

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): **March 30, 2005**

TeamStaff, Inc.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER: **0-18492**

New Jersey

(State or other jurisdiction of incorporation or organization)

22-1899798

(I.R.S. Employer Identification No.)

300 Atrium Drive

Somerset, NJ 08873

(Address and zip code of principal executive offices)

(732) 748-1700

(Registrant's telephone number, including area code)

CHECK THE APPROPRIATE BOX BELOW IF THE FORM 8-K FILING IS INTENDED TO SIMULTANEOUSLY SATISFY THE FILING OBLIGATION OF THE REGISTRANT UNDER ANY OF THE FOLLOWING PROVISIONS:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

1

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

Mr. Peter Black was appointed as a member of the TeamStaff, Inc. ("TeamStaff") Board of Directors effective as of March 30, 2005. Mr. Black is currently an Investment Analyst and Portfolio Manager at Wynnefield Capital, Inc., with responsibility for researching and identifying small-cap value investments. Mr. Black has held this position at Wynnefield Capital since March, 1999. Prior to joining Wynnefield, Mr. Black was an investment banker in the mergers and acquisition departments of UBS Securities and SG Cowen & Co. Mr. Black graduated from Boston College in 1994 and received his MBA from Fordham University in 1997. Mr. Black will serve as a Class I director and his term will expire at the 2006 annual meeting of shareholders. Mr. Black will not be appointed to any committees of the Board at this time.

Wynnefield Capital, Inc., through certain of its investment funds, is the owner of 12% of the outstanding shares of TeamStaff's common stock. Commencing on or about March 9, 2005, representatives of Wynnefield Capital requested that TeamStaff's Board of Directors appoint a nominee of Wynnefield Capital to TeamStaff's Board of Directors. Although there is no agreement between TeamStaff and Wynnefield Capital granting Wynnefield Capital the right to nominate persons to TeamStaff's Board, TeamStaff's Board agreed to appoint Mr. Black to the Board as Wynnefield Capital's nominee.

TeamStaff issued a press release on April 1, 2005 announcing Mr. Black's appointment to the Board. A copy of this press release is attached hereto as Exhibit 99.1.

Item 8.01 Other Events

On April 1, 2005, TeamStaff issued a press release announcing that effective March 31, 2005, Zurich American Insurance Company agreed to release the \$1.8 million letter of credit that provides security as part of TeamStaff's prior workers' compensation program. A copy of this press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

Exhibit

99.1 Press Release dated April 1, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TeamStaff, Inc.

By: /s/ Edmund C. Kenealy

Name: Edmund C. Kenealy

Title: Vice President, General
Counsel and Secretary

Date: April 1, 2005

2

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated April 1, 2005.

3

**Contact Information:****TeamStaff, Inc.**

300 Atrium Drive
Somerset, NJ 08873
(732) 748-1700

T. Kent Smith, President & CEO

CCG Investor Relations

15300 Ventura Boulevard, Suite 303
Sherman Oaks, CA 91403
(818) 789-0100

**Crocker Coulson
President**

**TeamStaff Announces Release of \$1.8 Million in Workers' Compensation
Collateral; Appointment of Peter Black to Board of Directors**

Somerset, NJ – April 1, 2005 - TeamStaff, Inc. (NASDAQ: TSTF), one of the nation's leading providers of healthcare staffing and specialty payroll services, today announced that Zurich American Insurance Company has agreed to release the \$1.8 million letter of credit that provides security as part of TeamStaff's prior workers' compensation program. Additionally, the Board of Directors has appointed Peter Black of Wynnefield Capital, Inc. to be a member of the Board. Mr. Black's appointment is effective as of March 30, 2005.

Commenting on Zurich's decision, T. Kent Smith, TeamStaff's President and CEO, stated, "We are extremely pleased that Zurich has agreed to eliminate the letter of credit that provided security for our legacy PEO workers' compensation program. The concomitant release of \$1.8 million in restricted cash on our balance sheet will provide us with additional resources to support our medical staffing and payroll operations. As we have previously stated, as the PEO workers' compensation program continues to wind down, we look forward to the potential return of approximately \$4 million in program over-funding over the next few years. Our relationship with Zurich has been a positive one for TeamStaff and we have determined to renew our current guaranteed cost workers' compensation program with Zurich." The elimination of the letter of credit requirement is effective as of March 31, 2005.

"We are also excited to have someone of Peter Black's background and caliber join our Board of Directors," continued Mr. Smith. "Peter brings a wealth of knowledge and a valuable perspective to the Board and we are looking forward to his contribution and insight." For the past six years, Mr. Black has been an Investment Analyst and Portfolio Manager at Wynnefield Capital, Inc., where he is responsible for researching and identifying small-cap value investments. Mr. Black has initiated investments on Wynnefield's behalf that span multiple industries. Prior to joining Wynnefield, Mr. Black was an investment banker in the mergers and acquisition departments of UBS Securities and SG Cowen & Co., where he amassed significant valuation and transactional experience. Mr. Black is a graduate of Boston College and received his MBA from Fordham University. Mr. Black will serve as a Class I director and his term will expire at the 2006 annual meeting of shareholders. Wynnefield Capital, Inc., through certain of its investment funds, is the owner of 12% of our outstanding shares of common stock.

About TeamStaff, Inc.

Headquartered in Somerset, New Jersey, TeamStaff serves clients and their employees throughout the United States as a full-service provider of payroll and medical staffing solutions.

TeamStaff Rx provides medical allied health professionals and nurses to doctors' offices and medical facilities throughout the United States on a temporary or permanent basis and offers programs and services designed to assist medical facilities in managing their temporary staffing costs. DSi Payroll Services, TeamStaff's payroll processing division, provides customized payroll management and tax filing services to select industries, such as construction and general contracting.

For more information, visit the TeamStaff web site at www.teamstaff.com.

This press release contains "forward-looking statements" as defined by the Federal Securities Laws. TeamStaff's actual results could differ materially from those described in such forward-looking statements as a result of certain risk factors and uncertainties, including but not limited to: (i) regulatory and tax developments; (ii) changes in direct costs and operating expenses; (iii) the estimated costs and effectiveness of capital projects and investments in technology infrastructure; (iv) ability to effectively implement its business strategies and operating efficiency initiatives, including, but not limited to, its business, acquisition and growth strategy for TeamStaff Rx; (v) ability to complete potential acquisitions and integrate them effectively; (vi) the effectiveness of sales and marketing efforts, including TeamStaff's marketing arrangements with other companies; (vii) ability to retain qualified management personnel; (viii) changes in the competitive environment in the temporary staffing and payroll processing industry, including competition for qualified temporary medical staffing personnel; (ix) the favorable or unfavorable development of workers' compensation claims covered under TeamStaff's workers' compensation programs; and (x) other one-time events and other important factors disclosed previously and from time to time in TeamStaff's filings with the U.S. Securities and Exchange Commission. These factors are described in further detail in TeamStaff's filings with the U.S. Securities and Exchange Commission. The

information in this release should be considered accurate only as of the date of the release. TeamStaff expressly disclaims any current intention to update any forecasts, estimates or other forward-looking statements contained in this press release.

begin 644 html_96822logo.jpg M_C_X`02D9)1@`!0\$!(@\$#_@`V(\$EM86=E(&=E;F5R871E9"!B>2! M3E4@1VAOVW?
X>?P^/\$?6,H)*44H'BU&KG!9QI!,OO7H94" MM?E/YMMGV;2:GMMG%+MS-(TH8.P`0 MJ%*JL9_J!-A:K!|!Q=7YWQ/Q;
<[/>+MH4V[*8X6)D60OE(TP/TNHQ`B[5?-W MVU)I_KB>6?OM_2^QGOW';U:Z?NFZ#;_A^W2?
W#;^1]B#L80#BHGB,#5Z32S-,>F7J=4,=PK MH^!4RU?AP,Z-(\HS,-QE/%\$!,!<^TK6T:6>1`PCZ[8FJ\$Z[*M*MD7I&]#_+
M1;ZAJ[1LA7VLPV.UQE!;1KI&21:C`+RF5(_^@*&/L@14`X73\$6U"_"9':6>2
MLSYC(,Y*X57S=K(SC!=^SNDV6SB!;26=555:[7DG"E'EY;UH>GJ`+&>#Q?Q
M3<.L<.,T9V=DK"88X@%G8F;RJ/6PJ=)/5SC,ZKA04FZ1
M4+B9594#^X2285GK.IU_5^&4HF36BUIR%5PC.6"MR=LRA+0J#;/,57HA8&1L,(OQ7ND)\$LJUJ
M2C'.0%RSEDC0\$\$@`A,22"*Y5O M7M6ND-]!+7QFXV@?,(8MMM)Q)1-&NJ90H('U6M`WR>I!))0JJ9%`!4@*%`X
M%6(J@H&_P.DJ!%\$SA\2*!@^(<F%)&1PNV?"ZH,.FD=,W\ZV:GK"4HL5F8)"[RS#,I(BA5 M-F4+ZS`M`#:%.D?
`;B^Z<*&Y8CCBO0?;^VH'CFS.(G):7I`X*!D.Y^O@?`M5J0I>,Q4C#)S)6]2UQT>R3.L[?-,=9'GV: ""8")UE'5:JTR@5,A0\$QCB?
8 MI?>8H@/`@2/-@Y>.,\6CIC51CR'DFQ^AS&R:Y11?X<8OC51E:X55*\OV5U6S3HI8US9
MFI5WN0(4*M"\$%H5!M"S2+?HDI5NV,Z*VOYWTZZN(J!8:B))MACI.394.+.: MA8;?
WF%BI*`G+=,PE%7A05O;=7C:S!O9BE2MJD FE:(UN;%&(36:3+N;E9 M=KTS\^*9EQ#Y0R(3CP0<"A:J!LDB@+].8_B?
7XVNYVR.6*!-WMYU!8&JZJ3! M!|O*:[=ZSS>;IRW`\$CJ`Q0`COL`N+*V3^&A`?[*?5]]OK/J_M^@Q7^
MMSY;H;;ZO,4AO!<64!|&`@]AKX"&QQ!,1`R4^K`W`_X"?4ORFL9UJOJY(T^
M5BOO:Y#.)]3U#FXEG,/D*C4M`F1\UR\$QZ`"%>SE@=-2-D>TZ\2<797CR0E[M6SUV4JED?<\$*N3>9`05(R4C#@@57-
'TXK6 M'<>*+>;9UCFAV2EW"(P6KIB9T^A4M2)B5%Z74U
M5%`B!;8]=AS^3^I6FKP8QA)0\$QC*W8A;@H4>KJM1\$[\$81F2%=E++E8QL9# MUZP1L1&L(A@.BC&SLK*+9-
X]H+R4P;IDE9-T5LT111*ZD))X]DGRO3X[MZ= M']E7"ZRIIEV.W5)"C3AEA,JEF0KQ@*-*#W`_O[5I-OXWOI-
Q!)"#M@DN7 M:MBLHZ(E04-AW^PB'F;X?G_P#GEP'] MBT28:LN>@U\$R`EQ)>S1"=;
<(M;\$NE!N:D:3EIZ5IBC+UG"J]J?0?B MN3KT9E)?JA0,O)C?*`_>V-^G+Z^4>M=@^_J1_GPM@^_J1_GQ7A<)9]S^_`
M`_35FJ;?CVB\^_`?A;|]_ZC_/BO`XB]&D'8WQ^R;XB/P^_BXXMP^T]T_M`XN.#1JQ!|=,(Z?
P[=>P]^WD(!_GMQR`8!N_X;#`_1XQ0-W\$QA['R_Y@ MV';Y?`1'??
O\NU`\$P&W+N'<`W`=N_6P`_OW`/S^\$`O`_U7D1P1]OWW_P"> M_P"N1;A_P`O(?T^*^=\$#A8OD<^P?|3I,^]=P[?
K]^W'.1;<.I,|(` MB7<@[#OOV`-8:U^KZ<+2^I\$+),8DE(?(-S="Z9^SC(VZ
MU2GK55=LC1I8MFX"PK%,N5!9[L]`6HOF35Z+%ZWD67K2"2_JD@V`_JSUOX MI3>`Z0!104">RJ76<2F*
(JHZ',IOF:Y'4*G2+D64B45G-E3)AEN5BM%PUE M@9K03JEFKS*`2\$J=K>
(7UHLP>%=&6+`#`Q*2#%JJ)7C_H;::1H_AHR(P"TK MN0"Q4)0J#BB2H)-W1)%8^;A>);?;PSCQ">-MP7^V\4-
U&KH9V\$DA`)(J1@ M%((+!00DC9(N M:_JL@BOIUHTG%15LAIB44]1ET8U^L)IJ1),ZTS-3W)&EZHYXP_1R2KJVX?@L
MEU;&KZ2;I("S5(1MD323+PC9^Q1L`INXZ(0:(%28`Y<@)#ANV.FOQ\$(J*W2 MUQR81-
N=;1B(_`_Z,N91V[!N`EZ0'N!0W[>1A'@M-(>K_)FFGZ'IUPS2P4^V MDT40-JILTJZ-
'J0C3E6V`*+:\XN10Q*K/2\YC>N).IUNP>%<-6I"249(D21* MGHFV5BU9Y'5%D/56%?AXE4Q\$\$\$XR
M4I.16Q6C[>V#;41)E@[%@:K5JPM)]%M?L5/HVO.K1@M`5)A3 M\$+9RK`7YRFDW4R/HDL.KV1J&3
M*U88"&EV6P1*]Z^D5.03A++BZQL;ZE'CB87G%R\$DFY30\F=(*F&T4,)=L M^+!P>H1G?
=6#&P>0+%7]:TJWB3E3MM`#N4,YMAT!(L5T0T3H*9>U`Y<`]SH MK<K7C\$;=!W(I/8G`_,,P7E5I4[1!5Z7DJG=
MHC,T92[=C?%I<(P)?4.:PVR/K\$`7L7BM2W+`X-9-Q%O7WM,'B[YRX5#SG)\N M;6AS)<=U7!N`=;,1I/P;[-
>FRU4V%`MDQ8\Q2:ZWAQL-9;96+I75DL=Q4:FF M8:.\@R,RG9=PJ_L)I-LPB&3%D/0=Z+IKNT`9J>?
<"T&ET&>A9.,^E\$##8&O M+ZIJ)J*#U`U+42^5QUD^&B])7)ENF=N=N^3.[BW"4M"O(N79M'Z-2#*)V&Y
MZ60I81(Q!`*C%];(9>GE(ON%7G6Y@H=!+MEF>/DRMM6+.W%NLB0F&.K(12Y+ M=F9*+&19E/7]7-/-
QE<8-]-E@UX.UL*`&U.J_K-/K\HU::6[YG^+EZV:\$C19 M"7K<:RQR\QGXC(?#CYI)UZGU-(V=%2-
D(.,`81MF,@XQG8]W)3B*Q&B#"MW.7GD7;=,ZS9%I M.`9F(/"F\$J`-RT=(K:'&"?UZ_W`"?4E"/\$JF7KL`R8JU2
MIV"2TT4N5>,IALI78^<82:KDSGQ)Y%)C^&9+Z,DDI3S*O48!PW&105W^N/15DNP35;O&/#2<2>Q\$KL1VYNKD778PFV*
(#VY]7GV#N`7Q[,5(BF(F M.,BQN;04"+;S6S=R#8!O@=ADW/BI7HQ0NNY"S=.66>):E8T?(@`Q5;I2!EY>
M7[1E)8%QLA<*18%%;4(MYEA>[5J=CH1H:MR3M%BR=NB**`71S!SH_P!,F5M.O-ZE27V!T>Q\$!2; MRS354JUV-
C7>GO`UC7AW8CU-7C2:K;I1U"28(33)FZ8.UFXM7C9PH`. \$;7: MZ>^H]FIDL_B+`#SE"E(9]F6,) +1)?34!*F0)JI2G3-
Q\82C`K9ZU>NF MZ!3M%C%33XEF80DK#<.,84N.1(U-(DMBNA3]H*[AO93V+MUBI4*ZMB!(U9, MCB#5&3(R)
(L`VL^TW:SMT@3#+TB%-J?H9E?C&^0&+`D:W!W[?`8=P^>_EO` M\$!\$0`_.\$(@/F4?T`>_X!Y?`;BO"XY&O4:I^&XAOY;
[_`8`R^Y<5`^*` M`/F`<5X-&EPN%PN#1!|H/[I_P" <7%N^V@_NG`_(!Q<<&C6+B`"&V^WV?; M1#SH6"M4`F8+J)]XJ-
4QKA/43>)XC4IP(9ZBZYB)\ M[8QY51*F,@`*W8E.8I3.`\$Q0XL\$4C#)\$D86181B+`N`K` (NN2.X!;/G6.6?;P
MDK+/MXV"@D/-&A`DT&=(A61!4`@\$A@+.G3=[>]MN&VVX[?;[!`8?B`ZAL< M-N/@!*`PB/8!^!P?;
#N(CW^0`AL`K=6+AN= MP]J`C^EJV.X)1CBJ03>G*8E--.9:R-YF)5@V+9JHO)%DV0M"J@X3\$>PSGS?;
M7QIAEFD)J.SI.8+D9`"/2RO@+4Q1D)(Y4`\$,G&2,]AEI&2:Q\$?5;QSUTND M4#"H0@@;AQ#+QJ7UNHV-"@3Z`CO?
MZ^Q3XK;6H^(@M_I6CMONHRL_EZV/3 M3EH`!OU=@["&XA#B/F([B^_R^PW_
M`"X%#2;K>TKZZ*59KL=:8IM\$VKK] M1A%&Z'IP>?OZ>^K@P8!E((((@_@1IL_F]YHR)@O1+LM8OL;FK7ZC90PI+
M5J>:)E6%NY#
(D4FLW>,E2G:2D9),A<1DQ%ODE6,G%O';)T04EA\$NJ,>!\1B_2(Z0Z'1"^^0`4*B\$E\$RRJ,LD2*2`0@'+2H36)X
M((YXY)US=Q#X@=T9=NVT>!XHHY(-TTN+%&E).*02`6'3S97:%2`!K3#SE?8
M"R9'0EWTS9S(%62EJ!+0Z3=_#Y4IRL9C/2AD+2O2X*)LT")MI9%L2N71A/RL MI+[/%
(NG`J@0B/KYCMAX?;KKMPVQR^ MDZ5I%;U23A5T4EI>_6*%E8YL\$@L"-;6/!SU:F0=7;(H0K MJSJ-
D2@5-;N]TM('2!`*LE].5Y`1C\Z% M%->@M)237//KZCTU">%0RT9=O`P?MMNI77(\A)8\$50;^D#OVU&_B>6)J]
MCFE::GK-,%2*>8#4=JM\@0M^C`_""UWYWK1?&`+MM.FB;=LE* MW!J.%L)EB;C'D84%T@>P<:LM%TETFC)22&
(>7;?R\^^_X`?MY?#X#MQU,M M"9E#U9VO*H)"4Y1&)G9F"6,4^P#NYA7K!R`@`!TF*L4R?[@E[B,'Q"8Y6L0 M#*%-
(QX!!X!>NX&F'@>T4#%IR5DZH!D0#*[(M8@0OKP+UI_&U9OL;A.(IVHV MSUBWV-A1*[7;U<8-
26KS"RNFE,A(ZX6%Z<&B%8MW+VA*>DFSJ+-\$E;Q[B.4 M328/TUP+BVFEZ>JM%69WI_O(Y\$;2,FLC.S:V=
[9GA=H:;+KF3@RS=HN]X<0 M;.,56%N6(8JLTT"E+XZ2ZQ?#\$#LF2"4!BJ_4=F0&8T.7) MCO6#GRYM+*V`_&5EK4)?
I"QT:E(2Q"M:/7931KEO#EABVA92O MF))R5BS%?6LVH^>.U%35@Y%3AN:(;Q(!!Q0 MP5=72FZGL,5&.<),R6_-M?
S%,X;_W"Z;-`2G+>L.1H:F0YE%B`4R`^JC1 MH)O\$?*,Q`3`3&0*L,_DZP156Q]%)0

M#AAZV,Z]N\$.13"!2B2O/7Q>%E/'F8FYF63(2W6^/.83J1 MH?B(Z^,8L0V..I%@G,04208IF?)12\$G*2R\A' MUG7+QS)58X-
@7%1'IBJE,903L9]IC(S'E7:>(+)"L:[':2/<-)'MY9C)*JD\$JY;H'9B`2
M2R@T';YT8G`X7"XYVNV/W6EPN%PN#1<4W_W_O`WMY;[<5X7!HT@^T]T` \ M`XN.+M=-0KT0D(@M*SME
MU%XSAH6-1\$`V*H_EGC-J!S=B`J)]_=#@M>5_RZ<009^;E9+H*[4@HEZL[AJ1`F5-'UNM-VK9FF+MS)/GI*ZC\ M-
KYPK./:VF>/%I5,_P" ,N2:\$BX700>1^,JUO)FR?J]=[T+AX+NNM%F318J M+=RY1327<(I'8`!!=0@>K;JZ1\$1'8H;CN(CWV[;
[[`&W&IIO\`31PJW^(\ M[@=ZPA" _8%6-21W_I=K#MV;E00VY:8J.P;%XE+=\2R]
MBPUYJW,AZC>EJ4`XG.'A:R.7B!`\$P`&_T?3W`=_0XU): M;:-L\+W[`6?`5%7_`%1(=
["V&"E6R"YFXJE5*QGH)RLDLK!VFO.C)RU:L,< M"4I"S#5J^9+IJ]>]YXO,9625]+5H/U@>YK/Y>Y3F`-
^GP*Q@(VP&'S\$.D0-M MV*/4\;?R*E^?`GQ?O,E39,M@C;11'N%0@ M@C\1S]QK)X2\$D?Q6.2F1MW,"CC@JTVX!L&[#4?
W6HS'HVV DNS):MS+*5R< M.I&4PQK\DOZ`SJK86RUHJ2F\$,93-"MWJY2B5(MJL,O`V`42AX:*LBHB78I`
M)*ZC%40O)E\$Y=QI%-0I_AL`[AL;L`_SVV#;B/YS>\&DPWH]YM6KVJV.QT[M*%SQAC:]4&
[X]R1D6FVJKV3&E)L.,0F`"KSS`Q8R(\$CVC=BZ2)?<.V(G3>K^ MK"1FGCWHZS`VH/E882RIG6V9RQDNP7O.T9*W:]Y4R?
9K)(LX++-AA(1BZE' MUP5760C(AFQCV2(&))N@D0B9""8QJY5\$H.Y,C>8QJX6,'SF-200S!8"L0> M,16K-
O-/4V)@B9T\$ACD? ".9XTD<#:O4D@4.\$4,F#`]3L-2&O!6`!`6Z MA0V,8W4FJ4`W\$-Q\$PAL`X`+S^[\C\$INH.H"/47N?;N/N^?
[WEN`#\OXCJ\ MR/2;>`G'E_T=(VH[4C4<>M-;^E:@:DL.PFHS,,SA:^XMRGF604YI+\`\$1`/BB2,(J,&R#YV"N)4I5JP#-
SR.+XOG6N#<&5YHGC\$; MP].9.HCK(I971C":&B`Y((X*D#Y`HEV]S[0[@(@8I1'WM_/8#"`CL;(FZ
M1'N`#MQ<)'73W,BD7US..KE3(M=VNVAXW.V+`OE\6%LFVD MIIPRBCSB`R35%)*0EK(T8TS9AW*+VW_`\$WBI^)Q-?
@KUQQYE#)6,KA6<;5 MK!+14O`S`%ME="4BY7H?M57K=BLHF1O((/&(BT%WV_2D1)25#JK`JN1!84
M0067Z7#*WFORDX]AI4W?5@:>!5?%CP92@*`^081/YC\$RL%*A0S8%Z4L3E15 M0.Y%\$S>0D4*8A@\$VX=0!U\$R`W?
OV'OV#F\$=O/B#?Z.[J]U-Z=^9OK(Y96 MK;4%D[.LJ]QC4\GXL>3KQ<+D1=]4H2NW-5U5D;G-3CV"9W`!-E*/L#N/CW
M:K0RU1`3BL=N#DLLK7-=[K7=,M[A,36%*KYFS&E&X(PI')8%S`9.S&]+28* MV-
4FJS===7`K*1E\BN")N6^S&H.EC+)I'5*LD!CE\$608DK3#@'+UY[#]W5<
M]M7)O4;:NB`%C1G*DM2"0!;56+;I48XY!VP(R!&C";;<`4#J.O_N_023"7S3D'5GGJBY\$;+.\$7,]C
M>B8JOLO5`8<*@<>U^K5S\$9("U1U?.FV925LNMVNJC96H`_N8,
[W#&&I`C0E\$LA^3P92MKZ#81-),IIQR\$M=;9NU=RZ24N[
M8F25.:7>Y71729`HD\FI9U8[13DX/>>O\$RIBQ.8>S\$G4+3`1DE9J3'2;R.6^C2:\WLLM>L"!I8
M.J!*0H4L`B,002F1:_"*L+YEIE[\$9FGD=MONWBC^0RD,)DHLJHLK`Q1K\$ M0!*JOYUQ8AGC,AU/Y
(ABB'2`=0" [=MP'L)=P][^0@/8?(0\$O88<_/AT*Y M/QGFGEFYHP;=;1'Z.ZYS!M/C2_Z8VCXJ&+
<299R1F2F)0>6J)6VR:1(F`MJK M62KDI505^BE,M

8I,3!+9(N/M##="GIA^!KDO&8VYB>&[%IMR" T5;Q\$YE; M&D7.W7\$AI(AA2>O;10'95LXT(B<"D/<
MXA]C[)U0RYAJTVW%EZA+QC*PP-HC#3^*LFTO*];%ZF22:L)>,LEOB"RS9)- M&\O&[N6[MBUZ]F-V[A(-[&I0*T^>,
ML(:DM0,Y0[64 MSUSNN;_I^RQD;-%^PAA:2RE'8FQ8,\YM7J^/6[4:6ILR51BCD%\$T2:/KR(
MPK%PV7(X8,1%JJEUK=2_#J!) M?%>H";_`+#VOVV_#YCN`=P'B.Y@#1=E[1GSKV[VK:@-2%_T=A-'.<+4),
M69:S=D[*U=Q;E>B9(PHUGJM"R#;+"L[B4X:SL9RBR\$D+NRQK22L4&XE'3!D M1=<7N;?S-
JZ0^<)RR&X*V^T@UJW6+\$N=;`DV'4&W7[4=4XNQP4X@1T1" M8D,'8_MN*AU M^3"1930F*4;U-
DT688]1D20LIP4L.DQD08`R`+C0=3J6)N`WC^!1^OD`_, M.%O`_&3`_&?_3QKJ_XPI^3F,'7)G*NV\
<\.HV]D6FW5)P11P":#C=[49V! M>K)JD3`/'<+K(AV.5,!W\$8A7HRTM=-4UMYF)]0F6,UYD88JSC1*GC)ED#F9
MY\M&@WTIF87;#(N[YTMS`:\$# (+&.15XH2);\$48X4>*64R,HB\$>0P MRLR,5&)S%T1S>/?BZY?
<[V>#=:?:Q[:.5MT)C"S;AXU`@2-Y#+CMI>F/|28] M3*K.-UJ9UO`V3_X9`_`3PM_)_,`_IX8QYJ'+PL><=,.79;17J%U%8`U0
M8DKKUF2D\POT>C\$%>SEJ1A,>ZF]-FBZU:BZ4743F((*EIOEL%i= MI2\5K^JJZDIMJB+69,D9L#@!I1-
L4@%"Z'9I,N2SE:RR#1@,,5R"4HY#Z2 M";X".L6X\9GVLXV\VRCS9`X@(?Q`/UN!/NVD?"5LKSZL2#
[*59/94G,6RFJAJ(SO2;:5IJ MRYJ)SAJ':526T'6K3->LM9,L,W.2F*;#Y4?![#GK*XF\$*C:G0P3ZE6.2C6K M6.2N%;<2;
(LB,C15+#\$1(RP*NXI<\$@_E?%5GB&[V^ MZV>WGV*%-X\0GV^,RQ50[6;=B)T?:P/E+""^!`QX8DCRAY#11`3?'[)NP@
M(#Y>>P@`[#!\A^%SPW+RL?:I;?X[>1>15R^&>3) MS,0U]?EG%9:-D%)",F6[Z:F#V:%Q9H]>.@5H>"B'&N,[#SD6&^X[?
O]]]=6 M-S(@8HR\$`P!+=Q^H!_L-8*BIOM*+[CV#JVV\MP[=/GY[!Y?B'/6.-Q*(B.X M;C^]N.VP]^YNPCY["
(AL&_F&W%]U!N<.`PEWQ[/I/QY`_`^V`_;;OQUKDQ2E M\$1-L`]781*7;W>_80N`_?;MN?;L`"Z0_C?)YNS5"O^![:V?
78'GI:%-1 M1*1'OX)RHB8\$ZQA0PF\$X>)L`N@9 M01`.H`\$!*!AW#TG^H#"<'K'=7<`\@OY;`(<_W'2W`_!%M![1G`_!Z>G; M\Y)K7`"S?#\$
[SG]>ONK_X[AVATS]S\3*)G?F***`\$<\$+)](@!P^NO-
M)3,/2/5T)3";JV`\$Q]#\$Z>H&>>4%=N8)CKT>&K6+1+A#N0\FMT]3D]C9U M:\L3C&U^,?+%U"4E(;&9;`K]AN<\$LU>N?:
57V3H^+LCYI@>)*+^P7;OO/ M[-MR==?X%,7<<*M""!^KI\$JF2:"0X>[N8#F*;I((`80W#8.-0^C.%,WY+V MD4QE-E/`^?
UR`82^X'](#(1DR[`&QO#\$H#N?L M*WO?+?T)H9!8(VQQ(:5),-
IF4K6S(<_KA\$5`FW%E/2#9XGUDL\$9.U1!)`P@'7,KU38[T#;4L9T6K/6%7L^8\N8 M(TLX\$IS%V/(C?3#)U0BK:]BTS+F?
^RJ%CI:PE7KTAC(M:T#&J.\$5Y1D4^U\ MY02>HK6%1),QV1L@4%MIFQY)ZD;,*8MM<+`61"YDD;A#,1(F?15@%&/-1
M(/T^#=\$Q\$"9PHO!O&JZ!">(M6%SD\$S&HFEGD&78*F#:U>YVWJSU?E,IXU M9*WK'S*2C&./)VZ2?
3*A\$%*26:B`20BH90I13,`?H`_LI+4!R*LBT>RRZ(
M7G1GCG/.\$+&F]>%&C1FE,K-?,5RT@#H^S9LWJDN_J28BR`^N[FL'F'FCPXIQ-
(R!C]\$\&*P>HDN0YD062IS#/MD;G`3*%!2'>-^E-4%CLZ^D:-4CZH.1VZG
MX&,"6NNF2F83U)5D&Z9E7@0%6I477,H)-5D.HQ4QQM:9R:0WYE6-?B%8^8EL]S\KMQ&F):@@TSOZ#8EJ]HIU6I-
`SY6(U#-9SU4PD0, M`/81]L`S%4R1B(BY.V!(5.DW@>+UB00#8P'3`F^%U`8+PSG2NIM#5[,F*\ M?
Y1ABLW9W2+=E>ZO%V(C1)Z9%`RYHX\BI*+G;-E3*M3^*(@@H)T20Y/1!"@E MR\8*Z\$1ZQS=+%F;PP*WTXD5*
(`Q0\$YQ64\4-B)!2\$J'J'IVMZ*3S";1 M:]U8TFYVK=KKT!1,C6?`.D`_DW#6N-LI)F:CD*Q:>(ZXKI!%KY:QN69?V2
MNUI1^+^RT&4590B#AY1Y)L:-Q&TCSR8^<.C,!Z*T8)M`\$BV_I`Y[ZU0R=`
MQ*9`D.+1*IP"5FIF"4Q(Y(4HJ`#D6%=C;^FN?E%8;"M&C5)-4]:D_2&`P&`/(P!U]PVI"4`CN`AY"&P`_OD)=PX9F
MY]L1'9.Y;F6-.,1`)7K-.K:RXRP-IRQTVZ%IFV9CE\B5BPQTK`\$SISM(O&]>
MK]@R)='VC^:0H(60@@@E<%XZLE`+*J]7/"RZ@HSI.E1U0)37@::Q4]=R6- M;BB@VNAR;]-BD_DJI;J`VB\$?
OR1I2QY7[ME+I+/O4R@@+PRPI^Z(<1'>0B MB*W/R[Y[K`?J!&^9):@)CB)O^)U56HX`4FP@)!J2'<3&`2B`4#%. (EEL::\4

MM-.V`<#8`B9\$9:)PEB3&&(H^15*832C;M2@ZD\$D4QQ%0H/S19WB?4)A(DLF
M7I"@`1,/1]W*:_Y]CXX`4#98M0"KTE`B8*ZHLI)B)B^N<2%V\$@>&()B
M*FYN@>"/^7NFN_8WWR#_H.U#\NVJY!A+X8@&&\$)3&B,56;PX%>YH`<!R*;< MY`6.B3Q2G%-+IC^[S0_)ZB^2#?
LB24&]4SQCNR*: 9)-J]">925N>R\$MDZ MJ*X\$Z["D89N2E;;LP3Z&Z6,X1,A!.T(J+Y6M)VVTN]2QEI@;V>3K4SJTRA&
M8K4E*U)MH^T1N.JO"3.7\SR<&XE(S5P` AK,2DJ:(!H/E*I%@VH([#4;N([J;=1
MQ0]01PA.HK('FV\$,@:0.XMX8MHXX\TM151%S8EX5M2G6@9H5AZ^E)S%0M+--.8!THJY
MG'BK9&/`I2BDX`0,3=OHT5PF]`%&M7F6\G[(KZ12-C3(MAS#A].9=))`_84^0 M8T2T.6:8E3*Z1-F
M/4KJ`QAKHRCJ]IRV._2G.,RQ7+OC=8BR;7&Z=(Q%@RJP./HE-95P*T!5Z]&
M1K*)E"NG:=G:&"TE>.@G/6%&7>;3"M/JV"%"%4JKJ72@6 MCM.*U!W]O&QBDXHP?
(1J7J[0B97','((%2*0C4>LA>)G]7Q_4:9,W^P5J&;Q M,IE"V-;Q>7+=17IGK4SI]7H24RNB+U`/8R9"F#ON!M9%DW M,[JA"?
#WTQ=#\$1+B2.<1R+L\$CU!.J?%ML^U\,V,3O\X>(LO67S,>L=U+F#(K M>9Z1V5ET(Z?,JZ>T<'Z6"US4Q?;:=H?(<=DIGG+(
ML%>UQ?5,2<3\$0C>FJ4.(GG@QM"D(_VN^/.;4K)2+%%@A%OT-.O#[,3,7-N MT`EAGZ_7*U*ONL?^*B*I(6>3@FQB?
9`63NX6`Y5`#J,5[X9AZ4R`7S-&JMG MFJ)9YN&:2\$]CF9E+%2Y14!!U`RTW5)RDRKIJ,<(J`HBHFZ*H)
M`6;MU4R#MVXQ2RJXCP01XQ8.HO\$GJO)8)9F((9?J)-@UP!KO;/9OMVW1GE. MY:3>?\$Q2R!.K7P>WVUN\$2.-
!CE0")\$3I%363-JA0V,X&[?>V[?G_BYXM MP^T]JT_XN*-=#72@R5[9TP]X![:F\@_(NXB&XC]X;@(!KQO(. *SWY"-0
M)D)=%" /4=*4QQ:4*JM) Y!`3E531LJ MVL,ZS^I]A=JMD5GF-[J"R`G8VURI",4VJ4TBQ9NFM<3/`-().;6980([U9B
MDFNT6`R@G=(H^*#4J0>OUE8XUH;U@J_KK)L\$2P.V?`!1
M;^."QBBV.9(R0CTG+N#A<6M/*XIFL`4!.P.W"8=O`K5,>QVL3*T<6)3Z: M=Z'?TRH]R:((MB?
703TM)2`%>23@K(B=F.@^C^:+<3UG4A3<66;5/CFKZN6_J.HB%I>H9_7FN28 MLTI/RB\,^%A54UX2(>GM-
CCY)A5UH1"2@)N3KCKF"=*QYGW!A`_?X<<" + M*Z"@5KV*J?
6QR19H^]Z>3:PRDLZL211^8]4`!6.6(!H6`!D0"UD:"3%&B2F8 MMP9*Z;'5S;EC"TG&8P][#P#:SNJW&7%PDG6WBU>CS
MS%AE@CH@\$&;1-(K9N9/9[#3I6X+%E)PK3).W8YQM0<=1>*J]7Z5-Q>@VI,
M56E.B(I=62@YMPJ:.@F2+1J;G:N\$U#*NC"=/E5U;\$)Z65KA:FJX5CBIX1;C*L!)%R)9M"Q/I!T? MVL(O)[*4;@K?
>H6TMR.-H9R[.8(@Z1,H_E^?_8>.+B3/*39;FP;`QY7Z3Y, M>10`][@./70-I`RE2ZLK*PE9I0RO]:L)2X8-
_4#>5F[LZ#%AI>R/6FC6&I&K M[4S`UQHJ!6\3:7.&,SR+1@"@G!BVOF8,3VW([KH*84B/[-;+5*`3H%1XL9,@ MADF-)]V/L?
WMYER4=7*^:7D7(5XF8LQV0@BU%BB5CC1F!HD,R*K.#7(8D M:1=CMD96QD8JP9!+-
-,D;**5HHY9'CB(%@&)4(!J):UN-)EK5'MV\$=<[E0UD
M'R;P9:D/JZTE')\$TU">H.3V.M6IB=@H=0KA1-./1<"L@CLZ*EXJ2KVJ3NCAZK\$6',K#0RQ[%, MRCTI:_'Q:21'Z[-
(B;02HE=DX7\$+-(BE5(HU=JINO-LI:B<9;J+IJ!UFR.:!++R*N);&U MU!I14%CU*=8EB[0SK]`BJ,RH";2X1)/9=R1>UIZ-
JC3`RG5'R"#4B+C*=6E! MI@U-2XVD@\$:#Z<"XK1[CXHJ=?M,5PK(5SVGT_5@H-7]3V8/4A4]_C->/H
MGV@/_^!E=JO\$XD%?*O%=AP!8^QL:F;0Q9=,N=Y^=K:Z!)-WEP*:\AZ\$: M:7=* M,2L>4KQC98S*/D55#R<>S>
(IH@Y0NFSEW(WUGI3NF>J)&Y1LD#:\@QLKD>\$ MNC6SS5<)
(HQ[AR>V4:5>QY#-960:.T85W&)NT'&ZH>.W:K.(M<+ACN)B*+V" M`I&*52]A6/8>GMI%V.U5@RQ4P9F#!Y`07-
L0<[!8_5_Y=C8XUU4BS6?,'K)% M[BU7;5PV2D8X[0K]@==,R97C\$7K5\S*Z;"8%&XNF;QN50A?%;K\$ZBBV'EOE
M);>,XZHL.:R\E7S/D]J(P&WA&F*[RGD*N1:%;:UZ8G)Z,;GJT70&E4F4TI.Q MS"ZWMR&D3.BN_`N1=PM[8M*T(I+'
M(N<#)M3G@8.OL!;M0#PVP!%6*01!9=P;W^,DV-\B_`6\N+CA<(39LT2?R M_L*Z?`6M"J%4*+I0`+8L:'NS\$3]R2?
OK@`!W^D8.Q@'S#CGX7"XC4Z__!V3_`end