



DIOS EXPLORATION

DIOS EXPLORATION INC. INTERIM MANAGEMENT REPORT FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2005

COMPANY PROFILE AND MISSION

Dios Exploration Inc. (“the Company”) is looking for diamondiferous kimberlites through glacial dispersion trains. Dios is a major player in diamond exploration in Quebec.

The Company has a unique marketing agreement with Diarough N.V. (“Diarough”) under which Diarough will buy rough diamonds from the Company's share of diamond production with 100 % of the rough diamond sales profit and 50 % of the marketing profits back to the Company.

SUMMARY OF ACTIVITIES DURING THIRD QUARTER

- Exploration expenses totaling \$ 395,606. See detail in “**Summary of exploration activities**”.
- Picking assay results from over 300 till samples confirm promising diamond potential on 33 Carats Extension (property formerly know as Otish Extension).
- Addition of strategic land position at 33 Carats.
- Undertaking of a major prospecting campaign on the 33 Carats property and Extension: target checking and glacial sediment sampling in target areas (over 200 30 kg samples).
- Work on Hotish funded by Vaaldiam Resources Ltd.
- Positive results on Chibouki : 111 till samples processed & geophysics.

RESULTS OF OPERATION

Summary of exploration activities

During the third quarter ended September 30, 2005, the Company incurred exploration expenses totaling \$ 395,606 compared to \$ 240,754 during the previous quarter. In addition, the Company acquired claims for \$ 22,658 on the 33 Carats Extension (\$ 13,858) and Chibouki (\$ 8,800) properties. No claim renewals occurred during the second quarter.

Exploration expenses analyses

Work performed	33 Carats extension	Chibouki property	Artaud property	33 Carats property	Hotish property	Other	Total
	\$	\$	\$	\$	\$	\$	\$
Geology	-	-	-	42,762	-	-	42,762
Sampling and analyses	143,582	-	-	75,356	20,670	30	239,638
Transportation	8,645	5,999	-	73,212	-	-	87,856
Drilling	-	-	-	6,955	-	-	6,955
Geophysics	-	1,920	-	-	-	-	1,920
Office expenses	92	1,292	1,625	5,863	-	218	9,090
Grant	-	-	-	2,043	3,908	1,434	7,385
	152,319	9,211	1,625	206,191	24,578	1,682	395,606

Hotish Property

On April 12 2005, the Company signed an option agreement granting Vaaldiam Resources Ltd. (“Vaaldiam”) an option to acquire a 51% interest in the Hotish property. Vaaldiam must incur \$ 2,000,000 in exploration expenses and issue 100,000 common shares on a three year period.

The Company received a first 25,000 common shares in the previous quarter. The sale of interest in mining properties is accounted for against the deferred exploration expenses until all related expenses are recovered.

Vaaldiam completed an indicator mineral sampling program on the Hotish property. The sampling program focused on an area where the Company discovered kimberlite dykes and boulders, along with several high-interest indicator mineral anomalies during its exploration program in 2004. Vaaldiam's exploration program involved the systematic collection of 150 glacial till samples, to try to define the source of the indicator mineral anomalies. Following the results from this survey, a second field campaign is expected in the fourth quarter of 2005. The HOTISH-1 dyke discovered by the Company by drilling needs to be trenched for larger sampling to evaluate a sufficient amount of material for its diamond content.

Soil geochemical test surveys were also conducted for appraisal of this method over known kimberlite intrusive areas and elsewhere. Results from such survey indicate, among other things, a significant anomaly suggesting a major intrusive underneath the HOTISH-1 DYKE.

33 Carats Property

Mining claims were renewed by DeBeers for a total amount of \$ 42,900 during the third quarter ended September 30, 2005. DeBeers is to renew the claims and leave them in good standing for a year. These payments do not appear in the financial statements of the Company.

The Company is pursuing the search for the sources of the outstanding kimberlitic indicator minerals dispersal trains on the property. The latest till results confirm the outstanding potential and indicate new targets. The Company has undertaken a major prospecting campaign with further sampling follow-up and ground checking. Advance glacial studies are under way.

Ashton Mining of Canada and SOQUEM have discovered over 25.5 million tonnes of diamondiferous kimberlite just 20 kilometres away. The Renard, Lynx and Hibou kimberlites are now one bulk- sample-test away from going into the mine prefeasibility process.

33 Carats Extension Property (formerly know as Otish Extension property)

Picking results from over 300 till samples confirm promising diamond potential on the 33 Carats Extension. Deep purple pyrope garnets within diamond stability field were found in several distinct locations. Purple pyrope is by far the most significant kimberlitic indicator mineral. Follow-up field work was undertaken in areas where sophisticated microprobe results obtained during the quarter confirmed diamond potential.

Chibouki Property

During the summer, 111 till samples were collected. A total of 15 high priority geophysical targets were previously selected. Geophysical anomalies selected were all magnetic high from 200 to 500 meters in diameter. Several of these showed cluster geometry in association with till samples containing pyropes and micro-ilmenites. Re-processing of magnetic data in the most favourable KIM areas yielded 18 additional geophysical targets.

This Fall, a large prospecting campaign was just carried out on all these kimberlite targets and 25-30 till samples were collected. Some 30 anomalies still remain drilling targets. Ground geophysical work interpretation and compilation is to be carried out in the short term, as well as further sediment sampling.

Summary of planned exploration programs

PROPERTY	PLANNED WORK	BUDGET \$	NEXT STEPS
33 CARATS	Prospecting, Tills, Till Processing	170 000	Soils, Drilling
33 CARATS EXTENSION	Prospecting, Tills, Till Processing,	150 000	Follow-up tills, Airborne geophysics, Soils
CHIBOUKI	Prospecting, Soils, Tills, Processing, Compilation	80 000	Geophysics
ARTAUD	Follow-up tills, glacial studies	100 000	Airborne geophysics
PONTAX	Till processing	75 000	Follow-up till, airborne geophysics?
HOTISH	Tills and soils processing, Trenching	Vaaldiam	Sampling for Caustic fusion, Soils, Drilling

Geological information presented herein was summarized by Marie-José Girard, M.Sc., Geo, a qualified person under National Instrument 43-101. In September 2005, she was appointed on the Board of the Canadian Center for Diamond Valorization.

Summary of financial activities

Working capital decreased by \$ 438,282 during the third quarter of 2005, from \$ 957,065 as at June 30, 2005 to \$ 518,583 as at September 30, 2005. Working capital as at September 30, 2004 was \$ 1,104,877.

Unrestricted cash (cash, short term investments and term deposits less bank overdraft) totaled \$ 640,018 as at September 30, 2005 compared to \$ 734,654 as at June 30, 2005. The decrease of \$ 94,636 is mainly due to the decrease in the cash occurred by the exploration expenses paid during the third quarter.

There were no restricted funds for exploration expenses during the third quarter compared to \$ 118,781 incurred during the second quarter. The restricted funds were proceeds of flow-through financing totaling \$ 252,000 in prior year. See "**Summary of exploration activities**" for details of the exploration expenses incurred during the quarter. There was no Common Share issuance during the quarter.

Net loss for the quarter and nine month period ended September 30, 2005 totals \$ 57,526 and \$ 109,983 respectively, compared to \$ 118,777 and \$ 138,106 for the quarter and nine month period ended September 30, 2004 respectively. The decrease in loss is mostly due to the decrease in general and administrative expenses (\$ 24,790 and \$ 135,995 for the quarter and nine month period ended September 30, 2005, respectively, compared to \$ 136,502 and \$ 221,001 for the quarter and nine month period ended September 30, 2004, respectively) were a stock based compensation expense of \$ 121,600 was incurred during the third quarter of 2004. The decrease is lessened by a higher future income tax expense in the 2005 fiscal year.

Income mostly came from the management of exploration expenses regarding the option agreement with DeBeers on the 33 Carats property. De Beers withdrew from the option agreement during the second quarter. The Company also gains interests on term deposits.

Details of administrative expenses

Description	Quarter ended September 30,		Nine month period ended September 30,	
	2005	2004	2005	2004
	\$	\$	\$	\$
Stock based compensation	-	121,600	-	121,600
Publicity and public relations	8,555	3,148	64,944	43,006
Professional fees	12,079	5,775	29,265	16,012
Shareholders information	718	2,821	9,870	19,001
Registration fees	976	1,820	5,287	8,239
Office expenses	929	494	5,505	3,448
Banking fees and interests	1,276	681	11,571	9,312
Insurances, taxes and permits	257	163	9,553	383
	24,790	136,502	135,995	221,001

The decrease of \$ 111,712 and \$ 85,006 of general and administrative expenses for the quarter and nine month period ended September 30, 2005, respectively, compared to the same periods in prior year can be explained by the following:

- Stock based compensation expenses of \$121,600 during the third quarter of 2004; there is no such expense during the third quarter of 2005.
- Increase in publicity and public relations expenses of \$5,407 and \$ 21,938 for the quarter and nine month period is mainly due to the hiring in November 2004 of Renmark, a marketing firm. The agreement with Renmark was terminated on July 31, 2005.
- Increase in office expenses due to the undertaking of expenses regarding the occupation of office space.

SUMMARY OF QUARTERLY RESULTS

(000\$ except loss/share)	2005			2004				2003
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Income	5	5	29	29	28	30	2	59
Net loss	58	48	4	88	118	3	16	61
Net loss per share	0.002	0.003	0.0003	0.007	0.01	0.001	0.002	0.007

Variations in quarterly loss can be explained by the following:

- 2005-Q3** Future income tax expense of \$ 37,308.
- 2005-Q2** No management fees on 33 Carats property (DeBeers' option terminated) and a \$5,800 gain on sale of fixed asset.
- 2005-Q1** Accounting of management fees on 33 Carats property of \$ 22,504.
- 2004-Q4** Write-off of mining property (\$ 28,279) and deferred exploration expenses (\$ 38,776).
- 2004-Q3** Accounting for stock based compensation expenses of \$121,600 and management fees of \$ 22,151.
- 2004-Q2** Accounting of management fees on 33 Carats property of \$ 26,772.
- 2003-Q4** Write-off of mining property and deferred exploration expenses.

CASH FLOW SITUATION

The Company is considered to be in the exploration stage, thus it is dependent on obtaining regular financing in order to continue exploration. Despite previous success in acquiring sufficient financing, there is no guarantee of obtaining any future financing.

The Company considers the cash on hand sufficient for the known obligations. As at September 30, 2005, the Company did not have any debt or any financial commitments in the upcoming quarters.

FINANCING

No issuance of common shares occurred during the quarter. As at September 30, 2005, 13,476,107 common shares were issued. The Company did not have any transactions affecting share-capital during the quarter.

To date:

- 13,476,107 Common Shares are issued and outstanding.
- 1,385,000 options are granted and can be exercised at prices between \$ 0.30 and \$ 0.37 from 2007 to 2009. Each option entitles its holder thereof to subscribe for one Common Share of the Company.
- 1,515,812 warrants were issued, entitling their holders thereof to subscribe for the same amount of Common Shares of the Company at prices between \$ 0.55 and \$ 0.70 with expiry dates ranging from May 2006 to December 2006. Each warrant entitles its holder thereof to subscribe for one Common Share of the Company.

	As at June 30, 2005 (unaudited)	As at December 31, 2004 (audited)
Issued and paid		
13 476 107 Common Shares	\$ 5,198,764	\$ 5,198,764

No change in share-capital during the period ended November 9, 2005.

Options

Options granted and exercisable as at November 9, 2005

Beneficiaries	Number of options	Price (\$)	Expiry date
Directors and Officers	420,000	0.30	January 11, 2007
Directors and Officers	325,000	0.36	February 6, 2008
Directors and Officers	640,000	0.37	September 7, 2009

The fair value of these options was estimated using the Black Scholes stock option evaluation model with the following assumptions: estimated weighted average duration of 3 to 5 years for these options, risk free interest rate of 3.5% to 4.5%, forecast volatility of 57% to 65% and no forecast dividend.

Warrants

Variations in outstanding warrants since the beginning of year is as follows:

Date	Number of warrants	Average exercise price (\$)
As at December 31, 2004	2,368,476	0.61
Issued	-	-
Exercised	-	-
Expired	(852,664)	0.65
As at November 9, 2005	1,515,812	0.63

Warrants characteristics as at November 9, 2005 are the following:

Number	Exercise price	Expiry date
478,723	0.55 \$ - 0.65 \$	May 2006
430,850	0.55 \$ - 0.65 \$	July 2006
606,239	0.65 \$ - 0.70 \$	December 2006

OFF-BALANCE SHEET TRANSACTIONS

Mining claims on the 33 Carats property were renewed by DeBeers for a total amount of \$ 42,900 during the third quarter ended September 30, 2005. Following the withdrawal from the option in the previous quarter, DeBeers had to renew the claims and leave them in good standing for a year.

RELATED PARTY TRANSACTIONS

The Company is related to another company, Sirius Resources Inc. (“Sirios”), because of certain common officers. Related party transactions are limited to common deferred exploration and development expenses. As at September 30, 2005, the Company had a payable of \$ 4,876 to Sirios.

During the quarter, the Company paid \$ 3,384 in professional fees to a director. Dios also rented a vehicle through a related company for an amount of \$ 2,195. Those transactions were accounted for at the fair market value. The amount payable relating to these transactions as at September 30, 2005 is \$ 5,579.

FINANCIAL INSTRUMENTS

The fair value of the Company’s financial instruments approximates the carrying value. The current bank’s accounts, accounts receivable and accounts payable are non-interest bearing. A portion of cash is held in an interest bearing of less of 2 % with no restrictions.

OTHER INFORMATION

This discussion and analysis of the financial position and results of operation as at November 9, 2005 should be read in conjunction with the unaudited interim financial statements for the quarter and nine month period ended September 30, 2005 and the audited financial statements for the year ended December 31, 2004. The unaudited interim financial statements for the quarter ended September 30, 2005 were not reviewed by external auditors. Additional information of the Company can be obtained at the website www.sedar.com under SEDAR filings.



DIOS EXPLORATION

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's interim financial statements are the responsibility of the company's management, and have been approved by the Board of directors. The interim financial statements were prepared by the company's management in accordance with generally accepted Canadian accounting principles. The interim financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the interim financial statements are presented fairly in all material respects.

(signed) Marie-José Girard, President

(signed) Dominique Doucet, Treasurer

Montreal, November 9, 2005

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DIOS EXPLORATION INC.

Interim Financial Statements for the nine months ended

September 30, 2005

DIOS EXPLORATION INC.

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DIOS EXPLORATION INC.
Statements of losses and deficit (unaudited)

	Three months ended September 30		Nine months ended September 30	
	2005	2004	2005	2004
	\$	\$	\$	\$
INCOME				
Management fees	-	22 151	22 504	49 523
Interest	4 572	5 592	16 562	11 117
	4 572	27 743	39 066	60 640
Expenses (schedule)				
General and Administrative	24 790	136 502	135 995	221 001
LOSS BEFORE THE FOLLOWING	(20 218)	(108 759)	(96 929)	(160 361)
GAIN ON SALE OF FIXED ASSETS	-	-	5 800	-
LOSS BEFORE INCOME TAXES	(20 218)	(108 759)	(91 129)	(160 361)
INCOME TAXES (RECOVERED)				
Future	37 308	10 018	18 854	(22 255)
NET LOSS	(57 526)	(118 777)	(109 983)	(138 106)
DEFICIT AT BEGINNING	(1 624 963)	(1 102 924)	(1 555 843)	(964 093)
NET LOSS	(57 526)	(118 777)	(109 983)	(138 106)
SHARE ISSUANCE EXPENSES	(6 543)	(47 862)	(23 206)	(167 364)
DEFICIT AT END	(1 689 032)	(1 269 563)	(1 689 032)	(1 269 563)
NET LOSS PER SHARE	(0,002)	(0,01)	(0,005)	(0,01)

DIOS EXPLORATION INC.

Balance sheets

	As at September 30 2005 (unaudited) \$	As at December 31 2004 (audited) \$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	112 443	-
Short-term investments (market value of 18 750 \$)	14 500	-
Term deposits and accrued interest	513 075	904 244
Accounts receivable (note 4)	261 036	831 168
	901 054	1 735 412
FUNDS HELD FOR EXPLORATION EXPENSES		
	-	252 000
FIXED ASSETS (note 5)	-	36 000
MINING PROPERTIES (note 6)	992 592	937 950
DEFERRED EXPLORATION EXPENSES (note 7)	2 710 701	1 955 622
	4 604 346	4 916 984
LIABILITIES		
CURRENT LIABILITIES		
Bank overdraft	-	30 848
Accounts payable and accrued liabilities	382 271	570 515
	382 271	601 363
FUTURE INCOME TAXES		
	473 468	433 825
	855 739	1 035 188
SHAREHOLDER'S EQUITY		
Share capital (note 7)	5 198 764	5 198 764
Contributed surplus	238 875	238 875
Deficit	(1 689 032)	(1 555 843)
	3 748 607	3 881 796
	4 604 346	4 916 984

DIOS EXPLORATION INC.
Statements of cash flows (unaudited)

	Three months ended		Nine months ended	
	September 30		September 30	
	2005	2004	2005	2004
	\$	\$	\$	\$
OPERATING ACTIVITIES				
Net loss	(57 526)	(118 777)	(109 983)	(138 106)
Adjustments for :				
Exercised options	-	(12 000)	-	(12 000)
Stock based compensation	-	121 600	-	121 600
Gain on sale of fixed asset	-	-	(5 800)	-
Future income taxes	37 308	10 018	18 854	(22 255)
	(20 218)	841	(96 929)	(50 761)
Changes in non-cash operating working capital items				
Short-term investments	-	-	(14 500)	-
Term deposits and accrued interest	(3 563)	-	391 169	203 930
Accounts receivable	237 782	90 551	570 132	581 437
Accounts payable and accrued liabilities	105 864	(10 006)	(188 244)	144 911
	319 865	81 386	661 629	879 517
INVESTING ACTIVITIES				
Proceeds from sale of fixed asset	-	-	36 000	-
Funds held for exploration expenses	-	-	252 000	132 000
Mining properties	(22 658)	(44 250)	(54 642)	(142 424)
Deferred exploration expenses	(395 607)	(319 158)	(755 079)	(584 448)
	(418 265)	(363 408)	(521 721)	(594 872)
FINANCING ACTIVITIES				
Share capital issuance	-	440 999	-	1 140 974
Share issuance expenses	200	(20 894)	3 383	(40 732)
	200	420 105	3 383	1 100 242
NET INCREASE IN CASH AND CASH EQUIVALENT	(98 199)	138 083	143 291	1 384 887
Cash and cash equivalents, at beginning	210 642	1 207 989	(30 848)	(38 815)
Cash and cash equivalents, at end	112 443	1 346 072	112 443	1 346 072

Cash and cash equivalents are composed of cash and bank overdraft.

Non-cash transactions

During the first quarter, an amortization expense of \$ 1 800 was capitalized in the deferred exploration expenses.

DIOS EXPLORATION INC.
Notes to the financial statements (unaudited)

1. NATURE OF ACTIVITIES

The company was incorporated under the *Canada Business Corporations Act* to purchase, explore, develop, and eventually operate mining properties.

2. ACCOUNTING POLICIES

The unaudited interim financial statements must be read in conjunction with the financial statements for the year ended December 31st, 2004. They have been prepared in accordance with Canadian generally accepted accounting principles, using the same accounting policies as outlined in Note 2 of the financial statements for the year ended December 31st, 2004. The sale of interest in mining properties is accounted for against the deferred exploration expenses until all related expenses are recuperated.

3. SHORT TERM INVESTMENTS

Temporary investments are accounted for at the lower of cost and market value.

4. ACCOUNTS RECEIVABLE

	As at September 30th 2005	As at December 31st 2004
	\$	\$
Sales tax receivable	74 916	96 386
Receivable from a mining company	-	157 139
Advance to a director	-	108 719
Gouvernement grant	184 544	462 924
Other receivable	1 576	6 000
	261 036	831 168

5. FIXED ASSETS

	As at September 30th, 2005			31 2004
	Cost	Accumulated amortization	Net value	Net value
	\$	\$	\$	\$
Drill	-	-	-	36 000
	-	-	-	36 000

DIOS EXPLORATION INC.
Notes to the financial statements (unaudited)

6. MINING PROPERTIES

	As at December 31st 2004	Additions	As at September 30th 2005
	\$	\$	\$
Hotish	104 581	-	104 581
33 Carats	205 723	-	205 723
33 Carats Extension	98 417	13 858	112 275
Chibouki	57 178	8 118	65 296
Schofield	362 170	-	362 170
Artaud	30 351	-	30 351
Minti	19 984	-	19 984
Pontax	-	32 666	32 666
Others	59 546	-	59 546
	<u>937 950</u>	<u>31 984</u>	<u>992 592</u>

7. DEFERRED EXPLORATION EXPENSES

	As at December 31st 2004	Additions	Sale of interest	As at September 30th 2005
	\$	\$	\$	\$
Hotish	1 265 725	53 637	(14 500)	1 304 862
33 Carats	128 417	225 191	-	353 608
33 Carats Extension	127 216	278 799	-	406 015
Chibouki	154 683	96 654	-	251 337
Schofield	123 769	1 385	-	125 154
Artaud	92 241	63 620	-	155 861
Minti	49 629	5 563	-	55 192
Pontax	-	36 958	-	36 958
Autres	13 942	7 773	-	21 715
	<u>1 955 622</u>	<u>769 579</u>	<u>(14 500)</u>	<u>2 710 701</u>

8. SHARE CAPITAL

Authorised

Unlimited number of common shares without par value, voting, participating, dividend as declared by the board of Directors.

	As at September 30th 2005 (unaudited)	As at December 31st 2004 (audited)
Issued and paid		
13 476 107 common shares	<u>5 198 764 \$</u>	<u>5 198 764 \$</u>

No change in share-capital during the quarter ended September 30th, 2005

DIOS EXPLORATION INC.
Notes to the financial statements (unaudited)

8. SHARE CAPITAL (continued)

Options

Options granted and exercisable as at September 30, 2005 :

Beneficiaries	Number of options	Price (\$)	Expiry date
Directors and officers	420 000	0.30	January 11, 2007
Directors and officers	325 000	0.36	February 6, 2008
Directors and officers	640 000	0.37	September 7, 2009

The fair value of these options was estimated using the Black Scholes stock option evaluation model with the following assumptions: estimated weighted average duration of 3 to 5 years for these options, risk free interest rate of 3.5% to 4.5%, forecast volatility of 57% to 65% and no forecast dividend.

Warrants

Variations in outstanding warrants since the beginning of year is as follow:

Date	Warrants	Average exercise price (\$)
As at December 31 2004	2 368 476	0,61
Issued	-	
Exercised	-	
Expired	(852 664)	0,66
As at September 30, 2005	1 515 812	0,63

Warrants characteristics as at September 30, 2005 are the following:

Number	Exercise price	Expiry date
478 723	0.55 \$ - 0.65 \$	May 2006
430 850	0.55 \$ - 0.65 \$	July 2006
606 239	0.65 \$ - 0.70 \$	December 2006
1 515 812		

9. RELATED PARTY TRANSACTIONS

During the quarter, the Company occurred \$ 3,384 in professional fees with an administrator. The Company also rented a vehicle through a related company for an amount of \$ 2,195. Those transactions were accounted for at the fair market value. The amount payable relating to these transactions as at September 30, 2005 is \$ 5,579.

10. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation

DIOS EXPLORATION INC.
Schedule (unaudited)

General and Administrative expenses

	Three months ended		Nine months ended	
	September 30		September 30	
	2005	2004	2005	2004
	\$	\$	\$	\$
Stock based compensation	-	121 600	-	121 600
Publicity and public relations	8 555	3 148	64 944	43 006
Professional fees	12 079	5 775	29 265	16 012
Shareholders information	718	2 821	9 870	19 001
Registration fees	976	1 820	5 287	8 239
Office expenses	929	494	5 505	3 448
Insurances, taxes and permits	1 276	681	11 571	9 312
Bank fees and interests	257	163	9 553	383
	24 790	136 502	135 995	221 001
