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| **Xxxxxxxx:** | 1. **xxxxxxx**, xxxxxxx xxxxxx xx xxx xxxxxxx xxxxxxx xxx xxxxxxx, xxxxxxxxxxx**, xxxx** xxx xxxxxxx xxxx xx xxxxxx, xxxxxxxxxx xxxx xxx xxxxxxxxxx xxxxxxxx xx xxx xxxxx xxxxx xx xxxxxx xxxxx xxx xxxxx xxx xxxx xxxxxxxxxx xxxxxx xx xxxxxxxxxxxxxx xx, xxxxx xxxxxxx, xxxxxxx (“xxxxxxxx **xxxxxxx xxxxxxx**”) 2. **xxxx xxxxx**, xxxxxxx xxxxxx xx xxx xxxxxxx xxxxxxx xxx xxxxxxx, xxxxx **xxxxxx xx (xxxxxxxxxxxxxxxxxx)**, **xxxx** xxx xxxxxxxx xxxx xx xxxxxxxxx, xxxxxxxxxx xxxx xxx xxxxxxxxxx xxxxxxxx xx xxx xxxxx xxxxx xx xxxxxxxx xxxxx xxx xxxxx xxx xxxx xxxxxxxxxx xxxxxx xx xxxxxxxxxxxx xx, xxxxx xxxxxxxxx, xxxxxxx (“xxxxx **xxxxxxx xxxxxxx**”) 3. **xx. xxxx xxxxxx**, xxxxxxx xxxxxx xx xxx xxxxxxx xxxxxxx xxx xxxxxxx, xxx **xxxxxxxx xx (xxxxxxxxxxxxxxxxxx)**, **xxxx** xxx xxxxxxxx xxxx xx xxxxxxxx, xxxxxxxxxx xxxx xxx xxxxxxxxxx xxxxxxxx xx xxx xxxxx xxxxx xx xxxxxxxx xxxxx xxx xxxxx xxx xxxx xxxxxxxxxx xxxxxx xx xxxxxxxxxxx xx, x-xxxxx xxxxxxxx, xxxxxxx (“xxxxxx **xxxxxxx xxxxxxx**”) 4. **XXXXXXXXXXX Xxxxx**, xxxxxxx xxxxxx xx xxx Xxxxxxx xxxxxxx xxx (“**XXXXX Xxxxxxx Xxxxxxx**”) 5. **XX. XXXXXxxxxx Xxxxxxx**”)   (xxxx xxxxxxxx xx xx “**Xxxxxxxx**” xxx xxxx xx x “**Xxxxxxx**”)  (“XXXXXX Xxxxxxx Xxxxxxx”, “XXXXX Xxxxxxx Xxxxxxx”, “XXXXXX Xxxxxx Xxxxxxx” xxxx xxxxxxxx xx xx “xxxxxxxx**´ xxxxxxxx**” xxx xxxx xx x “**Xxxxxxx´x Xxxxxxx**”) |
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| **Page 2**: | Xxx Xxxxxxxx Xxx. (“**Xxx**”) xx “**Xxxx Xxxxxxxx**” xxx xxx xx xxxxxxx “**Xx-Xxxxxxxxx**”. Xxx Xx-Xxxxxxxxx xxxx xxxx xx xx xxxxxxxxxx xxxxxxxx xx xxx Xxxx Xxxxxxxx.  (xxx Xxxx Xxxxxxxx xxx xxx Xx-Xxxxxxxxx xxxxxxxx xx xx x xxx “**Xxxxxxxxx**”). |
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| **Xxxxx**: | Xxx xxxxx xxx xxxx Xxxxxxxxx Xxxx Xxxxx (xxx “**Xxxxx Xxx Xxxxx**” xx “**Xxxxxxxx Xxxxxxxx Xxice**”) xxxxx xx xxxxxxxxxx xx xxxxxxx x xxx-xxxxx xxxxxxxxx xx xxx Xxxxxxx xx XXX 4,300,000.00 xx x Xxxxx Xxxxxxx Xxxxx xx xxx xxxxx xx **Xxxxxxx X** (xxx “**Xxx Xxxxx**”).  Xx xxxx Xxxx Xxxxx, “**Xxxxx Xxxxxxx Xxxxx**” xxxxxxxx, xxxxxxx xxxxxxxxxx, (x) xxx xxxxxx xxx xxxxxxxxxxx xxxxx xxxxxxx xx xxx Xxxxxxx, xxx xxxxxxxxxx xxxxxxxx xxxx xxx xxxxxxxxxx xx xxx xxxxxxxx xxxxxxxxxxx xxxxx (*Xxxxxxxxxxxxxx*) xx xxxxx xxxxxxxxxxx xxxxxxxxxx, xxxxx xx xxxxx, xxx xxxxxxxx xx xxx xxxxxxxxxxx xxxxxxxx, xxxxxxx, xxxxxxxxxxx xx xxxxxxx xx xxxxxx xxxxxxxxx xx xxxx xxxxxxxxx (x.x. xxx xxxx-xxxxxxxx xxxxx xxxxxxx xxxxxxxx xx xxxxx xx xxx Xxx-Xxxx Xxxxxxxxx), xxx Xxxxxx Xxxx, xxx xxx xxxxxx xx xxxxxxx xx xxxxxxx xxxxxx xxxxxx xx xxx xxxxxx xx x xxxxxx’x xxx xx xxxxxxx xxxxxxxxxxx xx xxxxxxxxxx xxxx xxx Xxxxxxxxxx, xxxxxxxx xxxxx xxxxxx xxxxx (“**XXXXx**”) xx xxxxxxx xxxxxx.  Xxx xxxxxxxxxxx xxxxxx xxxxxxx.  “**Xxxxxx Xxxx**” xxxx, xxxxxxxxxxxx xxxxx xx xxx xxxxx xxxxxxx xx xxx Xxxxxxx xx x Xxxxx Xxxxxxx Xxxxx xxxxxxxxxxx xxxxxxxxx xxx Xxxxxxx, xx xxxxx xx xxxxxxx xxx xxxxxxxxx xx xxxxxxxx xx xxx xxxxxx.  Page 3: Xxx xxxxxxxxxxx xx xxx Xxxxx Xxx Xxxxx xxx xxx xxxxxx xx xxx xxxxxx xx xx xxxxxx xx xxx xxxxxx xx xxx Xxxxxxxxxx (xxxxxxxxxx xx xxx xxxxx xx xx Xxxxxxxxxx xxxxxx xx x xxxxxxxxx) xx xxxx xxxxxxxxx xx xxx Xxx Xxxxx. |
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| **Xxxxxxxx Xxxxx Xxxxxxxx Xxxxxxx:** | Xx xxxxxxxx, xxx xxxxxxxxxx xxxx xxx, xxxxxxx xxx Xxxxxxxx Xxxxx´x xxxxxxxx, xxxxx xxxxxxxx xxxx xxxxxxx xxx xxxxxxxxxxx xxxxxxxx xx xxx Xxxxxxxx´x xxxxxx xx xxx Xxxxxxxx Xxxxx XX 1:  (x) xxxx xxx xxxx xx xxxxxxx xx, xx xxx xxx xxxxx xx xxxxx xxxxxxxxxx xx, xxx xxxxxxxxxx xx xxxxx xxxxxxxxxxx, xxxxxxxxxxx, xx xxxxx xxxxxx xxxxxx xx xx xxxxxx xxxxx xx xxx Xxxxxxx;  (xx) xxxx xxx xxxx xx xxxxxxx xx xxx xxxxxx, xxxxxxxxx, xxx xxxxxxxx xx xxxxxxxx;  (xxx) xxxxxxxxx xxx xxxxxxxxxxxx;  (xx) xxxxx xxx xxxxxxxxx xxxxxxxxxxxx xx xxxxx xxxx x xxxxxxxxxx xx xxxxxx xx XXXxxxxxxxx;  (x) xxxxx xxxx xx xx x xxxxx xx xxx xxxxxxxxxxx xxxx xxx xxxxxxxx, xx xxxxxxx xx xxx “xxxxxxxxx” xx xxx xxxx xxxxxx;  (xx) xxxx, xxxx, x xxx xxxxxx xxxxxx;  (xxx) xxxxx xxxx xxx xxxxxxxxxxxx xx xxxxxxxxxx xx xxx Xxxxxxx xx xx xxx Xxxxxxx xx xxxxxx xxxxxxx xxxx XXXxxxxxxxx;  Page 4: Xxxxxxxx Xxxxx; xx  (xx) xxx xxxxxxxxxxx xxxx xxx Xxxxxxx xxx / xx Xxxxxxx´x Xxxxxxx, xxxxx xxxxxx xx xxxxxxxx xxxxxxx xx xxxx;  (xxx) xxxxxxxxx xx xxx xxxxxxx-xxxxx xxxxxxxxxxxx; xxx  (xxxx) xxx xxxxxxx xxxxxxx xxxxxxxxxxx xx xxxxxxxxxxx xx xxx xxxxxxx xxxxxxxxx XXX xxxxxx xx xxx xxxxxxxx xx xxx Xxxxxxx’x xxxxxx xxxxxx / xxxxxxxxx xxxx xxxx xxxxxxxx xx xxx Xxxxxxxx Xxxxx.  Xxx xxxxxxxxx Xxxxxxxxxxx Xxxxxxxxxx xxxxx xxxx xxxxx xx xxxxxxx xx xxx xxxxxxxxxx xx xxx Xxxxxxx.  Xx xxx xxxxxx xxx xxxxxxxx xxxxxxxxxxxx, xxxxxxxxx xxx Xxx-Xxxx Xxxxxxxxx, xxxx xxx xxxx xxxxxx xx xxxxx xxxxxxxxxx xxxxxxxxxx xx xxx xxxxxxx xxxxxxxx, xxxx xxxxxx xxxxx xxxxxxxxx xxxx xxx Xxxxxxx. |
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| **Xxxx Xxxxx**: | Xxxxxxxxx, xxx xxxxxxxxxx xx Xxx. x xx xxx Xxx-Xxxx XXX (xx xx xx xxxxxxx xx xxx xxxxxx xx xxxxxxx xxxxxxxxxxxx) xxxxx xxxxx, xxxxxxxx, xxxxxxx, xxxx xxx xxxxxxxxxx xxxxxxxxxxxx´ xxxxxxxxxx xxxxx xxxxxxx x "**Xxxxxxxx Xxxxxxxx**" xx xxxxxx (x) xxx Xxxxxxx -Xxxx XXX) xx xx xxxxx xxxxx (x) xxxxx xxx Xxxxxxxx Xxxxxxxx Xxxxx. |
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| **Xxxxxxxxxx** **xxx Xxxxxxxxxx** **Xxxxxxxxxx**: | Xxxxx xx xxx Xxxxxxx, xxx xx x xxxxxxxxx xxxxxxx, xxx Xxxxxxxx, xxx xxx xxx Xxxxxxx’x xxxxxxxxx xxxxx xxxxx xxxx xxxxxxxxxx xx xxxxxxxxxx xxxxxxxxxx xxxx xxx Xxxxxxx, xx xxxxxxxxxx (xxxxxxxxx xxx-xxxxxxxxxxx, xxxxxxxxxxxx xxxxxxxx xxxxxxxxxx xxx xxxxxxxxxxxxxxx xxxxxxxxxx) xx x xxxx xxxxxxxxxxxx xx xxx Xxxx Xxxxxxxx. |
| **Xxxxx Xxxxx:** | Xxxxxxxxxx xxxxx xxxxx xx xxxxxxxxx xxxxxxx xxx Xxxxxxx xxx xxx Xxxxxxxxx xx xxxx xxxxx xxx xxxxx xxxxxxx xxxxxxxx xxxxxxxxxxxxxxx & xxxxxxxxxx. Xxxxxxx, xxx Xxx-Xxxx XXX xx xxxx xx xxx Xxxxxxxx xx Xxxxxxxxxxx xxxx xx xxxxxxx xxx xxxxxx xxxxxxxx xxxx xxxxxxx xx xxx xxxxx xxxxxx xx xxx xxxxxxxxxx xxxxxxxxxx. |
| **Xxxxxxxx** **Xxxxxxxx**: | Xxx Xxxxxxx xxxxx xxx xx xxx Xxxxxxx xxx xxxxx xxxx xxxxxxxx xx xxx Xxxxxxxx xx xxxxxxxxxx xxxx xxx Xxxxxxxxxx, xx xx xxxxxx xxx xx xxxxxx XXX xx,xxx xxxx XXX (xx xxxxxxxxxx) xxx xxx xxxxxxxxx, xxxxx xxx xxxxxxxx xxx xxxxxxxxx xxx XXX x,xxx xxxx XXX (xx xxxxxxxxxx) xxx xxxxx xxxxxxxxxx xx. xxxx xxxxxxxxxxx. |
| **Xx Xxxx**: | Xxx Xxxxxxx xxxxxx xx xxxx xx xxxx xxxxx xxxxxxxxxxxxx xxxxxxx Xxxxxxx. Xxx x xxxxxx xx xxxxx-xxxx (xx) xxxx xxxxx xxx xxxx xx xxxx Xxxx Xxxxx, (xx xxx xx xxxxxxxx xxx xx xxxxxxxxxx xxxxxx xx xxxxxx (xx) xxxx xx xxxxxxx xxxxxxxxxxx xx xxx Xxxx Xxxxxxxx xxxxxxxxx xx xxx Xxxxxxx, xx xxxx xx xxx xxxxxxx xxx xxxxx xx xxxxxxxxxxx), xxxxxx xxxxxxx xxxxxxxxxxxx xx xxxxx xx Xxxx Xxxxxxxx xxxx xx xxxx xxx xxxxxx xx xxxxxxx xxxx xxx Xxxxxxxxxx (xxx “**Xx-Xxxx Xxxxxx**”), xxxx xxx xxxxxxxxx xx xxx xxxxxxxxxxxx xxxxxxxxx xx xxxx Xxxx Xxxxx, xxx Xxxxxxx, xxx Xxxxxxxx / Xxxxxxxx´ Xxxxxxxx xxx xxx Xxx-Xxxx Xxxxxxxxx xxxxx xxx, xxxxxxxx xx xxxxxxxxxx: (x) xxxxx xxx xxx xxxxx xxxxxxx, xx xxxxxx xx xxxxx xxxxxxxxxx xxxxxxxxxxx xxxx xx xxxxxxxxxxxx xxx xxxxx xxxxxxx, xx xxx Xxxxxxx, xxxxx xx xxxxxx xxx xxxx, xxxxxxxxxx, xxxxxxxx xx xxxxxxxxxx xx xxx xx xxx xxxxxxxxxxx xxxxx xxxxxxx, xx xxxxxx xx xxxxx xxxxxxxxxx xxxxxxxxxxx xxxx xx xxxxxx xxx xxxxxx xxxxxx xxxx xxxx xxxxxxx xx xxxxxxxxxx xxxxxxxxx xx (x) xx xxx xxx xxxxxx xx xxxxxxxxx xxx xxxxxx xx xxxxxxxxxx xxxx xxx xxxxxxxx xxxxxxxxxxx xx xxx xx xxx xx  Page 6: xxxxxxxxx). Xxxxxx xxx Xx Xxxx Xxxxxx, xxxxxxx xxx Xxxxxxx xxx xxx xxxxxx xx xxxxxx xxxxxxx xx xxx Xxxxxxx’x xxxxxx xxxx xxxx xxx xxxxxx xxxx xxxxx xxxxxxxxx xxx xx xxxx xx xxxxxxxxxxxxxxx xxxxxxxxxx xxx xxxxx xxxxx. |
| **Xxxxxxxxx** **Xxx**; **Xxxxxxxxxxxx**: | Xxxx Xxxx Xxxxx (xx xxxx xx xxx xxxxxxxxxx xxxxxxxxxx) xxxxx xx xxxxxxxx xx xxx xxxx xx xxx Xxxxxxx xxx xxx xxxxxxx xxxxxxx xx xxxxxxxxxx xxxxxxxxx xxxxx xx xxxxxxxxx xx xxx xxxx xxx xxxxxxxxx xxxxxxxxxxxx xx xxx xxxxxx xx XXXXXX, Xxxxxxx. |
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**Xx xxxxxxxxxxxxx xx xxx xxxx xxx xxxxxxx xxxxxxx xxx xx xx xxxxxxx xx xxx Xxxxxxxx xxxx xxxxxxx xx xxxx xxxxxxxxxx, xxx “Xxxxxxxxxxxxxxx”, “Xxxxxxxxx Xxx; Xxxxxxxxxxxx” xxx “Xx Xxxx” xxxxxxxxxx xx xxxx Xxxx Xxxxx xxxxx xx xxxxxxx xxxxxxxxxxx xx xxx Xxxxxxx xxx xxx Xxxxxxxx xxxxxxx xx xxx xxx xxxxxxxxx xx xxxxxxxxxxx. Xxxxx xxxx xx xxx xxxxx xx xxx xxxxxxxx xxxxxxxx “Xxxxxxxxxxxxxxx”, “Xxxxxxxxx Xxx; Xxxxxxxxxxxx” xxx “Xx Xxxx”, xxxxx xxxxxxxx xxxxxxxxxx xxxxxxx xxxxxxxxxxx xx xxx Xxxxxxx xxx xxx Xxxxxxxx, xxx xxxxx xxxxxxxxx xx xxxx Xxxx Xxxxx xx xxx xxxxxxxxxx x xxxxxxx xxxxxxxxxx xx xxx xxxx xx xxxxxx xxx Xxxxxxx, xxx Xxxxxxxx / Xxxxxxxx´ Xxxxxxxx, Xxx-Xxxx Xxxxxxxxx xx xxx Xxxxxxxx.**