"> </P>

<!-- Field: Page; Sequence: 3; Options: Last -->

<DIV STYLE="margin-top: 12pt; margin-bottom: 6pt; border-bottom: Black 1pt solid"><P

STYLE="margin: 0pt"> </P></DIV>
<!-- Field: /Page -->

<P STYLE="margin: 0"></P>

</BODY>

</HTML>

</TEXT>

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-99.1

<SEQUENCE>2

<FILENAME>tv516138_ex99-1.htm

<DESCRIPTION>EXHIBIT 99.1

<TEXT>

<HTML>

<HEAD>

<TITLE></TITLE>

</HEAD>

<BODY STYLE="font: 10pt Times New Roman, Times, Serif">

<P STYLE="margin: 0; text-align: right">Exhibit 99.1</P>

<P STYLE="margin: 0; text-align: right"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"><IMG
SRC="image_001.jpg" ALT="" STYLE="height: 48.75pt; width: 232.5pt"></P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: right"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">FOR IMMEDIATE RELEASE </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">Anchiano
Therapeutics Initiates Process
to Voluntarily Delist its Ordinary Shares from the Tel Aviv Stock Exchange</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">CAMBRIDGE,
Mass., March 14, 2019
- Anchiano Therapeutics Ltd. (Nasdaq and TASE: ANCN) (“Anchiano”) today announced an
update with respect to its intention
to voluntarily delist its ordinary shares, no par value (the “Ordinary Shares”), from the
Tel Aviv Stock Exchange Ltd.
(the “TASE”).</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">In accordance
with applicable Israeli law
and the rules of the TASE, the last day the Ordinary Shares will trade on the TASE will be June 13,
2019, and the Ordinary Shares
will be delisted from the TASE on June 17, 2019. Until the last day of trading on the TASE,
shareholders will be able to continue
to buy and sell Ordinary Shares in exactly the same manner as has been the case to date, by issuing
buy or sell orders to the banks
or brokers that hold the Ordinary Shares for the shareholders. Anchiano’s American Depositary
Shares (the “ADSs”),
each representing five Ordinary Shares, will continue to be traded on the Nasdaq Capital Market
(“Nasdaq”) under the
symbol “ANCN.”</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">The decision to delist from the TASE was taken as Anchiano's board of directors and management believe it will maximize shareholder value.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Shareholders who are interested in continuing to hold their Ordinary Shares and trade them on Nasdaq should notify their bank or broker as soon as possible and request to convert their Ordinary Shares into ADSs. Conversion of the Ordinary Shares to ADSs will transfer the value of the Ordinary Shares from New Israeli Shekels to U.S. dollars. According to Anchiano's estimation, no change or damage to the value of holdings or tradeability of the Ordinary Shares is expected as a result of the conversion into ADSs or from the transfer of the value into U.S. dollars. Every five Ordinary Shares shall be converted into one ADS.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Anchiano urges all holders of Ordinary Shares that are traded on the TASE to convert their Ordinary Shares at the earliest and to contact their banks or brokers with any questions about the conversion process. Anchiano will pay directly to the Israeli banks and brokers their fees for all shareholders who convert Ordinary Shares into ADSs on or before May 13, 2019. In addition, until 90 days from the date of this announcement, shareholders who convert their Ordinary Shares into ADSs will not be required to pay any conversion fees to the depository, the Bank of New York Mellon.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">Shareholders can also contact Anchiano with any questions at ADS@anchiano.com.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">About Anchiano</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">Anchiano is a pivotal-stage biopharmaceutical company focused on the discovery and development of novel therapies to treat cancer, with offices in Cambridge, MA, and Jerusalem, Israel. Anchiano's most advanced product candidate, inodiftagene vixteplasmid, is in development as a treatment for non-muscle-invasive bladder cancer. For more information on Anchiano, please visit www.anchiano.com.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; background-color: white; color: #263F6A"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">Forward-Looking Statements</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-

color: white">This press release contains “forward-looking statements” that are subject to risks and uncertainties. Words such as “believes,” “intends,” “expects,” “projects,” “anticipates” and “future” or similar expressions are intended to identify forward-looking statements. These forward-looking statements are subject to the inherent uncertainties in predicting future results and conditions, many of which are beyond the control of Anchiano, including, without limitation, the risk factors and other matters set forth in its filings with the Securities and Exchange Commission, including, when filed, its Annual Report on Form 20-F for the year ended December 31, 2018. Anchiano undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white"></P>

<!-- Field: Page; Sequence: 1 -->

<DIV STYLE="margin-top: 12pt; margin-bottom: 6pt; border-bottom: Black 1pt solid"><P STYLE="margin: 0pt"> </P></DIV>

<DIV STYLE="page-break-before: always; margin-top: 6pt; margin-bottom: 12pt"><P STYLE="margin: 0pt"> </P></DIV>

<!-- Field: /Page -->

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">Company Contact:</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">Frank Haluska,
M.D., Ph.D.</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">President and
Chief Executive Officer</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; background-color: white">info@anchiano.com</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0"> </P>

<P STYLE="margin: 0"> </P>

<!-- Field: Page; Sequence: 2; Options: Last -->

<DIV STYLE="margin-top: 12pt; margin-bottom: 6pt; border-bottom: Black 1pt solid"><P STYLE="margin: 0pt"> </P></DIV>

<!-- Field: /Page -->

<P STYLE="margin: 0"></P>

</BODY>

</HTML>

M>(8X=9\/*)=J:QI3--IUW@Y"L<;&SC[K@&OVb^'L+1>'\$)_CD9A],U>\0^&=
M!\4Z5/H/B71[:_LKF,K<6MY LD<BD8(*L"#7U^7<;YGAX^RQB5>F]&I:NWK_
M)W/G,;PK@:S]IAFZ4^CCHON_P CX0_9!_X+5>%?&4]KX'_:@L(=#U%RJ1>(
M[1<6<I]95)S%VY&5^E?>FC:[HWB#3(=9T/5;>\M+F,26]U:S"2.5",AE9<@@
MCTKX#;_0_P"";/AQO-#=#\$#]E8QZ5J*[I]?"L[XMK@]<0NQ='_9.5.?X:^9
M/V6OVX_VBOV_'TOPU\>Z7?W.A6UT8]6\):JS*]J<@,\!; .P\9P/D;]:]#\$<
M/Y1Q#AY8K)9<LU\5-Z?>V^WH<-#. ,RR:LJ&:10%Z*:_7OYG[0AE(W \4H(/
M0UPWP&:_#^&' [1WP^M/B-_*_\$,=_8W Q*GW9;:30'(AY5AZ'KU&1S7;J 3N%
M?GU6G4HU73J1:DMT^A]E2JTZU-3@[I[-#J***@T"BBB@ HHHH **** "FDMD
MG/2G\$X&:X? \ :/\ CCX/_9K^!WBKX\>/[Q8-(*: '<:C>LS8W+&A(0>[-M4>
MY%.,9SFHQ6KT&E=V/P?_ .#M']MG_A:[/1GAG]BOPAJ9FTWP':KJ?B&*!LJ^
MJ7*\$1QD \F. ' '4&8U^CO !(;_@F=X1^\$7_!(NT_9V^*OAY!?_%3P_/J/C>&
M2/YU>^BPD9R/O11&, >S*:\$;_@FA&/&W_!7'_@K]8>*_B?%)?6M_P"*90&/
MCAV^9%LH)ED\@DXPK,8H0/0].*_JNM[2*T@2UMHU2.- L:*,!0!@ #L,5]IQ
M%4_LK+\(EM)VE&TY>03\=?N.RN_94XTU\S^*K]I?X%>+/V9/C_XO^ /CBW,>
MI>\$] ?N=.G)4@2!'(209_A9=K]PPK]K0^#1+J]M]=\!>_V&_%FJ W&A7 \0
M>\$TD?EK:4[+J]<G^&010@?/ /4UXQ_P=L_L6#X<_M#>%OVT/"ND>7IIOCJ&D
M^(98DPHU*V0F-V(_BD@P,)]-?G_ / \ !+G]KN^_8=#;K^'_ .T*MX\6FZ=J
MZVGB%!.+IUP/)N <=<^>Z"OK,1&/?\$?#2DOB<;K'_ACIE_M&' /[%!@T5
M5T35+#7-)MM: TNY2:VNX\$FMYHV!61&4,K CJ""#^-6J_'4K:'DA7,_%GXN_#
M;X% M2^*?Q? \:6/AWPYH\0EU/6=3F\N"V0L%#.W8%F4?C735Y]^U^S3_-
MVO/@5XA_9U^+T-Y)X<\3VJV^J)871AF*+(L@VN!\OS(*NFH.HE-VC?6VXU:^
MIY / ^"TG_! *K)'_#>'P[_P#!XO\ A45]_P %K_\ @E/8VCW;_MV?#]UC7)6'
M6 ['Z*!D_A7Q]^UQ_P &E?[*>L_#+4M5_9-^(WB;PYXIM+.2;3K/6[Q;ZRO)
M%4D1.6"O'N. !N#\$#K@U/_OXAT'50"VOWOAC7;-K>^TZ[DM;RW;K'+&Q1E_@
MBON<JX;R/-XMX>O.\;7326YVT\ /1J_"V?VF_LZ?M&?";]JOX3Z? \;0@AXG_M
MGPSJSRKIVIB!XUG\N0QLRAP#C<IP2.: \ \ ;+ _P""FO[%_P"P5I2W?[27QJT[
M2;Z6,0::! :O]IU&Y7U2W3+XZ?,0%]Z_*?X-\%B?#7_!,S_@A/\ ""?PC\ /7M
M=3^*_B03]0_X102YCE-.MS>3JU_,,?=5@0BG&]AZ*:^4/V3?^"(W_!2_@K/
MK,_[4/Q9\2-H6E>))OM+^./<\DEQJ8)QO@MU.]D &%)V)C 7CFN'#\ -X>%2
MI6QE3V=&,FEWE9D1P\>7)V2/T@ \3? '\?'[VF:JUGX<^!OQ0U.V5L?;&L;*
M, ,]0K7)/YX->G?L]?'\0'_!,#XZZ[;^&0\$'BOQ)X!N[EPB2^--(2*U# 'IF>&
M215'NVT5\9:U_P &;GCR'0VE\._MS:5/J*IE(;SP3)"S8Z;EN6(&^TU^90
M? \ _P \$UOVHO^";_P 2H^A^T3X4B2UU)6?0? \$6FR^=8ZHBXW&-^"K+D HP
M5AG/(YKV<+DW".90V.%JOFZ:0]4;1HX6I[L7J?V!^%/_A;QUX=M/%O@SQ'9
M:KI=_ L]EJ.G7230SQL,JR.A(8\$=P:T@?Y5_-/\ \&XW_!5_Q[^R[^TOHG[)
M'Q0\6SW?PT=\WXLK*V09RRZ+J4F%AEBSG9'(V\$91A<L&ZBOZ6\$.1^%?'9UD]
M;)L; [&;NGJGW1R5J3HSLQ:**;)(L:[FX^IKRC&\$8 YW<?60FO]KK_@KC^P% ^
MQ'++IGQW_:&TFWUF)2S>'-(D^W:@/0-!#N*9_P!O;7YF?\%[_P#@X5\7^&/&
M.L?L6?L)^,/[/FTV1[/QIX^T^7,J7"MMDL[0X^4J05>4<Y^5<8)K\I?V+?V%
MOVIO^"D_QO?X=? _P<ZSJ,CBX\0^ (=4N&^S:?\$58:>XF;)^B\LQZ]:^SRK
MA3VN&^MX^?LZ>]NMN[?0[*6%3CS3=D?N#XM_X.]0^" ^CZBUKX5^"OQ1UB%6
M(%U_9ME;AL=PKW)./J ?85T7PL_X.R?^":/CG48=+\::!\00"#2D!KK5=!AG
M@3/JUO.[8_X#VK@/V;/^#0_]E3POX>M[O]IKXX^)%_NLL@-W;Z"\$TZSB?'*I
MD/(X'J2,^@KM_B9_P:8_\\$X/\$WAZ6S\ >)_?'AG4"A\B_CUA;Q5;'!: .5/F&
M<< @GU%*I^@E2Y\$Y^J_K] ?U;/4^]/V<OVU/V6?VN?#X\3_LX'_;PYXKM]H,
MT.F:FC3P9YQ)"2)(S_0**9)\OVV_V4OCM\4=9^"GP=^/GASQ'XK\."4ZYH6E
M7XEN+-8Y!\$Y=1T"N0I]R*_FB_P""CW_!)+]L[_@COXR@^(V@>.=000!][<&W
MTCXA>%9Y;-XV)PL-RJ/N@<CIR5;D]J^A_\ @T/NK04/^"7Q#U^"NI)II_A
MA) --, Y9Y&.H6A+%B<DDG.3UHQ/#."CEE3'8>NY02TTUOYA+#P]FYQ=T?T6@
MY&:_,#_@ [3_Y1>Z?_P!E0T0_-)[NOT_7H/I7Y@? \':?*_+W3_\ LJ&E_P#I
M/=UXN0?\CJA_B,L-_'CZGX1? \\$NSC_@HQ\ \$R?^BD:7_Z/60[\$-6UG2M!TV;6
MM9U&"TM+6)I+FZN9A'\$BC)9F. !W/I7\>7_!,J]L],_P""A/P:U+4+J."W
MM_B'IDDTTK!51%G4EB3P !SD^E?>W_!70_@J0^T?_P %5_VCF_8" _P"">]AK
M6I>'8;]K,P>'BRR^*KA"5DEE;Y=EHI. &(0@;V/3'V_%&55LUS2C&+Y8QC>4
MGLE?\SKQ%)U:B['Z2_M._P#!R[_P3&_9N\17/@^Q\>ZSX]U.T<QSIX%T]+JW
M5QU'\VB22.,_!\+"0'=_X._?V"-0U,60B#X%?%'3K8MC[4EC858]RHN0?RS7
MRG!\0^#07]I?QIX7@UOX]_M*^'?!E[/&;1M,TA]4DA)_A>021H#_N[A[UB?
MM5_\&EG[6GP>#7GC7X ?&K0_B1)90M+)H+: :VFWLRJI)\$6^1XY&XX4LI/0<
MUY]' +^"U)495G*7?5+ \K<&882]F]3]FOV,?^"MG["']>973?V?OCG87&M>70
M?PSK ^Q:BH[XAD(+XQR4+ 5])JV1DL*_B^TO5OB+\%_B!'JFDWVJ>&_ \$WAW4
M#Y<L+O;W=A<QMR,C#(RL,\$>V*_J2_P""""? \ P4JU/_@HU^QS'K/Q&O(W\>^"
MKM=' \6%!M-V1&K0WF!P/-4G=CC>K>U>=Q%PS_95)8BA+FI^>ZOMKU1G7PSI1
MYEL?<HKB?C[^T7\#_P!E[P'_ ,+-: !^* &D>\$= ^VQVAU?6KH0PB:0\$HFX]S
MM./I7:J01D5X]^V_ ^P[\#0\ @H%\%/\ A07[0=KJ4V@'5K?4=FEWYMI?.A#!

M/G)Q\YR.]?+4%1=6*JMj/6V]O(YHVOKL< / ^"T?_! *C'S?MX?#0/;_B>+_A
M5;5?^"VG_! *32K&34)/VY_ 4BQ*6*6VJ^:Y^BJ"3^%?G- _P4Q_X-8_@C\ -?V
M??\$GQO\ V+? 'GB2"VE3:C<>%0\$%PEU#J\$2%Y\$CEPKQR!5)4' <"1CC-?A
M<X;E3U'4&ON,KX9R7-J3J4*T]-TTE8[:>&HUE>+9_ ;3\#0C+X _:%^%&A &K
MX6:P=0\ . ^([%;S2+XPM'Y\+\$@/M8 C. .]=77S#_P1=_Y17? W_L0K7^;5]/5
M\3BJ2HXF=-;)M?<SCDK2:#('4UF>+O&/A7P)H%SXJ\:>)K#2- ,LHS)=ZAJ5X
MD\$*\$CJSNY 4?4UF?&;XM>"/@1*_ '\$'QD^).L)I^@^&=)GU'5;N3I'#A=C[G
M P .22!7\K0_ 5%_P""N7[1_P#P5*^ -LN@QZ_>:)\/?[5%KX2\%6]X8X&1I
M=L<]T>!) *P*DELA,X7ID^GDF1XC.JLN5\L(_\$ _ \ +NS2C1=5^1^X0[00_!R_
M_P \$LO@'J_A^Q^)^K>.KVW8K(G@;20M4.?03R/'&WU#\$5XC_P 1@W[#/V[R
M1^SO\4#!GBR+##)'KM^T_P!:ZW]A#_@U[_82^"W@32==_>T23XG^+Y;6. ;4
M/[0N9(=,MY2,F.*")A04=W.6SC. !FOJ/Q'_ , \$60^"6/BG00^\$>U+]AWP!'
M;^7L#V6C"WF]1+&5?/OFNZ4^\$\/+V:A4J6WE>WW(T?U:&FK/#?@A_P= ?\
M!+'XPZI!HNN>./ \$0@B>=PH?QAH/E0*3Q\TL\$DJJ/<D"OO'X: ?%3X;?&+PC:^
M/OA5X^TGQ'HU[&'M-3T;4([F"52,Y#QDC\.M?A'_ ,%I/^#; ;P5^S?\ " #60
MVL?V'+W4GT/P_"UWXH\ \$ZC, ;AK6T4;I+VVF8[F5 -S1MDA<D'C%?!' '_!+W_@
MJ+ \=O^";'QQT[QAX/\2MWX+O+U%\7>#Y+@FUOK8G#NJ'(2902RNHSD8.0:)
M'_5K+LTP+Q.65'=';QEW[&GU>G5AS4V?UZ @]#2UC?#_QOX>^)'@C1_B#X10E
MNM+US38;[3KE.DL\$J!T; ;016S7PUG%V9PZGD_P" T7^W#^R9^R1?Z;IW[2WQ^
M\.>"IM8CDDTN+7; \0FZ1" Y3/4 L, _60-A_P6E_X)4Y_Y/P^' ?XZX0\ A30^
M"@?_ 21_9+_ . "E>J^'];_ :4L==EN/#%K<0:4VCZNUJ%68JS[@ =QR@QFOQ
MA_X+> \ !05X2_X)_!H_M5_LU_ \$#5]6\ (V>H0VOB+1=>V//IPF<)% ,DJ!?,
M0NP4@KD%<@GFOHLHR_)<P<* -6K* -26FRM?HKG12IT:C2;U/V10/^"VG_ 2Z
M35M-T#1/VQO"FLZCJ^HP6.G: ?H=P]U--/+(XU"HIQEF R< 9KZFFNHX(&N)
MI B*N69VP%'J?20XM/V1FV?M6_#(LV /B#HQ.3C' ^FQ5^M/_ 7;_P""S_Q<
M_:)^+\W_ 3<_P"">FI:G=V[7K:7XIU7PUN>[UR\R UC; ,@W")"K!V4_<C(
M4\$GU<PX0=' %TJ]&'DVFFY2E:R2MV]36IA+22BS] OVN?^#AS_ ()I?LA^(KGP
M5K0Q40/&.NV;%+K20 =HE^87!(*0,9\$A4@CD;R1Z5\]:? _P> _L(7&IBWU']
MG[XI6]INYNEM+!VQZ[/M(_G7Q[^S)_P:2?M?_?7P0;>* _P!H3XT:!\.9+J(2
M#1DL6U2]BSSB4QR)&K<@\ .V#6Y\>_ P#@T\$_: 1\ \$>\$;GQ!\!OVE_#WC/4+>)G
M70]2T9],DF(_A24RR)N/;=M&>]:TLOX-I/V52NY2[ZI?@K%1A@UHV?JU^QG_
M ,%N/^" =W[<>L0>\$A)\ ;HM/\1W/^H\>*H1I][,>/EC5VV2MST1F-?6H< ,
M58'UQ7^1_CKP)\2_@/\ \$J_\"> .]\$U'PYXH\ . :B8;VSGS%<V5Q&W8CH00'&!
M]"#T-?T<?&U_P#P5, \7_MR? ;5?@-\=?\$+:AX^^' \$< &JW+YFU?3)"RQS/Q
M\TD;+Y; 'J04Y)-<O\$/'<CMP_P!:PLN:'5/HGUNMT17PW)'FCL?IRISSG*6
MD7J<"EKXQ'&(6 '+ 5YS^T3^UK^SA^R;X6;QK^T3\:/#_A+3P#Y3ZQJ*1R3D
M#.V*/. ^509037R5_P6]_X+4>#? \ @F3\ .80 'P]M[37/BOXCLS)HFDS/F+2[
M<[E^VW '4!@0D?!\<@]@:_GL\ \$>&?VX?^"P_ [7-MX5F\1ZMXZ<>(KDO/? :I<
MG[/IMOD;Y6_@MX(Q_ "H X)Q7U&3<-5,PH/%8B7LZ2UN]WZ7Z'31P[FN:3L
MC]T/BO\ \ '8W_! -'P#J,VF>"M\$^('C!HF(%WI .@Q0V\F#C*M<3(Q_P""^<5SW
MA'_@ [T_X)^ZQ?+: ^*_@Q_3]&A=@/M7]FV=RJCU(2Y!_(&M']D/\ X-3/V%/A
M1X3M+C]I^ ^U;XE>)7B5KYOMTMAI\4F!E8HH6#,H.<%V)/H*]' ^, /_!LE_P \$
MI?B7X?GT[PQ(\ -2\&WK1\$6^I^'= ?N-\38X8I, [H_ ;@BMW+@RG/V=JC7\W_ 0
M^A7^QIVU/<_V1? \ @KC^P!^VW-%I/P)_:(T>XUF5<KX=U>3[#J'3) @FPSX_
MV-U?2@<'GC'UK^3_ /X*L?\ !' ?]H7_@D[\1K#Q1; ^(;C7_!&I7I'ACQSIT3
M6\DP)989U5LPS \$ \$':W)4Y! ^WO^" \$7_!P_P", QXQT3]CC]0#Q>^IV>I2Q
MV7A#X@:C+F>"9B%CM;Q\?0%8D*LQ.0< !L@Y%8_ABF\'] =RZ?M(=NJ_S">&3A
MSTW=' [QT4R&5)8U>,Y4C((Z\$4^OCSD"BBB@ HHHH **** "B@D 9-<]\0_ '%
MGX,T<SD! [J7(MH2?0' 4^PH H? \$WQZ^A1+H&C. 'U"Y!CGR5_0'T/I7'Z=9/
MF.RB)=W8+N/)9B>36=HL-Y?W\$OB#4Y#)<W+%@S]AFNW^'.A_ ;+YM5F3, <' \$>
M1U?_ .L/YU2LMP.QTFQ33=.ALD_Y9QA>G?05FF">,R^2&&[&2,]J?4@=-5*G
M*UX'^VW^P/\ "S]L'PF[:C: IIGBFU@*Z5XA@B&]",D1R_P#/2,D@\CM70K#
M((HV\YKHPF,Q. !Q"K4) .,EU7]?@<^)PU#%T72JQO%GXC?#[X@?M*_P#!+O\
M: .FT?5[&:W>&54U?29';]J]KGAXSC#<' *N.0>#W%?KY^SI^T+\/?VE_A?8?
M%'X<:HLUI=1A;FV9QYMG. -, @'W64G\1@C@UQ7[<W[%?@G]L/X82Z'J\$, =I
MXBT^-I/#VM!!O@EQ]Q06-L \$=NHYY?F-^R9^T; \5/^" <O[25[X.\?Z?=0:7]
MN^Q>+=\$<D@ -@7, ?8LH^8\$?>7ZC'Z'7IX7C;+GB*, 5'%TU[R_G7]?=LSXVE/
M\$<+XY4:CYL/-Z/\ E? \ 7^9^U7WC@-VIU9?A/Q1H/C/PY8^*O#.IQ7EAJ-JE
MQ9W4+966-QE6'YUJ#IQ7YIRRBVI:-;GW\$6I*ZV"BBB@H**** "BBB@!&.%K
M\>?^#MG]MD_#S]GOPQ^Q/X2U;;J7CVZ&I^(XX9/F33;:13&C8/ DF //40FO
MU_U74;+2=-N-4U*Z2"WMH6EGFD.%1%!, ?8 \$U_(9_P5H_:\U? \ ;X_X* >.
MOC%I;S76DG57TOPG;Q\$R%=-MBT<14#GY]K2G'=S25]5PCERQF9^UDO=IZOUZ
M'5A*?/. [V1^Q_P#P: =_L4'X1_LIZY^U[XKTKRM9^)-^; ;1VDCPZ:3; .54C(R
M!) -O;KR\$4U^M6<+BOY6_A3_P7E_X*Z?!'X; :)\(OACXRL]+/\^' --BL-(L(O
MA[:\$0P1J%5<F+). !R3R3S70'_@XY_P""V'_14;? , -Y9_ \ QF03S/A? .,QQ

M]3\$2G#WG_-LNBV[&E7#U:E1R/W>_X+*_L;VW[</_ 3Z\>?"*TL%GURQTUM:
M\+97)74;5'DC4<\$_.-\?'9S7\BUU;7%E/)9W<#QRQ.R2QN,%&!P00>A!_6OT
M)?\ X.-0^"UTB&.3XGVQ5AA@?AW9\C_OS7PC\2M=\7>+&VJ>._&^E_9=2UW
M4)K^[\$=@+:)Y97+N4C 5=S'A1@9Q7TG"^68_*:4Z->47%ZJSOKUZ(Z<-3E3
M3C(_I^_X-SOVU#^US_P3C/V/XAU<3^)?AU*?#>LK))F1HHE4VLIY)^:%E7)
M[HU?%?S+? \!KU^VB?V</V^Q\?\$?VI>7X=^*NG?V7LDDPD6IQL)+63ZM^B
M_P"V@)*_IH!SC K\]XGR_P#L[-IQC\,O>7SW_\$_\$4^2JQ:***\ P&7 S&2>
MP-?Q@_MR6T-I^V;\5[:VC"(GQ#U@*H#[9+7]G\W^J;_ '3_ "K^,\ / ;L_Y
M/4^+/_91=8_+):^^X" _WFNO)?F=^!WD?6W_ ;U_P#!.BS_ ."A_P"UROBC
MXTVLI?#_P"%UC#=ZA9719HKN<R\$VMC@@CRRV^1E[A?]JOZ?M(TO3]&TZ'2]
M)LHK>VMXA'\ \ \$81(T P%51P !@8'%?F#_P:7?"[20"/_!-C5OB%% GV_P 5
M_\$. _ENI@O)C@B@AC7/H, <?[5?J.O?ZUX?%6.J8S-YP;]V#LETT,,3-SJM=\$
M(5 X/_>U?"'_ <;_LZ^&OCE_P \$K_ '^N:AI,<NI^!88?\$.BW)CR\#PR*LH4
M]@T3."^&\Z&OF3_ (+,?HK?CK_ -D[O_ T&O*RR<Z69491>O,OS2,J3M4
M3/Y%_ ".NZCX6\5Z7XFTBX:&[T[4(+FVFC/*21R*ZL/<\$ _A7]L_PS\12>+_A
M[H7B]92&U+1K6Z8\$)#)KG^=?Q%VG_ 'Q%_OK_.O[8_@!_P D-\&_]BKI_P#Z
M3]7W7'Z7^SO_ !?H=N:2:BSKCP*^+O\ @O!^W7>?L' _\$^_ \$GC+PGJ0M_%OB
MH_ \ "/>)%/SPW%PC>9.OO'\$'8'LP6OM\$].: _!+_ (/%/B]?7WQ/^\$'P-ANC
M]DL- 'OM;GB#<8661(48CV6-@/J:^1X?P4,?G%*E/X;W?HM3EH04ZJ1^,EE::
M[XP\10Z?:1W%_J>J7P2%>7DN)Y7P/=F9CU]37]='_!)C_@GOX(_X)U?LA^'_
M (/Z5I,! \27EJE_XTU95!DO=1D7+@M@\$I'GRT'0*ON:_FU_X(C"/3_C9_P5
M-^#?@K6+-9[./Q/_ &C<QNN5*VD4ER,_\ "C6OZZ5 P/:OJN/,=4YJ6\$B[*W,
M_/6R^2.G&S=U% %Q]W@=A2D C!%%?G=C@//OVHOV=?AQ^U9\!_ \$O[/_ ,4]
M(CO-%\3:7):W*2("8F(RDJY!PZ.%<'L5K_-/^#6?X::S\&/^"J'QD^\$/B0#[
M?X8%:AI=V<\$;I(-5MHR>?7;G\:_H+<9'%>-_![@']D;X"? '7Q+^TI\(_@Q
M8:+XW\7B8>)-?M[JX:2^\$LJS2;E>0H-TBJWRJ.17L8'-/JF Q&%E=JHE;R:Z
M_<;4ZO)"4>Y[?00?20S_P"#M/\ Y1>Z?_V5#2_ \$GNZ_3\<#?F!_P=I_\
MHO=/_P"RH:7_ .D]W3R#_D=4/\0\-'CZG\UUK<7%K,MQ:3R12J04DB8JP/L
M17]0/_!O3_P3#**?L1_LBZ5\7?&7AJ-OB3\1-.BU'6KZXB!EL;.0*\%DA(R@
M"[7<=2[<YVBOYP_V-?AM:??&#]K/X:_ "[4(@)MKWC;3;*Y0C.Z-[E XQW^7-?
MVAZ;9V^G6,&GVD:I!\$L<2*,!54 #VQ7VG'6/J4Z5+"P=E*[?FELCJQVDVH
MHG"* !BD=5) (^E.H[U^8M*QYQ_,/_P=%?L]>&/@E_P4UO/%WA/2H[.W?\
MARUUN[AA0*ANP6@F<=V,:L?4L3WKV'_ (,]O^NHZ=^UY\3_ (9+--]DU/X?
MQZBT&XX,EO>0QAL>N+@C:K?@\ '@G'[:/PU/_ %3R3_TL>L7_ (-"_P#E(GXV
M_P"R17?_ *;&OU:<I5^"%;N^3\FCU&[X*[/Z.5^Z*6D7H*6ORH\LX_X_HK
M? SQFKJ"#X6U#(/3_CVDK^)^]XO)\? \ /1_YFO[8OC[_ ,D.\8_]BMJ'_I.]
M?Q.WW_ '[-_UT>OTC@#X,1_V[^IZ. V:/Z\0^"+O_ "BN^!O_ &(5K_-J^GJ^
M8? \ @B[_ ,HK?@9_V(5K_-J^GOI7P>8/_;JO^*7YLX:GQL^&/^#C70?B+X@_
MX)+? \$FU^'=M<3/%]AGU>*U5B[6\$=S&TYP/X0HW'V!K^5,'#!P2.<@BO[A]?T
M72_ \$>D7&@ZYIT%Y97D#P7=K<Q!XYHW&UD93P002"#7P]XV_X-[/^"/4WC2Z^
M+WBK]G2STY/M#75Y:KXDN[73 Q)8DPB58T7)^Z,+["OI^&N)<-E&%E0K0;NV
MTUKOT.G#8B-. '*S\$ _P"#:/X[?M ?'K_@FQIFL_ 'R^N]0?1M?N]+ \-:S?[C->
MZ=\$\$V%F;E]CEXPW<)CM7Z\$5\>=/_^"M?_!(C]B#PC: _#.+]I/P3I=CH=L(+'
MPSX-0W0V9%Z(L=HKA>_7&37R;^T!_P ' >[/ 'W@F&XLOV?_@5XL\ :W:Y\$%SJD
MR:5:D] Q++) (1WQL'X5Y53+,RS3&3K8?#R49-M:67WNQDZ52I)N,3]%_V^O'
MW@#X7?L4?%3QK\3+V"'1;3P'JJWGVAP!*'M9\$6(9ZEV8!*!W+5_&7,1DE5P"<
MJ,<@=J_4_P 8?%[_ (*S_P#!PWJ%Y9ZKHK>#/@MX=AFU/53IUL\6E0K#&S_-
M(V&OI^*0JYP"<X7K7Y8W">6[1_W9"N?7!K]!X2RW^RZ=2G4FG4=FTG>WEZ]S
MNP/M/V:LWJ?U^? \\$<=00-4_X)?? ^]U"X:64_#^Q7>YR2 N /R KZ7KYB_P""
M,7_*+3X'_P#8A6?C7T[7Y7CE];'5? \3_ #/,G\;"OA_ (. -8XV_X(Z?%Y60
M\$?9]+P#S_P Q2UK[@KXA_P"#C/\ Y0Z_%\?].VE_ ^G6TK;* ,TH?XX_FBj7\
M5>I_*;97EWIUU%?V%U)!/!*) (9HG*LCJ<A@1R"" ,YK^B+_@V!_X)D>&OA%\
M8OV\?BOX>2Z\;>/XG?PU+>IO?3=+W,HD3</EDG.6+==FT=SG^>CPMI#^(O\$^
MF^'X@=U_J\$-LN/5Y%7^M?VK_ (\ Z1\+/@MX3^&WA^T6"QT+P[9V%K\$JX" I
M% B ?I7Z%QSCIX;!PH4].?T73\3OQLW&/*NIUD:%Q0Z+M/_&G#@8H;H?I
M7Y9JD>8?ST_ \ '>? [.WACP/\ M. ?#W]H7P[ID5K<^, _#LUCK31)CSY[20;)6Q
MU8QRJN?1!7CO_!K3X^U'PC_P5;T7PS:7)C@\2^%-4L[N('B01P_:%SZX,7ZU
M]=?'DG_ "+GP._Z_M8_]P5\0_\&SG_ "E^^'7_ &""=: _\ 3=-7ZK@9.MP3
M+GUM"2^Z]CU':X/4_J<R,XKE/CC\6_# 'P%#_B;XS^-;H0Z3X7T.YU._D)Q^
M[AC+D<]SC ^M=2#U%?'_ '!S'\5M2^&/_ 2<\::?I-RT4WBG4M.T9V1L\$Q23
MJ\@^A2,C:_ ,OPWUO&TZ/\ ,TOO/.IQYYI'\W'[8? [4?Q!_];*_ :3\6?M'_ \$
MS4'GU'Q)JLD\4+L66TMMQ\$-NF>B(FU0/8G07] ?_ :X?L*:_)^S_ /L0P_M1
M> (] \$1?%GQ5D:Y2>6,&2WTJ*5TMXE)&5#D-*<==R9Z"OYM+ !KJ[BM5ZRR*@^
MI(%?VG_LG_#O3_A)^S)X ^&6E6ZQ6^A>#.LXXU7 &RW0']<FOT;C6M]4RRE
MA*6D7I;R73[SOQ<G&DHH[]1SQVIU%?EZ/-/)VW0V30A]^VO^S!XO\ V<OB

M+I\4MGX@TJ2.UGD0\$VET 6@G4X^5DD"G(]QWK^.#X@>!_\$_PG^(>L_#GQ3]
MIK'A[5Y[&^CY4Q3PR%QZ?,N0:_MX<'81BOY,?\ @OM\--+X6?\ !6SXPZ)I
MMLL50?ZQ;:I\$BC S=6<,SG\79C^-?H' >+FL35PKU37,05:/[SNP,WS.'0_>
M'_@WH_;RU;]N'_@G[H[.^-5:[\6^ +A?#GB">5LR7 BB0V]P_/)>(J">[(U?
M=)]?S^?\ !GA\4]3TW]HCXK?!DW#&RU7PK:ZL(3]T2V]QY6[Z[9\?A7] =?-\
M1X.&!SBK3A\-[KYJYAB8*%9I!1117B& 4444 %%%0ZA?VNFV<M]>S".*)"SN
MQX % %3Q1XDT[PKI\$NK:C)A4'R(.KMV KQ2[0=3\>>(Y-6U27Y002HZ(N>%%
M3>.0&%_X_P!=""P[EMXV*VL.>@_O'WK0T03X=/MEMXQV^<^IJK 7--L)[^ZC
ML+1/F<@*,<"N\OM3T[P-HD=G&0TNS]VG=F_O'VK%T1+/P9IAUG4\$#7=P/]'A
M/I!"^M<]J&H7>]737M(]N=R]!2M=@=/\M20=4\07=Y=R%F>(;>B?J,"NRKE
M?AAIQALY]2<\$&5@BGU [_F:ZAY\$7[QP>E2 [(]:"0.IKAOCL^T=#?@)I#:U
M\6_B?I&AQ*I940+H>);)+&,LQ]#@75S<_P#!3N?XH7+VO[./PKO+K2]^T^+O
M\$H:VM3ZF&#F3>V=@]364ZU.G\3/*Q6=99@ZGLYU\$Y_RK67W+;YV/KR5XP,R
M, ,<DFOB#_@KW^Q5!\8_ATW[17P[TQ]/\$?ARU_XF4=NF3?V"Y)/ ^9X\EAZK
MD>E=X<\4_&3X^>*+;POJ'B:=H9&!01:IY44<8(RQ"_C@\$GK7U';Z'86NAQ^
M'Q;J]K';B#RF&04"[<'7(XKOR;-L1EV.ABJ&\7]ZZKT:,JL*&>X.=*</=>S
M?<_.[_@BI^V1+<T[_*CW52RJKW7A"6:3..2TUMD_BZC_>%?I\$",=:%7]MG
MX-^<?V#]/VT(\$WP)]VFGUC_CUSPK,ORA4W O#[A7W(? \ 9(]:_73]GSXPZ#>
MO@YX=^+'AZ13!K.F1SR1ALF*7'[R,^ZON7*^MXSP.'E4IYKA5^[KJ[\I=?O
M_YYW#.,K*,\OQ#]^D[>]K\#MJ*11C(%+7Q!]6%%!!2\$XQ2TV5U126/2@
M.I'\?'\$'_P"VVW[7'!.0Q'I?AW51;^)_B,' \, :#Y;8EC2>-OM,RX.1LAW#/
M9G60SA_X-,/V&[/XG_&WQ9^VAX^\.QW.D^#K0Z-X<^V0!XYK^X3,T@# @F.'
MY<]C+7D?_!S-^V9=_M8?%"C\!O VIM>>'_AG\$NB6,,#;EGU24J;IQCJ0Q2+
M_MF:=_C_)(L=:;^PW^P/X ^!PLD35UTA-2\32A<&74KE1+/G_'2PC'L@
MK[BM?].%HPVJ5]7Z?-\-I\SM;]CAK=6>^K\/_ &1D^"M)/N=-B^)I?^%?\
M@/MX*TD?]PV+_P")K7'3I17Q'-+JSCN^YD'P!X\$/_,EZ3_X+HO\ XFORZ_X.
MG/V\$M*^+ '[\$UC^TK\O"MM^K/PMU#S[_ .Q6JHTNEW3QQ39VKE@CB*3GH_YK
M]7*YOXN?#+PK\9_A?X@^\$OC>Q2YTQC)I%QIVI0.,AHIHRC?H<UVY=CJF QU.
MO%_"_P .OX%TZCA-,_BE\ ^-?\$/PW\;Z-\1/"&H/:KH6J6^H:=<1MAHIX9%
MD1L_[RBO[(OV%?VG?#W[8_]G@/]H_PW<(T?BCP_#<W<2'_470&R>(\%)5=
M?PK^0C]J[]G_ ,3_ +*_ [2/C7]GCQ?\$ZWOA/Q#<V!=UQYT2N?*E'LZ%6'^]7
M[. _&B?[:BZIX3<?L,^+]9'GZ5,/\$/A&*5^6@D)2[B4?]+B-\ MHU?HW&6
M#CCLKAC*>KA9_P#;K_I'H8N'M*2FNA^VU%)O4C#D4!@PR*_*[GEB3?ZIO\
M=/_ *OX_PINS_D]3XL]EUC_TLEK^SN<XB/T/\J_C\$;MX;4^+)_ZJ+K'
M_I9+7WW /^]5_2/YG?@=?T2?&L?/\ P2:T4G_H=-8_]&)7Z- 8K\Y/^#6,
M@? \!)K103_S.FL?^C\$K]&P0>E?*YY_R.:_ ^*7YG)65JL04&Z'Z5\Q_%F/^
M450QV_[]W? _H-?3;=#7S)_P68(_P"'5WQV&?\ FG=_P"@BN7 ?[_2_P 4
M?S0J?QKU/Y"K3_CXB_WU_G7]L?P _P"2&^#?^Q5T_P#]DK^RUXN(_WU_G
M7]L7P!('P-\&Y_Z%73_ \$F200>/OAH?]O?DCNQOPQ.O;H?I7\ZW!WUHVH6
MW[;WP^UR6,BUN_AT(X&P<%H[N;=^6]:_HIX(K?O^#NG]E350B%AS-X'_ :F\
M-Z:\TO@+6Y;'76C3.RQO NV0X[+,BC_MI7S/"F(AA\]I.3WNO01S8:2C65S\
MT?\ @W#US3]"_P""P'PN:4=@6[CU2UA+]I'T^?;CWXK^J[H0 :_BW_8X_:!O
M_P!E7]JGP%T/80L[>\$0\$UK?SQJ<&2%7Q*GXQEA^-?V7_#[QUX8^)G@W2OB!
MX+U>&_TG6M/BO=.O('W)-#(@=&!]P17L<=X>I# '4ZUM'&WS3_P"" :XV-IIFU
M11D>M%?#'\$ (0"<Y^E&>F"*S_ !7XFT+P9X>O?%GB;5(;+3]-M)+J]N[A]J0P
MQJ6=V/8!037XB?\ !./_ (+'_P#!0C_@H7_P5[C^\$W@KXL+!(VUW4-3ET-?
M#UH3'HD&?+1IC'Y@+DQ#=#SEZ]#!97B,?2JU8-*--7;=_N-(4Y5(MKH?N97Y
M@? \!VG_ ,HO=/\ ^RH:7_Z3W=?I^2!UK\P/^#M,@_ \ !+_3E!Y/Q/TO _[=
M[NNCA_7.J'^^X;^/\$'_+_@EV,_%_@H,]?B1I7_I0M?V-*,\$5'_+P2[X_
MX*,?!/V^)&E^CXU^QH\$<' -?1\>O_ ;*/'^]37&_Q%Z#J._X4= :0G!%?!LXLW
M?SP?\@O_)Z'PU_[]()_Z6/6)_P:%_ \ *1/QM_V2*[_].-C6W_P">_<_MH_#4
M#_HGLG_I8]80 !H5_P I\$ &W_9([O_TXV-?J</\ DA?^W'_Z4>F0]R/Z.EZ#
MZ44@8 #)[4H(/2ORUGF('W_DAWC'_L5M0_)WK^)^V^_P"/V?\ ZZ07]L7Q
M\(/P.\8_]BMJ'_I.]?Q.WO-[-CO*^/SK]&\/_@Q'_;OZGHX#J?UY?\\$7?^45
MOP,_[\$*U_FU?3QSVKYA_X(O\$?\ .KO@8/^I" M?YM7TZY&TC../20@\?;Z]5_Q
M2_-G#4^-GRY_P5=_X*:?#?\ X)C?LW3?%SQ58)JWB#5)FLO!WAT2[3J%YM)R
MY'*Q(/F=ASC@<D5_,K^V;_P5 _;9_;X\93ZM</C#JD^GW^RWW'PCHT[V^F6
MJEB5C2W0X?&0 S;F..37VQ_P=R_%+Q%XB;P\)"BYNG_LOPW\$BN+2WW?*)
MKF:0R/CU(CC&?]FN8_X-:/V0/AC^TG^W)K/Q&^*FD6^J6WPX\IJ>EZ;=1[H
MVOI9?+BE9>C>6 S '^(@]J_0\DP>!RC(O[1K0YIM7_R2['?1A&E1YV8W[G_
M ;1?MO?M>:58_\$3XMM;_"[PE>(LL,^OP,^IW49_BCM1@H".09&7J.#7ZT?L
MB_\ !L]_P37_ &9Q: :_XS&:E\3->@"E[WQM.LMMO'4K:QJL> ,]GWGWK]"T4
M* J= ,#':G-CN/TKY',.* ,WQ]_?Y[]HZ?BM3EJ8JK/R1YQ\;]' \&?"[]EKQK
M;Z#HUAHVC:3X)U.1;2PM4@MXDM)"0J(J@ = *_BUNV#3.ZG@R''YU_4]_P
M<2?MFZ)^RA_P3>\7>' (=66/Q'\1[63PSH-LK_0&6=" +F4#T2'?SZLH[U_*\Q

M4J 00'C! [5]EP)0JQPM6M+:350.V_P"9UX&+2<GU/Z^/^",7_*+3X'_]B%9
MR-?3N1G&:^8?^",I"_\ !/X'@G'_%!6? \C7QUJ' [<' [4_\ Q\$T6' ['MI\;]
M5_X5F^ELT_A! ?+-KY@T:?)^7=GS K]>M?"5,%5QN.Q/(@YI/T3.)P<IR\C
M]8Z^(/ \ @XT_Y0Z_%\].VE ^G6TK[>3A0.?RKXA_P"#C3'_ YU^+X_Z=M+
M_P#3K:5CE'_ (TH?XX_FB:+7M8G\MOP=X^+OA0Y_YF6P_] *\$K^V3P^!_8=G_U
MZQG_ ,=%?Q_!WGXX^%#_P!3+8?^E\$=?VR^'B#H=G_UZ1_\ H(K[/CZ_/0])
M?H=>/^)?,N4-T/THS0>E?G;9P'X@_P#!Y)_R+?P._P"O[6/_ \$7!7Q#_ ,&S
MG_*7[X=?]@G60_3=-7V]_P 'DA'_ COP.&>?MVL?^BX^*(?^#9M@?\ @K_\
M.P#_ ,PG60\ TW3U^I98U_J3/_#/]3U*?^Y_>?U->I]Z_-K_ (.I_#NHZU_P
M2NU#4K*\$NF^--*N;G ^[&7:/)]/F=1^-?I+@Y./60#0^"E' [,8;#_8;^)?
M[744*0>>(/# ,RZ23_!>Q8FMR/^VL:5^=Y57CALRHU9;*2?XH\^E+EJ)G\<^C
M7"VFL6ET_P!V*ZC=OH&K^VXG0ZY:^)OA5X:\1V,B0#?Z#:7\$3+T*0"C# 'X&
MOXE]>T+50" ^MWOAK7;.2UO\ 3KJ2V0;:9=KPS1L4=" #T((Q[5_6_-P0D_:J
MTK]JS_@F3_- \$RZFDVL>' =+ . \$>\0PA\0%<VA,2Y_WXEC<>SU]_QW0E/"4:
MZV3:^)?\ [<;&\$S[\$HI-P!Q2D@=:_ ,SSA'SM.*_E1_X./\ 7['7_P#@L#^4
M6L9_WV*+2;28@)](.)M]P_60ZG?%GBC1/! ?AC4?%WB748[33]+L9;N]N9FPL
M44:EW8GT !->QF_MJ_ ^X_:G:T^(?[0LV_9XK\57]=:B0Y^VY?;" /PC5!^%
M?<!T)SQ]2KT4;?>_P#@';@8WJ-GZ-?&@OAB_O_-N3X@>*XXV-MI_PZ, \$C
M@!Y;R':#^\$;?E7]%5?D=_P:3_LG:M\+?V3?%G[30BG2F@NOB)KD<&C-)'@M
MIMH&4./]EIGD^H05^N->/Q3B(8C.ZCCM&T?N1CB9<U9A1117SQ@%%%! .!F@!
M'<(I8D#_SDUX_P#%GXA?)#>G0)]F/V.%_G=3_K7' 'Y" M[XQ?\$(Z?Z?"FCR_
MZ1(/)*D4_<7^Z/<UP'AK13=2?;IXOD0_(O\ >-4D!>\-:/\ 8[?[9.N)9!\N
M1RHKIM'M[:RC&MZB@:- "1!">LK?X#05*WA5Y,R9V@ \A!RWL*QOBM\5_AO']
M&/BCXS_\$+20#5E&F(AJ%R%D8=0L<0R[GV_YIRDHJ[,JU>CAZ;J59*,5NV[(W
M-2U*[U6\:[OG#.?X1T4=@!VI]MI,LL#ZA?7,-G9Q#=-=W<@CCC4<DDM@=*^%
M?CU_P6Y^'GA?S]#_ &;?AO)KMT"5C\0^(<Q6ZG^EN/F?_@16OD7Q_\ M_M
MK_MQ:P;#Q%XPUC6+40\ \@ZS M=/MQ[JFU !G^+)^M<%7,;,/=CJS\[S7Q-R
M; "U/8X&+Q%3M';[W^B9^H?Q[_P" "N_['W[.%F_AC00\$GC#5]53&+ #PV%EC#
MC^_,2\$'/H6/M7QUX^_X*J?MW_M<ZQ+X2_9_\ .0>\$=+?Y7N-.0M.BGC,ES)\J
M=?X5!^M<)\ '?^"?WA_23J_Q:U4:E-U_LNT)2%?]YA@0]!@?6OI7P=X0L=+A
MM_# '@SPZD,:D+!9V%0@9Z<!1U]Z\^>*KUG:J00"6+XOX@=\75^KTW]B'Q/U
MEN>1_#]C?3XM9'C[X]^*;SQGX@D?>[:E=-/ C_]M,F3\>/:OICX6_"GQ'\0
M]3BT3PMI0CMLX)/Y>V&!ZD<=.PKT?X1_L>ZYJQBUXE3-86QPPTZ,_OI!
MM'^ ?K]*]_TB/P#/\;2V!; ;+8Z=&SB.WM0X#.QX' '4DUT4<(_BGH?89-PS0
MP<\$W'E3W0\3]6]7\RE*A/X>^%N@#3-*C\RXD -Y>2 ;YF'\@.PKJRN>YH4
M@C@T,"1Q7I)*,;(^TITX4H*\$59(^/_ @LK^SY#\5/V8)/B5IEF'U3P3<&]1
ME7YFM7PDZ].0!M;VV&O,_P#@A+\=9=4\)^OV?=50=SZ9<#5=(5FSB&3"2J/
M8. ?^!FOO/Q]X1T[QWX^U7P7K, >TU;3IK2X5AD%)\$*G]#7XY?L#> (]1_9H_
MX*(Z=X3U.8PJ->N_#FH@G *L[1#/_;14(K)"R*7]K<)XK 3^*E[\?SM]Z?WG
MR& ;)Y=Q!A\7'13]U_P#!_KH?M,HP*6F0[MOS4^OS]'V84444 5;04K.PA-Q>
MW<<***6: :4* /J: /C_@KU_P7J_9R_8@^%VK^ O@CX[TGQA\6+ZU>WTC2]*N
M5N8-*D/RFXNI\$.U-G)\$>=5\$<@#)K1_X+"? \ !&SXI_\ !3SQWX7\3>"OVL+G
MP]8:%HLUC>Z4EA-/ '?-)*'WL(YD7@#&#"#7P?^#-GQSDLW[=&EY8Y8GP7)R?
M_ BOH\IPN0I1K8VOKOR<K %G32A0LI3D?CY\ /OBC<:3\?="^, _Q EGUB2T\7
MVNLZRT[;Y+PI=)/+N)ZEL-U]:_L(_99;4_9E_:[^&VG?Z?X#_%G1-8L[VU2
M5[. '4(Q<V;H)BFASOB=3D\$,!R*_ 'K_B#9\<\$8_X;GTK_P (J3_Y(JUHW !G
ME\4?#UZ-1T+J]O^VL;A?NSV?A*:)Q_P "6Y!KZ+/L5PWG:@_K' (XZ+W6U;3I;
MR.BM+#U40>M8=. *>.5<QL&'0%6S4E?,_P#P2N_86\>?\\$]OV97^ OQ#^.=U
M\0;YO\$5UJ2Z]=0RHP258P(L222-A=A[XYZ5]+YRO?%GM:%.E6E&\$N:*V>USS
MY)*5D([J@]8@ =237/\ C[XI]?#?X7>' +GQ=\1_'>D:'I=I&9+K4-6U&."&-1
MW+.0*P/VI_@ [K7[0? [.?C;X)^'?%GA^^\5>&K03+36XD8M8R31%F 5E8E2
M<\\$ 'WK\= \$W_ :?-'GQHB)XR_X*1S:N(_ 5C5/#UU<! ?IYET<5W9?A,0Q%
MWB]L[/^5MM?+8NG&\$0BE8_.S_@N-^TY\ \$OVNO\ @I'XX^, _[/UR+OPY/':6
M4>II\$434)K>%8I+A >2C\$<\$]0 >] >/?L1?M;? \$+JAO\ :? \ "G[37PU=?>\
MAS4/,N+)G*QWJX*3V[X_A>,L/8X/:OU<_X@V?' (&#^W1I?MGP5)_P#)%'_ \$
M&UXY/3]NC2OP\%2?_)%?IE+/\^&J>!6%=6\5'EU3U5K=CTE7PZARWT/U9_8B_
MX*=_L@_MX?#BP\:_!CXM:5_: %Q;JVH^&-008X=1T^7 WQR0L0QP3C<N5/4&O
MH)+RW>/SHI49/[RMD?G7X46?_!G'\1=/N40-/_;RL(D).4EA\&RHRGV(N,BO
MMOX'?&\$</B_\(O\ @F/X^_8\$0?VP+S4==\8:B]SI_CO['.LFFJS0'8J&<O@>
M41PX^_TK_\Q^!R.\$E+"XFZ;V<7HGUOUL<,X4;^[(^MOVG_VJQ@E^R=\(-:^,
M?QG^(&FZ-I6D6\$LQ^TW2B2X<*2L429S([\$8"CDDU_&U\8?' _P 6/BSXG^)]
MS!Y;^(M?0-2:,G.PSS/)C\ -U?M)XG_X-\$/C=XUF2Y\9?%\&/[6DC&(WU/PS<
M7!7Z&2Z.*RQ_P9M>.1U;HTKZ_\ "%2?_)%?4\XSAW(^>7UGGE*VO*U:W;0
MZ*\$L/13][4]:_P"#3_\ ;<^#EU^REJ_['7BSQGI^F^,-"\5W6HZ9IU[<I\$U_
M8W*Q,&BW\$>8RR+(&4@%3WK]@8;J&?B&9' _W6!XK*+7_@SA^(=C<)>67[>-

MA#-\$V8I80!LJLA]01<9%?<?_ 2(_P""/7QC_P"":_Q%\6>,_B3^U]?_!(M
MO\$6BV]C:?:=6MQ&MDT<I<R#S9Y!R#MX Z5_GM/)<17J8K#8B[>O+R050S,:
MZHRDY1D?>LEQ\$%)9%7/=F'-?GK_,'&/[<7P<^_P#P3P\;_!BY\ :Z=-XQ^
M(6G#1M%T*" [1[CRY'0S3L@.518PWS' RP'>040\ @KE_P3<^)G !2/X9^%O
M7PT_:30/AK<>']:DOKB_LX)I#=#HT1C\L^5+&1@G/)/3I7YQZK_P9W_%#7;Y]
M4UO]ORTO;F7_ %EQ=^\$9I)'^K-<DFL,FP^31J0Q&*Q'*XN_+ROH]-2:4:2:E
M*1^<H)# J2#G@CUK^O'_ (/)_MQ !O\ ;,_8Q\#>+_ WC:PGU>P\ .VEAXDT8
MW:"ZL+R&(1NLD9.X E-RMT8\$&&OS_X@V?'&,']NC20_ BI/_DBKWA__@T
M^+OA2^_M3PM_P4*BTRYQC[1IWA6>&3' IN2Y!KZO/\?P[GE&,'K'*XO1\K:UW
MZ'37GAZT;<Q^Y\4J3#=#&RL ?O!LUROQV^"W@']HGx0^(O@C\4-&CU#0/\$^DS
M: ?J=JZ@[HY%*DC/1A]Y3V(![5XC_,\$J?V#_ !]_P3T_9QNO@=\10CM<_\$.
MG\1W&I#7+N&5&5)\$C418EDD. !L)ZX^;I7TY@5^=5%&CB' [&=TGHU=?/4X':,
MM&?R!_ \ !4/_ ()G?&7_ ()H_M"W_P -?&^E7%WX80KF6;P9XI2%CIJ-IN.Q
M68#"S*,!TZ@_C@YK[? \ ^""?_!P)H? []GAJR_8^_ ;.U2Z_X0>&4IX3\6!7F?
M1=[DF"<9)-N"2591E,D8(Z?N[^TE^R]\ "VN?AA>_!S]H;X<: ?XF\ /7PS)97
MJ',;]I(W4AHW'9E((K\80VP?^#0KQ1!JMUXG_8B^/-I)8R,SP^%O&R.DL7<(
MEW&"';YT!]2:^^P_&5Yw@%A,S]V2^UY]T^GY'="M2K4^6H?M=^*?CS\&/C
MCX9M_&/PA^*^>@^)-,NXP%YHVJQ3HP(SU1C@^QY%2_KXT_";X.^&I^'Q5^
M)A>'] +M4+S5WVL:K%;QH "3R[#)P.@YK^9"Y_P"#?#_@M/\ " +596\\$?!6\W
M X^W>&/&=LOF=L@B9&Q]0*Z7PA_P;>_ \%E?CIK,\$?Q7T*TTB ; ;_P 8^-%N
MO+7/)"QO*QQZ5YLN&\EC+G^01Y/E? _T,W0HWOSZ'N?_ 7F_P"#A'PU^T5X
M/U']C#]A[6IY_#6H.;?QCXUC5XCJ2*X_T6TY#>4Q&<CYQ\HX))^K_ @V2_
MX)>@(_V1?@1J/[4_QI\ -OI_C;XC6D::=IUU'MFTW2 0\88\$91Y6PY'4 (#55
MO_@F9_P;?'LY_L?^)].^,0[1_B:+XF^,]. =9]/MGLS#I.G3 <.L+\$F=E/1I.
M 1D*#T_4-\$14V(@ 48 Z5SYIFV7T,#_ &=EJ?([92>\F34JPC#DI[#)+RW@
M'[Z9\$XR=S@5^+/\ P=J_MN !_6_@9X3_ &,_ WC/3]6\32^+(<]\06V6GW2S?
MV?;0031HLI7.QW>7A3@X0FOI3_@J[_P1(^-O_1?)]H.R^,OP_P#VU;_X?Z=;
M>X=,ET*"SN9\$E=)';I\N=%Y\$@&"O \ #UKXYN/^#-_Q]<SM<77[=VG22NQ9
MY)?!LK,Q/4DFXY-&0PR7"5Z>*Q&[]Z.O+R01^;"@J,)*4I'Y! ?LR_%O_ (4)
M^T5X&^-9A>1?"OBNU26./[S]#.KN![E017]D/P&_ :.^#?[2?PTTKXL?!KQ_
MIFN:+J]HEQ;7-E=H^W<H)1P#E'&<%3@BOQ9_P"(-GQP>/\ ANC2_P /!4G_
M ,D5K>&/^#1?XY^!V<^"_P#@HW)I!D'SG2_#ES;[OKY=T,U[/&\$*X>SODFL1
MRRC=?"WH_D;5Y8>LE[VJ/W(\$H8!E.1UR#VJIJWB+1=#LY=1U?5[6UMX\$+337
M-PL:(!U+,QP *Y#]FKX3Z@/#!X/^#60>*Y-<O?#+/ARUTV[UF16#7LD42H9
MB&+\$%B,\DGW\00VQ?\ @V>^//[57[0/CGXMC_@H1>Z;HWB_Q%<ZE!X:N=(N
M9X;. .5B1#C[2\$(&<<*! [5\5@-\@ZU>4*];DBMG9N_P!QQPC!RLW8_/'_ (.4
M?VROAA^UY_P4)*_!WQ+;ZUH/@?P_%HB:M9R!X+FYW0+.8V'#J&8)D<\$H<<5F
M?&Y'[80PR_8Y_X*,V6M_&#Q!;:1X? \ &/ANY\.W.K7CA(;2:66&6%Y&/"(9
M(54L>!N! -?7P_P"#-GQN!@?MSZ5_X14G_P D4? \ \$&SXX_Z/HTK_ ,(J3_Y(
MK]'_ +7X:64?4%7]WEY;V?W['H>UP_LN2Y^Z&B^)] U^PAU+1=;M+RVG0-#/
M:W"NCJ>A5E."#ZBKLT<*&^;*Z@>YQ7XT_L^? \&N?[07P&^)_A7QKI_ P490
MI-+\.Z_:A+H=GHHU##<I#;LC18%UM ;;CH1STK]!O\ @J5^P[X[_;^_9; '[
M/_P\^.-U\ /M0&OVFH#Q! 12N^R\$2_Q8BDC;#;Q_%CBOSW\$8/+J>)A"EB.:+W
MERO3Y=3@<*:DDGH5?^"J7[</P7_8X_8U\=>,'GCG3;;5;WPY>6/AW1S=H;F
M_098FCC2./ .Y@&8%B!A0"37\A4K-+(\K]6)_&OW U__ (-! /B]XMOO[4\5?
M\%"XM3N<8^T:CX5N)Y,?[SW]-43_ ,&;7C@Y!_;HTK GK_P 45)_\D5]OD&/X
M>R*E**Q' -*5KOE:.RA.A05N:Y]F? \&X?[<GP;^_W!_ .P7\ \$8_&VGP^,_A[9
M2:3K6AW-VJ7'E+/(8)T0G+QM&4&1T((-?HA%<1SC\$3JPZ\$JV:_"020\ @SQ^
M)^A:@FJZ'^W[:6=U<&QW-IX0FCD0^S+<@BOT:_X)\$_ \ !-KXF_ \ !-KX:>*
M 7Q_- :2N_B5/XCUZ._MK^[@FC-FBP+&8@)99#@D9X(Z)*^6SJA E\$IU,1A,1S
M-N_*XOJ^YS5HTFW*,C\W/^#0']CSQ80C;P/^VWX;TF:YTB333X=2SQ)D6DJ
M.TEL[XZ*X>1<GNH'<5^??_!'7_@I5J/_ 3'_:SM?C#J.C3ZIX4UFQ.E^+]+
MMB/->T9E998LD R1N P!/(W#07]70QE^#OPX^/OPUUCX0?%WPA:Z[X<UZS>U
MU73+U-T<T;#;!!'4,""" 0017X5_MS_ /!I7\8?#WBJ^ \9?L(?\$73M<T*>5
MI(/"7B>X-M>V8))\$<=P<I,H& "VP\<D]:^@R# /LNK98\MQ[LEHGT: ?GY&]&O
M!T^29^P7P_X*;_L'_M+^#?[QK*OVG_ A/!/'>TU#6X;.Z@_V9(9F5T8>
MF/QKS_ \ ;'_X+>_ \\$ZOV.O#%WJ/BSX^:1XDUF*,_9/#/@^]CU"\N7Z! ?W;%(
MQGJSL /TK\IH/^#<K_@KY+JQTK_AE8J00#<OXCL!%SWW>=TKZM_80_X-'_CM
MXH\16GB/]M;XIZ7X8T^-U>Y\ .>%Y?M=]<CKL,^!' ".Q(WGVZ&N:KD7#6\$E[2
MIB[Q_E5F_P !.CAHZN1A? 7P-^TE_P '+/[>EY\?OC?H=QHOP=\ PLMKH\,K
M_98E W16\$;\$23RL%:9QC"C' 'RBORJ^)OA2_\ "?\$;Q!X'U6S-M<Z/K=U93V[
MC]C>*5HRN.V"MV= _L[?LU?!C]E+X2Z7\ \$0@+X%L_#WA02(2EI86JDEB>6D=
MF):1V/)9B237Y"? \ %J?^#;?XN_'3X[ZW^U9^PRFF7ESXHN&O? \$W@J_NUM7-\
MQS)<6TCGR)#EF1BN&R03G [LDXGPD<=*C-*G1LE!=%;OY0J71Q,?:6>B/MO
M_@A9^TG*/'/_!)CX:Z[;>,.@B\ '^' 'TSQ)]HNT3^SY;5F#^;D_(-H#@GLP

M-?GW_P \$M/%/[?_'!R7\3/VPO!P>Z\+>&K;59=.0@/D: P#3K90^!KN<?B:
M^5/A'_P;G? \ !8_Q+J\$0@A_A=_PANCZC((]4NM3\7PQVKIG&7C@D9I0 20-I
MK]T?^"07_! *+X=?\ \$L?@5<^"M,UA->\7^(I(KGQ?XE\$)C6YD12\$AB4DE(4RV
MT=3N)/7 X<P_LO*8XF1K*I.M=)+7E3>MVC?*LJ2DT[MGUM+<Q0#]],B@?WF
MP37Y<? \ !T7^V)\&_ '![&K_ +*6G^-=.0?&?C[4+&)-&L[M9]K6S@NHHK2>
M55), :GRU1<]2W'0U['_P5[_X]*?%S_@I3XB\':U\~?VL[[X:Q^&;.Z@NK>TM
MIY!?!&9D(8^5-'C;M(YSUKX.U#_@SI^)&JWSZGJO[>UC<W\$K;I][GP?*[N?4L
MUR237FY'2R:A5I8G%8BSB[\0*]UMJ9T5134I2^1^*7A[6+CP]X@L=?M3^]L;
MR*XCQ>1PP_45_8U^PE^V?\ !3]L[]G'PO\ %WX4>.-.0A>Z3 -3L([M3<6%
MT(P)8)H\ [D96!&".1R.*_(S_(@V?'&,#]NC20\ PBI/_DBM'PW_ ,&A7QE\
M&7; :AX/_ ."B*Z5.P :;3?%#Q Q^I2Z!-?19_C>'L\IP7UCEE'9\K>]K]/(Z
M*Z%9?&?N;%(LB[D((]3D5#>ZI86,3S7EY%\$J#+M)('%J<UY#_ ,\$_P!F
M+Q3^QS^R;X5_9U\9_\$_&;QEJ7AVWECN/\$=Q&ZO=EY7D!(=W;@,%Y8)^*&_P#@
MI'_P;Z?'3]NW]JGQ1\?/#G[=U]X2T3Q#':I'X5_LZYFA@\JWCB/W;A\$.XH6^
M[_%7PN'PV\$JXEPJ5>2^"U9Z_+<XHQ@YV;T/AK_@ZW_ ;9^\$W[0W[0_CX!?"3
MQ; :Y'X TVYDUZ^T^=98(KZX8#R ZDAF1(P6QP-^H-?'7_!&K]J;P9^QK_P
M4@^&WQV^)%X+7P]::C-9:W>D9#M;W4\$ENTI]0A=6/LIK]%/^(-KQSDG_ (;I
MTLD]2?!<G_R11_Q!L^-_&CY]*_ \ " *D_ ^2*_1\ -FW#6'RGZA[?W>5INSUOOT
M/OA5P(\?)<_<;P=\0_!_Q!\.VOBSP1XMTW5M,OH5FM+[3KU]HI489#*R\$@@B
MM@X=-PK\0_I0_!II^T%X1:&+PI_P4INM-M8IUd:TTW0;J!'PP/(2Z_YQZ5^U
MWA72)O#_ (7T_0KBZ-Q)9644#SL.9"B!2WXXS7YUF&&P.'FOJU;VB?DU8X)Q
MA"W*[GX(? \ '*/_!&#Q1X'^(>I_ \ !0+]F;PE->>&];<S_\$/1M/@+/IMX2Q>^
M5%'^I?@N>=KY)X;CY;_X(4? \ %+=K_@F5\ =+00?B4+N^&'C.2*/Q-;6ZEWTR
M=,K'?1)GDJ&*NHY9<8Y49_J=U+3[/5+&73;^TCF@GC,<T,J!E=",%2#P01QB
MORL_X*&_&M'[,?[26N7_P_3?V5/%"_"WQ)>NTUUI0M&N=(N93W\$6X-;Y_Z9
MG;S]VOJ<KXBP>(P#P&9J\;640+I?T[G32KQE#DJ'Z3_!3X_?I]WHP)8_\$KX
M)_\$72?&NB:A"LEM?Z5>*N" =K '*, 1E6 ([BNHU36=,T2REU+5]0@MK>&
MO+ /<2K&B*.I+\$X '07\UTO\ P; \? \ %P_V3/\$D]Y^SGJ#7_9_ ^0EX" \>?8C,/
M5DD>)L^Q!IOB#_@D1_P<6?M)6Z>%OB\WC"ZTV8[9H_?%Q(C-N!T^:,3MD?13
M7&^',LE/FACH<GG\1*P]-OXU8^E_ ^#B#_@N[_.\$WP[U;]A3]C7QO'J\^KL;
M;Q[XNTN;=;16ZM\UC;RJ<2,Y7\$CC*A<J"23C\ \ / ^4G_2^ ^+W_4R_:%L
M? GAG3KFR\%Z7=13>-?%1B/E6-KN!:*-B,-.XR\$7WR>!7Z*_L;?&ANMMJ]I
MXG;A^.[]I]B0J\WA3PA4CEYNF4DNY;1U'R)G_K]G?V=OV: ?@A^RG\ ;#X.?
ML_ \ P[T_P SX=TY?W%81D;F/621V):1SU+,23ZUZ=3/<LR/ "9:^>;O>?F^
MOFUT+=:G1ART]6:OP;^\$_@CX%_"WP_ \ ! [X; :-%IVA>&M* @T [2K*)0!'!'@1
M>G4X&2>Y)/>NGI-J] <=.E+7P,I2E)RENSB;N[A112,=HS2\$+7.?\$;QQ!X-T=
MGC*M=S@K;1D]^['V%:^L:M: :+82:C?S;(XER? ?T]<]*^2?VI/VR?@C\ \$+B7
MQ! : _&074G3-CX5TQQ-?R)_"G2]3_>?'7@&E* <8*\G8Y,9CL '@, .ZV)FH16
M[; .\TG3M2\6:PQ;S)GD80.^,DU@?'C]K;]F;]EFQ9/BS\2;==0CCS#X=T8BY
MO7XX!1>\$SZL0*_ _X_ \ !6']H_XR03^" _@E92>"?#T[%&MM&S+?W*]O,N-N
MX'CHFT>YKS#X=?L1_M) %NZ&M:AX,U>UAN7WRWU_8S/++GDMMQN)]SBN"MF%
M]*; ;^9^69EXDU\5-X?(L-*K+^=IV7HMM\['O/[1' _! ;3XO>,4N/#? [.OA*T\
M':8V575K@"YU%USU# '*1?@"1ZU\Q: ?X+ :#_ &E_ \$LGB;5KK5M;N;A\W&LZY
M>.ZC_@;DY'L/RKZM^%O_ 36U;PO)'>WWP?UW6KU<\$7.H:<XC!]0F-OYYKV2
MR_9P^,EG L/_ KNYM(U&%69XH@H) "PQ7GR6)KRNTW]Y\Q4X=XDXAJ^USFM
M)_W5LOT_"Y0_"O]A3P9H!CU/XCZBVL7*X)LX<I;J?0_Q/\ I7T'X)\\$I\$L/
MAKP1X6 48\$5EIH!CMT4?J:[/3_@9XRTS\$NKZ+IQ(_@/\$%M"@^N)-Q_5HM
M; >; "T.EP? \$+PEHEHP(-M9^*+*W!' ^T5DW-^+&MZ6 Q3VIRMY(^OROA_#9=#
MEI4N5>FK^;-3P_ \ ?2]&"ZA\80'ECH\$/4V\$4PFO&'IL7.W\:[72_P!H'X+?
M":U-E(/AW)=W6W:VIZEA7D/N?O?AP*):?PWX@!GU'XU(B3@M-XVL\D_7
MS_M#0_#*P9! ??M'?*?(GHK^.+3/_ *%7;# YBOX="7_@+_R/?A*007[FG9]W
MJ_QV^1Z%XJ :A^+GB\M\$-;7386_Y9:<AC_ \ 'LEOUKLOV4?A]K/B[Q4WQ+\1
MRS3061*VLMFY8RS\$<G)ZA03^)]J\B\ZK^S1;:W#)\00VM/AK9Z>#F06_C*U
M=V,?PCYQCZU]%Z#^VS^PCX;TJWT71_VI/AU!;V\82*)/%EJ / \ @?=-#*L
MTE+FG2G_ .O_(]# 4JE2K[3\$SVZ-H]I0;5P.U+7D7_#>_[\$N/\ D[/X?<?]
M3; :_%U/!^W-^QK=+NM_VI/ C@]"OBBV/\GKN_L_ 'I?PI?@+_R/HE6HO[2
M^]'JK*&XM? \ %%]'D^#/\ P44USQ#IB>2?[9LM;MR!_ \$VQR?Q96-?K7X(_
M:9_9\^)FNIX7^'?QK\, :YJ4B,Z6&EZW#/,RJ,LP5&)P.]?F/_P %R-'6P_:\
MTS5(0%-[X.MF8^K+-.N3^&/RK[+@*-6EGLJ%2+7/"2::L?+<8)*XUH_9DK'
MZS^'M4AU00K/6;<Y2[MHYD/LRAA^AJY7"_LQZL^N_L[>"-6D8EKCPK8NQ/<F
M!*[JOAZ\95I0[-K\3ZJC+GHQE2"BBBLC00KSFHHHL@"C!]3112L@\$9=W>
ME X%%%"@C!]31119 %%%%"D 8/J;:LYS3J*+)@ !'4T444[(P?4T8Q112
ML@\$P0.M+@^IHHL@"@GO113L@\$P1T-+110 48]:** \$"@=*7'0112L@\$(SU
MH P,"EHHL F#ZTHSCDT44[(!)'6-#[(!5 R23T%<S<?&7X76V?.\>Z8NTX8?
M:E./RKIG174JPR#U%>! ?MD>"?#>D:+I?B32=(@MKF6^,\$SP1A-ZE"W('!Y%"

M2]O\.^)"]\6:>NJ^'-3BN[9G*B:%LKD=15^0,OV2HO+^#MM(>LEY.W_ (]C
M^E>FT-)"6H4444K(8&DQ@TM%.P !THHHI60 >1BDVXZ<4M%.R 38.]#&G)
M-+12L 4@!QS2T460""0:4C-%.P"8XP:4444K(P?6C'.:.*(H())HHHL@L
M &!BBBBBP!11119 %0:GJ%MI.GS:G>2;8;>)I)6]%49/Z"O//AG^TMX7^)?
MBMO"MCIU:RLK-;23%2)@)Z?=. .<460' I5!YHHI@)M'84;?I2T46"R\$ QTI
M:**5K %%%, I),;<FEKYY_X*;_MHVO[#' (]FO?&:VABN- :D9=/\,VDOW9+^
M4-Y98=U4*SD=PN.];X7#5L;BH8>BKRDTDO-F=6I"C3<Y;(X;_@I_ ^V[\,?V:
MO#/,AGQM\9\$*F\@,K'1HEN];N%Z;+. G;\$?6>7"KGY<GI^27BS_ (*F_"?P
MUJLT_P #/V,/"/U_(Y9_\$_Q5N9M=U*Z;0(X+)&">N,\$9KY3^*/Q/ ^)'QV^(^
MH?\$CXD>([S7?\$&MWAENKR=BSRNQX50.% S@*, #I7L'PM_8YB2PBU[XIRR>9
M(N)=*@<KL';S&' .?8=/60W'+^ '>'<IP\ :F8KVU1]'MZ*/^9#BD\WQ?M%! .V
MSDD[+ROL=)JG !8[]MV;]QX-U_PMX5B(PD'A?P58VNT>@/E\$C\ZYK6_ ^"CG_
M 4E\7QEKO \ :B^(OE. > !I^J36ZCZ>3MQ7I\$X&^%8?L_A[PW:6H4?>CA&
MX\>IY/YU40\ Y1M7@8/ KWJ%#(J*M1P<%_VZK_D=4<#5@OXEO38\5U7X_P#[
M; /BT&36?CA\3+<_<\$W/B>_?/YR5S]]K7[06IR&+4_\$GBR=CP1=:G<,#_ -]-
M7N%Z21D]ZR[O[^ !U]*]*GB*=(THKY(3P3ZS9XK-X9^*<K[KJ+4&+')]9[LG
M\6IK_#KQ[(0' @_#_ \$UVIQ]>:]AAM60;C[.MQ%'G^*>0*/S-=)H7P50?P3[
M/\1_!D#.1\M]XEEA*_4L*_TECXTU=I(S^HQONV?/L?PF\2F79//:H,?> ,I(
M05-%\ (]1 #7&K1*=WW40GBOKCPU^P)X]\7\$#3OCK\ (EW?PR_\$>SR/P#&030!
M? !%GXL>+BGF_M-_"2W5\?ZCQ3]H8?0(N#^=>=6XFRV@[3JQ7R?Z&D,LE)Z*
MY"1?";3DR;G5)7Y^79\$HX'_-7(/AOX6@(8V\LS!L@2R\8).,5^IW@C_ (-X
MSJ+)+XO_ &N]#="0630)*\W(] SRC^5>X?#C_@WX_8Z\.)'_7BQ01XF9>6C
M>_6UC?\"\$;0_'J\3\$\?Y'0VJ2D_*+_6R.FGDU:40A2]3\4++PUHELP6ST2#
M?P%(B#,3VZ\U]'_LN_\ !+_]KK]J:]MI_ "'PRGT?0Y"#)X@UZ-K6V1#_ !(&
M&Z7CIL!^HK]M/@U^P+^QW\ WBG^%_P !-!LKJ' 'EWUQ;FYN ?423%F!^AKV!
M88XT"QH ,8'0"OD<R\29S3A@J50.37Y+_-GI4,EBM9R^X^;_P!@'_@FS\(
MV%_#\$DVB2'60%FI0A-8\37<((#L <^5"/^64?/3) (!)X 'Q=_P %V98G :D\
M/0(V7C\&1;AZ9N9\5^L2@+T/:OQW_P""S7B)0% '[;UUI#HV_ ^S-"L;(?! [QW
MR\$?7]X*\S@C\$XG< <30\$UI<TN63;^X_B^-.EDOLXJUY11^HO[(4;Q_LN_#])
M%P1X1L,@_P#7:]&KF?@SH/_ BOPE\->&BFTV.@VD!7T*PJ,?I735\BI* >
M*J26SD_S/J,-%QP\ \$^B7Y!1116!L%%!!1110 4444 %%%!!1110 4444
M%%!!1110 4444 %%%!!1110 4444 %%%!!1110 4444 %%%!!1110 \$@<FN#=\?&K2= \::
M1X T1H[04K^_CBN\6\1/)/^UZ#\ZCQCH6H>)-#DTG3/\$%QIDDI -U:JI<
M#N!GIGUKY)\&^%YK[XW1>8+7Q!=02+JTL<>HH1YH^*D@/SWXII78F['V2" .M
M> ,?ML\$'P'I.#_P Q;_VD]=/8?!OQ98WL-W-\9==G2*57:&39M< YVGV-<O\
MMKX_X0'2<?\ 06_]I/3C\2!['0?LI8'P:L"3_P 0,_\ Z&:](# UX1\ =&^)
M'BSX6VVCZ1X@70]*CEF_TV!]Q<,7)(7/" =/4US/Q7A^*OP'\3V=]8?>^0
MH+L%XI+B0L"R]4=22"/^:370,;T/IZ@D"L+X;^+QXZ\#;XK\$01KRV#2(.S@
M[6'Y@UPW[0/QQU#P9=VW@3P7M;6KXK^^(#"W5CM7C^ \3Z].M"38KGJH8&@\$&
MO+=8^ VI3>&&OHOB#KC>(8X2X0&U!A&TN,XV#@+VK'_90^/.M>)=7D^'WCF?
MS+Z-6^RW3@!GV]4;'5AR<^QHM<9[62*3<!7'?%PEKOB#0IM3T#QKJ.E7%I:
MN\ :6C@1R\$#/S#&>W8UX)\%/ '_P 7]9\ :36FBZG=:I>/8RB".^NV,,1R/WC@G
MMV'J10HMB0J?5FX4N<C-?+5UX[_:9\(>.X;76Y]3DG:X4+;&VW03 D<+M&W'
MN,8KV+X[_&"]^%G@ZVN[&Q1]00SY< D&4B(7+\$^N/2BSN,]#R*3<*\4^%Q@+
MQG\50!O_ F.CGXA:S/?;VL(K.X\I(U!P&*C .2/RQ6/^SO\7/&<7Q*E^&?
MBG69=0MMWDFBAFN#ETDCSWZD\$*>#0DVKB;L?0>]0<9Y]*-PKE_B-X+U?Q-9=
M:'XUU+2IX+=_)6SD C=^H+##37SS\)/B1\5+_P")UK9/K=^JEP3+&EI/= \$1%
M]I 9_15ZGOQ18&TF?5V<]J-PZX->1>+O@G\7->L9-8;XQ7)U\$ 0':6Z&& ''
M"+M.?Q-<S\ OCWXXM?&_X#;XCW3SF29H(;BX'[R&49^1C@9!QCFBPSZ\$SQFD
MW =37,%?7XEZ;\+_ &XCU",228V6EONP992#@?3C)]JX;X:^/\$'QE\,_\
M)U\10%>IH+Z1C866GW;6\<,8.,X7KR#C/M2L![&!Z4;AG%?.MM\3/&WP#^*
MC>!%.07&J:*%B%)+L[G2]^CJ3SD<@CIQ7IWQLT?Q!JW@N?Q1X1\ :WFG36-F
M\Z+;2 1SK@-W?IT(IV%>YWA8 X-&X5\Z_LI^, &GBOXE74/B#Q3>7D\$6EN_
MDSSEES00 X=-W^T+X>\867AF_P#'?A3QYJ5D]I" 'DL8Y0(BH(! (XR#WHMK8+
MIJYZ>6 .*9<7,-M"UQ/(\$1%W.S' '4FO!_V1/%/C#Q5XEU>Z\1^)+V\CALD
M\$<=Q<%E#%N#WX_6NQ :4*ZCK/@*_UJ+Q5=VMM86C2/I\"@)<,,;CU(]J+
M:A<T/_QDL?B#\1M1\,^' \$673]-LPSWO.99=X'R_[/7G07=!@!U[5\L?LO>"
MM4\7W^JC20&=_HY@AC+R6./WF2>#GZ5[UX(^.O%-5;4=3^(VJ:M&T6P6UY
MMV Y^]QWXH:2!-LZB_L[?4K22PNHU>*6-DD1NC*1@C\B:XKP!^SW\/\ X=>(
MI/\$V@Q7#7+*5B\^7<(0^H7CN.,G-.^+G@GQ%J^EWGB#PWX^U/39[:R9DMX)
M(6V MR,9R?7->2_LN>-?&WBKXI_9]>47MW##8RLT4]PS*3P <=.]G:X7/I
M,G%)N%<O\7/B=IWPL\ (2^;N,2S,WEVEMG'FR\$9 ^@')^E<' *O#_C+XT:"
MCSQ_XTU*""ZD==/L-,N# B*I(+;R>0<9)*0SV0,#Q2YKYLO?B5\1?V?_B@_
MA75]>N-6TDNKHEZQ9C"W1E;J&' (].*]^\2Z]_8_A&]\26\9E%080.B\$?>PI(
M'XT[:N1UI-PSBO ?@5<Z'\;+G4KSXA>)KVXU?[03;V: :@*Q0X!!14(SR2/

M;%=#I/AGQAX ^-NDZ5>>+][20]"08+@6\$=U.6\MPN2C'OQR,TK >044#I10 T
M_>X\L/\ @Z2U;4H?@+\, -' @9A:7/BVZEGPW!="+7" ^0#M7ZH\$ G-?%/ _ 7?
M_93UW]IS]A;4[WP=ILEYK?@>]77[*V@00)-%&CK<(H')/E,S #J4Q7T/"6)H
MX/B/#5:OPJ7W75K_ 'LX,SISJX"I&.]0^"?AW^Q/X)T_Q5\7#JNJ0I+%HUU
MS'&XR#*?D4X]B<_4"OJG6>M?+_ [#'B.#10BY<:)=,\$;4]-DBBW\9=" 'V_DK5
M]/ZSC/7M7[OG?,\?Y6T/ RKE^J76]]3F-7^W<-<YJ/]:Z+5CDDCIBN=U'^M
M<]IG3/<Q;SH/I67=?_ !-:EYT'TK,N"@F&]20#R <9%=D-#*31GW' /-5)0
M#G/K7IG@?PQ^SCXNE73_ !E\3->\)7#8 NIM%74+7/JQB=)%'_ 37NWPZ_X)
M'W'QVM1=? ']LWX6^)]PS]F%]/;W*>S0E&=3[\$?C7-B,VP6"=Z[<5W<7;[TK
M\$*A4J/W5<^-9%7.=N,>G>F+// P,\$SI[HY%?>#?&^? [9;YV^-_ 07_H)W'_
M ,8K=\-?&Z? [1=[,H\7_ '+PA81Y^<V4%\$<-CV#(@_6N*7%G#D-7B(_B_P!
M6!Q=@/S_LO&/C'20FTOQ9JEL<\?9]1D3_T\$UZ+^"]]?_ &S_ (0>.+/X=? K
MX@^.[[5[IP(; ;3/;%TH09'SLP<"-!W8X K]+?@[_ ,&\O[/?AB[BO_C%\3]=
M\4,A!>RLHUL8']CM+.1] &%?;/P3_ &;0@A^SKX9'A+X,#C3= LC@RK90_/
M>F9)#EG/NQ-?,YKQWDT*;CA:7M)=VDHKSUU9VT<KQ+<Y61YU^P#^S!\40V;
M_A*MG\;_ (S>(/&?BK5 LVJ3ZOK4UW!9\$9Q!;^8QPHSRW5C[5[V!@@\$4H0#
M@\$T-D#BOR3\$UZV+Q\$JU2UY.[LK+Y)'NPA&G#E6R&22B-"Y. .M?B9XYN9?VJ
M?^"EUU#:J9X-;^(BV\)]R#:(PS+;_3RX\U^KW[; 'QFMO@-^S%XN^(QN%CN; ;2
MG@TY2<[%F7]W&!ZG<P/X&OSD_P""*OPANOB)^U/= %35(&DM?"VERS^<XX-U
M/^ [7GUVF10RK[SA! ?V?E.-S.6EH\L?5_TCY#B.7US,<-@5WYGZ?U<_7"V54B
M" (, #TJ2FQ@ 8%.K^\L4K*P4444#"BBB@ HHHH **** "BBB@ HHHH **
M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH 1QD5\E?"G,G[2L
M)E//]MW!;/G+U]:L,C&^*3_B%I6N_!SX\? \ "52:=(UH-4^VVTBJ=LL; '<R@
M^N"1BJCN3+8^L-P]:\8_ ;9_Y\$/2?^PM_[2>MJ7]I7PUXBLHK+X=Z;>ZEJ]SA
M; >T^RL%B8_Q2-T"CGIZ5P/[6'Q(T#Q7IFF^\$="O%0;FUNFFO#:@LD;! "FW/<
MY/X8HC=2'NCT/]E\$? \6;L/\ KXG_ /0S7%_MN#\$.A<?QS?R6M/\ 94^)_A.V
M\&VW@+4-16WU*.YD\N";(\X,2PVGN<=JY#]K3XA>'?&NIZ=HWA>Y^V&P,GVB
M:\$H&. !M![GCF[0WJ>N^L\$ /)\$]\$'_ \$SF_P#1SU_]_ \$36+S4/V@[N\F0#
M;O'KZQ3.@;RU5]JG!Z@8S7KW[,?Q: \&KX&T[P?;B+74[=WC2"8\$><6=F!4
M] ^N/PKB_VG_@WK^F^*IOB)X>L9)K**O=" \$M!* .K\$#^\$]<]N:%N*USV5?!?
MQ0(!'Q?8C_L#1?XURGA?]EB'PSXYM_ '8\<SS7\$-X;B2/[&JAR221P>,Y-5?A
MI^UGX,F\ -6]CXXDGM-1MPDK^262; QN&W. "?0UT>@>-/%'Q7\0VMWX8L;03
M/#EI+YD][=1>7]?L.B(IZ1),G01J@NCL0? _ " *FH_ \N,O * :^;_V-N?B
MM=GUTR7_ -#20=?BC\00"/A#PY>66NZU##<3V,@@MMV9),J0,+]37SI^S3XT
MT3P!\1WU3Q1,]M:W-G)\$L[1G:I)4@GVXH6PGNCZW*(Q#% 2.A(Z5Q?QMNOAI
MIWA0ZC\3=-BN[:&7-M REG:3T7'MU[8KJ=" \0:/XET]-6T'48KJVD)"3PON4
MX.#7BO[:>AZ[>Z?H^L6=K)+96TDJW&Q20CMC!..G (S26C*.L\#R?\$CQ[X<M
MM1TZ>T*\Z*\0_L^UMK<33M\$. 26^5./:0%_@=\$UO^TC;023M*R:C=J97QN<@
M2#)QW=-/\,_VE_&,_AZS\ Z)X ;4-2C@\$M/(0G VJS@#C'&>U<1HMMWKOP
M9^-\$.K^-]>D\ZVO'DN1\$N?-5P<LF<9^]FJ6BL)GUY=\$?9']D/\J^5?V;QGX_
M0'_ :NO\ T%J^A/AOKFN>*O#MYXEU>":&^N99-.MKE LD50@100/4@M^-? ,W
MP@46W@WXRV^NWUO-+!' <SK-Y"%F56# M@<D#.3[4E\+\$]T?8C*&7].*^2?
MB[!_9?[1UR=,^1FU:"0;>H8["?U_G7T)K_Q[^FA:*^J_P#"7V5R1&6BMK6<
M/)<<*&' .?K7D/PA^'7B;XJ_%6;XL>]]+EM=.%\UU&)XRIF;^!%SU XR>G%\$
M78HL_ML:G<G4]\$TG<WD+!+*5[%B0,_E75_ _0/'FM?"W2+W1/B;]CM_LVU+9
M=*C?RR&((W\$Y-60VF_A+J7Q%\ -0:EH\$/F:AIK.R0CK+&1\RCWR,BO.0@#=\K
M;X40S^!OB!:7,%LLY>%S"=]NQ^ \K* <'!]J=TX@=WXY_9AU'XB:HFL>*?B3+
M<1PB-9(,1/E!) '1N>IKL?%.D/X?^#=#]H4EV9S9Z%) "9V&"^V(C)].E<Y??'
M-_'K'PS\&]-NKV\G^634Y;8K;V:G@N2>I'88ZUVT_AN:Y\#OX40]0>XDDT]K
M>6YFY9V*X+' \:F[8DK'S] ^Q9Q\1]2)_Z]#?^C[Z]L^/&/^%. ^(?^P:_]*^>?
MA9K]_P#L]_%:5/&FDW,<31/:W3+&>5+ B1?[PX]>M>I?%?XO67Q ^&.L67@'
M2[NZ@-F3>7\ULT<,4>1D D?.QZ8%-_ \$"22L<S^Q!G^U=<S_S[0_S->K_ !_.
M/@WX@/\ TX^S+7A0()_CO1/ WB;4;?Q-<FU@0;9!<R*0@=6Z\$XXR"?RKZ&
M\;Z3#XZ\ :AHUE,CIJ-@RP2_*21E3],XI=0M9'C/[\$0Q<ZZ,=(X/YM7T'D5
M\G_ KQZ?@;XYOK#QQIUQ;V]S'Y%P#="T3JW#8/4?>' %>Z^%_C)! \0/%5MI?@
M32KB?3(E9]3U2>!DC7CY\$0G[\$S_I3D*)UGBK_D6-2_Z\)O\ T U\U_L=?E6
MF_!]LG\Q7N_Q5^(WA/P7X=O+37-6BCN+BQE%O:ALR294@8]^]?.' [-_C32/
M /Q'CU7Q*7@M9[=X6G9#MC)P03[<=:^!C>Z.V_;;OYVOM"TTDB'RI9<=BV0
M/Y5Z=^SG/!-\%M!,(X6V96]F\$C9_6L']HCX<GXO^!K77_!\D=W<V>9;4Q/D3
MQ\$?,JD=^A%><? SX[S?'&";P1X^T>]2U69GB/DXD@8_>!5L9!//%*UT%]3WK
MQ7\+O WC;4K;6/%'AZ&[GM,"*5R>F<X/(SV-:.M7>B65DFG:U+'!>N+5\$<
M<2%00\$Q[]*XB/XWS_\$(?V+\)="O)IY3A]40;4QVUJ.[\$G[Q] /:I/VB[;4?^
M%3R7%D[RWUG=6TMN\49W-*K@ @#N2>E+49Y#\6/V?/%_PPU9_&/P^GN)K"-
M,1[9L36G?' ')'N/QKK_@/\?X?'VKV7A+XAVD4NI0R%M+U IC?)@@@C^%L\$C(
MZUU'P_\ VB_"&MZ.EGXNUT7584V7=O?J8E=@.2I8=#Z5P6E^!M*\9_M&V_B

M?X;61&BV, \=S>WL<9\$#3+R1&>^3CI[U3=T!]#K]T4M(O2EJ "H[JWANK=[:X
MB5XY!M=&&0P/4&I*#S1J@/Q_P""G'_!#;Q_X0^)^4_[5_P"P7H00%V-?ZMX
M%@94DAE+;G>T!(#H<DF'J.=N1Q7G?P^^ ?Q?^,_PMU+XF^"_]_,VA2K%X@T
M.2V:.]L&*DG=\$#P,!M8' S\N2,'-?N" T>X;6&14,>E6,\$KW%O:QI))_K9%0!
MGQTR>] ?9T. .,SA@X4*R4W#:3WY>S[^3W76YRRVE"JY0=D^A^%/@3X0P_&.=
MO! ?A;5HK+Q@C,MEH^I.(H)3(R3''*V!','Y'(#= <\5YKX_\ '>* _A]XAG*
M^-?#UYI6HVKE9[.]@,<B'/H>W'7I7[;?M\$_\\$^/V<OVBYWUWQ#X8DTG7F(:/
M7]#D%0<!P<AFP-KG/= @3[TD?[%/@KX@?"R'X8_M./9_\$%[\$&+3]?0-/ %O?QP
M8PH:6-MQ<<_,",]Q7MT>.</"TY1;3WCU7FGLUY.S(E@'+2Y^)'A6X^%.LW*:
M-2EU#24<X37-'B\$0E'UDMV(WK_N,I]C7ITW_!;;X_>./"8^(G[.>I:%2_#
M[D7GA04U2>/C.V2VG*2(_ LX)K[8^)_P#P0)^\$&OWTEY\+OC#K.AQNV5M-
M1MDNT3V#95B/KDUW7[\$_!].Q_9\$^)"?\$_W_AH#7]2ND0H^G: ?&+2TN5/\,RY
M8R#/#<5WXOC++X8?VN\$K6G_) *+ :?Y6^^WD8PP-3FM..G<_(_Q? \ LI?M,^";
MA[?Q5\!0EFZ,0Q?0YB/S52#5'P?'\OVE;W6HKGP#*/&0ODD!@FT_1[E]%;
M/&&51@CZU_2*8588H6!%.54#Z5Y7_\$1\1*' +/#Q;_P 3M]UC1Y53YK\WX'YS
M_P#!.3PQ_P %EM'UFP3XHZA%#X+5U%Q#\0KCS[SRNXAV,9E;TWD#I7Z,Q(P'
M[SKCDTJH[TZOALSS!YIB?:NG&'E%67S[GHTJ2I1M=OU\$[XQFEHKK@V-0H(S
MQ110!Y% ^VC^RKI_[70P4N?A+>^))M(D:[CNK._BC#A)4SC<A(W*03D9!K(_8
M3_8IT#]BOX;7G@ZSUYM8U'5;W[5JFJ- (MY"A5C5<DA5 XR3R37NE%=T<RQL
M< \ \$IOV3=^7S.-X#"/&+%. / [Q*U_(0 #MBEHHKA.P**** "BBB@ HHHH ***
M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
M *AO=.T_4HO(U&QAG3^Y-&&'Y&BB@"/3)#T?2<_V9I=M;[NOD0*F?R%*NC:0
MKEUTJV!/) (@7G)*** !-'TB*9;B+2[99%/RNL"@C\<4BZ)HR\$LFDVP).21 0
M/Z444 *FC:/*%L\6E6RNIRKK H(_'%6&C1P5= 01@@BBB@#*?P)X,DN?MC>%
M-- ,N<^8;)-V?KBM1(XXT\$<<:JJC"JHP!110!%<:7IEW()K03X)7 P&DB!('X
MBFMHNCNNQ]*MB/0P+_A110!-;VMM:1"&UMTB0=\$C0 #\!2S00W\$9BGA5U8?,
MKJ"#110!7L-\$T;2V9],TFVMRWWC! JD_7 HO=%TG495FU#3+>=D.4:6!6*_0
MD444 2W8"VKA0!\AZ?2OD[]GM5;]H"S5@#"#-<Y![_ (]%4MF2]T?4?\ PA?A
M#[1]K_X1;3_-SGS/L:;L_7%:21QQH(XXU50.% P!114E"X'I6;J?A+PQK4_G
MZMX>LKEQ_ '/:HY_,BBB@"WI^EZ;I4 M=,T^&WC'1((@@"(5.0#U%% %74-\$
MTC5<#4],M[C;]T30JV/S%21Z?816WV**RB6'& /*6,!<?3I110 U-(TF)=L>E
MVZCT\$"C^E3JB*H14 ' X%% %6_P! T+5'\$NIZ:-:W##HTUNK']14UK8V5C
M">+>RM(H8U^ZD484#\!110 VXTW3KN43W=A!*ZC"O)\$&('U(ICZ'HL@VR:1:D
M>AMU_P ***)X8(+>)8+>%41!A410 !["J][H&AZDXDU#1K6=AT: :W5C^HHH
MH GM[6VM(A#:V\<2#HD: ?@*<44@ DC5@#D;ESS110!60= T+4G\$FHZ- :S
ML.C36ZL?U%3VUI:V<0@M+.)!T2- H'X"BB@"2BBB@ HHHH ,#THP/2BB@ P
M/04FU?0444 +@>E&!Z444 & .@HHHH **** "BBB@ HHHH **** "BBB@ HH
%HH _]D!

end
</TEXT>
</DOCUMENT>
</SEC-DOCUMENT>