

(A free translation of the original in Portuguese)

InstitutoAcaia
Financial statements at
December 31, 2013
and independent auditor's report

(A free translation of the original in Portuguese)

Independent auditor's report

To the Management
InstitutoAcaia

We have audited the accompanying financial statements of InstitutoAcaia (the "Institute"), which comprise the balance sheet as at December 31, 2013 and the statements of surplus/deficit and of changes in net equity and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting policies adopted in Brazil for small and medium-sized entities (CPC - Technical Pronouncement PME - "Accounting for Small and Medium-sized Entities") and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Brazilian and International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the entity's financial statements, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of InstitutoAcaia as at December 31, 2013, and its financial performance and cash flows for the year then ended, in accordance with accounting practices adopted in Brazil applicable to small and medium-sized entities.

São Paulo, March 18, 2014

PricewaterhouseCoopers
Auditores Independentes
CRC 2SP000160/O-5

Maria José De Mula Cury
Contadora CRC 1SP192785/O-4

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Balance sheet at December 31

All amounts in reais

(A free translation of the original in Portuguese)

Assets	2013	2012	Liabilities and net equity	2013	2012
Current assets			Current liabilities		
Cash	3,273	1,483	Trade payables (Note 7)	285,312	390,237
Banks - current accounts (Note 4)	191,072	648,580	Labor and social security obligations	320,099	276,667
Financial investments (Note 5)	234,748	1,247,296	Tax obligations	14,374	13,715
Receivables	5,138	2,190	Other liabilities (Note 7)	<u>3,635,718</u>	<u>2,602,844</u>
Advances to suppliers	50,180	47,341	Total liabilities	<u>4,255,503</u>	<u>3,283,463</u>
Vacation pay advances	148,373	123,691	Net equity		
Other receivables	12,935	4,112	Accumulated surplus	1,087,430	710,919
Inventories of goods	<u>14,171</u>	<u>186</u>	Surplus/(deficit) for the year	<u>(1,395,231)</u>	<u>376,511</u>
	<u>659,890</u>	<u>2,074,879</u>	Total net worth	<u>(307,801)</u>	<u>1,087,430</u>
Non-current assets			Total liabilities and net equity	<u>3,947,702</u>	<u>4,370,893</u>
Fixed assets (Note 6)	<u>3,287,812</u>	<u>2,296,014</u>			
Total assets	<u><u>3,947,702</u></u>	<u><u>4,370,893</u></u>			

The accompanying notes are an integral part of these financial statements.

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Statement of surplus/deficit and of changes in net equity Years ended December 31

All amounts in reais

(A free translation of the original in Portuguese)

	<u>2013</u>	<u>2012</u>
Income		
Donations from individuals (Note 8)	5,359,893	6,072,068
Donations from legal entities (Note 8)	777,672	445,000
Donations from FUMCAD (Note 9(a))	688,980	242,120
Donations for specific projects (Note 9(b))	99,451	30,550
Finance income	65,395	30,689
Revenue from sales of goods	39,930	4,935
Cost of sales	(9,187)	(4,935)
Voluntary work (Note 13)	44,775	58,868
Other operating income (Note 10)	34,857	13,449
	<u>7,101,766</u>	<u>6,892,744</u>
Expenses with social activities (Note 11(b))		
Personnel expenses (Note 13(b))	(3,626,262)	(2,701,818)
General and administrative expenses (Note 13(a))	(4,446,388)	(3,483,827)
Tax expenses	(58,576)	(48,149)
Finance costs	(14,363)	(12,653)
Depreciation and amortization expenses	(351,408)	(269,786)
	<u>(8,496,997)</u>	<u>(6,516,233)</u>
Surplus/(deficit) for the year	<u>(1,395,231)</u>	<u>376,511</u>
Net equity at the beginning of the year	1,087,430	710,919
Surplus/(deficit) for the year incorporated into the net equity	<u>(1,395,231)</u>	<u>376,511</u>
Net equity at the end of the year	<u>(307,801)</u>	<u>1,087,430</u>

The accompanying notes are an integral part of these financial statements.

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Statement of changes in net equity Years ended December 31

All amounts in reais

(A free translation of the original in Portuguese)

	<u>Accumulated (deficit) surplus</u>	<u>Total</u>
At December 31, 2011	710,919	710,919
Surplus for the year	<u>376,511</u>	<u>376,511</u>
At December 31, 2012	1,087,430	1,087,430
Deficit for the year	<u>(1,395,231)</u>	<u>(1,395,231)</u>
At December 31, 2013	<u>(307,801)</u>	<u>(307,801)</u>

The accompanying notes are an integral part of these financial statements.

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Statement of cash flows Years ended December 31

All amounts in reais

(A free translation of the original in Portuguese)

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities		
Surplus/(deficit) for the year	<u>(1,395,231)</u>	<u>376,511</u>
Adjustments		
Depreciation and amortization	<u>351,408</u>	<u>269,786</u>
Adjusted surplus/(deficit) for the year	<u>(1,043,823)</u>	<u>646,297</u>
(Increase) in other receivables	(2,948)	(2,190)
(Increase)/decrease in advances to suppliers	(2,839)	(18,853)
(Increase)/decrease in vacation pay advances	(24,682)	(123,691)
(Increase) in inventories	(13,985)	(186)
Decrease in other receivables	(8,823)	7,150
Increase (decrease) in accounts payable	(104,925)	79,723
Increase/(decrease) in labor and social security obligations	43,432	(156,423)
Increase/(decrease) in taxes	659	2,140
Increase/(decrease) in other liabilities	<u>1,032,874</u>	<u>1,371,330</u>
	<u>918,763</u>	<u>1,471,846</u>
Net cash provided by operating activities	<u>(125,060)</u>	<u>2,118,143</u>
Cash flows from investing activities		
Acquisitions of fixed assets	<u>(1,343,206)</u>	<u>(1,177,085)</u>
Net cash used in investing activities	<u>(1,343,206)</u>	<u>(1,177,085)</u>
Net increase (decrease) in cash and cash equivalents	<u>(1,468,266)</u>	<u>941,058</u>
Cash and cash equivalents at the beginning of the year	1,897,359	956,301
Cash and cash equivalents at the end of the year	<u>429,093</u>	<u>1,897,359</u>
Net increase (decrease) in cash and cash equivalents	<u>(1,468,266)</u>	<u>941,058</u>

The accompanying notes are an integral part of these financial statements.

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

1 Operations

InstitutoAcaia was founded as a non-profit philanthropic entity on April 3, 2001. Its principal objective, according to article 2 of its bylaws, is to promote social assistance services, to individuals or to persons whom within their immediate family are in a situation of vulnerability, exclusion due to poverty and/or lack of access to other public policies for children, adolescents, youths or adults, through the formation, education, professional qualification, culture and support to those with psychological disorders, in São Paulo and MatoGrosso do Sul.

The Corumbá branch was established on October 8, 2007, under the name of AcaiaPantanal, and it effectively began its activities in January 2008.

The entity's funds were used for its institutional purposes, in conformity with its by-laws, demonstrated by its expenses, as 100% of its activities are carried out free of charge.

InstitutoAcaia develops its actions through three programs:

(a) AteliêAcaia

In 2013, its actions were developed under the projects named below: "Acolher" (To Shelter) "Autonomia" (Autonomy) and "AçõesExternas" (External Actions). In 2013, assistance was provided to: 10 children under the age of six; 100 children from six to eleven-years old; 110 adolescents from twelve to eighteen-years old and 40 adults. In the two locations which integrate the "AçõesExternas" Project, an average of 30 (thirty) adults and 60 (sixty) children and adolescents between one and fifteen years old receive daily assistance, in the morning, afternoon or evening. The assistance is provided all day long, in periods other than school hours, offering support to the physical and psychological development of these individuals within a healthy environment, which stimulates them to learn various techniques and facilitating the establishment of cooperative social practices. Through a wide educational process, the individuals assisted can be included in society, in a fair and balanced manner, and are not subjected to exclusion or victimization, in the districts of Vila Leopoldina and Jaguaré, in the west region of the city of São Paulo.

(b) Centro de Estudar AcaiaSagarana (AcaiaSagaranaStudy Center) Project

In 2013, the project provided assistance to 36 students who completed their high-school level education in public schools, offering them the opportunity to continue studies and seek admission to public universities.

(c) Branch - AcaiaPantanal

In 2013, assistance included: (1) the Jatobazinho Program: 55 (fifty-five) children and adolescents from 7 to 16 years; (2) the Relations with the Community Program: 200 (two hundred) individuals including children, adolescents and adults; (3) the Education for Qualification Program: 35 (thirty-five) adults; (4) the RPCSA (Network for Protection and Maintenance of Serra do Amolar) Program: 37 (thirty-seven) families in monitoring and overseeing actions; (5) Jatobazinho Extension of the Rural Municipal School of Polo Porto Esperança and Extensions. Created through Decree 565 of the Municipal Government of Corumbá on February 5, 2009, in partnership with the Municipal Government of Corumbá, it has been contributing to education in the rural region of Corumbá(MS).

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

2 Summary of significant accounting policies

The financial statements were prepared in accordance with the CPC PMEs issued by the Brazilian Accounting Pronouncements Committee (CPC) and CFC Resolution 1,409/12. The main accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to the periods presented.

2.1 Basis of preparation and presentation of the financial statements

The financial statements were prepared and are being presented in accordance with the CPC PMEs.

The preparation of financial statements in accordance with the CPC PMEs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Institute's accounting policies. However, there are no areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements.

(a) Determination of surplus/(deficit)

Income and expenses are recorded on the accrual basis of accounting.

Donations are recognized as income during the period of the projects and matched with the expenses which are intended to be offset.

Non-specific donations to fund regular operations, which are not linked to any future obligation, and for which there is no specific allocation established for the periods benefited, are recorded upon receipt directly in results as income from donations.

Donations received for specific projects and social welfare activities developed by the Institute are recorded in current liabilities under "Other liabilities", and recognized as income during the period in which the objectives specified in such donations are realized (expenditures/obligations).

The donations, when related to a depreciable asset, are recognized as income during the useful life of the asset in proportion to its depreciation or disposal, as applicable.

(b) Current assets

Current assets are stated at cost, plus accrued income and monetary variations up to the balance sheet date, adjusted to market values when applicable.

(c) Current liabilities

Current liabilities are stated at known or estimated amounts including, when applicable, accrued charges and monetary variations up to the balance sheet date.

(d) Non-current assets

Fixed and intangible assets are stated at cost combined with the following aspects: (i) depreciation of fixed assets is calculated on the straight-line method at annual rates which take into consideration the economic useful lives of the assets, being 5% for boats, 10% for facilities, machinery and equipment and furniture and fittings and 20% for computers, peripherals and tools; and (ii) leasehold improvements in connection with the construction and refurbishment of the headquarters of the Institute, which are being amortized over ten years, pursuant to the terms stipulated in the land free-lease agreement.

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Notes to the financial statements

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(e) Cash and cash equivalents

Cash and cash equivalents include cash and current accounts at banks (classified under Banks - current accounts) and financial investments.

3 Cash and cash equivalents

At the balance sheet dates, cash and cash equivalents comprised the following:

	<u>2013</u>	<u>2012</u>
Cash and banks	194,345	650,063
Financial investments	<u>234,748</u>	<u>1,247,296</u>
	<u>429,093</u>	<u>1,897,359</u>

4 Banks - current accounts

The balance comprises available funds deposited in a current account of a first-tier bank, which, at December 31, 2013, represented R\$ 191,072 (R\$ 648,580 - 2012).

5 Financial investments

Financial investments refer substantially to bank deposit certificates issued by BancoBradesco S.A., segregated by projects:

	<u>2013</u>	<u>2012</u>
"AcaiaPantanal" branch project	84,629	143,822
"Centro de Estudar AcaiaSagarana" project	13,167	17,584
"AteliêAcaia" project	<u>136,952</u>	<u>1,085,890</u>
	<u>234,748</u>	<u>1,247,296</u>

6 Fixed assets

	<u>2013</u>	<u>2012</u>	<u>Annual depreciation depreciation - %</u>
Machinery and equipment	357,181	265,481	10
Furniture and fittings	292,644	202,971	10
Leasehold improvements	3,890,537 (i)	2,424,960 (i)	10
Boats	59,737	59,737	5
Tractors	66,000		25
Computers and peripherals	258,640	229,483	20
Tools	8,637	7,538	20
Construction in progress		<u>400,000(ii)</u>	
	<u>4,933,376</u>	<u>3,590,170</u>	
Accumulated depreciation	<u>(1,645,564)</u>	<u>(1,294,156)</u>	
	<u>3,287,812</u>	<u>2,296,014</u>	

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

(i) Leasehold improvements refer to renovations made in the headquarters located in São Paulo and in Corumbá (AcaiaPantanal), where the properties are assigned under a free-lease agreement to InstitutoAcaia.

(ii) In 2012, total construction in progress amounting to R\$ 400,000, referred to works at AcaiaPantanal scheduled to be completed by 2013.

The construction work was completed on June 20, 2013 and transferred to Leasehold improvements.

Additions in the year totaled R\$ 1,743,206, of which R\$ 1,465,576 refer to leasehold improvements and the remaining amount corresponds to machinery and equipment, furniture and fittings and computers. There were no acquisitions in the year ended December 31, 2013.

7 Other liabilities and trade payables

(a) Trade payables

	<u>2013</u>	<u>2012</u>
Domestic suppliers	253,126	383,158
Other accounts payable	<u>32,186</u>	<u>7,079</u>
	<u>285,312</u>	<u>390,237</u>

(b) Other liabilities

The liabilities refer to: (i) donations for specific projects to be recorded as income as the project expenses are incurred; and (ii) donations used for the acquisition of fixed assets to be recognized as income during the useful life of the asset and in proportion to its depreciation.

	<u>2013</u>	<u>2012</u>
"Estudar para Entender o Mundo" project		98,599
"Escola Jatobazinho" Project Serra do Amolar	2,391,090	295,650
Acquisition of fixed assets	1,235,409	2,208,595
Other receivables	<u>9,219</u>	
	<u>3,635,718</u>	<u>2,602,844</u>

8 Donations received

In 2013, donations from individuals totaled R\$ 5,359,893 (2012 - R\$ 6,072,068) and from legal entities, R\$ 777,672 (2012 - R\$ 445,000).

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

9 Donations for projects

(a) Donations from FUMCAD (Municipal Child and Adolescent Fund)

InstitutoAcaia received subsidies from the Municipal Government of São Paulo, through:

	<u>2013</u>	<u>2012</u>
Municipal Secretariat of Participation and Partnership		
"Acolher" and "External Actions" projects (Note 1)		41,690
"Estudar para Entender o Mundo" project (Note 1)	393,330	200,430
"Escola Jatobazinho Serra do Amolar" project (Note 1)	<u>295,650</u>	
	<u>688,980</u>	<u>242,120</u>

The entity is required to submit accounts describing all funds related to projects received from the FUMCAD.

(b) Donations for specific projects

In 2013, the entity received from Instituto Credit Suisse Hedging-Griffo the amount of R\$ 99,451 (R\$ 30,550 in 2012), to be used in a partnership project with AteliêAcaia.

10 Other operating income

In 2013, the entity received R\$ 9,666 (R\$ 7,608 in 2012) referring to credits from the State of São Paulo Program Nota Fiscal Paulista (State Tax Invoices) and the credit of R\$ 15,191 (R\$ 5,841 in 2012) from discounts obtained.

In 2013, a contractual penalty in the amount of R\$ 10,000 was applied due to the delay in the completion of the construction work at AcaiaPantanal.

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

11 Projects

(a) Resources from sponsors

	<u>AteliêAcaia</u>		<u>AcaiaSagarana</u>		<u>AcaiaPantanal</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Donations from individuals	4,665,840	4,873,622	375,000	391,000	1,371,947	1,386,002
Donations from legal entities	4,188,989	4,583,913	375,000	390,000	795,904	1,098,155
Donations for specific projects	257,678	172,152			519,994	272,848
Financial institutions	99,451	30,550		1,000	33,100	12,539
Discounts obtained	32,295	17,150			12,949	2,460
Other revenue	2,242	3,381				
Voluntary work	9,667	7,608			10,000	
Sale of goods	44,775	58,868				
	30,743					
Subsidies		41,690	393,330	200,430	295,650	
FUMCAD - "Sagarana"			393,330	200,430	295,650	
FUMCAD - Pantanal						
FUMCAD - "Acolher" and "External Actions"		41,690				
Total funds received	<u>4,665,840</u>	<u>4,915,312</u>	<u>768,330</u>	<u>591,430</u>	<u>1,667,597</u>	<u>1,386,002</u>

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

(b) Operating expenses with projects

<u>Projects/expenses</u>	<u>AteliêAcaia</u>		<u>AcaiaSagarana</u>		<u>AcaiaPantanal</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Personnel expenses	<u>2,998,513</u>	<u>2,196,966</u>	<u>72,047</u>	<u>70,539</u>	<u>555,702</u>	<u>434,313</u>
13th salary	<u>183,026</u>	<u>136,190</u>	<u>4,322</u>	<u>4,692</u>	<u>38,343</u>	<u>30,229</u>
Medical Assistance	<u>227,018</u>	<u>130,044</u>			<u>445</u>	<u>330</u>
Vacation pay	<u>248,302</u>	<u>187,548</u>	<u>5,642</u>	<u>5,210</u>	<u>52,195</u>	<u>41,450</u>
Salaries	<u>1,999,334</u>	<u>1,486,633</u>	<u>46,402</u>	<u>43,568</u>	<u>410,885</u>	<u>320,487</u>
Social charges	<u>251,632</u>	<u>181,708</u>	<u>15,681</u>	<u>17,069</u>	<u>52,153</u>	<u>39,192</u>
Other	<u>89,201</u>	<u>74,843</u>			<u>1,681</u>	<u>2,625</u>
Depreciation and amortization	<u>171,945</u>	<u>150,827</u>			<u>179,463</u>	<u>118,959</u>
Finance costs	<u>6,238</u>	<u>5,247</u>	<u>1,746</u>	<u>1,472</u>	<u>6,379</u>	<u>5,934</u>
Bank expenses	<u>5,996</u>	<u>4,907</u>	<u>1,746</u>	<u>1,472</u>	<u>6,132</u>	<u>5,929</u>
Other finance costs	<u>97</u>					
Interest payable	<u>145</u>	<u>340</u>			<u>247</u>	<u>5</u>
Public relations	<u>49,992</u>	<u>43,230</u>			<u>2,838</u>	<u>9,975</u>
Taxes and sundry fees	<u>57,544</u>	<u>45,821</u>			<u>1,032</u>	<u>2,328</u>
Facilities	<u>666,566</u>	<u>604,736</u>	<u>68,058</u>	<u>58,109</u>	<u>524,764</u>	<u>318,033</u>
Meals	<u>339,236</u>	<u>326,323</u>	<u>39,000</u>	<u>19,387</u>	<u>79,671</u>	<u>62,563</u>
Charity					<u>155,766</u>	<u>41,351</u>
Maintenance	<u>276,712</u>	<u>84,401</u>		<u>950</u>	<u>103,625</u>	<u>37,251</u>
Administrative expenses	<u>231,546</u>	<u>176,970</u>	<u>27,013</u>	<u>37,910</u>	<u>38,575</u>	<u>39,187</u>
Professional services	<u>800,886</u>	<u>758,207</u>	<u>555,132</u>	<u>503,969</u>	<u>487,008</u>	<u>361,275</u>
	<u>5,599,179</u>	<u>4,392,728</u>	<u>762,996</u>	<u>692,336</u>	<u>2,134,822</u>	<u>1,431,169</u>

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Notes to the financial statements

At December 31, 2013

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12 Tax immunity and exemption

The Institute complies with its tax requirements and is exempt from income tax (based on article 15 of the Federal Constitution) and the social contribution on the surplus, the employers' portion of the National Institute of Social Security (INSS) contributions and the Social Contribution on Revenues (COFINS) (based on Law 8,212/91).

The amounts of tax exemptions received during the year were as follows:

. 2013 - R\$ 671,660 - INSS Employer's Quota, SAT and third parties (2012 - R\$ 516,758).

(a) 13th salary

All the activities developed by InstitutoAcaia through the projects in its headquarters, branch and in the BarracosEscolas (Shanty Schools) are free for the users. In this context, the amount of expenses for social activities totaled R\$ 8,496,997 (2012 - R\$ 6,457,365).

(b) Free services received

In 2013, the entity received from Danone Ltda. a donation of food items amounting to R\$ 9,296.

(c) Voluntary work

In 2013, voluntary services received amounted to R\$ 44,775.

13 Other information

(a) General and administrative expenses comprise:

	<u>2013</u>	<u>2012</u>
Various professional services	2,160,406	1,622,751
Maintenance and installation expenses	772,857	494,827
Meals	457,907	408,273
Training and teaching materials	199,564	131,213
Medical	4,155	2,920
Support grants	200,200	116,551
Graphic and advertising materials	74,410	89,394
Donation expenses	155,966	41,351
Transportation expenses	164,917	251,697
Other	256,006	324,850
	<u>4,446,388</u>	<u>3,483,827</u>

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Notes to the financial statements

At December 31, 2013

All amounts in reais unless otherwise stated

(b) Personnel expenses

	<u>2013</u>	<u>2012</u>
Salaries	2,456,621	1,850,687
Vacation pay	306,138	234,209
13th salary	225,691	171,111
Social charges	319,466	237,969
Other	<u>318,346</u>	<u>207,842</u>
	<u>3,626,262</u>	<u>2,701,818</u>

* * *

