

## FYI: TS client script

**Source:**

<http://www.tech-archive.net/Archive/Win2000/microsoft.public.win2000.termserv.clients/2004-08/0087.html>

---

**From:** Alex K. Angelopoulos [MVP] (*aka-at-mvps-dot-org*)

**Date:** 08/06/04

Date: Fri, 6 Aug 2004 17:08:40 -0500

[crossposted to micwin2000.termserv.clients, windows.terminal\_services, and .windowsnt.terminalserver.client]

[Followup set to windows.terminal\_services]

I've attached (and embedded below for the attachment-challenged) a WSH script for connecting to terminal servers; it just offers alternate behavior from the mstsc client. Note that due to security restrictions it can not configure any of the SecuredSettings values such as StartProgram and WorkDir.

I'm working on an alternate version that will dynamically create an HTA and use it for the connection; this should allow almost total control over client parameters.

(Needs a valid msrdp.ocx version installed; if you can use a web connection for TS on the machine running the script, you've got this already).

```
<?xml version="1.0" encoding="ISO-8859-1" ?>
<job id="main">
<version value="1.0" year="2004" month="8" day="6"/>
<runtime>
<description><![CDATA[
Name: msrdpx.wsf
```

Description:

Wrapper for the RDP client embedded in msrdp.ocx.

Always connects with 128-bit encryption (will TRY lower encryption if necessary, e.g. connecting to a 56-bit encryption server).

By default, devices do NOT start connected to prevent prompts. This can be modified in the source by changing individual Redirectxxx\_Default constants to True.

The script looks up HKCU\msrdp.msrdp to determine the last installed RDP OCX version so it can get an accurate CLSID. Note that if a disabled OCX version was last installed, the connection will not work.

Exit errorlevels:

0 Script ran successfully

1 Generic compile or runtime script error

2 No server was specified on the commandline

3 the web control class was not found; it may not be installed.

4 No CLSID found for the control. It probably was installed but removed incorrectly.

]]></description>

<example><![CDATA[

To simply see the control version and exit:

msrdpx /V

To connect to a remote system:

msrdpx server-name-or-ip

To connect to a remote system with username and password:

msrdpx server myName myPassword

Connect to 192.168.0.2 without redirecting printers, com ports, drives, or smart cards:

msrdpx 192.168.0.2 /LPT- /COM- /DRIVE- /CARD- /RDPDR-

Connect to DC01 using 24-bit color and a 330x440 window with identically sized desktop; disable the mouse while we're at it:

msrdpx DC01 /COLOR:24 /H:330 /W:440 /MOUSE-

Revision and Release History:

Most of these notes may disappear since this is the "alpha" release.

2004-08-06

"Final Beta" MR&D TS forum release (<http://x220.win2ktest.com>)

]]></example>

<named name="C" helpstring="Connect to server console. This has no effect on NT4/2000 terminal servers, since the architecture does not allow console connection." type="simple" required="false"/>

<named name="COLOR" helpstring="color depth of the connection. Note that you CANNOT force a higher color depth than the server supports due to version or policy. Legitimate values are 8, 15, 16, 24. Defaults to 8-bit depth." type="string" required="false"/>

<named name="D" helpstring="Set domain for the connection." type="string" required="false"/>

<named name="Trace" helpstring="Turns on execution tracing." type="string" required="false"/>

<named name="PORT" helpstring="Server port for connection. If not specified, defaults to 3389." type="string" required="false"/>

<named name="H" helpstring="Set height in pixels of the control; if not specified, defaults to 600." type="string" required="false"/>

<named name="HD" helpstring="Set height in pixels of the desktop; if not specified, defaults to the control's height." type="string" required="false"/>

<named name="W" helpstring="Set width in pixels of the control; if not specified, defaults to 800." type="string" required="false"/>

<named name="WD" helpstring="Set width in pixels of the desktop; if not specified, defaults to the control's width." type="string" required="false"/>

```

<named name="Q" helpstring="Quiet mode. At present, this just prevents
automatic display of help text if arguments are invalid, and suppresses exit
error message boxes if executing from WScript.exe. Exit errorlevel is not
affected by this." type="string" required="false"/>
<named name="T" helpstring="Set titlebar text for the control. If not
specified, defaults to the address of the target system." type="string"
required="false"/>
<named name="V" helpstring="Display control version and then exit."
type="boolean" required="false"/>
<named name="ENC" helpstring="EncryptionEnabled; default is True."
type="boolean" required="false"/>
<named name="WINKEY" helpstring="EnableWindowsKey; default is True."
type="boolean" required="false"/>
<named name="MOUSE" helpstring="EnableMouse; default is True."
type="boolean" required="false"/>
<named name="RDPDR" helpstring="Enable RDPDR (opposite of DisableRdpdr);
default is True." type="boolean" required="false"/>
<named name="CAD" helpstring="Control+Alt+Delete is not required to get the
logon screen. Default is True." type="boolean" required="false"/>
<named name="RECONNECT" helpstring="EnableAutoReconnect; default is True."
type="boolean" required="false"/>
<named name="DRIVE" helpstring="RedirectDrives; default is False."
type="boolean" required="false"/>
<named name="COM" helpstring="RedirectPorts; default is False."
type="boolean" required="false"/>
<named name="LPT" helpstring="RedirectPrinters; default is False."
type="boolean" required="false"/>
<named name="CARD" helpstring="RedirectSmartCards; default is False."
type="boolean" required="false"/>
<named name="GRAB" helpstring="GrabFocusOnConnect; default is True."
type="boolean" required="false"/>
<unnamed name="server" helpstring="server to connect to." many="false"
required="1"/>
<unnamed name="username" helpstring="Username for the remote connection."
many="false" required="0"/>
<unnamed name="password" helpstring="Password for the connection. WARNING –
this password will be transmitted as CLEAR TEXT. It is thus inherently
insecure. If the remote system does not allow password specification, then
you must still enter it dynamically after connecting." many="false"
required="0"/>
</runtime>
<script language="VBScript"><![CDATA[
Option Explicit

' =====
' Generic Initialization
' =====

dim m_Index: m_Index = 0
Const error_NoServer = 2
Const error_ProgidNotFound = 3
Const error_ClsidNotFound = 4

```

```
Const Default_Height = 600
Const Default_Width = 800
Const Default_ColorDepth = 8
Const RedirectComPorts_Default = False
Const RedirectPrinters_Default = False
Const RedirectSmartCards_Default = False
Const Redirect_Drives = False
Const Control_ProgID = "msrdp.msrdp"
Const Default_Port = 3389

' =====
' Control Initialization
' =====

Dim m_Tracing, m_TraceStream
m_Tracing = ArgSimple("TRACE")
If m_Tracing Then Set m_TraceStream = GetTraceStream()

Dim m_Quiet: m_Quiet = ArgSimple("Q")

Trace "checking to see if progid " & Control_ProgID & " is on system."
If Not IsRegistryClassName(Control_ProgID) Then
  CriticalErrorExit error_ProgidNotFound, _
    "The programmatic identifier string " & Control_ProgID _
    & " was not found in the registry. The web client msrdp.ocx must " _
    & "be installed to use this script.", False
End If

Trace "checking for clsid using progid " & Control_ProgID
Dim controlClsId
controlClsId = GetClsIdFromProgid(Control_ProgID)
If controlClsId = False Then
  CriticalErrorExit error_ControlNotFound, _
    "Could not find a CLSID for the control. Reinstall the web client.", _
    False
End If
controlClsId = TrimCurlyBraces(controlClsId)

Trace "Found client control CLSID value of: " & controlClsId

If ArgSimple("V") Then
  WScript.Echo CreateObject(Control_ProgID).Version
  WScript.Quit 0
End If

Dim uargs: Set uargs = WScript.Arguments.UnNamed
If uargs.Count = 0 Then
  If not m_Quiet Then WScript.Arguments.ShowUsage
  WScript.Quit error_NoServer
End If
Trace "possible server parameter found on commandline."
```

```
' set up an Internet Explorer instance in one step...
Dim ie: Set ie = BrowserContainer()
Trace "IE container successfully created."

' Insert control and set up scale...
Dim body: Set body = ie.document.body
Dim control: set control = ie.document.createElement("object")
control.classId = "clsid:" & controlClsId
control.id = "msrdp"
Dim param: Set param = ie.document.createElement("param")
param.name = "StartProgram"
param.value = "C:\winnt\notepad.exe"
control.appendChild param
Set control = body.appendChild(control)
Trace "Inserted control into IE."
SizeContainer ie, control, ArgLong("W", Default_Width), _
  ArgLong("H", Default_Height)
' Can specify a separate desktop height and width; if not specified,
' defaults to the values used for the control height and width
control.DesktopHeight = ArgLong("HD", ArgLong("H", Default_Height) )
control.DesktopWidth = ArgLong("HW", ArgLong("W", Default_Width) )
Trace "Control dimensions set to " _
  & control.DesktopHeight & ", " & control.DesktopWidth
Dim color
color = ArgStringInList("COLOR", Array(8, 15, 16, 24, 32),
  Default_ColorDepth)
If VarType(color) = vbEmpty Then color = Default_ColorDepth
control.ColorDepth = color
Trace "Color bit depth is " & color
' Set up generic details
ie.document.Title = ArgString("T", uargs(0))
control.Server = uargs(0)
Trace "Server is " & control.Server
If uargs.Count > 1 Then
  control.UserName = uargs(1)
  Trace "Username supplied: " & control.UserName
End If
If ArgSimple("D") Then
  control.Domain = ArgString("D")
  Trace "Domain supplied: " & control.Domain
End If

' Set up shell-related parameters...
With control.AdvancedSettings3
  If uargs.Count > 2 Then .ClearTextPassword = uargs(2)
  .ConnectToServerConsole = ArgSimple("C")
  .RDPPort = ArgLong("PORT", Default_Port)
  Trace "RDPPort is: " & .RDPPort
  .EnableWindowsKey = Abs(ArgBoolean("WINKEY", True))
  Trace "EnableWindowsKey is: " & .EnableWindowsKey
  .EnableMouse = Abs(ArgBoolean("MOUSE", True))
```

```
Trace "EnableMouse is: " & .EnableMouse
.DisableCtrlAltDel = Abs(ArgBoolean("CAD", True))
Trace "DisableCtrlAltDel is: " & .DisableCtrlAltDel
.EnableAutoReconnect = ArgBoolean("RECONNECT", True)
Trace "EnableAutoReconnect is: " & .EnableAutoReconnect
.GrabFocusOnConnect = ArgBoolean("GRAB", True)
Trace "GrabFocusOnConnect is: " & .GrabFocusOnConnect
.RedirectDrives = ArgBoolean("DRIVE", Redirect_Drives)
Trace "RedirectDrives is: " & .RedirectDrives
.RedirectPorts = ArgBoolean("COM", RedirectComPorts_Default)
Trace "RedirectPorts is: " & .RedirectPorts
.RedirectPrinters = ArgBoolean("LPT", RedirectPrinters_Default)
Trace "RedirectPrinters is: " & .RedirectPrinters
.RedirectSmartCards = ArgBoolean("CARD", RedirectSmartCards_Default)
Trace "RedirectSmartCards is: " & .RedirectSmartCards
End With
Trace "CipherStrength: " & control.CipherStrength
```

```
' Now we try the secured settings
Trace "Secured Settings Status: " & control.SecuredSettingsEnabled
```

```
if control.SecuredSettingsEnabled then
' None of these currently work with my control version from script;
' they are not implemented for that reason...
Dim sec: Set sec = control.SecuredSettings
If ArgSimple("PROGRAM") Then sec.StartProgram = ArgString("PROGRAM")
If ArgSimple("DIR") Then sec.WorkDir = ArgString("DIR")
If ArgSimple("AUD") Then sec.AudioRedirectionMode = ArgLong("AUD")
If ArgSimple("FS") Then sec.FullScreen = ArgLong("FS")
If ArgSimple("KEY") Then sec.KeyboardHookMode = ArgLong("KEY")
end if
```

```
'Dim script: set script = ie.document.createElement("script")
'script.Language = "VBScript"
'script.defer = true
'script.text = "MsgBox msrdp.SecuredSettingsEnabled"
'body.fireEvent "foo"
'Set script = body.appendChild(script)
```

```
' =====
' Begin Main Processing Loop
' =====
```

```
control.ConnectingText = "Connecting to " & control.Server _
& " at " & Now()
ie.Visible = True
Trace "About to connect."
control.Connect
Trace "Connect called."
```

Trace "Exiting script."

```
' =====  
' Wrappers for various bits of the control configuration process.  
' =====
```

Function BrowserContainer()

```
' Creates a browser window ready for use as a control container.  
' USES WScript.Sleep – DO NOT USE IN MSHTA!  
' + navigate to about:blank and wait for it to settle;  
' + Remove all chrome and margins;  
' + return a HIDDEN IE instance ready to roll.
```

```
Dim ie: set ie = CreateObject _  
("InternetExplorer.Application")
```

```
ie.navigate "about:blank"
```

```
Do While ie.ReadyState <> 4  
  WScript.Sleep 50
```

```
Loop
```

```
ie.MenuBar = False
```

```
ie.AddressBar = False
```

```
ie.StatusBar = False
```

```
ie.Resizable = False
```

```
ie.ToolBar = 0
```

```
ie.document.body.scroll = "no"
```

```
ie.document.body.topMargin = 0
```

```
ie.document.body.bottomMargin = 0
```

```
ie.document.body.leftMargin = 0
```

```
ie.document.body.rightMargin = 0
```

```
Set BrowserContainer = ie
```

```
End Function
```

Sub SizeContainer(ByVal ie, ByVal ctl, ByVal width, ByVal height)

```
' Given a resized control, sets IE window to match...
```

```
ctl.width = width
```

```
ctl.height = height
```

```
ie.width = ie.width + ctl.width _
```

```
– ie.document.body.clientWidth
```

```
ie.height = ie.height + ctl.height _
```

```
– ie.document.body.clientHeight
```

```
End Sub
```

```
' =====  
' Control check routines  
' =====
```

Function IsRegistryClassName(Byval s)

```
' Takes a string s; returns true if HKCR\%s%\ exists
```

```
IsRegistryClassName = False
```

```
Dim WshShell: Set WshShell = CreateObject("WScript.Shell")
```

```
On Error Resume Next
```

```
WshShell.RegRead "HKCR\" & s & "\"
```

```
If Err.Number = 0 Then
```

```

IsRegistryClassName = True
ElseIf InStr(1, Err.Description, "Unable", vbTextCompare) Then
' The key was found, but the default value is empty; this is OK.
IsRegistryClassName = True
End If
End Function

```

```

Function GetClsIdFromProgid(ByVal progId)
' Given a programmatic identifier string, find the clsid
' for the class.
' useful for getting clsid for a reg
' Uses WshShell's RegRead method; this is weak, but allows
' accommodation to Win9x/NT4 systems with that may have
' WSH but no WMI.
Dim WshShell: Set WshShell = CreateObject("WScript.Shell")
On Error Resume Next
GetClsIdFromProgid = WshShell.RegRead _
("HKCR\" & progId & "\CLSID\")
If Err.Number = 0 Then Exit Function
' If we're here, there IS no CLSID subkey; need to find CurVer.
Err.Clear
Dim curVer: curVer = WshShell.RegRead _
("HKCR\" & progId & "\CurVer\")
GetClsIdFromProgid = WshShell.RegRead _
("HKCR\" & curVer & "\CLSID\")
If Err.Number = 0 Then Exit Function
' We have nothing. Call it a day, return false.
GetClsIdFromProgid = False
End Function

```

```

Function TrimCurlyBraces(ByVal s)
' Like the name says. Removes "{" if found at the beginning of s,
' removes "}" if found at the end.
s = Trim(s)
If Left(s, 1) = "{" Then s = Mid(s, 2)
If Right(s, 1) = "}" Then s = Left(s, Len(s) - 1)
TrimCurlyBraces = s
End Function

```

```

' =====
' Argument Parsing Helper Routines
' =====

```

```

Function ArgString(ByVal argName, ByVal defaultValue)
' If a string named argument was specified on the script's
' commandline, return it. If it wasn't, return a default value.
if WScript.Arguments.Named.Exists(argName) Then
ArgString = WScript.Arguments.Named(argName)
Else
ArgString = defaultValue
End If

```

End Function

```
Function ArgLong(ByVal argName, ByVal defaultValue)
' If a string named argument coercible to long was specified on the
' script's commandline, return it. If it wasn't, return a default value.
If WScript.Arguments.Named.Exists(argName) Then
    On Error Resume Next
    ArgLong = CLng( WScript.Arguments.Named(argName) )
    If Err.Number <> 0 Then
        AbortWithReason 3, "argument "/" & argName _
        & " needs a numeric value supplied."
    End If
Else
    ArgLong = defaultValue
End If
End Function
```

```
Function ArgLongRanged(ByVal argName, ByVal defaultValue, _
ByVal floor, ByVal ceiling)
' If a string named argument coercible to long was specified on the
' script's commandline, return it. If it wasn't, return a default value.
ArgLongRanged = ArgLong( argName, defaultValue)
If ArgLongRanged < floor or ArgLongRanged > ceiling Then
    AbortWithReason 5, "argument "/" & argName _
    & " needs a value in the range " & floor & " through " & ceiling
End If
End Function
```

```
Function ArgSimple(ByVal argName)
' If a simple argument was specified on the script's commandline,
' return true. If it wasn't, return false.
if WScript.Arguments.Named.Exists(argName) Then
    ArgSimple = True
Else
    ArgSimple = false
End If
End Function
```

```
Function ArgBoolean(ByVal argName, ByVal defaultValue)
' Get an optional boolean named argument if it exists;
' if it does not exist, return the default value.
if WScript.Arguments.Named.Exists(argName) Then
    If VarType(WScript.Arguments.Named(argName)) = Empty Then
        ArgBoolean = defaultValue
    Else
        ArgBoolean = CBool(WScript.Arguments.Named(argName))
    End If
Else
    ArgBoolean = defaultValue
End If
End Function
```

```
Function ArgTriState(ByVal argName, ByVal defaultValue)
' Interprets a Boolean argument as a tristate value.
' If not specified, 0 is returned; /argName- is -1;
' and /argName+ is +1. The defaultValue is used if
' the argument name is specified without a value.
ArgTriState = defaultValue
If Not WScript.Arguments.Named.Exists(argName) Then Exit Function
Select Case WScript.Arguments.Named(argName)
  Case True ArgTriState = -1
  Case False ArgTriState = 0
  Case Empty ArgTriState = -2
End Select
End Function
```

```
Function ArgSwitch(ByVal argNames)
' Given an array of argNames, checks to see which was supplied.
' If none are found, or multiple matches are found, returns Empty.
dim argName
ArgSwitch = Empty
For Each argName in argNames
  If WScript.Arguments.Named.Exists(argName) Then
    If ArgSwitch = Empty Then
      ArgSwitch = argName
    Else
      ArgSwitch = Empty
      Exit Function
    End If
  End If
Next
End Function
```

```
Function ArgStringInList(ByVal argName, Byval values, byVal defaultValue)
' Given an argument name argName, ensures that a supplied value is
' in the list.
' If no value is specified, returns the defaultValue.
' If a non-list value is supplied, returns vbEmpty.
If WScript.Arguments.Named.Exists(argName) Then
  Dim arg: arg = WScript.Arguments.Named(argName)
  For i = 0 to UBound(values)
    If LCase(values(i) ) = LCase(arg) Then
      ArgStringInList = arg
      Exit Function
    End If
  Next
  ' If we got here, was not a match.
  ArgStringInList = Empty
Else
  ArgStringInList = defaultValue
End If
End Function
```

```

=====
' Host and Tracing Routines
=====

```

```

*****
'*
'* Function HostIsCScript()
'* Purpose: Determines which program is used to run this script.
'* Input: None
'* Output: True if cscript.exe was used to run the script.
'*
*****

```

```

Function HostIsCScript()
' Minor modifications to simplify (use of native WSH properties);
' No longer attempts to quit since it won't work anyway if a true
' non-WSH host is used...
Dim fso: Set fso = CreateObject("Scripting.FileSystemObject")
HostIsCScript = False
On Error Resume Next
' Non-WSH hosts will ensure that baseName is empty
Dim baseName: baseName = LCase( fso.GetBaseName(WScript.FullName) )
If baseName = "cscript" Then HostIsCScript = True
End Function

```

```

Function GetTraceStream()
' Returns an output stream for tracing. If console-hosted,
' this is stderr; if not, this is a file in the same directory as
' the script, with an identical base name + log. The file will be
' opened for appending.
' RETURNS: a TextStream opened for appending.
' DEPENDENCIES: Function HostIsCScript(), FSO, WScript
If HostIsCScript() Then
Set GetTraceStream = WScript.StdErr
Else
Dim fso: Set fso = CreateObject("Scripting.FileSystemObject")
Dim script
script = fso.GetAbsolutePathName(WScript.ScriptFullName)
Dim logFile
logFile = fso.BuildPath(fso.GetParentFolderName(script), _
fso.GetBaseName(script) & ".log")
Set GetTraceStream = fso.OpenTextFile(logFile, 8, True, -2)
End If
End Function

```

```

Sub Trace(ByVal s)
' Writes trace output if tracing is on.
' Depends on global variables m_Tracing (Boolean) and
' m_TraceStream (a TextStream object).
If m_Tracing Then m_TraceStream.WriteLine "[" & Time & "]: " & s
End Sub

```

```
Sub CriticalErrorExit(ByVal errorLevel, ByVal message, ByVal showHelp)
```

```
' If we have a critical error and cannot proceed, users need  
' visible feedback even when running with the GUI host.  
' This routine tries to wrap up everything. It sets an exit errorlevel  
' for automated processing.  
' We will display an error message but this is UGLY right now; it uses  
' WScript.Echo to ensure it works for both console and gui. It can be  
' suppressed if in quiet mode, (m_Quiet).  
' This is ugly because it means we are coupled via 3 explicit arguments  
' and we have hidden coupling from m_Quiet...
```

```
If HostIsCScript Then
```

```
WScript.StdErr.WriteLine message
```

```
Else
```

```
Trace message
```

```
If Not m_Quiet Then WScript.Echo message
```

```
End If
```

```
If showHelp and Not m_Quiet Then WScript.Arguments.ShowUsage
```

```
WScript.Quit errorLevel
```

```
End Sub
```

```
]]></script>
```

```
</job>
```

```
begin 666 msrdpx.wsf.txt
```

```
M[#]X;6P@=F5R<VEO;CTB,2XP(B!E;F-O9&EN9STB25-/+3@X-3DM,2(@/SX-  
M"CQJ;V(@:60)(FUA:6XB/@T*/9E<G-I;VX@=F%L=64](C$N,"(@>65A<CTB  
M,C P-"(@;6]N=&@)(C@B(&1A>3TB-B(O/@T*/)U;G1I;64^#0H9&5S8W)I  
M<'1I;VX^/"%;0T1!5$%;#0I.86UE.B!M<W)D<'@N=W-F#0H-"D1E<V-R:7!T  
M:6]N.@T*5W)A<'!E<B!F;W(@=&AE(%)$4"!C;&EE;G0@96UB961D960@:6X@  
M;7-R9' N;V-X+@T*#0I!;'=A>7,@8V]N;F5C=,@=VET:" Q,C@M8FET(&5N  
M8W)Y<'1I;VX@*=I;&P@5%)9(&QO=V5R(&5N8W)Y<'1I;VX@:68@;F5C97-S  
M87)Y+!"E+F<N(&-O;FYE8W1I;F<@=&\@82 U-BUB:70@96YC<GEP=&EO;B!S  
M97)V97(I+@T*#0I">2!D969A=6QT+!"D979I8V5S(&1O($Y/5"!S=&%R="!C  
M;VYN96-T960@=&\@<'@)E=F5N="!P<F]M<'1S+B!4:&ES(&-A;B!B92!M;V1I  
M9FEE9"!I;B!T:&4@<V]U<F-E(&)Y(&-H86YG:6YG(&EN9&EV:61U86P@4F5D  
M:7)E8W1X>'A?1&5F875L="!C;VYS=&%N=,@=&\@5')U92X-"@T*5&AE('C  
M<FEP="!L;V]K<R!U<"!(2T-57&US<F1P+FUS<F1P('1O(&1E=&5R;6EN92!T  
M:&4@;&%S="!I;G-T86QL960@4D10($)#6"!V97)S:6]N('O(&ET(&-A;B!G  
M970@86X@86-C=7)A=&4@0TQ3240N($YO=&4@=&AA="!I9B!A(&1I<V%B;&5D  
M($)#6"!V97)S:6]N('=A<R!L87-T(&EN<W1A;&QE9"P@=&AE(&-O;FYE8W1I  
M;VX@=VEL;"!N;W0@=V]R:RX-"@T*17AI="!E<G)O<FQE=F5L<SH-"C @4V-R  
M:7!T(')A;B!S=6-C97-S9G5L;'D-"C$@1V5N97)I8R!C;VUP:6QE(&]R(')U  
M;G1I;64@<V-R:7!T(&5R<F]R#0HR($YO('E<G9E<B!W87,@<W!E8VEF:65D  
M(&]N('1H92!C;VUM86YD;&EN90T*,R!T:&4@=V5B(&-O;G1R;VP@8VQA<W,@  
M=V%S(&YO="!F;W5N9#L@:70@;6%Y(&YO="!B92!I;G-T86QL960N#0HT($YO  
M($-,4TES(&9O=6YD(&9O<B!T:&4@8V]N=)O;"X@270@<')O8F%B;'D@=V%S  
M(&EN<W1A;&QE9"!B=70@<F5M;W9E9"!I;F-O<G)E8W1L>2X-"@T*#0I=73X\  
M+V1E<V-R:7!T:6]N/@T*/&5X86UP;&4^/"%;0T1!5$%;#0I4;R!S:6UP;'D@  
M<V5E('1H92!C;VYT<F]JL('9E<G-I;VX@86YD(&5X:70Z#0H);7-R9'X("]6  
M#0I4;R!C;VYN96-T('1O(&$@<F5M;W1E('Y<W1E;3H-"@EM<W)D<'@<V5R  
M=F5R+6YA;64M;W(M:7 -"E1O(&-O;FYE8W0@=&\@82!R96UO=&4@<WES=&5M
```

M('I=&@ @ =7-E<FYA;64@86YD('!A<W-W;W)D.@T\*"6US<F1P>"!S97)V97(@  
M;7E.86UE(&UY4&%S<W=O<F0-"D-O;FYE8W0@=&\@,3DR+C\$V."XP+C(@=VET  
M:&JU="!R961I<F5C=&EN9R!P<FEN=&5R<RP@8V]M('!O<G1S+"!D<FEV97,L  
M(&]R('M87)T(&-A<F1S.@T\*"6US<F1P>" Q.3(N,38X+C N,B O3%!4+2 O  
MOT]--+2 O1%))5D4M("]#05)\$+2 O4D101%(M#0I#;VYN96-T('!O(\$!#,\$#@  
M=7-I;F<@,C0M8FET(&-O;&]R(&%N9"!A(#,S,'@T-# @=VEN9&]W('I=&@ @  
M:61E;G1I8V%L;'D@<VEZ960@9&5S:W1O<#L@9&ES86)L92!T:&4@;6]U<V4@  
M=VAI;&4@=V4G<F4@870@:70Z#0H);7-R9!'X(\$!#,\$#@+T-/3\$]2.C(T("]  
M.C,S," O5SHT-# @+TU/55-%+0T\*#0I2979I<VEO;B!A;F0@4F5L96%S92!(  
M:7-T;W)Y.@T\*36]S="!O9B!T:&5S92!N;W1E<R!M87D@9&ES87!P96%R('I  
M;F-E('!H:7,@:7,@=&AE(")A;!H82(@<F5L96%S92X-"C(P,#0M,#@M,#8-  
M"B @ (D9I;F%L(\$E=&\$B(\$U2)D0@5%,@9F]R=6T@<F5L96%S92 H:'!T<#HO  
M+W@R,C N=VEN,FMT97-T+F-O;2D-"EU=/CPO97AA;7!L93X-"CQN86UE9"!N  
M86UE/2)#(B!H96QP<W1R:6YG/2)#;VYN96-T('!O(-E<G9E<B!C;VYS;VQE  
M+B!4:&ES(&AA<R!N;R!E9F9E8W0@;VX@3E0T+S(P,# @=&5R;6EN86P@<V5R  
M=F5R<RP@<VEN8V4@=&AE(&%R8VAI=&5C='5R92!D;V5S(&YO="!A;&QO=R!C  
M;VYS;VQE(&-O;FYE8W1I;VXN(B!T>7!E/2)S:6UP;&4B(')E<75I<F5D/2)F  
M86QS92(O/@T\*/&YA;65D(&YA;64](D-/3\$]2(B!H96QP<W1R:6YG/2)C;VQO  
M<B!D97!T:"!O9B!T:&4@8V]N;F5C=&EO;BX@3F]T92!T:&%T('EO=2!#04Y.  
M3U0@9F]R8V4@82!H:6=H97(@8V]L;W(@9&5P=&@ @=&AA;B!T:&4@<V5R=F5R  
M('U<'!O<G1S(&1U92!T;R!V97)S:6]N(&]R('!O;&EC>2X@3&5G:7!I;6%T  
M92!V86QU97,@87)E(#@L(#\$U+" Q-BP@,C0N(\$!E9F%U;'!S('!O(#@M8FET  
M(&1E<'!H+B(@='EP93TB<W1R:6YG(B!R97%U:7)E9#TB9F%L<V4B+SX-"CQN  
M86UE9"!N86UE/2)\$(B!H96QP<W1R:6YG/2)3970@9&]M86EN(&9O<B!T:&4@  
M8V]N;F5C=&EO;BxB('!Y<&4](G-T<FEN9R(@<F5Q=6ER960](F9A;'-E(B\  
M#0H;F%M960@;F%M93TB5')A8V4B(&AE;'!S=')I;F<](E1U<FYS(&]N(&5X  
M96-U=&EO;B!T<F% C:6YG+B(@='EP93TB<W1R:6YG(B!R97%U:7)E9#TB9F%L  
M<V4B+SX-"CQN86UE9"!N86UE/2)03U)4(B!H96QP<W1R:6YG/2)397)V97(@  
M<&]R="!F;W(@8V]N;F5C=&EO;BX@268@;F]T('P96-I9FEE9"P@9&5F875L  
M=',@=&@\@,S,X.2XB('!Y<&4](G-T<FEN9R(@<F5Q=6ER960](F9A;'-E(B\  
M#0H;F%M960@;F%M93TB2")(@:&5L<'T<FEN9STB4V5T(&AE:6=H="!I;B!P  
M:7AE;,@;V8@=&AE(&-O;G1R;VP[(&EF(&YO="!S<&5C:69I960L(&1E9F%U  
M;'!S('!O(#8P,"XB('!Y<&4](G-T<FEN9R(@<F5Q=6ER960](F9A;'-E(B\  
M#0H;F%M960@;F%M93TB2\$0B(&AE;'!S=')I;F<](E-E="!H96EG:'0@:6X@  
M<&EX96QS(&]F('!H92!D97-K=&]P.R!I9B!N;W0@<W!E8VEF:65D+"!D969A  
M=6QT<R!T;R!T:&4@8V]N=')O;"=S(&AE:6=H="XB('!Y<&4](G-T<FEN9R(@  
M<F5Q=6ER960](F9A;'-E(B\  
M#0H;F%M960@;F%M93TB5R(@:&5L<'T<FEN  
M9STB4V5T('I9!H(&EN('!I>&5L<R!O9B!T:&4@8V]N=')O;#L@:68@;F]T  
M('P96-I9FEE9"P@9&5F875L=',@=&@\@.# P+B(@='EP93TB<W1R:6YG(B!R  
M97%U:7)E9#TB9F%L<V4B+SX-"CQN86UE9"!N86UE/2)71")(@:&5L<'T<FEN  
M9STB4V5T('I9!H(&EN('!I>&5L<R!O9B!T:&4@9&5S:W1O<#L@:68@;F]T  
M('P96-I9FEE9"P@9&5F875L=',@=&@\@=&AE(&-O;G1R;VPG<R!W:61T:"XB  
M('!Y<&4](G-T<FEN9R(@<F5Q=6ER960](F9A;'-E(B\  
M#0H;F%M960@;F%M  
M93TB42(@:&5L<'T<FEN9STB475I970@;6]D92X@070@<')E<V5N="P@=&AI  
M<R!J=7-T('!R979E;G1S(&%U=&]M871I8R!D:7-P;&%Y(&]F(&AE;' @=&5X  
M="!I9B!A<F=U;65N=',@87)E(&EN=F%L:60L(&%N9"!S=7!P<F5S<V5S(&5X  
M:70@97)R;W(@;65S<V%G92!B;WAE<R!I9B!E>&5C=71I;F<@9G)O;2!74V-R  
M:7!T+F5X92X@17AI="!E<G)O<FQE=F5L(&ES(&YO="!A9F9E8W1E9"!B>2!T  
M:&ES+B(@='EP93TB<W1R:6YG(B!R97%U:7)E9#TB9F%L<V4B+SX-"CQN86UE  
M9"!N86UE/2)4(B!H96QP<W1R:6YG/2)3970@=&ET;&5B87(@=&5X="!F;W(@  
M=&AE(&-O;G1R;VPN(\$EF(&YO="!S<&5C:69I960L(&1E9F%U;'!S('!O('!H

M92!A9&1R97-S(&]F('1H92!T87)G970@<WES=&5M+B(@='EP93TB<W1R:6YG  
M(B!R97%U:7)E9#TB9F%L<V4B+SX-"CQN86UE9"!N86UE/2)6(B!H96QP<W1R  
M:6YG/2):\$-P;&%Y(&-O;G1R;VP@=F5R<VEO;B!A;F0@=&AE;B!E>&ET+B(  
M='EP93TB8F]O;&5A;B(@<F5Q=6ER960](F9A;'-E(B^#0H\;F%M960@;F%M  
M93TB14Y#(B!H96QP<W1R:6YG/2)%;F-R>7!T:6]N16YA8FQE9#L@9&5F875L  
M="!I<R!4<G5E+B(@='EP93TB8F]O;&5A;B(@<F5Q=6ER960](F9A;'-E(B^  
M#0H\;F%M960@;F%M93TB5TE.2T59(B!H96QP<W1R:6YG/2)%;F%B;&57:6YD  
M;W=S2V5Y.R!D969A=6QT(&ES(%1R=64N(B!T>7!E/2)B;V]L96%N(B!R97%U  
M:7)E9#TB9F%L<V4B+SX-"CQN86UE9"!N86UE/2)-3U5312(@:&5L<'T<FEN  
M9STB16YA8FQE36]U<V4[(&1E9F%U;0@:7,@5')U92XB('1Y<&4](F)O;VQE  
M86XB(')E<75I<F5D/2)F86QS92(O/@T\*/&YA;65D(&YA;64](E)\$4\$12(B!H  
M96QP<W1R:6YG/2)%;F%B;&4@4D101%(@\*&]P<&]S:71E(&]F(\$1I<V%B;&52  
M9!D<BD[(&1E9F%U;0@:7,@5')U92XB('1Y<&4](F)O;VQE86XB(')E<75I  
M<F5D/2)F86QS92(O/@T\*/&YA;65D(&YA;64](D-!)"(@:&5L<'T<FEN9STB  
M0V]N=)O;"M!;0K1&5L971E(&ES(&YO="!R97%U:7)E9"!T;R!G970@=&AE  
M(&QO9V]N('C<F5E;BX@1&5F875L="!I<R!4<G5E+B(@='EP93TB8F]O;&5A  
M;B(@<F5Q=6ER960](F9A;'-E(B^#0H\;F%M960@;F%M93TB4D5#3TY.14-4  
M(B!H96QP<W1R:6YG/2)%;F%B;&5! =71O4F5C;VYN96-T.R!D969A=6QT(&ES  
M(%1R=64N(B!T>7!E/2)B;V]L96%N(B!R97%U:7)E9#TB9F%L<V4B+SX-"CQN  
M86UE9"!N86UE/2)\$4DE612(@:&5L<'T<FEN9STB4F5D:7)E8W1\$<FEV97,[  
M(&1E9F%U;0@:7,@1F%L<V4N(B!T>7!E/2)B;V]L96%N(B!R97%U:7)E9#TB  
M9F%L<V4B+SX-"CQN86UE9"!N86UE/2)#3TTB(&AE;!S=)I;F<](E)E9&ER  
M96-T4&]R='[(&1E9F%U;0@:7,@1F%L<V4N(B!T>7!E/2)B;V]L96%N(B!R  
M97%U:7)E9#TB9F%L<V4B+SX-"CQN86UE9"!N86UE/2),4%0B(&AE;!S=)I  
M;F<](E)E9&ER96-T4)I;G1E<G,[(&1E9F%U;0@:7,@1F%L<V4N(B!T>7!E  
M/2)B;V]L96%N(B!R97%U:7)E9#TB9F%L<V4B+SX-"CQN86UE9"!N86UE/2)#  
M05)\$B!H96QP<W1R:6YG/2)2961I<F5C=%-M87)T0V%R9'[(&1E9F%U;0@  
M:7,@1F%L<V4N(B!T>7!E/2)B;V]L96%N(B!R97%U:7)E9#TB9F%L<V4B+SX-  
M"CQN86UE9"!N86UE/2)'4D%"(B!H96QP<W1R:6YG/2)'<F%B1F]C=7-;/D-O  
M;FYE8W0[(&1E9F%U;0@:7,@5')U92XB('1Y<&4](F)O;VQE86XB(')E<75I  
M<F5D/2)F86QS92(O/@T\*/5N;F%M960@;F%M93TB<V5R=F5R(B!H96QP<W1R  
M:6YG/2)S97)V97(@=&\@8V]N;F5C="!T;RXB(&UA;GD](F9A;'-E(B!R97%U  
M:7)E9#TB,2(O/@T\*/5N;F%M960@;F%M93TB=7-E<FYA;64B(&AE;!S=)I  
M;F<](E5S97)N86UE(&9O<B!T:&4@<F5M;W1E(&-O;FYE8W1I;VXN(B!M86YY  
M/2)F86QS92(@<F5Q=6ER960](C B+SX-"CQU;FYA;65D(&YA;64](G!A<W-W  
M;W)D(B!H96QP<W1R:6YG/2)087-S=V]R9"!F;W(@=&AE(&-O;FYE8W1I;VXN  
M(%=!4DY)3D<@+2!T:&ES('!A<W-W;W)D('=I;&P@8F4@=)A;G-M:71T960@  
M87,@0TQ%05(@5\$585"X@270@:7,@=&AU<R!I;FAE<F5N=&QY(&EN<V5C=7)E  
M+B!)9B!T:&4@<F5M;W1E('Y<W1E;2!D;V5S(&YO="!A;&QO=R!P87-S=V]R  
M9"!S<&5C:69I8V%T:6]N+!"!T:&5N('EO=2!M=7-T('T:6QL(&5N=&5R(&ET  
M(&1Y;F%M:6-A;&QY(&%F=&5R(&-O;FYE8W1I;F<N(B!M86YY/2)F86QS92(@  
M<F5Q=6ER960](C B+SX-"CPO<G5N=&EM93X-"CQS8W)I<'0@;&%N9W5A9V4]  
M(E9"4V-R:7!T(CX\5M#1\$%405L-"D]P=&EO;B!%>!L:6-I= T\*#0H-"@T\*  
M)R ]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M=&EA;&EZ871I;VX-"B<@/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]-"F1I  
M;2!M7TEN9&5X.B!M7TEN9&5X(#T@, T\*0V]N<W0@97)R;W)?3F]397)V97(@  
M/2 R#0I#;VYS="!E<G)O<E]0<F]G:61.;W1&;W5N9" ](#,-"D-O;G-T(&5R  
M<F]R7T-L<VED3F]T1F]U;F0@/2 T#0I#;VYS="!\$969A=6QT7TAE:6=H=" ]  
M(#8P, T\*0V]N<W0@1&5F875L=%]7:61T:" ](#@P, T\*0V]N<W0@1&5F875L

M=%]#;VQO<D1E<'1H(#T@. T\*0V]N<W0@4F5D:7)E8W1#;VU0;W)T<U]\$969A  
M=6QT(#T@1F%L<V4-"D-O;G-T(%)E9&ER96-T4')I;G1E<G-?1&5F875L=" ]  
M(\$9A;'-E#0I#;VYS="!2961I<F5C=%-M87)T0V%R9'-?1&5F875L=" ](\$9A  
M;'-E#0I#;VYS="!2961I<F5C=%]S<FEV97,@/2!&86QS90T\*0V]N<W0@0V]N  
M=)O;%]0<F]G240@/2 B;7-R9' N;7-R9' B#0I#;VYS="!\$969A=6QT7U!O  
M<G0@/2 S,S@Y#0H-"B<@/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]-"B<@  
M("!#;VYT<F]L(\$EN:71I86QI>F%T:6]N#0HG(#T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]#0I\$:6T@;5]4<F% C:6YG+"!M7U1R86-E4W1R96%M#0IM7U1R  
M86-I;F<@/2!!<F=3:6UP;&4H(E1204-%(BD-"DEF(&U?5')A8VEN9R!4:&5N  
M(%-E="!M7U1R86-E4W1R96%M(#T@1V5T5')A8V53=)E86TH\*0T\*#0I\$:6T@  
M;5]1=6EE=#H@;5]1=6EE=" ](\$R9U-I;7!L92@B42(I#0H-"E1R86-E(")C  
M:&5C:VEN9R!T;R!S964@:68@<')O9VED("(@)B!#;VYT<F]L7U!R;V=)1" F  
M("(@:7,@;VX@<WES=&5M+B(-"DEF(\$YO="!)<U)E9VES=)Y0VQA<W-.86UE  
M\*\$-O;G1R;VQ?4')O9TE\$\*2!4:&5N#0H)0W)I=&EC86Q%<G)O<D5X:70@97)R  
M;W)24')O9VED3F]T1F]U;F0L(%\-"@D)(E1H92!P<F]G<F%M;6%T:6,@:61E  
M;G1I9FEE<B!S=")I;F<@(B F(\$-O;G1R;VQ?4')O9TE\$(%\-"@D))B B('=A  
M<R!N;W0@9F]U;F0@:6X@=&AE(')E9VES=)Y+B!4:&4@=V5B(&-L:65N="!M  
M<W)D<"YO8W@@;75S=" B(%\-"@D@28@(F)E(&EN<W1A;&QE9"!T;R!U<V4@  
M=&AI<R!S8W)I<0N(BP@1F%L<V4-"D5N9"!9@T\*#0I4<F% C92 B8VAE8VMI  
M;F<@9F]R(&-L<VED('5S:6YG('!R;V=I9" B("8@0V]N=)O;%]0<F]G240-  
M"D1I;2!C;VYT<F]L0VQS260-"F-O;G1R;VQ#;'-)9" ](\$=E=\$-L<TED1G)O  
M;5!R;V=I9"A#;VYT<F]L7U!R;V=)1"D-"DEF(&-O;G1R;VQ#;'-)9" ](\$9A  
M;'-E(%1H96X-"@E#<FET:6-A;\$5R<F]R17AI="!E<G)O<E]#;VYT<F]L3F]T  
M1F]U;F0L(%\-"@DB0V]U;&0@;F]T(&9I;F0@82!#3%-)1"!F;W(@=&AE(&-O  
M;G1R;VPN(%E:6YS=&%L;"!T:&4@=V5B(&-L:65N="XB+"!#0H)(\$9A;'-E  
M#0I%;F0@268-"F-O;G1R;VQ#;'-)9" ](%1R:6U#=7)L>4)R86-E<RAC;VYT  
M<F]L0VQS260I#0H-"E1R86-E(")&W5N9"!C;&EE;G0@8V]N=)O;"!#3%-)  
M1"!V86QU92!O9CH@ (B F(&-O;G1R;VQ#;'-)9 T\*#0I)9B!!<F=3:6UP;&4H  
M(E8B\*2!4:&5N#0H)5U-C<FEP="Y%8VAO(\$-R96%T94]B:F5C="A#;VYT<F]L  
M7U!R;V=)1"DN5F5R<VEO;@T\*"5=38W)I<0N475I=" P#0I%;F0@268-"@T\*  
M1&EM('5A<F=S.B!3970@=6%R9W,@/2!74V-R:7!T+D%R9W5M96YT<RY5;DYA  
M;65D#0I)9B!U87)G<RY#;W5N=" ](# @5&AE;@T\*"4EF(&YO="!M7U%U:65T  
M(%1H96X@5U-C<FEP="Y!<F=U;65N=';N4VAO=U5S86=E#0H)5U-C<FEP="Y1  
M=6ET(&5R<F]R7TYO4V5R=F5R#0I%;F0@268-"E1R86-E(")P;W-S:6)L92!S  
M97)V97(@<%R86UE=&5R(&9O=6YD(&]N(&-O;6UA;F1L:6YE+B(-"@T\*)R!S  
M970@=7 @86X@26YT97)N970@17AP;&]R97(@:6YS=&%N8V4@:6X@;VYE(-T  
M97 N+BX-"D1I;2!I93H@4V5T(&EE(#T@0G)O=W-E<D-O;G1A:6YE<B@I#0I4  
M<F% C92 B244@8V]N=&%I;F5R('U8V-E<W-F=6QL>2!C<F5A=&5D+B(-"@T\*  
M)R!);G-E<G0@8V]N=)O;"!A;F0@<V5T('5P('C86QE+BXN#0I\$:6T@8F]D  
M>3H@4V5T(&)O9'D@/2!!I92YD;V-U;65N="YB;V1Y#0I\$:6T@8V]N=)O;#H@  
M<V5T(&-O;G1R;VP@/2!!I92YD;V-U;65N="YC<F5A=&5%;&5M96YT\*)O8FIE  
M8W0B\*0T\*8V]N=)O;"YC;&%S<TED(#T@ (F-L<VED.B(@)B!C;VYT<F]L0VQS  
M260-"F-O;G1R;VPN:60@/2 B;7-R9' B#0I\$:6T@<%R86TZ(%-E="!P87)A  
M;2 ](&EE+F1O8W5M96YT+F-R96%T945L96UE;G0H(G!A<F%M(BD-"G!A<F%M  
M+FYA;64@/2 B4W1A<G10<F]G<F%M(@T\*<%R86TN=F%L=64@/2 B0SI<=VEN  
M;G1<;F]T97!A9"YE>&4B#0IC;VYT<F]L+F%P<&5N9\$-H:6QD('!A<F%M#0I3  
M970@8V]N=)O; ](&)O9'DN87!P96YD0VAI;&0H8V]N=)O;"D-"E1R86-E  
M(");G-E<G1E9"!C;VYT<F]L(&EN=&\@244N(@T\*4VEZ94-O;G1A:6YE<B!I  
M92P@8V]N=)O;"P@07)G3&]N9R@B5R(L(\$1E9F%U;'!5VED=&@I+"!#0H)

M07)G3&]N9R@B2"(L(\$1E9F%U;'1?2&5I9VAT\*0T\*)R!#86X@<W!E8VEF>2!A  
M('E<=&%R871E(&1E<VMT;W @:&5I9VAT(&%N9"!W:61T:#L@:68@;F]T('P  
M96-I9FEE9"P-"B<@9&5F875L=',@=&\@=&AE('9A;'5E<R!U<V5D(&9O<B!T  
M:&4@8V]N=)O;"!H96EG:'0@86YD('=I9'1H#0IC;VYT<F]L+D1E<VMT;W!(  
M96EG:'0@/2!!<F=,;VYG\*)"(1"(L(\$%R9TQO;F<H(D@B+"!\$969A=6QT7TAE  
M:6=H="D@\*0T\*8V]N=)O;"Y\$97-K=&]P5VED=&@@/2!!<F=,;VYG\*)"(5R(L  
M(\$%R9TQO;F<H(E<B+"!\$969A=6QT7U=I9'1H\*2 I#0I4<F%C92 B0V]N=)O  
M;"!D:6UE;G-I;VYS('E="!T;R B(%\-"@DF(&-O;G1R;VPN1&5S:W1O<\$AE  
M:6=H=" F"(L(B F(&-O;G1R;VPN1&5S:W1O<%=I9'1H#0I\$:6T@8V]L;W(-  
M"F-O;&]R(#T@07)G4W1R:6YG26Y,:7-T\*)#3TQ/4B(L(\$%R<F%Y\*#@L(\$#U  
M+" Q-BP@,C0L(#,R\*2P@1&5F875L=%]#;VQO<D1E<'1H\*0T\*268@5F%R5'EP  
M92AC;VQO<BD@/2!V8D5M<'1Y(%1H96X@8V]L;W(@/2!\$969A=6QT7T-O;&]R  
M1&5P=&@-"F-O;G1R;VPN0V]L;W)\$97!T:" ](&-O;&]R#0I4<F%C92 B0V]L  
M;W(@8FET(&1E<'1H(&ES("(@)B!C;VQO<@T\*)R!3970@=7 @9V5N97)I8R!D  
M971A:6QS#0II92YD;V-U;65N="Y4:71L92 ](\$%R9U-T<FEN9R@B5"(L(5A  
M<F=S\*# I\*0T\*8V]N=)O;"Y397)V97(@/2!U87)G<R@P\*0T\*5')A8V4@(E-E  
M<G9E<B!I<R B("8@8V]N=)O;"Y397)V97(-"DEF('5A<F=S+D-O=6YT(#X@  
M,2!4:&5N#0H)8V]N=)O;"Y5<V5R3F%M92 ]('5A<F=S\*#I#0H)5')A8V4@  
M(E5S97)N86UE('U<!L:65D.B B("8@8V]N=)O;"Y5<V5R3F%M90T\*16YD  
M(\$EF#0D)9B!!<F=3:6UP;&4H(D0B\*2!4:&5N#0H)8V]N=)O;"Y\$;VUA:6X@  
M/2!!<F=3=)I;F<H(D0B\*0T\*"51R86-E(")\$;VUA:6X@<W5P<&QI960Z("(@  
M)B!C;VYT<F]L+D1O;6%I;@T\*16YD(\$EF#0H-"@T\*)R!3970@=7 @<VAE;&PM  
M<F5L871E9"!P87)A;65T97)S+BXN#0I7:71H(&-O;G1R;VPN061V86YC9613  
M971T:6YG<S,-"@E)9B!U87)G<RY#;W5N=" ^(#(@5&AE;B N0VQE87)497AT  
M4&%S<W=O<F0@/2!U87)G<R@R\*0T\*"2Y#;VYN96-T5&]397)V97#;VYS;VQE  
M(#T@07)G4VEM<&QE\*)#(BD-"@DN4D104&]R=" ](\$%R9TQO;F<H(E!/4E0B  
M+"!\$969A=6QT7U!O<G0I#0H)5')A8V4@(E)\$4%!O<G0@:7,Z("(@)B N4D10  
M4&]R= T\*"2Y%;F%B;&57:6YD;W=S2V5Y(#T@06)S\*\$%R9T)O;VQE86XH(E=)  
M3DM%62(L(%1R=64I\*0T\*"51R86-E(")\$;F%B;&57:6YD;W=S2V5Y(&ES.B B  
M("8@+D5N86)L95=I;F1O=W-+97D-"@DN16YA8FQE36]U<V4@/2!!8G,H07)G  
M0F]O;&5A;B@B34]54T4B+"!4<G5E\*2D-"@E4<F%C92 B16YA8FQE36]U<V4@  
M:7,Z("(@)B N16YA8FQE36]U<V4-"@DN1&ES86)L94-T<FQ!;'1\$96P@/2!!  
M8G,H07)G0F]O;&5A;B@B0T%\$(BP@5')U92DI#0H)5')A8V4@(D1I<V%B;&5#  
M=)L06QT1&5L(&ES.B B("8@+D1I<V%B;&5#=')L06QT1&5L#0H)+D5N86)L  
M94%U=&]296-O;FYE8W0@/2!!<F=";V]L96%N\*)214-/3DY%0U0B+"!4<G5E  
M\*0T\*"51R86-E(")\$;F%B;&5!=71O4F5C;VYN96-T(&ES.B B("8@+D5N86)L  
M94%U=&]296-O;FYE8W0-"@DN1W)A8D9O8W5S3VY#;VYN96-T(#T@07)G0F]O  
M;&5A;B@B1U)!0B(L(%1R=64I#0H)5')A8V4@(D=R86)&;V-U<T]N0V]N;F5C  
M="!I<SH@(B F("Y2961I<F5C=%!O<G1S#0H)+E)E9&ER96-T4')I;G1E<G,@/2!!<F="  
M;V]L96%N\*)4%0B+"!2961I<F5C=%!R:6YT97)S7T1E9F%U;'0I#0H)5')A  
M8V4@(E)E9&ER96-T4')I;G1E<G,@:7,Z("(@)B N4F5D:7)E8W10<FEN=&5R  
M<PT\*"2Y2961I<F5C=%-M87)T0V%R9',@/2!!<F=";V]L96%N\*)#05)\$(BP@  
M4F5D:7)E8W13;6%R=\$-A<F1S7T1E9F%U;'0I#0H)5')A8V4@(E)E9&ER96-T  
M4VUA<G1#87)D<R!I<SH@(B F("Y2961I<F5C=%-M87)T0V%R9',-"D5N9"!7  
M:71H#0H)5')A8V4@(D-I<&AE<E-T<F5N9W1H.B B("8@8V]N=)O;"Y#:7!H  
M97)3=)E;F=T: T\*#0HG(\$YO=R!W92!T<GD@=&AE('E8W5R960@<V5T=&EN

M9W,-"E1R86-E(")396-U<F5D(%-E='1I;F=S(%-T871U<SH@(B F(&-O;G1R  
M;VPN4V5C=7)E9%-E='1I;F=S16YA8FQE9 T\*#0II9B!C;VYT<F]L+E-E8W5R  
M9613971T:6YG<T5N86)L960@=&AE;@T\*"2<@3F]N92!O9B!T:&5S92!C=7)R  
M96YT;'D@=V]R:R!W:71H(&UY(&-O;G1R;VP@=F5R<VEO;B!F<F]M('C<FEP  
M=#L-"@DG('1H97D@87)E(&YO="!;7!L96UE;G1E9"!F;W(@=&AA="!R96%S  
M;VXN+BX-"@E\$:6T@<V5C.B!3970@<V5C(#T@8V]N=)O;"Y396-U<F5D4V5T  
M=&EN9W,-"@E)9B!!<F=3:6UP;&4H(E!23T=204TB\*2!4:&5N('E8RY3=&%R  
M=%!R;V=R86T@/2!!<F=3=)I;F<H(E!23T=204TB\*0T\*"4EF(\$%R9U-I;7!L  
M92@B1\$E2(BD@5&AE;B!S96,N5V]R:T1I<B ](\$%R9U-T<FEN9R@B1\$E2(BD-  
M"@E)9B!!<F=3:6UP;&4H(D%51"(I(%1H96X@<V5C+D%U9&EO4F5D:7)E8W1I  
M;VY-;V1E(#T@07)G3&]N9R@B055\$(BD-"@E)9B!!<F=3:6UP;&4H(D93(BD@  
M5&AE;B!S96,N1G5L;%-C<F5E;B ](\$%R9TQO;F<H(D93(BD-"@E)9B!!<F=3  
M:6UP;&4H(DM%62(I(%1H96X@<V5C+DME>6)O87)D2&]O:TUO9&4@/2!!<F=,  
M;VYG\*)"15DB\*0T\*96YD(&EF#0H-"B=\$:6T@<V-R:7!T.B!S970@<V-R:7!T  
M(#T@:64N9&]C=6UE;G0N8W)E871E16QE;65N="@B<V-R:7!T(BD-"B=S8W)I  
M<'0N3&%N9W5A9V4@/2 B5D)38W)I<'0B#0HG<V-R:7!T+F1E9F5R(#T@=)U  
M90T\*)W-C<FEP="YT97AT(#T@(DUS9T)O>"!M<W)D<"Y396-U<F5D4V5T=&EN  
M9W-%;F%B;&5D(@T\*)V)O9'DN9FER945V96YT(")F;V\B#0HG4V5T('C<FEP  
M=" ](&)O9'DN87!P96YD0VAI;&0H<V-R:7!T\*0T\*#0H-"B<@/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]-"B<@("!"96=I;B!-86EN(%!R;V-E<W-I;F<@  
M3&]O< T\*)R ]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M+D-O;FYE8W1I;F=497AT(#T@(D-O;FYE8W1I;F<@=&\@(B F(&-O;G1R;VPN  
M4V5R=F5R(%\-"@DF("(@870@(B F(\$YO=R@I#0II92Y6:7-18FQE(#T@5)U  
M90T\*5)A8V4@(D%B;W5T('1O(&-O;FYE8W0N(@T\*8V]N=)O;"Y#;VYN96-T  
M#0I4<F% C92 B0V]N;F5C="!C86QL960N(@T\*#0H-"E1R86-E(")%>&ET:6YG  
M('C<FEP="XB#0HG(#T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M5W)A<'!E<G,@9F]R('9A<FEO=7,@8FET<R!O9B!T:&4@8V]N=)O;"!C;VYF  
M:6=U<F%T:6]N('!R;V-E<W,N#0HG(#T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M<R!A(&)R;W=S97(@=VEN9&]W(')E861Y(&9O<B!U<V4@87,@82!C;VYT<F]L  
M(&-O;G1A:6YE<BX-"@DG(%5315,@5U-C<FEP="Y3;&5E<" M(\$1/(\$Y/5"!5  
M4T4@24X@35-(5\$A#0H))R K(&YA=FEG871E('1O(&%B;W5T.F)L86YK(&%N  
M9"!W86ET(&9O<B!I="!T;R!S971T;&4[#0H))R K(%E;6]V92!A;&P@8VAR  
M;VUE(&%N9"!M87)G:6YS.PT\*"2<@\*R!R971U<FX@82!(241\$14X@244@:6YS  
M=&%N8V4@<F5A9'D@=&\@<F]L;"X-"@E\$:6T@:64Z('E="!I92 ](\$-R96%T  
M94]B:F5C="!#0H)"2@B26YT97)N971%>!L;W)E<BY!<'!L:6-A=&EO;B(I  
M#0H):64N;F%V:6=A=&4@(F%B;W5T.F)L86YK(@T\*"41O(=%H:6QE(&EE+E)E  
M861Y4W1A=&4@/#X@- T\*"0E74V-R:7!T+E-L965P(#4P#0H)3&]O< T\*"6EE  
M+DUE;G5"87(@/2!&86QS90T\*"6EE+D%D9)E<W-"87(@/2!&86QS90T\*"6EE  
M+E-T871U<T)A<B ](\$9A;'-E#0H):64N4F5S:7IA8FQE(#T@1F%L<V4-"@EI  
M92Y4;V]L0F%R(#T@, T\*"6EE+F1O8W5M96YT+F)O9'DN<V-R;VQL(#T@(FYO  
M(@T\*"6EE+F1O8W5M96YT+F)O9'DN=&]P36%R9VEN(#T@, T\*"6EE+F1O8W5M  
M96YT+F)O9'DN8F]T=&]M36%R9VEN(#T@, T\*"6EE+F1O8W5M96YT+F)O9'DN  
M;&5F=\$UA<F=I;B ](# -"@EI92YD;V-U;65N="YB;V1Y+G)I9VAT36%R9VEN  
M(#T@, T\*"5-E="!<F]W<V5R0V]N=&%I;F5R(#T@:64-"D5N9"!&=6YC=&EO  
M;@T\*#0I3=6(@4VEZ94-O;G1A:6YE<BA">59A;"!I92P@0GE686P@8W1L+"!  
M>59A;"!W:61T:"P@0GE686P@:&5I9VAT\*0T\*"2<@1VEV96X@82!R97-I>F5D

M(&-O;G1R;VPL('E=',@244@=VEN9&JW('1O(&UA=&-H+BXN#0H)8W1L+G=I  
M9'1H(#T@=VED=&@-'@EC=&PN:&5I9VAT(#T@:&5I9VAT#0H):64N=VED=&@ @  
M/2!I92YW:61T:" K(&-T;"YW:61T:"!#0H)"2T@:64N9&]C=6UE;G0N8F]D  
M>2YC;&EE;G17:61T: T\*"6EE+FAE:6=H=" ](&EE+FAE:6=H=" K(&-T;"YH  
M96EG:'0@7PT\*"0DM(&EE+F1O8W5M96YT+F)O9'DN8VQI96YT2&5I9VAT#0I%  
M;F0@4W5B#0H-"B<@/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]-"B<@("!"#  
M;VYT<F]L(&-H96-K(')O=71I;F5S#0HG(#T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M<RD-"@DG(%1A:V5S(&\$@<W1R:6YG('('E='5R;G,@=)U92!I9B!(2T-2  
M7"5S)5P@97AI<W1S#0H)27-296=I<W1R>4-L87-S3F%M92 ](\$9A;'E#0H)  
M1&EM(%=S:%-H96QL.B!3970@5W-H4VAE;&P@/2!#<F5A=&5/8FIE8W0H(E=3  
M8W)I<'0N4VAE;&PB\*0T\*"4]N(\$5R<F]R(% )E<W5M92!.97AT#0H)5W-H4VAE  
M;&PN4F5G4F5A9" B2\$M#4EPB("8@<R F(")<(@T\*"4EF(\$5R<BY.=6UB97(@  
M/2 P(%1H96X-"@D)27-296=I<W1R>4-L87-S3F%M92 ](%1R=64-"@E%;'-E  
M268@26Y3='(H,2P@17)R+D1E<V-R:7!T:6]N+" B56YA8FQE(BP@=F)497AT  
M0V]M<&%R92D@5&AE;@T\*"0DG(%1H92!K97D@=V%S(&9O=6YD+"!B=70@=&AE  
M(&1E9F%U;'0@=F%L=64@:7,@96UP='D[(('1H:7,@:7,@3TLN#0H)"4ES4F5G  
M:7-T<GE#;&%S<TYA;64@/2!4<G5E#0H)16YD(\$EF#0I%;F0@1G5N8W1I;VX-  
M"@T\*#0I&=6YC=&EO;B!'971#;-)9\$9R;VU0<F]G:60H0GE686P@<')O9TED  
M\*0T\*"2<@1VEV96X@82!P<F]G<F%M;6%T:6,@:61E;G1I9FEE<B!S=')I;F<L  
M(&9I;F0@=&AE(&-L<VED#0H))R!F;W(@=&AE(&-L87-S+@T\*"2<@=7-E9G5L  
M(&9O<B!G971T:6YG(&-L<VED(&9O<B!A(')E9PT\*"2<@57-E<R!7<VA3:&5L  
M;"=S(% )E9U)E860@;65T:&]D.R!T:&ES(&ES('=E86LL(& )U="!A;&QO=W,-  
M"@DG(&%C8V]M;6]D871I;VX@=&\@5VEN.7@O3E0T('Y<W1E;7,@=VET:"!T  
M:&%T(&UA>2!H879E#0H))R!74T@&8G5T(&YO(%=-22X-"@E\$:6T@5W-H4VAE  
M;&PZ(%-E="!7<VA3:&5L;" ](\$-R96%T94]B:F5C="@B5U-C<FEP="Y3:&5L  
M;"(I#0H)3VX@17)R;W(@4F5S=6UE(\$YE>'0-"@E'971#;-)9\$9R;VU0<F]G  
M:60@/2!7<VA3:&5L;"Y296=296%D(%\-"@D)\*") (2T-27"(@)B!P<F]G260@  
M)B B7\$-,4TE\$7"(I#0H)268@17)R+DYU;6)E<B ](# @5&AE;B!%>&ET(\$9U  
M;F-T:6]N#0H))R!)9B!W92=R92!H97)E+"!T:&5R92!)4R!N;R!#3%-)1"!S  
M=6)K97D[( &YE960@=&\@9FEN9"!#=7)697(N#0H)17)R+D-L96%R#0H)1&EM  
M(&-U<E9E<CH@8W5R5F5R(#T@5W-H4VAE;&PN4F5G4F5A9"!#0H)"2@B2\$M#  
M4EPB("8@<')O9TED("8@(EQ#=7)697)<(BD-"@E'971#;-)9\$9R;VU0<F]G  
M:60@/2!7<VA3:&5L;"Y296=296%D(%\-"@D)\*") (2T-27"(@)B!C=7)697(@  
M)B B7\$-,4TE\$7"(I#0H)268@17)R+DYU;6)E<B ](# @5&AE;B!%>&ET(\$9U  
M;F-T:6]N#0H))R!792!H879E(&YO=&AI;F<N(\$-A;&P@:70@82!D87DL('E  
M='5R;B!F86QS92X-"@E'971#;-)9\$9R;VU0<F]G:60@/2!&86QS90T\*16YD  
M(\$9U;F-T:6]N#0H-"D9U;F-T:6]N(%1R:6U#=7)L>4)R86-E<RA">59A;"!S  
M\*0T\*"2<@3&EK92!T:&4@;F%M92!S87ES+B!296UO=F5S(")(B!I9B!F;W5N  
M9"!A="!T:&4@8F5G:6YN:6YG(&]F('L#0H))R!R96UO=F5S(")(B!I9B!F  
M;W5N9"!A="!T:&4@96YD+@T\*"7,@/2!4<FEM\*!,I#0H)268@3&5F="AS+" Q  
M\*2 ](B!4:&5N(',@/2!:-60H<RP@,BD-"@E)9B!2:6=H="AS+" Q\*2 ]  
M(")(B!4:&5N(',@/2!,969T\*',L(\$QE;BAS\*2 M(#\$I#0H)5)I;4-U<FQY  
M0G)A8V5S(#T@<PT\*16YD(\$9U;F-T:6]N#0H-"B<@/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]-"B<@("!"<F=U;65N="!087)S:6YG(\$AE;!E<B!2;W5T  
M:6YE<PT\*)R ]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M:6]N(\$R9U-T<FEN9RA">59A;"!A<F=.86UE+"!">59A;"!D969A=6QT5F%L

M=64I#0H))R!)9B!A('T<FEN9R!N86UE9"!A<F=U;65N="!W87,@<W!E8VEF  
M:65D(&JN('1H92!S8W)I<'0G<PT\*"2<@8VJM;6%N9&QI;F4L(')E='5R;B!I  
M="X@268@:70@=V%S;B=T+"!R971U<FX@82!D969A=6QT('9A;'5E+@T\*"6EF  
M(%=38W)I<'0N07)G=6UE;G1S+DYA;65D+D5X:7-T<RAA<F=.86UE\*2!4:&5N  
M#0H)"4%R9U-T<FEN9R J(%=38W)I<'0N07)G=6UE;G1S+DYA;65D\*%R9TYA  
M;64I#0H)16QS90T\*"0E!<F=3=)I;F<@/2!D969A=6QT5F%L=64-"@E%;F0@  
M268-"D5N9"!&=6YC=&EO;@T\*#0H-"D9U;F-T:6]N(\$%R9TQO;F<H0GE686P@  
M87)G3F%M92P@0GE686P@9&5F875L=%9A;'5E\*0T\*"2<@268@82!S=)I;F<@  
M;F%M960@87)G=6UE;G0@8V]E<F-I8FQE('1O(&QO;F<@=V%S('P96-I9FEE  
M9"!O;B!T:&4-"@DG('C<FEP="S(&-O;6UA;F1L:6YE+"!R971U<FX@:70N  
M(\$EF(&ET('A<VXG="P@<F5T=7)N(&\$@9&5F875L="!V86QU92X-"@E)9B!7  
M4V-R:7!T+D%R9W5M96YT<RY.86UE9"Y%>&ES=,H87)G3F%M92D@5&AE;@T\*  
M"0E/B!%<G)O<B!297-U;64@3F5X= T\*"0E!<F=,;VYG(#T@0TQN9R@ @5U-C  
M<FEP="Y!<F=U;65N=',N3F%M960H87)G3F%M92D@\*0T\*"0E)9B!%<G(N3G5M  
M8F5R(#P^(# @5&AE;@T\*"0D)06)O<G17:71H4F5A<V]N(#,L(")A<F=U;65N  
M=" O(B F(&%R9TYA;64@7PT\*"0D)"28@(B!N965D<R!A(&YU;65R:6,@=F%L  
M=64@<W5P<&QI960N(@T\*"0E%;F0@268-"@E%;'-E#0H)"4%R9TQO;F<@/2!D  
M969A=6QT5F%L=64-"@E%;F0@268-"D5N9"!&=6YC=&EO;@T\*#0H-"D9U;F-T  
M:6]N(\$%R9TQO;F=286YG960H0GE686P@87)G3F%M92P@0GE686P@9&5F875L  
M=%9A;'5E+"!#0H)0GE686P@9FQO;W(L(\$)Y5F%L(&-E:6QI;F<I#0H))R!)  
M9B!A('T<FEN9R!N86UE9"!A<F=U;65N="!C;V5R8VEB;&4@=&\@;&]N9R!W  
M87,@<W!E8VEF:65D(&JN('1H90T\*"2<@<V-R:7!T)W,@8VJM;6%N9&QI;F4L  
M(')E='5R;B!I="X@268@:70@=V%S;B=T+"!R971U<FX@82!D969A=6QT('9A  
M;'5E+@T\*"4%R9TQO;F=286YG960@/2!!<F=,;VYG\*"!A<F=.86UE+"!D969A  
M=6QT5F%L=64I#0H)268@07)G3&]N9U)A;F=E9" \(&9L;V]R(&]R(\$%R9TQO  
M;F=286YG960@/B!C96EL:6YG(%1H96X-"@D)06)O<G17:71H4F5A<V]N(#4L  
M(")A<F=U;65N=" O(B F(&%R9TYA;64@7PT\*"0D)"28@(B!N965D<R!A('9A  
M;'5E(&EN('1H92!R86YG92 B("8@9FQO;W(@)B B('1H<F]U9V@@(B F(&-E  
M:6QI;F<-"@E%;F0@268-"D5N9"!&=6YC=&EO;@T\*#0H-"D9U;F-T:6]N(\$%R  
M9U-I;7!L92A">59A;"!A<F=.86UE\*0T\*"2<@268@82!S:6UP;&4@87)G=6UE  
M;G0@=V%S('P96-I9FEE9"!O;B!T:&4@<V-R:7!T)W,@8VJM;6%N9&QI;F4L  
M#0H))R!R971U<FX@=)U92X@268@:70@=V%S;B=T+"!R971U<FX@9F%L<V4N  
M#0H):68@5U-C<FEP="Y!<F=U;65N=',N3F%M960N17AI<W1S\*%R9TYA;64I  
M(%1H96X-"@D)07)G4VEM<&QE(#T@5)U90T\*"45L<V4-"@D)07)G4VEM<&QE  
M(#T@9F%L<V4-"@E%;F0@268-"D5N9"!&=6YC=&EO;@T\*#0H-"D9U;F-T:6]N  
M(\$%R9T)O;VQE86XH0GE686P@87)G3F%M92P@0GE686P@9&5F875L=%9A;'5E  
M\*0T\*"2<@1V5T(&%N(&]P=&EO;F%L(&)O;VQE86X@;F%M960@87)G=6UE;G0@  
M:68@:70@97AI<W1S.PT\*"2<@:68@:70@9&]E<R!N;W0@97AI<W0L(')E='5R  
M;B!T:&4@9&5F875L="!V86QU92X-"@EI9B!74V-R:7!T+D%R9W5M96YT<RY.  
M86UE9"Y%>&ES=,H87)G3F%M92D@5&AE;@T\*"0E)9B!687)4>7!E\*%38W)I  
M<'0N07)G=6UE;G1S+DYA;65D\*%R9TYA;64I\*2 ](\$5M<'1Y(%1H96X-"@D)  
M"4%R9T)O;VQE86X@/2!D969A=6QT5F%L=64-"@D)16QS90T\*"0D)07)G0F]O  
M;&5A;B ](\$-" ;V]L\*%=38W)I<'0N07)G=6UE;G1S+DYA;65D\*%R9TYA;64I  
M\*0T\*"0E%;F0@268-"@E%;'-E#0H)"4%R9T)O;VQE86X@/2!D969A=6QT5F%L  
M=64-"@E%;F0@268-"D5N9"!&=6YC=&EO;@T\*#0H-"D9U;F-T:6]N(\$%R9U1R  
M:5-T871E\*\$)Y5F%L(&%R9TYA;64L(\$)Y5F%L(&1E9F%U;'1686QU92D-"@DG  
M(\$EN=&5R<')E=',@82!";V]L96%N(&%R9W5M96YT(&%S(&\$@=)I<W1A=&4@  
M=F%L=64N#0H))R!)9B!N;W0@<W!E8VEF:65D+" P(&ES(')E='5R;F5D.R O  
M87)G3F%M92T@:7,@+3\$[#0H))R!A;F0@+V%R9TYA;64K(&ES("LQ+B!4:&4@  
M9&5F875L=%9A;'5E(&ES('5S960@:68-"@DG('1H92!A<F=U;65N="!N86UE  
M(&ES('P96-I9FEE9"!W:71H;W5T(&\$@=F%L=64N#0H)07)G5')I4W1A=&4@

M/2!D969A=6QT5F%L=64-"@E)9B!.;W0@5U-C<FEP="Y!<F=U;65N=',N3F%M  
M960N17AI<W1S\*%&R9TYA;64I(%1H96X@17AI="!&=6YC=&EO;@T\*"5-E;&5C  
M="!#87-E(%=38W)I<'0N07)G=6UE;G1S+DYA;65D\*%&R9TYA;64I#0H)"4-A  
M<V4@5)U92!!<F=4<FE3=&%T92 J("TQ#0H)"4-A<V4@1F%L<V4@07)G5)I  
M4W1A=&4@/2 P#0H)"4-A<V4@16UP='D@07)G5)I4W1A=&4@/2 M,@T\*"45N  
M9"!396QE8W0-"D5N9"!&=6YC=&EO;@T\*#0H-"D9U;F-T:6]N(\$%R9U-W:71C  
M:"A">59A;"!A<F=.86UE<RD-"@DG(\$=I=F5N(&%N(&%R<F%Y(&]F(&%R9TYA  
M;65S+"!C:&5C:W,@=&@<V5E('=H:6-H('=A<R!S=7!P;&EE9"X-"@DG(\$EF  
M(&YO;F4@87)E(&90=6YD+"!O<B!M=6QT:7!L92!M871C:&5S(&%R92!F;W5N  
M9"P@<F5T=7)N<R!%;7!T>2X-"@ED:6T@87)G3F%M90T\*"4%R9U-W:71C:" ]  
M(\$5M<'1Y#0H)1F]R(\$5A8V @ @87)G3F%M92!I;B!A<F=.86UE<PT\*"0E)9B!7  
M4V-R:7!T+D%R9W5M96YT<RY.86UE9"Y%>&ES=',H87)G3F%M92D@5&AE;@T\*  
M"0D)268@07)G4W=I=&-H(#T@16UP='D@5&AE;@T\*"0D)"4%R9U-W:71C:" ]  
M(&%R9TYA;64-"@D)"45L<V4-"@D)"0E!<F=3=VET8V @ @/2!%;7!T>0T\*"0D)  
M"45X:70@1G5N8W1I;VX-"@D)"45N9"!9@T\*"0E%;F0@268-"@E.97AT#0I%  
M;F0@1G5N8W1I;VX-"@T\*1G5N8W1I;VX@07)G4W1R:6YG26Y,:7-T\*\$)Y5F%L  
M(&%R9TYA;64L(\$)Y=F%L('9A;'5E<RP@8GE686P@9&5F875L=%9A;'5E\*0T\*  
M"2<@1VEV96X@86X@87)G=6UE;G0@;F%M92!A<F=.86UE+"!E;G-U<F5S('H  
M870@82!S=7!P;&EE9"!V86QU92!I<PT\*"2<@:6X@=&AE(&QI<W0N#0H))R!)  
M9B!N;R!V86QU92!I<R!S<&5C:69I960L(')E='5R;G,@=&AE(&1E9F%U;'16  
M86QU92X-"@DG(\$EF(&\$@;F]N+6QI<W0@=F%L=64@:7,@<W5P<&QI960L(')E  
M='5R;G,@=F)%;7!T>2X-"@E)9B!74V-R:7!T+D%R9W5M96YT<RY.86UE9"Y%  
M>&ES=',H87)G3F%M92D@5&AE;@T\*"0E\$;6T@87)G.B!A<F<@/2!74V-R:7!T  
M+D%R9W5M96YT<RY.86UE9"AA<F=.86UE\*0T\*"0E&;W(@:2 J(# @=&@/54)O  
M=6YD\*'9A;'5E<RD-"@D)"4EF(\$Q#87-E\*'9A;'5E<RAI\*2 I(#T@3\$-A<V4H  
M87)G\*2!4:&5N#0H)"0D)07)G4W1R:6YG26Y,:7-T(#T@87)G#0H)"0D)17AI  
M="!&=6YC=&EO;@T\*"0D)16YD(\$EF#0H)"4YE>'0-"@D))R!)9B!W92!G;W0@  
M:&5R92P@=V%S(&YO="!A(&UA=&-H+@T\*"0E!<F=3=)I;F=);DQI<W0@/2!%  
M;7!T>0T\*"45L<V4-"@D)07)G4W1R:6YG26Y,:7-T(#T@9&5F875L=%9A;'5E  
M#0H)16YD(\$EF#0I%;F0@1G5N8W1I;VX-"@T\*)R ]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/0T\*)R @(\$AO<W0@86YD(%1R86-I;F<@4F]U=&EN97,-"B<@  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]  
M/3T]/3T]/3T]/3T]/3T]/3T]/3T]/3T]-@T\*)RHJ\*BHJ\*BHJ\*BHJ\*BHJ  
M\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ  
M\*BHJ\*BHJ\*BHJ#0HG\*@T\*)RH@1G5N8W1I;VX@2&]S=\$ES0U-C<FEP="@I#0HG  
M\*B!0=7)P;W-E.B!\$971E<FUI;F5S('=H:6-H('!R;V=R86T@:7,@=7-E9"!T  
M;R!R=6X@=&AI<R!S8W)I<'0N#0HG\*B!);G!U=#H@("!.;VYE#0HG\*B!/=71P  
M=70Z("!4<G5E(&EF(&-S8W)I<'0N97AE('=A<R!U<V5D('1O(')U;B!T:&4@  
M<V-R:7!T+@T\*)RH-"B<J\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ  
M\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ\*BHJ  
M\*BHJ\*BHJ\*BHJ#0HG\*@T\*)RH@1G5N8W1I;VX@2&]S=\$ES0U-C<FEP="@I#0H)  
M;VX@2&]S=\$ES0U-C<FEP="@I#0H))R!-:6YO<B!M;V1I9FEC871I;VYS('1O  
M('I;7!L:69Y("AU<V4@;V8@;F%T:79E(%=32"!P<F]P97)T:65S\*3L-"@DG  
M(\$YO(&QO;F=E<B!A='1E;7!T<R!T;R!Q=6ET('I;F-E(&ET('=O;B=T('=O  
M<FL@86YY=V%Y(&EF(&\$@=)U90T\*"2<@;F]N+5=32"!H;W-T(&ES('5S960N  
M+BX-"@E\$;6T@9G-O.B!3970@9G-O(#T@0W)E871E3V)J96-T\*"38W)I<'1I  
M;F<N1FEL95-Y<W1E;4]B:F5C="(I#0H)2&]S=\$ES0U-C<FEP=" ](\$9A;-E  
M#0H)3VX@17)R;W(@4F5S=6UE(\$YE>'0-"@DG(\$YO;BU74T@:@:&]S=',@=VEL  
M;"!E;G-U<F4@=&AA="!B87-E3F%M92!I<R!E;7!T>0T\*"41I;2!B87-E3F%M  
M93H@8F%S94YA;64@/2!.0V%S92 @ @9G-O+D=E=\$)A<V5.86UE\*%&=38W)I<'0N  
M1G5L;\$YA;64I("D-"@E)9B!B87-E3F%M92 J(")C<V-R:7!T(B!4:&5N(\$AO

M<W1)<T-38W)I<'0@/2!4<G5E#0I%;F0@1G5N8W1I;VX-"@T\*1G5N8W1I;VX@  
M1V5T5')A8V53=)E86TH\*0T\*"2<@4F5T=7)N<R!A;B!O=71P=70@<W1R96%M  
M(&9O<B!T<F%C:6YG+B!)9B!C;VYS;VQE+6AO<W1E9"P-"@DG('1H:7,@:7,  
M<W1D97)R.R!I9B!N;W0L('1H:7,@:7,@82!F:6QE(&EN('1H92!S86UE(&1I  
M<F5C=&]R>2!A<PT\*"2<@=&AE('C<FEP="P@=VET:"!A;B!I9&5N=&EC86P@  
M8F%S92!N86UE("L@;&]G+B!4:&4@9FEL92!W:6QL(&E#0H))R!O<&5N960@  
M9F]R(&%P<&5N9&EN9RX-"@DG(%)%5%523E,Z(&\$@5&5X=%-T<F5A;2!O<&5N  
M960@9F]R(&%P<&5N9&EN9RX-"@DG(\$1%4\$5.1\$5.0TE%4SH@1G5N8W1I;VX@  
M2&]S=\$ES0U-C<FEP="@I+!"&4T\L(%=38W)I<'0-"@E)9B!(;W-T27-#4V-R  
M:7!T\*"D@5&AE;@T\*"0E3970@1V5T5')A8V53=)E86T@/2!74V-R:7!T+E-T  
M9\$5R<@T\*"45L<V4-"@D)1&EM(&9S;SH@4V5T(&9S;R ](\$-R96%T94]B:F5C  
M="@B4V-R:7!T:6YG+D9I;&53>7-T96U/8FIE8W0B\*0T\*"0E\$:6T@<V-R:7!T  
M#0H)"7-C<FEP=" ](&9S;RY'971!8G-O;'5T95!A=&A.86UE\*%=38W)I<'0N  
M4V-R:7!T1G5L;\$YA;64I#0H)"41I;2!L;V=&:6QE#0H)"6QO9T9I;&4@/2!F  
M<V\N0G5I;&10871H\*&9S;RY'971087)E;G1&;VQD97).86UE\*'-C<FEP="DL  
M(%\-"@D)"69S;RY'971"87-E3F%M92AS8W)I<'0I("8@(BYL;V<B\*0T\*"0E3  
M970@1V5T5')A8V53=)E86T@/2!F<V\N3W!E;E1E>'1&:6QE\*&QO9T9I;&4L  
M(#@L(%1R=64L("TR\*0T\*"45N9!")9@T\*16YD(\$9U;F-T:6]N#0H-"@T\*4W5B  
M(%1R86-E\*\$)Y5F%L('I#0H))R!7<FET97,@=)A8V4@;W5T<'5T(&EF('1R  
M86-I;F<@:7,@;VXN#0H))R!\$97!E;F1S(&]N(&=L;V)A;"!V87)I86)L97,@  
M;5]4<F%C:6YG("A";V]L96%N\*2!A;F0-"@DG(&U?5')A8V53=)E86T@\*&\$@  
M5&5X=%-T<F5A;2!O8FIE8W0I+@T\*"4EF(&U?5')A8VEN9R!4:&5N(&U?5')A  
M