



2011 ANNUAL REPORT

Affordable Housing Advisory Council

A Letter from our AHAC Chair

Sometimes it's too easy to get caught up in the numbers and statistics. Sure, in the past 22 years, FHLBank Topeka funded 36,172 housing units with \$173 million through the Affordable Housing Program (AHP), 76,000 housing units with \$6.6 billion with the Community Investment Cash Advances (CICA) Program (not to mention 6,000 jobs created), and contributed \$8.4 million to communities through Joint Opportunities for Building Success (JOBS) grants, but what does that mean to the average person in our communities?

We can get bleary-eyed reading so many large numbers. But what we can clearly see is how these numbers result in improved lives for individuals in our communities. Individuals such as Myrtle Livecy, an 82-year-old resident of Stroud Senior Village in Stroud, Oklahoma, who can now live in a nice, safe place and feel proud of her home. Or people like Janet Hopkins, who is living on her own and doing her own grocery shopping for the first time at 52 because Kansas Elks Training Center for the Handicapped (KETCH) can provide 30 units of affordable housing in the Wichita area. Or teachers in Gothenburg, Neb., who collaborate with community businesses and teach students about the real-world business skills and competencies needed in the workplace, thanks to a JOBS grant.

Whether the funds are provided through AHP, the largest privately funded affordable housing grant program in the United States, or through CICA, which provides grants and advances for a variety of affordable housing and community development needs, the dollars that funnel through FHLBank Topeka and its member institutions make a difference to individuals.

These funds support affordable housing, economic development, entrepreneurship and good works through our four-state region, Colorado, Kansas, Nebraska and Oklahoma. These programs strongly support our mission to make a difference by helping members build communities and improve lives for individuals.

As you sift through the numbers in our 2011 annual report, we encourage you to get to know the people and places these numbers have supported.



Roger Nadrchal

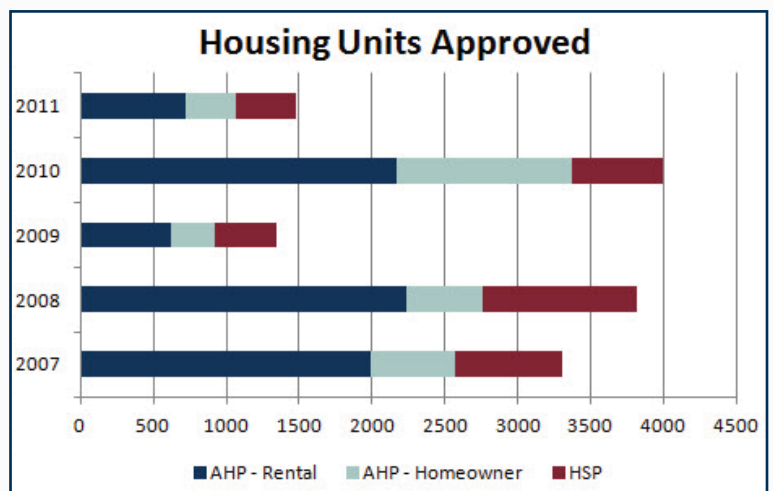
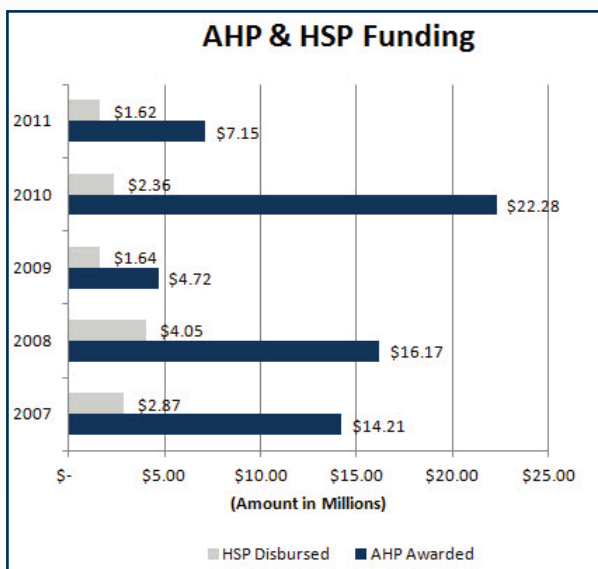
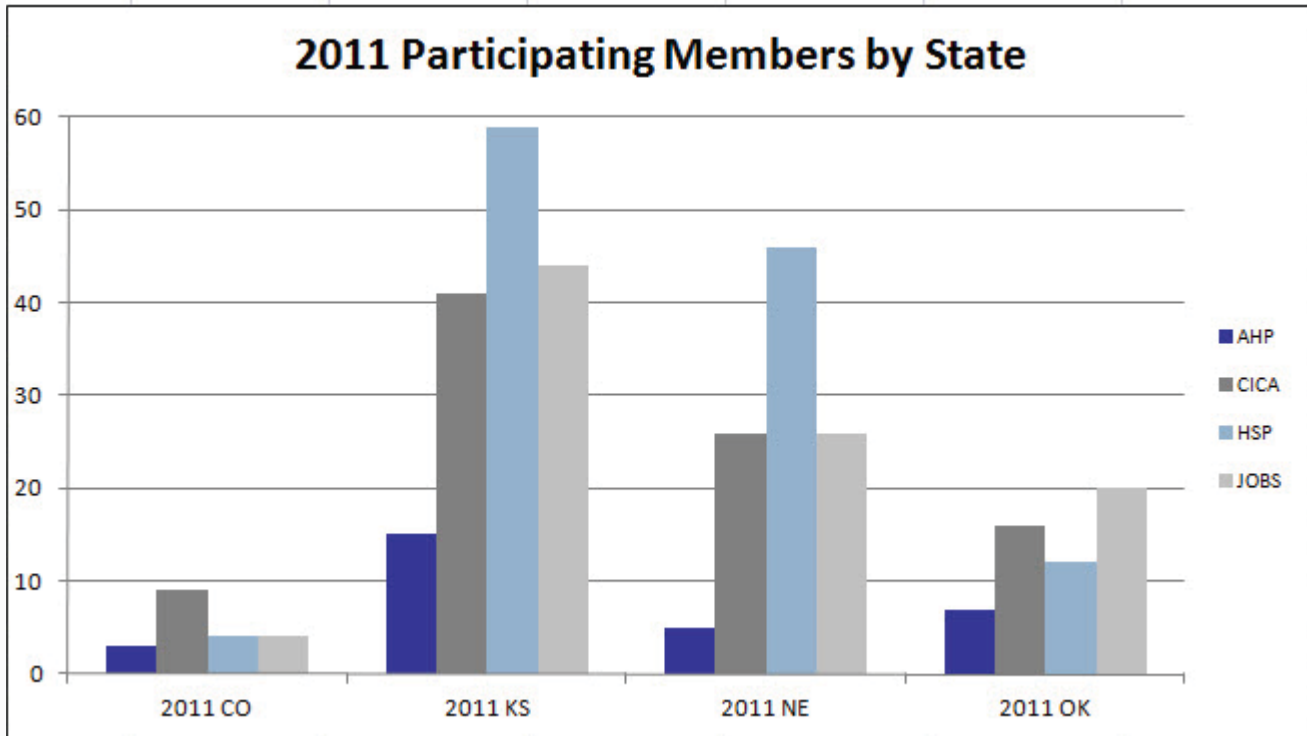
Chair | FHLBank Topeka Affordable Housing Advisory Council

About Our Programs

	PROGRAM	USES	BENEFICIARIES	TYPES OF FUNDING	TERMS/ CONDITIONS
GRANT PROGRAMS	Affordable Housing Program (AHP)	Gap financing for the acquisition, rehabilitation or new construction of owner-occupied and rental housing	Households with incomes at or below 80% of the Area Median Income (AMI)	Grants of up to \$400,000 per project <i>\$7,407,317 approved in 2011</i>	Competitive program Must meet regulatory guidelines and eligibility/feasibility requirements
	Homeownership Set-aside Program (HSP)	Downpayment, closing cost and rehabilitation assistance	First-time homebuyers in a rural area or first-time homebuyers with a disabled household member with incomes at or below 80% of the AMI Existing homeowners in a rural federally declared disaster area	Grants of up to \$4,000 per household; per member limits apply <i>\$1,616,267 disbursed in 2011</i>	Non-competitive program Must meet regulatory guidelines and eligibility/feasibility requirements
	Joint Opportunities for Building Success (JOBS)	Economic development and employment growth initiatives such as business construction, expansion, revitalization efforts and revolving loan pools	Community, county, Census tract or state	Grants of up to \$25,000 per project and per member <i>\$1,225,000 provided in 2011</i>	Competitive program Eligibility requirements apply
LOW-COST ADVANCE PROGRAMS (CICA)	Community Development Program (CDP)	Financing for qualifying commercial loans, farm loans and community and economic development initiatives	Small businesses, farms, agribusiness, public or private utilities, schools, medical and health facilities, churches, day care centers or other community and economic development projects	Regular fixed rate, callable, amortizing fixed rate and adjustable rate advances with a minimum amount of \$10,000 priced below FHLBank's regular rates <i>\$121,490,561 approved in 2011</i>	Non-competitive; available terms from four months to 30 years Eligibility requirements apply
	Community Housing Program (CHP)	Financing for owner-occupied and rental housing	Households earning at or below 115% of AMI	Regular fixed rate, callable, amortizing fixed rate and adjustable rate advances with a minimum amount of \$10,000 priced below FHLBank's regular rates <i>\$486,197,311 approved in 2011</i>	Non-competitive; available terms from four months to 30 years Eligibility requirements apply
	CHP Plus	Financing for targeted rental housing	Households earning at or below 80% of AMI	Regular fixed rate, callable, amortizing fixed rate and adjustable rate advances with a minimum amount of \$10,000 priced below FHLBank's regular rates FHLBank provides \$25 million annually, with initial limitations of \$2 million per project, two projects per year per member <i>\$3,485,000 approved in 2011</i>	Non-competitive; available terms from four months to 30 years Members limited to interest rate mark up of 2% Eligibility requirements apply
	Housing and Community Development Emergency Loan Program (HELP)	Financing for housing and economic development loans for recovery efforts in federally declared disaster areas	Housing and community development projects in federally declared disaster areas as determined by FEMA	Regular fixed rate, callable, amortizing fixed rate and adjustable rate advances with a minimum amount of \$10,000 priced below FHLBank's regular rates FHLBank provides \$25 million annually, with initial limitations of \$2 million per project, two projects per year per member <i>\$0 approved in 2011</i>	Non-competitive; available terms from four months to 30 years Members limited to interest rate mark up of 2% Eligibility requirements apply

Our Mission

We make a difference by helping our members build their communities.



The Affordable Housing Program at work

Horizon Bank knows it takes more than a roof and four walls to make a home. For the residents of Stroud Senior Village in Stroud, Okla., the roof and four walls in their 20-year-old development needed some overhaul assistance. Horizon Bank, no stranger to FHLBank Topeka's Affordable Housing Program (AHP), stepped in to help with the repairs and improvements to the property. After sponsoring 23 AHP projects since 2001, Horizon Bank knew the \$73,418 from FHLBank Topeka's grant program would go a long way toward replacing roofs and windows, countertops and sinks, and floor coverings and appliances. The improvement plan also included new safety measures such as handicapped-accessible showers and tubs and installation of grab bars in all units. Janet Latimer, CEO/President of Horizon Bank, said "...Everyone involved in an affordable housing development is fortunate because we have jobs that produce a product that helps so many. The way the developments improve the lives of the residents and the communities is so worth all of the challenges. At Horizon Bank we feel very privileged to work with our great partners in affordable housing and to have a niche that helps so many."

Stroud Senior Village is a 24-unit property catering to elderly residents who make less than 60% of the area median income. Myrtle Livecy, a resident for five years, was overjoyed with the renovations. "It's much much prettier and much much better," Myrtle said. At 82, Myrtle enjoys having her independence with her own apartment while still having the community feel. "I really do enjoy living here. There ought to be more places like this. You could not put a price on making a place like this for seniors." Used to having her own way, Myrtle grumbled a little that the general contractor wouldn't take advice or suggestions, but "I like how it turned out. It's a nice, clean property." Holding court from her rocking chair, Myrtle pointed out neighbors, many in their 90s, who routinely use the new community room for bingo or family gatherings, or have coffee in the new gazebo. When asked what the rest of the community thought about the upgrades, Myrtle laughed. "I'm kind of a bully and a bigmouth...they wouldn't tell me if they didn't like it."

Jim Rice, President of Stroud Community Housing, was happy with the results. The residents were particularly interested in a tornado/storm shelter, and were pleased with the green efforts built into the plan. Previous and new residents were delighted with the upgrades. "We've been 100% occupied since the day we walked off the property," Jim points out. Stroud Senior Village Site Manager Jeanne Bristow agrees that "they did a beautiful job. They started with the ceiling and went to the floor."

The Midwest Housing Equity Group, Inc. (MHEG), a nonprofit corporation that supports affordable housing fundraising in the Midwest, co-sponsored the 2008 project. Dave Fisher, FHLBank Senior Executive Vice President and also a member of the MHEG board, appreciates the efforts of all the involved housing organizations. "FHLBank knows that when we participate in an MHEG enterprise, it's going to be a quality product. We're honored to be able to help our member institutions help their communities and to participate in such worthwhile causes."

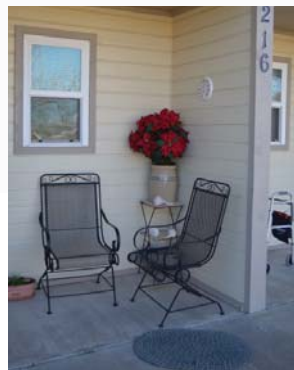


*Horizon Bank
Stroud Senior Village
Stroud, Oklahoma
Affordable Housing Program*

New gazebo, new roof, new paint job



The refurbished apartments are cozy inside and out.



Myrtle Livecy, Stroud resident

AHP and JOBS at work

RelianzBank received a \$150,000 Affordable Housing Program (AHP) grant in 2009, sponsoring a project the Kansas Elks Training Center for the Handicapped (KETCH). The Country Acres project rehabilitated 20 existing apartments and the construction of 10 new units for the property, catering to residents with special needs. The property upgrade allows KETCH to provide an independent living environment for developmentally disabled individuals.

**RelianzBank
Country Acres
Wichita, Kansas
Affordable Housing Program**

Residents attend educational programs and job skills and placement training, learning how to survive and thrive on their own. Janet Hopkins is a newcomer to Country Acres. The 52-year-old has a seizure disorder and mild intellectual disability as well as being partially blind, but enthusiastically completed a work skills program, learning how to cook, clean, shop for groceries and find transportation. Janet relies on the on-site support staff, but more importantly, she relies on herself. Her older sister Jeannie is amazed at the change: "Knowing she has support available when she needs it has really helped her confidence in trying new things. Her self worth has increased tremendously."



RelianzBank is no stranger to FHLBank's housing programs. They have previously been approved for approximately \$4 million for five Community Housing/Development Program projects, covering financing for senior housing duplexes, commercial loan pools, studio apartments for residents with disabilities, among other projects.

Ron Pasmore, President/CEO of KETCH, said during a rededication ceremony for Country Acres, "The people we serve have very low income. On their own, they cannot afford quality housing. KETCH will be able to more efficiently provide residential services in these new settings."

KETCH has 161 clients like Janet in their program. Every dollar helps, and FHLBank Topeka is proud to be a part of such projects.

10 new housing units constructed for KETCH

FHLBank Topeka's Joint Opportunities for Building Success (JOBS) grants are designed to help our member institutions throughout Colorado, Kansas, Nebraska and Oklahoma promote jobs and economic growth in their communities. In 2010, First State Bank of Gothenburg, Neb., was awarded a \$22,800 economic development JOBS grant to create a continuing education internship program. With this program, local teachers collaborate with community businesses, furthering understanding of real-world business skills that will be needed for students upon graduation. JOBS funding pays the teachers a stipend during the internships.

**First State Bank
Teacher Development
Gothenburg, Nebraska
Joint Opportunities for Building Success**

The project covers five-day internships: four days in the workplace and one day relating skills learned back to school curricula. Seven different school districts are eligible for the internship program. This community-strengthening exercise helps local businesses make contacts with area schools as well as future employees. Students benefit from teachers' internships as the out-of-classroom learning provides insight into the business world. Rather than specific career pathways, the program focuses on providing a greater understanding of competencies, skills and educational requirements for industries.

During the 2011 summer break, four teachers from Cozad, Neb., participated in the program, spending four days with area businesses and a final day with the Nebraska Educational Service Unit to apply what they learned to new lesson plans. Kaitlin Gogan, an elementary resource teacher, interned with a local landscape company. "I learned how to get my students out in the community and discovered many hands-on activities I can do with my students," Kaitlin said.

Karl Randecker, President of the First State Bank of Gothenburg, says his bank, "supports this project and would benefit with the participation of local teachers and businesses. All FHLBank Topeka member banks in Dawson County, including First State Bank, have customers or potential customers who would directly or indirectly benefit from the teacher internship program." The community has come together to strengthen the curriculum. "Industry has joined forces with educators to connect valuable workplace skills and competencies. Our youth are the future of our communities. . . we must do all we can to recruit and retain today's students and future graduates." The First State Bank of Gothenburg has participated in FHLBank's Homeownership Set-aside Program and Community Housing Program as well as JOBS.

Dawson Area Development oversees the teacher internship program. Executive Director Jennifer Wolf is pleased with the progress so far. "We think this is great program, and we really want to thank FHLBank Topeka and First State Bank of Gothenburg for allowing us to create lasting partnerships between the business and education communities for the benefit of our youth."

AHP provides vital assistance

The San Luis Valley in Colorado includes three of the poorest counties in the state of Colorado, with more than 20% of the population below the poverty line. The community clearly needs strong partners to face this issue head on. In response to the community's need for housing and assistance, La Puente opened its doors as a homeless shelter in 1982. The shelter started small in a local church basement. San Luis Valley Federal Bank, a fixture in the community since 1899, is one of its earliest community partners.

In the past 30 years, La Puente has expanded its homeless shelter and moved into other needed services. They've opened food banks, provide transitional housing and now offer a licensed children's program. Lance Cheslock, director of La Puente, credits its community partners, including FHLBank Topeka member San Luis Valley Federal Bank, with its success. "You need somebody who agrees with your dream and is willing to take a risk to throw their hat in," he said. "It's about ongoing support, not just one-time support as well as leveraging partnerships like the one with Federal Home Loan Bank of Topeka. They are amazing partners and most rural communities might have that same story. They need to hear about institutions like SLV Federal and FHLBank to begin addressing their needs, too."

San Luis Valley Federal Bank has been awarded four FHLBank Topeka Affordable Housing Program (AHP) grants on behalf of La Puente. These include two AHP grants totaling more than \$300,000 for the homeless shelter and \$103,500 in grants for the Bain's Building, refurbished downtown apartments for families with low incomes.

Glenda Maes, a resident of an apartment in the Bain's Building, appreciates the work San Luis Valley Federal Bank does with La Puente. "SLV Federal actually works to better their community and that's what builds the sense of family that the San Luis Valley has."



La Puente: homeless shelter, food bank, transitional housing, children's program



La Puente lunch line



Glenda Maes, Bain's Building resident with her granddaughter

San Luis Valley Federal Bank
La Puente
Alamosa, Colorado
Affordable Housing Program

2011 AHP Projects (alphabetical by city)

FHLBank Topeka awarded more than \$7 million in affordable housing funds for 1,097 housing units in 2011.

ARIZONA

Mesa

Mutual of Omaha Bank

Fellowship Square

- Subsidy of \$400,000
- Renovation of 62 units of independent-living senior housing

COLORADO

Longmont

Guaranty Bank & Trust Co.

The Hearthstone at Hover Crossing

- Subsidy of \$250,000
- Construction of 50 apartments for very low-income seniors

IOWA

Harlan

Horizon Bank

FB Harlan

- Subsidy of \$264,500
- Construction of 18 single family homes and 9 townhouse units in a rent-to-own program for low-income tenants

Logan

American National Bank

Mosaic Housing Corp. XXII

- Subsidy of \$75,500
- Construction of 10 rental units for low-income disabled residents

KANSAS

Chanute

Horizon Bank

Murray Hill Senior Apartments

- Subsidy of \$76,156
- Renovation of 24 apartments for low- to moderate-income senior citizens

Garden City

BANK VI

The Reserves at Prairie Trails

- Subsidy of \$125,000
- Construction of 32 rental units for low-income families

Harper

Citizens Bank

Homestead Senior Residences

- Subsidy of \$120,000
- Renovation of 30 units of senior housing

Humboldt

Horizon Bank

Humboldt Senior Housing

- Subsidy of \$118,400
- Construction of six duplexes for seniors

Liberal

Bennington State Bank

The Village at Liberal

- Subsidy of \$75,000
- Construction of 24 duplexes for low- and moderate-income households

Olathe

Sunflower Bank, NA

Millcreek Senior Apartments

- Subsidy of \$245,000
- Renovation of the historic Olathe High School into 49 senior apartments

Pittsburg

BOKF, NA

Pittsburg Heights, LP

- Subsidy of \$260,000
- Construction of 36 rental units for seniors

Scattered Sites

Brotherhood Bank & Trust Co.

Hillcrest Homeless & Transitional

Housing Campus

- Subsidy of \$400,000
- Renovation of 28 units of homeless housing

Capitol Federal Savings

TOTO 2011

- Subsidy of \$145,261
- Rehabilitation and first-time homebuyer education for 35 single family homes for households located primarily within four high-priority rehabilitation neighborhoods in Topeka

Fidelity Bank

Mennonite Housing Rehabilitation

Services Closing Cost 2011

- Subsidy of \$120,000
- Construction of 30 homes in the city's revitalization areas for low-income households

First National Bank of Hutchinson

Changing the Future of Housing in Rural Kansas

- Subsidy of \$350,000
- Assistance to 40 first-time homebuyers and renovation of 60 homes needing weatherization and other repairs

Intrust Bank, NA

Wichita Habitat for Humanity

Homeownership Program

- Subsidy of \$72,000
- Construction of 18 single family homes for very low-income households in Sedgwick County

Wichita

Southwest National Bank

Cottage of HOPE

- Subsidy of \$400,000
- Construction of 42 rental units for senior households earning 40, 50 or 60% AMI

Fidelity Bank

French Quarter 2011

- Subsidy of \$170,000
- Construction of 34 rental units for low-income families

(continued on next page)

2011 AHP Projects (continued)

NEBRASKA

Omaha

American National Bank

OneWorld Livestock Exchange Campus Expansion

- Subsidy of \$196,000
- Construction of 32 apartments for seniors

American National Bank

Siena/Francis House Permanent Supportive Housing Phase A

- Subsidy of \$400,000
- Construction of 24 units for homeless persons who have mental illness

American National Bank

Siena/Francis House Permanent Supportive Housing Phase B

- Subsidy of \$400,000
- Construction of 24 units for the chronic homeless

Scattered Sites

American National Bank

Habitat for Humanity Homeownership Project

- Subsidy of \$400,000
- Construction of 32 homes and renovation of 8 homes for low-income households

Horizon Bank

City Impact Homes, LLC

- Subsidy of \$112,500
- Construction of 7 duplexes and one single-family home for low-income households

South Sioux City

Horizon Bank

Cardinal Villas, LLC

- Subsidy of \$300,000
- Construction of 15 duplexes for households with at least one senior

Iowa-Nebraska State Bank

Canterbury Village Apartments

- Subsidy of \$400,000
- Renovation of 96 rental units for low-income families

NEW MEXICO

Albuquerque

BOKF, NA

Texas and Tennessee (TNT)

- Subsidy of \$96,000
- Construction of 24 rental units for low-income, special needs families

OKLAHOMA

Scattered Sites

BancFirst

Central Oklahoma Habitat for Humanity

- Subsidy of \$270,000
- Construction of 45 homes for low-income families

BOKF, NA

Tulsa Habitat Build 2011

- Subsidy of \$396,000
- Construction of 66 single family homes for low-income households in Tulsa

First National Bank & Trust Co. of

Miami

Miami Affordable Homes II

- Subsidy of \$40,000
- Construction of 8 homes for working families

First United Bank & Trust Co

Econtuchka

- Subsidy of \$150,000
- Construction of 10 single family housing units for low-income individuals and families

Tulsa

BancFirst

Admiral Village/CATOOSA

- Subsidy of \$400,000
- Construction of 40 rental units for low-income elderly housing

2011 JOBS Projects (alphabetical by city)

The following Joint Opportunities for Building Success projects were approved in 2011. Unless otherwise noted, each project was awarded a \$25,000 JOBS grant.

COLORADO

Cheyenne Wells

The Eastern Colorado Bank
Project: Cheyenne Wells Community Center

Loveland

Home State Bank
Project: Agilent Technologies Inc. Campus

KANSAS

Arkansas City

Union State Bank
Project: Cowley County Business Development Fund

Belleville

New Century Bank
Project: North Central Kansas Community Network Co.

Beloit

Guaranty State Bank & Trust Co.
Project: North Central Kansas Community Network Co.

Caldwell

Caldwell State Bank
Project: Caldwell Community Revitalization/Redevelopment Program

Cawker City

Farmers & Merchants State Bank
Project: North Central Kansas Community Network Co.

Clyde

Peoples Exchange Bank
Project: North Central Kansas Community Network Co.

Concordia

The Citizens National Bank
Project: North Central Kansas Community Network Co.
Awarded \$14,500

Ellsworth

Citizens State Bank & Trust Company
Project: North Central Kansas Community Network Co.

Fort Scott

Citizens Bank, NA
Project: City of Fort Scott Municipal Golf Course

Girard

Girard National Bank
Project: Homestead Community Development

Goodland

First National Bank
Project: Northwest Kansas Technical College

Hillsboro

Hillsboro State Bank
Project: Hillsboro Youth Entrepreneurship Education

Hoisington

First Kansas Bank
Project: Hoisington Main Street, Inc. Revolving Loan Fund

Hope

First National Bank of Hope
Project: North Central Kansas Community Network Co.
Awarded \$12,000

Leonardville

The Riley State Bank
Project: Leonardville Residential Sidewalk Improvement

Marysville

Citizens State Bank of Marysville
Project: North Central Kansas Community Network Co.

Marysville

United Bank & Trust
Project: North Central Kansas Community Network Co.

Salina

Sunflower Bank, NA
Project: Salina Downtown, Inc. New Business Loan Fund

Seneca

Community National Bank
Project: Settle Inn at Spring Creek

Stockton

The Stockton National Bank
Project: Rooks County Healthcare Foundation/Stockton Medical Clinic

Topeka

Capitol Federal Savings Bank
Project: Boys & Girls Club of Topeka

NEBRASKA

Columbus

First Nebraska Bank
Project: Columbus Area Entrepreneurship Center/Incubator

Davenport

Frontier Bank
Project: Farm to Market Inc./Davenport Food Systems Initiative

Falls City

First National Bank & Trust Co.
Project: Main Street Falls City

Friend

First National Bank of Friend
Project: Friend Community Redevelopment Authority

Gering

Valley Bank & Trust Co.
Project: E-coaching for Economic Prosperity

Hastings

Hastings State Bank
Project: Establishing Fairfield Opera House Winery/Brewery

Henderson

Henderson State Bank
Project: Henderson Chamber of Commerce/Business Enhancement Funding

2011 JOBS Projects (continued)

McCook

McCook National Bank
Project: Arts Incubator, ESI Camp,
Entrepreneur Network

Omaha

American National Bank
Project: Habitat for Humanity of Omaha
ReStore/Jobs Training Program

Ord

First National Bank in Ord
Project: Ord Area eCommerce
Development Project

Randolph

First State Bank
Project: Downtown Street Improvement
Project

Scribner

Scribner Bank
Project: Scribner Improvement and
Industrial Corp./Microloan Pool

Wayne

F&M Bank
Project: Wayne Downtown Revitalization
Revolving Loan Program

OKLAHOMA

Ada

Vision Bank
Project: East Central University

Atoka

AmeriState Bank
Project: City of Atoka

Bristow

Community Bank
Project: Bristow Community Center
Improvements and Rehabilitation

Chelsea

Bank of Commerce
Project: Rogers County Industrial
Development Authority

Collinsville

American Bank of Oklahoma
Project: Collinsville Downtown Inc.

Durant

First United Bank & Trust
Project: Oklahoma Women's Business
Center

Okmulgee

First National Bank & Trust of Okmulgee
Project: Okmulgee Area Development
Corporation

Oologah

Lakeside State Bank
Project: Rogers County Industrial
Development Authority

Pawhuska

Citizens Bank of Oklahoma - Pawhuska
Project: Pawhuska Hospital, Inc. Laboratory
Project
Awarded: \$23,500

Pawhuska

First National Bank in Pawhuska
Project: Constantine Arts Council Trust
Authority

Shawnee

First National Bank & Trust Co.
Project: Southwest Oklahoma - Native
American Outreach Project

Tulsa

Freedom Bank of Oklahoma
Project: Welcome Table Kitchen Garden
Park

Waurika

First Farmers National Bank
Project: Lady Eagle Centennial Field

Wewoka

Security State Bank
Project: Seminole County Microloan and
Entrepreneurial Assistance Program



2011 BOARD OF DIRECTORS



- FRONT ROW** | Ron Wentte (Chair), Robert Caldwell (Vice Chair)
- MIDDLE ROW** | James Hamby, Harley Bergmeyer, Mark O'Connor, Richard Masinton, Neil McKay, Mark Schifferdecker, Jane Knight
- BACK ROW** | Andrew Hove, Thomas Henning, Bruce Schriefer, Michael Berryhill, G. Bridger Cox, William Brush



2011 AFFORDABLE HOUSING ADVISORY COUNCIL



- FRONT ROW** | Dena Sherrill, Roger Nadrchal (Chair), Andrew Bias, David Herlinger, Bill Major (Vice Chair)
- BACK ROW** | Joe Rowan, Becky Christoffersen, Michael Reis, Dennis Lauver, Michael Renken
- NOT PICTURED** | Vicky Dayton, Timothy O'Connor



EXECUTIVE MANAGEMENT

Dave Fisher, Pat Doran, Andy Jetter, Mark Yardley



HOUSING AND COMMUNITY DEVELOPMENT



FRONT ROW

| Dawn Harris, John Gary, Mike Borcher, Stephanie Mickelsen, Amy Apitz

BACK ROW

| Terri Smith, Tom Thull, Jeff Ragsdale, Joan Lickteig, Mark Ward, Eric Jennings,
Michele Carter, Utika Scales

NOT PICTURED

| Noelle St. Clair