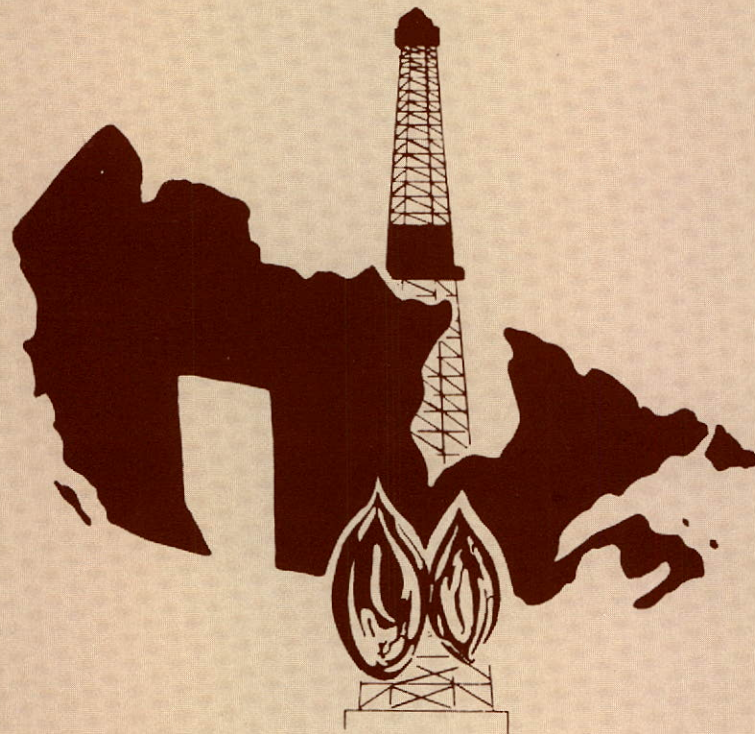


annual report
june 30, 1979



MIDCON
OIL & GAS
LIMITED

HOWARD ROSS LIBRARY
OF MANAGEMENT
NOV 4 1982
MCGILL UNIVERSITY



MIDCON OIL & GAS LIMITED

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual meeting of shareholders of MIDCON OIL & GAS LIMITED (the "Corporation") will be held at Suite 1100, 372 Bay Street, Toronto, Ontario, on Wednesday, the 10th day of October, 1979 at the hour of 11:00 a.m., Toronto time, for the following purposes:

1. to receive and consider the Annual Report including the report of the directors and the financial statements of the Corporation for the fiscal year ended June 30, 1979 together with the report of the auditors thereon,
2. to elect directors,
3. to appoint auditors and authorize the directors to fix their remuneration, and
4. to transact all other business which may properly come before the meeting or any adjournment or adjournments thereof.

A copy of the above mentioned Annual Report, and an Information Circular are enclosed. Shareholders who are unable to be present in person are requested to fill in, sign, date and return the accompanying form of proxy in the envelope provided for that purpose.

DATED at Toronto, Ontario, this 14th day of September, 1979.

T. P. FISCHER
Secretary-Treasurer

MIDCON OIL & GAS LIMITED

INFORMATION CIRCULAR

as of September 14, 1979

SOLICITATION OF PROXIES

This information circular is furnished in connection with THE SOLICITATION BY THE MANAGEMENT OF MIDCON OIL & GAS LIMITED (the "Corporation") of proxies to be used at the meeting of the shareholders of the Corporation (and any and all adjournments thereof) to be held at the time and place and for the purposes set forth in the accompanying notice of the meeting. The solicitation will be primarily by mail. Proxies may also be solicited personally by regular employees of the Corporation at nominal cost. The cost of such solicitation by management will be borne by the Corporation.

APPOINTMENT AND REVOCATION OF PROXIES

THE PERSONS DESIGNATED IN THE ACCOMPANYING FORM OF PROXY ARE NAMED BY MANAGEMENT. A SHAREHOLDER HAS THE RIGHT TO APPOINT SOME OTHER PERSON, WHO NEED NOT BE A SHAREHOLDER, TO ATTEND AND ACT FOR HIM AND ON HIS BEHALF AT THE MEETING AND HE MAY EXERCISE THIS RIGHT BY INSERTING SUCH OTHER PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED PROXY TO THE CORPORATION OR TO THE CHAIRMAN OF THE MEETING PRIOR TO VOTING.

A shareholder who has given a proxy may revoke it either (a) by completing a proxy bearing a later date and depositing it with the Corporation not later than the last business day preceding the day of the meeting or with the chairman of such meeting on the day of the meeting, or (b) by completing written notice of revocation, which must be executed by the shareholder or by his attorney authorized in writing and depositing the notice at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting or with the chairman of the meeting on the day of the meeting. A proxy may only be revoked with respect to matters that have not been acted on prior to revocation.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Corporation has outstanding 4,300,000 common shares, each of which is entitled to 1 vote.

No record date has been fixed for the determination of the shareholders who may vote at the meeting. Accordingly shareholders of record on the list prepared pursuant to Section 132 of the Canada Business Corporations Act as at the time of the meeting shall be entitled to vote thereat.

To the knowledge of the directors and officers of the Corporation, no person beneficially owns, directly or indirectly, more than 10% of the voting rights attached to all shares of the Corporation other than Yellowknife Bear Mines Limited, 360 Bay Street, Toronto, Ontario which owns of record and beneficially 3,173,216 (73.8%) of the outstanding common shares of the Corporation. Yellowknife Bear Mines Limited is a public company, the common shares of which are listed on The Toronto Stock Exchange. To the knowledge of the directors and officers of the Corporation there is no person or company who beneficially owns, directly or indirectly, equity shares of Yellowknife Bear Mines which carry more than 10% of the voting rights attached to all shares of that company.

ELECTION OF DIRECTORS

The board of directors of the Corporation presently consists of 5 directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election, as directors, of the nominees whose names are set forth below unless such authority is withheld. Management does not contemplate that any of the nominees will be unable to serve as a director, but, if that should occur for any reason prior to the meeting the persons named in the accompanying form of proxy reserve the right to vote for another nominee in their discretion unless authority to vote in the election of directors is withheld. Each director elected will hold office until the next annual meeting or until his successor is otherwise duly elected in accordance with the by-laws of the Corporation.

The following table and notes thereto state the names of all the persons proposed to be nominated for election as directors, all other positions and offices with the Corporation and any of its significant affiliates now held by them, their principal occupations or employments, the period or periods during which they served as directors of the Corporation and the approximate number of shares of the Corporation and of Yellowknife Bear Mines Limited beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them.

<u>Name and Principal Occupation</u>	<u>Positions and Offices with the Corporation</u>	<u>Director of the Corporation during the following period or periods</u>	<u>Shares of the Corporation</u>	<u>Shares of Yellowknife Bear Mines Limited</u>
J. Douglas Streit P.Eng., Geologist President and General Manager of Yellowknife Bear Mines Limited	President and Director	July, 1957	125,853	80,000
Robert G. Price Petroleum Engineer Vice-President and Exploration Manager of Yellowknife Bear Mines Limited	Vice-President and Director	July, 1968	10	1
William E. Rearden Company Executive	Director	July, 1967	21,000	3,500
C. William Streit Company Executive	Director	July, 1975	81,500	18,069
H. C. Kerr, Q.C. Lawyer	Director	June, 1973	nil (Note 1)	nil

NOTES

- (1) 5,000 shares registered in the name of Mr. Kerr are held by a corporation owned by trusts for his children.
- (2) The information as to shares beneficially owned, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (3) All nominees have held the principal occupations indicated for more than the last 5 years.

REMUNERATION OF MANAGEMENT

1. The aggregate remuneration paid or payable by the Corporation and its subsidiary during the Corporation's last completed financial year to directors of the Corporation in their capacity as directors of the Corporation and its subsidiary was \$23,750.00. The aggregate remuneration paid or payable by the Corporation and its subsidiary during the Corporation's last completed financial year to officers of the Corporation in their capacity as officers or employees of the Corporation and its subsidiary who received an aggregate remuneration per person in excess of \$40,000 in that year was nil.

NATURE OF REMUNERATION EARNED

	Directors' fees	Salaries	Bonuses	Non-accountable expense all.	Others	Total
REMUNERATION OF DIRECTORS						
(A) Number of directors: 5						
(B) <i>Body Corporate incurring the expense</i>						
Midcon Oil & Gas Limited	\$3,750.	\$10,000.	nil	nil	nil	\$13,750.
Inter-Rock Oil Co. of Canada Limited	5,000.	5,000.	nil	nil	nil	10,000.
REMUNERATION OF OFFICERS						
(A) Number of officers: 3						
(B) <i>Body Corporate incurring the expense</i>						
Midcon Oil & Gas Limited		1,800.	nil	nil	nil	1,800.
Inter-Rock Oil Co. of Canada Limited		13,200.	5,000.	nil	nil	18,200.
TOTALS	\$8,750.	\$30,000.	\$5,000.	nil	nil	\$43,750.

2. The estimated aggregate cost to the Corporation and its subsidiary in the last completed financial year of all pension benefits proposed to be paid under any pension plan in the event of retirement at normal retirement age, directly or indirectly, by the Corporation or its subsidiary to the persons mentioned in paragraph 1 was nil.
3. The aggregate of all remuneration payments (other than payments of the type reported under paragraph 1 or 2) made during the Corporation's last completed financial year by the Corporation or its subsidiary to each person referred to in paragraph 1 was nil and, the amount proposed to be made in the future, directly or indirectly, by the Corporation or its subsidiary pursuant to any existing plan or arrangement to each person referred to in paragraph 1 is nil excluding payments to be made for, or benefits to be received from, the Canada Pension Plan or similar government plan, group life or accident insurance, group hospitalization or similar group benefits or payments.
4. There are no options to purchase securities of the Corporation or any of its affiliates that, since the commencement of the Corporation's last completed financial year, were granted to or exercised by any of the persons mentioned in paragraph 1.

APPOINTMENT OF AUDITORS

Unless such authority is withheld the persons named in the accompanying form of proxy intend to vote for the appointment of Messrs. McCormack Parker, Chartered Accountants, Toronto, as auditors of the Corporation and the authorization of the directors to fix their remuneration. They or their predecessor firms have been auditors of the Corporation for more than the past 5 years.

MANAGEMENT CONTRACTS

During the last completed fiscal year the corporation and its subsidiary paid \$13,862.00 for head office rental and secretarial fees to a private company of which J. Douglas Streit, C. William Streit and William E. Rearden (3 of the directors of the Corporation) are officers, directors and shareholders.

GENERAL

On any ballot that may be called for with respect to the election of directors or the appointment of auditors and the authorization of the directors to fix their remuneration, shares represented by each properly executed proxy appointing the persons named by management in the accompanying form of proxy **WILL BE VOTED FOR THE ELECTION OF DIRECTORS AND FOR THE APPOINTMENT OF AUDITORS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THEIR REMUNERATION AS STATED UNDER THOSE HEADINGS IN THIS CIRCULAR UNLESS THE SPECIFICATIONS IN THE PROXY DIRECT THE SHARES TO BE WITHHELD FROM VOTING IN CONNECTION THEREWITH.**

The accompanying form of proxy, when properly signed, confers discretionary authority with respect to amendments or variations to matters identified in the accompanying notice of the meeting and other matters that may properly come before the meeting. The management of the Corporation presently knows of no such amendments, variations or other matters to come before the meeting.

The contents of this circular and the sending of same to each director and shareholder of the Corporation and to the auditors of the Corporation has been approved by the directors of the Corporation.

J. DOUGLAS STREIT
President

MIDCON OIL & GAS LIMITED

OFFICERS AND DIRECTORS

OFFICERS	J. DOUGLAS STREIT <i>President</i> R. G. PRICE <i>Vice-President</i> T. P. FISCHER <i>Secretary-Treasurer</i>
DIRECTORS	H. C. KERR, Q.C. <i>Toronto</i> C. W. STREIT <i>Toronto</i> R. G. PRICE <i>Calgary</i> W. E. REARDEN <i>Toronto</i> J. DOUGLAS STREIT <i>Toronto</i>
AUDITORS	MCCORMACK, PARKER <i>Toronto, Ontario</i>
BANKERS	CANADIAN IMPERIAL BANK OF COMMERCE <i>Toronto, Ontario</i>
TRANSFER AGENTS	GUARANTY TRUST COMPANY OF CANADA <i>Toronto and Calgary</i>
EXPLORATION OFFICE	717 - 7TH AVENUE S.W. <i>Calgary, Alberta T2P 0Z3</i>
EXECUTIVE OFFICE	ROOM 1000, 360 BAY ST. <i>Toronto, Ontario M5H 2W3</i>

Report of the Directors

To the Shareholders,
MIDCON OIL & GAS LIMITED.

Your Directors submit for your consideration, the Annual Report of your Company with attached Financial Statements, Balance Sheet and Auditors' Report for the fiscal year ended June 30th, 1979.

FINANCIAL

During the fiscal year ending June 30, 1979 Midcon's net income increased to \$557,801.00 (compared to \$340,100.00 for the previous year) and cash flow amounted to \$762,476.00. This represented a cash flow of approximately 18 cents per share.

OPERATING REPORT

The principal assets of Midcon are located in Southeastern Alberta in the area covered by Map #1 and consist of the following:

- 1) A 50% interest in South Alberta Pipe Lines Ltd.
- 2) Remaining proven recoverable gross pipeline natural gas reserves owned by Midcon estimated to be 47.5 billion cubic feet at existing average Alberta natural gas prices.

SOUTH ALBERTA PIPE LINES LTD.

Midcon owns a 50% interest in this gas transmission system which consists of a 45 mile long, 10 inch diameter main line from Etzikom to Medicine Hat plus an 8 inch main lateral in the Medicine Hat gas field plus a number of smaller diameter gathering lines.

South Alberta delivers low pressure gas to the City of Medicine Hat and high pressure gas to the Alberta Gas Truck Line system and to fertilizer plants at Medicine Hat. Through puts for the six month period ended June 30, 1979 were 47,429 million cubic feet per day. (1,343,000 cubic meters) and increase of 8¹/₂% over that of the previous year.

Tariff negotiations are underway with our transmission customers and we are attempting to increase pipeline tariffs.

GAS PRODUCTION OPERATIONS

Midcon sells natural gas under two long term contracts to the City of Medicine Hat (until 1985) and to Western Co-operative Fertilizers Ltd. (until 1987). For the 12 month period ended June 30, 1979 Midcon's total gas sales averages about 5,526 Million cubic feet per day (156 thousand cubic meters). Unfortunately, these sales contracts contain no price escalation clause, so we now average (including 30¢/MCF export bonus) about 43¢/MCF for gas sold to the City and 48¢/MCF for gas sold to the fertilizer plant. These prices are far below average Alberta natural gas prices. Unless we drill additional wells in the very near future we will be unable to maintain minimum contract gas deliveries. We have now advised both customers that unless they are willing to increase gas prices or otherwise increase our compensation, they will face steadily decreasing gas deliveries because we now find it uneconomic to drill additional wells at present gas prices to maintain deliverability. We feel we are at last making some headway in negotiations with both customers.

MIDCON OIL & GAS LIMITED

INTER-ROCK OIL CO. OF CANADA LIMITED

Midcon owns a 59.07% interest in this Company which is operated by Midcon management.

Inter-Rock owns a 0.28363% interest in the unitized Nevis gas field and sells its Nevis natural gas production to Trans Canada Pipe Lines Ltd. In addition, Inter-Rock owns a 2.0833% interest in the unitized Buffalo Lake Oilfield and a 12¹/₂% interest in seven D-3 oilwells in the Erskine oilfield.

Inter-Rock holds an 11.11% interest in the Hunt-Inter-Rock 3-27 capped D-3 gas well located between the Buffalo Lake Oilfield and the Nevis gas field. A gas pipeline from Buffalo Lake to Nevis is now under construction and this 3-27 gas well is scheduled to start selling its gas via this pipeline in November, 1979. We have signed a sales contract for this gas with Trans Canada Pipeline Limited.

Respectfully submitted,

On behalf of the Board of Directors.

J. DOUGLAS STREIT,
President.

Toronto, Ontario,
September 10, 1979.

SI CONVERSION TABLE

To convert from

Cubic metre (m³)
Thousands of cubic meters (10³m³)
Tonne (t)
Metre (m)
Kilometre (km)
Hectare (ha)

To

barrel (bbl)
thousand cubic feet (mcf)
long ton (lt)
foot (ft)
mile (mi)
acre (ac)

Multiply by

6.293
35.494
0.984
3.281
0.621
2.471

Examples:

10³m³ = one thousand cubic metres
10⁶m³ = one million cubic metres
10⁹m³ = one billion cubic metres

A. G. T. L.
LINE

1.5 MILE
EXTENSION


5.5 MILE
LOOP

CITY OF
MEDICINE HAT


GREAT BASINS
LATERAL LINE


DENMORE
LINE

LEGEND


 Pembina/Midcon

 Telstar

 Bow Valley

 Ashland

 J. S. E.

 Great Basins

TELSTAR
TIE-IN

MURRAY LAKE
LICENCE

BOW VALLEY OWNED
6" LATERAL LINE

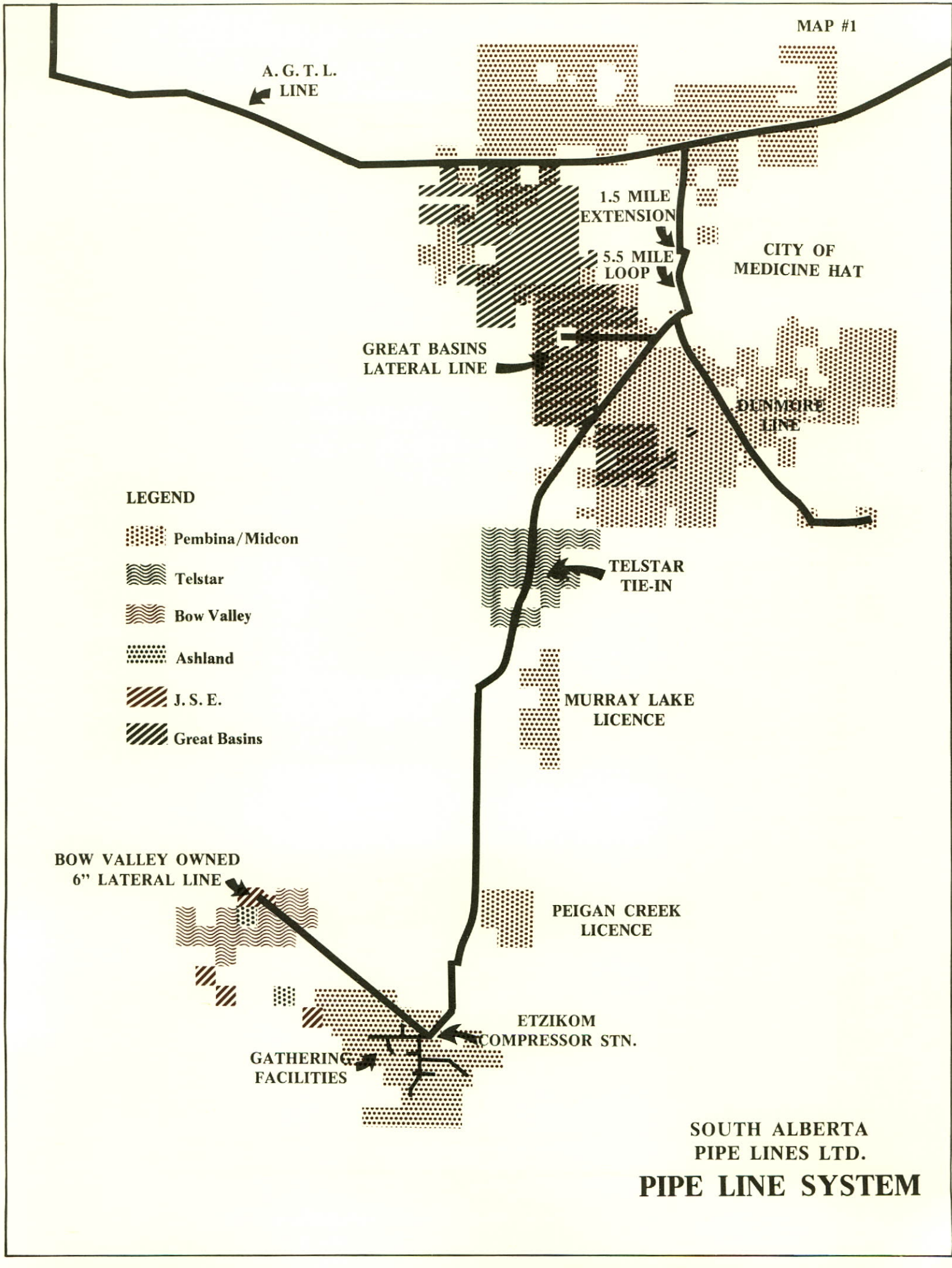
PEIGAN CREEK
LICENCE

ETZIKOM
COMPRESSOR STN.

GATHERING
FACILITIES

SOUTH ALBERTA
PIPE LINES LTD.

PIPE LINE SYSTEM



Consolidated Balance Sheet - as at June 30, 1979**ASSETS**

	1979	1978
CURRENT ASSETS		
Bank Balances and Interest Bearing Term Deposits	\$1,071,657	\$ 673,317
Sundry Receivables and Prepayments	<u>208,819</u>	<u>171,850</u>
	<u>1,280,476</u>	<u>845,167</u>
INVESTMENTS (Note 1)		
Yellowknife Bear Mines Limited — Shares at cost (Market value 1979, \$1,368,750; 1978, \$787,500)	507,747	507,747
South Alberta Pipelines Limited — Shares and Debentures on the Equity Basis	759,500	732,166
Other Shares — at Cost Less Amounts Written Off	<u>6,001</u>	<u>6,001</u>
	<u>1,273,248</u>	<u>1,245,914</u>
Property, Plant and Equipment — at cost	3,074,807	3,069,336
Accumulated Depreciation, Depletion and Amortization	<u>860,811</u>	<u>788,419</u>
	<u>2,213,996</u>	<u>2,280,917</u>
OTHER ASSETS		
Deposits re: Performance of Work (Note 2)	3,505	3,505
	<u>\$4,771,225</u>	<u>\$4,375,503</u>

AUDITORS' REPORT

To the Shareholders,
MIDCON OIL & GAS LIMITED.

We have examined the consolidated balance sheet of Midcon Oil & Gas Limited and subsidiary company as at June 30, 1979 and the consolidated statements of earnings and retained earnings and changes in financial position for the year then ended. Our examination was made in accordance with generally accepted auditing standards and accordingly included such tests and other procedures as we considered necessary in the circumstances.

MIDCON OIL & GAS LIMITED

(Incorporated under the laws of Canada)

LIABILITIES

	1979	1978
CURRENT LIABILITIES		
Accounts Payable and Accrued Charges	\$ 37,860	\$ 31,116
Income Taxes Payable	164,300	<u> </u>
	<u>202,160</u>	<u>31,116</u>
Deffered Income Taxes	948,500	853,500
Minority Interests	209,438	207,561
	<u> </u>	<u> </u>
 SHAREHOLDERS' EQUITY		
CAPITAL STOCK		
AUTHORIZED		
5,000,000 Common Shares No Par Value		
ISSUED FULLY PAID		
4,300,000 Shares	3,353,505	3,353,505
Retained Earnings (Deficit)	57,622	(70,179)
	<u>3,411,127</u>	<u>3,283,326</u>
	<u>\$4,771,225</u>	<u>\$4,375,503</u>

Approved on behalf of the Board;

J. DOUGLAS STREIT, Director
WILLIAM E. REARDEN, Director

(See the accompanying notes to the financial statements.)

In our opinion, these consolidated financial statements present fairly the financial position of the companies as at June 30, 1979 and the results of their operations and the changes in their financial position for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

McCORMACK, PARKER
Chartered Accountants

CONSOLIDATED STATEMENT OF EARNINGS AND RETAINED EARNINGS
FOR THE YEAR ENDED JUNE 30, 1979

	1979	1978
Income		
Oil and Gas Revenue	<u>\$1,388,986</u>	<u>\$1,342,473</u>
Royalties	279,870	260,473
Production, Processing and Transportation Costs	265,381	212,244
Depreciation, Depletion and Amortization	<u>72,392</u>	<u>97,986</u>
	<u>617,643</u>	<u>570,703</u>
	<u>771,343</u>	<u>771,770</u>
Equity in Income of South Alberta Pipelines Limited	77,334	40,921
Investment Income		
Dividends Received	12,000	12,000
Interest Earned	125,566	55,066
Profit on Sale of Investments		<u>35,500</u>
	<u>137,566</u>	<u>102,566</u>
General and Administrative Expenses (Note 4)	<u>(131,859)</u>	<u>(131,872)</u>
Earnings before Income Taxes and Minority Interests	<u>854,384</u>	<u>783,385</u>
Current Income Taxes	164,300	
Deferred Income Taxes	95,000	426,500
Minority Interest in Income of Subsidiary Company	<u>37,283</u>	<u>16,785</u>
	<u>296,583</u>	<u>443,285</u>
Net Earnings for the Year	557,801	340,100
Deficit — beginning of the Year	<u>70,179</u>	<u>410,279</u>
	487,622	(70,179)
Dividends Paid	<u>430,000</u>	
Retained Earnings (Deficit) — end of the Year	<u>\$ 57,622</u>	<u>\$ (70,179)</u>
Earnings per Share		
Earnings per Share Before Deferred Income Taxes	15.2 cents	17.8 cents
Net Earnings per Share	12.9 cents	7.9 cents

(See the accompanying notes to the financial statements.)

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION
FOR THE YEAR ENDED JUNE 30, 1979

	1979	1978
Source of Funds		
Funds from Operations*	\$ 649,736	\$1,159,950
Proceeds of Redemption of Investments	50,000	
	<u>699,736</u>	<u>1,159,950</u>
Use of Funds		
Purchase of Investments		500,000
Well Development and Equipment Expenditures	5,471	102,484
Dividends Paid	430,000	
	<u>435,471</u>	<u>602,484</u>
Increase in Working Capital	<u>264,265</u>	<u>557,466</u>
Working Capital Changes		
Increase in Current Assets		
Bank Balances and Interest Bearing Term Deposits	398,340	462,349
Sundry Receivables and Prepayments	36,969	27,299
	<u>435,309</u>	<u>489,648</u>
Deduct		
Increase (Decrease) in Current Liabilities		
Accounts Payable and Accrued Charges	6,744	(42,248)
Bank Loan		(25,000)
Income Taxes Payable	164,300	(570)
	<u>171,044</u>	<u>(67,818)</u>
Increase in Working Capital	264,265	557,466
Working Capital, beginning of the Year	814,051	256,585
Working Capital, end of the Year	<u>\$1,078,316</u>	<u>\$ 814,051</u>

*Net income adjusted for charges or credits not affecting working capital.

(See the accompanying notes to the financial statements.)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED JUNE 30, 1979

1. Accounting Policies

Principles of Consolidation

The accounts of the company and its subsidiary, Inter-Rock Oil Co. of Canada Limited are included in the financial statements. At June 30, 1979 the company owned 59.07% of the voting stock of Inter-Rock.

Investments

The investment in the shares of Yellowknife Bear Mines Limited is classified as a long term investment and is carried at cost.

The company owns 50% of the issued and outstanding common shares of South Alberta Pipe Lines Limited which owns and operates a gas pipeline in the Medicine Hat area of Alberta. The company also holds 50% of the issued and outstanding 10 $\frac{1}{2}$ % Floating Charge Debenture due March 1, 1985 at a cost of \$450,000.00. This investment is accounted for on the equity basis. The interest of this company in the equity of South Alberta Pipe Lines Limited based on the interim financial statements of that company as at June 30, 1979 amounted to \$309,500.00.

Exploration and Development costs

Exploration expenditures, non-productive development expenses, dry-hole costs and the carrying charges on properties are charged to expense. Property acquisition costs are capitalized.

Depreciation, Depletion and Amortization

Capitalized costs of oil and gas properties, and well costs are charged against earnings on the unit-of-production method using estimated recoverable oil and gas reserves. Depreciation of other plant and equipment is based on the estimated service lives of the assets. Depreciation on production equipment is calculated on the straight line method. Depreciation of other plant and equipment is calculated on the diminishing balance method.

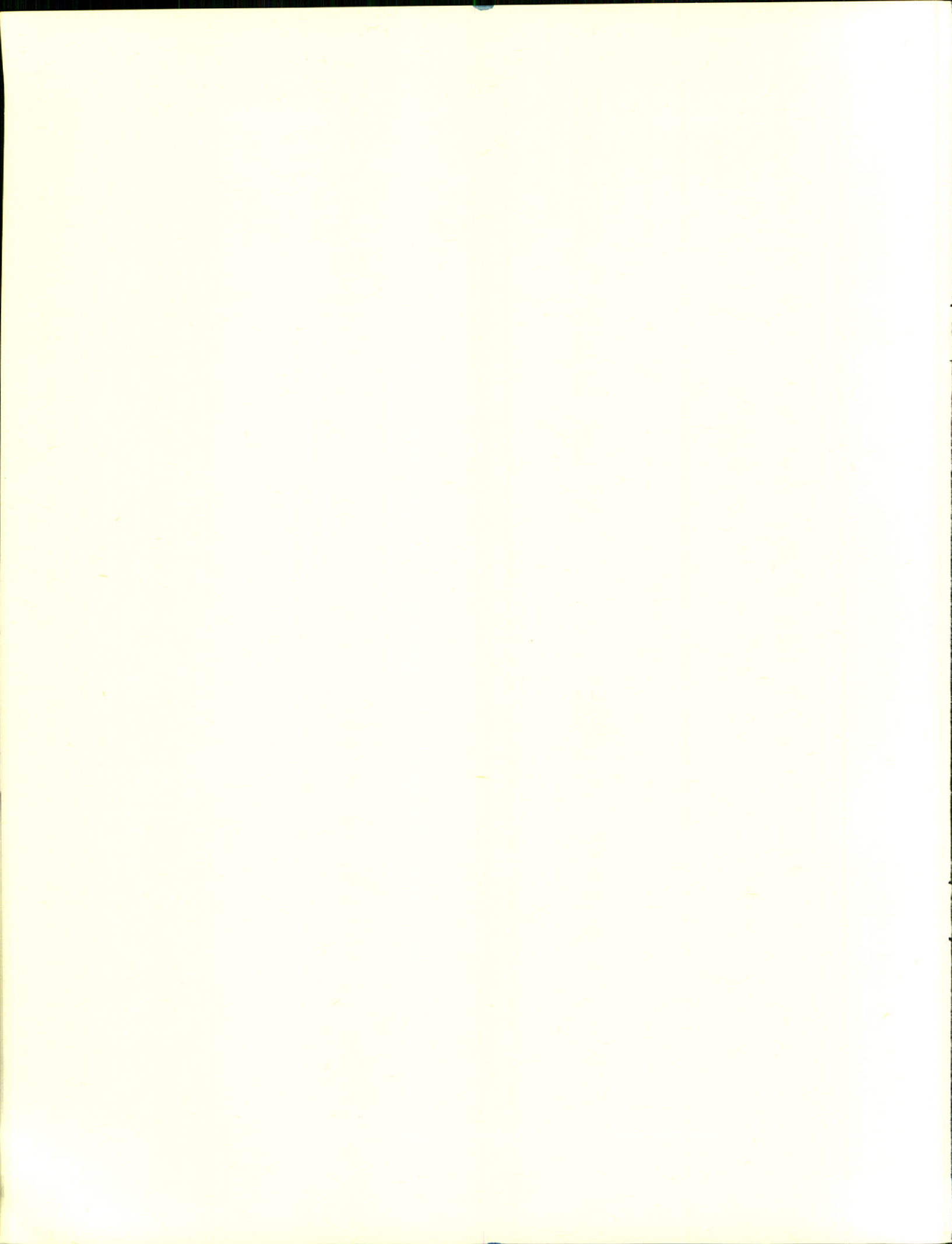
Income Taxes

The company provides for income taxes on the tax allocation basis whereby the provision for income taxes each year is computed on the basis of depreciation and other charges reflected in the statement of income rather than on the related amounts claimed in the company's tax returns.

2. The company has a drilling deposit of \$3,505.00 with the Province of Alberta.
3. The aggregate direct remuneration paid to the directors and the senior officers of the company and its subsidiary in the year ended June 30, 1979 was \$43,750.00.
4. General and administrative expenses include the following:

	1979	1978
Directors' Fees and Salaries	\$ 23,750	\$ 21,000
General and Office	13,035	12,970
Legal and Audit Fees	21,302	24,106
Rent and Office Services	14,945	13,075
Salaries and Fees, Management and Office	44,012	48,662
Shareholders' Reports and Expenses	5,944	6,546
Transfer and Registrar Expense	8,871	5,513
	<u>\$131,859</u>	<u>\$131,872</u>







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