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CREATION DATE/TIME:15-OCT-1997 12:54:00.00

SUBJECT: HEA Reauthorization - Title III

TO: Robert Shireman (Robert Shireman@EOP [UNKNOWN])
READ:UNKNOWN

TO: Timothy A. Rosado (Timothy A. Rosado@EOP [UNKNOWN])
READ:UNKNOWN

TO: William R. Kincaid (William R. Kincaid@EOP [UNKNOWN])
READ:UNKNOWN

TEXT:

Attached is the Administration's reauthorization proposal for Title

III

of the Higher Education Act which was transmitted to Congress today.

To

date, the Administration has submitted to Congress the following

pieces

of the reauthorization of the HEA: Teacher Preparation and

Recruitment,

International, FIPSE, Graduate, and TRIO.

We are now clearing the student aid proposals within the

Administration and will share them with you when we transmit our

proposals to Congress. When all the pieces have been completed, the

Administration will submit its HEA reauthorization bill, in its

entirety, to Congress.

If you have any comments regarding our proposal or desire additional

information, please contact me or Francine Picoult on 205-2987.

begin 666 b-he-iii.wpd

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M:79E;D[(@&%N9,S,X!\$,````@`#`#@X!\$,````&`)#`#@X!\$,````+@+
M#`#@X!\$,````!`.`#`#@\*&EI\*8!B>8!A9&1I;F>`88!N97>`<&%R86=R87!H
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M<`)O=FED98!A@&AI9VB\$<75A;&ET>8!E9'5C871I;VZ`9F]R@&%L;"R`:6YS
M=&ET=71I;VYSSVUU<W2`:6UP<F]V98!T:&5I<H!T96-H;F]L;V=I8V%L@&-A
M<&%C:71Y@&%N9(!E>!A;F2`=&AE:7\*`=7-E@&]F@`1E8VAN;VQO9WD[S,S@
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M9&%R>9N`:6YS=&ET=71I;VYST`\$5``+``D``0P87!,5``\$@%0#0=&AR;W5G

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M;H!L:65U@'1H97)E;V:`\"`\$&%N9/'?!/[@&%N9,S,X!\$,~~~~`@`#`#@

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M98!U<V5D@&9O<M`!%0`\"P`)`&X)P@C)@`!(!4`T&]N98!O<H!M;W)E@&]F

M@'1H98!F;VQL;W=I;F>`86-T:79I=&EE<SK,S.`1#`~~~~`(!PP`X.`1#`~`

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M=F6`;6%N86=E;65N="[S.`1#`~~~~`(!PP`X.`1#`~~~~`!@\"0P`X.`1#`~`

M``X\"PP`X/'@!/'H0RF`9&5V96QO<&UE;G2`86YD@&EM<')O=F5M96YT@&]F

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MSV%C861E;6EC@'!R;V=R86US+LS,X!\$,``````@'#`#@X!\$,````&`)#`#@
MX!\$,````+@+#`#@\"\$\"A%\*8!J;VEN=(!U<V6`;V:`9F%C:6QI=&EE<X!S
M=6-H@&%S@&QI8G)A<FEE<X!A;F2`;&%B;W)A=&]R:65S+LS,X!\$,``````@'
M#`#@X!\$,````&`)#`#@X!\$,````+@+#`#@\"\$\"A&*8!S='5D96YT@'-E
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M=F5M96YT@&]F@'1H98!I;G-T:71U=&EO;O`<!/!SSV%D;6EN:7-T<F%T:6]N
M@&]F@&9U;F1S@&UA9&6`879A:6QA8FQE@'1O@'-T=61E;G1S@'5N9&5R@'1I
M=&QE@\$E6@&]F@'1H:7.`06-T+LS,X!\$,``````@'#`#@X!\$,````&`)#`#@
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M96YT@&]F@&%N@&5N9&]W;65N=(!F=6YD+LS,X!\$,``````@'#`#@X!\$,````
M`&`)#`#@\"\$\"@R\*8!;H!E;&EG:6)L98!I;G-T:71U=&EO;H!M87F`;F]T
M@'5S98!M;W)E@'1H86Z`,`C``<&5R8V5N=(!O9H!I='.`9W)A;G2`=6YD97*`
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M@&EM<')O=F6`86Z`96YD;W=M96YT@&9U;F0N\\!\$\\#O,S.`1#``````(!PP`
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MX.`1#``````!@\"0P`X,S@\$0P``````<`,`.#@\$0P``````8`D`,`.#@\$0P``````
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M<&%R=\"R`=&AE@'1E<FV`\"\$\\&5L:6=I8FQET`\$5```+``D``>09-!47``\$@
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M@&9U;&R\$=&EM98!E<75I=F%L96YT@'5N9&5R9W)A9'5A=&7/<W1U9&5N="R'
M;V:':6YS=&ET=7II;VYS@'1H872';V9F97*'<VEM:6QA<H!I;G-T<G5C=&EO
M;CO,S.'1#``````(!PP'X.'1#``````!@\"0P'X.'1#``````X\"PP'X.'1#````
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M;X!P<F]V:6IE+(!A;F2'<)O=FED97.'=VET:&EN@'1H98!3=&%T92S/86Z'
M96IU8V%T:6]N86R'<)O9W)A;8!F;W*'=VAI8VB':72'87=A<FIS@&&'8F%C
M:&5L;W+P''3P<X!D96=R964L@&]R@'1H872':7.'88!J=6YI;W*';W*'8V]M
M;75N:7IYSV-O;&QE9V4[S,S@\$0P``````<,'.#@\$0P``````8'D,'.#@\$0P'
M``N'L,'.#@\$0P``````\$'X,'.#P('3P*&EV*8!T:&%T@&ES@&%C8W)E9&ET
M962'8GF'88!N87II;VYA;&QY@')E8V]G;FEZ962'86-C<F5D:7II;F>'86=E
M;F-YSV]R@&%S<V]C:6%T:6]N@&1E=&5R;6EN962'8GF'=&AE@%-E8W)E=&%R
M>8!T;X!B98!R96QI86)L98!A=7IH;W)I='F'87.'=&^=&AE@'%U86QI='F'
M;V:('=)A:6YI;F>';V9F97)E9,]O<H!T:&%T@&ES+(!A8V-O<FII;F>'=&^'
M<W5C;(!A;H!A9V5N8WF';W*'87-S;V-I87II;VXL@&UA:VEN9X!R96%S;VYA
M8FQE@'!R;V=R97-S@'1O=V%R9-'#%0'''P')``%H*[@F*@'!(!4'T&%C8W)E
M9&ET87II;VX[@&%N9(#,S.'1#``````(!PP'X.'1#``````!@\"0P'X.'1#````
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M:&5R@')E<75I<F5M96YT<X!A<X!T:&6'4V5C<F5T87)Y@&UA>8!P<F5S8W)I

M8F4[SV%N9,S,X!\$,````@'##@X!\$,````&')#'#@X!\$,````+@+#'#@
M\``\$\"A"*8!A;GF`8G)A;F-H@&]F@&%N>8!I;G-T:71U=&EO;H!O9H!H:6=H
M97*`961U8V%T:6]N@&1E<V-R:6)E9(!U;F1E<L]S=6)P87)A9W)A<&B`*\$I
M@'1H872`8GF`:71S96QF@'-A=&ES9FEE<X!T:&6`<F5Q=6ER96UE;G1S@&-O
M;G1A:6YE9(!I;H!C;&%U<V5S@"B<:9LI@&%N9('H:6DI@&]F@'1H873/<W5B
M<&%R86=R87!H.X!A;F3,S.`1#``````(!PP`X.`1#``````!@"0P`X.`1#``
M``"X"PP`X/'@!/'H0RF`=&AE@&-O;&QE9V6`;V:`= &AE@\$UA<G-H86QL@\$ES
M;&%N9',L@'1H98!#;VQL96=E@&]F@\$UI8W)O;F5S:6\$O1F5D97)A=&5DSU-T
M871E<X!O9H!-:6-R;VYE<VEA+(!A;F2`G%!A;&%UFX!#;VUM=6YI='F`0V]L
M;&5G92Z`S,S@\$0P``````<`,`#@ \$0P``````8`D`,`#P(`3P*#(I@\$9O<H!T
M:&6`<'5R<&]S97.`;V:`= &AI<X!S96-T:6]N+(!T:&6`4V5C<F5T87)Y@&UA
M>8!C;VYS:61E<H!A;GF`:6YS=&ET=71I;VZ`= &AA=,]A<'!L:65S@&9O<H!F
M=6YD<X!U;F1E<H!T:&ES@'!A<G0L@'1H872`:7.`9&5T97)M:6YE9(!T;X!B
M98!E;&EG:6)L98!F;W*`<W5C:(!F=6YD<X!B=72`:7.`;F]T@&9U;F1E9"R`
MSW1O@&)E@&5L:6=I8FQE@'1O@')E8V5I=F6`9G5N9'.`=6YD97*`= &AI<X!P
M87)T@&9O<H!A@'1O=&%L@&]F@(!T:)E98!C;VYS96-U=&EV98!Y96%R<X!F
M;VQL;W=I;F>`= &AE@&UO<W3/<F5C96YT@&%P<&Q18V%T:6]N@&9O<H!W:&EC
M:(!I=(!W87.`9F]U;F2`96Q19VEB;&4NS,S@\$0P``````<`,`#@ \$0P``````
M8`D`,`#P(`3P*#,I@\$9O<H!T:&6`<'5R<&]S97.`;V:`= &AI<X!P87)T+(!N
M;X!H:7-T;W)I8V%L;'F`8FQA8VN`8V]L;&5G98!O<H!U;FEV97)S:71Y@'1H
M872`:7//96Q19VEB;&6`9F]R+(!A;F2`<F5C96EV97.`9G5N9'.`=6YD97(L
M@'!A<G2`0H!O9H!T:&ES@'1I=&QE@'-H86QL@&)E@&5L:6=I8FQE@&9O<H!O
M<H!M87F`<F5C96EV98!F=6YD<]JU;F1E<H!T:&ES@'!A<G0N!\\$`#N`86YD
MS,S@\$0P``````<`,`#@ \$0P``````8`D`,`#@ \$0P``````N`L`,`H0BF`8GF`
M<W1R:6MI;F>`;W5T@'-U8G-E8W1I;VZ`*&8I.\S,X!\$,````@'##@X!\$,
M````&`)#'#@\*#01@&EN@'-E8W1I;VZ`,S\$SA(3,S.`1#``````(!PP`X.`1
M#``````!@"0P`X.`1#``````"X"PP`X"A!*8!B>8!A;65N9&EN9X!S=6)S96-T

M:6]N@"AB*8!T;X!R96%D@&%S@&9O;&QO=W,ZS,S@\$0P''''''<`,`.#P(`3P
M*&(I@/(.\\E!224]22519+O,.\\X2\$26Z`87=A<F1I;F>`9W)A;G1S@'5N9&5R
M@'1H:7.`<&%R="R`=&AE@%-E8W)E=&%R>8!S:&%L;(!G:79E@'!R:6]R:71Y
M@'1OT`\$5``+``D``90=Y!@;``\$@%0#087!P;&EC86YT<X!W:&^`87)E@&YO
M=(!A;')E861Y@')E8V5I=FEN9X!A@&=R86YT@'5N9&5R@'1H:7.`<&%R="R`
M97AC97!T@'1H872`9F]R@'1H98!P=7)P;W-E@&]F@'1H:7//<W5B<V5C=&EO
M;H!A@&=R86YT@'5N9&5R@'-U8G-E8W1I;VZ`G"AD\*?`\$`Z!OQ\\@SR\\0'H&_&;
M@&%N9(!A@&=R86YT@&9O<H!C;V]P97)A=&EV98!A<G)A;F=E;65N='.`=6YD
M97*`<V5C=&EO;H"<,S@T0#H&\_`S#//Q`>@;\\9O/<VAA;&R`;F]T@&)E@&-O
M;G-I9&5R962`88!G<F%N=(!U;F1E<H!T:&ES@'!A<G0N!\\\$"[,S.`1#````
M``(!PP`X.`1#``````!@"0P`X.`1#``````X"PP`X"A"*8!B>8!R961E<VEG
M;F%T:6YG@'-U8G-E8W1I;VZ`\*&,I@&%S@'-U8G-E8W1I;VZ`*&0I.X!A;F3,
MX!\$,``````@`#`#@S.`1#``````(!PP`X.`1#``````!@"0P`X.`1#``````X
M"PP`X"A#\*8!B>8!A9&1I;F>`88!N97>`<W5B<V5C=&EO;H`H8RF`=&^`<F5A
M9(!A<X!F;VQL;W=S.LS,X!\$,``````@`#`#@`"\$`\$\"AC*?.(\\H!,24U)5\$%4
M24].4R[S#O.\$A\$%N@&EN<W1I=5T:6]N@&%W87)D962`88!G<F%N=(!U;F1E
M<H!T:&ES@'!A<G0L@&]T:&5R@'1H86Z`<W5B<V5C=&EO;M`!%0``"P`)``@
M)3`A)``!(4`T"AD\*2R`@'-H86QL@&YO=(!B98!E;&EG:6)L98!F;W*`86YO
M=&AE<H!G<F%N=(!U;F1E<H!T:&ES@'!A<G2`9F]R@'1W;X!C;VYS96-U=&EV
M98!Y96%R<X!F;VQL;W=I;F>`=&AESV-O;7!L971I;VZ`;V:`=&AE@&QA<W2`
M9W)A;G2`:72`<F5C96EV962`=6YD97\*`=&AI<X!P87)T+B([S,S@\$0P''''''
M""<`,`.#@\$0P''''''8`D`,`.`H-2F`8GF`86UE;F1I;F>`<V5C=&EO;H`S,32`
M=&^`<F5A9(!A<X!F;VQL;W=S.LS,T`85````+``D``6@KN"8J``\$@%0#0A],%
M#````0``"0P`T\_`@!//!4%!,24-!5\$E/3E/,TP40``8!``\$"1AL``!``T\\S@
M\$0P''''''<`,`.#P(`3P4V5C=&EO;H`S,30N@"AA*8#R#O)!4%!,24-!5\$E/
M3E,NP[SA(1%86-H@&5L:6=I8FQE@&EN<W1I=5T:6]N@&1E<VER:6YG@'1O
M@')E8V5I=F6`87-S:7-T86YC9='!%0``"P`)``&(!M@!'`@'!(4`T'5N9&5R

M@'1H:7.`<%%R=(!S:&%L;(!S=6)M:72`86Z`87!P;&EC871I;VZ`:6Z`86-C
M;W)D86YC98!W:71H@'1H98!R97%U:7)E;65N='.`;V:.`<V5C=&EO;H`S.#\$N
MS,S@\$0P`""""<`,`.#P(`3P*&(I@/(\D%\$1\$E424].04R`24Y&3U)-051)
M3TXN\P[SA(1!;H!A<!L:6-A=&EO;H!U;F1E<H!S=6)S96-T:6]N@"AA*8!S
M:&%L;(!A;'-OT`\$5`'+`D`4P)G`0%``\$@%0#0:6YC;'5D982\$S,S@\$0P`
M`""""<`,`.#@\$0P`""""8`D`,`.#P(`3P*#\$I@&&`-81Y96%R@'!L86Z`9F]R
M@&EM<')O=FEN9X!T:&6`87-S:7-T86YC98!P<F]V:61E9(!B>8!S=6-H@&EN
M<W1I='5T:6]N@'1OSW-T=61E;G1S.X!A;F3,S.`1#`""""(!PP`X.`1#`
M`!@"0P`X/'@!/'H,BF`;65A<W5R86)L98!G;V%L<X!F;W\*`=&AE@&EN<W1I
M='5T:6]N)W.`<')O<&]S962`86-T:79I=&EE<RR`:6YC;'5D:6YG@&&`<&QA
M;H!O9H!H;W?/=&AE@&%P<&QI8V%N=(!I;G1E;F1S@'1O@&%C:&EE=F6`=&AO
M<V6`9V]A;`,`NS,S@\$0P`""""<`,`.#P(`3P*&,I@/(\E!224]22519+O,.
MX2\$5&AE@%-E8W)E=&%R>8!S:&%L;(!G:79E@'!R:6]R:71Y@'1O@&%P<&QI
M8V%T:6]N<X!T:&%T@'-T<F5N9W1H96Z`=&AET`\$5`'+`D`9@1Z`P.``\$@
M%0#0=&5C:&YO;&]G:6-A;(!C87!A8FEL:71197.`;V:`96QI9VEB;&6`:6YS
M=&ET=71I;VYS@&%S@&1E=&5R;6EN962`8GF`=&AE@%-E8W)E=&%R>2[P'P3P
M.\S,X!\$,````@'#`#@X!\$,````&`)#`#@*#8I@&)Y@')E<&5A;&EN9X!S
M96-T:6]N<X`S,36`86YD@#,Q-O(\COS#//0!4`"0"!7!2L#Q\$`2`5
M`-#X!\$,````@'#`#@X!\$,````&`)#`#@*#<1@&EN@'-E8W1I;VZ`,S(Q
M*#0I+(!B>8!I;G-E<G1I;F>`"``\$(!T96-H;F]L;V=I8V%L@&-A<&%B:6QI
M=&EE<RSP'P3P@&%F=&5R@/'@!A8V%D96UI8\]R97-O=7)C97,L\!\$#O,
MS.`1#`""""(!PP`X.`1#`""""!@"0P`X"@X*8!I;H!S96-T:6]N@#,R,X2\$
MS.`1#`""""(!PP`X,S@\$0P`""""<`,`.#@\$0P`""""8`D`,`.#@\$0P`""""
MN`L`,`H02F`:6Z`<W5B<V5C=&EO;H`H82F\$A,S,X!\$,````@'#`#@X!\$,
M`""""&`)#`#@X!\$,````+@+`#@X!\$,````!`#`#@*)QIFRF`8GF`<W1R
M:6MI;F>`;W5T@/'@!S96-T:6]N@#,V,"AA\*2@R\*?`?!/"`86YD@&EN<V5R
M=&EN9X!I;H!L:65U@'1H97)E;V:`S\_`@!S96-T:6]N@#,Y,"AA*2@R*2([

MS,S@\$0P''''''<,.#@\$0P''''''8'D,`.#@\$0P''''''N'L,`.#@\$0P''''''
M\$`X,`.H:6DI@&)Y@')E9&5S:6=N871I;F>`<&%R86=R87!H@"@Q,BF`87.`
M<&%R86=R87!H@"@Q-"D[@&%N9,S,X!\$,''''''@'#`#@X!\$,''''&`)#`#@
MX!\$,'''''+@+#`#@X!\$,''''!`.#`#@\*&EI:2F`8GF`:6YS97)T:6YG@&%F
M=&5R@`!A<F%G<F%P:(`H,3\$I@&YE=X!P87)A9W)A<&AS@"@Q,BF`86YD@"@Q
M,RF`=&\_<F5A9(!A<X!F;VQL;W=S.LS,X!\$,''''''@'#`#@X!\$,''''&`)
M#`#@`"\$`\$"@Q,BF`26YV97-T:6YG@&EN@'IH98!T96-H;F]L;V=I8V%L@&EM
M<`)O=F5M96YT@&]F@'IH98!;G-T:71U=&EO;O`<!`!S@&%D;6EN:7-T<F%T
M:6]NSV]F@&9U;FIS@&UA9&6`879A:6QA8FQE@'IO@'-T=6IE;GIS@'5N9&5R
M@'IO@'II=&QE@SE6@&]F@'IH:7.06-T+H#,S.`1#''''''(!PP`X.`1#``
M``!@`"0P`X/`@!/`H,3,I@\$5S=&%B;&ES:&EN9X!O<H!;7!R;W9I;F>`86Z`
M96YD;W=M96YT@&9U;F0N!\\$`#N`86YDS,S@\$0P''''''<,.#@\$0P''''''
M8`D,`.#@\$0P''''''N'L,`.H0BF`:6Z`<W5B<V5C=&EO;H`H8BDL@&)Y@&%M
M96YD:6YG@`!A<F%G<F%P:(`H,RF`=&^<F5A9(!A<X!F;VQL;W=S.LS,X!\$,
M''''''@'#`#@X!\$,''''&`)#`#@`"\$`\$"@S*2A!*8!;H!;G-T:71U=&EO
M;H!M87F`;F]T@'5S98!M;W)E@'IH86Z`,C``<&5R8V5N=(!O9H!I=.`9W)A
M;G2`=6YD97\*`=&AI<X!P87)TSV9O<H!A;GF`9FES8V%L@'EE87\*`=&^97-T
M86)L:7-H@&]R@&EM<`)O=F6`86Z`96YD;W=M96YT@&9U;F0NT`85```+``D`
M`6PKO"8J``\$@%0#0A^1#''''''(!PP`X.`1#''''''!@`"0P`X.`1#''''''X
M"PP`X/`@!/`H0BF`26Z`;W)D97\*`9F]R@&%N@&EN<WII='5T:6]N@'IO@'5S
M98!I=.`9G5N9'.`=6YD97*`=&AI<X!P87)T@'IO@&5S=&%B;&ES:(!O<L]I
M;7!R;W9E@&%N@&5N9&]W;65N=(!F=6YD+(!I=(!S:&%L;(!P<F]V:6IE@&%N
M@&EN<WII='5T:6]N86R`;6%T8V@L@'5S:6YG@&YO;H1&96IE<F%L@&9U;FIS
M+(!T:&%T@&ESSV%T@&QE87-T@&5Q=6%L@'IO@&]N98!D;VQL87*`;V:6YS
M=&ET=71I;VYA;(!F=6YD<X!F;W*`979E<GF`;VYE@&IO;&QA<H!O9H!T:&6`
M9W)A;G2`9G5N9',N!`\$#O,S.`1#''''''(!PP`X.`1#''''''!@`"0P`X"@Y
M*8!B>8!A;65N9&EN9X!S96-T:6]N@#,R-"AF*8!T;X!R96%D@&%S@&9O;&QO

M=W,ZS,S@\$0P''''''<`,`.#P(`3P\*&8I@/(\.E-014-)04R`34521T52@%)5

M3\$4N\p[SA(0H,2DH02F`06Z`:6YS=&ET=71I;VZ`;W1H97)W:7-E@&5L:6=I

M8FQE@'1O@&%P<&QY@&9O<H!A@&=R86YTT`\$5``+``D``3@\*B`4&``\$@%0#0

M=6YD97*`=&AI<X!P87)T@&EN@&%N>8!F:7-C86R`>65A<H!P<FEO<H!T;X!T

M:&6`9FES8V%L@'EE87\*,3DX-BR`<VAA;&R`<F5M86EN@&5L:6=I8FQE@&5V

M96Z`:6:`<W5C:,I;G-T:71U=&EO;H!H87.`;65R9V5D@'=I=&B`86YO=&AE

M<H!I;G-T:71U=&EO;H!O9H``:&EG:&5R@&5D=6-A=&EO;H!T:&%T@&ES@&YO

M=(!S;X!E;&EG:6)L92[,@(#,X!\$,``````@'#`#@X!\$,``````&`)#`#@X!\$,

M``````+@+`#`#@\"`\$\"A"*8!!;H!I;G-T:71U=&EO;H!E;&EG:6)L98!T;X!A

M<'!L>8!F;W*`88!G<F%N=(!U;F!E<H!T:&ES@'!A<G2`=&AA=(!M97)G97.`

M=VET:,JA;H!I;G-T:71U=&EO;H!E;&EG:6)L98!T;X!A<'!L>8!F;W*`88!G

M<F%N=(!U;F!E<H!P87)T<X!!@&]R@\$2`<VAA;&PL@&9O<H!P=7)P;W-E<X!O

M9H!B96EN9X!F=6YD962`=6YD97+/-&AI<X!T:71L92R`8F6`8V]N<VED97)E

M9(!A<X!A@'-I;F=L98!I;G-T:71U=&EO;B[P'P3P.X#,S.`1#`''''''(!PP`

MX.`1#`''''''!@"0P`X"@Q,"F`8GF`86UE;F1I;F>`<V5C=&EO;H`S,C4H8RF`

M=&^`<F5A9(!A<X!F;VQL;W=S.LS,X!\$,``````@'#`#@\"`\$\"AC*8#R#O)'

M3T%,4R[S#O.\$A\$%N@&%P<&QI8V%T:6]N@&9O<H!A@&=R86YT@'5N9&5R@'1H

M:7.`<&%R=(!S:&%L;(!D97-C<FEB98!M96%S=7)A8FQE@&=O86QS@&9O<M`!

M%0``"P)```%P\$\\.\$``!(!4`T`1H98!I;G-T:71U=&EO;B=S@'!R;W!O<V5D

M@&%C=&EV:71I97,L@&EN8VQU9&EN9X!A@'!L86Z`;V:.`&]W@'1H98!A<'!L

M:6-A;G2`:6YT96YD<X!T;X!A8VAI979E@'1H;W-ESV=O86QS+O`?!/[S,S@

M\$0P''''''<`,`.#@\$0P''''''8`D`,`.`H,3\$I@&EN@'-E8W1I;VZ`,S(VA(3,

MS.`1#`''''''(!PP`X.`1#`''''''!@"0P`X.`1#`''''''X"PP`X"A!*8!B>8!A

M;65N9&EN9X!S=6)S96-T:6]N@"AA*2@R*8!T;X!R96%D@&%S@&9O;&QO=W,Z

MS,S@\$0P''''''<`,`.#@\$0P''''''8`D`,`.#P(`3P*#(I@\$YO@&=R86YT@&EN

M@&5X8V5S<X!O9H`D-3`P+`#`P,(!M87F`8F6`,`6%D98!U;F!E<H!T:&ES@'-E

M8W1I;VZ`=6YL97-S@'1H9<]P;W-T9W)A9'5A=&6`:6YS=&ET=71I;VZ`<)O

M=FED97.`86Z`87-S=7)A;F-E@'1H872`-3'''<&5R8V5N=(!O9H!T:&6`8V]S
M=(!O9H!T:&6`<'5R<&]S97.`9F]R@'=H:6-HSW1H98!G<F%N=(!I<X!M861E
M@'=I;&R`8F6`<&%I9(!F<F]M@&YO;H1&961E<F%L@'-O=7)C97,L@&5X8V5P
M=(!T:&%T@'1H98!I;G-T:71U=&EO;H!S:&%L;(!N;W2`8F7/<F5Q=6ER962`
M=&^`6%T8VB`=&AE@&9I<G-T@'0U,#`L,#`P@&]F@&ET<X!A=V%R9(!F<F]M
M@'1H98!396-R971A<GDN!\\$\\#N`G,SQ`.@;`9OQ`>@;`<SQ`.@;`9OQ`>@;
M\>`1#`''''''(!PP`X/\$`Z!OQF_\$!Z!OQX!\$,````&`)#`#@0#H&_&;0'H
M&_`@\$0P`''''N`L,`.#Q`.@;`9OQ`>@;`2A"*8!I;H!S=6)S96-T:6]N@"AC
M*82\$S,SQ`.D;`?(,O\$!Z!OQX!\$,````@`#`#@X!\$,````&`)#`#@X!\$,
M`''''+@+`#`#@X!\$,````!`.#`#@*&DI@&%N@'1H98!E;F2`;V:.`<&%R86=R
M87!H@"@Q*2R`8GF`861D:6YG@/'@!//A;F3P'P3P.X!A;F3,S.`1#`''''''(
M!PP`X.`1#`''''!@"0P`X.`1#`''''''X"PP`X.`1#`''''''0#@P`X"AI:2F`
M872`=&AE@&5N9(!O9H!P87)A9W)A<&B`*(I+(!B>8!S=)I:VEN9X!O=72`
M=&AE@'-E;6F\$8V]L;VZ`86YD@&%L;,[JT:')O=6=H@'1H98!E;F2`;V:.`<&%R
M86=R87!H@"@S*8!A;F2`:6YS97)T:6YG@&EN@&QI976`=&AE<F5O9H!A@'!E
M<FEO9#OQ`.<;`8";0+D&_`%A;F3Q`^0;`?;\$!YQOQF\R<0#I&\_`S#//Q`>D;
M!9O,X!\$,````@`#`#@X!\$,````&`)#`#@X!\$,````+@+`#`#@G"A#*9N`
M:6Z`<W5B<V5C=&EO;H`H92DL@&)Y@&%M96YD:6YG@'!A<F%G<F%P:(`H,2F`
M=&^`<F5A9(!A<X!F;VQL;W=S.LS,X!\$,````@`#`#@X!\$,````&`)#`#@
M""\$\"@Q*8#R#O))3H!`14Y%4D%,+O,.\X2\$26YD97!E;F1E;G2`<')O9F5S
M<VEO;F%L@&]R@&=R861U871E@&EN<W1I='5T:6]N<X!A;F2`<')O9W)A;7/0
M`14``L`0`!N"<((R8`2`5`-!E;&EG:6)L98!F;W\*`9W)A;G1S@'5N9&5R
M@'-U8G-E8W1I;VZ`*&\$I@&EN8VQU9&6\$A,S,X!\$,````@`#`#@X!\$,````
M`&`)#`#@X!\$,````+@+`#`#@\"`\$\"A!\*8"<36]R96AO=7-EFX!38VAO;VR`
M;V:365D:6-I;F4[S-`&%0``P`)``%H*[@F*@'!(4`T.`1#`''''''(!PP`
MX.`1#`''''!@"0P`X.`1#`''''''X"PP`X/'@!/'H0BF`G\$UE:&%R<GF;@\$UE
M9&EC86R`4V-H;V]L.\S,X!\$,````@`#`#@X!\$,````&`)#`#@X!\$,````

M`+@+##@\"`\$\"A\$*8!#;:&%R;&5S@%(N@\$1R97>`4&]S=&=R861U871E@\$UE
M9&EC86R`4V-H;VJL\\S,X!\$,``````@`#`#@X!\$,````&`)#`#@X!\$,````
M`+@+##@\"`\$\"A\$*8!#;:&%R:X1!=&QA;G1A@%5N:79E<G-I='D[S,S@\$0P`
M```````<`,`#@@\$0P`````8`D`,`#@@\$0P`````N`L`,`#P(`3P*\$4I@)Q4=7-K
M96=E99N`56YI=F5R<VET>8!Q=6%L:69I962`9W)A9`5A=&6`<')O9W)A;3O,
MS.`1#```````(!PP`X.`1#```````!@\"0P`X.`1#```````X\"PP`X/^@!/^H1BF`
M6&%V:65R@%5N:79E<G-I='F`<75A;&EF:65D@&=R861U871E@'!R;V=R86T[
MX!\$,``````<#`#@T`05```+``D``1`,`8`<(`\$@%0#0S.`1#```````(!PP`
MX.`1#```````!@\"0P`X.`1#```````X\"PP`X(#P(`3P*\$<1@%-O=71H97)N@%5N
M:79E<G-I='F`<75A;&EF:65D@&=R861U871E@'!R;V=R86T[S,S@\$0P`````
M``<`,`#@@\$0P`````8`D`,`#@@\$0P`````N`L`,`.\"`\"`\$\"A(*8!497AA<X!3
M;W5T:&5R;H!5;FEV97)S:71Y@'%U86QI9FEE9(!G<F%D=6%T98!P<F]G<F%M
M\\S,X!\$,``````@`#`#@X!\$,````&`)#`#@X!\$,````+@+##@(@/^@!/^H
M22F`1FQO<FED88!!)DV`56YI=F5R<VET>8!Q=6%L:69I962`9W)A9`5A=&6`
M<')O9W)A;3O,S.`1#```````(!PP`X.`1#```````!@\"0P`X.`1#```````X\"PP`
MX(#P(`3P\*\$HI@\$YO<GIH@\$-A<F]L:6YA@\$-E;G1R86R`56YI=F5R<VET>8!Q
M=6%L:69I962`9W)A9`5A=&6`@'!R;V=R86T[S(#@\$0P```````<`,`#@@\$0P`
M```8`D`,`#@@\$0P`````N`L`,`#0!!4``L``0`!7!2L#Q\$``2`5`-#@@\$0P`
M`````<`,`#@@\$0P`````8`D`,`#@@\$0P`````N`L`,`#P(`3P*\$LI@\$UO<F=A
M;H!3=&%T98!5;FEV97)S:71Y@'%U86QI9FEE9(!G<F%D=6%T98!P<F]G<F%M
M\\S,X!\$,``````@`#`#@X!\$,````&`)#`#@X!\$,````+@+##@\"`\$\"A,
M*8!(86UP=&]N@%5N:79E<G-I='F`<75A;&EF:65D@&=R861U871E@'!R;V=R
M86T[S,S@\$0P```````<`,`#@@\$0P`````8`D`,`#@@\$0P`````N`L`,`#P(`3P`
M*\$TI@%L86)A;6&`029-@%U86QI9FEE9(!G<F%D=6%T98!P<F]G<F%M\\S,
MX!\$,``````@`#`#@X!\$,````&`)#`#@X!\$,````+@+##@\"`\$\"A.*8!.
M;W)T:(!#87)O;&EN88!!)E2`4W1A=&6`56YI=F5R<VET>8!Q=6%L:69I962`
M9W)A9`5A=&6`<')O9W)A;3N\\X!\$,``````@`#`#@S.`1#```````(!PP`X.`1

M#`!@`0P`X.`1#`""X"PP`X/`@`/H3RF`56YI=F5R<VET>8!O9H!-
M87)Y;%%N9(!%87-T97)N@%-H;W)E@%U86QI9FEE9(!G<F%D=6%T98!P<F]G
M<F%M.\S,X!\$,````@`#`#@X!\$,````&`)#`#@X!\$,````+@`+`#`@`\"\$
M\"A0*8!*86-K<V]N@%-T871E@%U86QI9FEE9(!G<F%D=6%T98!P<F]G<F%M
M.X!A;F3,S.`1#`""(!PP`X.`1#`""!@`0P`X.`1#`""X"PP`X/`@
M!`/H42F`86YY@`!R;V9E<W-I;VYA;(!O<H!G<F%D=6%T98!I;G-T:71U=&EO
M;H!O<H!P<F]G<F%M@`1H872`;65E=`.=&AESW)E<75I<F5M96YT<X!O9H!T
M:&ES@`-E8W1I;VXN(CN`86YDS,S@\$0P`""`<`,`#@\$0P`""`8`D`,`#@
M\$0P`""`N`L`,`<\*\$3Q`.8;\4/Q>8;2F;@&EN@`-U8G-E8W1I;VZ`*&8I
MA(3,S.`1#`""(!PP`X.`1#`""!@`0P`X.`1#`""X"PP`X.`1#`"
M``0#@P`X"B<:9LI@&EN@`!A<F%G<F%P:(`H,BF\$A,S,X!\$,````@`#`#@
MX!\$,````&`)#`#@X!\$,````+@`+`#`#@X!\$,````!`#`#@X!\$,````&@0
M#`#@\*\$DI@&EN@`1H98!M871T97*`8F5F;W)E@`-U8G!A<F%G<F%P:(`H02DL
M(@&)Y@&EN<V5R=&EN9X#P(`3P8G5T@&YO=,]T;X!E>&-E962`)#\$Y+#8P-BPP
M,#`B@&%F=&5R@/`@`!`/D,3(L,#`P+#`P,"([@&%N9,S,X!\$,````@`#`#@
MX!\$,````&`)#`#@X!\$,````+@`+`#`#@X!\$,````!`#`#@X!\$,````&@0
M#`#@\*\$E)\*8!I;H!S=6)P87)A9W)A<&B`*\$(I+(!B>8!S=)I:VEN9X!O=72`
M\"\$\"AE*2@Q*2[P`P3P@&%T@`1H98!E;F3/= &AE<F5O9H!A;F2`:6YS97)T
M:6YG@&EN@&QI976`= &AE<F5O9H#P(`3P*&4I*#\$I.X!A;F3P`P3P.X!A;F2`
M@,S0!A4``L``0!:"NX)BH``2`5`-#@\$0P`""`<`,`#@\$0P`""`8`D,
M`.#@\$0P`""`N`L`,`#@\$0P`""`\$`X`,`H:6DI@&)Y@&%D9&EN9X!A@&YE
M=X!P87)A9W)A<&B`\*#,I@&%T@`1H98!E;F2`= &AE<F5O9H!T;X!R96%D@&%S
M@&9O;&QO=W/,S(#@\$0P`""`<`,`#@\$0P`""`8`D`,`#P(`3P*#,I@&%N
M>8!A;6]U;G2`87!P<F]P<FEA=&5D@&EN@&5X8V5S<X!O9H`D,3DL-C`V+#`P
M,(!S:&%L;(!B98!A=F%I;&%B;&6\$A-`\$%0``P`)``&(!M@!`@`!(!4`T,S@
M\$0P`""`<`,`#@\$0P`""`8`D`,`#@\$0P`""`N`L`,`#P(`3P*\$I@&9O
M<H!T:&6`<5R<&]S98!O9H!M86MI;F>`9W)A;G1S@&EN@&5Q=6%L@&%M;W5N

M='.';FJT@'1O@&5X8V5E9,\D-3`P+#`P,"R`=&^':6YS=&ET=71I;VYS@&]R
M@'!R;V=R86US@&1E<V-R:6)E9(!;H!P87)A9W)A<&B`*%\$I@&]F@'-U8G-E
M8W1I;VZ`\*&4I`#LX!A;F3,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X.`1
M#`~~~~~"X"PP`X/^@!/'H0BF`<V5C;VYD;'F`9F]R@'1H98!P=7)P;W-E@&]F
M@&UA:VEN9X!G<F%N='.'=&^':6YS=&ET=71I;VYS@&]R@'!R;V=R86USSV1E
M<V-R:6)E9(!;H!S=6)P87)A9W)A<&AS@"A!*8!T:')O=6=H@"A1*8!O9H!S
M=6)S96-T:6]N@"AE*2@Q*2[P'P3P.\S,X!\$,~~~~~@'#`#@X!\$,~~~~~&')
M#`#@\*#\$R\*8!B>8!A;65N9&EN9X!P87)T@\$.`=&^`<F5A9(!A<X!F;VQL;W=S
MA(3,S-,%#`""0`""0P`T\_`@!/!005)4@\$.`A(2`2\$E35\$]224-!3\$Q9@\$),
M04-+@\$-/3\$Q%1T6`04Y\$@%5.259%4E-)5%F`0T%0251!3,]&24Y!3D-)3D?,
MTP40``8!``\$"XCD``!``TS3!0P`!P\$``@\$,-/P(`3P1DE.1\$E.1U/,TP40
M``8!``\$"23H``!``TS@\$0P`~~~~~"<`,`#P(`3P4T5#+H`S,S\$N5&AE@\$-O
M;F=R97-S@&9I;F1S@'1H872\$A,S,X!\$,~~~~~@'#`#@X!\$,~~~~~&')#`#@
M\``\$\"@Q*8!A@'-19VYI9FEC86YT@'!A<G2`;V:.`=&AE@\$9E9&5R86R`;6ES
M<VEO;H!I;H!E9'5C871I;VZ`:&%S@&)E96Z`=&^`871T86EN@&5Q=6%LSV]P
M<&]R='5N:71Y@&EN@&AI9VAE<H!E9'5C871I;VZ`9F]R@&QO=X1I;F-O;64L
M@&5D=6-A=&EO;F%L;'F`9&ES861V86YT86=E9(!;65R:6-A;G.`86YD@\$%F
M<FEC86[/06UE<FEC86YS.\S,X!\$,~~~~~@'#`#@X!\$,~~~~~&')#`#@\"`\$
M\"@R*8!T:&6`3F%T:6]N\!P\$'.'.&ES=&]R:6-A;&QY@\$)L86-K@&-O;&QE
M9V5S@&%N9(!U;FEV97)S:71I97.`:&%V98!P;&%Y962`88!P<F]M:6YE;G3/
M<F]L98!I;H!!;65R:6-A;H!H:7-T;W)Y@&%N9(!H879E@&%N@'5N<&%R86QL
M96QE9(!R96-O<F2`;V:`9F]S=&5R:6YG@'1H98!D979E;&]P;65N=(!O9H!!
M9G)I8V%NST%M97)I8V%N@'EO=71H@&)Y@')E8V]G;FEZ:6YG@'1H96ER@'!O
M=&5N=&EA;"R`96YH86YC:6YG@'1H96ER@&%C861E;6EC@&%N9(!T96-H;FEC
M86R`<VMI;&QS+(!A;F3/:&]N:6YG@'1H96ER@'-O8VEA;(!A;F2`<&]L:71I
M8V%L@'-K:6QL<X!T:')O=6=H@&AI9VAE<H!E9'5C871I;VX[S,S@\$0P`~~~~~
M""<`,`#@\$0P`~~~~~8`D`,`#P(`3P\*#,I@'1H98!A8V%D96UI8X!A;F2`<F5S

M:61E;G1I86R`9F%C:6QI=&EE<X!O;H!T:&6`8V%M<5S97.`;V:`86QL@&AI
M<W1O<FEC86QL>8!";&%C:\]C;VQL96=E<X!A;F2`=6YI=F5R<VET:65S@&AA
M=F6`<W5F9F5R962`9G)O;8!N96=L96-T@&]R@&1E9F5R<F5D@&UA:6YT96YA
M;F-E@&%N9(!A<F6`:6Z`;F5E9(!O9H!C87!I=&%LSVEM<')O=F5M96YT<X!I
M;H!O<F1E<H!T;X!P<F]V:61E@&%P<')O<')I871E@'-E='1I;F=S@&9O<H!L
M96%R;FEN9X!A;F2`<V]C:6%L@&1E=F5L;W!M96YT@'1H<F]U9VC/;&EG:&5R
M@&5D=6-A=&EO;CO,S.`1#`~~~~`(!PP`X.`1#`~~~~`!@"0P`X/'@!/'H-"F`
M9'5E@'1O@'1H96ER@'-M86QL@&5N<F]L;&UE;G1S+(!L:6UI=&5D@&5N9&]W
M;65N='L@&%N9(!O=&AE<H!F:6YA;F-I86R`9F%C=&]R<]N;W)M86QL>8!C
M;VYS:61E<F5D@&)Y@&QE;F1E<G.`:6Z`8V]N<W1R=6-T:6]N@&9I;F%N8VEN
M9RR`:&ES=&]R:6-A;&QY@\$)L86-K@&-O;&QE9V5S@&%N9(!U;FEV97)S:71I
M97//;&%C:X!A8V-E<W.`=&^`=&AE@'-O=7)C97.`;V:`9G5N9&EN9X!N96-E
M<W-A<GF`=&^`=6YD97)T86ME@'1H98!N96-E<W-A<GF`8V%P:71A;(!I;7!R
M;W9E;65N='//=&AR;W5G:(!B;W)R;W=I;F>`86YD@&)O;F2`9FEN86YC:6YG
M.\S,X!\$,~~~~`@'#`#@X!\$,~~~~`&')#`#@'"`\$"@U*8!D97-P:71E@'1H
M96ER@'1R86-K@')E8V]R9(!O9H!L;VYGA'-T86YD:6YG@&%N9(!R96UA<FMA
M8FQE@&EN<W1I='5T:6]N86R`;&]N9V5V:71YSV%N9(!V:6%B:6QI='DL@&AI
M<W1O<FEC86QL>8!";&%C:X!C;VQL96=E<X!A;F2`=6YI=F5R<VET:65S@&QA
M8VN`=&AE@&9I;F%N8VEA;(!R97-O=7)C97.`;F5C97-S87)Y@'1O@&=A:6[/
M86-C97-S@'1O@'1R861I=&EO;F%L@'-O=7)C97.`;V:`8V%P:71A;(!F:6YA
M;F-I;F<L@'-U8VB`87.`8F%N:X!L;V%N<X!A;F2`8F]N9(!F:6YA;F-I;F<[
M@&%N9(#,S.`1#`~~~~`(!PP`X.`1#`~~~~`!@"0P`X/'@!/'H-BF`1F5D97)A
M;(!A<W-I<W1A;F-E@'1O@&9A8VEL:71A=&6`;&]WA&-O<W2`8V%P:71A;(!B
M87-I<X!F;W*`:&ES=&]R:6-A;&QY@\$)L86-K@&-O;&QE9V5ST`,5``+`D`
M`6@KN"8J`\$@%0#086YD@'5N:79E<G-I=&EE<X!W:6QL@&5N86)L98!S=6-H
M@&-O;&QE9V5S@&%N9(!U;FEV97)S:71I97.`=&^`8V]N=&EN=66`86YD@&5X
M<&%N9(!T:&5I<H!E9'5C871I;VYA;]M:7-S:6]N@&%N9(!E;FAA;F-E@'1H

M96ER@'-I9VYI9FEC86YT@')O;&6':6Z`06UE<FEC86Z`:&EG:&5R@&5D=6-A
M=&EO;B[,S-,%#`""0`""0P`T\_`@/!/\$149)3DE424].4\S3!1``!@\$`0(H
M0@``\$`#3S.`1#`""""(!PP`X/`@/!/\$14,N@#,S,BZ`1F]R@'1H98!P=7)P
M;W-E<X!O9H!T:&ES@'!A<G0ZS,S@\$0P`""""<`,`#@ \$0P`""8`D`,`#P
M(`3P\*#\$I@%1H98!T97)M@/'`@/!E;&EG:6)L98!I;G-T:71U=&EO;O`?/!"
M;65A;G.`88#P(`3P<`%R=(!"@&EN<W1I='5T:6]N\!\$\\(!A<X!T:&%T@'1E
M<FV`:7.`9&5F:6YE9,]I;H!S96-T:6]N@#,R,B@R*8!O9H!T:&6`2&EG:&5R
M@\$5D=6-A=&EO;H!!8W2`;V:`,3DV-2[,S.`1#`""""(!PP`X.`1#`""!@
M"0P`X/`@/!`H,BF`5&AE@'1E<FV`\\`\$\\&QO86[P'P3P@&UE86YS@&&`,`&]A
M;H!M861E@'1O@&%N@&5L:6=I8FQE@&EN<W1I='5T:6]N@'5N9&5R@'1H98!P
M<F]V:7-I;VYSSV]F@'1H:7.`<`%R=(!A;F2`<'5R<W5A;G2`=&^`86Z`86=R
M965M96YT@'=I=&B`=&AE@%-E8W)E=&%R>2[,S.`1#`""""(!PP`X.`1#`"
M`!@"0P`X/`@/!`H,RF`5&AE@'1E<FV`\\`\$\\%U86QI9FEE9(!B;VYD\\!\$
M\\(!M96%N<X!A;GF`;V)L:6=A=&EO;H!I<W-U962`8GF`=&AE@&1E<VEG;F%T
M962`8F]N9&EN9]A=71H;W)I='F`872`=&AE@&1I<F5C=&EO;H!O9H!T:&6`
M4V5C<F5T87)Y+(!T:&6`;F5T@'!R;V-E961S@&]F@'=H:6-H@&%R98!L;V%N
M962`=&^`86Z`96QI9VEB;&7/:6YS=&ET=71I;VZ`9F]R@'1H98!P=7)P;W-E
M<X!D97-C<FEB962`:6Z`<V5C=&EO;H`S,S,H8BDNS,S@\$0P`""""<`,`#@
M\$0P`""8`D`,`#P(`3P\*#0I@%1H98!T97)M@/'`@/!F=6YD:6YG\\!\$\\(!M
M96%N<X!A;GF`<`%Y;65N=(!U;F1E<H!T:&ES@'!A<G2`9G)O;8!T:&6`4V5C
M<F5T87)Y@'1O@'1H9<]E;&EG:6)L98!I;G-T:71U=&EO;H!O<H!I='.`87-S
M:6=N966`:6Z`9G5L9FEL;&UE;G2`;V:`,`=&AE@&EN<W5R86YC98!O8FQI9V%T
M:6]N<X!O9H!T:&6`4V5C<F5T87)Y@'!U<G-U86YTSW1O@&%N@&%G<F5E;65N
M=(!U;F1E<H!S96-T:6]N@#,S,R[,S.`1#`""""(!PP`X.`1#`""!@"0P`
MX/`@/!`H-2DH02F`5&AE@'1E<FV`\\`\$\\&-A<&ET86R`<)O:F5C=/`?/!"
M;65A;G,L@'-U8FIE8W2`=&^`<V5C=&EO;H`S,S0H8BDL@'1H98!R97!A:7(L
MSW)E;F]V871I;VXL@&]R+(!I;H!E>&-E<'1I;VYA;(!C:7)C=6US=&%N8V5S

M+(!T:&6'8V]N<W1R=6-T:6]N@&]R@&%C<75I<VET:6]N+(!O9H2\$S,S@\$0P'
M'""'<,'.#@\$0P'""'8'D,'.#@\$0P'""'N'L,'.#@\$0P'""'\$`X,'.#P
M('3P*)QIFRF`86YY@&-L87-S<F]O;8!F86-I;&ET>2R`;&EB<F%R>2R`;&%B
M;W)A=&]R>8!F86-I;&ET>2R`9&]R;6ET;W)YSRAI;F-L=61I;F>`9&EN:6YG
M@&9A8VEL:71I97,I@&]R@&]T:&5R@&9A8VEL:71Y@&-U<W1O;6%R:6QY@'5S
M962`8GF`8V]L;&5G97.`86YD@'5N:79E<G-I=&EE<X!F;W+/:6YS=')U8W1I
M;VYA;(!O<H!R97-E87)C:(!P=7)P;W-E<X!O<H!F;W*`:&]U<VEN9X!S='5D
M96YT<RR`9F%C=6QT>2R`86YD@'-T869F.\S,G/\$`ZAOQ\0+C&\_`R#/+Q`^,;
M?`\$!ZAOQF^`1#`""""(!PP`X.`1#`""""!@"0P`X.`1#`""""X"PP`X.`1
M#`""""0#@P`X/'@!/'H:6DI*\$DI@&9A8VEL:71I97.`9F]R@&%D;6EN:7-T
M<F%T:6]N@&]F@&5D=6-A=&EO;F%L@)QP<F]G<F%M<X!A;F2`<W1U9&5N=,]C
M96YT97)S@&]R@'-T=61E;G2`=6YI;VYS+(!S;X!L;VYG@&%S@&YO@&UO<F6`
M=&AA=(`U@'!E<F-E;G2`;V:`= &AE@&QO86Z`<)O8V5E9'.`87)E@'5S962`
M9F]RSV9A8VEL:71I97.`=&AA=(!A<F6`;W=N960L@&QE87-E9"R`;6%N86=E
M9(!O<H!O<&5R871E9(!B>8!A@'!R:79A=&6`8G5S:6YE<W,L@'1H870L@&EN
M@')E='5R;H!F;W*`<W5C:,]U<V4L@&UA:V5S@&&`<&%Y;65N=(!T;X!T:&6`
M8V]L;&5G98!O<H!U;FEV97)S:71Y+OS`ZAOQF\_`\$XQOQ\PSS\0/C&_`Q`>H;
M9O,S.`1#`""""(!PP`X.`1#`""""!@"0P`X.`1#`""""X"PP`X.`1#`"
M``0#@P`X.`1#`""""!H\$`P`X/'@!/'H24DI@&UA:6YT96YA;F-E+(" <W1O
M<F%G92R`;W\*`=71I;&ET>8!F86-I;&ET:65S@&5S<V5N=&EA;(!T;X!T:&7/
M;W!E<F%T:6]N@&]F@&&`8V%P:71A;(!P<F]J96-T.X#S.`1#`""""(!PP`
MX.`1#`""""!@"0P`X.`1#`""""X"PP`X.`1#`""""0#@P`X.`1#`""""!H
M\$`P`X/'@!/'H24E)*8!F86-I;&ET:65S@&1E<VEG;F5D@'1O@'!R;W9I9&6`
M<`)I;6%R:6QY@&]U='!A=&EE;G2`8V%R98!O9L]S='5D96YT<X!A;F2`9F%C
M=6QT>3N`G&]RFX#,S.`1#`""""(!PP`X.`1#`""""!@"0P`X.`1#`""""X
M"PP`X.`1#`""""0#@P`X.`1#`""""!H\$`P`X)SP(`3P\*\$E6\*9N`;W1H97*`
M97-S96YT:6%L@'-E<G9I8V6`9F%C:6QI=&EE<SO,S.`1#`""""(!PP`X.`1

M#''''!@"0P`X.`1#''''''X"PP`X.`1#''''''0#@P`X/`@!/'H:6EI*8!l
M;G-T<G5C=&EO;F%L@&5Q=6EP;65N="R`<F5S96%R8VB`.6YS=')U;65N=&%T
M:6JN+(!A;F2`8V%P:71A;,JE<75I<&UE;G2`;W*`9FEX='5R97.`<F5L87IE
M9(!T;X!F86-I;&ET:65S@&1E<V-R:6)E9(!I;H!C;&%U<V6`\*)QIFRD[T`85
M``+`D``6@KN"8J``\$@%0#0A^`1#''''''(!PP`X.`1#''''''!@"0P`X.`1
M#''''''X"PP`X.`1#''''''0#@P`X/`@!/'H:78I@&%N>8!O=&AE<H!F86-I
M;&ET>2R`97%U:7!M96YT@&]R@&9I>'1U<F6`=&AA=(!I<X!E<W-E;G1I86R`
M=&^`=&AESVUA:6YT86EN:6YG@&]F@&%C8W)E9&ET871I;VZ`;V.`=&AE@&UE
M;6)E<H!l;G-T:71U=&EO;H!B>8!A@&YA=&EO;F%L;'F`<F5C;V=N:7IE9(!A
M8V-R96II=&EN9X!A9V5N8WG/;W*`87-S;V-I871I;VX[@&%N9,S,X!\$,````
M``@'#`#@X!\$,````&`)'#`#@X!\$,````+@+#`#@X!\$,````!`.'#`#@`"\$`\$
M\`AV\*8!A;GF`@')E86R`<')O<&5R='F`;W*`:6YT97)E<W2`=&AE<F5I;H!U
M;F1E<FQY:6YG@&9A8VEL:71I97.`9&5S8W)I8F5DSVEN@&-L875S97.`*)QI`
MFRDL@"AI:2DL@&]R@"AI=BDNS,S@\$0P`''''''<`,`.\$@\$0P`''''''8`D`,`.\$@
M\$0P`''''''N`L`,`.#P(`3P\*\$I@%1H98!T97)M@/`@!/'C87!I=&%L@(!P<F]J
M96-T\!\$(!S:&%L;(!N;W2`:6YC;'5D982\$@,S,X!\$,````@'#`#@X!\$,
M`''''&`)'#`#@X!\$,````+@+#`#@X!\$,````!`.'#`#@`"\$`\$\"B<:9LI@&%N
M>8!F86-I;&ET>8!l;G1E;F1E9(!P<FEM87)I;'F`9F]R@&5V96YT<X!F;W\*`
M=VAI8VB`861M:7-S:6JN@&ES@'1OSV)E@&-H87)G962`=&^`=&AE@&=E;F5R
M86R`<'5B;&EC.X#S.`1#''''''(!PP`X.`1#''''''!@"0P`X.`1#''''''X
M"PP`X.`1#''''''0#@P`X/`@!/'H:6DI@&%N>8!G>6UN87-I=6V`;W\*`;W1H
M97*`9F%C:6QI='F`<W!E8VEA;&QY@&1E<VEG;F5D@&9O<H!A=&AL971I8X!O
M<L]R96-R96%T:6JN86R`86-T:79I=&EE<RR`;W1H97*`=&AA;H!F;W\*`86Z`
M86-A9&5M:6.`8V]U<G-E@&EN@'!H>7-I8V%L@&5D=6-A=&EO;H!O<H!W:&5R
M98!T:&6`4V5C<F5T87)YSV9I;F1S@'1H872`=&AE@'!H>7-I8V%L@&EN=&5G
M<F%T:6JN@&]F@'-U8VB`9F%C:6QI=&EE<X!W:71H@&]T:&5R@/`@!/'C87!I
M=&%L@'!R;VIE8W1S\!\$(!I;F-L=61E9(!U;F1E<H!T:&ESSW!A<G2`:7.`

M<F5Q=6ER962`=&^`8V%R<GF`;W5T@'1H98!O8FIE8W1I=F5S@&]F@'1H:7.`
M<&%R=#O,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X.`1#`~~~~~"X"PP`X.`1
M#`~~~~~0#@P`X/`@!/`H:6EI*8!A;GF`9F%C:6QI='F`=7-E9"R`;W\*`=&^`
M8F6`=7-E9"R`9F]R@'-E8W1A<FEA;H!I;G-T<G5C=&EO;H!O<H!A<X!ASW!L
M86-E@&9O<H!R96QI9VEO=7.`=V]R<VAI<#N`;W*`S,S@\$0P`~~~~~"<`,`.#@
M\$0P`~~~~~8`D`,`.#@\$0P`~~~~~N`L`,`.#@\$0P`~~~~~\$`X`,`.#P(`3P*&EV*8!A
M;GF`9F%C:6QI='F`=&AA=(`H86QT:&]U9VB`;F]T@&&`9F%C:6QI='F`9&5S
M8W)I8F5D@&EN@'1H98!P<F5C961I;F?:8VQA=7-E*8!I<X!U<V5D+(!O<H!T
M;X!B98!U<V5D+(!P<FEM87)I;F`:6Z`8V]N;F5C=&EO;H!W:71H@&%N>8!P
M87)T@&]F@'1H98!P<F]G<F%M@&]F@&&`<V-H;V]L@&]RSV1E<&%R=&UE;G2`
M;V:`9&EV:6YI='DNS,S@\$0P`~~~~~"<`,`.#@\$0P`~~~~~8`D`,`.#P(`3P*#8I
M@%1H98!T97)M@/`@!/!I;G1E<F5S=/`?!/!":6YC;'5D97.`86-C<F5D:71E
M9(!V86QU98!O<H!A;GF`;W1H97\*`<&%Y;65N=(!C;VYS=&ET=71I;F?:6YT
M97)E<W2`;VZ`86Z`;V)L:6=A=&EO;B[,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@
M"0P`X/`@!/`H-RF`5&AE@'1E<FV`""\$&]U='-T86YD:6YG\!\$`R`=VAE
M;H!U<V5D@'=I=&B`<F5S<&5C=(!T;X!B;VYD<RR`<VAA;&R`;F]T@&EN8VQU
M9&6`8F]N9'//=&AE@'!A>6UE;G2`;V:`=VAI8VB`<VAA;&R`:&%V98!B965N
M@'!R;W9I9&5D@&9O<H!B>8!T:&6`7)R979O8V%B;&6`9&5P;W-I=(!I;H!T
M<G5S=(!O9H!O8FQI9V%T:6]N<]M871U<FEN9X!A<X!T;X!P<FEN8VEP86R`
M86YD@&EN=&5R97-T@&EN@'-U8VB`86UO=6YT<X!A;F2`872`<W5C:(!T:6UE
M<X!A<X!W:6QL@&5N<W5R98!T:&6`879A:6QA8FEL:71YSV]F@'-U9F9I8VEE
M;G2`;6]N97ES@'1O@&UA:V6`<&%Y;65N='.`;VZ`<W5C:(!B;VYD<R[,S.`1
M#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X/`@!/`H."F`5&AE@'1E<FV`""\$&1E
M<VEG;F%T962`8F]N9&EN9X!A=71H;W)I='GP'P3P@&UE86YS@'1H98!P<FEV
M871E+(!F;W*\$`<)O9FET@&-O<G!O<F%T:6]NSW-E;&5C=&5D@&)Y@'1H98!3
M96-R971A<GF`9F]R@'1H98!P=7)P;W-E@&]F@&ES<W5I;F>`=&%X86)L98!C
M;VYS=)U8W1I;VZ`8F]N9`.`6Z`9G5R=&AE<F%N8V6`;V:`=&AESW!U<G!O

M<V5S@&]F@'1H:7.`<&%R="[,S.`1#`''''''(!PP`X.`1#`''''''!@"0P`X/`@
M!/'H.2F`5&AE@'1E<FV`\"`\$\\\$%D=FES;W)Y@\$)O87)D\\!\$\\(!M96%N<X!T
M:&6`061V:7-O<GF`0F]A<F2`97-T86)L:7-H962`8GF`<V5C=&EO;H`S,S?/
M;V:.`=&AI<X!P87)T+LS,TP4,``<!``(!#`#3\\\"`\$\\\$9%1\$5204R`24Y355)!
M3D-%@\$9/4H!\"3TY\$4\\S3!1``!@\$``0*&50``\$`#3S.`1#`''''''(!PP`X/`@
M!/'!314,N@#,S,RZ`\*&I@/(.\\D=%3D5204R`4E5,12[S#O.\$A%-U8FIE8W2`
M=&^`=&AE@&QI;6ET871I;VYS@&EN@'-E8W1I;VZ`,`S,T+(!T:&6`4V5C<F5T
M87)YT`\$5``+`D``7PJS`4I``\$@%0#0:7.`875T:&]R:7IE9(!T;X!E;GIE
M<H!I;GIO@&EN<W5R86YC98!A9W)E96UE;G1S@'!O@'!R;W9I9&6`9FEN86YC
M:6%L@&EN<W5R86YC98!T;X!G=6%R86YT966`=&AE@&9U;&S0`Q4``L``0`!
M:\"NX)BH``2`5`-!P87EM96YT@&]F@'!R:6YC:7!A;(!A;F2`:6YT97)E<W2`
M;VZ`<75A;&EF:65D@&)O;F1S@'5P;VZ`=&AE@&-O;F1I=&EO;G.`<V5T@&9O
M<GIH@&EN@'-U8G-E8W1I;VYS@\"AB*2S/*&.`\*2R`86YD@\"AD*2[,S.`1#``
M``(!PP`X/`@!/'H8BF`\\@[R4D534\$].4TE\"24Q)5\$E%4X!/1H!42\$6`1\$53
M24=.051%1(!\"3TY\$24Y'@\$%55\$A/4DE462[S#O.\$A%1H9=`!%0``\"P`)``%T
M!\\0``P`!(!4`T%-E8W)E=&%R>8!M87F`;F]T@&5N=&5R@&EN=&^`86Z`:6YS
M=7)A;F-E@&%G<F5E;65N=(!D97-C<FEB962`:6Z`<W5B<V5C=&EO;H`H82F`
M=6YL97-S@'1H98!396-R971A<GG/9&5S:6=N871E<X!A@'%U86QI9FEE9(!B
M;VYD:6YG@&%U=&AO<FET>8!A;F2`=&AE@&1E<VEG;F%T962`8F]N9&EN9X!A
M=71H;W)I='F`86=R965S@&EN@'-U8VC/86=R965M96YT@'!OA(3,S.`1#``
M``(!PP`X.`1#`''''''!@"0P`X/`@!/'H,2F`=7-E@'1H98!P<F]C965D<X!O
M9H!T:&6`<75A;&EF:65D@&)O;F1S+(!L97-S@&-O<W1S@&]F@&ES<W5A;F-E
M@&YO=(!T;X!E>&-E962`,L]P97)C96YT@&]F@'1H98!P<FEN8VEP86R`86UO
M=6YT@'1H97)E;V8L@'!O@&UA:V6`;&]A;G.`=&^`96QI9VEB;&6`:6YS=&ET
M=71I;VYS@&]R@&9O<H!D97!O<VET@&EN=&^`86[/97-C<F]W@&%C8V]U;G2`
M9F]R@')E<&%Y;65N=(!O9H!T:&6`8F]N9',[S,S@\$0P`''''''''<`,`#@ \$0P`
M````8`D`,`#P(`3P*#(I@'!R;W9I9&6`:6Z`96%C:(!L;V%N@&%G<F5E;65N

M=(!W:71H@')E<W!E8W2`=&^88!L;V%N@'1H872';F]T@&QE<W.`=&AA;H`Y
M-8!P97)C96YTSV]F@'1H98!P<F]C965D<X!O9H!T:&6`;&]A;H!W:6QL@&)E
M@'5S962\$A,S,X!\$,````@'##@X!\$,````&')##@X!\$,````+@+##@
M\"\$\"A!*8!T;X!F:6YA;F-E@'1H98!R97!A:7(L@')E;F]V871I;VXL@&%N
M9\"R`:6Z`97AC97!T:6]N86R`8V%S97,L@.`1#````#0(`P`X-`4%0``P`)
M``&\$M0-#P`!(!4`T&-O;G-T<G5C=&EO;H!O<H!A8W%U:7-I=&EO;BR`;V:`
M88!C87!I=&%L@'!R;VIE8W0[S,S@\$0P``````<`,`#@ \$0P````8`D`,`#@
M\$0P````N`L`,`#P(`3P*\$(!@'1O@')E9FEN86YC98!A;H!O8FQI9V%T:6]N
M@'1H98!P<F]C965D<X!O9H!W:&EC:(!W97)E@'5S962`=&^9FEN86YC98!T
M:&7/<F5P86ER+(!R96YO=F%T:6]N+(!A;F0L@&EN@&5X8V5P=&EO;F%L@&-A
M<V5S+(!C;VYS=)U8W1I;VZ`;W\*`86-Q=6ES:71I;VXL@&]F@&&`8V%P:71A
M;(!P<F]J96-T.R`S.`1#````(!PP`X.`1#````!@\"0P`X/`@!/'H,RDH
M02F`8VAA<F=E@'-U8VB`:6YT97)E<W2`;VZ`;&]A;G,L@&%N9(!P<F]V:61E
M@&9O<H!S=6-H@&&`<V-H961U;&6`;V:`<F5P87EM96YT<\\]O9H!L;V%N<RR`
M87.`=VEL;\"R`=7!O;H!T:&6`=&EM96QY@')E<&%Y;65N=(!O9H!T:&6`;&]A
M;G,L@'!R;W9I9&6`861E<75A=&6`86YD@'1I;65L>8!F=6YD<X!F;W*`=&AE
M@,JP87EM96YT@&]F@'!R:6YC:7!A;(!A;F2`:6YT97)E<W2`;VZ`=&AE@&)O
M;FIS.X!A;F3,S.`1#````(!PP`X.`1#````!@\"0P`X.`1#````\"X\"PP`
MX/`@!/'H0BF`<F5Q=6ER98!T:&%T@&%N>8!P87EM96YT@&]N@&&`;&]A;H!E
M>'!E8W1E9(!T;X!B98!N96-E<W-A<GF`=&^;6%K98!ASW!A>6UE;G2`;V:`
M<')I;F-I<&%L@&%N9(!I;G1E<F5S=(!O;H!T:&6`8F]N9`.`8F6`9`5E@&YO
M=(!L97-S@'1H86Z`-C``9&%Y<X!P<FEO<H!T;X!T:&6`9&%T98!O9H!T:&7/
M<&%Y;65N=(!O;H!T:&6`8F]N9`.`9F]R@'=H:6-H@'-U8VB`;&]A;H!P87EM
M96YT@&ES@&5X<&5C=&5D@'1O@&)E@&YE961E9#O,S.`1#````(!PP`X.`1
M#````!@\"0P`X/`@!/'H-\"F`<')I;W\*`=&^=&AE@&UA:VEN9X!O9H!A;GF`
M;&]A;BR`<')O=FED98!F;W\*`88!C<F5D:72`<F5V:65W@&]F@'1H98!I;G-T
M:71U=&EO;L]R96-E:79I;F>`=&AE@&QO86Z`86YD@&%S<W5R98!T:&6`4V5C

M<F5T87)Y@'1H870L@&]N@'1H98!B87-I<X!O9H!S=6-H@&-R961I=(!R979I
M97<L@&ET@&ES@')E87-O;F%B;&7/=&^`86YT:6-I<&%T98!T:&%T@'1H98!I
M;G-T:71U=&EO;H!R96-E:79I;F>`= &AE@&QO86Z`=VEL;(!B98!A8FQE@'1O
M@')E<&%Y@'1H98!L;V%N@&EN@&&`= &EM96QY@&UA;FYE<L]P=7)S=6%N=(!T
M;X!T:&6`= &5R;7.`= &AE<F5O9CO,S.`1#`~~~~`(!PP`X.`1#`~~~~`!@`0P`
MX/'@!/'H-2F`<')O=FED98!I;H!E86-H@&QO86Z`86=R965M96YT@'=I= &B`
M<F5S<&5C=(!T;X!A@&QO86Z`= &AA="R`:6.`88!D96QI;G%U96YC>8!O;L]S
M=6-H@&QO86Z`<F5S=6QT<X!I;H!A@&9U;F!I;F>`=6YD97*`= &AE@&EN<W5R
M86YC98!A9W)E96UE;G0L@'1H98!I;G-T:71U=&EO;H!O8FQI9V%T962`;VZ`
M<W5C:(!L;V%NSW-H86QL@')E<&%Y@'1H98!396-R971A<GDL@'5P;VZ`= &5R
M;7.`= &^`8F6`9&5T97)M:6YE9(!B>8!T:&6`4V5C<F5T87)Y+(!F;W*`<W5C
M:(!F=6YD:6YG.\S,X!\$,~~~~`@'#`#@X!\$,~~~~`&`)#`#@\"\$\"@V*8!A
M<W-I9VZ`86YY@&QO86YS@'1O@'1H98!396-R971A<GDL@'5P;VZ`= &AE@&1E
M;6%N9(!O9H!T:&6`4V5C<F5T87)Y+(!I9H!ASV1E;&EN<75E;F-Y@&]N@'-U
M8VB`;&]A;H!H87.`<F5Q=6ER962`88!F=6YD:6YG@'5N9&5R@'1H98!I;G-U
M<F%N8V6`86=R965M96YT.\S,X!\$,~~~~`@'#`#@X!\$,~~~~`&`)#`#@\"\$\"
M\"@W*8!I;H!T:&6`979E;G2`;V:`88!D96QI;G%U96YC>8!O;H!A@&QO86XL
M@&5N9V%G98!I;H!S=6-H@&-O;&QE8W1I;VZ`969F;W)T<X!A<X!T:&7/4V5C
M<F5T87)Y@'-H86QL@')E<75I<F6`9F]R@&&`<&5R:6]D@&]F@&YO=(!L97-S
M@'1H86Z`-#6`9&%Y<X!P<FEO<H!T;X!R97%U97-T:6YG@&&`9G5N9&EN9X!U
M;F1E<H!T:&70`Q4``L`0`!:"NX)BH``2`5`-!I;G-U<F%N8V6`86=R965M
M96YT.\S,X!\$,~~~~`@'#`#@X!\$,~~~~`&`)#`#@\"\$\"@X*8!E<W1A8FQI
M<VB`86Z`97-C<F]W@&%C8V]U;G2\$A,S,X!\$,~~~~`@'#`#@X!\$,~~~~`&`)
M#`#@X!\$,~~~~`+@+`#@\"\$\"A!\*8!I;G1O@'=H:6-H@&5A8VB`96QI9VEB
M;&6`:6YS= &ET=71I;VZ`<VAA;&R`9&5P;W-I=(`Q,(!P97)C96YT@&]F@'1H
M9<]P<F]C965D<X!O9H!A;GF`;&]A;H!M861E@'5N9&5R@'1H:7.`<&%R="R`
M=VET:(!E86-H@&5L:6=I8FQE@&EN<W1I=5T:6]N@')E<75I<F5D@'1O@&UA

M:6YT86EN@&EN@'1H98#/97-C<F]W@&%%C8V]U;G2`86Z`86UO=6YT@&5Q=6%L
M@'1O@#\$P@'!E<F-E;G2`;V:='&AE@&]U='-T86YD:6YG@'!R:6YC:7!A;(!O
M9H!A;&R`;&]A;G.`;6%D98!T;X!S=6-HSVEN<WII='5T:6]N@'5N9&5R@'1H
M:7.`<&%R=#N`86YDS,S@\$0P`""<`,`#@ \$0P`""8`D`,`#@ \$0P`""
MN`L`,`#P(`3P*\$(l@'1H98!B86QA;F-E@&]F@'=H:6-HA(3,S.`1#`""(
M!PP`X.`1#`""!@"0P`X.`1#`""X"PP`X.`1#`""0#@P`X"B<:9LI
M@'-H86QL@&)E@&%%V86EL86)L98!T;X!T:&6`4V5C<F5T87)Y@'1O@'!A>8!P
M<FEN8VEP86R`86YD@&EN=&5R97-T@&]NSW1H98!B;VYD<X!l;H!T:&6`979E
M;G2`;V:`9&5L:6YQ=65N8WF`:6Z`;&]A;H!R97!A>6UE;G0[(@&%%N9,S,X!\$,
M`""@'#`#@X!\$,````&`)#`#@X!\$,````+@+#`#@X!\$,````!`#`#@
M*&EI*8!S:&%L;(!B98!U<V5D@'1O@')E='5R;H!T;X!A;H!E;&EG:6)L98!l
M;G-T:71U=&EO;H!A;H!A;6]U;G2`97%U86R`=&_/86YY@')E;6%l;FEN9X!P
M;W)T:6]N@&]F@'-U8VB`:6YS=&ET=71l;V[P`3P<X`Q,(!P97)C96YT@&1E
M<&]S:72`;V:`,`&]A;H!P<F]C965D<X!F;VQL;W=I;F>`<V-H961U;&5DSW)E
M<&%Y;65N=(!O9H!S=6-H@&EN<WII='5T:6]N\!P\$\'`;&]A;CO,S.`1#`"
M`"(!PP`X.`1#`""!@"0P`X/'@!/'H.2F`<)O=FED98!l;H!E86-H@&QO
M86Z`86=R965M96YT@'=I=&B`<F5S<&5C=(!T;X!A@&QO86Z`=&AA="R`:6:`
M88!D96Ql;G%U96YM=(!P87EM96YT<X!O;H!S=6-H@&QO86Z`<VAA;&R`8F6`879A:6QA8FQE@'1O
M@')E<&QE;FES:(!S=6-H@&5S8W)O=X!A8V-O=6YT.\S,X!\$,````@'#`#@
MX!\$,````&`)#`#@\"\$\"@Q,"F`8V]M<&QY@'=I=&B`;&EM:71A=&EO;G.`
M<V5T@&9O<G1H@&EN@'-E8WII;VZ`,S,T@&]F@'1H:7.`<&%R=#N`86YD@,S,
MX!\$,````@'#`#@X!\$,````&`)#`#@\"\$\"@Q,2F`;6%K98!L;V%N<X!O
M;FQY@'1O@&5L:6=I8FQE@&EN<WII='5T:6]N<X!U;FIE<H!T:&ES@'!A<G2`
M:6Z`86-C;W)D86YC98!W:71HSW)E9W5L871l;VYS@'!R97-C<FEB962`8GF`
M=&AE@%-E8W)E=&%R>8!T;X!E;G-U<F6`=&AA=(!L;V%N<X!A<F6`9F%l<FQY
M@&%L;&]C871E9(!A;6]N9X!A<X!M86YY@&5L:6=I8FQESVEN<WII='5T:6]N
M<X!A<X!P;W-S:6)L92R`8V]N<VES=&5N=(!W:71H@&UA:VEN9X!L;V%N<X!O

M9H!A;6]U;G1S@'1H872`=VEL;(!P97)M:72`8V%P:71A;(!P<F]J96-T<X!O
M9L]S=69F:6-I96YT@'-I>F6`86YD@'-C;W!E@'1O@'-I9VYI9FEC86YT;'F`
M8V]N=')I8G5T98!T;X!T:&6`96IU8V%T:6]N86R`<')O9W)A;8!O9H!T:&6`
M96QI9VEB;&7/:6YS=&ET=71I;VYS+LS,X!\$,````@'#`#@\"\$\"AC*8#R
M#O)!1\$)5\$E/3D%,@\$\$%'4D5%345.5(!04D]625-)3TY3+O,.X2\$06YY@&EN
M<W5R86YC98!A9W)E96UE;G2`9&5S8W)I8F5D@&ENT`\$5``+``D``5@@J!L>
M``\$@%0#0<W5B<V5C=&EO;H`H82F`;V:``=&AI<X!S96-T:6]N@'-H86QL@'!R
M;W9I9&6`87.`9F]L;&]W<SK,S.`1#``````(!PP`X.`1#``````!@\"0P`X/'@
M!/'H,2F`5&AE@'!A>6UE;G2`;V:``<')I;F-I<&%L@&%N9(!I;G1E<F5S=(!O
M;H!B;VYD<X!S:&%L;(!B98!I;G-U<F5D@&)Y@'1H98!396-R971A<GG/=6YT
M:6R`<W5C;(!T:6UE@&%S@'-U8VB`8F]N9`.:&%V98!B965N@')E=&ER962`
M;W*`8V%N8V5L960NS,S@\$0P``````<`,`.#@\$0P``````8`D`,`.#P(`3P*#(I
M@%1H98!&961E<F%L@&QI86)I;&ET>8!F;W*`9&5L:6YQ=65N8VEE<X!A;F2`
M9&5F875L=(!F;W*`8F]N9`.`9W5A<F%N=&5E9(!U;F1E<H!T:&ESSW!A<G2`
M<VAA;&R`;VYL>8!B96-O;66`969F96-T:79E@'5P;VZ`=&AE@&5X:&%U<W1I
M;VZ`;V:``86QL@'1H98!F=6YD<X!H96QD@&EN@'1H98!E<V-R;W>`86-C;W5N
M=,]D97-C<FEB962`:6Z`<W5B<V5C=&EO;H`H8BDH."DNS,S@\$0P``````<`,`
M`.#@\$0P``````8`D`,`.#P(`3P*#,I@%1H98!396-R971A<GF`<VAA;&R`8W)E
M871E@&&`;&5T=&5R@&]F@&-R961I=(!A=71H;W)I>FEN9X!T:&6`1&5P87)T
M;65N=(!O9H!T:&7/5')E87-U<GF`=&^`9&ES8G5R<V6`9G5N9`.=&^`=&AE
M@&1E<VEG;F%T962`8F]N9&EN9X!A=71H;W)I='F`;W*`:71S@&%S<VEG;F5E
M+LS0!A4``L``0!:"NX)BH``2`5`-#@\$0P``````<`,`.#@\$0P``````8`D,
M`.#P(`3P*#0I@%1H98!L971T97*`;V:``8W)E9&ET@'-H86QL@&)E@&1R87=N
M@'5P;VZ`:6Z`=&AE@&%M;W5N=(!D971E<FUI;F5D@&)Y@'!A<F%G<F%P:;\\H
M-2F`;V:``=&AI<X!S=6)S96-T:6]N@'5P;VZ`=&AE@&-E<G1I9FEC871I;VZ`
M;V:``=&AE@&1E<VEG;F%T962`8F]N9&EN9X!A=71H;W)I='F`=&^`=&AE@%-E
M8W)E=&%R>8!O<L]T:&6`4V5C<F5T87)Y\\P\$\\.`9&5S:6=N966`=&AA=(!T

M:&5R98!I<X!A@&1E;&EN<75E;F-Y@&]N@#&`;W\*`;6]R98!L;V%N<X!A;F2`
M=&AE<F6`87)E@&EN<W5F9FEC:65N=(!F=6YD<\]A=F%I;&%B;&6`9G)O;8!L
M;V%N@')E<&%Y;65N='`86YD@'1H98!E<V-R;W>`86-C;W5N=(!T;X!M86ME
M@&&`<V-H961U;&5D@'!A>6UE;G2`;V:`<')I;F-I<&%L@&%N9,]I;G1E<F5S
M=(!O;H!T:&6`8F]N9',NS,S@\$0P`''''''<`,`#@\$0P`''''8`D`,`#P(`3P
M*#4I@%5P;VZ`<F5C96EP=(!B>8!T:&6`4V5C<F5T87)Y@&]R@'1H98!396-R
M971A<GGP`3P<X!D97-I9VYE98!O9H!T:&6`8V5R=&EF:6-A=&EO;L]D97-C
M<FEB962`:6Z`<&%R86=R87!H@"@T*8!O9H!T:&ES@'-U8G-E8W1I;VXL@'1H
M98!D97-I9VYA=&5D@&)O;F1I;F>`875T:&]R:71Y@&UA>8!D<F%W@&&`9G5N
M9&EN9\]U;F1E<H!T:&6`;&5T=&5R@&]F@&-R961I=(!I;H!A;H!A;6]U;G2`
M97%U86R`=&^\$A,S,X!\$,````@#`#@X!\$,````&`)#`#@X!\$,````+@+
M#`#@'""\$!A!\*8!T:&6`86UO=6YT@')E<75I<F5D@'1O@&UA:V6`=&AE@&YE
M>`2`<V-H961U;&5D@'!A>6UE;G2`;V:`<')I;F-I<&%L@&%N9,]I;G1E<F5S
M=(!O;H!T:&6`8F]N9',L@&QE<W/,S.`1#`''''''(!PP`X.`1#`''''!@`0P`
MX.`1#`''''''X"PP`X/`@!/'H0BF`=&AE@&%M;W5N=(!A=F%I;&%B;&6`=&^`
M=&AE@&1E<VEG;F%T962`8F]N9&EN9X!A=71H;W)I='F`9G)O;8!L;V%NSW)E
M<&%Y;65N='`86YD@'1H98!E<V-R;W>`86-C;W5N="[S.`1#`''''''(!PP`
MX.`1#`''''!@`0P`X/`@!/'H-BF`06QL@&9U;F1S@'!R;W9I9&5D@'5N9&5R
M@'1H98!L971T97*`;V:`8W)E9&ET@'-H86QL@&)E@'!A:62`=&^`=&AE@&1E
M<VEG;F%T963/8F]N9&EN9X!A=71H;W)I='F`=VET:&EN@#\*`8G5S:6YE<W.`
M9&%Y<X!F;VQL;W=I;F>`<F5C96EP=(!O9H!T:&6`8V5R=&EF:6-A=&EO;H!D
M97-C<FEB962`:6Z`<&%R86=R87!HSR@T*2[,S.`1#`''''''(!PP`X/`@!/'H
M9"F`@[R1E5,3(!&04E42(!!3D2`0U)%!\$E4@%!23U9)4TE/3E,N\P[SA(13
M=6)J96-T@'1O@'-E8W1I;VZ`,`S,S*&,I*#\$I+(!T:&6`9G5L;(!F86ET:-`!
M%0`""P)``\$@%W`2%``!(!4`T&%N9(!C<F5D:72`;V:`=&AE@%5N:71E9(!3
M=&%T97.`:7.`<&QE9&=E9(!T;X!T:&6`<&%Y;65N=(!O9H!A;&R`9G5N9'`.`
M=VAI8VB`;6%Y@&)E@')E<75I<F5D@'1O@&)ESW!A:62`=6YD97*`=&AE@'!R

M;W9I<VEO;G.;V:='&AI<X!S96-T:6]N+LS,X!\$,``````@'#`#@\'`\$\"AE
M*8#R#O)"3TY\$@%-!3\$53+O,.\X2\$3F]T=VET:'-T86YD:6YG@&%N>8!O=&AE
M<H!P<F]V:7-I;VZ';V:;,&%W+(!Q=6%L:69I962`8F]N9'.`9W5A<F%N=&5E
M9-`!%0``P`)``0&B`6&``!(!4`T'5N9&5R@'IH:7.`<&%R=(!M87F`8F6`
M<V]L9(!T;X!A;GF`<&%R='F'=&AA=(!O9F9E<G.`=&5R;7.`=&AA=(!T:&6`
M4V5C<F5T87)Y@&1E=&5R;6EN97.`:6Z`:&ESSV1I<V-R971I;VZ`87)E@&EN
M@'IH98!B97-T@&EN=&5R97-T<X!O9H!T:&6`96QI9VEB;&6`:6YS=&ET=71I
M;VXNS,S3!0P`!P\$``@\$,-/P(`3P3\$E-251!5\$E/3E.`3TZ`ID5\$15)!3(!
M3E-54D%.0T6`1D]2@\$)/3D13@\$E34U5%1(!"68!42\$7/1\$5324=.051%1(!"
M3TY\$24Y'@\$%55\$A/4DE46<S3!1``!@\$``0(Q<P``\$`#3S.`1#``````(!PP`
MX/'@!/!314,N@#,S-"Z`*&\$I@/(.\\DQ)34E4@\$].@\$%-3U5.5"[S#O.\$A"@Q
M*8!!=(!N;X!T:6UE@'-H86QL@'IH98!A9V=R96=A=&6`<')I;F-I<&%L@&%M
M;W5N=-`!%0``P`)``%\$(90<P`!(!4`T&]F@&]U='-T86YD:6YG@&)O;FIS
M@&EN<W5R962`=6YD97\*`=&AI<X!P87)T@'IO9V5T:&5R@'=I=&B`86YY@&%C
M8W)U962`=6YP86ED@&EN=&5R97-T@'IH97)E;VZ`97AC965DSR0S-S4L,#`P
M+#`P,"R';V:='VAI8VB\$A,S,X!\$,``````@'#`#@X!\$,````&`)#`#@X!\$,
M````+@+#`#@\"\$\"A!\*8!N;W2`;6JR98!T:&%N@\"0R-3`L,#`P+#`P,(!S
M:&%L;(!B98!U<V5D@&9O<H!L;V%N<X!T;X!E;&EG:6)L98!I;G-T:71U=&EO
M;G//=&AA=(!A<F6`<')I=F%T98!H:7-T;W)I8V%L;'F`0FQA8VN`8V]L;&5G
M97.`86YD@'5N:79E<G-I=&EE<SN`86YDS,S@\$0P``````<`,`.#@\$0P``````
M8`D`,`.#@\$0P``````N`L`,`.#P(`3P*\$(I@&YO=(!M;W)E@'IH86Z`)#\$R-2PP
M,#`L,#`P@'-H86QL@&)E@'5S962`9F]R@&QO86YS@'IO@&5L:6=I8FQE@&EN
M<W1I='5T:6]N<\\JW:&EC:(!A<F6`:&ES=&]R:6-A;&QY@\$)L86-K.@'!U8FQI
M8X!C;VQL96=E<X!A;F2`=6YI=F5R<VET:65S+LS,X!\$,``````@'#`#@X!\$,
M````&`)#`#@\"\$\"@R*8!&;W*`<5R<&]S97.`;V:.`<&%R86=R87!H<X`H
M,2DH02F`86YD@\"A\"\*2R`3&EN8V]L;H!5;FEV97)S:71Y@&]F@%!E;FYS>6QV
M86YI8<]I<X!A;H!H:7-T;W)I8V%L;'F`0FQA8VN`<5B;&EC@&EN<W1I='5T

M:6]N+H""3F^:6YS=&ET=71I;VZ';V:':&EG:&5R@&5D=6-A=&EO;H!T:&%T
M@&AA<X!R96-E:79E9-`#%0`""P')`%H\*[@F\*@`!(!4`T&%S<VES=&%N8V6`
M=6YD97*`<V5C=&EO;H`X@&]F@`!H98!!8W2`;V:.`36%R8VB`,BR`,3@V-X`H
M,C""52Y3+D,N@#&R,RF`<VAA;&R`8F6`96QI9VEB;&6`=&^`<F5C96EV9<]A
M<W-I<W1A;F-E@`5N9&5R@`1H:7.`<&%R="[S.`1#`""""(!PP`X/`@!/`H
M8BF`\@[@R3\$E-251!5\$E/3H!/3H!#4D5\$252`05542\$]22519+O,.\X2\$5&AE
M@&%U=&AO<FET>8!O9H!T:&6`4V5C<F5T87)Y@`!O@&ES<W5ET`\$5``+``D`
M`70'Q`(#``\$@%0#0;&5T=&5R<X!O9H!C<F5D:72`86YD@&EN<W5R86YC98!U
M;F1E<H!T:&ES@`!A<G2`:7.`969F96-T:79E@&]N;'F`=&^`=&AE@&5X=&5N
M=(!P<F]V:61E9(!;H!A9`9A;F-E@&)YSV%P<')O<')I871I;VYS@\$%C=',N
MS,S@\$0P`""""<`,`.#P(`3P*&.`\*8#R#O)214Q)ITE/55.`04-4259)5%F`
M4%)/2\$E"251)3TXN\P[SA(1.;X!L;V%N@&UA>8!B98!M861E@`5N9&5R@`1H
M:7.`<&%R=(!F;W+0`14``L`"0!)`MT!@<``2`5`-!A;GF`961U8V%T:6]N
M86R`<')O9W)A;2R`86-T:79I='F';W*`<V5R=FEC98!R96QA=&5D@`!O@`-E
M8W1A<FEA;H!I;G-T<G5C=&EO;H!O<H!R96QI9VEO=7.`=V]R<VAI<(!O<L]P
M<F]V:61E9(!B>8!A@`-C:&]O;(!O<H!D97!A<G1M96YT@&]F@&1I=FEN:71Y
M@&]R@`!O@&%N@&EN<W1I='5T:6]N@&EN@`=H:6-H@&&`<W5B<W1A;G1I86R`
M<&]R=&EO;H!O9L]I='.`9G5N8W1I;VYS@&ES@`-U8G-U;65D@&EN@&&`<F5L
M:6=I;W5S@&UI<W-I;VXNS,S@\$0P`""""<`,`.#P(`3P*&0I\@[@R@\$1)4T-2
M24U)3D%424].@%!23TA)0DE424].+O,.\X2\$3F^`;&]A;H!M87F`8F6`;6%D
M98!T;X!A;H!I;G-T:71U=&EO;H!U;F1E<H!T:&EST`\$5``+``D``<`/\$`L,
M``\$@%0#0<&%R=(!I9H!T:&6`:6YS=&ET=71I;VZ`9&ES8W)I;6EN871E<X!O
M;H!A8V-O=6YT@&]F@`)A8V4L@&-O;&]R+(!R96QI9VEO;BR`;F%T:6]N86R`
M;W)I9VEN+(!S97B`\*`!O@`1H9<]E>`!E;G2`<')O=FED962`:6Z`=&ET;&6`
M25B`;V:.`=&AE@\$5D=6-A=&EO;H!;65N9&UE;G1S@&]F@#\$Y-S(I+(!A9V4L
M@&]R@&1I<V%B;&EN9X!C;VYD:71I;VX[@&5X8V5P=,]T:&%T@`1H98!P<F]H
M:6)I=&EO;H!W:71H@`)E<W!E8W2`=&^`<F5L:6=I;VZ`<VAA;&R`;F]T@&%P

M<&QY@'!O@&%N@&EN<WII='5T:6]N@'='H:6-H@&ES@&-O;GIR;VQL962`8GF`
M;W+/=VAI8VB`:7.`8VQO<V5L>8!I9&5N=&EF:65D@'='I=&B`=&AE@'!E;F5T
M<X!O9H!A@'!A<G1I8W5L87*`<F5L:6=I;W5S@&]R9V%N:7IA=&EO;H!I9H!T
M:&6`87!P;&EC871I;VZ`;V;/=&AI<X!S96-T:6]N@'='O=6QD@&YO=(!B98!C
M;VYS:7-T96YT@'='I=&B`=&AE@')E;&EG:6]U<X!T96YE='.';V:.`<W5C:(!O
M<F=A;FEZ871I;VXNS-,%#`""0`""0P`T\SP(`3P05542\$]22519@\$]&@%I(
M18!314-2151!4EG,TP40`8!`\$`77P`!`T\S@\$0P`""""<`,`#P(`3P
M4T5#+H`S,S4N@(!);H!T:&6`<&5R9F]R;6%N8V6`;V8L@&%N9(!W:71H@')E
M<W!E8W2`=&\L@'!H98!F=6YC=&EO;G.`=F5S=&5D@&EN@'!H98!396-R971A
M<GG/8GF`=&AI<X!P87)T+(!T:&6`4V5C<F5T87)YA(3,S.`1#`""""`(!PP`
MX.`1#`""""!@`0P`X/`@!/'H,2F`;6%Y@'-U98!A;F2`8F6`<W5E9(!I;H!A
M;GF`8V]U<G2`;V:.`<F5C;W)D@&]F@&&`4W1A=&6`:&%V:6YG@&=E;F5R86R`
M:G5R:7-D:6-T:6]NSV]R@&EN@&%N>8!D:7-T<FEC=(!C;W5R=(!O9H!T:&6`
M56YI=&5D@%-T871E<RR`86YD@'-U8VB`9&ES=)I8W2`8V]U<G1S@'-H86QL
M@&AA=F6`:G5R:7-D:6-T:6]N@&]F@&-I=FELSV%C=&EO;G.`87)I<VEN9X!U
M;F1E<H!T:&ES@'!A<G2`=VET:&]U=(!R96=A<F2`=&^`=&AE@&%M;W5N=(!I
M;H!C;VYT<F]V97)S>2R`86YD@&%N>8!A8W1I;VZ`:6YS=&ET=71E9,]U;F1E
M<H!T:&ES@'-E8W1I;VZ`8GF`;W*`86=A:6YS=(!T:&6`4V5C<F5T87)Y@'-H
M86QL@'-U<G9I=F6`;F]T=VET: '-T86YD:6YG@&%N>8!C:&%N9V6`:6Z`=&AE
M@'!E<G-O;L]O8V-U<'EI;F>`=&AE@&]F9FEC98!O9H!T:&6`4V5C<F5T87)Y
M@&]R@&%N>8!V86-A;F-Y@&EN@'-U8VB`;V9F:6-E.\S,X!\$,````@'#`#@
MX!\$,````&`)#`#@\"\$\"@R*2A!*8!M87F`9F]R96-L;W-E@&]N@&%N>8!P
M<F]P97)T>8!A;F2`8FED@&9O<H!A;F2`<'5R8VAA<V6`872`86YY@&9O<F5C
M;&]S=7)E+,]O<H!A;GF`;W1H97\*`<V%L92R`86YY@'!R;W!E<G1Y@&EN@&-O
M;FYE8W1I;VZ`=VET:(!W:&EC:(!T:&6`4V5C<F5T87)Y@&AA<X!B965N@&%S
M<VEG;F5D@&&`,`&]A;L]P=7)S=6%N=(!T;X!T:&ES@'!A<G0[(@&%N9,S,X!\$,
M````@'#`#@X!\$,````&`)#`#@X!\$,````+@+#`#@\"\$\"A"*8!I;H!T

M:&6`979E;G2`;V:.`<W5C:(!A;H!A8W%U:7-I=&EO;BR`;FJT=VET:'-T86YD
M:6YG@&%N>8!O=&AE<H!P<FJV:7-I;VYSSVJF@&QA=X!R96QA=&EN9X!T;X!T
M:&6`86-Q=6ES:71I;VXL@&AA;F1L:6YG+(!O<H!D:7-P;W-A;(!O9H!R96%L
M@'!R;W!E<G1Y@&)Y@'1H98!5;FET962`4W1A=&5S+,JC;VUP;&5T92R`861M
M:6YI<W1E<BR`<F5M;V1E;(!A;F2`8VJN=F5R="R`9&ES<&]S98!O9H`L@&QE
M87-E+(!A;F2`;W1H97)W:7-E@&1E86R`=VET:"R`<W5C:(!P<FJP97)T>2S/
M97AC97!T@'1H872\$A,S@\$0P`~~~~`<`,`.#@\$0P`~~~~`8`D`,`.#@\$0P`~~~~`
MN`L`,`.#@\$0P`~~~~`\$`X`,`.#P(`3P\*)QIFRF`<W5C:(!A8W1I;VZ`<VAA;&R`
M;FJT@'!R96-L=61E@&%N>8!O=&AE<H!A8W1I;VZ`8GF`=&AE@%-E8W)E=&%R
M>8!T;]R96-O=F5R@&%N>8!D969I8VEE;F-Y@&EN@'1H98!A;6JU;G2`;V:`
M88!L;V%N@&%S<VEG;F5D@'1O@'1H98!396-R971A<GD[@&%N9,S,X!\$,````
M``@`#`#@X!\$,````&`)#`#@X!\$,````+@`+`#`#@X!\$,````!`#`#@`"``\$
M\"AI:2F`86YY@'-U8VB`86-Q=6ES:71I;VZ`;V:.`<F5A;(!P<FJP97)T>8!S
M:&%L;(!N;W2`9&5P<FEV98!A;GF`4W1A=&7/;W*`<&]L:71I8V%L@'-U8F1I
M=FES:6JN@'1H97)E;V:`,`V:`,`71S@&-I=FEL@&]R@&-R:6UI;F%L@&IU<FES
M9&EC=&EO;H!I;H!A;F2`;W9E<H!S=6-H@'!R;W!E<G1Y@&]R@&EM<&%I<M`#
M%0``"P)`)`%H*[@F*@'!(!4`T'1H98!C:79I;(!R:6=H=`,`=6YD97\*`=&AE
M@%-T871E@&]R@&QO8V%L@&QA=W:`,`V:`,`=&AE@&EN:&%B:71A;G1S@&]N@'-U
M8VB`<`)O<&5R='D[S,S@\$0P`~~~~`<`,`.#@\$0P`~~~~`8`D`,`.#P(`3P*#,I
M@&UA>8!S96QL+(!E>&-H86YG92R`;W\*`;&5A<V6`<F5A;(!O<H!P97)S;VYA
M;(!P<FJP97)T>8!A;F2`<V5C=7)I=&EE<X!O<LJO8FQI9V%T:6JN<SN`86YD
MS,S@\$0P`~~~~`<`,`.#@\$0P`~~~~`8`D`,`.#P(`3P*#0I@&UA>8!I;F-L=61E
M@&EN@&%N>8!C;VYT<F%C=(!S=6-H@&]T:&5R@&-O=F5N86YT<RR`8VJN9&ET
M:6JN<RR`;W\*`<`)O=FES:6JN<]N96-E<W-A<GF`=&^`96YS=7)E@'1H872`
M=&AE@'!U<G!O<V5S@&]F@'1H:7.`<&%R=(!W:6QL@&)E@&%C:&EE=F5D+LR<
M\0#K&_`,`F\SQ`>L;\9O,TP4`,`<!``(!#`#3`"``\$)Q(0D-5FX!#05!)5\$%,
M@&\$)3D%.0TE.1X!!1%9)4TJ268!"3T%21,S3!I``!@\$`0*BA```\$`#3S.`1

M#''''''(!PP`X/`@/!/1314,N@#,S-BZ`\*&\$I@/(\D535\$%"3\$E32\$U%3E2`
M04Y\$@%!54E!/4T4N\P[SA(14:&5R98!I<X!E<W1A8FQI<VAE9(!W:71H:6Z`
M=&AET`\$5``+``D``>@-.`D\*``\$@%0#01&5P87)T;65N=(!O9H!%9'5C871I
M;VXL@'1H98!(7-T;W)I8V%L;'F`0FQA8VN`0V]L;&5G98!A;F2`56YI=F5R
M<VET:65S@\$-A<&ET86R`1FEN86YC:6YG@%\$D=FES;W)YST)O87)D@"AH97)E
M:6YA9G1E<H!I;H!T:&ES@'!A<G2`<F5F97)R962`=&^`87.`=&AE@/'`@/!!
M9'9I<V]R>8!";V%R9/'?!/'I@'=H:6-H@'-H86QL@'!R;W9I9&6`861V:6-E
M@&%N9,]C;W5N<V5L@'1O@'1H98!396-R971A<GF`86YD@'1H98!D97-I9VYA
M=&5D@&)O;F1I;F>`875T:&]R:71Y@&%S@'1O@'1H98!M;W-T@&5F9F5C=&EV
M98!A;F2`969F:6-I96YTSVUE86YS@&]F@&EM<&QE;65N=&EN9X!C;VYS=')U
M8W1I;VZ`9FEN86YC:6YG@&]N@%\$F<FEC86Z`06UE<FEC86Z`8V]L;&5G98!C
M86UP=7-E<RR`86YD@&%D=FES98!T:&7/0V]N9W)E<W.`;V:.`=&AE@%5N:71E
M9(!3=&%T97.`<F5G87)D:6YG@'1H98!P<F]G<F5S<X!M861E@&EN@&EM<&QE
M;65N=&EN9X!T:&ES@'!A<G0N@(!4:&6`061V:7-O<GG/0F]A<F2`<VAA;&R`
M;65E=(!W:71H@'1H98!396-R971A<GF`872`;&5A<W2`='=I8V6`96%C:(!Y
M96%R@'1O@&%D=FES98!H:6V`87.`=&^`=&AE@&-A<&ET86R`;F5E9`.`;V;/
M:&ES=&]R:6-A;&QY@\$)L86-K@&-O;&QE9V5S@&%N9(!U;FEV97)S:71I97,L
M@&AO=X!T:&]S98!N965D<X!C86Z`8F6`;65T@'1H<F]U9VB`=&AE@'!R;V=R
M86W/875T:&]R:71E9(!B>8!T:&ES@'!A<G0L@&%N9(!W:&%T@&%D9&ET:6]N
M86R`<W1E<`.`;6EG:'2`8F6`=&%K96Z`=&^`:6UP<F]V98!T:&6`;W!E<F%T
M:6]N@&%N9,]I;7!L96UE;G1A=&EO;H!O9H!T:&6`8V]N<W1R=6-T:6]N@&9I
M;F%N8VEN9X!P<F]G<F%M+LS,@("@"@.`1#''''''(!PP`X/`@/!'H8BF`\@[R
M0D]!4D2`345-0D524TA)4"[S#O.\$A"@Q*8#R#O)#3TU03U-)5\$E/3B[S#O.\$
MA%1H98!!9'9I<V]R>8!";V%R9(!S:&%L;(!B9=``!%0``"P`)``\$,&%P3%0`!
M(!4`T&%P<&]I;G1E9(!B>8!T:&6`4V5C<F5T87)Y@&%N9(!S:&%L;(!B98!C
M;VUP;W-E9(!O9H`Y@&UE;6)E<G.`87.`9F]L;&]W<SK,S.`1#''''''(!PP`
MX.`1#''''''!@"0P`X.`1#''''''X"PP`X/`@/!'H02F`5&AE@%-E8W)E=&%R

M>8!O<H!T:&6`4V5C<F5T87)Y!P\$\'.'9&5S:6=N964NS,S@\$0P`''''''''<,
M'.#@\$0P`''''8'D,`.#@\$0P`''''N'L,`.#P(`3P*\$@I@%IH<F5E@&UE;6)E
M<G.`=VAO@&%R98!P<F5S:6IE;G1S@&JF@'!R:79A=&6`:&ES=&JR:6-A;&QY
M@\$)L86-K@&-O;&QE9V5SSV%N9(!U;FEV97)S:71I97,NS,S@\$0P`''''''''<,
M'.#@\$0P`''''8'D,`.#@\$0P`''''N'L,`.#P(`3P*\$@I@%IW;X!M96UB97)S
M@'=H;X!A<F6`<')E<VED96YT<X!O9H!P=6)L:6.`:&ES=&JR:6-A;&QY@\$)L
M86-K@&-O;&QE9V5S@&%N9,]U;FEV97)S:71I97,NS,S@\$0P`''''''''<`,`#@
M\$0P`''''8'D,`.#@\$0P`''''N'L,`.#P(`3P\*\$@I@%IH98!P<F5S:6IE;G2`
M;V:`= &AE@%5N:71E9(!.96=R;X!#;VQL96=E@\$9U;F0L@\$EN8R[,S.`1#`''
M``(!PP`X.`1#`''''!@`0P`X.`1#`''''X"PP`X/^@!/'H12F`5&AE@'!R
M97-I9&5N=(!O9H!T:&6`3F%T:6]N86R`07-S;V-I871I;VZ`9F]R@\$5Q=6%L
M@\$]P<&JR='5N:71Y@&ENSTAI9VAE<H!%9'5C871I;VXNS,S@\$0P`''''''''<,
M'.#@\$0P`''''8'D,`.#@\$0P`''''N'L,`.#P(`3P*\$@I@%IH98!E>&5C=71I
M=F6`9&ER96-T;W\*`;V:`= &AE@%=H:71E@\$AO=7-E@\$EN:71I871I=F6`;VZ`
M:&ES=&JR:6-A;&QY@\$)L86-KSV-O;&QE9V5S@&%N9(!U;FEV97)S:71I97,N
MS,S@\$0P`''''''''<`,`#@`0P`''''8'D,`.#P(`3P*#(I@/(\E1%4DU3+O,.
MX2\$5&AE@'IE<FV`;V:`,`V9F:6-E@&JF@&5A8VB`;65M8F5R@&%P<&]I;G1E
M9(!U;F1E<H!P87)A9W)A<&AS@"@Q*2A"*=!%0``P)`&0\*>`D\*``!(4`
MT&%N9(`H,2DH0RF`<VAA;&R`8F6`,X!Y96%R<RR`97AC97!T@'1H872\$A,S0
M!A4``L`"0!:"NX)BH``2`5`-#@\$0P`''''''''<`,`#@`0P`''''8'D,`.#@
M\$0P`''''N'L,`.#P(`3P*\$@I@&JF@'1H98!M96UB97)S@&9I<G-T@&%P<&]I
M;G1E9(!P=7)S=6%N=(!T;X!P87)A9W)A<&AS@"@Q*2A"*8!A;F2`*#I*\$,I
M+(#/,H!S:&%L;(!B98!A<!O:6YT962`9F]R@'IE<FUS@&JF@#&`>65A<BR`
M86YD@#.`<VAA;&R`8F6`87!P;VEN=&5D@&9O<H!T97)M<X!O9H`R@'EE87)S
M+LS,X!\$,``````@`#`#@X!\$,``````&`)#`#@X!\$,``````+@+`#`#@`"``\$\"A"
M*8!M96UB97)S@&%P<&]I;G1E9(!T;X!F:6QL@&&`=F%C86YC>8!O8V-U<G)I
M;F>`8F5F;W)E@'1H98!E>`!I<F%T:6]N@&JFSV&`= &5R;8!O9H!A@&UE;6)E

M<H!S:&%L;(!B98!A<!O:6YT962`=&^`<V5R=F6`=&AE@')E;6%!;F!E<H!O
M9H!T:&%T@'!E<FT[@&%N9,S,X!\$,``````@'#`#@X!\$,````&`)#`#@X!\$,
M````+@+`#`@`\"\$\"A#@\"F`88!M96UB97*`;6%Y@&-O;G!I;G5E@'!O@'-E
M<G9E@&%F=&5R@'!H98!E>!I<F%T:6]N@&]F@&&`=&5R;8!U;G!I;(!ASW-U
M8V-E<W-O<H!I<X!A<!O:6YT960NS,S3!0P`!P\$``@\$,-/P(`3P34E.3U))
M5%F`0E5324Y%4U.`14Y415)04DE318!55\$E,25I!5\$E/3B[,TP40``8!``\$"
M-H``!``T\S@\$0P``````<,.#P(`3P4T5#+H`S,S<N@%!O@'!H98!M87AI
M;75M@&5X=&5N=(!F96%S:6)L98!I;H!T:&6`:6UP;&5M96YT87!I;VZ`;V:`
M=&AE@'!U<G!O<V5S@&]F@'!H:7.`<&%R="S/;6EN;W)I='F`8G5S:6YE<W.`
M<&5R<V]N<RR`:6YC;'5D:6YG@&)O;F2`=6YD97)W<FET97)S@&%N9(!C<F5D
M:72`G&5N:&%N8V5R<YLL@&)O;F2`8V]U;G-E;"S/;6%R:V5T97)S+(!A8V-O
M=6YT86YT<RR`86!V:7-O<G,L@&-O;G-T<G5C=&EO;H!C;VYT<F%C=&]R<RR`
M86YD@&UA;F%G97)S@'-H;W5L9(!B98!U=&EL:7!E9"[,S-,%#````0````0P`
MT_`@!/!#3TY424Y5142`34].251/4DE.1X!/!H!)3E-425155\$E/3D%,@\$%7
M05)\$4X!53D1%4H!42\$7/!4Y\$3U=-14Y4@\$-(04Q,14Y'18!4D%.5%.`4%)/
M!U)!3<S3!1``!@\$``0*ID``\$`#3S.`1#``````(!PP`X/`@!/!3!4,N@#,S
M."Z`5&AE@%-E8W)E=&%R>8!S:&%L;"R`87.`87!P<F]P<FEA=&4L@&-O;G!I
M;G5E@'!O@&UO;FET;W*`87=A<F!S@'!O@')E8VEP:65N='//6YD97\*`<&%R
M=(!#+(!T:&6`!6YD;W=M96YT@\$-H86QL96YG98!<F%N='.`<')O9W)A;2R`
M;V:`= &AI<X!T:7!L98!A<X!I=(!W87.`:6Z`969F96-T@'!R:6]R@'!O@'!H
M9<]E;F%C=&UE;G2`;V:`= &AE@\$AI9VAE<H!%9'5C87!I;VZ`06-T@\$%M96YD
M;65N='.`06-T@&]F@#\$Y.3<N!!\\$#O,S.`1#``````(!PP`X.`1#``````!@
M"0P`X"@Q,RF`:6Z`<V5C=&EO;H`S-3&\$A,S,X!\$,``````@'#`#@X!\$,````
M`&`)#`#@X!\$,````+@+`#`#@*\$!I@&EN@'-U8G-E8W!I;VZ`*&\$!+(!I;H!T
M:&6`<V5C;VYD@'-E;G!E;F-E+(!B>8!S=')I:VEN9X!O=72`9G)O;8#P(`3P
M=6YD97*`= &AI<]T:7!L98!I9O`?!/`L@'!H<F]U9VB`= &AE@&5N9(!T:&5R
M96]F+(!A;F2`:6YS97)T:6YG@&EN@&QI976`= &AE<F5O9H2\$S,S@\$0P``````

M""<`,`.#P(`3P=6YD97\*`=&AI<X!T:71L98!O;FQY@&EF@'1H98!396-R971A
M<GF`9&5T97)M:6YE<X!T:&%TA(3,S.`1#`""""(!PP`X.`1#`""""!@"0P`
MX/'@!/'H,2F`=&AE@&%P<&QI8V%T:6]N@&UE971S@'1H98!R97%U:7)E;65N
M='.`;V:.`<W5B<V5C=&EO;H`H8BD[S,S@\$0P`""""<`,`.#@\$0P`""""8`D,
M`.#P(`3P*#(I@'1H98!A<!L:6-A;G2`:7.`96QI9VEB;&6`9F]R@&%S<VES
M=&%N8V6`:6Z`86-C;W)D86YC98!W:71H@'1H98!P87)T@&]F@'1H:7.`=&ET
M;&7/=6YD97*`=VAI8VB`=&AE@&%S<VES=&%N8V6`:7.`<V]U9VAT.X!A;F3,
MS.`1#`""""(!PP`X.`1#`""""!@"0P`X/'@!/'H,RF`=&AE@&%P<&QI8V%N
M=/'<!/]S@'!E<F9O<FUA;F-E@&=O86QS@&%R98!S=69F:6-I96YT;'F`<FEG
M;W)O=7.`87.`=&^;65E=(!T:&6`<'5R<&]S97//;V:.`=&AI<X!T:71L98!A
M;F2`=&AE@'!E<F9O<FUA;F-E@&]B:F5C=&EV97.`86YD@&EN9&EC871O<G.`
M9F]R@'1H:7.`=&ET;&6`97-T86)L:7-H962`8GF`=&AE@%-E8W)E=&%R><]P
M=7)S=6%N=(!T;X!T:&6`1V]V97)N;65N=(!097)F;W)M86YC98!A;F2`4F5S
M=6QT<X!!8W0N\!\$\\#N`S,S@\$0P`""""<`,`.#@\$0P`""""8`D,`.#@\$0P`
M`""N`L,`.`H0BF`:6Z`<W5B<V5C=&EO;H`H8BF\$A,S,X!\$,`""""@'#`#@
MX!\$,`""&`)#`#@X!\$,`"""+@+#`#@X!\$,`"""!`#`#@*)QIFRF`8GF`
M86UE;F1I;F>`<&%R86=R87!H@"@S*8!T;X!R96%D@&%S@&9O;&QO=W,ZS,S@
M\$0P`""""<`,`.#@\$0P`""""8`D,`.#P(`3P\*#,I@'-E=(!F;W)T:(!T:&6`
M87!P;&EC86YT!P\$\\\$.A-`&%0`""P)``%H*[@F*@`!(!4`T(?@\$0P`""""
M""<`,`.#@\$0P`""""8`D,`.#@\$0P`""""N`L,`.#P(`3P*\$S1@&]B:F5C=&EV
M92R`G"%U86YT:69I86)L99LL@&%N9(!M96%S=7)A8FQE@'!E<F9O<FUA;F-E
M@&=O86QS@(!T;X!B98!A8VAI979E9,]B>8!T:&6`86-T:79I=&EE<X!S=7!P
M;W)T962`8GF`=&AE@&=R86YT+(!W:&EC:(!S:&%L;(!B98!E>'!R97-S962`
M:6Z`88!M86YN97\*`8V]N<VES=&5N=(!W:71H@'1H9<]P97)F;W)M86YC98!!
M;F1I8V%T;W)S@&5S=&%B;&ES:&5D@&)Y@'1H98!396-R971A<GF`=6YD97\*`
M<W5B<V5C=&EO;H`H9BD[@&%N9(#,S.`1#`""""(!PP`X.`1#`""""!@"0P`
MX.`1#`""""X"PP`X/'@!/'H0BF`<&]L:6-I97.`86YD@'!R;V-E9'5R97.`

M9FJR@&5V86QU871I;F>`=&AE@&5F9F5C=&EV96YE<W.`;V:.`71S@&%C=&EV
M:71I97//:6Z`<F5A8VAI;F>`=&AO<V6`<&5R9F]R;6%N8V6`9V]A;,[!\\$
M\#N`86YDS,S@\$0P`~~~~`<`,`#@\\$0P`~~~~8`D`,`#@\\$0P`~~~~N`L`,`#@
M\\$0P`~~~~\\$`X`,``H:6DI@&EN@`!A<F%G<F%P:(`H-2DL@&)YA(3,S.`1#`~
M`~(!PP`X.`1#`~~~~!@`0P`X.`1#`~~~~"X"PP`X.`1#`~~~~0#@P`X.`1
M#`~~~~!H\\$`P`X"A)\*8!;G-E<G1I;F>`\"\\$&%N9(!T:&6`1V]V97)N;65N
M=(!097)F;W)M86YC98!A;F2`4F5S=6QT<\]!8W3P`P3P@&%F=&5R@/`@/!!U
M;F1E<H!T:&ES@`1I=&QE.X!A;F2`S,S@\$0P`~~~~`<`,`#@\\$0P`~~~~8`D,
M`#@\\$0P`~~~~N`L`,`#@\\$0P`~~~~\\$`X`,`#@\\$0P`~~~~!`,``H24DI@`-T
M<FEK:6YG@&]U=(#P(`3P;V)J96-T:79E<X!F;W\*`=VAI8VB`= &AE@&9U;F1S
M@`=E<F6`87=A<F1E9/?!/#/86YD@&EN<V5R=&EN9X!;H!L:65U@`1H97)E
M;V:``\\$`1H98!P97)F;W)M86YC98!G;V%L<X!D97-C<FEB962`:6Z`:71S
M@&%P<&QI8V%T:6]N!\\$`#O,S.`1#`~~~~(!PP`X.`1#`~~~~!@`0P`X.`1
M#`~~~~"X"PP`X)SQ`.P;?(\O\\$![!OQF^`1#`~~~~0#@P`X"AI:6DI@&EN
M@`!A<F%G<F%P:(`H-RDL@&%T@`1H98!E;F2`= &AE<F5O9BR`8GF`<W1R:6MI
M;F>`;W5T@/`@/!A;F3P`P3P.\S,X!\$,~~~~`@`#`#@X!\$,~~~~&`)#`#@
MX!\$,~~~~+@+`#`#@X!\$,~~~~!.`#`#@*&EV*8!B>8!R961E<VEG;F%T:6YG
M@`!A<F%G<F%P:(`H."F`87.`<&%R86=R87!H@")@Y*3N`86YDS,S@\$0P`~~~~
M``<`,`#@\\$0P`~~~~8`D`,`#@\\$0P`~~~~N`L`,`#@\\$0P`~~~~\\$`X`,``H=BF`
M8GF`861D:6YG@&&`;F5W@`!A<F%G<F%P:(`H."F`= &^`<F5A9(!A<X!F;VQL
M;W=S.LS,X!\$,~~~~`@`#`#@X!\$,~~~~&`)#`#@`\"\$\"@X*8!A@&1E<V-R
M:7!T:6]N@&]F@&AO=X!T:&6`87!P;&EC86YT@`=I;&R`8V]O<F1I;F%T98!U
M<V6`;V:`= &AE@&=R86YT@&9U;F1S@`=I=&C;W1H97\*`1F5D97)A;(!I;G-T
M:71U=&EO;F%L@&%S<VES=&%N8V6`= &^;65E=(!T:&6`9V]A;`.`<V5T@&9O
MMF\S@\$0P`~~~~`<`,`#@\\$0P`~~~~8`D`,`#@\\$0P`~~~~N`L`,``H0RF`8GF`
M861D:6YG@&YE=X!S=6)S96-T:6]N<X`H92DL@`"AF*2R`86YD@`"AG*8!T;X!R
M96%D@&%S@&9O;&QO=W,ZS,S@\$0P`~~~~`<`,`#P(`3P*&4I@/(\DQ)34E4

M051)3TZ`3TZ`355,5\$E03\$6`1U)!3E13+O,.\X2\$06YY@&EN<W1I='5T:6]N
M+(!T:&%T@&ES@&]T:&5R=VES98!E;&EG:6)L9='!%0`"P`)'`&4'>08&P`!
M(!4`T`1O@)E8V5I=F6`88!G<F%N=(!U;F1E<H!O;F6`;W*`;6]R98!O9H!P
M87)T<X!!+(!"+(!\$(!O<H!%+(!M87F`;F]T@&)E@&9U;F1E9(!U;F1E<H!M
M;W)E@'1H86Z`;VYESV]F@'1H;W-E@'!A<G1S@&EN@&%N>8!F:7-C86R`>65A
M<BZ`S,S@\$0P`"``````<`,`.#P(`3P*&8I@/(\.E!%4D9/4DU!3D-%@\$E.1\$E#
M051/4E,NP[SA(14:&6`4V5C<F5T87)Y@'-H86QL@'!U8FQI<VB`:6YD:6-A
M=&]R<X!F;W*`88!V87)I971YT`\$5`"+`D`40AE!P?``\$@%0#0;V:.`<)O
M9W)A;6UA=&EC@&%C=&EV:71I97.`875T:&]R:7IE9(!U;F1E<H!T:&ES@'1I
M=&QE+(!S=6-H@&%S@'1R86YS9F5R@'!E<G-I<W1E;F-E@&%N9(!G<F%D=6%T
M:6]NSW)A=&5S+(!F86-U;'1Y@&1E=F5L;W!M96YT+(!A;F2`:6YS=&ET=71I
M;VYA;(!M86YA9V5M96YT+(!W:&EC:(!G<F%N=&5E<X!S:&%L;(!R97!O<G2`
M;VZ`86YD@'5S98!I;L]E=F%L=6%T:6YG@'1H98!E9F9E8W1I=F5N97-S@&]F
M@'1H96ER@&%C=&EV:71I97.`=6YD97\*`=&A!<X!T:71L98!T:&%T@&%R98!A
M<W-O8VEA=&5D@'=I=&B`=&AE:7+/<&5R9F]R;6%N8V6`9V]A;`,`=6YD97*`
M<W5B<V5C=&EO;H`H8BDH,RF`9F]R@'-U8VB`86-T:79I=&EE<R[,S.`1#```
M``(!PP`X/`@!/`H9RF`\@[R0T].5\$E.54%424].@\$=204Y44R[S#O.\$A%1H
M98!396-R971A<GF`<VAA;&R`;6%K98!C;VYT:6YU871I;VZ`87=A<F1S@&9O
M<H!T:&70`14`"L`"0`!S"8<(B4`2`5`-!S96-O;F2`86YD@'-U8V-E961I
M;F>`>65A<G.`;VYL>8!A9G1E<H!D971E<FUI;FEN9X!T:&%T@'1H98!G<F%N
M=&5E@&ES@&UA:VEN9X!S=69F:6-I96YT@'!R;V=R97-SSW1O=V%R9(!A8VAI
M979I;F>`:71S@'!E<F9O<FUA;F-E@&=O86QS+O`?!/[@(#,S.`1#`"````(
M!PP`X.`1#`"````!@"0P`X"@Q-"F`:6Z`<V5C=&EO;H`S-3*\$A,S0!A4`"L`
M"0`!:"NX)BH`2`5`-#@ \$0P`"````<`,`.#@\$0P`"````8`D`,`.#@\$0P`"````
MN`L`,`H02F`:6Z`<W5B<V5C=&EO;H`H82F\$A.`1#`"````8%0P`X-`\$%0`
M"P`)``&P!`"````!(!4`T,S@\$0P`"````<`,`.#@\$0P`"````8`D`,`.#@\$0P`
M`"N`L`,`.#@\$0P`"````\$`X`,`HG&F;\*8!I;H!P87)A9W)A<&B`*#4I+(!A

M=(!T:&6`96YD@'1H97)E;V8L@&)Y@'-T<FEK:6YG@&]U=(#P(`3P;W+P'P3P
M.X#,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X.`1#`~~~~~"X"PP`X.`1#`~~
M``0#@P`X"AI:2F`8GF`<F5D97-I9VYA=&EN9X""<&%R86=R87!H@"@V*8!A
M<X!P87)A9W)A<&B`\*#<I.X!A;F3,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`
MX.`1#`~~~~~"X"PP`X.`1#`~~~~~0#@P`X"AI:6DI@&)Y@&EN<V5R=&EN9X!A
M9G1E<H!P87)A9W)A<&B`\*#4I@&&`;F5W@'!A<F%G<F%P:(`H-BF`=&^`<F5A
M9(!A<]F;VQL;W=S.LS,X!\$,~~~~~@'#`#@X!\$,~~~~~&`)#`#@ (B@V*8!T
M:&%T@&ES@&&`=')I8F%L;'F`8V]N=')O;&QE9(!C;VUM=6YI='F`8V]L;&5G
M98!A<X!D969I;F5D@&EN@'1H98!4<FEB86QL>8!#;VYT<F]L;&5DST-O;6UU
M;FET>8!#;VQL96=E@&%C=(!O9H`Q.3<X+(!A<X!A;65N9&5D.X!O<O`?`!/[
M@&%N9,S,X!\$,~~~~~@'#`#@X!\$,~~~~~&`)#`#@X!\$,~~~~~+@+#`#@*\$(I
M@&EN@'-U8G-E8W1I;VZ`\*&(IA(3,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`
MX.`1#`~~~~~"X"PP`X.`1#`~~~~~0#@P`X"B<:9LI@&)Y@&EN<V5R=&EN9X#P
M(`3P\*\$S\$I\!\\$(!A9G1E<H!T:&6`<&%R86=R87!H@&1E<VEG;F%T:6]N@/'@
M!/'H,2GP'P3P.X!A;F3,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X.`1#`~~
M``"X"PP`X.`1#`~~~~~0#@P`X"AI:2F`8GF`:6YS97)T:6YG@&%T@'1H98!E
M;F2`;V:~<&%R86=R87!H@"@Q\*2A!\*8!A@&YE=X!P87)A9W)A<&B`*\$(ISW1O
M@')E862`87.`9F]L;&]W<SK,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X.`1
M#`~~~~~"X"PP`X/'@!/'H0BF`26Z`;6%K:6YG@&&`=V%i=F5R@&1E=&5R;6EN
M871I;VZ`=6YD97\*`<W5B<&%R86=R87!H@"A!*2R`=&AE@%-E8W)E=&%R><]M
M87F`8V]N<VED97\*`;VYE@&]R@&UO<F6`;V:~=&AE@&9O;&QO=VEN9X!F86-T
M;W)S@&%S@&1I<W1O<G1I;F>`@&%N@&EN<W1I='5T:6]N)W.`961U8V%T:6]N
M86R`86YDSV=E;F5R86R`97AP96YD:71U<F5S@'!E<H!F=6QLA'1I;66`97%U
M:79A;&5N=(!U;F1E<F=R861U871E@'-T=61E;G0ZS,S@\$0P`~~~~~"<`,`#@
M\$0P`~~~~~8'D`,`#@ \$0P`~~~~~N`L`,`#@ \$0P`~~~~~\$`X`,`#P(`3P*&DI@&QO
M=X!S='5D96YT@&5N<F]L;&UE;G0NS,S@\$0P`~~~~~"<`,`#@ \$0P`~~~~~8'D,
M`#@ \$0P`~~~~~N`L`,`#@ \$0P`~~~~~\$`X`,`#P(`3P*&EI*8!T:&6`;&]C871I

M;VZ';V:='&AE@&EN<WII='5T:6JN@&EN@&%N@'5N=7-U86QL>8!H:6=H@&-O

M<W2\$;V:\$;&EV:6YGSV%R96\$NS,S@\$0P''''''<,'.#@\$0P''''''8'D,'.#@

M\$0P''''''N'L,'.#@\$0P''''''\$'X,'.#P('3P*&EI:2F':&EG:(!E;F5R9WF`

M8V]S=',NS,S@\$0P''''''<,'.#@\$0P''''''8'D,'.#@\$0P''''''N'L,'.#@

M\$0P''''''\$'X,'.#P('3P*&EV*8!A;H!;F-R96%S98!;H!3=&%T98!F=6YD

M:6YG@'1H872`=V%S@'!A<G2';V:'@&&'9&5S96=R96=A=&EO;H!P;&%NSV9O

M<H!H:6=H97*'961U8V%T:6JN+LS,X!\$,''''''@'#'#@X!\$,''''''&')#'#@

MX!\$,''''''+@+#'#@X!\$,''''''!'.#'#@\'\$\'AV*8!T:&6';W!E<F%T:6JN

M@&]F@&AI9VB`8V]S=(!P<F]F97-S:6JN86R`<V-H;V]L<X!S=6-H@&%S@&UE

M9&EC86R`;W+/9&5N=&%L@'-C:&]O;,[@&%N9,R`@('S.'1#''''''(!PP`

MX.'1#''''''!@"0P`X.'1#''''''X"PP`X.'1#''''''0#@P`X/`@!/'H=FDI

M@'1H98!;G-T:71U=&EO;O`<!/'S@'-T871U<X!A<X!A@'1R:6)A;&QY@&-O

M;G1R;VQL962`8V]M;75N:71YSV-O;&QE9V4N(CO,S.'1#''''''(!PP`X.'1

M#''''''!@"0P`X"@Q-2F`8GF`861D:6YG@&&';F5W@'-E8W1I;VZ`,S4U@'1O

M@')E862`87.`9F]L;&]W<SK,S-,%#''''0''0P`T\_`@!/'#3TY424Y5051)

M3TZ`05=!4D13S-,%\$`&`0`!'@FI''0`-/0!A4''L''0`!:"NX)BH``2`5

M`-#@\$0P''''''<,'.#P('3P4T5#+H`S-34N@/(\D-/3E1)3E5!5\$E/3H!!

M5T%21%,N[P[SA(14:&6`4V5C<F5T87)Y@'-H86QL@&UA:V6`8V]N=&EN=6%T

M:6JN@&%W87)D<]!'%0''P)`&P!''''''!(!4`T'5N9&5R@'1H:7.`=&ET

M;&6`9F]R@'1H98!S96-O;F2`86YD@'-U8V-E961I;F>`>65A<G.`;V:`88!G

M<F%N=(!O;FQY@&%F=&5R@&1E=&5R;6EN:6YG@'1H872`=&AE@')E8VEP:65N

M=,]I<X!M86MI;F>`<V%T:7-F86-T;W)Y@'!R;V=R97-S@&EN@&-A<G)Y:6YG

M@&]U=(!T:&6`9W)A;G0N!\\$#O,S.'1#''''''(!PP`X.'1#''''''!@"0P`

MX"@Q-BF`:6Z`<V5C=&EO;H`S-3:\$A,S,X!\$,''''''@'#'#@X!\$,''''''&')

M#'#@X!\$,''''''+@+#'#@*\$S!(@&)Y@&%M96YD:6YG@(!S=6)S96-T:6JN@"AA

M*8!T;X!R96%D@&%S@&9O;&QO=W,ZS,S@\$0P''''''<,'.#P('3P*&\$I@/(\

M\D%34TE35\$%.0T6`14Q)1TE"24Q)5%D\N[P[SA(1%86-H@&EN<WII='5T:6JN

M@'1H872'=&AE@%-E8W)E=&%R>8!D97!E<FUI;F5S@'!O@&)E@&%NT`\$5`'+
M`D`'1',8'<(`\$@%0#0:6YS=&ET=71!;VZ`96Q!9VEB;&6'=&^`<F5C96EV
M98!A@&=R86YT@'5N9&5R@&5I=&AE<H!P87)T<X!!+(!'!+(!\$(!A;F2`18!O
M9H!T:&ES@'!I=&QE@&UA>8!B98!E;&EG:6)L98!F;W+/=V%I=F5R<X!;H!A
M8V-O<F1A;F-E@'=I=&B`<W5B<V5C=&EO;H`H8BDN\!\$`#O,S.`1#`''''''((
M!PP`X.`1#`''''!@'"0P`X"@Q-RF`8GF`86!D:6YG@&&`;F5W@'-E8W!;VZ`
M,S4Y@'!O@')E862`87.`9F]L;&]W<SK,S-,%#`''''0`'"0P`T\_`@!/!%3D1/
M5TU%3E2`1E5.1,S3!1`!@\$`0)FK``\$`#3S.`1#`''''''(!PP`X/^@!/!3
M14,N@#,U.2Z`\@[R!\$5&24Y)5\$E/3B[S#O.`A(!<X!U<V5D@&EN@'!H:7.`
M=&ET;&6'=&AE@'!E<FV`\!T\$&5N9&]W;65N=(!F=6YD\!P\$(!M96%N<X!A
M@&9U;F30`14``L`"0`!<!/`#A``2`5`-!E<W!A8FQI<VAE9(!B>8!3=&%T
M98!L87<L@&)Y@&%N@&EN<W!I='5T:6]N@&]F@&A!9VAE<H!E9'5C87!;VXL
M@&]R@&)Y@&&`9F]U;F1A=&EO;H!T:&%T@&ES@&5X96UP=(!F<F]MSW!A>&%T
M:6]N@&%N9(!<X!M86EN=&%I;F5D@&9O<H!T:&6`<'5R<&]S98!O9H!G96YE
M<F%T:6YG@&EN8V]M98!F;W*`=&AE@'-U<!O<G2`;V:.`=&AE@&EN<W!I='5T
M:6]N+(!B=73/=VAI8VB`<VAA;&R`;F]T@&EN8VQU9&6`<F5A;(!E<W!A=&4N
M\!\$`#N`86YD@(#,S.`1#`''''''(!PP`X.`1#`''''!@'"0P`X"@Q."F`:6Z`
M<V5C=&EO;H`S-C"\$A,S,X!\$,``````@`#`#@X!\$,````&`)#`#@X!\$,````
M`+@+`#`#@\*\$S!@&)Y@&%M96YD:6YG@'-U8G-E8W!;VZ`*&S!@'!O@')E862`
M87.`9F]L;&]W<X2\$S,S@\$0P`''''''<`,`.#P(`3P*&S!@/(\D%55\$A/4DE:
M05!3TY3+O,.\X2\$*#\$!@%!H97)E@&%R98!A=7!H;W)I>F5D@'!O@&)E@&%P
M<')O<')I87!E9('D-C`L,#`P+`#`P,(!F;W+0`14``L`"0`!O!L,%QD``2`5
M`-!F:7-C86R`>65A<H`Q.3DY@&%N9(!S=6-H@'-U;7.`87.`;6%Y@&)E@&YE
M8V5S<V%R>8!F;W*`96%C;(!O9H!T:&6`9F]U<H!S=6-C965D:6YG@&9I<V-A
M;(!Y96%R<X!T;]C87)R>8!O=72`<&%R=(!!+H#S.`1#`''''''(!PP`X.`1
M#`''''!@'"0P`X/^@!/`H,BDH02F`5&AE<F6`87)E@&%U=&AO<FEZ962'=&^`
M8F6`87!P<F]P<FEA=&5D@'"0Q,C0L,#`P+`#`P,(!F;W*`9FES8V%L@'EE87\*`

M,3DY.<]A;F2`<W5C:(!S=6US@&%S@&UA>8!B98!N96-E<W-A<GF`9F]R@&5A
M8VB`;V:='&AE@&9O=7\*`<W5C8V5E9&EN9X!F:7-C86R`>65A<G.`=&^`8V%R
M<GF`;W5T@'!A<G2`0BS/97AC97!T@&9O<H!S96-T:6]N@#,R-B[,S.`1#`
M``(!PP`X.`1#`!@`0P`X.`1#`"X"PP`X/`@!/'H0BF`5&AE<F6`
M87)E@&%U=&AO<FEZ962`=&^`8F6`87!P<F]P<FEA=&5D@`0R-2PP,#`L,#`P
M@&9O<H!F:7-C86R`>65A<H`Q.3DYSV%N9(!S=6-H@'-U;7.`87.`;6%Y@&)E
M@&YE8V5S<V%R>8!F;W*`96%C:(!O9H!T:&6`9F]U<H!S=6-C965D:6YG@&9I
M<V-A;(!Y96%R<X!T;X!C87)R>8!O=72`<V5C=&EO;L\S,C8NS,S@\$0P`
M``<`,`.#@\$0P`8`D`,`.#P(`3P*#,I@%1H97)E@&%R98!A=71H;W)I>F5D
M@'1O@&)E@&%P<')O<')I871E9(!S=6-H@'-U;7.`87.`;6%Y@&)E@&YE8V5S
M<V%R>8!F;W*`96%C:,]O9H!F:7-C86R`>65A<G.`3DY.8!T:')O=6=H@#(P
M,#*`=&^`8V%R<GF`;W5T@'!A<G2`0RZ`S,S@\$0P`<`,`.#@\$0P`
M8`D`,`.#P(`3P*#0I@%1H97)E@&%R98!A=71H;W)I>F5D@'1O@&)E@&%P<')O
M<')I871E9(`D,C0L,#`P+#`P,(!F;W\*`9FES8V%L@'EE87*`,3DY.8!A;F2`
MSW-U8VB`<W5M<X!A<X!M87F`8F6`;F5C97-S87)Y@&9O<H!E86-H@&]F@'1H
M98!F;W5R@'-U8V-E961I;F>`=&^`8V%R<GF`;W5T@'!A<G2`1"Z`S-`&%0`
M"P`)`%H*[@F*@'!(!4`T.`1#`(!PP`X.`1#`!@`0P`X/`@!/'H
M-2F`@%1H97)E@&%R98!A=71H;W)I>F5D@'1O@&)E@&%P<')O<')I871E9(`D
M-2PP,#`L,#`P@&EN@&9I<V-A;(!Y96%R@#\$Y.3F`86YD@'-U8VC/<W5M<X!A
M<X!M87F`8F6`;F5C97-S87)Y@&9O<H!E86-H@&]F@'1H98!F;W5R@'-U8V-E
M961I;F>`=&^`8V%R<GF`;W5T@'!A<G2`12[,S.`1#`(!PP`X.`1#`
M`!@`0P`X/`@!/'H-BF`@%1H97)E@&%R98!A=71H;W)I>F5D@'1O@&)E@&%P
M<')O<')I871E9(`D-RPU,#`L,#`P@&9O<H!F:7-C86R`>65A<H`Q.3DY@&%N
M9(!S=6-HSW-U;7.`87.`;6%Y@&)E@&YE8V5S<V%R>8!F;W*`96%C:(!O9H!T
M:&6`9F]U<H!S=6-C965D:6YG@'1O@&-A<G)Y@&]U=(!P87)T@\$8N\!\$#N`
M86YDS,S@\$0P`<`,`.#@\$0P`8`D`,`.#@\$0P`N`L`,`H0BF`
M8GF`861D:6YG@&&`;F5W@'-U8G-E8W1I;VZ`\*&8I@'1O@')E862`87.`9F]L

M;&]W<SK,S.`1#`~~~~~(!PP`X`/`@!`/H9BG4&A`AP\$)`@`6`)5(@`6`(`
M`%@"`@!8`@`P#4@-,\$5``0`!W`44`#0(`P*`.0,`#P/`)01`.P3`\$06
M`)P8`/0:`\$P=`*0?`/PA`%0D`*PF``0I`%PK`+0M`PP`&0R`+PT`;`\$`@``
M`)Q8`E0`T_(.\\D%\$34E.25-44D%4259%(@%))%4T525D%424].4R[S#O.\$A"@Q
M*8!);H!A;GF`9FES8V%L@'EE87\*`8F5G:6YN:6YG@&%F=&5RT`\$5``+``D`
M`I`,`8`<(``\$@%0#04V5P=&5M8F5R@#,P+(`Q.3DX+(!F<F]M@'1H98!A;6]U
M;G1S@&%P<`)O<`)I871E9(!F;W*`96%C:(!P87)T@'5N9&5R@'1H:7.`=&ET
M;&4L@'1H98!396-R971A<GF`;6%YSW5S98!N;X!M;W)E@'1H86Z`;VYE@&%N
M9(!O;F6`:&%L9H!P97)C96YT@&]F@'-U8VB`86UO=6YT<X!T;X!O8G1A:6Z`
M<75A;&EF:65D@`)E861E<G.`86YD@'-T869F@'1OSW)E=FEE=X!A<!L:6-A
M=&EO;G,L@'1O@&EN8W)E87-E@'1H98!L979E;(!O9H!O=F5R<VEG:'2`86YD
M@&UO;FET;W)I;F<L@&%N9(!T;X!P<F]V:61E@'1E8VAN:6-A;.,]A<W-I<W1A
M;F-E@'1O@'!O=&5N=&EA;(!A<!L:6-A;G1S@&%N9(!C=7)R96YT@&=R86YT
M965S+O(,\\M`\$%0``P`)```#Q`+`#``!(!4`T/,\\S@\$0P`~~~~~<`,`#@
M\$0P`~~~~8`D`,`.#P(`3P\*#(I@\$EN@&%N>8!F:7-C86R`>65A<H!B96=I;FYI
M;F>`869T97\*`4V5P=&5M8F5R@#,P+(`Q.3DX+(!F<F]M@'1H98!A;6]U;G1S
MSV%P<`)O<`)I871E9(!U;F1E<H!T:&ES@'1I=&QE+(!T:&6`4V5C<F5T87)Y
M@&UA>8!U<V6`;F``;6]R98!T:&%N@&]N98!H86QF@&]F@&]N98!P97)C96YT
M@&]F@'-U8VC/86UO=6YT<X#4&B,`A@\$``@`6`)5(@`6`(``%@"0!8`E4B
MU[0```,`U-0:`P``0D``"!8`E4B``!8`@`6`(``%@"52(?`-1T;X!S=7!P
M;W)T@&EM<&%C=(!S='5D:65S+O`?!`/T`05``+``D``7`3P`X0``\$@%0#0
MU!HC`(8!`@`(``%@"52(``%@"``!8`@D`6`)5(ANX``C`-3,X!\$,~~~~~@'
M#`#@X!\$,~~~~&`)#`#@\*#\$Y\*8!I;H!P87)T@\$2\$A,S,X!\$,~~~~~@'#`#@
MX!\$,~~~~&`)#`#@X!\$,~~~~+@+`#`#@*\$S!(@&)Y@')E9&5S:6=N871I;F>`
M@'!A<G2`1(!A<X!P87)T@\$<[(@&%N9,S,X!\$,~~~~~@'#`#@X!\$,~~~~&`)
M#`#@X!\$,~~~~+@+`#`#@\*\$S!(I@&)Y@')E9&5S:6=N871I;F>`<V5C=&EO;G.`
M,S4Q+(`S-3(L@#,U,RR`,`S4T+(`S-34L@#,U-BR`,`S4W+(`S-3@L@#,U.8!A

M;F3/,S8P@&%%S@'-E8W1I;VYS@#,X,2R`,S@R+(`S.#,L@#,X-"R`,S@U+(`S
M.#8L@#,X-RR`,S@X+(`S.#DL@&%%N9(`S.3`L@')E<W!E8W1I=F5L>3N`86YD
MS,S@\$0P`~~~~`<`,`#@\$0P`~~~~8`D`,`H,C`I@&)&Y@&%%D9&EN9X!N97>`
M<&%%R=.`1"R`12R`86YD@\$:.`=&^<F5A9(!A<X!F;VQL;W=S.LS,TP4,``<!
M``(!#`#3(E!!4E2`1(135%)%3D=42\$5.24Y'@\$A)4U!!3DE#A%-4E9)3D>`
M24Y35\$E4551)3TY3S,SP(`3P1DE.1\$E.1U,[@%!54E!/4T7,TP40``8!``\$"
M*KH``!``T\S@\$0P`~~~~`<`,`#P(`3P4T5#+H`S-3\$N@"AA*8#R#O)&24Y\$
M24Y`4R[S#O.\$A%1H98!#;VYG<F5S<X!F:6YD<X!T:&%%T.H"<\0#M&\_`R#/+Q
M`>T;\5M4;YN`8F6`G&%%D9&5D+EWQ`.T;?,,_\$_![1OQF]`\$%0``"P`)``%\$
M(90<P`!(!4`T,S@\$0P`~~~~`<`,`#P(`3P*&(I@/(\.E!54E!/4T4N\P[S
MA(1)=(!I<X!T:&6`<5R<&]S98!O9H!T:&ES@`!A<G2`=&^:6UP<F]V98!T
M:&6`86-A9&5M:6.`<75A;&ET>2R`=&5C:&YO;&]G:6-A;-`!%0``"P`)``\$<
M(VP>(0`!(!4`T&-A<&%%C:71Y+(!I;G-T:71U=&EO;F%L@&UA;F%G96UE;G0L
M@&%%N9(!F:7-C86R`<W1A8FEL:71Y@&]F@&5L:6=18FQE@\$AI<W!A;FECA'-E
M<G9I;F>`.6YS=&ET=71I;VYS@&]FSVAI9VAE<H!E9'5C871I;VZ`:6Z`;W)D
M97*`=&^<W1R96YG=&AE;H!T:&5I<H!A8FEL:71Y@`!O@&UA:V6`88!S=6)S
M=&%%N=&EA;(!C;VYT<FEB=71I;VZ`=&^=&AE@&AI9VAE<L]E9'5C871I;VZ`
M<F5S;W5R8V5S@&]F@`!H98!.871I;VXNS,S3!0P`!P\$``@\$,-/P(`3P4%)/
M1U)!38!!551(3U))6D5\$S-,%\$``&`0`!1.``0`-/X!\$,``````@`#`#@
M`""\$%-0RZ`,S4R+BAA*8#R#O))3H!'14Y%4D%,+O,.\X2\$1G)O;8!T:&6`
M<W5M<X!A=F%i;&%%B;&6`9FJR@`!H:7.`<&%%R=(!U;F1E<H!S96-T:6]N@#,Y
M,"AA*2@T*=`!%0``"P`)``&0*>`D*``!(!4`T&9O<H!A;GF`9FES8V%L@'EE
M87(L@`!H98!396-R971A<GF`;6%Y@&%%W87)D@&=R86YT<X!T;X!:(7-P86YI
M8X1S97)V:6YG@&EN<W1I=5T:6]N<X!O9H!H:6=H97+/961U8V%T:6]N@`!H
M872`:&%%V98!A;H!A<!L:6-A=&EO;H!A<!R;W9E9(!U;F1E<H!S96-T:6]N
M@#,U-H!I;H!O<F1E<H!T;X!A<W-I<W2`<W5C:(!I;G-T:71U=&EO;H!T;]`#
M%0``"P`)``%H*[@F*@`!(!4`T!L86XL@&1E=F5L;W`L@&%%N9(!I;7!L96UE

M;G2`86-T:79I=&EE<X!T:&%T@'!R;VUI<V6`=&^<W1R96YG=&AE;H!T:&6`
M:6YS=&ET=71I;VXNS,S@\$0P`""""<`,`.#P(`3P*(I@/(\D154D%424].
M+O,.\X2\$1W)A;G1S@'5N9&5R@'1H:7.`<&%R=(!S:&%L;(!N;W2`97AC965D
M@&9I=F6`>65A<G,NX!\$,````@>#`#@T`05``+``D``8@&V`\$""\$@%0#0
MS.`1#`""""(!PP`X/`@!/`H8RF`\@[R3\$E-251!5\$E/3E,NP[SA(1(:7-P
M86Y18X1S97)V:6YG@&EN<W1I='5T:6]N<X!A=V%R9&5D@&&`9W)A;G2`=6YD
M97*`=&AI<X!P87)T+(!O=&AE<M`!%0``"P`)``%@"+"#`!`!(!4`T`1H86Z`
M=6YD97*`<V5C=&EO;H`S-34L@'-H86QL@&YO=(!B98!E;&EG:6)L98!F;W*`
M86YO=&AE<H!G<F%N=(!U;F1E<H!T:&ES@'!A<G2`9F]R@'1W;X!C;VYS96-U
M=&EV9<]Y96%R<X!F;VQL;W=I;F>`=&AE@&-O;7!L971I;VZ`;V:`=&AE@&QA
M<W2`9W)A;G2`:72`<F5C96EV962`=6YD97*`=&AI<X!P87)T+H#,S.`1#````
M``(!PP`X/`@!/`H9"F`\@[R4U!%0TE!3(!#3TY3241%4D%424].+O,.\X2\$
M26Z`;6%K:6YG@&%W87)D<X!U;F1E<H!T:&ES@'!A<G2`=&AE@%-E8W)E=&%R
M>8!S:&%L;-`!%0``"P`)``\$0#&`""""!(!4`T&=I=F6`<W!E8VEA;(!C;VYS
M:61E<F%T:6]N@'1O@&%N>8!(!:7-P86Y18X1S97)V:6YG@&EN<W1I='5T:6]N
MA(3,S.`1#`""""(!PP`X.`1#`""""!@"0P`X/`@!/`H,2F`=&AA=(!H87.`
M96YD;W=M96YT@&9U;F1S@"AO=&AE<H!T:&%N@&%N>8!E;F1O=VUE;G2`9G5N
M9(!B=6EL=(!U;F1E<H!S96-T:6]NSS,S,H!O9H!T:&ES@\$%C=(!A<X!;H!E
M9F9E8W2`;VZ`4V5P=&5M8F5R@#,P+(`Q.3@V+(!A;F2`=6YD97*`<&%R=(!"
M*8!T:&6`;6%R:V5T@'9A;'5E@&]F@'=H:6-H+(!P97+/9G5L;(1T:6UE@&5Q
M=6EV86QE;G2`<W1U9&5N="R`:7.`;&5S<X!T:&%N@'1H98!A=F5R86=E@&-U
M<G)E;G2`;6%R:V5T@'9A;'5E@&]F@'1H98!E;F1O=VUE;G2`9G5N9',LSW!E
M<H!F=6QLA`1I;66`97%U:79A;&5N=(!S='5D96YT@"AO=&AE<H!T:&%N@&%N
M>8!E;F1O=VUE;G2`9G5N9(!B=6EL=(!U;F1E<H!S96-T:6]N@#,S,H!O9H!T
M:&ES@\$%C=,]A<X!;H!E9F9E8W2`;VZ`4V5P=&5M8F5R@#,P+(`Q.3@V+(!A
M;F2`=6YD97\*`<&%R=(!""8!A=(!S:6UI;&%R@&EN<W1I='5T:6]N<SN`86YD
MS,S@\$0P`""""<`,`.#@\$0P`""""8`D,`.#P(`3P\*#(I@'1H872`:&%S@&5X

M<&5N9&ET=7)E<RR`<&5R@&9U;&R\$=&EM98!E<75I=F%L96YT@'-T=61E;G0L
M@&9O<H!L:6)R87)Y@&UA=&5R:6%L<X!T:&%TSVES@&QE<W.`=&AA;H!T:&6`
M879E<F%G98!O9H!T:&6`97AP96YD:71U<F5S@&9O<H!L:6)R87)Y@&UA=&5R
M:6%L<RR`<&5R@&9U;&R\$=&EM98!E<75I=F%L96YT@'-T=61E;G0L@&)YSV]T
M:&5R@'-I;6EL87)L>8!S:71U871E9(!I;G-T:71U=&EO;G,NS,S3!0P`!P\$`
M`@\$,-/P(`3P1\$5&24Y)5\$E/3E/,TP40``8!``\$"U,,``!``T\S@\$0P````
M""<`,`#P(`3P4T5#+H`S-3,N*&\$I@/(\.DE.@\$=%3D5204PN\P[SA(14:&6`
M9&5F:6YI=&EO;G.`;V:.`=&5R;7.`:6Z`<V5C=&EO;H`S,3(H82DL@"AC\*2R`
M*&0I+(!A;F2`\*&4IT`\$5````+``D``>09-!47``\$@%0#0;V:.`=&AI<X!!8W2`
M<VAA;&R`87!P;F`:6Z`=&AI<X!P87)T+(!A<X!A<!R;W!R:6%T92[,S.`1
M#```````(!PP`X/`@/!`H8BF`\@[R4%)/1U)!38!34\$5#249)0X!\$149)3DE4
M24].4R[S#O.\$A\$9O<H!T:&6`<5R<&]S97.`;V:.`=&AI<X!P87)T+(!T:&6`
M=&5R;=``!%0``"P`)``&H/`@7&@`!(!4`T/`=!!/!(7-P86YI8X1S97)V:6YG
M@&EN<W1I=5T:6]N!P\$(!M96%N<X!A;H!I;G-T:71U=&EO;H!O9H!H:6=H
M97*`961U8V%T:6]N@'1H872\$A,S,X!\$,``````@`#`#@X!\$,````&`)#`#@
M\``\$\"@Q*8!I<X!A;H!E;&EG:6)L98!I;G-T:71U=&EO;H!U;F1E<H!S96-T
M:6]N@#,Q,BAB*3N`S,S@\$0P``````"``<`,`#@`\$0P``````8`D`,`#P(`3P*#(I
M@&%T@'1H98!T:6UE@&]F@'1H98!A<!L:6-A=&EO;BR`:&%S@&%N@&5N<F]L
M;&UE;G2`;V:.`=6YD97)G<F%D=6%T98!F=6QLA'1I;67/97%U:79A;&5N=(!S
M='5D96YT<X!T:&%T@&ES@&%T@&QE87-T@#(U@'!E<F-E;G2`2&ES<&%N:6.`
M<W1U9&5N=`,`[@&%N9,S,X!\$,``````@`#`#@X!\$,````&`)#`#@\"\$\"@S
M*8!P<F]V:61E<X!A;H!A<W-U<F%N8V6`=&AA=(!N;W2`;&5S<X!T:&%T@#4P
M@'!E<F-E;G2`;V:.`:71S@\$AI<W!A;FEC@'-T=61E;GIS@&%R9<]L;W>\$:6YC
M;VUE@&EN9&EV:61U86QS@'=H;X!A<F6`9FER<W2`9V5N97)A=&EO;H!C;VQL
M96=E@'-T=61E;GIS+LR`S-,%#````0``"0P`TX#P(`3P05542\$]2251%I(!
M0U1)5DE42453S-,%\$``&`0`!`D+````0`-/;X!\$,``````@`#`#@\"\$\"%-
M0RZ`,S4T+H`H82F`\@[R55-%@\$]&@\$953D13+O,\\X2\$1G5N9`.`87=A<F1E

M9(!U;F1E<H!S96-T:6]N@#,U,BAA*8!S:&%L;(!B98!U<V5D@&)YT`\$5```+
M`D``0H]";G``\$@%0#02&ES<&%N:6.\$<V5R=FEN9X!I;G-T:71U=&EO;G.`
M9F]R@&]N98!O<H!M;W)E@&]F@'1H98!F;VQL;W=I;F<ZS,S@\$0P``````<,
M`.#@ \$0P````8`D,`.#P(`3P*#\$I@&%C<75I<VET:6]N@&]F@'-C:65N=&EF
M:6.`;W\*`;&%B;W)A=&]R>8!E<75I<&UE;G2`9F]R@&5D=6-A=&EO;F%L@'!U
M<G!O<V5S+-.`#%0``"P`)``%H*[@F*@'!(!4`T&EN8VQU9&EN9X!R97-E87)C
M:(!A;F2`:6YS=)U8W1I;VYA;(!P=7)P;W-E<R[,S.`1#``````(!PP`X.`1
M#````!@"0P`X/'@!/'H,BF`=&AE@')E;F]V871I;VZ`86YD@&EM<')O=F5M
M96YT@&]F@&-L87-S<F]O;2R`;&EB<F%R>2R`;&%B;W)A=&]R>2R`86YD@&]T
M:&5RSVEN<W1R=6-T:6]N86R`9F%C:6QI=&EE<R[,S.`1#``````(!PP`X.`1
M#````!@"0P`X/'@!/'H,RF`=&AE@'-U<!O<G2`;V:`9F%C=6QT>8!E>&-H
M86YG97,L@&%N9(!F86-U;'1Y@&1E=F5L;W!M96YT@&%N9(!F86-U;'1Y@&9E
M;&QO=W-H:7!SSW1O@&%S<VES=(!I;H!A='1A:6YI;F>`861V86YC962`9&5G
M<F5E<X!I;H!T:&5I<H!F:65L9(!O9H!I;G-T<G5C=&EO;B[,S.`1#``````(
M!PP`X.`1#````!@"0P`X/'@!/'H-"F`8W5R<FEC=6QU;8!D979E;&]P;65N
M=(!A;F2`86-A9&5M:6.`:6YS=)U8W1I;VXNS,S@\$0P``````<,.#@ \$0P`
M``8`D,`.#P(`3P*#4I@'1H98!A8W%U:7-I=&EO;H!O9H!L:6)R87)Y@&)O
M;VMS+(!P97)I;V118V%L<RR`;6EC<F]F:6QM+(!A;F2`;W1H97*`961U8V%T
M:6]N86R`SVUA=&5R:6%L<R[,X!\$,``````@'#`#@X!\$,````&`)#`#@S.`1
M#``````(!PP`X.`1#````!@"0P`X/'@!/'H-BF`9G5N9.`86YD@&%D;6EN
M:7-T<F%T:79E@&UA;F%G96UE;G0L@&%N9(!T:&6`86-Q=6ES:71I;VZ`;V:`
M97%U:7!M96YT@&9O<H!U<V7/:6Z`<W1R96YG=&AE;FEN9X!F=6YD<X!M86YA
M9V5M96YT+LS,X!\$,``````@'#`#@X!\$,````&`)#`#@\"`\$\"@W*8!J;VEN
M=(!U<V6`;V:`9F%C:6QI=&EE<X!S=6-H@&%S@&Q18G)A<FEE<X!A;F2`;&%B
M;W)A=&]R:65S+H#,S.`1#``````(!PP`X.`1#````!@"0P`X/'@!/'H."F`
M86-A9&5M:6.`='5T;W)I;F>`86YD@&-O=6YS96QI;F>`<')O9W)A;7.`86YD
M@'-T=61E;G2`<W5P<&]R=(!S97)V:6-E<R[,S.`1#``````(!PP`X.`1#```

M`"!@"0P`X/^@!/'H.2F`97-T86)L:7-H;65N=(!O<H!I;7!R;W9E;65N=(!O
M9H!A;H!E;F!O=VUE;G2`9G5N9"[,S.`1#`''''''(IPP`X.`1#`''''!@"0P`
MX/^@!/'H,3`I@&EN=F5S=&EN9X!I;H!T:&6`=&5C:&YO;&]G:6-A;(!I;7!R
M;W9E;65N=(!O9H!T:&6`:6YS=&ET=7!I;V[P`3P<X!A9&UI;FES=')A=&EO
M;L]O9H!F=6YD<X!M86!E@&%V86EL86)L98!T;X!S='5D96YT<X!U;F!E<H!T
M:7!L98!)5H!O9H!T:&ES@\$%C="[,S.`1#`''''''(IPP`X/^@!/'H8BF`\@[R
M3\$E-25!15\$E/3E,N\p[SA(0H,2F`06Z`2&ES<&%N:6.\$<V5R=FEN9X""`6YS
M=&ET=7!I;VZ`;6%Y@&YO=(!U<V6`;6]R98!T:&%N@#(P@'!E<F-E;G30`14`
M`L`"0`!O!L,%QD``2`5`-!O9H!I='.`9W)A;G2`=6YD97*`=&AI<X!P87)T
M@&9O<H!A;GF`9FES8V%L@'EE87\*`=&^`97-T86)L:7-H@&]R@&EM<')O=F6`
M86Z`96YD;W=M96YT@&9U;F0NS,S@\$0P`''''''<`,`#@ \$0P`''''8`D`,`#P
M(`3P*#(I@\$EN@&]R9&5R@&9O<H!A;H!:(7-P86YI8X!S97)V:6YG@&EN<W!I
M='5T:6]N@'!O@'5S98!I='.`9G5N9'`.`6YD97\*`=&AI<X!P87)T@'!OSV5S
M=&%B;&ES:(!O<H!I;7!R;W9E@&%N@&5N9&]W;65N=(!F=6YD+(!I=(!S:&%L
M;(!P<F]V:6!E@&%N@&EN<W!I='5T:6]N86R`;6%T8V@L@'5S:6YG@&YO;H1&
M96!E<F%LSV9U;F!S+(!T:&%T@&ES@&%T@&QE87-T@&5Q=6%L@'!O@&]N98!D
M;VQL87*`;V:`.`6YS=&ET=7!I;VYA;(!F=6YD<X!F;W\*`979E<GF`;VYE@&!O
M;&QA<H!O9H!T:&6`9W)A;G2`9G5N9',NS,S3!0P`!P\$``@\$`,`-/P(`3P@%!,
M04Y.24Y'@\$=204Y44\$S3!1``!@\$``0*/SP``\$`#3S.`1#`''''''(IPP`X/^@
M!/!314,N@#,U-2Z`@%!H98!396-R97!A<GF`;6%Y@&%W87)D@&&`9W)A;G2`
M=6YD97*`=&AI<X!P87)T@'!O@&%N@\$AI<W!A;FECA'-E<G9I;F?/:6YS=&ET
M=7!I;VZ`9F]R@&&&`<&5R:6]D@&]F@&]N98!Y96%R@&9O<H!T:&6`<'5R<&]S
M98!O9H!P<F5P87)I;F>`88!T96-H;F]L;V=I8V%L@&YE96!S@&%S<V5S<VUE
M;G0LSW!L86XL@&%N9(!A<'!L:6-A=&EO;H!F;W*`88!G<F%N=(!U;F!E<H!S
M96-T:6]N@#,U,BAA*2[,S-,%#`''0`""0P`T\_`@!/!!4%!,24-!5\$E/3E/,
MTP40``8!``\$P-``!``T\$S@\$0P`''''''<`,`!396-T:6]N@#,U-BZ`*&\$I
M@/(\D%04\$Q)0T%424].4R[\$#O.\$A\$5A8VB`2&ES<&%N:6.\$<V5R=FEN9X!I

M;G-T:71U=&EO;H!D97-I<FEN9X!T;X!R96-E:79ET`\$5``'+``D``9`IX"0H

M``\$@%0#087-S:7-T86YC98!U;F1E<H!T:&ES@'!A<G2`<VAA;&R`<W5B;6ET

M@&%N@&%P<&QI8V%T:6]N@&EN@&%C8V]R9&%N8V6`=VET:(!T:&6`<F5Q=6ER

M96UE;G1S@&]F@'-E8W1I;V[/,S@Q+M`&%0``"P)``%H*[@F*@`!(!4`T(?@

MM;H!U;F1E<M`!%0``"P)``&P!`~~~~~!(!4`T-U8G-E8W1I;VZ`*&\$I@'-H

M86QL@&%L<V^:6YC;'5D982\$\$S,@\$0P`~~~~~"<`,`#@\$0P`~~~~~8`D`,`#P

M(`3P\*#\$I@&&`-81Y96%R@'!L86Z`9F]R@&EM<')O=FEN9X!T:&6`87-S:7-T

M86YC98!P<F]V:61E9(!B>8!T:&6`2&ES<&%N:6.\$<V5R=FEN9\]I;G-T:71U

M=&EO;H!T;X!(:(7-P86Y18X!A;F2`;W1H97\*`;&]WA&EN8V]M98!S='5D96YT

M<SN`86YDS,S@\$0P`~~~~~"<`,`#@\$0P`~~~~~8`D`,`#P(`3P*#(I@&UE87-U

M<F%B;&6`9V]A;`,`9F]R@'!H98!I;G-T:71U=&EO;B=S@'!R;W!O<V5D@&%C

M=&EV:71I97,L@&EN8VQU9&EN9X!A@'!L86Z`;V:`,`&]WSW1H98!A<'!L:6-A

M;G2`:6YT96YD<X!T;X!A8VAI979E@'!H;W-E@&=O86QS+LS,X!\$,~~~~~@'

M#`#@`""\$!"AC*8#R#O)04DE/4DE462[S#O.\$A%1H98!396-R971A<GF`<VAA

M;&R`9VEV98!P<FEO<FET>8!T;X!A<'!L:6-A=&EO;G.`9F]R@'!R;V=R86US

M@'!H872`=V]U;&30`14``L``0"!_`Q,""D``2`5`-!S=')E;F=T:&5N@'!H

M98!T96-H;F]L;V=I8V%L@&-A<&%B:6QI=&EE<X!O9H!(:(7-P86Y18X1S97)V

M:6YG@&EN<W1I='5T:6]N<RR`87.`9&5T97)M:6YE9(!B>8!T:&7/4V5C<F5T

M87)Y+LSQ`.T;\9SQ`>T;`,`#`""0``"0P`T\SP(`3P4\$%25(!%@(2\$4U12

M14Y'5\$A%3DE.1X!44DE"04R`0T],3\$5'15.`04Y\$@%5.259%4E-)5\$E%4\S3

M!1``!@\$``0++U``\$`#3@,S3!0P`!P\$``@\$`,`-/P(`3P1DE.1\$E.1U,[@%!5

M4E!/4T7,TP40``8!``\$")M4``!``T\S@\$0P`~~~~~"<`,`#P(`3P4T5#+H`S

M-C\$N@"AA*8#R#O)&24Y\$24Y'4R[S#O.\$A%1H98!#;VYG<F5S<X!F:6YD<X!T

M:&%T.M`\$%0``"P)``%<%*P/\$0`!(!4`T.`1#`~~~~~(!PP`X.`1#`~~~~~!@

M"0P`X/^@!/^H,2F`26YD:6%N@'!R:6)E<X!A<F6`9&]M97-T:6.`9&5P96YD

M96YT@&YA=&EO;G.`=6YD97\*`=&AE@'!R;W1E8W1I;VZ`;V:`,`=&AE@%5N:71E

M9,]3=&%T97,L@&%N9(!T:&%T@&%S@&=O=F5R;FUE;G1S+(!);F1I86Z`=)I

M8F5S@&AA=F6`=&AE@&%U=&AO<FET>8!T;X!A9&UI;FES=&5R@&5D=6-A=&EO
M;F%LSVEN<WII='5T:6]N<R[,S.`1#`''''''(!PP`X.`1#`''''''!@"0P`X/'@
M!/'H,BF`2&ES=&]R:6-A;&QY+(!T:&6`96IU8V%T:6]N@'-Y<WIE;8!;H!T
M:&6`56YI=&5D@%-T87IE<X!H87.`96YC;W5R86=E9(!;65R:6-A;L]);FII
M86Z`86YD@\$%L87-K88!.87II=F6`<W1U9&5N='.`=&^`9F]R9V^`=&AE:7\*`
M3F%T:79E@&QA;F=U86=E@&%N9(!C=6QT=7)E@&EN@&9A=F]R@&]F@%=E<WIE
M<F[/;&%N9W5A9V6`86YD@&-U;'IU<F4L@&%N9(!T:&]S98!E9'5C87II;VYA
M;(!P<F%C=&EC97.`:&%V98!B965N@&IA;6%G:6YG@\$EN9&EA;H!S='5D96YT
M<X!A;F2`=&AE:7+/8V]M;75N:71I97,NS,S@\$0P`''''''''<`,`.#@\$0P`''''''
M8`D`,`.#P(`3P*#,I@\$EN@&=E;F5R86PL@\$%M97)I8V%N@\$EN9&EA;H!A;F2`
M06QA<VMA@\$YA=&EV98!S='5D96YT<X!H879E@&&`,`&]W97*`96-O;F]M:6//
M<WIA='5S@'IH86Z`<W1U9&5N='.`:6Z`=&AE@\$YA=&EO;H!A<X!A@'='H;VQE
M.X!A;F2`<F]U9VAL>8!T=VEC98!A<X!M86YY@\$%M97)I8V%N@\$EN9&EA;H!A
M;F2`06QA<VMASTYA=&EV98!Y;W5T:(!L:79E@&)E;&]W@'IH98!P;W9E<GIY
M@&QI;F6`87.`>6]U=&B`:`6Z`=&AE@&=E;F5R86R`<&]P=6QA=&EO;B[,S.`1
M#`''''''(!PP`X.`1#`''''''!@"0P`X/'@!/'H-"F`26Z`9V5N97)A;"R`06UE
M<FEC86Z`26YD:6%N@&%N9(!;&%S:V&`3F%T:79E@'EO=7IH@&AA=F6`88!L
M;W=E<H!E9'5C87II;VYA;],A='IA:6YM96YT@&QE=F5L@'IH86Z`>6]U=&B`
M:6Z`=&AE@\$YA=&EO;H!A<X!A@'='H;VQE+(!A;F2`;VYL>8`X+CDE@&]F@\$%M
M97)I8V%N@\$EN9&EA;H!A;F2`06QA<VMASTYA=&EV98!S='5D96YT<X!E87)N
M@&&`9F]U<HIY96%R@&)A8VAE;&]R!P\$'`.`9&5G<F5E@&]R@&AI9VAE<H!C
M;VUP87)E9(!T;X`R,"XS)8!;H!T:&6`3F%T:6]N@&%S@&'=VAO;&4NS,S@
M\$0P`''''''''<`,`.#@\$0P`''''''`8`D`,`.#P(`3P*#4I@%IR:6)A;(!#;VQL96=E
M<X!A;F2`56YI=F5R<VET:65S@&AA=F6`8F5E;H!E<WIA8FQI<VAE9(!B>8!T
M<FEB86R`9V]V97)N;65N='.`=&_/:6%K98!P;W-TA'-E8V]N9&%R>8!E9'5C
M87II;VYA;(!O<!O<GIU;FET:65S@&%V86EL86)L98!;H!.87II=F6`06UE
M<FEC86Z`8V]M;75N:71I97,L@&EN8VQU9&EN9\^<IT5\$<YL[(@')E;65D:6%L

M@&EN<WIR=6-T:6]N.X!A;F2`86-A9&5M:6,L@'9O8V%T:6]N86PL@&%N9(!T
M96-H;FEC86R`<')O9W)A;7.`<VEM:6QA<H!T;X!T:&]S98!O9F9E<F5DSV)Y
M@'!U8FQI8X!A;F2`<')I=F%T98!C;VQL96=E<X!A;F2`=6YI=F5R<VET:65S
M+LS,X!\$,````@'##@X!\$,````&')#'#@\"\$\"@V*8!4<FEB86R`0V]L
M;&5G97.`86YD@%5N:79E<G-I=&EE<X!A<F6`=V5L;(IS=6ET962`=&^`<V5R
M=F6`3F%T:79E@%M97)I8V%NSV-O;6UU;FET:65S@&)E8V%U<V6`=&AE>8!A
M<F6`<&AY<VEC86QL>8!L;V-A=&5D@&EN@'IH98!C;VUM=6YI=&EE<X!T:&%T
M@'IH97F`<V5R=F6`86YD@&%R98!A='IU;F5DT`,5``+``D``6@KN"8J``\$@
M%0#0=&^`3F%T:79E@&QA;F=U86=E<X!A;F2`8W5L='5R97,NS,S@\$0P````
M``<`,`#@ \$0P````8`D`,`#P(`3P*#<I@%IR:6)A;(!#;VQL96=E<X!A;F2`
M56YI=F5R<VET:65S@&%R98!;7!O<G1A;G2`8V5N=&5R<X!F;W\*`;&5A<FYI
M;F>`3F%T:79ESVQA;F=U86=E<X!A;F2`8W5L='5R97.`=&AA=(!F=6QF:6QL
M@&&`=FET86QL>8!;7!O<G1A;G2`;6ES<VEO;H!;H!P<F5S97)V:6YG@'5N
M:7%U98!A;F2`=F%L=6%B;&7/:6YF;W)M871I;VZ`8V]N8V5R;FEN9X!.871I
M=F6`;&%N9W5A9V5S@&%N9(!C=6QT=7)E<R[,S.`1#````(!PP`X.`1#``
M``!@"0P`X/`@!/'H."F`5)I8F%L@\$-O;&QE9V5S@&%N9(!5;FEV97)S:71I
M97.`:&%V98!B965N@&AA;7!E<F5D@&)Y@&&`;&%C:X!O9H!A9&5Q=6%T98!A
M;F3/<WIA8FQE@&9U;F1I;F>`<F5S;W5R8V5S@&)E8V%U<V4L@'5N;&EK98!3
M=&%T98!L86YD@&=R86YT@&EN<WII='5T:6]N<RR`=&AE>8!D;X!N;W2`:&%V
M98!L87)G98!R97-O=7)C9<]B87-E<X!T;X!D<F%W@&]N+(!A;F2`=&AE>8!G
M96YE<F%L;'F`9&^;F]T@)E8V5I=F6`4W1A=&6`9G5N9&EN9RZ`@%IH:7.`
M;&%C:X!O9H!F=6YD:6YG@'-E<FEO=7-L><]T:')E87IE;G.`=&AE@&-O;G1I
M;G5E9(!V:6%B:6QI='F';V:`<V]M98!O9H!T:&5S98!;G-T:71U=&EO;G,N
MS,S@\$0P``````<`,`#@ \$0P````8`D`,`#P(`3P*#DI@\$)A<V5D@&]N@'IH
M98!5;FET962`4W1A=&5S!P\$(!U;FEQ=66`=')U<W2`<F5S<&]N<VEB:6QI
M='F`=&^`3F%T:79E@%M97)I8V%N<RS/9FEN86YC:6%L@&%S<VES=&%N8V6`
M=&^`97-T86)L:7-H+(!S=7!P;W)T+(!A;F2`<WIR96YG=&AE;H!T:&6`<&AY

M<VEC86R`<&QA;G1S+(!F:6YA;F-I86R`;6%N86=E;65N="S/86-A9&5M:6.`
M<F5S;W5R8V5S+(!A;F2`96YD;W=M96YT<X!O9H!T:&6`5')I8F%L@\$-O;&QE
M9V5S@&%N9(!5;FEV97)S:71I97.`:7.`87!P<F]P<FEA=&6`=&_/96YH86YC
M98!T:&5S98!I;G-T:71U=&EO;G.`86YD@'IO@&5X<&%N9(!T:&5I<H!C87!A
M8VET>8!T;X!S97)V98!.871I=F6`06UE<FEC86Z`<W1U9&5N=';NS,S@\$0P`
M`''''''<`,`.#P(`3P*&(I@/(\E!54E!/4T4N\P[SA(1)=(!I<X!T:&6`<5R
M<&]S98!O9H!T:&ES@'!A<G2`=&^`:6UP<F]V98!T:&6`86-A9&5M:6.`<75A
M;&ET>2R`=&5C:&YO;&]G:6-A;-`!%0'''P`)``%P\$`.S`!(!4`T&-A<&%C
M:71Y+(!I;G-T:71U=&EO;F%L@&UA;F%G96UE;G0L@&%N9(!F:7-C86R`<W1A
M8FEL:71Y@&]F@&5L:6=I8FQE@%IR:6)A;(!#;VQL96=E<X!A;F2`56YI=F5R
M<VET:65S@&ENSV]R9&5R@'IO@'-T<F5N9W1H96Z`=&AE:7\*`86)I;&ET>8!T
M;X!M86ME@&&`<W5B<W1A;G1I86R`8V]N=')I8G5T:6]N@'IO@'IH98!H:6=H
M97*`961U8V%T:6]N@')E<V]U<F-E<]O9H!T:&6`3F%T:6]N+LS,TP4,``<!
M``(!#`#3`"\$%&!23T=204V`05542\$]225I%I,S3!1`!@\$`0(1X@``\$`#3
MS.`1#`''''''(!PP`X/`@!/!314,N@#,V,BXH82F`\@[R24Z`1T5.15)!3"[S
M#O.\$A\$9R;VV`=&AE@'-U;7.`879A:6QA8FQE@&9O<H!T:&ES@'!A<G2`=6YD
M97*`<V5C=&EO;H`S.3`H82DH-BG0`14``L`"0`!Y!DT%I<``2`5`-!F;W*`
M86YY@&9I<V-A;(!Y96%R+(!T:&6`4V5C<F5T87)Y@&UA>8!A=V%R9(!G<F%N
M='.`=&^`5')I8F%L@\$-O;&QE9V5S@&%N9(!5;FEV97)S:71I97.`=&AA=(!H
M879E@&%NSV%P<&QI8V%T:6]N@&%P<')O=F5D@'5N9&5R@'-E8W1I;VZ`,S@Q
M@&EN@&]R9&5R@'IO@&%S<VES=(!S=6-H@&EN<W1I='5T:6]N<X!P;&%N+(!D
M979E;&]P+(!A;F3/:6UP;&5M96YT@&%C=&EV:71I97.`=&AA=(!P<F]M:7-E
M@'IO@'-T<F5N9W1H96Z`=&AE@&EN<W1I='5T:6]N+LS,X!\$,``````@`#`#@
M`""\$\"AB*8#R#O)\$55)!5\$E/3B[S#O.\$A\$=R86YT<X!U;FIE<H!T:&ES@'!A
M<G2`<VAA;&R`;F]T@&5X8V5E9(!F:79E@'EE87)S+N`1#`''''''!X'@P`X-`\$
M%0`''P`)``&`M`9`''!(!4`T,S@\$0P`''''''<`,`.#P(`3P*&,I@/(\D5,
M24=)0DE,2519+O,\\X2\$5&^`8F6`96QI9VEB;&6`=&^`<F5C96EV98!A<W-I

M<W1A;F-E@'5N9&5R@'1H:7.`<&%R="R`88!4<FEB86R`0V]L;&5G98!O<M`!
M%0`""P`)``%8(*@;@'!(!4`T%5N:79E<G-I='F`_@&UU<W2\$A,S,X!\$,````
M``@#`#@X!\$,````&`)#`#@`""\$\"@Q*8!B98!A;H!E;&EG:6)L98!I;G-T
M:71U=&EO;H!U;F1E<H!S96-T:6]N@#,Q,BAB*3N`86YD@,S,X!\$,````@'
M#`#@X!\$,````&`)#`#@`""\$\"@R\*8!M965T<X!T:&6`9&5F:6YI=&EO;H!O
M9H!4<FEB86R`0V]L;&5G98!O<H!5;FEV97)S:71Y@'5N9&5R@'-E8W1I;VZ`
M,S8S*#,I+LS,X!\$,````@#`#@`""\$\"AD*8#R#O),24U)5\$%424].4R[S
M#O.\$A\$&`5')I8F%L@\$-O;&QE9V6`;W*`56YI=F5R<VET>8!A=V%R9&5D@&&`
M9W)A;G2`=6YD97\*`=&AI<X!P87)T+(!O=&AE<M`!%0`""P`)``,)APB)0`!
M(!4`T`1H86Z`=6YD97\*`<V5C=&EO;H`S-C4L@(!S:&%L;(!N;W2`8F6`96QI
M9VEB;&6`9F]R@&%N;W1H97\*`9W)A;G2`=6YD97\*`=&AI<X!P87)T@&9O<H!T
M=V^`8V]N<V5C=71I=F7/>65A<G.`9F]L;&]W:6YG@'1H98!C;VUP;&5T:6]N
M@&]F@'1H98!L87-T@&=R86YT@&ET@')E8V5I=F5D@'5N9&5R@'1H:7.`<&%R
M="Z`S,S@\$0P`""""<`,`#P(`3P\*&4I@/(.E-014-)04R`0T].4TE\$15)!
M5\$E/3E,N[P(SA(1);H!M86MI;F>`87=A<F1S@'5N9&5R@'1H:7.`<&%R="R`
M=&AE@%-E8W)E=&%R>8!S:&%L;-`!%0`""P`)``%*LPE*0`!(!4`T&=I=F6`
M<W!E8VEA;(!C;VYS:61E<F%T:6]N@'1O@&%N>8!4<FEB86R`0V]L;&5G98!O
M<H!5;FEV97)S:71YA(30!A4`""L`"0`!:"NX)BH``2`5`-""X!\$,````@'
M#`#@X!\$,````&`)#`#@`""\$\"@Q\*8!T:&%T@&AA<X!E;F1O=VUE;G2`9G5N
M9`.`*&]T:&5R@'1H86Z`86YY@&5N9&]W;65N=(!F=6YD@&)U:6QT@'5N9&5R
M@'-E8W1I;V[/,S,R@&]F@'1H:7.`06-T@&%S@&EN@&5F9F5C=(!O;H!397!T
M96UB97*`,`S`L@#\$Y.#8L@&%N9(!U;F1E<H!P87)T@\$(I@'1H98!M87)K972`
M=F%L=66`;V:`=VAI8V@L@'!E<L]F=6QLA'1I;66`97%U:79A;&5N=(!S='5D
M96YT+(!I<X!L97-S@'1H86Z`= &AE@&%V97)A9V6`8W5R<F5N=(!M87)K972`
M=F%L=66`;V:`= &AE@&5N9&]W;65N=(!F=6YD<RS/<&5R@&9U;&R\$=&EM98!E
M<75I=F%L96YT@'-T=61E;G2`\*&]T:&5R@'1H86Z`86YY@&5N9&]W;65N=(!F
M=6YD@&)U:6QT@'5N9&5R@'-E8W1I;VZ`,`S,R@&]F@'1H:7.`06-TSV%S@&EN

M@&5F9F5C=(!O;H!397!T96UB97*,S`L@#\$Y.#8L@&%N9(!U;F1E<H!P87)T
M@\$(I@&%T@'-I;6EL87*:6YS=&ET=71I;VYS.X!A;F3,S.`1#`~~~~`(!PP`
MX.`1#`~~~~`!@"0P`X/`@!/`H,BF`=&AA=(!H87.`97AP96YD:71U<F5S+(!P
M97*`9G5L;(1T:6UE@&5Q=6EV86QE;G2`<W1U9&5N="R`9F]R@&QI8G)A<GF`
M;6%T97)I86QS@'1H873/:7.`;&5S<X!T:&%N@'1H98!A=F5R86=E@&]F@'1H
M98!E>'!E;F1I='5R97.`9F]R@&QI8G)A<GF`;6%T97)I86QS+(!P97*`9G5L
M;(1T:6UE@&5Q=6EV86QE;G2`<W1U9&5N="R`8GG/;W1H97*`<VEM:6QA<FQY
M@'-I='5A=&5D@&EN<W1I='5T:6]N<R[,S-,%#`""0`""0P`T\_`@!/!\$149)
M3DE424].4^`1#`!`""X"PP`X,S3!1`!@\$`0*`@Z@`\$`#3S.`1#`~~~~`(
M!PP`X/`@!/!314,N@#,V,RZ`@\$9O<H!T:&6`<'5R<&]S97.`;V:='&AI<X!P
M87)TA(3,S.`1#`~~~~`(!PP`X.`1#`~~~~`!@"0P`X/`@!/`H,2F`=&AE@'1E
M<FV`\\!T\$\\\$EN9&EA;O`<!/"`;;65A;G.`88!P97)S;VZ`=VAO@&ES@&&`;65M
M8F5R@&]F@&%N@\$EN9&EA;H!T<FEB98!A<X!D969I;F5DSVAE<F5I;CO,S.`1
M#`~~~~`(!PP`X.`1#`~~~~`!@"0P`X/`@!/`H,BF`=&AE@'1E<FV`\\!T\$\\\$EN
M9&EA;H!T<FEB9?`<!/"`;;65A;G.`86YY@\$EN9&EA;H!O<H!;&%S:V&`3F%T
M:79E@'1R:6)E+(!B86YD+(!N871I;VXLSW!U96)L;RR`=FEL;&%G98!O<H!C
M;VUM=6YI='F`=&AA=(!T:&6`4V5C<F5T87)Y@&]F@'1H98!);G1E<FEO<H!A
M8VMN;W=L961G97.`=&^`97AI<W2`87.`86Z`26YD:6%NSWI R:6)E@'5N9&5R
M@'1H98!&961E<F%L;'F`4F5C;V=N:71E9(!);F1I86Z`5')I8F6`3&ES=(!!
M8W0L@#(U@%4N4RY#+H"<#<Y89L[S,S@\$0P`~~~~`<`,`#@ \$0P`~~~~`8`D,
M`.#P(`3P*#,I@'1H98!T97)M@/'=!!/4<FEB86R`0V]L;&5G98!A;F2`56YI
M=F5R<VET>?`<!/"`;;65A;G.`86Z`:6YS=&ET=71I;VZ\$A,S,X!\$,~~~~`@'
M#`#@X!\$,~~~~`&`)#`#@X!\$,~~~~`+@+`#`#@`""\$\\!A!*8!C:71E9(!;H!S
M96-T:6]N@#4S,H!O9H!T:&6`17%U:71Y@&EN@\$5D=6-A=&EO;F%L@\$QA;F2\$
M1W)A;G2`4W1A='5S@%\$C=,]O9H`Q.3DT@"@W@%4N4RY#+H`S,#&`;F]T92D[
M@,S,X!\$,~~~~`@`#`#@X!\$,~~~~`&`)#`#@X!\$,~~~~`+@+`#`#@`""\$\\!A"
M*8!A;GF`;W1H97\*`:6YS=&ET=71I;VZ`=&AA=(!Q=6%L:69I97.`9F]R@&9U

M;F1I;F>`=6YD97\*`=&AE@%1R:6)A;&QYST-O;G1R;VQL962`0V]M;75N:71Y
M@\$-O;&QE9V6`07-S:7-T86YC98!!8W2`;V:`,3DW.(`H,C6`52Y3+D,N@\$X
M,#&`972`<V5Q+BD[(@&]R@,S,X!\$,````@`#`#@X!\$,````&`)#`#@X!\$,
M````+@+`#`#@`"\$`A#*8!T:&%T@&ES@&&`3F%V86IO@\$-O;6UU;FET>8!#
M;VQL96=E+(!A=71H;W)I>F5D@&EN@`1H98!.879A:F_/0V]M;75N:71Y@\$-O
M;&QE9V6`07-S:7-T86YC98!!8W2`;V:`,3DW.(`H,C6`52Y3+D,N@)PV-#!A
MFX!N;WIE*3N`86YDX!\$,````" <#`#@T`05````+`D``5@@J!L>``\$@%0#0
MS.`1#````(!PP`X.`1#````!@"0P`X/^@!/^H-"F`5&AE@`1E<FV`!T\$
M&EN<W1I=5T:6]N@&]F@&AI9VAE<H!E9'5C871I;V[P``3P@&UE86YS@&%N
M@&EN<W1I=5T:6]N@&]F@&AI9VAE<H!E9'5C871I;V[/87.`9&5F:6YE9(!B
M>8!S96-T:6]N@#\$R,\$\$H82F`;V:`= &AI<X!!8W0NS,S3!0P`!P\$``@\$,-.`
M``"\$`\$%55\$A/4DE:142`04-4259)5\$E%4\S3!1``!@\$``0+M[P``\$`#3S.`1
M#````(!PP`X/^@!/^!314,N@#,V-"Z`*&\$I@/(\E5315.`3T:`1E5.1%,N
M/P[SA(1'<F%N='.`=6YD97\*`=&AI<X!P87)T@'-H86QL(@&)E@`5S962`8GF`
M5')I8F%L@\$-O;&QE9V5ST`\$5````+`D``<PF""(E``\$@%0#086YD@%5N:79E
M<G-I=&EE<X!F;W*`;VYE@&]R@&UO<F6`;V:`= &AE@&9O;&QO=VEN9SK,S.`1
M#````(!PP`X.`1#````!@"0P`X/^@!/^H,2F`= &AE@&%C<75I<VET:6]N
M@&]F@'-C:65N= &EF:6.`;W\*`;&%B;W)A= &]R>8!E<75I< &UE;G2`9F]R@&5D
M=6-A= &EO;F%L@`!U<G!O<V5S+,]I;F-L=61I;F>`<F5S96%R8VB`86YD@&EN
M<W1R=6-T:6]N86R`<5R< &]S97,NS-`&%0``"P)```%H*[@F*@`!(14`T.`1
M#````(!PP`X.`1#````!@"0P`X/^@!/^H,BF`= &AE@`)E;F]V871I;VZ`
M86YD@&EM<`)O=F5M96YT@&EN@&-L87-S<F]O;2R`;&EB<F%R>2R`;&%B;W)A
M= &]R>2R`86YD@&]T:&5RSVEN<W1R=6-T:6]N86R`9F%C:6QI= &EE<R[,S.`1
M#````(!PP`X.`1#````!@"0P`X/^@!/^H,RF`= &AE@`-U<!O<G2`;V: `
M9F%C=6QT>8!E> &-H86YG97,L@&9A8W5L='F`9&5V96QO< &UE;G0L@&%N9(!F
M86-U;`1Y@&9E;&QO=W-H:7!SSW1O@&%S<VES=(!;H!A='1A:6YI;F>`861V
M86YC962`9&5G<F5E<X!I;H!T:&5I<H!F:65L9(!O9H!I;G-T<G5C= &EO;B[,

MS.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X/^`@`/`H-"F`8W5R<FEC=6QU;8!D
M979E;&]P;65N=(!A;F2`86-A9&5M:6.`:6YS=')U8W1I;VZ`+LS,X!\$,````
M`"@#`#@X!\$,````&`)#`#@`"``\$"@U*8!T:&6`86-Q=6ES:71I;VZ`;V:`
M;&EB<F%R>8!B;V]K<RR`<&5R:6]D:6-A;`,`L@&UI8W)O9FEL;2R`86YD@&]T
M:&5R@&5D=6-A=&EO;F%L@,]M871E<FEA;`,`NS.`1#`~~~~~(!PP`X.`1#`~~~~
M`!@"0P`X,S@\$0P`~~~~~"<`,`#@`\$0P`~~~~~8`D`,`#P(`3P*#8I@&9U;F1S
M@&%N9(!A9&UI;FES=')A=&EV98!M86YA9V5M96YT+(!A;F2`86-Q=6ES:71I
M;VZ`;V:`97%U:7!M96YT@&9O<H!U<V6`:6[/<W1R96YG=&AE;FEN9X!F=6YD
M<X!M86YA9V5M96YT+LS,X!\$,````~"@#`#@X!\$,````&`)#`#@`"``\$"@W
M*8!J;VEN=(!U<V6`;V:`9F%C:6QI=&EE<X!S=6-H@&%S@&QI8G)A<FEE<X!A
M;F2`;&%B;W)A=&]R:65S+H#,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X/^`@
M!/^H."F`86-A9&5M:6.`='5T;W)I;F>`86YD@&-O=6YS96QI;F>`<')O9W)A
M;7.`86YD@'-T=61E;G2`<W5P<&]R=(!S97)V:6-E<R[,S.`1#`~~~~~(!PP`
MX.`1#`~~~~~!@"0P`X/^`@`/`H.2F`:6YV97-T:6YG@&EN@'1H98!T96-H;F]L
M;V=I8V%L@&EM<')O=F5M96YT@&]F@'1H98!I;G-T:71U=&EO;O`<!/'S@&%D
M;6EN:7-T<F%T:6]N@&]FSV9U;F1S@&UA9&6`879A:6QA8FQE@'1O@'-T=61E
M;G1S@'5N9&5R@'1I=&QE@\$E6@&]F@'1H98!!8W0NS,S@\$0P`~~~~~"<`,`#@
M\$0P`~~~~~8`D`,`#P(`3P\*#\$P\*8"'=&AE@&5S=&%B;&ES:&UE;G2`;W*`:6UP
M<F]V96UE;G2`;V:`86Z`96YD;W=M96YT@&9U;F0NS/(,LSS#//@\$0P`~~~~~
M"`,`,`#P(`3P*&(I@/(,LDQ)34E4051)3TY3+O,.\X2\$*#I@\$&`5')I8F%L
M@\$-O;&QE9V6`;W\*`56YI=F5R<VET>8!M87F`;F]T@'5S98!M;W)E@'1H86Z`
M,C"`,<&5R8V5N=-`!%0""P)`""D&305%P`!(!4`T&]F@&ET<X!G<F%N=(!U
M;F1E<H!T:&ES@'!A<G2`9F]R@&%N>8!F:7-C86R`>65A<H!T;X!E<W1A8FQI
M<VB`;W\*`:6UP<F]V98!A;H!E;F1O=VUE;G2`9G5N9"[,S.`1#`~~~~~(!PP`
MX.`1#`~~~~~!@"0P`X/^`@`/`H,BF`26Z`;W)D97*`9F]R@&&`5')I8F%L@\$-O
M;&QE9V6`;W\*`56YI=F5R<VET>8!T;X!U<V6`:71S@&9U;F1S@'5N9&5R@'1H
M:7.`<&%R=(!T;]E<W1A8FQI<VB`;W*`:6UP<F]V98!A;H!E;F1O=VUE;G2`

M9G5N9"R`:72`<VAA;&R`<)O=FED98!A;H!I;G-T:71U=&EO;F%L@&UA=&-H
M+(!U<VEN9X!N;VZ\$1F5D97)A,;JF=6YD<RR`=&AA=(!I<X!A=(!L96%S=(!E
M<75A;(!T;X!O;F6`9&]L;&%R@&]F@&EN<W1I='5T:6]N86R`9G5N9'.`9F]R
M@&5V97)Y@)SQ`.X;\?(\O\$![AOQ;VYE\0#N&\_`S#//Q`>X;\9N`9&]L;&%R
M@&]F@`1H98!G<F%N=(!F=6YD<R[,S-,%#`""0`""0P`TX#P(`3P4\$Q!3DY)
M3D>`1U)!3E13S-,%\$``&`0`!`E/X``0`-/,X!\$,``````@`#`#@`""\$%--%
M0RZ`,`S8U+H``5&AE@%-E8W)E=&%R>8!M87F`87=A<F2`88!G<F%N=(!U;F1E
M<H!T:&ES@`!A<G2`=&^`88!4<FEB86R`0V]L;&5G98!O<H!5;FEV97)S:71Y
MSV9O<H!A@`!E<FEO9(!O9H!O;F6`>65A<H!F;W*`=&AE@`!U<G!O<V6`;V:`
M<`)E<&%R:6YG@&&`=&5C:&YO;&]G:6-A;(!N965D<X!A<W-E<W-M96YT+(!P
M;&%N+(!A;F3/87!P;&EC871I;VZ`9F]R@&&`9W)A;G2`=6YD97\*`<V5C=&EO
M;H`S-C(H82DNS,S3!0P`!P\$``@\$,`-/P(`3P05!03\$E#051)3TY3S-,%\$``&
M`0`!`H/Y``0`-/,X!\$,``````@`#`#@4V5C=&EO;H`S-C8N@`"AA*8#R#O)!
M4%!,24-!5\$E/3E,N\P[SA(1%86-H@%1R:6)A;(!#;VQL96=E@&]R@%5N:79E
M<G-I='F`9&5S:7)I;F>`=&^`<F5C96EV9='!%0``"P`)``&X)P@C)@`!(!4`
MT&%S<VES=&%N8V6`=6YD97\*`=&AI<X!P87)T@`-H86QL@`-U8FUI=(!A;H!A
M<`!L:6-A=&EO;H!T;X!T:&6`4V5C<F5T87)Y@&EN@&%C8V]R9&%N8V6`=VET
M:(!T:&7/<F5Q=6ER96UE;G1S@&]F@`-E8W1I;VZ`,`S@Q+LS,X!\$,``````@`
M#`#@`""\$`"AB*8#R#O)!1\$1)5\$E/3D%,@\$.1D]234%424].+O,.\X2\$1F]R
M@`!U<G!O<V5S@&]F@`1H:7.`<&%R="R`86Z`87!P;&EC871I;VZ`=6YD97+0
M`Q4``L``0`!:"NX)BH``2`5`-!S=6)S96-T:6]N@`"AA*8!S:&%L;(!A;'-O
M@&EN8VQU9&6\$A,S,X!\$,``````@`#`#@X!\$,````&`)#`#@`""\$`"@Q*8!A
M@#6\$>65A<H!P;&%N@&9O<H!I;7!R;W9I;F>`=&AE@&%S<VES=&%N8V6`<`)O
M=FED962`8GF`=&AE@%1R:6)A;(!#;VQL96=E@&]RSU5N:79E<G-I='F`=&^`
M26YD:6%N@`-T=61E;G1S.X!A;F3,S.`1#```````(!PP`X.`1#```````!@`"0P`
MX/`@`!`H,BF`,`65A<W5R86)L98!G;V%L<X!F;W\*`=&AE@&EN<W1I='5T:6]N
M)W.`<`)O<&]S962`86-T:79I=&EE<RR`:6YC;`5D:6YG@&&`<&QA;H!O9H!H

M;W?/= &AE@&%P<&QI8V%N=(!I;G1E;FIS@'IO@&%C:&EE=F6`=&AO<V6`9V]A
M; ',NS,S@\$0P`''''''<`,`.#P(`3P*&,I@/(\.E!224]22519+O,.\X2\$5&AE
M@%-E8W)E=&%R>8!S:&%L;(!G:79E@'!R:6]R:71Y@'IO@&%P<&QI8V%T:6]N
M<X!F;W*`<')O9W)A;7.`=&AA=(!W;W5L9-`!%0`''P)``\$0#&`''''!(!4`
MT'-T<F5N9W1H96Z`=&AE@'IE8VAN;VQO9VEC86R`8V%P86)I;&ET:65S@&]F
M@%1R:6)A;(!#;VQL96=E<X!A;F2`56YI=F5R<VET:65S+(!A<X!D971E<FUI
M;F5D@&)Y@'IH9<]396-R971A<GDNS,S@0!(````F@6:!0L`[!,2`.#P(`3P
M4\$%25(!&A(1-24Y/4DE468!30TE%3D-%@%\$.1(!%3D=)3D5%4DE.1X!)35!2
M3U9%345.5(!04D]'4D%-4XC,S,-,%#`''0`''0P`T\_`@!/!055)03U-%+(!0
M4D]'4D%-@%\$55\$A/4DE:051)3T[,TP40`8!``\$"P\_T`!``T\S@\$0P`''''
M``<`,`.#P(`3P4T5#+H`S-S\$N@"AA*8#R#O)055)03U-%+O,.\X2\$272`:7.`
M=&AE@'!U<G!O<V6`;V:.`=&AI<X!P87)T@'IO@&-O;G1I;G5E@'IH98!A=71H
M;W)I='F';V:.`=&AET`\$5`''+'`D`7`3P`X0``\$@%0#01&5P87)T;65N=(!T
M;X!O<&5R871E@'IH98!-.6YO<FET>8!);G-T:71U=&EO;G.`4V-I96YC98!)
M;7!R;W9E;65N=(!0<F]G<F%M@&-R96%T962`=6YD97\*`<V5C=&EO;L\S*&\$I
M*#\$I@&]F@'IH98!.871I;VYA;(!38VEE;F-E@&\$9O=6YD871I;VZ`06-T@&]F
M@#\$Y-3``86YD@'IR86YS9F5R<F5D@'IO@'IH98!\$97!A<G1M96YT@&)Y@'-E
M8W1I;V[/,S`T*&\$I*#\$I@&]F@'IH98!\$97!A<G1M96YT@&]F@\$5D=6-A=&EO
M;H!/<F=A;FEZ871I;VZ`06-T+LS,X!\$,``````@'#`#@`"\$AB*8#R#O)0
M4D]'4D%-@%\$55\$A/4DE:140NP[SA(14:&6`4V5C<F5T87)Y@'-H86QL+(!I
M;H!A8V-O<F1A;F-E@'=I=&B`=&AE@'!R;W9I<VEO;G/0`14``L`"0`!#!A<
M\$Q4``2`5`-!O9H!T:&ES@'!A<G0L@&-A<G)Y@&]U=(!A@'!R;V=R86V`;V:.`
M;6%K:6YG@&=R86YT<X!T;X!I;G-T:71U=&EO;G.`;V:.`&EG:&5R@&5D=6-A
M=&EO;H!T:&%T@&%R98!D97-I9VYE9,]T;X!E9F9E8W2`;&]N9X1R86YG98!I
M;7!R;W9E;65N=(!I;H!S8VEE;F-E@&%N9(!E;F=I;F5E<FEN9X!E9'5C871I
M;VZ`872`<')E9&]M:6YA;G1L>8!M:6YO<FET><]I;G-T:71U=&EO;G.`86YD
M@'IO@&EN8W)E87-E@'IH98!P87)T:6-I<&%T:6]N@&]F@)QU;F1E<G)E<')E

M<V5N=&5DFX!E=&AN:6.;6EN;W)I=&EE<RR`<&%R=&EC=6QA<FQYSVUI;F]R
M:71Y@'=O;65N+(!I;H!S8VEE;G1I9FEC@&%N9(!T96-H;F]L;V=I8V%L@&-A
M<F5E<G,NS,S3!0P`!P\$``@\$,-/P(`3P1U)!3E2`4D5#25!)14Y4@(!314Q%
M0U1)3T[,TP40``8!``\$":0\$!``T\S@\$0P``````<,.#P(`3P4T5#+H`S
M-S(N*`&\$I@/(\D535\$%"3\$E32\$U%3E2`3T:`0U))5\$5224\$N\P[SA(I'<F%N
M='.`=6YD97\*`=&AI<X!P87)T@'-H86QL@&)E@&%W87)D9630`14``L``0`!
M;!^&AT``2`5`-!O;H!T:&6`8F%S:7.`;V:`8W)I=&5R:6&`97-T86)L:7-H
M962`8GF`=&AE@%-E8W)E=&%R>8!B>8!R96=U;&%T:6]N<R[,S.`1#``````(
M!PP`X/`@!/'H8BF`\@[R4%))3U))5\$E%4R[S#O.\$A%1H98!396-R97!A<GF`
M<VAA;&R`9VEV98!P<FEO<FET>8!T;X!A<!L:6-A;G1S@'1H872`:&%V98!N
M;W2`<')E=FEO=7-L>=`!%0``"P`)``\$P(H'=(``(!4`T')E8V5I=F5D@&9U
M;F1I;F>`9G)O;8!T:&6`36EN;W)I='F`26YS=&ET=71I;VYS@%-C:65N8V6`
M26UP<F]V96UE;G2`4')O9W)A;8!A;F2`=&^<')E=FEO=7//9W)A;G1E97.`
M=VET:(!A@'!R;W9E;H!R96-O<F2`;V:`<W5C8V5S<RR`87.`=V5L;(!A<X!T
M;X!A<!L:6-A=&EO;G.`=&AA=(!C;VYT<FEB=71E@'1O@&%C:&EE=FEN9]B
M86QA;F-E@&%M;VYG@'!R;VIE8W1S@'=I=&B`<F5S<&5C=(!T;X!G96]G<F%P
M:&EC@)E9VEO;BR`86-A9&5M:6.`9&ES8VEP;&EN92R`86YD@'!R;VIE8W2`
M='EP92[,S.`1#``````(!PP`X/`@!/'H8RF`\@[R0U))5\$5224\$N\P[SA(1)
M;H!E<W1A8FQI<VAI;F>`8W)I=&5R:6&`=6YD97*`<W5B<V5C=&EO;H`H82DL
M@'1H98!396-R97!A<GF`;6%Y@&-O;G-I9&5R@'1H9=`!%0``"P`)``,)APB
M)0`!(!4`T&9O;&QO=VEN9X!S96QE8W1I;VZ`8W)I=&5R:6&`.6Z`;6%K:6YG
M@&=R86YT<SK,S.`1#``````(!PP`X.`1#``````!@"0P`X/`@!/'H,2F`<&QA
M;H!O9H!O<&5R871I;VXNS,S@\$0P``````<,.#@ \$0P``````8`D,`.#P(`3P
M*#(I@%U86QI='F;V:`V5Y@'!E<G-O;FYE;"[0!A4``L``0`!:"NX)BH`
M`2`5`-""X!\$,``````@'#`#@X!\$,``````&`)#`#@\"`\$\"@S\*8!B=61G972`
M86YD@&-O<W2`969F96-T:79E;F5S<R[,S.`1#``````(!PP`X.`1#``````!@
M"0P`X/`@!/'H-"F`979A;5A=&EO;H!P;&%N+LS,X!\$,``````@'#`#@X!\$,

M````&`)#`#@`"\$`\$\"@U*8!A9&5Q=6%C>8!O9H!R97-O=7)C97,NS,S@\$0P`
M``````<`,`#@`\$0P``````8`D`,`#P(`3P*#8I@&ED96YT:69I8V%T:6]N@&]F
M@&YE962`9FJR@`1H98!P<FJJ96-T+LS,X!\$,``````@`#`#@X!\$,````&`)
M#`#@`"\$`\$\"@W\*8!P;W1E;G1I86R`:6YS=&ET=71I;VYA;(!I;7!A8W2`;V:`
M=&AE@`!R;VIE8W0NS,S@\$0P``````<`,`#@`\$0P``````8`D`,`#P(`3P*#@I
M@&EN<W1I='5T:6]N86R`8V]M;6ET;65N=(!T;X!T:&6`<')O:F5C="[S.`1
M#``````(!PP`X.`1#``````!@`"0P`X/`@`!/`H.2F`97AP96-T962`;W5T8V]M
M97,NS,S@\$0P``````<`,`#@`\$0P``````8`D`,`#P(`3P*#\$P*8!S8VEE;G1I
M9FEC@&%N9(!E9'5C871I;VYA;(!V86QU98!O9H!T:&6`<')O<&]S962`<')O
M:F5C="[S,-,%#`""0`""0P`T\_`@`!/`54T6`3T:`1E5.1%/,TP40``8!``\$"
M8@<`!`!``T\$@`\$0P``````<`,`#P(`3P4T5#+H`S-S,N*&\$I@/(.\\E194\$53
MM``````<`,`#@`\$0P``````8`D`,`#P(`3P*#\$I@&EN<W1I='5T:6]N86R`9W)A
M;G1S@"AA<X!D969I;F5D@&EN@'-E8W1I;VZ`,S<T*#\$I*3O,X!\$,``````@`
M#`#@S.`1#``````(!PP`X.`1#``````!@`"0P`X/`@`!/`H,BF`8V]O<&5R871I
M=F6`9W)A;G1S@"AA<X!D969I;F5D@&EN@'-E8W1I;VZ`,S<T*#(I*3O,S.`1
M#``````(!PP`X.`1#``````!@`"0P`X/`@`!/`H,RF`9&5S:6=N@`!R;VIE8W1S
M@"AA<X!D969I;F5D@&EN@'-E8W1I;VZ`,S<T\*#,I\*3N`;W*`S,S@\$0P``````
M""<`,`#@`\$0P``````8`D`,`#P(`3P*#0I@'-P96-I86R`<')O:F5C=.`*`&%S
M@&1E9FEN962`:6Z`<V5C=&EO;H`S-S0H-"DNS,S@\$0P``````<`,`#P(`3P
M*&(I@/(.\\D%55\$A/4DE:142`55-%4X!&3U\*`14%#2(!465!%@)\$]&@\$=204Y4
M+O,\\X2\$*#\$I@%1H98!A=71H;W)I>F5D@`5S97.`;V;0`14``L``0`!@`![0
M&1P``2`5`-!F=6YD<X!M861E@&%V86EL86)L98!A<X!I;G-T:71U=&EO;F%L
M@&=R86YT<X!I;F-L=61E@"AB=72`87)E@&YO=(!L:6UI=&5D@`!O*82\$S,S@
M\$0P``````<`,`#@`\$0P``````8`D`,`#@`\$0P``````N`L`,`#P(`3P*#\$I@&9A
M8W5L='F`9&5V96QO<&UE;G2`<')O9W)A;7,[@&%N9(#,S.`1#``````(!PP`
MX.`1#``````!@`"0P`X.`1#``````"X"PP`X/`@`!/`H0BF`9&5V96QO<&UE;G2`
M;V:`8W5R<FEC=6QU;8!M871E<FEA;`,`NS,S@\$0P``````<`,`#@`\$0P``````

M8`D,`.#P(`3P\*#(I@%IH98!A=7IH;W)I>F5D@'5S97.`;V:`9G5N9'.`;6%D
M98!A=F%I;.&%B;.&6`87.`8V]O<&5R87II=F6`9W)A;G1S@&EN8VQU9&6`*&)U
M=,]A<F6`;F]T@&QI;6ET962`=&\IA(3,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@
M"0P`X.`1#`~~~~~"X"PP`X/^@!/^H02F`87-S:7-T:6YG@&EN<WII='5T:6]N
M<X!;H!S:&%R:6YG@&9A8VEL:71I97.`86YD@!E<G-O;FYE;#O,S.`1#`~
M``(!PP`X.`1#`~~~~~!@"0P`X.`1#`~~~~~"X"PP`X/^@!/^H0BF`9&ES<V5M
M:6YA=&EN9X!;F9O<FUA=&EO;H!A8F]U=(!E<WIA8FQI<VAE9(!P<F]G<F%M
M<X!;H!S8VEE;F-E@&%N9,]E;F=I;F5E<FEN9SO,T`85`~+`~D`~6@KN"8J
M``\$@%0#0X!\$,~~~~~@'#`#@X!\$,~~~~~&`)#`#@X!\$,~~~~~+@+#`#@\"`\$
M"A#*8!S=7!P;W)T:6YG@&-O;W!E<F%T:79E@&5F9F]R='.`=&^<WIR96YG
M=&AE;H!T:&6`:6YS=&ET=71I;V[P`3P<X!S8VEE;F-E@&%N9,]E;F=I;F5E
M<FEN9X!P<F]G<F%M<SN`86YDS,S@\$0P`~~~~~"<`,`#@\$0P`~~~~~8`D`,`#@
M\$0P`~~~~~N`L,`.#P(`3P*\$0I@&-A<G)Y:6YG@&]U=(!A@&-O;6)I;F%T:6]N
M@&]F@&%N>8!O9H!T:&6`86-T:79I=&EE<X!;H!S=6)P87)A9W)A<&AS@"A!
M*<]T:')O=6=H@"A#*2[,S.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X/^@!/^H
M,RDH02F`5&AE@&%U=&AO<FEZ962`=7-E<X!O9H!F=6YD<X!M861E@&%V86EL
M86)L98!A<X!D97-I9VZ`<`)O:F5C='.`:6YC;'5D98`H8G5TSV%R98!N;W2`
M;&EM:71E9(!T;RF\$A,S,X!\$,~~~~~@'#`#@X!\$,~~~~~&`)#`#@X!\$,~~~~~
M`+@+#`#@X!\$,~~~~~!.`#`#@\"`\$\"B<:9LI@&1E=F5L;W!;F>`<&QA;FYI
M;F<L@&UA;F%G96UE;G0L@&%N9(!E=F%L=6%T:6]N@'-Y<W1E;7,[@&%N9,R`
MS.`1#`~~~~~(!PP`X.`1#`~~~~~!@"0P`X.`1#`~~~~~"X"PP`X.`1#`~~~~~0
M#@P`X"A1:2F`9&5V96QO<&EN9X!P;&%N<X!F;W*`:6YI=&EA=&EN9X!S8VEE
M;G1I9FEC@`)E<V5A<F-H@&%N9(!F;W\*`:6UP<F]V:6YGSVEN<WII='5T:6]N
M<_`<!/"`8V%P86)I;&ET:65S@&9O<H!S=6-H@&%C=&EV:71I97,NS,S@\$0P`
M`~~~~~"<`,`#@\$0P`~~~~~8`D`,`#@\$0P`~~~~~N`L,`.#P(`3P*\$I@\$9U;FIS
M@'5S962`9F]R@&1E<VEG;H!P<F]J96-T@&=R86YT<X!M87F`;F]T@&)E@'5S
M962`=&^<&%Y@&UO<F6`=&AA;LU,(!P97)C96YT@&]F@'1H98!S86QA<FEE

M<X!D=7)l;F>`86YY@&%%C861E;6EC@'EE87\*`;V:~9F%C=6QT>8!M96UB97)S
M@&EN=F]L=F5D@&EN@'IH98!P<F]J96-T+LS,X!\$,~~~~@'##@\"\$\"@T
M*8!4:&6`875T:&]R:7IE9(!U<V5S@&]F@&9U;FIS@&UA9&6`879A:6QA8FQE
M@&S@'-P96-I86R`<')O:F5C='.:6YC;'5D98`H8G5T@&R98!N;W3/;&EM
M:71E9(!T;RF\$A,S@\$0P~~~~<`,`.#@\$0P~~~~8`D`,`.#@\$0P~~~~N`L,
M`.#P(`3P*\$SI@&D=F%N8V5D@'-C:65N8V6`<V5M:6YA<G,[S.`1#~~~~(
M!PP`X.`1#~~~~!@\"0P`X.`1#~~~~X\"PP`X,S@\$0P~~~~<`,`.#@\$0P`
M``8`D`,`.#@\$0P~~~~N`L`,`.#P(`3P\*\$(I@'-C:65N8V6`9F%C=6QT>8!W
M;W)K<VAO<.`86YD@&-O;F9E<F5N8V5S.\S,X!\$,~~~~@'##@X!\$,``~
M`&`)#`#@X!\$,``~+@+`#@\"\$\"A#*8!F86-U;'1Y@'1R86EN:6YG@'1O
M@&1E=F5L;W``<W!E8VEF:6.`<V-I96YC98!R97-E87)C:(!O<H!E9'5C871I
M;VZ`<VMI;&QS.\S,X!\$,~~~~@'##@X!\$,``~&`)#`#@X!\$,``~+@+
M#`#@\"\$\"A\$\*8!R97-E87)C:(!I;H!S8VEE;F-E@&5D=6-A=&EO;CO,S.`1
M#~~~~(!PP`X.`1#~~~~!@\"0P`X.`1#~~~~X\"PP`X/^@!/^H12F`<')O
M9W)A;7.`9F]R@'9I<VET:6YG@'-C:65N=&ES=',[S,S@\$0P~~~~<`,`.#@
M\$0P~~~~8`D`,`.#@\$0P~~~~N`L`,`.#P(`3P*\$SI@'!R97!A<F%T:6]N@&]F
M@&9I;&US@&]R@&U9&EOA'9I<W5A;(!M871E<FEA;`.`:6Z`<V-I96YC93O,
MS.`1#~~~~(!PP`X.`1#~~~~!@\"0P`X.`1#~~~~X\"PP`X/^@!/^H1RF`
M9&5V96QO<&UE;G2`;V:~;&5A<FYI;F>`97AP97)I96YC97.`:6Z`<V-I96YC
M98!B97EO;F2`=&AO<V6`;F]R;6%L;'G/879A:6QA8FQE@'1O@&UI;F]R:71Y
M@'5N9&5R9W)A9'5A=&6`<W1U9&5N=',[S.`1#~~~~(!PP`X.`1#~~~~!@
M\"0P`X,S@\$0P~~~~<`,`.#@\$0P~~~~8`D`,`.#@\$0P~~~~N`L`,`.#P(`3P
M*\$@I@&1E=F5L;W!M96YT@&]F@'!R981C;VQL96=E@&5N<FEC:&UE;G2`86-T
M:79I=&EE<X!I;H!S8VEE;F-E.X!A;F2`S,S@\$0P~~~~<`,`.#@\$0P~~~~
M8`D`,`.#@\$0P~~~~N`L`,`.#P(`3P*\$DI@&%N>8!O=&AE<H!A8W1I=FET:65S
M@&1E<VEG;F5D@'1O@&%D9')E<W.`<W!E8VEF:6.`8F%R<FEE<G.`=&^`=&AE
M@&5N=')Y@&]FSVUI;F]R:71I97.`:6YT;X!S8VEE;F-E+LS,TP4,``<!`(!

M#`#3\`"\$\\$1%1DE.251)3TY3S-,%\$``&`0`!`E04`0`0`-/,X!\$,``````@`
M#`#@`"\$`\$%-`%0RZ`,S<T+H!&;W\*`=&AE@`!U<G!O<V6`;V:.`=&AI<X!P87)T
MA(3,T`85``+``D``6@KN"8J``\$@%0#0X!\$,``````@`#`#@X!\$,````&`)
M#`#@`"\$`\$"@Q\*8!4:&6`=&5R;8#P'03P:6YS=&ET=711;VYA;(!G<F%N=/'<
M!/'";65A;G.`88!G<F%N=(!T:&%T@`-U<!O<G1S@`!H98!l;7!L96UE;G1A
M=&EO;H!O9LJA@&-O;7!R96AE;G-I=F6`<V-I96YC98!l;7!R;W9E;65N=(!P
M;&%N+(!W:&EC;(!M87F`:6YC;'5D98!A;GF`8VJM8FEN871l;VZ`;V:.`86-T
M:79l=&EE<X!F;W+/:6UP<FJV:6YG@`!H98!P<F5P87)A=&EO;H!O9H!M:6YO
M<FET>8!S='5D96YT<X!F;W*`8V%R965R<X!l;H!S8VEE;F-E+LS,X!\$,````
M``@`#`#@X!\$,````&`)#`#@`"\$`\$"@R*8!4:&6`=&5R;8#P'03P8V]O<&5R
M871l=F6`9W)A;G3P``3P@&UE86YS@&&`9W)A;G2`=&AA=(!A<W-I<W1S@&=R
M;W5P<X!O9H!N;VYP<F]F:73/86-C<F5D:71E9(!C;VQL96=E<X!A;F2`=6YI
M=F5R<VET:65S@`!O@`=O<FN`=&]G971H97\*`=&^`8V]N9'5C=(!A@`-C:65N
M8V6`:6UP<F]V96UE;G2`<')O9W)A;2[,S.`1#``````(!PP`X.`1#``````!@
M"0P`X/`@!/'H,RF`5&AE@`!E<FV`\!T\$&1E<VEG;H!P<F]J96-T<\_`<!/!"
M;65A;G.`<')O:F5C=.`=&AA=(!A<W-I<W2`;6EN;W)I='F`:6YS=&ET=711
M;VYS@`!H872`9&_/_;FJT@&AA=F6`=&AE:7\*`;W=N@&%P<')O<')I871E@`)E
M<VJU<F-E<X!O<H!P97)S;VYN96R`=&^`<&QA;H!A;F2`9&5V96QO<(!L;VYG
MA')A;F=E@`-C:65N8V7/:6UP<F]V96UE;G2`<')O9W)A;7,NS,S@\$0P``````
M"``<`,`#@\$0P``````8`D`,`#P(`3P*#0l@%1H98!T97)M@/`=!/!S<&5C:6%L
M@`!R;VIE8W1S\!P\$(!M96%N<X2\$S.`1#``````(!PP`X.`1#``````!@"0P`
MX.`1#``````"X"PP`X,S@\$0P``````"<`,`#@\$0P``````8`D`,`#@\$0P``````
MN`L`,`#P(`3P*\$S!@&&`<W!E8VEA;(!P<F]J96-T@&=R86YT@`!O@&&`;6EN
M;W)I='F`:6YS=&ET=711;VZ`=VAI8VB`<W5P<&]R=(!A8W1l=FET:65SSW1H
M872\$A,S,X!\$,``````@`#`#@X!\$,````&`)#`#@X!\$,````+@`#`#@X!\$,
M``````!.`#`#@`"\$`\$"B<:9LI@&EM<')O=F6`=&AE@`%U86QI='F`;V:.`=')A
M:6Yl;F>`:6Z`<V-I96YC98!A;F2`96YG:6YE97)l;F>`873/;6EN;W)I='F`

M:6YS=&ET=71I;VYS.X!O<LS,X!\$,``````@'#`#@X!\$,``````&`)#`#@X!\$,
M``````+@+#`#@X!\$,``````!`#`#@@"`\$\"AI:2F`96YH86YC98!T:&6`;6EN
M;W)I='F`:6YS=&ET=71I;VYS\!P\$\\(!G96YE<F%L@'-C:65N=&EF:6.`<F5S
M96%R8VC/8V%P86)I;&ET:65S.X!O<LS,X!\$,``````@'#`#@X!\$,``````&`)
M#`#@X!\$,``````+@+#`#@@"`\$\"A"*8!A@'-P96-I86R`<')O:F5C=(!G<F%N
M=(!T;X!A;GF`96QI9VEB;&6`87!P;&EC86YT@'=H:6-H@'-U<!'O<G!S@&%C
M=&EV:71I97//=&AA=(2\$S,S@\$0P``````<`,`#@\$0P``````8`D`,`#@\$0P`
M````N`L`,`#@\$0P``````\$`X`,`#P(`3P*)QIFRF`<')O=FED98!A@&YE96IE
M9(!S97)V:6-E@'1O@&&`9W)O=7``;V:`96QI9VEB;&6`;6EN;W)I='F`:6YS
M=&ET=71I;VYS.\\]O<H#,S.`1#``````(!PP`X.`1#``````!@\"0P`X.`1#````
M````X\"PP`X.`1#``````0#@P`X/`@!/'H:6DI@'!R;W9I9&6`:6Z\$<V5R=FEC
M98!T<F%I;FEN9X!F;W*`<')O:F5C=(!D:7)E8W1O<G,L@'-C:65N=&ES=`,L
M@&%N9,]E;F=I;F5E<G.`9G)O;8!E;&EG:6)L98!M:6YO<FET>8!!;G-T:71U
M=&EO;G,N!\\\$\"[S.`1#``````(!PP`X%-`%0RZ`,`S`R+H!4:71L97.`5DE)
M@&%N9(!P87)T@\$*`;V:.`=&ET;&6`6(!O9H!T:&6`06-T@&%R98!R97!E86QE
M9\"[S,-`%#````0````0P`T\_(\\B.`(X`C@/,\\)`\$%0````P`)``\$<(VP>(0`!
6(!4`T-,%\$``&`0`!`L,;`0`0`-/;S(`C

end

begin 666 t3sum.wpd

M_U=00^,/``!\"@(!``````@4``````--P``````(``)/3R\$O07_V\$2@T3PG!_8FN7
MF8871VC?;-TER=)/DN5*MRA^&`#*39NULX\FPF)MV9*!I#N\$.PO_UP!RO2_5
MCU>3DYTF<@3H0^(Q#ZO)*K\3I@JL@4!,L\$*UEW*/:E4]M.\"@2H%-..3J-_L4X
M``\*L<3[B&=U>(?!U\\)GA@6X'W>KC!;9;[7<\$1J?``%'+0U!J3&\"Y6/3R89E<
M9X0HU#:4PJRV,MK)+F;F0P%B>]/KGI1\"J/F=\"N*Z6C7U\$8X%?=BE^4F0\"/WD
MP&H8[0\\`9.F\$8G`8]@WDVB]+K/&EHZLKP+X<J3W>2:-I2F9ZN-Q]'B(\$.\$G7

MF<4DKB>"_M=?KH*K'?HP7QQ)8GH9S164:9_C0K)KRP07!L#(F3:@+IH&4[%
M8ZC/:[KI8I<U&7^R#T"4/8I1F2X/290V:VXPO%MKK/'NE"9G5!EY:X;"9[>A
MSLX;Z*\@ (5N?0:,5QQ\EYA93V&>,LYK\$(.I7W-FO11P4E<KS7L&K,,H'TFP
M-Y"!;0.UH+_W@P&16BV7J9[68)%Q2.F?;,E"HPB/OO'RY6.,@\$=*3)VNQ<B
M*E>AZ]_V@@@C!9MSK(N;(!,59=<P<*\$`K'#310O,=ZD).31WC9)789UAW!6NL
M4O='G)*_=(PMX"#.;I]:MXX"# \$' @C'0`""L!`""N!`"
M`%4U`""3@`""+D%`""))0\$`""&`""!P8`""LP!`""@`""-!@`""<!
M`""0`""#4&`""(-`\$`""4`""=08`""@`""0`""\`"")!@`""4!`""
M`""")@&`""""\$`""#F`""H`8`""LP`P`""\$0`""&!P`""@@`""\$`G@`"
M`,H`""9@(`""""":@`""!A`0`""!0`""!J`""""%4`""3@`""X(
M`""""\$`"""?`""S`@`""LP!0`""\$0`""!K"0`""@@`""\$`IP`""\*)`""
M50(`"!`""5@H`""((`"!`".4`""D"@`""%4`""3@`""(D+`""""
M`0"?`""UPL`""!5`@`""\$X`""!V#`""6@!`""?`(`,0,`""
M`""Q`P`""""#\$`""""",0,`""
MQ`P`""""#\$`""""",0,`""Q`P`"
M`""""#\$`""""",0,`""Q`P`E"
M`@`""!T`""!`#P`""""\$`/"`""0`"
M`""!`#P`""""\$`/"`""0`"
M`"!`#P`""""\$`/"`""0`"!`
M#P`""S`0`""!`""%T`/"`""70\`""!`#P`"
M`""""%T`/"`"+,\$`""!"`""H0`""82`!0`""3`!A`,`90!R
M`\$H`90!T`""20!)\$D`""
M`""""!(4%#!#3#5-4P`""V`L`2P!+`\$L`2P!V`L`3`"
M`""
M`""
M`""
M`"";DRPS2@`UA[##SD(`"1"0`""%H`""P\$`

MBQ0V%0':0!M`&4`<P`@\$X`90!W`""4@!O`&T`80!N`""4@!E`&<`=0!L

M`&\$`<@`""""\$`@!8`@\$""\$`"@`""""

M`1("""0`H0`"\$`""G@D!`(`GPD!`(`H`D!`\$0`H0D!`\$4`H@D!

M`(`HPD!`(`I`D#`(\$!I0D`"(\$!IPD`"(\$!K`D`"(\$!&\$8C(P`""""

M`""""(,WP>`""@`"K`D`",!`"0`"@`""\$`"@`"-P`"#="A`

M@P\$*`,`KQ<I\$`#=W0L+`,`""0+`-W4&Q`AP\$`""@`C`.6QP\$`C`,``%@"

M`@!8`@`"P#4\@SR1%)!IE3@\$0P`""8`D`,`#S#//4&R`,`A@\$`""@`6`(%

M!0`6`(!`"#"`@`@`Y;`&P`""`,`U.`1#`""""X"PP`X.`1#`""""0#@P`

MX.`1#`""""!H\$`P`X.`1#`""""#\$@P`X.`1#`""""8%0P`X.`1#`""""!P

M%PP`X.`1#`""""#(&0P`X.`1#`""""@`"P`X#\$P+S\$T+SDW`0`""0`\*`""

M`!P`""""""""""!Z\7)"I`""J0`"-T*\$`"#"00`P`"""\$0

M`-W="PP`P\$`""0`,`-T!`"H`""4`""W0H0`(!\$`"#"*7)Q`"W=T+"P`#

M`""\$P#=X\$`2`""""(-`@T;`.P3\$@#@U!L?`(<!#@`C`"#"AJ@!`"#"#`"8

M`@(`6`C`"!`U/(\DAI9VAE<H!%9'5C871I;VZ`06-T.H!4:71L98!)24GS

M#//4&R`,`A@\$.`"@`6`)5+0`6`(!`"#"`@`@`X:H+0`""`,`U-0`%`""%0`

M00!""\$P`10`@`\$`\$`""H`-8>PP`Y`""\$0D`"!`:"L!(L4-@!4`&D`;0!E

M`,`(!.`&4`=P`@`%(`;P!M`&\$`;@`@`%(`90!G`4`;!A`C`""""

M`"!`"H`""5`""W0H0`(!\$`"#"*7)Q`"W=T+"P`#`""\$P#=S.!`\$@`

M`""#0(-&P#L\$Q(`X-0;P`""0C`""@`Y;`"0`@`P`6`C`"%"@`"""?`-3R

M#/)(:6=H97*`161U8V%T:6JN@%\$C=#J`5&ET;&6`24E)\PSSU!LC`(8!`@`C`

M`%@"!04`""%@"0`@`P`C`C`.6QRX`""C`-0!`""!"H`""""

M`""""\$SKQ<D`*`<""G`""W0H0`(!`"#"`C`C`1`"W=T+#`"#"0`

M!`P`W0\$`"@`")T`""#="A`"@P\$0`,`KQ<G\$`#=W0L+`,`""0+`-TY+S\$Y

M+SDWS,S@0!(`""""@T`"#1L`[!2`.#4&Q`AP\$2`"@`C`.6QP\$`C`,``%@"

M`@!8`@`"P#4\@SR2&EG:&5R@\$5D=6-A=&EO;H!!8W0Z@%1I=&QE@\$E)2?,,

M\j0;(P`&`1C`"!"8`@4%`"8`@\$`C`,`"#"#EL<V`""(P#4*`#6`L,/0@`

M`!\$)`""6@`+`0`+`%#8`5`!I`&T`90!S`""3@!E`"<C`!2`&`\;0!A`&X`

M(!2`&4`9P!U`&P`80!R`.....0`*`....VP`-T*\$`"#0H`P"O
M%RD0`-W="PL`P`!`L`W=0;P`"10`"``@`Y;`0`@`P`6`(""%@`"``"?
M`-3R#/)4\$D%&5.`1#`"``!@`"0P`X/,,)0;(P"&`10`"``!8`@4%``!8`@\$`
M(`,""``#EL<;``(P#4X!\$,````+@`+`#`#@X!\$,````!`#`#`#@X!\$,````
M`&@0#`#`#@X!\$,````;2#`#`#@X!\$,````!@5#`#`#@X!\$,````"7#`#`#@X!\$,
M`"``;@9#`#`#@X!\$,````" <#`#`@.2\Q.2\Y-R@`UA[##SD(``1"0`"``%H`
M"P\$`BQ0V`%0`:0!M`&4`<P`@`\$X`90!W`"``4@!O`&T`80!N`"``4@!E`&<`
M=0!L`&\$`<@`"``"``"``\$`"@`"``)4`"``#="A`@P\$0``,`KQ<G\$`#="W0L+
M`,`"0+`-W,X\$`2`"````(-`@T;`.P3\$@#`@U!L?`(<!%@`(`"``#EL<!`"``#
M`!8`@(`6`(`!\`U/(\DAI9VAE<H!%9'5C871I;VZ`06-T.H!4:71L98!)
M24GS#//4&R;`A@\$6``@`6`(%!0`6`(!`"``#`@`@`Y;`+@`"``;`U"@`UA[#
M#SD(``1"0`"``%H`"P\$`BQ0V`%0`:0!M`&4`<P`@`\$X`90!W`"``4@!O`&T`
M80!N`"``4@!E`&<`=0!L`&\$`<@`"``"``"``\$`#`9`"``#`"``"``\$P`1
M`4\$`"``"``"``P`"``!`!X`%0@#`"``"``"``#B?0`4\$`"``"``"``P`"``"
M`!X`%0@#`"``"``"``#R?0`4\$`"``"``"``P`0`"``!;`\$0`%!`"``"``"``;,
M`\$`0`>!4(P@`"``"``\$`3ZT`%!`"``"``"``"``;`,`\$`@`>!4(P@`"``"
M`!;[4`%!`"``"``"``"``;`,`(`">!4(P@`"``"``P=\$`%!`"``"``"``!`"``;,
M`(`0`7`0`P@`"``"``("6^T`"``P`@`"``!<!`"``#`"``"``"``\$;^0`"``
M#`#`"``"``@`5`"``;(`"``"``"``81`!100`"``"``"``#`#`#`\$`%P`\$`"``;(`"
M`"``")=-`"``"``;`,`@`7`0`P@`"``"``!JV\$`"``P`!`"``!X`%0@#`"``"
M`"``;!S0`4\$`"``"``\$`"``P`!`"``!<!`"``#`"``"``"``#0`"``#`\$`(`"
M%P`\$`"``;(`"``"``"``<=-`"``"``;`,`4`"``"``3`!\$`!100`"``"``"``#`#`%`\$`&P`;
M`"``;(`"``"``"``"``!\$`(`P`#`#`%`(`P`\$`"``;(`"``"``"``B+`-`"``"``;`,`8`
M`"``3`!\$`!100`"``"``"``#`#`&`\$`%P`\$`"``;(`"``"``"``A[1`"``"``;`,`8`@`7`
M`0`P@`"``"``!;O4`"``P`!P`"``!;\$0`%!`"``"``"``"``"``;`,`<`0`>!4(
M`P@`"``"``/@"4\$`%!`"``"``"``"``;`,`<`@`>!4(P@`"``"``. #W#4\$`%!`"``"
M`"``"``\$`-`!0`?`"``"``5`!!`\$(`3`!%`"``"``00`"``4`"``"``&0`\$`"``!`"``1

M`0`\$+`0`!`9`0`0`-@`.....#
M%/MB)`;!@`5`!R`&D`80!N`&<`;!E`!L&\.P"@`\*`.!`
M!`T`.....X`.....,40&,D`&`&`!\$`&D`80!M`&\`;@!D
M`!`&`&\.P"@`*`.#="A`@P\$``,`@`A\$`#=W0L+`,`0+`-WQ
M`J<)\=8"%0"0D`0`#`.....#_Q4`UO\$#IPGQ0"G"?6`A4`@`\$3`\$`
M`P`....._5`-;Q`:<)\?\$`I`GQF_\$!`I`GQ\0*D"?Q`J4)\?\$`K`GQU@`5
M`(!#P`!`,`...../_%0#6\0.L"?Q`\*P)\=8"%0"14`0`#`.....#_
M_Q4`UO\$!K`GQ\0.E"?Q`\*4)\=8"%0"1\$`0`#`.....#_Q4`UO\$!I0GQ
MF_\$#I`GQ\0"D"?6`!4`@`\$+`\$`P`.....\_5`-;Q`:0)\=\$#-P`0`
M%@`%`!0\$`%`@`!@`6`(`.....9.P`.....!DR`W
M`-%4:&6`5&ET;&6`24E)@`!R;V=R86US@&1I<F5C=&QY@`)E;&%T98!T;X!T
M:&6`1&5P87)T;65N=/`<!`!S@`-U<`!O<G2`;V:`86-C97-S@`!O@`!O<W1S
M96-O;F1A<GG0`14`L`"0`!F`<`.....2`5`-!E9`5C871I;VZ`87.`=V5L
M;(!A<X!H:6=H@`-T86YD87)D<X!A;F2`:&EG:(!A8VAI979E;65N=(!B96-A
M=7-E@`!H97-E@`!R;V=R86US@&5N86)L98!T:&7/:6UP<F]V96UE;G2`86YD
M@&5X<&%N<VEO;H!O9H!A;H!I;G-T:71U=&EO;O`<!`!S@&-A<&%C:71Y@`!O
M@`!R;W9I9&6`961U8V%T:6]N86R`;W!P;W)T=6YI=&EE<X!F;W+;/&%R9V6`
M;G5M8F5R<X!O9H!N965D>8!A;F2`=6YD97)R97!R97-E;G1E9(!S='5D96YT
M<RZ`5&AE@\$!E<&%R=&UE;G2`:7.`<)O<&]S:6YG@`!H9<]F;VQL;W=I;F>`
M8VAA;F=E<X!T;X!4:71L98!)24F`87.`<&%R=(!O9H!T:&6`<F5A=71H;W)I
M>F%T:6]N+H""S,SR#O+4&Q`AP\$`"@`O`*.IP`,`O`(`%@"`@!8`@`P#4
M\@SR5&ET;&6`24E)@`)E875T:&]R:7IA=&EO;H!S=)U8W1U<F7S#//4&R,`
MA@\$`"@`6`(%!0`6`(#`+P`"@`HY`^@(``,`U/.,]\$%0`P)``\$@
M#8@%!@`!(4`T-0;P`"0(`""*`A/J!0"\*`@`6`(""%@"!04?`-14:&6`
M<F5V:7-E9(!4:71L98!)24F`<W1R=6-T=7)E@`=I;&R`8F6`87.`9F]L;&]W
M<SKR#/+0!!4`L`"0`!-`Z<!@<`2`5`-#S#//@\$0P`.....<`,`!087)T
M@\$Z@%-T<F5N9W1H96YI;F>`26YS=&ET=71I;VYS@`!R;V=R86W0!!4`L`

M"0!,'^8!P@``2`5`-#@\$0P``````<,'.!087)T@\$<Z@\$AI<W1O<FEC86QL
M>8!";&%C:X!#;VQL96=E<X!A;F2`56YI=F5R<VET:65S@"A(0D-5*8!P<F]G
M<F%MS.`1#``````(!PP`X%!A<G2`0SJ`2\$)#58!#87!I=&%L@\$9I;F%N8VEN
M9X!P<F]G<F%MS.`1#``````(!PP`X%!A<G2`1#J`4W1R96YG=&AE;FEN9X!(
M:7-P86Y18X1397)V:6YG@\$EN<W1I='5T:6]N<X`H2%-)\*8!P<F]G<F%MS.`1
M#``````(!PP`X%!A<G2`13J`4W1R96YG=&AE;FEN9X!4<FEB86R`0V]L;&5G
M97.`86YD@%5N:79E<G-I=&EE<X`H5\$-5*8!0<F]G<F%MS.`1#``````(!PP`
MX%!A<G2`1CJ`36EN;W)I='F`4V-I96YC98!);7!R;W9E;65N=(!0<F]G<F%M
M@"A-4TE0*<S@\$0P``````<,'.!087)T@\$<Z@\$=E;F5R86R`4')O=FES:6]N
M<]0;(P"&`0(`"!8`@4%``!8`@4`B@(""(H"\$^I]`P``(P#4T`05``+``D`
M`1@5@`T.`\$@%0#0S/(\M0;P``0(`""`HY`P```@``6`(`"%@"!04?
M`-3R#O)5<V6`;V:`9G5N9/S#O/4&R,`A@\$```@`6`(%!0``6`(#`+P```@``\`
M`HY`^04``",`U-`\$%0``P``)`\$`%V@/\$``!(!4`T-T\$`\$````2P``P#[8O\0
M`-W=!0L``P``L`W=T&\$P````2P``@#[8F(&``3`-WP&P;PX#`,`````@`
M#`#@W0<+`,`````+`-WR"/).97>`= &5C:&YO;&]G>8!P<FEO<FET>?;(_,,
M\]T(%P"#`2P``@#[8F(&``!])!@``%P#=C-`\$P``%0`3``\$4&'P0\$0`!`@@`
M*`,`(!R@C`B`?`-`,W0D+`,`````+`-U4:&ES@&YE=X!P<FEO<FET>8!F;V-U
M<V5S@&]N@&EM<')O=FEN9X!T:&6`961U8V%T:6]N86R`8V%P86-I='F`;V:`
M:6YS=&ET=71I;VYS@!A<G118VEP871I;F>`.6Z`G`1H9<]C;VUP971I=&EV
M99N`26YS=&ET=71I;VYA;(!:62`<')O9W)A;7.`8GF`9VEV:6YG@!R:6]R
M:71Y@!1O@!1H;W-E@&%P<&QI8V%T:6]N<X!T:&%T@&9O8W5S@&]NSVEN=&5G
M<F%T:6YG@!1H98!U<V6`;V:`= &5C:&YO;&]G>8!A;F2`96YH86YC:6YG@!1H
M98!I;G-T:71U=&EO;O`<!|S@!1E8VAN;VQO9VEC86R`8V%P86-I='F`:6Z`
M=&AE:7+/86-T:79I=&EE<RZ`@\$&`<W!E8VEF:6.`875T:&]R:71E9(!A8W1I
M=FET>8!I<X!A;'-O@&EN8VQU9&5D@!1O@&5N8V]U<F%G98!I;G-T:71U=&EO
M;G.`=VAO@&YE962`:72`=&_/:6YV97-T@&EN@!1H98!I;7!R;W9E;65N=(!O
M9H!T:&5I<H!A9&UI;FES=')A=&EO;H!O9H!F=6YD<X!M861E@&%V86EL86)L

M98!T;X!S='5D96YT<X!P=7)S=6%N=(!T;\]4:71L98!)5H!O9H!T:&6`2\$5!
M+H" @,S,W000`((!+'`#'/MB_Q`W=T%"P`#`""P#=W083`((!+'`"/MB
M&0D`!,`W?`;!O#@,`P`""""<`,`.#=!PL`P`""L`W?(\O((\D5N9&]W
M;65N=(!F=6YD<_(_,_)T(%P"#`2P``@#[8AD)``T"0``%P#=C-`\$P`
M%0`3``%T]P7&0`!`@@*",(!R@C`B`?`-",W0D+`,```+`-U%;&EM:6YA
M=&6`=&AE@\$5N9&]W;65N=(!#:&%L;&5N9V6`1W)A;GIS@`!R;V=R86V`86YD
M@&%L;&]W@&EN<WII='5T:6]N<X!P87)T:6-I<&%T:6YG@&EN@)QT:&6`STEN
M<WII='5T:6]N86R;@%\$I9("(<')O9W)A;7.`A(2`=VET:(!T:&6`97AC;'5S
M:6]N@&]F@\$A"0U6`0V%P0*"?%?%I\0.?"%T\0"@""?%I\0&@""?%A;(!&:6YA
M;F-I;F<L@&%N9(!-4TE0@(2\$@`!H99O;/W!T:6]N@&]F@`5S:6YG@&&`<&]R
M=&EO;H`H=7""=&^`,`C""<&5R8V5N="F`;V:.`=&AE:7\*`87=A<FIS@`!O@&5S
M=&%B;&ES:(!O<H!E>`!A;F2`86Z`96YD;W=M96YTSV9U;F0N@(!);G-T:71U
M=&EO;G.`=V]U;&2`8F6`<F5Q=6ER962`=&^`,`6%T8VB`= &AE@&9E9&5R86R`
M9G5N9'.`=7-E9(!F;W\*`= &AI<X!P=7)P;W-E@(2\$@&%T@&QE87-TSV5Q=6%L
M@`!O@&]N98!D;VQL87\*`;V:.`6YS=&ET=71I;VYA;(!F=6YD<X!F;W\*`979E
M<GF`G&IO;&QA<IN`;V:.`=&AE@&=R86YT@&9U;FIS@(2\$@`=I=&B`;F]N9F5D
M97)A;],F=6YD<RZ` @,SR#/+ ,U!L?`(<!`@`(`+P"CD<#+P""`!8`@(`6`(%
M!1\`U/(\E)E<W1R=6-T=7)I;F?S#O/4&R,`A@\$""`@`6`(%!0`6`(`#+P"
M`@"`HY'R`L`",`U-`\$%0`""P`)""8)D`?(0`!(!4`T-T\$`""`2P``P#[
M8O\0`-W=!0L`P`""L`W=T&\$P""`2P``@#[8C(,``3`-WP&P;PX#`,```
M``@`#`#@W0<+`,```+`-WR"/)-;W9E@`!H98!:(7-P86YI8X!397)V:6YG
M@\$EN<WII='5T:6]N<X`H2%-)\*8!0<F]G<F%M@&9R;VV`4&%R=(!!@`!O@&&`
M;F5W@`!A<G3S"/.\PSSW0@7`(!+'`"/MB,@P``\$T,``7`-V,T`0?``5
M`!,``>PG5""B``\$""`<H(P@`*","(!\`T(S="0L`P`""L`W4UO=F6`= &AE
M@\$A328!P<F]G<F%M@&EN=&^`88!S97!A<F%T98!P87)T@`!O@`)E8V]G;FEZ
M98!T:&6`:6UP;W)T86YT@`)O;&6`2%-)<X!S97)V98!;L]E9'5C871I;F>`
M2&ES<&%N:6.`86YD@&]T:&5R@&QO=X1I;F-O;66`<W1U9&5N=' ,N@%1H98""

M4W1R96YG=&AE;FEN9X!(4TF`<)O9W)A;8!C=7)R96YT;'G/97AI<W1S@'5N
M9&5R@%1I=&QE@\$E)28!087)T@\$SZ@%-E8RZ',S\$V+H#,T`85``'+``D``9PK
M!"0F``\$@%0#026Z`861D:71I;VXL@')E=FES98!T:&6`9&5F:6YI=&EO;H!O
M9H!A;H!(4TF`8GF`96QI;6EN871I;F>`=&AE@&-R:71E<FEA@'1H872`86Z`
M861D:71I;VYA;('R-8!P97)C96YTSVJF@\$AI<W!A;FEC<X!E;G)O;&QE9(!B
M98!L;W>\$:6YC;VUE@&JR@&9I<G-TA&=E;F5R871I;VXN@(!4;X!B98!A;H!E
M;&EG:6)L98!4:71L98!)24F`:6YS=&ET=71I;VXL@'-E8R[/,\$\$R*&(I@&%L
M<F5A9'F`<F5Q=6ER97.`88!H:6=H@'!E<F-E;G1A9V6`96YR;VQL;65N=(!O
M9H!N965D>8!S='5D96YT<RZ`@%1H:7.`8VAA;F=E@'=I;&R`;&5S<V5NSW1H
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M:6)L9<J!;G-T:71U=&EO;G,N@,S,16QI;6EN871E@'1H98!C=7)R96YT@'!R
M:6JR:71Y@&JF@&&`8VJL;&%B;W)A=&EV98!A<G)A;F=E;65N=(!W:71H@&&`
M;&JC86R`961U8V%T:6JN86R`86=E;F-Y@'1OSV-R96%T98!M;W)E@&-O;G-I
M<W1E;F-Y@&)E='E96Z`=&AE@\$A328!P<FJG<F%M@&%N9(!T:&6`;W1H97*`
M4W1R96YG=&AE;FEN9X!);G-T:71U=&EO;LJP<FJG<F%M<RR`=VAI8VB`9&^`
M;FJT@&AA=F6`=&AI<X!R97%U:7)E;65N="Z`S,S=!!``@@\$L``,^V+_\$`#=
MW04+`,```'+`-W=!A,`@@\$L``(^V\*2\$``\$P#=#!L&\\.P#``````(!PP`
MX-T""P`#````"P#=#\@SR\@CR26YC;W)P;W)A=&6`=&AE@\$UI;FJR:71Y@%-C
M:65N8V6`26UP<FJV96UE;G2`4')O9W)A;8`H35-)4"F`86YD@\$AI<W1O<FEC
M86QL>='!%0``"P`)``0\$#@)"@`!(!4`T\$)L86-K@\$-O;&QE9V5S@&%N9(!5
M;FEV97)S:71I97.`\*\$A"0U4I\PCS@/((D-A<&ET86R`1FEN86YC:6YG@%!R
M;V=R86V`:6YT;X!4:71L98!)24F`87/0`14``L``0`!P!\$H"@L``2`5`-!S
M97!A<F%T98!P87)T<_,(_,\]T(%P"#`2P``@#[8I(0``"M\$```%P#=C-`\$
M'P``%0`3``&L\$A0+#`!`@@`\*",(!R@C`B`?`-",W0D+`,```'+`-U3:6YC
M98!B;W1H@'!R;V=R86US@&%L<V^^<V5R=F6`=&^^<W1R96YG=&AE;H!I;G-T
M:71U=&EO;G.`86YD@&%R98!T87)G971E9(!T;X!T:&6`:6YS=&ET=71I;VYS

M@&UO<W3/<V5R=F5D@&)Y@'IH98!O=&AE<H''<)O9W)A;7.`:6Z`5&ET;&6`
M24E)+(!T:&ES@&EN8V]R<&]R87II;VZ`=VEL;(!M;W9E@'IH98!T=V^`<)O
M9W)A;7,L@'=I=&C;/6EN:6UA;(!C:&%N9V5S+(!T;X!W:&5R98!T:&5Y@&UO
M<W2`87!P<F]P<FEA=&5L>8!F:72`=VET:&EN@'IH98!(14\$N@,S,\@SRU!L?
M`(<`@`(`+P"CD<#`+P""`8`@(`6`(%!I\`U/(\.DYE=X!P87)T\p[ST`05
M``+``D``4@7L`I``\$@%0#0W000`((!+``#`/MB\_Q``W=T%"P`#````"P#=
MW083`((!+``"/MB5Q,``!,`W?;!O#@,`P``````"<`,`#=#!PL``P````L`
MW=0M97)S:71I97.`\*%I#52F`<)O9W)A;?,(X#S#//="!<`@P\$L``(`^V)7\$P``
M<A,``!<`W8S0!!``!4`\$P`!7!C\$\$(``0(!R@C""<H(P(@P#0C-T)"P`#
M````"P#=26Z`<F5C;V=N:71I;VZ`;V:.`=&AE@&EM<&]R=&%N=(!R;VQE@%IR
M:6)A;(!#;VQL96=E<X!A;F2`56YI=F5R<VET:65S@"A40U4I@&AA=F6`.6Z`
M96IU8V%T:6YGST%M97)I8V%N@\$EN9&EA;H!A;F2`;WIH97\*`;&]WA&EN8V]M
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M;&%T:6]N@&-R96%T:6YGSV&`;F5W@&EN<WII='5T:6]N86R`86ED@'!R;V=R
M86TN@(!4:&6`<'5R<&]S98!O9H!T:&ES@'!R;V=R86V`.7.`=&^`:6UP<F]V
M92R`<WIR96YG=&AE;H!A;F3/97AP86YD@'IH98!I;G-T:7IU=&EO;O`<!/!S
M@&-A<&%C:7IY@'IO@'-E<G9E@\$%M97)I8V%N@\$EN9&EA;H!A;F2`;WIH97\*`
M;&]WA&EN8V]M98!S='5D96YT<RZ`@%IH9<]97!A<GIM96YT@&EN=&5N9`.`
M=&^`:6YC<F5A<V6`= &AE@'-U<!O<G2`= &^`:6YS=&ET=7II;VYS@'IH872`
M<V5R=F6`;&%R9V6`;G5M8F5R<X!O9H!.87II=F7/06UE<FEC86Z`86YD@\$%L
M87-K88!.87II=F5S+H#,S/(\M0;'P""0(`""`HY"P""`@``6`(`"%@"
M!04?`-3R#O));F-R96%S962`9G5N9&EN9_,\]'\$%0``"P`)``D'TP8&@`!
M(!4`T/,,\]0;(P"&`0(`""!8`@4%``!8`@,`O`(`"+P"CD=5%@``(P#45&AE
M@%!R97-I9&5N='<!/!S@&%U=&AO<FEZ87II;VZ`;&5V96QS@&9O<H!T:&6`
M:6YS=&ET=7II;VYA;(!A:62`<)O9W)A;7.`G&EN8VQU9&6`)#(T-2XUFX!M
M:6QL:6]N@)SQ`IX)\6]FT`\$5``+``D``?@&@8!D;``\$@%0#09G5N9&EN9X#Q
M`YX)\82\$FX!A8F]U=(`D-#"";6EL;&EO;H!M;W)E@'IH86Z`= &AE@%!R97-I

M9&5N=/`<!S@\$99@#\$Y.3B`8G5D9V5T@')E<75E<W0N@(!4:&ESSV%U=&AO
M<FEZ871I;VZ`;&5V96R`<F5F;&5C=!.`=&AE@\$1E<&%R=&UE;G3P``3P<X!!
M;F-R96%S962`8V]M;6ET;65N=(!T;X!C87!A8VET>81B=6EL9&EN9X!F;W+/
M:6YS=&ET=71I;VYS@'1H872`<V5R=F6`;&%R9V6`;G5M8F5R<X!O9H!N965D
M>8!A;F2`=6YD97)R97!R97-E;G1E9(!S='5D96YT<RZ`@%1H98!F;VQL;W=I
M;F?/<V5C=&EO;H!P<F]V:61E<X!A@'1A8FQE@(!O9H!T:&6`9FES8V%L@'EE
M87*`,3DY.(!A;F2`,3DY.8!B=61G972`<F5Q=65S=!.`9FJR@'1H98!4:71L
M98!)24G/26YS=&ET=71I;VYA;(!:62`<)O9W)A;7,N@-`)%0``P`)`&4
M)?P=(`!(!4`T-0J=P`#!`P````B``T`\$@````````9`(`````````#
M``\$``````````9`!D``````@6`(```````!D`&0``````!8`@``
M````&0`9``````(%@``````````````````+`\$*``.P!``@C=P#4U"P;``1
M``#^\$&0`9``````(```````&P#4U"P;``1``#[!&0`9``````(```````
M&P#4U"P;``1``#<!60`9``````(```````&P#4U"L*``,``H`U/(\O((
M\M,%#````0````P`Tj]+%@`#``\*``&8!P````!R`6`-#3!1``!@\$``#'
M&0``\$`#3\PCS06ED@&9O<H!);G-T:71U=&EO;F%L@\$1E=F5L;W!M96YT.O((
M\H#4&Q`AP\$``@`CP%#7`X`CP\$``%@``@!8`@4%'P#4\PCS\PSS*\$EN@'1H
M;W5S86YD<RGR#/+R"/+4&R,`A@\$``@`6`(%!0``6`(`!`@`"/4-<(AH`
M`,`U-`*%0``P`)``\!V0``0`!(!4`T/,(]0;'P``0(```F`BS3\$@`F
M`@`6`(```%@"!04?`-2`@(`"1EDQ.3DX\*M0;(P"&`0(`"!8`@4%``!8`A(`
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M!1\`U(`"@(`"@99,3DY.2HJU!LC`8!`@`(`%@"!04``%@"\$@`F`@(`)@L
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M:6-A;&QY@)Q";&%C\0*C"?%K\0.C"?Q`\*\$)\6OQ`:\$)\?S"H@GQ@/\$#H@GQ`
M0V]L;&5G97.;@&%N9,R`@(!5;FEV97)S:71197.`*\$A"0U5S*8#4&Q`AP\$`
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M\$@`!Z`M0!`@`0,!'`"``"``R"!&0`I`!X`"``@);[0`8`,3\$S,#`P&0"!`
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M`4B=%@`#T`0`6`(`"%@`"!04?`-3S#/-;4&%R=(!`.H!396,N@`#,R-EWR#/+4`
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M@`"730`")00#0U!L?`(<`!`@`C`"8"+-,2`"8""!8`@(`6`(%!1\`U#\$Y`+#8P`
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M`/0!2)T6`/0!``8`@(`6`(%!1\`U/,,\UMP<F]P;W-E9(!087)T@\$5=\@SR
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ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

RFC-822-headers:

Received: from conversion.pmdf.eop.gov by PMDF.EOP.GOV (PMDF V5.0-4 #6879)
id <01IOU4VDC30000J1EI@PMDF.EOP.GOV>; Wed, 15 Oct 1997 13:05:55 -0400 (EDT)

Received: from storm.eop.gov (storm.eop.gov)
by PMDF.EOP.GOV (PMDF V5.0-4 #6879) id <01IOU4V8QICW00PI27@PMDF.EOP.GOV>; Wed,

15 Oct 1997 13:05:49 -0400 (EDT)

Received: from vader.ed.gov ([165.224.216.253])
by STORM.EOP.GOV (PMDF V5.1-7 #6879)
with ESMTP id <01IOU4UMC418000NWK@STORM.EOP.GOV>; Wed,
15 Oct 1997 13:05:20 -0400 (EDT)

Received: from smtpgwyl.ed.gov (smtpgwyl.ed.gov [165.224.216.37])
by vader.ed.gov (8.8.7/8.8.4) with SMTP id NAA04380; Wed,
15 Oct 1997 13:02:02 -0400 (EDT)

Received: from ccMail by smtpgwyl.ed.gov
(IMA Internet Exchange 2.11 Enterprise) id 00052FED; Wed,
15 Oct 1997 13:03:49 -0400

===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: ElmendorfE (ElmendorfE@aascu.nche.edu@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME:15-OCT-1997 16:42:00.00

SUBJECT: Update #3: Direct Consolidation Loans

TO: Robert M. Shireman (Robert M. Shireman@eop [UNKNOWN])

READ:UNKNOWN

TEXT:

> -----

> From: CSB[SMTP:CSB@ED.GOV]

> Sent: Wednesday, October 15, 1997 4:42:54 PM

> To: FINAID-L@lists.psu.edu

> Subject: Update #3: Direct Consolidation Loans

> Auto forwarded by a Rule

>

Dear Colleagues:

The following message from Deputy Assistant Secretary Betsy Hicks was posted to the SFA BBS this afternoon. It is being cross posted to FINAID-L, FINNET-L and MEDAID-L for your information.

SFA Customer Support Branch

U.S. Department of Education

Posted October 15, 1997

Subject: Differences between FFEL and Direct Loan Consolidation

Dear Colleagues:

In my recent messages concerning the status of Federal Direct Consolidation Loan applications, I have provided information about the applications we currently have on hand, and our progress in processing those applications. Because most borrowers decide to consolidate after they are no longer in school, I know from my own experience as a financial aid administrator that not all of you are fully aware of how the Federal Consolidation Loan programs works. That is why this message will describe the student loan consolidation program and point out differences between FFELP and Direct Loan consolidation. The information provided is very basic and does not include all of the possibilities and variations in the programs. Its intent is to make you aware of the general nature of these consolidation programs.

WHAT IS LOAN CONSOLIDATION?

The Higher Education Act (HEA) provides for a loan consolidation program under both FFEL and Direct Loans. Under these programs, a borrower's underlying loans are paid off and a new consolidation loan is created. These programs simplify loan repayment by combining into one new loan several types of Federal education loans that may have different terms and repayment schedules or may have been made by different lenders. In the case of a Direct Loan consolidation, the interest rate may be lower than on one or more of the underlying loans. In both programs the monthly repayment amount on a consolidation loan is usually lower and the amount of time to repay may be extended beyond what was available in the separate loan

programs. These features should result in more manageable debt, and make borrowers less prone to default.

WHAT LOANS MAY BE CONSOLIDATED?

Loans that may be consolidated under both the FFEL and Direct Loan consolidation programs include:

1. Student loans made under FFEL (subsidized, unsubsidized, SLS, GSL, ALAS, and FISL). (Note: A prior FFEL loan may be included in a Direct Consolidation Loan only if the borrower is unable to obtain an FFEL Consolidation loan with income-sensitive repayment terms that are acceptable)
2. Federal Perkins Loans (including National Defense and National Direct Student Loans)
3. Health related education loans including Health Professions Student Loans (HPSL), Health Education Assistance Loans (HEAL), Nursing Student Loans (NSL), and Loans for Disadvantaged Students (LDS).
4. Loans made under the FFEL PLUS program, and
5. Prior FFEL Consolidation loans.

In addition to the loan types noted above, the law allows only the Federal Direct Consolidation Loan Program to consolidate Direct Loans. These include:

1. Subsidized student loans

2. Unsubsidized student loans
3. Direct PLUS loans
4. Prior Direct Consolidation loans.

These Direct Loans may not be consolidated under the FFEL program.

WHAT ARE THE DIFFERENCES BETWEEN FFEL AND DIRECT LOAN CONSOLIDATION?

Even though the HEA authorizes both FFEL and Direct Loan consolidation programs, there are a number of differences between the programs as noted below:

1. Types of Loans:

As noted above, both programs may consolidate FFEL, Perkins, and the health education loans, but only the Direct Loan program may consolidate Direct Loans.

2. Lender Options:

The Direct Loan consolidation program must accept all eligible loans that are requested to be consolidated by an eligible borrower.

However, not all FFEL Consolidation lenders will include non-FFEL loans in consolidation. For example, some FFEL lenders will not include a HEAL loan in their FFEL Consolidation loans but instead may offer a separate HEAL consolidation loan with different terms.

3. Interest Rate:

The interest rate on a FFEL Consolidation Loan is the weighted average of the original interest rates of the consolidated loans rounded up to the nearest whole percent. The interest rate on Federal Direct Consolidation loans is variable but capped at 8.25% (or 9% for Direct Plus Consolidation loans).

4. Loan Benefits:

Federal Direct Consolidation loans retain the underlying loan types so that a borrower can keep the interest subsidy benefit of the subsidized student loans that were in the consolidation. For example, if the borrower returns to school, the portion of the consolidation loan that represented subsidized loans would receive subsidy benefits. However, FFEL Consolidation loans, that paid off both subsidized and unsubsidized loans, lose their identity and the entire loan becomes unsubsidized.

5. Repayment Plans:

FFEL Consolidation lenders are required to offer to the borrower a standard repayment plan, a graduated repayment plan, and an income-sensitive repayment plan. The details of those plans may differ by FFEL lender.

The repayment plans in the Direct Loan program include standard

repayment, graduated repayment, extended repayment, and income-contingent repayment. The terms of income contingent repayment are provided in regulations. The monthly payment amount is based upon a formula that takes into account the borrower's income, family size, and loan amount. Under income contingent repayment, balances unpaid after 25 years are forgiven. Many borrowers choose Direct Loan consolidation precisely because it provides them with the option of repaying under the income contingent repayment plan.

6. Assistance for Defaulted Borrowers:

FFEL lenders may choose not to make consolidation loans to borrowers who have defaulted on prior loans or not allow them to include a defaulted loan in the consolidation. The Direct Loan program has options for a defaulted borrower to consolidate and regain eligibility for Federal student aid.

7. In-school Consolidation:

FFEL Consolidation borrowers may not consolidate until they leave school and all their loans are in grace or in repayment. However, Direct Loan Consolidation is available to borrowers who have loans that have entered neither grace nor repayment.

A student with only FFEL loans who is enrolled half-time or more is eligible for in-school consolidation through Direct Loan consolidation if attending a Direct Loan school; a student with one or more Direct

loans is eligible for in-school consolidation whether or not currently
attending a Direct Loan school.

I hope this information is helpful in providing you with a basic
understanding of the loan consolidation process.

Respectfully submitted,

Elizabeth M. Hicks

Deputy Assistant Secretary

Student Financial Assistance

This message | Submissions -> FINAID-L@lists.psu.edu

was sent via | Subscribe/unsubscribe -> LISTSERV@lists.psu.edu

the FINAID-L | List owner (Bob Quinn) -> REQ1@psu.edu

mailing list | backup (Pete Weiss) -> FINAID-L-REQUEST@lists.psu.edu

-----| send 1-line text INFO FINAID-L -> LISTSERV@LISTSERV.NET=====

ATTACHMENT 1 =====

ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

RFC-822-headers:

Received: from conversion.pmdf.eop.gov by PMDF.EOP.GOV (PMDF V5.0-4 #6879)
id <01I0UDKSC4OG00QH1F@PMDF.EOP.GOV> for shireman_r@a1.eop.gov; Wed,
15 Oct 1997 17:15:28 -0400 (EDT)

Received: from storm.eop.gov (storm.eop.gov)
by PMDF.EOP.GOV (PMDF V5.0-4 #6879) id <01I0UDKNNLXS00MMO0@PMDF.EOP.GOV> for
shireman_r@a1.eop.gov; Wed, 15 Oct 1997 17:15:24 -0400 (EDT)

Received: from ptah.aascu.nche.edu ([205.128.140.10])
by STORM.EOP.GOV (PMDF V5.1-7 #6879)
with ESMTP id <01I0UDK93ZYY000PSE@STORM.EOP.GOV> for shireman_r@a1.eop.gov;
Wed, 15 Oct 1997 17:15:02 -0400 (EDT)

Received: by aascu.nche.edu with Internet Mail Service (5.0.1458.49)
id <40F1YKD6>; Wed, 15 Oct 1997 17:14:25 -0400

Received: from psuvm.psu.edu by ptah.aascu.nche.edu with SMTP
(Microsoft Exchange Internet Mail Service Version 5.0.1458.49)

id 40F1YKDV; Wed, 15 Oct 1997 17:14:19 -0400
Received: from PSUVM.PSU.EDU by lists.psu.edu (IBM VM SMTP V2R2)
with BSMTP id 2540; Wed, 15 Oct 1997 16:45:29 -0400 (EDT)
Received: from LISTS.PSU.EDU (NJE origin LISTSERV@PSUVM)
by PSUVM.PSU.EDU (LMail V1.2c/1.8c) with BSMTP id 8224; Wed,
15 Oct 1997 16:45:28 -0400
Comments: To: FINNET-L@nevada.edu, MEDAID-L@infoserv.nymc.edu
===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: Jon_Oberg (Jon_Oberg@ed.gov@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME:21-OCT-1997 10:14:00.00

SUBJECT: HR 2535 Manager's Amendments

TO: Kathryn B. Stack (Kathryn B. Stack@EOP [UNKNOWN])

READ:UNKNOWN

TO: Robert M. Shireman (Robert M. Shireman@EOP [UNKNOWN])

READ:UNKNOWN

TEXT:

Here is what apparently went from the House sponsors to House leg
counsel for managers' amendments on HR 2535. Note that it stops
short of our non-discrimination amendments and -- here's a new twist
-- sets up a situation in which FFEL consolidators will at first get
no interest rate break but will get it retroactively. This is in
response to Sallie Mae saying they could not gear up to offering
variable rate consolidations without six month's lead time.

Notwithstanding any other provision of law, an eligible lender
who makes consolidation loans under the Higher Education Act
shall consolidate the eligible student loans of any eligible
borrower who applies for a consolidation loan under this section
on or after the date of enactment of the Emergency Student Loan
Consolidation Act of 1997, and before October 1, 1998, in
accordance with such lender's policies and the regulations
governing the loan consolidation program, except that such
eligible lender shall not discriminate against any borrower
based on:

the number and type of eligible loans;
the type of institution that the borrower attended; or
with regard to the interest rate on the consolidation loan.

Add to page 4 our new paragraph (D) the following sentence:

An eligible lender may continue to make consolidation loans at
the interest rate in effect prior to the date of this amendment,
but shall no later than April 1, 1998, retroactively convert all
such loans to the interest rate set forth herein for
applications which were received on or after the date of

enactment.===== ATTACHMENT 1 =====
ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

RFC-822-headers:

Received: from conversion.pmdf.eop.gov by PMDF.EOP.GOV (PMDF V5.0-4 #6879)
id <01IP2CO24DO000PVTY@PMDF.EOP.GOV>; Tue, 21 Oct 1997 10:15:25 -0400 (EDT)
Received: from storm.eop.gov (storm.eop.gov)
by PMDF.EOP.GOV (PMDF V5.0-4 #6879) id <01IP2CNZ2J6O00RNON@PMDF.EOP.GOV>; Tue,

21 Oct 1997 10:15:22 -0400 (EDT)

Received: from vader.ed.gov ([165.224.216.253])

by STORM.EOP.GOV (PMDF V5.1-7 #6879)

with ESMTP id <01IP2CNFKY8M0019CG@STORM.EOP.GOV>; Tue,

21 Oct 1997 10:14:55 -0400 (EDT)

Received: from smtpgwyl.ed.gov (smtpgwyl.ed.gov [165.224.216.37])

by vader.ed.gov (8.8.7/8.8.4) with SMTP id KAA24658; Tue,

21 Oct 1997 10:12:07 -0400 (EDT)

Received: from ccMail by smtpgwyl.ed.gov

(IMA Internet Exchange 2.11 Enterprise) id 0005A0BD; Tue,

21 Oct 1997 10:14:58 -0400

===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: ElmendorfE (ElmendorfE@aascu.nche.edu@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME:22-OCT-1997 16:03:00.00

SUBJECT: Ameri-Corps

TO: Robert M. Shireman (Robert M. Shireman@eop [UNKNOWN])

READ:UNKNOWN

TEXT:

> -----

> From: Ellen Shilkret[SMTP:ELSHILKRET@VASSAR.EDU]

> Sent: Wednesday, October 22, 1997 4:03:49 PM

> To: FINAID-L@lists.psu.edu

> Subject: Ameri-Corps

> Auto forwarded by a Rule

>

Has anyone had experience with students who have been part of
the Ameri-Corp program and their payment arrangements?

This is a first for us where we have a student, who right from high
school, completed a term of service with AmeriCorps, and was
then admitted to Vassar College, this being his freshman year.

He indicated to us at the time of his acceptance that he would be
receiving \$4725 as an award. Our office handled this amount as
an outside scholarship and applied our usual policy of reducing
the loan and grant money awarded.

Today, the student faxed us a letter from AmeriCorp which
states "By law, this award cannot be treated as financial assistance

for purposes of determining eligibility for student financial aid
under section 471(3) of the Higher Education Act"

The letter also indicates that by law,"this award can be used to pay
for the cost of attendance at a qualified institution of higher education
or an approved school-to-work program or it can be used to repay
outstanding qualified student loans."

We are very interested in anyone who has had experience with this
award.

Could you please e-mail your reply to the Director of Financial Aid
at Vassar College, e-mail and address listed below since I will
be away from the office until NOvember 3rd.

Thank you,

Ellen R. Shilkret
Associate Director, FA
Vassar College

Please send replies to the following:

e-mail address: mifraher@vassar.edu

Mr. Michael Fraher, Director of Financial Aid
Raymond Avenue

Box 8

Poughkeepsie, NY 12604

(914) 437-5320

This message | Submissions -> FINAID-L@lists.psu.edu

was sent via | Subscribe/unsubscribe -> LISTSERV@lists.psu.edu

the FINAID-L | List owner (Bob Quinn) -> REQ1@psu.edu

mailing list | backup (Pete Weiss) -> FINAID-L-REQUEST@lists.psu.edu

-----| send 1-line text INFO FINAID-L -> LISTSERV@LISTSERV.NET=====

ATTACHMENT 1 =====

ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

RFC-822-headers:

Received: from conversion.pmdf.eop.gov by PMDF.EOP.GOV (PMDf V5.0-4 #6879)
id <01IP44G5HKU800MFAT@PMDf.EOP.GOV> for shireman_r@a1.eop.gov; Wed,
22 Oct 1997 16:41:34 -0400 (EDT)

Received: from storm.eop.gov (storm.eop.gov)
by PMDF.EOP.GOV (PMDf V5.0-4 #6879) id <01IP44FZ10XC00P77T@PMDf.EOP.GOV> for
shireman_r@a1.eop.gov; Wed, 22 Oct 1997 16:41:30 -0400 (EDT)

Received: from ptah.aascu.nche.edu ([205.128.140.10])
by STORM.EOP.GOV (PMDf V5.1-7 #6879)
with ESMTP id <01IP44FDRCVY001IL5@STORM.EOP.GOV> for shireman_r@a1.eop.gov;
Wed, 22 Oct 1997 16:40:56 -0400 (EDT)

Received: by aascu.nche.edu with Internet Mail Service (5.0.1458.49)
id <40PVRZ1Q>; Wed, 22 Oct 1997 16:39:55 -0400

Received: from psuvm.psu.edu by ptah.aascu.nche.edu with SMTP
(Microsoft Exchange Internet Mail Service Version 5.0.1458.49)
id 40PVRZ12; Wed, 22 Oct 1997 16:39:41 -0400

Received: from PSUVM.PSU.EDU by lists.psu.edu (IBM VM SMTP V2R2)
with BSMTP id 5123; Wed, 22 Oct 1997 16:00:42 -0400 (EDT)

Received: from LISTS.PSU.EDU (NJE origin LISTSERV@PSUVM)
by PSUVM.PSU.EDU (LMail V1.2c/1.8c) with BSMTP id 9227; Wed,
22 Oct 1997 16:00:42 -0400

===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: ElmendorfE (ElmendorfE@aascu.nche.edu@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME:22-OCT-1997 16:38:00.00

SUBJECT: Americorp question

TO: Robert M. Shireman (Robert M. Shireman@eop [UNKNOWN])

READ:UNKNOWN

TEXT:

> -----

> From: Ellen Shilkret[SMTP:ELSHILKRET@VASSAR.EDU]

> Sent: Wednesday, October 22, 1997 4:38:37 PM

> To: FINAID-L@lists.psu.edu

> Subject: Americorp question

> Auto forwarded by a Rule

>

Has anyone had experience with students who have been part of
the Ameri-Corp program and their payment arrangements?

This is a first for us where we have a student, who right from high
school, completed a term of service with AmeriCorps, and was
then admitted to Vassar College, this being his freshman year.

He indicated to us at the time of his acceptance that he would be
receiving \$4725 as an award. Our office handled this amount as
an outside scholarship and applied our usual policy of reducing
the loan and grant money awarded.

Today, the student faxed us a letter from AmeriCorp which
states "By law, this award cannot be treated as financial assistance

for purposes of determining eligibility for student financial aid
under section 471(3) of the Higher Education Act"

The letter also indicates that by law,"this award can be used to pay
for the cost of attendance at a qualified institution of higher
education
or an approved school-to-work program or it can be used to repay
outstanding qualified student loans."

We are very interested in anyone who has had experience with this
award.

Could you please e-mail your reply to the Director of Financial Aid
at Vassar College, e-mail and address listed below since I will
be away from the office until NOvember 3rd.

Thank you,

Ellen R. Shilkret

Associate Director, FA

Vassar College

Please send replies to the following:

e-mail address: mifraher@vassar.edu

Mr. Michael Fraher, Director of Financial Aid

Raymond Avenue
Box 8
Poughkeepsie, NY 12604
(914) 437-5320

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the FINAID-L | List owner (Bob Quinn) -> REQ1@psu.edu

mailing list | backup (Pete Weiss) -> FINAID-L-REQUEST@lists.psu.edu

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ATTACHMENT 1 =====

ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

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id <01IP44GB9R2800KF1M@PMDf.EOP.GOV> for shireman_r@a1.eop.gov; Wed,
22 Oct 1997 16:41:47 -0400 (EDT)

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by PMDF.EOP.GOV (PMDf V5.0-4 #6879) id <01IP44FZ10XC00P77T@PMDf.EOP.GOV> for
shireman_r@a1.eop.gov; Wed, 22 Oct 1997 16:41:39 -0400 (EDT)

Received: from ptah.aascu.nche.edu ([205.128.140.10])
by STORM.EOP.GOV (PMDf V5.1-7 #6879)
with ESMTP id <01IP44FI3KWY001JD4@STORM.EOP.GOV> for shireman_r@a1.eop.gov;
Wed, 22 Oct 1997 16:41:02 -0400 (EDT)

Received: by aascu.nche.edu with Internet Mail Service (5.0.1458.49)
id <40PVRZ1X>; Wed, 22 Oct 1997 16:40:01 -0400

Received: from psuvm.psu.edu by ptah.aascu.nche.edu with SMTP
(Microsoft Exchange Internet Mail Service Version 5.0.1458.49)
id 40PVRZ1L; Wed, 22 Oct 1997 16:39:46 -0400

Received: from PSUVM.PSU.EDU by lists.psu.edu (IBM VM SMTP V2R2)
with BSMTP id 6323; Wed, 22 Oct 1997 16:35:13 -0400 (EDT)

Received: from LISTS.PSU.EDU (NJE origin LISTSERV@PSUVM)
by PSUVM.PSU.EDU (LMail V1.2c/1.8c) with BSMTP id 4990; Wed,
22 Oct 1997 16:35:07 -0400

===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: Nancy Hoit at NPR (Nancy Hoit at NPR@CCMAIL [UNKNOWN])

CREATION DATE/TIME: 6-NOV-1997 21:23:00.00

SUBJECT: Re: some bullets

TO: GardenD (GardenD <GardenD@aol.com> at NPR-INTERNET@CCMAIL [UNKNOWN])
READ:UNKNOWN

TO: Jonathan Schnur (Jonathan Schnur [UNKNOWN])
READ:UNKNOWN

TEXT:

Thanks, Diane...I'm also forwarding the unpublished article to Jon Schnur,
and some parts of it to the Vice President.

Here are some suggestions about teacher preparation, which is clearly
critical. Teachers can't teach what they don't know. They can't help kids
meet high standards if they can't meet them either.

Last summer the Dept of Education released a report called "America's
Teachers: profile of a profession." The most shocking data was about the
% of teachers teaching out of field. In science, for example, 39.5% of
teachers had neither a major nor a minor in science. Overall about 1 out
of every 4 teachers is "out of field." The numbers are even worse in
inner-city schools. I did a study, working with the National Center for
Education Statistics, and learned that 55% of history teachers in grades
7-12 have neither a major nor minor in history. This at a time when states
are expecting kids to learn quite a lot of US and world history.

A simple (or not so simple) suggestion: When the Higher Education Act
comes up for reauthorization next year, that would be a good time to
propose that states must set meaningful standards for entry into
teaching--i.e., those who intend to teach science must present evidence

that they know what they will teach, either by having a science major or minor, or passing an examination in science.

I have no faith in the idea that more money for teacher education institutions will cause them to change. They will talk reform endlessly without changing.

The only way to bring about real change in teacher preparation is to change the requirements for entry-level teachers and to align them with what the students are expected to learn. That in turn will create a real market incentive for teacher education programs to make sure that their students can qualify--not by taking more education courses, but by having the knowledge and skills that they need to teach the children.

Diane Ravitch

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: Brian_Siegel (Brian_Siegel@ed.gov@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME: 7-NOV-1997 14:23:00.00

SUBJECT: Re[3]: Consolidation Bill

TO: Robert M. Shireman (Robert M. Shireman@EOP [UNKNOWN])

READ:UNKNOWN

TEXT:

Jon -- I assume that this would be an amendment to the appropriations bill. If so, I don't think the minority's language necessarily works.

We would have a provision in the appropriations bill that allows us to use the funds for 458 but a provision in the HEA which requires it to go to Treasury. I'm not sure, as a legal matter, which provision controls -- but an argument could be made that the HEA provision controls since it is in law and Congress did not say it was preempted.

In that sense, Lori's proposed language is better because it specifically addresses 422(h).

On the other hand, this is probably a non-issue since this is one of those provisions where no one would have standing in court to challenge the Department's interpretation that the appropriations language would control. So the political/rhetorical fight would be between the Administration and Congress.

Reply Separator

Subject: Re[2]: Consolidation Bill

Author: Jon Oberg at WDCB03

Date: 11/7/97 11:51 AM

Lori,

Here is the Senate minority language:

"Construction.--Nothing in this Act or an amendment made by this Act shall be construed to prohibit the Secretary of Education from using funds that are returned or otherwise recovered by the Secretary under section 422(g) of the Higher Education Act of 1965 (20 U.S.C. 1072(g)) for expenditure for expenses pursuant to section 458 of such Act (20 U.S.C. 1087h).

Is this adequate? It avoids mention of the possible sources and places no limitations on the amounts.

If there has to be mention of an amount, how could we word it so that it that it would score 25 but not be limited to 25?

Reply Separator

Subject: Re: Consolidation Bill

Author: Lori Templeman at WDCE04

Date: 11/7/97 11:23 AM

William asked me to provide three variations of technical drafting assistance related to used funds under section 422(g) and/or HEAF-related funds. I'm not clear on whether additional assistance is needed re: nondiscrimination and reporting (I'm not sure to what the latter is referring)

Please review the attached ASAP and let me know if any changes are needed.

Thanks!

Reply Separator

Subject: Consolidation Bill

Author: Jon Oberg at WDCB03

Date: 11/7/97 11:00 AM

I told Marianna we and OMB had problems with the colloquy not being sufficient and that if the window was still open on appropriations, to do the 422(g) authority in statute, the nondiscrimination clarification in statute, and to try to drop

the reporting requirements in exchange for ED taking the risk.

I said this was not yet cleared but asked her to get it ready and

that we might be able to help with language.===== ATTACHMENT 1

=====

ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

RFC-822-headers:

Received: from conversion.pmdf.eop.gov by PMDF.EOP.GOV (PMDF V5.0-4 #6879)
id <01IPQCHK3XJ400RF7D@PMDF.EOP.GOV> for "Robert M. Shireman"@oa.eop.gov; Fri,

07 Nov 1997 14:29:11 -0500 (EST)

Received: from storm.eop.gov (storm.eop.gov)
by PMDF.EOP.GOV (PMDF V5.0-4 #6879) id <01IPQCHHFHB400NBG2@PMDF.EOP.GOV> for
Robert_M._Shireman@oa.eop.gov; Fri, 07 Nov 1997 14:29:08 -0500 (EST)

Received: from vader.ed.gov ([165.224.216.253])
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with ESMTP id <01IPQCGYVXR4000FR1@STORM.EOP.GOV> for
Robert_M._Shireman@oa.eop.gov; Fri, 07 Nov 1997 14:28:43 -0500 (EST)

Received: from smtpgwyl.ed.gov (smtpgwyl.ed.gov [165.224.216.37])
by vader.ed.gov (8.8.7/8.8.4) with SMTP id OAA24189 for
<Robert_M._Shireman@oa.eop.gov>; Fri, 07 Nov 1997 14:25:44 -0500 (EST)

Received: from ccMail by smtpgwyl.ed.gov
(IMA Internet Exchange 2.12 Enterprise) id 00072F81; Fri,
07 Nov 1997 14:27:47 -0500

===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: Pauline_Abernathy (Pauline_Abernathy@ed.gov@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME: 7-NOV-1997 15:41:00.00

SUBJECT: Congressional letters re Modernization Board and PBO

TO: Robert M. Shireman (Robert M. Shireman@EOP [UNKNOWN])

READ:UNKNOWN

TO: Wayne Upshaw (Wayne Upshaw@EOP [UNKNOWN])

READ:UNKNOWN

TEXT:

FYI. Below are two letters, one from Cong. Hoekstra to Secretary

Riley and another from Cong. McKeon to Director Raines. The letter

to

Secretary Riley asks a series of questions about the SFA

Modernization

Board, including its work on PBOs. The letter to Director Raines

asks

the Director for the Administration's views on the Congressman's bill

to establish a PBO for student financial aid delivery. I plan to

circulate next week a draft of the Department's response to the first

letter.

>> October 31, 1997

>>

>>The Honorable Richard Riley

>>Secretary of Education

>>U.S. Department of Education

>>Washington, DC 20202

>>

>>Dear Secretary Riley:

>>

>> The Committee on Education and the Workforce's Subcommittee on
>>Oversight and Investigations (Subcommittee) is charged with ensuring the
>>effective, efficient and economical operation of the Department of
>>Education. The Subcommittee is also responsible for ensuring that the
>>activities of the Department are consistent with all applicable laws.

>>

>> On September 18, 1997, Acting Deputy Secretary of Education,
Marshall

>>Smith, testified before the Subcommittee on Postsecondary Education,
>>Training and Lifelong Learning that you and he "are personally committed
>>to dramatically changing the way we do business to provide better
>>service and ensure that we never again face the situation we did this
>>summer with loan consolidation." He also expressed the Administration's
>>support for "the fundamental elements of a Performance Based
>>Organization (PBO) for the delivery of student financial aid."

>>

>>Deputy Secretary Smith also testified that he was chairing the
>>Department's new Student Aid Modernization Board (Modernization Board),
>>which is made up of "key officials from the Department, Office of
>>Management and Budget, and National Economic Council and senior federal
>>officials with expertise in contracting, procurement, and information
>>technology." He said that this Modernization Board would "review
>>immediately the elements and suitability of a PBO for the delivery of

>>student financial assistance."

>>

>>The stated purpose of the Modernization Board is to "make

>>recommendations regarding changes in contracting procedures, information

>>technology plans, organizational structure and the alignment of

>>personnel and functions, programmatic and administrative simplification,

>>and a business plan with performance targets and timelines using best

>>industry practices and new information technology".

>>

>> As a follow-up to the Deputy Secretary's testimony, the

Subcommittee

>>requests the following information:

>>

>>1. Who are the members of the Modernization Board? Please identify

any

>>subcommittees of the Board or working groups reporting to it. Please

>>note whether the members of the Board are career civil servants,

>>political appointees, or private-sector consultants.

>>

>>2. What level of experience do the Modernization Board members have

in

>>financial systems management, information technology, and outsourcing of

>>computer systems?

>>

>>3. How many times has the Modernization Board met and who has

attended

>>the meetings?

>>

>>4. The National Economic Council (NEC) coordinates and monitors the

>>implementation of the President's economic policies. What is the role

>>of the NEC staff on the Board?

>>

>>5. What is the status of the Board's immediate review of the

>>"suitability of a PBO for the delivery of student financial assistance"

>>which began over a month ago?

>>

>>6. Will the Board be examining ways to reduce the skyrocketing

>>administrative costs and eliminate contract cost overruns funded out of

>>the mandatory appropriations account authorized by section 458 of the

>>Higher Education Act?

>>

>> Your cooperation in providing the Subcommittee with two copies of

your

>>written response no later than the close of business, November 14, 1997,

>>will be appreciated. If there are any questions, please contact Mark

>>Brenner at 202-225-7101.

>>

>> Sincerely,

>>

>>

>> _____
PETE HOEKSTRA

>> Chairman

>> Subcommittee on Oversight

>> and Investigations

>>

>>

>>October 31, 1997

>

>>Honorable Franklin Raines

>>Director

>>Office of Management and Budget

>>Washington, DC 20503

>>

>>Dear Mr. Raines:

>>

>> On September 25, 1997, Representative Kildee and I introduced HR 2536,

>>The 21st Century Student Financial Aid System Improvement Act of 1997.

>>The main purpose of the bill is to create a Performance Based Organization

(PBO) at the Department of Education to manage the information systems supporting the programs authorized under Title IV of the Higher Education Act.

I understand that Vice-President Gore's National Performance Review extensively

studied the creation and use of PBOs and that the Administration recommended the

creation of PBOs in recent budget proposals. I would greatly appreciate receiving your views on HR 2536 which I have enclosed with this letter.

>>

>> I think that we all agree that a major overhaul of the management of the Federal student financial assistance programs is sorely needed. In a hearing before my Subcommittee on September 18, 1997, I was pleased to hear Acting Deputy Secretary of Education, Marshall Smith testify that he and the Secretary "are personally committed to dramatically changing the way we do business to provide better service and ensure that we never again face the situation we did this summer with loan consolidation." He also expressed the Administration's support for "the fundamental elements of a Performance Based Organization (PBO) for the delivery of student financial aid."

>>

>>At the Subcommittee hearing, Deputy Secretary Smith also stated that he was chairing the Department's new Student Aid Modernization Board which according to his testimony is made up of key officials from the Department, Office of Management and Budget, and National Economic Council and senior federal officials with expertise in contracting, procurement, and information technology. Deputy Secretary Smith said that this board would "review immediately the elements and suitability of a PBO for the delivery of student

financial assistance."

>>

>>Establishing a PBO for the delivery of student financial assistance is

the

cornerstone of H.R. 2536. I understand that the Administration has

reviewed HR

2536 and some Administration officials have been quoted as saying that

H.R. 2536

"does not go far enough" to overhaul the management of the Federal student

aid

programs. However, I have not received any formal comments or

constructive

suggestions for improving HR 2536 from the Administration as of this

date.

Therefore, I want to formally extend to the Administration this

opportunity to

provide its views and recommendations on the critical issue of modernizing

the

student aid delivery process.

>>

>>The Subcommittee plans to incorporate H.R. 2536 into its draft

authorization

bill for the Higher Education Act. Your cooperation in providing the

Subcommittee with the Administration's views by November 20, 1997, would

be

greatly appreciated. If you have any questions about this request, please

do

not hesitate to contact me or Mark Brenner of the Committee staff at
202-225-7101.

>>

>> Sincerely, >>

>>

HOWARD P. "BUCK" McKEON

Chairman >> Subcommittee on Postsecondary Education,

>> Traini===== ATTACHMENT 1 =====
ATT CREATION TIME/DATE: 0 00:00:00.00

TEXT:

RFC-822-headers:

Received: from conversion.pmdf.eop.gov by PMDF.EOP.GOV (PMDf V5.0-4 #6879)
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Received: from storm.eop.gov (storm.eop.gov)
by PMDF.EOP.GOV (PMDf V5.0-4 #6879) id <01IPQFGULYXS00XMB2@PMDf.EOP.GOV>; Fri,

07 Nov 1997 15:55:02 -0500 (EST)

Received: from vader.ed.gov ([165.224.216.253])
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07 Nov 1997 15:54:32 -0500 (EST)

Received: from smtpgwyl.ed.gov (smtpgwyl.ed.gov [165.224.216.37])
by vader.ed.gov (8.8.7/8.8.4) with SMTP id PAA26925; Fri,
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(IMA Internet Exchange 2.12 Enterprise) id 000732D2; Fri,
07 Nov 1997 15:54:37 -0500

===== END ATTACHMENT 1 =====

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: Nancy Hoit at NPR (Nancy Hoit at NPR@CCMAIL [UNKNOWN])

CREATION DATE/TIME: 7-NOV-1997 17:04:00.00

SUBJECT: Re[2]: some bullets

TO: Jill Iscol ("Jill Iscol" <iffhummingbird@worldnet.att.net> at NPR-INTERNET@CCMAIL [UNKNOWN])
READ:UNKNOWN

TO: Jonathan Schnur (Jonathan Schnur [UNKNOWN])
READ:UNKNOWN

TEXT:
Right, as usual...

how does she suggest we address the issue of compensation along with our increased, rightful, attention to qualification and passion for subject matter? it has always fascinated me that independent schools often attract teachers who are intellectual competitors within their subject fields and lovers of children and youth...so what is it they get? not better salaries, but more control over what and how they teach what they teach, and perhaps, more importantly, they are treated as valued members and colleagues of an intellectual community....they are encouraged to think, write, develop and share ideas and given time to do so...from my experience it all boils down to respect and dignity for the teachers knowing what they know and being challenged to explore ways to impart that knowledge to the kids they teach, and to also have time to grapple with the issues within their disciplines and within the realm of child development with their faculty peers...i could go on and on about this, but obviously it is important to think about constructive solutions which rather than threaten an enormous profession, tries to enhance it by figuring out how to attract and hold on to smart, dedicated and

enthusiastic young people who would like to find meaning through teaching
and are too often beaten up by the stupid demands of the
sysstem.....teschers should be part of intellectually vibrant and ongoing
communities tht sustain them throughout their challlenging careers.
pewh!!!! bye, bye nancy

> From: Nancy.Hoit@npr.gsa.gov
> To: iffhummingbird@worldnet.att.net
> Subject: some bullets
> Date: Thursday, November 06, 1997 8:43 PM
>

> From Diane Ravitch (whom I called to get an answer to a question Al
asked

> yesterday) :

> Here are some suggestions about teacher preparation, which is clearly
> critical. Teachers can't teach what they don't know. They can't help kids
meet

> high standards if they can't meet them either.

> Last summer the Dept of Education released a report called "America's
> Teachers: profile of a profession." The most shocking data was about the
% of

> teachers teaching out of field. In science, for example, 39.5% of
teachers had

> neither a major nor a minor in science. Overall about 1 out of every 4
> teachers is "out of field." The numbers are even worse in inner-city

schools.

> I did a study, working with the National Center for Education

Statistics,

and

> learned that 55% of history teachers in grades 7-12 have neither a major

nor

> minor in history. This at a time when states are expecting kids to learn

quite

> a lot of US and world history.

> A simple (or not so simple) suggestion: When the Higher Education

Act

> comes up for reauthorization next year, that would be a good time to

propose

> that states must set meaningful standards for entry into

teaching--i.e., > those who intend to teach science must present evidence

that they know

what

> they will teach, either by having a science major or minor, or passing

an > examination in science.

> I have no faith in the idea that more money for teacher education

> institutions will cause them to change. They will talk reform endlessly

> without changing.

> The only way to bring about real change in teacher preparation is to

> change the requirements for entry-level teachers and to align them with

what

> the students are expected to learn. That in turn will create a real

market

> incentive for teacher education programs to make sure that their students
can

> qualify--not by taking more education courses, but by having the
knowledge and

> skills that they need to teach the children.

> Diane Ravitch

RECORD TYPE: FEDERAL (TRP NOTES MAIL)

CREATOR: ElmendorfE (ElmendorfE@aascu.nche.edu@INET@LNGTWY [UNKNOWN])

CREATION DATE/TIME: 8-DEC-1997 16:50:00.00

SUBJECT: This is just to much!

TO: Robert M. Shireman (Robert M. Shireman@eop [UNKNOWN])

READ:UNKNOWN

TEXT:

> -----

> From: J. RITCHIE MORROW[SMTP:MORROWR@PLATTE.UNK.EDU]

> Sent: Monday, December 08, 1997 4:50:35 PM

> To: FINAID-L@LISTS.PSU.EDU

> Subject: This is just to much!

> Auto forwarded by a Rule

>

With all the talk of marketing tactics of lenders I thought I would share

with

everyone what showed up in my e-mailbox today. Not only are they using

the US

Post Office now they are sending out spam mail. What's next...sky

writing?

_____ J. Ritchie Morrow

|_ |_ |_ |_ \ |_ |_ |// Counselor/Scholarship

Coordinator

| | | | \ | | |// Office of Financial Aid

| | | | \ | | | / University of Nebraska at

Kearney

|| || ||\|| ||\ Kearney NE 68849-2350

||____|| _||\ | _||\

____| ____\| ____\ e-mail: morrowr@platte.unk.edu

voice: (308) 865-8520

fax: (308) 865-8096

**

>From: SMTP%"Mark@izgi.marketingforyou.com" 6-DEC-1997 06:44:23.04

>To: MORROWR

>CC:

>Subj: FEDERAL COLLEGE LOAN ELIGIBILITY INFORMATION (com/msg)

>

>Date: Sat, 6 Dec 1997 11:38:39 GMT

>From: Kelly@izgi.marketingforyou.com

>Message-Id: <199712061138.LAA02802@hurricane.crushnet.com>

>To: Kelly@izgi.marketingforyou.com

>Reply-To: Mark@izgi.marketingforyou.com

>Subject: FEDERAL COLLEGE LOAN ELIGIBILITY INFORMATION (com/msg)

>

>http: //www.schoolfunds.com

>

>Under the provisions of the Higher Education Act, students and/or their

>parents are probably eligible to receive the student's total cost of

>education for the 1997/1998 school year, including living expenses, less

>any other financial aid awarded, up to certain pre-determined limits

>based on the student's year in school and dependency status.

the FINAID-L | List owner (Bob Quinn) -> REQ1@psu.edu

mailing list | backup (Pete Weiss) -> FINAID-L-REQUEST@lists.psu.edu

-----| send 1-line text INFO FINAID-L -> LISTSERV@LISTSERV.NET=====

ATTACHMENT 1 =====

ATT CREATION TIME/DATE: 0 00:00:00.00

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CREATION DATE/TIME: 6-JAN-1998 16:31:00.00

SUBJECT: Testimony by Oaks and Graves--text version

TO: Thomas A. Kalil (Thomas A. Kalil@eop [UNKNOWN])

READ:UNKNOWN

TEXT:

Committee on Labor and Human Resources

United States Senate

Hearing on Reauthorization of the Higher Education Act

Technology and the Virtual University

Opportunities and Challenges

Wednesday, April 16, 1997

Statement of Dr. Muriel Oaks

Director of Extended University Services,

Washington State University

On Behalf of:

American Association of State Colleges and Universities

American Council on Education

National Association of State Universities and Land-Grant Colleges

University Continuing Education Association

Washington State University

Mr. Chairman, I am Muriel Oaks, Director of Extended University Services,
at Washington State University, and I am testifying today on behalf of
the National Association of State Universities and Land-Grant Colleges,
the American Association of State Colleges and Universities, the
American Council on Education, the University Continuing Education
Association and Washington State University.

BACKGROUND

In recent years, new digital technologies and new forms of electronic communications have had a profound effect on university instruction and research. Many of the advantages Americans enjoy today are the result of applications of information technologies developed by our universities. These innovations have helped the United States to maintain a leadership advantage in research, technology transfer, educational opportunity, medical care and quality of life.

My primary purpose today is to explain to you why the use of technology in instruction is of growing importance to the university community, and specifically Washington State University, and to describe issues our distance education students encounter within the context of the Higher Education Act.

CHALLENGES IN HIGHER EDUCATION AND NEW OPPORTUNITIES IN DISTANCE EDUCATION

Today, in higher education we are encountering a revolution in the

possibilities for learning in America similar in scope to the transformation that accompanied the creation of our own institutions more than a century ago. Technology, if used effectively, can be a tool to help universities adjust to the changing needs of the society and the student population.

Using a few interesting statistical findings and predictions, let me describe for you some of the challenges we are encountering:

Increasing Demands for A Skilled, Educated Workforce

According to the Department of Commerce, by the next century, 60 percent of the new jobs will require the kind of information and computing skills that only 22 percent of the workers have today.

A recent, national study by Washington State University, indicates that a large majority of adults will need lifelong education and training.

Education and training are becoming more important to individual success and workforce competitiveness. More than 4 in 5 adults surveyed said that additional training and education is important for them to be successful in their work. The proportion was highest in younger adults, but 59 percent of those adults age 50-64, indicated that additional training and education was necessary.

Enrollment Increases and Demographic Changes

Although enrollment at public four-year institutions has remained relatively stable in recent years, it is expected to dramatically increase in the next decade as the "Baby Boom Echo" matures. Beginning

next year, the increase in students seeking admission will send enrollment to record levels. According to the United States Department of Education, most of this growth will occur in the West, where high school graduates are expected to increase by 60 percent over the next decade. But these students will seek educational course offerings beyond the boundaries of their state.

Also, the characteristics of students are changing. We are seeing more part-time students, more older students, more women and minorities, and more employed students seeking additional education and training at our institutions. Many of these students are unable to pursue traditional educational opportunities because they work long hours, stay at home with children or they are not within commuting distance of an educational institution offering the necessary courses. These trends are projected to continue.

In addition, across the country our campuses are encountering a new kind of student. This "new student" is used to taking in information and gaining knowledge from all kinds of electronic stimuli such as computers and video where most of us learned from written text and print-based information. Requiring that our students only rely on learning from traditional theater-style lecture formats and researching through the "stacks in the library" will not satisfy these new students or prepare them for the 21st Century.

Fiscal Pressures

Although, state support for higher education has increased slightly in

the past two years, the past decade has been extremely difficult for higher education. The recession in the late eighties, efforts to reduce the federal deficit and mounting costs for public assistance and corrections at the state level have limited or reduced funds for higher education. As institutions have taken steps to increase efficiency and cost-effectiveness, they have also been faced with rising costs in areas such as technology acquisition and employee health care benefits.

Thus, it is no secret to anyone that higher education is facing new challenges. They include increasing student demands for more convenient educational offerings, constrained public funding, increasing demands for more cost-effectiveness, industry's needs for specialized skills and training, society's increasing desire for learning and educational credentials, and an emerging enrollment boom. New technologies are providing some of the tools for higher education to meet these challenges and provide a quality, accessible, affordable education to qualified students.

Emerging Technologies

Technology can be a way for us to use our resources effectively to enhance teaching, research and learning and meet the needs of society and business in the 21st century.

New technologies are having a large impact on the creation, dissemination and storage of information. Information is everywhere, accessible by anyone with the means to get it. New forms of electronic communication give us the opportunity to extend educational experiences to students and researchers around the world. We can take the very best

teachers and share them instantly around the globe. Students and researchers can now explore things that were previously too expensive, too dangerous or even beyond imagination. Using new technologies, we can take students under the sea, or to outer space, to the inside of a volcano, inside the human body, or inside a DNA molecule.

Our universities are finding innovative ways to weave information technology into the classrooms and dorm rooms, often by collaborating with private corporations or other educational institutions.

Universities are also expanding technological access to citizens throughout their state.

According to a study by the University Continuing Education Association, public doctoral universities are leading the way in offering credit, technology-based distance education courses. Public doctoral institutions are offering 69 percent of the credit courses provided via distance education. Also, 57 percent of all distance education graduate courses are provided by these institutions.

A recent study by a high-tech marketing firm indicated that 92 percent of students have access to personal computers and 40 percent of students obtain class assignments electronically. Nearly the same amount submits class material electronically.

At Washington State University, as in many higher education institutions, the entire campus has been wired for access to technology. Dorm rooms, student apartments, faculty offices, and classrooms are connected to centralized instructional materials and the Internet. In

addition, Washington State University is converting cooperative extension offices to learning centers, with public access computers, access to the Internet, and access to other educational resources. Many of these centers are located in rural or inner city locations, where citizens have rarely had such access.

In the past few years, there has been an explosion in the number of faculty, staff and students using e-mail. For instance, Pennsylvania State University currently transmits more than one million e-mail messages per day. They have roughly 100,000 e-mail accounts.

Every student and every faculty member at Mayville State University in North Dakota will have a lap top computer under the university's technology initiative. During the capacity-building phase, faculty developed cooperative and student-centered learning models. On-going training personnel, a full-time help desk, classroom remodeling and new student reporting systems will support technology use and related changes in learning and instruction.

Higher education institutions are the leaders in using emerging technologies as important tools for teaching, service, and research.

For Example:

1. Educating policemen -- University of Tennessee

Through a partnership with the Tennessee Department of Safety, its Law Enforcement Academy, the Sheriffs' Association, the Associations of the

Chiefs of Police and the Governor's Drug Free Initiative, the University of Tennessee is delivering law enforcement training programs via satellite to officers in 55 sites throughout the State of Tennessee.

2. Educating physicians -- University of Iowa's Virtual Hospital

The University of Iowa College of Medicine has developed a Virtual Hospital. It is a continuously updated digital library, available 24 hours a day, to provide invaluable patient care support, health information to the general public and distance learning to practicing physicians and other health care professionals. The City University of New York has established a similar electronic resource providing the public with quality health information in English and Spanish.

3. Educating and Re-training workers -- Michigan's Autocollege

A consortium of Michigan higher education institutions are delivering courses and training via Satellite and Internet to people associated with the automobile industry. The students include employees of the auto industry, suppliers and job seekers.

Also, Oklahoma State University's engineering courses are sent electronically to students nation-wide including those at corporate sites such as, AT&T, Boeing, DuPont, IBM and Xerox.

Educating our nation's children -- University of Vermont, Oklahoma State University

The University of Vermont delivers advanced placement courses by

satellite to 90 students in 30 small high schools throughout the state.

Oklahoma State University's Arts and Science Teleconferencing Service provides educational programming to 281 schools and 2,046 students nationwide.

Reaching under-served urban, corporate and rural students -- Washington State University

Washington State University uses an interactive video network to deliver more than 90 courses per semester to approximately 5,000 students per year in under-served areas in six sites around the state. Courses help graduate and undergraduate students obtain degrees in 36 subject areas, including engineering and computer science to employees at Boeing and the Hanford Nuclear Reservation.

Washington State University has also developed a distance learning degree completion program to serve time- and place-bound adults. Nearly 1000 students are admitted to Washington State University in this program, and more than 100 students have graduated since the program began in 1992. Three more extended degree programs are under development at Washington State University.

6. Redesigning the Learning Experience -- George Mason University

At George Mason University in Virginia, the entire physical plant, including residence halls, is being connected by a fiber-optics network for voice and video communications. As this is being implemented, schools and individual faculty are redesigning the learning experience,

using the benefits of technology and a diverse student body. For example, freshmen in a general education program called PAGE meet in a weekly Town Meeting over the Internet and have access to a computer conference 24 hours a day that can be accessed from campus or from home.

7. Developing Foreign Language Skills -- Southern Illinois University, Carbondale

At the Language Media Center of Southern Illinois University, Carbondale, the SmarText authoring system allows instructors to develop multimedia hypertext readers for foreign language instruction. Students using hypertext readers can access information by clicking on an unfamiliar phrase to read an explanatory note, see a map, or hear the correct pronunciation. With this program students can read the most difficult texts independently.

8. Reaching Out to Students with Disabilities -- Southern Connecticut State University

The Adaptive Technology Laboratory at Southern Connecticut State University provides computer access and training for students with physical, visual or learning disabilities. Laboratory staff offer training about the field of adaptive technology for students majoring in education, special education, communication disorders, computer science, and library science. The university has helped other universities

emulate their program and has produced an adaptive technology lab startup kit to help others get started.

Thus, higher education is moving forward to take advantage of the opportunities afforded by emerging technologies to enhance research, teaching and learning. These new technologies are helping to change the learning process so that education can be provided anytime and anyplace. Now, more than ever before, the use of technology to expand educational access is helping people all around the world fit their studies into a shrinking amount of time. Whether it is professionals working 12 hour days or parents meeting family commitments at home, the flexible nature of technology allows people to access programs when their own schedules allow. Technologies enable universities to deliver education on demand.

Colleges are using technologies in innovative ways to provide instruction via satellite, one and two-way video, over the Internet, via computers. Some are combining several forms of advanced telecommunications and technologies. For instance, students can watch live lectures via cable television, submit class assignments via email and participate in discussion groups with students around the world. Soon, advanced technology will permit fully interactive classrooms to take place over the Internet via your computer.

THE HIGHER EDUCATION ACT

We fully expect there will still be a significant demand for residential (on campus) based instruction. However, institutions, in the context of

the Higher Education Act, will need the ability to be responsive to the needs of non-traditional learners, to provide an equally affordable, accessible education regardless of the place or mode of instruction. As changes in information technologies are occurring so rapidly, it is sometimes difficult to predict exactly what methods of instruction will be available five or ten years from now. As students are currently pursuing course or degrees via these new technologies, they have encountered three significant issues in the context of the Higher Education Act.

First, an increasing number of older, adult students are taking courses at Washington State University via distance learning. Many of them do not qualify for grants because their income and assets are too high, but they are not high enough to cover the full cost of attendance.

Consequently, they take out loans to cover these costs. Once they complete the necessary course work, sometimes with a significant debt burden, they only have a few years to repay the loan. This is different from the traditional 21 year-old graduate who can spread the costs over an extended period. Moreover, these are often working adults with the obligations of family and mortgage. Thus, a student returning to gain teaching credentials could face substantial debt while just beginning a teaching career.

Second, institutions delivering instruction via video-tape are required by current law to provide the same class on campus in traditional delivery mode. Offering an identical course on campus is sometimes too duplicative and costly, especially if the course is primarily geared for

the needs of a typical distance learning student requiring highly skilled workforce training. For example, it is not uncommon for industry to request customized courses of higher education institutions.

Third, under the current federal regulations it is difficult for a student to obtain financial aid if they are taking courses via distance education from a variety of institutions. This is frequently necessary for distance education students. The articulation agreements this rule requires between each enrolling institution, creates a heavy paperwork burden for the student and the institution. For example, several of Washington State University's campuses offer only upper division courses, so many of our students take concurrent courses at the local community college. In the near future, students accessing distance education programs will be able to simultaneously take courses at literally hundreds of institutions, thus demanding hundreds of articulation agreements among the institutions involved.

The emergence of new learning technologies, while it has great potential for both efficiency and access, also creates unique problems that need to be thoroughly evaluated. We encourage this Committee to undertake a careful study of the policy issues surrounding distance education, federal financial assistance, and program integrity for the upcoming reauthorization. We believe that the federal government can rely on collegiate accrediting agencies to protect students and taxpayers in connection with collegiate distance education programs. The risk to students and taxpayers in connection with the possible entry of profit-driven entities, especially those offering vocational training

on-line, is quite serious, and extending eligibility to such providers should be carefully studied for the potential fraud and abuse that such a shift could create.

CONCLUSION

Public universities are encountering many challenges in meeting the demands of non-traditional learners, emerging enrollment increases, constrained public resources while striving to meet the demands of the public and industry. The benefits afforded by new digital technologies and new forms of electronic communication, will help colleges and universities to continue to provide a quality, accessible education to prepare us for whatever challenges and opportunities the next century may hold. We look forward to the opportunity to work with the Committee as the Higher Education Act develops to facilitate learners in the 21st Century, regardless of the place or mode of instruction.

Sources:

NASULGC's Kellogg Commission First Working Paper on the Student Experience

Speech by Jerry Hargis, University of Georgia on Changing the Institutional Culture, presented at the NASULGC Annual Meeting, November 1996

NASULGC Report on Distance Learning, Challenges - Opportunities

Committee on Labor and Human Resources

United States Senate

Hearing on Reauthorization of the Higher Education Act

Technology and the Virtual University

Opportunities and Challenges

Wednesday, April 16, 1997

Statement of Dr. William H. Graves

chief information technology officer

University of North Carolina at Chapel Hill

On Behalf of:

American Association of State Colleges and Universities

American Council on Education

Educom

National Association of State Universities and Land-Grant Colleges

University of North Carolina at Chapel Hill

Introduction

Mr. Chairman, I am Bill Graves, chief information technology officer and

Professor of Information and Library Science and Mathematics at the

University of North Carolina at Chapel Hill. I am testifying today on

behalf of the National Association of State Universities and Land-Grant Colleges, the American Association of State Colleges and Universities, the American Council on Education, Educom and its National Learning Infrastructure Initiative, and the University of North Carolina at Chapel Hill.

During my testimony, I will demonstrate some new educational opportunities available to students. These will include Internet-based learning resources in the arts and humanities, as well as some new means for collaboration among students and their instructors.

Background

Over the past decade, the nation's major universities, in partnership with the federal government and private industry, pioneered the development of the current Internet. The university community has also been instrumental in the development of the software applications that have driven the escalating use of the Internet in all aspects of the nation's social and economic life. These applications include the Mosaic and Netscape Internet browsers, encryption and security software, and a host of applications to enhance research and instruction. The major universities are now working with their government and industry partners in the "Internet 2 Project" to add advanced technologies to the Internet to support a greater range and variety of applications in research and education as part of the "Next Generation Internet."

My primary purpose today is to describe the educational opportunities afforded by new applications of information technology and to

demonstrate how students and institutions are using these new technologies to enhance instruction and learning.

A National Learning Infrastructure

EDUCOM's National Learning Infrastructure Initiative represents the collective efforts of approximately 100 academic institutions, other non-profit organizations, and companies to utilize technology to increase access to quality educational experiences that focus on students' learning needs while containing the overall costs of education to society. The goal is for higher education to take advantage of today's computer and video network technologies to fulfill its core instructional mission with maximum effectiveness and efficiency.

Specifically:

1. Institutions can use information technology to reach new learners, extending the reach of instruction beyond the boundaries of the campus classroom, library, and laboratory.
2. Asynchronous communication technologies (such as email and the Web) and emerging synchronous communication and application-sharing technologies (such as live, two-way interactive video conferencing at the computer) can be used to enrich student-to-student and instructor-to-student communication and collaboration, whether in off-campus or on-campus instructional offerings.
3. Colleges and universities can use computer networks to deliver reliable, interactive learning and testing materials -- courseware,

simulations, case studies and other instructional software. These new applications can engage the full range of a students' human senses and abilities and allow students to proceed at their own pace. Also, these new materials, or learningware, enable a shift in emphasis from the inputs of instruction (teaching and courses) to its desired outcome (learning).

4. Information technology offers colleges and universities increased flexibility in delivering instruction. It is now easier than ever to customize courses and degree programs to enhance core institutional strengths and serve key constituencies while providing network access to a complete range of learningware and other learning resources through partnerships with other institutions and companies.

Distributed Education

The Internet can bring together students, instructors, and learning resources even if they are not all on one campus. Because the resulting educational opportunities afforded by information technology are so broad, the phrase distributed education has become a more useful term than distance education, which often refers to the delivery of education only by video (interactive or not).

Distributed education encompasses distance education but reaches further to allow an unbundling of instructional resources into modular components which can be reassembled by colleges, universities, and other organizations to support quality learning and to award certificates and degrees. We in higher education now have the opportunity to relax the

constraints of time, place, and pace on the way that we organize and deliver instruction and certification.

A distributed educational environment should integrate the delivery of learningware and asynchronous and synchronous conversations within learning communities of students, their expert mentors, and their educational and career advisors. The result should be convenient, affordable, accessible, enriched, and expanded national educational opportunity.

In sum, distributed education is at the heart of a learning society -- a society where everyone will have affordable and convenient access to the means both to learn and to certify that learning occurred.

Conclusion

Higher education is developing new applications of technology aimed at providing quality, affordable educational opportunities while relaxing the time and place constraints of the contact hour model of instruction.

These new educational opportunities will allow students to tailor their studies to their needs and learning styles. Colleges and universities can use technology to increase their flexibility and efficiency in developing courses and degrees to meet the needs of new constituencies, as well as to enhance the quality of the traditional residential experience.

Laila Van Eyck

Assistant Director,

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Hi Tom-

Remember me? We talked in Borders Books in Madison. You asked me to

send you an email to remind you. I believe you wanted to discuss some

issues relating to distance education and the reauthorization of the

Higher Education Act. I am the staff liaison to our Commission on

Information Technology, which includes roughly 200 distance educators,

library directors and chief information systems officers. Also, I am a

staff member to a board of campus presidents from all the various

sectors (2 year, 4 year, private, public) interested in these issues.

So, if I can't answer your questions, I'm sure I can find someone who

can! Please give me a call (778-0819) or send me an email. I look

forward to talking with you.

Laila

Laila Van Eyck

Assistant Director,

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