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CONFORMED SUBMISSION TYPE: S-8
PUBLIC DOCUMENT COUNT: 4
FILED AS OF DATE: 20200317
DATE AS OF CHANGE: 20200317
EFFECTIVENESS DATE: 20200317

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: S-8
SEC ACT: 1933 Act
SEC FILE NUMBER: 333-237247
FILM NUMBER: 20722200

BUSINESS ADDRESS:
STREET 1: 5 KIRYAT HAMADA ST
STREET 2: PO BOX 45032
CITY: JERUSALEM
STATE: L3
ZIP: 9777401
BUSINESS PHONE: 972-2-5486555

MAIL ADDRESS:
STREET 1: 5 KIRYAT HAMADA ST
STREET 2: PO BOX 45032
CITY: JERUSALEM
STATE: L3
ZIP: 9777401

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

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<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: right">Registration No. 333-</P>

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

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">
Washington, D.C. 20549</P>

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<P STYLE="font: 14pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">FORM S-
8</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">UNDER THE
SECURITIES ACT OF 1933</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">(Exact name
of registrant as specified
in its charter)</P>

<!-- Field: Rule-Page --><DIV STYLE="margin: 6pt auto; width: 200pt"><DIV STYLE="font-size: 1pt;
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STATE OF ISRAEL	
NOT APPLICABLE	
(State or other jurisdiction of incorporation or organization)	
(I.R.S. Employer Identification No.)	
 	
 	
Kiryat Hamada St., PO Box 45032	
Jerusalem, Israel	
9777401	
(Address of Principal Executive Offices)	
(Zip Code)	

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">5
Kiryat Hamada St., PO Box 45032</P>

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

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size: 10pt">(Address of Principal Executive Offices)</TD>

<TD STYLE="text-align: center"><FONT STYLE="font-family: Times New Roman, Times, Serif; font-
size: 10pt">(Zip Code)</TD></TR>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">(Full titles of the plans)</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">Anchiano Therapeutics, Inc. </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">One Kendall Square, Building 600, Suite 6-106 </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">Cambridge, MA 02139 </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center">+1 (857) 259-4622 </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">(Name, address, including zip code, and telephone number, including area code, of agent for service)</P>

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<p><TD STYLE="white-space: nowrap; width: 50%"> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Anna T. Pinedo</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Mayer Brown LLP</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> 1221 Avenue of the Americas</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> New York, NY 10020-1001</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Tel: (212) 506-2500</P></TD> <TD STYLE="white-space: nowrap; vertical-align: top; width: 50%"> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Aaron M. Lampert</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Goldfarb Seligman & Co.</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> 98 Yigal Alon Street</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Tel Aviv 6789141, Israel</P> <P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: center"> Tel: +972 (3) 608-9999</P></TD></TR></p>

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<P STYLE="font: 10pt Times New Roman, Times, Serif; text-align: justify; margin: 0pt 0">Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.</P>

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Large Accelerated filer				
Non-accelerated filer				
Smaller reporting company				
Emerging growth company				

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Field: Rule-Page

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Ordinary shares, no par value	(1)			

Shares reserved for future issuance under the 2017 Equity-Based Incentive Plan	
>1,438,974 ⁽³⁾	
>\$0.83	
>\$1,194,348.42 ⁽⁴⁾	
>\$155.03	
Total	
>1,438,974	
>\$1,194,348.42	
>\$155.03	

<p>These shares may be represented by American Depositary Shares (&ldquo;ADSS&rdquo;), each of which currently represents five ordinary shares, no par value (&ldquo;Ordinary Shares&rdquo;) of Anchiano Therapeutics Ltd. (the &ldquo;Registrant&rdquo;). ADSs issuable upon deposit of the securities registered hereby have been registered under a separate registration statement on Form F-6 (File No. 333-192259).</p>
<p>Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the &ldquo;Securities Act&rdquo;), this Registration Statement shall also cover any additional Ordinary Shares that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant&rsquo;s receipt of consideration which results in an increase in the number of the outstanding Ordinary Shares.</p>
<p>Represents additional Ordinary Shares reserved for future issuance under the 2017 Equity-Based Incentive Plan (&ldquo;2017 Plan&rdquo;) resulting from the automatic annual increase in the number of authorized shares reserved and available for issuance under the 2017 Plan.</p>

<TR STYLE="vertical-align: top; background-color: white">
<TD STYLE="padding-top: 3pt">⁽⁴⁾</TD>
<TD STYLE="text-align: justify; padding-top: 3pt">This estimate is made pursuant to Rule 457(h) and Rule 457(c) of the Securities Act solely for purposes of calculating the registration fee, and is based on a price of \$0.825 per ADS, the average of the high and low prices of the ADSs as reported on The Nasdaq Capital Market on March 13, 2020.</TD></TR>
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<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; text-align: justify; margin-top: 0pt; margin-bottom: 0pt">Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the Securities and Exchange Commission (the "SEC") to register 1,438,974 additional Ordinary Shares under the Registrant's 2017 Plan pursuant to the provisions of such plan providing for an automatic annual increase in the number of shares reserved for issuance under such plan. This Registration Statement hereby incorporates by reference the contents of the Registrant's previous registration statement on Form S-8 filed with the SEC on July 22, 2019 (Registration No. 333-232757). In accordance with the instructional note of Part I of Form S-8 as promulgated by the SEC, the information specified by Part I of Form S-8 has been omitted from this Registration Statement.</P>

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align: center">PART II</P>

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<P STYLE="font: bold 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">INFORMATION REQUIRED IN THE REGISTRATION STATEMENT</P>

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<P STYLE="font: 10pt Times New Roman, Times, Serif; text-align: justify; margin-top: 0pt; margin-bottom: 0pt">The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed by the Registrant with the SEC:</P>

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<TD STYLE="width: 0.25in"></TD><TD STYLE="width: 0.25in; text-align: left">(a)</TD><TD STYLE="text-align: justify">The Registrant's latest annual report on Form 10-K for the year ended December 31, 2019 filed with the SEC on March 17, 2020 (File No. 001-38807) under the Securities Exchange Act of 1934, as amended (the "Exchange Act");</TD>
</TR></TABLE>

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<TD STYLE="width: 0.25in"></TD><TD STYLE="width: 0.25in; text-align: left">(b)</TD><TD STYLE="text-align: justify">All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's annual report referred to in (a) above; and</TD>
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<TD STYLE="width: 0.25in"></TD><TD STYLE="width: 0.25in; text-align: left">(c)</TD><TD STYLE="text-align: justify">The description of the Ordinary Shares and ADSs contained in Item 1 of the Registrant's registration statement on Form 8-A12B filed with the SEC on February 8, 2019 (File No. 001-38807) under the Exchange Act, including any amendment or report filed for the purpose of updating such description.</TD>
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<P STYLE="text-align: justify; font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">All documents, reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents, reports and definitive proxy or information statements, or portions thereof, which are furnished and not filed in accordance with the rules of the SEC shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in

a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes that statement. Any such statement so modified or superseded shall not constitute a part of this Registration Statement, except as so modified or superseded.

</P>

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EXHIBIT INDEX

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<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0">Exhibit Number</P></TD>	 </TD>	<P STYLE="font: 10pt Times New Roman, Times, Serif; text-align: left; margin-top: 0pt; margin-bottom: 0pt">Description</P></TD></TR>
--	-------------	---

4.1#*</TD>	 </TD>	Amended and Restated Articles of Association of the Registrant (previously filed as Exhibit 3.2 of amendment no. 4 to the Registrant's registration statement on Form F-1 (File No. 333-229155) as filed with the SEC on February 11, 2019 and incorporated by reference herein).</TD></TR>
--	-------------	---

5.1</TD>	 </TD>	Opinion of Goldfarb Seligman & Co., Israeli counsel to the Registrant (including consent)</TD></TR>
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23.1</TD>	 </TD>	Consent of Somekh Chaikin, Member Firm of KPMG International, independent registered public accounting firm for the Registrant.</TD></TR>
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23.2</TD>	 </TD>	Consent of Goldfarb Seligman & Co., Israeli counsel to the Registrant (included in Exhibit 5.1).</TD></TR>
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<TD STYLE="padding-top: 5pt"> </TD>
<TD STYLE="text-align: justify; padding-top: 5pt">Powers of Attorney (included in signature page hereto).</TD></TR>
<TR STYLE="vertical-align: top; background-color: white">
<TD STYLE="padding-top: 5pt">99.1</TD>
<TD STYLE="padding-top: 5pt"> </TD>
<TD STYLE="text-align: justify; padding-top: 5pt">2017 Equity-Based Incentive Plan (previously filed as Exhibit 10.8 of the Registrant's registration statement on Form F-1 (File No. 333-229155) as filed with the SEC on January 7, 2019 and incorporated by reference herein).</TD></TR>
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<TD STYLE="width: 0in"></TD><TD STYLE="width: 0.25in; text-align: left">*</TD><TD STYLE="text-align: justify">Previously filed.</TD>
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<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">SIGNATURES</P>
<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </P>
<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; text-align: justify; margin-top: 0pt; margin-bottom: 0pt">Pursuant to the requirements of the Securities Act of 1933, Anchiano Therapeutics Ltd. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Cambridge, Massachusetts on March 17, 2020.</P>
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<TD STYLE="width: 50%"> </TD>
<TD STYLE="width: 2%; text-align: justify">By:</TD>
<TD STYLE="border-bottom: Black 1pt solid; width: 28%">/s/
Dr. Frank G. Haluska</TD>
<TD STYLE="width: 20%"> </TD></TR>
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<TD> </TD>
<TD STYLE="white-space: nowrap; text-align: justify">Name: </TD>
<TD COLSPAN="2" STYLE="text-align: justify">Dr. Frank G. Haluska</TD></TR>
<TR STYLE="vertical-align: top">
<TD> </TD>
<TD STYLE="text-align: justify">Title:</TD>
<TD COLSPAN="2" STYLE="text-align: justify">Chief Executive Officer</TD></TR>
</TABLE>
<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; text-align: justify; margin-top: 0pt; margin-bottom: 0pt">Each of the undersigned officers and directors of Anchiano Therapeutics Ltd. hereby constitutes and appoints Dr. Frank G. Haluska, with full power to act alone, the individual’s true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the person and in his name, place and stead, in any and all capacities, to sign this Registration Statement of Anchiano Therapeutics Ltd. on Form S-8 and any and all amendments thereto (including post-effective amendments) and any documents in connection therewith, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; text-align: justify; margin-top: 0pt; margin-bottom: 0pt">Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on March 17, 2020.</P>

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

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Frank G. Haluska</P></TD>
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<TD STYLE="width: 49%">Chief Executive Officer and Director</TD></TR>
<TR STYLE="vertical-align: top">
<TD STYLE="text-align: justify">Dr. Frank G. Haluska</TD>
<TD> </TD>
<TD>(Principal Executive Officer)</TD></TR>
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<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; border-bottom: black 0.5pt solid">/s/ Jonathan
Burgin</P></TD>

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<TD STYLE="vertical-align: bottom">Chief Financial Officer and Chief Operating Officer</TD></TR>
<TR STYLE="vertical-align: top">
<TD STYLE="text-align: justify">Jonathan Burgin</TD>
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<TD>(Principal Financial Officer and Principal Accounting Officer)</TD></TR>
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<TD> </TD>
<TD>Interim Chairman of the Board of Directors</TD></TR>
<TR STYLE="vertical-align: top">
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<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; border-bottom: black 0.5pt solid">/s/ Reginald Hardy</p>	<p style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Director</p>
<p style="text-align: justify">Reginald Hardy</p>	
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; border-bottom: black 0.5pt solid">/s/ Dr. Lawrence Howard</p>	<p style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Director</p>
<p style="text-align: justify">Dr. Lawrence Howard</p>	
<p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify; border-bottom: black 0.5pt solid">/s/ Isaac Kohlberg</p>	<p style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Director</p>
<p style="text-align: justify">Isaac Kohlberg</p>	

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Anchiano Therapeutics, Inc.	
Authorized Representative in the United States	
 	

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Frank Haluska</P></TD>
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<TD STYLE="border-left: rgb(82,35,27) 1pt solid; white-space: nowrap; padding-left: 3pt; width: 5%">WWW.GOLDFARB.COM</TD></TR>
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padding-right: 15pt">Ampa Tower, 98 Yigal Alon St.</TD>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">5 Kiryat Hamada Street</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">PO Box 45032</P>

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Jerusalem 9777401</P>

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

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

Gentlemen:</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; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">We refer to the Registration Statement on Form S-8 (the “Registration Statement”) to be filed on or about the date hereof with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “Act”), on behalf of Anchiano Therapeutics Ltd. (the “Company”), relating to 1,438,974 of the Company’s Ordinary Shares, no par value (the “Shares”), issuable upon the exercise or conversion of awards granted or to be granted pursuant to the Anchiano Therapeutics Ltd. 2011 Share Option Plan or 2017 Equity-Based Incentive Plan, as amended (the “Plans”).</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">This opinion is being furnished in connection with the requirements of Items 601(b)(5) and (b)(23) of Regulation S-K under the Act, as amended, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus that is a part of the Registration Statement, other than as expressly stated herein with respect to the issuance of the Shares.</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">We are members of the Israel Bar and we express no opinion as to any matter relating to the laws of any jurisdiction other than the laws of Israel.</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">In connection with this opinion, we have examined such corporate records, other documents and such questions of Israeli law as we have considered necessary or appropriate for the purposes of this opinion. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all copies submitted to us, the authenticity of the originals of such copies, the due constitution of the Company’s board of directors and, as to matters of fact, the accuracy of all statements and representations made by the directors and officers of the Company. We have also assumed that each individual grant under the Plan that will be made after the date hereof will be duly authorized by all necessary corporate action.</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Based on the foregoing and subject to the limitations, qualifications and assumptions stated herein, we advise you that, in our opinion, the Shares have been duly authorized and when, and if, paid for and issued in accordance with the terms of the Plans, will be validly issued, fully paid and non-assessable.</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">This opinion is rendered as of the date hereof, and we undertake no obligation to advise you of any changes in applicable law or any other matters that may come to our attention after the date hereof that may affect this opinion.</P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; text-indent: 0.5in; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. This consent is not to be

construed as an admission that we are a person whose consent is required to be filed with the Registration Statement under the provisions of the Act.</P>

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

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center">Goldfarb
Seligman & Co.</P>

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<P STYLE="margin-top: 0; margin-bottom: 0; text-align: center">Consent of Independent Registered Public Accounting Firm</P>

<P STYLE="margin-top: 0; margin-bottom: 0; text-align: center"></P>

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

<P STYLE="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0; text-align: justify">Anchiano Therapeutics Ltd.</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-top: 0pt; margin-bottom: 0pt; text-align: justify">We consent to the use of our report incorporated by reference herein.</P>

Our report dated March 17, 2020 contains an explanatory paragraph that states that the Company has suffered recurring losses and cash flow deficits from operations that together with other matters described in Note 1 to the consolidated financial statements raise substantial doubt about its ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of that uncertainty.

Our report refers to a change in the basis of accounting to U.S. generally accepted accounting principles.

Our report also refers to a change to the method of accounting for leases.

Sincerely,

Somekh
Chaikin

Certified
Public Accountant

March 17,
2020

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MQ\C)RM+3U-76UJ]C9VN'BX^3EYN>HZ>KQ\O/T]?;W^/GZ \O 'P\$ P\$! 0\$!
M 0\$! 0 \$" P0!@("OH+ \O M1\$ @ \$"! 0#T < %! 0 0)W \$"
M Q\$\$!2\$Q!A)!40=A<1,B,H\$ (%\$*1H;!'! "2,S4O 58G+1"A8D-. \$E\1<8&1HF
M)R@I*C4V-S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$
MA8:'B(F*DI.4E9:7F)F:HJ.DI:GJ*FJLK.TM;:WN+FZPL/\$Q<;'R,G*TM/4
MU=;7V-G:KN/DY>;GZ.GJ\O/T]?;W^/GZ]H # ,! (1 Q\$ /P#Y# X*1?M@
M M@^"? \ @I+^VMX0? \$ M;?M/>"?! ASXYZKIWA[PGX1^/7Q1\.>&=TQ?#?A
MF5+#1-1T?Q/9Z9IEDLTLTJ6MG:PP\LA5 "2?@; (;H ;E[MM M@Y[X :2
M^,G7\&->Y?%\%=O^4HW[= \ V<#JO J->\$Z / 8' Z#L* G?-L9BGF6/OB<
M4X 7L9R0>*KQAP2C#\$5:2C^"-*I32^"]W?2T4ERW?] (95@L%T*LLBL'A%-9?@Y
M5*JPV'=2M*KAJ-9RG*I0J-V<[+JW>3;O9?3O #=' [<G \$>W^V# .))?&/
M .; &C ANC]N7 H]O]L' ,22^,? ,V-?+K'T; X&> , \$GJ>> .<=NG<5[S\<
M' V?/%GQ7DBUZ21 " @CS LOB2YLC<WFJQ9(DMO"VF3/"NH3"Ti!/?7CP:7:
M?-YDGD1(CY&(S*IA:ZJU?%5:="O)O&8Q3:;45R4WBKSO*4;V>D;RZ6/16!H
M-JV\$P]GL JV#U[:?5.O8[&T ;= ;QU"Z@L=. ;0 ;+O[^ZD6.VLK']HG XU7M
MY. [L%40V#KXMFNIR6 (&V&-F70\$'FOJ'P3XO -."EWBS07GB [N/]K'X?Z?-L
M866H?M)?%S6/%#1MRIETJT\ :M:Z3YAW;8]5OTFB9'2Y@AF5D/JGP P#A;X(^
M&5E)C\): %:W\$P5+[6KTKJ'B* *\$ 3-7FB63RLYD6"QCL((B1&(E"R"5Z\$[
MK&+ +!0"Q8GC@98G)'&2#R68A5!D>-'^2Q/&. .J<T<#5K4XQDU[2>]QDG*2
MZI/\$1LFFK=7KU.^&381Q3G0PZ=KV^IX+1?^\$WKY&EX9\?M%:"(Y=1 ;+ ;1\
M978+&IM=:A^-S-A(Y!7Y=*TOQC:6[(>(7DNH"PI#EL"O9)% :- :PU&>#2
M- : % :4U:[4"VT[3/BY/6=5OGV\$!AY%OK- >MY>Y<R/!) \$V0/.T!V^B"?#
M]E360%J6?B3XB37OAKPY,JSVVA6P^R^+--=@=&56FGGCN(?#.G'9&?/-I<:K?
M1*PM[?3I'%]%^@?A+P5X7\#Z?%IGA'P I>A68"B8V43K=7&S<I:[O9O.OM0E
M;+SR7=VQ5B6P^ "^^?J9WC"[?%9OFK@U: ,9XW\$P7/O=4H5J;B^73FYFEM;6Z
MXL=5R3"RE1HY1E5>JUJUA*+IQC, I>RDI23LDE;1WN?'GA^/ @H?KJ/+='7
MXY>\$ [=P650%O[00BVSNTCX*23:3I BK5=5C5E.\++!!* <&%3D#[Y X) P#A
MO]JVQ ;!^#=[\3 VF/& C P9%#\10[9\ \$ZI\2?B;XCTO5C+\+/&D6FR7.G>(<
MKZ;1KL:=JDEI?P&],RPW#M#<VI62(&JP '0 ?2OI#]C; DYC6?]</&H # A
M7 B;BOIN#7BH\19"IX '5\$LUP=XU,;C)TYKVE1VG2GBIFG%]8RC*+LKKI6^4
MSS%Q>2YI3A@/OHQ>!Q\$8^RP6\$A."?LW>%18958R3O:2J*2N[-]V/WCB!\I"6
MW,2NX@^9+,6"@@^*^5 XP!P,5>JH>D?T3^;U;K^M5:\]/^7E2 G!\^\$/>L
M 2@HHHIB"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB
M@ HHHH **** /\L3 @KM P I1OV [P#LX'5? 4:\)U^=6Y0 QRJ#F0Y"':, \$
M@, <@ \$#GMP#G #&OT5 X*?[\ *4;]O# LX'5?^4:\)UX!^S=\%/\ A9>N2)?
M\$-J[^ O#-U DRR!DC\2^ (01<1:%"#\TME90*MWK4VSR!^ZT[S/.N!\$ \T9[B
MH83%YG7JK]W#%Y@O]1YW&7UW\$^S5EK:4M&UHDKR=C^F\I@JF RN#DXMX#+K6
MYM7 &?AM'9--=5;FTOYG6L]?LY1>-8;3QY\0; .0^#Y0] (\/^+@O" BN\$!O
M] -U0*JRQ>'S* &\$=ME) -952KC^SI!) -^C\<<21QP11PQ00QK%!!'!'#'\$B>6
MD<<*Q^6L<:?*D:J\$C^4HJD A %55"QJ(T1%1=J1HD:11I&H'[N](XU2*)25
MAB5(D"QA!D@/9!/[?GC/K@=0. /%?D^,Q^ (S'\$SJU:D7!4DHT%[U.%+NIP
MDI.GSV2YN5<UKINWU.'HTZ;Y)Z3J*RC!J3;L]5'w;.RN[II63=V.9HTRS,5
M51F1F9@0#&+N+,#8]VP/Q5<X4[0S;0?T& 9M 9X@L+73/B1X TX3ZK>11:A
MX2\,WT<<EGH\<B1R6'B'5;:59\$EU2Y.R?2K^XCV:39-'=7)>\<B#QO\ 9;^\$
M2>/?%D B[7K1I?"/@RY@<0W"GR-?4N5NK#2P"P^STFVB.KZK'&1 %FL;:1
MOM.C1]1BS%MQ9F<JH9W8NS,%52V3TW\$%MJ@*N2 ,5T8+!J<5B+0FG=*#E!Q
M:5K-QDTE*]T[INRWV/#SG-53F\+2J*G**7/+F=*<97:<5)>\XI)-6=KOI9DF
M QWDL\$,%R7=V+;5VKNW,2Q5> 3DJ.!@4X# I%) (R<?@?X .EKU5-3>\K W
ME)/,FUZ^1/OIOY6 X 5] ^+&W)S'PL ZX>-? 5?^)J^<*^C -C; DYC
MX6?]</&O JO !-70<?;E'H'D7 8T\$? \ Z74/,SK-) %&9 \ 8%7^- "0?O,>D
M?T3^;U;JH>D?T3^;U;K^LUO/ K[/ P!L/Q/[*]9^-E!11I3\$%&-8D8P.,'/M
M@<?K3%=FQE0.<'KTP3G],>QXIV=KZ?>OZZ\$N24HP=[R3:T=K+>[V3[] [DM%%
M1%WRH"94@;CZ<D'CKT&1US[5,GRJ[3:NEHG)W>VB ,KK:Z3LWJTM%OO^1+14
M8<DG@8!ZX/3CG]?>V:<#GMCH?KFFU:U^OSZ7U[? ,F,XR=E?YIJ I?=>PZBFL
M2,8&22! B?PZTPNX(&WJ<= \G\TII-]OO2"4E!7E>U(:)M <M?F2T444B@H
MHHH **** "BBB@ HHHH **** "BBB@ HHHH P N' @J/X3UOQU P5S &S?
M!7AVVDN]>\4 M-76C:5!!!;S7LQN;WPWX7S(+_W#S7<50'. [PQ(999Q;01 R
MSQ1R?T: LB \\$/+B+J'PZ.:C:O'5G\ / >G:3#/8^%K/2X?\$/Q.O;2=4N;
MW50%MUJ5[I?A;P'=:BP6^GMKW A-K\3>0FH6^D 91;GW/]B']B;P3<?%\%0 ^
M'I' 4E^.-AI[^% @]?\ ?@WX)7&MQ++IWA?@/#G@'PWJ Q<^+K02GR9=2
M/ZT);>#/#=[+#+/'I7VKQ^<VZKJ1@O+/\]?VV V^?BK^V%XWU6*/7]>\+? ?
M3M0NX/ GPOT[5+3#=.U/3DE,=OXL>6MFT\$GB7Q'JL'V>ZCM=:GO=-+Q7IT
MW1K** :35KN7^>.)L-P DWM, ZXGP];-:N, QN9U, CX;P]2=%8BC];J4JV, S+\$*
M27U;F7 [J/+&S4E%SE>W[OE6/S[-O8Y+P[BZ&64, !EV54\ZX@JPC6Y, 15P=&I
M3P. PKA/FQ\$*#C[27/I+WI<D6D0U<7 @C]^P3K8 L3PU^V'XS?Q26%NXA^)G
MP*UV22^P%V? \ (Y#X4C9?WA7I# (IQNC#[CFOA3]JO @C P#M# L :5J7C/X<
MZC; +O@'3U\$EZOAGP >Z'\3=#B<%\$FU'P2+W777; %]98H[G4-"VM7\$BVW
MVB[G\-.7;6PFF)5; .S#K(MK; [U8/O\)ONS8P3), P, LP=, QR)-] (DL9, 4JR
M(QO 0% P1Z ;!^/FI?'?0 V80%/B 4?B!\+O\$7A/QCK.F \ " :ZMJ&L^*/ ,
M A/I M^47A3Q'?SSZO=Z-JLLT%E=^M4O;NSTY"NH:"VEF;WEO? .95B^!^)
M^L90R^&<*4.'<3BZM/#Y;F.0YC/%*E6KOEHK&0KJ\$;2=J4Z24Y-S<4TY)Q[\Q
MPO% #U"KFN'XEGG>'P5*)QF!SBA3P6(G1IZUXX>5&%3FE"E*=2, E5BVH^T:
MC7)F[- 9I X)M7GA+X3^\$X BEXX@^'NGQ:9#?WNEZ; ;V, FL/J>K^M ?W^O:W
MK-PND:3<3W+1J-.AL]2NEM(+6! [NT>&:VKZ P" &%/@ XBAEC\ '34[K4D4
M@ Z1X/\ &%LJ(26:73='&C7R \$ -Y5Z73@B1QA5^>/VU?' B7Q/\ : 'A#4M
M00%\>?L6G:#X>:>5-, %S<:78ZE?ZY<V:LL5[J5ZT]PD5S>I/)8: ?#%;VLE
MLET G)=E/-IUS?Z7=76FW!62VOM, NI [&[MV!^1K:ZM'BFMPI)9@>/DL<
MD, 7;QN.X1R3'3RFGPA'-L-E]9X&KF>-Q, \6KUZ, 5'\$3A"DO9QIJLY1C[10
ME=-<KCRRE\E1H9 FM*.9U<ZJX:6/ P!JC1P6%CB, /3IU&W2A*15BI.I&'+&I

MR3DDU> />\$?;OC!^SS\2?@=<02>*K*UU+P]=R+;:=XNT*:XN=\$N)G5G2TNNEN
M840-,Ov-C' [/?NY'PFG2S1%L>*(VX YZ U I7NWCC)I;XJ \$7X:VOPO\
M&&HZ7K.EVNIz;?7/B2>Q9/\VL#1+F* TF+5;F*5+&; [=P(9+NWT^WN]32*,
MWT\H>83^\$H, #JI [Y7HQp,M]2<D^^:^3SO^QIY@Jv13QT\#4PF&G*-&-I1A4PN
M(JP=2>&G53C[: :5I<T: :C&TH\S=D>U@/K[PZ M%X]XE3<7]2JN<>5)6<J?)R
MP<M795&U9>[9Z.KZ/ 8V P"3F/A9 P!</&O ^*K ,35\X5]' L;?&G,?"S
M *X>-? U7 B:M^&=.(\B [8N"7WU9+\F8YU P BC, ^P*O^4#]Y&;"!R.%7
M./790)Q]??@'KP,U^7G[8G^&N]B+]B[Q '\T?' (L\; \$?XZ-9V]W-\#0
M+X%U?XK?S3H+ZTAO['^W=(T9H-. \.W%[:7-K=VUIK>K6-Z]E=VMZ;86=U;S
MR?<O[0/Q*F^#GP(^,WQ8MH([N[^&GPK\>.["UF4M!<7 A7POJ&LV-M.%<P
M7%Y!#-MW-Y3/M5CA3^& P#P;H?LZ^\$8/V,5 ;U^(4=IXW :B ;5\??%KXJ
M\$;XR>*X8-3\;P^&M.^)OBKPIH/AR#Q#>O/-9Z7?+X8G\=Z^EDF;-;O7/\$\VGZ
M@;K2/#?ARVTW^G\;B<2L73P&#E2I5ZD:V,J8C\$4Y5:-/#4ITZ<X\D9TVZDYR
M7+)R480C*30=6)\)\AL-'U\QQU.M6PM&NL'3PV'K*A6K8JO'I6IOVLJ=7EI
MPITVY)0<YR<81MJU]4?LK \<3]@W]J/XL>' @+I6N %?X+ 'Q;> V?X4^
M%?[1GPOU P" % BGQ1J+PW,T=AHLMY)J>AW=[<]:SFTL [6AN;J2,0V<TCQQ
MM^P7VJ/:6^; .#\K=<XX !)ZC)P ,C)KY%\>^ V-OV@/&?PF\4>,4^"'Q#^
M)WPH^(&@?S+X-^*K;Q)X5D^(7A;QOI,YN-+N?"GB#1-4B\1+! ?VTTECJ^@07
M,VC^)'NIM,U;3=0L)3 ?R#?2?M= P#!2' @H5^UE^TK!?'^";OQ'^\$' [+?P
M! 8S\26^PW^/[1 Q/ A[; !4?3?%GXPZ@FI2ZEX5\#Z#K.G:MX8T[PWX9
MBTAVORNFS:L; .\T06+K5X8O\$&EZ;;9T\QGAX\N)JT\PJU,5.EA%ED*4I8B*H
MQJ\G(L34C3G"+<Y3G4A%PM)*UF[>7QQ<YSPU"KE5"CA(U\6\VJU'"OVSH*I
M[;ZG2G5C4JVIQI0HSE&HI0E)--1 HLO+M\$BDD"3,(99W\$>U2ZQPO*%C:0K\$
MSL5 ONZ(KX+L%#*?A; @G+^WCX1^X*+?LTZ+^TWX(^'OC7X8>]8\7>+O!Z>
M%/'M P"&=3U^*Y\^WD-E=7SW?A+5=9TEK6]>97M(UN5N1Y<GVI\$S'O\ BS @
MG] ^W^U/? M.?')M?%\!M+^'MY^U%\%OA 8 %GX??&'X4Z9=^'? P"TT
M+\&O\$IV6?B.W-\7!G/2?>C7-^-/(U/\ L:"QTVYN=,UFU;2=.O=%EFU+\M/^
M"50[<'AK @GO P &]L [1VKZ+%XS\2V'QS^)O@;X4?#X73VT?Q(^+OCGQ98Z
M1X,\.-=QI27%MI*W O?SGB*YM1-/:^\$-#U^ZLH;F[AM(#SU<YC'\$T+2E3PDL
M+FU;%NK1<:V'JY=4P4/9\JFU[GUFHIKWO;N,7"2BTY],<CK/"XJ"C&KCI8W)
M*.]E64L/B,/F=/&S5;G<(M1J?5H3C)J'L(>U)I%M.W]0 [6?[16A LH?LX?
M&?\ :5\1>&=>9: '\&/'>K>/=5\^*&;O2;+7M=L]' '-+I^F7.NWFG:/;WDBS
M Q2:C?6]OM,@9LE#7S+\3 @IO!?!@K^P-\- V OBOI'CGP[X#^*O@/X9^+
M?!GPQTNUT;Q'\5?S'B/XL:38ZKX7^'.AV-CK=KX<U'Q44NV%U<'7[;0+-.]
MOI-2%M^WX2 MI^O^" [MW P3Q :/^,O[4/Q P#V3[KX4^-O@;XBU?XM?LK6
M^PBN # B'X:>"->M;6=K#PI\0="MK359 '/AFUN%8VWB;Q'XDLIK^V6TN)KM
MA(J?7? P4#T P#:7/[57' Z\ \^,/A79 "2\/[#NC!?'#BGPKK.K^)[3]
MJ=M&L9?"?C/Q;>1W,6EZU\(+#39M(@U7PI#;+?W][!>SNTME/!'. '9 BJ<<
M75H83\$TXX<HAC*%KAX/\$5:U?&T\+3J1H 6% [2C.\$U-4INC.\$G%7FZB@N \
M.X.K/ TZV/P6[OG57 XBK0Q-6.&HTL-@9XJM2J5WA+T;BJO</;PIUH2A&I
M)*GS2 IF 88 ;F^(/ [7VI \$*R^(/[#W[4 ['A\&:=X1UW0[S]HG20#5A8 '\$
M2O%LVK&W^A>;P JVH2+J.DPZ;!/KVE7L,36:ZC9QQ3W#"OC]'8I0V\J#CC'O
MUR!Z\$=QV^-?BAXE\\$/! =P? 1?!N@?'O 8:OOV@M<^.]ZGB/XMVOPQ\5Z
M=X+\ "2L +X"U!K--\$?#\#Z\J\$N@ Q%E^ (45EYLU;7^G+X=EE*VZRQN[?+&I
M?M1? %6O^<W[3?[(O@]N[XS?L\ M: ?L]?M???,? I \$OPZ^&L/PH^(OPH\
M?7]M%<'=3LK?2['1=,UK1KIKHO=P:AI.LI<VVGW-I]N\ZC<:?)JGJ/- (X*
M@-8RCCXJHZ,*F)JX2E2H4I8B484(5%'59PE*^HI\L:BUYI.,\$Y'DO*UCYSG
M@,3E<G\8B5'!X?&U\1B*T,)"<L1*E*+>#I0FHTZ=2<54G2J-4Y*--S2)?TLO+
MM0,589(X /KUZ@>G&1)^*#/VD/V[?'"[.W[4W[&/[+.N?#WQKXG\1?MI>) '
M'AGPCXNT4/#KX8\57'@'0(\$6H7'BNVU;5K37+R.\LV8V,>@Z;J!,L#)<F
M F,2 EC^TS P48 X*1^/^"I?QI 85 9\$^#WPJ^26G[.WPN\8 #K2'4<W@
M P,?#>Q/XH,5UXL^*/Q=\<V^K0ZMJ^@C3+-9;+3/"@6KUIJFJZS?Z;90:C%
MBY<?%/[=FM?%\\$/! P"TT; P0\USXQ^#O@=\7 P#@H#IOQ- :TC\/>" NLWO
M@;X*^)] ;U71+;10!#ZKKMQ]LN]\$T+PSX.U=%GC"2U22^U^S\+ZS9Z68M30[
M.%<L5G,\$JWU: (&J2PN,PF\$Q%18>4Z3E5QM+UJ5* /-"4ZL(58RO'FC"[;D^2
M<8] .7Y#4J5:/URKA:<,9@;,C;+2EBHTJRA1R[\$8JA7J NZBIT)5:/+>?+HD
MXQBHM5#^Q-;J-L?>Y(&<9!ST((Z@COVZ&I/.790 9N,A0"6/&0 .3D?F"<
MOY: ?BA^UA P60 X)D \$;X!&?]OCXE LX M&?LB?&[XL^\$O@U\3-^&#WPZA\
M\$ZE^SYXB\?W\$ P#85]X>U0:1I.N.OI6GK;7H^W^)M2\566I1Z>NERR:=JNI:
M=?S -1: -OM\$EB9;A9(DDB; @0S^R^T<BL/EV2+AAM&W:>.3Z&#Q\,7*~.2
MOAZM! I5L/BJ*HU[5HNMAVE&=2FH2H[SC4ES3334)7B>5C<OJX&- .I+\$X/\$X?
MSJ7U?X&K+\$864L/<4<5'GG"C5YHUFFHSHT[4Y1:<XOF/@3]N' @IM^R;^P#
M;>\$X/COXP\077COQ^J^ O@]\-/ "VI \$+XM>-8+>5H9KW1/!^C0&\&F),#-\$
M5U>YT^QN9DD@LYKB:*6-J?F/X @N9^P]^TQ\9?"[/[%E; 'KX*?&KQ]/9^
M! ?A ^T'\% \$OPZU+Q;=PP/=26NBWR2: [HTDR0022!;K4K5=NU=Y>2)7 "M
M: ^^-W@?)O P#!>L ME?MI^!O\$.J?LW?&O]F30/A/\ C:/#<GB[3?A'X^
MT@Z/'XCM]"MQ"QTS5^AMM=LM:TK19'\4OHGC&;6K&POM/GU?;^Z P= :& X)
MV? \ 11350" 'C#X0> @>T=XV^NMV7Q*\ (20Q?)\5 A7K5KG2[Q/A]K-
MI I7Q!*6[)K\$^AW>H^KIUMI5^+Z;2+R>YCN)K1 /IX %5\7B*\$<9E^'JT,6J,
M<!B:<H5JU"+I.56-:56#E[2,ZCA[&E6LX*/([RMZM;+)\A<!\A\1/ 9EBZ>(P
M+Q#S3"5E+ #T,1+VG+AY854*d5[.<:<*KKXC#MJ<I1EI!2 0?[7M+X;4,>,
MGG^\$8SEN^!GC!&0:XOX@>-+7P/X)\8^ .KFQO=2L 17@ Q-XOO-.L7MX[54(/
M#>CWFM2V%D]W-;VJ7MW!936]O+<W\$-I#/) &;IUBRP "3Q#^U% P45 X* M.
M M(!K @G-\10A-^S!^S?^Q]X^N/@S\0 P!I[XA?#6/XN^+ (L '72;6VG\
M: ^"OAYX4UJWOO"EE5%\%7LL^E:OJ\EE=^E>SK9:O;W%\AJF6MR[]G']K \
M:RU+6 V P#G9^WO'\.]>: .9 9D\1?%WP3\:/AAH<OA#PC\=@MXS^Z
M]I (\33>\$R V;0?S'A[7+C3],U9-^*M]+LY/MODMI5K/80<7G0\XH/\VBA2Q<H2
MGBZ>\$Q:HTOJN^KX>G6DL/1?UCF<N>C*^G-0A4<)I-<LG'D61XR*@ZE7!>UA0
MPV)QN7PKU7F6"PV(JY=%8BK1>'C0<72QJFZ4,1.K!SIN4(QLY?2VC?]8]
MG^U X)Z "3 @I!\20!GQ?^'WP@^+GB>Q'\ :5X.LO#5C\1OB#I>L:KXDUWP[
M7]I6/@K5+[37L+;F;PY>WKWUK?L;2&ZM8)HFNI/LR K1HVL6>LZ3INKV1G:TU

M73K+5;0W\$1AF%IJ-K#>VPGB('DRB">,\$/<^6V5)+ U 'O\%?VK/BS^QO P & MT'[(/QI^"L?@F3QJQO)\ ^"XQ\1/"\$/C?0\$T/QQ\>/56A:TQT.XN[*./48[& MX<V%ZTKFQG!<129./U& ;^;O :JL?VA?V= ^"<W !/O2OARO[6OQX^&9^- MCSXK?\$(2Y=5!\ L ?!>TN)] ,F\6R^'8GEM-4\1ZGJ.E:] 8NG:G!J%I!'I]I M:MHNK3:S9M!ST<WM1C5Q\$^:4\%@:T:.&PLIU'7Q<JZY8Q=5MQE[]QC[''+*4 MIM.ZZ7DC5:="4ZGLZ>8YK0>+KUH*DL)E[I]SK1]E%T73C4A.M5O/F=2,(4 MKV4OW4%PA) #;@< 9RHQR/7K!R<?2E,Z!=QR!QGC)&?4#) 3WZ5 ,5K?[1 M' 18K!B[1L7 (]Z#LZ M3 M! LO?WX7 M< 'S4O VH>/?!?P7F\T \$RZTC MOJ"LM0 0>&]OMK) #WA71[:V;4-.N=#U[IO#TVHRM<WT&HN8 [>V9^G^+W[9 M !5/XJ \%-?VRO\@GY^QD [/NB>'OAMX#^!WB;1/B] \4?#LAC 9]T#QCX0\ M- WXDV5WVGI)J<WQ; \5>+;=;U>XT3P=X9ETFUTCPZ+74]7U9-7L[2&T/1 ;5% M17/A<PA6>)CA%AGAX.JZ P!6CBTO=JRA&%6E)* ,Y34 (RNG+1G-+(<7SQY<;E M,Z\$L)/,?KM+%598:&#IXMX&HY.IAJ< :4L3%JI3]GSK2,8RYH.7])?VI,X"L M>V<?)DXP W22#GC/OCK0+J,XPKDL0!A3QG'WN,J.3U'.#7\I7P@ ;1 X+;: M P# 'K]HK @EP)OV#J'0[7'PBU#PEXRO -M'7O#UOX;^'7@#X#^,M T#F6;?Q M=- " P /6>F6?CSQMJ7 DOA^T'6UCX9TBT: [MVT\7Z!KD>F07EU]J^T\ M\$T7V\?VVV ;" :E X)T-\% \$OP\^*'QC^!O@+P7\?:?A]\ ;?ASX8T[P98^/ M (<^*[NRTJZM]7\7Z38Z\I7G65]JNCW&GRVGA 0[VSBN-0TK5 (K^>QAU>^FC MG6&Q\$Z%.%+^0LXFKA(5JFS4*,<714YU,'-2JW]HHTJD/).FIKXF =%B,CQ M>'I8FLZ^7S^82ECIX>&+E*K6P5>5&%/&TFJ-O8WQ%?*)QJN\$KJG;WG^7V MF,=<CMDC +=-H)QGGC(R/R.'><N2,'(V\)?[PS^0. 3V/TQ7\]WB/X0 \ '&OB M! & C 2OVO\]B/X<):ZQXHU#P)\\$+'X(Q: I% X=L]3U&3POIGB/Q[KNFZC MJ-KJFJ:+'I]W]:ZXEG;WT\^:TBB\T><C @K]\> B' ,\$. /C-^WYX9T'P/ M\>OVG @KXKU3X5>.[?PW>> AA8^/\ P;\40#/\A/Q+K6@: +?ZRNH:AX?U?P MQX@LMZ33[K5YKG0]=N=3T9; [4DTJ.]N:EG- &/M?;87'X25.A5Q*A5H4INK0H MJ,IS@HXB4D[.RC* ;RO&+E)6<PR3%5)X>.'Q>6XU5L7AL'.5"05BJ-?%2<* <M)N>'BG>:<: #M+ZIW/Z4 M<9. &. =V#@X.W<'IWZ9SU.*F656&1G'/;N." M#SU!K^5/XS '? @X*TS]F35/^"AMAXF 9,^\$/PP\ #0 C#< L=)X)@^(?C M#QC\,+#P[8: X@^2^ . B'+82-IOBG4=*>\\477ACP7XD\._VVA:2&T*VFN];L MC<7?]\$7[]Q^TS]JC]F7X% M&:1I4FA6/QF^&?A;Q\-\$DE:=M(NM=TZ*XU#3 M%N'2) [F*PU# [5:P7,D4<D\544KQH[E1O@RI8O\$5J' LJ] &4:5+\$4X5Z:I5'A MZJBHU<U*+GS10HXNT913LGSXW*\3@Z,*KQ&#Q\$57JX2K4PM1U:4,320*5) MRY(<LN2TE;FC.-Y1DU>WPE P5INM/\#G[?Q=+P;:QZ+)\8?B3H6B:Y-922 MV]U?W'Q#>0^* 'D\T<BO>-K^E:5JND7;3L1 9=w+;)@)\$\$ D-9AM#\$!2QR M?DSC.>=H' &3Z+D YP# 7M P5*LM^*// [GQPU7P--)KMY\&/B+8:QK5G:* M+BXTZ?X2 \$&WT+XF07*PLTL#Z+X.O?SFNR,R,ZV<\$4I3## '\@<@;8^TN6*L' MJ,(Y) %P2Z] (01\$HRD;Y01N5<N%7! G#QE]I#B7 MPFL/#) ;<.HJU*,7F%; MZRDWHYOK5?;3?2G)+?5 N/A;4@N'\?S>*8UJN*I72ES0PE".&5GJG4P\8J M+DK-IWVL391<C=\$Q!.2^C').2,\$Y&#P0>XKW/]F/XY7O[-G[0?PI^ .FGZ>=: M'P^0W\$^KZ#;W5O!-K A7Q]HVI^* %VCP33,+ :. ^N?#WB" ^GT:2X(@AUZTTF MXG9(8)'7]D !W[0 !\$*P\(^K+5^@/<1ZM: ^'=%M]4CU;X1>+;U9-1@TZW MCO5U36;6 N; ;5-0%RLIN[Z"XFBN9BTT<C(XKZ&^ >M \S=OVEOBAl7P>^%7P M!T&];:YI^OZS8VNM?CQ-H&G08>&[. .]U5Y=4U" [2VBD6VE\$<;,))&E(0, M-P/DY5P20[5R^IEG"?<Q,UB</B<!0Y\95Q*QU*5/\$X>A+#5*J;J.JHTJD/ M: \T;S=-.3FH)]. :<8.6"Q]#& \)0+ ".A7IXFI.GAX4O86G"K/VFL(KDO*\$^9I M/DDFW8^M+ PA^SC^W]X9L?C/\#OB7:R:Y<Z=:65 JFEQ ;N\$VBD6FA \$+P7 M>SV&MZ-K&CRM/"AD&F7900-O-1LC;R1 *WC+]B^X \ A1KF?2M TSX@V\$): M1KCPCK^A!JCH%SG0\$ESHU[] *P /DOW5].NXQQF6-4D;\(OVI-&D 9B ;*^ M.?AOX#ZYXG^&5AX/\=W=IX;F\ (^ (M8T?4--TZ [M=(U5-- [97]M->6%E-)/% M:6NI27<*6\DS.PK<&?0'P> X*^?MI "N\LU\0^+ -#^ -OAJW*1W?AWXDZ5#!J MUW;A51 L'C?P] %I^M?>O%\$46\U!-M=+2:07+;5J[RRQP>WC. (>#<9CL;2XG MR?%91F]#SU/CL/R'SU,9@<5C*-1PQ. (EQ=5&K.O&HY1J4I5 (P4 N;2C%)2 MX8XCP6%HXCA[, , -C/OJT, /B, %E^9U8T\11H8NA3Q: IIMJ@U!UG3E*+"555' MRW=W]9WUE>Z7?7.EZG9WFFZC9/Y=YI^H6ESIU]:2 ', =S97L4%W;R ?>66%! MDA8V<\$D,3(7G\/<>OM] 1[Q%XQ^% [=G[(4?[3?P T&Y/\^, /#-AJ5 =Z?J MOV637-#U+PK+%XV\ (>S3]UOKEN+ %S<Z'J,1</OTS4;? [&ES9K^<Z14H M"A)1@&0L-K; & 9=R[F"L006 9@&)P<5X^?Y)3R3\$8>&%Q4, =EN982CF>4XR# MDU7P5:-D ?M*+3<+J25U*,DM7:LNS">/IXA5*\%CL'C^*S/"62]AC:+Y91 M3BW&:DN:THW246KMVO)7T? \ L; ?\G,?"S KAXU]5 XFKYPKZ/\ V-O^3F/A M9 UP: ^J \ \$U+AE7XCR+L:X) =5D T[SK D49G^V!5 R@?LK\; AM!\8O M@M\5 A- /<Q62? \$WX; >- 9OIP[0V4GBOP[J.B17DRHLCM%:R74,\B1&S&. (A M5) (K^< () M4?#SP7^SEXI X)3?M5ZQH?PC := 93\;?%SX9ZK\,/B)K5 MIX>U#X@_#CQEXT\1^)XKCP[>75W:6NLW&FW?B 7- 6T\ .WET;SP; !X3\;Z+> M7V@^(:?@ J ?[B@ ?*CY?[V2^0>O4<<@CV(XKX\$:V X)> L* MPZG9^(/V ME V=O"/CSQ;96=K86OCBVEU?PGXX73[]62RL;OQ5X4U+2-7U""P20QVD=]<W M^VL0\$-OY,6Y# 3^-PF(GBZ./P3I2Q-".*PE2AB.9T<1@OH.I!N-^6<:L8RA M)QE&SE&4;6/R^?XW#PP+R '*NL+B:]&4J^'=-5\ -CL+.4:51*HTITY4IRA M.,9PDFH2C)-, G) :. 8, X)T%L3?-%0/^",.D?L5?#?X: ^]>3 M,ZW\1 M[7P \0-7?ZVUEH6A:6?!C:E;^ (%7B>[T9S>7FKM8WL\$5G/?W"S,\DJVDTT M/VU_P0\ \?^&?@A\>O^"I P"Q/\4-3T[PA=O#/[;OCCXY66A^)MOL=(U/QW\ M,OB_I&EPZ/XD\,K?W\$;^ (K33\$ \.VMWJTM@]VNGZ=XJ\ -WD\BV^L6KR?IK^RS M P \$B \ @GG^QXLM?'GP) 9E\%\$X^L;A[03 B'XGNM=^ (7CS2[ITD@-QI? MB7QSJ6OZAIDXAEEB6[L;F"59Y@DNV1]V[^V#_P2U 89 ;G\1Z)XQ :0^!.C M^+ '/AJP32] (\>:)K BCP!XT LI3N32=1\3^"-6T75]6TNN. [[]:G->QV<; MS0VPCAGF1O-H99F-*I]>5/ T\53Q53\$4L*WB)4?8U,OA@ZL8SNY*NY052\$N5 MT[2ES>^VWZ>]SC+<5AJ>73GF-7#3P'U2MC>6C/\$/S0S6KF-"7L8S7^S1A4=& MI!UE-., '!J"C%?E7X%\:^'OVH? @XW^)'CWX*ZI9^--/ '[(G[5M\&OBQX[MT"ZMM1,1? \$[Q3XI\3^ (;?PC9>(+69)-U?4M+L &EI;Z@FF7.HG3]9T?Q)I% M\+.]T&]BC ""#0M\$U] @VY 9G^*.G:/>ZEX4^ / !400/B]\2A9QB1=*^!1 MW?C'P(=4N8XXY9)+*^Q9\0?>G23!,6T6H ;+F-;>VEV?W,?LN L;?LW?L8 M#='A'^S-\ (#'PL\ "W5U-J6L66B)<W>J>)-4GB%L^H^*/\$FIW-[K^NWK6I-K

M'<:I=WSVMKF.T>W&\$-'X6 L1 LO?!7]GO7/V5/AW\\$/!VD?L^)\4\2)XA^%%
MW#=>(?"NN1^,)4/B9=2M 5=S>2SG5-JS2O+=/Y<T:7%G#;3JFS.KP B*Z=2I
M6HPJU.;.I2C&K*FZ^95L!B*5^;7EI/ QA67+>:F^1*S3NCQ#AL.U3IX?S2H
MT:~3QUHU\SA7^KY91S&AB';WG&I768SG0492C%TH<FFFOI P""O'[8G[*N
MN \ !)]I#7-):!%?[8?M ? O4M*^#D5MXSTB]U7XA:]XJMK&;1M\$,Z#I
MUS?:Y?2I*+J+^TH1I\47A%\%Y?S\$VVDV5M?75G^7O[;+ ?\SW/^#=5WPG !D1
M P \$G\KD-\S>\$ " :D!E+ X)/*EE/4SC!K!@? ' !!W @E1\,K QQJ?AK]D7P
MG>7GCW0=7\,:M PE7B?QIXO73="01W,&LV0A)??S?B748 !\E[;74MH][X>:
MRU".U*QV]U&:~7[.\8?L- LM?S+X?? 3X3>,@[H.M #]E[? ?B7X\$>&K
MC4=<6V^'>O?#.RM;7P3J.E7\$%W;W=Q-H%K:6D-L=1N;Y)1&?M\$4C R/IBLHS
M+'5L16Q#P<'4P6!PL?8QK73PN9X7,*DYNIJXS6'E3A%\) SBY-Q4F1@LURK+
MJ.'I8:.85%2Q^.\QE1XB%&FG'%95C,(XXN,NIP)3?OPEBHSJRDU&4 (/E46X1/QT X
M+9?S'QGXT :Q P""<W["7B#X^,\ /V7OV5 VK?&7CO A?GQ0\\$()O VL>,3X
M5TXW7AGX6-X\M +N=!M/\$>LP:7X:"?:[32IM4\<Z1=:VNH16=A83?EO^W[^Q
M) P3% 8@ := X)E>#/\8?!]M^T7XJ ;.^&FJ %H+\5?S'Q1^)^NH?"FQU?2E
MM=6:\Q7.M:U0A2W;KQI/H\EE--:Z#>^(-3CE.F1Z08Z3J[:5 7'^UA^Q9^S
M9^W!\-5^%'[4/PNT;XH>S+!/6!K^B)?7&HZ3KWas6)EMCJGAKQ-H5UINO:#=
MRV=Q+97C:;J\$4- :;>YA>)4" + , , / ^ , G !-GX0:-X-T7P+^RIX.LI/ 7
MQ0T/XR^T/\$FI:QXIUSQL/B-X7@N^/P[XAUCQIUNL7?B?6%TB*ZNSI^C:EJ%]
MH43O]L-F+E;<L9ADN+Q=7'.,.,(XXN)G#5JF*J5Z\$< /*A*=&G!/V\$5)T;>Z
MU%.5W%RBFJRO/L%@J6#3EC8/!0QU.KA<-3PE/#8N>*6 (A#\$8BI)QKSE'V\9>
M] &5 9Q4915SXB^%61 P<P M:;,+ P \$^OA!Z8/ !-]/KG@CT IFG ,%7
M \$?A[PA P5: X(8^O%>:-X:\.ZI\7/V@CJFO>7=4L-%T738[WX<6FE6<E]
MJN1W-18VBW&IW]C80XGB^N[X[>WA,MU-%#+^UNC?LN?[1OVC%/[65C\.=
M*M/V@ &O@?2 AKXE^)^BW>I-J^K>!M%:"?2M N[-[Y]'BM[*6&*. -K6R-Q*+5
M))KLM(T:<1^T P#L'?LF?MDW @V^ :;^! A'XS2?#VQ\2V/@Z+Q6VIO9:-;^
M,K:VL \$2+;65^-VUP]['9V4T<]S;W\$NG75E: :A8M%=VT3KV/*Z[PV(A&=-:
MIF<<=#VBFXJG^T]1QGLI<YD<S47"?=4VI:Q1S0S"??7L)B*M.K^A1R665UH0
ME25251Y76P"K0Y <]G&I5C6Y9-2E"+C;F:M^./\ P<3?%#P1\5?V;?@'^Q\&
M.O\$.A>.OVb VI?VL/@!?:#CX?>%M5LM<\20>% "OC2WUQ/\0;RVT^:?^R #
MFE1VUKI)U&\DMS>SZK+ &='VVF:S-8?T=:3;G1]STO3F?[0VF:=8Z>\R[C
MYILK6&W>55P7?<4+!%4R/T52Y"GX^X?V4?^"OG !/O]BOXAW7Q9 9Z 9[TPGS
M\2YK2XTZQ\9^(\$? C#Q K?AW3KB&2VGM/"USXUW6S92XM9I;24Z^';S&SD
MFLDN\$MKB5' 3.-!Y: !D"D \$KQP1C^Z<=@0 >.XKLP6'Q2KU\5C?81K5XT8*
MC0YW&G3HT[]2E-)2;JR<ERQ244EJ]3S,7B,++"8/!8%UI4<,\15E6Q'(I5:N
M(K0E^T:<^I\L8TJ<8KFE3DY2;2LXC0N/VU/V*?BC\; C3^Q1XW^)/PV/Q'
M: ^'M/^ (GP+^,%II.G6GBG1/%6@Z3XJT75?#MKXSMT^]?\$K0+BRU&V34H-!N=
M7O-#U^R:#6],TXS:==+??SI MU?!']DOX- \ !6S ()5/ P3KT#X:>"OVIO\$
M?QSU/4?C;X#^ d]E!X:M?@S\$WAV#5 \$'C70/# [X7\&&^T&+QKI5]:6. .D2
M>)0#9U"YURSNH=&TQU H,:Q P""57[O[: B-?%O[17[-O@WQCXV\BSA?Q
MIESJ @SQQ<QV41M;.*\3^#M3T76+\65JJV]JVH330# ([>"6.&,(+O(['T
M,/\ 8= 84U;6-== 9G 9^+\+ ?%>OV,VFZOXYO=0USQGXN-+;2(G28 %7B^4
MM8UJPTVY,:R7MC\%\%M=O% +IKA8+<1\=?!8[%U:4,13RETZ6*IU:>-4JGU
MGLIUJ=7DC#PBUB9>S^Y)5 (T^63YH23:??@?E^74Z]7#5LZ=6M@JU&KE\26
M75<36P]7#N=24:GO82+K>U471E54Z<(J2<4S^8]@+]BS]D+XG?M7 \ !13]
MD[]L+XI?'?X.M0 # \ :Z^*B[P?X.\,?M* \$^X#Z5\20@Q\0;]-=&^*>- #
M AW2=8TG2 %FHWU^=6VOW&KK)?\ B#4/"GB;PM?W\$'V)9;D K1\,OV.O^";7
M[,GQ]:F3]G?XR>,/B!^VOU^KQ\9(/& AKQM^T)XG^//B307@[>QVPDG\13:
MU>:XV@A %]CH4>DV.L[:(:K)\$UTVEV,FG"[FA 1']KO ()E?L1?MS:EI.N?
MM+? #PQX[\4Z!9#3M&\>6-[KGA#QY8::LCO^IL?B P T;EHN03:= TLSVUI=
MWT=HTDHN([<33>8O[' ,!K)A]CS0/&WAS]G?G]GOPKX B^)?AR\\(?S'6E
MNM:UOQ3XN+Z@CB]T+7/%FO:CJFN7.G3&>:9K:. \CCDN6\ \>7,BS#EPV25,,
MZ5#ZKE]6C1=;v>.FL1]8H^U>:MRC0TH2KQ M*ZK-/W8U(:*4.7KQF>T\8ZN(
MEC\UHUJ]*C[3+J+PGU*O.B\H7+4Q\$I?6H8< <<L:E0A%/GG2DU+D<W *=X^X
MX-2?V2/4 '3X+9SD/8 M)ZV2"6+\$X;*Y).>N3FOTO^+?Q,/\$?L3?^T WPE^
M P"TXETWX; / &J/V O#?PK\#?GQ9.UAX\$TCXF#=#=NDU#PAK>O2(=/
M\ R;/1:'>?VIK<V^G:-"OBFV^T:A#YLQ3]N; /X)V?L=:A^S%X5 8TNO@3X;
MNOV9 !.M:3K (6^%4FI>(#HVDZQH&OS^*=^U*^&\J1:PTUKKU<WZ"?4;E)
M)I\$Q/\+^1?C@ J[\>V>OA!IGP?^%W[4 \ P3Y^,'[:/P!\;VWB2 O=?^S
MPQT[XL+!'>?^ V#IVEIK^7M]H6I6"^(T)/U>[6SUO \$L.J&VTJYM^T6 1L
MC&OEE?!0CC/K&^TISP%RVG1E5A7E0E6P+Q2;K0P].M7=&M\$.RIPYXRBNKS2
M?=2SBEEF56>!HX7\$5(8 %YW4Q%.E4PL,1'"YI+!UE'#5,36H4(XG#SP<4W4J*
M%12Y8ZMV /C (*\$?MD^LN M(\ !4[((L?#KX 'P!'\9?%7P? :L\7ZQ
M\1H AOK(\8:%X8L?;7A/P 9>%H[OQEH5WX.N=7U.31=0FE^/Z;KM[KFEVL*
M7FL6&GVUW8RW/T9^R*# ,1#W !6W(Q QC5^QYSQ %X9\XXR3T&>v?PKXR
M9D^% @ [MK]O;]AKQ9^Q[^P!\0/V+^VT/V#/\$?Q5^>OBKQ\4/A=IOP3UKXR
M3%QIX%O/#7A/10" AZ+^VM<UX:/XB3PQJ=[?Z[K\$LR>'K#7[>:UT:8Z&E]
M3'X4 9e^! @GX] %T]I PM\/=,TGXZ?&OP]X7^% \$[XA07>JMJBWO0/<^I;
M>%.0;26 ETNWA^T>"PMHH6LK2":-:"LK'HV^"H8C^U)8V56A-2S*AB/:4H8B
MG2G[#+I4^L:,<13I56E4FXISIQ2Y)1U=F89IB<-EE".5*EB:<XY+BL% [+5\$,
M)4KT)8S.*6,HRQ\$)6Q%N=*BI2C3K2E%U8*5FI^XX?LS[?^ (C7 (*3*H 9
MOV^/V8G; ^9MUGX^CMMW9@J09/\ "BCC&:PO?%>N^ ^]o !13Q[X7TIM=
M\3^"??^3.G^,/ #6AB W+ZSX\ .7WAO5='TM+9#YD[7]J:QV8A12TIG,:C<17
M[R>'OV8?@EX3 :!^(['4GA[X>:=IWQ[^*G@ [PWX]"?\ Q&BO-2?5?S?A/P>E
MBGAS1+JTEO6TN.ST]=LPDEO:VERY@S,7\$A(ATO)EWX&:%^T+XK &K-)^'6
MEQ?M ^.?A]IOP1\6?S\$I[S47UC6?A I%W9ZA8^'+BQFGN=(^Q176FV+JT=A%=
M2/&/-F+[NB>457&E&-:,73S?&9FIPC)22Q\$\7.G"- MP>)BY-^Z 9OE^)^6X
M(9S1C4E.6'E.,LBR[]W3G*'+.6#CE,;M25MJ599=4Y4OWD?;1YOAD^R@?L"
ML< \SZOVY V,] \$ X*- \%5 VA[K]I[XD>(G\6^*OB[=?&X^:UX2^'7P0 LG
M7=2A P"\$S^TSP)I7B'P]H,5M8:):26FGZ=%;Q:K!+:P^&[*2VDA\$ P R TC^
MRU X-:?"^C?]AHB> \ AJ?XGKX>:+[0(6T >/?@='HK0)=?Z3'#^IHMH8DN

M ET\$B4W:)=M.H ITMO\ @AW , \$N[7XY-^T*O[] 7@F7Q^?SQ\ 9#3K[60%-[\ \ M.4\5I<\"CUF+X53:S/\ #X2)=C[;# =\"6T@N3F*R56(KZ\"TC @F ^QIH P\"S MA\1/V1=-^ WAJQ 9T^*WBW6/'/Q ^&\$&I>(!HWB+Q3KNJ:3K&HZQ=7@U9M7B MEFO HC);V-]:6MO!I\20001\$6J<+&(\ 9**IU%E^'4,!C\ (ZM+\$8G\$8G\$U M<9*#]O7^L7G\"\$7!S=*E?D;C\"[IPBH^G *Q8&ABJ>(I VGB;YOEF9QPU6AA, M-A<%A\OJJK]4PGU=^SE.4%&BJ]=+GA\",FN>4F %/VD5#?\\\$8?C,\"@ \ \$T % M&1ZC AFV<D=1CIQSUP:V P#@B \ ^HJ?V#^2?^, >!/A&[J 4NB ?H, >PK[F M\3?I0X>^+/A#K'P'UWPG8ZK\)]?^ \ UQ\ *6&7\$UW#IM[\ /OPZ?\"]QX:GN (MIC?I93: \"3IC7%O*UZJ.65@V9DO?!KX0 #OX?\"WP/\&OA/X7M/!GPV^'&@VO MA?P7X6LI;J>ST/0K#?\ 9+\"VEOKJ^O^ABWN4-S=SRX;#N2*]JCE\Z>8QQKJ0 M<8Y:L#[-*7,YK%QQ+J7?N\MERV^*^NQ\]5Q*F5U<O5.:G4SB69JHY1Y%3E@ MI87V3B0>]HI2Y^9>YRIKXC^C]B7 @H1X)\% P#!6W @I= P3A^/6J:;:>#O MCM^T P\"*?\$/P NO\$3PIH.J>/M? \ A X:TWX@!G4;V]D2TLI B%IFG:9J?@F MRG9% \ 0 > (8); \/:?YFO:GH]G??G[;W !, +XR_LT>*=<\ 2 \"[P=XI^*/P&O[N M]U#P]JGA/2K[Q-XF(=)]H7P[XV\7Z3;7&M&RT.WWP67BJVL[K3KNPAB&J MRV.HPR/?:/[< /L[^T1^U;^V!^T9^TGX: :E^# ' P] \:OB?=^/M% \, ZWX! M\=ZAKOAZW>PT*\"R@N]6T?7--B?4[2^T:. @OK#R7M^E+>XMI1)'M7]I/V)O@ M/ P5? 9J\ - : % .OVA VG/V:OVMO >@0VFFZ9XGUWPA\ 2 ?QIT 2;51!;VE] MXTT^YUS1?&!MK4\"%+SQ#X9&MW;) -J&NW4JRO<? (<1 \ (X;BS#3P>9T<9A: ^& MJXJ.6YIAX4ZLJ- \" \$2BZE.I1E5C&O0J**7LYV:=W&=-W; 089Y@\\AJX?.. \ T MRZN\7@LLIYUD=>5>C*OBL<@:%*=>E76&E&E64XSA4E\"6ME*U1-Q7\A5F;C4M MOCT?3+;4-2UF646T>B:-INIZEK3W&!^ZCT.SMKG5I9G.\$6WCM6F,I\$3*KG;7 M] 7 25 84 :0\" '?1?VDOB?X+O?A=X/T/P9XRT/10#OC6\"XL/'?B6 P#% MUC:V4\$J>76.P!T02KXZw%Q=Z\EA>7CR)!;:9&\"TZ TD7S:\FF&73+729= M8E@'[K4-1OH;%)MAVJU[::]Y+\$C@#]=FB9TSA(R<#X^*.W].W[8 P =(IM& MN/CY\OA]X/EECE?PWX#T+Q?ILU^\\$D\$L!UGQ\"VK+KE[#%] DPLK.[TRT>Y2 M.>:.58UAQY7+/\ #<.8S#9M5Q.<<1XK 5J>+P6 PE\"C@,*KA&ZM\"6(Y\5-4 MY\T(RA12E\"5:-.FVH3<XZYEXB8SB\"ULNC3P&0X7%4IX?%U 3B\1F-54YI*: MHTXX: \"JJI;V<IN,+4YRFE%QU !? (*@?L>?M(>' P!I;XP &VW^%?BCQC\ + M/'WB&+Q'I?BSX>Z/JGC./1[+^RK^TNH/%NE:'976M^'+BSGL -FN;O3I-&EL MW2>/53*TEO!^5GA?PMXO\;:]>%O!'@ QAXR\3WTHBM/#OA7PKK^OZW</@S@ M.;ING2W*!LDMREP!O!L7=W:XWG^Y3X-> OVM AW9V>C?S+XI?#+XLMZ+9*D, M&HZCHWB?P XQ@MEMPBQ3:U8S7-AK)5 F)M2T@7C[LMZY9W;ZAU%M=2P=M,CT MR;4C&5BBU^ [NX+ 2E>?.EM;.6XEC!.!B)&()P:PQ A@<XQN*S6EF6;93]: MKUL=B#B,IPU>HJF-J2Q5:EA*L<?&\$JD:U6<7.4)/F35W%*ZP?B1C<KP>&RV M>\"RO,5@*, +0QM^&5XJO1I+EHRJ0EA%\$XQM!QBTE\", =>9MGY#?L\ ! [Q<^Q M/ P3A1^%?B8+>Q^]7CRX\0W]]X:M[VVU5:%XB^ ([6OA 2?#<O=02M;:G=>' MMT0:QXB>P>>W1K36S9O);6B3-*1J%147Y50!5 R0 %&TEAN.F< 'J 0!^ MM]Q@ 9-^/7QNUJUVU7QA\6/ L-CID<L6A^&]*\.:W#HFC+/M%S-\"DUY)/=7UV MJ1I<WUV\DQ2)8X?A9H1Y?&^; Q)R?B;X, P#\">UC^EX!^0%>?Q)POQ!CZ MN78+)\BS&CE.0Y5@LJRZ>,>GB<31ITTYU<0UB [>VC*\$8.R@M6[. ^F>5YSEM M*.+Q6/S7!SS'-<94S#&JDJRH4*]2Z=++V#?LWS.4N;F=U&ST;E^>V#ZG]/\ M^&D/V-B/^&F?A9 U[^-O 5?&]?PS7O' #M Q \]%-&? \ A/:S P#)E>L M W]B7Q\) BQX2^ (FJ>.-#&M6^AM/(GTRQT?4K.[N#K'AK5]#A,-Q-, \ 2\"W 748YI0Z@O%'] (%<J^X<B^X,KKPF=93BL1E=>G0PV886M6J<M!<E*%1N<M,5)V M2=W:;G;9,US3/<GKY;CZ-+,*%2K5PM6G3A'VO-.<E'EBKT\$KNW5I>9]@?'+X M@:A*?@Q\6/B=I6G66KZG\ .AQXL\ :Z;I6HSS6UAJ-[X<T+4=6MK^*N;?; \ -MI<S6B13RPCS4C=BGS 500>,-+\#V7C35K6[\@^%+;Q1J-CH.E:OKVH\",Z1;Z MI=VFD:-I%GJ&MZU>CS)(= /T[3K^YU+490)M;2VFN9EC;&^?-P[O/BO\ !SXX M?#\"PU^VTB^ (^P\ \ 5^\";35;R&6YMM,G\2:.)?Z3'?7\$S#1S316K7@F>.)TD<1 M[596(\ \ %O A5^X3XM^!GQ)^>N?\$/X5 # [Q1J PWA\ (?#XA?\"BT\?VVK^'M M9BT\VSFI:M)K.J+=P0W0#!;)>>'+JPUG3H[F\N]/NX;^&SF3] [Q53%TL7B) M4Z>*JT'EU65*-&A3JTW?KD.5WE7HRC6E0348O\ =RA=N46M?S.G2HU,-%NO M0I55CXJ:J.7M/JTH1<I**ISO24W+GY6IIQT335NTA :K^%4?@?Q \0M3U+Q' MX=T7X57^FZ? \ 2=+ \ 4^ %WAOQ?X)DUI]-&DS: X1U?3 [?7 (-.O+76-.U>/5X M;6736T=[C4?M M[\"^>VT=9 :@^#&CZQ\4M O?&]HVL !C7/AQX<^ (VEV6G:A M?W^B:U\6FMX A]816]M#*^HS^ (9KI;>W.G?:A%=6U 72V\UG.J^% !/]C.X M\&^'/VDO# C:#X=6WA[]HK1=\"T2Z\&^ H/%MQI'AW3 [+X?WG@C5 (KKQ!XQU\" M^ \ 0^)]U1[O^U] <O/L,TTI^FPAF0W,W\$?#[]@KQCX: \ 0 L[>] %7Q0TGQ+J MW@ [^T] 8 :7NK?1;VQD^/C/O/\$<GCSX+Z[-] +FX32 (/AGXW?Q?P6MVMMS= MZ?X@DLEN8H[>*,>9\"%<Q05&,N4E*GS3G-M3I.ECIX9)U9VJU\ 5PN/]DDX MI4<?3YXS5&,NN=#*>;\$WQ53W(TU04% [M23I1G4]Z*BE&,XU**:>LITIV<%, ^ MU CI\7-(^ ?PE\= %S7K^*UC3?! .BR:@NA:6L)U;Q'J]U<6ND^'/#.DR7\$D% MI#J/B/Q#?Z7HEG<WLD=G;W% '/=#R16<LB /4/QT :%'/CSX-^' P!H3PC\ M(; /PK\=?\$OPWTC6OAAK BC4+OX;?%>[\^Z]XT\ -S\$/&\"^)+\"T@I:#XBL?\" MGB#PU9>--\$BTK;XM31+27P]!%KULT'T+\>?@]I'Q\^\$/COX1:[JFHZ'8^-]# MDTR'Q#H E'5 #FKV]S:ZMX> \ 2:; '<*>I<7WA[Q]8:7K-O:WB26=Y)9\"UNXY+ M.:5&^? \ 3?@7^T \ 0 '7P;UW]HKQ\)-2\, GQ1-\0='TGX7>'/^E7OQ'^ M*5OX5UOP9X>\9^+I?S5 =Q>&-*T'3 %7B/QT: ^\"O#LFI6\OB>[TZ:[U^ZL=(MBM[CIS*. :?7D)\ %&GL\%+!^Q:6\"5? \ M*D\T6;1;4I4GEJJ+ ^STC4<N;W^ M4SP3PGL)QKK#6OBEB:/[Q+H?59 4GELKOEQ7U V;Q#D[?5>9-\MSB+?]KWQ M=)X] : [U6?0 [J+X6 LM:/K-A#X93X/??<O&'CGQ^X>\&:%XLU36(B)J^*> M] .L6O=.:FZ=X.LO\"FJZQ=^';&.:IM7LM%95FZCX) M# !'\ 2^ V8 \$'C[4 M *Z [^T+XD\212Z7 P *^^)'PRNM]TJR\':WXAL?#WA30]U'Q9>:W?:?<Z+ M)=)XQ\2WWA;0O&A'.:#7]#TZT6[TV\"[[B#]G+Q#X> ;T3 (2?2/. : : \ 2 M>+)< \ /L [;X5@!1?]?PG\+ [WU=#+NO9;74?#]QJLCV#0HUE<PP*/71R9I M/V= \$K^QX3XETG=^S3+;2^ (LVMZW \"4^1 \ '] 4^&SC2&W V9.H7T>J*U\)/ M%1XBHG&N2C3SZE*-2K5Q=5QABFJ2E3=. <JW%G-2YT[7>'R&,8T[-? [+*2=Z MK.RK4RB4)1I4:--SK4HN4G5E.-*EPORRG3<G)15;/)2E4:3;Q, (-I4T=M8?M M\" # %CXGWWPC).S^*/S0BG1]2ET+Q+J7A[P'XQUWP%X4\2P:))XAD\,) B M' T^ER^#M!\1) I\$8N)M*OM:6>TN+K3M.OC: :EJNG6=S0T7] IOX5: [\08?AMIF

MO: C) KE] K7B+PKI&M2^\$/%OX#\0^, ?"-O<7OB?P=X9\>W&GQ^%=>\4>'K&TO
M[C4M&TW5] YV; 3=6MK:2>ZT35X++B A' \&/C%\'?B) XXTW1==^&>N? KQ P#%
M; X@?%VYCU2R\4V7Q5\:/E\1'NM=USPY93V5Q+X6UO34\92PW>GZIJ(L[RR\/
MSW>CO9TK6]E<)X \&OV(K X5?%/2]3OM, ^%OC'P/X9\=>, ?'GA#Q5JNJ?%<?
M\$ 0[OQ%=>)M3TV!>?#EQXD0OAC :NB7?BF TA?SMII]G+=Z#), S:1#J-Q-, 1
M&MG; J480HQ5.>-JQQ\$J^\$Y(X:DFWRTZ=/%S>-IUU^AF, IX=T)<N&E@W&4JB
MXI8?+X^W;K.I*.\$INC&(O[6HU]\9PEAXI5(-R4J-UR-2E&I4M& UKX%^.G@
MKXD^+/%?A+PA+XAUEO!VJZ[H.K>)X?!GB:#P!-XA*\ZD="5^'M'T'?W&GIX5
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M#XTDN+]YVBFTT^%='L=4B\B#8Z7*WC7;0R^9)%Y"HK@N6VU\] "W]GGQ]X+
M &COB-7I-3\#^#O!/C&/Q(VL> OAO<^-!I?Q'\4ZQQ>EW&D \$GQMX;\0WDG
MA/PSXZTK1K V&KZIX(LH[GQEJ6JZMK/B. N9IK>"W^A/\$/@C4-7^(/PU\80W
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M7"4:E*>\$<VI7?L\1*CI3;C&#H5(MIQ3C[ZN[\Z7DW[6'QUUW]GSX>>&?%NA
M+X"2?Q\5?AY\.[06 BAKUSX:\#>MIQ>.:ZS &7=>)O\$.LVBE[:STL%6 >/!
M#)++&CSQY 9GA \ :T010@ I7Q.^ (WC+X7^+TU Q?+X0\ -77[.UYK7Q.T+Q
MCKMYK-SHVA^%/TGV\$7NI^ (O%SW>G:C; :QIUG\$8M,N; +43<O;VNEWER+)J/X
M,+^/C5X&(Z-X*U#P;8Z P"\$/BQ\./B; ;0>/], U+50"FLQ>!-->CUF;0=7L])
MDBO6]45!"SQLRH0"\<BDBN)\> !/XE?S3X!W'PY\9>"OV;M=UR7Q5]J;^!
M*+XD^# AW!I.GZBVK:9J>@ZMX;N8 & A7QY9:GLU&'Q'HTJ&"[\$LML(9+AY%
MYZZS6&7S">'C7E2C@8 V?&;E+ O%.@U4]K"F :R:GRN/* :>U473]SVZ>]-8
M2>%P4)RI0JRQ-ZU/W8U8TE67LN:36D'232:7+ -;=F;WQ# &JO#/P]U#X"
M66H^# B;JA :?04]'X[DU30M7O'U:YO[S1H(->EE.I7UZ//CC^Q?40B
M\:-5\;R>.!&I>%+CQA\O%WA%O&2^/=4\0 #3?AIJGAO4?S7@GP-X:L-<M
M?A 90^-]0T:YUR[\<2Z; P)-%?:K<Z=J%OJ]E; :3/IF-; \$Y "E6]G@JE><Z
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M*"H8V&+K?7*\%4J+, :WU=T*4L-., /]D5%TXR7[RG*?-R5%RG<+>VTO# P *
M CC\< 'Q6:XTSP1\+O /P?=\6NO>%?A]X^6WFA:]XPM?'DGCKQ;\1=0\ .V
MVMZ=X>S^'IO#NBI;ZU=V>EPV23ZE)=3:A';W,NF^R3?&'6S^TA\ - A1I@\
M:AX(\; [X@ %M;MOM=WJ-QJ/ASQ=\/= \$T\$Z3J<&I'1YM!O)*\77M^WV*Z
MN+N0;=<6MY!F;+ /XQ3 P!IG\H>^^)OQ^8 "Q P#"GOM* :!^&'P ^%VI
M1>.?#?B76=6\$GP=H C[2Y/&VC]I= ;:7X@U&. +QY>26GA?68K;2KV>PLI;W
M5(A;3^E>#/V;(A\ \$WX&>(#.M1?(\ /\$ V;-7 9\T01=3\$S=>(;VU M
M7X:OX>U>?4D\NRD-KI'@66#4PUNDMQ?7<4L&R(2*A!Y[O.G+VTJ,,WH3C4E
MAZ6&<< \[S]U, /'4:]58K#?V5]4E*I*G2J*ITU%RE)H<, IA2C.#A[2>54X.
MFISJKZZLEH*=>I)TX.GB?[351.*<J<YRE4NHI)P:#^U%X9M/A#X9^ CC4+ "
MY?Q;XY\2?#[PSI/PNT/QMXUO0%7B72O\$OB?2K'P X5\.#1+?Q7J^N+T^AC4]
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M^/CFQ\6?LK^+/%'Q%B\::O\ /A5XN\ ">.?&J6\$T.N \$GQ+XH\>#-%O/&)
M:&0VMC<:AJ?AF]UK5>+83-)J:I', [Q-*].KG]:AA*"T5<4<,EQ%;\$VBFJD
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M/7X;^?#K\$@M9M5B0%N[RPL[QYX1T?QI^\$.K !1U[]GS5M-UJPTB+X.#K2/
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M/[7 +^HJJ\5+, '.K*14DJ5*O*+S3<H1E14JE.FHY;R02C4E>A:[4]SU5@O
MK\^8-'ZJJ6C&E4JTXTS654XUFJK5.=64L<I2G*5.*]LW:+@SR7XU M*^!.
M/C?QOX(^%OP[\ \ CO4/A'&L^%M.^/GQ1D\3^+I/'**X/U 6?&6E>&M\^K;T&
MLOK?BO6 (AKX)O+J75!H A[0QI^A6U]JDD^OQ+:9WQ\ -QU[X6 "#PM<? ^
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M?MW] <5=S5/V*5TIN]5)*3E>4J,5"SH."BN9RILZ/XI "WQ]HWC+P9\+?A)X
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M#3 #NBZ7%:BP^>RUW5-1U"&VTSR9 7?@M\4[#XU "CP!\5]\$L[C3-. \=^&M/
MU^72M2B*AI,]TA6^TF]"2M&USI=J]'<V\$TL; &* :2W:6/" .H'@/CG]GSXIZ9X
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MP7]JO'5G7YHT/9S25=P>'LHX/V'L51U5?F^N_6WK3<E!T%&@Z".7&K 1P%#V
?+FZ_/#G=%R6(YN;&>W57FLO8V^I?5U\7*ZG-IG_v0\$!

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