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(Exact name of registrant as specified in its charter) Â Nevada 3841 Â 82-3751728 (State or other jurisdiction of Â (Primary Standard Industrial Â (I.R.S. Employer incorporation or organization) Classification Code Number) Identification Number) Â Sharps Technology, Inc. 105 Maxess Road, Ste. 124 Melville, New York 11747 (631) 574 -4436 (Address, including zip code, and telephone number, including area code, of registrantâ€™s principal executive offices) Â Robert M. Hayes Chief Executive Officer Sharps Technology, Inc. 105 Maxess Road, Ste. 124 Melville, New York 11747 (631) 574 -4436 (Name, address, including zip code, and telephone number, including area code, of agent for service) Â Copies to: Â Arthur Marcus, Esq. Sichenzia Ross Ference LLP 1185 Avenue of the Americas New York, NY 10036 (212) 930-9700 Â Anthony W. Basch, Esq. J. Britton Williston, Esq. Shannon M. McDonough, Esq. Kaufman & Canoles Two James Center, 14th floor Richmond, VA 23219 Tel: (804) 771-5700 Â Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective. Â If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. â˜’ Â If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜ Â If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜ Â If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. â˜ Â Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated filer â˜’ Smaller reporting company â˜’ Â Emerging growth company â˜’ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. â˜ Â The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant will file a further amendment which specifically states that this registration statement will thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement will become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine. Â The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine. Â Â Â Â Â Â The information in this prospectus is not complete and may be changed. We may not sell these securities

until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. Â PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION JANUARY 10, 2025 Â Â Up to 6,726,457 Units, with each Unit consisting of: One Share of Common Stock One Series A Warrant to Purchase One Share of Common Stock One Series B Warrant to Purchase One Share of Common Stock Â Up to 6,726,457 Pre-Funded Units, with each Pre-Funded Unit consisting of: One Pre-Funded Warrant to Purchase One Share of Common Stock One Series A Warrant to Purchase One Share of Common Stock One Series B Warrant to Purchase One Share of Common Stock Â Up to 6,726,457 Shares of Common Stock Underlying the Pre-Funded Warrants Up to 6,726,457 Shares of Common Stock Underlying the Series A Warrants Up to 6,726,457 Shares of Common Stock Underlying the Series B Warrants Â Sharps Technology Inc. (the â€œCompany,â€ â€œSharps,â€ the â€œregistrant,â€ â€œwe,â€ â€œourâ€ or â€œusâ€) is offering up to 6,726,457 units (the â€œUnitsâ€), each Unit consisting of: (i) one share of common stock; (ii) one Series A Warrant to purchase one share of common stock (the â€œSeries A Warrantsâ€); and (iii) one Series B Warrant to purchase one share of common stock (the â€œSeries B Warrants,â€ together with the Series A Warrants, the â€œWarrantsâ€). Each Series A Warrant is exercisable at an exercise price of $2.787 per share (125% of the assumed public offering price per Unit), subject to certain anti-dilution and share combination event protections, and each Series B Warrant is exercisable at an exercise price of $2.787 per share (125% of the assumed public offering price per Unit) subject to certain share combination event protections. The Series A Warrants will be exercisable from issuance and will expire five (5) years after the Warrant Stockholder Approval (described below) and the Series B Warrants will be exercisable from issuance and will expire two and one-half (2.5) years after the Warrant Stockholder Approval. See â€œDescription of Securities.â€ We are offering each Unit at an assumed public offering price of $2.23 per Unit, equal to the closing price of our common stock on The Nasdaq Capital Market on January 7, 2025. Â Under the alternate cashless exercise option of the Series B Warrants, a holder of the Series B Warrant has the right to receive an aggregate number of shares equal to the product of (x) the aggregate number of shares of common stock that would be issuable upon a cashless exercise of the Series B Warrant and (y) three (3.0). In addition, the Warrants will contain a reset of the exercise price to a price equal to the lesser of (i) the exercise price then in effect and (ii) the lowest volume weighted average price (â€œVWAPâ€) during the period commencing five (5) trading days immediately preceding and the five (5) trading days commencing on the date we effect a reverse stock split in the future with a proportionate adjustment to the number of shares underlying the Warrants, among other adjustments. Additionally, the Series A Warrants will provide for an adjustment to the exercise price and number of shares underlying the Series A Warrants upon our issuance of our common stock or common stock equivalents at a price per share that is less than the exercise price of the Series A Warrant, subject to certain exceptions. Â Finally, on the 11th trading day after the Warrant Stockholder Approval Date (the â€œReset Dateâ€), the exercise price of the Warrants will be reset to a price equal to the lower of (i) the exercise price then in effect and (ii) the greater of (a) the lowest daily volume weighted average price (â€œVWAPâ€) during the period commencing on the first trading day after the Warrant Stockholder Approval Date and ending following the close of trading on the 10th trading day thereafter (the â€œReset Periodâ€), and (b) the floor price set forth in the Warrants, and the number of shares issuable upon exercise will be increased such that the aggregate exercise price of the Warrants on the issuance date for the shares of common stock underlying the Warrants then outstanding shall remain unchanged. Â Â Â Â Any reduction to the exercise prices of the Series A Warrants and the Series B Warrants and resulting increase in the shares of common stock underlying the Warrants will be subject to a floor price. Prior to the date of Warrant Stockholder Approval (the â€œWarrant Stockholder Approval Dateâ€), the floor Price shall be equal to 50% of the Nasdaq Minimum Price at the pricing of this offering and after the Warrant Stockholder Approval Date, the floor Price shall be 20% of the Nasdaq minimum Price. Â The Warrants will be exercisable from issuance, as further described in â€œDescription of Securities---Warrants and Pre-Funded Warrants Offered in this Offeringâ€ (the â€œWarrant Stockholder Approvalâ€). In the event that we are unable to obtain the Warrant Stockholder Approval, the Warrants may have substantially less value. Â We are also offering the opportunity to purchase, if the purchaser so chooses and in lieu of Units, up to 6,726,457 pre-funded units (the â€œPre-Funded Unitsâ€) to purchasers whose purchase of Units in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding common stock immediately following the consummation of this offering. Each Pre-Funded Unit consists of: (i) one pre-funded warrant exercisable for one share of common stock (the â€œPre-Funded Warrantsâ€); (ii) one Series A Warrant; and (iii) one Series B Warrant. The purchase price of each Pre-Funded Unit is equal to the price per Unit being sold to the public in this offering, minus $0.0001, and the exercise price of each Pre-Funded Warrant included in the Pre-Funded Unit is $0.0001 per share. The Pre-Funded Warrants will be immediately exercisable and may be exercised at any time until all of the Pre-Funded Warrants are exercised in full. Â The common stock and Pre-Funded Warrants, and the accompanying Warrants, as the case may be, can only be purchased together in this offering but will be issued separately and will be immediately separable upon issuance. Pursuant to the registration statement related to this prospectus, we are also registering the shares of common stock issuable upon exercise of the Warrants and Pre-Funded Warrants included in the Units and Pre-Funded Units offered hereby. Â Our common stock is quoted on the Nasdaq Capital Market under the symbol â€œSTSS.â€ On January 7, 2025, the last reported sale price per share of our common stock was $2.23. There is no established trading market for the Units, Pre-Funded Units, Warrants or Pre-Funded Warrants and we do not intend to list the Units, Pre-Funded Units, Warrants or Pre-Funded Warrants on any securities exchange or nationally recognized trading system. Â We have engaged Aegis Capital Corp. to act as our exclusive underwriter on a firm commitment basis in connection with this offering. We have agreed to pay to the underwriter the underwriting fees as set forth in the table below. We will bear all costs associated with the offering. See â€œUnderwritingâ€ on page 42Â of this prospectus for more information regarding these arrangements. Â The public offering price for the securities in this offering will be determined at the time of pricing and may be at a discount to the current market price at the time. Therefore, the assumed public offering price used throughout this prospectus may not be indicative of the final offering price. The final public offering price will be determined through negotiation between us, the Underwriter and the investors based upon a number of factors, including our history and our prospects, the industry in which we operate, our past and present operating results, the previous experience of our executive officers and the general condition of the securities markets at the time of this offering. Â We intend to use the proceeds from this offering for general corporate purposes, including working capital and investments. See â€œUse of Proceeds.â€ Â We may amend or supplement this prospectus from time to time by filing amendments or supplements as required. You should read the entire prospectus and any amendments or supplements carefully before you make your investment decision. Â Investing in our common stock involves a high degree of risk. See â€œRisk Factorsâ€ beginning on page 7 of this prospectus for a discussion of information that you should consider before investing in our securities. Â Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. Â Â Â Per UnitÂ Â Per Pre- Funded UnitÂ Â TotalÂ Public offering priceÂ $Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Â Â Â Underwriter fees(1)Â $Â Â Â Â Â Â Â Â $Â Â $Â Proceeds, before expenses, to us(2)Â $Â Â $Â Â $Â Â Â (1) Represents a cash fee equal to 7.0% of the aggregate purchase price paid by investors in this offering. We have also agreed to pay a non-accountable expense of 1.0% and to reimburse the underwriter for the fees and disbursements of its legal counsel in an amount of $100,000. See â€œUnderwritingâ€ beginning on page 42 of this prospectus for a description of the compensation to be received by the Underwriter. Â Â Â Â (2) The amount of offering proceeds to us presented in this table does not give effect to any exercise of the Warrants or Pre-Funded Warrants. Â The delivery to purchasers of securities in this offering is expected to be made on or aboutÂ Â Â Â Â Â Â Â Â Â Â Â Â Â , 2025, subject to satisfaction of certain customary closing conditions. Â Aegis Capital Corp. Â The date of this prospectus is [_____] , 2025 Â Â Â Â TABLE OF CONTENTS Â Â

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Â i Â Â ABOUT THIS PROSPECTUS Â We incorporate by reference important information into this prospectus. You may obtain the information incorporated by reference without charge by following the instructions under â€œWhere You Can Find More Information.â€ You should carefully read this prospectus as well as additional information described under â€œInformation Incorporated By Reference,â€ before deciding to invest in our securities. Â Neither we nor Aegis have authorized anyone to provide you with information different from or inconsistent with the information contained in or incorporated by reference in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should assume that the information appearing in this prospectus and the documents incorporated by reference in this prospectus is accurate only as of the date of those respective documents, regardless of the time of delivery of those respective documents. Our business, financial condition, results of operations and prospects may have changed since those dates. Â The information incorporated by reference or provided in this prospectus contains statistical data and estimates, including those relating to market size and competitive position of the markets in which we participate, that we obtained from our own internal estimates and research, as well as from industry and general publications and research, surveys and studies conducted by third parties. Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable. While we believe our internal company research is reliable and the definitions of our market and industry are appropriate, neither this research nor these definitions have been verified by any independent source. Â We further note that the representations, warranties and covenants made by us in any agreement that is filed as an exhibit to any document that is incorporated by reference into this prospectus were made solely for the benefit of the parties to such agreement, including, in some cases, for the purpose of allocating risk among the parties to such agreement, and should not be deemed to be a representation, warranty or covenant to you. Moreover, such representations, warranties or covenants were accurate only as of the date when made. Accordingly, such representations, warranties and covenants should not be relied on as accurately representing the current state of our affairs. Â We are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The distribution of this prospectus and the offering of our common stock in certain jurisdictions may be restricted by law. Persons outside the United States who come into possession of this prospectus must inform themselves about, and observe any restrictions relating to, the offering of our common stock and the distribution of this prospectus outside the United States. This prospectus does not constitute, and may not be used in connection with, an offer to sell, or a solicitation of an offer to buy, any securities offered by this prospectus by any person in any jurisdiction in which it is unlawful for such person to make such an offer or solicitation. Â Sharps Technology, Inc. and its consolidated subsidiaries are referred to herein as â€œSharps,â€ â€œthe Company,â€ â€œwe,â€ â€œusâ€ and â€œour,â€ unless the context indicates otherwise. Â This prospectus contains, or incorporates by reference, trademarks, tradenames, service marks and service names of Sharps Technology, Inc. and its subsidiaries. Â 1 Table of Contents Â GENERAL MATTERS Â Unless otherwise indicated, all references to â€œdollars,â€ â€œUS$,â€ or â€œ$â€ in this prospectus are to United States dollars. Â This prospectus contains various company names, product names, trade names, trademarks and service marks, all of which are the properties of their respective owners. Â Unless otherwise indicated or the context otherwise requires, all information in this prospectus assumes no exercise of the over-allotment option. Â Unless otherwise indicated, all references to â€œGAAPâ€ in this prospectus are to United States generally accepted accounting principles. Â Information contained on our websites, including sharpstechnology.com, shall not be deemed to be part of this prospectus or incorporated herein by reference and should not be relied upon by prospective investors for the purposes of determining whether to purchase the securities offered hereunder. Â For investors outside the United States, neither we nor any of our agents have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourself about and to observe any restrictions relating to this offering and the distribution of this prospectus. Â USE OF MARKET AND INDUSTRY DATA Â This prospectus includes market and industry data that has been obtained from third party sources, including industry publications, as well as industry data prepared by our management on the basis of its knowledge of and experience in the industries in which we operate (including our managementâ€™s estimates and assumptions relating to those industries based on that knowledge). Managementâ€™s knowledge of such industries has been developed through its experience and participation in those industries. Although our management believes such information to be reliable, neither we nor our management have independently verified any of the data from third party sources referred to in this prospectus or ascertained the underlying economic assumptions relied upon by such sources. Furthermore, references in this prospectus to any publications, reports, surveys or articles prepared by third parties should not be construed as depicting the complete findings of the entire publication, report, survey or article. The information in any such publication, report survey or article is not incorporated by reference in this prospectus. Â TRADEMARKS Â We own or have rights to various trademarks, service marks and/or trade names that we use in connection with the operation of our business. This prospectus may also contain trademarks, service marks and trade names of third parties, which are the property of their respective owners. Our use or display of third partiesâ€™ trademarks, service marks and trade names or products in this prospectus is not intended to, and does not imply a relationship with, or endorsement or sponsorship by us. Solely for convenience, the trademarks, service marks and trade names referred to in this prospectus may appear without the Â®, TM or SM symbols, but the omission of such references is not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the right of the applicable owner of these trademarks, service marks and trade names. Â 2 Table of Contents Â PROSPECTUS SUMMARY Â This summary highlights selected information that is presented in greater detail elsewhere in this prospectus. This summary does not contain all of the information you should consider before investing in our securities. You should read this entire prospectus carefully, including the sections titled â€œRisk Factorsâ€ and â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and our financial statements and the related notes included elsewhere in this prospectus, before making an investment decision. Unless the context otherwise requires, the terms â€œthe Company,â€ â€œSharps,â€ â€˜Sharps Technology,â€ â€œwe,â€ â€œusâ€ and â€œourâ€ in this prospectus refer to Sharps Technology, Inc. Â Company Overview Â Sharps Technology, Inc. is a medical device company that has designed and patented various safety syringes which we are seeking to commercialize and other syringe products currently marketable. Â Our safety syringes products, which we refer to as the Sharps Provensaâ„¢ and Securgardâ„¢, are ultra-low waste and have safety features, which we believe will provide us a competitive advantage over other syringes. Sharps Provensa is a patented and FDA-cleared safety syringe addressing the important needs of the global healthcare market. We received FDA clearance for the Sharps Provensa on June 12, 2006, for subcutaneous and intramuscular injections into the human body. Â Reincorporation and Reverse Split Â Prior to March 22, 2022, we were a Wyoming corporation and on March 22, 2022, we reincorporated (the â€œReincorporationâ€) as a Nevada corporation (â€œSharps Nevadaâ€) pursuant to a merger into a newly formed Nevada corporation which was approved by our board of directors and the holders of the majority of our outstanding shares of common stock. Â Corporate Information Â The Company was incorporated in the State of Wyoming on December 16, 2017. On March 22, 2022, we reincorporated as a Nevada corporation. Our principal business address is 105 Maxess Road, Melville, New York 11747. We maintain our corporate website at sharpstechnology.com. The reference to our website is an inactive textual reference only. We make available free of charge on or through our website our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 12(b) of the Exchange Act, as soon as reasonably practicable after we electronically file such material with or otherwise furnish it to the SEC. Information on or accessed through our website or the SECâ€™s website is not incorporated into this Offering Circular. Â 3 Table of Contents Â THE OFFERING Â Units offered by us Â Up to 6,726,457 Units in a â€œfirm commitmentâ€ offering. Each Unit consists of: (i) one share of common stock; (ii) one Series A Warrant; and (iii) one Series B Warrant. Â Â Â Pre-Funded Units offered by us Â We are also offering the opportunity to purchase, if the purchaser so chooses and in lieu of Units, up to 6,726,457 Pre-Funded Units to purchasers whose purchase of Units in this offering would otherwise result in the purchaser, together with its affiliates and certain related parties, beneficially owning more than 4.99% (or, at the election of the purchaser, 9.99%) of our outstanding common stock immediately following the consummation of this offering. Each Pre-Funded Unit consists of: (i) one Pre-Funded Warrant exercisable for one share of common stock; (ii) one Series A Warrant; and one Series B Warrant. The purchase price of each Pre-Funded Unit is equal to the price per Unit being sold to the public in this offering, minus $0.0001, and the exercise price of each Pre-Funded Warrant included in the Pre-Funded Unit is $0.0001 per share. The Pre-Funded Warrants will be immediately exercisable and may be exercised at any time until all of the Pre-Funded Warrants are exercised in full. For each Pre-Funded Unit we sell, the number of Units we

are offering will be decreased on a one-for-one basis. Because we will issue one Series A Warrant and one Series B Warrant as part of each Unit or Pre-Funded Unit, the number of Warrants sold in this offering will not change as a result of a change in the mix of the Units and Pre-Funded Units sold. This offering also relates to the shares of common stock issuable upon exercise of any Pre-Funded Warrants and Warrants sold in this offering. Â Â Â Warrants offered by us Â The Series A Warrants will be exercisable from issuance, have an exercise price of $2.787 per share (125% of the assumed public offering price per Unit), subject to certain anti-dilution and share combination event protections, and will expire five (5) years from the date of the Warrant Stockholder Approval. Â The Series B Warrants will be exercisable from issuance, will have an exercise price of $2.787 per share (125% of the assumed public offering price per Unit), subject to certain share combination event protections, and will expire two and one-half (2.5) years from the date of Warrant Stockholder Approval. Â Under the alternate cashless exercise option of the Series B Warrants, the holder of the Series B Warrant, has the right to receive three (3) shares of our common stock for each warrant share underlying the Series B Warrant. In addition, beginning on the 11th trading day after the Warrant Stockholder Approval Date (the â€œReset Dateâ€), the exercise price of the Warrants will reset to a price equal to the greater of (i) the Floor Price, as defined in the Warrants, in effect on the Reset Date and (ii) the lowest volume weighted average price (â€œVWAPâ€) during the period commencing on the first trading day immediately following the Stockholder Approval Date and ending on the close of trading on the 10th trading day thereafter. In addition, following a reverse stock split, the exercise price of the Warrants will be adjusted to equal the lowest single-day VWAP during the period from the trading day immediately following, until the fifth trading day following the reverse stock split, with a proportionate adjustment to the number of shares underlying the Warrants. Beginning on the Warrant Stockholder Approval Date, with certain exceptions, the Series A Warrants will provide for an adjustment to the exercise price and number of shares underlying the Series A Warrants upon our issuance of our common stock or common stock equivalents at a price per share that is less than the exercise price of the Series A Warrant. Â Prior to the Warrant Stockholder Approval Date, the Floor Price shall be equal to 50% of the Nasdaq Minimum Price at the pricing of this offering and after the Warrant Stockholder Approval Date, the Floor Price shall be 20% of the Nasdaq Minimum Price. See â€œDescription of Securities.â€ Â 4 Table of Contents Â Common stock outstanding prior to the offering Â 2,046,225 shares. Â Â Â Common stock to be outstanding after the offering Â 8,772,682 (assuming no sale of any Pre-Funded Units) Â Â Â Use of Proceeds Â We intend to use the net proceeds to us from this offering for working capital and other general corporate purposes and to repay the principal amount of $4,174,658 in outstanding senior notes of the Company. See â€œUse of Proceedsâ€ beginning on page 15. Â Â Â Listing Â Our common stock is listed on The Nasdaq Capital Market under the symbol â€œSTSSâ€. There is no established public trading market for the Units, Pre-Funded Units, Warrants or Pre-Funded Warrants, and we do not intend to list these securities on any national securities exchange or trading system. Â Â Â Assumed Public Offering Price Â $2.23 per Unit, the closing price of our common stock on January 7, 2025. Â Â Â Risk Factors Â You should carefully consider the information set forth in this prospectus and, in particular, the specific factors set forth in the â€œRisk Factorsâ€ section beginning on page 7 of this prospectus before deciding whether or not to invest in shares of our common stock. Â Â Â Lock-Up Agreements Â Our officers, directors, and shareholders holding at least ten percent (10%) of our outstanding common stock have agreed, for a period of 90 days after the Warrant Stockholder Approval Date, subject to certain exceptions, not to offer, sell, contract to sell, encumber, grant any option for the sale of or otherwise dispose of any shares of our common stock or other securities convertible into or exercisable or exchangeable for shares of our common stock without the prior written consent of the underwriter. Â Unless otherwise indicated, all information contained in this prospectus assumes the sale of all of the shares offered hereby at an assumed public offering price of $2.23 per share and no sale of any Pre-funded Warrants. The number of shares of our common stock that are and will be outstanding immediately before and after this offering as shown above is based on 2,046,225 shares outstanding as of December 31, 2024. The number of shares outstanding as of December 31, 2024, as used throughout this prospectus, unless otherwise indicated, excludes, as of that date: Â Â â— 154,310 shares of common stock issuable upon the exercise of outstanding stock options with a weighted-average exercise price of $42.88 per share; Â Â Â Â â— 265,000 shares of common stock reserved for future issuance under our 2024 Equity Incentive Plan; and Â Â Â Â â— 700,699 shares of common stock issuable upon exercise of warrants to purchase common stock with a weighted-average exercise price of $9.34 per share. Â Emerging Growth Company under the JOBS Act Â We qualify as an â€œemerging growth companyâ€ under the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. As an emerging growth company, we have elected to take advantage of reduced reporting requirements and are relieved of certain other significant requirements that are otherwise generally applicable to public companies. As an emerging growth company: Â Â Â â— we may present only two years of audited financial statements and only two years of related Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations; Â Â Â Â Â â— we are exempt from the requirement to obtain an attestation and report from our auditors on whether we maintained effective internal control over financial reporting under the Sarbanes-Oxley Act; Â Â Â Â Â â— we are permitted to provide less extensive disclosure about our executive compensation arrangements; and Â Â Â Â Â â— we are not required to give our stockholders non-binding advisory votes on executive compensation or golden parachute arrangements. Â We may take advantage of these provisions until December 31, 2027 (the last day of the fiscal year following the fifth anniversary of our initial public offering) if we continue to be an emerging growth company. We would cease to be an emerging growth company if we have more than $1.235 billion in annual revenue, have more than $700 million in market value of our shares held by non-affiliates or issue more than $1.0 billion of non-convertible debt over a three-year period. We may choose to take advantage of some but not all of these reduced burdens. We have elected to provide two years of audited financial statements. Additionally, we have elected to take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, or the Securities Act, for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date we (i) are no longer an emerging growth company or (ii) affirmatively and irrevocably opt out of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act. Â 5 Table of Contents Â SUMMARY CONSOLIDATED FINANCIAL AND OTHER DATA Â The following tables present our summary financial data and should be read together with our audited consolidated financial statements for the years ended December 31, 2023 and 2022 and the unaudited condensed consolidated financial statements for the nine months ended September 30, 2024 and accompanying notes and information in â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ from the aforementioned periods appearing elsewhere in this prospectus. Our financial statements are prepared and presented in accordance with U.S. generally accepted accounting principles (â€œGAAPâ€). Our historical results are not necessarily indicative of our future results. Â Balance Sheet Data Â Â Â December 31,Â Â December 31,Â Â September 30,Â Â Â 2022Â Â 2023Â Â 2024Â Â Â Â Â Â Â Â Â AssetsÂ Â Â Â Â Â Â Â Â Total current assetsÂ $4,423,450Â Â $4,838,551Â Â $4,654,015Â Â Total assetsÂ $11,839,656Â Â $11,789,268Â Â $11,253,898Â Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Â Â Â Â Â Total current liabilitiesÂ $2,006,522Â Â $3,692,982Â Â $4,586,195Â Total liabilitiesÂ Â 2,198,522Â Â Â 3,854,982Â Â Â 4,748,195Â Total stockholdersâ€™ equityÂ Â 9,641,134Â Â Â 7,934,286Â Â Â 6,505,703Â Total liabilities and stockholdersâ€™ equityÂ $11,839,656Â Â $11,789,268Â Â $11,253,898Â Â Statement of Operations Data Â Â Â For the Years Ended December 31,Â Â For the Nine Months Ended September 30, 2024Â Â Â 2023Â Â 2022Â Â (unaudited)Â RevenueÂ Â Â Â Â Â Â Â Â Total operating expensesÂ $(10,126,650)Â $(8,738,793)Â $(5,780,362) Loss from operationsÂ Â (10,126,650)Â Â (8,738,793)Â Â (5,780,362) Foreign currencyÂ Â (52,689)Â Â 26,636Â Â Â (31,566) Other (expense) incomeÂ Â 138,118Â Â Â (1,320,416)Â Â (1,046,593) FMV gain adjustment for derivativesÂ Â 169,583Â Â Â 5,392,911Â Â Â 2,088,747Â Net Loss Before Provision for TaxesÂ Â (9,871,638)Â Â (4,639,662)Â Â (4,769,774) Deferred tax benefitÂ Â 30,000Â Â Â -Â Â Â -Â Net lossÂ $(9,841,638)Â $(4,639,662)Â $(4,769,774) Â 6 Table of Contents Â RISK FACTORS Â Investing in our securities involves a high degree of risk. You should carefully consider the risks and uncertainties described below, together with all of the other information in this prospectus, including the section titled â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and our financial statements and related notes, before making a decision to invest in our securities. Our business, financial condition, results of operations and prospects could be adversely affected by these risks. In that event, the market price of our common stock could decline, and you could lose part or all of your investment. Â Risks Related to Our Technology, Business, and Industry Â We are an early-stage company with a history of losses. Â We incurred net losses of $9,841,638 and $4,639,662 for the years ended December 31, 2023 and 2022, respectively and $4,769,774 for the nine months ended September 30, 2024. We have not generated any significant revenues from the sale of syringe products to date, and we had accumulated deficit of $29,918,777 as of September 30, 2024. We have developed our Sharps Provensa product line but there can be no assurance that it will be commercially successful. Our potential profitability is dependent upon a number of factors, many of which are beyond our control. If we are unable to achieve and sustain profitability, the value of our business and common stock may significantly decrease. Â We have a limited operating history and we may not succeed. Â We have a limited operating history, and we may not succeed. We have commercialized our Securgard syringe products in mid 2023 yet no significant syringe revenues have occurred and have not yet commercialized our Sharps Provensa products. You should consider, among other factors, our prospects for success in light of the risks and uncertainties encountered by companies that, like us, are in their early stages. For example, unanticipated expenses, problems, and technical difficulties may occur and they may result in material challenges to our business. We may not be able to successfully address these risks and uncertainties or successfully implement our operating strategies. If we fail to do so, such failure could have a material adverse effect on our business, financial conditions and results of operation. We may never generate significant revenues or achieve profitability. Â We may not succeed in commercializing Sharps products or any future product. Â We may face difficulties or delays in the commercialization or sale of Sharps products, which could result in our inability to timely offer products or services that satisfy the market. We may, for example, encounter difficulties due to: Â â— our inability to adequately market our products; â— our inability to effectively scale manufacturing as needed to maintain an adequate commercial supply of our products; â— our inability to attract and retain skilled support team, marketing staff and sales force necessary to increase the market for our products and to maintain market acceptance for our products; and â— the difficulty of establishing brand recognition and loyalty for our products. Â In addition, to increase our production capacity, we will need to build inventory, which will require that we purchase certain additional equipment, including molding machines and molds. We have not received any significant orders to date. Even if we succeed in building inventory, and increasing our production capacity, there is no assurance we will receive additional orders for our Sharps = products or any future products. Â 7 Table of Contents Â We may encounter significant competition and may not be able to successfully compete. Â There are many medical device companies offering safety syringes, and more competitors are likely to arrive. Some of our competitors have considerably more financial resources than us. As a result, we may not be able to successfully compete in our market, which could result in our failure to successfully commercialize Sharps Provensa, or otherwise fail to successfully compete. We anticipate that our major domestic competitors will include Retractable Technologies, Inc., Becton, Dickinson & Company, Medtronic Minimally Invasive Therapies, Terumo Medical Corp., Smiths Medical, and B Braun. There can be no assurances that we will be able to compete successfully in this environment. Â We are vulnerable to new technologies. Â Because we have a narrow focus on particular product lines and technology (currently, safety needle products), we are vulnerable to the development of superior or similar competing products and to changes in technology which could eliminate or reduce the need for our products. If a superior or similar technology is created, the demand for our products could be adversely affected. Â We are subject to product liability risk. Â As a manufacturer and provider of safety needle products, we will face an inherent business risk of exposure to product liability claims. Additionally, our success will depend on the quality, reliability, and safety of our products and defects in our products could damage our reputation. If a product liability claim is made and damages are in excess of our product liability coverage (which is currently $5 million, and which we may increase as we commence and increase sales of our products), our competitive position could be weakened by the amount of money we could be required to pay to compensate those injured by our products. In the event of a recall, we have recall insurance. Â Our business may be affected by changes in the health care regulatory environment. Â In the U.S. and internationally, government authorities may enact changes in regulatory requirements, reform existing reimbursement programs, and/or make changes to patient access to health care, all of which could adversely affect the demand for our products and/or put downward pressure on our prices. Future healthcare rulemaking could affect our business. We cannot predict the timing or impact of any future rulemaking or changes in the law. Â The approval process for medical device products outside the United States varies among countries and may limit our ability to develop, manufacture and sell our products internationally. Failure to obtain marketing and regulatory approval in international jurisdictions would prevent our products from being marketed abroad. Â In order to market and sell our Provensa product line and any additional medical device products we may develop in the future in the European Union and many other jurisdictions, we, and our collaborators, must obtain separate marketing approvals and comply with numerous and varying regulatory requirements. We have not yet received approval or clearance to sell our products in any jurisdiction outside the United States. The approval procedure varies among countries and may involve additional testing. We may conduct clinical trials for, and seek regulatory approval to market, our product candidates in countries other than the United States. If we or our collaborators seek marketing approval for a product candidate outside the United States, we will be subject to the regulatory requirements of health authorities in each country in which we seek approval. With respect to marketing authorizations in Europe, we will be required to submit a European Marketing Authorisation Application, or MAA, to the European Medicines Agency, or EMA, which conducts a validation and scientific approval process in evaluating a product for safety and efficacy. The approval procedure varies among regions and countries and may involve additional testing, and the time required to obtain approval may differ from that required to obtain FDA approval or clearance. In addition, marketing approval or clearance by the FDA does not ensure approval or clearance by the health authorities of any other country. Â 8 Table of Contents Â Ongoing regulation of our products may limit how we market our products, which could materially impair our ability to generate revenue. Â Approval or clearance of a medical device product may carry conditions that limit the market for the product or put the product at a competitive disadvantage relative to alternative products. For instance, a regulatory approval or clearance may limit the indicated uses for which we can market a product or the patient population that may utilize the product. These restrictions could make it more difficult to market any product effectively. Accordingly we expect to continue to expend time, money and effort in all areas of regulatory compliance. Â We are dependent on our management, without whose services our business operations could cease. Â At this time, our management is wholly responsible for the development and execution of our business plan. If our management should choose to leave us for any reason before we have hired additional personnel, our operations may fail. Even if we are able to find additional personnel, it is uncertain whether we could find qualified management who could develop our business along the lines described herein or who would be willing to work for compensation the Company could afford. Without such management, the Company could be forced to cease operations and investors in our common stock or other securities could lose their entire investment. Â We may not be able to raise capital as needed to develop our products or maintain our operations. Â We expect that we will need to raise additional funds to execute our business plan and expand our operations. Additional financing may not be available to us on favorable terms, or at all. If we cannot raise needed funds on acceptable terms, the Companyâ€™s business and prospects may be materially adversely affected. Â Health care crises could have an adverse effect on our business. Â Particularly during 2020, several states and local jurisdictions imposed, and others in the future may impose, â€œshelter-in-placeâ€ orders, quarantines, executive orders and similar government orders and restrictions for their residents to control the spread of COVID-19. Although the manufacturing facility we operate has continued to operate during the 2020-2021 COVID-19 pandemic due to its status as an essential business, we continue to monitor the evolving situation and cannot guarantee that the situation would be the same for any future pandemic. In the future, we may elect or be required to close temporarily which would result in a disruption in our activities and operations. Our supply chain, including transportation channels, may be impacted by any such restrictions as well. Any such disruption could impact our sales and operating results. Â Health systems and other healthcare providers in our markets that provide procedures that may use our products have suffered financially and operationally and may not be able to return to pre-pandemic levels of operations. Travel and import restrictions may also disrupt our ability to manufacture or distribute our devices. Any import or export or other cargo restrictions related to our products or the raw materials used to manufacture our products could restrict our ability to manufacture and ship products and harm our business, financial condition, and results of operations. Â Our key personnel and other employees could still be affected by COVID-19 or any future pandemic, which could affect our ability to operate efficiently. Â 9 Table of Contents Â Our business may be adversely affected by uncertainties in obtaining and enforcing intellectual property rights. Â We believe our main competitive strength is our technology, including patent protection and trade secrets relating to the manufacture and design of our products. We are dependent on patent rights to prevent unlawful copying of our products, and if the patent rights are invalidated or circumvented, our business would be adversely affected. We consider patent protection to be of material importance in the design, development, and marketing of our products. Â Our patent pending applications may not issue as patents, which may have a material adverse effect on our ability to prevent others from commercially exploiting products similar to ours. Â We have four issued patents, two pending patent applications in the United States, and four PCT (Patent Cooperation Treaty) patent application. We cannot be certain that we are the first inventor of the subject matter to which we have

filed a particular patent application, or if we are the first party to file such a patent application. If another party has filed a patent application to the same subject matter as we have, we may not be entitled to the protection sought by the patent application. Further, the scope of protection of issued patent claims is often difficult to determine. As a result, we cannot be certain that the patent applications that we file will issue, or that our issued patents will be broad enough to protect our proprietary rights or otherwise afford protection against competitors with similar technology. In addition, the issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability. Our competitors may challenge or seek to invalidate our issued patents, or design around our issued patents, which may adversely affect our business, prospects, financial condition or operating results. Also, the costs associated with enforcing patents, confidentiality and invention agreements, or other intellectual property rights may make aggressive enforcement impracticable. Â Illegal distribution and sale by third parties of counterfeit versions of our products could have a negative impact on us. Â Third parties may illegally distribute and sell counterfeit versions of our products which do not meet our rigorous manufacturing and testing standards. Our reputation and business could suffer harm as a result. Â Risks Related to This Offering and Our Securities Â Our common stock could be subject to extreme volatility. Â The trading price of our common stock may be affected by a number of factors, including events described in the risk factors set forth in this offering circular, as well as our operating results, financial condition and other events or factors. In addition to the uncertainties relating to future operating performance and the profitability of operations, factors such as variations in interim financial results or various, as yet unpredictable, factors, many of which are beyond our control, may have a negative effect on the market price of our common stock. In recent years, broad stock market indices, in general, and smaller capitalization companies, in particular, have experienced substantial price fluctuations. In a volatile market, we may experience wide fluctuations in the market price of our common stock and wide bid-ask spreads. These fluctuations may have a negative effect on the market price of our common stock. In addition, the securities market has, from time to time, experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock. Â We have never paid common stock dividends and have no plans to pay dividends in the future, as a result our common stock may be less valuable because a return on an investorâ€™s investment will only occur if our stock price appreciates. Â Holders of shares of our common stock are entitled to receive such dividends as may be declared by our Board of Directors. To date, we have paid no cash dividends on our shares of common stock and we do not expect to pay cash dividends on our common stock in the foreseeable future. We intend to retain future earnings, if any, to provide funds for operations of our business. Therefore, any return investors in our common stock will be in the form of appreciation, if any, in the market value of our shares of common stock. There can be no assurance that shares of our common stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares. Â Our shares will be subject to potential delisting if we do not maintain the listing requirements of the Nasdaq Capital Market. Â The shares of our common stock are listed on the Nasdaq Capital Market, or Nasdaq. Nasdaq has rules for continued listing, including, without limitation, minimum market capitalization and other requirements. Failure to maintain our listing, or de-listing from Nasdaq, would make it more difficult for shareholders to dispose of our common stock and more difficult to obtain accurate price quotations on our common stock. This could have an adverse effect on the price of our common stock. Our ability to issue additional securities for financing or other purposes, or otherwise to arrange for any financing we may need in the future, may also be materially and adversely affected if our common stock is not traded on a national securities exchange. Â If we fail to comply with the continued listing requirements of NASDAQ, we may face possible delisting, which would result in a limited public market for our shares and make obtaining future debt or equity financing more difficult for us. Specifically, as disclosed in a Current Report filed on Form 8-K on July 16, 2023, the Company had received a notice (the â€œNoticeâ€) from the staff of the Listing Qualifications Department (the â€œStaffâ€) of The Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying the Company that it was not in compliance with Nasdaq Listing Rule 5550(a)(2) (the â€œRuleâ€) because it failed to maintain a minimum bid price of $1.00 over the previous 30 consecutive business days dated May 26, 2023 to July 11, 2023. The Rules provide the Company a compliance period of 180 calendar days in which to regain compliance. If at any time during this 180 day period the closing bid price of the Companyâ€™s security is at least $1 for a minimum of ten (10) consecutive business days, the Staff will provide written confirmation of compliance and this matter will be closed. Â 10 Table of Contents Â On July 12, 2023, The Nasdaq Stock Market LLC (â€œNasdaqâ€) notified the Company that the bid price of its common stock had closed at less than $1.00 per share over the previous 30 consecutive business days, and, as a result, the Company was no longer in compliance with Nasdaq Listing Rule 5550(a)(2) (the â€œNasdaq Ruleâ€). In accordance with Listing Rule 5810(c)(3)(A), the Company was provided 180 calendar days, or until January 8, 2024, to regain compliance with the Rule. Subsequently, on January 16, 2024, the Company was provided an additional 180 calendar day compliance period, or until July 8, 2024, to demonstrate compliance. Pursuant to Nasdaqâ€™s letter on July 9, 2024, the Company has not regained compliance with Listing Rule 5550(a)(2). Accordingly, its securities will be delisted from the Nasdaq Capital Market unless the Company requests a hearing and appeals Nasdaqâ€™s determination by July 16, 2024., the trading of the Companyâ€™s common stock and warrants will be suspended at the opening of business on July 18, 2024. The Company filed a hearing request before the deadline. In the interim, the Companyâ€™s common stock and warrants have remained listed on NASDAQ under its existing symbols, â€œSTSSâ€ and â€œSTSWâ€ while it awaits the results from the hearing on August 13, 2024. Â On July 15, 2024, the Company held a Special Meeting of its stockholders. At the Meeting, the following three (3) proposals were each approved. Â 1. The Companyâ€™s stockholders approved the amendment to the Companyâ€™s articles of incorporation to increase the authorized shares of common stock from 100,000,000 shares to 500,000,000 shares; Â Â 2. The Companyâ€™s stockholders approved a proposal to authorize the Companyâ€™s Board of Directors (the â€œBoardâ€), in its discretion at any time within one year after stockholder approval is obtained, to amend the Companyâ€™s Articles of Incorporation to effect a reverse stock split of shares of the Companyâ€™s common stock, at a ratio of up to 1-for-8, with the exact ratio to be determined by the Companyâ€™s Board and included in a public announcement; Â Â 3. The Companyâ€™s stockholders approved a proposal for the issuance of securities in one or more non-public offerings where the maximum discount at which the securities will be offered will be equivalent to a discount not to exceed 20% below the market price of our common stock in accordance with Nasdaq Marketplace Rule 5635(d); Â On October 7, 2024, the Company held a Special Meeting of its stockholders. The Companyâ€™s stockholders approved a proposal to authorize the Companyâ€™s Board in its discretion at any time within one year after stockholder approval is obtained, to amend the Companyâ€™s Articles of Incorporation to effect a reverse stock split of shares of the Companyâ€™s common stock, at a ratio with a range of 1-for-8 to 1 for 22, with the exact ratio to be determined by the Companyâ€™s Board. The Board approved the 1 for 22 reverse stock split on October 7, 2024 which went into effect on October 16, 2024. Â Nasdaq notified the Company on November 13, 2024 that the Company regained compliance on November 5, 2024 with Listing Rule 5550(a)(2), (the â€œBid Price Ruleâ€) Â We will incur increased costs as a result of operating as a public company, and our management will be required to devote substantial time to compliance with our public company responsibilities and corporate governance practices. Â As a public company, we will incur significant legal, accounting and other expenses that we did not incur as a private company, which we expect to further increase after we are no longer an â€œemerging growth company.â€ The Sarbanes-Oxley Act, the Dodd-Frank Wall Street Reform and Consumer Protection Act, the listing requirements of the Nasdaq Capital Market, and other applicable securities rules and regulations impose various requirements on public companies. Our management and other personnel will devote a substantial amount of time to compliance with these requirements. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. We cannot predict or estimate the amount of additional costs we will incur as a public company or the specific timing of such costs. Â As a result of being a public company, we are obligated to develop and maintain proper and effective internal controls over financial reporting, and any failure to maintain the adequacy of these internal controls may adversely affect investor confidence in our company and, as a result, the value of our common stock. Â We were required for 2023, pursuant to Section 404 of the Sarbanes-Oxley Act, to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting as of the end of the fiscal year that coincides with the filing of our second annual report on Form 10-K. This assessment will need to include disclosure of any material weaknesses identified by our management in our internal control over financial reporting. In addition, our independent registered public accounting firm may be required to attest to the effectiveness of our internal control over financial reporting in our first annual report required to be filed with the SEC following the date we are no longer an â€œemerging growth company.â€ We have commenced the costly and time-consuming process of compiling the system and processing documentation necessary to perform the evaluation needed to comply with Section 404, and we expect to be able to complete our evaluation, testing and any required remediation in a timely fashion. Our compliance with Section 404 will require that we incur substantial expenses and expend significant management efforts. We currently do not have an internal audit group, and we in the future we may need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge and compile the system and process documentation necessary to perform the evaluation needed to comply with Section 404. Â 11 Table of Contents Â Our current controls and any new controls that we develop may become inadequate because of changes in conditions in our business. In addition, changes in accounting principles or interpretations could also challenge our internal controls and require that we establish new business processes, systems and controls to accommodate such changes. Additionally, if these new systems, controls or standards and the associated process changes do not give rise to the benefits that we expect or do not operate as intended, it could adversely affect our financial reporting systems and processes, our ability to produce timely and accurate financial reports or the effectiveness of internal control over financial reporting. Moreover, our business may be harmed if we experience problems with any new systems and controls that result in delays in their implementation or increased costs to correct any post-implementation issues that may arise. Â Any failure to maintain internal control over financial reporting could severely inhibit our ability to accurately report our financial condition or results of operations. If we are unable to conclude that our internal control over financial reporting is effective, we could lose investor confidence in the accuracy and completeness of our financial reports, the market price of our common stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities. Failure to remedy any material weakness in our internal control over financial reporting, or to implement or maintain other effective control systems required of public companies, could also restrict our future access to the capital markets. Â A sale of a substantial number of shares of our common stock may cause the price of the common stock to decline. Â If our stockholders sell substantial amounts of our common stock in the public market, the market price of our common stock could fall. These sales also may make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate. Stockholders who have held their shares for at least six months are able to sell their shares pursuant to Rule 144 under the Securities Act. Almost all of our outstanding shares are available to be sold in the open market under Rule 144 or because they have been registered under the Securities Act We have also registered shares of our common stock for sale into the public market which are issuable upon the exercise of warrants, by certain selling stockholders named therein. These shares represent a large number of shares of our common stock, and if sold in the market all at once or at about the same time, could depress the market price of our common stock during the period the registration statement remains effective and could also affect our ability to raise equity capital. Â Our stock price may be volatile, and the value of our common stock may decline. Â The market price of our common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including the following: Â Â â— actual or anticipated fluctuations in our financial condition or results of operations; Â Â Â Â â— variance in our financial performance from expectations of securities analysts; Â Â Â Â â— changes in our projected operating and financial results; Â Â Â Â â— changes in laws or regulations applicable to our products; Â Â Â Â â— announcements by us or our competitors of significant business developments, acquisitions or new products; Â Â Â Â â— sales of shares of our common stock by us or our shareholders, as well as the anticipation of lock-up releases; Â 12 Table of Contents Â Â â— our involvement in litigation; Â Â Â Â â— future sales of our common stock by us or our stockholders; Â Â Â Â â— changes in senior management or key personnel; Â Â Â Â â— the trading volume of our common stock; Â Â Â Â â— changes in the anticipated future size and growth rate of our market; Â Â Â Â â— general economic and market conditions; and Â Â Â Â â— other events or factors, including those resulting from war, incidents of terrorism, global pandemics or responses to these events. Â Broad market and industry fluctuations, as well as general economic, political, regulatory and market conditions, may also negatively impact the market price of our common stock. In the past, companies who have experienced volatility in the market price of their securities have been subject to securities class action litigation. We may be the target of this type of litigation in the future, which could result in substantial expenses and divert our managementâ€™s attention. Â Purchasers in the offering will suffer immediate dilution. Â If you purchase Offered Shares in this offering, the value of your shares based on our pro forma net tangible book value will immediately be less than the offering price you paid. This reduction in the value of your equity is known as dilution. At a public offering price of $2.23 per share, purchasers of common stock in this offering will experience immediate dilution of approximately $0.33 per share, representing the difference between the public offering price per share in this offering and our pro forma as adjusted net tangible book value per share as of September 30, 2024, after giving effect to the Pro Forma Adjustments (as defined herein), this offering, and after deducting estimated offering expenses, including Underwriter fees, payable by us. See â€œDilution.â€ Â We do not intend to pay dividends on our common stock for the foreseeable future. Â We have paid no dividends on our common stock to date and we do not anticipate paying any dividends to holders of our common stock in the foreseeable future. While our future dividend policy will be based on the operating results and capital needs of the business, we currently anticipate that we will retain any earnings to finance our future expansion and for the implementation of our business plan. Investors should take note of the fact that a lack of a dividend can further affect the market value of our common stock and could significantly affect the value of any investment in the Company. Â Our articles of incorporation allow for our board to create new series of preferred stock without further approval by our stockholders, which could adversely affect the rights of the holders of our common stock. Â Our board of directors has the authority to fix and determine the relative rights and preferences of preferred stock. Our board of directors has the authority to issue up to 1,000,000 shares of our preferred stock without further stockholder approval. Our board of directors could authorize the creation of additional series of preferred stock that would grant to holders of preferred stock the right to our assets upon liquidation, or the right to receive dividend payments before dividends are distributed to the holders of common stock. In addition, subject to the rules of any securities exchange on which our stock is then listed, our board of directors could authorize the creation of additional series of preferred stock that has greater voting power than our common stock or that is convertible into our common stock, which could decrease the relative voting power of our common stock or result in dilution to our existing stockholders. Â 13 Table of Contents Â Our executive officers, directors and principal stockholders, if they choose to act together, have the ability to control or significantly influence all matters submitted to stockholders for approval. Â Our executive officers, directors and principal stockholders in the aggregate, beneficially own approximately 7.62% of our common stock. Such persons acting together, will have the ability to control or significantly influence all matters submitted to our stockholders for approval, as well as our management and business affairs. This concentration of ownership may have the effect of delaying, deferring or preventing a change in control, impeding a merger, consolidation, takeover or other business combination involving us, or discouraging a potential acquiror from making a tender offer or otherwise attempting to obtain control of our business, even if such a transaction would benefit other stockholders. Â The Warrants and Pre-Funded Warrants are speculative in nature. Â Except as otherwise set forth in the Pre-Funded Warrants and Warrants, the Pre-Funded Warrants and Warrants offered in this offering do not confer any rights of common stock ownership on their holders, such as voting rights, but rather merely represent the right to acquire shares of our common stock at a fixed price for a limited period of time. Specifically, commencing upon Warrant Stockholder Approval, holders of the Series A Warrants may exercise their right to acquire the common stock and pay an exercise price of $2.787 per share (125% of the assumed offering price per Unit), subject to adjustment, from time to time, until the 5 year anniversary from the date of the Warrant Stockholder Approval, after which date any unexercised Series A Warrants will expire and have no further value, and holders of the Pre-Funded Warrants may exercise their right to acquire the common stock and pay an exercise price of $0.0001 per share, subject to adjustment, from time to time, until all of the Pre-Funded Warrants have been exercised; and commencing upon Warrant Stockholder Approval, holders of Series B Warrants may exercise their right to acquire the common stock and pay an exercise price of $2.787 per share 125% of the assumed offering price per Unit), subject to adjustment, from time to time, until the two and one half year anniversary from the date of Warrant Stockholder Approval, after which date any unexercised Series B Warrants will expire and have no further value. Â Additional stock offerings in the future may dilute then-existing shareholdersâ€™ percentage ownership of the Company. Â Given our plans and expectations that we will need additional capital and personnel, we anticipate that we will need to issue additional shares of common stock or securities convertible or exercisable for shares of common stock, including convertible preferred stock, convertible notes, stock options or warrants. The issuance of additional securities in the future will dilute the percentage ownership of then current stockholders. Â We are an â€œemerging growth company,â€ and we cannot be certain if the reduced reporting and disclosure requirements applicable to emerging growth companies will make our common stock less attractive to investors. Â We are an â€œemerging-growth

company,â€ as defined in the JOBS Act, and we have elected to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not â€œemerging growth companies,â€ including the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, or Section 404, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. Pursuant to Section 107 of the JOBS Act, as an emerging growth company, we have elected to use the extended transition period for complying with new or revised accounting standards until those standards would otherwise apply to private companies. As a result, our consolidated financial statements will not be comparable to the financial statements of issuers who are required to comply with the effective dates for new or revised accounting standards that are applicable to public companies, which may make our common stock less attractive to investors. In addition, if we cease to be an emerging growth company, we will no longer be able to use the extended transition period for complying with new or revised accounting standards. Â We will remain an emerging-growth company until the earliest of: (1) the last day of the fiscal year following the fifth anniversary of this offering; (2) the last day of the first fiscal year in which our annual gross revenue is $1.235 billion or more; (3) the date on which we have, during the previous rolling three-year period, issued more than $1 billion in non-convertible debt securities; and (4) the date we qualify as a â€œlarge accelerated filer,â€ with at least $700 million of equity securities held by non-affiliates. Â We cannot predict if investors will find our common stock less attractive as a result of choosing to rely on these exemptions. For example, if we do not adopt a new or revised accounting standard, our future results of operations will not be as comparable to the results of operations of certain other companies in our industry that adopted such standards. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock, and our stock price may be more volatile. Â Â 14 Table of Contents Â SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS Â This prospectus contains, in addition to historical information, forward-looking statements. These statements are based on our managementâ€™s beliefs and assumptions and on information currently available to our management. The forward-looking statements are contained principally under the headings â€œProspectus Summary,â€ â€œRisk Factors,â€ â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations,â€ â€œUse of Proceedsâ€ and â€œBusiness.â€ Forward-looking statements include statements concerning: Â Â â— our possible or assumed future results of operations; Â Â Â Â â— our business strategies; Â Â Â Â â— our ability to attract and retain customers; Â Â Â Â â— our ability to sell products to customers; Â Â Â Â â— our cash needs and financing plans; Â Â Â Â â— our competitive position; Â Â Â Â â— our industry environment; Â Â Â Â â— our potential growth opportunities; Â Â Â Â â— the effects of future regulation; and Â Â Â Â â— the effects of competition. Â All statements in this prospectus that are not historical facts are forward-looking statements. We may, in some cases, use terms such as â€œanticipates,â€ â€œbelieves,â€ â€œcould,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œpotential,â€ â€œpredicts,â€ â€œprojects,â€ â€œshould,â€ â€œwill,â€ â€œwouldâ€ or similar expressions that convey uncertainty of future events or outcomes to identify forward-looking statements. Â The outcome of the events described in these forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. These important factors include our financial performance and the other important factors we discuss in greater detail in â€œRisk Factors.â€ You should read these factors and the other cautionary statements made in this prospectus as applying to all related forward-looking statements wherever they appear in this prospectus. Given these factors, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our managementâ€™s beliefs and assumptions only as of the date on which the statements are made. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we currently expect. Â USE OF PROCEEDS Â We estimate that the net proceeds to us from this offering will be $13.5 million after deducting Underwriter fees and other estimated offering expenses payable by us for this offering. Â We intend to use the net proceeds from this offering for working capital and other general corporate purposes and repay outstanding debt, including $4,174,658 in outstanding senior notes of the Company. Â Investors must rely on the judgment of our management, who will have broad discretion regarding the application of the remaining net proceeds of this offering. The amounts and timing of our actual expenditures will depend upon numerous factors, including market conditions, cash generated by our operations (if any), business developments and the rate of our growth. We may find it necessary or advisable to use portions of the proceeds of this offering for other purposes. Pending these uses, we intend to invest the net proceeds of this offering in a money market or other interest-bearing account. Â 15 Table of Contents Â DIVIDEND POLICY Â We have never declared or paid any cash dividends on our common stock. We do not anticipate paying any cash dividends to stockholders in the foreseeable future. In addition, any future determination to pay cash dividends will be at the discretion of the board of directors and will be dependent upon our financial condition, results of operations, capital requirements, and such other factors as the Board of Directors deem relevant. There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends. Â CAPITALIZATION Â The following table sets forth our cash and our capitalization as of September 30, 2024, on: Â â—an actual basis; and Â Â Â â—on a pro forma as adjusted basis to give effect to (i) the sale of 248,430 shares under a reg A offering in December 2024 with net proceeds of $399,784 under a Qualified Form 1 and 103,685 warrants exercised at $0.0001 and the sale of, 6,726,457 Common Units in this offering, at $2.23 per Common Unit, before deducting underwriting discounts and commissions and estimated offering expenses payable by us. Â You should read this table in conjunction with â€œUse of Proceeds,â€ â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations,â€ and our unaudited financial statements for the nine months ended September 30, 2024 and the related notes thereto, included in this prospectus. Â Â Â ActualÂ Â Pro forma as adjustedÂ CashÂ $2,473,197Â Â $12,273,225Â Total AssetsÂ $11,253,898Â Â $20,803,926Â Â Â Â Â Â Â Â Â Â Total liabilities (1)Â Â Â 4,748,195Â Â Â 4,095,667Â Stockholdersâ€™ equity:Â Â Â Â Â Â Â Â Â Common Stock, $0.0001 par value: 500,000,000 shares authorized; shares issued and outstanding, actual;1,694,110, shares issued and outstanding, 8,772,682, pro forma as adjusted*Â Â 170Â Â Â 877Â Additional paid-in capitalÂ Â 35,941,738Â Â Â 48,369,014Â Accumulated other comprehensive incomeÂ Â 482,572Â Â Â 482,572Â Accumulated deficitÂ Â (29,918,777)Â Â (32,144,204) Â Total stockholdersâ€™ equityÂ Â 6,505,703Â Â Â 16,708,259Â Â Total Liabilities and Stockholdersâ€™ EquityÂ Â Â Â Â Â Â Â Â Â Â $11,253,898Â Â $20,803,926Â Â Â Â (1) Includes a $1.7M value ascribed to the 13.5 million Class A and B warrants in the Common Units offered based on the value of $0.125 per warrant. Â DILUTION Â Purchasers of our common stock in this offering will experience an immediate and substantial dilution in the pro forma net tangible book value of their shares of common stock. Dilution in pro forma net tangible book value represents the difference between the public offering price per share and the pro forma as adjusted net tangible book value per share of our common stock immediately after the offering. Â The historical net tangible book value of our common stock as of September 30, 2024 was $6,465,476 or $3.82 per share, which represents our total tangible assets (total assets less intangible assets) less total liabilities divided by the number of shares of common stock outstanding as of that date. Â After giving effect to the issuance of an aggregate of 248,430 shares of common stock from September 30, 2024 and exercise of 103,685 warrants at exercise price of $0.0001 until the date of this prospectus, our pro forma net tangible book value as of September 30, 2024 would have been $6,843,604 or approximately $3.34 per share of our common stock. Â After giving effect to the pro forma adjustments set forth above and the sale of 6,726,457 Units in this offering at an assumed public offering price of $2.23 per Unit, after deducting estimated underwriting discounts and commissions and estimated offering expenses and attributing the value to the warrants and related costs, our pro forma adjusted net tangible book value as of September 30, 2024 would have been $16,668,032 or approximately $1.90 per share of common stock. This represents an immediate decrease in pro forma net tangible book value per share of $1.44 to the existing stockholders and an immediate dilution in pro forma net tangible book value per share of $0.33 to new investors who purchase Units in the offering. The following table illustrates this per share dilution to new investors: Â Assumed public offering price per UnitÂ $2.23Â Historical net tangible book value per share as of September 30, 2024Â $3.82Â Decrease in net tangible book value per share attributable to the pro forma adjustments described aboveÂ $(0.48) Pro forma net tangible book value per share as of September 30, 2024Â $3.34Â Decrease in pro forma net tangible book value per share after giving effect to this offeringÂ $(1.44) Pro forma as adjusted net tangible book value per share as of September 30, 2024 after the offeringÂ $1.90Â Dilution per share to investors in this public offeringÂ $0.33Â Â The dilution information discussed above is illustrative only and will change based on the actual public offering price and other terms of this offering determined at pricing. A $0.50 increase or decrease in the assumed public offering price of $2.23 per Unit, would increase or decrease our pro forma adjusted net tangible book value per share, after this offering, by $0.35 to $2.25 or $1.55, respectively per share. This illustrative example with a $0.50 increase or decrease would result in dilution per share to new investors purchasing Units in this offering by $0.48 or $0.18, respectively, assuming that the number of Units offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us. Â To the extent that outstanding options or warrants are exercised, you will experience further dilution. In addition, we may choose to raise additional capital due to market conditions or strategic considerations even if we believe we have sufficient funds for our current or future operating plans. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of these securities may result in further dilution to our stockholders. Â The dilution information set forth in the table above is illustrative only and will be adjusted based on the actual public offering price and other terms of this offering determined at pricing. Â 16 Table of Contents Â MANAGEMENTâ€™S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS Â The following discussion and analysis summarizes the significant factors affecting the consolidated operating results, financial condition, liquidity and cash flows of our Company as of and for the periods presented below. The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements and notes included in this offering circular and our Annual Report on Form 10-K as of and for the years ended December 31, 2023, and 2022. Â Forward-Looking Statements Â The information in this discussion contains forward-looking statements and information within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act, which are subject to the â€œsafe harborâ€ created by those sections. These forward-looking statements include, but are not limited to, statements concerning our strategy, future operations, future financial position, future revenues, projected costs, prospects and plans and objectives of management. The words â€œanticipates,â€ â€œbelieves,â€ â€œestimates,â€ â€œexpects,â€ â€œintends,â€ â€œmay,â€ â€œplans,â€ â€œprojects,â€ â€œwill,â€ â€œwouldâ€ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that we make. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those in the forward-looking statements, including, without limitation, the risks set forth in our filings with the SEC. The forward-looking statements are applicable only as of the date on which they are made, and we do not assume any obligation to update any forward-looking statements. Â Overview Â Since our inception in 2017 and through the fourth quarter of 2022, we have devoted substantially all of our resources to the research and development of our safety syringe products Commencing in the fourth quarter of 2022 we started building inventory of syringe products. To date, we have generated no revenue. We have incurred net losses of $9,841,638 and $4,639,662 for the years ended December 31, 2023 and 2022, respectively and $4,769,774 for the nine months ended September 30, 2024. Substantially all of our net losses resulted from costs incurred in connection with our research and development efforts, payroll and consulting fees, stock compensation and general and administrative costs associated with our operations, including costs incurred for being a public company since April 14, 2022. See below Initial Public Offering, Liquidity and Capital Resources and Notes to Consolidated Financial Statements Â We classify our operating expenses as research and development, and general and administrative expenses. We maintain a corporate office located in Melville, New York, but employees and consultants in the US work remotely and will continue to do so indefinitely. In June 2020, in connection with the agreement to acquire Safegard, a syringe manufacturing facility in Hungary, which was completed on July 6, 2022, we were contractually provided the exclusive use of the facility for research and development and testing in exchange for payment of the sellerâ€™s operating costs, including among others, use of Safegardâ€™s work force, utility costs and other services. Â 17 Table of Contents Â Initial Public Offering Â On April 13, 2022, our registration statement on Form S-1 (File No. 333-263715), as amended, related to our IPO was declared effective by the SEC, and our common stock and warrants began trading on the Nasdaq Capital Market, or Nasdaq, on April 14, 2022. Our IPO closed on April 19, 2022. Net proceeds from the IPO were approximately $14.2 million. In connection with the closing of the IPO, the Company used net proceeds to repay the Note Payable of $2 million. Â Critical Accounting Policies and Significant Judgments and Estimates Â This managementâ€™s discussion and analysis of our financial condition and results of operations is based on our financial statements, which we have prepared in accordance with accounting principles generally accepted in the United States. The preparation of our financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of our financial statements, as well as the reported revenues and expenses during the reported periods. We evaluate these estimates and judgments on an ongoing basis. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The FMV adjustments, based on the trading price of outstanding warrants classified as liabilities, could impact the operating results in the reporting periods. Â Nature of Business Â Sharps Technology, Inc. (â€œSharpsâ€ or the â€œCompanyâ€) is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products. Â The accompanying consolidated financial statements include the accounts of Sharps Technology, Inc. and its wholly owned subsidiaries, Safegard Medical, Inc, and Sharps Acquisition Corp. collectively referred to as the â€œCompany.â€ All intercompany transactions and balances have been eliminated. Â The Companyâ€™s fiscal year ends on December 31. Â On April 13, 2022, the Companyâ€™s Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14.2 million on April 19, 2022. (See Capital Structure and Note 8 to the Consolidated Financial Statements) Â 18 Table of Contents Â Summary of Significant Accounting Policies Â Our significant accounting policies are described in Note 2 of the accompanying annual report on Form 10-K for the year ended December 31, 2023 and the accompanying unaudited condensed consolidated financial statements as of September 30, 2024, Â Off-Balance Sheet Arrangements Â During the periods presented, we did not have any off-balance sheet arrangements as defined under Regulation S-K Item 303(a)(4). Â Results of Operations - Years Ended December 31, 2023 and, 2022. Â Â Â Year EndedÂ Â Â Â Â December 31, 2023Â Â December 31, 2022Â Â ChangeÂ Â Change %Â Research and developmentÂ $1,605,547Â Â Â 2,280,933Â Â $(675,386)Â Â (30)% General and administrativeÂ Â 8,521,103Â Â Â 6,457,860Â Â Â 2,063,243Â Â Â 32% Interest expense (income)Â Â (138,118)Â Â 1,320,416Â Â Â (1,458,534)Â Â 110% FMV gain adjustment for derivativesÂ Â (169,583)Â Â (5,392,911)Â Â 5,223,328Â Â Â (97)% Foreign currency LossÂ Â 44,463Â Â Â 496Â Â Â 43,967Â Â Â 88% OtherÂ Â 8,226Â Â Â (27,132)Â Â 35,358Â Â Â (130)% Deferred Tax (Benefit)Â Â (30,000)Â Â -Â Â Â (30,000)Â Â 100% Net lossÂ $9,841,638Â Â $4,639,662Â Â $5,201,976Â Â Â (112)% Â Revenue Â The Company has not generated any revenue to date. Â Research and Development Â For the year ended December 31, 2023, Research and Development (â€œR&Dâ€) expenses decreased to $1,605,547 compared to $2,280,933 for the year ended December 31, 2022. The decrease of $675,386 was due to decreased R&D costs incurred at the Safegard facility which transitioned principally from R&D activities to manufacturing. The decrease occurred in materials and general operating costs of approximately $1M, of which, a) $575,000 related to cost incurred prior to the acquisition in July 2022 for utilization of the facility, which included Safegardâ€™s workforce and facility operating cost and b) decreases in material and other operating of $426,000 from $545,000 in 2022 to $119,000 in 2023. Further, we had decreases in labor related costs of $224,000 specifically related to decreases in stock compensation of $83,000 from $97,000 in 2022 to $14,000 in 2023, decreases in engineering and other labor costs of $141,000 from $492,000 in 2022 to $351,000 in 2023 and other decreases of $10,000. The overall decrease was partially offset by $560,000 charge in 2023 for an impairment of certain molds. Â General and Administrative Â For the year ended December 31, 2023, General and Administrative (â€œG&Aâ€) expenses were $8,521,103 as compared to $6,457,860 for the year ended December 31, 2022. The increase of $2,063,243 was primarily attributable to increases in payroll and related of: i) payroll and consulting fees of $1,530,000 from $1,630,000 in 2022 to $3,160,000 in 2023, primarily due to increased amounts of payroll, increased staffing and higher usage of various consulting services and ii) increase in stock compensation expense, due to timing of option awards and vesting, of approximately $34,000 from $916,000 in 2022 to $950,000 in 2023. In addition, we had increases

in G&A for the year ended December 31, 2023, of approximately $498,000 principally from increased: professional fees $318,000, depreciation $238,000, general operating costs $251,000, insurance $126,000, technology related costs, including implementation of new ERP system $128,000 and separation expense of $375,000 for former officer. These were partially offset by lower public company costs and investor relations $818,000, travel $90,000 and patent fees $31,000. Â 19 Table of Contents Â Interest expense (income) Â Interest income, net of interest expense, was $138,118 for the year ended December 31, 2023, compared to interest expense of $1,320,416 for the year ended December 31, 2022. Interest improved, net by $1,458,534 due to a) interest earned on invested cash in 2023 of $138,118 as compared to $42,900 in 2022 and b) the decrease in interest expense and accreted interest of approximately $1,363,316 was primarily relating to the financing entered in December 2021which was repaid at the IPO closing with net proceeds. Â FMV Adjustment for Derivatives Â The value of the Note Warrants requires the Fair Market Value (â€œFMVâ€) to be remeasured at each reporting date while outstanding with recognition of the changes in fair value to other income or expense in the statement of operations and comprehensive loss. For the years ended December 31, 2023, and 2022 the Company recorded a $169,583 and $5,392,911 FMV gain adjustment respectively to reflect the decrease in the Note Warrants and Warrants liabilities issued. (See Notes 7, 8 and 10 to the Consolidated Financial Statements) Â Liquidity and Capital Resources Â At December 31, 2023, and 2022, we had a cash balance of $3,012,908 and $4,170,897, respectively. The Company has working capital of $1,145,569 as of December 31, 2023, vs working capital of $2,416,928, as of December 31, 2022. The decrease in our working capital, after net proceeds from offerings of $8,029,628, was primarily related to the use of cash of $9,205,577 in operations and investing in fixed assets purchased. The Company intends to finance its future development and commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources. Â On April 13, 2022, we completed its IPO which was declared effective by the SEC, and the Companyâ€™s common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022 and which closed on April 19, 2022. The net proceeds from the IPO were approximately $14.2 million of which $5,778,750 was attributed to the warrant liability (See Notes 8 and 10 to the Consolidated Financial Statements). Â On February 3, 2023, we completed a securities purchase agreement). On September 29, 2023, the Company completed two simultaneous offerings. (See Liquidity and Capital Resources as of March 31, 2024 below) Â Cash Flows Â Net Cash Used in Operating Activities Â The Company used cash of $8,507,300 and $6,433,159 in operating activities for the year ended December 31, 2023 and 2022, respectively. The increase in cash used was principally due to the Company incurring additional G&A expenses, buildup of inventory partially offset by lower R&D activities as described above during year ended December 31, 2022. Â Net Cash Used in Investing Activities Â For the years ended December 31, 2023 and 2022, the Company used cash in investing activities of $698,277 and $3,117,916, respectively. In both years, cash was used to acquire or pay deposits for machinery and equipment of $698,277 and $542,662, respectively. In the year ended December 31, 2022, the Company used $2,365,576, for the acquisition of Safegard or related escrow payments. Â 20 Table of Contents Â Net Cash Provided by Financing Activities Â For the year ended December 31, 2023 and 2022, the Company provided cash from financing activities of $8,029,628 and $12,235,475, respectively. In the 2023 period, the cash provided was from the net proceeds from the Offerings in February and September 2023. In the 2022 period, the cash provided was primarily from the IPO net proceeds of $14,202,975, prior to the effect of recording the liability attributed to the warrants from the IPO, less the Notes repayment of $2,000,000. Â Results of Operations â€“ Nine Months Ended September 30, 2024 and 2023. Â Â Â 2024Â Â 2023Â Â ChangeÂ Â Change %Â Research and developmentÂ $523,347Â Â Â 783,340Â Â $(259,993)Â Â -33% General and administrativeÂ Â 5,257,015Â Â Â 6,425,154Â Â Â (1,168,139)Â Â -18% Other expense (income)Â Â 1,046,593Â Â Â (94,492)Â Â 1,141,085Â Â Â -1,208% FMV (gain) loss adjustment for warrantsÂ Â (2,088,747)Â Â (415,958)Â Â (1,672,789)Â Â 402% Foreign exchange lossÂ Â 31,566Â Â Â 41,955Â Â Â (10,389)Â Â -25% Net lossÂ $4,769,774Â Â $6,739,999Â Â $(1,970,225)Â Â -29% Â Revenue Â The Company has not generated any significant syringe revenue to date. Â Research and Development Â For the nine months ended September 30, 2024, Research and Development (â€œR&Dâ€) expenses decreased to $523,347 compared to $783,340 for the nine months ended September 30, 2023. The decrease of $259,993 was primarily due to a shift to increased manufacturing and reduced R&D activities in 2024 as compared to the 2023 period which amounted to lower expenses of $121,600, principally materials of $104,000. In addition, depreciation expense decreased $138,300. Â General and Administrative Â For the nine months ended September 30, 2024, General and Administrative (â€œG&Aâ€) expenses were $5,257,015 as compared to $6,425,154 for the nine months ended September 30, 2023. The decrease of $1,168,139 was primarily attributable to: i) increases in payroll and consulting fees of $307,800 from $2,206,000 in 2023 to $2,514,502 in 2024, primarily due to compensation increases and additional consulting fees, ii) decrease in stock compensation expense, due to the timing of option awards, vesting and option valuations, of approximately $397,800 from $838,000 in 2023 to $441,200 in 2024, iii) decrease in public company and investor relations costs of $288,700 from $644,000 to $361,300 in 2024 primarily due to lower offering costs in the 2024 period and reduced investor relations activities. Further, we had decreases due to lower: a) marketing costs ($278,400) relating to promoting the Company, b) travel ($65,900), c) insurance costs ($87,000) and d) rent ($45,000) e) general operating costs ($85,300), f) computer costs ($13,600), g) patent maintenance and registration fees ($2,200) and a contract settlement of $375,000 in 2023. These decreases were partially offset by higher: a) professional fees ($68,000, b) board costs ($41,500) and c) depreciation ($53,500). Â Other expense (income) Â Other was an expense of $1,046,593 for the nine months ended September 30, 2024, compared to income of $(94,492) for nine months ended September 30, 2023. In 2024 and 2023 the Company generated interest income of $(28,689) and $(94,492), respectively. The interest income in each period was related to interest income earned from cash balances held in interest bearing accounts. In the second quarter of 2024, the Companyâ€™s initial syringe sale of $10,871, which approximated cost, was to a distributor in South America. The escrow deposit of $1M, relating to the Asset Purchase Agreement, was released to the Seller on July 19, 2024, under the terms of the agreement and recorded as a forfeited agreement cost (See Note 15 to the Unaudited Condensed Consolidated Financial Statements). In addition, in the third quarter of 2024, the Company recorded accreted interest expense of $75,192 in connection with the debt financing (See Note 7 to the Unaudited Condensed Consolidated Financial Statements). Â 21 Table of Contents Â FMV Adjustment for Derivatives Â Certain Warrants require the Fair Market Value (â€œFMVâ€) to be remeasured at each reporting date while outstanding with recognition of the changes in fair value to other income or expense in the consolidated statement of operations. For the nine months ended September 30, 2024 and 2023, the Company recorded a $2,088,747 and $415,958 FMV gain to reflect adjustments required for outstanding Warrants liabilities. (See Notes 8 and 9 to the Unaudited Condensed Consolidated Financial Statements) Â Liquidity and Capital Resources Â At September 30, 2024 and December 31, 2023, we had a cash balance of $2,473,197 and $3,012,908, respectively. The Company had working capital of $67,820 and $1,145,569 as of September 30, 2024 and December 31, 2023, respectively. The decrease in our working capital was primarily due to use of cash in operations and investing discussed below offset by net proceeds from the Reg A and Inducement Offerings in May and June 2024 and the net proceeds from the debt financing in September 2024 (See below and Notes 7 and 8 to the Unaudited Condensed Consolidated Financial Statements). Â The Company continues to assess liquidity requirements and plans to continue to seek funding through equity offerings and/or debt financing opportunities. Â On September 20, 2024, the Company entered into a securities purchase agreement (the â€œSecurities Purchase Agreementâ€) and a Senior Secured Note (the â€œNoteâ€) for an aggregate principal amount of $4,375,000, including OID interest of $875,000 maturing on January 31, 2025, with certain purchasers (the â€œPurchasersâ€), and the issuance of approximately 259,091 (pre-reverse - 5,700,006) unregistered shares of the Companyâ€™s Common Stock. The aggregate gross proceeds to the Company were approximately $3.5 million, before deducting fees to the placement agent and other offering expenses payable by the Company of $514,700 and after an escrow deposit of $250,000 required until certain security liens are filed. Â On May 31 and June 13, 2024, the Company entered into subscription agreements with certain institutional investors, pursuant to which the Company agreed to issue and sell to the investors 4,197,000 shares (the â€œSharesâ€) of Common Stock, par value $0.0001 per share of the Company at a price of $0.38 and received gross proceeds to the Company of $1.6M before expenses to the placement agent and other offering expenses of $298,000 with net proceed, after reflecting par value, have been recorded in Additional Paid in Capital of $1,296, 922. The shares issued in the offering were offered at-the-market under Nasdaq rules and pursuant to the Companyâ€™s Form 1-A (the â€œOffering Statementâ€), initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended on May 21, 2024, and qualified on May 30, 2024. Â On May 30, 2024, the Company offered warrant inducements (the â€œInducement Agreementâ€) to certain warrant holders (the â€œWarrant Holdersâ€) which references the warrants registered for sale under both the registration statements on Form S-1 (file No. 333-263715) and/or the registration statement on Form S-1 (File No. 333-275011) (collectively, the â€œRegistration Statementsâ€) for up to a total of 499,932 (pre reverse:10,998,524) warrants to purchase shares of the Companyâ€™s common stock, par value $0.0001 per share. Pursuant to the Inducement Agreement, the exercise price of the existing warrants was reduced from $14.08 (pre reverse: $0.64) per share to $7.26 (pre reverse: $0.33) per share. In addition, for each warrant that was exercised, as a result of the Inducement Agreement, the Company agreed to issue the Warrant Holders unregistered warrants with an exercise price of $9.90 (pre reverse: $0.45) per share (â€œInducement Warrantsâ€). In the aggregate, 260,799 (pre reverse:5,737,573) warrants were exercised as a result of the Inducement Agreement and accordingly, 260,799 Inducement Warrants were issued. The Company received gross proceeds of $1.9M before expenses to the placement agent and other expenses of $285,000. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $978,407 and with respect to the Inducement Warrants, a liability under ASC 815 was recorded in the amount of $693,064. Certain outstanding warrants, with an exercise price of $14.08 (pre reverse: $0.64), were reduced to $7.26 (pre reverse $0.33) based on anti-dilution terms in the respective warrant agreements. Â On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000. Â Â a. The first offering, the securities purchase agreement offering (the â€œShelf Offeringâ€) with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded of approximately $2.5 million, includes the value of the pre-funded warrants recorded in APIC, net of $362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued 164,478 (pre reverse -3,618,521 shares of common at a purchase price of $14.08 per unit, adjusted to $7.26 (reverse effected) at May 30, 2024, based on anti-dilution terms in the warrants and 36,636 (pre reverse -800,000) pre-funded warrants at $14.058 (pre reverse -0.639) per pre-funded warrants. The exercise price of the pre-funded warrants will be $0.001 per share. Â Â Â Â b. The second offering, the securities purchase agreement offering (â€œPrivate Placementâ€) with institutional investors and the Company received net proceeds from the Private Placement of approximately $2.4 million, net of $354,000 in fees relating to the placement agent and other offering expense. In connection with the Private Placement, the Company issued: (i) 117,340 (pre reverse 2,581,479) PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 397,727 (pre reverse -8,750,003) shares of our common stock, at a combined purchase price of $23.63 (pre reverse-1.074) per unit (or $23.606 (pre reverse $1.073) per pre-funded unit). The PIPE Warrants have a term of five and one-half (5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price of $14.08 adjusted to $7.26 (reverse affected) at May 30, 2024, based on anti-dilution terms in the warrants. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. (See Note 10). Â On February 3, 2023, the Company completed a securities purchase agreement (â€œOfferingâ€) with institutional investors and received net proceeds from the Offering of approximately $3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 102,206 (pre-reverse - 2,248,521) units at a purchase price of $$37.18 (pre-reverse - 1.69 per unit. Each unit consisted of one share of common stock and one non-tradable warrant (â€œOffering Warrantsâ€) exercisable for one share of common stock at a price after effect of the October reverse split, of $34.32, adjusted to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants and a term of five years. The Offering Warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering and on April 14, 2023, an Amendment to the S-1 was filed and went effective. (See Note 10) Â On April 13, 2022, the Companyâ€™s initial public offering (â€œIPOâ€) was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of 170,454 (pre reverse -3,750,000) units (â€œUnitsâ€), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant, with an initial exercise price of $ 93.50 (pre reverse -$4.25) per share, adjusted to and with the effect of reverse split October 2024, $34.32 at February 3, 2023 and to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants, and a term of five years. In addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to 51,136 (pre reverse -1,125,000) warrants on April 19, 2022. Â The Companyâ€™s common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10) Â 22 Table of Contents Â Cash Flows Â Net Cash Used in Operating Activities Â The Company used cash of $5,172,135 and $6,144,937 in operating activities for the nine months ended September 30, 2024 and 2023, respectively. The decrease in cash used of $972,802 was principally due to lower operating expenses during the nine months ended September 30, 2024. Â Net Cash Used in Investing Activities Â For the nine months ended September 30, 2024 and 2023, the Company used cash in investing activities of $1,069,659 and $431,379, respectively. In both periods cash was used to acquire or pay deposits for fixed assets, equipment and software. In 2024, the cash used for acquiring or paying deposits for fixed assets equipment and software was $69,659 as compared to $431,379 in the 2023 period. In connection with the Asset Purchase agreement the Company paid a non-refundable deposit of $1M to be held in escrow under an agreeable escrow agreement as a deposit on the purchase price. Under the terms of the Asset Purchase Agreement, the escrow deposit was released to the Seller and the Company recorded a forfeited agreement cost in Other Expenses (See Note 14 to the Unaudited Condensed Consolidated Financial Statements). Â Net Cash Provided by Financing Activities Â For the nine months ended September 30, 2024 and 2023, the Company provided cash from financing activities of $5,707,946 and $8,029,628, respectively. In the 2023 period, cash was provided from the offerings completed in February and September 2023. In the 2024 period, cash was provided from the exercise of pre-funded warrants, net proceeds from a Reg A offering and Warrant Inducements and a debt financing arrangement during September 2024 (See Note 7 and 8 to the Unaudited Condensed Consolidated Financial Statements). Â Off-Balance Sheet Arrangements Â We do not have any off-balance sheet arrangements as defined in Regulation S-K Item 303(a)(4). Â Emerging Growth Company Status Â We are an â€œemerging-growth companyâ€, as defined in the JOBS Act, and, for as long as we continue to be an emerging growth company, we may choose to take advantage of exemptions from various reporting requirements applicable to other public companies but not to emerging growth companies, including, but not limited to, not being required to have our independent registered public accounting firm audit our internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. As an emerging growth company, we can also delay adopting new or revised accounting standards until such time as those standards apply to private companies. We intend to avail ourselves of these options. Once adopted, we must continue to report on that basis until we no longer qualify as an emerging growth company. Â We will cease to be an emerging growth company upon the earliest of: (i) the end of the fiscal year following the fifth anniversary of the initial public offering; (ii) the first fiscal year after our annual gross revenue are $1.07 billion or more; (iii) the date on which we have, during the previous three-year period, issued more than $1.0 billion in non-convertible debt securities; or (iv) the end of any fiscal year in which the market value of our common stock held by non-affiliates exceeded $700 million as of the end of the second quarter of that fiscal year. We cannot predict if investors will find our common stock less attractive if we choose to rely on these exemptions. If, as a result of our decision to reduce future disclosure, investors find our common shares less attractive, there may be a less active trading market for our common shares and the price of our common shares may be more volatile. Â We are also a â€œsmaller reporting company,â€ meaning that the market value of our stock held by non-affiliates plus the aggregate amount of gross proceeds to us as a result of the IPO is less than $700 million and our annual revenue was less than $100 million during the most recently completed fiscal year. We may continue to be a smaller reporting company if either (i) the market value of our stock held by non-affiliates is less than $250 million or (ii) our annual revenue was less than $100 million during the most recently completed fiscal year and the market value of our stock held by non-affiliates is less than $700 million. If we are a smaller reporting company at the time, we cease to be an emerging growth company, we may continue to rely on exemptions from

certain disclosure requirements that are available to smaller reporting companies. Specifically, as a smaller reporting company we may choose to present only the two most recent fiscal years of audited financial statements in our Annual Report on Form 10-K and, similar to emerging growth companies, smaller reporting companies have reduced disclosure obligations regarding executive compensation. Â Â 23 Table of Contents Â BUSINESS Â Background and Overview Â Sharps Technology, Inc. is a medical device company that has designed and patented various safety syringes and is seeking to commercialize them. We were initially incorporated under the laws of the State of Wyoming on December 16, 2017. Prior to March 22, 2022, we were a Wyoming corporation and on March 22, 2022, we reincorporated as a Nevada corporation pursuant to a merger into a newly formed Nevada corporation which was approved by our board of directors and the holders of the majority of our outstanding shares of common stock Sharps was incorporated to purchase, develop, and commercialize a body of intellectual property resulting in a family of smart safety syringe products and innovative drug delivery devices. Sharps closed the acquisition of this intellectual property in the fourth quarter of 2017. The intellectual property we purchased consisted of issued patent and patent files, new designs and iterations, samples, regulatory files, manufacturing files, product testing files, and market research files relating to such safety syringe products. Â In June 2020, we entered into an asset/share purchase agreement with Safegard Medical and certain other parties and in August 2020, October 2020, and July 2021, we entered into amendments to this agreement (as amended, the â€œSafegard Agreementâ€). Under the Safegard Agreement, we received an option to purchase either the stock of Safegard or certain assets of Safegard, including a manufacturing facility in Hungary registered with the FDA and CE for the manufacture of safety syringes, for $2.5 million in cash plus additional consideration of common stock and stock options with a fair value of $200,000 and $183,135, respectively. . Under the Safegard Agreement, we were granted the right to operate this facility at our expense and continued to do so through the closing date which occurred on July 6, 2022. Â Sharpsâ€™ smart safety syringe products, which we refer to as Securgardâ„¢, Sologardâ„¢, and Sharps Provensaâ„¢, are ultra-low waste syringes that incorporate both passive and active safety and reuse prevention features, which we believe will provide us a competitive advantage over other syringes. The Sharps Securegard and Sologard lines, currently being marketed by the Company, are multi-feature safety syringes that had gained market acceptance prior to Sharpsâ€™ acquisition but not been marketed or sold for several years due to a decision by the owners to wind down the business. Safegard and Sologard are both FDA and WHO approved and Safegard currently carries the European CE Mark. The Sharps Provensa syringe is a patented passive safety syringe that gained FDA clearance for subcutaneous and intramuscular injections in June 2006. All three of these product lines are focused on innovatively addressing the most important needs of the global healthcare market in the area of disposable syringes. The Company has not yet generated any revenues from the sale of the Sharps products. Â In order to compete in the market, we must maintain inventory. Commencing in the 4th Quarter of 2022 we started building inventory. We require commercial quantities of inventory to secure orders. Delivery is expected shortly after receiving orders. Â Although we currently have production capacity for our products and thus the ability to receive and fulfill orders, we have used the proceeds from the February 2023, September 2023 fund raising and fund raising in the second and third quarter of 2024 to allow us to either increase our production capacity, build inventory or support working capital requirements This will help us to generate and fulfill orders for our current product line and advance our new innovative products in connection with recent collaboration arrangements. We have produced commercial quantities of our products and built inventory to support orders in late 2024 and in 2025. (See Business Developments) Â Products, Marketing and Sales Â We continue to be in discussions with healthcare companies and distributors for sales of our disposable syringe and prefillable syringe products. We intend to market these products to the U.S. and foreign governments. We received a Purchase Order for our first Securegard sales to a South America distributor which was shipped in June 2024. We will also look to sell our disposable syringe products to hospitals and clinician offices as opportunities present themselves. Â The Sharps Securegard product line continues to represent our initial disposable syringe platform to be commercially available to the market. The addition of the Sologard products and SafeR products from Roncadelle are recent expansions to the Companyâ€™s product portfolio. These platforms have advanced features and benefits to support the needs of the market along with a high level of readiness for manufacturing and the ability to provide large commercial quantities for customers. Â As previously disclosed, there continue to be delays in the commercialization of the Sharps Provensa product line. The productâ€™s specialized technology requires further design and assembly optimization as identified in our previous commercialization efforts. This on-going product refinement process is typical of the development of new technology for the healthcare market to ensure the products are safe and effective for use every time. At this time Sharps is not able to determine a timeline for final commercialization of the Provensa product. Â Research and Development Â Substantially all of our research and development expenses to date have been incurred in connection with our syringe products. We expect to continue to incur research and development expenses for the foreseeable future as we continue to enhance our products to meet the market requirements for our Sharps syringe product line for its various intended uses throughout the world. Â 24 Table of Contents Â Competitive Environment Â We anticipate our major domestic competitors will include Retractable Technologies, Inc., Becton Dickinson & Company, Medtronic Minimally Invasive Therapies (â€œMedtronic,â€ formerly known as Covidien), Terumo Medical Corp., Smiths Medical, and B Braun. Our competitors may have greater financial resources, larger and more established sales, marketing, and distribution organizations; and greater market influence, including long-term and/or exclusive contracts. Â We anticipate that we will compete primarily on the basis of healthcare worker and patient safety, product performance, and quality. We believe our competitive advantages will include the combination of passive safety and ultra low waste features. Â Business Developments: Â Asset Purchase Agreement â€“ Nephron Pharmaceuticals and Affiliates Â On September 29, 2022, the Company entered into an agreement (the â€œNPC Agreementâ€) with Nephron Pharmaceuticals Corporation (â€œNPCâ€) and various affiliates of NPC, including InjectEZ, LLC. The NPC Agreement was intended to support several areas of the Companyâ€™s development and growth. The Company and NPC intended to supplement the NPC Agreement by entering into a manufacturing supply agreement, a sales and distribution agreement and a pharma services program to support growth, and a future agreement to support manufacturing expansion. As noted below, the sales and distribution agreement was terminated on March 8, 2024, and replaced. The original manufacturing supply agreement, noted above, was replaced as part of the Asset Purchase Agreement, entered into on September 22, 2023 and the Pharma Services agreement continues to be in place, although no activities have occurred to date. Further, under the additional agreement with NPC and affiliates of NPC (â€œNephron Agreementâ€), the Company would provide technical advice and assistance to support manufacturing by InjectEZ, purchase certain quantities of syringes as they may order or require, and collaborate with Nephron on certain related business endeavors, but no activities have occurred to date. The Company will continue working to amend the terms of this NPC Agreement and Nephron Agreement, based on the Amended Asset Purchase Agreement below dated May 20, 2024. (See below) Â On March 8, 2024, the Company and Nephron Pharmaceuticals Corporation terminated their distribution agreement dated December 8, 2022, which was partially replaced by the Agreement with Roncadelle, as stated below, and we continue to seek other parties to distribute for the US domestic market. The Company entered into a new logistics services agreement on the warehousing side with Owens and Minor (â€œO&Mâ€) to replace Nephronâ€™s distribution services. The Company can utilize O&M to provide 3PL services for both the Company and Roncadelle products, in North and South America when needed. Â The Company and Nephron continue to maintain the Pharma Services Program (PSP), although no activities have occurred to date, which focuses on the creation of new business development and growth opportunities for both companies. These opportunities will include the development and sale of next generation drug delivery systems that will be produced by the Company and can be purchased by the healthcare industry, pharmaceutical markets, and Pharma companies such as Nephron and others. Â On May 20, 2024, the Company entered into an Amendment to the Asset Purchase Agreement dated September 22, 2023, with Nephron and Nephronâ€™s InjectEZ, LLC, (collectively, the â€œSellerâ€). The September 22, 2023 agreement superseded the manufacturing and supply agreement entered into in connection with the NPC Agreement on September 29, 2022, and the Nephron Agreement entered into on September 29, 2022. The Amended Asset Purchase Agreement includes the purchase of certain assets for $35M plus assumed liabilities of $4M, continues to provide for the Company to lease the Facility but excludes any leasehold improvements previously included. In connection with the Asset Purchase agreement, the Company paid a non-refundable deposit of $1M to be held in escrow under an agreeable escrow agreement as a deposit on the purchase price. The Asset Purchase agreement stipulated that the $1M deposit would be maintained until July 19, 2024, at which date, if the contemplated transaction was not consummated, through no fault of the Seller, the escrow would be released to the Seller by the escrow agent. The escrow deposit of $1,000,000 was released to the Seller and recorded in Other Expense as a forfeited agreement cost in the three months ended June 30, 2024. The Company and Seller continue to work towards a further amendment of the Asset Purchase Agreement. The closing of the Asset Purchase Agreement is contingent on obtaining further amendments and the necessary financing. There can be no assurance that the closing of the asset sale will occur. Â 25 Table of Contents Â Sales and Distribution Agreement â€“ Roncadelle Â On March 4, 2024 (the â€œEffectiveâ€) Company entered into a cooperative sales and distribution agreement (the â€œAgreementâ€) with Roncadelle Operations s.r.l (â€œRoncadelleâ€). In conjunction with the execution of the Agreement, Roncadelle appointed the Company as its exclusive distributor of Roncadelle products in the United States, Canada, Central and South America and their territories. The Company appointed Roncadelle as its exclusive distributor of Sharps products in Europe, Middle East, APAC, South Africa and Australia and their territories. The Company and Roncadelle agreed to bear their own separate costs and expenses, including fees and other expenses, relating to external advisors and the preparation, negotiation, execution and performance of this Agreement and any related documents. The Agreement is effective as of the Effective Date for the initial period of one (1) year (the â€œInitial Termâ€). Upon expiration of the Initial Term, the term of the Agreement shall automatically renew for additional successive one-year terms, unless either party provides written notice of non-renewal at least ninety (90) days prior to the end of the then-current term, unless any renewal term is terminated earlier pursuant to the terms of the Agreement or applicable law. The Company continues to work with Roncadelle for product introductions and execution of the Agreement for future sales. Â Supply Agreement -Stericare Solutions Â On July 24, 2024, the Company, entered into a Supply Agreement (the â€œSupply Agreementâ€) with Stericare Solutions, LLC, a Texas limited liability company, (â€œStericareâ€), pursuant to which Stericare agreed to purchase 520 million units of 10ml polypropylene (â€œPPâ€) Sologard syringes from the Company. The specific purchase price is confidential but revenues are expected in excess of $50M. Pursuant to the Supply Agreement, Stericare has agreed to purchase 520 million units of 10ml PP Sologard syringes in the following increments: 40 million units in the first year, and 120 million units every year for the remaining life of the Supply Agreement. The Supply Agreement has a five (5) year term targeted to commence November 2024 (the â€œInitial Termâ€). Upon expiration of the Initial Term, the Supply Agreement will automatically renew for additional one (1) year periods (each, a â€œRenewal Termâ€), unless a party gives the other party written notice of termination at least ninety (90) days prior to the end of the Initial Term or Renewal Term. The Agreement may be terminated by either party upon written notice to the other party if the other party breaches any material term or condition of this Agreement and fails to cure such breach within thirty (30) days after receipt of written notice thereof. The Agreement may be terminated by either party upon written notice to the other party if the other party becomes insolvent, makes an assignment for the benefit of creditors, or a petition under any bankruptcy or insolvency Law is filed by or against such party and is not dismissed within 120 days. If either party is acquired by a competitor of the other party, then either party can terminate the Agreement with six (6) months written notice. Â NASDAQ Â On July 12, 2023, The Nasdaq Stock Market LLC (â€œNasdaqâ€) notified the Company that the bid price of its common stock had closed at less than $1.00 per share over the previous 30 consecutive business days, and, as a result, the Company was no longer in compliance with Nasdaq Listing Rule 5550(a)(2) (the â€œNasdaq Ruleâ€). In accordance with Listing Rule 5810(c)(3)(A), the Company was provided 180 calendar days, or until January 8, 2024, to regain compliance with the Rule. Subsequently, on January 16, 2024, the Company was provided an additional 180 calendar day compliance period, or until July 8, 2024, to demonstrate compliance. Pursuant to Nasdaqâ€™s letter on July 9, 2024, the Company has not regained compliance with Listing Rule 5550(a)(2). Accordingly, its securities will be delisted from the Nasdaq Capital Market unless the Company requests a hearing and appeals Nasdaqâ€™s determination by July 16, 2024., the trading of the Companyâ€™s common stock and warrants will be suspended at the opening of business on July 18, 2024. The Company filed a hearing request before the deadline. In the interim, the Companyâ€™s common stock and warrants have remained listed on NASDAQ under its existing symbols, â€œSTSSâ€ and â€œSTSWâ€ while it awaits the results from the hearing on August 13, 2024. Â On July 15, 2024, the Company held a Special Meeting of its stockholders. At the Meeting, the following three (3) proposals were each approved. Â 1. The Companyâ€™s stockholders approved the amendment to the Companyâ€™s articles of incorporation to increase the authorized shares of common stock from 100,000,000 shares to 500,000,000 shares; Â Â Â 2. The Companyâ€™s stockholders approved a proposal to authorize the Companyâ€™s Board of Directors (the â€œBoardâ€), in its discretion at any time within one year after stockholder approval is obtained, to amend the Companyâ€™s Articles of Incorporation to effect a reverse stock split of shares of the Companyâ€™s common stock, at a ratio of up to 1-for-8, with the exact ratio to be determined by the Companyâ€™s Board and included in a public announcement; Â Â Â 3. The Companyâ€™s stockholders approved a proposal for the issuance of securities in one or more non-public offerings where the maximum discount at which the securities will be offered will be equivalent to a discount not to exceed 20% below the market price of our common stock in accordance with Nasdaq Marketplace Rule 5635(d). Â On October 7, 2024, the Company held a Special Meeting of its stockholders. The Companyâ€™s stockholders approved a proposal to authorize the Companyâ€™s Board in its discretion at any time within one year after stockholder approval is obtained, to amend the Companyâ€™s Articles of Incorporation to effect a reverse stock split of shares of the Companyâ€™s common stock, at a ratio with a range of 1-for-8 to 1 for 22, with the exact ratio to be determined by the Companyâ€™s Board. The Board approved the 1 for 22 reverse stock split on October 7, 2024 which went into effect on October 16, 2024. Â Nasdaq notified the Company on November 13, 2024 that the Company regained compliance on November 5, 2024 with Listing Rule 5550(a)(2), (the â€œBid Price Ruleâ€) Â 26 Table of Contents Â Government Regulations Â In the United States, the Federal Food, Drug and Cosmetic Act, or FDCA, FDA regulations and other federal and state statutes and regulations govern, among other things, medical device design and development, preclinical and clinical testing, premarket clearance or approval, registration and listing, manufacturing, labeling, storage, advertising and promotion, sales and distribution, export and import, and post-market surveillance. The FDA regulates the design, manufacturing, servicing, sale and distribution of medical devices. Failure to comply with applicable U.S. requirements may subject a company to a variety of administrative or judicial sanctions, such as FDA refusal to approve pending applications, warning letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, civil penalties and criminal prosecution. Â Unless an exemption applies, each medical device we wish to distribute commercially in the United States will require marketing authorization from the FDA prior to distribution. The two primary types of FDA marketing authorization applicable to a device are premarket notification, also called 510k clearance, and premarket approval, also called PMA approval. The type of marketing authorization is generally linked to the classification of the device. The FDA classifies medical devices into one of three classes (Class I, II or III) based on the degree of risk the FDA determines to be associated with a device and the level of regulatory control deemed necessary to ensure the deviceâ€™s safety and effectiveness. Devices requiring fewer controls because they are deemed to pose lower risk are placed in Class I or II. Class I devices are deemed to pose the least risk and are subject only to general controls applicable to all devices, such as requirements for device labeling, premarket notification and adherence to the FDAâ€™s current Good Manufacturing Practices, or cGMP, known as the Quality System Regulations, or QSR. Class II devices are intermediate risk devices that are subject to general controls and may also be subject to special controls such as performance standards, product-specific guidance documents, special labeling requirements, patient registries or post-market surveillance. Class III devices are those for which insufficient information exists to assure safety and effectiveness solely through general or special controls and include life sustaining, life-supporting or implantable devices, devices of substantial importance in preventing impairment of human health, or which present a potential, unreasonable risk of illness or injury. Our Sharps Provensa has been cleared by the FDA under the 510k premarket notification process (Class II). Â Outside of the United States, our ability to market our products will be contingent also upon our receiving marketing authorizations from the appropriate foreign regulatory authorities, whether or not FDA approval or clearance has been obtained. The foreign regulatory approval process in most industrialized countries generally encompasses risks similar to those we will encounter in the FDA approval or clearance process. The requirements governing conduct of clinical trials and marketing authorizations, and the time required to obtain requisite approvals, may vary widely from country to country and differ from those required for FDA approval or clearance. Â The sale of medical products is subject to laws and regulations pertaining to health care fraud and abuse, including state and federal anti-kickback, anti-self-referral, and false claims laws in the United States. Â 27 Table of Contents Â Intellectual Property Â Intellectual property rights, particularly patent rights, are material to our business. We own four patents used in the Sharps Provensa, which expire between 2035 and 2040. Our issued patents include a design patent (USD743,025) for the ornamental design for a safety syringe which will reach full term and expire on November 10, 2029, a patent (US 10,980,950) for an ultra low-waste needle and syringe system that automatically and passively renders a needle safe during the injection process, a patent (US 11,154,663) for a pre-filled safety needle and syringe system, and a patent (US 11,497,860) for a Ultra-Low Waste Disposable Safety Syringe for Low Dose Injections. Â We have two additional pending patent applications in the United States and four PCT (Patent

Cooperation Treaty) patent applications. The patent applications, which we own, have an anticipated expiration date of 2039/2040. The pending patent applications are for (i) an ultra-low waste disposable syringe with self-adjusting integrating safety features, and (ii) a needle and syringe system with automatic safety shield that renders a needle safe. Our pending patent applications are for utility patents. With respect to the last of these patent applications, we have, in addition to our United States patent application, also filed PCT patent applications. The PCT applications have entered National Phase. Some of the issued US patents have issued in other countries, some are still pending. Â We have certain trademarks for Sharps Provensa, Sharps Provensa Ultra-Low Waste and filed applications to register other trademarks for use in our Sharps Provensa product line. Â Employees Â We have fifty-six full-time employees, two of which are our Chief Executive Officer and Chief Financial Officer, and retain the services of additional personnel, as needed, on an independent contractor basis to support R&D, Finance, Marketing and Regulatory areas. We do not have any part-time employees. Of the fifty-six employees, fifty work at our facilities in Hungary. We expect to add additional employees as we increase production capacity. Â Facilities Â We lease office space, on a month-to-month basis, at 105 Maxess Road, Melville, New York 11747. Our monthly rent is $200. Â We operate a manufacturing facility in Hungary acquired in July 2022, which we previously used for development and testing of our products and we currently use primarily for the manufacture of our safety syringe products. We are prepared to move our owned molds, machinery and equipment to an alternative manufacturing location if necessary. See â€œBackground and Overview.â€ Â 28 Table of Contents Â Litigation Â `From time to time, we may become involved in legal proceedings arising in the ordinary course of our business. Regardless of outcome, litigation can have an adverse impact on us due to defense and settlement costs, diversion of management resources, negative publicity, reputational harm and other factors. Â On July 10, 2024, Barry Berler (â€œBerlerâ€), a co-founder and former Chief Technology Officer of the Company, commenced a lawsuit in the United States District Court for the Eastern District of New York, Barry Berler v. Sharps Technology, Inc. and Alan Blackman, Case No. 2:24-cv-04787. In this case, Berler asserts claims for damages of an aggregate of $456,000 for alleged (1) failure to make full payment of certain monthly payments under his consulting agreement with the Company (the â€œConsulting Agreementâ€) in the amount of $52,500, (2) failure to pay a bonus with a target of $216,000 under the Consulting Agreement, (3) $187,500, representing 50% of the severance payment paid by the Company to Mr. Blackman, the Companyâ€™s co-founder and former Chief Operating Officer and Co-Chairman, and a declaration and injunctive relief establishing that Berler is the rightful owner of 50% of the Companyâ€™s Series A Preferred Stock (which preferred stock is no longer outstanding). The Company has accrued for the claim for unpaid monthly consulting fees. The Company believes that Berlerâ€™s claims are without merit, intends to defend itself vigorously and has requested dismissal of these claims. In addition, on September 17, 2024, the Company filed an answer and counterclaims with respect thereto, including for recoupment of certain compensation the Company has previously paid to Berler. Â On June l7, 2024, Berler filed a demand for arbitration and statement of claim under the commercial arbitration rules of the American Arbitration Association (â€œAAAâ€) asserting claims for payment of $500,000 plus interest, under the Companyâ€™s royalty agreement with Berler, as amended, rescission thereof and reversion to Berler of the intellectual property rights subject thereto. The Company believes that Berlerâ€™s claims are without merit and intends to defend itself vigorously in connection with these claims. Â On April 3, 2024, Plastomold Industries Ltd. (â€œPlastomoldâ€) commenced a lawsuit against the Company in the United States District Court for the Eastern District of New York, Plastomold Industries Ltd v. Sharps Technology, Inc., Case No. 2:24-CV-02580, asserting claims for damages in the amount of $1.762 million for alleged (1) failure to pay invoices, of which approximately $1 million would relate to a maintenance agreement for units allegedly manufactured and sold using machinery that was defective and has never successfully produced any saleable products, (2) breach of the implied covenant of good faith and fair dealing, (3) unjust enrichment, and (4) conversion. Plastomold asserts it provided certain products and services to the Company for which its invoices were not fully paid. The Company believes that Plastomoldâ€™s claims are without merit and intends to defend itself vigorously. On June 3, 2024, the Company filed an answer and affirmative defenses and counterclaim, which counterclaim is for damages that the Company believes would exceed the claims asserted by Plastomold, based on the insufficiency of Plastomoldâ€™s services and the results thereof, including the failure to provide machinery capable of reliably manufacturing the designated products in compliance with design specifications and functionality requirements, and with respect to which test results failed. Â MANAGEMENT Â The following table provides information regarding our executive officers and directors as of the date of this prospectus: Â Name Â Age Â Position(s) Executive Officers: Â Â Â Â Robert M. Hayes Â 57 Â Chief Executive Officer and Director Andrew R. Crescenzo Â 68 Â Chief Financial Officer Non-Executive Directors: Â Â Â Â Soren Bo Christiansen, MD Â 68 Â Chairman Paul K. Danner Â 66 Â Director Timothy J. Ruemler Â 65 Â Director Brenda Baird Simpson Â Â 65 Â Director Jason Monroe Â 37 Â Director Â Executive Officers Â Robert M. Hayes Â Robert M. Hayes has been the Chief Executive Officer and director for Sharps Technology since September 2021. Before joining the Company, he served as Senior Director of Product Management and Innovation and other roles with Gerresheimer Pharmaceutical Glass from 2010 to 2021 where he led commercial sales and strategic partnerships with top global healthcare companies. He has over 25 yearsâ€™ experience in the healthcare, medical device, and pharmaceutical manufacturing industry. Mr. Hayes received his Bachelor of Business Administration from University of Toledo. Mr. Hayesâ€™ healthcare industry and product management experience qualify him to serve on our board of directors. Â 29 Table of Contents Â Â Andrew R. Crescenzo Â Andrew R. Crescenzo, CPA has been Chief Financial Officer for Sharps Technology since May 2019 under a consulting agreement with CFO Consulting Partners LLP through September 30, 2022 and as an employee since October 1, 2022. Before joining the Company, Mr. Crescenzo served in various finance roles from 2006 to 2019 in biotech, manufacturing and distribution, including, CFO of United Metro Energy from 2014 to 2016; Senior VP of Finance of Enzo Biochem (NYSE:ENZ) from 2006 to 2014. Prior to 2006, he was an Executive Director from 2002 to 2006 and a Senior Manager from 1997 to 2002 at Grant Thornton LLP. Mr. Crescenzo is a Certified Public Accountant and received his Bachelor of Business Administration from Adelphi University. Â Non-Executive Directors Â Dr. Soren Bo Christiansen Â Soren Bo Christiansen, Chairman of the Board for Sharps Technology, joined the team in April 2018 as a Board member, became Chairman of the Board in December 2018 (and has been co-Chairman since 2021) , and was CEO from April 2019 until he stepped down in September 2021. Dr. Christiansen worked for Merck & Co. Inc. for 30 years in Denmark, USA and Switzerland. He was Sr. VP Merck Vaccines (head of the Global Commercial division), President Eastern Europe, Middle East & Africa and during the last four years of his career, he was President for Europe, Middle East, Africa and Canada. He holds a medical degree from University of Copenhagen Denmark. Dr. Christiansenâ€™s medical and pharmaceutical knowledge and experience qualifies him to serve on our board of directors. Â Paul K. Danner Â Paul K. Danner, a member of the Board of Directors and Chairperson of the Audit Committee, joined Sharps Technology in September 2021. Since 2013, Mr. Danner has been chief financial and administrative officer of PAY2DAY Solutions, Inc. dba Authvia, a FinTech software developer that provides merchants and consumers with a cloud-based CPaaS (Communications Platform as a Service) platform capable of providing end-to-end payment flows, billing, consumer management, payment analytics, and consumer insights. From 2016 to 2018, Mr. Danner was chief executive officer of Alliance MMA, Inc., which was a mixed martial arts organization offering promotional opportunities for aspiring mixed martial arts fighters. As a senior business leader, Mr. Danner has served three Nasdaq-listed companies as the senior corporate executive. Additionally, he has acquired extensive Board of Director expertise through six separate appointments totaling more than twenty-five years with three Nasdaq and OTCQB listed companies including Chairman, Corporate Secretary and Audit Committee assignments, as well as two development-stage ventures and one not-for-profit enterprise. Mr. Danner served as a Naval Aviator flying the F-14 Tomcat, and subsequently as an Aerospace Engineering Duty Officer supporting the Naval Air Systems Command, for 8 years on active duty plus 22 years with the reserve component of the United States Navy. He retired from the Navy in 2009 with the rank of Captain. Mr. Danner earned a BS degree in Business Finance from Colorado State University, and he holds an MBA from the Strome College of Business at Old Dominion University. Mr. Dannerâ€™s executive and marketing experience qualify him to serve on our board of directors. Â 30 Table of Contents Â Timothy J. Ruemler Â Timothy J. Ruemler, a member of the Board of Directors and Chairperson of the Nominating Committee, joined Sharps Technology in September 2021. He was division President SW Florida for Centex Homes from 1993 to 2007, where he was responsible for all aspects of the Real Estate divisionâ€™s activities. Mr. Ruemler has been retired since 2007. While at Centex Homes, Mr. Ruemler also held the positions of Sales Manager, Construction Manager, Controller, and Assistant Controller for the Naples, Raleigh and Tampa divisions from 1986 until 1993. Prior to his career at Centex Homes, he held auditor positions. He holds a BS in Accounting from Indiana State University. Mr. Ruemlerâ€™s business operational experience qualify him to serve on our board of directors. Â Brenda Baird Simpson Â Brenda Baird Simpson has served on our board of directors in April 2022. Ms. Simpson has been senior vice president & chief nursing officer at Centura Health in Centennial, CO since 2021. She was system vice president & chief nursing executive at Northeast Georgia Health System from 2016 to 2021, and system senior vice president & chief nursing officer at CHI St. Vincent Health System in Little Rock, AR, from 2007 to 2016. Ms. Simpson received a DNP from the University of South Alabama, an MSN from the University of Tennessee, Knoxville, a BSN from Tennessee State University, Nashville, and an AND from the University of Tennessee, Martin. Ms. Simpsonâ€™s medical experience qualifies her to serve on our board of directors. Â Jason L. Monroe Â Jason L. Monroe has served on our board of directors in April 2022 and serves as Chairperson of the Compensation Committee Mr. Monroe has been sales manager at CVS Health since 2016, and was a pharmacy manager at CVS Health from 2014 to 2015. He was Adjunct Professor for Pharmacy Technician program at Houston Community College from 2017 to 2019. Mr. Monroe received a PharmD from the Texas Southern University College of Pharmacy & Health Science and a BS from Prairie View A&M University. Mr. Monroeâ€™s healthcare experience qualifies him to serve on our board of directors. Â Board Composition Â Our board currently consists of five directors, Robert M. Hayes, Soren Bo Christiansen, Paul K. Danner, and Timothy J. Ruemler. Mr. Ruemler and Mr. Danner, Ms. .Simpson and Mr. Monroe are â€œindependent directorsâ€ within the meaning of the Listing Rules of the Nasdaq Stock Market. Â Family Relationships Â No family relationships exist between any of our officers or directors. Â Director Independence Â The Board evaluates the independence of each nominee for election as a director of our Company in accordance with the Nasdaq Listing Rules. A majority of our Board Are â€œindependent directorsâ€ within the meaning of the Nasdaq Listing Rules, and all directors who sit on our Audit Committee, Nominating and Corporate Governance Committee and Compensation Committee must also be independent directors. Â Board of Directors Term of Office Â Directors are elected at our annual meeting of shareholders and serve for one year until the next annual meeting of shareholders or until their successors are elected and qualified. Â Committees of our Board of Directors Â We have established an Audit Committee, a Compensation Committee or a Nominating Committee, or any committees performing similar functions. We have an audit committee that consists of Paul Danner, Jason Monroe and Brenda Simpson, a compensation committee consists of Timothy Ruemler, Paul Danner, and Jason Monroe, and a nominating committee that consists of Timothy Ruemler, Jason Monroe, and Paul Danner. Â Code of Business Conduct and Ethics Â We have a Code of Business Conduct and Ethics (the â€œCodeâ€) which applies to all of our directors, officers and employees. The full text of our Code will be posted on our website under the Investor Relations section. We intend to disclose future amendments to, or waivers of, our Code, as and to the extent required by SEC regulations, at the same location on our website identified above or in public filings. Information contained on our website is not incorporated by reference into this prospectus, and you should not consider information contained on our website to be part of this prospectus or in deciding whether to purchase our shares of common stock. Â 31 Table of Contents Â Involvement in Certain Legal Proceedings Â Our directors and executive officers have not been involved in any of the following events during the past ten years: Â 1.any bankruptcy petition filed by or against such person or any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; Â 2.any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); Â 3.being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting his involvement in any type of business, securities or banking activities or to be associated with any person practicing in banking or securities activities; Â 4.being found by a court of competent jurisdiction in a civil action, the SEC or the Commodity Futures Trading Commission to have violated a Federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated; Â 5.being subject of, or a party to, any Federal or state judicial or administrative order, judgment decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of any Federal or state securities or commodities law or regulation, any law or regulation respecting financial institutions or insurance companies, or any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or Â 6.being subject of or party to any sanction or order, not subsequently reversed, suspended, or vacated, of any self-regulatory organization, any registered entity or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member. Â EXECUTIVE COMPENSATION Â The amounts below represent the compensation awarded to or earned by or paid to our named executive officers who served as our chief executive officer or had total compensation of at least $100,000 for the years ended December 31, 2024 and 2023. Â The table and discussion below present compensation information for the following executive officers, who constitute our Named Executive Officers (as defined in Item 402(m)(2) of Regulation S-K promulgated under the Securities Act: Â Â â— Robert M. Hayes, Chief Executive Officer; Â â— Alan R. Blackman, Former Chief Operating Officer and Co-Chairman of the Board terminated effective May 1, 2023; and Â â— Andrew R. Crescenzo, Chief Financial Officer Â Name and Principal PositionÂ YearÂ Â Salary ($)Â Â Bonus ($)Â Â Stock Awards(1) ($)Â Â Option Awards(2) ($)Â Â All Other Compensation ($)Â Â Total ($)Â Robert M. Hayes(1)Â Â 2024Â Â Â 600,000Â Â Â Â Â Â Â Â Â Â Â 23,790Â Â Â 890Â Â Â 624,680Â Â Â Â 2023Â Â Â 416,666Â Â Â 100,000Â Â Â -Â Â Â 272,307Â Â Â -Â Â Â 788,973Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Alan R. BlackmanÂ Â 2023Â Â Â 106,670Â Â Â -Â Â Â -Â Â Â 81,278Â Â Â -Â Â Â 187,948Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Andrew R. Crescenzo(3)Â Â 2024Â Â Â 225,000Â Â Â Â Â Â Â Â Â Â Â 15,860Â Â Â 11,040Â Â Â 251,900Â Â Â Â 2023Â Â Â 225,000Â Â Â -Â Â Â -Â Â Â 20,629Â Â Â 11,232Â Â Â 258,861Â Â (1) Mr. Hayes was appointed our chief executive officer on September 15, 2021 Other payments reflect life insurance reimbursed. (2) Reflects 2022 compensation as employee from October 1, 2022 to December 31, 2022 and consulting fees paid by CFO Consulting Partners LLC from January 1, 2022 to September 30, 2022. Other payments in 2023 and 2024 reflect reimbursement for medical insurance. (3) See Note 11 to the audited consolidated financial statements for assumptions used in valuation. Â 32 Table of Contents Â Executive Employment Agreements Â On November 10, 2023, the Company executed an Employment Agreement with Robert Hayes, its Chief Executive Officer amending the employment letter dated September 6, 2021. The agreement term automatically renews for successive one-year terms as of the commencement date unless prior written notice by either party within ninety days prior to end of the current term. The agreement provides for termination of employment and severance benefits under stated conditions and restrictive covenants. The agreement provides for annual compensation retroactive to June 1, 2023 of $600,000 from $400,000 and a stated increase with the successful acquisition of InjectEZ and other terms of the acquisition agreement (Â Â). The agreement provides for bonus compensation for: (i) closing the Nephron acquisition agreement, (ii) long-term incentives for achieving revenue targets and market caps for the Companyâ€™s stock and (iii) other Company achievements. In addition, the agreement provides for benefits and paid time off. Â We are party to an employment agreement, dated September 9, 2021, with Andrew R. Crescenzo, our chief financial officer. Under the agreement, we pay Mr. Crescenzo an annual salary of $225,000 and was awarded, a one-time $18,750 incentive payment upon the commencement of the Agreement. In 2021, Mr. Crescenzo, while serving as the Companyâ€™s CFO through a consulting arrangement with CFO Consulting Partners. The agreement can be terminated by either party for any reason upon 90 daysâ€™ written notice. Â Outstanding Equity Awards at Fiscal Year-End Â The following table discloses information regarding outstanding equity awards granted or accrued as of December 31, 2024, for our named executive officers. Â Â Â Option AwardsÂ Â Stock AwardsÂ NameÂ Number of Securities Underlying Unexercised Options (#) VestedÂ Â Number of Securities Underlying Unexercised Options (#) UnvestedÂ Â Option Exercise Price ($)Â Â Option Expiration DateÂ Â Number of Shares or Units of Stock (#) that VestedÂ Â Market value of Shares or Units of Stock (#) that have not VestedÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Robert M. HayesÂ Â 7,006Â Â Â 7,812Â Â Â 30.14Â Â Â 1/25/2028Â Â Â -Â Â Â -Â Â Â Â 2,266Â Â Â 775Â Â Â 26.62Â Â Â 5/2/2027Â Â Â -Â Â Â -Â Â Â Â 4,329Â Â Â 651Â Â Â 154.00Â Â Â 9/9/2026Â Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Andrew R. CrescenzoÂ Â 545Â Â Â 592Â Â Â 30.14Â Â Â 1/25/2028Â Â Â -Â Â Â -Â Â Â Â 549Â Â Â 133Â Â Â 26.62Â Â Â 5/2/2027Â Â Â -Â Â Â -Â Â Â Â 325Â Â Â -Â Â Â 154.00Â Â Â 9/30/2026Â Â Â -Â Â Â -Â Â Â Â 640Â Â Â -Â Â Â 154.00Â Â Â 9/30/2026Â Â Â -Â Â Â -Â Â Â Â 686Â Â Â -Â Â Â 96.36Â Â Â 10/1/2025Â Â Â -Â Â Â -Â Â Equity Incentive Plan Â On November 4, 2024 the Companyâ€™s Board of Directors initially adopted the 2024 Equity Incentive Plan (the â€œ2024 Planâ€), to provide for the issuance of up to 265,000 options and/or shares of restricted stock be available for issuance to officers, directors, employees and consultants. The 2024 Plan was approved by shareholders at the annual meeting on December 19, 2024. Â On January 24, 2023, the Companyâ€™s Board of Directors initially adopted the 2023 Equity Incentive Plan (the â€œ2023 Planâ€), to provide for the issuance of up to 63,636 (pre reverse -1,400,000) options and/or shares of restricted stock be available for issuance to officers, directors, employees and consultants. The 2023 Plan was subsequently updated to provide for the issuance of up to 159,090 (pre reverse -3,500,000) options and/or shares of restricted stock. The 2023 Plan was approved by shareholders at the annual meeting. Â On March 28, 2022, the Company adopted the Sharps Technology, Inc. 2022 Equity Incentive

Plan (the â€œ2022 Planâ€), pursuant to which up to an aggregate of 35,409 (pre reverse -779,000) shares of common stock are available for issuance. Awards under the 2022 Plan may include options (including incentive stock options and non-qualified stock options), stock appreciation rights, restricted stock, restricted stock units, performance share awards, or other equity-based awards, each as defined under the 2022 Plan. Â During the year ended December 31, 2023, the Company granted five-year options (the â€œOptionsâ€) to purchase a total of: Â Â a) 344,318 (pre reverse â€”975,000) shares of the Companyâ€™s common stock, par value $0.0001 per share (the â€œCommon Stockâ€) to its directors, executive officers, employees and consultants pursuant to the Companyâ€™s. 2022 and 2023 Equity Incentive Plans. The Options are exercisable at $30.17 (pre reverse -$1.37) per share which was the closing price on January 25, 2023. Â b) 4,090 (pre reverse â€”90,000) shares of the Companyâ€™s Common Stock in connection with an employment or consulting agreements at the exercise price, representing the closing price on the grant date ranging from $18.04 to $28.60 (pre reverse - $0.82 to $1.30). Â During the nine months ended September 30, 2024, the Company granted five-year options (the â€œOptionsâ€) to purchase a total of 63,409 shares of the Companyâ€™s common stock, par value $0.0001 per share (the â€œCommon Stockâ€) to its directors, executive officers, employees and consultants pursuant to the Companyâ€™s 2023 Equity Incentive Plan. The Options are exercisable at an average price of $6.27 per share which was based on the closing price on the respective grant dates. Â 33 Table of Contents Â Compensation of Directors Â The following table sets forth compensation earned by our directors during the year ended December 31, 2024 (excluding compensation under the Summary Compensation table above). Â Â Â Fees Earned or Paid in CashÂ Â Stock AwardsÂ Â Option AwardsÂ Â All Other CompensationÂ Â TotalÂ NameÂ ($)Â Â ($)Â Â ($)Â Â ($)Â Â ($)Â Timothy J. Ruemler (1)Â Â 30,000Â Â Â -Â Â Â 11,393Â Â Â -Â Â Â 41,393Â Paul K. Danner (1,4)Â Â 132,000Â Â Â -Â Â Â 37,975Â Â Â -Â Â Â 169,975Â Dr Soren Bo. Christiansen (2)Â Â 48,000Â Â Â -Â Â Â 15,190Â Â Â -Â Â Â 63,190Â Brenda Baird Simpson (3)Â Â 24,000Â Â Â -Â Â Â 11,393Â Â Â -Â Â Â 35,393Â Jason L. Monroe (3)Â Â 30,000Â Â Â -Â Â Â 11,393Â Â Â -Â Â Â 41,393Â Â (1) Appointed as Directors in September 2021 (2) Served as CEO and Chairman of the Board through September 15, 2021. Effective September 16, 2021, served as Co-Chairman of the Board through May1, 2024 and then appointed Chairman (3) Appointed as Directors in April 2022 (4) Executive director services performed Â MARKET PRICE OF AND DIVIDENDS ON THE COMPANYâ€™S COMMON STOCK AND RELATED STOCKHOLDER MATTERS Â Market Information Â Our common stock trades on the Nasdaq Capital Market under the symbol â€œSTSS.â€ Â Holders Â As of December 31, 2024, there were approximately 106 holders of record of our common stock. Because many of our shares of common stock are held by brokers and other institutions on behalf of stockholders, this number is not indicative of the total number of stockholders represented by these stockholders of record. Â Dividends Â We have not paid any and have no present intention of paying any dividends on our capital stock. Our current policy is to retain earnings, if any, for use in our operations and in the development of our business. As a result, we anticipate that only appreciation of the price of our common stock, if any, will provide a return to investors for at least the foreseeable future. Â SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT Â The following table sets forth certain information, as of December 31, 2024, with respect to the beneficial ownership of the outstanding common stock by (i) any holder of more than ten (10%) percent; (ii) each of our executive officers and directors; and (iii) our directors and executive officers as a group. Â The table lists applicable percentage ownership based on 2,046,225 shares of common stock outstanding as of December 31, 2024. In addition, under the rules beneficial ownership include shares of our common stock issuable pursuant to the exercise of stock options and warrants that are either immediately exercisable or exercisable within 60 days of December 31, 2024. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Â In addition, under the rules beneficial ownership include shares of our common stock issuable pursuant to the exercise of stock options and warrants that are either immediately exercisable or exercisable within 60 days of December 31, 2024. These shares are deemed to be outstanding and beneficially owned by the person holding those options or warrants for the purpose of computing the percentage ownership of that person, but they are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Â 34 Table of Contents Â We have determined beneficial ownership in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power or investment power with respect to those securities. Unless otherwise indicated, the persons or entities identified in this table have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to applicable community property laws. Except as otherwise noted below, the address for persons listed in the table is c/o Sharps Technology, Inc, 105 Maxess Road, Ste. 124, Melville, New York 11747. Â Â Â Â Â Â Â Â Percentage ofÂ Â Number of sharesÂ Â Â Â common stockÂ Name and address of beneficial ownerÂ of common stockÂ Â beneficially ownedÂ Â beneficially ownedÂ Directors and Executive Officers:Â Â Â Â Â Â Â Â Â Â Â Â Robert M. Hayes (1)Â Â Â Â Â 33,133Â Â Â 1.60% Andrew R. Crescenzo (2)Â Â Â Â Â 6,478Â Â Â *Â Dr. Soren Bo Christiansen (3)Â Â Â Â Â 26,558Â Â Â 1.29% Paul K. Danner (4)Â Â Â Â Â 17,208Â Â Â *Â Timothy J. Ruemler (5)Â Â Â Â Â 64,005Â Â Â 3.10% Brenda Baird Simpson (6)Â Â Â Â Â 7,955Â Â Â *Â Jason Monroe (7)Â Â Â Â Â 8,084Â Â Â *Â All Directors and Officers as a GroupÂ Â Â Â Â 163,420Â Â Â 7.62% Â Â * Less than 1%. Â Â (1) Represents 23,774 shares underlying options. Â Â (2) Includes 5,773 shares underlying options. Â Â (3) Includes 19,416 shares underlying options. Â Â (4) Includes 17,208 shares underlying options. Â Â (5) Includes 15,747 shares underlying options. Â Â (6) Includes 7,955 shares underlying options. Â Â (7) Includes 7,955 shares underlying options. Â A copy of the 2024 Plan was filed as Exhibit 10.36. Â 35 Table of Contents Â DESCRIPTION OF SECURITIES Â General Â Our authorized capital stock consists of 500,000,000 shares of common stock, par value of $0.0001 per share, and 1,000,000 shares of preferred stock, par value $0.0001 per share. Â Upon completion of this offering, 10,913,220 shares of common stock will be issued and outstanding, which assumes no exercise of: Â â—392,045 shares underlying warrants offered per theÂ IPO declared effective by the SEC on April 13, 2022; 19,218 shares underlying warrants issued to other parties after the IPO; Â â—28,636 warrants issued to an advisor; Â â—260,799 warrants issued in May 2024. Â Common Stock Â Holders of our common stock are entitled to one vote for each share on all matters submitted to a stockholder vote. Holders of common stock do not have cumulative voting rights. Therefore, holders of a majority of the voting power of our stockholders for the election of directors can elect all of the directors. Holders of the majority of the voting power of the Companyâ€™s stockholders, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of stockholders. A vote by the holders of a majority of the voting power of the Companyâ€™s stockholders is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to the Companyâ€™s articles of incorporation. Â Holders of our common stock are entitled to share in all dividends that the board of directors, in its discretion, declares from legally available funds. In the event of a liquidation, dissolution or winding up, each outstanding share entitles its holder to participate pro rata in all assets that remain after payment of liabilities and after providing for each class of stock, if any, having preference over the common stock. The Companyâ€™s common stock has no pre-emptive rights, no conversion rights and there are no withdrawal provisions applicable to the Companyâ€™s common stock. Â IPO Warrants Â The following summary of certain terms and provisions of the warrants included in the initial public offering (â€œIPO Warrantsâ€) hereby is not complete and is subject to, and qualified in its entirety by the provisions of the form of Warrant, which is filed as an exhibit to the registration statement of which this prospectus is a part. Prospective investors should carefully review the terms and provisions set forth in the form of Warrant. Â Exercisability. The IPO Warrants are exercisable at any time after their original issuance and at any time up to the date that is five years after their original issuance. The IPO Warrants are be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice and, at any time a registration statement registering the issuance of the shares of common stock underlying the IPO Warrants under the Securities Act is effective and available for the issuance of such shares, or an exemption from registration under the Securities Act is available for the issuance of such shares, by payment in full in immediately available funds for the number of shares of common stock purchased upon such exercise. If a registration statement registering the issuance of the shares of common stock underlying the IPO Warrants under the Securities Act is not effective or available and an exemption from registration under the Securities Act is not available for the issuance of such shares, the holder may elect to exercise the IPO Warrants through a cashless exercise, in which case the holder would receive upon such exercise the net number of shares of common stock determined according to the formula set forth in the warrant. No fractional shares of common stock will be issued in connection with the exercise of the IPO Warrants. In lieu of fractional shares, we will pay the holder an amount in cash equal to the fractional amount multiplied by the exercise price. Â 36 Table of Contents Â Exercise Limitation. A holder will not have the right to exercise any portion of the IPO Warrants if the holder (together with its affiliates) would beneficially own in excess of 4.99% of the number of shares of our common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99%, provided that any increase in such percentage shall not be effective until 61 days following notice from the holder to us. Â Exercise Price. The exercise price per whole share of common stock purchasable upon exercise of the IPO Warrants is $93.50 and adjusted to $14.08 with September 2023 offering and further adjusted to $7.26 (exercise prices reverse effected) with the warrant inducement offering. The exercise price is subject to appropriate adjustment in the event of certain stock dividends and distributions, stock splits, stock combinations, reclassifications or similar events affecting our common stock and also upon any distributions of assets, including cash, stock or other property to our stockholders. The exercise price is also subject to adjustment in the event of subsequent sales of our common stock (or securities exercisable for convertible into common stock) at a purchase price (or conversion or exercise price, as applicable) less than the then-effective exercise price. In the event of such a subsequent sale, the exercise price will be reduced to such lower price, subject to certain exceptions and subject to a minimum exercise price set forth in the IPO Warrants. Â Forced Exercise and Redemption. The IPO Warrants will be subject to forced exercise commencing six months from issuance subject to the condition that the volume weighted average price of the Companyâ€™s common stock exceeds 200% of the initial exercise price ($93.50) for twenty consecutive trading days and subject to certain other conditions set forth in the Warrants. In the event that a holder fails to exercise the IPO Warrants within 30 days of notice of a forced exercise in accordance with the terms of the IPO Warrants, the Company may redeem the IPO Warrants at a redemption price of $0.01 per Warrant. Â Transferability. Subject to applicable laws, the IPO Warrants may be offered for sale, sold, transferred or assigned without our consent. Â Exchange Listing. The IPO Warrants are currently listed on the Nasdaq Capital Market under the symbol â€œSTSSWâ€. Â Warrant Agent. The IPO Warrants will be issued in registered form under a warrant agency agreement between VStock Transfer LLC, as warrant agent, and us. The IPO Warrants shall initially be represented only by one or more global warrants deposited with the warrant agent, as custodian on behalf of The Depository Trust Company (DTC) and registered in the name of Cede & Co., a nominee of DTC, or as otherwise directed by DTC. Â Fundamental Transactions. In the event of a fundamental transaction, as described in the IPO Warrants and generally including any reorganization, recapitalization or reclassification of our common stock, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the acquisition of more than 50% of our outstanding common stock, or any person or group becoming the beneficial owner of 50% of the voting power represented by our outstanding common stock, the holders of the warrants will be entitled to receive upon exercise of the warrants the kind and amount of securities, cash or other property that the holders would have received had they exercised the warrants immediately prior to such fundamental transaction. Â Rights as a Stockholder. Except as otherwise provided in the warrants or by virtue of such holderâ€™s ownership of shares of our common stock, the holder of IPO Warrants does not have the rights or privileges of a holder of our common stock, including any voting rights, until the holder exercises the IPO Warrants. Â Governing Law. The IPO Warrants and the warrant agency agreement are governed by New York law. Â 37 Table of Contents Â Blank Check Preferred Stock Â Our articles of incorporation authorize the issuance of up to 1,000,000 shares of preferred stock, par value $0.0001 per share, in one or more series, subject to any limitations prescribed by law, without further vote or action by the stockholders. Each such series of preferred stock shall have such number of shares, designations, preferences, voting powers, qualifications, and special or relative rights or privileges as shall be determined by our board of directors, which may include, among others, dividend rights, voting rights, liquidation preferences, conversion rights and preemptive rights. Â Warrants and Pre-Funded Warrants Offered in this Offering Â The following summary of certain terms and provisions of the Warrants and Pre-Funded Warrants offered hereby is not complete and is subject to, and qualified in its entirety by the provisions of the forms of Warrant and Pre-Funded Warrant, which are filed as exhibits to the registration statement of which this prospectus is a part. Prospective investors should carefully review the terms and provisions set forth in the forms of Warrant and Pre-Funded Warrant. Â Exercisability. The Pre-Funded Warrants are exercisable at any time after their original issuance until they are exercised in full. The Series A Warrants will be exercisable from issuance until five (5) years after the Warrant Stockholder Approval Date., and the Series B Warrants will be exercisable from issuance until two and one half (2.5) years after the Warrant Stockholder Approval Date. Each of the Warrants and the Pre-Funded Warrants will be exercisable, at the option of each holder, in whole or in part by delivering to us a duly executed exercise notice accompanied by payment in full in immediately available funds for the number of shares of common stock subscribed for upon such exercise (except in the case of a cashless exercise as discussed below). Â Cashless Exercise and Alternative Cashless Exercise Â If a registration statement registering the issuance of the shares of common stock underlying the Warrants or Pre-Funded Warrants under the Securities Act is not effective or available, the holder may, in its sole discretion, elect to exercise the Warrants or Pre-Funded Warrants through a cashless exercise, in which case the holder would receive upon such exercise the net number of shares of common stock determined according to the formula set forth in the Warrants or Pre-Funded Warrants, as applicable. Â No fractional shares of common stock will be issued in connection with the exercise of a Warrant or Pre-Funded Warrant. In lieu of fractional shares, we will pay the holder an amount in cash equal to the fractional amount multiplied by the exercise price. Â Under the alternate cashless exercise option, the holder of the Series B Warrant has the right to receive an aggregate number of shares equal to the product of (x) the aggregate number of shares of common stock that would be issuable upon a cashless exercise of the Series B Warrant and (y) three (3.0). Â Exercise Limitation. A holder will not have the right to exercise any portion of the Pre-Funded Warrants or Warrants if the holder (together with its affiliates) would beneficially own in excess of 4.99% (or, upon election by a holder prior to the issuance of any warrants, 9.99%) of the number of shares of common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of the Warrants and Pre-Funded Warrants. However, any holder may increase or decrease such percentage to any other percentage not in excess of 9.99%, upon at least 61 daysâ€™ prior notice from the holder to us with respect to any increase in such percentage. Â Exercise Price. The exercise price of each Pre-Funded Warrant included in each Pre-Funded Unit is $0.0001 per share. Â The Series A Warrants will be exercisable from issuance, have an exercise price of $2.787 per share of common stock (equal to 125% of the public offering price per Unit, subject to certain anti-dilution and share combination event protections, as further set forth below) and will expire five (5) years from the date of Warrant Stockholder Approval. Â The Series B Warrants will be exercisable from issuance, will have an exercise price of $2.787 per share of common stock (equal to 125% of the public offering price per Unit, subject to certain share combination event protections, as further set forth below) and will expire two and one-half (2.5) years from the date of Warrant Stockholder Approval. Â Beginning on the 11th trading day after the Warrant Stockholder Approval Date (the â€œReset Dateâ€), the exercise price of the Warrants will reset to a price equal to the greater of (i) the Floor Price, as defined in the Warrants, in effect on the Reset Date, and (ii) the lowest volume weighted average price (â€œVWAPâ€) during the period commencing on the first trading day immediately following the Warrant Stockholder Approval Date and ending on the close of trading on the 10th trading day thereafter. In addition, following a reverse stock split, the exercise price of the Warrants will be adjusted to equal the lowest single-day VWAP during the period from the trading day immediately following, until the fifth trading day following the reverse stock split with a proportionate adjustment to the number of shares underlying the Warrants. Â 38 Table of Contents Â Adjustment for Subsequent Issuances. Subject to certain exceptions, if the Company sells any common stock (or securities convertible into or exercisable into common stock) at a price per share (or conversion or exercise price, as applicable) less than the exercise price of the Series A Warrants then in effect, then the exercise price of the Series A Warrants will be reduced to such lower price (subject to a minimum exercise price of $1.115 prior to Stockholder Warrant Approval (50% of the Nasdaq Minimum Price as of the date of pricing of this offering) and a minimum exercise price of $0.446 after Warrant Stockholder Approval (20% of the Nasdaq Minimum Price as of the date of pricing of this offering)). Â Share Combination Event Adjustment. If at any time on or after the date of issuance there occurs any share split, share dividend, share combination recapitalization or other similar transaction involving our common stock and the lowest daily volume weighted average price during the period commencing on the trading day immediately following the applicable date of share combination event and ending on the fifth trading day immediately following such date is less than the exercise price of the Warrants then in effect, then the exercise price of the Warrants will be reduced to the lowest daily volume weighted average price during such period (subject to a minimum exercise price of $1.115 prior to Stockholder Warrant Approval (50% of the Nasdaq Minimum Price as of the date of pricing of this offering) and a minimum exercise price of $0.446 after Warrant Stockholder Approval (20% of the Nasdaq Minimum Price as of the date of pricing of this offering)), and the number of shares issuable upon exercise will be proportionately adjusted such that the aggregate price will remain unchanged. Â Warrant Stockholder

Approval. Under Nasdaq listing rules, the Warrants may not be exercised unless and until we obtain the approval of our stockholders. While we intend to promptly seek stockholder approval, there is no guarantee that the Warrant Stockholder Approval will ever be obtained. If we are unable to obtain the Warrant Stockholder Approval, the Warrants may not be exercised and will have substantially less value. In addition, we will incur substantial cost, and management will devote substantial time and attention, in attempting to obtain the Warrant Stockholder Approval. Â Transferability. Subject to applicable laws, the Warrants and the Pre-Funded Warrants may be offered for sale, sold, transferred or assigned without our consent. Â Exchange Listing. We do not intend to apply for the listing of the Warrants or Pre-Funded Warrants offered in this offering on any stock exchange. Without an active trading market, the liquidity of the Warrants and Pre-Funded Warrants will be limited. Â Rights as a Stockholder. Except as otherwise provided in the Warrants or the Pre-Funded Warrants or by virtue of such holderâ€™s ownership of our shares of common stock, the holder of a Warrant or Pre-Funded Warrant does not have the rights or privileges of a holder of our shares of common stock, including any voting rights, until the holder exercises the Warrant or Pre-Funded Warrant. Â Fundamental Transaction. In the event of a fundamental transaction, as described in the Warrants and the Pre-Funded Warrants, and generally including, with certain exceptions, any reorganization, recapitalization or reclassification of our shares of common stock, the sale, transfer or other disposition of all or substantially all of our properties or assets, our consolidation or merger with or into another person, the acquisition of more than 50% of our outstanding shares of common stock, or any person or group becoming the beneficial owner of 50% of the voting power represented by our outstanding shares of common stock, the holders of the Warrants and the Pre-Funded Warrants will be entitled to receive upon exercise thereof the kind and amount of securities, cash or other property that the holders would have received had they exercised the warrants immediately prior to such fundamental transaction. Â Governing Law. The Pre-Funded Warrants and the Warrants are governed by New York law. Â Transfer Agent and Registrar Â VStock Transfer LLC is transfer agent and registrar for our common stock. Â Limitations of Liability and Indemnification Â Our articles of incorporation and bylaws limit the liability of our officers and directors and provide that we will indemnify our officers and directors, in each case, to the fullest extent permitted by the Nevada Revised Statutes, or the NRS. Â NRS Section 78.7502 provides that a corporation shall indemnify any director, officer, employee or agent of a corporation against expenses, including attorneysâ€™ fees, actually and reasonably incurred by him in connection with any defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein. Â NRS 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneysâ€™ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Â 39 Table of Contents Â NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneysâ€™ fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Â NRS Section 78.747 provides that except as otherwise provided by specific statute, no director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation. Â The indemnification provisions in our bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duties. They may also reduce the likelihood of derivative litigation against directors and officers, even though an action, if successful, might provide a benefit to us and our stockholders. Our results of operations and financial condition may be harmed to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. Â At present, there is no pending litigation or proceeding involving any of our directors or officers as to which indemnification is required or permitted, and we are not aware of any threatened litigation or proceeding that may result in a claim for indemnification. Â Listing Â We have applied to list our common stock and warrants on the Nasdaq Capital Market under the symbols â€œSSTSâ€ and â€œSSTSWâ€, respectively. Â Disclosure of Commission Position on Indemnification for Securities Act Liabilities Â Insofar as indemnification for liabilities under the Securities Act may be permitted to officers, directors or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that is it is the opinion of the SEC that such indemnification is against public policy as expressed in such Securities Act and is, therefore, unenforceable. Â CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS Â Other than as set forth below and compensation arrangements, including employment, there have been no transactions since January 1, 2020, in which the amount involved in the transaction exceeded or will exceed the lesser of $120,000 or one percent of the average of our total assets as at the year-end for the last two completed fiscal years, and to which any of our directors, executive officers or beneficial holders of more than 5% of our capital stock, or any immediate family member of, or person sharing the household with, any of these individuals, had or will have a direct or indirect material interest. Â As of December 31, 2023 and 2022, accounts payable and accrued liabilities include $32,974 and $105,667, respectively, payable to officers and directors of the Company. At September 30, 2024, accounts payable and accrued liabilities includes $152,500 payable to officers and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand. Â Policies and Procedures for Related Party Transactions Â In connection with this offering, we expect to adopt a written related party transactions policy that will provide that transactions with directors, officers and holders of five percent or more of our voting securities and their affiliates, each a related party must be approved by our audit committee. This policy will become effective on the date on which the registration statement of which this offering circular is part is declared effective by the SEC. Pursuant to this policy, the audit committee will have the primary responsibility for reviewing and approving or disapproving â€œrelated party transactions,â€ which are transactions between us and related persons in which the aggregate amount involved exceeds or may be expected to exceed the lesser of (i) $120,000 or (ii) one percent of the average of our total assets for the last two completed fiscal years, and in which a related person has or will have a direct or indirect material interest. For purposes of this policy, a related person will be defined as a director, executive officer, nominee for director, or greater than 5% beneficial owner of our common stock, in each case since the beginning of the most recently completed year, and their immediate family members. Â In considering related-person transactions, our audit committee or another independent body of our board of directors will take into account the relevant available facts and circumstances including, but not limited to: Â Â â— the risks, costs and benefits to us; Â â— the impact on a directorâ€™s independence in the event the related person is a director, immediate family member of a director or an entity with which a director is affiliated; Â â— the terms of the transaction; Â â— the availability of other sources for comparable services or products; and Â â— the terms available to or from, as the case may be, unrelated third parties under the same or similar circumstances. Â The audit committee or other independent body of our board of directors will not approve any related party transaction unless it is on the same basis as an armsâ€™ length transaction and approved by a majority of the disinterested directors. Â 40 Table of Contents Â PRIVATE PLACEMENT OF PRE-FUNDED WARRANTS AND WARRANTS Â PIPE Agreement Â On September 27, 2023, the Company entered into a Securities Purchase Agreement (the â€œPIPE Purchase Agreementâ€) with certain accredited investors purchasing common stock in this offering for a Private Placement offering of (i) 117,340 (2,581,479 pre-reverse) unregistered shares of our common stock (the â€œPIPE Sharesâ€) (or pre-funded warrants in lieu thereof with each pre-funded warrant exercisable for one share of common stock (the â€œPIPE Pre-Funded Warrantsâ€)) and (ii) unregistered warrants to purchase 397,727 (8,750,003 pre-reverse) of our common stock (the â€œSS Warrantsâ€ and together with PIPE Shares (PIPE Pre-Funded Warrants in lieu thereof), the â€œPIPE Securitiesâ€). Pursuant to the PIPE Purchase Agreement, the Company has issued and sold 117,340 (2,581,479 pre-reverse) PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) together with SS Warrants to purchase up to 397,727 (8,750,003 pre-reverse) shares of common stock at a combined offering price of $23.63 ($1.074 pre-reverse) per unit (less $0.001 for each PIPE Pre-Funded Warrant). The PIPE Securities are not being registered under the Securities Act The PIPE Securities are being offered pursuant to an exemption from the registration requirements of the Securities Act provided in Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder. Â The PIPE Pre-Funded Warrants are immediately exercisable, at a nominal exercise price of $0.001, and may be exercised at any time until all of the PIPE Pre-Funded Warrants are exercised in full. Under the terms of the PIPE Pre-Funded Warrants, the Company may not effect the exercise of any such warrant, and a holder will not be entitled to exercise any portion of any such warrant, if, upon giving effect to such exercise, the aggregate number of shares of common stock beneficially owned by the holder (together with its affiliates, any other persons acting as a group together with the holder or any of the holderâ€™s affiliates, and any other persons whose beneficial ownership of common stock would or could be aggregated with the holderâ€™s for purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934, as amended) would exceed 4.99% of the number of shares of common stock outstanding immediately after giving effect to the exercise, as such percentage ownership is determined in accordance with the terms of such warrant, which percentage may be increased or decreased at the holderâ€™s election upon 61 daysâ€™ notice to the Company subject to the terms of such warrants, provided that such percentage may in no event exceed 9.99% Â The SS Warrants have an exercise price of $0.64 per share (subject to adjustment as set forth in the warrant), are exercisable upon issuance and will expire five years from the date of issuance. After effect of anti-dilution in the warrants and the reverse split the exercise price is $7.26. The SS Warrants contain standard adjustments to the exercise price including for stock splits, stock dividend, rights offerings and pro rata distributions. Â The Private Placement closed on September 29, 2023, subject to the satisfaction of customary closing conditions. The gross proceeds to the Company from the private placement, before deducting placement agent fees and other estimated offering expenses payable by the Company, were approximately $2.8 million. The Company intends to use the net proceeds from the Private Placement for working capital and other general corporate purposes. Â Registration Rights Agreement Â In connection with the PIPE Agreement, the Company entered into a Registration Rights Agreement with the Purchasers (the â€œRegistration Rights Agreementâ€) dated September 27, 2023, requiring the Company to file a resale registration statement (the â€œRegistration Statementâ€) with the U.S. Securities and Exchange Commission (the â€œSECâ€) to register the shares and shares underlying the Warrants issued under the PIPE Agreement within fifteen (15) days after the closing date (the â€œFiling Dateâ€) . Pursuant to the Registration Rights Agreement, the Registration Statement shall be declared effective the sooner of (a) two Trading Days (as defined therein) following receipt of a notice of no review from the SEC, provided that the Companyâ€™s financial statements are current at such time or (b) within thirty (30) days after the Filing Date (or, in the event of a full review by the Commission, sixty (60) calendar days following the Filing Date). The Company will be obligated to pay certain liquidated damages to the Purchasers if the Company fails to file the Registration Statement when required, fails to cause the Registration Statement to be declared effective by the SEC when required, if the Company fails to maintain the effectiveness of the Registration Statement. This Registration Statement covers the securities in the Registration Rights Agreement. Â Placement Agent Agreement Â Aegis Capital Corp. (â€œAegisâ€) acted as the exclusive placement agent in connection with the PIPE Offering under a Placement Agent Agreement, dated as of September 27, 2023, between the Company and Aegis (the â€œPlacement Agent Agreementâ€). Pursuant to the Placement Agent Agreement, Aegis was paid a commission equal to 8.0% of the gross proceeds received by the Company in the PIPE Offering. The Company also paid Aegis non-accountable expenses of 1.0% of the gross proceeds and reimbursed Aegis $100,000 for certain fees and expenses incurred by them, including attorney fees. The Company also agreed to pay Aegis 10.0% of the proceeds from the exercise of the Warrants issued in the PIPE Offering. Â The PIPE Agreement, the Registration Rights Agreement, the Placement Agent Agreement and the Warrant are filed as Exhibits 10.1, 10.2, 10.3 and 10.4, respectively, to the Current Report on Form 8-K filed on October 3, 2023, and also incorporated herein as Exhibits 10.29, 10.30, 10.31 and 10.32, respectively. Â 41 Table of Contents Â UNDERWRITING Â We entered into an underwriting agreement (â€œUnderwriting Agreementâ€) with Aegis Capital Corp. (â€œAegisâ€ or the â€œunderwriterâ€), as the sole underwriter and book-running manager relating to this offering. Subject to the terms and conditions of the Underwriting Agreement, the underwriter has agreed to purchase, and we have agreed to sell to the underwriter, at the public offering price less the underwriting discounts and commissions set forth on the cover page of this prospectus, the number of securities listed next to its name in the following table. Â Delivery of the securities offered hereby is expected to occur on or about January [__], 2025, subject to satisfaction of certain customary closing conditions. Â The underwriting agreement provides that the underwriterâ€™s obligation to purchase Units depends on the satisfaction of the conditions contained in the underwriting agreement including: Â â—the representations and warranties made by us to the underwriter are true; â—there is no material change in our business or the financial markets; and â—we deliver customary closing documents to the underwriter. Â The underwriter has agreed to purchase all of the Units offered by this prospectus (other than those covered by the over-allotment option described below), if any are purchased under the underwriting agreement. Â The underwriter is offering the Units subject to various conditions and may reject all or part of any order. The underwriter has advised us that it proposes to offer the units directly to the public at the public offering price per Unit that appears on the cover page of this prospectus. In addition, the representative may offer some of the Units to other securities dealers at such price less a concession ofâ€‰$[â—] per Unit. After the Units are released for sale to the public, the representative may change the offering price and other selling terms at various times. Â The Company will be responsible for and will pay all expenses relating to the offering, including, without limitation, (a) all filing fees and expenses relating to the registration of the securities with the Commission; (b) all FINRA Public Offering filing fees; (c) all fees and expenses relating to the listing of the Companyâ€™s equity or equity-linked securities on an Exchange; (d) all fees, expenses and disbursements relating to the registration or qualification of the securities under the â€œblue skyâ€ securities laws of such states and other jurisdictions as Aegis may reasonably designate (including, without limitation, all filing and registration fees, and the reasonable fees and disbursements of the Companyâ€™s â€œblue skyâ€ counsel, which will be Aegisâ€™s counsel) unless such filings are not required in connection with the Companyâ€™s proposed Exchange listing; (e) any fees for counsel to lead investors in the offering; (f) all fees, expenses and disbursements relating to the registration, qualification or exemption of the securities under the securities laws of such foreign jurisdictions as Aegis may reasonably designate; (g) the costs of all mailing and printing of the offering documents; (h) transfer and/or stamp taxes, if any, payable upon the transfer of securities from the Company to Aegis; (i) the fees and expenses of the Companyâ€™s accountants; and (j) $100,000 for reasonable legal fees and disbursements for Aegisâ€™s counsel. Â The following table shows the per Unit and total underwriting discounts we will pay to Aegis. These amounts are shown assuming both no exercise and full exercise of the underwriterâ€™s option to purchase additional securities. Â Â Â Per UnitÂ Â TotalÂ Public offering priceÂ $Â Â Â Â Â Â Â Â Â $Â Â Â Â Â Â Â Underwriter discounts and commissions on Units(1)Â $Â Â Â $Â Â Proceeds, before expenses, to us(2)Â $Â Â Â $Â Â Â Â (1) Represents the underwriter discount of 7.0% and the non-accountable expense equal to 1.0%. Does not include reimbursement by us of the underwriterâ€™s legal fees and disbursements of its counsel of $100,000. Â Â Â Â (2) The amount of offering proceeds to us presented in this table does not give effect to any exercise of the Warrants. Â We have agreed to pay the underwriterâ€™s legal expenses relating to the offering in the amount of $100,000. We estimate the total expenses payable by us for this offering, excluding the underwriter fees and expenses, will be approximately $153,037. Â Over-Allotment Option Â Solely to cover over-allotments, if any, we have granted to the underwriter an option to purchase up to 1,008,968 additional shares of common stock, representing 15.0% of the shares of Common Stock sold in the offering, and/or up to an additional 1,008,968 Series A Warrants to purchase an aggregate of an additional 1,008,968 shares of common stock, representing 15.0% of the Series A Warrants sold in the offering, and 1,008,968 Series B Warrants to purchase an aggregate of an additional 1,008,968 shares of common stock, representing 15.0% of the Series B Warrants sold in the offering at the public offering price less underwriting discounts and commissions. The underwriter may exercise this option in whole or in part at any time within forty-five (45) days after the date of the offering. The underwriter may exercise the over-allotment option with respect to common stock only, Series A Warrants only, Series B Warrants only, or any combination thereof. The purchase price to be paid per additional share of common stock will be equal to the public offering price of each share of common stock and accompanying Warrants (less $0.00001 allocated to each full Warrant), as

applicable, less the underwriting discount, and the purchase price to be paid per over-allotment Warrant will be $0.00001. We will be obligated, pursuant to the option, to sell these additional shares of common stock or Warrants to the underwriter to the extent the option is exercised. If any additional shares of Common Stock, or Warrants are purchased, the underwriter will offer the additional shares of Common Stock, and Warrants on the same terms as those on which the other shares of Common Stock, and Warrants are being offered hereunder. No underwriting discounts or commissions will be paid on any Warrants purchased pursuant to the underwriterâ€™s over-allotment option. If this over-allotment option is exercised in full, the total offering price to the public will be approximately $17,250,000 million, and the total net proceeds, before expenses and after deducting the underwriting discounts described above, to us will be approximately $15,617,000 million (based upon a public offering price of $2.23 per Unit). Â Stabilization Â In accordance with Regulation M under the Exchange Act, the underwriter may engage in activities that stabilize, maintain or otherwise affect the price of our Common Stock, including short sales and purchases to cover positions created by short positions, stabilizing transactions, syndicate covering transactions, penalty bids and passive market making. Â â—Short positions involve sales by the underwriter of shares of Common Stock in excess of the number of shares the underwriter is obligated to purchase, which creates a syndicate short position. The short position may be either a covered short position or a naked short position. In a covered short position, the number of shares involved in the sales made by the underwriter in excess of the number of shares they are obligated to purchase is not greater than the number of shares that they may purchase by exercising their option to purchase additional shares. In a naked short position, the number of shares involved is greater than the number of shares in their option to purchase additional shares. The underwriter may close out any short position by either exercising their option to purchase additional shares or purchasing shares in the open market. â—Stabilizing transactions permit bids to purchase the underlying security as long as the stabilizing bids do not exceed a specific maximum price. Â 42 Table of Contents Â â—Syndicate covering transactions involve purchases of our shares of Common Stock in the open market after the distribution has been completed to cover syndicate short positions. In determining the source of shares to close out the short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the underwriterâ€™s option to purchase additional shares. If the underwriter sells more shares than could be covered by the underwriterâ€™s option to purchase additional shares, thereby creating a naked short position, the position can only be closed out by buying shares in the open market. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering. â—Penalty bids permit the representative to reclaim a selling concession from a syndicate member when the shares of Common Stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions. â—In passive market making, market makers in our Common Stock who are underwriters or prospective underwriters may, subject to limitations, make bids for or purchase our Common Stock until the time, if any, at which a stabilizing bid is made. Â These activities may have the effect of raising or maintaining the market price of our Common Stock or preventing or retarding a decline in the market price of our Common Stock. As a result of these activities, the price of our Common Stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on NASDAQ or otherwise and, if commenced, may be discontinued at any time. Â Neither we nor the underwriter makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our Common Stock. In addition, neither we nor the underwriter makes any representation that Aegis will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice. Â Discretionary Accounts Â The underwriter has informed us that they do not expect to make sales to accounts over which they exercise discretionary authority in excess of five percent (5%) of the securities being offered in this offering. Â Indemnification Â We have agreed to indemnify the underwriter, its affiliates, and each person controlling the underwriter against any losses, claims, damages, judgments, assessments, costs, and other liabilities, as the same as incurred (including the reasonable fees and expenses of counsel), relating to or arising out of the offering, undertaken in good faith. If we are unable to provide this indemnification, we will contribute to payments that the underwriter may be required to make for these liabilities. Â Electronic Offer, Sale, and Distribution of Securities Â A prospectus in electronic format may be made available on the websites maintained by the underwriter, if any, participating in this offering and the underwriter participating in this offering may distribute prospectuses electronically. The underwriter may agree to allocate a number of Units for sale to its online brokerage account holders. Internet distributions will be allocated by the underwriter that will make internet distributions on the same basis as other allocations. Other than the prospectus in electronic format, the information on these websites is not part of, nor incorporated by reference into, this prospectus or the registration statement of which this prospectus forms a part, has not been approved or endorsed by us or the underwriter in its capacity as underwriter, and should not be relied upon by investors. Â Right of First Refusal Â Pursuant to the Underwriting Agreement, if, for the period ending thirty-six (36) months after the commencement of sales in the offering, the Company or any of its subsidiaries (a) decides to finance or refinance any indebtedness, Aegis (or any affiliate designated by Aegis) shall have the right to act as sole book-runner, sole manager, sole placement agent or sole agent with respect to such financing or refinancing; or (b) decides to raise funds by means of a public offering (including at-the-market facility) or a private placement or any other capital raising financing of equity, equity-linked or debt securities, Aegis (or any affiliate designated by Aegis) shall have the right to act as the lead book-running underwriter or lead placement agent for such financing. If Aegis or one of its affiliates decides to accept any such engagement, the agreement governing such engagement (each, a â€œSubsequent Transaction Agreementâ€) will contain, among other things, provisions for customary fees for transactions of similar size and nature, but in no event will the fees be less than those outlined in the Underwriting Agreement, and the provisions of the Underwriting Agreement, including indemnification, that are appropriate to such a transaction. Notwithstanding the foregoing, the decision to accept the Companyâ€™s engagement under the Underwriting Agreement shall be made by Aegis or one of its affiliates, by a written notice to the Company, within ten (10) days of the receipt of the Companyâ€™s notification of its financing needs, including a detailed term sheet. Aegisâ€™s determination of whether in any case to exercise its right of first refusal will be strictly limited to the terms on such term sheet, and any waiver of such right of first refusal shall apply only to such specific terms. If Aegis waives its right of first refusal, any deviation from such terms (including without limitation after the launch of a subsequent transaction) shall void the waiver and require the Company to seek a new waiver from the right of first refusal on the terms set forth in the Underwriting Agreement. Â Lock-Up Agreements Â The Companyâ€™s directors, executive officers, employees and shareholders holding at least ten percent (10%) of the outstanding common stock will enter into customary â€œlock-upâ€ agreements in favor of the Underwriter for a period of ninety (90) days after the Warrant Stockholder Approval Date (the â€œLock-Up Periodâ€); provided, however, that any sales by parties to the lock-ups shall be subject to the lock-up agreements and provided further, that none of such common stock shall be saleable in the public market until the expiration of the Lock-Up Period. Â The underwriter, in its sole discretion, may release the Common Stock and other securities subject to the lock-up agreements described above in whole or in part at any time. When determining whether or not to release Common Stock and other securities from lock-up agreements, the underwriter will consider, among other factors, the holderâ€™s reasons for requesting the release, the number of shares of Common Stock and other securities for which the release is being requested and market conditions at the time. Â Securities Issuance Standstill Â We have agreed, subject to certain exceptions, forÂ a period of ninety (90) days after the Warrant Stockholder Approval Date, that without the prior written consent of Aegis, we will not (a) offer, sell, issue, or otherwise transfer or dispose of, directly or indirectly, any equity of our Company or any securities convertible into or exercisable or exchangeable for equity of our Company; (b) file or caused to be filed any registration statement with the Commission relating to the offering of any equity of our Company or any securities convertible into or exercisable or exchangeable for equity of our Company; or (c) enter into any agreement or announce the intention to effect any of the actions described in subsections (a) or (b) hereof (all of such matters, the â€œStandstill Restrictionsâ€). So long as none of such equity securities shall be saleable in the public market until the expiration of the Standstill Period, the following matters shall not be prohibited by the Standstill Restrictions: (i) the adoption of an equity incentive plan and the grant of awards or equity pursuant to any equity incentive plan, and the filing of a registration statement on Form S-8; and (ii) securities issued pursuant to acquisitions or strategic transactions approved by a majority of the disinterested directors of our Company, provided that such securities are issued as â€œrestricted securitiesâ€ (as defined in Rule 144) and carry no registration rights that require or permit the filing of any registration statement in connection therewith during the Standstill Period, and provided that any such issuance shall only be to a person or entity (or to the equityholders of an entity) which is, itself or through its subsidiaries, an operating company or an owner of an asset in a business synergistic with the business of our Company and shall provide to our Company additional benefits in addition to the investment of funds, but shall not include a transaction in which our Company is issuing securities primarily for the purpose of raising capital or to an entity whose primary business is investing in securities. In no event should any equity transaction during the Standstill Period result in the sale of equity at an offering price to the public less than that of this offering. Â Other Relationships Â The underwriter is a full service financial institution engaged in various activities, which may include sales and trading, commercial and investment banking, advisory, investment management, investment research, principal investment, hedging, market making, brokerage and other financial and non-financial activities and services. The underwriter has in the past provided, and may in the future provide, various investment banking, commercial banking and other financial services for us and our affiliates for which they have received and may in the future receive customary fees. Â In the ordinary course of its business activities, the underwriter and its affiliates, officers, directors and employees may purchase, sell or hold a broad array of investments and actively traded securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the issuer (directly, as collateral securing other obligation or otherwise) publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments. Â 43 Table of Contents Â Offer Restrictions Outside the United States Â Other than in the United States, no action has been taken by us or the underwriter that would permit a public offering of the securities offered by this prospectus in any jurisdiction where action for that purpose is required. The securities offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons who come into possession of this prospectus are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful. Â Listing Â Our common stock is listed on the Nasdaq Capital Market under the symbol â€œSTSS.â€ We do not intend to apply for listing of the Pre-funded Warrants or the Warrants on any securities exchange or other nationally recognized trading system. Â Transfer Agent and Registrar Â VStock Transfer LLC is transfer agent and registrar for our common stock. Â EXPERTS Â The consolidated financial statements included in this offering statement as of December 31, 2023, and for the year ended December 31, 2023, has been included herein in reliance upon the report of PKF Oâ€™Connor Davies, LLP independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing. Â The consolidated financial statements included in this offering statement as of December 31, 2022, and for the year ended December 31, 2022, have been included herein in reliance upon the report of Manning Elliott LLP, independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing. Â LEGAL MATTERS Â Certain legal matters with respect to the Offered Shares offered by this Offering Circular will be passed upon by Sichenzia Ross Ference Carmel LLP, New York, New York. The Underwriter is being represented by Kaufman & Canoles, P.C. Â WHERE YOU CAN FIND ADDITIONAL INFORMATION Â We have filed with the SEC a registration statement on Form S-1 under the Securities Act with respect to the securities offered by this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all of the information set forth in the registration statement, some of which is contained in exhibits to the registration statement as permitted by the rules and regulations of the SEC. For further information with respect to us and our securities, we refer you to the registration statement, including the exhibits filed as a part of the registration statement. Statements contained in this prospectus concerning the contents of any contract or any other document are not necessarily complete. If a contract or document has been filed as an exhibit to the registration statement, please see the copy of the contract or document that has been filed. Each statement in this prospectus relating to a contract or document filed as an exhibit is qualified in all respects by the filed exhibit. The SEC maintains an Internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that website is www.sec.gov. Â We are subject to the information and reporting requirements of the Exchange Act and, in accordance with this law, will file periodic reports, proxy statements and other information with the SEC. We also maintain a website at sharpstechnology.com. Upon completion of this offering, you may access these materials free of charge as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. Information contained on our website is not a part of this prospectus and the inclusion of our website address in this prospectus is an inactive textual reference only. Â 44 Table of Contents Â Â Page Â No. REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM F-2 Â Â CONSOLIDATED BALANCE SHEETS F-4 Â Â CONSOLIDATED STATEMENTS OF OPERATIONS F-5 Â Â CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS F-5 Â Â CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY FOR THE YEARS ENDED DECEMBER 31, 2022 AND 2021 F-7 Â Â CONSOLIDATED STATEMENTS OF CASH FLOWS F-8 Â Â NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR YEARS ENDED DECEMBER 31, 2022 AND 2021 F-9 Â Â Page Â No. Condensed Consolidated Balance Sheets F-27 Â Â Condensed Consolidated Statements of Operations F-28 Â Â Condensed Consolidated Statement of Comprehensive Loss F-29 Â Â Condensed Consolidated Statements of Stockholdersâ€™ Equity F-30 Â Â Condensed Consolidated Statements of Cash Flows F-32 Â Â Notes to the Condensed Consolidated Financial Statements F-33 Â F-1 Table of Contents Â Report of Independent Registered Public Accounting Firm Â Â To the Stockholders and Board of Directors Sharps Technology, Inc. Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheet of Sharps Technology, Inc. (the â€œCompanyâ€) as of December 31, 2023, and the related consolidated statements of operations, comprehensive loss, stockholdersâ€™ equity and cash flows for the year ended December 31, 2023, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the results of its operations and its cash flows for the year ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America. Â Going Concern Uncertainty Â The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has not generated revenue or cash flow from operations since inception, and does not have an established source of funding sufficient to cover its operating costs. These conditions raise substantial doubt about the Companyâ€™s ability to continue as a going concern. Managementâ€™s plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Â Basis for Opinion Â These consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit, we are required to obtain an understanding of internal control over financial reporting, but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion. Â Â We have served as the Companyâ€™s auditor since December 20, 2023. Â New York, New York March 28, 2024 Â PCAOB ID No. 127 Â * * * * * Â PKF Oâ€™CONNOR DAVIES LLP 245 Park Avenue, New York, NY 10167 I Tel: 212.867.8000 or 212.286.2600 I Fax: 212.286.4080 I www.pkfod.com Â PKF Oâ€™Connor Davies LLP is a member firm of the PKF International Limited network of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual

member firm or firms. Â F-2 Table of Contents Â Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â Â To the Stockholders and the Board of Directors of Sharps Technology Inc. Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheets of Sharps Technology Inc. and its subsidiary (the â€œCompanyâ€) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive loss, stockholdersâ€™ equity and cash flows for the years then ended, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). Â In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Â Basis for Opinion Â These consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. Â Â CHARTERED PROFESSIONAL ACCOUNTANTS Â Manning Elliott LLP Vancouver, Canada Â March 30, 2023 PCAOB ID:1524 We have served as the Companyâ€™s auditor since 2018. Â F-3 Table of Contents Â SHARPS TECHNOLOGY, INC. CONSOLIDATED BALANCE SHEETS Â Â Â December 31, 2023Â Â December 31, 2022Â Â Â Â Â Â Â Â Assets:Â Â Â Â Â Â Â Â Current AssetsÂ Â Â Â Â Â Â Â CashÂ $3,012,908Â Â $4,170,897Â Prepaid expenses and other current assetsÂ Â 116,508Â Â Â 66,749Â Inventories, Net (Note 3)Â Â 1,709,135Â Â Â 185,804Â Current AssetsÂ Â 4,838,551Â Â Â 4,423,450Â Â Â Â Â Â Â Â Â Â Fixed Assets, net of accumulated depreciation (Notes 4 and 5)Â Â 6,822,142Â Â Â 7,004,890Â Other Assets (Notes 5 and 6) Â Â 128,575Â Â Â 411,316Â TOTAL ASSETSÂ $11,789,268Â Â $11,839,656Â Â Â Â Â Â Â Â Â Â Liabilities:Â Â Â Â Â Â Â Â Current LiabilitiesÂ Â Â Â Â Â Â Â Accounts payable (Note 4)Â $794,107Â Â $543,226Â Accrued expenses and otherÂ Â 476,090Â Â Â 311,458Â Notes Payable (Note 7)Â Â Â Â Â Â Warrant liability (Notes 8 and 10)Â Â 2,422,785Â Â Â 1,151,838Â Total Current LiabilitiesÂ Â 3,692,982Â Â Â 2,006,522Â Â Â Â Â Â Â Â Â Â Deferred Tax Liability (Note 12)Â Â 162,000Â Â Â 192,000Â Total LiabilitiesÂ Â 3,854,982Â Â Â 2,198,522Â Â Â Â Â Â Â Â Â Â Commitments and Contingencies (Note 15)Â Â -Â Â Â -Â Subsequent Events (Note 16)Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ Equity:Â Â Â Â Â Â Â Â Preferred stock, $.0001 par value; 1,000,000 shares authorized; 1 share issued and outstandingÂ Â -Â Â Â -Â Common stock, $.0001 par value; 500,000,000, shares authorized; (100,000,000 in 2023), 1,694,110 shares issued and outstanding (2023: 694,294)Â Â 69Â Â Â Â Â Common stock, $.0001 par value; 100,000,000, shares authorized; 15,274,457 shares issued and outstanding and (2022: 9,407,415)Â Â 1,528Â Â Â 941Â Â Â Â Â Â Â Â Â Â Additional paid-in capitalÂ Â 32,489,950Â Â Â 24,733,306Â Accumulated other comprehensive incomeÂ Â 591,812Â Â Â 214,253Â Accumulated deficitÂ Â (25,149,004)Â Â (15,307,366) Total Stockholdersâ€™ EquityÂ Â 7,934,286Â Â Â 9,641,134Â TOTAL LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ $11,789,268Â Â $11,839,656Â Â The accompanying notes are an integral part of these financial statements. Â F-4 Table of Contents Â SHARPS TECHNOLOGY, INC. CONSOLIDATED STATEMENTS OF OPERATIONS Â Â Â For the year endedÂ Â For the year endedÂ Â Â December 31, 2023Â Â December 31, 2022Â Â Â Â Â Â Â Â Revenue, netÂ $-Â Â $-Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Research and development (Note 5)Â Â 1,605,547Â Â Â 2,280,933Â General and administrativeÂ Â 8,521,103Â Â Â 6,457,860Â Total operating expensesÂ Â (10,126,650)Â Â (8,738,793) Loss from operationsÂ Â (10,126,650)Â Â (8,738,793) Â Â Â Â Â Â Â Â Â Other income (expense)Â Â Â Â Â Â Â Â Interest income (expense)Â Â 138,118Â Â Â (1,320,416) Other (expense) incomeÂ Â Â Â Â Â Â Â FMV adjustment on contingent stock & warrantsÂ Â 169,583Â Â Â 5,392,911Â FMV adjustment warrantsÂ Â Â Â Â Â FMV adjustment warrants (Note 10)Â Â Â Â Â Â Â Â Foreign currency and otherÂ Â (52,689)Â Â 26,636Â Total other income (expense)Â Â Â Â Â Â Â Â Net loss Before Provision for TaxesÂ $(9,871,638)Â $(4,639,662) Deferred Tax BenefitÂ Â 30,000Â Â Â -Â Net LossÂ Â (9,841,638)Â Â (4,639,662) Net loss per share, basic and dilutedÂ $(0.76)Â $(0.57) Weighted average shares used to compute net loss per share, basic and dilutedÂ Â 13,032,717Â Â Â 8,100,410Â Â The accompanying notes are an integral part of these financial statements. Â F-5 Table of Contents Â SHARPS TECHNOLOGY, INC. CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS Â Â Â For the year endedÂ Â For the year endedÂ Â Â December 31, 2023Â Â December 31, 2022Â Net lossÂ $(9,841,638)Â $(4,639,662) Â Â Â Â Â Â Â Â Â Other comprehensive income:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency translation adjustmentsÂ Â 377,559Â Â Â 214,253Â Â Â Â Â Â Â Â Â Â Comprehensive lossÂ $(9,464,079)Â $(4,425,409) Â The accompanying notes are an integral part of these financial statements. Â F-6 Table of Contents Â SHARPS TECHNOLOGY, INC. CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â ReceivableÂ Â CapitalÂ Â IncomeÂ Â DeficitÂ Â EquityÂ Â Â Preferred StockÂ Â Common StockÂ Â Common Stock SubscriptionÂ Â Additional Paid-inÂ Â Accumulated Other ComprehensiveÂ Â AccumulatedÂ Â Total Stockholdersâ€™Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â ReceivableÂ Â CapitalÂ Â IncomeÂ Â DeficitÂ Â EquityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance â€“ December 31, 2021Â Â 1Â Â $-Â Â Â 5,187,062Â Â $519Â Â $(32,500)Â $13,835,882Â Â $-Â Â $(10,667,704)Â $Â Â Â Â 3,136,197Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss for the year ended December 31, 2022Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (4,639,662)Â Â (4,639,662) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares issued in Initial Public OfferingÂ Â -Â Â Â Â Â Â Â 3,750,000Â Â Â 375Â Â Â -Â Â Â 8,974,282Â Â Â -Â Â Â -Â Â Â 8,974,657Â Issuance of shares for contingent stock liabilityÂ Â -Â Â Â Â Â Â Â 235,294Â Â Â 24Â Â Â -Â Â Â 495,976Â Â Â -Â Â Â -Â Â Â 496,000Â Share-based compensation chargesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 1,136,638Â Â Â -Â Â Â -Â Â Â 1,136,638Â Fractional share adjustmentÂ Â -Â Â Â -Â Â Â 59Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Issuance of common stock for servicesÂ Â -Â Â Â -Â Â Â 235,000Â Â Â 23Â Â Â -Â Â Â 290,528Â Â Â -Â Â Â -Â Â Â 290,551Â Foreign currency translationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 214,253Â Â Â -Â Â Â 214,253Â Collection of stock subscriptionÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 32,500Â Â Â -Â Â Â -Â Â Â -Â Â Â 32,500Â Balance â€“ December 31, 2022Â Â 1Â Â $-Â Â Â 9,407,415Â Â Â 941Â Â $-Â Â $24,733,306Â Â $214,253Â Â $(15,307,366)Â $9,641,134Â Balance Â Â 1Â Â $-Â Â Â 9,407,415Â Â Â 941Â Â $-Â Â $24,733,306Â Â $214,253Â Â $(15,307,366)Â $9,641,134Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss for the year ended December 31, 2023Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (9,841,638)Â Â (9,841,638) Net lossÂ Â Â Â Â Â -Â Â Â Â Â Â Â Â Â Â -Â Â Â Â Â Â Â Â Â Â (9,841,638)Â Â (9,841,638) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-based compensation chargesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 963,023Â Â Â Â Â Â Â Â Â Â Â 963,023Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares issued in OfferingÂ Â Â Â Â Â Â Â Â Â 2,248,521Â Â Â 225Â Â Â Â Â Â Â 2,783,160Â Â Â Â Â Â Â Â Â Â Â 2,783,385Â Shelf Registration Offering â€“ see Note 8Â Â Â Â Â Â Â Â Â Â 3,618,521Â Â Â 362Â Â Â Â Â Â Â 2,457,642Â Â Â Â Â Â Â Â Â Â Â 2,458,004Â Private Placement Offering â€“ see Note 8Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 1,552,819Â Â Â Â Â Â Â Â Â Â Â 1,552,819Â Foreign currency translationÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 377,559Â Â Â Â Â Â Â 377,559Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance â€“ December 31, 2023Â Â 1Â Â $-Â Â Â 15,274,457Â Â Â 1,528Â Â $-Â Â $32,489,950Â Â $591,812Â Â $(25,149,004)Â $7,934,286Â BalanceÂ Â 1Â Â $-Â Â Â 15,274,457Â Â Â 1,528Â Â $-Â Â $32,489,950Â Â $591,812Â Â $(25,149,004)Â $7,934,286Â Â The accompanying notes are an integral part of these financial statements. Â F-7 Table of Contents Â SHARPS TECHNOLOGY, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS Â Â Â For the year endedÂ Â For the year endedÂ Â Â December 31, 2023Â Â December 31, 2022Â CASH FLOWS FROM OPERATING ACTIVITIES:Â Â Â Â Â Â Â Â Net lossÂ $(9,841,638)Â $(4,639,662) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Â Â Depreciation and amortizationÂ Â 882,177Â Â Â 654,572Â Stock-based compensationÂ Â 963,023Â Â Â 1,012,592Â Issuance of common stock for servicesÂ Â -Â Â Â 290,551Â Accretion of debt discountÂ Â -Â Â Â 1,299,985Â FMV adjustment for WarrantsÂ Â Â Â Â Â Â Â Equity Issuance costsÂ Â Â Â Â Â Â Â Escrow forfeitedÂ Â Â Â Â Â Â Â FMV for adjustment for contingent stockÂ Â -Â Â Â (181,000) FMV adjustment for Contingent warrants and warrantsÂ Â (169,583)Â Â (5,211,911) Fixed asset impairmentÂ Â 560,000Â Â Â -Â Deferred tax benefitÂ Â (30,000)Â Â -Â IPO issuance costs relating to warrantsÂ Â 205,112Â Â Â 550,433Â Foreign exchange lossÂ Â 44,463Â Â Â 496Â Changes in operating assetsÂ Â Â Â Â Â Â Â Prepaid expensesÂ Â (82,169)Â Â (58,754) InventoryÂ Â (1,441,462)Â Â (34,109) Other assetsÂ Â (12,735)Â Â (12,000) Accounts payable and accrued liabilitiesÂ Â 415,512Â Â Â (104,352) Net cash used in operating activitiesÂ Â (8,507,300)Â Â (6,433,159) Â Â Â Â Â Â Â Â Â CASH FLOWS FROM INVESTING ACTIVITIES:Â Â Â Â Â Â Â Â Deposits paid on fixed assets and componentsÂ Â -Â Â Â (209,678) Escrow payment under agreementÂ Â Â Â Â Â Â Â Purchase of fixed assetsÂ Â (698,277)Â Â (542,662) Asset acquisitionÂ Â -Â Â Â (2,365,576) Net cash used in investing activitiesÂ Â (698,277)Â Â (3,117,916) Â Â Â Â Â Â Â Â Â CASH FLOWS FROM FINANCING ACTIVITIES:Â Â Â Â Â Â Â Â Net proceeds from Initial Public Offering and additional offeringsÂ Â 8,029,628Â Â Â 14,202,975Â Net proceeds from offerings and warrant exercisesÂ Â Â Â Â Â Â Â Net proceeds from Debt financingÂ Â Â Â Â Â Â Â Repayment of note payableÂ Â -Â Â Â (2,000,000) Proceeds from subscriptions receivableÂ Â -Â Â Â 32,500Â Net cash provided by financing activitiesÂ Â 8,029,628Â Â Â 12,235,475Â Â Â Â Â Â Â Â Â Â Effect of exchange rate changes on cashÂ Â 17,960Â Â Â 7,331Â Â Â Â Â Â Â Â Â Â NET INCREASE (DECREASE) IN CASHÂ Â (1,157,989)Â Â 2,691,731Â CASH â€” BEGINNING OF YEARÂ Â 4,170,897Â Â Â 1,479,166Â CASH â€” END OF YEARÂ $3,012,908Â Â $4,170,897Â Â Â Â Â Â Â Â Â Â SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:Â Â Â Â Â Â Â Â Cash paid for interestÂ $-Â Â $47,111Â Cash paid for taxesÂ $-Â Â $-Â Â Â Â Â Â Â Â Â Â Non-cash investing and financing activity:Â Â Â Â Â Â Â Â FMV for Common stock issued for contingent sharesÂ $-Â Â $496,000Â FMV for Warrants issued for contingent warrantsÂ $-Â Â $554,312Â Common stock issued and vested stock options for fixed assets acquiredÂ $-Â Â $63,612Â Common stock issued and vested stock options issued as consideration for acquisitionÂ $-Â Â $60,435Â Â The accompanying notes are an integral part of these financial statements. Â F-8 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 1. Description of Business Â Nature of Business Â Sharps Technology, Inc. (â€œSharpsâ€ or the â€œCompanyâ€) is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products. Â The accompanying consolidated financial statements include the accounts of Sharps Technology, Inc. and its wholly owned subsidiaries, Safegard Medical (Hungary) KFT, collectively referred to as the â€œCompany.â€ All intercompany transactions and balances have been eliminated. Â The Companyâ€™s fiscal year ends on December 31. Â On April 13, 2022, the Companyâ€™s Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14.2 million on April 19, 2022 (See Note 8). Â Note 2. Summary of Significant Accounting Policies Â Basis of Presentation Â The accompanying consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles (â€œGAAPâ€) in the United States (â€œU.S.â€) and are expressed in U.S. dollars. Â The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of December 31, 2023, the Company used cash in operations of $8,507,300 and has cash of $3,012,908 which is not sufficient to fund the Companyâ€™s planned operations for the next 12 months. These factors raise substantial doubt regarding the Companyâ€™s ability to continue as a going concern. The Companyâ€™s ability to continue as a going concern is dependent upon the Companyâ€™s ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its future development and commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. Â Use of Estimates Â The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of December 31, 2023, the most significant estimates relate to derivative liabilities and stock-based compensation. Â Cash and Cash Equivalents Â The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At December 31, 2023 and 2022, the Company had no cash equivalents. Â Inventories Â The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At December 31, 2023 and 2022, inventory is comprised of raw materials, components and finished goods. Â F-9 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 2. Summary of Significant Accounting Policies (continued) Â Fair Value Measurements Â ASC 820, Fair Value Measurements and Disclosures, require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrumentâ€™s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value. Â The Companyâ€™s outstanding warrants are fair valued on a recurring basis with the trading price or FMV using Black Sholes which could cause fluctuations in operating results at the reporting periods. Â Level 1 Â Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment. Â Level 2 Â Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. Â Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment. Â Level 3 Â Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity. Â Fixed Assets Â Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Companyâ€™s fixed assets consist of land, building, machinery and equipment, molds, computer system and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building â€“ 20 years, Machinery and Equipment â€“ 3 -10 years and Computer systems and Website â€“ 3 years. The expected life for Molds is based lesser of the number of parts that will be produced based on the expected mold capability or 5 years. Â Impairment of Long-Lived Assets Â Long-lived assets are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset. Â The Company recorded an impairment of $560,000 during the year ended December 31, 2023 and no impairment during the year ended December 31, 2022. Â F-10 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL

STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 2. Summary of Significant Accounting Policies (continued) Â Purchased Identified Intangible Assets Â Identified Intangible Assets Â The Companyâ€™s identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of finite-lived intangible assets on an annual basis, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value. Â Stock-based Compensation Expense Â The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. For restricted stock awards, the estimated fair value is generally the fair market value of the underlying stock on the grant date. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis. Â Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured. Â F-11 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 2. Summary of Significant Accounting Policies (continued) Â Derivative Instruments Â The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASC 480â€), Distinguishing Liabilities from Equity (â€œASC 480â€) and ASC 815, Derivatives and Hedging (â€œASC 815â€). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Companyâ€™s own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Companyâ€™s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. Â At their issuance date and as of December 31, 2023, certain warrants (see Notes 8 and 10) are accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Companyâ€™s consolidated statements of operations. Â Foreign Currency Translation/Transactions Â The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholdersâ€™ equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the consolidated statements of operations. Â Comprehensive income (loss) Â Comprehensive income (loss) consists of the Companyâ€™s consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at December 31, 2023 and 2022. Accumulated other comprehensive income (loss) is a separate component of stockholdersâ€™ equity and consists of the cumulative foreign currency translation adjustments. Â Basic and Diluted Loss Per Share Â The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Basic EPS includes the 3,381,479 of pre-funded warrants (see Note 8). Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of December 31, 2023, there were 22,950,155 stock options and warrants that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented. Â Income Taxes Â The Company must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Companyâ€™s tax provision in a subsequent period. Â F-12 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 2. Summary of Significant Accounting Policies (continued) Â The provision for income taxes was comprised of the Companyâ€™s current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Companyâ€™s tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Companyâ€™s deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Companyâ€™s ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change. Â Research and Development Costs Â Research and development costs are expensed as incurred. Â Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed. Â Contingencies Â Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized. Â Recent Accounting Pronouncements Â On August 5, 2020, the FASB issued ASU 2020-06, Debt â€“ Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging â€“ Contracts in Entityâ€™s Own Equity (Subtopic 815-40), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entityâ€™s own equity. The ASU is part of the FASBâ€™s simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuerâ€™s accounting for convertible debt instruments, requires entities to provide expanded disclosures about â€œthe terms and features of convertible instrumentsâ€ and how the instruments have been reported in the entityâ€™s financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, Earnings per Share, on the computation of EPS for convertible instruments and contracts on an entityâ€™s own equity. An entity can use either a full or modified retrospective approach to adopt the ASUâ€™s guidance. The ASUâ€™s amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company is currently evaluating the impact of ASU 2020-06 on its consolidated financial statements and does not expect the adoption of this amended guidance to have a material impact on the Companyâ€™s consolidated financial statements. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, and for non-public companies for annual reporting periods beginning after December 15, 2025, with early adoption permitted for both. The Company will adopt the new standard in the annual reporting period beginning after December 15, 2025 and is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements. Â The Company does not expect the adoption of any accounting pronouncements to have a material impact on the consolidated financial statements. Â The Company reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations. Â F-13 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 3. Inventories Â Inventories, net consisted of the following at December 31, 2023 and 2022: Schedule of Inventories Â Â December 31, 2023Â Â December 31, 2022Â Raw materialsÂ $254,461Â Â $106,088Â Work in processÂ Â 170,464Â Â Â 49,144Â Finished goodsÂ Â 1,284,210Â Â Â 30,572Â TotalÂ $1,709,135Â Â $185,804Â Â Note 4. Fixed Assets Â Fixed asset, net, as of December 31, 2023 and 2022, are summarized as follows: Â Schedule of Property, Plant and Equipment Â Â December 31, 2023Â Â December 31, 2022Â Â Â Â Â Â Â Â LandÂ $260,460Â Â $242,240Â BuildingÂ Â 3,022,490Â Â Â 2,824,481Â Machinery and EquipmentÂ Â 4,464,317Â Â Â 4,601,293Â Computer and WebsiteÂ Â 290,661Â Â Â 16,600Â Â Total Fixed Assets Â Â 8,037,928Â Â Â 7,684,614Â Less: accumulated depreciationÂ Â (1,215,786)Â Â (679,724) Fixed asset, netÂ $6,822,142Â Â $7,004,890Â Â Depreciation expense of fixed assets for the year ended December 31, 2023 and 2022 was $876,064 and $647,690, respectively. Substantially, all of the Companyâ€™s fixed assets are located at the Companyâ€™s Hungary location. Â In the fourth quarter of 2023, the Company recorded, in Research and Development expenses, an asset impairment of $560,000 relating to Molds, which were included in Machinery and Equipment, due to a decision to discontinue usage of certain molds. Â During the year ended December 2022, the Company recorded $63,612 in fixed asset costs relating to the estimated fair market value for options granted in 2021 for the acquired machinery. As of December 31, 2023, the Company has $100,000 in remaining payments for machinery purchased, which is included in accounts payable. Â Note 5. Asset Acquisition Â In June 2020, the Company entered into a Share Purchase Agreement (â€œAgreementâ€) with Safegard Medical (â€œSafegardâ€) and amendments to the Agreement, collectively, the Agreements, to purchase either the stock or certain assets of a manufacturing facility for $2.5M in cash, plus additional consideration of 28,571 shares of common stock with an estimated fair market value of $7.00, 35,714 stock options with an exercise price of $7.00 and 50,000 stock options with an exercise price of $4.25. The purchase price includes the fair market value of the common stock of $200,000 and the vested options of $183,135. The Agreements provided the Company various periods for due diligence and post due diligence, requirements for escrow payments through the closing date (â€œClosing Dateâ€). Â Through the Closing Date, the Agreements provided the Company with the exclusive use of the facility in exchange for payment of the facilityâ€™s operating costs. The monthly fee (â€œOperating Costsâ€), which primarily covered the facilityâ€™s operating costs, was mainly comprised of the sellerâ€™s workforce costs, materials and other recurring monthly operating cost. Â During the year ended December 31, 2022, the Company had remitted $594,000, respectively for the aforementioned Operating Costs. The remittance of operating costs was discontinued after the Closing Date. These costs were included in research and development expense in the consolidated statement of operations as the activities at the facility in 2022 were related to design and testing of the Companyâ€™s products. Â F-14 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 5. Asset Acquisition (continued) Â The acquisition of Safegard, which closed on July 6, 2022, did not meet the definition of a business pursuant to ASC 805-10, and accordingly was accounted for as an asset acquisition in accordance with ASC 805-50. The cost of the acquisition was $2,936,712, including transaction costs of $53,576, with the allocation to the assets acquired on a relative fair value basis. The intangibles relate to permits and a limited workforce acquired. Under ASC 805-50, no goodwill is recognized. The operating results for Safegard are included in the consolidated balance sheet and consolidated statements of operations for the period beginning after the closing on July 6, 2022. Â The relative fair value of the assets acquired and related deferred tax liability is as follows: Â Schedule of Fair Value of the Assets Acquisition Â Â Â Â Â LandÂ $226,000Â Building and affixed assetsÂ Â 2,684,000Â MachineryÂ Â 158,000Â InventoryÂ Â 32,000Â IntangiblesÂ Â 64,712Â Deferred tax liabilityÂ Â (192,000) Â Â Â Â Â TotalÂ $2,936,712Â Â The useful lives for the acquired assets is Building - 20 years; Machinery â€“ 5 to 10 years; Intangibles â€“ 5 years. The related depreciation and amortization is being recorded on a straight-line basis. Â Note 6. Other Assets Â Other assets as of December 31, 2023 and 2022 are summarized as follows: Â Schedule of Other Assets Â Â December 31,Â Â December 31,Â Â Â 2023Â Â 2022Â Â Â Â Â Â Â Â Intangibles, netÂ $52,513Â Â $62,480Â Deposits or advance payments on machinery, molds and components (see Note 15)Â Â -Â Â Â 336,466Â OtherÂ Â 76,062Â Â Â 12,370Â Other assetsÂ $128,575Â Â $411,316Â Â Intangibles are related to the Asset Acquisition (see Note 5) and consist of an acquired workforce and permits. Amortization for the year ended December 31, 2023 was $15,184. Â Note 7. Debt FinancingÂ Â On September 20, 2024, the Company entered into a securities purchase agreement (the â€œSecurities Purchase Agreementâ€) and a Senior Secured Note (the â€œNoteâ€) for an aggregate principal amount of $4,375,000, including OID interest of $875,000 maturing on January 31, 2025, with certain purchasers (the â€œPurchasersâ€), and the issuance of approximately 259,091 (pre reverse - 5,700,006) unregistered shares of the Companyâ€™s Common Stock. The aggregate gross proceeds to the Company were approximately $3.5 million, before deducting fees to the placement agent and other offering expenses payable by the Company of $514,700 and an escrow deposit of $250,000 required until certain security liens are filed. The Note and the common stock were recorded at the relative fair values of $2.6M and $852,000, respectively, in accordance with ASC 470-20-25-2. The aforementioned expenses were allocated based on the aforementioned fair values as a reduction to the carrying amount of the debt and a reduction of the equity in accordance with ASC 505-10. For the three and nine months ended September 30, 2024, the Company recorded accreted interest and fees of $75,192. Note 7. Note Purchase Agreement Â On December 14, 2021, the Company entered into a Note Purchase Agreement (â€œNPAâ€) with three unrelated third-party purchasers (â€œPurchasersâ€). The Purchasers provided financing to the Company in the form of bridge financing, aggregating principal of $2,000,000 (the â€œNotesâ€). The principal under the Notes shall be payable on the earlier of (i) December 14, 2022, and (ii) the date on which the Company consummates an initial public offering (â€œIPOâ€), herein referred to as the â€œMaturity Dateâ€. The Notes bore interest at 8% with interest payments due monthly. The Company and the Purchasers had entered into a Security Agreement whereby the Notes were collateralized by substantially all the assets of the Company, both tangible and intangible both currently owned with stated exclusions, as defined, and any future acquired with stated exclusions, as defined. Â F-15 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 7. Note Purchase Agreement (continued) Â The NPA provided for covenants that until all of the Notes have been converted, exchanged, redeemed or otherwise satisfied in accordance with their terms, the Company shall not, and the Company shall not permit any of its subsidiaries without the prior written consent of the Purchasers: a) incur or guarantee any new debt, b) issue any securities that would cause a breach or default under the NPA, c) incur any liens other than permitted, d) redeem or repurchase shares, e) declare or pay any cash dividend or distribution, e) sell, lease or dispose of assets other than in the ordinary course of business, or f) engage in different line of business. Â As additional consideration to the Purchasers for providing the financing, the Company also agreed to a) issue each Purchaser a number of shares of the Companyâ€™s Common Stock equal to 50% of the original principal amount of each Purchaserâ€™s Note (the â€œContingent Stockâ€) and b) issue each Purchaser a number of warrants, which would allow the Purchasers to purchase additional shares of the Companyâ€™s Common Stock, equal to 50% of the original principal amount each Purchaserâ€™s Note for a term of 5.0 years (the â€œContingent Warrantsâ€). Â For both the Contingent Stock and the Contingent Warrants, the number of shares and warrants that each Purchaser will be issued was unknown at the time of the NPA and was determined based on a formula of 50% of the original principal amount divided by a â€œSubsequent Offering Priceâ€ based on the valuation in a future offering of Common stock or other equity interest in the Company (such offering referred to as a â€œConsummated Offeringâ€) during the period beginning on December 14, 2021 through and including the date the Company consummates an initial public offering (â€œIPOâ€) (such period referred to as the â€œSubsequent Offering Periodâ€). Â In accordance with ASC 480-10-25-14, a fixed monetary amount exists at inception for the total value of Contingent Stock that may be issued to each Purchaser. The Contingent Stock is not considered outstanding at inception, as it will only be issued upon the consummation of a Consummated Offering, and accordingly, is a conditional obligation. As such the fair market value (â€œFMVâ€) of the Contingent Stock at inception was $677,000, which was recorded as debt discount. Similarly, a fixed monetary amount further exists at inception for the total value of Contingent Warrants that may be issued to each Purchaser. Accordingly, a conditional obligation exists and as such the FMV of Contingent Warrants at inception was $585,000, which was recorded as debt discount. The Company incurred $197,500 of debt issuance

costs associated with the NPA. The debt issuance costs were allocated between the Notes, Contingent Stock and Contingent Warrants in a manner that was consistent with the allocation of the proceeds of the Notes. The portion of the debt issuance costs which were allocated to the Contingent Stock and Contingent Warrants, which was $124,460, was expensed during the year ended December 31, 2021. The debt issuance costs allocated to the Notes were recorded as a debt discount. Â The Contingent Stock and Contingent Warrant liabilities were measured at FMV on the date of issuance (based on the Black-Scholes valuation model). Â At inception, the Notes were recorded at the net amount of approximately $665,000, after adjusting for debt discounts of approximately $1,335,000 relating to the debt issuance costs, Contingent Stock and Contingent Warrants. Management calculates the effective interest rate (â€œEIRâ€) to consider the potential repayment at redemption date by reference to the face value amount after taking into account the stated 8% interest rate. In 2022, through the repayment date, the Company recorded interest expense of $39,111 and accreted interest of $1,299,895 and repaid the $2,000,000 in Notes with proceeds from the IPO that closed on April 19, 2022. Â The value of the Contingent Stock and Contingent Warrants is required to be re-measured at FMV at each reporting date, using either the Black-Scholes valuation model or other valuation method, if deemed more appropriate, with recognition of the changes in fair value to other income or expense in the consolidated statement of operations in accordance with ASC 480, Debt and Equity. On April 19, 2022, the Company issued 235,295 shares of Common Stock to settle the Contingent Stock liability, re-measured the liability at its estimated FMV based on the stockâ€™s trading price and reclassified $496,000 to Common Stock Par Value and Additional Paid in Capital. Â In connection with the closing of the IPO, 235,295 warrants were issued to settle the Contingent Warrant liability (â€œNote Warrantsâ€) with an exercise price of $4.25 adjusted to $0.64 at September 29, 2023, based on anti-dilution terms in the warrants. The terms of the Note Warrants continue to require classification as a liability under ASC 815 with recognition of the changes in fair value to other income or expense in the consolidated statement of operations in accordance with ASC 480 Debt and Equity. (See Notes 8 and 10) Â F-16 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 8. Stockholdersâ€™ Equity Â Capital Structure Â On December 11, 2017, the Company was incorporated in Wyoming with 20,000,000 shares of common stock authorized with a $0.0001 par value. Effective, April 18, 2019, the Companyâ€™s authorized common stock was increased to 50,000,000 shares of common stock. The articles of incorporation also authorized 10,000 preferred shares with a $0.001 par value. Â Effective March 22, 2022, the Company completed a plan and agreement of merger with Sharps Technology, Inc., a Nevada corporation (â€œSharps Nevadaâ€). Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation. The Companyâ€™s authorized common stock and preferred stock increased from 50,000,000 to 100,000,000 and 10,000 to 1,000,000 shares, respectively. The par value of preferred stock decreased from $0.001 to $0.0001 per share. Â Common Stock Â On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000. Â Â a. The first offering, the securities purchase agreement offering (the â€œShelf Offeringâ€) with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded warrants of approximately $2.5 million, includes the value of the pre-funded warrants recorded in Additional Paid in Capital, net of $362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued 3,618,521 shares of common at a purchase price of $0.64 per unit and 800,000 pre-funded warrants at $0.639 per pre-funded warrants. The exercise price of the pre-funded warrants will be $0.001 per share. Â Â b. The second offering, the securities purchase agreement offering (â€œPrivate Placementâ€) with institutional investors and the Company received net proceeds from the Private Placement of approximately $2.4 million, net of $354,000 in fees relating to the placement agent and other offering expenses. In connection with the Private Placement, the Company issued: (i) 2,581,479 PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 8,750,003 shares of our common stock, at a combined purchase price of $1.074 per unit (or $1.073 per pre-funded unit). The PIPE Warrants have a term of five and one-half (5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price of $0.64. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. At December 31, 2023, the warrant liability is $1,036,875. (See Notes 8 and 10). Â On February 3, 2023, the Company completed a securities purchase agreement (â€œOfferingâ€) with institutional investors and received net proceeds from the Offering were approximately $3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 2,248,521 units at a purchase price of $1.69 per unit. Each unit consists of one share of common stock and one non-tradable warrant exercisable for one share of common stock at a price of $1.56, adjusted to $0.64 at September 29, 2023, based on anti-dilution terms in the warrants. The warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering. Â On April 13, 2022, the Companyâ€™s initial public offering (â€œIPOâ€) was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of 3,750,000 units (â€œUnitsâ€), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant, with an initial exercise price of $4.25 per share and a term of five years. In addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to 1,125,000 warrants on April 19, 2022. Â F-17 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 8. Stockholdersâ€™ Equity (continued) Â The Companyâ€™s common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10) Â During the year ended December 31, 2022, the Company issued 235,000 shares of common stock at the trading stock price in connection with services provided to the Company and recorded a charge of $290,551, In addition, the Company issued 235,295 common shares relating to the Note Purchase agreement. (See Note 7) Â Warrants Â Â a) In connection with a one-year advisory services arrangement entered into in April 2023, the Company issued 495,000 warrants during the year ended December 31, 2023 at an exercise price of $1.56. The warrants have a three-year term and were fully vested on issuance. The FMV of the warrants recorded for the year end ended December 31, 2023 was $42,915 as computed using the Black Sholes valuation model. The assumptions for the year ended December 31, 2023 were: a) expected term â€“ 3 years, b) expected volatility â€“ 24.49% to 44.83%, c) risk free rate- 3.58% to 4.67.% and d) dividend rate â€“ 0%. Â b) In connection with the Private Placement in September 2023, the Company issued 8,750,003 non-trading PIPE Warrants as a component of the Unit as noted in Common Stock above. The PIPE Warrants were recorded at the FMV, computed using the Black Sholes valuation method. The PIPE Warrantâ€™s liability requires remeasurement at each reporting period. The PIPE Warrants are classified as a liability based on ASC 815. At the issuance date and December 31, 2023, the liability was $985,204 and $1,036,875, respectively and for the year ended December 31, 2023 a FMV loss adjustment of $51,671 was recorded (See Note 10). Â c) In connection with the Offering in February 2023, the Company issued 2,248,521 non-trading warrants Offering Warrants as a component of the Unit as noted in Common Stock above. The Offering Warrantâ€™s liability requires remeasurement at each reporting period. The Offering Warrants were recorded at the FMV, computed using the Black Sholes valuation method. The Offering Warrants are classified as a liability based on ASC 815. At the issuance date and at December 31, 2023 the liability was $455,326 and $234,072, respectively. During the year ended December 31, 2023, the Company recorded a FMV gain adjustment of $221,254. (See Note 10). Â d) In connection with the IPO in April 2022, the Company issued 7,500,000 warrants (Trading Warrants) as a component of the Units and 1,125,000 warrants to the underwriter (Overallotment Warrants), as noted in Common Stock above. The Trading and Overallotment Warrants were recorded at the FMV, being the trading price of the warrants, on the IPO effective date and the Warrants are classified as a Liability based on ASC 815. The Warrant liability requires remeasurement at each reporting period. At December 31, 2023 and 2022, the liability was $1,121,250. During years ended December 31, 2023 and 2022, the Company recorded a FMV loss (gain) adjustment of $0 and $(4,784,559), respectively (See Note 10). Â F-18 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 8. Stockholdersâ€™ Equity (continued) Â Â e) The Company has issued 235,295 Warrants (â€œNote Warrantsâ€) to the Purchasers of the Notes on April 19, 2022. The Note Warrants have an exercise price of $4.25 and a term of five years. At December 31,2023 and 2022, the liability was $30,588. During the years ended December 31, 2023 and 2022, the Company recorded a FMV loss (gain) of $0 and ($127,059), respectively. (See Note 10) Â Â Â Â f) The underwriter received 187,500 warrants in connection with the IPO for a nominal cost of $11,250. The Warrants have an exercise price of $5.32 and are exercisable after October 9, 2022. The FMV at the date of issuance was $228,750 computed using the Black Sholes valuation model with the following assumptions: a) volatility of 93.47%, five-year term, risk free interest rate 2.77% and 0% dividend rate. These warrants were recorded in Equity at the estimated FMV and classified as additional issuance costs. Â Note 9. Preferred Stock Â In February 2018, the Company Board of Directors issued one share of Series A Preferred Stock to Alan Blackman, the Companyâ€™s co-founder and Director. The Series A Preferred Stock entitles the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2022 to 29.5%, effective with the IPO. The Series A Preferred Stock has no right to dividends, or distributions in the event of a liquidation and is not convertible into common stock. In the event the Company is sold during the two-year period following completion of IPO at a price per share of more than 500% of the initial offering price per Unit in the IPO, the Series A Preferred Stock, as in effect upon completion of the IPO, will entitle the holder to 10% of the total purchase price. (See Note 15) Â Note 10. Warrant Liability Â The Warrants were accounted for as liabilities in accordance with ASC 815-40 and are presented as a Warrant liability in the accompanying consolidated balance sheet. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the consolidated statement of operations, The non-trading warrants, related to the February 2023 and September 2023 offerings, are valued using the Black-Scholes pricing model. The assumptions for the year ended December 31, 2023 were as follows: (See Notes 7 and 8) Schedule of Fair Value of Warrant Â Â Year Ended December 31, 2023Â Expected term (years)Â Â 4.10 to 5.50 Â Expected volatilityÂ Â 45.30% to 70.44% Risk-free interest rateÂ Â 3.53% to 4.54% Dividend rateÂ Â 0% Â The Warrant liability at December 31, 2023 and 2022 was as follows: Â Schedule of Warrant Liability Â Â 2023Â Â 2022Â Trading and Overallotment WarrantsÂ $1,121,250Â Â Â 1,121,250Â Note WarrantsÂ Â 30,588Â Â Â 30,588Â Offering Warrants â€“ February 2023Â Â 234,072Â Â Â -Â Offering Warrants â€“ September 2023Â Â 1,036,875Â Â Â -Â Total Warrant LiabilityÂ $2,422,785Â Â Â 1,151,838Â Â The Warrants outstanding at December 31, 2023 and 2022 were as follows: Â Schedule of Warrant Outstanding Â Â December 31, 2023Â Â December 31, 2022Â Â Â Â Â Â Â Â Trading and Overallotment WarrantsÂ Â 8,812,500Â Â Â 8,812,500Â Note WarrantsÂ Â 235,294Â Â Â 235,294Â Offering Warrants â€“ February 2023Â Â 2,248,521Â Â Â -Â Offering Warrants â€“ September 2023Â Â 8,750,003Â Â Â -Â Warrants issued for services arrangementÂ Â 495,000Â Â Â -Â Total Warrants OutstandingÂ Â 20,541,318Â Â Â 9,047,794Â Â F-19 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 10. Warrant Liability (continued) Â For the years ended December 31, 2023 and 2022 the FMV loss (gain) adjustment, which is reflected in the FMV adjustment on Warrants in the Consolidated Statements of Operations was ($169,583) and ($4,784,559), respectively. Â Note 11. Stock Options Â On January 24, 2023, the Companyâ€™s Board of Directors initially adopted the 2023 Equity Incentive Plan (the â€œ2023 Planâ€), to provide for the issuance of up to 1,400,000 options and/or shares of restricted stock be available for issuance to officers, directors, employees and consultants. The 2023 Plan was subsequently updated to provide for the issuance of up to 3,500,000 options and/or shares of restricted stock. The 2023 Plan was approved by shareholders at the annual meeting Â A summary of options granted and outstanding is presented below. Â Schedule of Stock Options Granted and Outstanding Â Â 2023Â Â 2022Â Â Â OptionsÂ Â Weighted Average Exercise PriceÂ Â OptionsÂ Â Weighted Average Exercise PriceÂ Outstanding at Beginning of yearÂ Â 1,358,122Â Â $4.37Â Â Â 1,137,479Â Â $5.18Â GrantedÂ Â 1,065,000Â Â Â 1.35Â Â Â 367,500Â Â Â 1.63Â CancelledÂ Â Â Â Â Â Â Â Â Â (3,571)Â Â (4.38) ForfeitedÂ Â (14,286)Â $1.75Â Â Â (143,286)Â $(3.77) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Outstanding at end of yearÂ Â 2,408,836Â Â $3.03Â Â Â 1,358,122Â Â $4.37Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exercisable at end of yearÂ Â 1,881,327Â Â $3.47Â Â Â 1,132,861Â Â $4.59Â Â 1) During the year ended December 31, 2023, the Company granted five-year options (the â€œOptionsâ€) to purchase a total of: Â Â Â Â a) 975,000 shares of the Companyâ€™s common stock, par value $0.0001 per share (the â€œCommon Stockâ€) to its directors, executive officers, employees and consultants pursuant to the Companyâ€™s. 2022 and 2023 Equity Incentive Plans. The Options are exercisable at $1.37 per share which was the closing price on January 25, 2023. Â Â b) 90,000 shares of the Companyâ€™s Common Stock in connection with an employment or consulting agreements at the exercise price, representing the closing price on the grant date ranging from $0.82 to $1.30. Â Â Â Â Â During the year ended December 31, 2023, 660,000 Options have been granted under the 2023 Equity Incentive Plan and the remaining 405,000 Options were issued under the 2022 Equity Incentive Plan. At December 31, 2023, 1,748,836 Options are outstanding under the 2022 Equity Incentive Plan. Â During the years ended December 31, 2023 and 2022, the estimated weighted-average grant-date fair value of options granted was $.80 per share and $1.63 per share, respectively. As of December 31, 2023 and 2022, there was $498,454 and $475,097, respectively, of unrecognized stock-based compensation related to unvested stock options with a weighted average fair value of $.94 and $2.05 per share, respectively, which is expected to be recognized over a weighted-average period sixteen months as of December 31, 2023. Â The following table summarizes information about options outstanding at December 31, 2023: Â Schedule of Information About Options Outstanding Exercise Prices Â Â Options Outstanding Â Â Aggregate Intrinsic Value Â Â Weighted Average Remaining Contractual Life Â Â Options Exercisable Â Â Aggregate Intrinsic Value on Exercisable Shares Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $ .82 to .92 Â Â Â 40,000 Â Â Â Â Â Â Â Â Â - Â Â Â 4.58 Â Â Â 18,794 Â Â Â Â Â Â Â Â Â Â Â Â Â Â - Â $ 1.21 Â Â Â 307,500 Â Â Â - Â Â Â 3.42 Â Â Â 240,386 Â Â Â - Â $ 1.30 Â Â Â 50,000 Â Â Â - Â Â Â 4.21 Â Â Â 43,750 Â Â Â - Â $ 1.37 Â Â Â 975,000 Â Â Â - Â Â Â 4.17 Â Â Â 561,719 Â Â Â - Â $ 1.75 Â Â Â 54,285 Â Â Â - Â Â Â 2.25 Â Â Â 54,285 Â Â Â - Â $ 2.80 Â Â Â 141,429 Â Â Â - Â Â Â 2.25 Â Â Â 141,429 Â Â Â - Â $ 1.39 Â Â Â 10,000 Â Â Â - Â Â Â 3.75 Â Â Â 10,000 Â Â Â - Â $ 4.25 Â Â Â 50,000 Â Â Â - Â Â Â 3.75 Â Â Â 50,000 Â Â Â - Â $ 4.38 Â Â Â 244,286 Â Â Â - Â Â Â 1.25 Â Â Â 244,286 Â Â Â - Â $ 7.00 Â Â Â 536,335 Â Â Â - Â Â Â 2.00 Â Â Â 516,679 Â Â Â - Â Â At December 31,2023, the stock options outstanding and the options exercisable have exercise prices that exceed the stock market price at December 31, 2023 and as such no intrinsic value exist. Intrinsic value is defined as the difference between the exercise price of the options and the market price of the Companyâ€™s common stock. Â F-20 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 11. Stock Options (continued) Â In 2023 and 2022, the Company recognized stock-based compensation expense of $920,108, of which $906,745 and $13,363 was recorded in general and administrative and research and development expenses, respectively and $1,012,592, of which $915,797 and $96,795 was recorded in general and administrative and research and development expenses, respectively. Further, in 2022, the Company recorded stock-based charges of $63,612 relating to purchase of machinery (See Note 4) and $60,435 relating to an Acquisition. (See Note 5.) Â The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions: Â Schedule of Fair Value of Stock Option Awards Â Â Â Year Ended December 31, 2023 Â Â Year Ended December 31, 2022 Â Expected term (years) Â Â 2.88 to 3.25 Â Â Â 2.50 to 3.00 Â Expected volatility Â Â 75.40% to 89.93 % Â Â 100.81% to 110.74 % Risk-free interest rate Â Â 3.71% to 4.27 % Â Â 2.90% to 3.47 % Dividend rate Â Â 0 % Â Â 0 % Â Note 12. Income Taxes Â A reconciliation of the Federal statutory rate of 21% and 28% in the years ended December 31, 2023 and 2022, respectively to the total effective rate applicable to income (loss) is as follows: Â Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate Â Â Year EndedÂ Â Year EndedÂ Â Â December 31, 2023Â Â December 31, 2022Â Â Â Â Â Â Â Â Expected benefit at statutory federal tax rateÂ $(2,073,230)Â $(974,329) Permanent differences â€“ netÂ Â (35,469)Â Â (859,515) State and local taxes, net of federal tax benefitÂ Â -Â Â Â (265,607) OtherÂ Â (24,569)Â Â (21,965) Change in valuation allowanceÂ Â 2,103,268Â Â Â 2,121,416Â Income tax expense (benefit)Â $(30,000)Â $-Â Â The components of the Companyâ€™s deferred tax assets (liabilities) are as follows: Â Schedule of Components of Deferred tax Assets Â Â Year Ended December 31, 2023Â Â Year Ended December 31, 2022Â Deferred tax assets (liabilities):Â Â Â Â Â Â Â Â Fixed assetsÂ $(281,073)Â $(268,594) InterestÂ Â 35,178Â Â Â 62,310Â Research and development expensesÂ Â 400,810Â Â Â 454,942Â Stock-based compensationÂ Â 895,509Â Â Â 917,351Â Charitable ContributionsÂ Â 420Â Â Â Â Â Net operating losses - federalÂ Â 4,456,242Â Â Â 2,898,411Â Net operating losses â€“ state and

localÂ Â 543,264Â Â Â 921,350Â Net operating losses - foreignÂ Â 233,114Â Â Â 37,686Â Research creditÂ Â 28,985Â Â Â 28,985Â Less valuation allowanceÂ Â (6,474,449)Â Â (5,244,441) Net deferred tax liabilityÂ $(162,000)Â $(192,000) Â F-21 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 12. Income Taxes (continued) Â The authoritative guidance requires the asset and liability method of accounting for deferred income taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities. Deferred tax assets or liabilities at the end of each period are determined using the tax rate expected to be in effect when taxes are actually paid or recovered. Â The guidance also requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. A review of all available positive and negative evidence needs to be considered, including a companyâ€™s current and past performance, the market environment in which the company operates, length of carryback and carryforward periods and existing contracts that will result in future profits. After reviewing all the evidence, the company has recorded a full valuation allowance. Â As of December 31, 2023, the Company had U.S. federal net operating loss carryforwards of approximately $21,222,000 of which $241,000, if not fully utilized, expires by 2038 and which $20,981,000 do not expire. The Company has foreign net operating loss carryforwards of $2,590,000, if not fully utilized, expire through 2028. Utilization is dependent on generating sufficient taxable income prior to expiration of the tax loss carryforwards. Â The geographical components of loss before income taxes consisted of the following for the years ended December 31: Â Schedule of Geographical Components of Loss Before Income Taxes Â Â Year EndedÂ Â Year EndedÂ Â Â December 31, 2023Â Â December 31, 2022Â Â Â Â Â Â Â Â United Stated OperationsÂ $(8,173,807)Â $(3,978,832) International OperationsÂ Â (1,667,831)Â Â (660,830) (Loss) Income before taxesÂ Â (9,871,638)Â Â (4,639,662) Â Note 13. Related Party Transactions and Balances Â As of December 31, 2023 and 2022, accounts payable and accrued liabilities include $32,974 and $105,667, respectively, payable to officers, and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand (See Note 15). Â Note 14. Fair Value Measurements Â The Companyâ€™s financial instruments include cash, accounts payable, notes payable, contingent stock and warrant liability and warrant liability. Cash, contingent stock liability, contingent warrant liability and warrant liability are measured at fair value. Accounts payable and notes payable are measured at amortized cost and approximates fair value due to their short duration and market rate for similar instruments, respectively. Â F-22 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 14. Fair Value Measurements (continued) Â As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Companyâ€™s consolidated balance sheet: Schedule of Assets and Liabilities Measured at Fair Value on Recurring BasisÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair Value Measurements UsingÂ Â Â Â Â Â Level 1Â Â Level 2Â Â Level 3Â Â TotalÂ Â Â Â Â Â Â Â Â Â Â Â Â Â AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â CashÂ $3,012,908Â Â Â -Â Â Â -Â Â $3,012,908Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total assets measured at fair valueÂ $3,012,908Â Â Â -Â Â Â -Â Â $3,012,908Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â LiabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityÂ $-Â Â Â 2,422,785Â Â Â -Â Â $2,422,785Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total liabilities measured at fair valueÂ $-Â Â Â 2,422,785Â Â Â -Â Â $2,422,785Â Â As of December 31, 2022, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Companyâ€™s consolidated balance sheet: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fair Value Measurements UsingÂ Â Â Â Â Â Level 1Â Â Level 2Â Â Level 3Â Â TotalÂ Â Â Â Â Â Â Â Â Â Â Â Â Â AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â CashÂ $4,170,897Â Â Â -Â Â Â -Â Â $4,170,897Â Â Â Â -Â Â Â -Â Â Â Â Â Total assets measured at fair valueÂ $4,170,897Â Â Â -Â Â Â Â Â Â $4,170,897Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â LiabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityÂ $1,151,838Â Â Â -Â Â Â -Â Â $1,151,838Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total liabilities measured at fair valueÂ $1,151,838Â Â Â -Â Â Â -Â Â $1,151,838Â Â Note 15. Commitments and Contingencies Â Fixed Assets and Other Â At December 31, 2023, the remaining amounts due under outstanding orders of $56,874 is recorded in Accounts Payable. At December 31, 2022, the Company has outstanding orders to purchase equipment, molds and component parts for research and development of $609,953 of which advance payments of $209,678 have been made and recorded in Other Assets (See Note 6). Â F-23 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 15. Commitments and Contingencies (continued) Â Contingencies Â At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company is currently not involved in any material litigation or other loss contingencies. Â Royalty Agreement Â In connection with the purchase of certain intellectual property in July 2017, Barry Berler and Alan Blackman entered into a royalty agreement which provides that Barry Berler will be entitled to a royalty of four percent (4%) of net sales derived from the use, sale, lease, rent and export of products related to the intellectual property. The royalty continues until the patent expires or is no longer used in the Companyâ€™s product. The royalty agreement was assumed by the Company in December 2017. Â In September 2018, the Royalty Agreement was amended to reduce the royalty to 2% and further provided for a single payment of $500,000 to Barry Berler within three years in return for cancellation of all further royalty obligations of the Company. In May 2019, the Royalty Agreement was further amended to change the payment date to on or before May 31, 2021 or during the term of the amended Royalty Agreement should the Company be acquired or a controlling interest be acquired. The Company has not made the aforementioned payment or incur any change in control as such the 2% royalty remains in place. Â Employment Agreements Â On August 1, 2022, the Company cancelled the consulting agreement with Alan Blackman, Co- Chairman and Chief Operating Officer and entered into an Employment Agreement which provides for annual salary of $256,000, which provides for increases, and provisions compensation adjustments, expense and tax differential reimbursements, benefits and bonuses. As of September 1, 2022, the annual salary is $320,000. At June 30, 2022, the Company approved and accrued a $250,000 bonus to Mr. Blackman for services provided in 2022, of which $65,000 was paid subsequent to December 31, 2022. The Company terminated Mr. Blackmanâ€™s Employment Agreement effective May 1, 2023. Mr. Blackman continued to serve as the Co-Chairman and a member of the Board of Directors. Subsequent to June 30, 2023, the Company and Mr. Blackman entered into a separation agreement whereby, Mr. Blackman will be paid severance payments of approximately $346,000, which was recorded as an expense and an accrued expense as of June 30, 2023, over thirteen months, continue his medical benefits for such period with a cost of approximately $29,000 which has been accrued at June 30, 2023. At December 31, 2023, the outstanding balance due Mr. Blackman is $218,000, which is recorded in accrued expenses. Further, all unvested options were fully vested and the Company recorded a charge of $60,000. In connection with the separation agreement, Mr. Blackman no longer serves as Co-Chairman or Board member and has agreed to vote his Series A Preferred Stock in favor of the election, reelection, and/or designation of each individual nominated to serve as a director on the Board of Director as shall be identified in an applicable proxy statement filed by the Company for such election of directors. Once the payments due Mr. Blackman are fully paid, the Series A Preferred Stock shall be deemed immediately cancelled and forfeited and without further consideration. The Series A Preferred shall at such time be returned to the status of an authorized but unissued share of preferred stock of the Company. Â F-24 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022 Â Â Note 15. Commitments and Contingencies (continued) Â On September 30, 2022, the Company entered into a formal employment agreement, effective on such date and will continue until terminated by either party, subject to the terms of the agreement, with Andrew R. Crescenzo who has been serving as the Companyâ€™s Chief Financial Officer on a contract services basis for the last three years. The agreement provided for annual compensation of $225,000 and plus a one-time $18,750 incentive payment upon the commencement of the agreement. During the course of the term, Mr. Crescenzo will be eligible for (i) performance bonuses to be granted at the discretion of the Companyâ€™s Compensation Committee and (ii) to participate in the Companyâ€™s 2022 Equity Incentive Plan. The agreement contains customary employment terms and conditions. Â In October 2022, the Company entered into a service agreement (â€œService Agreementâ€) with an unrelated third-party for marketing and investor relations services. The Service Agreement, which has a term of one year, has various deliverables and provides payments to the third party as follows; a) an initial fee of $90,000, b) monthly fees through the term of $12,500, c) 200,000 shares of restricted common stock and d) $300,000 specifically related to digital marketing activities. As stated in Note 8, the 200,000 shares of restricted common stock were valued at $230,000, representative of the trading price on the issuance. Â On February 9, 2023, the Company, appointed Justin Page, as Vice President of Technical Operations with a start date of February 15, 2023. The agreement provides for annual compensation of $235,000 and Options to purchase 50,000 shares of Common Stock at the exercise price of $1.30, the closing price on the grant date. During the course of the term, Mr. Paige will be eligible for (i) performance bonuses to be granted at the discretion of the Companyâ€™s Compensation Committee and (ii) to participate in the Companyâ€™s Equity Incentive Plan. The agreement contains customary employment terms and conditions and provides for severance of six months if a change in control occurs, as defined. Â On November 10, 2023, the Company executed an Employment Agreement with Robert Hayes, its Chief Executive Officer amending the employment letter dated September 6, 2021. The agreement term automatically renews for successive one-year terms as of the commencement date unless prior written notice by either party within ninety days prior to end of the current term. The agreement provides for termination of employment and severance benefits under stated conditions and restrictive covenants. The agreement provides for annual compensation retroactive to June 1, 2023 of $600,000 from $400,000 and a stated increase with the successful acquisition of InjectEZ and other terms of the acquisition agreement (See Note 5). The agreement provides for bonus compensation for: (i) closing the Nephron acquisition agreement, (ii) long-term incentives for achieving revenue targets and market caps for the Companyâ€™s stock and (iii) other Company achievements. In addition, the agreement provides for benefits and paid time off. Â Note 16. Subsequent Events Â In January 2024, the holders of 398,441 of pre-funded warrants exercised their warrants at the exercise price of $.001. Â Â F-25 Table of Contents Â Â REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â To the Stockholders and the Board of Directors of Sharps Technology Inc. Â Opinion on the Consolidated Financial Statements Â We have audited the accompanying consolidated balance sheets of Sharps Technology Inc. and its subsidiary (the â€œCompanyâ€) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive loss, stockholdersâ€™ equity and cash flows for the years then ended, and the related notes (collectively referred to as the â€œconsolidated financial statementsâ€). Â In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. Â Basis for Opinion Â These consolidated financial statements are the responsibility of the Companyâ€™s management. Our responsibility is to express an opinion on the Companyâ€™s consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (â€œPCAOBâ€) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Â We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Companyâ€™s internal control over financial reporting. Accordingly, we express no such opinion. Â Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion. Â /s/ Manning Elliott LLP Â CHARTERED PROFESSIONAL ACCOUNTANTS Â Vancouver, Canada Â March 30, 2023 PCAOB ID:1524 We have served as the Companyâ€™s auditor since 2018. Â F-26 Table of Contents Â SHARPS TECHNOLOGY, INC. CONDENSED CONSOLIDATED BALANCE SHEETS Â Â Â September 30, 2024Â Â December 31, 2023Â Â Â Â (Unaudited)Â Â Â (Audited)Â Assets:Â Â Â Â Â Â Â Â Current AssetsÂ Â Â Â Â Â Â Â CashÂ $2,473,197Â Â $3,012,908Â Prepaid expenses and other current assetsÂ Â 161,337Â Â Â 116,508Â Inventories, net (Note 3)Â Â 2,019,481Â Â Â 1,709,135Â Current AssetsÂ Â 4,654,015Â Â Â 4,838,551Â Â Â Â Â Â Â Â Â Â Fixed Assets, net of accumulated depreciation (Notes 4 and 5)Â Â 6,233,595Â Â Â 6,822,142Â Other Assets (Notes 6 and 7)Â Â 366,288Â Â Â 128,575Â TOTAL ASSETSÂ $11,253,898Â Â $11,789,268Â Â Â Â Â Â Â Â Â Â Liabilities:Â Â Â Â Â Â Â Â Current LiabilitiesÂ Â Â Â Â Â Â Â Accounts payableÂ $945,625Â Â $794,107Â Accrued and other current liabilities (Notes 13 and 15)Â Â 279,326Â Â Â 476,090Â Notes Payable (Note 7)Â Â 2,334,142Â Â Â -Â Warrant liability (Notes 8 and 10)Â Â 1,027,102Â Â Â 2,422,785Â Total Current LiabilitiesÂ Â 4,586,195Â Â Â 3,692,982Â Â Â Â Â Â Â Â Â Â Deferred Tax LiabilityÂ Â 162,000Â Â Â 162,000Â Total LiabilitiesÂ Â 4,748,195Â Â Â 3,854,982Â Â Â Â Â Â Â Â Â Â Commitments and Contingencies (Note 15)Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Stockholdersâ€™ Equity:Â Â Â Â Â Â Â Â Preferred stock, $.0001 par value; 1,000,000 shares authorized; 0 shares issued and outstanding (2023: 1)Â Â -Â Â Â -Â Common stock, $.0001 par value; 500,000,000, shares authorized; (100,000,000 in 2023), 1,694,110 shares issued and outstanding (2023: 694,294)Â Â 170Â Â Â 69Â Additional paid-in capitalÂ Â 35,941,738Â Â Â 32,491,409Â Accumulated other comprehensive incomeÂ Â 482,572Â Â Â 591,812Â Accumulated deficitÂ Â (29,918,777)Â Â (25,149,004) Total Stockholdersâ€™ EquityÂ Â 6,505,703Â Â Â 7,934,286Â TOTAL LIABILITIES AND STOCKHOLDERSâ€™ EQUITYÂ $11,253,898Â Â $11,789,268Â Â The accompanying notes are an integral part of these financial statements. Â F-27 Table of Contents Â SHARPS TECHNOLOGY, INC. CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER (UNAUDITED) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â THREE MONTHS ENDED SEPTEMBER 30,Â Â NINE MONTHS ENDED SEPTEMBER 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Revenue, netÂ $-Â Â $-Â Â $-Â Â $-Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Operating expenses:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Research and developmentÂ Â 145,611Â Â Â 225,191Â Â Â 523,347Â Â Â 783,340Â General and administrativeÂ Â 1,869,598Â Â Â 2,133,167Â Â Â 5,257,015Â Â Â 6,425,154Â Total operating expensesÂ Â 2,015,209Â Â Â 2,358,358Â Â Â 5,780,362Â Â Â 7,208,494Â Loss from operationsÂ Â (2,015,209)Â Â (2,358,358)Â Â (5,780,362)Â Â (7,208,494) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other income (expense)Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other (expense) income (Note 15)Â Â (70,905)Â Â 17,620Â Â Â (1,046,593)Â Â 94,492Â FMV adjustment warrants (Note 10)Â Â 416,560Â Â Â 321,981Â Â Â 2,088,747Â Â Â 415,958Â FMV adjustment on contingent stock & warrantsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Foreign currencyÂ Â (15,506)Â Â (3,587)Â Â (31,566)Â Â (41,955) Total other income (expense)Â Â 330,149Â Â Â 336,014Â Â Â 1,010,588Â Â Â 468,495Â Net LossÂ $(1,685,060)Â $(2,022,344)Â $(4,769,774)Â $(6,739,999) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss per share, basic and dilutedÂ $(1.27)Â $(3.77)Â $(4.53)Â $(13.01) Weighted average shares used to compute net loss per share, basic and diluted (Note 1)Â Â 1,331,891Â Â Â 536,886Â Â Â 1,053,259Â Â Â 518,166Â Â The accompanying notes are an integral part of these financial statements. Â F-28 Table of Contents Â SHARPS TECHNOLOGY, INC. CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30 (UNAUDITED) Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Â Â THREE MONTHS ENDED SEPTEMBER 30,Â Â NINE MONTHS ENDED SEPTEMBER 30,Â Â Â 2024Â Â 2023Â Â 2024Â Â 2023Â Net lossÂ $(1,685,060)Â $(2,022,344)Â $(4,769,774)Â $(6,739,999) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other comprehensive income:Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency translation adjustments gain/(loss)Â Â 130,723Â Â Â (283,544)Â Â (109,241)Â Â 61,314Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Comprehensive lossÂ $(1,554,337)Â $(2,305,888)Â $(4,879,015)Â $(6,678,685) Â The accompanying notes are an integral part of these financial statements. Â F-29 Table of Contents Â SHARPS TECHNOLOGY, INC. CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERSâ€™ EQUITY FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 (Unaudited) Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â IncomeÂ Â DeficitÂ Â EquityÂ Â Â Preferred StockÂ Â Common StockÂ Â Additional Paid inÂ Â Accumulated Other ComprehensiveÂ Â AccumulatedÂ Â Total StockholdersÂ Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â CapitalÂ Â IncomeÂ Â DeficitÂ Â EquityÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance -December 31, 2023Â Â 1Â Â $Â Â Â Â Â Â -Â Â Â Â Â 694,294Â Â $69Â Â - $32,491,409Â Â $591,812Â Â $(25,149,004)Â $7,934,286Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Net loss for the three months ended March 31, 2024Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â - Â -Â Â Â -Â Â Â (982,386)Â Â (982,386) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Share-based compensation chargesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 126,387Â Â Â -Â Â Â -Â Â Â 126,387Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exercise of Pre-Funded WarrantsÂ Â -Â Â Â -Â Â Â 18,020Â Â Â 2Â Â Â 394Â Â Â -Â Â Â -Â Â Â 396Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Foreign Currency TranslationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (218,053)Â Â -Â Â Â (218,053) Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Balance - March 31, 2024Â Â 1Â Â $-Â Â Â 712,314Â Â $71Â Â - $32,618,190Â Â $373,759Â Â $(26,131,390)Â

$6,860,630Â Net loss for the three months ended June 30, 2024Â Â -Â Â Â -Â Â Â Â -Â Â Â -Â Â - Â -Â Â Â -Â Â Â (2,102,327)Â Â (2,102,327) Â Share-based compensation chargesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 201,918Â Â Â -Â Â Â -Â Â Â 201,918Â Exercise of Pre-Funded WarrantsÂ Â -Â Â Â -Â Â Â 135,683Â Â Â 14Â Â Â 2,971Â Â Â -Â Â Â - Â Â Â 2,985Â Registration A OfferingÂ Â -Â Â Â -Â Â Â 190,773Â Â Â 19Â Â Â 1,296,903Â Â Â -Â Â Â -Â Â Â 1,296,922Â Warrant InducementsÂ Â Â Â Â Â Â Â Â Â 260,799Â Â Â 26Â Â Â 978,955Â Â Â -Â Â Â -Â Â Â 978,981Â Foreign Currency TranslationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (21,911)Â Â -Â Â Â (21,911) Â Balance - June 30, 2024Â Â 1Â Â $-Â Â Â 1,299,569Â Â $130Â Â - $35,098,937Â Â $351,848Â Â $(28,233,717)Â $7,217,198Â Net loss for the three months ended September 30, 2024Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â - Â -Â Â Â -Â Â Â (1,685,060)Â Â (1,685,060) Â Cancellation of Preferred ShareÂ Â (1)Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Share-based compensation chargesÂ Â -Â Â Â - Â Â Â -Â Â Â -Â Â Â 116,193Â Â Â -Â Â Â -Â Â Â 116,193Â Issuance of Common Stock â€“ see Note 7Â Â Â , Â Â Â Â -Â Â Â 259,091Â Â Â 26Â Â Â 726,324Â Â Â -Â Â Â -Â Â Â 726,350Â Warrant exerciseÂ Â -Â Â Â -Â Â Â 135,450Â Â Â 14Â Â Â 284Â Â Â -Â Â Â -Â Â Â 298Â Foreign Currency TranslationÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 130,723Â Â -Â Â Â 130,723Â Balance - September 30, 2024Â Â -Â Â $- Â Â Â 1,694,110Â Â $170Â Â - $35,941,738Â $482,572Â Â $(29,918,777)Â $6,505,703Â Â F-30 Table of Contents Â SHARPS TECHNOLOGY, INC. CONDENSED STATEMENT OF STOCKHOLDERSâ€™ EQUITY FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2023 (Unaudited) Â Preferred StockÂ Â Common StockÂ Â Common Stock SubscriptionÂ Â Additional Paid inÂ Â Accumulated Other ComprehensiveÂ Â AccumulatedÂ Â Total Stockholdersâ€™Â Â Â SharesÂ Â AmountÂ Â SharesÂ Â AmountÂ Â ReceivableÂ Â CapitalÂ Â IncomeÂ Â DeficitÂ Â EquityÂ Balance - December 31, 2022Â Â Â Â 1Â Â $Â Â Â Â Â Â Â - Â Â Â Â 427,610Â Â $43Â Â Â Â Â Â Â Â Â -Â Â $24,734,204Â Â $214,253Â Â $(15,307,366)Â $9,641,134Â Net loss for the three months ended March 31, 2023Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (2,111,830)Â Â (2,111,830) Shares issued in OfferingÂ Â Â Â Â Â Â Â Â Â 102,206Â Â Â 10Â Â Â Â Â Â Â 2,783,375Â Â Â -Â Â Â Â Â Â Â 2,783,385Â Share-based compensation chargesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 383,100Â Â Â -Â Â Â -Â Â Â 383,100Â Foreign Currency TranslationÂ Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â -Â Â Â -Â Â Â 270,983Â Â Â -Â Â Â 270,983Â Balance - March 31, 2023Â Â 1Â Â $-Â Â Â 529,816Â Â $53Â Â Â -Â Â $27,900,679Â Â $485,236Â Â $(17,419,196)Â $10,966,772Â Net loss for the three months ended June 30, 2023Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â - Â Â Â -Â Â Â (2,605,825)Â Â (2,605,825) Share-based compensation chargesÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â 254,446Â Â Â -Â Â Â -Â Â Â 254,446Â Foreign Currency TranslationÂ Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â -Â Â Â -Â Â Â 73,876Â Â Â -Â Â Â 73,876Â Balance - June 30, 2023Â Â 1Â Â $-Â Â Â 529,816Â Â $53Â Â Â -Â Â $28,155,125Â Â $559,112Â Â $(20,025,021)Â $8,689,269Â BalanceÂ Â 1Â Â $-Â Â Â 529,816Â Â $53Â Â Â -Â Â $28,155,125Â Â $559,112Â Â $(20,025,021)Â $8,689,269Â Net loss for the three months ended September 30, 2023Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (2,022,344)Â Â (2,022,344) Net lossÂ Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â -Â Â Â (2,022,344)Â Â (2,022,344) Share-based compensation chargesÂ Â -Â Â Â -Â Â Â -Â Â Â Â Â Â Â -Â Â Â 201,365Â Â Â -Â Â Â -Â Â Â 201,365Â Shelf Registration Offering â€“ see Note 8Â Â -Â Â Â -Â Â Â 164,478Â Â Â 16Â Â Â Â Â Â Â 2,457,988Â Â Â Â Â Â Â Â Â Â Â 2,458,004Â Private Placement Offering â€“ see Note 8Â Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â 1,552,819Â Â Â Â Â Â Â Â Â Â Â 1,552,819Â Foreign Currency TranslationÂ Â -Â Â Â -Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â (283,544)Â Â Â Â Â Â (283,544) Balance - September 30, 2023Â Â 1Â Â $-Â Â Â 694,294Â Â $69Â Â Â -Â Â $32,367,297Â Â $275,568Â Â $(22,047,365)Â $10,595,569Â BalanceÂ Â 1Â Â $-Â Â Â 694,294Â Â $69Â Â Â -Â Â $32,367,297Â Â $275,568Â Â $(22,047,365)Â $10,595,569Â Â The accompanying notes are an integral part of these financial statements Â F-31 Table of Contents Â SHARPS TECHNOLOGY, INC. CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30 (UNAUDITED) Â Â Â Â Â Â Â Â Â Â 2024Â Â 2023Â CASH FLOWS FROM OPERATING ACTIVITIES:Â Â Â Â Â Â Â Â Net lossÂ $(4,769,774)Â $(6,739,999) Adjustments to reconcile net loss to net cash used in operating activities:Â Â Â Â Â Â Â Â Depreciation and amortizationÂ Â 583,006Â Â Â 656,100Â Stock-based compensationÂ Â 444,498Â Â Â 838,911Â Accretion of debt discountÂ Â 75,192Â Â Â -Â FMV adjustment for WarrantsÂ Â (2,088,747)Â Â (415,958) Equity Issuance costsÂ Â -Â Â Â Â 205,112Â Escrow forfeitedÂ Â 1,000,000Â Â Â -Â Foreign exchange (gain)/lossÂ Â 31,566Â Â Â 33,729Â Changes in operating assets:Â Â Â Â Â Â Â Â Prepaid expenses and other current assetsÂ Â (47,233)Â Â (23,032) InventoryÂ Â (349,317)Â Â (1,039,152) Accounts payable and accrued liabilitiesÂ Â (51,326)Â Â 339,352) Net cash used in operating activitiesÂ Â (5,172,135)Â Â (6,144,937) Â Â Â Â Â Â Â Â Â CASH FLOWS FROM INVESTING ACTIVITIES:Â Â Â Â Â Â Â Â Acquisition of fixed assets or deposits paidÂ Â (69,659)Â Â (232,295) Escrow payment under agreementÂ Â (1,000,000)Â Â (199,084) Net cash used in investing activitiesÂ Â (1,069,659)Â Â (431,379) Â Â Â Â Â Â Â Â Â CASH FLOWS FROM FINANCING ACTIVITIES:Â Â Â Â Â Â Â Â Net proceeds from offerings and warrant exercisesÂ Â 2,972,646Â Â Â 8,029,628Â Net proceeds from Debt financingÂ Â 2,735,300Â Â Â -Â Net cash provided by financing activitiesÂ Â 5,707,946Â Â Â 8,029,628Â Â Â Â Â Â Â Â Â Â Effect of exchange rate changes on cashÂ Â (5,863)Â Â (69,792) Â Â Â Â Â Â Â Â Â NET INCREASE (DECREASE) IN CASHÂ Â (539,711)Â Â 1,383,520Â CASH â€” BEGINNING OF YEARÂ Â 3,012,908Â Â Â 4,170,897Â CASH â€” END OF PERIODÂ $2,473,197Â Â $5,554,417Â Â The accompanying notes are an integral part of these financial statements. Â F-32 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 1. Description of Business Â Nature of Business and Going Concern Â Sharps Technology, Inc. (â€œSharpsâ€ or the â€œCompanyâ€) is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products. Â The accompanying condensed consolidated financial statements include the accounts of Sharps Technology, Inc., and its wholly owned subsidiaries, Safegard Medical, Kft. and Sharps Technology Acquisition Corp. collectively referred to as the â€œCompany.â€ The condensed consolidated balance sheet as of September 30, 2024 and the condensed consolidated statements of operations, statements of comprehensive loss, statements of stockholdersâ€™ equity and the statements of cash flow for three and nine months ended September 30, 2024 and 2023 (the â€œinterim statementsâ€) are unaudited. All intercompany transactions and balances have been eliminated. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position and operating results for the interim periods have been made. Certain information and footnote disclosure, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States, have been condensed or omitted. The interim statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2023 and notes thereto contained in the Companyâ€™s Form 10-K filed with the Securities and Exchange Commission. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. Â The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of September 30, 2024, the Company had a working capital of $67,820 which is not expected to be sufficient to fund the Companyâ€™s planned operations for the next 12 months. These factors raise substantial doubt regarding the Companyâ€™s ability to continue as a going concern. The Companyâ€™s ability to continue as a going concern is dependent upon the Companyâ€™s ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The unaudited condensed consolidated financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern. Â The Companyâ€™s fiscal year ends on December 31. Â On April 13, 2022, the Companyâ€™s Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14.2 million on April 19, 2022 (See Note 7). Â Effective October 16, 2024, the Company completed a 1 for 22 reverse split, whereby for each 22 shares of common stock the Company issued one share of common stock . All share, other equity instruments and per share information in the accompanying condensed consolidated financial statements and footnotes have been retroactively adjusted for the effects of the reverse split for all periods presented. Â Note 2. Summary of Significant Accounting Policies Â Basis of Presentation Â The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles (â€œGAAPâ€) in the United States (â€œU.S.â€) and are expressed in U.S. dollars. Â F-33 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 2. Summary of Significant Accounting Policies (continued) Â Use of Estimates Â The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of September 30, 2024, the most significant estimates relate to derivative liabilities, stock-based compensation, long-lived asset impairments and accounting for debt and equity financing. Â Cash and Cash Equivalents Â The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At September 30, 2024 and December 31, 2023, the Company had no cash equivalents. Â Inventories Â The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At September 30, 2024, and December 31, 2023, inventory is comprised of raw materials, including packaging, work in process (components) and finished goods. Â Fair Value Measurements Â ASC 820, Fair Value Measurements and Disclosures, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrumentâ€™s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value. Â The Companyâ€™s outstanding warrants are valued on a recurring basis with the trading price which could cause fluctuations in operating results at the reporting periods. Â Level 1 Â Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment. Â Level 2 Â Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. Â Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment. Â F-34 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 2. Summary of Significant Accounting Policies (continued) Â Level 3 Â Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity. Â Fixed Assets Â Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Companyâ€™s fixed assets consist of land, building, machinery and equipment, molds and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building â€“ 20 years, Machinery and Equipment â€“ 3 - 10 years and Website and Computer Systems â€“ 3 years. The expected life for Molds is based on the lesser of the number of parts that will be produced based on the expected mold capability or 5 years. Â Impairment of Long-Lived Assets Â Long-lived assets are reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset. Â There were no impairment losses recognized during the three and nine months ended September 30, 2024 and 2023. Â Purchased Identified Intangible Assets Â The Companyâ€™s identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of indefinite-lived intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value. Â Stock-based Compensation Expense Â The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis. Â Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured. Â F-35 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 2. Summary of Significant Accounting Policies (continued) Â Derivative Instruments Â The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board (â€œFASBâ€) Accounting Standards Codification (â€œASC 480â€), Distinguishing Liabilities from Equity (â€œASC 480â€) and ASC 815, Derivatives and Hedging (â€œASC 815â€). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Companyâ€™s own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Companyâ€™s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding. Â At their issuance date and as of September 30, 2024, certain warrants (see Notes 8 and 10) were accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Companyâ€™s condensed consolidated statements of operations. Â Foreign Currency Translation/Transactions Â The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at

weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholdersâ€™ equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the condensed consolidated statements of operations. Â Comprehensive income (loss) Â Comprehensive income (loss) consists of the Companyâ€™s consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at September 30, 2024 and December 31, 2023. Accumulated other comprehensive income (loss) is a separate component of stockholdersâ€™ equity and consists of the cumulative foreign currency translation adjustments. Â Basic and Diluted Loss Per Share Â The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of September 30, 2024, there were 958,693 stock options and warrants, post reverse split effected, that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented. Â F-36 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 2. Summary of Significant Accounting Policies (continued) Â Income Taxes Â The Company must make certain estimates and judgments in determining income tax expenses for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Companyâ€™s tax provision in a subsequent period. Â The provision for income taxes was comprised of the Companyâ€™s current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Companyâ€™s tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Companyâ€™s deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Companyâ€™s ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change. Â Research and Development Costs Â Research and development costs are expensed as incurred. Â Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed. Â Contingencies Â Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized. Â Recent Accounting Pronouncements Â On August 5, 2020, the FASB issued ASU 2020-06, Debt â€“ Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging â€“ Contracts in Entityâ€™s Own Equity (Subtopic 815-40), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entityâ€™s own equity. The ASU is part of the FASBâ€™s simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuerâ€™s accounting for convertible debt instruments, requires entities to provide expanded disclosures about â€œthe terms and features of convertible instrumentsâ€ and how the instruments have been reported in the entityâ€™s financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, Earnings per Share, on the computation of EPS for convertible instruments and contracts on an entityâ€™s own equity. An entity can use either a full or modified retrospective approach to adopt the ASUâ€™s guidance. The ASUâ€™s amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company does not expect the pronouncement to have a material impact on the Company and will disclose the nature and reason for any elections that the Company makes. Â F-37 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 2. Summary of Significant Accounting Policies (continued) Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, a, with early adoption permitted. The Company is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements. Â The Company does not expect the adoption of any accounting pronouncements to have a material impact on the condensed consolidated financial statements. Â We reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations. Â Note 3. Inventories Â Inventories, net consisted of the following at: Â Â Schedule of InventoriesÂ Â Â September 30, 2024Â Â December 31, 2023Â Raw materialsÂ $360,907Â Â $254,461Â Work in processÂ Â 140,025Â Â Â 170,464Â Finished goodsÂ Â 1,518,549Â Â Â 1,284,210Â TotalÂ $2,019,481Â Â $1,709,135Â Â Note 4. Fixed Assets Â Fixed assets, net, is summarized as follows as of: Â Schedule of Fixed Assets, NetÂ Â Â September 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Â LandÂ $253,781Â Â $260,460Â BuildingÂ Â 2,949,900Â Â Â 3,022,490Â Machinery and EquipmentÂ Â 4,730,617Â Â Â 4,464,317Â Computer Systems and Website & OtherÂ Â 290,662Â Â Â 290,661Â Total Fixed AssetsÂ Â 8,224,960Â Â Â 8,037,928Â Less: accumulated depreciationÂ Â (1,991,365)Â Â (1,215,786) Fixed asset, netÂ $6,233,595Â Â $6,822,142Â Â Depreciation expense of fixed assets for the nine months ended September 30, 2024 and 2023 was $574,719 and $646,538, respectively. Substantially, all the Companyâ€™s fixed assets are located at the Companyâ€™s Hungary location. Â F-38 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 5. Asset Acquisition Â Safegard Medical, Kft Â In June 2020, the Company entered into a Share Purchase Agreement (â€œAgreementâ€) with Safegard Medical, Kft (â€œSafegardâ€) and amendments to the Agreement, collectively, the Agreements, to purchase either the stock or certain assets of a manufacturing facility for $2.5M in cash, plus additional consideration of common stock and options with a fair market value of $200,000 and $183,135, respectively. The Agreements provided the Company various periods for due diligence and post due diligence, requirements for escrow payments through the closing date (â€œClosing Dateâ€). Â Through the Closing Date, the Agreements provided the Company with the exclusive use of the facility in exchange for payment of the facilityâ€™s operating costs. The monthly fee (â€œOperating Costsâ€), which primarily covered the facilityâ€™s operating costs, was mainly comprised of the sellerâ€™s workforce costs, materials and other recurring monthly operating cost. Â The acquisition of Safegard, which closed on July 6, 2022, did not meet the definition of a business pursuant to ASC 805-10, and accordingly was accounted for as an asset acquisition in accordance with ASC 805-50. The cost of the acquisition was $2,936,712, including transaction costs of $53,576, with the allocation to the assets acquired on a relative fair value basis. The intangibles relate to permits and a limited workforce acquired. Under ASC 805-50, no goodwill is recognized. The operating results for Safegard are included in the condensed consolidated financial statements for the period beginning after the closing on July 6, 2022. Â The relative fair value of the assets acquired and related deferred tax liability during 2022 was as follows: Schedule of Fair Value of Assets AcquisitionÂ Â Â Â Â Â LandÂ $226,000Â Building and affixed assetsÂ Â 2,648,000Â MachineryÂ Â 158,000Â InventoryÂ Â 32,000Â IntangiblesÂ Â 64,712Â Deferred tax liabilityÂ Â (192,000) Â Â Â Â Â Â TotalÂ $2,936,712Â Â The useful lives for the acquired assets is Building - 20 years; Machinery â€“ 5 to 10 years; Intangibles â€“ 5 years. The related depreciation and amortization is being recorded on a straight-line basis. Â Note 6. Other Assets Â Other assets as of September 30, 2024, and December 31, 2023 are summarized as follows: Schedule of Other AssetsÂ Â Â September 30, 2024Â Â December 31, 2023Â Â Â Â Â Â Â Intangibles, net â€“ See Note 6Â Â 40,227Â Â Â 52,513Â Other â€“ See Note 7Â Â 326,061Â Â Â 76,062Â Â Total Other assetsÂ $366,288Â Â $128,575Â Â F-39 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 7. Debt Financing Â On September 20, 2024, the Company entered into a securities purchase agreement (the â€œSecurities Purchase Agreementâ€) and a Senior Secured Note (the â€œNoteâ€) for an aggregate principal amount of $4,375,000, including OID interest of $875,000 maturing on January 31, 2025, with certain purchasers (the â€œPurchasersâ€), and the issuance of approximately 259,091 (pre reverse - 5,700,006) unregistered shares of the Companyâ€™s Common Stock. The aggregate gross proceeds to the Company were approximately $3.5 million, before deducting fees to the placement agent and other offering expenses payable by the Company of $514,700 and an escrow deposit of $250,000 required until certain security liens are filed. The Note and the common stock were recorded at the relative fair values of $2.6M and $852,000, respectively, in accordance with ASC 470-20-25-2. The aforementioned expenses were allocated based on the aforementioned fair values as a reduction to the carrying amount of the debt and a reduction of the equity in accordance with ASC 505-10. For the three and nine months ended September 30, 2024, the Company recorded accreted interest and fees of $75,192. Â In connection with the Securities Purchase Agreement and Note, the Company entered into a Registration Rights Agreement with the Purchasers (the â€œRegistration Rights Agreementâ€), requiring the Company to file a resale registration statement (the â€œRegistration Statementâ€) with the U.S. Securities and Exchange Commission (the â€œCommissionâ€) to register the unregistered shares of Common Stock. within forty-five (45) calendar days following the filing date, which is thirty (30) days after the closing date. The Company filed the required resale registration statement on October 23, 2024. Â Note 8. Stockholdersâ€™ Equity Â Capital Structure Â On December 11, 2017, the Company was incorporated in Wyoming with 20,000,000 shares of common stock authorized with a $0.0001 par value. Effective, April 18, 2019, the Companyâ€™s authorized common stock was increased to 50,000,000 shares of common stock. The articles of incorporation also authorized 10,000 preferred shares with a $0.001 par value. Â Effective March 22, 2022, the Company completed a plan and agreement of merger with Sharps Technology, Inc., a Nevada corporation (â€œSharps Nevadaâ€). Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation. The Companyâ€™s authorized common stock and preferred stock increased from 50,000,000 to 100,000,000 and 10,000 to 1,000,000 shares, respectively. The par value of preferred stock decreased from $0.001 to $0.0001 per share. Â In July 2024, the shareholders approved the increase of the authorized common stock from 100,000,000 to 500,000,000 which was subsequently filed as an amendment to the articles of incorporation with the state of Nevada. Â Common Stock Â On September 23, 2024, as noted in Note 7, in connection with the Securities Purchase Agreement and Note the Company issued 259,091 (pre reverse - 5,700,006) shares of unregistered common stock. Â F-40 Table of Contents Â On May 31 and June 13, 2024, the Company entered into subscription agreements with certain institutional investors, pursuant to which the Company agreed to issue and sell to the investors 190,773 (pre reverse - 4,197,000) shares (the â€œSharesâ€) of Common Stock, par value $0.0001 per share of the Company at a price of $8.36 (pre reverse -$0.38) and received gross proceeds to the Company of $1.6M, before expenses to the placement agent and other offering expenses of $298,000 with net proceeds, after reflecting par value, have been recorded in Additional Paid in Capital of $1,296,903. The shares issued in the offering were offered at-the-market under Nasdaq rules and pursuant to the Companyâ€™s Form 1-A (the â€œOffering Statementâ€), initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended on May 21, 2024, and qualified on May 30, 2024. Â On May 30, 2024, the Company offered warrant inducements (the â€œInducement Agreementâ€) to certain warrant holders (the â€œWarrant Holdersâ€) which references the warrants registered for sale under both the registration statements on Form S-1 (file No. 333-263715) and/or the registration statement on Form S-1 (File No. 333-275011) (collectively, the â€œRegistration Statementsâ€) for up to a total of 499,932 (pre reverse - 10,998,524) warrants to purchase shares of the Companyâ€™s common stock, par value $0.0001 per share. Pursuant to the Inducement Agreement, the exercise price of the existing warrants was reduced from $14.08 (pre reverse -$0.64) per share to $7.26 (pre reverse -$0.33) per share. In addition, for each warrant that was exercised, as a result of the Inducement Agreement, the Company agreed to issue the Warrant Holders unregistered warrants with an exercise price of $9.90 (pre reverse - $0.45) per share (â€œInducement Warrantsâ€). In the aggregate, 260,799 (pre reverse -5,737,573) warrants were exercised as a result of the Inducement Agreement and accordingly, 260,799 Inducement Warrants were issued. The Company received gross proceeds of $1.9M before expenses to the placement agent and other expenses of $285,000. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $978,955 and with respect to the Inducement Warrants, a liability under ASC 815 was recorded in the amount of $693,064. Certain outstanding warrants, with an exercise price of $14.08 (pre reverse -$0.64), were reduced to $7.26 (pre reverse -$0.33) based on anti-dilution terms in the respective warrant agreements. Â The Company recorded a fair value charge in the three months and nine months ended September 30, 2024 to reflect the modification of the exercise price at the initial inducement date for the non-trading warrants relating to the February and September 2023 warrants below. (See Note 10) Â F-41 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 8 Stockholdersâ€™ Equity (continued) Â On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000. Â Â a. The first offering, the securities purchase agreement offering (the â€œShelf Offeringâ€) with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded of approximately $2.5 million, includes the value of the pre-funded warrants recorded in APIC, net of $362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued 164,478 (pre reverse -3,618,521) shares of common at a purchase price of $14.08 per unit, adjusted to $7.26 (reverse effected) at May 30, 2024, based on anti-dilution terms in the warrants and 36,636 (pre reverse -800,000) pre-funded warrants at $14.058 (pre reverse -$0.639) per pre-funded warrants. The exercise price of the pre-funded warrants will be $0.001 per share. Â Â Â b. The second offering, the securities purchase agreement offering (â€œPrivate Placementâ€) with institutional investors and the Company received net proceeds from the Private Placement of approximately $2.4 million, net of $354,000 in fees relating to the placement agent and other offering expense. In connection with the Private Placement, the Company issued: (i) 117,340 (pre reverse - 2,581,479) PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 397,727 (pre reverse -8,750,003) shares of our common stock, at a combined purchase price of $23.63 (pre reverse -$1.074) per unit or $23.606 (pre reverse - $1.073) per pre-funded unit. The PIPE Warrants have a term of five and one-half (5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price, after effect of the October 2024 reverse split, of $14.08 adjusted to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants. See Note 8(a) Warrants below for further adjustment. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. (See Note 10). Â On February 3, 2023, the Company completed a securities purchase agreement (â€œOfferingâ€) with institutional investors and received net proceeds from the Offering of approximately $3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 102,206 (pre reverse - 2,248,521) units at a purchase price of $37.18 (pre reverse - $1.69) per unit. Each unit consisted of one share of common stock and one non-tradable warrant (â€œOffering Warrantsâ€) exercisable for one share of common stock at a price, after effect of the October 2024 reverse split, of $34.32, adjusted to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants and a term of five years. See Note 8(a) for further adjustment. The Offering Warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering and on April 14, 2023, an Amendment to the S-1 was filed and went effective. (See Note 10) Â On April 13, 2022, the Companyâ€™s initial public offering (â€œIPOâ€) was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of 170,454 (pre reverse -3,750,000) units (â€œUnitsâ€), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant, with an initial exercise price of $ 93.50 (pre reverse -$4.25) per share, adjusted to and with the effect of reverse split October 2024, $34.32 at February 3, 2023 and to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants, and a term of five years. In

addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to 51,136 (pre reverse -1,125,000) warrants on April 19, 2022. Â The Companyâ€™s common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10) Â F-42 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 8. Stockholdersâ€™ Equity (continued) Â Warrants Â a)In September 2024, the Company reduced the exercise price of the 230,091 (pre reverse â€“ 5,260,000) outstanding warrants issued in February 2023 and September 2023 offerings (see below) from $7.26 (pre reverse - $0.33) to $0.0001. In connection with the reduction in the exercise price the Company recorded a modification charge of $155,703 in the three months ended September 30, 2024. At September 30, 2024, 103,685, after reverse split, warrants remain outstanding. Subsequent to September 30, 2024 such remaining warrants were exercised. Â Â b) In connection with the Inducement Warrants in the second quarter of 2024, the Company issued 260,799 (pre reverse - 5,737,573) non-trading Inducement Warrants as noted in Common Stock above. The Inducement Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The Inducement Warrants are recorded at the FMV, computed using the Black Scholes valuation method. and , recorded a FMV gain adjustment of $293,684 (See Note 10). Â Â Â Â c) In connection with one-year advisory services arrangement entered into in April 2023, the Company issued an aggregate of 28,636 (pre reverse - 630,000) warrants over the one-year term, at an exercise price of $34.32 (pre reverse -$1.56) The warrants have a three-year term and were fully vested on issuance. During the three and nine months ended September 30, 2024, the Company issued 0 and 5,909 (pre reverse - 130,000) warrants with a FMV of $8,590. During the three and nine months ended September 30, 2023 the Company issued 10,227 (pre reverse - 225,000) and 16,363 (pre-reverse 360,000) warrants with a FMV of $22,470 and $42,306, respectively. The FMV of the warrants issued in the nine months ended September 30, 2024 was computed using the Black Scholes valuation model with the following assumptions: a) volatility of 33.46% to 81.62% three-year term, risk free interest rate of 4.20% to 4.25% and 0% dividend rate. The FMV of the warrants issued in the three and nine months ended September 30, 2023 was computed using the Black Scholes valuation model with the following assumptions: a) volatility of 37.45% to 44.83%, risk free interest rate of 3.58% to 4.43.% and 0% dividend rate (See Note 10). Â Â Â Â d) In connection with the Private Placement in September 2023, the Company issued 397,727 (pre reverse 8,750,003) non-trading PIPE Warrants as a component of the Unit as noted in Common Stock above. The PIPE Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The PIPE Warrants are recorded at the FMV, computed using the Black Scholes valuation method. For the three and nine months ended September 30, 2024, the Company recorded a FMV gain (loss) adjustment of $(181,163), including the modification charge of $(148,091) and $470,721 including the modification charge of $(637,316), respectively (See Note 10). Â Â Â Â e) In connection with the Offering in February 2023, the Company issued 102,206 (pre reverse -2,248,521) non-trading warrants Offering Warrants as a component of the Unit as noted in Common Stock above. The Offering Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The Offering Warrants were recorded at the FMV, computed using the Black Scholes valuation method. For the three and nine months ended September 30, 2024 the Company recorded FMV gain (loss) adjustments of $7,563, including a modification charge of $7,612 referred to in Note 10, and $214,019, including a modification charge of $153,640. For the three and nine months ended September 30, 2023, the Company recorded a FMV gain adjustment of $56,172Â and $238,752 respectively (See Note 10). Â Â Â Â f) In connection with the IPO in April 2022, the Company issued 340,900 (pre reverse -7,500,000) warrants (Trading Warrants) as a component of the Units and 51,136 (pre reverse - 1,125,000) warrants to the underwriter (Overallotment Warrants), as noted in Common Stock above. The Trading and Overallotment Warrants were recorded at the FMV, being the trading price of the warrants, on the IPO effective date and the Warrants are classified as a Liability based on ASC 815. The Warrant liability requires remeasurement at each reporting period based on the trading price of the warrants. During the three and nine months ended September 30, 2024, the Company recorded an FMV gain adjustment of $198,375 and $690,001, respectively. During the three and nine months ended September 30, 2023, the Company recorded an FMV gain adjustment of $258,750Â and $172,500, respectively. (See Note 10). Â Â Â Â g) The Company issued 10,695 (pre reverse -235,295) Warrants (â€œNote Warrantsâ€) to the note holders in connection with the repayment on the IPO on April 19, 2022. The Note Warrants, which are recorded at the FMV being the trading price of the warrants, are classified as a Liability based on ASC 815. The Note Warrants require remeasurement at each reporting period. During the three and nine months ended September 30, 2024, the Company recorded a FMV gain of $5,411 and $18,822, respectively. For the three and nine months ended September 30, 2023, the Company recorded a FMV gain/(loss) adjustment of $7,059. (See Note 10). Â F-43 Table of Contents Â Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 8. Stockholdersâ€™ Equity (continued) Â Â (h) The underwriter received 8,523 (pre reverse - 187,500) warrants in connection with the IPO for a nominal cost of $11,250. The Warrants have an exercise price of $117.04 (pre reverse - $5.32) and are exercisable after October 9, 2022. The FMV at the date of issuance was $228,750 computed using the Black Scholes valuation model with the following assumptions: a) volatility of 93.47%, five-year term, risk free interest rate 2.77% and 0% dividend rate. The estimated FMV was classified as additional issuance costs. Â Note 9. Preferred Stock Â In February 2018, the Company Board of Directors issued one share of Series A Preferred Stock to Alan Blackman, the Companyâ€™s co-founder and former Director. The Series A Preferred Stock entitled the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2021 to 29.5%, effective with the IPO. The Series A Preferred Stock has no right to dividends, or distributions in the event of a liquidation and is not convertible into common stock. In connection with final settlement with Mr. Blackman on August 2024, the Series A Preferred Stock were cancelled and forfeited without any further consideration. The Series A Preferred was returned to the status of an authorized but unissued share of preferred stock of the Company (See Note 15). Â Note 10. Warrant Liability Â Certain Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented as a Warrant liability in the accompanying condensed consolidated balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the condensed consolidated statements of operations. The Black Scholes Option-Pricing model used the following assumptions for the nine months ended September 30, 2024 and 2023 (See Note 8). Schedule of Fair Value of WarrantÂ Â Â September 30, 2024Â Â September 30, 2023Â Expected term (years)Â Â 3.37 to 5.99Â Â Â 4.36 to 5.5Â Expected volatilityÂ Â 58.78% to 121.32%Â Â Â 45.31% to 59.93%Â Risk-free interest rateÂ Â 3.41% to 4.56%Â Â Â 3.53 to 4.54% Dividend rateÂ Â 0Â Â Â 0Â Â The Warrant liability at September 30, 2024 and December 31, 2023 was as follows: Schedule of Warrant LiabilityÂ Â Â September 30, 2024Â Â December 31, 2023Â Trading and Overallotment WarrantsÂ $431,250Â Â $1,121,250Â Note WarrantsÂ Â 11,765Â Â Â 30,588Â Offering Warrants â€“ February 2023Â Â 20,053Â Â Â 234,072Â Offering Warrants â€“ September 2023Â Â 216,911Â Â Â 1,036,875Â Inducement Warrants â€“ May 2024Â Â 347,123Â Â Â -Â Total Warrant LiabilityÂ $1,027,102Â Â $2,422,785Â Â The Warrants outstanding at September 30, 2024 and December 31, 2023 were as follows: Schedule of Warrant OutstandingÂ Â Â September 30, 2024Â Â December 31,2023Â Â Â Â Â Â Â Â Trading, Overallotment and Underwriter WarrantsÂ Â 400,568Â Â Â 400,568Â Note WarrantsÂ Â 10,695Â Â Â 10,695Â Offering Warrants â€“ February 2023Â Â 8,607Â Â Â 102,206Â Offering Warrants â€“ September 2023Â Â 95,078Â Â Â 397,727Â Inducement Warrants â€“ May 2024Â Â 260,799Â Â Â -Â Warrants issued for services arrangementÂ Â 28,636Â Â Â 22,500Â Total Warrants OutstandingÂ Â 804,383Â Â Â 1,194,495Â Â F-44 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 10. Warrant Liability (continued) Â For the three months ended September 30, 2024, the FMV gain adjustment, which is reflected in the FMV adjustment on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $416,560, which includes the modification charge of $155,703 and $349,243, gain for the warrants exercised in connection with the Inducement Agreements (See Note 8). Â For the nine months September 30, 2024, the FMV gain adjustment, which is reflected in the FMV adjustment on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $2,088,747, which includes the modification charge of $790,956 and $349,243, gain for the warrants exercised in connection with the Inducement Agreements (See Note 8). Â For the three and nine months ended September 30, 2023, the FMV gain adjustment, which is reflected in the FMV adjustment gain (loss) on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $321,981 and $415,958, respectively (see Note 8). Â Note 11. Stock Options Â A summary of options granted and outstanding is presented below. Schedule of Stock Options Granted and OutstandingÂ Â Â September 30, 2024Â Â Â OptionsÂ Â Weighted Average Exercise PriceÂ Outstanding at Beginning of yearÂ Â 109,493Â Â $67.12Â GrantedÂ Â 63,409Â Â Â 6.27Â Forfeited or cancelledÂ Â (18,592)Â Â Â 37.11Â Outstanding at end of periodÂ Â 154,310Â Â $42.88Â Â Â Â Â Â Â Â Â Â Exercisable at end of periodÂ Â 122,243Â Â $50.86Â Â At September 30, 2024, the Weighted Average Remaining Contractual Life is 39 months. Â At September 30, 2024, the stock options outstanding and the options exercisable have exercise prices that exceed the stock market price at September 30, 2024 and as such no intrinsic value exists. Intrinsic value is defined as the difference between the exercise price of the options and the market price of the Companyâ€™s common stock. Â During the nine months ended September 30, 2024, the Company granted five-year options (the â€œOptionsâ€) to purchase a total of 63,409 shares of the Companyâ€™s common stock, par value $0.0001 per share (the â€œCommon Stockâ€) to its directors, executive officers, employees and consultants pursuant to the Companyâ€™s 2023 Equity Incentive Plan. The Options are exercisable at an average price of $6.27 per share which was based on the closing price on the respective grant dates. Â As of September 30, 2024, there was $232,353 of unrecognized stock-based compensation related to unvested stock options with a weighted average fair value of $7.25 per share, which is expected to be recognized over a weighted-average period of 12 months as of September 30, 2024. Â For the three and nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $116,193 recorded in general and administrative and $435,908, respectively, of which $432,567 and $3,341 was recorded in general and administrative and research and development expenses. Â For the three and nine months ended September 30, 2023, the Company recognized stock-based compensation expense of $178,895Â and $796,606, respectively, which was recorded in general and administrative. Â F-45 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 11. Stock Options (continued) Â The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for the options granted during the nine months ended September 30, 2024 and 2023. Schedule of Fair Value of Stock Option AwardsÂ Â Â September 30, 2024Â Â September 30, 2023Â Expected term (years)Â Â 2.66 to 3.06Â Â Â 2.88 to 3.25Â Expected volatilityÂ Â 81.15 % to 83.04%Â Â Â 75.40% to 89.93% Risk-free interest rateÂ Â 4.71 % to 4.76%Â Â 3.71% to 4.27% Dividend rateÂ Â 0Â Â Â 0Â Â Note 12. Income Taxes Â At the end of each interim reporting period, the Company estimates its effective tax rate expected to be applied for the full year. This estimate is used to determine the income tax provision or benefit on a year-to-date basis and may change in subsequent interim periods. Accordingly, the Companyâ€™s effective tax rate for the three and nine months ended September 30, 2024 and 2023 was 0%. The Companyâ€™s effective tax rates for both periods were affected primarily by a full valuation allowance on domestic net deferred tax assets. Â Note 13. Related Party Transactions and Balances Â As of September 30, 2024 and December 31, 2023, accounts payable and accrued liabilities include $152,500 and $32,974, respectively, payable to officers and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand. Â Note 14. Fair Value Measurements Â The Companyâ€™s financial instruments include cash, accounts payable, and warrant liability. Cash and warrant liability are measured at fair value. Accounts payable is measured at amortized cost and approximates fair value due to its short duration. Â As of SeptemberÂ 30, 2024, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Companyâ€™s condensed consolidated balance sheet: Schedule of Assets and Liabilities Measured at Fair Value on Recurring BasisÂ Â Â Level 1Â Â Level 2Â Â Level 3Â Â TotalÂ Â Â Fair Value Measurements UsingÂ Â Â Â Â Â Level 1Â Â Level 2Â Â Level 3Â Â TotalÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â CashÂ $2,473,197Â Â Â -Â Â Â -Â Â $2,473,197Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total assets measured at fair valueÂ $2,473,197Â Â Â -Â Â Â -Â Â $2,473,197Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â LiabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityÂ $-Â Â $1,027,102Â Â Â -Â Â $1,027,102Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total liabilities measured at fair valueÂ $-Â Â $1,027,102Â Â Â -Â Â $1,027,102Â Â F-46 Table of Contents Â SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023 Â Note 14. Fair Value Measurements (continued) Â As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Companyâ€™s condensed consolidated balance sheet: Â Â Â Level 1Â Â Level 2Â Â Level 3Â Â TotalÂ Â Â Fair Value Measurements UsingÂ Â Â Â Â Â Level 1Â Â Level 2Â Â Level 3Â Â TotalÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â AssetsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â CashÂ $3,012,908Â Â Â -Â Â Â -Â Â $3,012,908Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total assets measured at fair valueÂ $3,012,908Â Â Â -Â Â Â -Â Â $3,012,908Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â LiabilitiesÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Warrant liabilityÂ $-Â Â $2,422,785Â Â Â â€”Â Â $2,422,785Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Total liabilities measured at fair valueÂ $-Â Â $2,422,785Â Â Â -Â Â $2,422,785Â Â Note 15. Commitments and Contingencies Â Contingencies Â On July 10, 2024, Barry Berler (â€œBerlerâ€), a co-founder and former Chief Technology Officer of the Company, commenced a lawsuit in the United States District Court for the Eastern District of New York, Barry Berler v. Sharps Technology, Inc. and Alan Blackman, Case No. 2:24-cv-04787. In this case, Berler asserts claims for damages of an aggregate of $456,000 for alleged (1) failure to make full payment of certain monthly payments under his consulting agreement with the Company (the â€œConsulting Agreementâ€) in the amount of $52,500, (2) failure to pay a bonus with a target of $216,000 under the Consulting Agreement, (3) $187,500, representing 50% of the severance payment paid by the Company to Mr. Blackman, the Companyâ€™s co-founder and former Chief Operating Officer and Co-Chairman and a declaration and injunctive relief establishing that Berler is the rightful owner of 50% of the Companyâ€™s Series A Preferred Stock (which preferred stock is no longer outstanding). The Company has accrued for the claim for unpaid monthly consulting fees. The Company believes that Berlerâ€™s claims are without merit, intends to defend itself vigorously and has requested dismissal of these claims. In addition, on September 17, 2024, the Company filed an answer and counterclaims with respect thereto, including for recoupment of certain compensation the Company has previously paid to Berler. Â On June l7, 2024, Berler filed a demand for arbitration and statement of claim under the commercial arbitration rules of the American Arbitration Association (â€œAAAâ€) asserting claims for payment of $500,000 plus interest, under the Companyâ€™s royalty agreement with Berler, as amended, rescission thereof and reversion to Berler of the intellectual property rights subject thereto. The Company believes that Berlerâ€™s claims are without merit and intends to defend itself vigorously in connection with these claims. Â On April 3, 2024, Plastomold Industries Ltd. (â€œPlastomoldâ€) commenced a lawsuit against the Company in the United States District Court for the Eastern District of New York, Plastomold Industries Ltd v. Sharps Technology, Inc., Case No. 2:24-CV-02580, asserting claims for damages in the amount of $1.762 million for alleged (1) failure to pay invoices, of which approximately $1 million would relate to a maintenance agreement for units allegedly manufactured and sold using machinery that was defective and has never successfully produced any saleable products, (2) breach of the implied covenant of good faith and fair dealing, (3) unjust enrichment, and (4) conversion. Plastomold asserts it provided certain products and services to the Company for which its invoices were not fully paid. The Company believes that Plastomoldâ€™s claims are without merit and intends to defend itself vigorously. On June 3, 2024, the Company filed an answer and affirmative defenses and counterclaim, which counterclaim is for damages that the Company believes would exceed the claims asserted by Plastomold, based on the insufficiency of Plastomoldâ€™s services and the results thereof, including the failure to provide machinery capable of reliably manufacturing the designated products in compliance with design specifications and functionality requirements, and with respect to which test results failed. Â Commitments Â On August 1, 2022, the Company cancelled the consulting agreement with Alan Blackman, Co- Chairman and Chief Operating Officer and entered into an Employment Agreement. which provided for annual salary of $256,000, which provides for increases, and provisions compensation adjustments, expense and tax differential reimbursements, benefits and bonuses. As of September 1, 2022, the annual salary is $320,000. At September 30, 2022, the Company approved and accrued a $250,000 bonus to Mr. Blackman for services provided in 2022, of which $65,000 was paid subsequent to December 31, 2022. The Company terminated Mr. Blackmanâ€™s Employment Agreement effective May 1, 2023. Mr. Blackman continued to serve as the Co-Chairman and a member of the Board of Directors. Subsequent to June 30, 2023, the Company and Mr. Blackman entered into a separation agreement whereby, Mr. Blackman was paid severance payments of approximately $346,000 plus other medical benefits of approximately $29,000 which were fully paid by August 31, 2024. Further, all unvested options were fully vested, and the Company recorded a charge of $60,000 in 2023. In connection with the separation agreement, Mr. Blackman no longer served as Co-Chairman or Board member and agreed to vote his

Series A Preferred Stock in favor of the election, reelection, and/or designation of each individual nominated to serve as a director on the Board of Director as shall be identified in an applicable proxy statement filed by the Company for such election of directors. Once the payments due Mr. Blackman were fully paid, the Series A Preferred Stock were deemed immediately cancelled and forfeited and without further consideration. The Series A Preferred has been returned to the status of an authorized but unissued share of preferred stock of the Company. Â On May 20, 2024, the Company entered into an amendment to the Asset Purchase agreement (â€œAsset Purchaseâ€) with InjectEZ, LLC (â€œSellerâ€) for the purchase of certain assets for $35M. In connection with the Asset Purchase agreement the Company paid a non-refundable deposit of $1M to be held in escrow under an agreeable escrow agreement as a deposit on the purchase price. The Asset Purchase agreement stipulated that the $1M deposit would be maintained until July 19, 2024, at which date, if the contemplated transaction was not consummated, through no fault of the Seller, the escrow would be released to the Seller by the escrow agent. The escrow deposit of $1,000,000 was released to the Seller and recorded a forfeited agreement cost in Other Expenses in the nine months ended September 30, 2024. The Company and Seller are currently working towards a further amendment of the Asset Purchase Agreement. To the extent a further amendment is executed, the closing of the Asset Purchase Agreement will be contingent on obtaining the necessary financing and there can be no assurance that the closing of the asset sale will occur. Â F-47 Table of Contents Â PART II Â INFORMATION NOT REQUIRED IN PROSPECTUS Â Item 13. Other Expenses of Issuance and Distribution. Â The following table sets forth all expenses to be paid by the registrant in connection with the issuance and distribution of the securities to be registered, other than underwriting discounts and commissions. All amounts shown are estimates except for the SEC registration fee: Â SEC registration feeÂ $8,037.75Â Legal fees and expensesÂ $1000,000Â Accounting fees and expensesÂ $25,000Â Underwriter non-accountable expense reimbursementÂ $-Â Miscellaneous fees and expensesÂ $20,100Â TotalÂ $153,137.75Â Â Item 14. Indemnification of Directors and Officers. Â Our articles of incorporation and bylaws limit the liability of our officers and directors and provide that we will indemnify our officers and directors, in each case, to the fullest extent permitted by the Nevada Revised Statutes, or the NRS. Â NRS Section 78.7502 provides that a corporation shall indemnify any director, officer, employee or agent of a corporation against expenses, including attorneysâ€™ fees, actually and reasonably incurred by him in connection with any defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein. Â NRS 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneysâ€™ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Â NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneysâ€™ fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Â NRS Section 78.747 provides that except as otherwise provided by specific statute, no director or officer of a corporation is individually liable for a debt or liability of the corporation, unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation. Â Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrantâ€™s directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. Â II-1 Â Â Item 15. Recent Sale of UnregisteredÂ Securities Â During the quarter ended June 30, 2024, the Company, under Reg A, issued 190,773 (pre reverse: 4.1M) unregistered but qualified shares of common stock. Â During the quarter ended September 30, 2024, the Company issued 259,091 (pre reserve: 5.7) shares of unregistered common stock which were subsequently registered Â During the quarter ended December 31, 2024, the Company issued 248,430 shares (post reverse) unregistered but qualified shares of common stock. Â On September 27, 2023, the Company entered into a Securities Purchase Agreement with certain accredited investors purchasing common stock in this offering for a private placement offering of (i) 117,340 (pre reverse - 2,581,479) unregistered shares of our common stock (or pre-funded warrants in lieu thereof with each pre-funded warrant exercisable for one share of common stock and (ii) unregistered warrants to purchase 397,727 (pre reverse - 8,750,003) of our common stock. Pursuant to the PIPE Purchase Agreement, the Company has agreed to issue and sell 117,430 (pre reverse - 2,581,479) PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) together with Â SS Warrants to purchase up to 397,727 (pre reverse - 8,750,003) shares of common stock at a combined offering price of $1.074 per unit (less $0.001 for each PIPE Pre-Funded Warrant). The PIPE Securities are not being registered under the Securities Act and are not being offered pursuant to this prospectus supplement and the accompanying base prospectus. The PIPE Securities are being offered pursuant to an exemption from the registration requirements of the Securities Act provided in Section 4(a)(2) of the Securities Act and/or Rule 506(b) of Regulation D promulgated thereunder. Â The offers, sales, and issuances of the above securities were exempt from registration under the Securities Act by virtue of Section 4(a)(2) of the Securities Act as transactions by an issuer not involving any public offering, or in reliance on Rule 701 promulgated under Section 3(b) of the Securities Act because the transactions were pursuant to compensatory benefit plans or contracts relating to compensation as provided under Rule 701. Â Item 16. Exhibits and Financial Statement Schedules. Â Exhibits Â See the Exhibit Index immediately preceding the signature page hereto for a list of exhibits filed as part of this registration statement on Form S-1, which Exhibit Index is incorporated herein by reference. Â Financial Statement Schedules Â All financial statement schedules are omitted because the information called for is not required or is shown either in the financial statements or in the notes thereto. Â Item 17. Undertakings. Â The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser. Â Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. Â The undersigned registrant hereby undertakes that: Â (1)For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective. Â (2)For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Â II-2 Â Â Â EXHIBIT INDEX Â Â Â Exhibit Â Number Â Description 1.1 Â Form of Underwriting Agreement, dated [___], 2025, between the Company and Aegis Capital Corp. 3.1 Â Articles of Incorporation of Registrant (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 3.2 Â Certificate of Designation of Series A Preferred Stock (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 3.3 Â Bylaws of Registrant (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 3.4 Â Certificate of Amendment to Designation, filed on December 28, 2022 (incorporated by reference to 8-K filed on December 22, 2022) 5.1 Â Legal Opinion of Sichenzia Ross Ference LLP* 10.1 Â Asset/Share Purchase Agreement, dated June 10, 2020, among the Company, Safegard Medical (Hungary) Ktf,, Numan Holding Ltd, Cortrus Services SA and Latitude Investments Limited (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.2 Â Amendment No. 1 to Asset/Share Purchase Agreement, dated June 24, 2020 (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.3 Â Amendment No. 2 to Asset/Share Purchase Agreement, dated August 27, 2020 (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â 10.4 Â Amendment No. 3 to Asset/Share Purchase Agreement, dated October 28, 2020 (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â 10.5 Â Amendment No. 4 to Asset/Share Purchase Agreement, dated July 19, 2021 (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.6 Â Amendment No. 5 to Asset/Share Purchase Agreement, dated February 28, 2022 (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â 10.7 Â Letter, dated September 23, 2021, from Numan Holding Ltd (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.8 Â Employment Agreement, dated September 9, 2021, between the Company and Robert Hayes (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.9 Â Consulting Agreement between the Company and Alan Blackman (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.10 Â Amended Consulting Agreement, dated May 28, 2019, between the Company and Barry Berler (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.11 Â Royalty Agreement, dated July 11, 2017, between Alan Blackman and Barry Berler (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.12 Â Amendment to Royalty Agreement, dated September 4, 2018 (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.13 Â Consulting Agreement, dated January 1, 2021, between the Company and Berry Berler (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â 10.14 Â Note Purchase Agreement, dated December 14, 2021, among the Company and the purchasers named therein (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.15 Â Form of Note (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.16 Â Security Agreement among the Company and the secured parties named therein (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â 10.17 Â Consent to be named as a director nominee of Jason Monroe (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â 10.18 Â Consent to be named as a director nominee of Brenda Baird Simpson (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.19 Â Form of Warrant for this offering (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.20 Â Form of Pre-Funded Warrant for this offering (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.21 Â Form of Warrant Agent Agreement (Pre-Funded Warrants) (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) Â Â Â 10.22 Â 2022 Equity Incentive Plan (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.23 Â Plan and Agreement of Merger, dated March 22, 2022, between Sharps Technology, Inc., a Wyoming corporation, and Sharps Technology, Inc., a Nevada corporation (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333- 263715) 10.24 Â Form of Warrant Agent Agreement (Warrants) (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.25 Â Form of Representativeâ€™s Warrant (incorporated by reference to the Form S-1/ Amendment 4 filed on April 12, 2022; registration number 333-263715) 10.26 Â Amendment No. 6 to Asset/Share Purchase Agreement, dated April 13, 2022 (incorporated by reference to 8-K filed on April 19, 2022) 10.27 Â Agreement, dated September 29, 2022, by and among Sharps Technology, Inc., InjectEZ, LLC, Nephron Pharmaceuticals Corporation, Nephron SC, Inc. and Nephron Sterile Compounding Center LLC (incorporated by reference to 8-K filed on October 4, 2022) Â 10.28 Â Distribution Agreement, dated December 8, 2022, by and among Sharps Technology, Inc., Nephron Pharmaceuticals Corporation and Nephron SC, Inc. (incorporated by reference to 8-K filed on December 13, 2022) 10.29 Â PIPE Agreement, dated September 27, 2023 (incorporated by reference to 8-K filed on October 3, 2023) Rd Agreement, dated September 27, 2023 (incorporated by reference to 8-K filed on October 3, 2023) 10.30 Â Registration Rights Agreement, dated September 27, 2023 (incorporated by reference to 8-K filed on October 3, 2023) 10.31 Â Placement Agent Agreement, dated September 27, 2023 (incorporated by reference to 8-K filed on October 3, 2023) Â 10.32 Â Form of Warrant (incorporated by reference to 8-K filed on October 3, 2023) Â Â Â 10.33 Â Form of RD Pre-Funded Warrant (incorporated by reference to 8-K filed on October 3, 2023) Â 10.34 Â Form of PIPE Pre-Funded Warrant (incorporated by reference to 8-K filed on October 3, 2023) Â Â 10.35 Â 2023 Equity Incentive Plan (incorporated by reference to 8-K filed on January 27, 2023) 10.36 Â 2024 Equity Incentive Plan 23.1 Â Consent of Manning Elliott LLP 23.2 Â Consent of PKF Oâ€™Conner Davies, LLP 23.3 Â Consent of Sichenzia Ross Ference LLP (included in Exhibit 5.1) 107 Â Filing Fees Exhibit Â * To be filed by amendment. Â II-3 Â Â SIGNATURES Â Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Melville, State of New York, on the 10th day of January, 2025. Â Â SHARPS TECHNOLOGY, INC Â Â Â Â By: /s/ Robert M. Hayes Â Â Robert M. Hayes Â Â Chief Executive Officer and Director Â Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated. Â Signature Â Title Â Date /s/ Robert M. Hayes Â Chief Executive Officer and Director Â January 10, 2025 Robert M. Hayes Â (Principal Executive Officer) Â Â Â Â Â Â Â Â /s/ Andrew R. Crescenzo Â Chief Financial Officer Â January 10, 2025 Andrew R. Crescenzo Â (Principal Financial and Accounting Officer) Â Â Â Â Â Â Â Â /s/ Dr. Soren Bo Christiansen* Â Co-Chairman Â January 10, 2025 Dr Soren Bo Christiansen Â Â Â Â Â Â Â Â Â Â /s/ Paul K. Danner* Â Director Â January 10, 2025 Paul K. Danner Â Â Â Â Â Â Â Â Â Â /s/ Timothy J. Ruemler* Â Director Â January 10, 2025 Timothy J. Ruemler Â Â Â Â Â Â Â Â Â * By: /s/ Robert M. Hayes Â Â Â Â Â Attorney-in-fact Â Â Â Â Â Â II-4 Â EX-1.1 2 ex1-1.htm Â Exhibit 1.1 Â Underwriting Agreement Â [â—], 2025 Â Aegis Capital Corp. 1345 Avenue of the Americas, 27th Floor New York, NY 10105 Â Ladies and Gentlemen: Â Sharps Technology, Inc., a Nevada corporation (the â€œCompanyâ€), agrees, subject to the terms and conditions in this agreement (this â€œAgreementâ€), to issue and sell to Aegis Capital Corp. (the â€œUnderwriterâ€) an aggregate of [â—] of the Companyâ€™s units (each, a â€œClosing Unitâ€), with each Closing Unit consisting of either: (A) one (1) share of Common Stock, $0.0001 par value per share of the Company (the â€œCommon Stockâ€); one (1) Series A warrant (â€œSeries A Warrantâ€) to purchase one (1) share of Common Stock at a per Share exercise price of $[â—] (representing 125.0% of the per Closing Common Unit (as defined below) offering price) and one (1) Series B warrant (â€œSeries B Warrantâ€) to purchase one (1) share of Common Stock at a per Share exercise price of $[â—] (representing 125.0% of the per Closing Common Unit offering price) (each, a â€œClosing Common Unitâ€); or (B) one (1) pre-funded warrant (each, a â€œPre-funded Warrantâ€) to purchase one (1) share of Common Stock at an exercise price of $0.0001; one (1) Series A Warrant and one (1) Series B Warrant (each, a â€œClosing Pre-funded Unitâ€). The shares of Common Stock referred to in this Section are hereinafter referred to as the â€œClosing Sharesâ€; the warrants referred to in this paragraph are hereinafter referred to as the â€œClosing Warrantsâ€; and the Pre-funded Warrants referred to in this Section are hereinafter referred to as the â€œClosing Pre-funded Warrants.â€ No Closing Common Units will be certificated, and the Closing Shares and the Closing Warrants comprising the Closing Common Units will be separated immediately upon issuance. No Closing Pre-funded Units will be certificated, and the Closing Pre-funded Warrants and the Closing Warrants comprising the Closing Pre-funded Units will be separated immediately upon issuance. At the option of the Underwriter, the Company agrees, subject to the terms and conditions herein, to issue and sell additional Option Securities (as defined in Section 4.2 hereof). The Closing Units and the Option

Securities are herein referred to collectively as the â€œSecuritiesâ€. The number of Closing Units and Option Securities to be purchased by the Underwriter is set forth opposite its name in Schedule 4.1.2 hereto. Aegis Capital Corp. has agreed to act as the Underwriter in connection with the offering and sale of the Securities. Â 1. Definitions. Â 1.1. â€œAffiliateâ€ has the meaning set forth in Rule 405 under the Securities Act. Â 1.2. â€œApplicable Timeâ€ means [â—]:00 [a.m./p.m.] Eastern Time on the date hereof. Â 1.3. â€œBona Fide Electronic Road Showâ€ means a â€œbona fide electronic road showâ€ (as defined in Rule 433(h)(5) under the Securities Act) that the Company has made available without restriction by â€œgraphic meansâ€ (as defined in Rule 405 under the Securities Act) to any person. Â Â Â Â 1.4. â€œBusiness Dayâ€ means a Calendar Day other than a Saturday, Sunday or any other Calendar Day which is a federal legal holiday in the United States or any Calendar Day on which the commercial banks in the City of New York are required by law or other governmental action to close, provided that the commercial banks in the City of New York shall not be deemed to be required to be closed due to a â€œstay at home,â€ â€œshelter in place,â€ â€œnon-essential employeeâ€ or similar orders or restrictions or the closure of any physical branch locations at the direction of any governmental authority so long as the electronic funds transfer systems (including for wire transfers) of commercial banks in the City of New York generally are open for use by customers on such Calendar Day. Â 1.5. â€œCalendar Dayâ€ means each and every day of the week (Sunday, Monday, Tuesday, Wednesday, Thursday, Friday and Saturday). Â 1.6. â€œCommissionâ€ means the United States Securities and Exchange Commission. Â 1.7. â€œEmerging Growth Companyâ€ means an â€œemerging growth companyâ€ (as defined in Section 2(a) of the Securities Act). Â 1.8. â€œExchange Actâ€ means the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder. Â 1.9. â€œFinal Prospectusâ€ means the prospectus in the form first filed with the Commission pursuant to and within the time limits described in Rule 424(b) under the Securities Act. Â 1.10. â€œFree Writing Prospectusâ€ has the meaning set forth in Rule 405 under the Securities Act. Â 1.11. â€œIndebtednessâ€ means (a) any liabilities for borrowed money or amounts owed in excess of $50,000 in aggregate (other than trade accounts payable incurred in the ordinary course of business), (b) all guaranties, endorsements and other contingent obligations in respect of indebtedness of others, whether or not the same are or should be reflected in the Companyâ€™s consolidated balance sheet (or the notes thereto), except guaranties by endorsement of negotiable instruments for deposit or collection or similar transactions in the ordinary course of business; and (c) the present value of any lease payments in excess of $50,000 in aggregate due under leases required to be capitalized in accordance with GAAP. Â 1.12. â€œInvestment Company Actâ€ means the Investment Company Act of 1940, as amended, and the rules and regulations promulgated thereunder. Â 1.13. â€œIssuer Free Writing Prospectusâ€ means an â€œissuer free writing prospectusâ€ (as defined in Rule 433(h)(1) under the Securities Act). Â 1.14. â€œPersonâ€ means an individual or corporation, partnership, trust, incorporated or unincorporated association, joint venture, limited liability company, joint stock company, government (or an agency or subdivision thereof) or other entity of any kind. Â 2 Â Â 1.15. â€œPreliminary Prospectusâ€ means any preliminary prospectus included in the Registration Statement prior to the time at which the Commission declared the Registration Statement effective. Â 1.16. â€œPricing Disclosure Packageâ€ means the Preliminary Prospectus collectively with this Agreement (including documents attached hereto or incorporated by reference herein) and the documents and pricing information set forth in Schedule 1.16 hereto. Â 1.17. â€œProspectus Delivery Periodâ€ means such period of time after the first date of the public offering of the Units as in the opinion of counsel for the Underwriter a prospectus relating to the Units is required by law to be delivered (or required to be delivered but for Rule 172 under the Securities Act) in connection with sales of the Units by the Underwriter or dealer. Â 1.18. â€œRegistration Statementâ€ means (a) the registration statement on Form S-1 (File No. 333-[â—]), including a prospectus, registering the offer and sale of the Closing Units under the Securities Act as amended at the time the Commission declared it effective, including each of the exhibits, financial statements and schedules thereto, (b) any Rule 430A Information, and (c) any Rule 462(b) Registration Statement, including in each case any documents incorporated by reference therein. Â 1.19. â€œRelease Dateâ€ means the date that the Company obtains the Stockholder Approval or a Board Approval in lieu of Stockholder Approval to effect the purposes of the Stockholder Approval. Â 1.20. â€œRule 430A Informationâ€ means the information deemed, pursuant to Rule 430A under the Securities Act, to be part of the Registration Statement at the time the Commission declared the Registration Statement effective. Â 1.21. â€œRule 462(b) Registration Statementâ€ means an abbreviated registration statement to register the offer and sale of additional Units pursuant to Rule 462(b) under the Securities Act. Â 1.22. â€œSarbanes-Oxley Actâ€ means the Sarbanes-Oxley Act of 2002, as amended, and the rules and regulations promulgated thereunder. Â 1.23. â€œSecurities Actâ€ means the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder. Â 1.24. â€œStandstill Periodâ€ has the meaning set forth in Section 5.11.1 hereof. Â 1.25. â€œTesting-the-Waters Communicationâ€ means any oral or Written Communication with potential investors undertaken in reliance on Section 5(d) of the Securities Act and Rule 163B thereunder. Â 1.26. â€œU.S. Company Counselâ€ means Sichenzia Ross Ference Carmel LLP, with offices at 1185 Avenue of the Americas 31st Floor New York, NY 10036. Â 3 Â Â 1.27. â€œWritten Communicationâ€ has the meaning set forth in Rule 405 under the Securities Act. Â 1.28. â€œWritten Testing-the-Waters Communicationsâ€ means any Testing-the-Waters Communication that is a Written Communication. Â 2. Representations and Warranties of the Company. The Company hereby represents and warrants to, and agrees with, the Underwriter that the following matters are true and accurate and do not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading. Any certificate signed by an officer of the Company and delivered to the Underwriter or to counsel for the Underwriter shall be deemed to be a representation and warranty by the Company to the Underwriter as to the matters set forth therein. Â 2.1. Registration Statement. The Company has prepared and filed the Registration Statement with the Commission under the Securities Act. The Commission has declared the Registration Statement effective under the Securities Act and the Company has not as of the date of this Agreement filed a post-effective amendment to the Registration Statement. The Commission has not issued any order suspending the effectiveness of the Registration Statement or any order preventing or suspending the use of the Registration Statement, the Final Prospectus, any Preliminary Prospectus, any Issuer Free Writing Prospectus or any Testing-the-Waters Communication, and no proceedings for such purpose or pursuant to Section 8A of the Securities Act have been initiated, are pending before or, to the Companyâ€™s knowledge, threatened by the Commission. Â 2.1.1. The Registration Statement, at the time it became effective, did not contain, and any post-effective amendment thereto, as of the effective date of such amendment, will not contain, any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading; provided that the Company makes no representation or warranty with respect to any statements or omissions made in reliance upon and in conformity with information relating to the Underwriter furnished to the Company in writing by the Underwriter expressly for use in the Registration Statement (including any post-effective amendment thereto), the Pricing Disclosure Package, the Final Prospectus (including any amendments or supplements thereto), any Preliminary Prospectus, any Issuer Free Writing Prospectus or any Testing-the-Waters Communication, it being understood and agreed that the only such information furnished by the Underwriter consists of the information described in Section 9.3 hereof (collectively, the â€œUnderwriter Informationâ€). Â 2.1.2. Each of the Registration Statement and any post-effective amendment thereto, at the time it became effective and at the date hereof, complied and will comply in all material respects with the Securities Act. Â 2.2. Pricing Disclosure Package. The Pricing Disclosure Package, as of the Applicable Time, did not, and as of the Closing Date (as defined below) and as of any Additional Closing Date (as defined below), as the case may be, will not, contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; provided that the Company makes no representation or warranty with respect to any statements or omissions made in reliance upon and in conformity with the Underwriter Information. Â 4 Â Â 2.3. Final Prospectus. Â 2.3.1. Each of the Final Prospectus and any amendments or supplements thereto, as of its date, as of the time it is filed with the Commission pursuant to Rule 424(b) under the Securities Act, as of the Closing Date and as of any Additional Closing Date, as the case may be, will not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; provided that the Company makes no representation or warranty with respect to any statements or omissions made in reliance upon and in conformity with the Underwriter Information. Â 2.3.2. Each of the Final Prospectus and any amendments or supplements thereto, at the time it is filed with the Commission pursuant to Rule 424(b) under the Securities Act, as of the Closing Date and as of any Additional Closing Date, as the case may be, will comply in all material respects with the Securities Act. Â 2.4. Preliminary Prospectuses. Â 2.4.1. Each Preliminary Prospectus, when considered together with any amendments or supplements thereto, as of the time it was filed with the Commission pursuant to Rule 424(a) under the Securities Act, if any, did not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; provided that the Company makes no representation or warranty with respect to any statements or omissions made in reliance upon and in conformity with the Underwriter Information. Â 2.4.2. Each Preliminary Prospectus, when considered together with any amendments or supplements thereto, at the time it was filed with the Commission pursuant to Rule 424(a) under the Securities Act, if any, complied in all material respects with the Securities Act. Â 2.5. Issuer Free Writing Prospectuses. Â 2.5.1. Each Issuer Free Writing Prospectus, when considered together with the Preliminary Prospectus accompanying, or delivered prior to the delivery of, such Issuer Free Writing Prospectus, did not, as of the date of such Issuer Free Writing Prospectus, and will not, as of the Closing Date and as of any Additional Closing Date, as the case may be, contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading; provided that the Company makes no representation or warranty with respect to any statements or omissions made in reliance upon and in conformity with the Underwriter Information. Â 5 Â Â 2.5.2. Each Issuer Free Writing Prospectus, at the time of filing with the Commission, complied or will comply in all material respects with the Securities Act. Â 2.5.3. The Company has filed, or will file, with the Commission, within the time period specified in Rule 433(d) under the Securities Act, any Free Writing Prospectus it is required to file pursuant to Rule 433(d) under the Securities Act. The Company has made available any Bona Fide Electronic Road Show used by it in compliance with Rule 433(d)(8)(ii) under the Securities Act such that no filing of any â€œroad showâ€ (as defined in Rule 433(h) under the Securities Act) (â€œRoad Showâ€) is required in connection with the offering of the Units. Â 2.5.4. Except for the Issuer Free Writing Prospectuses, if any, set forth in Schedule 2.5.4 hereto and electronic road shows, if any, each furnished to the Underwriter before first use, the Company has not used, authorized the use of, referred to or participated in the planning for use of, and will not, without the prior consent of the Underwriter, use, authorize the use of, refer to or participate in the planning for use of, any Free Writing Prospectus. Â 2.6. Testing-the-Waters Communications. The Company has not (x) alone engaged in any Testing-the-Waters Communication other than Testing-the-Waters Communications with the consent of the Underwriter or any underwriter that the Company has previously identified to the Underwriter with entities that are qualified institutional buyers within the meaning of Rule 144A under the Act or institutions that are accredited investors within the meaning of Rule 501 under the Act, and (y) authorized anyone other than the Underwriters, or any underwriter that the Company has previously identified to the Representatives, to engage in Testing-the-Waters Communications. Â 2.7. No Other Disclosure Materials. Other than the Registration Statement, the Pricing Disclosure Package, the Final Prospectus and the Road Show, the Company (including its agents and representatives, other than the Underwriter or any underwriter that the Company has previously identified to the Underwriter, as to which no representation or warranty is given) has not, directly or indirectly, distributed, prepared, used, authorized, approved or referred to, and will not distribute, prepare, use, authorize, approve or refer to, any offering material in connection with the offering and sale of the Units. Â 2.8. Ineligible Issuer. At the time of filing of the registration statement on Form S-1 (File No. 333-[â—]) registering the offer and sale of the Securities submitted to the Commission on [â—] and any amendment thereto and at the date hereof, the Company was not and is not an â€œineligible issuerâ€ (as defined in Rule 405 under the Securities Act). Â 2.9. Emerging Growth Company. From the time of the initial filing of the Registration Statement with the Commission (or, if earlier, the first date on which the Company engaged directly or through any person authorized to act on its behalf in any Testing-the-Waters Communication) through the date hereof, the Company has been and is an Emerging Growth Company. Â 6 Â Â 2.10. Smaller Reporting Company. From the time of initial filing of the Registration Statement with the Commission (or, if earlier, the first date on which the Company engaged directly or through any person authorized to act on its behalf in any Testing-the-Waters Communication) through the date hereof, the Company has been and is a â€œsmaller reporting company,â€ as defined in Rule 12b-2 under the Exchange Act. Â 2.11. Due Authorization. The Company has full right, power and authority to execute and deliver this Agreement and to perform its obligations hereunder; and all action required to be taken for the due and proper authorization, execution and delivery by it of this Agreement and the consummation by it of the transactions contemplated hereby has been duly and validly taken. Â 2.12. Underwriting Agreement. This Agreement has been duly authorized, executed and delivered by the Company and, assuming the due authorization, execution and delivery by the other parties hereto, constitutes the legal, valid and binding obligation of the Company, enforceable against the Company in accordance with its terms, except as (i) the enforcement may be limited by bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium or other similar laws relating to or affecting the rights and remedies of creditors generally or by general equitable principles (whether considered in a proceeding at law or in equity) relating to enforceability and (ii) rights to indemnification and contribution hereunder may be limited by applicable law and public policy considerations. Â 2.13. No Material Adverse Change. Except as otherwise disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus (in each case exclusive of any amendment or supplement thereto), since the date of the most recent financial statements included or incorporated by reference in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus: (i) there has been no material adverse change, or any development that could result in a material adverse change, in or affecting the condition (financial or otherwise), earnings, business, properties, management, financial position, stockholdersâ€™ equity, or results of operations, whether or not arising from transactions in the ordinary course of business, of the Company and its subsidiaries, considered as a whole; (ii) there has been no change in the share capital (other than (A) the issuance of Shares upon the exercise or settlement (including any â€œnetâ€ or â€œcashlessâ€ exercises or settlements) of stock options, restricted stock units or warrants described as outstanding, (B) the grant of options and awards under existing equity incentive plans, or (C) the repurchase of shares of Common Stock by the Company, which were issued pursuant to the early exercise of stock options by option holders and are subject to repurchase by the Company, in each case, as described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus), or material change in the short-term debt or long-term debt of the Company or any of its subsidiaries, considered as a whole; and (iii) the Company and its subsidiaries, considered as a whole, have not incurred any material liability or obligation, indirect, direct or contingent (whether or not in the ordinary course of business); nor entered into any transaction or agreement (whether or not in the ordinary course of business) that is material to the Company and its subsidiaries, considered as a whole; and (iv) there has been no dividend or distribution of any kind declared, set aside for payment, paid or made by the Company or, except for dividends paid to the Company or other subsidiaries of the Company, any of its subsidiaries on any class of capital stock or repurchase or redemption by the Company or any of its subsidiaries of any class of capital stock. Â 7 Â Â 2.14. Organization and Good Standing of the Company and its Subsidiaries. The Company and each of its subsidiaries have been duly incorporated and are validly existing and in good standing under the laws of their respective jurisdictions of organization, are duly qualified to do business and are in good standing in each jurisdiction in which their respective ownership or lease of property or the conduct of their respective businesses requires such qualification, and have all power and authority (corporate and other) necessary to own, lease or hold their respective properties and to conduct the businesses in which they are engaged as described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, except where the failure to be in good standing, to be so qualified or to have such power or authority could not, individually or in the aggregate, have a material adverse effect on the condition (financial or otherwise), earnings, business, properties, management, financial position, stockholdersâ€™ equity, or results of operations of the Company and its subsidiaries, considered as a whole, or adversely affect the performance by the Company of its obligations under this Agreement (a â€œMaterial Adverse Effectâ€). Â 2.15. Capitalization. The capitalization of the Company is as set forth in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus under the heading â€œCapitalizationâ€. All of the outstanding capital stock of the Company has been duly authorized and validly issued and is fully paid and non-assessable. The Securities have been duly authorized and, when issued and paid for as contemplated herein, will be validly issued, fully paid and non-assessable; the holders thereof are not and will not be subject to personal liability by reason of being such holders; the Securities are not and will not be subject to the preemptive rights of any holders of any security of the Company or similar contractual rights granted by the Company; and all corporate action required to be taken for the authorization, issuance and sale of the Securities has been duly and validly taken. None of the outstanding shares of Common Stock of the Company were issued in violation of any preemptive rights, rights of first refusal or other similar rights to subscribe for or purchase securities of the Company. Except as disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, there are no authorized or outstanding options, warrants, preemptive rights, rights of first refusal or other rights to acquire, or instruments convertible into or exchangeable or exercisable for, any Shares of, or other equity interest in, the Company or any of its subsidiaries. All of the

outstanding shares of, or other equity interest in, each of the Companyâ€™s subsidiaries (i) have been duly authorized and validly issued, (ii) are fully paid and non-assessable and (iii) are owned by the Company, directly or through the Companyâ€™s subsidiaries, free and clear of any security interest, mortgage, pledge, lien, encumbrance, charge, claim or restriction on voting or transfer (collectively, â€œLiensâ€). Â 2.16. Common Stock Incentive Plans. With respect to the Common Stock options (the â€œStock Optionsâ€) granted pursuant to the Common Stock-based compensation plans of the Company and its subsidiaries (the â€œCompany Common Stock Incentive Plansâ€), (i) each Stock Option intended to qualify as an â€œincentive stock optionâ€ under Section 422 of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€), so qualifies, (ii) each grant of a Stock Option was duly authorized by all necessary corporate action, including, as applicable, approval by the board of directors of the Company (or a duly constituted and authorized committee thereof) and any required stockholders approval by the necessary number of votes or written consents, and the award agreement governing such grant (if any), to the Companyâ€™s knowledge, was duly executed and delivered by each party thereto, (iii) each such grant was made in all material respects in accordance with the terms of the Company Common Stock Incentive Plans, and (iv) each such grant was properly accounted for in accordance with United States generally accepted accounting principles applied on a consistent basis during the periods involved (â€œGAAPâ€) in the financial statements (including the related notes) of the Company. Â 8 Â Â 2.17. No Violation or Default. Neither the Company nor any of its subsidiaries is: (i) in violation of its charter, by-laws or similar organizational documents; (ii) in default, and no event has occurred that, with notice or lapse of time or both, would constitute such a default, in the due performance or observance of any term, covenant, condition or other obligation contained in any indenture, mortgage, deed of trust, loan agreement, contract, undertaking or other agreement or instrument to which the Company or any of its subsidiaries is a party or by which the Company or any of its subsidiaries is bound or to which any property, right or asset of the Company or any of its subsidiaries is subject; or (iii) in violation of any law or statute applicable to the Company or any of its subsidiaries or any judgment, order, rule or regulation of any court or arbitrator or governmental or regulatory authority having jurisdiction over the Company or any of its subsidiaries, or any of their respective properties or assets, except, in the case of clauses (ii) and (iii) above, for any such default or violation that would not, individually or in the aggregate, have a Material Adverse Effect. Â 2.18. No Conflicts. None of (i) the execution, delivery and performance of this Agreement by the Company, (ii) the issuance, sale and delivery of the Closing Units or the Option Securities, (iii) the application of the proceeds of the offering as described under â€œUse of Proceedsâ€ in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, or (iv) the consummation of the transactions contemplated herein will: (x) result in any violation of the terms or provisions of the charter, by-laws or similar organizational documents of the Company or any of its subsidiaries; (y) conflict with, result in a breach or violation of, or require the approval of stockholders, members or partners or any approval or consent of any persons under, any of the terms or provisions of, constitute a default under, result in the termination, modification, or acceleration of, or result in the creation or imposition of any lien, charge or encumbrance upon any property, right or asset of the Company or any of its subsidiaries pursuant to, any indenture, mortgage, deed of trust, loan agreement, note agreement, contract, undertaking or other agreement, obligation, condition, covenant or instrument to which the Company or any of its subsidiaries is a party or by which the Company or any of its subsidiaries is bound or to which any property, right or asset of the Company or any of its subsidiaries is subject; or (z) result in the violation of any law, statute, judgment, order, rule, decree or regulation applicable to the Company or any of its subsidiaries of any court, arbitrator, governmental or regulatory authority, agency or body having jurisdiction over the Company or any of its subsidiaries or any of their respective properties or assets. Â 2.19. No Consents Required. No consent, approval, authorization, order, filing, registration, license or qualification of or with any court, arbitrator, or governmental or regulatory authority, agency, or body is required for (i) the execution, delivery and performance by the Company of this Agreement; (ii) the issuance, sale and delivery of the Securities ; or (iii) the consummation of the transactions contemplated herein, except for such consents, approvals, authorizations, orders, filings, registrations or qualifications as (x) have already been obtained or made and are still in full force and effect, (y) may be required by FINRA and the Nasdaq Capital Market, and (z) may be required under applicable state securities laws in connection with the purchase, distribution and resale of the Securities by the Underwriter. Â 9 Â Â 2.20. Independent Accountants. PKF Oâ€™Connor Davies, LLP, 245 Park Ave, New York, NY 10167, which expressed its opinion with respect to the financial statements (which term as used in this Agreement includes the related notes thereto) and supporting schedules included in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, is an independent registered public accounting firm with respect to the Company and its subsidiaries within the meaning of the rules and regulations of the Commission and the Public Company Accounting Oversight Board and as required by the Securities Act. Â 2.21. Financial Statements and Other Financial Data. The financial statements (including the related notes thereto), together with the supporting schedules, included in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus comply in all material respects with the applicable requirements of the Securities Act and present fairly the consolidated financial position of the entities to which they relate as of and at the dates indicated and the results of their operations and cash flows for the periods specified. Such financial statements, notes and schedules have been prepared in conformity with GAAP applied on a consistent basis throughout the periods involved, except as may be expressly stated in the notes thereto and except, in the case of unaudited interim financial statements, subject to normal year end audit adjustments and the exclusion of certain footnotes as permitted by the applicable rules of the Commission. The financial data set forth in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus under the captions â€œCapitalizationâ€ present fairly the information set forth therein on a basis consistent with that of the audited financial statements included in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus. Â 2.22. Statistical and Market-Related Data. The statistical and market-related data included in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus are based on or derived from sources that the Company reasonably and in good faith believes to be accurate and reliable in all material respects. Â 2.23. Forward-Looking Statements. No forward-looking statement (within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act) included in the Registration Statement, the Pricing Disclosure Package or the Final Prospectus has been made or reaffirmed without a reasonable basis or has been disclosed other than in good faith. Â 10 Â Â 2.24. Legal Proceedings. Except as disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, (i) there are no legal, governmental or regulatory investigations, actions, demands, claims, suits, arbitrations, inquiries or proceedings (collectively, â€œActionsâ€) pending to which the Company or any of its subsidiaries is or may be a party or to which any property, right or asset of the Company or any of its subsidiaries is or may be the subject that, individually or in the aggregate, if determined adversely to the Company or any of its subsidiaries, could have a Material Adverse Effect; and (ii) to the knowledge of the Company, no such Actions are threatened or contemplated by any governmental or regulatory authority or by others. Â 2.25. Labor Disputes. No labor disturbance by or dispute with the employees of the Company or any of its subsidiaries exists or, to the knowledge of the Company, is threatened or contemplated that could, individually or in the aggregate, have a Material Adverse Effect. Â 2.26. Intellectual Property Rights. (i) The Company and its subsidiaries own or have the right to use all patents, patent applications, trademarks, service marks, trade names, and other source indicators and registrations and applications for registration thereof, domain name registrations, copyrights and registrations and applications for registration thereof, technology and know-how, trade secrets, and all other intellectual property and related proprietary rights (collectively, â€œIntellectual Property Rightsâ€) necessary to conduct their respective businesses; (ii) other than as disclosed in the Prospectus, neither the Company nor any of its subsidiaries has received any notice of infringement, misappropriation or other conflict with (and neither the Company nor any of its subsidiaries is otherwise aware of any infringement, misappropriation or other conflict with) the Intellectual Property Rights of any other person, except for such infringement, misappropriation or other conflict as could not have a Material Adverse Effect; and (iii) to the knowledge of the Company, the Intellectual Property Rights of the Company and its subsidiaries are not being infringed, misappropriated or otherwise violated by any person. Â 2.27. Licenses and Permits. (i) The Company and its subsidiaries possess such valid and current certificates, authorizations, approvals, licenses and permits (collectively, â€œAuthorizationsâ€) issued by, and have made all declarations, amendments, supplements and filings with, the appropriate state, federal or foreign regulatory agencies or bodies necessary to own, lease and operate their respective properties and to conduct their respective businesses as set forth in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus; (ii) all such Authorizations are valid and in full force and effect and the Company and its subsidiaries are in compliance with the terms and conditions of all such Authorizations; and (iii) neither the Company nor any of its subsidiaries has received notice of any revocation, termination or modification of, or non-compliance with, any such Authorization or has any reason to believe that any such Authorization will not be renewed in the ordinary course, except where, in the case of clauses (i), (ii) and (iii), the failure to possess, make or obtain such Authorizations (by possession, declaration or filing) could not, individually or in the aggregate, have a Material Adverse Effect. Â 11 Â Â 2.28. Title to Property. The Company and its subsidiaries have good and marketable title to, or have valid and enforceable rights to lease or otherwise use, all items of real property and personal property (other than with respect to Intellectual Property Rights, which is addressed exclusively in Section 2.26) that are material to the respective businesses of the Company and its subsidiaries, in each case, free and clear of all liens, encumbrances, claims, and defects and imperfections of title, except such liens, encumbrances, claims, defects and imperfections as (i) are disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, or (ii) do not materially affect the value of such property and do not materially interfere with the use made or proposed to be made of such property by the Company and its subsidiaries. The Company and its subsidiaries have good and marketable title to, or have valid and enforceable rights to lease or otherwise use, all items of real and personal property that are material to the respective businesses of the Company and its subsidiaries, in each case, free and clear of all liens, encumbrances, claims and defects and imperfections of title, except such liens, encumbrances, claims, defects and imperfections as (i) are disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, or (ii) do not materially affect the value of such property and do not materially interfere with the use made or proposed to be made of such property by the Company and its subsidiaries. All items of real and personal property held under lease by the Company and its subsidiaries are held under valid, subsisting and enforceable leases, with such exceptions as do not materially interfere with the use made or proposed to be made of such property by the Company and its subsidiaries. Â 2.29. Taxes. The Company and each of its subsidiaries have filed all federal, state, local and foreign tax returns required to be filed through the date hereof or have timely requested extensions thereof and have paid all taxes required to be paid thereon (except as currently being contested in good faith and for which reserves required by GAAP have been created in the financial statements of the Company). The charges, accruals and reserves in respect of any income and other tax liability in the financial statements of the Company referred to in Section 2.21 are adequate, in accordance with GAAP principles, to meet any assessments for any taxes of the Company accruing through the end of the last period specified in such financial statements. Â 2.30. Solvency. Based on the consolidated financial condition of the Company as of the Closing Date, after giving effect to the receipt by the Company of the proceeds from the sale of the Closing Units hereunder, (i) the fair saleable value of the Companyâ€™s assets exceeds the amount that will be required to be paid on or in respect of the Companyâ€™s existing debts and other liabilities (including known contingent liabilities) as they mature, (ii) the Companyâ€™s assets do not constitute unreasonably small capital to carry on its business as now conducted and as proposed to be conducted including its capital needs taking into account the particular capital requirements of the business conducted by the Company, consolidated and projected capital requirements and capital availability thereof, and (iii) the current cash flow of the Company, together with the proceeds the Company would receive, were it to liquidate all of its assets, after taking into account all anticipated uses of the cash, would be sufficient to pay all amounts on or in respect of its liabilities when such amounts are required to be paid. The Company does not intend to incur debts beyond its ability to pay such debts as they mature (taking into account the timing and amounts of cash to be payable on or in respect of its debt). The Company has no knowledge of any facts or circumstances which lead it to believe that it will file for reorganization or liquidation under the bankruptcy or reorganization laws of any jurisdiction within one year after the Closing Date. The Registration Statement sets forth as of the date hereof all outstanding secured and unsecured Indebtedness of the Company or any Subsidiary, or for which the Company or any Subsidiary has commitments. Neither the Company nor any Subsidiary is in default with respect to any Indebtedness. Â 12 Â Â 2.31. Investment Company Act. Neither the Company nor any of its subsidiaries is or, after giving effect to the offer and sale of the Securities and the application of the proceeds therefrom as described under â€œUse of Proceedsâ€ in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, will be required to register as an â€œinvestment companyâ€ (as defined in the Investment Company Act). Â 2.32. Insurance. The Company and its subsidiaries are insured by recognized, financially sound institutions in such amounts, with such amounts, with such deductibles and covering such losses and risks as the Company reasonably believes to be adequate for the conduct of their respective businesses and the value of their respective properties and as is prudent and customary for companies engaged in similar businesses in similar industries. All insurance policies and fidelity or surety bonds insuring the Company and its subsidiaries or their respective businesses, assets, employees, officers and directors are in full force and effect; the Company and its subsidiaries are in compliance with the terms of such policies in all material respects; neither the Company nor any of its subsidiaries has received notice from any insurer or agent of such insurer that capital improvements or other expenditures are required to be made in order to continue such insurance; and neither the Company nor any of its subsidiaries has been refused any insurance coverage sought or applied for. There are no claims by the Company or any of its subsidiaries under any such policy as to which any insurer is denying liability or defending under a reservation of rights clause; and neither the Company nor any of its subsidiaries has any reason to believe that it will not be able to renew its existing insurance coverage as and when such coverage expires or to obtain similar coverage from similar insurers as may be necessary to continue its business at a cost that could not have a Material Adverse Effect. Â 2.33. No Stabilization or Manipulation. None of the Company, nor its Affiliates, or, to the knowledge of the Company, any person acting on its or any of their behalf (other than the Underwriter, as to which no representation or warranty is given) has taken, directly or indirectly, any action designed to or that has constituted or that could reasonably be expected to cause or result in the stabilization or manipulation of the price of any securities of the Company. The Company acknowledges that the Underwriter may engage in passive market making transactions in the Common Stock on the Nasdaq Capital Market (the â€œExchangeâ€) in accordance with Regulation M under the Exchange Act (â€œRegulation Mâ€). Â 2.34. Compliance with the Sarbanes-Oxley Act. The Company and, to the knowledge of the Company, its officers and directors, in their capacities as such, are and have been in compliance with all applicable provisions of the Sarbanes-Oxley Act. Â 13 Â Â 2.35. Accounting Controls. The Company and its subsidiaries maintain systems of â€œinternal control over financial reportingâ€ (as defined in Rule 13a-15(f) of the Exchange Act) that comply with the requirements of the Exchange Act and have been designed by, or under the supervision of, their principal executive and principal financial officers, or persons performing similar functions, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. The Company and its subsidiaries maintain internal accounting controls sufficient to provide reasonable assurance that (i) transactions are executed in accordance with managementâ€™s general or specific authorizations; (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with GAAP and to maintain asset accountability; (iii) access to assets is permitted only in accordance with managementâ€™s general or specific authorization; and (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences. Other than as disclosed in the Registration Statement, the Company maintains a system of internal control over financial reporting and the Company is not aware of any other material weaknesses in its internal control over financial reporting (whether or not remediated). Other than as disclosed in the Registration Statement, since the date of the most recent balance sheet included in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, (x) the Companyâ€™s auditors and the board of directors of the Company have not been advised of (A) any new significant deficiencies or material weaknesses in the design or operation of the internal control over financial reporting of the Company and its subsidiaries which could adversely affect the Companyâ€™s ability to record, process, summarize, and report financial data; or (B) any fraud, whether or not material, that involves management or other employees who have a role in the internal control over financial reporting of the Company or its subsidiaries; and (y) there have been no significant changes in the internal control over financial reporting of the Company or its subsidiaries or in other factors that could significantly affect, such internal control over financial reporting, including any corrective actions with regard to significant deficiencies or material weaknesses, since the respective dates as of which information is given in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus. Â 2.36. Disclosure Controls and Procedures. The Company and its subsidiaries have established and maintain disclosure controls and procedures (as such term is defined in Rule 13a-15(e) under the Exchange Act) that are designed to comply with the requirements of the Exchange Act; such disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company and its subsidiaries in the reports they file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commissionâ€™s rules and forms, including controls and procedures designed to ensure that such information is accumulated and communicated to the Companyâ€™s management as appropriate to allow timely decisions regarding required disclosure; and such disclosure controls and procedures are effective to perform the functions for which they were established. Â 14 Â Â 2.37. Compliance with

Environmental Laws. The Company and each of its subsidiaries (i) are, and at all times prior hereto were, in compliance with all Environmental Laws (as defined below) applicable to such entity, which compliance includes, without limitation, obtaining, maintaining and complying with all permits and authorizations and approvals required by Environmental Laws to conduct their respective businesses; and (ii) have not received notice or otherwise have knowledge of any actual or alleged violation of Environmental Laws, or of any actual or potential liability for or other obligation concerning the presence, disposal or release of hazardous or toxic substances or wastes, pollutants or contaminants, and, except as described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, (x) there are no proceedings that are pending, or known to be contemplated, against the Company or any of its subsidiaries under Environmental Laws, other than such proceedings regarding which would not, individually or in the aggregate, have a Material Adverse Effect; (y) to the knowledge of the Company, none of the Company or any of its subsidiaries is aware of any issues regarding compliance with Environmental Laws, including any pending or proposed Environmental Laws, or liabilities or other obligations under Environmental Laws or concerning hazardous or toxic substances or wastes, pollutants or contaminants, that could reasonably be expected to have a material effect on the capital expenditures, earnings or competitive position of the Company and its subsidiaries; and (z) none of the Company or any of its subsidiaries anticipates material capital expenditures relating to Environmental Laws. As used herein, the term â€œEnvironmental Lawsâ€ means any laws, regulations, ordinances, rules, orders, judgments, decrees, permits or other legal requirements of any governmental authority, including, without limitation, any international, foreign, national, state, provincial, regional, or local authority, relating to pollution, the protection of human health or safety, the environment, or natural resources, or to the use, handling, storage, manufacturing, transportation, treatment, discharge, disposal or release of hazardous or toxic substances or wastes, pollutants or contaminants. Â 2.38. ERISA. Each â€œemployee benefit planâ€ (within the meaning of Section 3(3) of the Employee Retirement Security Act of 1974, as amended (â€œERISAâ€)) for which the Company or any member of its â€œControlled Groupâ€ (defined as any organization which is a member of a controlled group of corporations within the meaning of Section 414 of the Code) would have any liability (each, a â€œPlanâ€) complies in form with the requirements of all applicable statutes, rules and regulations including ERISA and the Code, and has been maintained and administered in substantial compliance with its terms and with the requirements of all applicable statutes, rules and regulations including ERISA and the Code; (ii) with respect to each Plan subject to Title IV of ERISA or Section 302 of ERISA or Section 412 and 430 of the Code (A) no â€œreportable eventâ€ (within the meaning of Section 4043(c) of ERISA) has occurred or is reasonably expected to occur, (B) no failure to satisfy the minimum funding standard (within the meaning of Section 302 of ERISA or Section 412 and 430 of the Code), whether or not waived, has occurred or is reasonably expected to occur, (C) the fair market value of the assets under each Plan (excluding for these purposes accrued but unpaid contributions) exceeds the present value of all benefits accrued under such Plan (determined based on those assumptions used to fund such Plan) and (D) neither the Company or any member of its Controlled Group has incurred, or reasonably expects to incur, any liability under Title IV of ERISA (other than contributions to the Plan or premiums to the Pension Benefit Guaranty Corporation in the ordinary course and without default) in respect of a Plan (including a â€œmultiemployer planâ€, within the meaning of Section 4001(a)(3) of ERISA); (iii) each Plan that is intended to be qualified under Section 401(a) of the Code is so qualified and nothing has occurred, whether by action or by failure to act, which would cause the loss of such qualification; and (iv) no prohibited transaction, within the meaning of Section 406 of ERISA or Section 4975 of the Code, has occurred with respect to any Plan excluding transactions to which a statutory or administrative prohibited transaction exemption applies. Â 15 Â Â 2.39. FDA. As to each product subject to the jurisdiction of the U.S. Food and Drug Administration (â€œFDAâ€) under the Federal Food, Drug and Cosmetic Act, as amended, and the regulations thereunder (â€œFDCAâ€) that is manufactured, packaged, labeled, tested, distributed, sold, and/or marketed by the Company or any of its Subsidiaries (each such product, a â€œPharmaceutical Productâ€), such Pharmaceutical Product is being manufactured, packaged, labeled, tested, distributed, sold and/or marketed by the Company in compliance with all applicable requirements under FDCA and similar laws, rules and regulations relating to registration, investigational use, premarket clearance, licensure, or application approval, good manufacturing practices, good laboratory practices, good clinical practices, product listing, quotas, labeling, advertising, record keeping and filing of reports, except where the failure to be in compliance would not have a Material Adverse Effect. There is no pending, completed or, to the Companyâ€™s knowledge, threatened, action (including any lawsuit, arbitration, or legal or administrative or regulatory proceeding, charge, complaint, or investigation) against the Company or any of its Subsidiaries, and none of the Company or any of its Subsidiaries has received any notice, warning letter or other communication from the FDA or any other governmental entity, which (i) contests the premarket clearance, licensure, registration, or approval of, the uses of, the distribution of, the manufacturing or packaging of, the testing of, the sale of, or the labeling and promotion of any Pharmaceutical Product, (ii) withdraws its approval of, requests the recall, suspension, or seizure of, or withdraws or orders the withdrawal of advertising or sales promotional materials relating to, any Pharmaceutical Product, (iii) imposes a clinical hold on any clinical investigation by the Company or any of its Subsidiaries, (iv) enjoins production at any facility of the Company or any of its Subsidiaries, (v) enters or proposes to enter into a consent decree of permanent injunction with the Company or any of its Subsidiaries, or (vi) otherwise alleges any violation of any laws, rules or regulations by the Company or any of its Subsidiaries, and which, either individually or in the aggregate, would have a Material Adverse Effect. The properties, business and operations of the Company have been and are being conducted in all material respects in accordance with all applicable laws, rules and regulations of the FDA. The Company has not been informed by the FDA that the FDA will prohibit the marketing, sale, license or use in the United States of any product proposed to be developed, produced or marketed by the Company nor has the FDA expressed any concern as to approving or clearing for marketing any product being developed or proposed to be developed by the Company. Â 2.40. Related Party Transactions. Except as disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, no relationship, direct or indirect, exists between or among the Company or any of its subsidiaries, on the one hand, and the directors, officers, stockholders, other Affiliates, customers or suppliers of the Company or any of its subsidiaries, on the other hand, that would be required by the Securities Act to be described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus. Â 16 Â Â 2.41. No Unlawful Contributions or Other Payments. Neither the Company nor any of its subsidiaries, nor any director, officer of the Company, nor, to the knowledge of the Company, any agent, employee, Affiliate or other person associated with or acting on behalf of the Company or any of its subsidiaries has (i) used any corporate funds for any unlawful contribution, gift, entertainment or other unlawful expense relating to political activity; (ii) made any direct or indirect unlawful payment to any foreign or domestic government or regulatory official or employee; (iii) made any bribe, rebate, payoff, influence payment, kickback or other unlawful payment; or (iv) violated or is in violation of any provision of (y) the Foreign Corrupt Practices Act of 1977, as amended, and the rules and regulations thereunder (the â€œFCPAâ€), or (z) any non-U.S. anti-bribery or anti-corruption statute or regulation. The Company and its subsidiaries have instituted and maintain and enforce policies and procedures designed to promote and ensure compliance with all applicable anti-bribery and anti-corruption laws. Â 2.42. Compliance with Anti-Money Laundering Laws. The operations of the Company and its subsidiaries are and have been conducted at all times in compliance with all applicable financial recordkeeping and reporting requirements, including those of the Currency and Foreign Transactions Reporting Act of 1970, as amended, the applicable anti-money laundering statutes of all jurisdictions where the Company or any of its subsidiaries conduct business, the rules and regulations thereunder and any related or similar rules, regulations or guidelines issued, administered or enforced by any governmental agency (collectively, the â€œAnti-Money Laundering Lawsâ€); and no action, suit or proceeding by or before any court or governmental agency, authority or body or any arbitrator involving the Company or any of its subsidiaries with respect to the Anti-Money Laundering Laws is pending or, to the knowledge of the Company, threatened. Â 2.43. Compliance with OFAC. Neither the Company nor any of its subsidiaries nor any director, officer of the Company, nor, to the knowledge of the Company, any agent, employee or Affiliate of the Company or any of its subsidiaries is an individual or entity (an â€œOFAC Personâ€), or is owned or controlled by an OFAC Person, that is currently the subject or target of any sanctions administered or enforced by the U.S. government (including, without limitation, the Office of Foreign Assets Control of the U.S. Treasury Department (â€œOFACâ€) or the U.S. Department of State and including, without limitation, the designation as a â€œespecially designated nationalâ€ or â€œblocked personâ€), the United Nations Security Council, the European Union, His Majestyâ€™s Treasury, or other relevant sanctions authority (collectively, â€œSanctionsâ€), nor is the Company or any of its subsidiaries located, organized or resident in a country or territory that is the subject or the target of Sanctions, including, without limitation, Crimea, Cuba, Iran, North Korea, Sudan and Syria (each, a â€œSanctioned Countryâ€); and the Company will not directly or indirectly use the proceeds of the offering, or lend, contribute or otherwise make available such proceeds to any subsidiary, joint venture partner or other OFAC Person (i) to fund or facilitate any activities of or business with any OFAC Person that, at the time of such funding or facilitation, is the subject or the target of Sanctions, (ii) to fund or facilitate any activities or business in any Sanctioned Country or (iii) in any other manner that will result in a violation by any OFAC Person (including any OFAC Person participating in the transaction, whether as underwriter, advisor, investor or otherwise) of Sanctions. Since the Companyâ€™s inception, the Company and its subsidiaries have not knowingly engaged in and are not now knowingly engaged in any dealings or transactions with any OFAC Person that at the time of the dealing or transaction is or was the subject or the target of Sanctions or with any Sanctioned Country. Â 17 Â Â 2.44. No Registration Rights. Except as described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, there are no contracts, agreements or understandings between the Company or any of its subsidiaries, on the one hand, and any person, on the other hand, granting such person any rights to require the Company or any of its subsidiaries to file a registration statement under the Securities Act with respect to any securities of the Company or any of its subsidiaries owned or to be owned by such person or to require the Company or any of its subsidiaries to include such securities in any securities to be registered pursuant to any registration statement to be filed by the Company or any of its subsidiaries under the Securities Act. Â 2.45. Subsidiaries. The subsidiaries of the Company shall be referred to hereinafter each as a â€œSubsidiaryâ€ and collectively as â€œSubsidiaries.â€ The description of the corporate structure of the Company and each of the agreements among the Subsidiaries as set forth in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus under the caption â€œCorporate History and Structureâ€ filed as Exhibit 21.1 to the Registration Statement is true and accurate in all material respects and nothing has been omitted from such description which would make it misleading. The Subsidiaries of the Company listed in Schedule 2.45 hereto are the only â€œsignificant subsidiariesâ€ (as defined under Rule 1.02(w) of Regulation S-X under the Securities Act) of the Company (the â€œSignificant Subsidiariesâ€). Â 2.46. No Restrictions on Subsidiaries. Except as disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, no Subsidiary of the Company is currently prohibited, directly or indirectly, from paying any dividends to the Company, from making any other distribution on such Subsidiaryâ€™s share capital or similar ownership interest, from repaying to the Company any loans or advances to such Subsidiary from the Company or from transferring any of such Subsidiaryâ€™s properties or assets to the Company or any other Subsidiary of the Company. Â 2.47. Exchange Listing. The Common Stock is listed on the Exchange, and the Company has taken no action designed to, or likely to have the effect of, delisting the Common Stock from the Exchange, nor has the Company received any notification that the Exchange is contemplating terminating such listing, except as described in the Registration Statement, the Disclosure Package and the Prospectus. Â 2.48. Exchange Act Registration. The Common Stock is registered pursuant to Section 12(b) under the Exchange Act. The Company has taken no action designed to, or likely to have the effect of, terminating the registration of the Common Stock under the Exchange Act, nor has the Company received any notification that the Commission is contemplating terminating such registration. Â 2.49. Prior Securities Transactions. No securities of the Company have been sold by the Company or by or on behalf of, or for the benefit of, any person or persons controlling, controlled by or under common control with the Company, except as disclosed in the Registration Statement, the Disclosure Package and the Prospectus. Â 2.50. Application of Takeover Protections. The Company and the Board of Directors have taken all necessary action, if any, in order to render inapplicable any control share acquisition, business combination, poison pill (including any distribution under a rights agreement) or other similar anti-takeover provision under the Companyâ€™s certificate of incorporation (or similar charter documents) or the laws of its state of incorporation that is or could become applicable as a result of the Underwriter and the Company fulfilling their obligations or exercising their rights hereunder (including documents incorporated herein by reference or attached hereto). Â 18 Â Â 2.51. D&O Questionnaires. To the Companyâ€™s knowledge, all information contained in the questionnaires (the â€œQuestionnairesâ€) completed by each of the Companyâ€™s directors, officers and beneficial holders of 5% or more of the Companyâ€™s Common Stock immediately prior to the Offering as supplemented by all information concerning the Companyâ€™s directors, officers and principal stockholders as described in the Registration Statement, the Disclosure Package and the Prospectus, provided to the Underwriter is true and correct in all material respects and the Company has not become aware of any information which would cause the information disclosed in the Questionnaires to become inaccurate and incorrect in any material respect. Â 2.52. No Integrated Offering. Neither the Company, nor any of its Affiliates, nor any Person acting on its or their behalf has, directly or indirectly, made any offers or sales of any security or solicited any offers to buy any security, under circumstances that would cause this offering of the Closing Units to be integrated with prior offerings by the Company for purposes of any applicable stockholder approval provisions of any Trading Market on which any of the securities of the Company are listed or designated. Â 2.53. Litigation; Governmental Proceedings. There is no material action, suit, proceeding, inquiry, arbitration, investigation, litigation or governmental proceeding pending or, to the Companyâ€™s knowledge, threatened against, or involving the Company, any of its Subsidiaries or, to the Companyâ€™s knowledge, any executive officer or director which has not been disclosed in the Registration Statement, the Disclosure Package and the Prospectus which is required to be disclosed. Â 2.54. FINRA Matters. Â 2.54.1. No Brokerâ€™s Fees. Except as disclosed in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, neither the Company nor any of its subsidiaries is a party to any contract, agreement or understanding with any person (other than this Agreement) that would give rise to a valid claim against any of them or the Underwriter for a brokerage commission, finderâ€™s fee or like payment in connection with the offering and sale of the Securities. Â 2.54.2. Payments Within Six (6) Months. Except as described in the Registration Statement, the Disclosure Package and the Prospectus, the Company has not made any direct or indirect payments (in cash, securities or otherwise) to: (i) any person, as a finderâ€™s fee, consulting fee or otherwise, in consideration of such person raising capital for the Company or introducing to the Company persons who raised or provided capital to the Company; (ii) any FINRA member; or (iii) any person or entity that has any direct or indirect affiliation or association with any FINRA member, within the six (6) months prior to the initial filing of the Registration Statement, other than the payment to the Underwriter as provided hereunder in connection with the Offering. Â 19 Â Â 2.54.3. Use of Proceeds. None of the net proceeds of the Offering will be paid by the Company to any participating FINRA member or its affiliates, except as specifically authorized herein. Â 2.54.4. FINRA Affiliation. There is no (i) officer or director of the Company, (ii) to the Companyâ€™s knowledge, any beneficial owner of 10% or more of any class of the Companyâ€™s securities or (iii) to the Companyâ€™s knowledge, any beneficial owner of the Companyâ€™s unregistered equity securities which were acquired during the 180-Calendar Day period immediately preceding the filing of the Registration Statement that is an affiliate or associated person of a FINRA member participating in the Offering (as determined in accordance with the rules and regulations of FINRA). Â 2.54.5. Information. All information provided by the Company in its FINRA questionnaire to Representative Counsel specifically for use by Representative Counsel in connection with its Public Offering System filings (and related disclosure) with FINRA is true, correct and complete in all material respects. Â 3. Representations and Warranties of the Underwriter. The Underwriter represents and warrants to, and agrees with, the Company: Â 3.1. No Testing-the-Waters Communications. The Underwriter has not (i) alone engaged in any Testing-the-Waters Communication and (ii) authorized anyone to engage in Testing-the-Waters Communications. The Underwriter has not distributed, or authorized anyone else to distribute, any Written Testing-the-Waters Communications. Â 4. Purchase and Resale. Â 4.1. Agreements to Sell and Purchase. On the basis of the representations, warranties and covenants herein and subject to the conditions herein and any adjustments made in accordance with Section 4.3 hereof, Â 4.1.1. The Company agrees to issue and sell the Closing Units to the Underwriter; and Â 4.1.2. The Underwriter agrees to purchase from the Company the number of Closing Units set forth opposite the Underwriterâ€™s name in Schedule 4.1.2 hereto, subject to such adjustments as the Underwriter in its sole discretion shall make to eliminate any sales or purchases of fractional Shares. Â 20 Â Â 4.1.3. The Closing Units are to be offered initially to the public at the offering price set forth on the cover page of the Final Prospectus (the â€œPublic Offering Priceâ€). The purchase price per Closing Unit to be paid by the Underwriter to the Company shall be $[â—] per Unit (the â€œPurchase Priceâ€), which represents the Public Offering Price less an underwriting discount of 7.0% and a non-accountable expense allowance of 1.0%. Â 4.1.4. Payment for the Closing Units (the â€œClosing Units Paymentâ€) shall be made by wire transfer in immediately available funds to the accounts specified by the Company to the Underwriter at the offices of Kaufman & Canoles, P.C. at 10:00 a.m., ET, on [â—], 2025 or at such other place on the same or such other date and time, not later than the fifth (5th) Business Day thereafter, as the Underwriter and the Company may agree upon in writing (the â€œClosing Dateâ€). The Closing Units Payment shall be made against delivery of the Closing Units to be purchased on the Closing Date to the Underwriter with any transfer taxes, stamp duties and other similar taxes payable in connection with the sale of the Closing Units duly paid by the Company. Â 4.2. Over-Allotment Option. Â 4.2.1. On the basis of the representations, warranties and covenants herein

and subject to the conditions herein, the Underwriter is hereby granted an option (the â€œOver-Allotment Optionâ€) to purchase, in the aggregate, up to [â—] additional shares of Common Stock, representing 15.0% of the Closing Units and/or Pre-funded Warrants sold in the offering from the Company (the â€œOption Sharesâ€) and/or up to [â—] Series A Warrants to purchase an aggregate of an additional [â—] shares of Common Stock, representing 15.0% of the Closing Units sold in the offering from the Company and [â—] Series B Warrants to purchase an aggregate of an additional [â—] shares of Common Stock, representing 15.0% of the Closing Units sold in the offering from the Company (the â€œOption Warrantsâ€). The purchase price to be paid per Option Share shall be equal to the price per Closing Unit set forth in Section 4.1 hereof (less $0.00001 attributable to each whole Option Warrant included in the Closing Unit) and the purchase price to be paid per Option Warrant shall be equal to $0.00001 per Option Warrant. The Over-allotment Option is, at the Underwritersâ€™ sole discretion, for Option Shares and Option Warrants together, solely Option Shares, solely Option Warrants, or any combination thereof (each, an â€œOption Securityâ€ and collectively, the â€œOption Securitiesâ€). The Closing Units and the Option Securities are collectively referred to as the â€œSecuritiesâ€. The Securities and the shares of Common Stock issuable upon exercise of the Pre-funded Warrants and the Warrants (the â€œUnderlying Sharesâ€), are collectively referred to as the â€œPublic Securities.â€ The Public Securities shall be issued directly by the Company and shall have the rights and privileges described in the Registration Statement, the Pricing Disclosure Package and the Prospectus. The Closing Warrants and the Option Warrants, if any, shall be issued pursuant to, and shall have the rights and privileges set forth in, the form of Warrant, and the Closing Pre-funded Warrants shall be issued pursuant to, and shall have the rights and privileges set forth in, the form of Pre-funded Warrant. The offering and sale of the Public Securities is herein referred to as the â€œOfferingâ€. Â 21 Â Â 4.2.2. upon an exercise of the Over-Allotment Option and subject to the terms and conditions herein, the Company agrees to issue and sell the Option Securities to the Underwriter; Â 4.2.3. The Underwriter may exercise the Over-Allotment Option at any time in whole, or from time to time in part, on or before the forty-fifth (45th) Calendar Day following the date of the Final Prospectus, by written notice from the Underwriter to the Company (the â€œOver-Allotment Exercise Noticeâ€). The Underwriter must give the Over-Allotment Exercise Notice to the Company at least one (1) Business Day prior to the Closing Date or the applicable Additional Closing Date, as the case may be. The Underwriter may cancel any exercise of the Over-Allotment Option at any time prior to the Closing Date or the applicable Additional Closing Date, as the case may be, by giving written notice of such cancellation to the Company. Â 4.2.4. The Over-Allotment Exercise Notice shall set forth each of the following: Â 4.2.4.1 the aggregate number of Option Securities as to which the Over-Allotment Option is being exercised. Â 4.2.4.2 the Over-Allotment Option Purchase Price. Â 4.2.4.3 the names and denominations in which the Option Securities are to be registered. Â 4.2.4.4 the applicable Additional Closing Date, which may be the same date and time as the Closing Date but shall not be earlier than the Closing Date nor later than the tenth (10th) full Business Day after the date of the Over-Allotment Exercise Notice. Â 4.2.5. Payment for the Option Securities (the â€œOption Securities Paymentâ€) shall be made by wire transfer in immediately available funds to the accounts specified by the Company to the Underwriter at the offices of Kaufman & Canoles, P.C. at 10:00 a.m. ET on the date specified in the corresponding Over-Allotment Exercise Notice, or at such other place on the same or such other date and time, not later than the fifth (5th) Business Day thereafter, as the Underwriter and the Company may agree upon in writing (an â€œAdditional Closing Dateâ€). The Option Securities Payment shall be made against delivery to the Underwriter for the respective accounts of the Underwriter of the Option Securities to be purchased on any Additional Closing Date, with any transfer taxes, stamp duties and other similar taxes payable in connection with the sale of the Option Securities duly paid by the Company. Delivery of the Option Securities shall be made through the facilities of DTC unless the Underwriter shall otherwise instruct. Â 4.3. Public Offering. The Company understands that the Underwriter intends to make a public offering of the Units as soon after the effectiveness of this Agreement as in the judgment of the Underwriter is advisable, and initially to offer the Units on the terms set forth in the Final Prospectus. The Company acknowledges and agrees that the Underwriter may offer and sell Units to or through any Affiliate of the Underwriter. Â 22 Â Â 5. Covenants of the Company. The Company hereby covenants and agrees with the Underwriter as follows: Â 5.1. Filings with the Commission. The Company will: Â 5.1.1. prepare and file the Final Prospectus (in a form approved by the Underwriter and containing the Rule 430A Information) with the Commission in accordance with and within the time periods specified by Rules 424(b) and 430A under the Securities Act. Â 5.1.2. file any Issuer Free Writing Prospectus with the Commission to the extent required by Rule 433 under the Securities Act. Â 5.1.3. file with the Commission such reports as may be required by Rule 463 under the Securities Act. Â 5.2. Notice to the Underwriter. The Company will advise the Underwriter promptly, and confirm such advice in writing: Â 5.2.1. when the Registration Statement has become effective. Â 5.2.2. when the Final Prospectus has been filed with the Commission. Â 5.2.3. when any amendment to the Registration Statement has been filed or becomes effective. Â 5.2.4. when any Rule 462(b) Registration Statement has been filed with the Commission. Â 5.2.5. when any supplement to the Final Prospectus, any Issuer Free Writing Prospectus, any Written Testing-the-Waters Communication or any amendment to the Final Prospectus has been filed or distributed. Â 5.2.6. of (x) any request by the Commission for any amendment to the Registration Statement or any amendment or supplement to the Final Prospectus, (y) the receipt of any comments from the Commission relating to the Registration Statement or (z) any other request by the Commission for any additional information, including, but not limited to, any request for information concerning any Testing-the-Waters Communication. Â 5.2.7. of (x) the issuance by the Commission of any order suspending the effectiveness of the Registration Statement or preventing or suspending the use of the Registration Statement, the Pricing Disclosure Package, the Final Prospectus, any Preliminary Prospectus, any Issuer Free Writing Prospectus or any Written Testing-the-Waters Communication or (y) the initiation or, to the knowledge of the Company, threatening of any proceeding for that purpose or pursuant to Section 8A of the Securities Act. Â 5.2.8. of the occurrence of any event or development within the Prospectus Delivery Period as a result of which, the Final Prospectus, the Pricing Disclosure Package, any Issuer Free Writing Prospectus or any Written Testing-the-Waters Communication as then amended or supplemented would include any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances existing when the Final Prospectus, the Pricing Disclosure Package, any such Issuer Free Writing Prospectus or any such Written Testing-the-Waters Communication is delivered to a purchaser, not misleading. Â 23 Â Â 5.2.9. of the issuance by any governmental or regulatory authority or any order preventing or suspending the use of any of the Registration Statement, the Pricing Disclosure Package, the Final Prospectus, any Preliminary Prospectus, any Issuer Free Writing Prospectus or any Testing-the-Waters Communication or the initiation or threatening for that purpose. Â 5.2.10. of the receipt by the Company of any notice with respect to any suspension of the qualification of the Units for offer and sale in any jurisdiction or the initiation or, to the knowledge of the Company, threatening of any proceeding for such purpose. Â 5.3. Ongoing Compliance. Â 5.3.1. If during the Prospectus Delivery Period: Â 5.3.1.1 any event or development shall occur or condition shall exist as a result of which the Final Prospectus as then amended or supplemented would include any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements therein, in the light of the circumstances existing when the Final Prospectus is delivered to a purchaser, not misleading, the Company will, as soon as reasonably possible, notify the Underwriter thereof and forthwith prepare and, subject to Section 5.4 hereof, file with the Commission and furnish, at its own expense, to the Underwriter and to such dealers as the Underwriter may designate such amendments or supplements to the Final Prospectus as may be necessary so that the statements in the Final Prospectus as so amended or supplemented will not, in the light of the circumstances existing when the Final Prospectus is delivered to a purchaser, be misleading; or Â 5.3.1.2 it is necessary to amend or supplement the Final Prospectus to comply with applicable law, the Company will, as soon as reasonably possible, notify the Underwriter thereof and forthwith prepare and, subject to Section 5.4 hereof, file with the Commission and furnish, at its own expense, to the Underwriter and to such dealers as the Underwriter may designate such amendments or supplements to the Final Prospectus as may be necessary so that the Final Prospectus will comply with applicable law; and Â 5.3.2. if at any time prior to the Closing Date or any Additional Closing Date, as the case may be: Â 24 Â Â 5.3.2.1 any event or development shall occur or condition shall exist as a result of which the Pricing Disclosure Package as then amended or supplemented would include any untrue statement of a material fact or omit to state any material fact necessary in order to make the statements therein, in the light of the circumstances existing when the Pricing Disclosure Package is delivered to a purchaser, not misleading, the Company will immediately notify the Underwriter thereof and forthwith prepare and, subject to Section 5.4 hereof, file with the Commission (to the extent required) and furnish, at its own expense, to the Underwriter and to such dealers as the Underwriter may designate such amendments or supplements to the Pricing Disclosure Package as may be necessary so that the statements in the Pricing Disclosure Package as so amended or supplemented will not, in the light of the circumstances existing when the Pricing Disclosure Package is delivered to a purchaser, be misleading; or Â 5.3.2.2 it is necessary to amend or supplement the Pricing Disclosure Package to comply with applicable law, the Company will immediately notify the Underwriter thereof and forthwith prepare and, subject to Section 5.4 hereof, file with the Commission (to the extent required) and furnish, at its own expense, to the Underwriter and to such dealers as the Underwriter may designate such amendments or supplements to the Pricing Disclosure Package as may be necessary so that the Pricing Disclosure Package will comply with applicable law. Â 5.4. Amendments, Supplements and Issuer Free Writing Prospectuses. Before (i) using, authorizing, approving, referring to, distributing or filing any Issuer Free Writing Prospectus, (ii) filing (x) any Rule 462(b) Registration Statement or (y) any amendment or supplement to the Registration Statement or the Final Prospectus, or (iii) distributing any amendment or supplement to the Pricing Disclosure Package or the Final Prospectus, the Company will furnish to the Underwriter and counsel for the Underwriter a copy of the proposed Issuer Free Writing Prospectus, Rule 462(b) Registration Statement or other amendment or supplement for review and will not use, authorize, refer to, distribute or file any such Issuer Free Writing Prospectus or Rule 462(b) Registration Statement, or file or distribute any such proposed amendment or supplement (A) to which the Underwriter objects in a timely manner and (B) which is not in compliance with the Securities Act. The Company will, pursuant to reasonable procedures developed in good faith, retain copies of each Issuer Free Writing Prospectus that is not filed with the Commission in accordance with Rule 433 under the Securities Act. Â 5.5. Delivery of Copies. The Company will, upon request of the Underwriter, deliver, without charge, (i) to the Underwriter, three signed copies of the Registration Statement as originally filed and each amendment thereto, in each case, including all exhibits and consents filed therewith; and (ii) to each Underwriter (A) a conformed copy of the Registration Statement as originally filed and each amendment thereto (without exhibits and consents) and (B) during the Prospectus Delivery Period, as many copies of the Final Prospectus (including all amendments and supplements thereto and each Issuer Free Writing Prospectus) as the Underwriter may reasonably request. Â 25 Â Â 5.6. Emerging Growth Company Status. The Company will promptly notify the Underwriter if the Company ceases to be an Emerging Growth Company at any time prior to the later of (i) completion of the distribution of the Units within the meaning of the Securities Act and (ii) completion of the Standstill Period (as defined below). Â 5.7. Blue Sky Compliance. The Company will use its best efforts, with the Underwriterâ€™s cooperation, if necessary, to qualify or register (or to obtain exemptions from qualifying or registering) the Units for offer and sale under the securities or Blue Sky laws of such jurisdictions as the Underwriter shall reasonably request and will use its reasonable best efforts, with the Underwriterâ€™s cooperation, if necessary, to continue such qualifications, registrations and exemptions in effect so long as required for the distribution of the Units; provided that the Company shall not be required to (i) qualify as a foreign corporation or other entity or as a dealer in securities in any such jurisdiction where it would not otherwise be required to so qualify, (ii) file any general consent to service of process in any such jurisdiction or (iii) subject itself to taxation in any such jurisdiction if it is not otherwise so subject. Â 5.8. Earning Statement. The Company will make generally available to its security holders and the Underwriter as soon as practicable an earning statement that satisfies the provisions of Section 11(a) of the Securities Act and Rule 158 under the Securities Act covering a period of at least 12 months beginning after the â€œeffective dateâ€ (as defined in Rule 158 under the Securities Act) of the Registration Statement; provided that the Company will be deemed to have furnished such statement to its security holders and the Underwriter to the extent it is filed on the Commissionâ€™s Electronic Data Gathering, Analysis and Retrieval system (â€œEDGARâ€). Â 5.9. Stockholder Approval. The Company shall hold a special meeting of stockholders (which may also be at the annual meeting of stockholders) at the earliest practicable date after the date hereof, but in no event later than sixty (60) Calendar Days after the Closing Date for the purpose of obtaining Stockholder Approval (as defined below), if required to effect the purpose thereof, with the recommendation of the Board that such proposal be approved, and the Company shall solicit proxies from its stockholders in connection therewith in the same manner as all other management proposals in such proxy statement and all management-appointed proxyholders shall vote their proxies in favor of such proposal. The Company shall use its reasonable best efforts to obtain such Stockholder Approval, and officers, directors and stockholders subject to Lock-Up Agreement pursuant to Section 8.9 shall cast their proxies in favor of such proposal. If the Company does not obtain Stockholder Approval at the first meeting, the Company shall call a meeting every sixty (60) days thereafter to seek Stockholder Approval until the earlier of the date Stockholder Approval is obtained or the Warrants are no longer outstanding. â€œStockholder Approvalâ€ has the meaning set forth in the Warrants. Â 5.10. Use of Proceeds. The Company shall apply the net proceeds from the sale of the Closing Units and the Option Securities in the manner described under the caption â€œUse of Proceedsâ€ in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus. Â 26 Â Â 5.11. Clear Market. Â 5.11.1. For a period of ninety (90) days after the Release Date (the â€œStandstill Periodâ€), the Company will not (x) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, or file with the Commission a registration statement under the Securities Act relating to, any shares of Common Stock or any securities convertible into or exercisable or exchangeable for shares of Common Stock, or publicly disclose the intention to make any offer, sale, pledge, disposition or filing, or (y) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the shares of Common Stock or any such other securities, whether any such transaction described in clause (x) or (y) above is to be settled by delivery of shares of Common Stock or such other securities, in cash or otherwise, without the prior written consent of the Underwriter. Â 5.11.2. The restrictions contained in Section 5.11.1 hereof shall not apply to: (A) the Units, (B) any shares of Common Stock issued under Company Common Stock Incentive Plans or warrants issued by the Company, in each case, described as outstanding in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, (C) any options and other awards granted under a Company Common Stock Incentive Plan as described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, provided that such securities are issued as â€œrestricted securitiesâ€ (as defined in Rule 144) and carry no registration rights that require or permit any registration statement in connection therewith to be filed publicly or declared effective during the Standstill Period (D) the amendment of a Company Common Stock Incentive Plan as described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus, (E) the filing by the Company of any registration statement on Form S-8 or a successor form thereto relating to a Company Common Stock Incentive Plan described in the Registration Statement, the Pricing Disclosure Package and the Final Prospectus and (F) shares of Common Stock or other securities issued pursuant to acquisitions or strategic transactions (whether by merger, consolidation, purchase of equity, purchase of assets, reorganization or otherwise) approved by a majority of the disinterested directors of the Company, provided that such securities are issued as â€œrestricted securitiesâ€ (as defined in Rule 144) and carry no registration rights that require or permit the filing of any registration statement in connection therewith during the Standstill Period, and provided that any such issuance shall only be to a Person (or to the equityholders of a Person) which is, itself or through its subsidiaries, an operating company or an owner of an asset in a business synergistic with the business of the Company and shall provide to the Company additional benefits in addition to the investment of funds, but shall not include a transaction in which the Company is issuing securities primarily for the purpose of raising capital or to an entity whose primary business is investing in securities; provided, however, that any such shares of Common Stock or other securities issued or granted pursuant to clauses (B), (C) and (F) during the Standstill Period shall not be saleable in the public market until the expiration of the Standstill Period. Â 27 Â Â 5.11.3. If the Underwriter, in its sole discretion, agrees to release or waive the restrictions set forth in any Lock-Up Agreement as described in Section 8.9 and provides the Company with notice of the impending release or waiver substantially in the form of Exhibit 5.11.3.1 hereto at least three (3) Business Days before the effective date of the release or waiver, then the Company agrees to announce the impending release or waiver by a press release substantially in the form of Exhibit 5.11.3.2 hereto through a major news service at least two (2) Business Days before the effective date of the release or waiver. Â 5.12. No Stabilization or Manipulation. None of the Company, its Affiliates or any person acting on its or any of their behalf (other than the Underwriter, as to which no covenant is given) will take, directly or indirectly, any action designed to or that constitutes or that could reasonably be expected to cause or result in the stabilization or manipulation of the price of any securities of the Company. The Company acknowledges that the Underwriter may engage in passive market making transactions in the Common Stock on the Exchange in accordance with Regulation M. Â 5.13. Investment Company Act. The Company shall not invest, or otherwise use the proceeds received by the Company from the sale of the Closing Units or the Option Securities in such a manner as would require the Company or any of its subsidiaries to register as an â€œinvestment companyâ€ (as defined in the Investment Company Act) under the Investment Company Act. Â 5.14. Transfer Agent. For the period of two years from the date of this Agreement, the Company shall engage and maintain, at its expense, a registrar and transfer agent for the Common Stock. Â 5.15. Reports. For the

period of two years from the date of this Agreement, the Company will furnish to the Underwriter, as soon as they are available, copies of all reports or other communications (financial or other) furnished to holders of the Common Stock, and copies of any reports and financial statements furnished to or filed with the Commission or any national securities exchange or automatic quotation system; provided that the Company will be deemed to have furnished such reports and financial statements to the Underwriter to the extent they are filed on the Commissionâ€™s Electronic Data Gathering, Analysis and Retrieval system. Â 5.16. Right of First Refusal. The Company agrees that, if, for the period ending thirty-six (36) months after the commencement of sales in the Offering, the Company or any of its subsidiaries: (a) decides to finance or refinance any indebtedness, the Underwriter (or any affiliate designated by the Underwriter) shall have the right to act as sole book-runner, sole manager, sole placement agent or sole agent with respect to such financing or refinancing; or (b) decides to raise funds by means of a public offering (including at-the-market facility) or a private placement or any other capital raising financing of equity, equity-linked or debt securities, the Underwriter (or any affiliate designated by the Underwriter) shall have the right to act as sole book-running manager, sole underwriter or sole placement agent for such financing. If the Underwriter or one of its affiliates decides to accept any such engagement, the agreement governing such engagement (each, a â€œSubsequent Transaction Agreementâ€) will contain, among other things, provisions for customary fees for transactions of similar size and nature, but in no event will the fees be less than those outlined herein, and the provisions of this Agreement, including indemnification, that are appropriate to such a transaction. Notwithstanding the foregoing, the decision to accept the Companyâ€™s engagement under this Section 5.16 shall be made by the Underwriter or one of its affiliates, by a written notice to the Company, within ten (10) Calendar Days of the receipt of the Companyâ€™s notification of its financing needs, including a detailed term sheet. The Underwriterâ€™s determination of whether in any case to exercise its right of first refusal will be strictly limited to the terms on such term sheet, and any waiver of such right of first refusal shall apply only to such specific terms. If the Underwriter waives its right of first refusal, any deviation from such terms (including without limitation after the launch of a subsequent transaction) shall void the waiver and require the Company to seek a new waiver from the right of first refusal on the terms set forth in this Section 5.16. Â 28 Â Â 6. Covenants of the Underwriter. The Underwriter hereby covenants and agrees with the Company as follows: Â 6.1. Underwriter Free Writing Prospectus. The Underwriter has not used, authorized the use of, referred to or participated in the planning for use of, and will not use, authorize the use of, refer to or participate in the planning for use of, any Free Writing Prospectus (which term includes use of any written information furnished to the Commission by the Company and not incorporated by reference into the Registration Statement and any press release issued by the Company) other than (i) a Free Writing Prospectus that contains no â€œissuer informationâ€ filed or required to be filed pursuant to Rule 433(d) under the Securities Act (â€œIssuer Informationâ€) that was not included in the Preliminary Prospectus or a previously filed Issuer Free Writing Prospectus, (ii) any Issuer Free Writing Prospectus listed in Schedule 2.5.4 hereto or prepared pursuant to Section 2.5.4 or Section 5.4 hereof (including any electronic road show), or (iii) any Free Writing Prospectus prepared by the Underwriter and approved by the Company in advance in writing. Â 6.2. Section 8A Proceedings. The Underwriter is not subject to any pending proceeding under Section 8A of the Securities Act with respect to the offering of the Units and will promptly notify the Company if any such proceeding against it is initiated during the Prospectus Delivery Period. Â 7. Payment of Expenses. Â 7.1. Company Expenses. The Company hereby agrees to pay on the Closing Date all expenses incident to the performance of the obligations of the Company under this Agreement including, but not limited to: (a) all filing fees and expenses relating to the registration of the Units with the Commission; (b) all filing fees and expenses associated with the review of the offering of the Units by FINRA; (c) all fees and expenses relating to the listing of the Shares on the Exchange (to the extent relevant) or on such other stock exchanges as the Company and the Underwriter together determine; (d) all fees, expenses and disbursements relating to the registration or qualification of the Units under the â€œblue skyâ€ securities laws of such states and other jurisdictions as the Underwriter may reasonably designate (including, without limitation, all filing and registration fees, and the reasonable fees and disbursements of the Companyâ€™s â€œblue skyâ€ counsel, which will be Underwriterâ€™s counsel) unless such filings are not required in connection with the Companyâ€™s proposed Exchange listing; (e) all fees, expenses and disbursements relating to the registration, qualification or exemption of the Securities under the securities laws of such foreign jurisdictions as the Underwriter may reasonably designate; (f) the costs of all mailing and printing of the underwriting documents, the Registration Statement, Pricing Disclosure Package, the Final Prospectus, any Preliminary Prospectus, any Issuer Free Writing Prospectus or any Testing-the-Waters Communication and all amendments, supplements and exhibits thereto as the Underwriter may reasonably deem necessary; (g) the costs of preparing, printing and delivering certificates representing the Shares; (h) fees and expenses of the transfer agent for the Shares; (i) transfer and/or stamp taxes, if any, payable upon the transfer of securities from the Company to the Underwriter; (j) the fees and expenses of the Companyâ€™s accountants; and (k) reasonable legal fees and disbursements for the Underwriterâ€™s counsel. The total amount payable by the Company pursuant to (k) to the Underwriter shall not exceed $100,000. The Underwriter may deduct from the net proceeds of the Offering payable to the Company on the Closing Date the expenses set forth herein to be paid by the Company to the Underwriter. Except as provided for in this Agreement, the Underwriter shall bear the costs and expenses incurred by them in connection with the sale of the Units and the transactions contemplated thereby. Â 29 Â Â 7.2. Non-accountable Expenses. On the Closing Date, the Company shall pay to the Underwriter, by deduction from the net proceeds of the Offering a non-accountable expense allowance equal to one percent (1.0%) of the gross proceeds received by the Company from the sale of the Closing Units), provided, however, that in the event that the Offering is terminated, the Company agrees to reimburse the Underwriter pursuant to Section 12 hereof. Â 7.3. Underwriter Expenses. Except to the extent otherwise provided in this Section 7 or Section 9 hereof, the Underwriter will pay all of its own costs and expenses, including the fees and expenses of their counsel, any stock transfer taxes on resale of any of the Shares held by them, and any advertising expenses connected with any offers they may make. Â 7.4. Company Reimbursement. The provisions of this Section 7 shall not affect any agreement that the Company may make for the sharing of such costs and expenses. Â 8. Conditions of the Obligations of the Underwriter. The obligations of the Underwriter to purchase the Closing Units as provided herein on the Closing Date or the Option Securities as provided herein on any Additional Closing Date, as the case may be, shall be subject to the timely performance by the Company of its covenants and other obligations hereunder, and to each of the following additional conditions: Â 8.1. Registration Compliance; No Stop Order. Â 8.1.1. The Registration Statement and any post-effective amendment thereto shall have become effective, no stop order suspending the effectiveness of the Registration Statement or any post-effective amendment thereto shall be in effect, and no proceeding for such purpose or pursuant to Section 8A of the Securities Act shall be pending before or threatened by the Commission. Â 8.1.2. The Company shall have filed the Final Prospectus and each Issuer Free Writing Prospectus with the Commission in accordance with and within the time periods prescribed by Section 5.1 hereof. Â 8.1.3. The Company shall have (A) disclosed to the Underwriter all requests by the Commission for additional information relating to the offer and sale of the Units and (B) complied with such requests to the reasonable satisfaction of the Underwriter. Â 8.2. Representations and Warranties. The representations and warranties of the Company contained herein shall be true and correct on the date hereof and on and as of the Closing Date or any Additional Closing Date, as the case may be, and the statements of the Company and its officers made in any certificates delivered pursuant to this Agreement shall be true and correct on and as of the Closing Date or any Additional Closing Date, as the case may be. Â 30 Â Â 8.3. Auditor Comfort Letters. On the date of this Agreement and on the Closing Date or any Additional Closing Date, as the case may be, PKF Oâ€™ Connor Davies, LLP shall have furnished to the Underwriter, at the request of the Company, letters, dated the respective dates of delivery thereof and addressed to the Underwriter, in form and substance reasonably satisfactory to the Underwriter, containing statements and information of the type customarily included in accountantsâ€™ â€œcomfort lettersâ€ to underwriters with respect to the financial statements and certain financial information contained in each of the Registration Statement, the Pricing Disclosure Package and the Final Prospectus; provided that the letter delivered on the Closing Date or any Additional Closing Date, as the case may be, shall use a â€œcut-offâ€ date no more than two (2) Business Days prior to the Closing Date or such Additional Closing Date, as the case may be. Â 8.4. No Material Adverse Change. No event or condition of a type described in Section 2.13 hereof shall have occurred or shall exist, which event or condition is not described in each of the Pricing Disclosure Package and the Final Prospectus (in each case, exclusive of any amendment or supplement thereto), the effect of which in the judgment of the Underwriter makes it impracticable or inadvisable to proceed with the offering, sale or delivery of the Units on the Closing Date or any Additional Closing Date, as the case may be, in the manner and on the terms contemplated by this Agreement, the Pricing Disclosure Package and the Final Prospectus (in each case, exclusive of any amendment or supplement thereto). Â 8.5. Opinion and Negative Assurance Letter of Counsel to the Company. U.S. Company Counsel shall each have furnished to the Underwriter, at the request of the Company, its (i) written opinion, addressed to the Underwriter and dated the Closing Date or any Additional Closing Date, as the case may be, and (ii) negative assurance letter, addressed to the Underwriter and dated the Closing Date or any Additional Closing Date, as the case may be, in each case, in a form reasonably satisfactory to the Underwriter. Â 8.6. Officerâ€™s Certificate. The Underwriter shall have received as of the Closing Date or any Additional Closing Date on the date of this Agreement, a certificate from the Companyâ€™s CFO in form and substance reasonably satisfactory to the Underwriter, containing statements and information confirming that the financial statements and certain financial information contained in the Registration Statement is consistent with the Companyâ€™s records and does not contain any material misstatements or omissions and shall have received as of the Closing Date or any Additional Closing Date, as the case may be, a certificate of an executive officer of the Company who has specific knowledge of the Companyâ€™s financial matters and is satisfactory to the Underwriter, (i) confirming that such officer has carefully reviewed the Registration Statement, the Pricing Disclosure Package, the Final Prospectus, each Issuer Free Writing Prospectus and each Written Testing-the-Waters Communication and, to the knowledge of such officer, the representations set forth in Sections 2.1.2, 2.2, 2.3.1, 2.4.1, 2.5.1, 2.6 and 2.8, hereof are true and correct on and as of the Closing Date or any Additional Closing Date, as the case may be; (ii) to the effect set forth in clause (i) of Section 2.11 and Section 8.1 hereof; and (iii) confirming that all of the other representations and warranties of the Company in this Agreement are true and correct on and as of the Closing Date or any Additional Closing Date, as the case may be, and that the Company has complied with all agreements and covenants and satisfied all other conditions on its part to be performed or satisfied hereunder at or prior to the Closing Date or any Additional Closing Date, as the case may be. Â 31 Â Â 8.7. No Legal Impediment to Issuance and Sale. No action shall have been taken and no statute, rule, regulation or order shall have been enacted, adopted or issued by any federal, state or foreign governmental or regulatory authority that would, as of the Closing Date or any Additional Closing Date, as the case may be, prevent the issuance, sale or delivery of the Closing Units or the Option Securities by the Company; and no injunction or order of any federal, state or foreign court shall have been issued that would, as of the Closing Date or any Additional Closing Date, as the case may be, prevent the issuance, sale or delivery of the Closing Units or the Option Securities. Â 8.8. Good Standing. The Underwriter shall have received on and as of the Closing Date and any Additional Closing Date, as the case may be, satisfactory evidence of the good standing of the Company in its jurisdiction of incorporation, in writing from the appropriate governmental authorities of such jurisdiction. Â 8.9. Lock-Up Agreements. The Lock-Up Agreements substantially in the form of Exhibit 8.9 hereto executed by the officers, directors and certain stockholders of the Company relating to sales and certain other dispositions of shares of Common Stock or certain other securities, delivered to the Underwriter on or before the date hereof, shall be in full force and effect on the Closing Date or any Additional Closing Date, as the case may be. Â 8.10. Exchange Listing. On the Closing Date or any Additional Closing Date, as the case may be, the Shares shall have been approved for listing on the Exchange, subject to notice of issuance. Â 8.11. Irrevocable Consent. On or before the date hereof, the Company shall have received the irrevocable consents executed by the Companyâ€™s officers and directors in the form attached hereto as Exhibit 8.11, which Irrevocable Consents shall not be waived or otherwise released by the Company, whereby such officers and directors agree to seek and vote all equity of the Company held by them in favor of each corporate action contemplated in the definition of Stockholder Approval (as defined in Section 5.9 hereof and in the Common Warrants), whether at a meeting of stockholders, by action taken at a meeting, by consent or otherwise. Â 8.12. Additional Documents. On or prior to the Closing Date or any Additional Closing Date, as the case may be, the Underwriter and its counsel shall have received such information, certificates and other additional documents from the Company as they may reasonably require for the purpose of enabling them to pass upon the issuance and sale of the Units as contemplated herein or in order to evidence the accuracy of any of the representations and warranties, or the satisfaction of any of the covenants, closing conditions or other obligations, contained in this Agreement. Â 32 Â Â All opinions, letters, certificates and other documents delivered pursuant to this Agreement will be deemed to be in compliance with the provisions hereof only if they are reasonably satisfactory in form and substance to counsel for the Underwriter. Â If any condition specified in this Section 8 is not satisfied when and as required to be satisfied, this Agreement and all obligations of the Underwriter hereunder may be terminated by the Underwriter by notice to the Company at any time on or prior to the Closing Date or any Additional Closing Date, as the case may be, which termination shall be without liability on the part of any party to any other party, except that the Company shall continue to be liable for the payment of expenses under Section 7 and Section 12 hereof and except that the provisions of Section 9 and Section 10 hereof shall at all times be effective and shall survive any such termination. Â 9. Indemnification. Â 9.1. Indemnification of the Underwriter by the Company. The Company agrees to indemnify and hold harmless the Underwriter, its Affiliates, directors, officers, employees and agents and each person, if any, who controls the Underwriter within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act from and against any and all losses, claims, damages and liabilities (including, without limitation, all reasonable legal fees and other expenses incurred in connection with any suit, action or proceeding or any claim asserted, as such fees and expenses are incurred), joint or several, that arise out of or are based upon (i) any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement (or any amendment or supplement thereto), or the omission or alleged omission therefrom of a material fact required to be stated therein or necessary in order to make the statements therein not misleading, or (ii) any untrue statement or alleged untrue statement of a material fact contained in any Pricing Disclosure Package (including any Pricing Disclosure Package that has subsequently been amended), the Final Prospectus (or any amendment or supplement thereto), any Preliminary Prospectus, any Issuer Information, any Issuer Free Writing Prospectus, any Written Testing-the-Waters Communication or any Road Show, or the omission or alleged omission therefrom of a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading, in each case, except insofar as such losses, claims, damages or liabilities arise out of, or are based upon, any untrue statement or omission or alleged untrue statement or omission made in reliance upon and in conformity with the Underwriter Information. The indemnity agreement set forth in this Section 9.1 shall be in addition to any liabilities that the Company may otherwise have. Â 9.2. Indemnification of the Company by the Underwriter. The Underwriter agrees to indemnify and hold harmless the Company, its directors, each officer who signed the Registration Statement and each person, if any, who controls the Company within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act from and against any and all losses, claims, damages and liabilities (including, without limitation, all reasonable legal fees and other expenses incurred in connection with any suit, action or proceeding or any claim asserted, as such fees and expenses are incurred), joint or several, to the same extent as the indemnity set forth in Section 9.1 hereof; provided, however, that the Underwriter shall be liable only to the extent that any untrue statement or omission or alleged untrue statement or omission was made in the Registration Statement (or any amendment or supplement thereto), any Pricing Disclosure Package (including any Pricing Disclosure Package that has subsequently been amended), the Final Prospectus (or any amendment or supplement thereto), any Preliminary Prospectus, any Issuer Information, any Issuer Free Writing Prospectus, any Written Testing-the-Waters Communication or any Road Show in reliance upon, and in conformity with, the Underwriter Information relating to the Underwriter. The indemnity agreement set forth in this Section 9 shall be in addition to any liabilities that the Underwriter may otherwise have. Â 33 Â Â 9.3. Notifications and Other Indemnification Procedures. If any suit, action, proceeding (including any governmental or regulatory investigation), claim or demand shall be brought or asserted against any person in respect of which indemnification may be sought pursuant to any of the preceding subsections of this Section 9, such person (the â€œIndemnified Personâ€) shall promptly notify the person against whom such indemnification may be sought (the â€œIndemnifying Personâ€) in writing; provided that the failure to notify the Indemnifying Person shall not relieve it from any liability that it may have under any of the preceding subsections of this Section 9 except to the extent that it has been materially prejudiced by such failure; and provided, further, that the failure to notify the Indemnifying Person shall not relieve it from any liability that it may have to an Indemnified Person otherwise than under any of the preceding subsections of this Section 9. If any such proceeding shall be brought or asserted against an Indemnified Person and it shall have notified the Indemnifying Person thereof, the Indemnifying Person shall retain counsel reasonably satisfactory to the Indemnified Person (who shall not, without the consent of the Indemnified Person, be counsel to the Indemnifying Person) to represent the Indemnified Person in such proceeding and shall pay the reasonable and documented fees and expenses of such counsel related to such proceeding, as incurred. In any such proceeding, any Indemnified Person shall have the right to retain its own counsel, but the fees and expenses of such counsel shall be at the expense of such Indemnified Person unless (i) the Indemnifying Person and the Indemnified Person shall have mutually agreed to the contrary; (ii) the Indemnifying Person has failed within a reasonable time to retain counsel reasonably satisfactory to the Indemnified Person; (iii) the

Indemnified Person shall have reasonably concluded that there may be legal defenses available to it that are different from or in addition to those available to the Indemnifying Person; or (iv) the named parties in any such proceeding (including any impleaded parties) include both the Indemnifying Person and the Indemnified Person and representation of both parties by the same counsel would be inappropriate due to actual or potential differing interest between them. It is understood and agreed that the Indemnifying Person shall not, in connection with any proceeding or related proceedings in the same jurisdiction, be liable for the fees and expenses of more than one separate firm (in addition to any local counsel) for all Indemnified Persons, and that all such fees and expenses shall be paid or reimbursed as they are incurred. Any such separate firm for (i) the Underwriter, its Affiliates, directors, officers, employees and agents and each person, if any, who controls the Underwriter within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act shall be designated in writing by the Underwriter; and (ii) the Company, its directors, its officers who signed the Registration Statement and each person, if any, who controls the Company within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act shall be designated in writing by the Company. Â 9.4. Settlements. The Indemnifying Person under this Section 9 shall not be liable for any settlement of any proceeding effected without its written consent, which consent may not be unreasonably withheld, but if settled with such consent or if there be a final judgment for the plaintiff, the Indemnifying Person agrees to indemnify the Indemnified Person from and against any loss, claim, damage, liability or expense by reason of such settlement or judgment. Notwithstanding the foregoing sentence, if at any time an Indemnified Person shall have requested an Indemnifying Person to reimburse the Indemnified Person for any reasonably incurred and documented fees and expenses of counsel as contemplated by this Section 9, the Indemnifying Person agrees that it shall be liable for any settlement of any proceeding effected without its written consent if (i) such settlement is entered into more than forty-five (45) Calendar Days after receipt by such Indemnifying Person of the aforesaid request, (ii) such Indemnifying Person shall not have reimbursed the Indemnified Person in accordance with such request, or shall not have disputed in good faith the Indemnified Personâ€™s entitlement to such reimbursement, prior to the date of such settlement and (iii) such Indemnified Person shall have given the Indemnifying Person at least forty-five (45) Calendar Daysâ€™ prior notice of its intention to settle. No Indemnifying Person shall, without the prior written consent of the Indemnified Person effect any settlement, compromise or consent to the entry of judgment in any pending or threatened action, suit or proceeding in respect of which any Indemnified Person is or could have been a party and indemnity was or could have been sought hereunder by such Indemnified Person, unless such settlement, compromise or consent (x) includes an unconditional release of such Indemnified Person, in form and substance reasonably satisfactory to such Indemnified Person, from and against all liability on claims that are the subject matter of such action, suit or proceeding and (y) does not include any statements as to or any findings of fault, culpability or failure to act by or on behalf of any Indemnified Person. Â 34 Â Â 10. Contribution. Â 10.1. To the extent the indemnification provided for in Section 9 hereof is unavailable to or insufficient to hold harmless an Indemnified Person in respect of any losses, claims, damages, liabilities or expenses referred to therein, then each Indemnifying Person, in lieu of indemnifying such Indemnified Person thereunder, shall contribute to the aggregate amount paid or payable by such Indemnified Person, as incurred, as a result of any losses, claims, damages, liabilities or expenses referred to therein (i) in such proportion as is appropriate to reflect the relative benefits received by the Company, on the one hand, and the Underwriter, on the other hand, from the offering of the Units pursuant to this Agreement or (ii) if the allocation provided by clause (i) above is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) above but also the relative fault of the Company, on the one hand, and the Underwriter, on the other hand, in connection with the statements or omissions that resulted in such losses, claims, damages, liabilities or expenses, as well as any other relevant equitable considerations. The relative benefits received by the Company, on the one hand, and the Underwriter, on the other hand, in connection with the offering of the Units pursuant to this Agreement shall be deemed to be in the same respective proportions as the total net proceeds from the offering of the Units pursuant to this Agreement (before deducting expenses) received by the Company, on the one hand, and the total underwriting discounts and commissions received by the Underwriter, on the other hand, in each case as set forth in the table on the cover of the Final Prospectus bear to the aggregate initial offering price of the Units. The relative fault of the Company, on the one hand, and the Underwriter, on the other hand, shall be determined by reference to, among other things, whether the untrue or alleged untrue statement of a material fact or omission or alleged omission to state a material fact relates to information supplied by the Company, on the one hand, or the Underwriter, on the other hand, and the partiesâ€™ relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission. Â 10.2. The amount paid or payable by a party as a result of the losses, claims, damages, liabilities and expenses referred to above shall be deemed to include, subject to the limitations set forth in Section 9 hereof, all reasonable legal or other fees or expenses incurred by such party in connection with investigating or defending any action or claim. The provisions set forth in Section 9 hereof with respect to notice of commencement of any action shall apply if a claim for contribution is to be made under this Section 10; provided, however, that no additional notice shall be required with respect to any action for which notice has been given under Section 9 hereof for purposes of indemnification. Â 10.3. The Company and the Underwriter agree that it would not be just and equitable if contribution pursuant to this Section 10 was determined by pro rata allocation or by any other method of allocation which does not take account of the equitable considerations referred to in this Section 10. Â 10.4. Notwithstanding the provisions of this Section 10, the Underwriter shall not be required to contribute any amount in excess of the amount by which the total discounts and commissions received by the Underwriter in connection with the Units distributed by it exceeds the amount of any damages the Underwriter has otherwise paid or become liable to pay by reason of any untrue or alleged untrue statement or omission or alleged omission. No person guilty of fraudulent misrepresentation (within the meaning of Section 11 of the Securities Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. Â 35 Â Â 10.5. For purposes of this Section 10, each director, officer, employee and agent of the Underwriter and each person, if any, who controls the Underwriter within the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act shall have the same rights to contribution as the Underwriter, and each director and officer of the Company who signed the Registration Statement, and each person, if any, who controls the Company with the meaning of Section 15 of the Securities Act or Section 20 of the Exchange Act, shall have the same rights to contribution as the Company. Â 10.6. The remedies provided for in Section 9 and Section 10 hereof are not exclusive and shall not limit any rights or remedies which may otherwise be available to any Indemnified Person at law or in equity. Â 11. Termination. Â 11.1. Prior to the delivery of and payment for the Units on the Closing Date or any Additional Closing Date, as the case may be, this Agreement may be terminated by the Underwriter in the absolute discretion of the Underwriter by notice given to the Company if after the execution and delivery of this Agreement: (i) trading or quotation of any securities issued or guaranteed by the Company shall have been suspended or materially limited on any securities exchange, quotation system or in the over-the-counter market; (ii) trading in securities generally on any of the New York Stock Exchange, the Nasdaq Stock Exchange or the over-the-counter market shall have been suspended or materially limited; (iii) a general banking moratorium on commercial banking activities shall have been declared by federal or New York state authorities; (iv) there shall have occurred a material disruption in commercial banking or securities settlement, payment or clearance services in the United States; (v) there shall have occurred any outbreak or escalation of national or international hostilities or any crisis or calamity, or any change in the United States or international financial markets, or any substantial change or development involving a prospective substantial change in general economic, financial or political conditions in the United States or internationally, as in the judgment of the Underwriter is material and adverse and makes it impracticable or inadvisable to proceed with the offering, sale or delivery of the Units on the Closing Date or any Additional Closing Date, as the case may be, in the manner and on the terms described in the Pricing Disclosure Package or to enforce contracts for the sale of securities; or (vi) the Company or any of its subsidiaries shall have sustained a loss by strike, fire, flood, earthquake, accident or other calamity of such character as in the judgment of the Underwriter may interfere materially with the conduct of the business and operations of the Company and its subsidiaries, considered as one entity, regardless of whether or not such loss shall have been insured. Â 11.2. Any termination pursuant to this Section 11 shall be without liability on the part of: (x) the Company to the Underwriter, except that the Company shall continue to be liable for the payment of expenses under Section 7; (y) the Underwriter to the Company; or (z) any party hereto to any other party except that the provisions of Section 9, Section 10 and this Section 11 hereof shall at all times be effective and shall survive any such termination. Â 36 Â Â 12. Reimbursement of the Underwriterâ€™s Expenses. If (a) the Company fails to deliver the Units to the Underwriter for any reason at the Closing Date or any Additional Closing Date, as the case may be, in accordance with this Agreement or (b) the Underwriter declines to purchase the Units for any reason permitted under this Agreement, then the Company agrees to reimburse the Underwriter for all reasonable out-of-pocket costs and expenses (including the reasonable and documented fees and expenses of counsel to the Underwriter) incurred by the Underwriter in connection with this Agreement and the applicable offering contemplated hereby. Â 13. Representations and Indemnities to Survive Delivery. The respective indemnities, rights of contribution, agreements, representations, warranties and other statements of the Company and the Underwriter set forth in or made pursuant to this Agreement or made by or on behalf of the Company or the Underwriter pursuant to this Agreement or any certificate delivered pursuant hereto shall remain in full force and effect, regardless of any investigation made by or on behalf of the Underwriter, the Company or any of their respective officers or directors or any controlling person, as the case may be, and shall survive delivery of and payment for the Units sold hereunder and any termination of this Agreement. Â 14. Notices. All notices, requests, consents, claims, demands, waivers and other communications under this Agreement shall be in writing and shall be deemed to have been duly given (i) when delivered by hand (with written confirmation of receipt), (ii) when received by the addressee if sent by a nationally recognized overnight courier (receipt requested), (iii) on the date sent by facsimile (with confirmation of transmission) or email of a PDF document if sent during normal business hours of the recipient, and on the next Business Day if sent after normal business hours of the recipient, or (iv) on the third (3rd) Calendar Day after the date mailed, by certified or registered mail (in each case, return receipt requested, postage pre-paid). Such communications must be sent to the respective parties at the following addresses (or at such other address for a party as shall be specified in a notice given in accordance with this Section 14): Â If to the Underwriter: Aegis Capital Corp. 1345 Avenue of the Americas, 27th Floor New York, NY 10105 Â Email: banking@aegiscap.com Â Attention: Robert Eide Â with a copy to: Kaufman & Canoles, P.C. Two James Center, 14th Floor, 1021 E. Cary St., Richmond, VA 23219 Â Email: awbasch@kaufcan.com Â Â jbwilliston@kaufcan.com Â Attention: Anthony Basch Â Â J. Britton Williston Â If to the Company: Sharps Technology, Inc. 105 Maxess Road, Melville, New York 11747 Â Email: roberth@sharpstechnology.com Â Attention: Robert Hayes Â Â with copy to: Sichenzia Ross Ference Carmel LLP 1185 Avenue of the Americas, 31st Floor, New York, NY 10036 Â Email: amarcus@SRFC.LAW Â Attention: Arthur Marcus Â Any party hereto may change the address or facsimile number for receipt of communications by giving written notice to the others in accordance with this Section 14. Â 37 Â Â 15. Successors. This Agreement shall inure solely to the benefit of and be binding upon the Underwriter, the Company and the other indemnified parties referred to in Section 9 and Section 10 hereof, and in each case their respective successors. Nothing in this Agreement is intended, or shall be construed, to give any other person or entity any legal or equitable right, benefit, remedy or claim under, or in respect of or by virtue of, this Agreement or any provision contained herein. The term â€œsuccessors,â€ as used herein, shall not include any purchaser of the Units from the Underwriter merely by reason of such purchase. Â 16. Partial Unenforceability. The invalidity or unenforceability of any Section, paragraph or provision of this Agreement shall not affect the validity or enforceability of any other Section, paragraph or provision hereof. If any Section, paragraph or provision of this Agreement is for any reason determined to be invalid or unenforceable, there shall be deemed to be made such minor changes (and only such minor changes) as are necessary to make it valid and enforceable. Â 17. Governing Law. This Agreement and any claim, controversy or dispute arising under or related to this Agreement, whether sounding in contract, tort or statute, shall be governed by and construed in accordance with the internal laws of the State of New York applicable to agreements made and to be performed in such state (including its statute of limitations), without giving effect to the conflict of laws provisions thereof to the extent such principles or rules would require or permit the application of the laws of any jurisdiction other than those of the State of New York. The Company has irrevocably appointed Robert Hayes, as its agent to receive service of process or other legal summons for purposes of any such suit, action or proceeding that may be instituted in any state or federal court in the Borough of Manhattan in the City of New York, United States of America. Â 18. Consent to Jurisdiction. No legal suit, action or proceeding arising out of or relating to this Agreement or the transactions contemplated hereby (each, a â€œRelated Proceedingâ€) may be commenced, prosecuted or continued in any court other than the courts of the State of New York located in the City and County of New York or in the United States District Court for the Southern District of New York, which courts (collectively, the â€œSpecified Courtsâ€) shall have jurisdiction over the adjudication of any Related Proceeding, and the parties to this Agreement hereby irrevocably consent to the exclusive jurisdiction the Specified Courts and personal service of process with respect thereto. The parties to this Agreement hereby irrevocably waive any objection to the laying of venue of any Related Proceeding in the Specified Courts and irrevocably waive and agree not to plead or claim in any Specified Court that any Related Proceeding brought in any Specified Court has been brought in an inconvenient forum. Â 38 Â Â 19. Equitable Remedies. Each party to this Agreement acknowledges and agrees that (a) a breach or threatened breach by the Company of any of its obligations under Section 5.11 or Section 5.16 would give rise to irreparable harm to the Underwriter for which monetary damages would not be an adequate remedy and (b) if a breach or a threatened breach by the Company of any such obligations occurs, the Underwriter will, in addition to any and all other rights and remedies that may be available to such party at law, at equity, or otherwise in respect of such breach, be entitled to equitable relief, including a temporary restraining order, an injunction, specific performance of the terms of Section 5.11 or Section 5.16 and any other relief that may be available from a court of competent jurisdiction, without any requirement to (i) post a bond or other security, or (ii) prove actual damages or that monetary damages will not afford an adequate remedy. Each party to this Agreement agrees that such party shall not oppose or otherwise challenge the existence of irreparable harm, the appropriateness of equitable relief or the entry by a court of competent jurisdiction of an order granting equitable relief, in either case, consistent with the terms of this Section 19. Â 20. Waiver of Jury Trial. The parties to this Agreement hereby irrevocably waive, to the fullest extent permitted by applicable law, any and all right to trial by jury in any Related Proceeding. Â 21. No Fiduciary Relationship. The Company acknowledges and agrees that: (i) the purchase and sale of the Units pursuant to this Agreement, including the determination of the offering price of the Units and any related discounts and commissions, is an armâ€™s-length commercial transaction between the Company, on the one hand, and the Underwriter, on the other hand; (ii) in connection with each transaction contemplated hereby and the process leading to such transaction the Underwriter is and has been acting solely as a principal and is not the agent or fiduciary of the Company or its Affiliates, stockholders, members, partners, creditors or employees or any other party; (iii) the Underwriter has not assumed and will not assume an advisory or fiduciary responsibility in favor of the Company with respect to any of the transactions contemplated hereby or the process leading thereto (irrespective of whether the Underwriter has advised or is currently advising the Company on other matters) or any other obligation to the Company except the obligations expressly set forth in this Agreement; (iv) the Underwriter and its respective Affiliates may be engaged in a broad range of transactions that involve interests that differ from those of the Company, and the Underwriter has no obligation to disclose any of such interests by virtue of any fiduciary or advisory relationship; and (v) the Underwriter has not provided any legal, accounting, regulatory or tax advice in any jurisdiction with respect to the offering contemplated hereby, and the Company has consulted its own legal, accounting, regulatory and tax advisors to the extent they deemed appropriate. The Company waives and releases, to the full extent permitted by applicable law, any claims it may have against the Underwriter arising from an alleged breach of fiduciary duty in connection with the offering of the Units or any matters leading up to the offering of the Units. Â 39 Â Â 22. Compliance with the USA Patriot Act. In accordance with the requirements of the USA Patriot Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)), the Underwriter is required to obtain, verify and record information that identifies their respective clients, including the Company, which information may include the name and address of its clients, as well as other information that will allow the Underwriter to properly identify their respective clients. Â 23. Entire Agreement. This Agreement, together with any contemporaneous written agreements and any prior written agreements (to the extent not superseded by this Agreement) that relate to the offering of the Units, represents the entire agreement among the Company and the Underwriter with respect to the preparation of the Registration Statement, the Pricing Disclosure Package, the Final Prospectus, each Preliminary Prospectus, each Issuer Free Writing Prospectus, each Testing-the-Waters Communication and each Road Show, the purchase and sale of the Units and the conduct of the offering contemplated hereby. Â 24. Amendments or Waivers. No amendment or waiver of any provision of this Agreement, nor any consent or approval to any departure therefrom, shall in any event be effective unless the same shall be in writing and signed by all the parties hereto. No waiver by any party shall operate or be construed as a waiver in respect of any failure, breach or default not expressly identified by such written waiver, whether of a similar or different character, and whether occurring before or after the waiver. No failure to exercise, or delay in exercising, any right, remedy, power or privilege arising from this Agreement shall operate or be construed as a waiver thereof; nor shall any single or partial exercise of any right, remedy, power or privilege hereunder preclude any other or further exercise of any other right, remedy, power or privilege. Â 25. Section Headings. The headings herein are included for convenience of reference only and are not intended to be part of, or to affect the meaning or interpretation of,

this Agreement. Â 26. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together will be deemed to be one and the same agreement. Counterparts may be delivered via facsimile, email (including PDF or any electronic signature complying with the U.S. federal ESIGN Act of 2000) or other transmission method, and any counterpart so delivered will be deemed to have been duly and validly delivered and be valid and effective for all purposes. Â 27. Recognition of the U.S. Special Resolution Regimes. Â 27.1. In the event that the Underwriter is a Covered Entity (as defined below) becomes subject to a proceeding under a U.S. Special Resolution Regime, the transfer from the Underwriter of this Agreement, and any interest and obligation in or under this Agreement, will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime (as defined below) if this Agreement, and any such interest and obligation, were governed by the laws of the United States or a state of the United States. Â 27.2. In the event that the Underwriter is a Covered Entity or a BHC Act Affiliate (as defined below) of the Underwriter becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights (as defined below) under this Agreement that may be exercised against the Underwriter is permitted to be exercised to no greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if this Agreement were governed by the laws of the United States or a state of the United States. Â 40 Â Â 27.3. As used in this section: Â 27.3.1. â€œBHC Act Affiliateâ€ has the meaning assigned to the term â€œaffiliateâ€ in, and shall be interpreted in accordance with, 12 U.S.C. Â§ 1841(k). Â 27.3.2. â€œCovered Entityâ€ means any of the following: Â 27.3.2.1 a â€œcovered entityâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 252.82(b); Â 27.3.2.2 a â€œcovered bankâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 47.3(b); or Â 27.3.2.3 a â€œcovered FSIâ€ as that term is defined in, and interpreted in accordance with, 12 C.F.R. Â§ 382.2(b). Â 27.3.3. â€œDefault Rightâ€ has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. Â§Â§ 252.81, 47.2 or 382.1, as applicable. Â 27.3.4. â€œU.S. Special Resolution Regimeâ€ means each of (i) the Federal Deposit Insurance Act and the regulations promulgated thereunder and (ii) Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations promulgated thereunder. Â [STSS Underwriting Agreement Signature Page Follows] Â 41 Â Â [STSS Underwriting Agreement Signature Page] Â If the foregoing is in accordance with your understanding, please indicate your acceptance of this Agreement by signing in the space provided below. Â Â Very truly yours, SHARPS TECHNOLOGY, INC. Â Â Â Â By: Â Â Name: Robert Hayes Â Title: Chief Executive Officer Â Confirmed and accepted as of the date first above written: Â AEGIS CAPITAL CORP. Â Â Â By: Â Â Name: Robert Eide Â Title: Chief Executive Officer Â Â Â Â Â SCHEDULE 1.16 Â Pricing Disclosure Package Â Number of Closing Units:Â Â [â—]Â â— Number of Units containing Firm Shares (â€œCommon Unitsâ€)Â Â [â—]Â â— Number of Units containing Pre-funded Warrants (â€œPre-funded Unitsâ€)Â Â [â—]Â Number of Option Shares:Â Â [â—]Â Number of Option Pre-funded Warrants:Â Â [â—]Â Number of Option Series A Common Warrants:Â Â [â—]Â Number of Option Series B Common Warrants:Â Â [â—]Â Public Offering Price per Common Unit:Â $[â—]Â Public Offering Price per Pre-funded Unit:Â $[â—]Â Exercise Price per Pre-Funded Warrant:Â $0.0001Â Exercise Price per Series A Common Warrant:Â $[â—]Â Exercise Price per Series B Common Warrant:Â $[â—]Â Underwriting Discount per Common Unit and per Pre-funded Unit:Â $[â—]Â Non-accountable expense allowance per Common Unit and per Pre-funded Unit:Â $[â—]Â Purchase Price per Option Share:Â $[â—]Â Purchase Price per Option Pre-Funded Warrant:Â $[â—]Â Purchase Price per full Series A or B Option Common Warrant:Â $0.00001Â Â Â Â Â SCHEDULE 2.5.4 Â Free Writing Prospectuses Â Â Â Â SCHEDULE 2.45 Â Principal Subsidiaries Â Principal Subsidiaries Â Place of Incorporation [â—] Â [â—] Â Â Â SCHEDULE 4.1.2 Â Closing Securities Â Underwriter Â Number of Closing Units to Be Purchased Â Number of Option Securities to Be Purchased if the Maximum Over-Allotment Option Is Exercised Â Â Â Â Â Aegis Capital Corp. Â [â—] Â Number of Option Shares: Â [â—] Â Â Â Â Number of Option Pre-funded Warrants: Â [â—] Â Â Â Â Number of Option Series A Warrants: Â [â—] Â Â Â Â Number of Option Series B Warrants: Â [â—] Â Â Â Â EXHIBIT 5.11.3.1 Â Form of Lock-Up Waiver Â [â—], 202[â—] Â [Waiver Recipient Name and Address] Â Re: Lock-Up Agreement Waiver Â Ladies and Gentlemen: Â [Pursuant to Section 8.9 of the Underwriting Agreement, dated [â—], 2025 (the â€œUnderwriting Agreementâ€), among Sharps Technology, Inc., a Nevada corporation (the â€œCompanyâ€), and Aegis Capital Corp. (the â€œUnderwriterâ€), and the Lock-Up Agreement, dated [â—], 2025 (the â€œLock-Up Agreementâ€), between you and the Underwriter relating to the Companyâ€™s shares of Common Stock, $0.0001 par value per share (the â€œShareâ€), the Underwriter hereby gives its consent to allow you to sell up to [â—] Share [solely from and including [DATE] to and including [DATE]].] Â [Pursuant to Section 5.11 of the Underwriting Agreement, the Underwriter hereby gives its consent to allow the Company to issue and sell up to [â—] Shares pursuant to an offering of the Shares to commence prior to the expiration of the Lock-Up Period as defined in the Underwriting Agreement[, provided that such offering closes on or prior to [â—]].] AEGIS CAPITAL CORP. Â Â By: Â Â Name: Robert Eide Â Title: Chief Executive Officer Â Â Â Â EXHIBIT 5.11.3.2 Â Form of Lock-Up Waiver Press Release Â Sharps Technology, Inc. Â [Date] Â Sharps Technology, Inc., a Nevada corporation (the â€œCompanyâ€) announced today that Aegis Capital Corp., acting as the Underwriter in the Companyâ€™s recent public offering of the Companyâ€™s Units consisting of one (1) share of Common Stock; one (1) Series A warrant to purchase one (1) share of Common Stock at a per-Share exercise price of $[â—] (representing 125.0% of the per Closing Common Unit offering price and one (1) Series B warrant to purchase one (1) share of Common Stock at a per-Share exercise price of $[â—] (representing 125.0% of the per Closing Common Unit offering price), is [waiving] [releasing] a lock-up restriction with respect to the Companyâ€™s shares of Common Stock held by [certain officers or directors] [an officer or director] of the Company. The [waiver] [release] will take effect on [Date], and the Shares may be sold on or after such date. Â This press release is not an offer or sale of the securities in the United States or in any other jurisdiction where such offer or sale is prohibited, and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act of 1933, as amended. Â Â Â Â EXHIBIT 8.9 Â Form of Lock-Up Agreement Â Â Â Â EXHIBIT 8.11 Â Form of Irrevocable Consent Â Â EX-5.1 3 ex5-1.htm Â Exhibit 5.1 Â Â January 10, 2025 Â Sharps Technology, Inc. 105 Maxess Road, Ste. 124 Melville, New York 11747 (631) 574 -4436 Â Â RE: Sharps Technology, Inc..- Registration Statement on Form S-1 Â Ladies and Gentlemen: Â We have acted as counsel to Sharps Technology, Inc., a Nevada corporation (the â€œCompanyâ€), in connection with the preparation of the Companyâ€™s registration statement on Form S-1 and the preliminary prospectus forming a part of the registration statement (the â€œProspectusâ€), under the Securities Act of 1933, as amended (the â€œSecurities Actâ€), filed by the Company with the Securities and Exchange Commission (the â€œCommissionâ€) and, as thereafter amended or supplemented (the â€œRegistration Statementâ€). The Prospectus relates to the registration of the proposed (i) offering of (A) shares of common stock (the â€œSharesâ€), par value $0.0001 per share, of the Company (the â€œCommon Stockâ€) or pre-funded warrants (the â€œPre-Funded Warrantsâ€), each having the right to purchase one share of Common Stock (â€œPre-Funded Warrant Shareâ€), in lieu of Shares, (B) Series A warrants (the â€œSeries A Warrantsâ€), each having the right to purchase one share of Common Stock (the â€œSeries A Warrant Sharesâ€), and (C) Series B warrants (the â€œSeries B Warrantsâ€ and, together with the Series A Warrants, the â€œWarrantsâ€), each having the right to purchase one share of Common Stock (together with the Series A Warrant Shares, the â€œWarrant Sharesâ€). The proposed maximum aggregate offering price of the Shares or Pre-Funded Warrants in lieu thereof, the Series A Warrant Shares and the Series B Warrant Shares is $15,000,000. For each Pre-Funded Warrant the Company sells, the number of Shares offered will be decreased on a one-for-one basis. The Shares, the Pre-Funded Warrants, the Pre-Funded Warrant Shares, the Warrants, and the Warrant Shares, are collectively referred to as the â€œSecurities.â€ Â In connection with this opinion, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Companyâ€™s Certificate of Incorporation as currently in effect, (ii) the Companyâ€™s Amended Bylaws as currently in effect, (iii) the Registration Statement and related Prospectus, (iv) the form of Underwriting Agreement, (v) the form of Pre-Funded Warrant, (vi) the form of Series A Warrant, (viii) the form of Series B Warrant, and (ix) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials or of officers and representatives of the Company, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth. Â In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to certain questions of fact material to this opinion, we have relied upon certificates or comparable documents of officers and representatives of the Company and have not sought to independently verify such facts. Â Based on the foregoing, and subject to the assumptions, qualifications, limitations and exceptions set forth herein, we are of the opinion that: Â 1. The Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and sold in accordance with the Registration Statement and the Prospectus, the Shares will be validly issued, fully paid and nonassessable. Â 1185 AVENUE OF THE AMERICAS | 31ST FLOOR | NEW YORK, NY | 10036 T (212) 930-9700 | F (212) 930-9725 | WWW.SRFC.LAW Â Â Â Â 2. The Pre-Funded Warrants have been duly authorized by all necessary corporate action on the part of the Company and, when issued and, the Pre-Funded Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except as such enforceability may be limited by (i) any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditorsâ€™ rights generally including, without limitation, fraudulent transfer or fraudulent conveyance laws; (ii) public policy considerations, statutes or court decisions that may limit rights to obtain exculpation, indemnification or contribution (including, without limitation, indemnification regarding violations of the securities laws and indemnification for losses resulting from a judgment for the payment of any amount other than in United States dollars); and (iii) general principles of equity (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing) and the availability of equitable remedies (including, without limitation, specific performance and equitable relief), regardless of whether considered in a proceeding in equity or at law. Â 3. The Pre-Funded Warrant Shares have been duly authorized by all necessary corporate action on the part of the Company and, assuming a sufficient number of authorized but unissued shares of Common Stock are available for issuance when the Pre-Funded Warrants are exercised, the Pre-Funded Warrant Shares, when and if issued upon exercise of the Pre-Funded Warrants in accordance with the terms of the Pre-Funded Warrants, will be validly issued, fully paid and nonassessable. Â 4. The Warrants have been duly authorized by all necessary corporate action on the part of the Company and, when issued and sold in accordance with the Registration Statement and the Prospectus, the Warrants will constitute valid and binding obligations of the Company, enforceable against the Company in accordance with their terms except as such enforceability may be limited by (i) any applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditorsâ€™ rights generally including, without limitation, fraudulent transfer or fraudulent conveyance laws; (ii) public policy considerations, statutes or court decisions that may limit rights to obtain exculpation, indemnification or contribution (including, without limitation, indemnification regarding violations of the securities laws and indemnification for losses resulting from a judgment for the payment of any amount other than in United States dollars); and (iii) general principles of equity (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing) and the availability of equitable remedies (including, without limitation, specific performance and equitable relief), regardless of whether considered in a proceeding in equity or at law. Â 5. The Warrant Shares have been duly authorized by all necessary corporate action on the part of the Company and, assuming a sufficient number of authorized but unissued shares of Common Stock are available for issuance when the Warrants are exercised, the Warrant Shares, when and if issued upon exercise of the Warrants in accordance with the terms of the Warrants, will be validly issued, fully paid and nonassessable. Â The opinion expressed herein is limited to Chapter 78 of the Nevada Revised Statutes (the â€œNRSâ€), and with respect to the enforceability of the Pre-Funded Warrants and the Warrants, the laws of the State of New York, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction. Â We assume no obligation to update or supplement any of our opinions to reflect any changes of law or fact that may occur. We hereby consent to the filing of this letter as an exhibit to the Registration Statement and to the reference to our firm under the caption â€œLegal Mattersâ€ in the Prospectus which is a part of the Registration Statement. In giving such consents, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder. Â Â Very truly yours, Â Â Â /s/ Sichenzia Ross Ference Carmel LLP Â Â Â Sichenzia Ross Ference Carmel LLP Â Â 1185 Avenue of the Americas | 37th Floor | New York, NY | 10036 Â T (212) 930 9700 | F (212) 930 9725 | WWW.SRF.LAW Â Â Â EX-10.36 4 ex10-36.htm Â Exhibit 10.36 Â SHARPS TECHNOLOGY, INC. 2024 EQUITY INCENTIVE PLAN Â 1. Purpose; Eligibility. Â 1.1 General Purpose. The name of this plan is the Sharps Technology, Inc., 2024 Equity Incentive Plan (the â€œPlanâ€). The purposes of the Plan are to (a) enable Sharps Technology, Inc., a Nevada corporation (the â€œCompanyâ€), and any Affiliate to attract and retain the types of Directors, Employees and Consultants who will contribute to the Companyâ€™s long-range success; (b) provide incentives that align the interests of Employees and Consultants with those of the shareholders of the Company; and (c) promote the success of the Companyâ€™s business. Â 1.2 Eligible Award Recipients. The persons eligible to receive Awards are the Employees and Consultants of the Company and its Affiliates and such other individuals designated by the Committee who are reasonably expected to become Employees, Consultants and Directors after the receipt of Awards. Â 1.3 Available Awards. Awards that may be granted under the Plan include: (a) Incentive Stock Options, (b) Non-qualified Stock Options, (c) Stock Appreciation Rights, (d) Restricted Awards, (e) Performance Share Awards, (f) Cash Awards, and (g) Other Equity-Based Awards. Â 2. Definitions. Â â€œAffiliateâ€ means a corporation or other entity that, directly or through one or more intermediaries, controls, is controlled by or is under common control with, the Company. Â â€œApplicable Lawsâ€ means the requirements related to or implicated by the administration of the Plan under applicable state corporate law, United States federal and state securities laws, the Code, any stock exchange or quotation system on which the shares of Common Stock are listed or quoted, and the applicable laws of any foreign country or jurisdiction where Awards are granted under the Plan. Â â€œAwardâ€ means any right granted under the Plan, including an Incentive Stock Option, a Non-qualified Stock Option, a Stock Appreciation Right, a Restricted Award, a Performance Share Award, a Cash Award, or an Other Equity-Based Award. Â â€œAward Agreementâ€ means a written agreement, contract, certificate or other instrument or document evidencing the terms and conditions of an individual Award granted under the Plan which may, in the discretion of the Company, be transmitted electronically to any Participant. Each Award Agreement shall be subject to the terms and conditions of the Plan. Â â€œBeneficial Ownerâ€ has the meaning assigned to such term in Rule 13d-3 and Rule 13d-5 under the Exchange Act, except that in calculating the beneficial ownership of any particular Person, such Person shall be deemed to have beneficial ownership of all securities that such Person has the right to acquire by conversion or exercise of other securities, whether such right is currently exercisable or is exercisable only after the passage of time. The terms â€œBeneficially Ownsâ€ and â€œBeneficially Ownedâ€ have a corresponding meaning. Â â€œBoardâ€ means the Board of Directors of the Company, as constituted at any time. Â â€œCash Awardâ€ means an Award denominated in cash that is granted under Section 10 of the Plan. Â â€œCauseâ€ means: Â With respect to any Employee or Consultant, unless the applicable Award Agreement states otherwise: Â (a) If the Employee or Consultant is a party to an employment or service agreement with the Company or its Affiliates and such agreement provides for a definition of Cause, the definition contained therein; or Â A-1 Â Â (b) If no such agreement exists, or if such agreement does not define Cause: (i) the commission of, or plea of guilty or no contest to, a felony or a crime involving moral turpitude or the commission of any other act involving willful malfeasance or material fiduciary breach with respect to the Company or an Affiliate; (ii) conduct that brings or is reasonably likely to bring the Company or an Affiliate negative publicity or into public disgrace, embarrassment, or disrepute; (iii) gross negligence or willful misconduct with respect to the Company or an Affiliate; (iv) material violation of state or federal securities laws; or (v) material violation of the Companyâ€™s written policies or codes of conduct, including written policies related to discrimination, harassment, performance of illegal or unethical activities, and ethical misconduct. Â The Committee, in its absolute discretion, shall determine the effect of all matters and questions relating to whether a Participant has been discharged for Cause. Â â€œChange in Controlâ€ Â (a) The direct or indirect sale, transfer, conveyance or other disposition (other than by way of merger or consolidation), in one or a series of related transactions, of all or substantially all of the properties or assets of the Company and its subsidiaries, taken as a whole, to any Person that is not a subsidiary of the Company; Â (b) The Incumbent Directors are replaced during any twelve-month period by directors whose appointment or election is not endorsed by a majority of the Incumbent Directors before the date of appointment or election; or; Â (c) The date which is 10 business days prior to the consummation of a complete liquidation or dissolution of the Company; Â A-2 Â Â (d) The acquisition by any Person of Beneficial Ownership of 50% or more (on a fully diluted basis) of either (i) the then outstanding shares of Common Stock of the Company, taking into account as outstanding for this purpose such Common Stock issuable upon the exercise of options or warrants, the conversion of convertible stock or debt, and the exercise of any similar right to acquire such Common Stock (the â€œOutstanding Company Common Stockâ€) or (ii) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the â€œOutstanding Company Voting Securitiesâ€); provided, however, that for purposes of this Plan, the following acquisitions shall not constitute a Change in Control: (A) any acquisition by the Company or any Affiliate, (B) any acquisition by any employee benefit plan sponsored or maintained by the Company or any subsidiary, (C) any acquisition which complies with clauses, (i), (ii) and (iii) of subsection (e) of this definition or (D) in respect of an Award held by a particular Participant, any acquisition by the Participant or any group of persons including the Participant (or any entity controlled by the Participant or any group of persons including the Participant); or Â (e) The consummation of a

reorganization, merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Company that requires the approval of the Companyâ€™s shareholders, whether for such transaction or the issuance of securities in the transaction (a â€œBusiness Combinationâ€), unless immediately following such Business Combination: (i) more than 50% of the total voting power of (A) the entity resulting from such Business Combination (the â€œSurviving Companyâ€), or (B) if applicable, the ultimate parent entity that directly or indirectly has beneficial ownership of sufficient voting securities eligible to elect a majority of the members of the board of directors (or the analogous governing body) of the Surviving Company (the â€œParent Companyâ€), is represented by the Outstanding Company Voting Securities that were outstanding immediately prior to such Business Combination (or, if applicable, is represented by shares into which the Outstanding Company Voting Securities were converted pursuant to such Business Combination), and such voting power among the holders thereof is in substantially the same proportion as the voting power of the Outstanding Company Voting Securities among the holders thereof immediately prior to the Business Combination; (ii) no Person (other than any employee benefit plan sponsored or maintained by the Surviving Company or the Parent Company) is or becomes the Beneficial Owner, directly or indirectly, of 50% or more of the total voting power of the outstanding voting securities eligible to elect members of the board of directors of the Parent Company (or the analogous governing body) (or, if there is no Parent Company, the Surviving Company); and (iii) at least a majority of the members of the board of directors (or the analogous governing body) of the Parent Company (or, if there is no Parent Company, the Surviving Company) following the consummation of the Business Combination were Board members at the time of the Boardâ€™s approval of the execution of the initial agreement providing for such Business Combination. Â â€œCodeâ€ means the Internal Revenue Code of 1986, as it may be amended from time to time. Any reference to a section of the Code shall be deemed to include a reference to any regulations promulgated thereunder. Â A-3 Â Â â€œCommitteeâ€ means a committee of one or more members of the Board appointed by the Board to administer the Plan in accordance with Section 3.3 and Section 3.4. Â â€œCommon Stockâ€ means the common stock, $0.0001 par value per share, of the Company, or such other securities of the Company as may be designated by the Committee from time to time in substitution thereof. Â â€œCompanyâ€ means Sharps Technology, Inc. a Nevada corporation, and any successor thereto. Â â€œConsultantâ€ means any individual or entity which performs bona fide services to the Company or an Affiliate, other than as an Employee or Director, and who may be offered securities registerable pursuant to a registration statement on Form S-8 under the Securities Act. Â â€œContinuous Serviceâ€ means that the Participantâ€™s service with the Company or an Affiliate, whether as an Employee, Consultant or Director, is not interrupted or terminated. The Participantâ€™s Continuous Service shall not be deemed to have terminated merely because of a change in the capacity in which the Participant renders service to the Company or an Affiliate as an Employee, Consultant or Director or a change in the entity for which the Participant renders such service, provided that there is no interruption or termination of the Participantâ€™s Continuous Service; provided further that if any Award is subject to Section 409A of the Code, this sentence shall only be given effect to the extent consistent with Section 409A of the Code. For example, a change in status from an Employee of the Company to a Director of an Affiliate will not constitute an interruption of Continuous Service. The Committee or its delegate, in its sole discretion, may determine whether Continuous Service shall be considered interrupted in the case of any leave of absence approved by that party, including sick leave, military leave or any other personal or family leave of absence. The Committee or its delegate, in its sole discretion, may determine whether a Company transaction, such as a sale or spin-off of a division or subsidiary that employs a Participant, shall be deemed to result in a termination of Continuous Service for purposes of affected Awards, and such decision shall be final, conclusive and binding. Â â€œDeferred Stock Units (DSUs)â€ has the meaning set forth in Section 8.1(b) hereof. Â â€œDirectorâ€ means a member of the Board. Â â€œDisabilityâ€ means, unless the applicable Award Agreement says otherwise, that the Participant is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment; provided, however, for purposes of determining the term of an Incentive Stock Option pursuant to Section 6.10 hereof, the term Disability shall have the meaning ascribed to it under Section 22(e)(3) of the Code. The determination of whether an individual has a Disability shall be determined under procedures established by the Committee. Except in situations where the Committee is determining Disability for purposes of the term of an Incentive Stock Option pursuant to Section 6.10 hereof within the meaning of Section 22(e)(3) of the Code, the Committee may rely on any determination that a Participant is disabled for purposes of benefits under any long-term disability plan maintained by the Company or any Affiliate in which a Participant participates. Â A-4 Â Â â€œDisqualifying Dispositionâ€ has the meaning set forth in Section 17.12. Â â€œEffective Dateâ€ shall mean December 31, 2024. Â â€œEmployeeâ€ means any person, including an Officer or Director, employed by the Company or an Affiliate; provided, that, for purposes of determining eligibility to receive Incentive Stock Options, an Employee shall mean an employee of the Company or a parent or subsidiary corporation within the meaning of Section 424 of the Code. Mere service as a Director or payment of a directorâ€™s fee by the Company or an Affiliate shall not be sufficient to constitute â€œemploymentâ€ by the Company or an Affiliate. Â â€œExchange Actâ€ means the Securities Exchange Act of 1934, as amended. Â â€œFair Market Valueâ€ means, as of any date, the value of the Common Stock as determined below. If the Common Stock is listed on any established stock exchange or a national market system, including without limitation, the New York Stock Exchange or the Nasdaq Stock Market, the Fair Market Value shall be the closing price of a share of Common Stock (or if no sales were reported the closing price on the date immediately preceding such date) as quoted on such exchange or system on the day of determination, as reported in the Wall Street Journal.. In the absence of an established market for the Common Stock, the Fair Market Value shall be determined in good faith by the Committee and such determination shall be conclusive and binding on all persons. Â â€œFiscal Yearâ€ means the Companyâ€™s fiscal year. Â â€œFree Standing Rightsâ€ has the meaning set forth in Section 7. Â â€œGood Reasonâ€ means, unless the applicable Award Agreement states otherwise: Â (a) If an Employee or Consultant is a party to an employment or service agreement with the Company or its Affiliates and such agreement provides for a definition of Good Reason, the definition contained therein; or Â (b) If no such agreement exists or if such agreement does not define Good Reason, the occurrence of one or more of the following without the Participantâ€™s express written consent, which circumstances are not remedied by the Company within thirty (30) days of its receipt of a written notice from the Participant describing the applicable circumstances (which notice must be provided by the Participant within ninety (90) days of the Participantâ€™s knowledge of the applicable circumstances): (i) any material, adverse change in the Participantâ€™s duties, responsibilities, authority, title, status or reporting structure; (ii) a material reduction in the Participantâ€™s base salary or bonus opportunity; or (iii) a geographical relocation of the Participantâ€™s principal office location by more than fifty (50) miles. Â A-5 Â Â â€œGrant Dateâ€ means the date on which the Committee adopts a resolution, or takes other appropriate action, expressly granting an Award to a Participant that specifies the key terms and conditions of the Award or, if a later date is set forth in such resolution, then such date as is set forth in such resolution. Â â€œIncentive Stock Optionâ€ means an Option that is designated by the Committee as an incentive stock option within the meaning of Section 422 of the Code and that meets the requirements set out in the Plan. Â â€œIncumbent Directorsâ€ means individuals who, on the Effective Date, constitute the Board, provided that any individual becoming a Director subsequent to the Effective Date whose election or nomination for election to the Board was approved by a vote of at least two-thirds of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Company in which such person is named as a nominee for Director without objection to such nomination) shall be an Incumbent Director. No individual initially elected or nominated as a director of the Company as a result of an actual or threatened election contest with respect to Directors or as a result of any other actual or threatened solicitation of proxies by or on behalf of any person other than the Board shall be an Incumbent Director. Â â€œNon-Employee Directorâ€ means a Director who is a â€œnon-employee directorâ€ within the meaning of Rule 16b-3. Â â€œNon-qualified Stock Optionâ€ means an Option that by its terms does not qualify or is not intended to qualify as an Incentive Stock Option. Â â€œOfficerâ€ means a person who is an officer of the Company within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder. Â â€œOptionâ€ means an Incentive Stock Option or a Non-qualified Stock Option granted pursuant to the Plan. Â â€œOption holderâ€ means a person to whom an Option is granted pursuant to the Plan or, if applicable, such other person who holds an outstanding Option. Â â€œOption Exercise Priceâ€ means the price at which a share of Common Stock may be purchased upon the exercise of an Option. Â â€œOther Equity-Based Awardâ€ means an Award that is not an Option, Stock Appreciation Right, Restricted Stock, Restricted Stock Unit, or Performance Share Award that is granted under Section 10 and is payable by delivery of Common Stock and/or which is measured by reference to the value of Common Stock. Â â€œParticipantâ€ means an eligible person to whom an Award is granted pursuant to the Plan or, if applicable, such other person who holds an outstanding Award. Â A-6 Â Â â€œPerformance Goalsâ€ means, for a Performance Period, the one or more goals established by the Committee for the Performance Period based upon business criteria or other performance measures determined by the Committee in its discretion. Â â€œPerformance Periodâ€ means the one or more periods of time not less than one fiscal quarter in duration, as the Committee may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Participantâ€™s right to and the payment of a Performance Share Award or a Cash Award. Â â€œPerformance Share Awardâ€ means any Award granted pursuant to Section 9 hereof. Â â€œPerformance Shareâ€ means the grant of a right to receive a number of actual shares of Common Stock or share units based upon the performance of the Company during a Performance Period, as determined by the Committee. Â â€œPermitted Transfereeâ€ means: (a) a member of the Option holderâ€™s immediate family (child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships), any person sharing the Option holderâ€™s household (other than a tenant or employee), a trust in which these persons have more than 50% of the beneficial interest, a foundation in which these persons (or the Option holder) control the management of assets, and any other entity in which these persons (or the Option holder) own more than 50% of the voting interests; (b) third parties designated by the Committee in connection with a program established and approved by the Committee pursuant to which Participants may receive a cash payment or other consideration in consideration for the transfer of a Non-qualified Stock Option; and (c) such other transferees as may be permitted by the Committee in its sole discretion. Â â€œPersonâ€ means a person as defined in Section 13(d)(3) of the Exchange Act. Â â€œPlanâ€ means this Sharps Technology, Inc. 2024 Equity Incentive Plan, as amended and/or amended and restated from time to time. Â â€œRelated Rightsâ€ has the meaning set forth in Section 7. Â â€œRestricted Awardâ€ means any Award granted pursuant to Section 8. Â â€œRestricted Periodâ€ has the meaning set forth in Section 8. Â â€œRule 16b-3â€ means Rule 16b-3 promulgated under the Exchange Act or any successor to Rule 16b-3, as in effect from time to time. Â â€œSecurities Actâ€ means the Securities Act of 1933, as amended. Â â€œStock Appreciation Rightâ€ means the right pursuant to an Award granted under Section 7 to receive, upon exercise, an amount payable in cash or shares equal to the number of shares subject to the Stock Appreciation Right that is being exercised multiplied by the excess of (a) the Fair Market Value of a share of Common Stock on the date the Award is exercised, over (b) the exercise price specified in the Stock Appreciation Right Award Agreement. Â A-7 Â Â â€œStock for Stock Exchangeâ€ has the meaning set forth in Section 6.4. Â â€œSubstitute Awardâ€ has the meaning set forth in Section 4.5. Â â€œTen Percent Shareholderâ€ means a person who owns (or is deemed to own pursuant to Section 424(d) of the Code) stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or of any of its Affiliates. Â â€œTotal Share Reserveâ€ has the meaning set forth in Section 4.1. Â 3. Administration. Â 3.1 Authority of Committee. The Plan shall be administered by the Committee or, in the Boardâ€™s sole discretion, by the Board. Subject to the terms of the Plan, the Committeeâ€™s charter and Applicable Laws, and in addition to other express powers and authorization conferred by the Plan, the Committee shall have the authority: Â (a) to construe and interpret the Plan and apply its provisions; Â (b) to promulgate, amend, and rescind rules and regulations relating to the administration of the Plan; Â (c) to authorize any person to execute, on behalf of the Company, any instrument required to carry out the purposes of the Plan; Â (d) to delegate its authority to one or more Officers of the Company with respect to Awards that do not involve â€œinsidersâ€ within the meaning of Section 16 of the Exchange Act; Â (e) to determine when Awards are to be granted under the Plan and the applicable Grant Date; Â (f) from time to time to select, subject to the limitations set forth in this Plan, those eligible Award recipients to whom Awards shall be granted; Â (g) to determine the number of shares of Common Stock to be made subject to each Award; Â (h) to determine whether each Option is to be an Incentive Stock Option or a Non-qualified Stock Option; Â (i) to prescribe the terms and conditions of each Award, including, without limitation, the exercise price and medium of payment and vesting provisions, and to specify the provisions of the Award Agreement relating to such grant; Â A-8 Â Â (j) to determine the target number of Performance Shares to be granted pursuant to a Performance Share Award, the performance measures that will be used to establish the Performance Goals, the Performance Period(s) and the number of Performance Shares earned by a Participant; Â (k) to amend any outstanding Awards, including for the purpose of modifying the time or manner of vesting, or the term of any outstanding Award; provided, however, that if any such amendment impairs a Participantâ€™s rights or increases a Participantâ€™s obligations under his or her Award or creates or increases a Participantâ€™s federal income tax liability with respect to an Award, such amendment shall also be subject to the Participantâ€™s consent; Â (l) to determine the duration and purpose of leaves of absences which may be granted to a Participant without constituting termination of their employment for purposes of the Plan, which periods shall be no shorter than the periods generally applicable to Employees under the Companyâ€™s employment policies; Â (m) to make decisions with respect to outstanding Awards that may become necessary upon a change in corporate control or an event that triggers anti-dilution adjustments; Â (n) to interpret, administer, reconcile any inconsistency in, correct any defect in and/or supply any omission in the Plan and any instrument or agreement relating to, or Award granted under, the Plan; and Â (o) to exercise discretion to make any and all other determinations which it determines to be necessary or advisable for the administration of the Plan. Â The Committee also may modify the purchase price or the exercise price of any outstanding Award, provided that if the modification effects a repricing, shareholder approval shall be required before the repricing is effective. Â 3.2 Committee Decisions Final. All decisions made by the Committee pursuant to the provisions of the Plan shall be final and binding on the Company and the Participants, unless such decisions are determined by a court having jurisdiction to be arbitrary and capricious. Â 3.3 Delegation. The Committee or, if no Committee has been appointed, the Board may delegate administration of the Plan to a committee or committees of one or more members of the Board, and the term â€œCommitteeâ€ shall apply to any person or persons to whom such authority has been delegated. The Committee shall have the power to delegate to a subcommittee any of the administrative powers the Committee is authorized to exercise (and references in this Plan to the Board or the Committee shall thereafter be to the committee or subcommittee), subject, however, to such resolutions, not inconsistent with the provisions of the Plan, as may be adopted from time to time by the Board. The Board may abolish the Committee at any time and revest in the Board the administration of the Plan. The members of the Committee shall be appointed by and serve at the pleasure of the Board. From time to time, the Board may increase or decrease the size of the Committee, add additional members to, remove members (with or without cause) from, appoint new members in substitution therefor, and fill vacancies, however caused, in the Committee. The Committee shall act pursuant to a vote of the majority of its members or, in the case of a Committee comprised of only two members, the unanimous consent of its members, whether present or not, or by the written consent of the majority of its members and minutes shall be kept of all of its meetings and copies thereof shall be provided to the Board. Subject to the limitations prescribed by the Plan and the Board, the Committee may establish and follow such rules and regulations for the conduct of its business as it may determine to be advisable. Â A-9 Â Â 3.4 Committee Composition. Except as otherwise determined by the Board, the Committee shall consist solely of two or more Non-Employee Directors. The Board shall have discretion to determine whether or not it intends to comply with the exemption requirements of Rule 16b-3. However, if the Board intends to satisfy such exemption requirements, with respect to any insider subject to Section 16 of the Exchange Act, the Committee shall be a compensation committee of the Board that at all times consists solely of two or more Non-Employee Directors. Within the scope of such authority, the Board or the Committee may delegate to a committee of one or more members of the Board who are not Non-Employee Directors the authority to grant Awards to eligible persons who are not then subject to Section 16 of the Exchange Act. Nothing herein shall create an inference that an Award is not validly granted under the Plan in the event Awards are granted under the Plan by a compensation committee of the Board that does not at all times consist solely of two or more Non-Employee Directors. Â 3.5 Indemnification. In addition to such other rights of indemnification as they may have as Directors or members of the Committee, and to the extent allowed by Applicable Laws, the Committee shall be indemnified by the Company against the reasonable expenses, including attorneyâ€™s fees, actually incurred in connection with any action, suit or proceeding or in connection with any appeal therein, to which the Committee may be party by reason of any action taken or failure to act under or in connection with the Plan or any Award granted under the Plan, and against all amounts paid by the Committee in settlement thereof (provided, however, that the settlement has been approved by the Company, which approval shall not be unreasonably withheld) or paid by the Committee in satisfaction of a judgment in any such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Committee did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the Company, or in the case of a criminal proceeding, had no reason to believe that the conduct complained of was unlawful; provided, however, that within 60 days after the institution of any such action, suit or proceeding, such Committee shall, in writing, offer the Company the opportunity at its own expense to handle and defend such action, suit or proceeding. Â A-10 Â Â 4. Shares Subject to the Plan. Â 4.1

Subject to adjustment in accordance with Section 14, no more than 265,000 shares of Common Stock shall be available for the grant of Awards under the Plan (the â€œTotal Share Reserveâ€). During the terms of the Awards, the Company shall keep available at all times the number of shares of Common Stock required to satisfy such Awards. Â 4.2 Shares of Common Stock available for distribution under the Plan may consist, in whole or in part, of authorized and unissued shares, treasury shares or shares reacquired by the Company in any manner. Â 4.3 Subject to adjustment in accordance with Section 14, no more than $100,000 worth of shares of Common Stock may be issued in the aggregate pursuant to the exercise of Incentive Stock Options (the â€œISO Limitâ€). Â 4.4 Any shares of Common Stock subject to an Award that expires or is canceled, forfeited, or terminated without issuance of the full number of shares of Common Stock to which the Award related will again be available for issuance under the Plan. Notwithstanding anything to the contrary contained herein: shares subject to an Award under the Plan shall not again be made available for issuance or delivery under the Plan if such shares are (a) shares tendered in payment of an Option, (b) shares delivered or withheld by the Company to satisfy any tax withholding obligation, or (c) shares covered by a stock-settled Stock Appreciation Right or other Awards that were not issued upon the settlement of the Award. Â 4.5 Awards may, in the sole discretion of the Committee, be granted under the Plan in assumption of, or in substitution for, outstanding awards previously granted by an entity acquired by the Company or with which the Company combines (â€œSubstitute Awardsâ€). Substitute Awards shall not be counted against the Total Share Reserve; provided, that, Substitute Awards issued in connection with the assumption of, or in substitution for, outstanding options intended to qualify as Incentive Stock Options shall be counted against the ISO limit. Subject to applicable stock exchange requirements, available shares under a shareholder-approved plan of an entity directly or indirectly acquired by the Company or with which the Company combines (as appropriately adjusted to reflect such acquisition or transaction) may be used for Awards under the Plan and shall not count toward the Total Share Limit. Â 5. Eligibility. Â 5.1 Eligibility for Specific Awards. Incentive Stock Options may be granted only to Employees. Awards other than Incentive Stock Options may be granted to Employees, Consultants and Directors.. Â 5.2 Ten Percent Shareholders. A Ten Percent Shareholder shall not be granted an Incentive Stock Option unless the Option Exercise Price is at least 110% of the Fair Market Value of the Common Stock on the Grant Date and the Option is not exercisable after the expiration of five years from the Grant Date. Â A-11 Â Â 6. Option Provisions. Each Option granted under the Plan shall be evidenced by an Award Agreement. Each Option so granted shall be subject to the conditions set forth in this Section 6, and to such other conditions not inconsistent with the Plan as may be reflected in the applicable Award Agreement. All Options shall be separately designated Incentive Stock Options or Non-qualified Stock Options at the time of grant, and, if certificates are issued, a separate certificate or certificates will be issued for shares of Common Stock purchased on exercise of each type of Option. Notwithstanding the foregoing, the Company shall have no liability to any Participant or any other person if an Option designated as an Incentive Stock Option fails to qualify as such at any time or if an Option is determined to constitute â€œnonqualified deferred compensationâ€ within the meaning of Section 409A of the Code and the terms of such Option do not satisfy the requirements of Section 409A of the Code. The provisions of separate Options need not be identical, but each Option shall include (through incorporation of provisions hereof by reference in the Option or otherwise) the substance of each of the following provisions: Â 6.1 Term. Subject to the provisions of Section 5.2 regarding Ten Percent Shareholders, no Incentive Stock Option shall be exercisable after the expiration of 10 years from the Grant Date. The term of a Non-qualified Stock Option granted under the Plan shall be determined by the Committee; provided, however, no Non-qualified Stock Option shall be exercisable after the expiration of 10 years from the Grant Date. Â 6.2 Exercise Price of an Incentive Stock Option. Subject to the provisions of Section 5.2 regarding Ten Percent Shareholders, the Option Exercise Price of each Incentive Stock Option shall be not less than 100% of the Fair Market Value of the Common Stock subject to the Option on the Grant Date. Notwithstanding the foregoing, an Incentive Stock Option may be granted with an Option Exercise Price lower than that set forth in the preceding sentence if such Option is granted pursuant to an assumption or substitution for another option in a manner satisfying the provisions of Section 424(a) of the Code. Â 6.3 Exercise Price of a Non-qualified Stock Option. The Option Exercise Price of each Non-qualified Stock Option shall be not less than 100% of the Fair Market Value of the Common Stock subject to the Option on the Grant Date. Notwithstanding the foregoing, a Non-qualified Stock Option may be granted with an Option Exercise Price lower than that set forth in the preceding sentence if such Option is granted pursuant to an assumption or substitution for another option in a manner satisfying the provisions of Section 409A of the Code. Â 6.4 Consideration. The Option Exercise Price of Common Stock acquired pursuant to an Option shall be paid, to the extent permitted by applicable statutes and regulations, either (a) in cash or by certified or bank check at the time the Option is exercised or (b) in the discretion of the Committee, upon such terms as the Committee shall approve, the Option Exercise Price may be paid: (i) by delivery to the Company of other Common Stock, duly endorsed for transfer to the Company, with a Fair Market Value on the date of delivery equal to the Option Exercise Price (or portion thereof) due for the number of shares being acquired, or by means of attestation whereby the Participant identifies for delivery specific shares of Common Stock that have an aggregate Fair Market Value on the date of attestation equal to the Option Exercise Price (or portion thereof) and receives a number of shares of Common Stock equal to the difference between the number of shares thereby purchased and the number of identified attestation shares of Common Stock (a â€œStock for Stock Exchangeâ€); (ii) a â€œcashlessâ€ exercise program established with a broker; (iii) by reduction in the number of shares of Common Stock otherwise deliverable upon exercise of such Option with a Fair Market Value equal to the aggregate Option Exercise Price at the time of exercise; (iv) by any combination of the foregoing methods; or (v) in any other form of legal consideration that may be acceptable to the Committee. Unless otherwise specifically provided in the Option, the exercise price of Common Stock acquired pursuant to an Option that is paid by delivery (or attestation) to the Company of other Common Stock acquired, directly or indirectly from the Company, shall be paid only by shares of the Common Stock of the Company that have been held for more than six months (or such longer or shorter period of time required to avoid a charge to earnings for financial accounting purposes). Notwithstanding the foregoing, during any period for which the Common Stock is publicly traded (i.e., the Common Stock is listed on any established stock exchange or a national market system) an exercise by a Director or Officer that involves or may involve a direct or indirect extension of credit or arrangement of an extension of credit by the Company, directly or indirectly, in violation of Section 402(a) of the Sarbanes-Oxley Act of 2002 shall be prohibited with respect to any Award under this Plan. Â A-12 Â Â 6.5 Transferability of an Incentive Stock Option. An Incentive Stock Option shall not be transferable except by will or by the laws of descent and distribution and shall be exercisable during the lifetime of the Option holder only by the Option holder. Notwithstanding the foregoing, the Option holder may, by delivering written notice to the Company, in a form satisfactory to the Company, designate a third party who, in the event of the death of the Option holder, shall thereafter be entitled to exercise the Option. Â 6.6 Transferability of a Non-qualified Stock Option. A Non-qualified Stock Option may, in the sole discretion of the Committee, be transferable to a Permitted Transferee, upon written approval by the Committee to the extent provided in the Award Agreement. If the Non-qualified Stock Option does not provide for transferability, then the Non-qualified Stock Option shall not be transferable except by will or by the laws of descent and distribution and shall be exercisable during the lifetime of the Option holder only by the Option holder. Notwithstanding the foregoing, the Option holder may, by delivering written notice to the Company, in a form satisfactory to the Company, designate a third party who, in the event of the death of the Option holder, shall thereafter be entitled to exercise the Option. Â Vesting of Options. Each Option that vests solely based on the continued service of the Participant shall vest and therefore become exercisable in three equal installments on each of the first anniversaries of the Grant Date, subject to the Option holderâ€™s Continuous Service. Each Option that vests based on the achievement of performance or other criteria shall vest and therefore become exercisable on the [third] anniversary of the Grant Date, subject to the achievement of applicable performance goals and the Option holderâ€™s Continuous Service. No Option may be exercised for a fraction of a share of Common Stock. Notwithstanding the above, the Committee shall have the right to determine the vesting schedule. The Committee may, but shall not be required to, provide for an acceleration of vesting and exercisability in the terms of any Award Agreement upon the occurrence of a specified event. Â 6.7 Termination of Continuous Service. Unless otherwise provided in an Award Agreement or in an employment agreement the terms of which have been approved by the Committee, in the event an Option holderâ€™s Continuous Service terminates (other than upon the Option holderâ€™s death or Disability), the Option holder may exercise his or her Option (to the extent that the Option holder was entitled to exercise such Option as of the date of termination) but only within such period of time ending on the earlier of (a) the date three months following the termination of the Option holderâ€™s Continuous Service or (b) the expiration of the term of the Option as set forth in the Award Agreement; provided that, if the termination of Continuous Service is by the Company for Cause, all outstanding Options (whether or not vested) shall immediately terminate and cease to be exercisable. If, after termination, the Option holder does not exercise his or her Option within the time specified in the Award Agreement, the Option shall terminate. Â A-13 Â Â 6.8 Extension of Termination Date. An Option holderâ€™s Award Agreement may also provide that if the exercise of the Option following the termination of the Option holderâ€™s Continuous Service for any reason would be prohibited at any time because the issuance of shares of Common Stock would violate the registration requirements under the Securities Act or any other state or federal securities law or the rules of any securities exchange or interdealer quotation system, then the Option shall terminate on the earlier of (a) the expiration of the term of the Option in accordance with Section 6.1 or (b) the expiration of a period after termination of the Participantâ€™s Continuous Service that is three months after the end of the period during which the exercise of the Option would be in violation of such registration or other securities law requirements. Â 6.9 Disability of Option holder. Unless otherwise provided in an Award Agreement, in the event that an Option holderâ€™s Continuous Service terminates as a result of the Option holderâ€™s Disability, the Option holder may exercise his or her Option (to the extent that the Option holder was entitled to exercise such Option as of the date of termination), but only within such period of time ending on the earlier of (a) the date 12 months following such termination or (b) the expiration of the term of the Option as set forth in the Award Agreement. If, after termination, the Option holder does not exercise his or her Option within the time specified herein or in the Award Agreement, the Option shall terminate. Â 6.10 Death of Option holder. Unless otherwise provided in an Award Agreement, in the event an Option holderâ€™s Continuous Service terminates as a result of the Option holderâ€™s death, then the Option may be exercised (to the extent the Option holder was entitled to exercise such Option as of the date of death) by the Option holderâ€™s estate, by a person who acquired the right to exercise the Option by bequest or inheritance or by a person designated to exercise the Option upon the Option holderâ€™s death, but only within the period ending on the earlier of (a) the date 12 months following the date of death or (b) the expiration of the term of such Option as set forth in the Award Agreement. If, after the Option holderâ€™s death, the Option is not exercised within the time specified herein or in the Award Agreement, the Option shall terminate. Â 6.11 Incentive Stock Option $100,000 Limitation. To the extent that the aggregate Fair Market Value (determined at the time of grant) of Common Stock with respect to which Incentive Stock Options are exercisable for the first time by any Option holder during any calendar year (under all plans of the Company and its Affiliates) exceeds $100,000, the Options or portions thereof which exceed such limit (according to the order in which they were granted) shall be treated as Non-qualified Stock Options. Â A-14 Â Â 7. Stock Appreciation Rights. Each Stock Appreciation Right granted under the Plan shall be evidenced by an Award Agreement. Each Stock Appreciation Right so granted shall be subject to the conditions set forth in this Section 7, and to such other conditions not inconsistent with the Plan as may be reflected in the applicable Award Agreement. Stock Appreciation Rights may be granted alone (â€œFree Standing Rightsâ€) or in tandem with an Option granted under the Plan (â€œRelated Rightsâ€). Â 7.1 Grant Requirements for Related Rights. Any Related Right that relates to a Non-qualified Stock Option may be granted at the same time the Option is granted or at any time thereafter but before the exercise or expiration of the Option. Any Related Right that relates to an Incentive Stock Option must be granted at the same time the Incentive Stock Option is granted. Â 7.2 Term The term of a Stock Appreciation Right granted under the Plan shall be determined by the Committee; provided, however, no Stock Appreciation Right shall be exercisable later than the tenth anniversary of the Grant Date. Â 7.3 Vesting Each Stock Appreciation Right shall vest and therefore become exercisable in three equal installments on each of the first anniversaries of the Grant Date, subject to the Participantâ€™s Continuous Service. No Stock Appreciation Right may be exercised for a fraction of a share of Common Stock. The Committee may, but shall not be required to, provide for an acceleration of vesting and exercisability in the terms of any Award Agreement upon the occurrence of a specified event. Â 7.4 Exercise and Payment Upon exercise of a Stock Appreciation Right, the holder shall be entitled to receive from the Company an amount equal to the number of shares of Common Stock subject to the Stock Appreciation Right that is being exercised multiplied by the excess of (i) the Fair Market Value of a share of Common Stock on the date the Award is exercised, over (ii) the exercise price specified in the Stock Appreciation Right or related Option. Payment with respect to the exercise of a Stock Appreciation Right shall be made on the date of exercise. Payment shall be made in the form of shares of Common Stock (with or without restrictions as to substantial risk of forfeiture and transferability, as determined by the Committee in its sole discretion), cash or a combination thereof, as determined by the Committee. Â 7.5 Exercise Price The exercise price of a Free Standing Right shall be determined by the Committee, but shall not be less than 100% of the Fair Market Value of one share of Common Stock on the Grant Date of such Stock Appreciation Right. A Related Right granted simultaneously with or subsequent to the grant of an Option and in conjunction therewith or in the alternative thereto shall have the same exercise price as the related Option, shall be transferable only upon the same terms and conditions as the related Option, and shall be exercisable only to the same extent as the related Option; provided, however, that a Stock Appreciation Right, by its terms, shall be exercisable only when the Fair Market Value per share of Common Stock subject to the Stock Appreciation Right and related Option exceeds the exercise price per share thereof and no Stock Appreciation Rights may be granted in tandem with an Option unless the Committee determines that the requirements of Section 7.1 are satisfied. Â A-15 Â Â 7.6 Reduction in the Underlying Option Shares Upon any exercise of a Related Right, the number of shares of Common Stock for which any related Option shall be exercisable shall be reduced by the number of shares for which the Stock Appreciation Right has been exercised. The number of shares of Common Stock for which a Related Right shall be exercisable shall be reduced upon any exercise of any related Option by the number of shares of Common Stock for which such Option has been exercised. Â 8. Restricted Awards A Restricted Award is an Award of actual shares of Common Stock (â€œRestricted Stockâ€) or hypothetical Common Stock units (â€œRestricted Stock Unitsâ€) having a value equal to the Fair Market Value of an identical number of shares of Common Stock, which may, but need not, provide that such Restricted Award may not be sold, assigned, transferred or otherwise disposed of, pledged or hypothecated as collateral for a loan or as security for the performance of any obligation or for any other purpose for such period (the â€œRestricted Periodâ€) as the Committee shall determine. Each Restricted Award granted under the Plan shall be evidenced by an Award Agreement. Each Restricted Award so granted shall be subject to the conditions set forth in this Section 8, and to such other conditions not inconsistent with the Plan as may be reflected in the applicable Award Agreement. Â 8.1 Restricted Stock and Restricted Stock Units Â (a) Each Participant granted Restricted Stock shall execute and deliver to the Company an Award Agreement with respect to the Restricted Stock setting forth the restrictions and other terms and conditions applicable to such Restricted Stock. If the Committee determines that the Restricted Stock shall be held by the Company or in escrow rather than delivered to the Participant pending the release of the applicable restrictions, the Committee may require the Participant to additionally execute and deliver to the Company (A) an escrow agreement satisfactory to the Committee, if applicable and (B) the appropriate blank stock power with respect to the Restricted Stock covered by such agreement. If a Participant fails to execute an agreement evidencing an Award of Restricted Stock and, if applicable, an escrow agreement and stock power, the Award shall be null and void. Subject to the restrictions set forth in the Award, the Participant generally shall have the rights and privileges of a shareholder as to such Restricted Stock, including the right to vote such Restricted Stock and the right to receive dividends; provided that, any cash dividends and stock dividends with respect to the Restricted Stock shall be withheld by the Company for the Participantâ€™s account, and interest may be credited on the amount of the cash dividends withheld at a rate and subject to such terms as determined by the Committee. The cash dividends or stock dividends so withheld by the Committee and attributable to any particular share of Restricted Stock (and earnings thereon, if applicable) shall be distributed to the Participant in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of such dividends, if applicable, upon the release of restrictions on such share and, if such share is forfeited, the Participant shall have no right to such dividends. Â A-16 Â Â (b) The terms and conditions of a grant of Restricted Stock Units shall be reflected in an Award Agreement. No shares of Common Stock shall be issued at the time a Restricted Stock Unit is granted, and the Company will not be required to set aside funds for the payment of any such Award. A Participant shall have no voting rights with respect to any Restricted Stock Units granted hereunder. The Committee may also grant Restricted Stock Units with a deferral feature, whereby settlement is deferred beyond the vesting date until the occurrence of a future payment date or event set forth in an Award Agreement (â€œDeferred Stock Unitsâ€). At the discretion of the Committee, each Restricted Stock Unit or Deferred Stock Unit (representing one share of Common Stock) may be credited with an amount equal to the cash and stock dividends paid by the Company in respect of one share of Common Stock (â€œDividend Equivalentsâ€). Dividend Equivalents shall be paid currently (and in no case later than the end of the calendar year in which the dividend is paid to the holders of the Common Stock or, if later, the 15th day of the third month following the date the dividend is paid to holders of the Common Stock).Dividend Equivalents shall be withheld by the Company and credited to the Participantâ€™s account, and interest may be credited on the amount of cash Dividend Equivalents credited to the Participantâ€™s account at a rate and subject to such

terms as determined by the Committee. Dividend Equivalents credited to a Participantâ€™s account and attributable to any particular Restricted Stock Unit or Deferred Stock Unit (and earnings thereon, if applicable) shall be distributed in cash or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to the amount of such Dividend Equivalents and earnings, if applicable, to the Participant upon settlement of such Restricted Stock Unit or Deferred Stock Unit and, if such Restricted Stock Unit or Deferred Stock Unit is forfeited, the Participant shall have no right to such Dividend Equivalents./Dividend Equivalents will be deemed re-invested in additional Restricted Stock Units or Deferred Stock Units based on the Fair Market Value of a share of Common Stock on the applicable dividend payment date and rounded down to the nearest whole share. Â 8.2 Restrictions Â (a) Restricted Stock awarded to a Participant shall be subject to the following restrictions until the expiration of the Restricted Period, and to such other terms and conditions as may be set forth in the applicable Award Agreement: (A) if an escrow arrangement is used, the Participant shall not be entitled to delivery of the stock certificate; (B) the shares shall be subject to the restrictions on transferability set forth in the Award Agreement; (C) the shares shall be subject to forfeiture to the extent provided in the applicable Award Agreement; and (D) to the extent such shares are forfeited, the stock certificates shall be returned to the Company, and all rights of the Participant to such shares and as a shareholder with respect to such shares shall terminate without further obligation on the part of the Company. Â A-17 Â Â (b) Restricted Stock Units and Deferred Stock Units awarded to any Participant shall be subject to (A) forfeiture until the expiration of the Restricted Period, and satisfaction of any applicable Performance Goals during such period, to the extent provided in the applicable Award Agreement, and to the extent such Restricted Stock Units or Deferred Stock Units are forfeited, all rights of the Participant to such Restricted Stock Units or Deferred Stock Units shall terminate without further obligation on the part of the Company and (B) such other terms and conditions as may be set forth in the applicable Award Agreement. Â (c) The Committee shall have the authority to remove any or all of the restrictions on the Restricted Stock, Restricted Stock Units and Deferred Stock Units whenever it may determine that, by reason of changes in Applicable Laws or other changes in circumstances arising after the date the Restricted Stock or Restricted Stock Units or Deferred Stock Units are granted, such action is appropriate. Â 8.3 Restricted Period Â Each Restricted Award that vests solely based on the continued service of the Participant shall vest in three equal installments on each of the first, second and third anniversaries of the Grant Date, subject to the Participantâ€™s Continuous Service. Each Restricted Award that vests based on the achievement of performance or other criteria shall vest on the first anniversary of the Grant Date, subject to the achievement of applicable performance goals and the Participantâ€™s Continuous Service.] Â No Restricted Award may be granted or settled for a fraction of a share of Common Stock. The Committee may, but shall not be required to, provide for an acceleration of vesting in the terms of any Award Agreement upon the occurrence of a specified event. Â 8.4 Delivery of Restricted Stock and Settlement of Restricted Stock Units Upon the expiration of the Restricted Period with respect to any shares of Restricted Stock, the restrictions set forth in Section 8.2 and the applicable Award Agreement shall be of no further force or effect with respect to such shares, except as set forth in the applicable Award Agreement. If an escrow arrangement is used, upon such expiration, the Company shall deliver to the Participant, or his or her beneficiary, without charge, the stock certificate evidencing the shares of Restricted Stock which have not then been forfeited and with respect to which the Restricted Period has expired (to the nearest full share) and any cash dividends or stock dividends credited to the Participantâ€™s account with respect to such Restricted Stock and the interest thereon, if any. Upon the expiration of the Restricted Period with respect to any outstanding Restricted Stock Units, or at the expiration of the deferral period with respect to any outstanding Deferred Stock Units, the Company shall deliver to the Participant, or his or her beneficiary, without charge, one share of Common Stock for each such outstanding vested Restricted Stock Unit or Deferred Stock Unit (â€œVested Unitâ€) [and cash equal to any Dividend Equivalents credited with respect to each such Vested Unit in accordance with Section 8.1(b) hereof and the interest thereon or, at the discretion of the Committee, in shares of Common Stock having a Fair Market Value equal to such Dividend Equivalents and the interest thereon, if any]; provided, however, that, if explicitly provided in the applicable Award Agreement, the Committee may, in its sole discretion, elect to pay cash or part cash and part Common Stock in lieu of delivering only shares of Common Stock for Vested Units. If a cash payment is made in lieu of delivering shares of Common Stock, the amount of such payment shall be equal to the Fair Market Value of the Common Stock as of the date on which the Restricted Period lapsed in the case of Restricted Stock Units, or the delivery date in the case of Deferred Stock Units, with respect to each Vested Unit. Â A-18 Â Â 8.5 Stock Restrictions Each certificate representing Restricted Stock awarded under the Plan shall bear a legend in such form as the Company deems appropriate. Â 9. Performance Share Awards Each Performance Share Award granted under the Plan shall be evidenced by an Award Agreement. Each Performance Share Award so granted shall be subject to the conditions set forth in this Section 9, and to such other conditions not inconsistent with the Plan as may be reflected in the applicable Award Agreement. The Committee shall have the discretion to determine: (i) the number of shares of Common Stock or stock-denominated units subject to a Performance Share Award granted to any Participant; (ii) the Performance Period applicable to any Award; (iii) the conditions that must be satisfied for a Participant to earn an Award; and (iv) the other terms, conditions and restrictions of the Award. Â 9.1 Earning Performance Share Awards The number of Performance Shares earned by a Participant will depend on the extent to which the performance goals established by the Committee are attained within the applicable Performance Period, as determined by the Committee. Â 10. Other Equity-Based Awards and Cash Awards The Committee may grant Other Equity-Based Awards, either alone or in tandem with other Awards, in such amounts and subject to such conditions as the Committee shall determine in its sole discretion. Each Equity-Based Award shall be evidenced by an Award Agreement and shall be subject to such conditions, not inconsistent with the Plan, as may be reflected in the applicable Award Agreement. The Committee may grant Cash Awards in such amounts and subject to such Performance Goals, other vesting conditions, and such other terms as the Committee determines in its discretion. Cash Awards shall be evidenced in such form as the Committee may determine. Â 11. Securities Law Compliance. Each Award Agreement shall provide that no shares of Common Stock shall be purchased or sold thereunder unless and until (a) any then applicable requirements of state or federal laws and regulatory agencies have been fully complied with to the satisfaction of the Company and its counsel and (b) if required to do so by the Company, the Participant has executed and delivered to the Company a letter of investment intent in such form and containing such provisions as the Committee may require. The Company shall use reasonable efforts to seek to obtain from each regulatory commission or agency having jurisdiction over the Plan such authority as may be required to grant Awards and to issue and sell shares of Common Stock upon exercise of the Awards; provided, however, that this undertaking shall not require the Company to register under the Securities Act the Plan, any Award or any Common Stock issued or issuable pursuant to any such Award. If, after reasonable efforts, the Company is unable to obtain from any such regulatory commission or agency the authority which counsel for the Company deems necessary for the lawful issuance and sale of Common Stock under the Plan, the Company shall be relieved from any liability for failure to issue and sell Common Stock upon exercise of such Awards unless and until such authority is obtained. Â A-19 Â Â 12. Use of Proceeds from Stock. Proceeds from the sale of Common Stock pursuant to Awards, or upon exercise thereof, shall constitute general funds of the Company. Â 13. Miscellaneous. Â 13.1 Acceleration of Exercisability and Vesting. The Committee shall have the power to accelerate the time at which an Award may first be exercised or the time during which an Award or any part thereof will vest in accordance with the Plan, notwithstanding the provisions in the Award stating the time at which it may first be exercised or the time during which it will vest. Â 13.2 Shareholder Rights. Except as provided in the Plan or an Award Agreement, no Participant shall be deemed to be the holder of, or to have any of the rights of a holder with respect to, any shares of Common Stock subject to such Award unless and until such Participant has satisfied all requirements for exercise of the Award pursuant to its terms and no adjustment shall be made for dividends (ordinary or extraordinary, whether in cash, securities or other property) or distributions of other rights for which the record date is prior to the date such Common Stock certificate is issued, except as provided in Section 14 hereof. Â 13.3 No Employment or Other Service Rights. Nothing in the Plan or any instrument executed or Award granted pursuant thereto shall confer upon any Participant any right to continue to serve the Company or an Affiliate in the capacity in effect at the time the Award was granted or shall affect the right of the Company or an Affiliate to terminate (a) the employment of an Employee with or without notice and with or without Cause or (b) the service of a Director pursuant to the By-laws of the Company or an Affiliate, and any applicable provisions of the corporate law of the state in which the Company or the Affiliate is incorporated, as the case may be. Â 13.4 Transfer; Approved Leave of Absence. For purposes of the Plan, no termination of employment by an Employee shall be deemed to result from either (a) a transfer of employment to the Company from an Affiliate or from the Company to an Affiliate, or from one Affiliate to another, or (b) an approved leave of absence for military service or sickness, or for any other purpose approved by the Company, if the Employeeâ€™s right to reemployment is guaranteed either by a statute or by contract or under the policy pursuant to which the leave of absence was granted or if the Committee otherwise so provides in writing, in either case, except to the extent inconsistent with Section 409A of the Code if the applicable Award is subject thereto. Â 13.5 Withholding Obligations. To the extent provided by the terms of an Award Agreement and subject to the discretion of the Committee, the Participant may satisfy any federal, state or local tax withholding obligation relating to the exercise or acquisition of Common Stock under an Award by any of the following means (in addition to the Companyâ€™s right to withhold from any compensation paid to the Participant by the Company) or by a combination of such means: (a) tendering a cash payment; (b) authorizing the Company to withhold shares of Common Stock from the shares of Common Stock otherwise issuable to the Participant as a result of the exercise or acquisition of Common Stock under the Award, provided, however, that no shares of Common Stock are withheld with a value exceeding the maximum amount of tax required to be withheld by law; or (c) delivering to the Company previously owned and unencumbered shares of Common Stock of the Company. Â A-20 Â Â 14. Adjustments Upon Changes in Stock. In the event of changes in the outstanding Common Stock or in the capital structure of the Company by reason of any stock or extraordinary cash dividend, stock split, reverse stock split, an extraordinary corporate transaction such as any recapitalization, reorganization, merger, consolidation, combination, exchange, or other relevant change in capitalization occurring after the Grant Date of any Award, Awards granted under the Plan and any Award Agreements, the exercise price of Options and Stock Appreciation Rights, the Performance Goals to which Performance Share Awards and Cash Awards are subject, the maximum number of shares of Common Stock subject to all Awards stated in Section 4 will be equitably adjusted or substituted, as to the number, price or kind of a share of Common Stock or other consideration subject to such Awards to the extent necessary to preserve the economic intent of such Award. In the case of adjustments made pursuant to this Section 14, unless the Committee specifically determines that such adjustment is in the best interests of the Company or its Affiliates, the Committee shall, in the case of Incentive Stock Options, ensure that any adjustments under this Section 14 will not constitute a modification, extension or renewal of the Incentive Stock Options within the meaning of Section 424(h)(3) of the Code and in the case of Non-qualified Stock Options, ensure that any adjustments under this Section 14 will not constitute a modification of such Non-qualified Stock Options within the meaning of Section 409A of the Code. Any adjustments made under this Section 14 shall be made in a manner which does not adversely affect the exemption provided pursuant to Rule 16b-3 under the Exchange Act. The Company shall give each Participant notice of an adjustment hereunder and, upon notice, such adjustment shall be conclusive and binding for all purposes. Â 15. Effect of Change in Control. Â 15.1 Unless otherwise provided in an Award Agreement, notwithstanding any provision of the Plan to the contrary: Â (a) In the event of a Participantâ€™s termination of Continuous Service without Cause or for Good Reason during the 12-month period following a Change in Control, notwithstanding any provision of the Plan or any applicable Award Agreement to the contrary, all outstanding Options and Stock Appreciation Rights shall become immediately exercisable with respect to 100% of the shares subject to such Options or Stock Appreciation Rights, and/or the Restricted Period shall expire immediately with respect to 100% of the outstanding shares of Restricted Stock or Restricted Stock Units as of the date of the Participantâ€™s termination of Continuous Service. Â A-21 Â Â (b) With respect to Performance Share Awards and Cash Awards, in the event of a Change in Control, all incomplete Performance Periods in respect of such Awards in effect on the date the Change in Control occurs shall end on the date of such change and the Committee shall (i) determine the extent to which Performance Goals with respect to each such Performance Period have been met based upon such audited or unaudited financial information then available as it deems relevant and (ii) cause to be paid to the applicable Participant partial or full Awards with respect to Performance Goals for each such Performance Period based upon the Committeeâ€™s determination of the degree of attainment of Performance Goals or, if not determinable, assuming that the applicable â€œtargetâ€ levels of performance have been attained, or on such other basis determined by the Committee. Â To the extent practicable, any actions taken by the Committee under the immediately preceding clauses (a) and (b) shall occur in a manner and at a time which allows affected Participants the ability to participate in the Change in Control with respect to the shares of Common Stock subject to their Awards. Â 15.2 In addition, in the event of a Change in Control, the Committee may in its discretion and upon at least 10 daysâ€™ advance notice to the affected persons, cancel any outstanding Awards and pay to the holders thereof, in cash or stock, or any combination thereof, the value of such Awards based upon the price per share of Common Stock received or to be received by other shareholders of the Company in the event. In the case of any Option or Stock Appreciation Right with an exercise price (or SAR Exercise Price in the case of a Stock Appreciation Right) that equals or exceeds the price paid for a share of Common Stock in connection with the Change in Control, the Committee may cancel the Option or Stock Appreciation Right without the payment of consideration therefor. Â 15.3 The obligations of the Company under the Plan shall be binding upon any successor corporation or organization resulting from the merger, consolidation or other reorganization of the Company, or upon any successor corporation or organization succeeding to all or substantially all of the assets and business of the Company and its Affiliates, taken as a whole. Â 16. Amendment of the Plan and Awards. Â 16.1 Amendment of Plan. The Board at any time, and from time to time, may amend or terminate the Plan. However, except as provided in Section 14 relating to adjustments upon changes in Common Stock and Section 16.3, no amendment shall be effective unless approved by the shareholders of the Company to the extent shareholder approval is necessary to satisfy any Applicable Laws. At the time of such amendment, the Board shall determine, upon advice from counsel, whether such amendment will be contingent on shareholder approval. Â 16.2 Shareholder Approval. The Board may, in its sole discretion, submit any other amendment to the Plan for shareholder approval. Â A-22 Â Â 16.3 Contemplated Amendments. It is expressly contemplated that the Board may amend the Plan in any respect the Board deems necessary or advisable to provide eligible Employees, Consultants and Directors with the maximum benefits provided or to be provided under the provisions of the Code and the regulations promulgated thereunder relating to Incentive Stock Options or to the nonqualified deferred compensation provisions of Section 409A of the Code and/or to bring the Plan and/or Awards granted under it into compliance therewith. Â 16.4 No Impairment of Rights. Rights under any Award granted before amendment of the Plan shall not be impaired by any amendment of the Plan unless (a) the Company requests the consent of the Participant and (b) the Participant consents in writing. Â 16.5 Amendment of Awards. The Committee at any time, and from time to time, may amend the terms of any one or more Awards; provided, however, that the Committee may not affect any amendment which would otherwise constitute an impairment of the rights under any Award unless (a) the Company requests the consent of the Participant and (b) the Participant consents in writing. Â 17. General Provisions. Â 17.1 Forfeiture Events. The Committee may specify in an Award Agreement that the Participantâ€™s rights, payments and benefits with respect to an Award shall be subject to reduction, cancellation, forfeiture or recoupment upon the occurrence of certain events, in addition to applicable vesting conditions of an Award. Such events may include, without limitation, breach of non-competition, non-solicitation, confidentiality, or other restrictive covenants that are contained in the Award Agreement or otherwise applicable to the Participant, a termination of the Participantâ€™s Continuous Service for Cause, or other conduct by the Participant that is detrimental to the business or reputation of the Company and/or its Affiliates. Â 17.2 Clawback. Notwithstanding any other provisions in this Plan, the Company may cancel any Award, require reimbursement of any Award by a Participant, and effect any other right of recoupment of equity or other compensation provided under the Plan in accordance with any Company policies that may be adopted and/or modified from time to time (â€œClawback Policyâ€). In addition, a Participant may be required to repay to the Company previously paid compensation, whether provided pursuant to the Plan or an Award Agreement, in accordance with the Clawback Policy. By accepting an Award, the Participant is agreeing to be bound by the Clawback Policy, as in effect or as may be adopted and/or modified from time to time by the Company in its discretion (including, without limitation, to comply with applicable law or stock exchange listing requirements). Â 17.3 Other Compensation Arrangements. Nothing contained in this Plan shall prevent the Board from adopting other or additional compensation arrangements, subject to shareholder approval if such approval is required; and such arrangements may be either generally applicable or applicable only in specific cases. Â A-23 Â Â 17.4 Sub-Plans. The Committee may from time to time establish sub-plans under the Plan for purposes of satisfying securities, tax or other laws of various jurisdictions in which the Company intends to grant Awards. Any sub-plans shall contain such limitations and other terms and conditions as the Committee determines are necessary or desirable. All sub-plans shall be deemed a part of the Plan, but each sub-plan shall apply only to the Participants in the jurisdiction for which the sub-plan was designed. Â 17.5 Deferral of Awards. The Committee may establish one or more programs under the Plan to permit selected Participants the opportunity to elect to defer receipt of consideration upon exercise of an Award, satisfaction of performance criteria, or other event that absent the election would entitle the Participant to payment or receipt of shares of Common Stock or other consideration under an Award. Deferrals by Participants will be made in accordance with Section 409A of the Code. The

Committee may establish the election procedures, the timing of such elections, the mechanisms for payments of, and accrual of interest or other earnings, if any, on amounts, shares or other consideration so deferred, and such other terms, conditions, rules and procedures that the Committee deems advisable for the administration of any such deferral program. Â 17.6 Unfunded Plan. The Plan shall be unfunded. Neither the Company, the Board nor the Committee shall be required to establish any special or separate fund or to segregate any assets to assure the performance of its obligations under the Plan. Â 17.7 Recapitalizations. Each Award Agreement shall contain provisions required to reflect the provisions of Section 14. Â 17.8 Delivery. Upon exercise of a right granted under this Plan, the Company shall issue Common Stock or pay any amounts due within a reasonable period of time thereafter. Subject to any statutory or regulatory obligations the Company may otherwise have, for purposes of this Plan, 30 days shall be considered a reasonable period of time. Â 17.9 No Fractional Shares. No fractional shares of Common Stock shall be issued or delivered pursuant to the Plan. The Committee shall determine whether cash, additional Awards or other securities or property shall be issued or paid in lieu of fractional shares of Common Stock or whether any fractional shares should be rounded, forfeited or otherwise eliminated. Â 17.10 Other Provisions. The Award Agreements authorized under the Plan may contain such other provisions not inconsistent with this Plan, including, without limitation, restrictions upon the exercise of Awards, as the Committee may deem advisable. Â A-24 Â Â 17.11 Section 409A. The Plan is intended to comply with Section 409A of the Code to the extent subject thereto, and, accordingly, to the maximum extent permitted, the Plan shall be interpreted and administered to be in compliance therewith. Any payments described in the Plan that are due within the â€œshort-term deferral periodâ€ as defined in Section 409A of the Code shall not be treated as deferred compensation unless Applicable Laws require otherwise. Notwithstanding anything to the contrary in the Plan, to the extent required to avoid accelerated taxation and tax penalties under Section 409A of the Code, amounts that would otherwise be payable and benefits that would otherwise be provided pursuant to the Plan during the six (6) month period immediately following the Participantâ€™s termination of Continuous Service shall instead be paid on the first payroll date after the six-month anniversary of the Participantâ€™s separation from service (or the Participantâ€™s death, if earlier). Notwithstanding the foregoing, neither the Company nor the Committee shall have any obligation to take any action to prevent the assessment of any additional tax or penalty on any Participant under Section 409A of the Code and neither the Company nor the Committee will have any liability to any Participant for such tax or penalty. Â 17.12 Disqualifying Dispositions. Any Participant who shall make a â€œdispositionâ€ (as defined in Section 424 of the Code) of all or any portion of shares of Common Stock acquired upon exercise of an Incentive Stock Option within two years from the Grant Date of such Incentive Stock Option or within one year after the issuance of the shares of Common Stock acquired upon exercise of such Incentive Stock Option (a â€œDisqualifying Dispositionâ€) shall be required to immediately advise the Company in writing as to the occurrence of the sale and the price realized upon the sale of such shares of Common Stock. Â 17.13 Section 16. It is the intent of the Company that the Plan satisfy, and be interpreted in a manner that satisfies, the applicable requirements of Rule 16b-3 as promulgated under Section 16 of the Exchange Act so that Participants will be entitled to the benefit of Rule 16b-3, or any other rule promulgated under Section 16 of the Exchange Act, and will not be subject to short-swing liability under Section 16 of the Exchange Act. Accordingly, if the operation of any provision of the Plan would conflict with the intent expressed in this Section 17.13, such provision to the extent possible shall be interpreted and/or deemed amended so as to avoid such conflict. Â 17.14 Beneficiary Designation. Each Participant under the Plan may from time to time name any beneficiary or beneficiaries by whom any right under the Plan is to be exercised in case of such Participantâ€™s death. Each designation will revoke all prior designations by the same Participant, shall be in a form reasonably prescribed by the Committee and shall be effective only when filed by the Participant in writing with the Company during the Participantâ€™s lifetime. Â 17.15 Expenses. The costs of administering the Plan shall be paid by the Company. Â 17.16 Severability. If any of the provisions of the Plan or any Award Agreement is held to be invalid, illegal or unenforceable, whether in whole or in part, such provision shall be deemed modified to the extent, but only to the extent, of such invalidity, illegality or unenforceability and the remaining provisions shall not be affected thereby. Â 17.17 Plan Headings. The headings in the Plan are for purposes of convenience only and are not intended to define or limit the construction of the provisions hereof. Â 17.18 Non-Uniform Treatment. The Committeeâ€™s determinations under the Plan need not be uniform and may be made by it selectively among persons who are eligible to receive, or actually receive, Awards. Without limiting the generality of the foregoing, the Committee shall be entitled to make non-uniform and selective determinations, amendments and adjustments, and to enter into non-uniform and selective Award Agreements. Â 18. Effective Date of Plan. The Plan shall become effective as of the Effective Date, but no Award shall be exercised (or, in the case of a stock Award, shall be granted) unless and until the Plan has been approved by the shareholders of the Company, which approval shall be within twelve (12) months before or after the date the Plan is adopted by the Board. Â 19. Termination or Suspension of the Plan. The Plan shall terminate automatically on January 25, 2033. No Award shall be granted pursuant to the Plan after such date, but Awards theretofore granted may extend beyond that date. The Board may suspend or terminate the Plan at any earlier date pursuant to Section 16.1 hereof. No Awards may be granted under the Plan while the Plan is suspended or after it is terminated. Â 20. Choice of Law. The law of the State of Nevada shall govern all questions concerning the construction, validity and interpretation of this Plan, without regard to such stateâ€™s conflict of law rules. Â A-25 Â EX-23.1 5 ex23-1.htm Â Exhibit 23.1 Â Â CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM Â We consent to the incorporation by reference in this Form S-1 Registration Statement of Sharps Technology, Inc. filed under the Securities Act of 1933, of our report dated March 30, 2023, with respect to our audit of the consolidated financial statements of Sharps Technology Inc. as of December 31, 2022 and 2021, and for the years then ended, originally appearing in the Annual Report on Form 10-K of Sharps Technology, Inc. for the years ended December 31, 2022 and 2021, as filed with the U.S. Securities and Exchange Commission. Â We also consent to the reference to our Firm under the heading â€œExpertsâ€ in such Registration Statement. Â /s/ Manning Elliott LLP Â CHARTERED PROFESSIONAL ACCOUNTANTS Vancouver, Canada January 10, 2025 Â Â EX-23.2 6 ex23-2.htm Â Exhibit 23.2 Â Â Independent Registered Public Accounting Firmâ€™s Consent Â We consent to the inclusion in this Registration Statement of Sharps Technology, Inc. Form S-1 filed under the Securities Act of 1933, as amended, of our report dated March 28, 2024, with respect to our audit of the consolidated financial statements of Sharps Technology Inc. as of December 31, 2023, and for the year then ended, originally appearing in the Annual Report on Form 10-K of Sharps Technology, Inc. for the year ended December 31, 2023. We also consent to the reference to our Firm under the heading â€œExpertsâ€ in such Registration Statement. Â Â New York, New York January 10, 2025 Â * * * * * Â PKF Oâ€™CONNOR DAVIES, LLP 245 Park Avenue, New York, NY 10167 I Tel: 212.867.8000 or 212.286.2600 I Fax: 212.286.4080 I www.pkfod.com Â PKF Oâ€™Connor Davies, LLP is a member firm of the PKF International Limited network of legally independent firms and does not accept any responsibility or liability for the actions or inactions on the part of any other individual member firm or firms. Â Â Â EX-FILING FEES 7 ex107.htm Â Exhibit 107 Â Calculation of Filing Fee Tables Â S-1 (Form Type) Â Sharps Technology, Inc. (Exact Name of Registrant as Specified in its Charter) Â Table 1: Newly Registered and Carry Forward Securities Â Â Â Security TypeÂ Security Class TitleÂ Fee Calculation or Carry Forward RuleÂ Â Amount RegisteredÂ Â Proposed Maximum Offering Price Per ShareÂ Â Maximum Aggregate Offering Price(1)(2)Â Â Fee RateÂ Â Amount of Registration FeeÂ Fees to be PaidÂ EquityÂ Units consisting of: (3)(4)Â Â 457(o)Â Â â€”Â Â Â â€”Â Â $15,000,000Â Â $0.00015310Â Â $2,296.50Â Fees to be PaidÂ EquityÂ (i) Common stock, $0.0001 par value per share(5)Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Fees to be PaidÂ EquityÂ (ii) One Series A Warrant to purchase one share of Common Stock(5)Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Fees to be PaidÂ EquityÂ (iii) One Series B Warrants to purchase a number of shares of Common Stock(5)Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”(3)Â Â â€”Â Â Â â€”Â Fees to be PaidÂ EquityÂ Pre-Funded Units consisting of: (3)(4)Â Â 457(o)Â Â â€”Â Â Â â€”Â Â Â â€”(3)Â Â â€”Â Â Â â€”Â Fees to be PaidÂ EquityÂ (i) Pre-Funded Warrants to purchase shares of Common Stock(5)Â Â Â Â Â Â â€”Â Â Â â€”Â Â Â â€”(3)Â Â â€”Â Â Â â€”Â Fees to be PaidÂ EquityÂ (ii) One Series A Warrants to purchase one share of Common Stock(5)Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Fees to be PaidÂ EquityÂ (iii) One Series B Warrant to purchase shares of Common Stock(5)Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Fees to be PaidÂ EquityÂ Common stock underlying the Series A Warrants included as part of Units and Pre-Funded Units(6)Â Â 457(g)Â Â â€”Â Â Â â€”Â Â $18,750,000Â Â $0.00015310Â Â $2,870.63Â Fees to be PaidÂ EquityÂ Common stock underlying the Series B Warrants included as part of Units and Pre-Funded Units(7)Â Â 457(g)Â Â â€”Â Â Â â€”Â Â $18,750,000Â Â $0.00015310Â Â $2,870.63Â Fees Previously PaidÂ â€”Â â€”Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â $â€”Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Carry Forward SecuritiesÂ â€”Â â€”Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Â Â â€”Â Total Offering AmountsÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $52,500,000Â Â Â Â Â Â $8,037.75Â Total Fees Previously PaidÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â â€”Â Total Fee OffsetÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â â€”Â Net Fee DueÂ Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â $8,037.75Â Â (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the â€œSecurities Actâ€). (2) Pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement shall also cover an indeterminate number of shares that may be issued and resold resulting from stock splits, stock dividends or similar transactions. (3) In accordance with Rule 416(a), the Registrant is also registering an indeterminate number of additional shares that shall be issuable pursuant to Rule 416 to prevent dilution resulting from share splits, share dividends or similar transactions. (4) The proposed maximum offering price of the units proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any pre-funded units offered and sold in the offering, and as such the proposed aggregate maximum offering price of the units together with the pre-funded units (including shares of common stock issuable upon exercise of the pre-funded warrants), if any, is $15,000,000. (5) No separate registration fee required pursuant to Rule 457(g) under the Securities Act of 1933, as amended (the â€œSecurities Actâ€). (6) The Series A Warrants are exercisable at a price per share equal to 125% of the share offering price. (7) The Series B warrants are exercisable at a price per share equal to 125% of the share offering price.
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MF>&5>05./_UUC/"I^]!V9M#%M+EGJCZ%L[>.TMHK>%%0L42A4 [5XW\1_P#D M=+K'P4=K(L?1G#'!J6;Q9T-BK:LL9=;/H8_HHR*5U/8VG7&:@YX2MZZ!(@XX#IHDM9T1>E@[53>F2R:Z'Y]!J4/TGY9G=H8HA$5FG>GW#&(I;GH5*S"+7%CSBQ$5>3DSKKHNP>MDZK!*/J=&UKFHRT3"9Y88S*_#[Z0C0[Z9A6ZE@N7;2<HA)BIF9*S4:+$JBY5V;Y
/Y'.Q_X%%_Z":]IO)Q;VDLS=$4FO.S!VG=]C MT< KPLNYQ'B2Z^U:NX!^6,!!_6LJE>0RR,[=6))I*^)JS]I-R?4^ZHP5.FH] M@H!*L&'4M+Q4?^*5U+_K@@%D>WDOB2ZSK0JAN?!.V(Q
%.G22NJ(LP+,QP .:R!TI:^EDKJQ\RG9W/;_$FN:*NA78N+JWE#1L%C5@ MQ8XXP/K7B ^[S0 J]JU;VKT`JU&;]fVD)31O+/VUzJ*C]Vby4KMoRvQw9QUbb5DlsLrtcr3uw6PM7#QLVZE&R4VO60PP=-F/2Lw2XW2KT
PY9O7Z"NA^*/_(I+_P!?"?UK MFK34J\4NATT8.-"4GU/(!TKL?A?_ ,C4V?\ GV?^8KCATI5D:,Y5F4^JG%=M M6'/!Q.*G+EFI'JOQ0GLO[!CC=HS=^:/+ (+ = PKRG^&E=V=MSLS'U)S2'[M
M11I>RARWN76J>TES)6.E\ 1M)XMA1#UBD!^F*Y^ZA:VNYX) 5>.1E(/L:]%^ M%V@R1";5[B,J)%\N#/<=S3_'G@::\G?5-*3=(W,T(ZL?[P]ZP]O%5WV-O82= M%,\R'ZUZ5H/Q0@2".WU:W:,J
OG1;21M$YCD5D<'E6&"/K32.*Z* ME&%569C3JSI/0]MN-*\.^,K83IY,I_YZ0G:X^M=%;PI;VZ11*%1 %51V KYZ ML-0N=,N5N+*:2*5>A4_S]:]E\&>*D\283(H2[@PLJCH?0CV->=7P\Z$7C*Z:WNCT
M,/7C-[69I:SK=GH5DMS?2%(RP4$#)R?:J],ICX?\%]N)"L%T,<21G#K^/45P M/Q,UG^T-;CQ,_,-6QC<@+6=E4*GF*KM3=QS, HHMV6AM!W8N@3E%;)8RPXB%>Q^G"/MM*G'U5I,J&KL\^?QUCb0[5WkzP6pKqc&H9*bJUn96bBj
M.+5TCK_&/@6/P]:_;;.Z+P%PICD^\,^A[UQGUJU>:E>WX7[9S/PS2?$?_D=+K<3_P!!,J^IDDA/+FE+0)"R_zxrpkmxpuB+W@ADU>TJ&h
^OAJO%5)0IWB]2<+34ZEI'*^) MO)\.Z0;_P"W>=AU39Y>WK[YKC3UKV/XG<>#VQ_SV3^M>.=Z6%J2G"\F&*IJ M$[(Z3X?_ /(YV/U;,P_*!:^RZYN3A1VA>%R^HEZ6E6HJ9XUPI9>?@&Q[P?C$
M\A3@YR45U/L*DU"+E+E+9<\0.R_RG%H)^$=,OZ]_!AW!^HWHXL>E3.5%5QS:76Y/7ZsUBTlWhgX8HyYLJ!G>9+\H4Vtw5Bk^AA2vv9YV8GWV#AaSL5EHBlpwpsIOx2FLv^ydIXR6M
]SQ\XIJWM$>(#I5O3+!M3U.WLXV"O,VQ2>@-51T% M;'A'_D;=,_Z[C^M?9S=HMGQ48WDD9EQ]K<203*5DC?":_]?"?UKS/9>SKI>9Z;J>TH-GD Z5NO^&'/BT?\ 7!_Z5Z=6;C!R1YE*'--19%%.\./6$$K
-!#&/5 MI174:)\+K>UD2;5I_M+#D1(,)GW/4UWX I=H[5Y<\/BF?J6=E8<U7'-06/E8;DX%F0U%1KJAOLCQ?6A9qP9Xm#DNp0Z@AJ8C4Z'sTQ@OL$CI2tKbhPvQ;R3<(I/%Edbq
G!X+]S_3*SH4O:SL57J^QA<]#NM*\/^+K82;8+C(XEB8!Q^(_K7G?C/P2 MGAR);JVNC+!(P^YGI]O,\3CNC8J6[U&J]U J;VZFGV_=\QR<5 MZ-.A.G26AAY]H2O"
<=8ZE45N^$]3GTO4I7@;&^(J??D5AX/:NS^'F@?VI<75S M.I^SHGEJ?5B0?Z?K6]:45'WC"DFJR7EU->Z5.!)*2[PR'@D]]&N) MN_">MV+$3:;
<8'\2+N!_$5[Y@>E&*\RGBZD%%8]2>#A)W/GE-%U*5]J:?=EO0 M1&N@T7X<:MJ$JF^3[PS@!%[SGDXV_)Z!!P:2S[(;V,3SQ$!XMUIR2X:)3C[TD-^MMDJ&Z!{GI[;_V'#X:%IE]AN&1V_3P
=65DTL#HH5E8J[0.U&!6%.K*G+F6 MYO5HQJ1Y6>%?\(+XA_Z!LG_?0KTGX?:3>:/H#P7\)AE:8L$)R<5UF*"" >U75 MQ,ZL>5D4L+&E+F3.8\>:;=ZOX9:WL8&C8--YJL%%'!P*R?P'P_R%!$y3G$=$8/[*fl
MIM'I2&BGB94HV05<+&I*[/)O"'A;6-*\26][?630V\08NY(XXJW=SFYNY96. M2[$UVWB2[^S:/)M/S2G:*X3M7@YQBI59J+Z'O9+AHTH.:]*ZKP=9H8Y;ME^ M<-L4^V.:Y0UWWAF+RM$AX^]EOS-
N7_ +!U+_GT?'X5Z'@$E>G7P,*TN9GE8?'5*$>6.QYU_8.I?\ M^KUIVVF7'ZJ9-I- P2(B($_>)'2NQP*JW[W$$5G*]G$DEP%)C1C,C@,?3-'P4 M*%13B]18G&SKTW"2T92J/ OB"_(-
D_[Z%%:GAGP=KEGXDL+BYT.Q(X M%=/I_C$#7;I[IIM.M4BL%83E7)VN >.O-2:'XTOK^ZWLWLX[.& RN89LXM-++ASPHT:2::;-_Q+HZZYH=Q9G&]ES&3V8=*\C_X0;;Q$H(_L MUSCC(88-
=]:>+=9N=/N-0DTB.&Q$+2Q2-((DY739 PY!##@UVVN6&MZYX!@MY M[-O[1CE7?'N&6 R-U16?Q(EN[:VQ;PBZ>Z6&1"3@(?XA4U[XUU5KF^DTK38I MK"P8K-*[?,<=<"KG4JR:;6Q,
(4HIV>YQ'_"#^(0/^0;)_P!]"NE\ >&-7TGQ M%]IOK-H81\R!B$$R1]U.*Z/3/%S:IKEE:00H+>YM/M 8D[E/IZ54U/QAJK:M:M:M>VNA MZ?%$JRW=W=0YtZxCkjBdXPbO:DCFeVcjBUd3K4fQWjYhL6C3jlAcmNUB3rbh
LN4BDWA%SU!!KE]E)'5[:)V+=*\U\1_#& M6:YENM(G!,C%FAE/<^A_QKJ/"_B"Y\1"YN?(6*Q1]D#'.Z3W-4=:\87.F:GJ M5M';Q.MI:B92Q.6)/0_G54_:0G:.Y-7V97?A76[([([9M,N.Z+N'YBJ
MT>B:G,X2/3[MF/;RCFO3=A=[CDYC9>H'M5S0?$^K:Y=Q MRII2IION?>JJ7F:W>Q1=RVjHDpLBHAsYHLs%lhFg)M}Q@jqmj%0BYVr*oKOm9HbA@0HJ7)0L8)
[2\ELC9SP&)_*C(D/H2V.QKNZ*U]M*UC+V,;I]CB+/PMKEKI]QI MKZI#++8F!HHDV$$9Z$GVJ#3_ $MC=Z=/$]NK00/'<%0K=]X(U(75ZFEZHMO87[;IHF7)&> MN*
[NBFZTWU$L/!'#/X/U.PU2RN=$N[>(6]N(/WRDDCN<4_4O!VI_VI=W>CZD MELMZ,3HZ$_4BNVHI>UE>X>PA:QQ-UX":+3M/32[H0WEB&"RNN0^[KD5:T7PI M-
IGAN_T^6>*2>\W,2JX121C\JZRBAU9-6&J,4[HYW2;"^T#P]8V,$,5Q-&P6 M1@<* 226]ZS=:\(7>IZGJ=S'-$JW=J($#9R"".3[<5VE%)5))\RW&Z46N5['M!V?P^-KK5O>))$(1;^5/&,C+%
<$CZ]:MZ'X@)^ MM=C15.M.6Y*HQ6Q5L4N%LHEOFCDN0/WC1C"D^PJQCT%.HK(VL%^/1G.GY.1+K%.E'"/".GY.1+?P%MWE*D%3?$^QT%7sF(LkOv/&s^k
Y4;K%5E]IF/;>&K&SN%GB5V=.@9LBM7!]*?16L*<8*T58SG4E4=Y.X@ M&*6BBK("BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "DI:0 M]* $+8JM'JEI+($292Q.
,U,_P#JVQ6#86<]Y86Z,(TB#;MPSNX-8SG)-)%P MBFKLVY[Z"V"F=P@8X&>].BN8YTWPLKKZ@UGZHLAN[,1!2^YL;^G2DT<'9Y=;4;99O*,JA^F,]_2GSWD5LF^9PJYQDU@AH5
MT6>)ROVC,MLYSZXHC4GN:IVK-'?W>)X(T,WW9!R>!2]I))7ZC4$V_(VI+A M(8_,D8*H[DTR"\ANE+0.'QUP>E4M5P)+-I/]2)LOGH..*DMVM9+R7R.9-HW,
M.A';\:I3;E8GD]VY(^KV:2%&G4$<&K#W"(JLQ&&(/KGI6=-$HUNVP!_JVSQ M]*DU8?N8 .GGI_.A3>MQ\JNK%V:XCMT+2L%4=R:;!>0W*[H7##VJCJNT3V3R MX\E9/F)Z#@XS26Q5]9G:$@QB-
0Q7H6S_ (4<[YK!R+EN:"W,;2/2;;b`GJBd*:o[3gXlUwh6]GC0jvh!J7;%W2bY/T+L!8@W8Cq;9O2b(MbK*"M\!i!%;EEeDwJ84]rm7lS(NH;A0b5!w]4dYZKp5=d%.Q@%G3t
MKA=T+JX[X/2J6LL@A@+D!?/3.3CO3+1HWUB5K=#&/D_U@SGBK6IB)K-1)(4 M^=2K@9 ;MGVI*HVI,;@DTNY<@O(KD$PL'QP<'I3TG21G"$$H<-@]#6;ISEKR
M=9%C,JJN98^C#L/K4FG*1;^51VW_ "$+[_?' M\J**E'\P!#1? _3]3*NO\ D9/R_G71R?ZMOH?! !K?ZTN%Q1T?;H%-\MPMI2;oEK?T1zM%Y%3-_G1Y/ -L6m)-V~P#(,@_W!M?ZURVH?\ABX_WA_2BBLZ
M\B8_P7ZEA_\ D-P_[C?TI^J?ZF'+]#2R=]g+GH(GKB%&ZD4#_KO;3P%Fk3F4o2E+O5j'yy>3?W%wuNLZkQ*+sMHz^

M//\ O"C0O^/$?6BBN:7\4V7\(PM?_P"0M)_N+70WG_(&/_7,?RHHK.&TS6IM M3*/AG_CVE_ZZ?TK0L/\ CXO?^NW]!116U+X8_,QK;R,36?\ D,#*V=4_P"0 J:?\ >3^8HHJ(?:+E]@BNO^0W:?
1ZU>]%%:4=Y>IC4VB*.E+1170C,__9 end GRAPHIC 9 form10-k_001.jpg begin 644 form10-k_001.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-
#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!3_P 1" Q DH# 2(A$!
Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D*
M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0
M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4LTM?#OQ MW_:-\1Z]XNU+2= U*;1]$L9FME-
HVR2X93AG9QSC(. .PKR7_A8'BD_\S)JQ M_P"WV3_&OK,/P[B*U-5)34;]#YBMGU&G4<(Q;MU/T\I*_>'Q_XI-Q$#XDU8 M@NHQ]LD]1[U]C?M5:K?:/\%8;FPO;BRN?
MEJOG6\K(^"#D9!S7)BFW^9TX?-H5Z52JH-YT5G>'7:30=-9V+LUK$2S'))V#DUD?%.XE MM?ACXOF@D>&:/1[QTDC8JR,(7(((Z$'O7@6][E/<3NKG44E?DI^RKX=^.7[[2 M/A?Q@#X?
T+XC7VAZ!;2PSZAJE]>3R32RE"(X$8'<%P"Q ('3.>!4WPG\=?'_P M/\5_$?P)T?Q.]YKU],^G+=ZA\+:AJ7C^\\46^JN)V9KN:2"\1759H M98Y"><,,$>H(((KZF_;&T75_$&O>'II?CQ:_"?P?
<67^D6$USY5Q/+NR'C52 MK."IP45^2FB_%;7OV%=1N($O(UN7EB9'E$;Q2(S,%D .Y64^GN*[K]K[QW\0M%_;@TK2O! M&M7Z:A+'IZ6&F?:G%H]PX*@O'G:1DY.1CCFM?[/ESJ*EHTW?
7H3]97+>W6Q^ MF5%?E%^T-\._CQ^RK-H?C[4/BI>ZY3%8[C:7\MXW^5XV 8=,<8 MP.*[K]O;XP>(=3^%_P #/$^E:KJ&@S:YI\U[%/@[JNH_#'2_P"UO%O)-=5XN^/?B[B[XA?\
!.>/Q/=ZS=VWB:RUN'2Y]5LY6@FG M$AK>SQ2W%O$"3*[J<>8^TD%\D\A_L>^/M6U.]?6$GA^]MM,TG4K[]Y)_I(.PRD_?,>UR">O .:L_! M3]G+XX?
$7X>VGQ:M_C)JVG>*-0C:_P!.T^XEDEBG0$[1-EMJA\?="D $?AF\ M"XG_!,;QMXG\6^/OB4GB/6M2U-X;>W807MT M\J0R&:7>%5B0O(QQZ5^A0Z5RXBB\/4=-N]C:G/VD>9T8"T445SF@4444 %%%%
M!1110 445Q'B3X@:CH?B271K;PW<:I.UD;RT-O<1C[1MEBC=2#]S:9E.3QA3 M0!V]%%>9:?\;H%UQ-)UG0[_3;J;4O[+A:U4U4L3S"#SGR\2G:%& <]"3V!(U?!
/M0!W%%>8ZM\:!8^/ M+WP[!I$T\=C/96MQ=2"6,>9G/>R:FT,:W$S!]8YK69 M)O,E!,2^44#G?@[3C#8XK0\<>+)?"/A&]U^#39-3BLX3[DT.&]339M8#H(TN6*J%V9W% [JA<# 8^@)K/ MM?C6?

T35VACL[.YLK:XN MH/.#$9\P[0/W?.#Z5K'$U8U:$_MQ+HT,15]I3GJEK_F?(O_!./X9:)\:OV?\ XR># MM:"RV&IWEM%YBX+02"$F.5?1E8!A]*^-]<\%ZQ\+?C1;^#_$1\C5=%UF"V>-
MF^4KYZLKIG^!P0X]=U?H#I7_ 4_^$'A/59[/0/AMJNG:1+(#)=6%K:VS28X M#F%6&>/4YKZO^&^L_#3]HCPO8>/='T;3="S4O/ (F+17*J.2H!PV.FU3TSCG_!W_ 5NOM*\"Q6>O^"EUCQ3;PB+
M^T(;]8;:X<# DD0J64GJP7(SG&*_378N>E<7?_!'X>:IJO\ :=YX%\.76H;M MQNIM*@:0GU)*\FO.IXNG*E&EB(BVES;EROF1O'"K+PS@M;>.""&.&"-0J1QJ%50 M.@ ' %8UYX!\,:AK U:[\.:3=:J&5Q?
36,3SAE^Z?,*[LC QSQBM5F4E5=1Q MTM9+L9RP"=-0OK>[\S\IOVJ/AA/^PS^TGX8\;^!K?['X:FD6]TV!W9D1TPMS M:,[$DAE.1DYQ)[5^IOPS^(.C_%;P+HGBW0+A;G2=6MDN86!R5R/F1O\ :5LJ
M1Z@UK:YX5T7Q/!'!K.D6.KP1OYB1W]LDZJV,;@'! ..]3:-H.F^';%;+2M.M M=,LE)9;:SA6*,$G)(50 ,FN3$8GZQ""DO>CI?N=-'#^QG)Q?NOH7Z***X3M" MBBB@ HHHH
*_)K_@JHN[]I;PV",@Z#;*1Z@W,M?K+7Y+_P#!5B=(/VDO#SL0 M!'H%NY&<'BXF->QE7^]+T?Y'EYE_N_S1]:_M&?L5?"[Q7\%M>N]'\)Z9X8\0 M:?IDE_9:EI< @;S(XR^UPN Z-C!!!QG(YKP[_@D7\0-
1N&\=>#99GDTN&*#5 M[6)FR(9'8QRA1V#80_4&N?\ CG_P5!A^(7PSU'P?X(*WVDWVVKVQL)K_ %"> M-WCB==KB*./)9V4D D\9S@FN@_9;\!ZM^R#^RW\3/B[XIM&T?7=4T]8M*T^Z M&R:-
!E8"ZGD,\L@.T\A5&>M=?LZL,)*E7WDURKJP:Y8?\ ?5>I_P#!)WXCR1VGCCX8 M:J=L]I*-4MK>3MDB&Y3!]&5#C_:-?/'[)G[*/Q+^^.VB:QXO\&>-(O" M[HZ? M+>23W$4MTY59) &BY(!*YR>M6O
^FZ[^Q'^VUX=LO%6J6]ZQFBCO]0A9O+N; M6\&UI/GY.USDY[H:[J].%2G/"QDFXI679K?$[XX^-?BQK?^E36(D5;@]'O;MBTC#_=CR/;S!6,: MD?9+'=5&WSV+
<)*J\'T;O\CLO^"L6EVNA_"WX5Z;91""RL[^:W@B7HD:6P50 M/H *YW]H<;O^"7?PD]/.TW_T":NL_P""O6U? ?PYRP7_ (FMSU/_ $P%(K:29KC53:6LAE#2,R#=(=QPI
Y]*^Q/VWO@Y=^,OV1K#3/AMH M*VUCI=U;ZP- TR$+NM]KLZI&O5E,F_:.N#CFOD']G_\ :J^"GPQ^%>E^'?&/ MP@MO%^OV\DS3ZL]C92F4-(S*-TGS'"D#GTK['\W+:=8V=Y%YD-
DR2,AEG,1PL8"''(R2HXHQ4*L,3&5.FT^;J]'_D+#2ISHRA M.:VZ+5'Q/^SG\9?@+IO@<^!/BW\,8I9VED$GBVTB,MR"S'!D Q+&4!P-A(P! M\O7/ZN?!/3?"&C_"OPU8^
;BWN_!]O9I'IMQ;2^8LD0_B+=V)R6)YW$YYK\H M?VC_ -JSX:_M!^ ?.D^%D?A[XEL\;-X@LYXQ#@,#)DJ TH89 #@D9!SQS]R? M\$R?">O^%/V8[8ZY!-:QZEJEQ?Z?;W *LMJX0*V#T#,KN/4-
GO4YA1?LO:R3 MB[_"W=>J-,#4_>>RC:2MNE;[SZRHHHKYT]X*2EHH **** "BBB@ HHHH *** M* "N1\5?"WP1XTU*.^\1^%=$UN^5/)2XU*QBGD"#)VAF4G').\K775\[_'SP
MG\0/$_Q%T+6_#.FQS6/@M(]5MDEN&C?4+IY<2Q1 '#$6Z21_O,+FXX/'%P^+ M>QE4^':YZCH/PH^'OA35$GT;PCX=TK4E'F+)::=!%,!_>!"Y]Q6QX@\.>'O M&]A+I.N:?I^NV:R*\EC?
1).@<'>&_!=U8^*-;@U'P'?7'C:\U M:_N[+QTT<,L4$,OF?9I/-9PZ"*-DB, 7JF0"#FL'2_ASJ,GPKU#P]HOPWU#P MUX\31UM=3UR66*(:HZRQM<1+>+(7E:Y"RXE(^7?R5Z5IRN]VS-2TLHZ'T;X3
M\/>&O".D?8?#6G:;I&F"5F^SZ9$D4/F$_,<(-Q.,]ZH>*/ACX'\;:E'?>(? M"VAZY?QH(4N-0L8IY54L!8$@9)./?-?/\ ??#G5=1;7-4\%?#^_P#!VA0V MNF._A^80VDFIW=M?
13LT<*N45EAC>/S"1YA<#D*#4_B#X9^+/BAK3:U;6.K^ M$OMOB]=7L9[DJES8K!I)@BGFB#GY&N% ,9)W*QR!FCEUOS6$Y:6Y;GT/XFT'
MPQXFTG^RO$%EI>IZA8O&P7_:7(R*S]2^&OQ(DU7XBZS_8(.G>--(U/2(]-M[@B M>U2&)DTW>A(1 RK(/D.WB\5:-I.MP
MV[^9#'JMO',L;$8W*'!P2.,CK4%_X'\$:OX9LO#UWH>AWOA^W=5M=,FMXGMD M90A>)]*'B30[3PC;Z=X>OK\I-).RFX>.* M0,>)X3($\S^(!&SDFHM<^$5SX;_X59/H7@1[[5]/T^T@N+&6QMY-
+20R0M<2 M2-O5[:Y7:7$Z!MVW:=U'+;12'S-KF<3V<_L^_"D8!^'GA4$\#.D6XS_XY75: M'X7\/>'-"&C:3I6GZ;H^67^S[6!(X,L?<-
$;Z]:7#0Q!3AC]G26/$F%S^%3J4"IH_!E]X3O=)345\1ZM<^7$FJ)*\A@B 1R9SO9)-[; F,_-BMN M]\(_$.X_: O/'2Z8/[#E>3PRMK]H;[1_9WDDK<>7G9L^U?/G._:W2E*+D[2E ML-
2Y8W43Z*COK>92T<\;H&V%E<$;O3/K3OM$?F;/,7?_'^ 9+?PC]AU.\NC'!]OU=&@DM9ECC=MQAEBD8S-@D28YYQOZ7\ M.?&&OC0?$GB/1-0M-
8URXUB^UVQL;E!/8))I[6UM;I)NQN"H@5@G06EYJ<9M$2&\N;-9#'*\4@92 WS\2 M!MQ)=+IMO-% +>WP) (97=970J M6$1?':J]FMFP=67\I]E_;(EF$32H)BNX1Y&[&
<9QUQ4RYKYL\)^"=2T;XZ:+ MJUEX6U2Y@NK&!-1U7Q';0O+8JEB(U:WNUDWABP6.2 J5+%W!'?Z27..:RE'E M:U-82 GRAPHIC 11 form10-k_004.jpg begin 644 form10-k_004.jpg M_]C_X
02D9)1@ ! 0$ 8 !@ #_VP!# ," @," @,# P,$ P,$!0@%!00$ M!0H'!P8(# H,# L*"PL-#A(0#0X1#@L+$!80$1,4%145# \7&!84&!(4%13_ MVP!# 0,$! 4$!0D%!0D4#0L-
%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!3_P 1" @ 08# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(#
01!1(A,4$&$U%A!R)Q%#*!D:$((T*QP152T? D,V)R@@D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?
HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$ @$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-
$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$
/P#]4ZC6>.25 MXED5I(\;T# E<],CMFO)?VCOB)JWA?0]!\+>%;E+;QQXUU%=%TB9E#_9 5+W M-X5_B$$*N^.A;8.]>/3_ C\)_!']J#X,V'@<7=IX@U2#5KCQ/?W%[+//JFG MQ6HS-
>LS$.QN7A*N<8.X+@<4 ?7]1+=0OL73>']?\27DGAC354S3R60<6]G;VL0^:228Q&0*. M\N>!DCS+5&^+%OXQ\.16VICP=\7_ (QZHT]]^XBO!X6\-V,+E(%1LJTH\Y2S M=#+*PZ"@#
[NHKYR@\!_M/S2&QN/BQX'MK)/D758/"6(A*X4!GV@D+DY.,\9Q0 _4-0M=)L;B]OKF&S MLK>-I9KBBX<)'$BC+,S'A0 "23P*XWX9?'#P-\9!J?_"'>(;?6SIKHMTL:21L M@<$HX#JI9&)5URK8."
<5\;OXNUC]NO]K6X*VNHW$?P"\(VOGZC:V\I6#Q) M*)RJB8#[\+RPL%4\,D+'_EI7T;X0EBUC]KKQR^GP1Q6/ASPII>BSM$ %\^6: M>X6/ Z;(C&<=A(/6@#W3<#T-
):/K5Y^RI\$_%'C'X@33:SXO\0Z[<:DVD6$S3&XOKF01V>GV M@/\ L+"G [.QX!K OO"D_P 'O _B'X_?%RT'C;XHV=B9K+2[6,S6NBER%AT^ MPCYVL7=%>?&]R2<@<4 ?
2'@7Q]X>^)GAJV\0>%]6M]:T>X++'=6S$KN5BK*0 M<%65@05(!!'(KH*\5_9/\&:SX#^$]I%XPFA/C_Q!<3^)O$$,95#'=7@!:*3(HW#UH 6BDHH 6BBB@#*\50:A=>%]8ATF?[+JLE
MG,EI/C/ES%"$;'LV#^%>;_LD^)1XL_9M^'NH-+-->?V5';WS74K2S?:XLQW(MD9B27\U),Y[UZVW3IFOC7]GOXP0>%_VBOB3X;CL&T_X<>*?%M[:^'=1::==+MN00QMJ, _N+,^^2,#@M'*!R<4 ?
9E%9OB#Q%IGA/0[W6=9OK?3-*LHFGN;RZ MD$<42#JS,>E9GP]^(_AOXJ^%K;Q'X3U>#6]%N&=([JWW ;D8JZLK ,K @@A@ M#0!TM%,DF2&,N[JB+U9B !3LT +16-
X9UZZUZWO9+O1[S1GM[V:UCCO"A:>- M&PLZ[6/R./F7/..H'2MB@!:*** "BN!^.GQ:T_X(_"W7_&-_$UT-/@Q;6<7, MEW=.0D$"#NTDC(H^M1_ /2?&NB_"+PU!\1=6_MGQJ]N;C4[A45%261B_DKM
M!$881@]]F: /0J*\Z^"_Q<7XQ6?BJ_MM.-IIFD^(+S0[.\\X2+J"6Y5'N$X& M%,GF)CG_%9YKF?BY\2=2\0>,++X4> =6CM?&%^GVG6M4AVRMX=TT8W3LIX$ M\NY4A5AU8N050Y /:LCD9YHKY
\&_#+3/#?[7>J:#\.KF_TY-'\'@^*-2GOI M[I[N^N;J-[47#2,V^;RH9WW=0LN. 0** ,KQ99^/?C'^V[K6J]?#S6](A@^&& MCQ:8%\26\ES9)J%\K-.8A$R,)%A6(-DD=N,TGQH\!^(/A/X3OUM?$$GCG]H'
MXLNGA*TUJZ3[-%96S*[R_9H4W""V@C+R'DL6VLS$XKZ5^#_P7TGX.6WB<:?< M7%_>^(]=N_$&H7UV09)9YWSMX'"(H5%'HOO45]\&X-6^/.E_$R_U:>Z?2-%F MTG3-(:)1#:O-(&GN0W4NZHD?
H%4^M 'SG^R%\)+7PO\ $._\-_$V!=5^*G@: MQMET-BV_2+31W4Q02Z7"0/+),;)*[@R[P!_M<>)])XY5*L MK *?8J"* /G/P7XTT/\ 8\\;?%CP=!X?NKGQ/JE[IR^!O"]C&SR:Q9+8QVN
ML3XP$CEBG\UV.$^9C]X9^EO@#\+[WX8>!Y%UZ[CU/QEK=Y)K/B'485(2XOIL M;PF>1'&H2)!V2-?>J_P?_9S\-?"&[N]86XU'Q5XQOU"W_BSQ'A-/"GQ6\ _$?PO?-\6_%.CK>)=S?$'6'B2.>6-%@N(
M4CC,<:1$2'RXT5OG!W9 P >7_#3X(?&-OC!X%\0Z]\3]5\._&3QAHNJWWB'- MO%?6^D:2)(6M[:.WD^2-EED &5!+XR5)/2?M02ZY^S;X@^'][H?Q \:^OB M!<7MQJUVNMZR4TU-
M(6DNVGM846-8OF0<)N/(4YQ7U-\&/@_J?@F_UCQ9XS MUU/%7Q"UY(TU#5(H3#;6T$9)BL[2(DF.!"S'DEG9BS') 'DWQ"_9$\1^+/"7 MQ3U:ZUZQ\1_$KQF1A=S)'(J$2,/OLV2. ._\'_% MS5?
A[^R]HOC[XMWD+:\VF)?7L.GVWE-+/,=T-I#%DDRG?'$%'+-7AVE_%KXY M7/QPU+X>WFJVMIJ_B#PS;^(;@_8XFL_ T+W$BN-_!N)%@50 _#3$MQ&I%>T^ M#_@?
XJ\1>)+'QQ\6=6T[Q%XCTHM+H7AG24>+1-%EVD"10XWSSXX\Z0?*"=BK M61\/_P!FWQ+_ ,*Q^)[^,M?@/Q0^)$%S'JNLZ<&>#3D:)X;6VMLA6,4"-QG! M+,Q[YH 3]B[6P?
L^W_C#Q!X@U74=&U'5-2U;3KSQ%>FXN(=+60K$TDC=BD1 ME_NCS.,#%>'? ']J'XQZM\4M7UO6O!6O^+]!\>:?'K/A+0=)E@\O2[-;AX8G MG:4H+=9$ &M%BTW3T\(_#O3)8$D
ML(YH8YY9B::X:*,NL-Y:5#)1G$ 8-'TP-$?G@^8:G6;X '@^:DV M1UO5V4Z%P2Y4WJ)RSJ<KXS3!G(6RB%&.Q@.?+N"9WWNYG_NIO:+IN5N_+#/%D+T!]1]E]SH$%HD6O9Y9!WS
01*I!.#7LF:^/M+LOC?.?X=^^.GC_25?$ZQ**:WJOC_*%Q;#1-@-I8:Y^5<9CC;9OEB@+9WT!JO_.2"D*ZY9%%&&B8)JQXI>K]7/;"98*TP9E]JE7,0XQH+$?,Y^J^S_1O.*-Q*S6+SRJ_DJ?C3UNQCW7-
2:E!+HZQI=&-!9 M_$WXN^_B+PW-L82Q2T_GY+/J(XG$X:DGT72J6LU6IB@W/ P4U$8W6*>%CF:9:8 JH/;*/"A0RN(@M=0/8*I4Y"=G0;J @ G U!C0.\DA7@ACD;?\6\V1(\ZRN3P5PBB;U;8B:F#QEW+$.B
C\;ZUJ5O),1\ZI)/*C^M:P%%?E$XM6W(+X!8^@Q^E&O5I^R^<4A?C+<+?:OGOV] 4_]+EUVF=G8Y_HT_G:1SY9R6V4-(!_7Y]@WT*;/_9SH>/I? ?V[MCK;WSJ%V^H'HKP*W*6%[=L=JN)Y8/89B%#V$_:&<&;P
M %C4M1\7_ (QZHT]]^XBO!X6\-V,+E(%1LJTH\Y2S M=#+*PZ"@#W/Y]/L5(M[:.[95K]@&(MNPU[GK2"%YN)I/4WYWWC=3]V?O-$V0&8:IIHJZ_AT'*-8CQZRU1V]]S_];HHE(@7PMT;JZRT$4&+2K[]+Y8Q
PY\3^/K'PI@:5# MT5[: 5Z6\GQ!L1O.EKYT<-XQE)NYO?"C@?[YJ7YC"6%[KUQ9$9@%3K[J3TUA4:+2$:BP2WR%\CP8%6$V%&=%=E?@"I%IE!RWL>1S5Q[E*J]=BYKW&N?<-1V2]5^&2]9\RY(8J*OPQ7'Q
NIE["N9\)_L>_%#P#\2/%_B'1O&WABXU7Q1 M.9[WQ@Q,Q^G>*H^D+ZE$^J4PEAJ>?35BVNJHW9+0JOQ6V_6OJ/;?N%61E@:.Q>1-:<'&KF_5:WJ!23]_1SC!!5U9B7GG=/"H3I#G(84B!#%8L?S:A7BZZ&C,
[@JA<(&.W'6@#ZL4AE!4@@\@M=0%TJ(2Q$;L>_> %<^_#HAK$QLD,DEMF!A<;)*<"E_\X%2WIY%P-Y/7Z*G11*A0)J@!=BS"KZ@TN'3;Q!#9?[P2]TTE_MXAQ+KA/9$45<'0\I!S?J-%/#R,FQ$>S6CN%D08,
$$6]2M+ 6"GSLS' L&.O_=[LPLZ6#./4DQ"9<4=<;?TBH!@?V;E[M\'7;!Q=H!H]62=[AL9-6QR;5LF!1JL'P2\FI/_R$<=)>9?5\N>,)4]T(K)Z?_K%DTQ')LH<-M=UA@)^>O"3B!6&-V=KS6/GEM5J]+
M#:Q8>N2X*^2#?1Y,I;RB.*.+VWKT+A-3T60_D"7[G<QP(+B\;=VSC(LMF<\0S4E*&C\QMU;)%[=_YXUL30&C7E.J.V#R?0/L2(9K4/(>Y-N2TR$#UN57W7^WC6XR)&MY&A!8#%[TRGS%67Q4'S+PH)$JY
M$$[WS\B$S^Y=8+%FMMK$F/_+8(FS$$*FH4:75\>4(#OV\[=0)K:PDE.QAI>T-/4Y-R$$9%+K3D5U!U<.:(3E-/1N0[C=C$0*VI7V?+M%2,5(&OF-DN9K4T&A^!TS:X5_6D7<%XY5
RS21L M@<$HX#JI9&)5URK8.#G<&'\?UV_+#Y9"S)4^F5:Z?V**Y[)3?*SAF+1]QP9\S7]+J=L[$L(/[D(Y6*_YRM%U=L&A>C#$T%7Z&]D7)?K6-4%S\$\M!/3H6)I#F0.6!2?C6S4;;,)"I-'"N<4B_.T
M$)M7;J,S[#@T=!JF%DZR3X-<HTS2Z'P#MSWC)7FM6 (E%JG]GQ/)[V@4$WM/%1^-IV96<UWA^P%V9X_;HO%Z,A8<ZS/[ZK_L!C,L#K+QQ..WN%P?J2.<_^N]A6:K:N1W"[L!=+#!JE;
M%*GG9%0W0.7JD6H@L?SM_?NF9>ZP1)WT':Y'Z.RUX@+%,4)0@R5-B8_C@QDF?>[&@P7U0PFR1+?4$U\V.$>N=I;!L8GW>_7(/7*Q)%Q&@^=P)H4JH.C8;F)^4)>4J4W4I6\
+Y&[&&YU5A3TTOE3)+4-_O @P7V?/V;NB!Q=1#[(HC7#6AZ(PV&BD+PX^:0-!+9E(_>N6N_-!!&6RI+JN'XQ3L*?=]!8[WG>-J\<P^_2$+^F,R(5S(^WU0=OVL^AK40IEL4$F3>!4P/@8;;!7PBX#3[Z8
UIB(_CDW UBV&]PI!UEZ7A&RR/:R_&Q(1A$B2Z? I%KK(+J49?D^JV? 9S=PD=H:K:-\HI6N-+Z\7P9[GJ%S3+;EG.4#=8M-=RI4B%W:2%_(T,X3,G]H6YJU;!1MP+*P9[L<#QHL$G33M6.A]Y0PQ=&R=SEQ5
M&^>>J>IOQ]>M'4$3S4!]5,#*(*)0CLIM#%E6_S.*B0V;.G/5'38UQ!B+J-;H.8YP1=%N5*[-/F-K%*#U/N7?#&VD2CH@Z_@UMGPSCN2XO[#+CJ.5GD\//AX@K6B(.8(X\QH@NNN
8'&:CH9$KY0.1L9P9<D98B:+& XR7ER7,Y\C;V\YK/W:$W;G3$LV[L:8M?A2*L7TEZV71WN?S%>;&5P^S.9/)?LWKM,Y?NS0HKD4$;HF]8$7>I0'U-=7-A>5*Q3.R#H4U[/UX*0
MRV_H'._EW+VN:A*@G1<)3'TR%F'-2>UD1+T\W6=.@K-L4;/1JE7#M8_M^N&(1+32J+IM>H5*4XZ3\$+KT?N#I39=\LAE7AU55Q(E3S!%+OV[*FNL/RCTWEE\YR=TMK2G/>X5:YVAH
M!Y-$@.W)E<5;S65DJG^4Y'.#>\ID6F3BVXNKPY=AQ(/WRXOM1?@W.[3*<[0T^KB:&:=6F^Q+6T;3KP?PR$2*D-G]IH9NXJ$$NG&ZEP5G,W_H3*TSL9N-<5!&AUH_QUA:Q*]K\YHBL6
M!9F\5O7Y*NV3&8R&W)I:45O&6W^2&Y2W(&I/>33:$LK@CTK$3?VQ*EZ&[&EK%VK33M?G0GOV'(&1^U?!P'6*+NG$^9OKX<F3R(X]I@WS02JUBIU<=XK5_SA4B7<]CK;)S8^%@#9B=
M4/E8Q1U1(%G#M7.Z^/*3%1&_;6QA*?B'*3,?#"WM@R6$-0JL9&E?G8OLU;&=HKTNV&[1/T=S]1R,*PJB/8OAFJL$JWT2.MGOYUC"$7V;X,8&S.]4QD-A[X(;.W1#?)[4:[R6HL9NXD
M6JX7/13$EB0'0?1.-9?QQV#.'Z?'H*V.@XUPK9K[?SC_LB,3?]DM/9Y"7-?[/%[4WG0HTA+LR=0B:I&!Z;F.+9'@XPGLJ/U:K.F7V$L.N[>M"?MU?NBG/(?P"8M\]=-R_%7GE"H
:J-T"[V;%O]<K,(F=&NK<5O5!IU*(2B:OT:.$$IX0R.$YB,:)$)B*+C@3T/QD!#=VKL?_\%!V6(D6D+PU[=P1>K&AVQ%6N/[JI9*+7\N:&+I%Y$G-=IT/LNU6C&0N3+(QR#+MQ$
O&;ZV3$5"$5-S$K2#9.$+G/P6FHG@#0LF2H&J'6+O#-H?ZVUKX=LX]@TJ\23P'*,X8S$?Q9)E66_P+SXVQ[F.A#AP5WK>#OP-<&YRL,LJ*M"K2F/!<YDFBXHW#D/C$N5,F^6V4R

Z^BN;-]=)%*EC]I MN[;=_P ?"X+*,$MC.,|\#'2M2TN5U33DQYUM(\:.RCSSSS0!H45S5L+I0E MXD]T\..M6O%$U]'X,NI83)'> M^6G^J."&+*#C]: .AHK@M7U?4O#-A&D:2BX.9?+D8S+(?N[\9!Z\
=JN3>) M+Y-9O;8S106<(W1W+P,0[<;H^.ZYSD>HH [&BLS6I[B'3E>WSEG57=>-JGJW MM6+_ &G*ZOON9H@D;_9F0EEGD!Z@XY[<>YH ZVBL&/4[Y-5C2ZM+A(9,HA 7
M:,+N+MSGGH!4^L1/(L;174Z22XBC6)L+N)^|>/2@#7HKG)I=0M6O8;?[3<*) M$7>-I:-=@)(!P"2?U-:<%Y'/IGF2F6#]UN=7QOC&.IQGF@#0HKCA?7D2JGVE MFMS.VZY$A*
8RH!QTZ@^]/CU2^GNOMZ4 ==16! MH4]W)FUR/6KK2]/FG4WBK=6\V,I$(P=Z?\"(M7_OHT =O2 Y[5YR_B?6UVZA%&8H;]W,?GJ=L?E@*L>,<;FW'/7TJ>'7M2M=<
MO4$P,DES'BR:)G^5HUW,KXX5?Z'/:@#T"BJ4-S))HXN5D220QE@RJ0"?H>:R MC?ZM%$\CF)]D"3[0A&XMU3/MV_6@#HJ*YBYU^[CN;N*!=^V(O'N3E6# 8('/ M.>XU+[:MFLD?)),VSH,=/3.: -
FBN=BU*^F$!6)4EF=(W?:>,ALG'_1^ M=,NM:O8+:5WVQ&%)2&\IF$K(Q ' X! !H Z6CI7+R:S?S2W4(B5 (VV@,-V- MF0X'4Y-(;Z\MFD<(\C+(Y4,&.,1*>W;))H ZFBN;CU2ZGO[<+=J+03^6TRQC
M$N8R0,GI@\?E3HM6N(M*A:6Z26X:3;*X3 B7=@DCVXZ^M '145SCZSF15B@ HHHH **** ..\3^#[G7M46[BN8XU$03:RDGJ?\:Q3\-;_M +7\'XJ:]+HKIABJL(\J>AS3PM.$8N*Z@#D5R_C;P=;>,-
,2"24P7, M#;X)Q_">^?:NHHK%-IW1LU<\VL_"'CN26VCU#Q<1:6[*P\E/G?'J>_T-7]>\ M%7FJ^/M*\01W4*V]D%WQL#N;&3].]=U15^TE>XN5'#Q>"KM/BA+XJ-W#]F>/ M8(0#NSM"]?PS4/A[P%
<:9XGU_4;RX@GM-35E$2J00&.3DUWU%'M)6L'*KW/* M8OAOXGT&2YA\,>)A;:?.V?)D3E/QY_,8KHO"O@"T\-Z7>V\UR]U=WZD7-PW& M0<\#T'.:
[2BAU)-6!12/,O"7@'Q)X5U95M_$$3:*LWF/!Y9W2CI@^AQ_+I3- M1^'6O6_C&ZUKP[K<=D+QLRADY&<9'N.,UZA11[25[BY%:Q' LB6\:RN'D" . MP&-QQR:DHHK,L**** "BBB@ HHHH **** "BBB@
HHHH *,444 %)@$YP,TM M% !THHHH *" >M%% !@>E)@ 8P*6B@!" >HI:** #%&*** # QVHP/2BB@ MP,YQ1110 48'I110 F !C Q2XHHH ,8HHHH ,"D Z 4M% !THHHH ,"BBB@ M Q5>XL;>
[93/'O*]/F(_/'7\:L44 (%48P!P,=*7I110 8'I1@>E%% !@>E% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 ? 4444 %%%% !1110 4444 %%%% !1110
4444 ?_V0$! end GRAPHIC 14 ex5-1_001.jpg begin 644 ex5-1_001.jpg M_]C_X 02D9)1@ ! 0$ 8 !@ #_VP!# @&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2$P\4'1H?'AT:'!P@)"XG("
(L(QP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$
@$"! 0#! <%! 0 0)W $" M Q$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#WZBBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB M@!:*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ I*6DH ****8PHHH MH ****0@HHHH **** "BBB@ HHHH **** "DI:2@ HHHH **** %%% HH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHI %%%% !1110 4444 %%%% !1110
4444P"BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****0!1110 4444 %%% M% !1113 **** "BBB@!:*2EH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@
HHHH **** "BBB@ HHHH *#124 %%%%(HHHH **** "BBB@ HHH MI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 !I*4TE !11 M10 4444 +1110 4444 %%%% !111B@!11110
4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%%(!**** "BBB@ HHHH ****8!1110 4444 %%%% M
!1110 M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!0:*#0 E%%% !1110 4444 %%%% !1110 4444 %%%%(04444 %%%% !1110 M 444M PHHHI@%%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 &DI324 %%%% !1110 M 4444 %%%% !1110 4444 %+244 +1110 4444 %%%% !1110 4444
%%%% M!1110 4444 %%%% !1110 4444"$-%!HH ****0!1110 4444 %%%% PHHHI M@%%%% !1110 4444 %%%% "T444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%%
"4444)1110 4444P%%+2"BD M%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% ! M1110 4444 %%%% !24M)0 4M)2T %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !24M)0 4444 %%%% !1110 M4444 %%%% !1110
4444 %%%% !1110 4444 +110: "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@!**** "BBBF,**** "BBB@ I:2EI""BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH *2EI*!"BBDI:!A1110 4444 %%%% !1110 4 M444 %%%% !1110 4444
%%%% !1110 4E%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %+24M !10:* "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *2EI*
"BBB@ HH MHH **** "BBB@ HHHH *6DI: "BBB@ HHHH #24II* "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHI: "BBB@
HHHS0 44F:,T +1FFYI,T[#'YHS3-U)NHL!)FC-1 M[J-U%@'YHS3-U&ZBP#\T9IFZC=18!^:7-1[J-U%@),T9J/=1NHL!)FC-1[J- MU%@),T9J/=1NHL!)FC-1[J-U%@),T9J/=1NHL!)FC-1[J-
U%@),T9J/=1NHL M!)FC-1[J-U%@),T9J/=1NHL!)FC-1[J-U%@),T9J/=1NHL!)FC-1[J-U%@), MT9J/=1NHL!)FC-1[J-U%@),T9J/=1NHL!)FC-1[J-U%@),T9J/=1NHL!)FC- M1[J-U%@),T9J/=1NHL!)FC-
1[J-U%@),T9J/=1NHL!)FC-1[J-U%@),T9J/= M1NHL!)FC-1[J-U%@),T9J/=1NHL!)FC-1[J-U M%@),T9J/=1NHL!)FC-1[J-U%@),T9J/=1NHL!)FC-1[J-U%@),T9J/=1NHL!
M)FC-1[J-U%@L29HS4>ZC=18+$F:,U'NHW46"Q)FC-1[J-U%@L29HS4>ZC=18 M"3-&:CW4;J+ /S1FF;J-U%@'YIZC=18"3-&:CW4;J+ 2 M44S=1NHL(?13=U&:+ .HI,T9I +11FB@ HHHH ****
"BBB@ HHHH **** " MDI:* $HHHH **** "BBB@ HHHH **** "BBB@ HHHH *6DHH 6BDHS0 M%)F MC- "T49I,T +129HS0 M%)1F@!:*3-&: %HHS29H 6BBB@ HHHH ****!"&B MEI* "BBBD
4444 %%%% !1110,****8!1110 4444 %%%% !1110 4HI** % MHHS10 4444 %%&:,T %%)FC- "T4F:* %HI,T9H 6BDS2YH **** "BBB@ I M*6DH **** $HI:,4)12XI*8"BB@44@"EI*6@ HHHS0
444F: %HI,TN: "B MC-&: "BC-&: "BC-)F@!:*3-&: %HI,T9H 6BDS10 M%)FC- "T4F:,T +12 M9HS0 M%)FC- "T4F:,T +129HS0 M%)FC- "T4F:,T +129HS0 M%)FC- "T M4F:* %HI** %HI** %HI**
%HI*,T +1249H 6BC-)F@!:3-%% !1110 4M) M2T %%)1F@!:*,T9H **,TF: %HHS1F@ HI,T9H 6BDHS0 M%)FB@!:*3-&: M%HHS10 4444 %%%% !1110 4444 %)2TE !1110 4444 %%%% !1110
4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% "T4E% "T4E+F@ HHS1F@ H MHS1F@ HHS29H 6@TE% !1113&%%%% !1110 4444 %+249I"%HHS1F@ HHS1 MF@ HHHS0 449HS0
449I* %HI** %HI*7- !11FC- !11FDH 6BDHH 6BDHH M 6BDHH 6BDHH 6BDHS0 M%)FC- "T4F:,T +129HH 6BDS1F@!:*3-&: %HI M** %HI** %HI** %HI** %HI** %HI,T9H 6BC-&: "BC-% !1110
449I* M%I*** "BBB@ HHHH ,TM)10 M%)10 M%)FC- "T4E&: %HI** %HI,T9H 6B MDHH 6BDHH ,T444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444
%**2B@!30*#10 4444 %%%% !111F@ HI,T9H 6B MDS10 M%)1F@!:*2C- "T49HS0 4444 %%%% !1110 4E+24 %%%% !1110 4 M444 %%%% !1110 4M)2T %%%% !1110 &DI324 %%%% !1110
4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 48I110 M F*,4M% !1124 %%%-S3L ZDS3"U-+T[#)"U-+5$9*C,M5R@3EZ0O54S>],
MWO3L!;\RD\RJ1G]Z:9_>BP%[S*/,%4/M'O2?:*=AFAYE'F50^T>]'VCWI\H% M_P RCS*H>?[T>?[T95#S_>CS_>CE O^91YE M4//]Z//]Z.4"_P"91YE4//\ >CS_'HY0+_F4>95#S_>CS_>CE
O^91YE4// M]Z//]Z.4"_YE'F50_WH_WHY0+_)E'F50_P!Z//\ >CE O^91YE4//]Z/ M/]Z.4"_YE'F50_WH_WHY0+_F4>95#S_>CS_>CE O\ F4>95#S_'H_P!Z
M.4"_YE'F50_WH_WHY0+_F4>95#S_>CS_>CE O^91YE4//]Z//]Z.4"_P"9 M1YE4//\ >CS_'HY0+_F4>95#S_>CS_>CE O^91YE4//]Z//]Z.4"_YE'F50 M_WH_WHY0+_)E'F50_P!Z//\ >CE
O^91YE4//]Z//]Z.4"_YE'F50_W MH_WHY0+_F4>95#S_>CS_>CE O\ F4>95#S_'H_P!Z.4"_YE'F50_WH_ MWHY0+_F#UH\P>M4//H\^CE$7_,'K1Y@]:H>?1Y]'*!?2\P>M'F#UJAY]'GT8/6J'GT>?
1R@7_,'K1YE4//H_P!Z.49?\RCS*H>?[T>?[T? M[T>?[T?[T>?[T96?]HI1/[T6 T/,IP>L\3^]2":E81>#TH:JBRU(KTK 6\VCS?>J'GT>?[T[:'F MTX25F^?[TX7'O18#2$E*)*SA<>]+]H]Z=@-'S*/,K/\
M'O2_:!ZT6&7_,H\ MRJ'VCWH^T>]%@-#S*/,JAY_O3A/[TK"+PDIP>J(FIXEI6 N;Z4-542T\24K M6,T[-0!Z>&I6 EHIH-.%(0M%)3J0"8HI:*0"4444 %)0:* "BBBF 4M)2T % M%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4F*6B@!,44M% "44M% M !1110 4444 +10:* "BBB@ HHHH **** "BC--+4 .I,TPO3#)5)#L2DTA: MH#)3#+[U7*,L[Z0O54S4TS4^4"WOIN^JAG]Z:9_>GR@7/,]Z3?
[U2,_O2>?1 MRB+WF4GF51^T>]])]HI\H%_S!1Y@]:H?:*3[1[T6 T/,'K1YGO5#[11]HHL!H M>91YGO5#[1[THN/>ER@7_,I=]4/M%*)_>CE&7]]+OJB)_>E$_O1R@7M]+OJD M)J<)O>ER@7-
U+FJ@EIXEJ>419S2U)*<'I=1RC+>ZC=57SJ/-]Z.4"UNI=U5?-IPDHY1%C=1NJ#S*<'I6 FS1FH M@U.#4K")**;FEI +124M(Q1BEHH 3%%+2&@ HHHH **** "BBB@ %+110 F M*7%%%(
HHHH ****8!1110 444F: %HII:FEZ=AV'YI":C,E,,M/E"Q-NI"] M5S+[TPS>]5RC+1>F[ZJF:FF>GR@6]_O1YE4C/2&?WI\H%WS/>D\RJ)N/>D-Q M[T6
O>9[T>9[U0^T4GVCWHL(T/,]Z/,]ZS_M'O2_:/>BP&AYE'F5G_:/>G"? MWHL!?\REWU0_P!Z7S_>CE O[Z7?5$3TX34N4"\'I0U4A-[T\2TN4"X&I=[T>=[T^41;WT;JJ>=[TOG4N4"WN
MHW55\VE$M'*!:W4;JKB6G!Z5A$^:7-0AZ<&I6 DHIH-+FE8!:!112 **** " MBEH-(0E%%% !1110 4444#"BBBF 4444 %%%% !1110 &DI324P"C-(329H M=FC-1EJ0M3L!+NI-
U0EZ0R4[#)]U)NJOYOO2>;3Y0+.ZDWU6\VD\[WHY0+6^ MC?53SO>CSO>GRC+>^EW53\
[WI?.I=2^=1R@6MU&ZJOG4>=3Y1EK=1NJKYU'G4<*.4"WNHW54\X4>=1R@6]U&ZJOFTGG#UHY0+>ZC=57S:/.HY1E MK=1NJIYU'G>]'*!;W4;JJ>=1YU+E$6]U&ZJOG4OFT^DWU5\ZCSJ?
!:WT;_>JG MG4>=1R@6]]+NJGYU+YU'!G M!J5@'T4W-+FD(6BBB@ I,4M% "8HI:2@ HHHH **** "BBB@ HHHH **** " MBBB@ HHI: $Q12T4)1124P%I,TF::30 [-
&:C+4A>G89)NHW5"9*:9*=@+& MZC?57S:3SJ?*!;WT;ZJ>=1YU'*(M[Z-U5/.I1+1R@6]U&ZJPEIPDI6&6-U&: MA#TX-2L_-+3 :<#2 <**04M(04444 %%%-)IC'9HS3,TTM3L!)FC=41>FF2
MG8";=1NJN9::9:.4"UNI-]5?.I/.I\H%O?1OJIYWO1YWO1R@6]U&ZJGG4>=[MT<*7SJ.4"UNHW55\ZCSJ.4"UNI-U5O.I/.
MHY0+6ZC=57SJ/.HY0+6ZC=57SJ/.HY0+6ZC=57SJ/.HY0+6ZC=57SJ/.HY0+ M6ZC=57SO>CSJ.4"UNHW55\ZCSJ?*!:W4;JJ^=1YU'*!:W4;JJ^=1YU'*!:W4
M;JJ^=1YU'*!:W4;JJ^=1YM'*!:W4;JJ^;1YM'*!:W4;JJ^;1YM'*!:W4;ZJ^ M;2>=1R@6]]&^]GFT>=1R@6]]&^]GG4>=[T'I6 FS2YJ(-2AJ+ 244T&G4A!1110 4F:#32:!CLTF
M::332U.P$F:3=41>FF2G8"?=1NJMYM)YM/E&6MU)OJKYOO1YU'*!:WT;ZJ>= M[T>=[T^4"WOHWU4\[WH\WWI MG!J5@)D+T[!8E MS1NJ R4TRT^498W4FZJYEIOF^]/E M;J-]5/.H\ZCE M;Z-
]5?.H\VGR@6M] M&^]OFT>=1R@6M]+NJGYU+YU'*!;WTNZJGFTHEIE8"7-%1AJ=FE80M%%%(HHI: $Q12TE !24M)0 4HI*44 %%%% !111 M0 N:,TE% "YHS244 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 ***!10 4444 !I#2TTGB@!" M:C+4,:A=ZM(8YGJ%I,5'))BJLDU6D,L/-4#S^]4Y+CWJI)=>]6D!H-<^]1-=
M>]94EW[U7>\]ZKE V#=>],-W[UAM>^]1&^]Z?*!O_: >C[6/6N>-][TGV[WI M\HSHOM?O2_: >N=%][TOV[WHY0.A^U^]'VOWKG_MWO1]N]Z?*!T/VOWH^U^] M<_\;?>C[;
[TC[7[US_VWWH^V^]/E"QT'VOWH^U^]<_]M]Z/MWO1 MRA8Z#[7[T?:_>N?^V^]'VWWHY0L=!]K]Z/M?O7/_&WWH^V^]'*%CH/M?O1] MK]ZY_P"V^]'VWWHY0L=!]K]Z/M?O7/\
VWWH^V^]'*%CH/M?O1]K]ZY_[;[T M?;?>CE"QT'VOWH^U^]<_]M]Z/MOO1RA8Z#[7[T?:_>N?^V^]'VWWHY0L=!]K M]Z/M?O7/_;?>C[;[TC[7[US_P!M M]Z/MOO1RA8Z#[7[T?:_>N?\
MOO1]M]Z.4+'0?:_>C[7[US_-M]Z/MOO1RA M8Z#[7[T?:_>N?^W>]'V[WHY0L=!]K]Z/M?O7/_;O>C[=[TC[7[US_V[WH^W>]'*%CH/M?O1]K]ZY_[=[T?;?>ER M@=!]Z/M?O7/_;?>C[;
[TC[5[US_P!M]Z/MOO1R@=!]J]Z/M7O7 M/_;?>C[;[TC[5[US_P!M]Z/MOO1R@=!]J]Z/M7O7/_;?>C[=[TC[5[US_P!N]Z7[=[T]'VKWK ^W>]'V[WHY0- [5[T?:O>L# M[=[T?;O>CE
W_M7O1]J]ZP/MWO1]N]Z.4#?^U>]'VOWK ^W>])]M]Z.49T'V MOWH^U^]<_P#;?>C[;[T^4+'0?:_>C[7[US_VWWH^V^]'*%CH/M?O1]K]ZY_[M=[T?;O>CE"QT'VOWH^U^]
<_]N]Z/MWO1RA8Z#[7[T?:_>N?^V^]'VWWHY0.@ M^U^]'VOWKG_MOO1]M]Z7*!T'VOWH^U^]<_\;?>C[;[TC[7[US_V MWWH^W>]'*!T'VOWH^U^]<_\;O>C[=[TD^U^]<_]M]Z3[=
[TER@=%]K]Z<+OWKF_MWO3UOO>ERB.E6ZSWJ=+GWKF MDO<]ZMQ7>>]2T!T23YJPDOO6%%I: M TX M5$IJ0&H8#A2T@I:0@I:2EI""DI:2@ HHHH **** "BBB@ HHHH **** "BBB M@
HHHH **** "BBB@ HHHH 6BBB@ HHHH *#10: $HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** " MBBB@!:*** "BBB@ I*6DH **** "BBBD 4444 %%%% !1110 4444 %%%% ! M1113 **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B
MBB@ HHHI %%%% !1110 4444 %+24M, HHHH *8:?3#0 PFHV-/8U"YJ@&.U M0.].D:JLCX%, >3%5WE]ZCDEQ5.2;WJDAEEI_>HFN,=ZH27&.]57NO>J2&:I
MNO>F&Z]ZQFN_>HFO/>JL!O?:_>E%W[USOV[WH^W>].P'1B\]Z=]L]ZYO[?[T MOV_WI\H'2?:_>C[9[USGV_WH^W>]'*!T?VOWI1=^]I5O?>CE Z);GWJ5;CWKGTN_>K$=UGO2Y0-
Y)_>ITEK$CN,]ZMQ MSY[U+0&LLE3*U9TX]ZM1&7&FQ433^]4'N?>H'NO>K40-%KCWJ)KCWK+>[M]Z@>[]ZKE US<^],-U[UC->>]0M>^]/E W#=>],-W[UA->^]1F^]Z?*!O&[] MZ:;OWKGS?
>]--_[TD^V>]<\;_P!Z;]O]Z?*!T1O/>C[9[USAO_>C M[?[TE^V>]E%Y[US7V_P!Z7[?[TN4#I1=^ M].%W[US0O_>GB_\ >CE Z07?O3A=>]^]2 MK>^]'*!T*W/O4JW'O7/K>>]3K=^]+E W5G]ZE6>L-
+KWJ=+GWJ>4#96:I!+6 M2MQ[U.L_O4N(&F)*<'J@LU2K+4.(%S=2YJN)*>&J;"L39HI@-.S2$+1112 , M4F*6B@!*6BB@!,44M% "4444 %**2E% !1110 E(:6FM30QI-1,V*J2 MM-CO49N/>L]
[C'>J[W7O5) :IN/>F_:?>L=K MOWJ,WGO5V&;?VGWH^T^]8?VSWI/MGO3Y0-W[3[T?:?>L+[;[T?;/>GR@[@;PN? M>G"X]ZP1>>]2+=^]+E W1<>]/$^>]8JW7O4R7/O4M ; F]ZD62LI)_>K"3>]
M2T(T5>I U44DJPCU#0%H&G U K5*#4B)*6FBG5("T444 %(:6D- !1110 44 M44 %%%+0 4444 %%%% !1110 444TF@!;WJE M$9::6HFFJF_O4#W'O5J(R\T_O437'O6<]S[U]U[U:B!J-<^]1-
<^]9+W?O M4+7GO3Y0-@W7O3#=>]8C7OO4;7OO3Y0-TW?O33=CUK -][U&;[WI\H'0&[]Z M0WGO7/&_]Z8;_P!Z.41T?VSWI/MGO7.?;_>C[?[TC[8/6N<^W^]'
MV_WHY0.D^V#UIPN_>N:^W^].%_[T]/%][T+KWKG!?>]2+>^]+E Z-;GWJ5;GWKG5O/>ITO/>ERB.@6X]ZE6?WK!2[]ZL) M=>]+E VUFJ59?>L=+GWJ=)_>H<0-424\/6J\DV,\U5DN,=ZM(9=:?
WJ(W'O6:]U[U7>[]ZI(M#7-S[TW[5[UB->>],-[[U5AF]]]Z/M/O6#]M]Z47OO1RB-[[3[THN?>L(7G MO3A>>]*P&Z+CWIXN/>L);OWJ9;KWI6$;:S^]2K+6,ESGO5A)\]ZFP&LLE2*] M9R2U923-
2T!=#4\&JR-4RFIL!*#2TT4ZI ****0A:#10: $HHHI""BBB@ HH MHH&%%%%, HHHH **** "BBB@ ---.-,-,!":C+4K&H6;%4 XOBHVDJ)Y*@>7 M%4D,L-+4;3^]4WG]ZKO<^]4D!H&?
WIAN/>LQKKWJ)KOWJK#-8W/O33<^]8S7 M?O3#>>]5R@;?VGWH^T^]8)O/>C[;[T<+GWK!%Y[T\7GO2Y1&\+CW MIXG]ZPUN_>I5N?>I: VQ-
[U(LM8Z7'O5A)_>H:$:BR5(KUGI+5A)*AH"X&IX M-5U:I5-(1,*6FK3J0"T444@ TE*:0]* $--)H)IA-4 %J87IK-4+O3&2-)4; M2U \M5WF]ZI("VTU1F?WJB]Q[U7:Y]ZM(9IFX]Z8;CWK*:Z]ZB-W[U5@-C[3
M[T?:?>L0WGO2?;/>GR@;GVGWH^T^]8?VSWH^V>]/E W/M/O1]I]ZP_MGO1]L]Z.49N?:?>D^T^]8GVSWI/MGO1R@;GVGWH^T^ M]8?
VSWI/MGO1R@;OVGWH^TCUK"^V^]'VWWHY0-W[2/6C[2/6L'[;[T?;?>CE M WOM(]:/M(]:POMOO1]M]Z?*!N_:1ZT?:1ZUA?;?>C[;[TM'VD>M87VWWH^V^]'*!N_:1ZT?:1ZUA?;?>C[;[TN4#
M=^TCUH^T^]87VWWI/MOO1R@;OVGWH^U>]87VWWH^V^]'*!N_:O>C[5[UA?;? M>C[;[TD^U#UK"^V>](;WWHY0-[[4/ M6D^U#UK!^V^])]M]Z7*%C?\ M0]:7[5[US_VWWI1>^]+E$=
+GWIPN?>L 7O MO4BWGO4M ;PN/>GB?WK#6[]ZG2Y]ZEH1M+-[U(LF:R4N/>K*3>2T(TE>I U M44DS5A'J0+(-/%1*],-S[UE/=>]0M=^]4D!M?:?>D^T^]8AO/>D^ MV>]7RC-
S[3[T&Y]ZPOMGOO;SWI\H&Y]I]Z3[5[UA_;/>D^V>]/E WOM/O3A< M^]8(O/>G"\]Z7*!O"Y]Z>+CWK!6[]ZE6>L[]Z3B!NK/[U*LWO6&EU[U82YSWJ& MA&RLM2K)64D_O5E)IU:H:$34M-%.J!!1110
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
>L3[9[TGVSWIV W1<^]/%Q[U@B\]ZD6[]Z+ ;JS^]2K-[UB M)<^]68[C/>I: UUEJ57K,CF]ZLI)FH: OJU/!JLC584U+ D%.IHZ4ZH$%!HH M- #33":>W2H6--#
M4328IKOBJ[RXJT@)6EJ)IO>JLDWO59[C'>K2 OM<>]1 MFY'K66]U[U]Y[U5@-@W/O33=>]8;7OO3#>^]/E&;WVKWH^U>]<_]N]Z/MWO M3Y0.@^U>]*+KWKGA?>]).%[[TE^U>]8 O?
>E^V^]'*,WOM-'VKWK! M^V^]+]L]Z?*!N_:O>C[5[U@_;?>C[;[T]87VSWH^V>]'*!N_:O>C[5[UA?;/>C[9[T]87VSWI/MOO1R@;WVKWH^U>]87VWWH^V^]'*!O?:O>C[5[MU@_;?>C[;
[TC[3[UA?;?>C[;[T]'*!N?:?>C[3[UB?;/>C[9[TD^V>]'*!M_:?>C[M3[UA_;/>C[9[TL(7GO3A>>]'* M!NBX]Z>+CWK"6[]ZF2Z]ZEH1MK-[U(LM8Z7&>]6$GSWJ6@-59*E5\UG)+FK* M/4-"+@-
/!J!&S4RU+ ?0:**0#33":HV MGQWJI)/[U5>Y]ZM(#1-Q[TPW'O64UU[U$UW[U=@-C[3[TGVGWK%-Y[TTWGO1 MR@;?VGWI/M(]:P_MGO2?;/>GRC-[[3[THN?>L$7GO3Q>>]*PC=%Q[T\7'O6&
MMW[U*MU[TK ;8G]ZD6:L=;CWJ=)Z5@-59*D5ZSDFJPDE2T(NAJD!JJKU,K5+ M0$P-.%1@U(*D!:6DI:D04444)1110 4444 %%%% !1110 4444 %%%% !11 M10 M%%% !1110
AIA-.-1,::&!:HV>FN]5WDJTADS2U$TWO55YL=ZKO<8[U: M0%XS^]1FX]ZS7N?>H6N_>JL,UC<>],-S[UD&[]ZC-W[T^4#:^T^])]I]ZQ#> M>])]L]Z?*!N?:?>C[3[UA_;/>C[9[T^4#
<^T^]'VGWK#^V>]'VSWHY0-S[3[MT?:?>L+[9[THO/>CE WA<^].%Q[UA"\]Z>MW[U/*(W1<>]2K/[UAK=>]3I<^ M]*P&RLU2K)62D_O5A)O>I:$:2O4@:J*29J='J&@+(-.%1*:D!J6 ZEH%%2(*
M2EI*0!24M)3 *44E** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBEH M !1110 4444 %1L:D-
0N::&1.U59'J65\50FDQ6B0QDTN*H33^]%Q-C/-9=Q M<8SS6J0R6:Y]ZSYKOWJK<777FLN>\Z\UJD!H2WN.]4Y+[WK)FO?>J$M][U7* M!N/?^]0MJ'O7//?^]0-?^]5RC.E_M#_:H^W^]C[?[TC[?[TC[?
[TC[M?[TC[?[TN8^W^]'V_WI\H6.G^W M^]'V_P!ZYC[?[T?;_>CE"QT_V_WH^W^]N8^W M^]'V_P!Z.4+'3_;_ 'H^W^]CE M Z?[?[T?;_>N8^W^]'V_WHY0.G^W^]'V_P!ZYC[?[T?;_>CE Z?[?[T?;_\
M:KF/M_O1]O\ >CE Z?[?[T?;_>N8^W>]'V_WHY16.G^W^]'V_P!ZYC[?[T?; M_>GRA8Z?[?[T?;_>N8^W^]'V_P!Z.4+'3_;_ 'H^W^]CE"QT_V_P#VJ^U7,?;_>C[?[TCE Z?[?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E(:6FM30QI-1,V*J2 MM-CO49N/>L]
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
'HY0.G^W^]'V_WKF/M_O1]O]Z.4#I_M_O2?;_>N8^W^ M]'V_WHY1G3_;_>F_;_>N9-_[TPW_+T]N2%_[U+'?]\]:GE [.*^SWK0@O,XYKBX+W/>M2VN\XYJ&&&@.
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?
4E+10 E%%% M!1110 4444 %%%% !1110 4444 %+24M !1110 E--.IC&F@&DTPM2,:A=ZH M8YGJ-I:A>2J[S8[U20%EIO>HS/[U1>XQWJN]S[U20&D;CWIIN?>LAKKWJ,W? MO56 VOM/O2?:?

M(&S)>^]5GOO>L22^]ZJR7W^U5C[?[TN16_]ZG2^]Z7 M*!UZ7WO5E+WWKD([[WJW'?>]+E$=;'>^]6H[SWKDXKWWJY%>^]2X@=7'=^]6
MX[GWKEXKSWJ[%=^]2X@=+'<>]6DG]ZYZ*Z]ZNQ7/O4.(&XDM3K)61'/[U:CF M]ZAQ TU>I5-44ES5A'K-Q LBBF*U/S4$A1112 **** "BBB@ HHHH **** $ MHI:2@!IJ%S4K57D-6AD,C8JE-
)BIIGQFLVXDQFM$AC)I\9YK/FN<=Z;<3XSS M63<7.,\UHD,LRW?O5.2]]ZSI[O'>LZ6]]ZM(#9>^]ZC-_P"]<])?>]0F_P#> MJY1G3?;_'IPO_>N6%_[TX7_+T^4#J1?>]2+?>]N5CO?
>K<5Y[U+0'5177O5V*XSCFN8ANL]ZT8+C...:EH1TD4U78I,U@P3 M9QS6E!)TJ&@-B-ZL(:SX7SBKL;5#0BT#3Q42FI!6; 6BEI,5(A:#110 E%*: M2D 4444 %%%% !1113 ***44)12T4)12T4
)3&I]1O30$+FJTCU-(:I2O5 MH9'+)BJ4LWO2S28K.GF]ZM("26X]ZIR77O5:>XQGFLZ:Z]ZT2&:#W?O4#WGO M61+=^]59+WWK1(9MM>^]0M?>]8+WOO4#7WO5*(SHC?
>]))O]ZYDW_O2"_P#> MJY0.J6^]ZE2]]ZY1;[WJ=+[WJ7$#JTO/>K$=W[URT=[[UH:$=1'=9[U MN9ANO>M"&XSWK-H1T44V>]7(Y.E8<$V<\]Z@:] M]ZQI+SWJL][[U:0S=-[[TW[=[USK7WO3?
MWO5\H'2?;O>C[=[US7V[WH^W>] M/E Z;[=[T?;O>N:^W>]+]N_VJ.4#I?MWO1]N]ZYK[=[T?;O>GR@=)]N]Z/MW MO7-F^]Z0WWO1R@=)]N]Z3[=[US1OO>D^W>]'*!TOV[WI/M_O7-
?;O>D^W>]' M*!TWV_WH^W^]C[=[TC[?[US M/V[WH^W>]'*!TWV_WH^W^]C[=[TC[?[US/V[WH^W>]'*!TWV_WH^W^]C[=[TC[?\ [5]3)>^]H:$=7'>>]6XKKWKE(KSWK0A
MNL]ZS:).HBN<]ZO13Y[US<%QG'-:<$V<E5(CFK:5+ <*6BBH)$-5Y#BISTJM,:J)2*DSXS6?-+CO5BX?&:R;F7&>: MT2&-FN.O-9\UUCO45S<8SS63<76,\U:0%Z2\]ZKO>^]8\UY[U3DOO>M$AF^;
M[WI/MWO7-F^]Z;]N]ZT40.E^W>]!OO>N:^W>](;[WJ^4=CI#?>]'V[WKF3?> M])]N]Z?*%CJ!?>]/%][URPOO>I%OO>ER@=2M][U.E[[URBWWO5B.]]ZEQ ZR M.\SWJY%=>]^]:$%WTYK-
Q$=3%<9[U>BFSWKFH+K/>M."XSWK-H1T$4F: MMQO6-!-G'-:,,E0T(T%-257C:IP:R:$Q:***D04444)112T)1110 4444 M%%%%(HHHH ***6F E+110 4444)43FI3TJ!S30R%VJK(]32M5&9\5:
CEE M]ZI2SX[T3RXSS6;//C/-:) 2RW/O5*2[]ZJ3W/O6;-=X[U:0S3>\QWJ!KWWK M%DO/>JSWOO5I = ;[WI/MWO7-F^]Z;]N]ZJP'4"^]ZF2]]ZY5;[WJS%>^]%@ M.LBN\]ZNQ7.<?..:U+>7.*S: VX
MGS5N,YK,@?-;,)K)B+0Z4M(*6LQ!1110 Q^E5I&Q5B3I5.9JI#()7JE++CO4 MDSXS6;/+C-:))-/CO5":ZQWJ.XGQGFLJ>YQGFM4AER6[QWJI)>X[UF3W?7F ML^6]]ZM(#:>_]ZA:_P#>N?
DOO>J[7_O56&=*=0_VJ/[0_P!JN6-_[T?;_P#: MI\H'5#4/>GB_]ZY07_| M4];_P!Z?*,ZL7_O2_;_'KEQ?\ O3A?>]'*!T_V M_P!Z/M_O7,?;O>C[=[TC[=[TCE Z?[?_+5'V_| VJYC[=[T?;O>CE$=/]O_-JC[?\
[5"D^W^]/E Z?[?[T?;_>N8^W^]'V[WHY0.H^W_P"U M1]O]ZYC[=[T?;O>CE Z?[?[TOV_WKF/MWO2B^]Z.4#I_MWO2_;O>N8%][THO MO>CE Z?[=[TOV[WKF1?>]*+
[_:HY0.F^W>]+]N]ZYD7W^U3OMWO1R@=)]N]Z M7[;[US7V[WI?MWO1R@='\]N]Z3[=[USGV[WI/MWO1R@=)]N]Z3[=[US?V[_:I M/MW^U1R@=+]N_P!JC[=_M5S7V[_:H^W>]+E
Z47W^U3A>^]62J,TV,\U+/)C-9=Q-C/-:))-<8[U1ENL=Z@N+C&>:S)][KWK5(9?DO/>J[M7OO61+>>]5'O?>M%$#=-][TPWWO7/-?>]1F^]Z?*!T9OO]JD^W>]]6XKCWKFHKK..:T(;CWI-
".ABF]ZN1RYK"AFZ?'>M$AC MI;C'>J4MUCO5>>YQGFLR:[QWK5(9?DN_>J[WGO63+>>]4Y+WWK11&;;7OO49 MO?>L![[WJ)K[WJN4#H3?>]-^W>]]+]N]ZYG[=[TOV M[_:JN41TOV[WI/MWO7-
;O\ :I#?>]'*!TGV[:I1?>]N9 MANO>M*"XSCFH:$=!%+5N.2L6&;WK0ADS630C41JF4U3B>K2&LV!,.E+2#I2U M(@I*6B@!**6DH **** "BBBD 4444 %%%%, HHHH **** "BBB@ HHHH *** M*
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I:2E MH **** "BBB@!&Z56E:IW/%4YFJDAE:9^M9MQ+C-6KA^M9%S+UK:*&5;F;&> M:QKJXZ\U8NYNO-
85W<=>:VBAD=U<]>:Q[F[Z\T7=QUYK$N;GKS6R0R:>[Z\U MG2WG7FJD]SSUK.FN>O-6D,T)+SWJNUY[UE27/O5=KD^M7R@;/VSWH^V>]8?V MGWI1%Y[TX7GO6"+CWIXN?>GRC-
S[9[TOVSWK#^TGUI?M/O3Y0-S[M9[T?;/>L/[3[TOVCWHY0-O[9[T?;/>L3[1[T?:/>CE&;?VSWH^V>]8GV@^M' MV@^M'*!M_;/>C[9[UB?:?>D^T^]+E"QN?;/>C[9[UA_:?>C[3[TL/[3[T?:?
>CE"QN?;/>C[9[UA_:?>C[3[TL3[3[T?:? M>CE"QM_;/>C[9[UB?:?>C[3[TL3[3[T?:?>CE"QM_;/>C[9 M[UB?:?>C[3[TL3[3[T?:?>CE"QM_;/>C[9[UB?:?>C[3[T< MH6-O[9[T?;/>L3[3[T?:?
>CE"QM_;/>C[9[UB?:?>C[3[TL M3[0?6C[3[T^4#;^V>]'VSWK#^T^]'VGWHY0L;GVSWH^V>]8?VGWH^T^]'*%C M<^V>]'VSWK#^T^]'VGWHY0L;GVSWH^V>]8?
VGWH^T^]'*%C<^V>]'VSWK$^T M^]'VCWHY0-O[9[T?;/>L3[1[T?:/>CE V_MGO1]L]ZQ/M'O1]H]Z.4#;^V>] M'VSWK$^T>]'VCWHY0-O[9[T?;/>L3[1[T?:/>CE$;?VSWH^V>]8GVCWH^T>]
M'*%C;^V>]'VSWK$^T>]'VCWHY0L;?VSWH^V>]8GVCWH^T>]'*%C;^V>]'VSW MK$^T>]'VCWHY0L;?VSWH^V>]8GVCWH^T>]'*!M_;/>C[9[UB?:/>C[1[T]'VSWK$^T>]'VCWHY0-
O[9[T?;/>L3[1[T?:/>CE V_MGO1]L]ZQ/M'O M1]I]Z.41M_;/>C[9[UB?:3ZT?:?>ER@;?VSWH^V>]8?VGWH^T^]'*(W/MGO1 M]L]ZP_M/O1]I]Z.4#<^V>])]L]ZQ/M/O1]I/K1RC-
O[9[T?;/>L3[3[TGVCW MI\H&V;SWIAO/>L8W/O3#<^]+E V3>>]--Y[UBFY]Z8;GWJ'$EFZ+SWJ:*\]Z MYT7/O4T5SSUJ; CK;>[ZM4@,BX[UDW)ZUL7"]:R;E>M:
(9C7+=:RKA^M:URO6LBY4\UHBC,GD MK.FE([U>N%/-9<^>:T2&023'UJNUQ[TV8FJL9K@^M1FYQWIV)9O"]]Z>MY[USWVGWIZW7O0D".GCO/>KD5Y M[URT=U[U>AN?
>G89UD%WTYK5M[G..:Y&WN.G-;%K/TYJ6A'76MQG'-;5K-G' M-E:$59," MT*6D7I2UB2%%%% !1112 *,444)1113 **** "BBB@ HHHH **** "BBB@ MHHHH ****0!1110 4444 %%%% !2TE+3 ****
"BBDH 6DS2$U&ST[#'EJB9 MZ8\E5I)L5HHC)7EQ5:2;WJ"6?'>J4US[UJD!8EN/>J4MS[U4FNNO-9\UW[UH MHC+DUU[U0FN_>J,]Y[UG37GO5J(S0FN_>J,MY[UFS7GO5&6\]ZM1 TI;SWJE
M+>>]9DMY[U2EN_>J41FG+>>]4Y+SWK,EN_>J>]9+W7O5 M=[KWIV UWO/>H6O/>LAKGWJ)KGWIV V#>>],-Y[UCFX]Z;]H/K18#8^U^])] MK]ZR///K2>>?6G8#8-
W[TGVOWK(\|^M'GFBP&O\ ;_>C[7[UD>>?6CSSZT6 MU_M?O1]K]ZQ_//K1YY]:5@-H7GO3Q>>]87VBG"X]Z+ ;ZWGO4JWGO7/"X]ZD M6Y]Z5@.D2\]ZLQWGO7,I=>]6$NO>BP'41WGO5N.]]ZY6.
[]ZM1W?O2Y0.LBO M/>KD5Y[UR<5W[UER@=;%>>]7HKSWKD8KSWJ]%>>]2X@==%=^]78KOIS M7)17GO5^*\]ZAQ$=7%=>]78KGWKE8KSWJ]#>>]0X@=1'<>]6XY_>N;AN_>KT
M5U[UFT(Z!)?>IEDK&BN/>K<<^>]9M :8;-/!JDDM3+)6;0K%BBHP].#5!(ZB MDS2T %%%% !1110 4444 %12=*EJ&7I30T49SUK)N7ZUI7!ZUBW;XS6J*,VZ MEQFL2ZGQGFKUY)UKG[R;&:U2
KW-SC/-94]WR>:2[GQGFL:XN>O-:I 6I;SW MJLUY[UF37/7FJK77/6M4AFR;WWIIO?>L,W7O3#=>]6D,W?MOO3A>^]<_]]Z M477O3L!TL=Y[U;BO/>N6CNN>M7H;GIS2: ZN&ZSWK1@N>G-
M$@)9)O>JDL_O5>6X]ZH377O6J0RU+<^] M49KKWJG-=]>:SYKOKS6BB,NS77O6?-=]>:HS7GO6=->=>:T41E^:\]ZH2WGO M6?->>]9\UY[U:B,TI;SWJG+>>]9K41FK)>^]5)+WWK*DN_>JLE
MU[T^4#5>\]Z@:\]ZR'NO>H&NCZT["-AKSWJ)KSWK(-S[U&;CWHL!L&\]Z:;O MWK'-Q[TGG^]%@-C[7[T?:_>L;S_>E_WHL!L?:_>C[7[UC^?[T>>:+ ;(N_>
MG"\]ZQ//-.$_O18#;%Y[U(MY[UA"X]Z<+CWHL(Z%;SWJ=+SWKFUN?>ITNO>B MP'31WGO5N.]]ZY9+KWJU'=^]38#JXKSIS5V*\]ZY**[ZE8#KX;SWK M0AO/>N/AO/>M"&\]ZAQ ["&[ZN1@O.G-
:$-Y[U+B(ZV*Y]ZNQ7'O7 M+0W?O6A#=^]0X@=-%/[ULJ*;/>K<R]:YZ\GQGFM4AD-S==> M:R9[OWIEU<=>:Q[BYY/-:)#+DE[[U ;WWK(ENN>M5S=>]78#>%[[T];WWKG1
M=>]/6Z]Z=AG1K>>]3)>>]VGZF/6LNX;K6B&4;B3 M&:R;F7KS5VZ?K6+=2XS6B0%:YGQGFLN>YZ\TZZFZUCW,_7FMDADDUU[U2EN_M>J<]Q[U0EN?>M4AFA)>>]5GO?>LN2Z]ZJO=>]:)#-
AKWWI!>^]8+77O2"Z]Z M=@.C2]]ZM1WGO7+I=>]6HKKIS2: ZJ*[]ZOPW7O7*PW/3FM*"XZ7I6M;R=*YRUESBMFV?I6+0C=A?I5^(U ME6[=*TH363$:$9J:H(JG]&(****0!36Z4ZFMTH
@JJ$MS[UHD,U&O/>F&\]ZQ6NO>HS=>]6H@;O MVSWI?MGO6!]J]Z/M7O5E^U'UI\HS?^V>]'VSWK!^U> M]'VKWHY1&\;SWIIO/>L,W7O2&Z]Z5@-PWGO33>>]8ANO>FFZ]Z+ ;AO/>C[9
M[UA&Z]Z/M7O18#<^V>]'VSWK"^U>] NO>BP&]]L]Z/MGO6%]J]Z/M7O18#=^ MV>]'VSWK"^U>]'VKWHL!N_;/>C[9[UA?:O>C[5[T6 W?MGO1]L]ZPOM7O1]J M]Z+#-
W[9[TGVSWK#^U>]'VKWHL!N?;/>C[9[UA_:O>C[5[T6 W/MGO1]L]ZP M_M/O1]I]Z5@-S[9[T?;/>L/[3[T?:?>G8#=^V>]'VSWK"^U>]'VKWHL!N&\] MZ:;SWK$-U[TPW7O189M&]]Z:;WWK#-
U[TPW1]:+ ;_VWWIZWOO7.BZ]ZD6Z] MZAH1TJ7GO5N*[]ZY>.Z]ZN0W/O6;0CJH;KIS6I;W/3FN3@N.G-:]K/TYK-HD MZNVGZE:$?2H8$E%%%02(W2J5P:NMTJA:H27GO52XN>3S6;+=>]:I#-5
MKWWIOVSWK#:ZYZTW[5[UJD,W?MGO2&]]ZPOM7O2&Z]ZM1&;AO?>C[;[UA&Z] MZ3[5[U7*!T O?>I%O/>N=%U[T];KWI.('2I>]6([SWKF$NO>K,=W[U#B(ZR M&\]ZTK>
[ZE:$:HR77O6B0S6:\]Z;] ML]ZPVNO>F_:O>]L!T27G/6K<-W[URZ77/6KL%S[T6 ZZWNN1S6Q:W&<:U2 M MRWGO55[SWK-EN>3S51[GWJK#-@WOO2?;?
>L(W)]:3[5[U5AG0+>^]2K>>]C[9[UA?:?>E^T^]%@-O[9 M[T?;/>L/[3[T?:?>BPS<^V>]'VSWK#^T^]'VGWHL(W/MGO1]L]ZP_M/O1]I] MZ+ ;GVSWH^V>]8?VGWH^T^]%@-S[9[T?;/>L/[3[T?:?
>BP&Y]L]Z0WGO6'] MI]Z/M/O18#<^V>]'VSWK#^T^]'VGWHL!N?;/>C[9[UA_:?>C[3[T6 W?MGO0 M+SWK#^T^]*+CWHL!N"\]Z47GO6&+CWI1<>]%@-P7GO3A>>]88N/>E%P?6G8#
M<%Y[THO/>L,7/O2_:?>CE&;OVSWI?MGO6%]I]Z7[3[TC[5[T^4#<^V>]--Y[UAFZ]Z0W7O1R@;GVSWH^V^]8)NO>C[5[TI$NO>DT!T\5YTYK0@NNG-YZG-:UM/G'-
MVK2BZ5DVS=*U8>E9,1/12T5D20R]*SYSUK0EZ5F7)ZU:*,VY?K6 M+=2XS6E=OC-8-Y)UK:*&4+J?&>:Q;FYQGFK%Y-UK"NI^O-;Q0Q9KKKS5&2[]
MZJ7%QUYK.EN>3S6J0S4>\]ZB:\]ZQWNO>H6NO>JL!M&]]Z3[;[UA&Z]Z;]JY MZTK ="M[[U8CO/>N96Z]ZL1W7O2L(ZF*[]ZOPW6>]#6?.]7)FZUEW+]:T2**5S+UK'NI\9Y
MJY=RXS6#=S8SS6T4,@N;C&>:R+BZZ\TMW<=>:Q+FYZ\ULD,GFN_>J,EY[U1G MNO>L^6ZZ\UJD,U7O/>H6O?>L=[OWJ!KKWJU$#;-Y[TW[;[UAFZ]Z;]]Z?*, MWOMOO2_;/>N?
^U>]+]]ZKE$;_VSWIIO?>L+[5[TANO>CE W?MOO3A>>]<_] MK]Z477O4\H'2)>>]68[SWKF$NO>K,=U[U+0CJHKOWK0@N_>N2ANN>M:=O<^] M0T!UUO<].:UK>XZ;IS6K;R9Q7-
6LW3FMFVEZ5C M)"-V%^E7HS65_2M&%JR:$75Z4ZF)TI]9B"BBB@ HQ110 E%*:2D(**** "B MBB@ HHHH&%%%%, HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH ****
"BBB@ HHHH **** "EI*6@ HHHH *0T&FL:: CD/%49WZU: ME;BLZX?@UI%%%&YDZUBWM8ES)UK9(97GFZ\UGRS=>:DF>]$C9-:) #RDU M"6)H---,EL7=2[J92BFA7'AJ=O-
1BG"J128_>:7>:915#N/WFC>:913'?6HZ*07'[S1O-,HI!:910%Q^\T;S3** N/WFC>?6FT4#N.WGUHWGUIM M% 7';SZT;SZTVB@+CMY]:-Y]:;10%QV\T;S3:2@5Q^\T;S3** N/WFC>:910
M%Q^\T;S3** N/WFC>:910%Q^\T;S3**87'[S1O-,HH"X_>:-YIE% 7'[S1O- M,HH"X_>:-YIE% 7'[S1O-,HH"X_>:-YIE%(+C]YHWFF44!:910%Q^\TF\TVDH"XXL M::6HIIJ6)L"U,+4&FFLV9N0X-4L;X-
0"I%J45%FO:RE=!8GI M2DBSK+!^E=18-TKDM//2NJT_H*PDA'461Z5OVIZ5SUEVK?M>@K&0C8A/%74Z M51@Z5=CZ5@Q$ZT\4Q:>*S8@HHHI""BBB@ HHHH *2EI* "BBBD 4444P"BBB M@
HHHH **** "@T4&@!**** "BBB@ I:2EH **** "BBB@ HHHH *#10: $H MHHH **** "EI*6@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BEHH 2BEHH 2BBB@ HHHH
M&%%%% !1110 4444 HHHH$%%%% "T444 %%%% !1110 4UJ=2&@"%A4#BK+ M"H76F!0E6J,Z5J2)526.J0&'<1]:R[B+K70S0Y[5G3P>U:)E',W,/7BLBY@]
MJZNXMNO%95Q:]>*UB,Y*XAZ\5DW$/7BNMN;3KQ61+K6=,A%=+ M<6IYXK*N+8\|5HAF#*#5*4D5L3P'GBLR>(C-4@*#$U&34KJ0:A(I,SD+NI0U M,H%),A,LI(0:NPR^]9JU9A:M$:IW-
ZVEZ5MVDG2N;MFZ5N6;=*EH9T]F_2NB MLFZ5R]D>E='9'I630CI;-NE;UJ>E<_9]JWK3M6,@-JW/2M*&LRWZ"M.&L)"+ M2]*6D7I2UB2PHHHH ****0!1110 E%%%, HHHH **** "BBB@ HHHH
**** M"BBB@ HHHI %%%% !1110 4444 %+24M, HHHH *:32DU$S4TAB,U0/)BB1\ M53EEQ5I#'238[U2FGQWJ.:?'>LV>YQWK6* FFN>O-9T]UUYJO<7?O65<7G7F MM4AEN>
[Z\UFSWGO5&XO.O-9D][[UJD,OSWGO6;->>]49[SWK/FN_>M$AE^6\ M]ZHRW?O5"6Z]ZIR7/O56 O2W7O522Z]ZI27'O59YR>]589;DN/>JKS^]5WE] MZA:3-58"=Y_>H6FJ%FIA-%@)3+3#
(:9S1M-%@%WFC?2;#2A#3$&XTNXTHC-* M(S0 W<:,T_RSZ4OE&@"/)I-QJ3RC1Y9H C+&F[JD,9I#&: &[C1O-+Y9I-AI M6 4/3Q)46TT8-%AEE9?>IDF]ZHC-/5C18#22<^M64N/>LA7J99<46
VH[GWJ MW'=>]8"38[U82?WI6 Z.*Z]ZNQ7?O7,QW/O5J.Z]ZEH1U,5Y[U=BO?>N3CN\ M=ZMQWGO4M =?#>^]:$-[[UQD5[[UH0WO3FLV@.SAO/>M&&[ZBN>G-E35#-TIK<
M:,NY/6L&\;K6Y='@U@7IZULBC OGZUS=[)UK>OFZUS-\W6MH@8UY+R:P[F;K M6E>OR:P:I^36\4,KS3=>:J//[TDS]:IN]:I#)S.?6FF;WJH7II:T2 GGNNO-9 MD]WUYJK<7G7FLJXO.O-
;)#+D]YUYK.GO.O-4)[WKS6;->]>:U2&:$UY[UGS7 M?O5"6\]ZHRW7O6B0R[-=^]49;KWJG+<^]4Y+C/>K2&6Y;KWJI)<^]5)) _>JS MS$]ZI("T]Q[U7>?WJNTA]:B+FG89.TWO41E-1$FDHL(D,AI-
],P:7::5A"[J M-U*$-.$9HL S-+FGB,TOEGTHL S-)DU)Y9]*/*-%AD>XT;C3_+--*&G80F\T MOF&D*&F[318"42&I%F-5N:4$T6 O).?6K"7'O66&-2K)4V V([GWJY%='UK! M27WJQ'/[TK
='#=>]7X;OWKF(KCWJY%<^]*P'5PWGO6A#>>]\ZZ]ZU(+CIS6+0C?CES5I'K'AFSWJ]'+FLFA%\-3@:K(] M3*U181)12 TM(HHHH ****
"@T4&@")ZI3GBKKU1GZ&M8E&5='K6!>MUK2]:Q+F;D\UHWK\FL&Y?DU MJD,AEGYZU6_O4GK-[U1#4X,:=@3-%9O>IXYO>LQ7J>-Z3 M0S8AF]ZT[:;I6!"]:EL_2H:
Z2UEZ5O6E8]J>E:T':LF(T(ZF6H(ZG'2L) .%+24M9DA11 M12 **** $HHHH **** "BC-%, I124M !1110 4444 %02U/4$M-#1GSFLJY
M/6M2X[UD71ZUJAF1=MUK"NWZUL79ZU@7C=:UB,R+N3K6)=2]:T[QNM85T_6M MXH92N)JS9IO>IKA^M9LS]:V2&-EF]ZJ//[TV62JCR5JD,G:?WIHGJJ7-)N- MKFBD_O5J*?I6.K\U;B>BP&]!-
TYK3MYNG-<__2M6V?I630'1VLO2MNTDZ5S M5J_2MVS;I6,D(Z6T?I6Y:MTKG;-NE;MH>E82)-ZV/2M2]*R+8]*UK?M6+$: M4-6*K159K-@%%%%(04UNE.IK]*$!6DJG*:N252EK1%%"
<\&LFY;K6G<'K61= M'K6L0,FZ?K6)=OUK6NSUK"NVZUM%#,JZDZUC7,O6M&[;K6)=/UK9(94GF]ZS MI9O>I;A^M9TKUJD,<_O41G]ZKO)S41DK1(9=\^CSSZU1\RE\RJL,O>>?6E$
MY]:H^92^918"]YY]:7SO>J(>G!Z5@+GG4GG55WT;J+ 63-2&:J^ZDS18"QYU M'G57S1FBPB?SJ7S:K4O-%@+'FT>;5?)I,FE8"SYM'FU6R:,T 6?-I/-JODT9 M- %GS:3S:KY-
&30!8\WWH\TU7R:,FD!8\TT>::KY-&30,L>::/--5\FC- %C MS32^34BDU+0&C'+[U=AEZ5E1D\5>@-9,DV[:7D5LVLG2N>MB>*V[
M0]*R8CH[1^E;]F_2N;L^U=!9]JQ8CHK1NE;5L>E85IVKU9L#9M^U:,?2L MVV[5I1]*B0F24445F2(W2LZZZ&M%NE9MWT-:0+1@WIZUS5_6NBOCUKF+]NM M;I#.>OY.MR]:W-
0;K7,7S\FM8H9F74W7FLN:?GK5BZ?DUE32?1YQJEOHWFM$@+9F]Z3SJJ[C2;C56&71-[T\3GUJA MO-.#TF@-)9_>K"7'O60)*F26LVA&[#<>]:=O<].:YF*;WK1MY^G-9M".MM;G MIS6Y:7/3FN-
M;CIS6W:7/3FLFA':6EQTYKM+GIS6;0CKK M:;IS6G#+TKF;6XZL&B660:6F*:?4$A111 M0 4E+12 2DI:* $I:2EH ****!!2TE+0,****8!1110 C=*J35;;I5.:JB,S
MK@]:R+INM:MP>M8UT>M:H9CW;]:P;Q^M;-X>M<_>MUK5 8]Y)UK"NI>M:EXW M6L&[?K6R0RE/-UK/DF]ZDN'Y-9\KUJD,D:?WIGG^]56>F;ZJP&DDW/6K\$W3 MFL-'YJ_;OTIV Z6TEY'-
;]E+TKE;1^170V+]*SD@.LL9.E=%9-TKEK%NE=)8 MGI7/(1TMF>!6Y:GI6!9GI6]:]JYI"-(=**0=*6LB0HHHH BFZ5EW)ZUJ3=*R MKGO51&8]T>#6%>-UKN>O,\UO$9C74G6L: MXDZUJ7?
>L:XSS6J&4II3DU3DEJ>8')JE)FK0"-*:;YOO4;9IM4,LK*:E64U4 M7-2KFF,MK*:>)?>JPS3QFBP$_F^]'F^]0\T;[T>;4'-'-%@)_-H\VH M.:.:+ 3^;1YM0]5-]-+FBP%LSTTSU4, ME-
,GO18"YY])Y]4O,]Z3S*+ 7?/]Z3S_'JD9*3S*5@+PG]ZE2?WK,$E2I)S M4M ;4,_3FM.VFY'-<]"_(K5MGY%9M".GM)>G-;]G)TKE;-^E=#9-TK)H1U5F M_2N@LVZ5S-
D>E=%9'I6$B3HK0\"M>#H*QK3M6U!T%82$6****R)()NE95T>M M:L_2LBZ[UHBC$O&ZUSM_6M^\/6N;OFZUO$9@WLG6N>NY>M;-\W6NY?DUF3/UK9(8KSGUJ%ISZU [U
SFJL!:,_O3?/YZU4+FF[S M2L(OK/[U9BF]ZR5>K,4E*P&[!-[UJ6\W3FN?@>M2V?I4- =%;2]*VK63I7-V MK]*W+1NE2T(Z.T?I6W:MTKGK1NE;MH>E920C=MVZ5JP&L>V/2M:]*PD(T8J
MMI5.&KB5BQ$U%%%0(**** "DI:2D 4444 %%%%, HHHH **** %HHHH **** M "BBB@ IC'BGU[<4TAE:X;K6/=/UK1N'X-8MW)UK:*&9=Y)UKGKV;K6K>R
M]:YR^EZ\UO%#,R\GZ\UA75QUYJ[>3=:P+N;KS6T4,BGN.O-9\MQSUIL\W7FJ M$DM;)%%A[CWJ%ISZU5:7WJ(R5:0%PS^]-_WJD9*3S#56 N^?[TOG^]4=YI=
M]589=||^M(9_>J6\TF\TK"+OG^]*)_>J&\THD-)H#32?WJU'/[UCK)5B.2H: M W89_>M.WGZ5SD,O/6M*WFZ*&9=T_6L:X;DUI7+=:R9SUK9(92 ME-4VZU:DJLPYK1(9&13<5)BDQ3L0T,Q2XIV*7%-
(+" 4N*2.KQ6HVCS3N!ER0 MY[53EM_:MMHJ@>#/:K3*.=FM>O%9T]IUXKJI+;/:J4MKUXK6+&<=<6?7BLFY MLNO%=M/9]>*R[BRZ\5NF!PMS9=>*Q[FSZ\5W=S9=>*QKJQZ\5JF,X:YM,9XK
M(N;7KQ7;W5EUXK$NK/KQ5)C..GM\$\52>,@UTMS:]>*RY[;VJA-&25HQ5EX2 M#3/+([4U9EOVK3AK&0BTO2E MI%Z4M8$L**** "BBB@ HHHI)1113 **** "BBB@ HHHH **** "BBB@ HHH MH
****0!1110 HHH%% !1110 4444P"D)HS36:F C-5>1\4Z1ZIS28K1(8R: M7%9T\^*?/-C/-95S<8SS6B0QMQ<8SS63: MR+F\Z\U#=7?7FL>YN^O-
:)#+%Q>=>:S9KOWJI/=>]9\MS[UJD,MS77O5*6YS MWJI)<>]5)) _>M$AEM[CWJN\V>]56ESWJ,R9IB+#2U"7S49;- YJABDYI.M." MYIZQYH&0[:<(ZLK#FIE@]J!%
(0T\0>U:"VWM4RVOM2N!F"W]J>+;VK66T]JE M6S]J+B,<6WM3Q:^U;2V?M3Q9>U%P,3[+[4?9?:MX67M2_8O:BX&!]E]J0VOM M6^;+VI#9>U*X'/FU]J:;7VKH#9>U--E[47 Y\VWM3#;^U;[6?
M436GM1<#", M'M49AK;>U]JA:V]J=QF08Z39BM)K?VJ%H<=J+@4\4HJ9H\5&5Q3 4-4BR5!T MHW4@+BS5,L^.]9P?%*):3 UUN?>ITNO>L03^]/6X]ZD1T45W[U?AO/>N5CN? M>KL-
UTYJ&@.N@O.G-:EO>=.:XV"ZZM8-T>M;M[U-8 M-UWK>(&7,>M4W/-6YJIO6R&1FBEI*L&)2BBBBPB6,\U?@/2J$?6K\'44VBC6 MMCTK9M3TK%MNU;5KVK*0C=M#TK>M.U8%IVK?L^U82)-
ZTZ"MNU[5B6G:MJU[M5SR$:]O6C%6?;UH15@Q%N.IQTJ".IQTK-@+1112$%%%% !1110 4444 %,+4 M,U0N]-(8.]599:))>M4)Y\=ZT2&$_6LNXN.O-+<7'7FL>YNNO-:J("W-UUY
MK'N;OKS3;JZZ\UB75WUYK51&2W-YUYK)N+SKS4%S=]>:R+B[Z\UHD,M3WG7F MLZ:[Z\U3FNNO-49;GWK1("])=>]5)+C/>J;W'O4#3>]:)#+4D^>]5WEJ!I:8 M7S5C'.^:B+4A-&,TQB=:-
N:>$J58\T 0!":<(LU;2#/:ITM_:@116&I1;^U: M*6OM5A+3VI7$90MO:GBV]JV%L\]JE%E[4K@8HM?:E^R^U;@LO:G?8O:E<#"^ MR^U(;7VK?^Q>U(;+VHN!SYM?:F&V]JZ$V?M436?
M3N!S[6_M4;0>U;SVGM4# MVOM3N!B&&F&.M9[;VJ!H,=J ,XK2U::+%1,F*0$8.*D5ZC(Q2 XH N)+5A)\ M=ZS0^*D$F*0&O'<>]6X[HCO6"LV*G2X]Z30'2PW?3FM&"[Z_[UO$9S=Z>M8-
T>M;U[WK!NNIK9(9F2=:C MJ1^M1U3(D IPIM.%"0(>M3(:A7K4\8ILLN0FM2V/2LN'K6I;=14,#;M#TK?L M^U<_:=JZ"S[5DP.ALCTKH+/M7:V7:N@L^U9L1NVO05KP=!61:]!6O!VK)B+\
M=6!5>.IUKGD(?2TE+69(4444@"BBBD E%%!H 2EI**8!2TE+3 **** %HHHH M **** "H)>E3U!+TIH:,VX[UD77>M>X[UD77>M4485YT-8%[WK?O.]<_>]ZV
MB,P+P]:P;L]:W;SO6#=]ZZ(@8]P>369.>M:5QWK,F[UO%%%"4U58U9EJLU:6
M!C#24II*1F.%683TJL*LPTRT:4!Z5JVQZ5DP=JU;;M6=ZWKOO6#>=ZWB,P;L]:P[H]:V[OO6)==ZVBBC(N#6;,>M:-QWK.FK9#*CF MH\T]ZCK1(84M(*6F N:4&FTHI@/%.%(HJ15J0$
IP6GJE2K'0!#LI=E65BJ0 M0^U("GY=+Y=7A![4X6_M0!G^51Y=:/V?VH^S^U(#.\LT>56C]G]J/L_M2N(S MO*H\JM'[/[4GV>BX&<8J/*]JT?L]'V?VI7 SO+]J/+K1^S^U'V?VHN!G>71Y M=:/V?
VH^S^U%P,[RZ/+K1^S^U'V?VHN!G>71Y=:/V?VH^S^U%P,[RZ7RZT/L M_M1]GHN,S_+-+Y=:'V?VH^S^U.X&:8J8T5:AM_:F&W]J+@9315&8ZU6M_:HS M;^U%P,
[RZD6*KHM_:GK;^U0P*\N7U]:Z M>^[UR^H=ZZ$4M=/J'\5365,>:U+KJ:RINM;Q0R ML3S10:*U0"TM(*6M$@"BC%+BJL,2BEI*+ +G%/5JCH!J&@+4;U>AEQBLM6JU M$]0T!O6TW3FMFUN.G-
G-;EK<=.:RDA'503<#FM"*2N>MI^!S6K!+G% M<[0C8C;-3@U0B>K:-FLVA-$M% HJ"0HHHH *2EI#2 **** "BBB@ I:2EH * M***8!1110 C=*IS=*N-TJG-
TJXC1EW/0UC77>MFXZ5C77>M4,P;SO7/7O>NA MO.]<]>]ZVB!SUZ>M<_=GK6_>]ZP+OO6T1F/<&LZ4\UH7'4UGR5JAE9C3,TYJ
M;5V&2H:OVYZ503K5^WZB@#:LSR*Z*Q/2N=L^HKHK'M6V],#$:'VIODU MKM:^U-^R^U.XS-6&I5AJ^+;VJ1;;VIW&4!#3Q%6B+;VIPMO:G<#-\FCR:T_L MWM1]F]J+@9?
E4>56G]F]J/LWM1<#,\JCR?:M/[-[4?9O:G<#,\GVH\GVK3^S M>U'V;VHN!F>3[4>3[5I_9O:C[-[4K@9GD^U'E5I_9O:C[-[47 S/*H\FM/[- M[4OV;VIW R_)H\FM3[+
[4OV;VHN!E^2:40UJ"U]J46OM0!F>32^36G]F]J/L MWM3&9GE4>56D;?VII@]J8&=Y=-*5?,-1-%5 4RM,(JTR5"RTP(#3#4K+49%5 M88PFFDTXTPT6 :33":<:918
S1FDHJ1!2445(@J5.M1@5+&.:3&7(.U:UKVK M+@7I6O:KTK-B-FSZBNBLNU8-FO2NBLEZ5C(1T%B.E=)9#I7/V2]*Z*R7I6$B M3?
M.U;,'05CV@Z5LP=!7/(1/11161)!/TK'NN];$_2L>Z[UI$I&!>]ZYJ_[U MTM[WKFK_+UT0*.9OCUKF[P]:Z.^[US=YU-=41F' MU7(ZIP]JN1UBQ$]%%%9DA1110 4444@ TE*:2@ HHHI@%%%%
!2TE+0 4444 M %%%% !244TFF C&J\K\4]VJG-)P:T2&5;F3K6'>2=:T;J7@UA7DO7FMHH9E M7TO6N:OI>M;%]+UKF[Z7K6T449%[+UK!NI.36G>2=:P[E^Q0RE._6J4CU- M,W-
4W;FM4AB%J;FD)HJT 44455@"BC%+BG8!*2EQ12L VBEHJ1"@X-3HU5Q4 MJFDQEZ)^:T().E9,;5>@>H: W[:3I6Y9R]*YBVDZ5MVDG(K)HDZRSEZ5T-G+ MTKDK.7I70V4O2L6A'5VDG2MNV?
I7,V*J2MQ6D1E2X;@UDW3\&M"X;K61=/P:VB,RKM^M M<_>2=:V+Q^M<_>/UK>*&8]X_6L&[?

K6M>/UK#NFZUM%%&9$P'2N:L.U=-8]JPD2='9]JWK4<"L*S[5NVO05SR)-6"KJ52AJZE82$3"GB MF"GBLF(****0@HHHH ****0"4444 %%%% !1110 4444P"BBB@ HHHH **** M "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBBD 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1113 **** "BBB@!:*2B@!:*2B@ HHHH ****!A1110 4444 %%%% !111 M0(**** "BBB@
HHHH 444"B@ HHHI %)BEHI@)BD*TZB@",I3#%4]%.X[E1X M<]JK205ID9J)X\U<9#,2:V]JSI[7KQ71R19JE-![5NI U9=Q:]>*T4AG#W5EUXK#N[/KQ7=W5IUXK#N[3KQ6B8S@[JTZ\5CW%KUXK
MMKNTZ\5AW5KR>*T3 Y.6WP>E5FAQVK?FM\'I5&2#VJK@9@CJ>-.:F,6.U.1. M:+C+%NO2MFT'(K+@7D5K6HY%)L1N6?:NBLNU<]9]JZ"S/2LF!T-GVK>M#P*P M+,]*WK0\"L9"-
JW[5IPUEVQZ5IPUC(1<7I2TU>E.K D**** "BBB@ HHHI) M1113 **** "BBB@ HHHH **** "BBB@ HHHH ****0!1110 HHH%% !1110 M4A-+32:8"$U"[4YFJM(]6D4,EDQ6?/+[U+-
+UK+N9NM;Q0$%S/UYK&NKCKS4 M]U/UYK"N[CKS6]0R*[N>O-8=W==>:DN[GKS6%=W/7FM$AC;JZZ\UCW%SUYHN M;CKS65//UYJT@'S7'O5&2?WJ.6:JCR5HD,F>:H&DS49;--
S5@/WTNZHZ*E1U+F YX6/M3OL/M71BQ]J=]A]J7,!S1L?:FFQ]JZ8V/M2&Q]J.8#F#8^ MU,-C[5TYL?:F-8^U',!RS67M4#V7M75/9>U5WLO:GS :!(?6HR:3-0V1S%A9B#5N*?IS6:#4B.
M0:+W*3N;D-Q[UIV]STYKFXI:T8)NE2T,ZJVN>G-;5I<].:Y&VFZ5LVDW3FLV MA'86EQTYK MKT;5E0/TK0B:LV(O(:DJ%#4HJ '4444@"BBB@ J&;I4U0S=*:W&C(NNAKG[W MO70770US][WK>)1S-
WKF;[O73W 'KF+[O6\1G-WO>L&ZZFMZ][UA776NB(MS)FZFJCU;FZU4>MT,BHI:2K!B8I:*!0(EC]_!U%48^M7X.HH8S4MATK:M>U8 MUMVK9M>U92$;EIVK>M.U85IVK=L^U82)-
ZT[5MVM8EIVK;MJYI"->WK0BK.@ MK1BK"0BW'4XZ5!'4XZ5FP%HHHI""BBB@ HHHH *:3034;MQ32&-=L54EDQ3Y M7JA-+BM$AC9IL UF7%QUYIUQ/@'FL>ZN>O-;*
(QMU<]>:Q+JZZ\TZ[NNO-8= MU==>:V40$NKKKS6)=777FBZNNO-8US<]>:T41BW-UUYK+GN.O--N)^O-9TTV MHY):KLV:I("8RTWS#4.:7-4@N2;J ::*G%7XK3VJ6P*$=I[5 M:CL_:M.*S]JNQV?
M4MB,A++VJ=;'VKU0/9>U4I 8:>LM049H%L&Y[UO$9F/UJ.I9.M153)D%.%-%.%"$AZBIXZ@6IXZ M;++D/6M2V[5EP]16I;=16; VK3J*W[/M6!:=16_9]JR8'0V7:N@L^U<_9]JZ M"S[5DQ&
[:]!6O!VK(M>@K7@[5DQ%^.IUJ".K"USR$.I:2EK,D****3 *,T4E M(H-%!H 2BBBF 4M)2TP"BBB@!:*** "BBB@ J"7I4]02]*:&C-N.]9%UWK7 MN.]9%UWK5%&%>=ZY^\[UT-
WWKG[WO6\1G/7G>L*Z[UO7G>L&[[UT1&8UQWK+ MFK4N.]9DW>NB(S/EJLU6I:JM6@,C-%*:2D9CA5B&H!5B'K3-$:%OVK6MNU9= MOVK5MNU9R
V;3M6[9]JPK7M6]9]JPD2;UGVKH+3M6!9]JW[3M7-(1MVW05K6 M_:LFVZ"M:W[5@Q&E#5FJT-6:R8F%%%%(04U^E.IK]*: K252E[U=DJE+WK1% M&;<=ZQ[KO6Q<=ZR+KO6T0,*
[[U@WG>MZ[[U@WG>MXE&#=]ZP[KO6Y=]ZP[KJ M:WB-&1<=ZS9NIK2N.]9LW>M4,J/4=/>F5HAA1113 6G 4VGJ*)%%3(M,059 MC6I8#DCJPD5.CCJY%%GM4@0I#
[5.MO[5;B@SVJW';>U*X&U'V/VI7$87V7VI/LOM6]]D]J3['[5-Q&%]E]J/ MLOM6Y]D]J/LGM2N!A?9?:C[+[5N?9/:C[)[4N8##^R^U'V7VK;^R>U'V3VHN M!A_9?:C[+[5N?9/:C[)[47
P_LOM1]E]JW/LGM1]D]J=P,/[+[4?9?:MS[)[M4?9/:BX&)]E]J/LOM6W]D]J7[)[47 Q/LOM1]E]JW/LA]*/LGM3N,PC:^U,- MK[5O_9/:F&T]J+@<^;7VIAM?:N@-G[4PV?
M1<#"%K[4];7VK:^R>U/6T]JAL M#)CM?:K<5M[5HI:>U68[7VK-LDJP6_M6K;0=.*?#;>U:5O;^U9-B)+6'IQ6U M:Q8Q5:W@Z<5K6\72LFQ%RV3I6O;KTJE;Q]*TH%K-@7X!TJ\G2JD(JVO2H8,=
M1114DC'Z5F7?>M-^E9EV>#6L"X['/7W0UR^H=ZZB^Z&N7U#O71$HY74.]M+CIS7%VEQTYK>L[CIS6,D([*UGX M'-;-O-TKD[2?IS6Y:S].:QDA'2P29J_$]8=O+TK4ADK&2$:*GBG5 C<5*#6+
M1(ZBBBD(**** $HI:*0"4444 %+24M !1113 **** $;I5.;I5QNE4YNE7$: M,NXZ5C7?0ULW'2L:Z[UJAF#>=ZYZ][UT-YWKGKWO6\1G/7O>L"[[UOWG>L"[M[UM$9C3]ZSY:T;CO6=+6J JM3:>U,
[U8R1.M7[?J*HQ]:OV_:@#:LQTKH;'M M7/6?:NAL>U9R$=+8=JZ:Q[5S5AVKI;'M7-,1T=ET%;UKT%8-ET%;UKT%*V3&U-^Q^U.X&"+/VJ1;/VK<%G[4\6? MM1<9ABT]J?\ 9/:MP6?
M2_8_:G<#"^R>U'V3VK>^Q^U'V/VHN!@?9/:C[)[5 MO_8_:C['[47 P/LGM1]D]JW_ +'[4?8_:BX&!]D]J/LGM6_]C]J/L?M1<#_^ MR>U'V3VK?^Q^U'V/VIW P/LGM2_9#Z5O?8_:C['[47 P?
LGM3OLGM6Z+/VIP ML_:BX&!]D]J7['[5O_8O:G?8_:G<#GQ9^U+]C]JW_L7M2_8_:BXS ^R>U(;3 MVK?-G[4QK3VIW Y]K7VJ)[?VK?>U]JK26_M5H9@O![57>+%;4L..U4I8L5:
MR7CJLZUHRI5.1:I#*3BH&%69*KM5@1-49I[&F$T ,---*:::3$PI**3-0R1: M44E**D:'*,U8C7FHD6K4*4F,M6Z=*V+1.E4+>/I6Q:1]*R8C4LTZ5T5DG2LB MSCY%=#91]*QD2;-
DG2NALUZ5C6:=*Z"S3I6,A&Q:CI6M".*S;5:TXAQ7/(1+ M11161)!/TK'NNAK8GZ&L>[Z&M(E(P+WO7-7_ 'KI;WH:YJ_[UTP*.9ON] M=3727W>N]9DW6NA%%.2H&ZU8>H&J@&&DIQIM0R&*
M*GBJ 5/%04C0@K5MNU94%:MMVJ6!LVO:MRT[5AVO:MRT[5FQ&]:=JW;3M6%9 M]JWK3M64A&U;=JUH*R;;M6M!VKGD(T8>U7(ZIP]JN1UA(1/11169(4444 %% M%%(-)2FDH ****8!1110
4M)2T %%%% !1110 TFHV:G,;@D:FADM8-Y+UYK0NYNO-8%Y-UYK>*&9E[+UKG+V7K6K>R]: MY^\DZUM%#,N[DZUBW+\FM&Z?K61<-UK9(HIRM59CS4LCEE;]I+TK-H1TMO)P*T(GK$MI.E:
<+\5SS0C05J=FH$:I0:YVA#Z* M04M(04444@$-%*:2@ HHHH$%%%%,84444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%%(HHHH **** "EI*6@ HHHI@%%%% "&F,:
M>:C:F@(G/%5)C5F0U3F/6M(C,^X;K6-=-UK5N#UK'NCUK:(S%O&ZU@7C=:W+ MP]:Y^\/6MXE&)=GK6'='K6S=GK6)<]ZWB,RYS6=*:OS]ZH2ULAE9J93VIE:(M8E%%+5#"GBFBG"J <*
<*04HH&+112TQB44&B@04444P$%+110,**** "BBBD M 4444 %%%%, HHHI""BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH& M%%%% !1110 4444 %%%% !1110 4444""BBB@
HHHH **** "BBBF 4444 % M%%% !1110 4444 %%%% !1110 4444@"BBB@ HHHH ****8!1110 4E+12 2 MD-+13 ::8U/-,:D,8:8:>:::AD,058AZBH!4\/:H!&I:]16[9=JPK7J*WK+M
M64@9T=CVKI['M7,V':NFL>U<\B6='9]JW;7H*PK/M6[:]!7/(DU8*NI5*#I5 MQ*PD(G%.%-%.%9,0M%%%(04444 %%%%(!**** "BBB@ HHHH ****8!1110 M4444 %%%% !1110 4444 %%%%
!1110 4M)2T %%%% !1110 E%%% !1110 M4444 %%%% !1112 **** "BBB@ Q1BBBD(,48HHH ,48HHH ,48HHH ,48HH MH ,48HHH ,48HHH ,48HHH ,4444 %%%%,84444 %%%% !1110 4444
%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%%, HHHH **,T9H **,T4)2TE M** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH ****0!FEI** %H MHHH ****8!1110 4$444 1.N:KR1YJX14;+5QD,RY8<]JSY[?.>*W7CS566' M/:M5(:.8N;7KQ6)=VG7BNQN+?
(/%9%U;=>*VC(9P]Y:=>*P;NTZ\5W5W:]>* MP;NTZ\5HF!Q5Q:X)XK,FM_:NMN;7KQ65/;=>*NXSG'AQVIHBYK6DM_:H?(YZ M4[@00IS6G;+R*KQQ:Z8 MH94NY^O-8-Y<=>:N7D_7FL"
[GZ\ULD,J7=QUYK$NI^O-6;N;KS6+:T2& M5[F;KS6;++FI9Y.M4)'J[ )(]0DYH8TV@D6EH%. S5)#0 9J5$I42K4<5,H2 M.*KL,-.AA]JT(+?IQ2
;#!TXK1@MNG%26]MTXK4M[7IQ4M@006OM6E!:>U6K M>TZ<5IP6GM6;8BE#9].*OQ6?M6A#:=.*OQ6?M4.0C,CLO:K"67M6Q':>U6$M M/:H<@,9;+VJ5;+VK:6T]JE6T]JER
Q!9>U.^Q>U;HM/:G?9/:HY@.?-E[4AL MO:N@-I[4AM/:CF YXV7M4;67M71FT]JC:T]JKF$T]JK26G MM5*0'*RV?M5*6S]JZR6T]JI2VGM5J0'(S6GM6?/:>U==-:>U9T]IUXJE(9R$
M]K[5FSV_M76W%I[5EW%K[5:8'*S0>U498?:NDGMNO%9TUO[4[C,"2.JS+BMF M6W]JI20>U.X&>13<59:(@U&8SZ5+1#B1@4X"GB,^E/6(T6&D.BS5^$FJ\<56 MXHZ3*-
"W8\5L6K]*R(%Z5JVPZ5#$;UH_2MZS?I7/6G:MRT[5DQ'16C]*V[9^ ME<_:=JV[4]*R8CNHO^]L&Z')KHB,R9AS5-ZNS#FJ;ULAD5)3C25H E HI10(EB MZU?@[51BJ_ .E#&:EMVK9M>U8]L.E;-
KVK*0C1)K05HQ5G0=*T8JYV(MQU..E01U8'2LV 4444A!1110 M 4A-!IC&F@$9J@D>G.]4YI*T2&1S2XS67<38SS4UQ-UK'NI^O-;111#=7'7F ML2[N>O-
2W=QUYK"O+GKS6T4,AN[KKS6'=W/7FI+NYZ\UB75QUYK9(!ES<]>: MRIY\YYI9Y^O-9TLM:)#$FESFJ,K]:DD?-5G.:=@(V.33*<:3%#1+$IPI *>J MYH2!
(51FIXX\T1QU=BA]JHL2*'-788/:I(;?/:M*WMNG%*X$4%MG'%:4%KTX MJ>WM>G%:MO:=.*EL"M!:=.*T8;/IQ5RWM.G%:4%ITXJ&Q%&&S]JOQ6?M6A#: M>U7XK3VJ'(1F1V?
M5E++VK6CM/:K*VGM6;D!BBR]J>++VK<%I[4X6GM6;D!@ M_8O:@V7M6_| 9/:@VGM1S T]JM2&*S)[;VKK[BTZ M\5E7%KUXJDP.3FM^O%4)8<=JZ:XMNO%9D)OST]TQF!)%BJKIBMF:#':J,L54
M!GD4VIWCQ41%#0FA!4B-@U'BG"BP(N1R8][#-66C8]>.3%)H9NP7&.]:]M<] M.:Y>&:M.WGZNBNQP:YV^'6N MF('+ZAWKF+[O74:AWKF+[O71$HYF]U@W74UOWHZU@W(ZUO$9F2?
>]*I9/O5 M$:MDR 4X4@IPH0(>M3I4"U/'0RBY#UK3MNHK,AZBM2VZBH8&U:=JWK/M6#:= MJW[/M63$=#9=JW[/M6!9=JZ"S[5DQ&Y:]JUX.U9-KVK6@[5BP+\=6%J".IUK
MGD(=2TE+69(4444F 4E%%2 4444)10:6F E****8!112BF 4444 %%%% !4 M$W2IZ@EZ4T-&=<=ZQ[KO6Q<=ZQ[KO6]*,.[[US]YWKH+OH:P+SO6\1G/7G>L M*[[UO7G>L*
['6NB(S%N.]9M6X')K,F'6NB(S.EJLU6Y155NM;(9&:2E-% M(S%%68:KBK,(IEHT(.U:MMVK,@'2M6V'2LI ;%J.E;MGVK#M1TK=L^U<\B6; M]GVK>M.U85GVK>M.UM>X[UD77>MH@8=WWK
O.];] MWWK!O.]=$2C N^]8=UU-;MWWK#NNIK>(S'N.]9LW4UIW'>LR;O6J&4WJ,U(] M1FK& I:04M,!14JBF 5*@I 31K5V)*K1+6A F34L"Q#'FM&&'VJ&WCSBM:WA
MZ<5#8A8;?..*OQ6N>U2V]OG'%:D%MTXJ6P*4=I[592S]JU(K3VJVEG[5+8&* M+/VI?L7M6^+/VI?L?M4N0CGC9^U)]C]JZ$V?M2?8_:HU3S"N<]]C]J/L?M70?
8_:C[)[4^Q>U.%G[5O M_8_:E%G[4G(1B)9^U6([3VK76T]JF2T]JS;9L5K[5>AMO:KD=K[5;BM_:H; M$0P0=.*TH(>G%+%![5>BB]JS; ?#'BK\2U%%'5N-:S8%B(597I4,8J85+$Q:
M***0B.3I69=]#6E)TK,NNAK:!HMCG[[O7,7_'KI[[O7,7_4UT1&N8O MN]=1J'>N8ONIK:(SGKKJ:RINM:]T.363,.:Z(C*AHI3UI!6J 44HH%**T0(6 MBBEJRA**6C%,!II,4ZDQ4M"L-HI:*AH0Y35B-
\55J16J&AFE#+R*T[>;IS6% M$_-7X)>E9M".GM9^G-;MG/TYKD;:;IS6U:3].:R:).RL[CIS6_:3].:XRSN. MG-;]I<=.:RDA'7VTW3FM>WEZ5RUK/TYK:MING-820C?CDXJRK9K*AEZ5=C>L
M&B2X#3JA5LU*#6;0"T444A!0:**0"4N*** #%%%% !1113 **** $;I5.;I5 MQNE4YNE7$:,NY[UC77>MFY[UC77>MHC,&\[USU[WKHKSO7/7O>MHC.=O.]8%
MWWKH+SO6!=]ZWB,QKCO6=+6E<=ZSI:U0RJU,J1J9BK DCZU?M^U48QS5^W'(MH V;/M716/:N>LQTKHK'M64A'26':NEL>U04T,SI4JC-'FM:1*J21 MUJF,Q)H?:L^:W]JZ"2'/:JU]JM,#FGL_
M:H6LO:ND:T]JC-G[55P.;-E[4GV+VKHS9^U-^Q^U/F P!9>U.%E[5O\ V/VI M19^U/F P19^U+]C]JWQ9^U+]D]J.89@?8_:C['[5O_9/:C[)[4U*+/VHY@,$67M3A9> MU;PL_:GBS]J]?,!@"R]J7[%[%
[5T'V/VH^R>U.X'/\ V+VH^Q^U;YM/:FFU]J=P M.?-I[5$]KCM70/;>U5I;?VJDQG/26WM5*:#&>*Z":'':LZ>+&:T3&<_-%BLZ
M>.MRX3K65<+UJT,QIUK/E%:EP.M9L_6M$!0DJ]JYJU+51S5H9$QJ,T]C49I@(M:::4TAJ62QM%%%9DBBG*,TBC-6(TI%H=&E7H(^13(8]JTK>'IQ4-@36T72MNT
MAZ<55M8.G%;EI;].*S;)+EG#TXKH+.+IQ5&S@Z<5NVD/3BL9,1H6D?2MVT3I M6=:Q=*VK9.E8R$:-LM:""JD"X%7%'%MB?H:Q[OH:T MB6CG[WH:YN_[UTE[T-=ZZ.^[USMYWKK@,PKGO67-
UK5N M>IK+FZUT(HIO4#=:L.*@:J 8:;3C25+)8"IXJA%6(A2&B_!6K;=JRX!TK5MN MHJ6,U[7J*W+3M6):]JW+3M6;$;MGVK>M.U8-GVK>M.U8R$;5MVK6[5DVK6B
M:#M7/(DT8>U7(ZJ0]JMQUA(1/11169(4444 %%%%(!#1110 4444P$I:*0#S0 M%*%+*1"I6Q4+$4%/>=-;[(8NK1QDL>WK8%(O0X1DV6WRC72%E1FN-%Q4JLJ2R
8MS)UK>(MRA2J4W0U=D%4INAK1 9EQWK&NCUK9N.]8UT.M;Q85YWK M O.];]YWK O.];1*,&[[UB7-;=WWKNN>IK>(S*@L8M_=NL6A\F:@_WJA+6R6FHE/(4PUHA@*4/6?:P<60#;
,4QA1110(* "BBBF,**** "BB MB@ HHHH **** "BBB@04444 %%%% !1110 4444@"BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI@%%%%
M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1112 ***2@! M32444QC3TIC5(:8U $9IIIQIIK-DL!4\/45 *GAZBH8(U;7]*W;+M6%:]16[
M9=JRD(Z2P[5TUCVKF;#M736/:L)$LZ.S[5NVO05A6?:MVUZ"N>1)]P=*N)5. M#I5Q*P8B<4X4T4X5DQ"T444A!1110 4444@$HHHH **** "BBB@ HHHI@%%% M% !1110 4444 %%%% !1110
4444 %%%% !2TE+0 4444 %%%% "4444 %%% M% !1110 4444 %%%%(HHHH **** "BBBD(**** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHIC"BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBBB@ HHHH **** "BBB@ HHHI@%%%% "4444 %%%% !2BDI10 4444 %%%% M!1110 4444 %%%%
!1110 4444 %%%% !1112 **** "EI** %HI*,TP%HHH MH **** "D(I:* &%*A>/-6:0C--,9F30\5EW-OUXKH9(\BJ$\/7BMXR&O%=EE6X8>>E6A;<]*GC@YZ47 ?;1XQ6Q:ITJG
M!%TK4MX^E2V!I6@Z5MVO:LFV7I6S;#I6;$:UMT%:M8-W+UK M>*&4;J7K63<2=:MW,G6LN=ZT2&5IGZU49JDE;)J U3$Q,T"DI14D#P*FC7-1 M+5N):T2-
$2Q1YJ]##4<"5IP19Q28Q\$'M6I;VW3BFVT'3BMFUM^G%2Q!;6O3 MBM:VM.G%/M;;IQ6S;6O3BL9,1#;VG3BM2"TZ<58M[7IQ6G!;>U9.0M%%%(04444@$-%*:2@ HHHH$%%%%,84444@%%%%
MOQ6OM5N&VZ<5=CM_:L7(122U]JG6V]JT$@]JF6$>E0Y",];:VJ06WM6@(?:G M"(5#F!0%O[4[[/[5?$8I=@]>8+F>;?VIIM_:M+RQ2>6/2CF"YF&V]J8UM[5J MF(4PQ52D!CO;>U5I+;VK<:$>E0/!
[52D!@26OM5*6U]JZ.2#VJI);^U6I <s>U9T]IUXKJYK;KQ6?/:^U6I TZ\5:8SDIK7KQ5&6V]JZJ:TZ\50EM.O%6F!S+VWM M41MN>E=</s>
<s>]I[5$;3GI3&8@MO:I%MO:M<6GM3UM?:@#,2W]JLQP>U7UM?:ITMO M:D!6AAZ5IV\5+%;>U:$%O[5+ FM8^E;=HG2J5O![5KVT73BLF2:-JO2MJV'2 MLVVCZ5KVR=*Q8C2M^U:</s>
<s><%9]NO2M*$5DQ%V.K"]*KQU86LV(D'2B@=**0!111 M0 5#-T-35#-T--;C1DW70US][WKH+KH:P+WO71$LYF_[US-]WKI[[H:YF^[U MO$#F[WO6#==36_>]ZP;KJ:Z(C,F;K51^M7)NM5'K=#</s>
<s>(33:>:8:L HHI13 FC MK0@[50CK0@[4F!IVW:MFU[5D6W:MBU[5E(1MVG:MZT[5A6O:MZT[5SR$;EIV MK;MNU8EIVK;MNUYJM(]6BB.62L^XEZ\U--)67:VB@*]U/UYK#N[CKS5J[GZ\U@</s>
<s>MWEQUYK>*&5;RXZ\U@7EQUYJS>7'7FL&[GZ\ULD,KW5QUYK'N)\YYJ6YFY/-9 M,\WO6J0QLTM4WDS222579\UHD YFJ,T9HIV ;BC%.Q2A:5A6$"U/''2(G-78 M8Z"AT,5:,$&<<4V"'IQ6K;0=.*AL</s>
<s>M[;IQ6M;6O3BG6UMG'%;-K:].*AL!EM M:=.*UK>SZ<5/:VG3BM>WM.G%9N0BK!:=.*TH;3IQ5N&UZ<5?BMNG%9N1)4BM M?:KT5M[5:BM_:KD<'M6;D!4CMO:K*VWM5M(?:K"Q5FY</s>
<s>41;^U.%O[5?$0IWE MBL^8+F?]G]J0V_M6CY8H\L4N85S*:V]J@>V]JV6B%0O#[5I&0&%);>U4Y;7V MKH9(/:JLD'M6JD!S4UKUXK.GM/:NIEM_:J,UM[52D!R%Q:=>*R+FTZ\5V=Q:</s>
<s>M]>*R;FUZ\5HI#.+N;3KQ63<6W7BNRN;7KQ6-G-N8ON]=$2CF;WO6%<]ZWK MWO6%==ZWB,RI/O5%4TO6H:L3"G"D%**:$B1:GCJ%:GCI,HMP]:U+;J*S*S(>M:</s>
<s>MEMU%0Q&S:=JW[/M6#:=JW[/M63 Z"R[5OV?:L&R[5OV?:LF(W+7H*UX.U9-K MVK6@[5DQ%^/I5A>E5X^E6%KFD ZBBBLR0HHHI,!**6DJ0"BBB@!#2TE+3 ** M**8!2BDI13 **** "BBB@</s>
<s>J"7I4]02]*:&C.N.]9%UWK7N.]9%UWK5%&'=]# M6!>=ZZ"[Z&L"\UM$9C3]ZSUYKLS?IQ5S[UO7KKOO7IW]UUB*FG2UP7NIH*N MTNTRT#"M/_!KZ6(NO&@TZ$Z@@UGVUCM&-$D*:2J1=RTK]ZPOIN,</s>
<s>;I3J:W2@"M)5*7O5V2J4M449UQWK>M449UQWK>M4IK";1M5MVOZV*1.%@RSX TD8]K>KG[O7/RG"9WA=!DFB4*A,M$F94Y&4]9+I68L:U<:J/8.NTY2[P\5#[7;?</s>
<s>MTJA .16K;+R*AB-*UCZ5LVL6<<5GVB=*WK2/.*S; N6L'3BMBWMNG%0VD/3B MMNU@Z<5FY -AM>G%78[7VJW!;\=*NQV_M6;D(S1:\=*=]E]JUQ;^U+]G]JAR M),4VOM2?9?:MHV_M3?</s>
<s>L_M4N0C&^R>U'V7VK9^S^U)]G]JGF$8WV3VH^R^U;/ MV?VH^S^U+F Q?LOM1]E]JV?L_M1]G]J.8#&^R^U)]E]JV?L]'V?VI\PS&^R^U'V7VK9^S^U'V?VHY@.?-E[4AL MO:N@-I[4AM/:CF YXV7M4;67M71FT]JC:T]JKF$T]JK26G MM5*0'*RV?M5*6S]JZR6T]JI2VGM5J0'(S6GM6?/:>U==-:>U9T]IUXJE(9R$</s>
<s>9Z?,!C_9?:C[+[5L?9Z/L_M1S M 8_V7VK?^R>U'V7VK9^S^U)]C]JGF$9;L\B/^S]+/VI?L?M4\PS@[RCMZ@T2*;C:BN#1E/8X8GR/R/;#1%[JG[_SB0;&O%H?]U:-F//&@&CEW%A-@*+0$7W;J!+XC]GW1</s>
<s>MGT@84444A$4G0UEW70UIR=*S+KH:V@:(P+WO7,7_ 'KI[WO7,W_->NB(SEM0[MUS%T2=NF*IS2&B)3?$[&\NQ!IUHE:B5%O]&VJYN54Q8L_KJ@)H(8^AG9=9:RFZ!<PR/BA?T@V</s>
<s>(!M%+25#$)0#125# F1N:MPR=*SU.#4\; MU#0C;MY>16O:S].:YR"2M.VFZ5FT(ZRTN.G-9-$ MG:6EQTYKMFY[UC770UM$9@W@ZUS][WKH;SH:Z]]UO$9SUYW</s>
<s>MK N^];]YWK!N^];Q&8UQU-9TM:5QWK.EK1#*K4RI&IE4!)'UK0M^HJC'UJ_; M]10P-FT[5T-CVKG[3M70V/:LY".DL>U=)8U8/%ZYMC/0I1VK7/YB:]3J4V7FVTQ*A5JV%UG@M?$4&Q1,&BJ@</s>
<s>=IU8DA1110 &HG%2TQA30%9EJ!X\U<*U&R528R@\ M50/#[5I-'4;15:8S*:W]JB:V]JUS#[4PP55P,M;-SWK&NFZUH MAF/:T8(<]JEL8Z"&M6VM^G%-MMH,XXK8M;?</s>
<s>IQ638B2UMNG%;EI;=.*BM+;IQ6[:6W3BLFQ$MI;].*V[6#&.*A MM;?IQ6O;PXQQ6,F(GMXL8K5MTZ57@BQBM"%*R;)+4*U8%1QBI:PEN)A1114B M()^AK'N^AK7GZ5CW?0UK;#Z2+(_K!HO!>]#7-</s>
<s>WW>NDO>AKF[WH:[P4:OS\Q>E^_,&,\:+_LN:K6Z&4WJ!JL/4#50$9I*4TE2Q"BK$M^LQ= M:0R_!6K;=JZ:V*AN]DMYH,$NVX]$GHL^.R@4&+,CM-VJ:2/(:F^GNVG*$LN;_%^2-YR*<D</s>
<s>(W+,=*W;3M6QL(J6:\>U>!6%K@%!2BD%+4L04444@"BBBD%FFI>M:]>TM>*' GSN.Q2^B3J]@*PQ%4MNO9-Q-HU-JXZ!YH:*0IX:*!Y5A,7EN!+GM<NQ\DFU;V6DS7:4HM@/DC</s>
<s>UYJ_>3=:P+P_Z@E2ZEZU MCSR9S525O$9!,U4Y4#TC9JNQK5K5\4%)SG,%4(F%)MI^*6'VIWD(J6W?K1KC?HWAAZN0WZ1?U</s>
<s>M=*T9(ZJR+BD!1<5"U6I!59Z0$9IRFF&E!I"+4;6:0$H)4K!-(N%V?JTTT"E36N!J(V8(FNV%22J9@=!HT7PYK2]K!</s>
<s>]7XFK(MWZ5IPMTKGDB2^AJ6H(S4XK!B"BBBD(****0"4444 M""BBBF,**** "BBBD 4444""BBB@ Q1BEHH 3%&*6B@!**4TE M !1110 4444@"BBB@ HHHH *6DI: "BBBF 4444</s>
<s>(:C:I#3&%-#*\@JG,.#5 M]Q5.8=:TB!DW ZUC70ZUN7"]:Q[I>M;1&<]>#K6!>#K727B]:Y^\7K6\2CG+ ML=:Q+D=:W[Q>M8=TO6MXC,>?O6?+6E<#K6?**V114:F5(U1FM$,*6DI:H IP</s>
<s>MIM.%,8\4X4T4X4#%HHHQ0 48HHH$&****8"44M&*!B44N*,4QB44N*,4)12 MXHQ0 E%+BB@3$Q1BEHH$)BC%+10 F*,4M% "8HI:* $HI:*0"44M% "44M% M"8HQ2T4)BEQ110 8HQ110 8HQ110</s>
<s>8HQ110 8HQ110 8HQ110 8I,4M%(!,48I:* $ MQ1BEHH 3%&*6BF F*,4M% !BC%%% !BC%%% !BC%%% !BC%%% !BC M%%%, Q1BBB@!,48I:*0"8I<444 &****8!1112 2BEI*</s>
<s>"BBB@!**6BF,::8 MU/--D!$:;3C3:ADL*L0U7JQ#UJ&!J6O45NV7:L*UZBMVR[5E(1TEAVKIK'M M7,V':NFL>U82)9T=GVK=M>@K"L^U;MK7/(DU8.E7$JG#VJXE8,1.*<*8M/%9</s>
<s>M,3%HHHI""BBB@ HHHI)1110 4444 %%%% !1113 **** "BBB@ HHHH *** M* "BBB@ HHHH **** "EI*,T +129HS0 M%)FC- !1110 4444 %+B@44 &* M,444 %%%% "44M%(!**6B@!****</s>
<s>"BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **6B@!**6B@!**6B@!**6B@!**6DH **** "BBB@ HI:* $HI M:* $HI:* $HI:* $HI:* $HI:* $HI:* $HI:* $HI:* $HI M324 %%%%</s>
<s>!1110 4444 %%%%, HHHH **** $HHHH **** "E%&** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH ****0!1110 4444 %%%% "T M4E% "T444 %%%%, HHHH</s>
<s>0C(JM*F:M5&XS51=AF3/#G-9=Q;YSQ702IFJ$T. M>U;)C.9N+;.>*RY[7VKJIH,]JSYK;/:K3 Y2:T]JI26GM7436OM5.2U]JNXS MGOLOM3UM^>E:YM?:D%M[47 IQ08[5?</s>
<s>@BZ4^.W]JMQ0^U2V(EMTZ5JVZ]*J0Q MXK1@3I4-@7H!6C%5&$5>CJ&(MI4M0I4HK-B'"BDI:D HHHH **** TE!HH M**** "BBB@ HHHH&%%%%, HHHH ****0@HI110 E I:*0!1113</s>
<s>*#12&@!CG MBJ,[=:N2'BJ$YZUI$:,ZY;K6-=OUK4N6ZUB7;=:WBBC(O'ZUS]Y)UK9O&ZUS MUXW6NB*&9%Y)UK"NGY-:MVW6L2Z;K71%#,VX?K6;,U7ISR:SYJT0RJYYJ(U(</s>
<s>MU1FAD2&TX4VG"I1")4ZU=@'2J2=:T+<=*T-EL:-NG2M>UCSBLZV7I6W:)TH8 MS0M(>G%;MI!TXK/LXE;]I%TK*0BY:V_3BMJVM^G%5K2+I6U;1=*PD(E@M^G</s>
<s>M%:,,'M201]*T(HZYI,D(H?:K:1#TI8TXJ=1@5A*0F-6,"GA0*6BL[DA1112 M**** "BBB@ HQ110 TK431U/2$4TQW*;Q57>'VK1*U"R5HI 94D'M5*:W]JW M'BJM)#</s>
<s>[52D!SD]MUXK+N+7KQ7530>U9T]MUXK12*.2GM.O%9D]IUXKKY[7KQ M6;-:=>*T3 Y&:SZ\50EL_:NMFL^O%4I;/VK1,9RCV?M41L_:NF>R]JB-E[5= MP.>%G[4\6?</s>
<s>M6\++VIXLO:G<9A+9^U3)9^U;:V7M4JV7M2N!D1VGM5V&U]JTH M[/VJW%9^U2V(J06WM6G;P8[5-%:^U7X;;&.*R8A++>'IQ6I!'BF0P8[5?ABK) MB)H4J_$M01)BK<:UDQ$Z"IUJ)!4PK-B'BBBBD</s>
<s>4444 %0R]*FJ";I3CN &5= M=#6!>]ZW[KH:P+WO71$LYJ^Z&N9ON]J= ?=#7,WW>MX@@ZPKD;:KZ@U:S6>K72.)J5M!*-#EC0]$T1HS]:FXW=E:$5!+DT;SU!-N9.))/TR5FL5I+>C!!</s>
<s>MW:MBU[5CVW:MBU[5C(1N6G:MZT[5@VG:MZT[5A(1N6O:MNV[5B6O:MNV[5S2 M$:L%:$7:L^#M6A%VK!B+D=6!TJO'5@=*S8F%%%%(04AI:8YXH&B&1JI3/C-6</s>
<s>M)FK.GDQFM(HHK7$N,UCW4W7FK=S+UYK$NYNO-;Q0%.\GZ\US]Y/UYJ[>3]>: MP+R?KS71%#*5Y/UYK"NINO-7+N;KS6+G%2P)[: M')'%;-K;].*KVL'3BMVTM^G%8MB)</s>
<s>[2VZ<5N6EKTXJ*TMNG%;UI;=.*QE(!UK M:].*UH+7IQ3K:WZ<5JPV_XK&4A,@BM_:KD<'M4Z0X[582*LW(DCCAJRD=.5 M*E5:S<@$5*D I116;8KA1112$%%%%</s>
<s>!32N:=10!7>.H'B]JO5RUHI#,R2' MVJI+;^U;#Q^U5WBJOF P)[;KQ63C8-0 MT]:A,46:$$O(K8M9NG-<_"V#6K;/TJF:G46<_3FNALY^G-K*&L^%NE7HS6#0%@4M(M+69(AJG..#5PU4GZ&K@</s>
<s>&+=]#7.WW>NCO!P:YV^ M[UU1&]8-UWK>O>]8-UWK>(S+EZU":FE^ M]41JQ,!2BDI130D2K4\=0+4\=#*+D/6M2VZBLR'J*T[;J*S8C:M.U;]GVK M</s>
<s>M.U;]GVK)@=#9=JW[/H*P+/M6_9]JS8CU:\':LBU[5K0=JQD(T(?ZG6H(ZG M6@(?:GQ6H?ZG M6K*1(**** 0%'4444 "BBB@ HHHH $%"BBB@ HHHH@5]>0@4P"BBB@ HHHH *</s>
<s>M@EZ5/4$O2FAHSKCO6=+6L(VQQ0V%Z6>=ZPKSO7/WGK.O9%-G[UHI:R/0JUVJ]:T5H]S1FT=R$U&Q2D(9QQ$OD!H9.:'=L"<WMPVC&_>I9E^TFFC,>V-5FNHI$@+&T5EP)^H@</s>

*M)'K5]&JJU:AH*1!6_:M6VI5E6_45]VW:LI S9M>U;MIVK"M>U;MIVKGD0S>L M^U;UIVK!L^U;UIVKED2;5MT%:T':LFVZ"M:#M6$@-&'M5F]T/:K-9,04444A M!36Z4ZFMTH*
K252E[U=DJE+WK5%&=<=+ZR+KO6O<=ZR+KO6T0..[!U@WG>MZ[.M[U@WG>NB(S"N^]9=UU:,EWWK#NNIK>)1CW">LR;I:T{CO69-6R&4WJ(U!]1&-MK&+3A3:<*
)%]>/K4"U8CJ6(OVXZ5KVHZ5DV:,MFT'(K-@:5FO2NALDZ5AV0 MZ5T=DO2L),#:LXE;U!%P.*RK),E=!:)TK%L"Y!#P.*OQP\=*9;O\'KR)QO6, MILA7M2^5[59"4NRL^35S91LI7$4_)L/)JY
MLHV4K@-4)H\R~#6WJ?1;M5S9[4,*=QE/R?:CR:N>7I%=%P*?D?>3[M<5<4NC91<'GY/M1Y/M5S91LIW-I^31Y-6]E&RBXRY)-Y-7-E'ET7 I^>32>35 MWRZ391<'GY/M2^35SRZ/+I7$5!#
*[4X1>U6ME&RE<"N(]>(ZFV4!;2N(B"4\) M3PM_I_"T\"C%+BD_HI:2EI %%% $,G2LNZZ&M.7I69===#6\#1&!>]ZY]_ M[UTM[WKF;_O71$9S%_WKF+WJ;Z>_[US%[U-;1&8-UU-94U:MUU-
*94U:Q&5&I MM/;K3*U0QPI12"G@5]AB 4N*4"E JP$Q2XIV*.4P&&FFI"*:10,C-(.>1334 M.3&&DIQIM9LAA3T;FHZ<.M2"+L3U?@EZMYL8YK9M:CIS7+P
MRX[U)6T_3FLVA:86+ESTY>M+GIS6+0CM+1ZXZZZ_M8&MHC,*\Z&N>O>]=#>>=#7/7G>MXC,>O.]8-WWK?O.\A6RB&V:ZSY;T;CO
M6=+6B&5FIE/:F=ZL9+'5^WZBJ"5?M^HI ;5IU%=#9=]YZT[5T-EVK.0'2V/:.MNDL>U]ZYV\[UUO.2Y[UF3=36G<]369-UK=#*CU7:K#U7:J C-)2FDI,.M0]I-LQ=:,K+U]S%UI#-
*&"M2WZBLN"M2W[5# V+7M6Y:=JP[7M6[:=]S8CR=:YR]EZUL7LG6N;O9>M:I#,JJEZU@7M8-U)R:VBAE.XEZUGRRU6(;?VJ'Y';^U%P*2V_M2^1QTK46 MW]J#;^U)L#':#V]M)#6W)!
*[53EA][FX&)+'5^9*VK^M9DZ=:5Q&7**IR5>F M'6]$G6@(" T@-!I*DFY,A[U$U4E-6(VJAHU8'K5Mt.16)"U:=N_(I-#.CM). ME;MG+TKE[63I6Y;2=*S:.ZNSEZ2$:T\]P.E4X5G25:4\5SR1+'4445
@HHHH **** TE+24_%%% M%, HHHH&%%%% !1112 ****!!110 M%%% !1110 &DI324_%%%% !1110 4 M444_%%%% !2BDI10 4444_%%%% ...=2&@"%OQ565:N.*KR+6D1F5<+UK(N
MDZUNSKKU)NDX-.18SF[O.M8%XG6NGO$ZU@7J=:MBWCE[O.M85TO)KI+O.M8_MVC)K:+&8-PO6LZ45K7":];S)A6R&47%1FIG%0GK6[&-HH-)5#'4\&H\T\&J&2 M"G"F"CB@!12T@!:.$-
%!HI@%%%% !1110,**** "BBB@ HHHHH ****8!1110 M(**** "BBB@ HHHHH ****0!1110 4444_%%%% !1110 4444_%%%% !1110 M4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1_M113 ****0!1110 4444_%%%% !1110 4E+24_%%%% !1113&(:8U/,.D!$;_M;3C3:ADL*L0]:KU8AZU#
*U+7]*W;+M6<]16[9=]ED)G26':NFL.UU7$JG#VJXE8L1,M/%,6GBL6)BT444A! M1110 4444@$HHHH **** "BBB@ HHHH@%%%% !1110 4444_%%%% !1110 4 M444_%%%% !1110 4444_%%%% !112XH 2C%+10 4444_%%%% !1110 4444 M%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444 M%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !11 M10 4444_%%%% !1110 4444_%%%% !1110 4444_%%%% !1110 8HQ110 F* M,4M% "44M% "44N*2@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH
****0!1110 4444 !1110 4M)10 M%%% !1113 *]6 MD_$#KEJTD>;O.*8O*T3&9U4Y;?VK:,,JI[PUHE.P9;:VJI);>U=!)!{5 M5>W!]IJX&"UMI4S[[5M,:-'U1&W]!+@9BP>3UOPXJX(/:!%AI7
BBBQ5V),4B M1U9C2I; FB6KD8JNBUU905+$3I4@[-:D%0Q#J6DI:D HHHH **** $-%:!HH * M**** "BBB@ HHHH&%%%%, HHHH ****0A110**0!1110 4444P"D -+2&@""0\.M5GW!ZU?
*EZ5G7!ZUM$9EW1ZUAW9ZULW1ZUAWAZUO$9AWC=:Y^\;K6Y>'K7/WA MZUT1*1B79ZUBW)ZUL79ZUBW!ZUNBC,G[U0E]_-WJC+6B&5&],U*U1FAD2&TH MI*<*E$(D3]*T;:?
M6>G6M&WI5]:HV+4=*W+,=*P[7M6[:'I28$?LUY%=-!9KTK M L5TKH+,:]*RD(W.1>E;-LO2L:T.I6S:MTKGF(U1Q5Z(50A.KT1KED(N)4HZ M5_AJ8&N:1+!+%HH]I20HHHH ****-"BBB@ HHHH ****
#%-*YIU% $+1U$156 MZ:5!JKC,R2'VJG+:,^U:;OYJM)#5IE'/36WM5"6U!]IZ62#VJG);^U:I@ MU4Y+/VKIY+:VJ]!KI5HI U:;]O+:.ONAKF M;[O737W0US:]WK>(:,7O>[.*$ZZFMV]
*[UA774UT1&94W6J;]:N3=:IOUK=#(C3 M:<:,6B 2E%)2BF!8CJ_!V]A'5^#M4L#5MNU;%KU%8]MVK8M>HK&0C3=:PKJ7K6\4,HW4O6LF=^M6 M[B3K69,_6MT,]S-S5-SS4\K56-:_H%!H%!
X5(@R;C%3QBJ!:)8UIU%'FF1 M+5Z&/:*3 E@BY'%:UM#TX]O;P]*V;6#IQ64F!:M(.G%;]G;1.*!V<'3BN@L[M?IQ6$F(MVOTXK=M+?:IQ5:T@Z<5N6L/3BN>3 FMH.C%:44/ XIL$73BKR\!5 MA*1+
(UC]4)4@6EQ6=R!H6G 4M%(HHHI %%%% !1110 4444 %(12T4 1E:C M:.K&*3%.X%"6+BL^>'KQ6VZ9%4YHNM:192.:N8.O%8MU;]>*ZNXBZ\5CW4/7 MBNB+&6_7BL"[@Z\5V5W!UXK
O(.O%=.6.X^[@Z\5B7./6NMNX.O%85U#U MXK9.9S4\?6LZ9*WKB+K67/'57 RF%1D5:D3FH&2LY$21%BG"C;3@M00D21=.
*MTK<]*SXUXY0@%4;FO:MTK;M'Z5@6W:MFU;I4,1TME)TKH,.3I7+6;=*WI_^E M9L#]K23I6W;/TKFK_^E;M]W2L) ,D#=*T8C63;MTK3A-8L"ZO2G4U>E.K-DL
M0U5GZ&K=59^AJH;@C%O.AKG+[O727G>NN7O^]=1?]ZY>_P"] M=$2CFWO6@===ZWKWO6#===ZWB,RY?O5$;EE^)41]Q,*<*;3A30(D6IT]!:L)0
*MQEN']*U+:M69#VK4MNU9L#9M.U;]GVK!M.U=!9CI6;$;]D.E=!9CI6#9#I70 M68Z5DQ&U:CI6O .E95]:E:\ X%92$7(Q5@5#&^G KDD#%HHH]"0HHHH **** M0!11118 HHHI@%%%% !1110
4444 %%%%/ !4,HXJ;HY!Q30T9EP.M9%T.#6U M<=#6K6)=#@UJTC!NQUK O!UKH;I=:.P:+P=:WB,YZ\'6L*Z{UO7@ZUA7>NF(S%N M.IK,FK4N.IK+GKHB,H2U4?
K5N6]C]:V0R,TE:2@@>M6H:JK5]'M06C1@K5M MNU94'.M6V[5E(1LVO:MVS[5A6G:MVS[5SR)9OV?:MZT[5@V?:MZT[5RR$;5M MT%:T':LFVZ"M:#M6$A&C#V]S5:'M5FLF(****0@1K=*=36Z4
5!*!2]ZNR52 ME[UJBC.N.]9%UWK7N.]9%UWK;(&'=]ZP;SO6]=]ZP;SO71$9A7?>L.ZZFMR[M[UAW74UO$HQ[CO69-6G<=ZS)[V0RF]1&I7](U8Q:<*;3A0!(M6(NU5UJQ%V]
M6!HV .;MJT'(K%M^U:=H.164A& _9#1726(Z5SMB.E= 8CI7/(#H.%>E=!:.!+P* MP]$<"NBLUZ5SR8&L:KP*NHO%5[=>5Q1@65R$#A-M+MI.*SN0-VT:.==11VC;4E*.47"Y'MHVU)BDQ1]ZYF_\ XJZ.]
[US_\ Q5T1&MHC.&ZZFL] M;K6K==.365-U-:1 JM3:I]=&YJJ M#4BM4L#1BDK0MYN16*C\U;@5H129K"41%X'_J!&J4&L&@'4444A!1110 4444_%%%% # M6Z54FZ5;.I52:I5Q&C+N>E8]UT
.:%STK'NNAK:(S"O.AKGKSO70WG0USUYWK M>(SC[SO6#===ZWKSO6#===ZWM!CW'4UG2UJAE9J;WI[4S5O#)$ZUH6
M_45GIUK0M^HH8&S:=]Z&QZBN>M.U=#8]164@.DL.U=+#8]]Y]P[5TMCVKFF(Z M*$[5N6W2L.S[5N6W2N61))]]VG4U/NTZL26%%%% !1110 4F*6B@!**7%% " M44M% "44M% "44M% "8HI:*
$HI:* $HI:* $HI:* $HI:* $Q2XHHH .48H MHH ****"BD)IK BG88K-5>1\4228[IG_[U!&)0V:7%9=S/P>;:?<7&.\UCW5 MSUYKKB@([JXZ\UA7ESUY],!N>Q 8
Y<]>:U2&0W=SUYK#NKCKS4MW<]>:;O+F MXZ]U:&,N)^O-9AY*KNW.:(8C 49 *33:+DL*44F M*D5: 0]+FK4<=.B2K\.73BDV4$:.,TK>WZ<4D$'M6O.6W3BLVQ"VMMTXK;M+
M;IQ3;6UZ<5N6EKTXK)L0^TM>G%;=I,=.*:,VO3BMJVM^C^8M@.MK?IQ6M,P= M.*:,P=.*TH8O:LFQ"PQ5<2,%+ ''4ZI6$F2OJI3P*=BEQ6=R1!2T4@"BBB@' MM/TK'N^AK8GZ&L:
[Z&M8EHP,SH.YN^[UTEYWKF[!O73 HY]][USUYWKH,WO7 M/7G>NN(S$N>IK,FZUIW/4UF3=:.V0RH]5V]P]5V]P(S24II*3$*O6K,76]R):
MLQ=.:0SI!@K5M^U94%:MOVJ&!KVO:MVTI5A6O:MVTI5FQ&[9]]W:3M6%&U:=JU8*RK&M6K!7/(7DT8>U?(ZIP]N1UA(1-11169(4444_%%%%(!*4 M4E** "BBB@ Q1BBBF 4444
%%)FD)H 1C52=^#4[MQ5">3K6L$6BC=/(UK"O).M.M:=W)UK O9>#70D,R+Z3K7-7TG6MF^EZUS=]+UK1(9D7DG6L*ZVD;.5Y)UK M#N9.M:.)
5)GYJHSG%:]M.],=P&PV_M5Z.V]LP6_3BK\5M[4K@9XMO:.MD:W]]V1;<=*8]OQT],B,&6#VK/GAQGBNCF@]R[B'&:,5P.M:MR.M9,U_*E3K5HM%Z)]T8
M'Z5E1FKT+=*]Q1NVLG2MNTDZ5S5M5)TK:M).E9M',ILY>E=:!9Z5T%G@ M+TK"2$=5:2=*VK9^E*7 M-9$A1110 4444 %)2TE !1113 ****!A1110 4444A!1110 4444 +1110 4 M444 !!*4TE
!1110 4444 %%%% !1110 4HI** %HHS10 4444 %)2T4 .85 M#(*C-1L*],90F7K65+!*:,N5ZUE3+UK*93A5("44\5&M2"]&**6D%+0 4444OB8HI;* $HHHH ^M***0!1110 4444 %%%% !1110(****
"BBB@ HHHH **6B@!**6B@!**6DH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBBD 4444 %%%%, HHHH **** "BBB@ HHHH **** "BBB@ I*
M6DH **,44 %%%!H&(:C.GFF-0!&;...<....ADL!5B&]XJQ#4,#4M>HK=LNU85 MKU%;MEVK*0C1+#M736':N9L>U=-8]]PD2SH[/M6[:UA6?.MVU[5SR)-6'M5Q M*IP]]N6@$&3+3Q3%IXK)B8M%%%%
(04444 %%%%-"4444@"BBB@ HHHH ****8 M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 HHHHH M**** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ I*6@T)1110 44E%(:,*2 MEH ****"BC%%, HHQ10 4444 %%%% !1110 4444@"BBB@ HHHH **** "B MBB@ HHHH *6DIM*7!6;<==#6T1F M/===ZPKPO6[==ZPKP=:,Z(C.?O.]
*<_>'K707G>N?O.]:Q*1@W92UCW!ZUL?7>L M:XZFMT49LW>]4E7)N]4Y*T0RJU,.2-U]:TV3(;3A24HI(A$L?6M"W!5GIU]__M >E:&IKVQOBMRT;!7/V[=*U[63!2 Z;S?
I6 .;2=*Y6TEZ2$=:'#)Q5 ^*2L&"?@*]SPUI$9])DJU(JYE/![57>W][IV&C]%HJU4@.AK:VIA MMO:M8P^U:./M5H)NAJHIC1E770U@7O>M^Z[U@7O>MHE'-7W>N9ON]= M-?\ >N:ON]=$1G-
WO>L&YZFMZ][UA774UO$9E3=:IOUJY-WJF_6MT.B_IQ1 MAK5 %**2F%,">*M\"#M6?%5 ^-#M4L#5MNU;.KVK&MNU:.KVK&0CR=:VBAF7=8J;=:R=:O,E^,M;Q0%*=^M9\K59F;DU2
MD-.H9!(:A /<\U&.L&(:!24"D9DBU9B%5EZUE;lG#TXK&3$7;.#I706<'2]-G!TXK>M(>E<\F M(NVL/2MFWBZ54MH^E.T"=*YY,"Q"F!5D# !D8P*DK!LAL****D04444 %%%% M !1110 449HS0
4444@"BBBF 4444 !JO*E6*8XXIH:.J>/K65O%9-Q%UXK[F#KQ61<0=>*]X'/2Q<]*K-'6Q+!ST]]\/M4MB9G M>72B.KAA]]!#[5-
R$01IS5Z%:.D//2K<455E.UF>E8=]O2MVT'2LV!OV9Z5NVIZ5@V8Z5NVO:I9 .5>E.L:%9-OVK5@+5 MDP+R=*?3$Z4^LF2P]K/T-6]]S]#50W!&>>=#7.7W>NCO.AKG+_O75$HYB_[U
MR]_WKJ+__+UR]_WKHB,YF]![U@W7>M^]!U@W74UO$9E2_>]<U+:]ZHC5B84X4MVG"F@1(M6(ZKK5B.@HN0U]6W:LN'K6K;=14,1M6G:N@LATK M.U:=#9=]R8CH M+(=*Z&S'2L"R[5T-
F.E9.1MVHZ5K0#@5EVHZ5KP#I6$]@+:<8XJ6F)T1=ZY^\[UT1&<]>Z=#K6#=:]ZW[5GE* M=:]ZZ8C,6X[UES5]7/>LN>NF(RA+U]F_6KDM4WZUJAD9I*4TE! Y;MP]]J+U]
MW#VH+6QHP=]U:,M6S!VK5MNU92$;.IVK=L^U85IVK=L^U<\B6;]GVK>M.U8-_MGVK>M.UKLE4I:U11G7'>LBZ[UKW'>LBZ[UM$##N^]8-YWK>N^]8-YWKHB4
M85WWK#NNIK(S'N.]9DU:=QWK.FK9%%_ZC[!;95@%,%.!PH D6 MK$74576K.76I8&C.]]VI/]*Q+.?M6W9]]RD(Z*QI5TU@E.EP[5S3 Z6 MQ'2NCLQP*YZQ[5T5GT%N80\ O737
MO>N9Q_XJZ(C.7U#O?.WO>NFU#O7.WIZUM$9@W74UE3=36I==365-UK9 5FI! M0W6@=:.U0R114RBHU]=!5)C'JM2IE"]+4Z)5W :$!PC]=8ZE$?M1<'!Y=:,,?M5 M_P
JFF+VIW&9S1U"'T=:,31>U0O%[4K@9S)4++5]XZ@=*0BF5II%66&6H6%2(CH M!O0:2I8B56JQ')5('%2HU2Q&O!+@5WDZ5ST4G-:.O+C'-2T,ZNTGZM+CIS7%V=STYK>M+GIS631)U]M/G%:L
M,O KE[6XZKB-&9<]*Q[KH:V+GI6/===#6T1F%>=#7/7G>NA MO.AKGKSO6\1G/WG>L&[[UNWG>L&[[UO$9D7'4UG2UH7'4UGRUJAE9J93V1E4 M!*G6M"WZBL],M7[?
J*&.VK3M70V/45SUIVKH:]*RD(Z2P[5TMCVKFK#M72V M/:N:8CHK/M6Y:=*P[/M6Y:=]Y9$FDGW:=34^[3]O)84444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !112 M$XH ;OQ5>1\4Z1\9JE-+BM$BA)IL=ZSKBXZ\T7$^.]9-S<]>.W@AB7-SUYK% MN[KKS2W5UUYK#N[OKS70D,.=W77FL*[N>O:/NKKKS6+#IQ6O:.6 ;BL&/MK?
!Q6W:6W3BH[6VZ<5NV-MEKTXK-L0^TM>G%;E!:],*;:6O3BMNUMNG%8R8A;.VZ<5K6\'3BBWM^!Q6E## MCM6#D(6&'&*NOQTD<>*LHM9.0A57%24@!:R8F%%%%(04444 %%%% %.?H:QK
MOH:V)^]8]WT:.O+,&\[US=]WKH[WH:YR^[UU0*.:O>]<]>=:ZZ&[!USUYWKJB-M.Q+GJ;S)NM:=SU-9DW6MD,]/5=]L/5=]H^,TE*:2DP8H]S%U]L*LQ=:.0&C!6 MK;]JRH*U:.?
M4L#7M>U:MIVK"M>U:MIVK-B-VS[5NVG:L*S[5NVG:L9^]VI5 MJP5E6W:M6"N>1)HP]JN1U3BJY'6AU%%%9DA1110 4444@$I1110 4444 % M%%%, I*6D-
#2.8S4.:A=Z](8R1ZSKB3K5B.3BLNYEZUO!%%*[EZUS][+UK2 MNYNO<_>R]>:Z$AF5?2]:YN]DZUKWLO7FN=O).M.)#,]IDZUB7+\FM*[?K6-M<-
R:M("K(U0YS2N>;95")4ZU=A&;11;T;=>E6BC0MTK7M8NE4+5,XKWZ<5HQ6W'2I,>WZ<5HQ6_M6#KQ61=18S747,/7BL6[BZTB.5NX^M M8-
XG6NHO8^M<[>]UHN!S=T.363..36W=KR:QYUY-4AE,TE.8*TB4BPA]W$U44-
*6(VYJ[%FO.R=*V+63I7/0/TK6MI.E0T(Z>TEZ5OVE;UG+TK"2$=.9R]*WK63I7*61M<_>0\FNB+&.94.A@.M6(:KU8AJ&"-2VZBMZRI5@VW45O67.LI ='8]JZ>O[5S-AVKIK'M
M6$A'1V?:MVUI5A6?:MVUZ"N>1)]P=JN15*#H*N16B>29=E.%-7I3A63$O,*.M*0@HHHH **** $HHH/ %%%% @HHHH&%%%%, HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@
HHHH 6BDHH 6BDS1F@!:*3-&Z@!:*3=2;A0 MZBF[A1O% #]*:O%&\4 .HIN\4;O0 ZBF[O1NH =13=U&Z@!U% W4;] '44W= M1NH =13=U&Z@!U% W4;] '44W=1NH =13=XHWB@!U% WBC<*
'44W>*-PH = M13=U&Z@!U% W4;]' '44W=1NH =13=U&Z@!U% W4;] '44W=1NH =13=U&Z@! MU% W4;Q0 ZBF[Q1O% #]*;O%&\4 .HIN\4;Q0 ZBF[Q1O% #]*;O%&\4 .HI MN\4;Q0
ZBF[Q1O% #]*;O%&\4 .HIN\4;Q0 ZBF[Q1O% #]*;O%&\4 .HINZ MC=0 ZBDW"C- "T4F;.T +1110 4444 %%%% !1110 E%+10 VBEHI)2T44 M%+24M !1110 4&B@TP$HHHH$%%%% !1110,****
"BBB@ HHHH ****0!111 M0 4444 %%%%, I.2B@!,*** "BBB@ HHHH .132*DI,4[C(2E,*58VTA6G<" MMLI-E6=E-V47-AV4H6I=M+MHN!MIP%.Q2@4" "E%&*44@%H%% 1 +1110 4
M44&@!****!!1110 4444 %%%% !1110,**** "BBB@!110**0!1110 4444P-M"@T44 02UG7-ZUI2BJ%P.M;Q&8MT.M8-X.M=#=+-P;P[M>M=$1G-WB]-YZ\'6 MNFO%ZUS]XO6MXE'-
W8ZUC7(YK>NUZUB7*]:W11DS#F]HK0G%4):T0RJW6F& MGOUIE,EB4HI*<*$2B1.M7(35]:M1FM#0TH7Z5I6\N.5C1O5V&7% '16TV.M.WN.G-9L#KK:YZZ]: M4%STYKD;>[X'-
.D%WTYK"41'5PW'O5R.?WKFH:KW]_%=>]9.))"T">]3K+[U MB1W/O5E+GWK-P$:ZR5('K+2XIZF6?WK)P T 12U36>I:.*S<16+%%0B4[S1 M2L%B2BF>:*,%(0^BF[O1O% #]*:O%+N%
"T4F11D4 -!!FC_!2$4N:2@!A M6F%*FI,528R I3?+IJSMI-M/F.K^2-7^A*7REVT(SF[WO6%===36[M>]ZPKKJ:Z(@94WB>]:U/UK7O'ZU@7C]:U M2 R;M^:36 <-R:TK]^361<-
R:U2&4IC51S5B4\U5U, 42QM H. M**D@>G6KT Z52CZUHVX2A5O8T[9>E;5I'TK+M5Y%;MFG2LVP-6SBZ<5T-G%TX MK+LH^E=%9Q=*PDQ&E:1=.*W+6+I5"TBZ5M6T?
2N>3$7+=.,8K2A7I56%,E78Q MQ6&$F(G7I3J04M8D,**** "BBB@ HHHH %)110 4444 ***2EH ****8!1110 M 4UNE.IK4($5I15"=>M:+CBJDJYK:+*,6YCZUCW477BNBGCZUE7$76MDP.7N
MX>O%8=U!UXKK:F#KQ6/*R.BVZ\5UMQ:=>*RI[7KQ5U M/:BXC*2WYZ5:CM_:M!:.M3VJPEKJ4[C*<4'M6A!#TXJ;.V!]NPV_3BDV ZVBZ<5M6L?2]MQ!TXK7MH<8K M-
L" .)TK=#7.WW>N](SF+_O7+W_>NHO\ O7+W M_>NB(SFKWO6###==36]>]ZP;K]:WB,RI?O5$;FEZU#5@PIPHIPIH2)$]Q'UJN MM3QJ[,*+L/6M6V[5E0]:U+:,M6;
W;/M7067:N=M#'TKH+,]*S8CI+'M70V9Z5 MSEDW2N@LVZ5DQ'06IZ5K0'I6+:,MTK6@?I6$T(T4%2571 ^*E#5R-*:'T4W=1 MN%22.HI-PHR* %HI,BC(H 6BDW'C<* %HI-PI-PH =13=U&Z@!U%-
W4;]=AV M'44W=2Y%(0M%)D49% "FUSQ2Y%12/Q30T5+@HZTUI3O63=-UK6**.>[/!K MG[P]:W+MNM8%XW6NB*&85X>M8-WWKM.U8-GVK>M.UU6:K0]JLUDQ!1112$%-?
I3J:.2@"M)5*6KLE4I:T11G7'>LBZ[UKW'>L MBZ[UO$##N^]8-YWK>N^]8-WWKHB4C"NN]8=UWKXZFLR:M.
*MX[UF35LAE)^M,J1 ^M1U8!2BDI10!*M6(NU5E]S%UI,#2M^M:,5F>E8EOU%;5H M>E92$=:'8GI73V!Z5RUD>E=+8MTKFD!U5B>E=%9MTKF+%NE=%9OP*YI(#?@/ MJS5&W?@5<4Y%
<\D1)#]***@@***** "BBB@ HHHH **** "BC-&:- "BC-&:- "BC-&:- "BC-&:- "BC-&:- "BBB@ HHHH ***.T@="BBB@ HHHH MH ****8!1110!!+TK+NNAK4ZE5EW70UO T1@7O>N8O|
O73WO>N8O^]=$1G+.MZAWKF;[O73:AWKF+[O6T1F#===365-UK4NSR:RICS6R.K-UH7K2.:,5:M#+'*59-MC%5HZN1*J GC6K4:5%$M78DJKC%2.IUB][DCCJTD5%P*HA][0P>U:(@]J<.?
MVHN!CO![5 \/M6V!O|56DM .;BX&'\)#[55>*MN6#VJE+#[47$9#I5=UK2ECJG M*M("DPYJ.U-(*A-)B8E/4TRE%2268VYJ!)68CG8HVI>7IS6O:SICFN-M:AEQ6G;S8(Y)6@.MM+CIS6I.7/3FN-
M;CIS6W.7/3FLVA:6EQTYK;M:CIS7-M&VESTYK=M+CIS6$D2=9;S>],.F<5SEM/TYK6MY!8UUT:,1& M85[YWKGKSO70WG>N>O.],1&<]=>ZP.O[:WKSO6#=]ZWB,O[CJ;SY>M7!CJ:SY
M;V0RLU,%/F50R;/K5^WZBL^/K6A;]10P-FS[5T5CU%<[9]IZ*QZBL!"DL_MU=+8]]Y]P[5TMCVKFF(Z*S[5N6W:L.S[5N6W:N61)])VG4U/NTZL26%%%% M!1110 4444 %%%% !1110 4444
%%%% !1112 **** "BBBF 4444 %%%% ! M1110 444A.* G%12/BAY.53FFQ6D8E6&S2XSS69<3XSS3KB?KS61=7/7FNA M1&)=:/7FL2[NNO.+=W77FL*[N^O-:QB.+N[Z\UAW5UUYI+N[Z\UBW-
UUYK0(.M8MS<]=:.R;BXSGFDGN.]ZS0%]ZT2&+_GO5"63)I99;JN_.58 =]A)H+9IM MA:*]2E&:8/55S4Z\]T!IFK<47(H8PBBK0@ASCBD@@R1Q6K;6_3BH;$.MJQ
M6U:6W3BF6MKTXK=M+?!Q4 -@.M+7!Q6]:6W3BH[2UZ<5N6MMTXK%R$26MMTXK M8MX/:F6UOTXK5@A]]RDQ"PP[=*N1QTL<7%6%2M=L3!5O4H%(!3]S;$%%%%(0 M4444 %%%%
!1110!5GZ&L>[Z&MB?H.Q[OH:UB;&:>]#7.7W>NCO>AKG+[O75 M 9S5[WKGKSO70WO>N>O.]=41F)<],S)NM:=SUK,FZULAE1ZKM5AZKM5 1FDI M324F#%%68NM5A5F+K2 T8*U+?
M67:6L=JE@:%KU%;EIVK#M>HK:V+ M5.E44.MHG2N@LHNE9-F'TKH[&+!+<#5LH>G%=:.0.*SK&'1716*P.R/K6EQ'7T?6N!UK% MN8Y-6F!DN..9BK$BU%BM$%A!3A2 4HK!.AZFID:H!3U-
667X7K3ML E8T35 MH6[!*AB.BM9-16[.2]*Y:UDZ5N6DO2L9(1UMG+TK?M)>G 0=>*Z^Z@Z\5A7<'7BNB M+&0=>*PKJ'KQ77WEOUXK!NX.O%;IC.6N(NM9DR=.Z"ZAZ\5DW$>*U3&8\
MBU7;K5Z0*INO-:)C(Z44AHJD(>#3P:B%/!K1%$H.*#3 :4&J DI:.;#2BF,=1 M24M !2&EHJ !1114@%%% !1110 4444 %%%% HHHH **** "BBB@ I*6D !**B@ HHHH@%%% !1110 4444
%%%% !1110 4444@ M"BBB@ HHHH **** "BBBD 4444 %%%% !1110 4444P"BBB@ HHHH **** " MBBB@ HHHH ****0!2&E!#0 4E+24P&GI3&IYZ4QJ (S3:
<:.4.EA5B&J)6(. MA@C4MNHK>LNU8 MU%.UEVK*0'26':NFL>U@K"L^ MU:MKT%<\B35@Z"KJ52@Z"KJ5A(DF7I3A35Z4X5DQ.6BBBD(**** "BBB@!** M**0!1110(****!A1113 **** "BBB@
HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "DS0332.8"DTTM3"U!1L)9*7IH>H&DJ.R^)%@+7F4GF^)4S M.[TPS^].P%[S?>D\V#[G]Z3{1{T[#+ #$:/-K^A_WH_WHL!H>;2^;6=Y_O1Y
M_O18#+1\VCS:S_/+>GS_'HL!H>;1YM9_G^']G^)%@-#$:/-K^A_/Z//!Z+ M :'FT>;62Y_O1Y_O18#0\VCS:S_/IZ//!Z+ ;'FT>;62Y_O1Y_O18#0\VCS: MS_/Z//HL!H>;1YM9_GT>?
*18#0\VCS:S_/H\'>BP&AYM'FUG^?]T>?[T6 T/-MH\VL_P_WH_WHL!H>;1YM9_G^']G^)%@-#$:/-K^A_WH\_WHL!H>;1YM9_G M^']G^)%@-#$:/-K^A_WH_WHL!H>;1YM9_G^']G^)%@-#$:/-
K^A_P!Z/\@>BP&AYM'FUG^?]T>?[T6 T/-H\VL_P_^CSZ+:'FT>;62Y'GT6 T/-H\VL_MSZ//HL!H>;1YM9_GT>?18#0*\VCS:S_/IZ//!Z+ ;'FT>;62Y_O1Y_O18#0\V MD\VJ'G^']G^)%@+-
)M'FU0_P!Z3S_>BP&AYM'FUG^?]T>?[T6 T/-H\VL[_MS_>E_WHL!H>;.1YM9_G^']+Y_O18#0\VE$E9XG]Z<)_>BP%_S/>G!ZH';WJ02 M^]*PBZ'IP,J8DJ19*+_6@:7.0]/]#4F@)**0&EJ1!1110 4444
%%%% !111-M2 *.444)2T44 %%%% !0:*#3 2BBB@04444 %%%% PHHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BDS2T &:6DHH 6BBB@ HHHH **** #%)BE MHH 3%)BG44-
QO!2T4P$HI:* "@44"D M%%% !24M)0(**** "BBB@ HHHH M**** "BBB@44444 %%%% "BB@44@"BBB@ HHHH **** $<@X]C.X'7K6+=KUK?N5ZUC7:=:WBQG-
7B=:Y^\3K747:=:Y^\3K6\2CF+M.M8=T MO6NCO$ZUA72=:W0S#G'6L^6M2X7K69.*T0RD_6F&!'ZU$:H3"G"FTHIH2)%J M9#4 J135EHMHU68Y*H*U3*]
S5BF]_#/CO6'')5N;WJ6(Z*'Y]ZTX+KIS7+ MQ3^]7X;GW]&@.L@N^G:.:<%WTYKD8;KWK1@N_>LVB3KX+OWK0AN^G.>]7 MX;SIS630CK([OWJTEW[URT=[[U:CO?>H:.Z=+OWJ=+OWKFDO?
>K"7OO6;0CI M%NO>!!=>]L 7GO4@O/>HY0-T7/O3A<#UK#%W.M[U[+OWIGBYJZ7*(UQ/2B;WK*%'S[']V'O18#4$WO3A-[MUF':JW03^]*P&B)*<']@LWO4BRT6
*NAJ<#559*E5Z5@)A2TQ33ZD04444 %%-M%% !1110 4444 %%%% !1110 4E+12 **** "BBBF 4444 %03=*CJ*;I5+<.M:.JZ[U@7O>M^Z[U@7O>MD4L*ZZFMV[!UA
*M774UT1&94W4U3>KDW4U3?K6Z&1&FFG&FFM$.2E%)2BF(FCZUH0=16?'UK0@[.M4F.U:.M6S.:]QD(W+3H*WK3H*P.3H*WK3M7-(DW:3M6W:.]!O.3M M6W:.]!Y]*-.:<5H150@Z5?
BK!B+2=*E%!)TJ2D I 1N>*<34.AX_($5IVX 9 M-R_6M"X;@UD73]:ZH(HRKM^M8%Y)UK7NWZUS!X_6MTAF1>/UK!NWZUK7:],P
M;M^M:)#.RY;K63.W6K]RW6LN=N36B&59#4#&I'/-0L:T0##UIAJYIIIB8V@4
M4"I()8NM:.=L.E9T0YK4M1R&6;%HO2NALDZ5AV:]*Z.Q3I6,F(W;*/I71V*H2VG7B]N!RLMG[55>S]]ZB2S]]K/9^U5<9S9L_:.ME%G[5OFR]J467M3N!AK9^U3):>U;2V?M4BV?
M1<#)CM;/K<5M5HI:>(D!+7.MVI7.J06_3BM.W@Z<5)%;>U7H8,=JEL!]O%TK4@3I4,...U:&;>*R. L0K5^(.M8]M$E?[O6;$6%Z4ZFK3JAB8A7Z54GZ&K3=*[3]#*50&C'NTSPEVVY^[UT-WT-<|?
M=ZZHC.9O^]_!US%_WK>(SFKWO6#===36]>]ZP;KJ:Z(E&7+!U]&I>M M1&K$P%**2C"F@0]:G3M4"U.E,HN0]:U+8]*RH>U:5N>E0Q&Y.'I6_9MTKG+5 MNE;MH_2LV{Z:R?

I6_:/TKF+.3I6Y:R]*R: Z:VDZ5JPR<"N>MING-:<,W3FL MI(1M)+Q4PEK+2;CK4PF]ZYG$3+_FT>;5'SO>CSJGE)+__)E'F^]4/.]Z/.]Z M5@+__)M)YM4?/]Z//]Z5@+WFT>;[U0_WI//]Z=@-#S?
>CS:S_/]Z//]Z+ 7 M_-H\VJ'G^]'GT6&7_-]Z/-]ZH>?[T>?[T6 T!+2B6L\3^].$WO1R@7_-H\VJ M/G>]'G>]'*(O&6H))>*KF;WJ&2?CK341H2>2LFYDZU8GF]ZR[F7KS6L444;M
M^M85X_6M.ZEZUAW1+-^S[5O6G:L&S[5O6G:N:0C:MN@K6@[5DVW05K0 M=JPD(T8>U6:K0]JLUDQ!1112$%-?I3J:_2@"M)5*6KLE4I:T11G7'>LBZ[UK MW'>LBZ[UO$##N^]8-WWK>N^]8-
WWK>)2,*Z[UAW74UN77>L2Z[UT1*,:X[UF M35IW'>LV:MD,I/UJ.I'ZU'5C"E%)2B@1(M6(^M5EJQ'UI,#2MSR*V;0]*Q(#_MTK8M3TK*0'161Z5TEBW2N7LVZ5T5D_2L)
(1U5D_2N@M'X%9[UERD%G?2;ZK>92&2BP%K?2;ZK M>;2>;18"UYE'F55\VCS:5@+7F>]&^JGF4>;[T6 M[Z3?57S?>CS?>G89:WT; MZJ^;[T>;18"UOHWU5\VCS?>BP%K?
1OJKYM'F^]%@+6^C?53S?>E\WWHL!:WT MN^JOF>]*)/>BP%K?1NJN'IP>E818#4NZH U/#46 DS2YJ,&G9J6(=FBDI:0! MFC-%%(!:*** "BBBJ **** ()>E9=UT-:DO2LNZZ&MX&B,"]
[US%_P!ZZ>][MUS%_WKHB,Y;4.]U,9?A%7X4Z53@%:4"]*=P+4,=7HHJB@2M*&*BX$:0< M=*D^S^U78X>.E3B#CI3N!D-;>U5I+?VK?:WXZ56EM_:BX'.36_M6?-#UXKI9 M[?
VK+N(.O%%P.=FBQ6=,G6MZXBZ\5E7"=:_,B5:K&KLR]:IN.:!,9110*D@< M*GC:JXIZG!JRT:$4E7H9<&LA'JU%)S2: Z"WGQCFMBUN.G-MFY[UC77>MHC,*\[USUYWKH;SO7/7O>MXC.>O._M]8-
WWK>O.]8-WWK>(S&N.IK/EK0N.IK/EK5#*S4RGM3*L9+'UK0M^HK/CZUH M6_44,#9L^U=%8]17.V?45T5CVK*0CI+#M72V/:N:L>U=+8]JYIB.BL^U;EMV MK#L^U;EMVKED2:2?=IU-
3[M.K$EA1110 4444@"BBCM0 E%%%, S2YI** %S M1FDHH 7-&:2BD N:3-%% "YHI** %HH%% !1113 **** "BBD)Q0 C-BH7?% M*[XJI++BK2*02RXS6=<3]>:6>?
&>:RKFXZ\UO!#&75SUYK$N[KKS4EW<]>:P MKNZZ\UT10R.[NNO-8-W==>:DN[KKS6'=7/7FM4AC+JYZ\UCW%QDGFEN;CKS6 M7--UYK1(_FG]ZIR2TV26JS/FK0QSOFHB:3-
)0*X4"DI0*0ARBIXTR:8BU;BC MYIE(DBCK0AASCBF019QQ6K;P=.*EL!UM;].*V+6VSCBFVMMTXK[Z&MB?H:Q[OH:UB:&!>]#7.7W>NCO>AKG+[O75 9S5[WKGKSO7
M0WW>N>O.IKIB,Q+GK69-U-:=SWK,FZUNAE1ZKM5AZKM5 1FDI324F#%%68NM M5A5F+K2 T8*U+;M67!6I;=JA@;%KU%;EIVK#M>HK:8$1IRBDQ4B+4DEJW7D5M6B=*S+9.16Y9Q]*
M&QFS8Q]*Z:PBZ5B6,?2NGL(NE2V!M6,73BNCLXNE9-C%TXKHK.+I4.0%ZWBX M%74CI((^*MJG%I8S3I6Q:R=*RD@.JLY>E;]G+TKD[27I7062).KM)>E;=M)TKF+_M.7I6[:R=*YI(DWX'Z5H1-
61;OTK2A;I7/(1>0U,*KQFIQTK-B%HHHI""BBB@ M!****8!1112 **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH ****0!1110 M%%% !1110
&HG&:EIC"J0T4Y4JC/%FM1 MUS5:6/BM(LHP+F'@\5BW<'7BNIGBX-9%U!UXKHBP.0O+?KQ6!>6_7BNSN[?K MQ6#>6_7BMTQG%W<'7BL6YAY/%==>6_7BL*Z@Z\5JF,YB>/':J$J#3 >*6F@
MTM Q:*2BD 4444@"BBB@ HHHH **** "BBB@ HHHI@%%%% !0**!0 M%%% ! M110: #-)112 2BBBF 4444 +1113 **** "BBB@ HHHH **** "BBB@ HHHI M %%%% !1110 4444 %%%% !1112
**** "BBB@ HHHI@%%%% !1110 4444 M%%%% !1110 4444@"@T4&@!*2EH_,!IZ4QJ>:8U $1IM/_,-0R6%6(:KBK$-
M0P1J6W45O67:L&VZBMZR[5E(#H[#J*Z>Q[5S%AU%=/8]JPD(Z.S[5NVO05A6 M?:MVUZ"N>1)JP=!5U*I0=!5U*PD23+TIPIJ]*<*R8F+1112$%%%% !1110 E M%%%(HHHH$%%%%
PHHHI@%%%% !1110 4444 %%%% !1110 4444 %+24M ! M1110 444&@!*0TM(:8#2:C8TYC4+M3&(S5 \F*)'JK))BJL YY:@>;WJ"2:J MDD_O5)#+C3^]1&X]ZSWN?>H&NO>JY0-0W/O2?:?
>L=KKWIINO>GR@;/VGWH^_MT^]8OVOWH^U^]/E V_M/O1]I]ZQ?M?O1]K]Z.49M?:?>E^T^]8OVOWH^U>]' M*!M?:?>C[36-]]Z/M7O3Y0-G[31]IK&^U>]'VKWHY0-G[31]IK&^U>]'VKW
MHY0-G[31]IK&^U>]'VKWHY0-G[31]I]ZQOM7O1]J]Z.4#9^T^]'VGWK&^U^] M+]J]Z.4#8^T^]'VGWK&^U>]'VKWHY1&S]I]Z/M/O6-]J]Z/M7O1R@;/VGWH^_MT^]8WVKWH^U>]'*,V?M-'VFL;
[5[T?:O>CE V?M-'VFL;[5[T?:O>CE V?M-_M'VFL;[5[T?:O>CE V?M-'VFL;[5[T?:O>CE V?M-'VFL;[5[T?:O>CE V?M-'VFL;[5[T?:O>CE V?M-'VGWK&^U>]'VOWHY0-G[
M3[T?:?>L;[5[T?:O>CE V?M/O1]I]ZQOM7O1]J]Z.41L_:?>C[3[UC?:O>C[M5[TC[3[MUC?:O>D^U>]+E&;7VGWI/M/O6-]J]Z/M7O3Y0 G[3[T?:?>L;[5[T?:O>CE MV/M/O1]I]ZQOM?O2?:_>CE
VOM/O1]I]ZQ?M?O1]K]Z.4#:^T^]*+GWK%%W[MTHNO>ER@;8N?>GK<^]88NO>I%NO>CE W%N/>I5N/>L-;KWJ=;GWIL5+GWJPEQ[T]6$G]ZEQ$:JO4@.:SDF]ZL)-[U#B!:
MHJ)9!4@8&HL(6BBBD 4444 %%%% !1112 **** "BBB@ I*6DI@%%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !24M)0 4444 +124 MM "T4"BD 4444 %%%%, HHHH
**** "BBB@!**6DH **** "BBB@ HHI*!!F MES244 +1110 4444 %':BE-_"4444#"BBB@ HHHH ****0!2TE% "T444P"B MBB@!K=*JS"K9JO**I#,N=>#61=)UK1]:ZJZBZU MA7D76NB+*.2O(^M8-
W'UKK+R'K6!=P]:VBQG,7*=:RITYKH+J+K63<15JF,Q MI5YJ$U=F3K55EQ5@R.E%&*!31(X4\&F"E%6BT2@T]6J'_*&IC+2O5B.2J >I M5>DP_..;WJY%/CO6,DM6$F]ZAB-Z*XQWJ]%=>]<['/[U:CN?
>H8CIHKOWJ[% M>>]]6H[OWJ&A'51WOO5E+WWKEDO/>K"7OO4-_=4E][U.E][URJ7OO4R MWOO4-".J6^]ZE6^]ZY9;[WJ5;[WJ'$#J5OO>I%O?>N76^]ZE6]]ZGE$=0M[[
MU*MY[URZWOO4ZWOO4\H'3+>>]2K=^]I5NO>N=6\]Z MG2[]Z7*!T"W/O4JW/O6 EW[U.EU[U/*!O+<>]3I/[UA)<^]6$N?>ER@;B3>] M3I+[UB)<^]64N?>ER@;*2U.K@UD)
<>]6$G]ZAQ$:0.:6JB3^]3K*#4-!8DHI M P-+2$%%%% !1110 4444 %%%% !1112 **** "BBBF 4444 %03=*GJ";I5 M+<:,JZZ&L"][UOW70U@7O0UM$HYN_P"]]36%==3
M6[>=36#==371$9ES=:IOUJY-U-4WK>(R)J;2FDK1#"@44"F!/%5^#M5"+M6A M!VI,9J6U;-KVK&MNU;-KVK"1)N6G:MZT[5@VG:MZT[5SR)9O6G:MRU[5AVG:
MMRU[5S2$:\'2K\=4(!Q6A'6#$6%I],7I3J0 35>4\&I6-5IFX-7% BC<-UK& MNGZUJ7+<&L6[;K75 HR+M^M<_>/UK9O'ZUS]X_6MT,Q[Q^M85TW6M:[;K6)=-M-
UK1#,RX;K69,:O7#=:SICUJT,K.:C)ISFF&M!C32&G&FF@EB4"BE%(DGA'-M:UJ.E9D Y%:UJ.E2RC;LEZ5TE@O2N>LATKI;_=*QD(Z*Q7I7262]*Y^Q'2ND
MLATKGD(VK5>!6M"M9MJ.E:L(XKGD(M(*D IJ"GBL62Q:***D04444 %%%% " M4444@"BBB@ HHHH **** "BBB@ S2YI** "BBBF TBF,*E-,(JD,KNM5Y$JZ
MRU"R528&;)%GM5.6#VK7>.H'AJDP,.2W]JJ26OM6\\'M4#V_M57&<^]I[5 U MG[5T+6WM41M?:J3 P/L?M0+/VK=^R^U'V7VJK@8HM/:GBT]JV1:^U.%K[47&
M9"VGM4R6OM6H+;VJ1;;VHN!GQVWM5N.#VJTMO[582'%2V!#%%[5L*Y[UO$9ER] M:AJ:7K4-: PIPIHIPIH$/6ITJ%:E2F,MQ&M"_]*S8SS5Z%JAB-JV;I6S:R=* MY^W?I6M;28O4-
=+:R]*VK6;IS7+VTW3FM:WGZK\5UTYK-H1T:7"6I1<>]8277O4HNO>L7$3-K[1[T?:/>L;[5[T?:O>IY1 M&S]H]Z/M'O6-]K]Z/M7O4\H&Q]I]Z3[3[UC_&OWI/M?O2Y0-C[3[T?:?>L8 MW?O1]K]Z?
*!L_:?>C[3[UC?:_>C[7[TE^U>]/E&;/VGWIPN?>L7[5[THN_>CE VQ<>]'VGWK&%U[TOV MKWHY0-]9MQ/[U%+=>]9\]S[UHHC$N9NO M-
8UU+UJ>XGZ\UE7,W7FM8H94NI.M8]R_6KMQ)UK+G>MHH92G:L^4U;F:J4IK M9%%62]K]:LR56;K6B&,-)2FDI$#EJW#VJJO6K4/44F4:$':M6V[5EP=JU;;M
M64B39M>U;MGVK"M>U;MGVKGD2S>L^U;UIVK!L^U;UIVKFD(VK;H*UH.U9-MT M%:T':L)"-&'M5FJT/:K-9,04444A!37Z4ZFOTH K252EJ[)5*6M$49UQWK(N MN]:]QWK(NN];Q
P[OO6%=]ZW;OO6%=]ZWB48-WWK$NN];=WWK$NN]=$2D8]Q MWK,FK3N.]9DU;(HI/UJ.I7ZU%5@%**2EH$/6K$?6JZU/'UI,"_->E:UJW2L>
M$\UJ6S=*S8'06;]*Z"SDZ5S%J_2MRTEZ5DT(ZNSEZ5N6LW3FN4M)NE;5M<=. M:R: ZB";IS5Z.?WKGH+CIS5V.Y]ZR<26;0F]Z/.]ZRQ<^]'VGWK/E)-/S_>D M,_O68;GWI#<^]3R@:?G^]'G^]9?
VGWI/M/O2Y0-3S_>CS_>LK[3[T?:?>E8# M4_WH_WK*^U>]'VGWI6 U?/]Z//K*^T^]'VKWIV&:OG^]'G^]97VGWH^T^] M%@-7SZ/.]ZROM/O1]I]Z+
:GG^]'G^]97VGWH^T^]%@-7S_>E_WK)^U>]*+ MGWHL!K";WIXF]ZR1<^]2+<>]*PC566I%DK,6?WJ=)J+_:*O4BM5%)*G1Z5A% ML-3P:@5JD4U#0B44M-%.J %HQ2BBD 4444P"BBBF 4444
02]*R[KH:U)>E9 M=UT-;P-$8%[WKF+__+UT][T-MX@<[>=ZP;OO6_>=ZP M+OO6\1F-<=36?+6C/U-9\G>MD,JM3*>U-JQDD=:%O6>E:%O0P-FS[5T-CVKG MK/M70V7:LY".EL>U=)8]!7-
V/:NDL>U:RKFXQGFM M5$H;:P[NZZ\UM%#&7=UUYK!N[KKS4EW==>:P[JYZ\U MO% ,NKGKS6-:?<7&<\UESS9[ULD,BGEZ\UGRRG%;MI;=.*S;))+6UZ<5LVUOT
MXIMM;].*U8(,8XK"3$.@@QVK0BBQ38HL5;1,5SMB8Z-<5,!BFJ*?638@HHHI M""BBBD 4E*:2D M%%%, HHHI@%!Z44'I0!4GZ&LBZ[UKS]#61==ZVB68%[T-_MM.U8-IVK>M.U8R)-
JVZ"M6"LJVZ"M6"N>0C1BJXE M4XJN1UA(DFHHHK,04444 %)2TE(I:2EH ****8!1110 57F/%3GI52=NM5$ M:*%PW6L:[?@UIW+]:P[R3K6\4695Y)UKGKR7K6K>R=:YV]EZUTQ&9=Y+UYK"
MNI>M:%Y+UK#NI.M;I 4[B3K6=,^:GGDZU1D:K&0R&JS5,QS49&: & 58B2F* MM7(8\U+)+5K'R*WK*/I69:Q=*W[*+I4-C-FPCZ<5T]A'TK$L8NE=-81]*R; MW+&/I716:<"L:R3I706B=*R<@-
"%.*L!:;$O%2XKED]2&QI%12+Q4],<<4DP M3,BZ3K6'>1]:Z.Y7K6+=Q]:Z$RCE;V+K7.7T76NOO(NM<[>Q=:U3 Y"\BZ\5 M@W476NLO(>M8-W%UK:+&RU":M2+BJS5LAC#29H M-
)00QRFK$;56%2H:!HU+=^E:UM)TK"@;I6K;OR*B11T=I)TK?LY>E*Q8F/HHHI""BBB@ -)2FDH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD
4444 +1110 M 4444 %(:6BF!&14+IQ5DBF,O%4F49TT?!K,N(>O%;LB9%49XNO%;Q8',74' M7BL.[M^O%=?*Q;JWZ\5LF,XN\MNO%8%W;=>*[:[MNO%8-W;=>*U3&<9=
M6_7BLBX@Y/%=;=6W7BL6YM^O%:IC.#4(-/!JKE$H-.S40-.!I@29HS3U82$='9]JW;7H*PK/M6[:]!7/(DU8.@ MJZE4H.@JZE82))EZ4X4U>E.%9,3%HHHI""BBB@ HHHH 2BBBD 4444""BBB@
M84444P"BBB@ HHHH **** "EI*6@ HHHH *#10: $III MU,:F@(W-5Y&J9S525JM#()7Q5&:7K4\S]:S)Y.M6D!'-UYJA-<>]%Q-C/-9
M<_7FM$AD\ES[U5>Z]ZHS7/O5*2Z]ZM1&:C7?O3#=^]8KW?O49N_>JY0-[[9 M[T?:_>L#[7[T?:_>JY1F^+OWI?M?O6 +OWI?M?O1R@;XN_>E^U^]8 N_>E^U M^]'*!O\ VOWH^U^]8/VOWI?
M?O1RC-W[7[T?:_>L+[7[T?:_>CE W?M?O1]K M]ZP?M?O1]K]Z?*!O?:_>C[7[U@_:_>C[7[TN4#>^U^]'VOWK!^U^]'VOWHY0 M-[[7[T?:_>L'[7[TOVOWHY1&[]K]Z/M?
O6%]K]Z3[7[T^U^]'VOWK!^U M^]+]K]Z.4#=^U^]'VOWK"^U^]))K]Z.49O?:_>C[7[U@_:_>C[7[T^U^ M]'VOWK!^U^]'VOWHY0-[[7[T?:_>L'[7[T?:_>CE WOM?O1]K]ZP?M?O1]K]
MZ.4#>^U^]'VOWK!^U^]'VOWHY0-[[7[T?:_>L'[7[T?:_>CE WOM?O1]K]ZP M?M?O1]K]Z.4#>^U^]'VOWK!^U^]'VOWHY0-[[7[T?:_>L+[5[T?:_>CE$;OV
MOWH^U^]87VOWH^U^]'*!N_:_>C[7[UA?:_>C[7[TL+[7[T?:_>ERC-W[7[T?:_M>L+[7[T?:_>CE W/M?O1]K]ZPOM?O1]K]Z.4+&Y]K]Z3[7[UA_:_>D^U^]/E M W?M?O1]K]ZPOM?
O1]K]Z.4#>^U^].%W[U@"[]Z<+OWIITN_>ER@=*EW[U92Z]ZYE+OWJPEY[TN41T M\=U[U9CNO>N8CO/>K4=Y[U+B!T\=U[U92Y]ZYF.\]ZM1WGO4.(CI$N?>IEN/ M>N?CN_>K*77O6;B!NK-
[U():QDN?>K"3^]0XB-024H:J*RYJ99*FP%G-+40: MG@TK"'4444@"BBB@ HHHH *2EHH 2BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ I*6DH **** "BBBD H-+FD%%
"T4E% "T444 % M%%% !1113 **** "@T4&@!**** "BBB@ I*6DH$%%%% "T444 %%%% !2FDI M30,2BBB@ HHHH **** "BBBD 4444 +1110 4444P U"XJ:HW%-#*,JUG3QY
MK6D6J4R5HF,P;F+K6)=P]>*ZBXBZ\5D74/7BMXL9R-Y!UXK NX.O%=E=P=>* MP;NWZ\5NF4<==0=>*QKB'K76W=OUXK$NH.O%:I@*S9HJM M,9FE<4VK+IBH66K
92TE%.X"YHS3]3I<^]8BS>]3+/[U+0C<2Z]ZG6[]ZP5G]ZE M6X]ZFP&^MW[U*MY[USZW/O4BW/O4V$="MY[U(M[[USRW/O4BW7O2Y0.B6\]Z ME6\]ZYQ;KWJ5;KWI>]3I>>]ITO/>N92[]ZL
M)=^]3RA8Z9+SWJ=+SWKF4N_>K"7?O2Y1'3)=^]6$N_>N92[]ZLI=^]+E Z5+ MOWJS'=^]N8 MCO/>K,=Y[U#B!U"77O5A+KWKF8[SWJS'>>]0XB.D6Y'K4RW'O7/)>>]6$N_> MH<0-
T3T\2@UCI<^]3I<9[U#B(TPXI=PJBLV>]2K)2Y0+6:6H5?/!I6 ?12" MEI""BBB@ HHHH **** "BBB@_J";I4]03=*I;C1E770U@7O0UOW70U@7O0UM
M$HYJ_P"]N:ON];Q&=36#==36]>=ZPKKJ:Z(C,J;J:IO5R;J M:IOUKHB40FDIQIM:(H%% IB)XNU:$':L^/M6A!VJ6,U+;M6S:]JQK;M6S:] MJQD(W+3M6]:=JPK3M6[:=JYI$LWK3M6[:]!6%:=JW;7M7-
(1KP=*OQU0@Z5? MCK!B+"]*6D7I2F@"-S528\&K+FJM9\IZU=G/6L M^4U:&0,:2M258@I*6DIB$I5'-%.40C;M1TK4A'2LVV'2M. M$=*PD26EIXIBT^L&)A1112$%%%% !1110 E%%%(HHHH
**** "BBB@ HHHH M **** "BBBF 4A%+10 PBFE:EI"*JXRNR5$T=6RM-*4[@46BJ-H?:M I33'5 M7 S3![4TV_M6D8O:D\KVIW S/L_M2_9_:M+R:/*]J=QF<+?VI1;^U:'E>U+Y M7M3Y@*
@]J<(*O>52B/VINB)1SE[WK"N>IK=O.]85SU-;Q&9DO6H34\O6H#6H,*=2"G M"F@0Y:E6HQ4BTRB>,UKT4M0T(WX)\=ZT8+_MCIS7.138[U>BN.G-2T!TL5UCO5V.
[]ZYF.Z]ZLI=^]0T(Z9+OWJ07GO7.+=^ M]2"\]ZAQ$=#]L]Z/MGO7/_;/>E^V>]2XB-_[9[TGVSWK ^V>]'VSWJ>4#>^V M>])]L]ZP?
MGO2?;/>ER@;WVSWH^V>]8'VSWH^U^]'*!O_;/>C[9[U@?:_>C[M7[T]/E&=!]L]Z/MGO6!]L]Z/MGO1R@=!]L]Z<+ MSWKGOMGO2B\]Z?*!T0O/>C[9[USXO/>C[9[TJ4MU[U0>
[]ZJR7/O5)#++4UQ[UFSSYSS4M4BB*5JJ2&II&JLYK5#(9*@;K4SU"U6,8:2E-&*1(]]:MP]:JKU MJW%UJ6,OP=JU;;M67!VK4MNU8R)-FU[5NV?:L*U[5NVG:L)$LWK/M6]:=JP; M3M6]:=JYI"-
JVZ"M:#M63;=!6M;]]PD(T8>U6:K0]JLUDQ!1112$%-?I3J:_ M2@"M)5*6KLE4IJT11G7'>LBZ[UKW'0UCW7>MX@8EWWK"N^];MWWK"O.];Q*, M&
[[UB77>MN[[UB77>NB)2,>X[UFS5I7'>LV:MD,I/UJ,U*]15H,2EHHH >*E M3K40J1>M)@78CTK1@;%9<1YJ]"U0T(W+:3I6Q;3=.:YR"3&*TX)NG-9M =/; M3XQS6M;W/3FN5@N.G-:,-
STYJ&A'50W?3FKB7?O7+Q7?O5E+SWJ'$1THN_>C M[7[USXO/>E^V>]0XB XW?O2?[]ZP3>>]-Y[U+B(W_M?O2?:_>L#[9[TGVSW MJ.4#?^U^])]K]ZP?MGO2?;/>ER@;_P!K]Z/M?
O6!]L]Z/MGO1RC-_P"U^]'V MOWK ^V>]'VSWHY0-_P"U^])]K]ZP/MGO2&[7[T?:->N?^V?5[TGVSW
T1@7O0US%_WKI[WH:YB_[UT1&N8ONIKI]0[US M%]U-;(9SMWU-8_4UL7?>L>?J:U0%8THI#0*9/4M15HP=16;$:T8*HHUK;M6
(#5MDZ5I119%5;5>E:L,?%0V MP0\=*CD@XZ5I+%D4/#Q4\P'/3V_'2LBZM^O%=7/!P>*R+JWZ\4*Q;B+!/%6F!C.G-0D8J] M+'@FJS+6B&0T4I&*::8@H!I*3-(FY*K7I6M;3=.:Y
MV&2M*";IS6;0CJK2XZG-8.(&["^:L@\5G0/G%7D;(M%920F244"BH)"J_2K%03=*:&C)N1UK%NN];=SWK&NAUK5%'/WG>N>O>]=%>M=ZYZ]
[UO$#G;SO6!=]ZW[WO6!=]ZZ(C,>XZFL^7J:]+AA9P_/X4=R9&!K&OQ>GF3D_DDQ8^P86Y1LIK7(@Q3/3%1+@M+V5.%H4+N_%B@3L8!+T=1VZ[/$$,S::4L;GG#Z%0
8=W==>:V41C+NZ MZ\U@W=UUYJ2]N[[KS%N7/O5*W;W.>CT1-%5]8T7!;OL2X\KT3+PT3!UH=[IKN@7!!6I-M0=B0,MC%F4;V]=
MR*&B&*M&"#IQ4L M[?2IQ6O:5L%?B2^G]GA#JM>FL/>>-2C4O1?/\2[J/U>2:%BO7I7<19[4@/N[W8GL@W8&-HC$J;A
B5*%I0*=7.V)L****0@HHHI %%%%(!**** %HHHIH HHHI@%!Z44'I0!4GZ&LBZ[UKS]#61==ZVB68%[T-M.U8-IVK>M. MU8R)-JVZ"M6"LJVZ"M6"N>0C1BJY'5.*KD=82))J***S$%%%%
!24M)2 *6D7I2F@"-S528\&K+FJM9\IZU=G/6L M^4U:&0,:2M258@I*6DIB$I5'-%.40C;M1TK4A'2LVV'2M. M$=*PD26EIXIBT^L&)A1112$%%%% !1110 E%%%(HHHH
6QBZ5TEC%TK"@;I6K;OR*B11T=I)TK?LY>E*Q8F/HHHI""BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M"B4H0T(WX)\=ZT8+_MCIS7.138[U>BN.G-2T!TL5UCO5V."
[AZUUUY#UXK O(>O%;Q8SEKF+K65.G6 MNANHNM8UPF,UTQ91C2K5.3K6C.O6L^4E; M]G+TKDFDB3JK23I6U;Y:IR9(MT M%%%% !1110 4444 %%%% !1113 **** "BBBD(HHHH *2EHH 2BBBD HHHH **** "BBBF 4444
4444 %%%% !1110 4444 %%%% !1110 4444 %&:2 MB@!U:IC.5NK;KQ M6%=VL&W9NKNZ9K'#T7&NO BMDQG%7=KUXK0.KXF7:@0KCB2KGPOD$D<#S*2%B
MZ\5ES0X[5U5U;=>*Q[JWZ\5JF1Y5%TSU3R2$UQTS4N9C5@^%%XWMXB,1U6@44A(X4@8W@DG,*BU=+U3SSUBWEMI?<PMJC$0VVQUFRIGU,!<6GS&E11#L%+0%2UPYN)D7S
6@TE%(HHHH 2BEHH 2BEHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH&%%%% !1113 **** "BBBD(**** "BBB@ H-%!H
2BBB@8TTQJ M>:8U B,TPT\TPU#)8"K$ 5Q5B&H8(U+;J*WK+M6#;=16]9=JRD!T=CVKI['M'M M7,V/:NFL>U"B3L^U;MKT%V;NTFUKIY$K]O%>$B%AP\1%Z%::VDC%H^=%>XFJV:M>JSV
HHHH 2BBBD 4444 %%%% !1113 **** "BBB@ HHHH ** M** "BBB@ HHHH *6BB@ HHHH *#12&@ -1M3S3&Z52&02&J4S=:MR&J$YZU: M
HW#]:R;F3&:T+ENM8UT_6M4AE"YFQFLBYGZ\U:NY>M8EU-UYK5(8R>XZ\UG MRW/O4=Q/UYK,FN/>M4AEQ[KGK4)N_>LR2X]ZLI=^]0T(Z9+OWJ07GO7.+=^ M]2"\]ZAQ$=#]L]Z/MGO7/_;/>E^V>]2XB-_[9[TGVSWK ^V>]'VSWJ>4#>^V M>])]L]ZP?
VA=^]*+OWK$%S3A<^]'*!MBZ]Z477O6<(+GWIPN?>GRC-&TL7V[SK/2YWQG9E!OWAXZ9M+7D:KE6EA%8#U/&?6VXLX;FB7YCO=#D8LD2U-U.6H7/0A/M?=
[1[T?:/>CE V?M7O1]J]ZQOM'O2?:_>CE$;'VKWH^U^]8_VVK=BI/M?O1R@ M;?VOWH^U^]8_VVRIHM7O1]J]ZQ_MOUY]J]Z.4#8^U^]'VOWK'^V^]'VSWIUU *V/L!*.CUFH]KDH6"&\UH+
M#9^U>]'VKWHY0-G[31]IK&^U>]'VKWHY0-G[31]IK&^U>]'VKWHY0-G[3 M]I]ZQOM7O1]J]Z.4#9^T^]'VGWK&^U^]'VKWHY1&[]K]Z/M7O1]J]ZQOM7O1RC/
M]]ZQOM/O1]I]Z.4#9^T^]'VGWK&^U>]'VKWHY1&S]I]Z/M/O6-]J]Z/M7O1R@;/VGWH^_MT^]8WVKWH^U>]'*,V?M-'VFL;MRA8V?M7O1]K]ZQ_MOO1]J]Z.4#8^T^]'
[1[T?:/>CE&;'VKWH^U>]8_VVRIHM7O1]J]ZQ_MOU9]K]Z.4#8^U^]'VOWK'^V^]'VSWIUU*V/L!*.CUFH]KDH6"&\UH+
ZA+WWJS'>^]6$N?>CE&;OK>B6M&T_O1R@=?Q9=1Q5(8Q*!:9I^D9+-U.,Q"Z@TU0!1WVE;M%_]L?>G+.]H-!M8[0J]UR!NUN%9.;JW%&:1P#S\+YS_T#1Y'EO&VT[5,EL[1)1N[-4/8
TM0H]2!JR:%8=1112$%%%% !1110 &DI:$ %)2TE+ ****&"BBB@ HHHH **** "BBBD 4444 +1244 +1249H 6BBB@ HHHI@%!HI* "BBB@
HHHH **** M "BBB@ HHHH$%%%% PI3244 %%%% !1110 4444 %%%%(HHHH 6BDI: "BB MB@ IIIU(:8$#K5:1*NL*A9:I,9ES19S67<0YSQ6_)'5">+KQ6T64*[2ZMNO%8=U:]>*U3&
<;#KQ7675MUXK'N+;KQ6J8'-RQ=>*JO'BMN:WQGBJ,L-6F,RV7%1FKLD55F MC(JP(C24\BFXH):$HS2XHQ0 9HS1BC% "YI]6$N_>N>2Y]ZG2Y]Z7*!T*7?O5A+SWKG%NO>IENO>ER@=*EY[U82
M]]ZYA;OWJ=+SWI^]64O?>N52\]ZG2]]ZEQ$=9'>68[[WKD4OO>K,=6M=]UFX@@=?!/>@4(@UJ,U%RUUQ)>C]QUEK@U^[-MA6CCH1WM0GLM%_Q6_O<+0A4R!E1/;/\0_E/3_DW7I]ZF9 MI/S5V6;-5[%
UG'-7HKCIS4N\S-HI\2(C;==Y!IX8;DEW(:/IHQG2&RWL9MN&_0H8*;AUK9QIM.J#3S1DG>=ZU\V6'@?0R4O^V!Y]T^Y<;)Y!UFT8HK[TJ?&!%A\Y;W#JN21@7^M]N+K7W/W;'P&NPZN
[UA774UNWO>L*ZFHYB[[JV'MUN?SI85O>N6N\$B)*"HVD1OTO<>,&+PT%M*ZK7\8,F9H^9_+!$=8]HN@:K,>/3J;M]/1D+C]QH'Z;[WGRX$P>R?VE6O54!X>(88N7ZT)'#LJ@T
MZUSIV>M;MX,DA-J_>J=@GV7]=LBP23!/D>J6!.C43"A1ADIUJ@HB[8N?1ZH/3B^]TRUB/F(Z\=>H,F4<5=H8G6-<\P7_39G:FUW4-U<A#1T2%K6FNOZVRBQ?GH%H
$*K1ZNDYGW&-J)6D=2LTFKQ7MB24J91&NSIHOE"O(8C%TRO$;.6WM4=*ZBQ;/4LO=C^,:/;G1+-!KUD/5ZJ7+NJ#PQ+U-I7G?76!QD.2&&IG[)J;UI4UU=/H*1VR"VQM'T,!&'F($Y;L4W
2BBB@8TTQJ M>:8U B,TPT\TPU#)8"K$ 5Q5B&H8(U+;J*WK+M6#;=16]9=JRD!T=CVKI['M'M M7,V/:NFL>U"B3L^U;MKT%V;NTFUKIY$K]O%>$B%AP\1%Z%::VDC%H^=%>XFJV:M>JSV
2BBB@8TTQJ M>:8U B,TPT\TPU#)8"K$ 5Q5B&H8(U+;J*WK+M6#;=16]9=JRD!T=CVKI['M'M M7,V/:NFL>U"B3L^U;MKT%V;NTFUKIY$K]O%>$B%AP\1%Z%::VDC%H^=%>XFJV:M>JSV
HHHH 2BBBD 4444 %%%% !1113 **** "BBB@ HHHH ** M** "BBB@ HHHH *6BB@ HHHH *#12&@ -1M3S3&Z52&02&J4S=:MR&J$YZU: M
HW#]:R;F3&:T+ENM8UT_6M4AE"YFQFLBYGZ\U:NY>M8EU-UYK5(8R>XZ\UG MRW/O4=Q/UYK,FN/>M4AEQ[KGK4)N_>LR2X]ZLI=^]0T(Z9+OWJ07GO7.+=^ M]2"\]ZAQ$=#]L]Z/MGO7/_;/>E^V>]2XB-_[9[TGVSWK ^V>]'VSWJ>4#>^V M>])]L]ZP?
VA=^]*+OWK$%S3A<^]'*!MBZ]Z477O6<(+GWIPN?>GRC-&TL7V[SK/2YWQG9E!OWAXZ9M+R:/*]J=QF<+?VI1;^U:'E>U+Y M7M3Y@*
[1[T?:/>CE V?M7O1]J]ZQOM'O2?:_>CE$;'VKWH^U^]8_VVK=BI/M?O1R@ M;?VOWH^U^]8_VVRIHM7O1]J]ZQ_MOUY]J]Z.4#8^U^]'VOWK'^V^]'VSWIUU *V/L!*.CUFH]KDH6"&\UH+
M#9^U>]'VKWHY0-G[5[T?:O>L;[1[T?:/>CE V?M7O1]J]ZQOM7O1]K]Z.4#9^T^]'VOWK&^U^]'VKWHY0-G[5[T?:O>L;[5[T?:?>CE V?M7O1]J]ZQOM7O1]K]Z.4
M]]ZQOM/O1]I]Z.4#9^T^]'VGWK&^U>]'VKWHY1&S]I]Z/M/O6-]J]Z/M7O1R@;/VGWH^_MT^]8WVKWH^U>]'*,V?M-'VFL;[5[T?:O>CE V?M-'VFL;[5[T?:O>CE V?M-'
[1[T?:/>CE&;'VKWH^U>]8_VVRIHM7O1]J]ZQ_MOU9]K]Z.4#8^U^]'VOWK'^V^]'VSWIUU*V/L!*.CUFH]KDH6"&\UH+
ZA+WWJS'>^]6$N?>CE&;OK>B6M&T_O1R@=?Q9=1Q5(8Q*!:9I^D9+-U.,Q"Z@TU0!1WVE;M%_]L?>G+.]H-!M8[0J]UR!NUN%9.;JW%&:1P#S\+YS_T#1Y'EO&VT[5,EL[1)1N[-4/8
TM0H]2!JR:%8=1112$%%%% !1110 &DI:$ %)2TE+ ****&"BBB@ HHHH **** "BBBD 4444 +1244 +1249H 6BBB@ HHHI@%!HI* "BBB@
HHHH **** M "BBB@ HHHH$%%%% PI3244 %%%% !1110 4444 %%%%(HHHH 6BDI: "BB MB@ IIIU(:8$#K5:1*NL*A9:I,9ES19S67<0YSQ6_)'5">+KQ6T64*[2ZMNO%8=U:]>*U3&
<;#KQ7675MUXK'N+;KQ6J8'-RQ=>*JO'BMN:WQGBJ,L-6F,RV7%1FKLD55F MC(JP(C24\BFXH):$HS2XHQ0 9HS1BC% "YI]6$N_>N>2Y]ZG2Y]Z7*!T*7?O5A+SWKG%NO>IENO>ER@=*EY[U82
M]]ZYA;OWJ=+SWI^]64O?>N52\]ZG2]]ZEQ$=9'>68[[WKD4OO>K, M=]]UFX@@=?!/>@4(@UJ,U%RUUQ)>C]QUEK@U^[-MA6CCH1WM0GLM%_Q6_O<+0A4R!E1/;/\0_E/3_DW7I]ZF9 MI/S5V6;-5[%
UG'-7HKCIS4N\S-HI\2(C;==Y!IX8;DEW(:/IHQG2&RWL9MN&_0H8*;AUK9QIM.J#3S1DG>=ZU\V6'@?0R4O^V!Y]T^Y<;)Y!UFT8HK[TJ?&!%A\Y;W#JN21@7^M]N+K7W/W;'P&NPZN
[UA774UNWO>L*ZFHYB[[JV'MUN?SI85O>N6N\$B)*"HVD1OTO<>,&+PT%M*ZK7\8,F9H^9_+!$=8]HN@:K,>/3J;M]/1D+C]QH'Z;[WGRX$P>R?VE6O54!X>(88N7ZT)'#LJ@T
MZUSIV>M;MX,DA-J_>J=@GV7]=LBP23!/D>J6!.C43"A1ADIUJ@HB[8N?1ZH/3B^]TRUB/F(Z\=>H,F4<5=H8G6-<\P7_39G:FUW4-U<A#1T2%K6FNOZVRBQ?GH%H
2BBB@8TTQJ M>:8U B,TPT\TPU#)8"K$ 5Q5B&H8(U+;J*WK+M6#;=16]9=JRD!T=CVKI['M'M M7,V/:NFL>U"B3L^U;MKT%V;NTFUKIY$K]O%>$B%AP\1%Z%::VDC%H^=%>XFJV:M>JSV
HHHH 2BBBD 4444 %%%% !1113 **** "BBB@ HHHH ** M** "BBB@ HHHH *6BB@ HHHH *#12&@ -1M3S3&Z52&02&J4S=:MR&J$YZU: M

3*8@I*6C%,0E/49- 7-31I0-(?&E7H8JCABY%:=O#TXI,H?;PY M[5K6UOTXIEM;].*V;6VZ<5#8#[6UZ<5N6EKTXIMI:].*W;2UZ<5C)B'6EKTX MK;M;;IQ3;6VZ<5L6\&,
<5C)DCK>#&.*U((L8XID,6,5>B3%8N0A\:8JPHQ34 M%25A)W$PHHHJ1!1110 444AI +1244 %%%% "T444 %%%%, H/2BB@"I/T-9 M%UWK8GZ&L>[[UK$LP+WH:YN^[UT=[T-N>N^]=#?
=ZYZ\[UU M1&8ESWK,FZFM.Y[UF3=36Z J/4#5.]0-5#(S24II*0A5ZU:BZU57K5J+K2&: M$%:MOVK+@K4M^HJ6!L6O:MNT[5B6O45N6G:LV(W+3M6]:=JPK3M6[:=JQD2; M5MVK5@K*MNU:L%
<\A&C%5R.J<57(ZPD234445F(**** "BBBD 4444P"DI:: M30 A 1LU*QJ%VJTAC)7XK,N9.M6II.*R;J7K6L4-%"[DZUSU[+UK4O)>M<_>
MR]:Z(HHR+V7K7.7DG6M>]DZUSUY)UK>*&95W)UK&N'Y-:%T_6LB=N36R&0.U M1$TK&F4")$JS$N34$8J[F2*3
LP1\BM>UBZ<52MH^E;=I%TJ&!H6G%9UE#TKH;*'IQ6$F(TK.'I6_:1]*SK2+I6Y:QXQ6$A&C:ITK6@%4+=.E: M<(Q6$@+ Z4445F0%%%% $,HXK/G3K6FXR*I3+UJT48ES'UK&NXNM='.G6LBZ
MCZUK%@1=>*Y^\BZ\5UUY%UKG[V+K71%E')7<76L.Z3K74WD76N?NX^M=$ M6,YZX7K69,.:V;E.M9,Z\UT1**9IAJ1J8:;,Y *>*8*>*$$2:,\U=A:J"'FK M<1ILT-6W?
I6O:R=*P87Z5J6TG2L9"9T]I+TK?LY>G-*U3 Y*ZM MNO%8=W:]>*[2YM^O%8UU:]>*V4AG$7=KUXK%NK;KQ7;7=KUXK#NK7KQ6J8SC
MKBWZ\5F308[5U=S:]>*R+BVZ\5JF,YR6*JS1UM308[52DA]JT3&9Q2DQ5IH\ M5$RU:8R*BE(I*M,8H-.!IF:7-5<9(#3@:BS2YI@2@T9J/=2AJ8R3-*#3,TH- M,!^:*;FC-,!^:*;FC- AU%)FB@ HHHH
**** "BBBD 4444 %%%%(HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBBF 4444#"BBB@ HHHH **** "BBB@ HHHI""BBB@ HHHH *#1
M0: $HHHH&--,:GFF-0(C-,-/-,-0R6 JQ#5<58AJ&"-2VZBMZR[5@VW45O67 M:LI".DL.U=-8=JYFP[5TUAVK"0F='9]JW;7H*PK/M6[:]!7/(DU8:N)5.&KB M5@Q$XIPIHIPK)B%HHHI""BBB@ HHHI
)1110 4444 %%%% !1113 **** "B MBB@ HHHH **** "BBB@ HHHH 6BBB@ HHHH *0TM(: $-1M4AJ)ZI#*\O2LZ M<\&K\O2LZX/6M4,R[INM8=V_6M>[/6L&\;K6T4,Q[R3K6#=R]:UKU^M<]>2=
M:V2&4+F;KS65/-UYJQ=2=:R9Y>M:I#%DGYZU 9_>JTDO-0-+[UHD,O>?[T>? M[UG^;1YM58#1$_O2B?WK.$M*):=@-(3TX3UFB6GB7WIV&:/GTOG^]9XE]Z/- MHL!H>?[T>?
[U0\VD\VBP%_SZ7S_>L_S?>CS?>BP&AY_O2>?[U0\WWH\WWHL! M?_WH_WJAYM'FTBPC0\^D\^J'F^]'F^]%@+_)]+ MY_O6?YOO1YOO2L!?_WH_WJAYIH\VG89?\ /]Z//]ZH>;1YM'*!?
|_WH_W MJAYM'FTCS_>J'FT>;1R@7_/\ >CS__'JAYOO1YOO18"_Y_O1Y]4/- M]Z/-]Z+_7_/H\^J'F^]'F^]%@+_GT>?5#S?>CS?>BP%_SZ//JAYOO1YOO18# M0\^CSZS__#?>CS:+_:'GT>?6?
YM'FT6"QH>?1Y]9_FT>;18+&AY]'GUG^;1Y MM%@L:'GT>?[UG^;1YM%@+_G^]'G^]9_FT>;189H>?[T>?[UG^;1YM%@+_G^] M'G^]4/-H\VBP%_SZ3S_>J/FT>;18"]YWO1YWO5#S:/-
HL(T//I1/6?YM+YOO M2L!HB?WIPG]ZS?-]Z42T6 U!<>]/%Q[UE":G";WI6 U1<^]2"Z]ZQQ/[THG] MZ7*(VUN_>IEN_>L$7'O4BW/O2Y0.A2\]ZLQWOO7-+<^]3I=>]2X@=1%>^]7H
MKWWKDH[KW]]#=^]0XB.O@O>G-:<%YTYKC8+SIS6G;WG3FH<0.RM[OIS6I!== M.:XVWO.G-:MO=].:S<1'70W/3FM"&?WKEH+OIS6G!=>]0T(Z...:K*R9K$AN/ M>KL]8M"-
-7S3P:II)4ROFLFA$]%-!IU2(**** "BBB@ I*6DI %%%% : M2E-)0 4444P"BBB@!:*** "BBB@ HHHH **** "BBB@04444 %%%% !1110, M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ H MHHH **** "BBB@ HHHH **** "BBBD 4444 %+24M !1110 4&BBF TBFEU==<6?7BLR:S[JU3 Y:6W]JJ20>U=++:>U4I+3VK1,9S[0>U1F&MI[7VJ M%K;VJTQF3Y1H\LUI&W]J:;?
VJ@,[RS2;#6@8/:F&&@"EM-)M-6S%33'0!6Q1 MBI]E,*T 1XHI^*:10 9HS244 .W4;J910(DWTHDJ+-&:87)Q)3Q+57-+NH"Y M<$M/6:J(8TX.:+#-%9O>I5G]ZRQ+3Q-18#66X]ZE6X]ZR!-
[U()O>E8#86X] MZD6Y]ZQA/[T\3^]%@-M;KWJ5;KWK"%Q[U(+CWI6[]ZE6\]ZY\7/O4BW/ MO2<0.B2\]ZL1WOO7-+=>]3)=>]2XB.ICO?>KL5[[UR4=W[U=BN_>H<0.PAO? M>M&"\Z=.:U+>
[ZN6M[KIS6I!<].:RE$#HXYO>K229K#AN/>K\4U8R1)IJ^:>#FJ<NFON]]85UU-;M[WK"NNIKHB!E353?K5R;J;]: MZ(C(C3:<:;6B&%**2E%,$3QU?@[50CJ_!VJ6!JVW:MFU[5C6W:MFU[5A(1MV
MG:MZS[5@VG:MZS[5SR)-^T[5N6O:L.T[5N6O:N:1)L6_:K\=4+?M5^.L&!,* M#TH%!Z4@().E49^AJ])TJA<=#6L1F3==ZP;P]:W;KO6#>'K71$9@7AZU@79Z MUO7O>N?
N^];HHP[H]:QKD\FMBZ[UC7)Y-:(9F3'K5&0\U=F/6J,G6M$!&:*2 MEJD(6BBBJ&%2)UJ.I4ZT#+D'45KVG:LF#J*U[7M6;$;UEVKI;#M7-V7:NEL.
MU8R$=)8]JZ.S[5SMCVKHK/H*PD2;EMTK3BZ5F6W05IQ=*YIB+*TZFK2BN=DL M6BBBD(**** "BBB@!**** "BBB@ HHHH **** "BBB@ HHHI@%%%% !1112 M6BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ I#2TAH M C>J,_0U>>J,_0UM HR+OH:YZ^[UT-WT-<]?=#73$HYF_P"]=36'<]36Y>=36)<=ZWB49LO6H*GEJ"M4 4\4P4]:I /%.%-%.IC M'"G@U'3A2
E!IX:H0:7-("P'IXDJ]&IVZI$6A+3A+5/?2[Z0%WSJ7SJI;Z7S M*FPBYYWO1YWO5/?1YE*P%SSO>CSO>]?F4GF5-@+OG>])YU4]]&^BP%SSJ/.J MEOH\RBP%WSJ/.JGOHWT6 N>=1YU4]])OIV
N^=1YU4]]&^BP%SSO>E\[WJEO MHWT6 N^=[T>=[U2WT>918"YYWO2>=[U3\RC?3L!;,M-,M5M])OHL!8,E,+U# MNI-U4@)"U,+4W-(35H8I-,-&:2K10AJ,T\TPU0#324II*&(D2K4554[5:BZU
MFP+\/:M2W[5EP]JU+?M6,A&Q:]JW;3M6%:]JW;3M6$B3>L^U;MIVK"L^U;MI MVKFD(V[;M6K!VK*MNU:L':L)"-*&K(Z56AJR.E9,EA1112$%-;I3J:W2FAHJ MR=ZIR]*N2=ZIR]*T0S-
N.]9%UWK7N.]9%UWK:)1AW?>L*\[UNW?>L*\[UO$: M,*Z[UB75;=UWK$NJZ(C,BXK.FZUHW%9TW6MHE%-^M1&I7ZU$:T0Q***6J 44 MX4VG"D!(IJ934 IZFDQ%I7J59*J!J>&J0+RRXJ19O>J
>GB2I$:-G]Z>)_>L MT24[S:5@-$7'O2_;/>LX2T>;4V$:!N/>C[1[UG>;1YM*P&A]H]Z//]ZS_I/ M,J; :'VBC[1[UG^;[T>;[T6$:'V@^M'G^]9_F^]'F^]*PS0_P!Z3[1[U0\V MD\RG8"^;CWI/M'O5#S:0RT6
O_:/>D^T>]9_F^]'FTK"+_VCWI/M'O5-R>]) MYM*P&B+CWJ5)^>M9(DJ9)>:5@-N*?WK1MYNG-<_#)6E;2=*AH1TEM-TK;M9> ME.K"UDQ$HZ44#I14 %%%% !1110 4444
02]#67==ZU)>AK+NN];P-$< M_>]#7,W_'KIKWH:YF_[UTQ*.7O^]N8ONIK9 <[=]36//U-;%W MU-8_4UJ@*QH%% ZT$D\5:$%9\5:$%44:ML>E;%J>E8MO6Q:GI2$=#9GI70V
M1Z5S=F>E=%9'I42 Z2S/2MRVZ"L&R/2MVUZ"N>3 U8AP*LA>*KP]!5Q!7.V(MA=.*I3Q9K5*<57ECXJ>8#G+J#KQ6#>V_7BNON8<@UBW=OG/%:1D!Q%[;=>*Y
M^\M^O%=Q>6W7BN>O+;KQ71%C.-N8.O%9-Q#UXKJKNWZ\5BW,'7BMTQG.S1XS M5*1*V;B*LZ9*U3&4"*3%2LM1D4R6A*6BB@$.!Q4BM4-*&I,HOQ25H6\W2L5' MJ[#+4-".DM9^G-
;MG<=.:Y&VFZCK7/W?>NB(&+<=ZSI:TKCO6=**V0RJW6F"GMUI@J MT,E3K5^WZBJ"=:OV_450S:M.U=#9=JYZT[5T-EVK*0CI;'M72V/:N:L>U=+8 MJY9B.BL^U;EMTK#L^U;EMTKED2:2?
=IU-3[M.K EA1110 4444 %)2TE(H MHHI@%%%% !1110 M%%% !1110 4444 %(3BD)J-WQ3 21\52FEQGFG32XS6; M<3]>:UBBQEQ/C/-9-U<=>:?O-;QB,9=W77FL*[NNO-/N[KKS6%
M=W77FNB,1C;NZZ\UBW-SG/-+=7/7FLBXN,YYK9(!+B?KS69/+FG33=:H2R9K M1(!LLE56;-*[9](FF#"BDI12)%Q3@N:55S4Z)FF4-2/)JW%%S2Q1G%8M@ M/M+7IQ6Y:VW3BF6MMTXK9MK?
IQ6,I$CK>WQCBM2&'&.*2"'IQ5^./%828@CC MJRBXH5*D K%L!0*6BBH)"BBB@ HHHH *2BB@ HHHH 6BBB@04444#"BBB@ H MHHH JW'0UCW?0UL7'0UCW?
0UK$LY^]Z&N]#7.7W>NJ!1S5[WKGKSO M70WO>N=O.]=41F)<]ZS9N]:5SU-9DW4UNAE5Z@:IGJ%JH",TE+24F(U;EIVK#M>U;EIVK-B-VT[5NVG:L*T[M5NVG:L9"-
JVZ"M6"LJVZ"M6"N>1)HQ53=:P+R7KS6\4,S+R7K6!=R=:T[N7K6'=2E:UK'TJ6,O6L72MZSAZ<5 MGV<73BN@LH>G%9L1I64'3BNALX.G%4+*#IQ70V<'2L)$ERUAZ5LV\72JUM#T
MXK5@BP!7/)@3PITJ_$.*@B2K2C-K!B8ZBBBI)"BBB@!&&1561:MU&ZYIH:,N M=.#67M6$/-5QUJ53S0RR]$W2M*WDZ5CQM5Z&2LV(Z&UEZ5NV ME;=I+TK%H1UMG+TK?
LY>E*R;FVZ\5TTL6:SIX,YXK5,9R5U:]>*Q;JTZ\5V=Q;=>*Q[FUZ\5M%C.)N MK3KQ6/*VYK?';J,L..U6F,RV6HB*NR1579*M,9!1FG%:;BJN,7-+FFT55P'
M9IK$-0P1J6W45O67:L&VZBMZR[5E(1TEAVKIK#M7,V M':NFL.U82$SH[/M6[:]!6%9]JW;7H*YY$FK#5Q*IPU<2L&(G%.%-%.%9,0M% M%%(04444 %%%%(!**** "BBB@ HHHH ****8!1110
4444 %%%% !1110 44 M44 %%%% "T444 %%%% !2&EI#0 AJ)ZE-1-TJT45)NAK-N#P:TINE9ESWK6(M&/=GK7/WIZUO7?0US]Z>M;Q&<_>MUKG;QNM;U\>M<[>GK6T4,QKI^M8]P_:
M=T>M9$YY-;)%%21Z@+TZ0U#6J0#MU&XTVBFA7'[J7>:92U0[D@>G!ZB%*#3L M43!Z4/4(-+FBP$N^C?46:,T[2;Z-]19HS18"7?1OJ+-&:+ 2[Z-]19HS2L(MEWTN^HK<5S[UAI+5F.;WJ
M6@.BANNG-;,%WTYKEXI\=ZO0W/O4-".MM[SWK5M[SIS7&P76.]:=O>=.:R:$ M=I;WG3FM:WN^G-<5;WG3FM>VO.G-9M".S@NO>M*&X]ZY&VN^G-:]O=9QS6+0 MCI8IL]ZN1R9K!@N.G-
:$,V>]9"_9&J4'-4HY,U81LUFT(GHIH-J!!1110 M4444@$HI<48H 2BBB@!****8!1110 M%)10 M%)2B@ HHHH **** "BBB@04 M444 %%%% !1110,**** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444 %+244 +11 MFB@ HHHI@%%%% !4;+FI*0TT,J2)5.6+/:M-EJO(F:T3&8L\'M69/;9SQ712 MQ9JE-
!GM5IC.6N+7KQ65<6?7BNNFMLYXK/FM,YXK5,9QL]EUXK,GLO:NTGL\ M]JSIK+VK5,9QDUEUXJC+9>U=E-8]>*HRV/M6J8'(267M5=[/VKJY+'VJK)9> MU:)C.8:T]JB:U]JZ-
[/VJN]I[55P.?:W]JB:#VK=>U]JKO:^U.XS%:#VJ)H? M:MA[:VJ![?VIW RC%41CK4:#VJ!H?:F!GE*C*U?:'VJ%HJ8%,K3:M-%431F@ M"&DJ0H132M K#:*7%)BD383-&:7%)0(7-&:2B@!V:7-,I:8[C]U*'-
,HIE7) M1(:<)34-%,=RP)?>GB;WJKFER:8%L3>]/$WO5(,:4/2L!?6?WJ5)->LX/3UD MI6 UH[CWJW'<^]8B2^]6$F]ZEH1T,5U[UH0W?O7,1S^]78KGWJ&@.LM[SIS6 MK;7G3FN-@NO>M2WN^G-
9M =K;7G3FM>VN^G-<5;7?3FMFUN^G-8R0CLK>YZ< MUIPSYQS7)VUUTYK7M[CIS6$D2=)%+5R.2L2"?...:T(I:PDA&DK5(#55'J96J M&A$PHIH-.J1!1110 5#-TJ:H9NE-#1DW7>L"][UOW7>L"]
[UO$LYJ^[US5]W MKI;[O7,WW>MXC.]85UU-;M[WK"NNIKIB!E353?K5R;O5-^M;Q&1FTXTV MM4,*44E**8(GBZU?@[5GQ]:OP=:3 UK:MFU[5BVW:MFT[5A(3-VT[5NV?:L& MT[5O6?:N:1+-
^T[5N6O:L.T[5N6O:N:1)L0=JOQU0@[5?CZ"L&(G%(>E**0T MD,@DZ50N.AJ_)TJA/T-:Q&9%UWK!O.];UUWK!O.]=$1G/WG>N>O.]=#>=ZYZ
<]ZT0S+GZFJ,G6KT]49.M:(9'2BDH%4A#J***H8 M"I4ZU$*E3K0,NP=JU[7J*R(.M:]KU%9L1OV7:NEL.UONAKIB4IK;O.IK$N>IK:(S.EJ"II:AK5# 4]:93UJT \4ZFBG4QBTHI!3@* M0"TM
%+MJ0$HIP6EV4F RBI-E+Y9I"(Z*E\LTOEU(B*BI?*H\LT@(.*F\LTG MEFD!%25-Y9H\J@"&BIO*-'E&D!#14WE4>53 AYI:E\LT>6: (N:*E\LT>6?2 MF!%14OEFCRS0!%0:E\LT>50!#14WEFD\LT
14M.U85GVK=M.U<\A&U;=JU8. MU95MT%:L':N>0C2AJR.E5H:LCI63)84444A!36Z4ZFMTIH:*LG>JJ M(T85UWK$NJV[OO6 M)==371$9D7%9TW6M&X[UFS=:VB45'ZU$:E?
K41K1#$I:2EJ@%I124HH >*>* M8*>!4B'"G T@%/"T@ &G9I0M*$J1" TN:<(S2^6:0#,FC)J3RS1Y=(1'DT9J M3RS1Y9I 19HS4GEFCRS2 CR:;FI/+-)Y9I ,R:;T_P LT>6: (\T9J3RS1Y=
M,"+)IN:F\NF^72 BS29-2^6:3RS0(B)I,FI3&:3RS4@,!-3(::(S4R1FI8%B M$\UIVQZ50AC.:T[=.E2P-:T/2MVT/2L6T3I6Y:+TJ&(W;/M6]:=JP[->E;MH M.E9,1L6W:M2#M69;#I6I
.E92$78ZL+5>.K"UBR24=**!THJ "BBB@ HHHH M**** ()>AK+NN]:DO0UEW7>MX&B.?O>AKF;_+UTU[T-_[US%]WK9 <[=]36//U-;%WU-9$_4UJ@*M ZT4#K023Q5?@JA%5Z"J
M*-2W[5KVIZ5CV_:M>U/2D(W[,]*Z*R/2NM3TKG[(] M*WK4]*YIB-F#H*OQBL^W/2M**N:0$FWBHG3(JR!Q366L[DF5/%67=0<'BN@D MCS5">'(/%7%C.1O+?
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&M!+TK6MING-<_"^,5HV\N,4K M#.IM+CIS6]9W3FN.FL.MIL$TN.!S6S!/D=:YIQ$;"OD4C-59)#32 PKT=:YR^'6NDO.AKG;[O6L4!S5Z.M<]=CK717O>N?O!U-MK>
(S$N!UK.EK2N!6;+UK5#*CTP5(_6HZT0$J=:OV_450CZU?M^HIC-JT[5T- MEVKGK3M70V7:LI".EL>U=+8]JYJQ[5TMCVKEF(Z*S[5N6W2L.S[5N6W2N61) MI)]VG4U/NTZL"6%%%% !1110
4E*:2D 4444P"BBB@ I:2EH **** "BBB@ MIK'%*:B=\4T-#7>]\LN.])))BJ,\^,\U:0Q+B;KS61**([JYZ\UAW=UUYJ2[NNO-85W<]>:Z(H9%=W77FL.ZN>O-2W5QUYK%N9^O M-;Q0$=S<=>:S)INO-
+/-UYJA))FM4@"66JKOFE=ZA)J@$)IM+24F2PIZBF@5 M+&N32&B2-,U;BCS3(HZT((<]J=RAT,//2M.WM^G%);P9/2M>UMNG%0V-ZUMN
MG%;EI:].*9:6O3BMRTM>G%928B2TM>G%;=K;=.*9:VW3BMJVM^G%8R8A]M;] M.*UH(<8XJ.'"VK1BCZ5SRD(?%'BK2)2(G%3 5A)D@!2T45 @HHHH **** "@ MT4E !1110 4444
+1110(****!A1110 4444 5;CH:Q[OH:V+CH:Q[OH:UB6 M<_>]ZYR^[UTE[WKF[[O75 HYJ][USMYWKHKWO7/7G>NJ(S#N>IK,FZUJ7/>L
MR;K6Z&5']!JG>H&J@(S24II*0ARU9BJLM68J0S0@K5MNU94%:MMVJ6!L6O:M MRT[5AVO:MNT[5FQ&]:=JW;3M6%:=JW;3M6$A&U;=!6K!65;=!6K!7/(DT8JN M1U3AJY'6$B2:BBBLQ!1110
4444 %%%% "'I4,AJ9NE5I330T5I6K.N'ZU;G M?@UEW,G6MHC*-U+UYK#NY>O-7[N7KS6#>2]>:Z(H9GWDW6L&[FZ\U?O)N36# M=R]:Z(H91NI>M8MR_6KUS)UKD,I3OS5%SS5F9N:J-
UJP8G>I(QR*CJ M>(Q]:YN]CZUTQ*.1O(NM8=S'UKJ+R/K6%=1]:WB,Y M^5.:KLM:,T?]JHZUJ#**I%)4C"F&F"$%/!IE&:3!IE&JW%)6>K5/&L9L1MVTO M2M2MTGTEZM9.E920CH('K0B:L>W?
I6E$U<\D(O*:D%0(U3*:P8F/HHHJ20HHHH M *2EHQ0 E%+BC% "4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 M%(*6@ HHHH ****
$(J-EJ6 MD(II@4Y$S5.6+.:U&6J[QU:91B3P9SQ67<6W7BNEEASVJA-!UXK:+ Y.YM>O M%8]S:=>*[*XMNO%9-S:]>*V3&<7YL^O%:IC.-GM
M>O%9LUO[5UUQ:=>*RI[3KQ6B8SEY8/:J*H2VWM5IC,-HJC,=:SV M_M5=X/:J3&9Q2F[:O-#431U:8RKBBIBE-VU5P&44[;28JK@&:6DHS3N X&ES M3,TN:+@/S2YIF:7-.X#\TN:9FE!H ?
13,TN:8QU+FFYHS2 7-+FFYHS0 [-& M:;FES0 N:,TE% !FC-%% !1110 4444 %%%% !1110 4444 %%%%, HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****!A1110 4444 +1244"%HI** "
MBBB@ HHHH ****0!0:*0T %%%% QIIC4\TQJ!$9IM.--J&2PJQ#5>K$-0P1J M6W45O67:L&VZBMZR[5E(1TEAVKIK#M7,V':NFL.U82$SH[/M6[:]!6%9]JW; M7H*YY$FK#5Q*IPU<2L&(G%.%-
%.%9,0M%%%(04444 %%%%(!**** "BBB@ H MHHH ****8!1110 4444 %%%% !1110 4444 %%%% "T444 %%%% !2&EI#0 MAJ)^E2FHGZ5:**DU9EST
:NDO>]#K6\1F#==36//6S=#K61<#DULAF=)4-3R#FH36J 2EHI<4TA M6$I:7%%58=@I:*455B@Q12@4N*!B4E.Q1B@!N*,4[%&* &T4[%&*!#:*=BC% M #:,4[%&* &XHQ3L48H$-Q1BG8HQ0
W%%.Q28H&)12XHQ0 E%+BC% "44N*7 M% #:3%/Q1B@!N*,4[%&*!C<48IV*,4 -Q1BG8HQ0 W%%.Q1B@!M%+BC%,!** M7%&*+)12XHQ18!**7%&*+)12XI<4 -
HIV*,4K#&T4[%)BBP"44N*,46 2B MEQ1BBP"8HQ2XHQ0(;1BGXHQ2 ;13J,46 ;24[%&*+ -HI<4E*P"44M%%A!FE M!IM%38"56J9'JJ#3PU2T!?27%6HYL=ZRE?%2K+BI:$;<5Q[U?@NL=ZYU)\5;
MBN/>LVA'56]WTYK7MKOIS7&P7/O6K;773FLFA':VMWTYK9MKKIS7$VMWTYK; MM;OIS6;0CL[:YSCFM6WGZ:KR1>U:!2HVCS5)C,B2#/:JDMM[5N-#GM4#P9[5HF,YV6T]JI2V?M7
M3O;>U59+7VK52&U4I;+VKK)+3VJI)9^U:J0'(R67M522R]JZV2S]JJ2 M6?M6BD,Y*2R]JJR6?M75R6?M522S]JI2 Y62T]JJR6GM74R6?M522S]JI2&< MP]K[56>U]JZ:2S]JK/9^U5S
V]JZ1[3VJN]I[4^8#G&MO:H6M_:N MA>T]J@>S]J?,!S[6Y]*B:W]JWVM/:H6M/:G<#!:#VJ(P>U;K6GM436GM3N,Q M#!![4TPFMDVOM49M?:BX&08C33&?
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2BX&+]G/I1]G/I6U]D]J/LGM1<#%^S^U'V M?VK;^R>U'V3VIW Q/L_M1]G]JV_LGM2_8_:BX&)]F]J/LWM6W]C]J/L?M1<9 MAFV/I2&W]JW#9^U--I[4[@89@]J88/:MIK7VJ)K;VIW QS%3#'6]]O[5 \..
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&#M6I;=JRH*U;;M4,#8M>U;EIV MK#M>U;EIVK-B-VT[5O6G:L&T[5O6G:L)"-JVZ"M6"LJVZ"M6"N>1)HPU MZDZUH7+\&L6[DZUO%#,V\EZU@7DO6M*\DZUS]Y+UKHBAF;>2\FL.ZEY-7[N7
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MJ&@-B&?WK2M[CIS7/125>AF]ZAH1U-M<].:V;6ZZ;IS7)VESTYK:MI\XYK&2 M$=)#+FKD;UBP39QS6C#)FL&A&DAIXJO&U3@UDT(=1114B"BBB@ HHHH 2BBB M@ I*6DH **** "E%)2B@
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Condensed Consolidated Balance Sheets - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Current Assets			
Cash	$ 2,473,197	$ 3,012,908	$ 4,170,897
Prepaid expenses and other current assets	161,337	116,508	66,749
Inventories, net (Note 3)	2,019,481	1,709,135	185,804
Current Assets	4,654,015	4,838,551	4,423,450
Fixed Assets, net of accumulated depreciation (Notes 4 and 5)	6,233,595	6,822,142	7,004,890
Other Assets (Notes 6 and 7)	366,288	128,575	411,316
TOTAL ASSETS	11,253,898	11,789,268	11,839,656
Current Liabilities			
Accounts payable	945,625	794,107	543,226
Accrued and other current liabilities (Notes 13 and 15)	279,326	476,090	311,458
Notes Payable (Note 7)	2,334,142		
Warrant liability (Notes 8 and 10)	1,027,102	2,422,785	1,151,838
Total Current Liabilities	4,586,195	3,692,982	2,006,522
Deferred Tax Liability	162,000	162,000	192,000
Total Liabilities	4,748,195	3,854,982	2,198,522
Commitments and Contingencies (Note 15)			
Subsequent Events (Note 16)			
Stockholders' Equity:			
Preferred stock, $.0001 par value; 1,000,000 shares authorized; 0 shares issued and outstanding (2023: 1)			
Common stock, $.0001 par value; 500,000,000, shares authorized; (100,000,000 in 2023), 1,694,110 shares issued and outstanding (2023: 694,294)	170	69	
Common stock, $.0001 par value; 100,000,000, shares authorized; 15,274,457 shares issued and outstanding and (2022: 9,407,415)		1,528	941
Additional paid-in capital	35,941,738	32,491,409	
Accumulated other comprehensive income	482,572	591,812	214,253
Accumulated deficit	(29,918,777)	(25,149,004)	(15,307,366)
Total Stockholders' Equity	6,505,703	7,934,286	9,641,134
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 11,253,898	11,789,268	11,839,656
Reverse Stock Split [Member]			
Stockholders' Equity:			
Additional paid-in capital		32,489,950	$ 24,733,306
Total Stockholders' Equity		$ 7,934,286	

~~**XML 26 R3.htm IDEA: XBRL DOCUMENT**~~

Condensed Consolidated Balance Sheets (Parenthetical) - $ / shares	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]			
Preferred stock, par value	$ 0.0001	$ 0.0001	$ 0.0001
Preferred stock, shares authorized	1,000,000	1,000,000	1,000,000
Preferred stock, shares issued	0	1	1
Preferred stock, shares outstanding	0	1	1
Common stock, par value	$ 0.0001	$ 0.0001	$ 0.0001
Common stock, shares authorized	500,000,000	100,000,000	100,000,000
Common stock, shares issued	1,694,110	694,294	9,407,415
Common stock, shares outstanding	1,694,110	694,294	9,407,415
Reverse Stock Split [Member]			
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]			
Common stock, shares issued		15,274,457	
Common stock, shares outstanding		15,274,457	

~~**XML 27 R4.htm IDEA: XBRL DOCUMENT**~~

Condensed Consolidated Statements of Operations - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Income Statement [Abstract]						
Revenue, net						
Operating expenses:						
Research and development	145,611	225,191	523,347	783,340	1,605,547	2,280,933
General and administrative	1,869,598	2,133,167	5,257,015	6,425,154	8,521,103	6,457,860
Total operating expenses	2,015,209	2,358,358	5,780,362	7,208,494	(10,126,650)	(8,738,793)
Loss from operations	(2,015,209)	(2,358,358)	(5,780,362)	(7,208,494)	(10,126,650)	(8,738,793)
Other income (expense)						
Interest income (expense)					138,118	(1,320,416)
Other (expense) income (Note 15)	(70,905)	17,620	(1,046,593)	94,492		
FMV adjustment on contingent stock & warrants					169,583	5,392,911
FMV adjustment warrants	416,560	321,981	2,088,747	415,958		
FMV adjustment warrants (Note 10)					169,583	5,211,911
Foreign currency	(15,506)	(3,587)	(31,566)	(41,955)	(52,689)	26,636
Total other income (expense)	330,149	336,014	1,010,588	468,495		
Net loss Before Provision for Taxes					(9,871,638)	(4,639,662)
Deferred Tax Benefit					30,000	
Net Loss	$ (1,685,060)	$ (2,022,344)	$ (4,769,774)	$ (6,739,999)	$ (9,841,638)	$ (4,639,662)
Net loss per share, basic	$ (1.27)	$ (3.77)	$ (4.53)	$ (13.01)	$ (0.76)	$ (0.57)
Net loss per share, diluted	$ (1.27)	$ (3.77)	$ (4.53)	$ (13.01)	$ (0.76)	$ (0.57)
Weighted average shares used to compute net loss per share, basic	1,331,891	536,886	1,053,259	518,166	13,032,717	8,100,410
Weighted average shares used to compute net loss per share, diluted	1,331,891	536,886	1,053,259	518,166	13,032,717	8,100,410

~~**XML 28 R5.htm IDEA: XBRL DOCUMENT**~~

Condensed Consolidated Statements of Comprehensive Loss - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Income Statement [Abstract]						
Net loss	$ (1,685,060)	$ (2,022,344)	$ (4,769,774)	$ (6,739,999)	$ (9,841,638)	$ (4,639,662)
Other comprehensive income:						
Foreign currency translation adjustments gain/(loss)	130,723	(283,544)	(109,241)	61,314	377,559	214,253
Comprehensive loss	$ (1,554,337)	$ (2,305,888)	$ (4,879,015)	$ (6,678,685)	$ (9,464,079)	$ (4,425,409)

~~**XML 29 R6.htm IDEA: XBRL DOCUMENT**~~

Condensed Consolidated Statement of Stockholders' Equity - USD ($)	Preferred Stock [Member]	Preferred Stock [Member] Reverse Stock Split [Member]	Preferred Stock [Member] Reverse Stock Split [Member]	Common Stock [Member]	Common Stock [Member] Reverse Stock Split [Member]	Common Stock [Member] Reverse Stock Split [Member]	Common Stock Subscription Receivable [Member]	Common Stock Subscription Receivable [Member] Reverse Stock Split [Member]	Common Stock Subscription Receivable [Member] Reverse Stock Split [Member]	Additional Paid-in Capital [Member]	Additional Paid-in Capital [Member] Reverse Stock Split [Member]	Additional Paid-in Capital [Member] Reverse Stock Split [Member]	AOCI Attributable to Parent [Member]	AOCI Attributable to Parent [Member] Reverse Stock Split [Member]	AOCI Attributable to Parent [Member] Reverse Stock Split [Member]	Retained Earnings [Member]
Balance at Dec. 31, 2021				$ 519			$ (32,500)			$ 13,835,882						$ (10,667,704)

Balance, shares at Dec. 31, 2021	1		5,187,062										
Net loss													(4,639,662)
Shares issued in Initial Public Offering			$ 375			8,974,282							
Shares issued in Initial Public Offering, shares			3,750,000										
Issuance of shares for contingent stock liability			$ 24			495,976							
Issuance of shares for contingent stock liability, shares			235,294										
Share-based compensation charges						1,136,638							
Fractional share adjustment													
Fractional share adjustment, shares			59										
Issuance of common stock for services			$ 23			290,528							
Issuance of common stock for services, shares			235,000										
Foreign Currency Translation										214,253			
Collection of stock subscription					32,500								
Balance at Dec. 31, 2022			$ 43	$ 941		24,734,204	$ 24,733,306		214,253		$ 214,253		(15,307,366)
Balance, shares at Dec. 31, 2022	1	1	427,610	9,407,415									
Net loss													(2,111,830)
Share-based compensation charges						383,100							
Foreign Currency Translation										270,983			
Shares issued in Offering			$ 10			2,783,375							
Shares issued in Offering, shares			102,206										
Balance at Mar. 31, 2023			$ 53			27,900,679			485,236				(17,419,196)
Balance, shares at Mar. 31, 2023	1		529,816										
Balance at Dec. 31, 2022			$ 43	941		24,734,204	24,733,306		214,253		214,253		(15,307,366)
Balance, shares at Dec. 31, 2022	1	1	427,610	9,407,415									
Net loss													
Balance at Sep. 30, 2023			$ 69			32,367,297			275,568				(22,047,365)
Balance, shares at Sep. 30, 2023	1		694,294										
Balance at Dec. 31, 2022			$ 43	941		24,734,204	24,733,306		214,253		214,253		(15,307,366)
Balance, shares at Dec. 31, 2022	1	1	427,610	9,407,415									
Net loss													
Share-based compensation charges							963,023						
Foreign Currency Translation											$ 377,559		
Shares issued in Offering				225			2,783,160						
Shares issued in Offering, shares			2,248,521										
Shelf Registration Offering — see Note 8				$ 362			2,457,642						
Shelf Registration Offering - see Note 8, shares			3,618,521										
Private Placement Offering — see Note 8							$ 1,552,819						
Balance at Dec. 31, 2023			$ 69	$ 1,528		32,491,409	$ 32,489,950		591,812		$ 591,812		(25,149,004)
Balance, shares at Dec. 31, 2023	1	1	694,294	15,274,457									
Balance at Mar. 31, 2023			$ 53			27,900,679			485,236				(17,419,196)
Balance, shares at Mar. 31, 2023	1		529,816										
Net loss													(2,605,825)
Share-based compensation charges						254,446							
Foreign Currency Translation										73,876			
Balance at Jun. 30, 2023			$ 53			28,155,125			559,112				(20,025,021)
Balance, shares at Jun. 30, 2023	1		529,816										
Net loss													(2,022,344)
Share-based compensation charges						201,365							
Foreign Currency Translation										(283,544)			
Shelf Registration Offering — see Note 8			$ 16			2,457,988							
Shelf Registration Offering - see Note 8, shares			164,478										
Private Placement Offering — see Note 8						1,552,819							
Balance at Sep. 30, 2023			$ 69			32,367,297			275,568				(22,047,365)
Balance, shares at Sep. 30, 2023	1		694,294										
Balance at Dec. 31, 2023			$ 69	$ 1,528		32,491,409	32,489,950		591,812		591,812		(25,149,004)
Balance, shares at Dec. 31, 2023	1	1	694,294	15,274,457									
Net loss													(982,386)
Share-based compensation charges						126,387							
Foreign Currency Translation										(218,053)			
Exercise of Pre-Funded Warrants			$ 2			394							
Exercise of Pre-Funded Warrants, shares			18,020										
Balance at Mar. 31, 2024			$ 71			32,618,190			373,759				(26,131,390)
Balance, shares at Mar. 31, 2024	1		712,314										
Balance at Dec. 31, 2023			$ 69	$ 1,528		32,491,409	$ 32,489,950		591,812		$ 591,812		(25,149,004)
Balance, shares at Dec. 31, 2023	1	1	694,294	15,274,457									
Net loss													

Balance at Sep. 30, 2024		$ 170	35,941,738	482,572	(29,918,777)
Balance, shares at Sep. 30, 2024		1,694,110			
Balance at Mar. 31, 2024		$ 71	32,618,190	373,759	(26,131,390)
Balance, shares at Mar. 31, 2024	1	712,314			
Net loss					(2,102,327)
Share-based compensation charges			201,918		
Foreign Currency Translation				(21,911)	
Exercise of Pre-Funded Warrants, shares		135,683			
Exercise of Pre-Funded Warrants		$ 14	2,971		
Registration A Offering		$ 19	1,296,903		
Registration A Offering, shares		190,773			
Warrant Inducements		$ 26	978,955		
Warrant Inducements, shares		260,799			
Balance at Jun. 30, 2024		$ 130	35,098,937	351,848	(28,233,717)
Balance, shares at Jun. 30, 2024	1	1,299,569			
Net loss					(1,685,060)
Share-based compensation charges			116,193		
Foreign Currency Translation				130,723	
Cancellation of Preferred Share					
Cancellation of Preferred Share, shares	(1)				
Issuance of Common Stock – see Note 7		$ 26	726,324		
Issuance of Common Stock, shares		259,091			
Warrant exercise		$ 14	284		
Warrant exercise, shares		135,450			
Balance at Sep. 30, 2024		$ 170	$ 35,941,738	$ 482,572	$ (29,918,777)
Balance, shares at Sep. 30, 2024		1,694,110			

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Condensed Consolidated Statements of Cash Flows - USD ($)	9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:				
Net loss	$ (4,769,774)	$ (6,739,999)	$ (9,841,638)	$ (4,639,662)
Adjustments to reconcile net loss to net cash used in operating activities:				
Depreciation and amortization	583,006	656,100	882,177	654,572
Stock-based compensation	444,498	838,911	963,023	1,012,592
Issuance of common stock for services				290,551
Accretion of debt discount	75,192			1,299,985
FMV adjustment for Warrants	(2,088,747)	(415,958)		
Equity Issuance costs		205,112		
Escrow forfeited	1,000,000			
FMV for adjustment for contingent stock				(181,000)
FMV adjustment for Contingent warrants and warrants			(169,583)	(5,211,911)
Fixed asset impairment			560,000	
Deferred tax benefit			(30,000)	
IPO issuance costs relating to warrants			205,112	550,433
Foreign exchange (gain)/loss	31,566	33,729	44,463	496
Changes in operating assets:				
Prepaid expenses and other current assets	(47,233)	(23,032)	(82,169)	(58,754)
Inventory	(349,317)	(1,039,152)	(1,441,462)	(34,109)
Other assets			(12,735)	(12,000)
Accounts payable and accrued liabilities	(51,326)	339,352	415,512	(104,352)
Net cash used in operating activities	(5,172,135)	(6,144,937)	(8,507,300)	(6,433,159)
CASH FLOWS FROM INVESTING ACTIVITIES:				
Acquisition of fixed assets or deposits paid	(69,659)	(232,295)		(209,678)
Escrow payment under agreement	(1,000,000)	(199,084)		
Purchase of fixed assets			(698,277)	(542,662)
Asset acquisition				(2,365,576)
Net cash used in investing activities	(1,069,659)	(431,379)	(698,277)	(3,117,916)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Net proceeds from Initial Public Offering and additional offerings			8,029,628	14,202,975
Net proceeds from offerings and warrant exercises	2,972,646	8,029,628		
Net proceeds from Debt financing	2,735,300			
Repayment of note payable				(2,000,000)
Proceeds from subscriptions receivable				32,500
Net cash provided by financing activities	5,707,946	8,029,628	8,029,628	12,235,475
Effect of exchange rate changes on cash	(5,863)	(69,792)	17,960	7,331
NET INCREASE (DECREASE) IN CASH	(539,711)	1,383,520	(1,157,989)	2,691,731
CASH – BEGINNING OF YEAR	3,012,908	4,170,897	4,170,897	1,479,166
CASH – END OF PERIOD	$ 2,473,197	$ 5,554,417	3,012,908	4,170,897
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid for interest				47,111
Cash paid for taxes				
Non-cash investing and financing activity:				
FMV for Common stock issued for contingent shares				496,000
FMV for Warrants issued for contingent warrants				554,312
Common stock issued and vested stock options for fixed assets acquired				63,612
Common stock issued and vested stock options issued as consideration for acquisition				$ 60,435

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Description of Business	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Accounting Policies [Abstract]		
Description of Business		

Note 1. Description of Business

Nature of Business and Going Concern

Sharps Technology, Inc. (“Sharps” or the “Company”) is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products.

The accompanying condensed consolidated financial statements include the accounts of Sharps Technology, Inc., and its wholly owned subsidiaries, Safegard Medical, Kft. and Sharps Technology Acquisition Corp. collectively referred to as the “Company.” The condensed consolidated balance sheet as of September 30, 2024 and the condensed consolidated statements of operations, statements of comprehensive loss, statements of stockholders’ equity and the statements of cash flow for three and nine months ended September 30, 2024 and 2023 (the “interim statements”) are unaudited. All intercompany transactions and balances have been eliminated. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position and operating results for the interim periods have been made. Certain information and footnote disclosure, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the

Note 1. Description of Business

Nature of Business

Sharps Technology, Inc. (“Sharps” or the “Company”) is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products.

The accompanying

United States, have been condensed or omitted. The interim statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2023 and notes thereto contained in the Company's Form 10-K filed with the Securities and Exchange Commission. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024.

The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of September 30, 2024, the Company had a working capital of $67,820 which is not expected to be sufficient to fund the Company's planned operations for the next 12 months. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon the Company's ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The unaudited condensed consolidated financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

The Company's fiscal year ends on December 31.

On April 13, 2022, the Company's Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14.2 million on April 19, 2022 (See Note 7).

Effective October 16, 2024, the Company completed a 1 for 22 reverse split, whereby for each 22 shares of common stock the Company issued one share of common stock . All share, other equity instruments and per share information in the accompanying condensed consolidated financial statements and footnotes have been retroactively adjusted for the effects of the reverse split for all periods presented.

consolidated financial statements include the accounts of Sharps Technology, Inc. and its wholly owned subsidiaries, Safegard Medical (Hungary) KFT, collectively referred to as the "Company." All intercompany transactions and balances have been eliminated.

The Company's fiscal year ends on December 31.

On April 13, 2022, the Company's Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14.2 million on April 19, 2022 (See Note 8).

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Summary of Significant Accounting Policies	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Accounting Policies [Abstract]		
Summary of Significant Accounting Policies		

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States ("U.S.") and are expressed in U.S. dollars.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of September 30, 2024, the most significant estimates relate to derivative liabilities, stock-based compensation, long-lived asset impairments and accounting for debt and equity financing.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At September 30, 2024 and December 31, 2023, the Company had no cash equivalents.

Inventories

The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At September 30, 2024, and December 31, 2023, inventory is comprised of raw materials, including packaging, work in process (components) and finished goods.

Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosures, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value.

The Company's outstanding warrants are valued on a recurring basis with the trading price which could cause fluctuations in operating results at the reporting periods.

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.

Level 2

Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

Level 3

Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.

Fixed Assets

Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – 20 years, Machinery and Equipment – 3 - 10 years and Website and Computer Systems – 3 years. The expected life for Molds is based on the lesser of the number of parts that will be produced based on

Note 2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States ("U.S.") and are expressed in U.S. dollars.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of December 31, 2023, the Company used cash in operations of $8,507,300 and has cash of $3,012,908 which is not sufficient to fund the Company's planned operations for the next 12 months. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon the Company's ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its future development and commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of December 31, 2023, the most significant estimates relate to derivative liabilities and stock-based compensation.

Cash and Cash Equivalents

The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At December 31, 2023 and 2022, the Company had no cash equivalents.

Inventories

The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At December 31, 2023 and 2022, inventory is comprised of raw materials, components and finished goods.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

Fair Value Measurements

ASC 820, Fair Value Measurements and Disclosures, require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value.

The Company's outstanding warrants are fair valued on a recurring basis with the trading price or FMV using Black Sholes which could cause fluctuations in operating results at the reporting periods.

Level 1

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.

Level 2

Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.

Level 3

Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.

Fixed Assets

Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds, computer system and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – 20 years, Machinery and Equipment – 3 -10 years and Computer systems and Website – 3 years. The expected life for Molds is based lesser of the number of parts that will be produced based on

the expected mold capability or 5 years.

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.

There were no impairment losses recognized during the three and nine months ended September 30, 2024 and 2023.

Purchased Identified Intangible Assets

The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of indefinite-lived intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.

Stock-based Compensation Expense

The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.

Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Note 2. Summary of Significant Accounting Policies (continued)

Derivative Instruments

The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 480"), Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

At their issuance date and as of September 30, 2024, certain warrants (see Notes 8 and 10) were accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company's condensed consolidated statements of operations.

Foreign Currency Translation/Transactions

The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders' equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the condensed consolidated statements of operations.

Comprehensive income (loss)

Comprehensive income (loss) consists of the Company's consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at September 30, 2024 and December 31, 2023. Accumulated other comprehensive income (loss) is a separate component of stockholders' equity and consists of the cumulative foreign currency translation adjustments.

Basic and Diluted Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of September 30, 2024, there were 958,693 stock options and warrants, post reverse split effected, that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

Income Taxes

The Company must make certain estimates and judgments in determining income tax expenses for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period.

The provision for income taxes was comprised of the Company's current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company's tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company's deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company's ability to recover its deferred tax assets, the provision for income taxes would fluctuate

the expected mold capability or 5 years.

Impairment of Long-Lived Assets

Long-lived assets are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.

The Company recorded an impairment of $560,000 during the year ended December 31, 2023 and no impairment during the year ended December 31, 2022.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

Purchased Identified Intangible Assets

Identified Intangible Assets

The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of finite-lived intangible assets on an annual basis, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.

Stock-based Compensation Expense

The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. For restricted stock awards, the estimated fair value is generally the fair market value of the underlying stock on the grant date. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.

Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

Derivative Instruments

The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 480"), Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

At their issuance date and as of December 31, 2023, certain warrants (see Notes 8 and 10) are accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company's consolidated statements of operations.

Foreign Currency Translation/Transactions

The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders' equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the consolidated statements of operations.

Comprehensive income (loss)

Comprehensive income (loss) consists of the Company's consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at December 31, 2023 and 2022. Accumulated other comprehensive income (loss) is a separate component of stockholders' equity and consists of the cumulative foreign currency translation adjustments.

Basic and Diluted Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Basic EPS includes the 3,381,479 of pre-funded warrants (see Note 8). Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of December 31, 2023, there were 22,950,155 stock options and warrants that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.

Income Taxes

The Company must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

The provision for income taxes was comprised of the Company's current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company's tax returns in accordance with authoritative guidance on

in the period of such change.

Research and Development Costs

Research and development costs are expensed as incurred.

Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.

Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.

Recent Accounting Pronouncements

On August 5, 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40),* which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer's accounting for convertible debt instruments, requires entities to provide expanded disclosures about "the terms and features of convertible instruments" and how the instruments have been reported in the entity's financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, *Earnings per Share*, on the computation of EPS for convertible instruments and contracts on an entity's own equity. An entity can use either a full or modified retrospective approach to adopt the ASU's guidance. The ASU's amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company does not expect the pronouncement to have a material impact on the Company and will disclose the nature and reason for any elections that the Company makes.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

In December 2023, the FASB issued ASU 2023-09, *Income Taxes* (Topic 740)*: Improvements to Income Tax Disclosures*. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, a, with early adoption permitted. The Company is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.

The Company does not expect the adoption of any accounting pronouncements to have a material impact on the condensed consolidated financial statements.

We reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations.

accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company's deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company's ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.

Research and Development Costs

Research and development costs are expensed as incurred.

Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.

Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.

Recent Accounting Pronouncements

On August 5, 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40),* which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer's accounting for convertible debt instruments, requires entities to provide expanded disclosures about "the terms and features of convertible instruments" and how the instruments have been reported in the entity's financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, *Earnings per Share*, on the computation of EPS for convertible instruments and contracts on an entity's own equity. An entity can use either a full or modified retrospective approach to adopt the ASU's guidance. The ASU's amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company is currently evaluating the impact of ASU 2020-06 on its consolidated financial statements and does not expect the adoption of this amended guidance to have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes* (Topic 740)*: Improvements to Income Tax Disclosures*. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, and for non-public companies for annual reporting periods beginning after December 15, 2025, with early adoption permitted for both. The Company will adopt the new standard in the annual reporting period beginning after December 15, 2025 and is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.

The Company does not expect the adoption of any accounting pronouncements to have a material impact on the consolidated financial statements.

The Company reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

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Inventories	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Inventory Disclosure [Abstract]		
Inventories	Note 3. Inventories	Note 3. Inventories

Inventories, net consisted of the following at:

	September 30, 2024	December 31, 2023
Raw materials	$ 360,907	$ 254,461
Work in process	140,025	170,464
Finished goods	1,518,549	1,284,210
Total	$ 2,019,481	$1,709,135

Inventories, net consisted of the following at December 31, 2023 and 2022:

	December 31, 2023	December 31, 2022
Raw materials	$ 254,461	$ 106,088
Work in process	170,464	49,144
Finished goods	1,284,210	30,572
Total	$ 1,709,135	$ 185,804

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Fixed Assets	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Property, Plant and Equipment [Abstract]		
Fixed Assets	Note 4. Fixed Assets	Note 4. Fixed Assets

Fixed assets, net, is summarized as follows as of:

	September 30, 2024	December 31, 2023
Land	$ 253,781	$ 260,460
Building	2,949,900	3,022,490
Machinery and Equipment	4,730,617	4,464,317
Computer Systems and Website & Other	290,662	290,661
Total Fixed Assets	8,224,960	8,037,928
Less: accumulated depreciation	(1,991,365)	(1,215,786)
Fixed asset, net	$ 6,233,595	$ 6,822,142

Depreciation expense of fixed assets for the nine months ended September 30, 2024 and 2023 was $574,719 and $646,538, respectively. Substantially, all the Company's fixed assets are located at the Company's Hungary location.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Fixed asset, net, as of December 31, 2023 and 2022, are summarized as follows:

	December 31, 2023	December 31, 2022
Land	$ 260,460	$ 242,240
Building	3,022,490	2,824,481
Machinery and Equipment	4,464,317	4,601,293
Computer and Website	290,661	16,600
	8,037,928	7,684,614
Less: accumulated depreciation	(1,215,786)	(679,724)
Fixed asset, net	$ 6,822,142	$ 7,004,890

Depreciation expense of fixed assets for the year ended December 31, 2023 and 2022 was $876,064 and $647,690, respectively. Substantially, all of the Company's fixed assets are located at the Company's Hungary location.

In the fourth quarter of 2023, the Company recorded, in Research and Development expenses, an asset impairment of $560,000 relating to Molds, which were included in Machinery and Equipment, due to a decision to discontinue usage of certain molds.

During the year ended December 2022, the Company recorded $63,612 in fixed asset costs relating to the estimated fair market value for options granted in 2021 for the acquired machinery. As of December 31, 2023, the Company has $100,000 in remaining payments for machinery purchased, which is included in accounts payable.

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Asset Acquisition	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]		
Asset Acquisition	Note 5. Asset Acquisition	Note 5. Asset Acquisition

Safegard Medical, Kft

In June 2020, the Company entered into a Share Purchase Agreement ("Agreement") with Safegard Medical, Kft ("Safegard") and amendments to the Agreement, collectively, the Agreements, to purchase either the stock or certain assets of a manufacturing facility for $2.5M in cash, plus additional consideration of common stock and options with a fair market value of $200,000 and $183,135, respectively. The Agreements provided the Company various periods for due diligence and post due diligence, requirements for escrow

In June 2020, the Company entered into a Share Purchase Agreement ("Agreement") with Safegard Medical ("Safegard") and amendments to the Agreement, collectively, the Agreements, to purchase either the stock or certain assets of a manufacturing facility for $2.5M in cash, plus additional consideration of 28,571 shares of common stock with an estimated fair market value of $7.00, 35,714 stock options with an exercise price of $7.00 and 50,000 stock options with an exercise price of $4.25. The purchase price includes the fair market value of the common stock of $200,000 and the vested options of $183,135. The Agreements provided the Company various periods for due diligence and post due diligence, requirements for escrow payments through the closing date ("Closing Date").

Through the Closing Date, the Agreements provided the Company with the exclusive use of the facility in exchange for payment of the facility's operating costs. The monthly fee ("Operating Costs"), which primarily covered the facility's operating costs, was mainly comprised of the seller's workforce costs, materials and other

payments through the closing date (“Closing Date”).

Through the Closing Date, the Agreements provided the Company with the exclusive use of the facility in exchange for payment of the facility’s operating costs. The monthly fee (“Operating Costs”), which primarily covered the facility’s operating costs, was mainly comprised of the seller’s workforce costs, materials and other recurring monthly operating cost.

The acquisition of Safegard, which closed on July 6, 2022, did not meet the definition of a business pursuant to ASC 805-10, and accordingly was accounted for as an asset acquisition in accordance with ASC 805-50. The cost of the acquisition was $2,936,712, including transaction costs of $53,576, with the allocation to the assets acquired on a relative fair value basis. The intangibles relate to permits and a limited workforce acquired. Under ASC 805-50, no goodwill is recognized. The operating results for Safegard are included in the condensed consolidated financial statements for the period beginning after the closing on July 6, 2022.

The relative fair value of the assets acquired and related deferred tax liability during 2022 was as follows:

Land	$ 226,000
Building and affixed assets	2,648,000
Machinery	158,000
Inventory	32,000
Intangibles	64,712
Deferred tax liability	(192,000)
Total	$2,936,712

The useful lives for the acquired assets is Building - 20 years; Machinery – 5 to 10 years; Intangibles – 5 years. The related depreciation and amortization is being recorded on a straight-line basis.

recurring monthly operating cost.

During the year ended December 31, 2022, the Company had remitted $594,000, respectively for the aforementioned Operating Costs. The remittance of operating costs was discontinued after the Closing Date. These costs were included in research and development expense in the consolidated statement of operations as the activities at the facility in 2022 were related to design and testing of the Company’s products.

Note 5. Asset Acquisition (continued)

The acquisition of Safegard, which closed on July 6, 2022, did not meet the definition of a business pursuant to ASC 805-10, and accordingly was accounted for as an asset acquisition in accordance with ASC 805-50. The cost of the acquisition was $2,936,712, including transaction costs of $53,576, with the allocation to the assets acquired on a relative fair value basis. The intangibles relate to permits and a limited workforce acquired. Under ASC 805-50, no goodwill is recognized. The operating results for Safegard are included in the consolidated balance sheet and consolidated statements of operations for the period beginning after the closing on July 6, 2022.

The relative fair value of the assets acquired and related deferred tax liability is as follows:

Land	$ 226,000
Building and affixed assets	2,684,000
Machinery	158,000
Inventory	32,000
Intangibles	64,712
Deferred tax liability	(192,000)
Total	$ 2,936,712

The useful lives for the acquired assets is Building - 20 years; Machinery – 5 to 10 years; Intangibles – 5 years. The related depreciation and amortization is being recorded on a straight-line basis.

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Other Assets	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]		
Other Assets		

Note 6. Other Assets

Other assets as of September 30, 2024, and December 31, 2023 are summarized as follows:

	September 30, 2024	December 31, 2023
Intangibles, net – See Note 6	40,227	52,513
Other – See Note 7	326,061	76,062
	$ 366,288	$ 128,575

Note 6. Other Assets

Other assets as of December 31, 2023 and 2022 are summarized as follows:

	December 31, 2023	December 31, 2022
Intangibles, net	$ 52,513	$ 62,480
Deposits or advance payments on machinery, molds and components (see Note 15)	-	336,466
Other	76,062	12,370
	$ 128,575	$ 411,316

Intangibles are related to the Asset Acquisition (see Note 5) and consist of an acquired workforce and permits. Amortization for the year ended December 31, 2023 was $15,184.

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Debt Financing	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Debt Disclosure [Abstract]		
Debt Financing		

Note 7. Debt Financing

On September 20, 2024, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) and a Senior Secured Note (the “Note”) for an aggregate principal amount of $4,375,000, including OID interest of $875,000 maturing on January 31, 2025, with certain purchasers (the “Purchasers”), and the issuance of approximately 259,091 (pre reverse - 5,700,006) unregistered shares of the Company’s Common Stock. The aggregate gross proceeds to the Company were approximately $3.5 million, before deducting fees to the placement agent and other offering expenses payable by the Company of $514,700 and an escrow deposit of $250,000 required until certain security liens are filed. The Note and the common stock were recorded at the relative fair values of $2.6M and $852,000, respectively, in accordance with ASC 470-20-25-2. The aforementioned expenses were allocated based on the aforementioned fair values as a reduction to the carrying amount of the debt and a reduction of the equity in accordance with ASC 505-10. For the three and nine months ended September 30, 2024, the Company recorded accreted interest and fees of $75,192.

In connection with the Securities Purchase Agreement and Note, the Company entered into a Registration Rights Agreement with the Purchasers (the “Registration Rights Agreement”), requiring the Company to file a resale registration statement (the “Registration Statement”) with the U.S. Securities and Exchange Commission (the “Commission”) to register the unregistered shares of Common Stock. within forty-five (45) calendar days following the filing date, which is thirty (30) days after the closing date. The Company filed the required resale registration statement on October 23, 2024.

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Note Purchase Agreement	12 Months Ended Dec. 31, 2023
Note Purchase Agreement	
Note Purchase Agreement	

Note 7. Note Purchase Agreement

On December 14, 2021, the Company entered into a Note Purchase Agreement (“NPA”) with three unrelated third-party purchasers (“Purchasers”). The Purchasers provided financing to the Company in the form of bridge financing, aggregating principal of $2,000,000 (the “Notes”). The principal under the Notes shall be payable on the earlier of (i) December 14, 2022, and (ii) the date on which the Company consummates an initial public offering (“IPO”), herein referred to as the “Maturity Date”. The Notes bore interest at 8% with interest payments due monthly. The Company and the Purchasers had entered into a Security Agreement whereby the Notes were collateralized by substantially all the assets of the Company, both tangible and intangible both currently owned with stated exclusions, as defined, and any future acquired with stated exclusions, as defined.

Note 7. Note Purchase Agreement (continued)

The NPA provided for covenants that until all of the Notes have been converted, exchanged, redeemed or otherwise satisfied in accordance with their terms, the Company shall not, and the Company shall not permit any of its subsidiaries without the prior written consent of the Purchasers: a) incur or guarantee any new debt, b) issue any securities that would cause a breach or default under the NPA, c) incur any liens other than permitted, d) redeem or repurchase shares, e) declare or pay any cash dividend or distribution, e) sell, lease or dispose of assets other than in the ordinary course of business, or f) engage in different line of business.

As additional consideration to the Purchasers for providing the financing, the Company also agreed to a) issue each Purchaser a number of shares of the Company’s Common Stock equal to 50% of the original principal amount of each Purchaser’s Note (the “Contingent Stock”) and b) issue each Purchaser a number of warrants, which would allow the Purchasers to purchase additional shares of the Company’s Common Stock, equal to 50% of the original principal amount each Purchaser’s Note for a term of 5.0 years (the “Contingent Warrants”).

For both the Contingent Stock and the Contingent Warrants, the number of shares and warrants that each Purchaser will be issued was unknown at the time of the NPA and was determined based on a formula of 50% of the original principal amount divided by a “Subsequent Offering Price” based on the valuation in a future offering of Common stock or other equity interest in the Company (such offering referred to as a “Consummated Offering”) during the period beginning on December 14, 2021 through and including the date the Company consummates an initial public offering (“IPO”) (such period referred to as the “Subsequent Offering Period”).

In accordance with ASC 480-10-25-14, a fixed monetary amount exists at inception for the total value of Contingent Stock that may be issued to each Purchaser. The Contingent Stock is not considered outstanding at inception, as it will only be issued upon the consummation of a Consummated Offering, and accordingly, is a conditional obligation. As such the fair market value (“FMV”) of the Contingent Stock at inception was $677,000, which was recorded as debt discount. Similarly, a fixed monetary amount further exists at inception for the total value of Contingent Warrants that may be issued to each Purchaser. Accordingly, a conditional obligation exists and as such the FMV of Contingent Warrants at inception was $585,000, which was recorded as debt discount. The Company incurred $197,500 of debt issuance costs associated with the NPA. The debt issuance costs were allocated between the Notes, Contingent Stock and Contingent Warrants in a manner that was consistent with the allocation of the proceeds of the Notes. The portion of the debt issuance costs which were allocated to the Contingent Stock and Contingent Warrants, which was $124,460, was expensed during the year ended December 31, 2021. The debt issuance costs allocated to the Notes were recorded as a debt discount.

The Contingent Stock and Contingent Warrant liabilities were measured at FMV on the date of issuance (based on the Black-Scholes valuation model).

At inception, the Notes were recorded at the net amount of approximately $665,000, after adjusting for debt discounts of approximately $1,335,000 relating to the debt issuance costs, Contingent Stock and Contingent Warrants. Management calculates the effective interest rate (“EIR”) to consider the potential repayment at redemption date by reference to the face value amount after taking into account the

stated 8% interest rate. In 2022, through the repayment date, the Company recorded interest expense of $39,111 and accreted interest of $1,299,895 and repaid the $2,000,000 in Notes with proceeds from the IPO that closed on April 19, 2022.

The value of the Contingent Stock and Contingent Warrants is required to be re-measured at FMV at each reporting date, using either the Black-Scholes valuation model or other valuation method, if deemed more appropriate, with recognition of the changes in fair value to other income or expense in the consolidated statement of operations in accordance with ASC 480, Debt and Equity. On April 19, 2022, the Company issued 235,295 shares of Common Stock to settle the Contingent Stock liability, re-measured the liability at its estimated FMV based on the stock's trading price and reclassified $496,000 to Common Stock Par Value and Additional Paid in Capital.

In connection with the closing of the IPO, 235,295 warrants were issued to settle the Contingent Warrant liability ("Note Warrants") with an exercise price of $4.25 adjusted to $0.64 at September 29, 2023, based on anti-dilution terms in the warrants. The terms of the Note Warrants continue to require classification as a liability under ASC 815 with recognition of the changes in fair value to other income or expense in the consolidated statement of operations in accordance with ASC 480 Debt and Equity. (See Notes 8 and 10)

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Stockholders' Equity	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Equity [Abstract]		
Stockholders' Equity	**Note 8. Stockholders' Equity**	**Note 8. Stockholders' Equity**

Capital Structure

On December 11, 2017, the Company was incorporated in Wyoming with 20,000,000 shares of common stock authorized with a $0.0001 par value. Effective, April 18, 2019, the Company's authorized common stock was increased to 50,000,000 shares of common stock. The articles of incorporation also authorized 10,000 preferred shares with a $0.001 par value.

Effective March 22, 2022, the Company completed a plan and agreement of merger with Sharps Technology, Inc., a Nevada corporation ("Sharps Nevada"). Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation. The Company's authorized common stock and preferred stock increased from 50,000,000 to 100,000,000 and 10,000 to 1,000,000 shares, respectively. The par value of preferred stock decreased from $0.001 to $0.0001 per share.

In July 2024, the shareholders approved the increase of the authorized common stock from 100,000,000 to 500,000,000 which was subsequently filed as an amendment to the articles of incorporation with the state of Nevada.

Common Stock

On September 23, 2024, as noted in Note 7, in connection with the Securities Purchase Agreement and Note the Company issued 259,091 (pre reverse - 5,700,006) shares of unregistered common stock.

On May 31 and June 13, 2024, the Company entered into subscription agreements with certain institutional investors, pursuant to which the Company agreed to issue and sell to the investors 190,773 (pre reverse - 4,197,000) shares (the "Shares") of Common Stock, par value $0.0001 per share of the Company at a price of $8.36 (pre reverse -$0.38) and received gross proceeds to the Company of $1.6M, before expenses to the placement agent and other offering expenses of $298,000 with net proceeds, after reflecting par value, have been recorded in Additional Paid in Capital of $1,296,903. The shares issued in the offering were offered at-the-market under Nasdaq rules and pursuant to the Company's Form 1-A (the "Offering Statement"), initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended on May 21, 2024, and qualified on May 30, 2024.

On May 30, 2024, the Company offered warrant inducements (the "Inducement Agreement") to certain warrant holders (the "Warrant Holders") which references the warrants registered for sale under both the registration statements on Form S-1 (file No. 333-263715) and/or the registration statement on Form S-1 (File No. 333-275011) (collectively, the "Registration Statements") for up to a total of 499,932 (pre reverse - 10,998,524) warrants to purchase shares of the Company's common stock, par value $0.0001 per share. Pursuant to the Inducement Agreement, the exercise price of the existing warrants was reduced from $14.08 (pre reverse -$0.64) per share to $7.26 (pre reverse -$0.33) per share. In addition, for each warrant that was exercised, as a result of the Inducement Agreement, the Company agreed to issue the Warrant Holders unregistered warrants with an exercise price of $9.90 (pre reverse - $0.45) per share ("Inducement Warrants"). In the aggregate, 260,799 (pre reverse -5,737,573) warrants were exercised as a result of the Inducement Agreement and accordingly, 260,799 Inducement Warrants were issued. The Company received gross proceeds of $1.9M before expenses to the placement agent and other expenses of $285,000. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $978,955 and with respect to the Inducement Warrants, a liability under ASC 815 was recorded in the amount of $693,064. Certain outstanding warrants, with an exercise price of $14.08 (pre reverse -$0.64), were reduced to $7.26 (pre reverse -$0.33) based on anti-dilution terms in the respective warrant agreements.

The Company recorded a fair value charge in the three months and nine months ended September 30, 2024 to reflect the modification of the exercise price at the initial inducement date for the non-trading warrants relating to the February and September 2023 warrants below. (See Note 10)

Note 8 Stockholders' Equity (continued)

On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000.

a. The first offering, the securities purchase agreement offering (the "Shelf Offering") with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded of approximately $2.5 million, includes the value of the pre-funded warrants recorded in APIC, net of $362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued 164,478 (pre reverse -3,618,521) shares of common at a purchase price of $14.08 per unit, adjusted to $7.26 (reverse effected) at May 30, 2024, based on anti-dilution terms in the warrants and 36,636 (pre reverse -800,000) pre-funded warrants at $14.058 (pre reverse -$0.639) per pre-funded warrants. The exercise price of the pre-funded warrants will be $0.001 per share.

b. The second offering, the securities purchase agreement offering ("Private Placement") with institutional investors and the Company received net proceeds from the Private Placement of approximately $2.4 million, net of $354,000 in fees relating to the placement agent and other offering expense. In connection with the Private Placement, the Company issued: (i) 117,340 (pre reverse - 2,581,479) PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 397,727 (pre reverse -8,750,003) shares of our common stock, at a combined purchase price of $23.63 (pre reverse -$1.074) per unit or $23.606 (pre reverse - $1.073) per pre-funded unit. The PIPE Warrants have a term of five and one-half (5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price, after effect of the October 2024 reverse split, of $14.08 adjusted to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants. See Note 8(a) Warrants below for further adjustment. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. (See Note 10).

On February 3, 2023, the Company completed a securities purchase agreement ("Offering") with institutional investors and received net proceeds from the Offering of approximately $3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 102,206 (pre reverse - 2,248,521) units at a purchase price of $37.18 (pre reverse - $1.69) per unit. Each unit consisted of one share of common stock and one non-tradable warrant ("Offering Warrants") exercisable for one share of common stock at a price, after effect of the October 2024 reverse split, of $34.32, adjusted to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants and a term of five years. See Note 8(a) for further adjustment. The Offering Warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering and on April 14, 2023, an Amendment to the S-1 was filed and went effective. (See Note 10)

On April 13, 2022, the Company's initial public offering ("IPO") was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of 170,454 (pre reverse -3,750,000) units ("Units"), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant, with an initial exercise price of $ 93.50 (pre reverse -$4.25) per share, adjusted to and with the effect of reverse split October 2024, $34.32 at February 3, 2023 and to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants, and a term of five years. In addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to

Note 8. Stockholders' Equity

Capital Structure

On December 11, 2017, the Company was incorporated in Wyoming with 20,000,000 shares of common stock authorized with a $0.0001 par value. Effective, April 18, 2019, the Company's authorized common stock was increased to 50,000,000 shares of common stock. The articles of incorporation also authorized 10,000 preferred shares with a $0.001 par value.

Effective March 22, 2022, the Company completed a plan and agreement of merger with Sharps Technology, Inc., a Nevada corporation ("Sharps Nevada"). Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation. The Company's authorized common stock and preferred stock increased from 50,000,000 to 100,000,000 and 10,000 to 1,000,000 shares, respectively. The par value of preferred stock decreased from $0.001 to $0.0001 per share.

Common Stock

On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000.

a. The first offering, the securities purchase agreement offering (the "Shelf Offering") with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded warrants of approximately $2.5 million, includes the value of the pre-funded warrants recorded in Additional Paid in Capital, net of $362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued 3,618,521 shares of common at a purchase price of $0.64 per unit and 800,000 pre-funded warrants at $0.639 per pre-funded warrants. The exercise price of the pre-funded warrants will be $0.001 per share.

b. The second offering, the securities purchase agreement offering ("Private Placement") with institutional investors and the Company received net proceeds from the Private Placement of approximately $2.4 million, net of $354,000 in fees relating to the placement agent and other offering expenses. In connection with the Private Placement, the Company issued: (i) 2,581,479 PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 8,750,003 shares of our common stock, at a combined purchase price of $1.074 per unit (or $1.073 per pre-funded unit). The PIPE Warrants have a term of five and one-half (5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price of $0.64. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. At December 31, 2023, the warrant liability is $1,036,875. (See Notes 8 and 10).

On February 3, 2023, the Company completed a securities purchase agreement ("Offering") with institutional investors and received net proceeds from the Offering were approximately $3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 2,248,521 units at a purchase price of $1.69 per unit. Each unit consists of one share of common stock and one non-tradable warrant exercisable for one share of common stock at a price of $1.56, adjusted to $0.64 at September 29, 2023, based on anti-dilution terms in the warrants. The warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering.

On April 13, 2022, the Company's initial public offering ("IPO") was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of 3,750,000 units ("Units"), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant, with an initial exercise price of $4.25 per share and a term of five years. In addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to 1,125,000 warrants on April 19, 2022.

Note 8. Stockholders' Equity (continued)

The Company's common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10)

51,136 (pre reverse -1,125,000) warrants on April 19, 2022.

The Company's common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10)

During the year ended December 31, 2022, the Company issued 235,000 shares of common stock at the trading stock price in connection with services provided to the Company and recorded a charge of $290,551, In addition, the Company issued 235,295 common shares relating to the Note Purchase agreement. (See Note 7)

Warrants

a) In connection with a one-year advisory services arrangement entered into in April 2023, the Company issued 495,000 warrants during the year ended December 31, 2023 at an exercise price of $1.56. The warrants have a three-year term and were fully vested on issuance. The FMV of the warrants recorded for the year end ended December 31, 2023 was $42,915 as computed using the Black Sholes valuation model. The assumptions for the year ended December 31, 2023 were: a) expected term – 3 years, b) expected volatility – 24.49% to 44.83%, c) risk free rate- 3.58% to 4.67.% and d) dividend rate – 0%.

b) In connection with the Private Placement in September 2023, the Company issued 8,750,003 non-trading PIPE Warrants as a component of the Unit as noted in Common Stock above. The PIPE Warrants were recorded at the FMV, computed using the Black Sholes valuation method. The PIPE Warrant's liability requires remeasurement at each reporting period. The PIPE Warrants are classified as a liability based on ASC 815. At the issuance date and December 31, 2023, the liability was $985,204 and $1,036,875, respectively and for the year ended December 31, 2023 a FMV loss adjustment of $51,671 was recorded (See Note 10).

c) In connection with the Offering in February 2023, the Company issued 2,248,521 non-trading warrants Offering Warrants as a component of the Unit as noted in Common Stock above. The Offering Warrant's liability requires remeasurement at each reporting period. The Offering Warrants were recorded at the FMV, computed using the Black Sholes valuation method. The Offering Warrants are classified as a liability based on ASC 815. At the issuance date and at December 31, 2023 the liability was $455,326 and $234,072, respectively. During the year ended December 31, 2023, the Company recorded a FMV gain adjustment of $221,254. (See Note 10).

d) In connection with the IPO in April 2022, the Company issued 7,500,000 warrants (Trading Warrants) as a component of the Units and 1,125,000 warrants to the underwriter (Overallotment Warrants), as noted in Common Stock above. The Trading and Overallotment Warrants were recorded at the FMV, being the trading price of the warrants, on the IPO effective date and the Warrants are classified as a Liability based on ASC 815. The Warrant liability requires remeasurement at each reporting period. At December 31, 2023 and 2022, the liability was $1,121,250. During years ended December 31, 2023 and 2022, the Company recorded a FMV loss (gain) adjustment of $0 and $(4,784,559), respectively (See Note 10).

Note 8. Stockholders' Equity (continued)

Warrants

a) In September 2024, the Company reduced the exercise price of the 230,091 (pre reverse – 5,260,000) outstanding warrants issued in February 2023 and September 2023 offerings (see below) from $7.26 (pre reverse - $0.33) to $0.0001. In connection with the reduction in the exercise price the Company recorded a modification charge of $155,703 in the three months ended September 30, 2024. At September 30, 2024, 103,685, after reverse split, warrants remain outstanding. Subsequent to September 30, 2024 such remaining warrants were exercised.

b) In connection with the Inducement Warrants in the second quarter of 2024, the Company issued 260,799 (pre reverse - 5,737,573) non-trading Inducement Warrants as noted in Common Stock above. The Inducement Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The Inducement Warrants are recorded at the FMV, computed using the Black Scholes valuation method. and , recorded a FMV gain adjustment of $293,684 (See Note 10).

c) In connection with one-year advisory services arrangement entered into in April 2023, the Company issued an aggregate of 28,636 (pre reverse - 630,000) warrants over the one-year term, at an exercise price of $34.32 (pre reverse -$1.56) The warrants have a three-year term and were fully vested on issuance. During the three and nine months ended September 30, 2024, the Company issued 0 and 5,909 (pre reverse - 130,000) warrants with a FMV of $8,590. During the three and nine months ended September 30, 2023 the Company issued 10,227 (pre reverse - 225,000) and 16,363 (pre-reverse 360,000) warrants with a FMV of $22,470 and $42,306, respectively. The FMV of the warrants issued in the nine months ended September 30, 2024 was computed using the Black Scholes valuation model with the following assumptions: a) volatility of 33.46% to 81.62% three-year term, risk free interest rate of 4.20% to 4.25% and 0% dividend rate. The FMV of the warrants issued in the three and nine months ended September 30, 2023 was computed using the Black Scholes valuation model with the following assumptions: a) volatility of 37.45% to 44.83%, risk free interest rate of 3.58% to 4.43.% and 0% dividend rate (See Note 10).

d) In connection with the Private Placement in September 2023, the Company issued 397,727 (pre reverse 8,750,003) non-trading PIPE Warrants as a component of the Unit as noted in Common Stock above. The PIPE Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The PIPE Warrants are recorded at the FMV, computed using the Black Scholes valuation method. For the three and nine months ended September 30, 2024, the Company recorded a FMV gain (loss) adjustment of $(181,163), including the modification charge of $(148,091) and $470,721 including the modification charge of $(637,316), respectively (See Note 10).

e) In connection with the Offering in February 2023, the Company issued 102,206 (pre reverse -2,248,521) non-trading warrants Offering Warrants as a component of the Unit as noted in Common Stock above. The Offering Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The Offering Warrants were recorded at the FMV, computed using the Black Scholes valuation method. For the three and nine months ended September 30, 2024 the Company recorded FMV gain (loss) adjustments of $7,563, including a modification charge of $7,612 referred to in Note 10, and $214,019, including a modification charge of $153,640. For the three and nine months ended September 30, 2023, the Company recorded a FMV gain adjustment of $56,172 and $238,752 respectively (See Note 10).

f) In connection with the IPO in April 2022, the Company issued 340,900 (pre reverse -7,500,000) warrants (Trading Warrants) as a component of the Units and 51,136 (pre reverse - 1,125,000) warrants to the underwriter (Overallotment Warrants), as noted in Common Stock above. The Trading and Overallotment Warrants were recorded at the FMV, being the trading price of the warrants, on the IPO effective date and the Warrants are classified as a Liability based on ASC 815. The Warrant liability requires remeasurement at each reporting period based on the trading price of the warrants. During the three and nine months ended September 30, 2024, the Company recorded an FMV gain adjustment of $198,375 and $690,001, respectively. During the three and nine months ended September 30, 2023, the Company recorded an FMV gain adjustment of $258,750 and $172,500, respectively. (See Note 10).

g) The Company issued 10,695 (pre reverse -235,295) Warrants ("Note Warrants") to the note holders in connection with the repayment on the IPO on April 19, 2022. The Note Warrants, which are recorded at the FMV being the trading price of the warrants, are classified as a Liability based on ASC 815. The Note Warrants require remeasurement at each reporting period. During the three and nine months ended September 30, 2024, the Company recorded a FMV gain of $5,411 and $18,822, respectively. For the three and nine months ended September 30, 2023, the Company recorded a FMV gain/(loss) adjustment of $7,059. (See Note 10).

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 8. Stockholders' Equity (continued)

(h) The underwriter received 8,523 (pre reverse - 187,500) warrants in connection with the IPO for a nominal cost of $11,250. The Warrants have an exercise price of $117.04 (pre reverse - $5.32) and are exercisable after October 9, 2022. The FMV at the date of issuance was $228,750 computed using the Black Scholes valuation model with the following assumptions: a) volatility of 93.47%, five-year term, risk free interest rate 2.77% and 0% dividend rate. The estimated FMV was classified as additional issuance costs.

Preferred Stock

[Equity [Abstract]](#)
Preferred Stock

	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Note 9. Preferred Stock

In February 2018, the Company Board of Directors issued one share of Series A Preferred Stock to Alan Blackman, the Company's co-founder and former Director. The Series A Preferred Stock entitled the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2021 to 29.5%, effective with the IPO. The Series A Preferred Stock has no right to dividends, or distributions in the event of a liquidation and is not convertible into common stock. In connection with final settlement with Mr. Blackman on August 2024, the Series A Preferred Stock were cancelled and forfeited without any further consideration. The Series A Preferred was returned to the status of an authorized but unissued share of preferred stock of the Company (See Note 15).

Note 9. Preferred Stock

In February 2018, the Company Board of Directors issued one share of Series A Preferred Stock to Alan Blackman, the Company's co-founder and Director. The Series A Preferred Stock entitles the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2022 to 29.5%, effective with the IPO. The Series A Preferred Stock has no right to dividends, or distributions in the event of a liquidation and is not convertible into common stock. In the event the Company is sold during the two-year period following completion of IPO at a price per share of more than 500% of the initial offering price per Unit in the IPO, the Series A Preferred Stock, as in effect upon completion of the IPO, will entitle the holder to 10% of the total purchase price. (See Note 15)

Warrant Liability

[Warrant Liability](#)
Warrant Liability

	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023

Note 10. Warrant Liability

Certain Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented as a Warrant liability in the accompanying condensed consolidated balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the condensed consolidated statements of operations. The Black Scholes Option-Pricing model used the following assumptions for the nine months ended September 30, 2024 and 2023 (See Note 8).

	September 30, 2024	September 30, 2023
Expected term (years)	3.37 to 5.99	4.36 to 5.5
Expected volatility	58.78% to 121.32%	45.31% to 59.93%
Risk-free interest rate	3.41% to 4.56%	3.53 to 4.54%
Dividend rate	0	0

The Warrant liability at September 30, 2024 and December 31, 2023 was as follows:

	September 30, 2024	December 31, 2023

Note 10. Warrant Liability

The Warrants were accounted for as liabilities in accordance with ASC 815-40 and are presented as a Warrant liability in the accompanying consolidated balance sheet. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the consolidated statement of operations, The non-trading warrants, related to the February 2023 and September 2023 offerings, are valued using the Black-Scholes pricing model. The assumptions for the year ended December 31, 2023 were as follows: (See Notes 7 and 8)

	Year Ended December 31, 2023
Expected term (years)	4.10 to 5.50
Expected volatility	45.30% to 70.44%
Risk-free interest rate	3.53% to 4.54%
Dividend rate	0%

Trading and Overallotment Warrants	$ 431,250	$ 1,121,250
Note Warrants	11,765	30,588
Offering Warrants – February 2023	20,053	234,072
Offering Warrants – September 2023	216,911	1,036,875
Inducement Warrants – May 2024	347,123	-
Total Warrant Liability	$ 1,027,102	$ 2,422,785

The Warrants outstanding at September 30, 2024 and December 31, 2023 were as follows:

	September 30, 2024	December 31,2023
Trading, Overallotment and Underwriter Warrants	400,568	400,568
Note Warrants	10,695	10,695
Offering Warrants – February 2023	8,607	102,206
Offering Warrants – September 2023	95,078	397,727
Inducement Warrants – May 2024	260,799	-
Warrants issued for services arrangement	28,636	22,500
Total Warrants Outstanding	804,383	1,194,495

Note 10. Warrant Liability (continued)

For the three months ended September 30, 2024, the FMV gain adjustment, which is reflected in the FMV adjustment on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $416,560, which includes the modification charge of $155,703 and $349,243, gain for the warrants exercised in connection with the Inducement Agreements (See Note 8).

For the nine months September 30, 2024, the FMV gain adjustment, which is reflected in the FMV adjustment on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $2,088,747, which includes the modification charge of $790,956 and $349,243, gain for the warrants exercised in connection with the Inducement Agreements (See Note 8).

For the three and nine months ended September 30, 2023, the FMV gain adjustment, which is reflected in the FMV adjustment gain (loss) on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $321,981 and $415,958, respectively (see Note 8).

The Warrant liability at December 31, 2023 and 2022 was as follows:

	2023	2022
Trading and Overallotment Warrants	$ 1,121,250	1,121,250
Note Warrants	30,588	30,588
Offering Warrants – February 2023	234,072	-
Offering Warrants – September 2023	1,036,875	-
Total Warrant Liability	$ 2,422,785	1,151,838

The Warrants outstanding at December 31, 2023 and 2022 were as follows:

	December 31, 2023	December 31, 2022
Trading and Overallotment Warrants	8,812,500	8,812,500
Note Warrants	235,294	235,294
Offering Warrants – February 2023	2,248,521	-
Offering Warrants – September 2023	8,750,003	-
Warrants issued for services arrangement	495,000	-
Total Warrants Outstanding	20,541,318	9,047,794

Note 10. Warrant Liability (continued)

For the years ended December 31, 2023 and 2022 the FMV loss (gain) adjustment, which is reflected in the FMV adjustment on Warrants in the Consolidated Statements of Operations was ($169,583) and ($4,784,559), respectively.

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Stock Options	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Share-Based Payment Arrangement [Abstract]		
Stock Options		

Note 11. Stock Options

A summary of options granted and outstanding is presented below.

	September 30, 2024	
	Options	Weighted Average Exercise Price
Outstanding at Beginning of year	109,493	$ 67.12
Granted	63,409	6.27
Forfeited or cancelled	(18,592)	37.11
Outstanding at end of period	154,310	$ 42.88
Exercisable at end of period	122,243	$ 50.86

At September 30, 2024, the Weighted Average Remaining Contractual Life is 39 months.

At September 30, 2024, the stock options outstanding and the options exercisable have exercise prices that exceed the stock market price at September 30, 2024 and as such no intrinsic value exists. Intrinsic value is defined as the difference between the exercise price of the options and the market price of the Company's common stock.

During the nine months ended September 30, 2024, the Company granted five-year options (the "Options") to purchase a total of 63,409 shares of the Company's common stock, par value $0.0001 per share (the "Common Stock") to its directors, executive officers, employees and consultants pursuant to the Company's 2023 Equity Incentive Plan. The Options are exercisable at an average price of $6.27 per share which was based on the closing price on the respective grant dates.

As of September 30, 2024, there was $232,353 of unrecognized stock-based compensation related to unvested stock options with a weighted average fair value of $7.25 per share, which is expected to be recognized over a weighted-average period of 12 months as of September 30, 2024.

For the three and nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $116,193 recorded in general and administrative and $435,908, respectively, of which $432,567 and $3,341 was recorded in general and administrative and research and development expenses.

For the three and nine months ended September 30, 2023, the Company recognized stock-based compensation expense of $178,895 and $796,606, respectively, which was recorded in general and administrative.

Note 11. Stock Options (continued)

The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for the options granted during the nine months ended September 30, 2024 and 2023.

	September 30, 2024	September 30, 2023
Expected term (years)	2.66 to 3.06	2.88 to 3.25
Expected volatility	81.15 % to 83.04%	75.40% to 89.93%
Risk-free interest rate	4.71 % to 4.76%	3.71% to 4.27%
Dividend rate	0	0

Note 11. Stock Options

On January 24, 2023, the Company's Board of Directors initially adopted the 2023 Equity Incentive Plan (the "2023 Plan"), to provide for the issuance of up to 1,400,000 options and/or shares of restricted stock be available for issuance to officers, directors, employees and consultants. The 2023 Plan was subsequently updated to provide for the issuance of up to 3,500,000 options and/or shares of restricted stock. The 2023 Plan was approved by shareholders at the annual meeting

A summary of options granted and outstanding is presented below.

	2023		2022	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at Beginning of year	1,358,122	$ 4.37	1,137,479	$ 5.18
Granted	1,065,000	1.35	367,500	1.63
Cancelled			(3,571)	(4.38)
Forfeited	(14,286)	$ 1.75	(143,286)	$ (3.77)
Outstanding at end of year	2,408,836	$ 3.03	1,358,122	$ 4.37
Exercisable at end of year	1,881,327	$ 3.47	1,132,861	$ 4.59

1) During the year ended December 31, 2023, the Company granted five-year options (the "Options") to purchase a total of:

   a) 975,000 shares of the Company's common stock, par value $0.0001 per share (the "Common Stock") to its directors, executive officers, employees and consultants pursuant to the Company's. 2022 and 2023 Equity Incentive Plans. The Options are exercisable at $1.37 per share which was the closing price on January 25, 2023.
   b) 90,000 shares of the Company's Common Stock in connection with an employment or consulting agreements at the exercise price, representing the closing price on the grant date ranging from $0.82 to $1.30.

During the year ended December 31, 2023, 660,000 Options have been granted under the 2023 Equity Incentive Plan and the remaining 405,000 Options were issued under the 2022 Equity Incentive Plan. At December 31, 2023, 1,748,836 Options are outstanding under the 2022 Equity Incentive Plan.

During the years ended December 31, 2023 and 2022, the estimated weighted-average grant-date fair value of options granted was $.80 per share and $1.63 per share, respectively. As of December 31, 2023 and 2022, there was $498,454 and $475,097, respectively, of unrecognized stock-based compensation related to unvested stock options with a weighted average fair value of $.94 and $2.05 per share, respectively, which is expected to be recognized over a weighted-average period sixteen months as of December 31, 2023.

The following table summarizes information about options outstanding at December 31, 2023:

Exercise Prices	Options Outstanding	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Life	Options Exercisable	Aggregate Intrinsic Value on Exercisable Shares
$ .82 to .92	40,000	-	4.58	18,794	-
$ 1.21	307,500	-	3.42	240,386	-
$ 1.30	50,000	-	4.21	43,750	-
$ 1.37	975,000	-	4.17	561,719	-
$ 1.75	54,285	-	2.25	54,285	-
$ 2.80	141,429	-	2.25	141,429	-
$ 1.39	10,000	-	3.75	10,000	-
$ 4.25	50,000	-	3.75	50,000	-
$ 4.38	244,286	-	1.25	244,286	-
$ 7.00	536,335	-	2.00	516,679	-

At December 31,2023, the stock options outstanding and the options exercisable have exercise prices that exceed the stock market price at December 31, 2023 and as such no intrinsic value exist. Intrinsic value is defined as the difference between the exercise price of the options and the market price of the Company's common stock.

Note 11. Stock Options (continued)

In 2023 and 2022, the Company recognized stock-based compensation expense of $920,108, of which $906,745 and $13,363 was recorded in general and administrative and research and development expenses, respectively and $1,012,592, of which $915,797 and $96,795 was recorded in general and administrative and research and development expenses, respectively. Further, in 2022, the Company recorded stock-based charges of $63,612 relating to purchase of machinery (See Note 4) and $60,435 relating to an Acquisition. (See Note 5.)

The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Expected term (years)	2.88 to 3.25	2.50 to 3.00
Expected volatility	75.40% to 89.93%	100.81% to 110.74%
Risk-free interest rate	3.71% to 4.27%	2.90% to 3.47%
Dividend rate	0%	0%

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Income Taxes	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Income Tax Disclosure [Abstract]		
Income Taxes		

Note 12. Income Taxes

At the end of each interim reporting period, the Company estimates its effective tax rate expected to be applied for the full year. This estimate is used to determine the income tax provision or benefit on a year-to-date basis and may change in subsequent interim periods. Accordingly, the Company's effective tax rate for the three and nine months ended September 30, 2024 and 2023 was 0%. The Company's effective tax rates for both periods were affected primarily by a full valuation allowance on domestic net deferred tax assets.

Note 12. Income Taxes

A reconciliation of the Federal statutory rate of 21% and 28% in the years ended December 31, 2023 and 2022, respectively to the total effective rate applicable to income (loss) is as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Expected benefit at statutory federal tax rate	$ (2,073,230)	$ (974,329)
Permanent differences – net	(35,469)	(859,515)
State and local taxes, net of federal tax benefit	-	(265,607)
Other	(24,569)	(21,965)
Change in valuation allowance	2,103,268	2,121,416
Income tax expense (benefit)	$ (30,000)	$ -

The components of the Company's deferred tax assets (liabilities) are as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Deferred tax assets (liabilities):		
Fixed assets	$ (281,073)	$ (268,594)
Interest	35,178	62,310
Research and development expenses	400,810	454,942
Stock-based compensation	895,509	917,351
Charitable Contributions	420	
Net operating losses - federal	4,456,242	2,898,411
Net operating losses – state and local	543,264	921,350
Net operating losses - foreign	233,114	37,686
Research credit	28,985	28,985
Less valuation allowance	(6,474,449)	(5,244,441)
Net deferred tax liability	$ (162,000)	$ (192,000)

Note 12. Income Taxes (continued)

The authoritative guidance requires the asset and liability method of accounting for deferred income taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities. Deferred tax assets or liabilities at the end of each period are determined using the tax rate expected to be in effect when taxes are actually paid or recovered.

The guidance also requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. A review of all available positive and negative evidence needs to be considered, including a company's current and past performance, the market environment in which the company operates, length of carryback and carryforward periods and existing contracts that will result in future profits. After reviewing all the evidence, the company has recorded a full valuation allowance.

As of December 31, 2023, the Company had U.S. federal net operating loss carryforwards of approximately $21,222,000 of which $241,000, if not fully utilized, expires by 2038 and which $20,981,000 do not expire. The Company has foreign net operating loss carryforwards of $2,590,000, if not fully utilized, expire through 2028. Utilization is dependent on generating sufficient taxable income prior to expiration of the tax loss carryforwards.

The geographical components of loss before income taxes consisted of the following for the years ended December 31:

	Year Ended December 31, 2023	Year Ended December 31, 2022
United Stated Operations	$ (8,173,807)	$ (3,978,832)
International Operations	(1,667,831)	(660,830)
(Loss) Income before taxes	(9,871,638)	(4,639,662)

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Related Party Transactions and Balances	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Related Party Transactions [Abstract]		
Related Party Transactions and Balances		

Note 13. Related Party Transactions and Balances

As of September 30, 2024 and December 31, 2023, accounts payable and accrued liabilities include $152,500 and $32,974, respectively, payable to officers and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand.

Note 13. Related Party Transactions and Balances

As of December 31, 2023 and 2022, accounts payable and accrued liabilities include $32,974 and $105,667, respectively, payable to officers, and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand (See Note 15).

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Fair Value Measurements	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Fair Value Disclosures [Abstract]		
Fair Value Measurements		

Note 14. Fair Value Measurements

The Company's financial instruments include cash, accounts payable, and warrant liability. Cash and warrant liability are measured at fair value. Accounts payable is measured at amortized cost and approximates fair value due to its short duration.

As of September 30, 2024, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's condensed consolidated balance sheet:

	Fair Value Measurements Using Level			
	Level 1	Level 2	3	Total
Assets				
Cash	$ 2,473,197	-	-	$ 2,473,197
Total assets measured at fair				

Note 14. Fair Value Measurements

The Company's financial instruments include cash, accounts payable, notes payable, contingent stock and warrant liability and warrant liability. Cash, contingent stock liability, contingent warrant liability and warrant liability are measured at fair value. Accounts payable and notes payable are measured at amortized cost and approximates fair value due to their short duration and market rate for similar instruments, respectively.

Note 14. Fair Value Measurements (continued)

value	**$2,473,197**	-	-	**$2,473,197**
Liabilities				
Warrant liability	$ -	$ 1,027,102	-	$ 1,027,102
Total liabilities measured at fair value	$ -	**$1,027,102**	-	**$1,027,102**

SHARPS TECHNOLOGY, INC.
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Note 14. Fair Value Measurements (continued)

As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's condensed consolidated balance sheet:

	Fair Value Measurements Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash	$ 3,012,908	-	-	$ 3,012,908
Total assets measured at fair value	**$3,012,908**	**-**	**-**	**$3,012,908**
Liabilities				
Warrant liability	$ -	$ 2,422,785	—	$ 2,422,785
Total liabilities measured at fair value	**$ -**	**$2,422,785**	**-**	**$2,422,785**

As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's consolidated balance sheet:

	Fair Value Measurements Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash	$ 3,012,908	-	-	$ 3,012,908
Total assets measured at fair value	**$ 3,012,908**	**-**	**-**	**$ 3,012,908**
Liabilities				
Warrant liability	$ -	2,422,785	-	$ 2,422,785
Total liabilities measured at fair value	**$ -**	**2,422,785**	**-**	**$ 2,422,785**

As of December 31, 2022, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's consolidated balance sheet:

	Fair Value Measurements Using			
	Level 1	**Level 2**	**Level 3**	**Total**
Assets				
Cash	$ 4,170,897	-	-	$ 4,170,897
		-	-	
Total assets measured at fair value	**$ 4,170,897**	**-**		**$ 4,170,897**
Liabilities				
Warrant liability	$ 1,151,838	-	-	$ 1,151,838
Total liabilities measured at fair value	**$ 1,151,838**	**-**	**-**	**$ 1,151,838**

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Commitments and Contingencies	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Commitments and Contingencies Disclosure [Abstract]		
Commitments and Contingencies		

Note 15. Commitments and Contingencies

Contingencies

On July 10, 2024, Barry Berler ("Berler"), a co-founder and former Chief Technology Officer of the Company, commenced a lawsuit in the United States District Court for the Eastern District of New York, Barry Berler v. Sharps Technology, Inc. and Alan Blackman, Case No. 2:24-cv-04787. In this case, Berler asserts claims for damages of an aggregate of $456,000 for alleged (1) failure to make full payment of certain monthly payments under his consulting agreement with the Company (the "Consulting Agreement") in the amount of $52,500, (2) failure to pay a bonus with a target of $216,000 under the Consulting Agreement, (3) $187,500, representing 50% of the severance payment paid by the Company to Mr. Blackman, the Company's co-founder and former Chief Operating Officer and Co-Chairman and a declaration and injunctive relief establishing that Berler is the rightful owner of 50% of the Company's Series A Preferred Stock (which preferred stock is no longer outstanding). The Company has accrued for the claim for unpaid monthly consulting fees. The Company believes that Berler's claims are without merit, intends to defend itself vigorously and has requested dismissal of these claims. In addition, on September 17, 2024, the Company filed an answer and counterclaims with respect thereto, including for recoupment of certain compensation the Company has previously paid to Berler.

On June l7, 2024, Berler filed a demand for arbitration and statement of claim under the commercial arbitration rules of the American Arbitration Association ("AAA") asserting claims for payment of $500,000 plus interest, under the Company's royalty agreement with Berler, as amended, rescission thereof and reversion to Berler of the intellectual property rights subject thereto. The Company believes that Berler's claims are without merit and intends to defend itself vigorously in connection with these claims.

On April 3, 2024, Plastomold Industries Ltd. ("Plastomold") commenced a lawsuit against the Company in the United States District Court for the Eastern District of New York, Plastomold Industries Ltd v. Sharps Technology, Inc., Case No. 2:24-CV-02580, asserting claims for damages in the amount of $1.762 million for alleged (1) failure to pay invoices, of which approximately $1 million would relate to a maintenance agreement for units allegedly manufactured and sold using machinery that was defective and has never successfully produced any saleable products, (2) breach of the implied covenant of good faith and fair dealing, (3) unjust enrichment, and (4) conversion. Plastomold asserts it provided certain products and services to the Company for which its invoices were not fully paid. The Company believes that Plastomold's claims are without merit and intends to defend itself vigorously. On June 3, 2024, the Company filed an answer and affirmative defenses and counterclaim, which counterclaim is for damages that the Company believes would exceed the claims asserted by Plastomold, based on the insufficiency of Plastomold's services and the results thereof, including the failure to provide machinery capable of reliably manufacturing the designated products in compliance with design specifications and functionality requirements, and with respect to which test results failed.

Commitments

On August 1, 2022, the Company cancelled the consulting agreement with Alan Blackman, Co-Chairman and Chief Operating Officer and entered into an Employment Agreement. which provided for annual salary of $256,000, which provides for increases, and provisions compensation adjustments, expense and tax differential reimbursements, benefits and bonuses. As of September 1, 2022, the annual salary is $320,000. At September 30, 2022, the Company approved and accrued a $250,000 bonus to Mr. Blackman for services provided in 2022, of which $65,000 was paid subsequent to December 31, 2022. The Company terminated Mr. Blackman's Employment Agreement effective May 1, 2023. Mr. Blackman continued to serve as the Co-Chairman and a member of the Board of Directors. Subsequent to June 30, 2023, the Company and Mr. Blackman entered into a separation agreement whereby, Mr. Blackman was paid severance payments of approximately $346,000 plus other medical benefits of approximately $29,000 which were fully paid by August 31, 2024. Further, all unvested options were fully vested, and the Company recorded a charge of $60,000 in 2023. In connection with the separation agreement, Mr. Blackman no longer served as Co-Chairman or Board member and agreed to vote his Series A Preferred Stock in favor of the election, reelection, and/or designation of each individual nominated to serve as a director on the Board of Director as shall be identified in an applicable proxy statement filed by the Company for such election of directors. Once the payments due Mr. Blackman were fully paid, the Series A Preferred Stock were deemed immediately cancelled and forfeited and without further consideration. The Series A Preferred has been returned to the status of an authorized but unissued share of preferred stock of the Company.

On May 20, 2024, the Company entered into an amendment to the Asset Purchase agreement ("Asset Purchase") with InjectEZ, LLC ("Seller") for the purchase of certain assets for $35M. In connection with the Asset Purchase agreement the Company paid a non-refundable deposit of $1M to be held in escrow under an agreeable escrow agreement as a deposit on the purchase

Note 15. Commitments and Contingencies

Fixed Assets and Other

At December 31, 2023, the remaining amounts due under outstanding orders of $56,874 is recorded in Accounts Payable. At December 31, 2022, the Company has outstanding orders to purchase equipment, molds and component parts for research and development of $609,953 of which advance payments of $209,678 have been made and recorded in Other Assets (See Note 6).

SHARPS TECHNOLOGY, INC.
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Note 15. Commitments and Contingencies (continued)

Contingencies

At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company is currently not involved in any material litigation or other loss contingencies.

Royalty Agreement

In connection with the purchase of certain intellectual property in July 2017, Barry Berler and Alan Blackman entered into a royalty agreement which provides that Barry Berler will be entitled to a royalty of four percent (4%) of net sales derived from the use, sale, lease, rent and export of products related to the intellectual property. The royalty continues until the patent expires or is no longer used in the Company's product. The royalty agreement was assumed by the Company in December 2017.

In September 2018, the Royalty Agreement was amended to reduce the royalty to 2% and further provided for a single payment of $500,000 to Barry Berler within three years in return for cancellation of all further royalty obligations of the Company. In May 2019, the Royalty Agreement was further amended to change the payment date to on or before May 31, 2021 or during the term of the amended Royalty Agreement should the Company be acquired or a controlling interest be acquired. The Company has not made the aforementioned payment or incur any change in control as such the 2% royalty remains in place.

Employment Agreements

On August 1, 2022, the Company cancelled the consulting agreement with Alan Blackman, Co- Chairman and Chief Operating Officer and entered into an Employment Agreement which provides for annual salary of $256,000, which provides for increases, and provisions compensation adjustments, expense and tax differential reimbursements, benefits and bonuses. As of September 1, 2022, the annual salary is $320,000. At June 30, 2022, the Company approved and accrued a $250,000 bonus to Mr. Blackman for services provided in 2022, of which $65,000 was paid subsequent to December 31, 2022. The Company terminated Mr. Blackman's Employment Agreement effective May 1, 2023. Mr. Blackman continued to serve as the Co-Chairman and a member of the Board of Directors. Subsequent to June 30, 2023, the Company and Mr. Blackman entered into a separation agreement whereby, Mr. Blackman will be paid severance payments of approximately $346,000, which was recorded as an expense and an accrued expense as of June 30, 2023, over thirteen months, continue his medical benefits for such period with a cost of approximately $29,000 which has been accrued at June 30, 2023. At December 31, 2023, the outstanding balance due Mr. Blackman is $218,000, which is recorded in accrued expenses. Further, all unvested options were fully vested and the Company recorded a charge of $60,000. In connection with the separation agreement, Mr. Blackman no longer serves as Co-Chairman or Board member and has agreed to vote his Series A Preferred Stock in favor of the election, reelection, and/or designation of each individual nominated to serve as a director on the Board of Director as shall be identified in an applicable proxy statement filed by the Company for such election of directors. Once the payments due Mr. Blackman are fully paid, the Series A Preferred Stock shall be deemed immediately cancelled and forfeited and without further consideration. The Series A Preferred shall at such time be returned to the status of an authorized but unissued share of preferred stock of the Company.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 15. Commitments and Contingencies (continued)

On September 30, 2022, the Company entered into a formal employment agreement, effective on such date and will continue until terminated by either party, subject to the terms of the agreement, with Andrew R. Crescenzo who has been serving as the Company's Chief Financial Officer on a contract services basis for the last three years. The agreement provided for annual compensation of $225,000 and plus a one-time $18,750 incentive payment upon the commencement of the agreement. During the course of the term, Mr. Crescenzo will be eligible for (i) performance bonuses to be granted at the discretion of the Company's Compensation Committee and (ii) to participate in the Company's 2022 Equity Incentive Plan. The agreement contains customary employment terms and conditions.

In October 2022, the Company entered into a service agreement ("Service Agreement") with an unrelated third-party for marketing and investor relations services. The Service Agreement, which has a term of one year, has various deliverables and provides payments to the third party as follows; a) an initial fee of $90,000, b) monthly fees through the term of $12,500, c) 200,000 shares of restricted common stock and d) $300,000 specifically related to digital marketing activities. As stated in Note 8, the 200,000 shares of

price. The Asset Purchase agreement stipulated that the $1M deposit would be maintained until July 19, 2024, at which date, if the contemplated transaction was not consummated, through no fault of the Seller, the escrow would be released to the Seller by the escrow agent. The escrow deposit of $1,000,000 was released to the Seller and recorded a forfeited agreement cost in Other Expenses in the nine months ended September 30, 2024. The Company and Seller are currently working towards a further amendment of the Asset Purchase Agreement. To the extent a further amendment is executed, the closing of the Asset Purchase Agreement will be contingent on obtaining the necessary financing and there can be no assurance that the closing of the asset sale will occur.

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Subsequent Events	12 Months Ended Dec. 31, 2023
Subsequent Events [Abstract]	
Subsequent Events	**Note 16. Subsequent Events** In January 2024, the holders of 398,441 of pre-funded warrants exercised their warrants at the exercise price of $.001.

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Summary of Significant Accounting Policies (Policies)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Accounting Policies [Abstract]		
Basis of Presentation	***Basis of Presentation*** The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States ("U.S.") and are expressed in U.S. dollars.	***Basis of Presentation*** The accompanying consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States ("U.S.") and are expressed in U.S. dollars. The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of December 31, 2023, the Company used cash in operations of $8,507,300 and has cash of $3,012,908 which is not sufficient to fund the Company's planned operations for the next 12 months. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon the Company's ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its future development and commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.
Use of Estimates	***Use of Estimates*** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of September 30, 2024, the most significant estimates relate to derivative liabilities, stock-based compensation, long-lived asset impairments and accounting for debt and equity financing.	***Use of Estimates*** The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of December 31, 2023, the most significant estimates relate to derivative liabilities and stock-based compensation.
Cash and Cash Equivalents	***Cash and Cash Equivalents*** The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At September 30, 2024 and December 31, 2023, the Company had no cash equivalents.	***Cash and Cash Equivalents*** The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At December 31, 2023 and 2022, the Company had no cash equivalents.
Inventories	***Inventories*** The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At September 30, 2024, and December 31, 2023, inventory is comprised of raw materials, including packaging, work in process (components) and finished goods.	***Inventories*** The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At December 31, 2023 and 2022, inventory is comprised of raw materials, components and finished goods.
Fair Value Measurements	**Fair Value Measurements** ASC 820, Fair Value Measurements and Disclosures, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value. The Company's outstanding warrants are valued on a recurring basis with the trading price which could cause fluctuations in operating results at the reporting periods. Level 1 Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment. Level 2 Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.	**Fair Value Measurements** ASC 820, Fair Value Measurements and Disclosures, require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value. The Company's outstanding warrants are fair valued on a recurring basis with the trading price or FMV using Black Sholes which could cause fluctuations in operating results at the reporting periods. Level 1 Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment. Level 2 Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data. Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment. Level 3 Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.

On February 9, 2023, the Company, appointed Justin Page, as Vice President of Technical Operations with a start date of February 15, 2023. The agreement provides for annual compensation of $235,000 and Options to purchase 50,000 shares of Common Stock at the exercise price of $1.30, the closing price on the grant date. During the course of the term, Mr. Paige will be eligible for (i) performance bonuses to be granted at the discretion of the Company's Compensation Committee and (ii) to participate in the Company's Equity Incentive Plan. The agreement contains customary employment terms and conditions and provides for severance of six months if a change in control occurs, as defined.

On November 10, 2023, the Company executed an Employment Agreement with Robert Hayes, its Chief Executive Officer amending the employment letter dated September 6, 2021. The agreement term automatically renews for successive one-year terms as of the commencement date unless prior written notice by either party within ninety days prior to end of the current term. The agreement provides for termination of employment and severance benefits under stated conditions and restrictive covenants. The agreement provides for annual compensation retroactive to June 1, 2023 of $600,000 from $400,000 and a stated increase with the successful acquisition of InjectEZ and other terms of the acquisition agreement (See Note 5). The agreement provides for bonus compensation for: (i) closing the Nephron acquisition agreement, (ii) long-term incentives for achieving revenue targets and market caps for the Company's stock and (iii) other Company achievements. In addition, the agreement provides for benefits and paid time off.

restricted common stock were valued at $230,000, representative of the trading price on the issuance.

Note 2. Summary of Significant Accounting Policies (continued)

Note 2. Summary of Significant Accounting Policies (continued)

Note 2. Summary of Significant Accounting Policies (continued)

methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.

Fixed Assets

Fixed Assets

Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – 20 years, Machinery and Equipment – 3 - 10 years and Website and Computer Systems – 3 years. The expected life for Molds is based on the lesser of the number of parts that will be produced based on the expected mold capability or 5 years.

Impairment of Long-Lived Assets

Impairment of Long-Lived Assets

Long-lived assets are reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.

There were no impairment losses recognized during the three and nine months ended September 30, 2024 and 2023.

Purchased Identified Intangible Assets

The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of indefinite-lived intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.

Purchased Identified Intangible Assets

Stock-based Compensation Expense

Stock-based Compensation Expense

The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.

Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

Derivative Instruments

Derivative Instruments

The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 480"), Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

At their issuance date and as of September 30, 2024, certain warrants (see Notes 8 and 10) were accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company's condensed consolidated statements of operations.

Foreign Currency Translation/Transactions

Foreign Currency Translation/Transactions

The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders' equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the condensed consolidated statements of operations.

Comprehensive income (loss)

Comprehensive income (loss)

Comprehensive income (loss) consists of the Company's consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at September 30, 2024 and December 31, 2023. Accumulated other comprehensive income (loss) is a separate component of stockholders' equity and consists of the cumulative foreign currency translation adjustments.

Basic and Diluted Loss Per Share

Basic and Diluted Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the

Fixed Assets

Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds, computer system and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – 20 years, Machinery and Equipment – 3 -10 years and Computer systems and Website – 3 years. The expected life for Molds is based lesser of the number of parts that will be produced based on the expected mold capability or 5 years.

Impairment of Long-Lived Assets

Long-lived assets are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.

The Company recorded an impairment of $560,000 during the year ended December 31, 2023 and no impairment during the year ended December 31, 2022.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

Purchased Identified Intangible Assets

Identified Intangible Assets

The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of finite-lived intangible assets on an annual basis, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.

Stock-based Compensation Expense

The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. For restricted stock awards, the estimated fair value is generally the fair market value of the underlying stock on the grant date. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.

Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

Derivative Instruments

The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 480"), Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.

At their issuance date and as of December 31, 2023, certain warrants (see Notes 8 and 10) are accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company's consolidated statements of operations.

Foreign Currency Translation/Transactions

The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders' equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the consolidated statements of operations.

Comprehensive income (loss)

Comprehensive income (loss) consists of the Company's consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at December 31, 2023 and 2022. Accumulated other comprehensive income (loss) is a separate component of stockholders' equity and consists of the cumulative foreign currency translation adjustments.

Basic and Diluted Loss Per Share

The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during

exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of September 30, 2024, there were 958,693 stock options and warrants, post reverse split effected, that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

Income Taxes

Income Taxes

The Company must make certain estimates and judgments in determining income tax expenses for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period.

The provision for income taxes was comprised of the Company's current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company's tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company's deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company's ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.

Research and Development Costs

Research and Development Costs

Research and development costs are expensed as incurred.

Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.

Contingencies

Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

On August 5, 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40)*, which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer's accounting for convertible debt instruments, requires entities to provide expanded disclosures about "the terms and features of convertible instruments" and how the instruments have been reported in the entity's financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, *Earnings per Share*, on the computation of EPS for convertible instruments and contracts on an entity's own equity. An entity can use either a full or modified retrospective approach to adopt the ASU's guidance. The ASU's amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company does not expect the pronouncement to have a material impact on the Company and will disclose the nature and reason for any elections that the Company makes.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 2. Summary of Significant Accounting Policies (continued)

In December 2023, the FASB issued ASU 2023-09, *Income Taxes* (Topic 740)*: Improvements to Income Tax Disclosures*. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, a, with early adoption permitted. The Company is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.

The Company does not expect the adoption of any accounting pronouncements to have a material impact on the condensed consolidated financial statements.

We reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations.

Income Taxes

The Company must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company's tax provision in a subsequent period.

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

Note 2. Summary of Significant Accounting Policies (continued)

The provision for income taxes was comprised of the Company's current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company's tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company's deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company's ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.

Research and Development Costs

Research and development costs are expensed as incurred.

Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.

Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.

Recent Accounting Pronouncements

On August 5, 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815-40)*, which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU is part of the FASB's simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer's accounting for convertible debt instruments, requires entities to provide expanded disclosures about "the terms and features of convertible instruments" and how the instruments have been reported in the entity's financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, *Earnings per Share*, on the computation of EPS for convertible instruments and contracts on an entity's own equity. An entity can use either a full or modified retrospective approach to adopt the ASU's guidance. The ASU's amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company is currently evaluating the impact of ASU 2020-06 on its consolidated financial statements and does not expect the adoption of this amended guidance to have a material impact on the Company's consolidated financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes* (Topic 740)*: Improvements to Income Tax Disclosures*. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, and for non-public companies for annual reporting periods beginning after December 15, 2025, with early adoption permitted for both. The Company will adopt the new standard in the annual reporting period beginning after December 15, 2025 and is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.

The Company does not expect the adoption of any accounting pronouncements to have a material impact on the consolidated financial statements.

The Company reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations.

~~XML 49 R26.htm IDEA: XBRL DOCUMENT~~

Inventories (Tables)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Inventory Disclosure [Abstract]		
Schedule of Inventories	Inventories, net consisted of the following at:	Inventories, net consisted of the following at December 31, 2023 and 2022:

	September 30, 2024	December 31, 2023
Raw materials	$ 360,907	$ 254,461
Work in process	140,025	170,464
Finished goods	1,518,549	1,284,210
Total	$ 2,019,481	$1,709,135

	December 31, 2023	December 31, 2022
Raw materials	$ 254,461	$ 106,088
Work in process	170,464	49,144
Finished goods	1,284,210	30,572
Total	$ 1,709,135	$ 185,804

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Fixed Assets (Tables)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Property, Plant and Equipment [Abstract]		
Schedule of Fixed Assets, Net	Fixed assets, net, is summarized as follows as of:	Fixed asset, net, as of December 31, 2023 and 2022, are summarized as follows:

	September 30, 2024	December 31, 2023
Land	$ 253,781	$ 260,460
Building	2,949,900	3,022,490
Machinery and Equipment	4,730,617	4,464,317
Computer Systems and Website & Other	290,662	290,661
Total Fixed Assets	8,224,960	8,037,928
Less: accumulated depreciation	(1,991,365)	(1,215,786)
Fixed asset, net	$ 6,233,595	$ 6,822,142

	December 31, 2023	December 31, 2022
Land	$ 260,460	$ 242,240
Building	3,022,490	2,824,481
Machinery and Equipment	4,464,317	4,601,293
Computer and Website	290,661	16,600
	8,037,928	7,684,614
Less: accumulated depreciation	(1,215,786)	(679,724)
Fixed asset, net	$ 6,822,142	$ 7,004,890

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Asset Acquisition (Tables)	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]		
Schedule of Fair Value of Assets Acquisition	The relative fair value of the assets acquired and related deferred tax liability during	The relative fair value of the assets acquired and related deferred tax

2022 was as follows:

Land	$ 226,000
Building and affixed assets	2,648,000
Machinery	158,000
Inventory	32,000
Intangibles	64,712
Deferred tax liability	(192,000)
Total	$2,936,712

liability is as follows:

Land	$ 226,000
Building and affixed assets	2,684,000
Machinery	158,000
Inventory	32,000
Intangibles	64,712
Deferred tax liability	(192,000)
Total	$2,936,712

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Other Assets (Tables)

9 Months Ended	12 Months Ended
Sep. 30, 2024	Dec. 31, 2023

Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]

Schedule of Other Assets

Other assets as of September 30, 2024, and December 31, 2023 are summarized as follows:

	September 30, 2024	December 31, 2023
Intangibles, net – See Note 6	40,227	52,513
Other – See Note 7	326,061	76,062
	$ 366,288	$ 128,575

Other assets as of December 31, 2023 and 2022 are summarized as follows:

	December 31, 2023	December 31, 2022
Intangibles, net	$ 52,513	$ 62,480
Deposits or advance payments on machinery, molds and components (see Note 15)	-	336,466
Other	76,062	12,370
	$ 128,575	$ 411,316

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Warrant Liability (Tables)

9 Months Ended	12 Months Ended
Sep. 30, 2024	Dec. 31, 2023

Schedule of Fair Value of Warrant

The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Expected term (years)	2.88 to 3.25	2.50 to 3.00
Expected volatility	75.40% to 89.93%	100.81% to 110.74%
Risk-free interest rate	3.71% to 4.27%	2.90% to 3.47%
Dividend rate	0%	0%

Schedule of Warrant Liability

The Warrant liability at September 30, 2024 and December 31, 2023 was as follows:

	September 30, 2024	December 31, 2023
Trading and Overallotment Warrants	$ 431,250	$ 1,121,250
Note Warrants	11,765	30,588
Offering Warrants – February 2023	20,053	234,072
Offering Warrants – September 2023	216,911	1,036,875
Inducement Warrants – May 2024	347,123	-
Total Warrant Liability	$ 1,027,102	$ 2,422,785

The Warrant liability at December 31, 2023 and 2022 was as follows:

	2023	2022
Trading and Overallotment Warrants	$1,121,250	1,121,250
Note Warrants	30,588	30,588
Offering Warrants – February 2023	234,072	-
Offering Warrants – September 2023	1,036,875	-
Total Warrant Liability	$2,422,785	1,151,838

Schedule of Warrant Outstanding

The Warrants outstanding at September 30, 2024 and December 31, 2023 were as follows:

	September 30, 2024	December 31,2023
Trading, Overallotment and Underwriter Warrants	400,568	400,568
Note Warrants	10,695	10,695
Offering Warrants – February 2023	8,607	102,206
Offering Warrants – September 2023	95,078	397,727
Inducement Warrants – May 2024	260,799	-
Warrants issued for services arrangement	28,636	22,500
Total Warrants Outstanding	804,383	1,194,495

The Warrants outstanding at December 31, 2023 and 2022 were as follows:

	December 31, 2023	December 31, 2022
Trading and Overallotment Warrants	8,812,500	8,812,500
Note Warrants	235,294	235,294
Offering Warrants – February 2023	2,248,521	-
Offering Warrants – September 2023	8,750,003	-
Warrants issued for services arrangement	495,000	-
Total Warrants Outstanding	20,541,318	9,047,794

Schedule of Fair Value of Warrant

The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for the options granted during the nine months ended September 30, 2024 and 2023.

	September 30, 2024	September 30, 2023
Expected term (years)	2.66 to 3.06	2.88 to 3.25
Expected volatility	81.15 % to 83.04%	75.40% to 89.93%
Risk-free interest rate	4.71 % to 4.76%	3.71% to 4.27%
Dividend rate	0	0

Warrant [Member]

Schedule of Fair Value of Warrant

	Year Ended December 31, 2023
Expected term (years)	4.10 to 5.50
Expected volatility	45.30% to 70.44%
Risk-free interest rate	3.53% to 4.54%
Dividend rate	0%

Schedule of Fair Value of Warrant

	September 30, 2024	September 30, 2023
Expected term (years)	3.37 to 5.99	4.36 to 5.5
Expected volatility	58.78% to 121.32%	45.31% to 59.93%
Risk-free interest rate	3.41% to 4.56%	3.53 to 4.54%
Dividend rate	0	0

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Stock Options (Tables)

9 Months Ended	12 Months Ended
Sep. 30, 2024	Dec. 31, 2023

Share-Based Payment Arrangement [Abstract]

Schedule of Stock Options Granted and Outstanding

A summary of options granted and outstanding is presented below.

	September 30, 2024	
	Options	Weighted Average Exercise Price
Outstanding at Beginning of year	109,493	$ 67.12
Granted	63,409	6.27
Forfeited or cancelled	(18,592)	37.11
Outstanding at end of period	154,310	$ 42.88
Exercisable at end of period	122,243	$ 50.86

A summary of options granted and outstanding is presented below.

	2023		2022	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding at Beginning of year	1,358,122	$ 4.37	1,137,479	$ 5.18
Granted	1,065,000	1.35	367,500	1.63
Cancelled			(3,571)	(4.38)
Forfeited	(14,286)	$ 1.75	(143,286)	$ (3.77)
Outstanding at end of year	2,408,836	$ 3.03	1,358,122	$ 4.37
Exercisable at end of year	1,881,327	$ 3.47	1,132,861	$ 4.59

Schedule of Information About Options Outstanding

The following table summarizes information about options outstanding at December 31, 2023:

Exercise Prices	Options Outstanding	Aggregate Intrinsic Value	Weighted Average Remaining Contractual Life	Options Exercisable	Aggregate Intrinsic Value on Exercisable Shares
.82 to					

$	.92	40,000	-	4.58	18,794	-
$	1.21	307,500	-	3.42	240,386	-
$	1.30	50,000	-	4.21	43,750	-
$	1.37	975,000	-	4.17	561,719	-
$	1.75	54,285	-	2.25	54,285	-
$	2.80	141,429	-	2.25	141,429	-
$	1.39	10,000	-	3.75	10,000	-
$	4.25	50,000	-	3.75	50,000	-
$	4.38	244,286	-	1.25	244,286	-
$	7.00	536,335	-	2.00	516,679	-

Schedule of Fair Value of Stock Option Awards

The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Expected term (years)	2.88 to 3.25	2.50 to 3.00
Expected volatility	75.40% to 89.93%	100.81% to 110.74%
Risk-free interest rate	3.71% to 4.27%	2.90% to 3.47%
Dividend rate	0%	0%

Schedule of Fair Value of Stock Option Awards

The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for the options granted during the nine months ended September 30, 2024 and 2023.

	September 30, 2024	September 30, 2023
Expected term (years)	2.66 to 3.06	2.88 to 3.25
Expected volatility	81.15 % to 83.04%	75.40% to 89.93%
Risk-free interest rate	4.71 % to 4.76%	3.71% to 4.27%
Dividend rate	0	0

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Income Taxes (Tables)

	12 Months Ended Dec. 31, 2023
Income Tax Disclosure [Abstract]	

Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate

	Year Ended December 31, 2023	Year Ended December 31, 2022
Expected benefit at statutory federal tax rate	$ (2,073,230)	$ (974,329)
Permanent differences – net	(35,469)	(859,515)
State and local taxes, net of federal tax benefit	-	(265,607)
Other	(24,569)	(21,965)
Change in valuation allowance	2,103,268	2,121,416
Income tax expense (benefit)	$ (30,000)	$ -

Schedule of Components of Deferred tax Assets

The components of the Company's deferred tax assets (liabilities) are as follows:

	Year Ended December 31, 2023	Year Ended December 31, 2022
Deferred tax assets (liabilities):		
Fixed assets	$ (281,073)	$ (268,594)
Interest	35,178	62,310
Research and development expenses	400,810	454,942
Stock-based compensation	895,509	917,351
Charitable Contributions	420	
Net operating losses - federal	4,456,242	2,898,411
Net operating losses – state and local	543,264	921,350
Net operating losses - foreign	233,114	37,686
Research credit	28,985	28,985
Less valuation allowance	(6,474,449)	(5,244,441)
Net deferred tax liability	$ (162,000)	$ (192,000)

Schedule of Geographical Components of Loss Before Income Taxes

The geographical components of loss before income taxes consisted of the following for the years ended December 31:

	Year Ended December 31, 2023	Year Ended December 31, 2022
United Stated Operations	$ (8,173,807)	$ (3,978,832)
International Operations	(1,667,831)	(660,830)
(Loss) Income before taxes	(9,871,638)	(4,639,662)

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Fair Value Measurements (Tables)

	9 Months Ended Sep. 30, 2024	12 Months Ended Dec. 31, 2023
Fair Value Disclosures [Abstract]		

Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis

As of September 30, 2024, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's condensed consolidated balance sheet:

	Fair Value Measurements Using Level 1	Level 2	Level 3	Total
Assets				
Cash	$ 2,473,197	-	-	$ 2,473,197
Total assets measured at fair value	**$2,473,197**	-	-	**$2,473,197**
Liabilities				
Warrant liability	$ -	$ 1,027,102	-	$ 1,027,102
Total liabilities measured at fair value	$ -	**$1,027,102**	-	**$1,027,102**

SHARPS TECHNOLOGY, INC.
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

Note 14. Fair Value Measurements (continued)

As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's condensed consolidated balance sheet:

	Fair Value Measurements Using Level 1	Level 2	Level 3	Total
Assets				
Cash	$ 3,012,908	-	-	$ 3,012,908
Total assets measured at fair value	**$3,012,908**	-	-	**$3,012,908**
Liabilities				
Warrant liability	$ -	$ 2,422,785	—	$ 2,422,785
Total liabilities measured at fair value	$ -	**$2,422,785**	-	**$2,422,785**

As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's consolidated balance sheet:

	Fair Value Measurements Using Level 1	Level 2	Level 3	Total
Assets				
Cash	$ 3,012,908	-	-	$ 3,012,908
Total assets measured at fair value	**$3,012,908**	-	-	**$3,012,908**
Liabilities				
Warrant liability	$ -	2,422,785	-	$ 2,422,785
Total liabilities measured at fair value	$ -	**2,422,785**	-	**$2,422,785**

As of December 31, 2022, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's consolidated balance sheet:

	Fair Value Measurements Using Level 1	Level 2	Level 3	Total
Assets				
Cash	$ 4,170,897	-	-	$ 4,170,897
	-	-	-	
Total assets measured at fair value	**$4,170,897**	-		**$4,170,897**
Liabilities				
Warrant liability	$ 1,151,838	-	-	$ 1,151,838
Total liabilities measured at fair value	**$1,151,838**	-	-	**$1,151,838**

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Description of Business (Details Narrative) - USD ($)

	Oct. 16, 2024	Apr. 19, 2022	Apr. 14, 2022	Sep. 30, 2024
Subsidiary, Sale of Stock [Line Items]				
Working capital				$ 67,820
Reverse stock split description	the Company completed a 1 for 22 reverse split, whereby for each 22 shares of common stock the Company issued one share of			

common stock .

IPO [Member]

Subsidiary, Sale of Stock [Line Items]

Initial public offering	$ 14,200,000	$ 14,200,000

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Summary of Significant Accounting Policies (Details Narrative) - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]						
Cash in operations			$ 5,172,135	$ 6,144,937	$ 8,507,300	$ 6,433,159
Cash					3,012,908	
Cash equivalents	$ 0		0		0	0
Impairment losses					$ 560,000	
Weighted average shares outstanding basic	1,331,891	536,886	1,053,259	518,166	13,032,717	8,100,410
Stock Options And Warrants [Member]						
Property, Plant and Equipment [Line Items]						
Antidilutive shares amount					22,950,155	
Stock Option and Warrants [Member]						
Property, Plant and Equipment [Line Items]						
Antidilutive shares amount			958,693			
Prefundend Warrants [Member]						
Property, Plant and Equipment [Line Items]						
Weighted average shares outstanding basic					3,381,479	
Building [Member]						
Property, Plant and Equipment [Line Items]						
Property plant and equipment asset useful life	20 years		20 years		20 years	
Machinery and Equipment [Member] | Minimum [Member]						
Property, Plant and Equipment [Line Items]						
Property plant and equipment asset useful life	3 years		3 years		3 years	
Machinery and Equipment [Member] | Maximum [Member]						
Property, Plant and Equipment [Line Items]						
Property plant and equipment asset useful life	10 years		10 years		10 years	
Website [Member]						
Property, Plant and Equipment [Line Items]						
Property plant and equipment asset useful life	3 years		3 years		3 years	

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Schedule of Inventories (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Inventory Disclosure [Abstract]			
Raw materials	$ 360,907	$ 254,461	$ 106,088
Work in process	140,025	170,464	49,144
Finished goods	1,518,549	1,284,210	30,572
Total	$ 2,019,481	$ 1,709,135	$ 185,804

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Schedule of Property, Plant and Equipment (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	$ 8,224,960	$ 8,037,928	$ 7,684,614
Less: accumulated depreciation	(1,991,365)	(1,215,786)	(679,724)
Fixed asset, net	6,233,595	6,822,142	7,004,890
Land [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	253,781	260,460	242,240
Building [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	2,949,900	3,022,490	2,824,481
Machinery and Equipment [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	$ 4,730,617	4,464,317	4,601,293
Computer Systems And Website And Other Website [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets		$ 290,661	$ 16,600

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Fixed Assets (Details Narrative) - USD ($)	3 Months Ended	9 Months Ended		12 Months Ended	
	Dec. 31, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]					
Depreciation		$ 574,719	$ 646,538	$ 876,064	$ 647,690
Balance due on machinery				$ 100,000	
Equity Option [Member]					
Property, Plant and Equipment [Line Items]					
Acquisition of machinery					$ 63,612
Machinery and Equipment [Member]					
Property, Plant and Equipment [Line Items]					
Asset impairment	$ 560,000				

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Schedule of Fair Value of the Assets Acquisition (Details) - Safegard Medical, Inc [Member]	Jul. 06, 2022 USD ($)
Business Acquisition [Line Items]	
Land	$ 226,000
Building and affixed assets	2,684,000
Machinery	158,000
Inventory	32,000
Intangibles	64,712
Deferred tax liability	(192,000)
Total	$ 2,936,712

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Asset Acquisition (Details Narrative) - USD ($)	1 Months Ended	12 Months Ended		
	Jul. 06, 2022	Jun. 30, 2020	Dec. 31, 2022	Sep. 30, 2024	Dec. 31, 2023
Building [Member]					
Business Acquisition [Line Items]					
Intangible asset acquired, useful lives					20 years
Fixed assets acquired, useful lives				20 years	20 years
Machinery and Equipment [Member] | Minimum [Member]					
Business Acquisition [Line Items]					
Intangible asset acquired, useful lives					5 years
Fixed assets acquired, useful lives				3 years	3 years
Machinery and Equipment [Member] | Maximum [Member]					
Business Acquisition [Line Items]					
Intangible asset acquired, useful lives					10 years
Fixed assets acquired, useful lives				10 years	10 years
Finite-Lived Intangible Assets [Member]					
Business Acquisition [Line Items]					
Intangible asset acquired, useful lives					5 years
Safegard Medical, Inc [Member]					

Business Acquisition [Line Items]			
Acquisition cost	$ 2,936,712		
Fair value of assets acquired	$ 53,576		
Intangible asset acquired, useful lives	5 years		
Transaction costs	$ 53,576		
Safegard Medical, Inc [Member] | Building [Member]			
Business Acquisition [Line Items]			
Fixed assets acquired, useful lives	20 years		
Safegard Medical, Inc [Member] | Machinery and Equipment [Member] | Minimum [Member]			
Business Acquisition [Line Items]			
Fixed assets acquired, useful lives	5 years		
Safegard Medical, Inc [Member] | Machinery and Equipment [Member] | Maximum [Member]			
Business Acquisition [Line Items]			
Fixed assets acquired, useful lives	10 years		
Share Purchase Agreement [Member]			
Business Acquisition [Line Items]			
Asset acquisition		$ 2,500,000	
Operating costs			$ 594,000
Share Purchase Agreement [Member] | Safegard Medical, Inc [Member]			
Business Acquisition [Line Items]			
Consideration paid in cash		2,500,000	
Share Purchase Agreement [Member] | Safegard Medical, Inc [Member] | Equity Option [Member]			
Business Acquisition [Line Items]			
Fair market value of common stock		$ 183,135	
Share Purchase Agreement [Member] | Equity Option [Member]			
Business Acquisition [Line Items]			
Stock options issued		35,714	
Exercise price		$ 7.00	
Vested options, value		$ 183,135	
Share Purchase Agreement [Member] | Stock Option One [Member]			
Business Acquisition [Line Items]			
Stock options issued		50,000	
Exercise price	$ 4.25		
Share Purchase Agreement [Member] | Common Stock [Member]			
Business Acquisition [Line Items]			
Additional consideration, shares		28,571	
Share price		$ 7.00	
Fair market value of common stock		$ 200,000	
Share Purchase Agreement [Member] | Common Stock [Member] | Safegard Medical, Inc [Member]			
Business Acquisition [Line Items]			
Fair market value of common stock		$ 200,000	

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Schedule of Other Assets (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]			
Intangibles, net – See Note 6	$ 40,227	$ 52,513	$ 62,480
Deposits or advance payments on machinery, molds and components (see Note 15)			336,466
Other – See Note 7	326,061	76,062	12,370
Total Other assets	$ 366,288	$ 128,575	$ 411,316

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Other Assets (Details Narrative)	12 Months Ended Dec. 31, 2023 USD ($)
Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract]	
Amortization of intangible assets	$ 15,184

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Debt Financing (Details Narrative) - USD ($)	Sep. 20, 2024	9 Months Ended Sep. 30, 2024
Short-Term Debt [Line Items]		
Accreted interest fees		$ 75,192
Securities Purchase Agreement [Member] | Senior Secured Note [Member]		
Short-Term Debt [Line Items]		
Debt Instrument, Face Amount	$ 4,375,000	
Original issue discount (OID)	$ 875,000	
Debt Instrument, Maturity Date	Jan. 31, 2025	
Number of unregistered common stock issued during post reverse shares	259,091	
Proceeds from Issuance of Debt	$ 3,500,000	
Closing costs	514,700	
Escrow Deposit	250,000	
Debt Instrument, Fair Value Disclosure	2,600,000	
Common stock fair value	$ 852,000	
Securities Purchase Agreement [Member] | Senior Secured Note [Member] | Pre Reverse [Member]		
Short-Term Debt [Line Items]		
Pre reverse	5,700,006	

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Note Purchase Agreement (Details Narrative) - USD ($)	Sep. 29, 2023	Apr. 19, 2022	Apr. 14, 2022	Dec. 14, 2021	12 Months Ended Dec. 31, 2023	Dec. 31, 2022	Sep. 30, 2024	Dec. 31, 2021
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]								
Common stock, shares issued					694,294	9,407,415	1,694,110	
Fair market value of warrant			$ 5,200,000		$ 42,915			
Exercise price						$ 4.38		
Note Purchase Agreement [Member]								
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]								
Interest rate								8.00%
Contingent stock liability				$ 677,000				
Contingent warrants liability				585,000				
Allocation of debt issuance cost to contingent stock and contingent warrants								$ 124,460
Notes payable								665,000
Debt discount								$ 1,335,000
Interest expense						$ 39,111		
Accreted interest						1,299,895		
Notes payable						$ 2,000,000		
Common stock, shares issued		235,295						
Fair market value of		$						

warrant	496,000																	
Note Purchase Agreement [Member] | Note Warrant [Member]																		
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]																		
Contingent warrant																235,295		
Exercise price	$ 0.64															$ 4.25		
Note Purchase Agreement [Member] | Unrelated Third Party Purchasers [Member]																		
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]																		
Debt instrument face amount		$ 2,000,000																
Interest rate		8.00%																
Debt description		As additional consideration to the Purchasers for providing the financing, the Company also agreed to a) issue each Purchaser a number of shares of the Company's Common Stock equal to 50% of the original principal amount of each Purchaser's Note (the "Contingent Stock") and b) issue each Purchaser a number of warrants, which would allow the Purchasers to purchase additional shares of the Company's Common Stock, equal to 50% of the original principal amount each Purchaser's Note for a term of 5.0 years (the "Contingent Warrants").															
Debt issuance costs		$ 197,500																

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Stockholders' Equity (Details Narrative) - USD ($)	Sep. 23, 2024	Jun. 13, 2024	May 31, 2024	May 30, 2024	Sep. 29, 2023	Feb. 03, 2023	Apr. 19, 2022	Apr. 19, 2022	Apr. 14, 2022	Apr. 13, 2022	Mar. 22, 2022	1 Months Ended Sep. 30, 2023	Feb. 28, 2023	Apr. 30, 2022	3 Months Ended Sep. 30, 2024	Jun. 30, 2024	Sep. 30, 2023	Mor En Ju 3 20
Subsidiary, Sale of Stock [Line Items]																		
Common stock, share authorized											100,000,000				500,000,000			
Common stock, par value															$ 0.0001			
Preferred stock, shares authorized											1,000,000				1,000,000			
Preferred stock, par value											$ 0.0001				$ 0.0001			
Conversion of stock, description											Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation.								
Gross proceeds					$ 5,600,000													
Other offering expenses					$ 716,000													
Additional paid in capital									$ 9,000,000.0						$ 35,941,738			
Fair value adjustment of warrants									5,200,000									
Exercise price																		
Warrants issued																		
Common stock issued for services, shares																		
Common stock issued for services, value																		
Expected term																		
Volatility, minimum																		
Volatility, maximum																		
Risk free interest rate, minimum																		
Risk free interest rate, maximum																		
Dividend rate																		
Fair market value adjustment																		
Warrants liability									5,200,000						1,027,102			
Fair value adjustment of modification charge															$ 155,703			
Maximum [Member]																		
Subsidiary, Sale of Stock [Line Items]																		
Expected term																		
Volatility																		
Risk free interest rate																		
Minimum [Member]																		
Subsidiary, Sale of Stock [Line Items]																		
Expected term																		
Volatility																		
Risk free interest rate																		
Warrant Holders [Member]																		
Subsidiary, Sale of Stock [Line Items]																		

Prefunded warrants											230,091	
Exercise price									$ 7.26	$ 7.26		$ 7.26
Fair value adjustment of modification charge											$ 155,703	
Warrant Holder [Member]												
Subsidiary, Sale of Stock [Line Items]												
Exercise price			$ 0.0001							0.0001		
Pre Reverse [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued												225,000
Pre Reverse [Member] | Warrant Holders [Member]												
Subsidiary, Sale of Stock [Line Items]												
Prefunded warrants											5,260,000	
Exercise price									$ 0.33	$ 0.33		$ 0.33
Reverse Stock Split [Member]												
Subsidiary, Sale of Stock [Line Items]												
Additional paid in capital												
Warrant [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued											0	10,227
Exercise price												
Warrants exercise price term								5 years				
Fair value adjustment of warrants												$ 22,470
Initial public offering								3,750,000				
Exercise price								$ 4.25				
Warrants issued					1,125,000	1,125,000					103,685	
Expected term												
Volatility, minimum												
Volatility, maximum												
Risk free interest rate, minimum												
Risk free interest rate, maximum												
Dividend rate												
Warrants exercised						51,136						
Aggregate warrants issued												
Warrant [Member] | Maximum [Member]												
Subsidiary, Sale of Stock [Line Items]												
Expected term												
Risk free interest rate												
Warrant [Member] | Minimum [Member]												
Subsidiary, Sale of Stock [Line Items]												
Expected term												
Risk free interest rate												
Warrant [Member] | Pre Reverse [Member]												
Subsidiary, Sale of Stock [Line Items]												
Exercise price												
Warrants exercised						1,125,000						
Aggregate warrants issued												
Securities Purchase Agreement [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued				102,206								
Purchase price pre reverse				$ 37.18								
Exercise price		$ 7.26	14.08	$ 34.32								
Warrants exercise price term				5 years								
Offering expenses				$ 600,000								
Issued shares of common stock	259,091											
Net proceeds from offering				$ 3,200,000								
Units description				Each unit consisted of one share of common stock and one non-tradable warrant (“Offering Warrants”) exercisable for one share of common stock								
Securities Purchase Agreement [Member] | Pre Reverse [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued				2,248,521								
Purchase price pre reverse				$ 1.69								
Issued shares of common stock	5,700,006											
Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member] | Maximum [Member]												
Subsidiary, Sale of Stock [Line Items]												
Purchase price pre reverse				23.63								

Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member] | Minimum [Member]						
Subsidiary, Sale of Stock [Line Items]						
Purchase price pre reverse					23.606	
Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member] | Pre Reverse [Member] | Maximum [Member]						
Subsidiary, Sale of Stock [Line Items]						
Purchase price pre reverse					1.074	
Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member] | Pre Reverse [Member] | Minimum [Member]						
Subsidiary, Sale of Stock [Line Items]						
Purchase price pre reverse					$ 1.073	
Purchase Agreement [Member]						
Subsidiary, Sale of Stock [Line Items]						
Warrants issued					2,248,521	
Purchase price pre reverse					$ 1.69	
Exercise price					$ 1.56	
Net proceeds from offering					$ 3,200,000	
Offering expenses					$ 600,000	
Warrant exerice price				$ 0.64		
Note Purchase Agreement [Member]						
Subsidiary, Sale of Stock [Line Items]						
Fair value adjustment of warrants						$ 496,000
Common stock issued for services, shares						
Subscription Agreements [Member] | Investors [Member]						
Subsidiary, Sale of Stock [Line Items]						
Common stock, par value	$ 0.0001	$ 0.0001				
Gross proceeds	$ 1,600,000	$ 1,600,000				
Other offering expenses	298,000	298,000				
Additional paid in capital	$ 1,296,903	$ 1,296,903				
Number of units sold	190,773	190,773				
Shares price pre reverse	$ 8.36	$ 8.36				
Subscription Agreements [Member] | Pre Reverse [Member] | Investors [Member]						
Subsidiary, Sale of Stock [Line Items]						
Number of units sold	4,197,000	4,197,000				
Shares price pre reverse	$ 0.38	$ 0.38				
Inducement Agreement [Member]						
Subsidiary, Sale of Stock [Line Items]						
Common stock, par value			$ 0.0001			
Exercise price						
Warrants exercised shares pre reverse			499,932			
Inducement Agreement [Member] | Warrant Holders [Member]						
Subsidiary, Sale of Stock [Line Items]						
Other offering expenses			$ 285,000			
Exercise price			$ 14.08			
Additional paid in capital			$ 978,955			
Nominal cost of warrant			693,064			
Proceeds from Issuance of Warrants			$ 1,900,000			
Inducement Agreement [Member] | Pre Reverse [Member]						
Subsidiary, Sale of Stock [Line Items]						
Exercise price						
Warrants exercised shares pre reverse			10,998,524			
Inducement Agreement [Member] | Pre Reverse [Member] | Maximum [Member]						
Subsidiary, Sale of Stock [Line Items]						
Exercise price						
Inducement Agreement [Member] | Pre Reverse [Member] | Minimum [Member]						
Subsidiary, Sale of Stock [Line Items]						
Exercise price						
Inducement Agreement [Member] | Pre Reverse [Member] | Warrant Holders [Member]						
Subsidiary, Sale of Stock [Line Items]						

Exercise price	$ 7.26	
Inducement Agreement [Member] | Pre Reverse [Member] | Warrant Holders [Member] | Maximum [Member]		
Subsidiary, Sale of Stock [Line Items]		
Exercise price	0.64	
Inducement Agreement [Member] | Pre Reverse [Member] | Warrant Holders [Member] | Minimum [Member]		
Subsidiary, Sale of Stock [Line Items]		
Exercise price	0.33	
Inducement Warrants [Member] | Warrant Holders [Member]		
Subsidiary, Sale of Stock [Line Items]		
Exercise price	$ 9.90	
Warrants exercised shares pre reverse	260,799	
Inducement Warrants [Member] | Pre Reverse [Member] | Warrant Holders [Member]		
Subsidiary, Sale of Stock [Line Items]		
Exercise price	$ 0.45	
Warrants exercised shares pre reverse	5,737,573	
Shelf Offering [Member] | Securities Purchase Agreement [Member]		
Subsidiary, Sale of Stock [Line Items]		
Net proceeds from IPO		$ 2,500,000
Placement agent fees		$ 362,000
Warrants issued		3,618,521
Purchase price pre reverse	$ 7.26	$ 0.64
Exercise price		$ 0.001
Net proceeds from offering		$ 2,500,000
Shelf Offering [Member] | Securities Purchase Agreement [Member] | Pre Reverse [Member]		
Subsidiary, Sale of Stock [Line Items]		
Warrants issued		3,618,521
Shelf Offering [Member] | Securities Purchase Agreement [Member] | Reverse Stock Split [Member]		
Subsidiary, Sale of Stock [Line Items]		
Warrants issued		164,478
Purchase price pre reverse		$ 14.08
Shelf Offering [Member] | Securities Purchase Agreement [Member] | Warrant [Member]		
Subsidiary, Sale of Stock [Line Items]		
Prefunded warrants		800,000
Exercise price		$ 0.639
Shelf Offering [Member] | Securities Purchase Agreement [Member] | Pre-funded Warrants [Member]		
Subsidiary, Sale of Stock [Line Items]		
Prefunded warrants		36,636
Exercise price		$ 14.058
Shelf Offering [Member] | Securities Purchase Agreement [Member] | Pre-funded Warrants [Member] | Pre Reverse [Member]		
Subsidiary, Sale of Stock [Line Items]		
Prefunded warrants		800,000
Exercise price		$ 0.639
Private Placement [Member] | Securities Purchase Agreement [Member]		
Subsidiary, Sale of Stock [Line Items]		
Placement agent fees		$ 354,000
Net proceeds from the Private Placement		2,400,000
Additional paid in capital		1,600,000
Fair value adjustment of warrants		$ 985,204
Nominal cost of warrant		
Private Placement [Member] | Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member]		
Subsidiary, Sale of Stock [Line Items]		
Warrants issued		2,581,479
Exercise price	7.26	$ 0.64
Warrants exercise price term		5 years 6 months
Private Placement [Member] | Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member] | Pre Reverse [Member]		

Subsidiary, Sale of Stock [Line Items]												
Warrants issued		2,581,479										
Private Placement [Member] | Securities Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member] | Reverse Stock Split [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued		117,340										
Exercise price		$ 14.08										
Non Trading Warrants [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued		8,750,003							8,750,003	2,248,521		
Fair value adjustment of warrants											$ 7,563	56,172
Nominal cost of warrant										$ 455,326		
Fair value adjustment of modification charge											7,612	
Non Trading Warrants [Member] | Pre Reverse [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued		8,750,003							8,750,003	2,248,521		
Non Trading Warrants [Member] | Reverse Stock Split [Member]												
Subsidiary, Sale of Stock [Line Items]												
Warrants issued		397,727							397,727	102,206		
Non Trading Warrants [Member] | PIPE Warrant [Member]												
Subsidiary, Sale of Stock [Line Items]												
Fair value adjustment of warrants											(181,163)	
Nominal cost of warrant		$ 985,204										
Fair market value adjustment												
Fair value adjustment of modification charge											(148,091)	
Securities Purchase Agreement [Member] | Purchase Agreement [Member] | PIPE Pre Funded Warrants [Member]												
Subsidiary, Sale of Stock [Line Items]												
Purchase price pre reverse			$ 1.074									
IPO [Member]												
Subsidiary, Sale of Stock [Line Items]												
Net proceeds from IPO					$ 14,200,000	$ 14,200,000						
Warrants issued					8,523							
Exercise price	$ 7.26	$ 14.08	$ 34.32	$ 117.04	$ 117.04		$ 93.50					
Warrants exercise price term							5 years					
Fair value adjustment of warrants					$ 228,750							
Nominal cost of warrant				$ 11,250	$ 11,250							
Warrants issued												
Expected term												
Dividend rate					0.00%							
Nominal cost												
Volatility					93.47%							
Risk free interest rate					2.77%							
Number of units sold							170,454					
Units description							each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant					
Description for offering shares							the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover					

					over-allotments					
IPO [Member] | Pre Reverse [Member]										
Subsidiary, Sale of Stock [Line Items]										
Exercise price			$ 5.32	$ 5.32	$ 4.25					
Warrants issued			187,500	187,500						
Number of units sold					3,750,000					
Note Warrant [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued			235,295							
Exercise price			$ 4.25	$ 4.25						
Warrants exercise price term			5 years	5 years						
Note Warrant [Member] | Note Purchase Agreement [Member]										
Subsidiary, Sale of Stock [Line Items]										
Exercise price		$ 0.64								
Trading Warrants [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued				340,900		7,500,000				
Fair value adjustment of warrants							198,375		258,750	
Nominal cost of warrant										
Trading Warrants [Member] | Pre Reverse [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued				7,500,000						
Over-Allotment Option [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued						1,125,000				
Note Warrants [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued				10,695						
Fair value adjustment of warrants							$ 5,411		$ 7,059	
Warrants issued										
Warrant outstanding										
Note Warrants [Member] | Pre Reverse [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued				235,295						
Inducement Warrants [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued	260,799							260,799		
Fair value adjustment of warrants										$ 293
Inducement Warrants [Member] | Pre Reverse [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued								5,737,573		
Over-Allotment Warrants [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued				51,136						
Over-Allotment Warrants [Member] | Pre Reverse [Member]										
Subsidiary, Sale of Stock [Line Items]										
Warrants issued				1,125,000						

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Preferred Stock (Details Narrative) - Series A Preferred Stock [Member]	**9 Months Ended Sep. 30, 2024**	**Dec. 31, 2022**	**Feb. 28, 2018**
Class of Stock [Line Items]			
Preferred stock, voting rights	The Series A Preferred Stock entitled the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2021 to 29.5%, effective with the IPO.		
Alan Blackman [Member] | IPO [Member]			
Class of Stock [Line Items]			
Ownership interest percentage			10.00%
Director [Member] | Alan Blackman [Member]			
Class of Stock [Line Items]			
Ownership interest percentage		50.10%	
Director [Member] | Alan Blackman [Member] | IPO [Member]			
Class of Stock [Line Items]			
Ownership interest percentage		29.50%	

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Schedule of Fair Value of Warrant (Details)	**9 Months Ended**		**12 Months Ended**		
	Sep. 30, 2024	**Sep. 30, 2023**	**Dec. 31, 2023**	**Dec. 31, 2022**	**Apr. 13, 2022**
Expected term (in years)			3 years		
Risk-free interest rate	0.00%	0.00%	0.00%	0.00%	
Warrant [Member]					
Expected term (in years)	3 years				
Risk-free interest rate	0.00%	0.00%	0.00%		
Expected term (in years)					5 years
Warrant [Member] | Measurement Input, Expected Dividend Rate [Member]					
Warrants liabilities measurement input	0	0			
Minimum [Member]					
Expected term (in years)	2 years 7 months 28 days	2 years 10 months 17 days	2 years 10 months 17 days	2 years 6 months	
Risk-free interest rate	4.71%	3.71%	3.71%	2.90%	
Minimum [Member] | Warrant [Member]					
Expected term (in years)			4 years 1 month 6 days		
Expected volatility			45.30%		
Risk-free interest rate			3.53%		
Minimum [Member] | Warrant [Member] | Measurement Input, Expected Term [Member]					
Expected term (in years)	3 years 4 months 13 days	4 years 4 months 9 days			
Minimum [Member] | Warrant [Member] | Measurement Input, Option Volatility [Member]					

Warrants liabilities measurement input	58.78	45.31		
Minimum [Member] | Warrant [Member] | Measurement Input, Risk Free Interest Rate [Member]				
Warrants liabilities measurement input	3.41	3.53		
Maximum [Member]				
Expected term (in years)	3 years 21 days	3 years 3 months	3 years 3 months	3 years
Risk-free interest rate	4.76%	4.27%	4.27%	3.47%
Maximum [Member] | Warrant [Member]				
Expected term (in years)			5 years 6 months	
Expected volatility			70.44%	
Risk-free interest rate			4.54%	
Maximum [Member] | Warrant [Member] | Measurement Input, Expected Term [Member]				
Expected term (in years)	5 years 11 months 26 days	5 years 6 months		
Maximum [Member] | Warrant [Member] | Measurement Input, Option Volatility [Member]				
Warrants liabilities measurement input	121.32	59.93		
Maximum [Member] | Warrant [Member] | Measurement Input, Risk Free Interest Rate [Member]				
Warrants liabilities measurement input	4.56	4.54		

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Schedule of Warrant Liability (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022	Apr. 14, 2022
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability		$ 2,422,785	$ 1,151,838	
Total Warrant Liability	$ 1,027,102	2,422,785	1,151,838	$ 5,200,000
Trading and Over allotment Warrants [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability	431,250	1,121,250		
Note Warrants [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability	11,765	30,588		
Offering Warrants - February 2023 [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability	20,053	234,072		
Offering Warrants - September 2023 [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability	216,911	1,036,875		
Inducement Warrants [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability	$ 347,123			
Trading and Over allotment Warrants [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability		1,121,250	1,121,250	
Note Warrants [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability		30,588	30,588	
Offering Warrants February Twenty Twenty Three [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability		234,072		
Offering Warrants September Twenty Twenty Three [Member]				
Subsidiary, Sale of Stock [Line Items]				
Total Warrant Liability		$ 1,036,875		

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Schedule of Warrant Outstanding (Details) - shares	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement		20,541,318	9,047,794
Total Warrants Outstanding	804,383	1,194,495	
Trading and Over allotment Warrants [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement	400,568	400,568	
Note Warrants [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement	10,695	10,695	
Offering Warrants - February 2023 [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement	8,607	102,206	
Offering Warrants - September 2023 [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement	95,078	397,727	
Inducement Warrants - May 2024 [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement	260,799		
Warrants Issued for Services Arrangement [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement	28,636	22,500	
Trading and Over allotment Warrants [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement		8,812,500	8,812,500
Note Warrants [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement		235,294	235,294
Offering Warrants February Twenty Twenty Three [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement		2,248,521	
Offering Warrants September Twenty Twenty Three [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement		8,750,003	
Warrants Issued for Services Arrangement [Member]			
Subsidiary, Sale of Stock [Line Items]			
Warrants issued for services arrangement		495,000	

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Warrant Liability (Details Narrative) - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]						
Fair market value adjustment					$ 169,583	$ 4,784,559
Fair market value adjustment	$ 416,560	$ 321,981	$ 2,088,747	$ 415,958		
Fair value adjustment of modification charge	155,703		790,956			
Fair market value adjustment		$ (321,981)		$ 415,958		
Inducement Agreement [Member]						
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]						
Fair market value adjustment	$ 349,243		$ 349,243			

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Schedule of Stock Options Granted and Outstanding (Details) - $ / shares	9 Months Ended	12 Months Ended	
	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Share-Based Payment Arrangement [Abstract]			
Stock option, beginning balance	2,408,836	1,358,122	
Weighted average exercise price, beginning balance	$ 3.03	$ 4.37	
Stock option, beginning balance	109,493	1,358,122	1,137,479

Weighted average exercise price, beginning balance	$ 67.12	$ 4.37	$ 5.18
Shares, options granted	63,409	1,065,000	367,500
Weighted average exercise price, options granted	$ 6.27	$ 1.35	$ 1.63
Shares, options cancelled			(3,571)
Weighted average exercise price, options cancelled			$ (4.38)
Shares, options forfeited		(14,286)	
Weighted average exercise price, forfeited or cancelled	$ 37.11	$ 1.75	$ 3.77
Shares, options forfeited	(18,592)		(143,286)
Weighted average exercise price, options forfeited	$ (37.11)	$ (1.75)	$ (3.77)
Stock option, ending balance		2,408,836	1,358,122
Weighted average exercise price, ending balance		$ 3.03	$ 4.37
Stock option, ending balance	154,310	109,493	1,358,122
Weighted average exercise price, ending balance	$ 42.88	$ 67.12	$ 4.37
Stock option, exercisable ending balance	122,243	1,881,327	1,132,861
Weighted average exercise price, exercisable ending balance	$ 50.86	$ 3.47	$ 4.59

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Schedule of Information About Options Outstanding (Details)	12 Months Ended Dec. 31, 2023 USD ($) $ / shares shares
Exercise Price Range One [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Options, shares outstanding | shares	40,000
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	4 years 6 months 29 days
Options, shares exercisable | shares	18,794
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range One [Member] | Minimum [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 0.82
Exercise Price Range One [Member] | Maximum [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	0.92
Exercise Price Range Two [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 1.21
Options, shares outstanding | shares	307,500
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	3 years 5 months 1 day
Options, shares exercisable | shares	240,386
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Three [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 1.30
Options, shares outstanding | shares	50,000
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	4 years 2 months 15 days
Options, shares exercisable | shares	43,750
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Four [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 1.37
Options, shares outstanding | shares	975,000
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	4 years 2 months 1 day
Options, shares exercisable | shares	561,719
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Five [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 1.75
Options, shares outstanding | shares	54,285
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	2 years 3 months
Options, shares exercisable | shares	54,285
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Six [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 2.80
Options, shares outstanding | shares	141,429
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	2 years 3 months
Options, shares exercisable | shares	141,429
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Seven [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 1.39
Options, shares outstanding | shares	10,000
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	3 years 9 months
Options, shares exercisable | shares	10,000
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Eight [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 4.25
Options, shares outstanding | shares	50,000
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	3 years 9 months
Options, shares exercisable | shares	50,000
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Nine [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 4.38
Options, shares outstanding | shares	244,286
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	1 year 3 months
Options, shares exercisable | shares	244,286
Stock option, aggregate intrinsic value on exercisable shares | $	
Exercise Price Range Ten [Member]	
Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items]	
Stock option, exercise price | $ / shares	$ 7.00
Options, shares outstanding | shares	536,335
Stock option, aggregate intrinsic value | $	
Stock option, weighted average remaining contractual life	2 years
Options, shares exercisable | shares	516,679
Stock option, aggregate intrinsic value on exercisable shares | $	

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Schedule of Fair Value of Stock Option Awards (Details)	9 Months Ended	12 Months Ended

	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Expected term (years)			3 years	
Dividend rate	0.00%	0.00%	0.00%	0.00%
Minimum [Member]				
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Expected term (years)	2 years 7 months 28 days	2 years 10 months 17 days	2 years 10 months 17 days	2 years 6 months
Expected volatility	81.15%	75.40%	75.40%	100.81%
Risk-free interest rate	4.71%	3.71%	3.71%	2.90%
Maximum [Member]				
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Expected term (years)	3 years 21 days	3 years 3 months	3 years 3 months	3 years
Expected volatility	83.04%	89.93%	89.93%	110.74%
Risk-free interest rate	4.76%	4.27%	4.27%	3.47%

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Stock Options (Details Narrative) - USD ($)	Feb. 09, 2023	Jan. 24, 2023	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	3 Months Ended Mar. 31, 2022	9 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2023	12 Months Ended Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021	Dec. 11, 2017
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Expected term								3 years			
Purchase of shares	50,000										
Common stock par value			$ 0.0001			$ 0.0001		$ 0.0001	$ 0.0001		$ 0.0001
Options exercisable			$ 6.27			$ 6.27					
Granted shares						63,409		1,065,000	367,500		
Options outstanding			154,310			154,310		109,493	1,358,122	1,137,479	
Weighted-average grant-date fair value of options granted								$ 0.80	$ 1.63		
Unrecognized stock-based compensation			$ 232,353			$ 232,353		$ 498,454	$ 475,097		
Unvested stock options weighted average fair value			$ 7.25			$ 7.25		$ 0.94	$ 2.05		
Share based compensation			$ 116,193			$ 435,908		$ 920,108	$ 1,012,592		
Stock based charges relating to purchase of machinery									63,612		
Stock based charges relating to acquisition					$ 60,435						
Weighted average remaining contractual life						39 months					
Granted options						5 years					
Recognized over a weighted-average period						12 months					
General and Administrative Expense [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Share based compensation				$ 178,895		$ 432,567	$ 796,606	906,745	915,797		
Research and Development Expense [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Share based compensation						$ 3,341		$ 13,363	$ 96,795		
Minimum [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Expected term						2 years 7 months 28 days	2 years 10 months 17 days	2 years 10 months 17 days	2 years 6 months		
Maximum [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Expected term						3 years 21 days	3 years 3 months	3 years 3 months	3 years		
Employees And Consultant [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Purchase of shares								90,000			
Employees And Consultant [Member] | Minimum [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Options exercisable								$ 0.82			
Employees And Consultant [Member] | Maximum [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Options exercisable								$ 1.30			
Two Thousand Twenty Three Equity Incentive Plan [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Stock available for issuance		1,400,000									
Number of stock issuance		3,500,000									
Expected term								5 years			
Purchase of shares								975,000			
Common stock par value								$ 0.0001			
Options exercisable								$ 1.37			
Granted shares								660,000			
Two Thousand Twenty Two Equity Incentive Plan [Member]											
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]											
Granted shares								405,000			
Options outstanding								1,748,836			

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Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate (Details) - USD ($)	12 Months Ended Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]		
Expected benefit at statutory federal tax rate	$ (2,073,230)	$ (974,329)
Permanent differences – net	(35,469)	(859,515)
State and local taxes, net of federal tax benefit		(265,607)
Other	(24,569)	(21,965)
Change in valuation allowance	2,103,268	2,121,416
Income tax expense (benefit)	$ (30,000)	

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Schedule of Components of Deferred tax Assets (Details) - USD ($)	Dec. 31, 2023	Dec. 31, 2022
Income Tax Disclosure [Abstract]		
Fixed assets	$ (281,073)	$ (268,594)
Interest	35,178	62,310
Research and development expenses	400,810	454,942
Stock-based compensation	895,509	917,351
Charitable Contributions	420	
Net operating losses - federal	4,456,242	2,898,411
Net operating losses – state and local	543,264	921,350
Net operating losses - foreign	233,114	37,686
Research credit	28,985	28,985
Less valuation allowance	(6,474,449)	(5,244,441)
Net deferred tax liability	$ (162,000)	$ (192,000)

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Schedule of Geographical Components of Loss Before Income Taxes (Details) -	12 Months Ended Dec. 31, 2023	Dec. 31, 2022

USD ($)		
Income Tax Disclosure [Abstract]		
United Stated Operations	$ (8,173,807)	$ (3,978,832)
International Operations	(1,667,831)	(660,830)
Net loss Before Provision for Taxes	$ (9,871,638)	$ (4,639,662)

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Income Taxes (Details Narrative) - USD ($)	3 Months Ended		9 Months Ended		12 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Dec. 31, 2023	Dec. 31, 2022
Effective Income Tax Rate Reconciliation [Line Items]						
Effective income tax rate percentage	0.00%	0.00%	0.00%	0.00%	21.00%	28.00%
Domestic Tax Jurisdiction [Member]						
Effective Income Tax Rate Reconciliation [Line Items]						
Net operating loss carryforwards					$ 21,222,000	
Domestic Tax Jurisdiction [Member] | Expires On Two Thousand Twenty Eight [Member]						
Effective Income Tax Rate Reconciliation [Line Items]						
Net operating loss carryforwards					241,000	
Domestic Tax Jurisdiction [Member] | Not Expire [Member]						
Effective Income Tax Rate Reconciliation [Line Items]						
Net operating loss carryforwards					20,981,000	
Foreign Tax Jurisdiction [Member]						
Effective Income Tax Rate Reconciliation [Line Items]						
Net operating loss carryforwards					$ 2,590,000	

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Related Party Transactions and Balances (Details Narrative) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Officers and Directors [Member]			
Accounts payable and accrued liabilities	$ 152,500	$ 32,974	$ 105,667

XML 03 R60.htm IDEA: XBRL DOCUMENT

Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Assets			
Cash	$ 2,473,197	$ 3,012,908	$ 4,170,897
Total assets measured at fair value	2,473,197	3,012,908	4,170,897
Liabilities			
Warrant liability		2,422,785	1,151,838
Total liabilities measured at fair value	1,027,102	2,422,785	1,151,838
Liabilities			
Warrant liability	1,027,102	2,422,785	
Fair Value, Inputs, Level 1 [Member]			
Assets			
Cash	2,473,197	3,012,908	4,170,897
Total assets measured at fair value	2,473,197	3,012,908	4,170,897
Liabilities			
Warrant liability			1,151,838
Total liabilities measured at fair value			1,151,838
Liabilities			
Warrant liability			
Fair Value, Inputs, Level 2 [Member]			
Assets			
Cash			
Total assets measured at fair value			
Liabilities			
Warrant liability		2,422,785	
Total liabilities measured at fair value	1,027,102	2,422,785	
Liabilities			
Warrant liability	1,027,102	2,422,785	
Fair Value, Inputs, Level 3 [Member]			
Assets			
Cash			
Total assets measured at fair value			
Liabilities			
Warrant liability			
Total liabilities measured at fair value			
Liabilities			
Warrant liability			

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Commitments and Contingencies (Details Narrative) - USD ($)	Jul. 10, 2024	Jun. 17, 2024	May 20, 2024	Apr. 03, 2024	Jun. 01, 2023	May 31, 2023	Feb. 09, 2023	1 Months Ended Sep. 30, 2022	Sep. 01, 2022	Aug. 01, 2022	Aug. 14, 2023	Oct. 31, 2022	May 31, 2019	Sep. 30, 2018	Jul. 31, 2017	3 Months Ended Mar. 31, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023	12 Months Ended Dec. 31, 2023	Dec. 31, 2022	Jun. 30, 2023	Jun. 30, 2022
Loss Contingencies [Line Items]																						
Accounts payable																			$ 56,874			
Total order costs to purchase equipment, molds and component parts for research and development																				$ 609,953		
Progress payments																			209,678			
Fully vested																			60,000			
Compensation cost							$ 235,000															
Options to purchase shares							50,000															
Stock option, exercise price							$ 1.30															
Share based compensation																	$ 444,498	$ 838,911	963,023	$ 1,012,592		
Berler [Member]																						
Loss Contingencies [Line Items]																						
Loss contingency, claims for damages	$ 456,000	$ 500,000																				
Description of loss contingency	(1) failure to make full payment of certain monthly payments under his consulting agreement with the Company (the “Consulting Agreement”) in the amount of $52,500, (2) failure to pay a																					

	bonus with a target of $216,000 under the Consulting Agreement, (3) $187,500, representing 50% of the severance payment paid by the Company to Mr. Blackman, the Company’s co-founder and former Chief Operating Officer and Co-Chairman and a declaration and injunctive relief establishing that Berler is the rightful owner of 50% of the Company’s Series A Preferred Stock (which preferred stock is no longer outstanding).									
Plastomold [Member]										
Loss Contingencies [Line Items]										
Loss contingency, claims for damages		$ 1,762,000								
Description of loss contingency		(1) failure to pay invoices, of which approximately $1 million would relate to a maintenance agreement for units allegedly manufactured and sold using machinery that was defective and has never successfully produced any saleable products, (2) breach of the implied covenant of good faith and fair dealing, (3) unjust enrichment, and (4) conversion. Plastomold asserts it provided certain products and services to the Company for which its invoices were not fully paid. The Company believes that Plastomold’s claims are without merit and intends to defend itself vigorously.								
Mr. Blackman [Member]										
Loss Contingencies [Line Items]										
Accrued bonus										$ 250,00
Payment for bonuses							$ 65,000			
Severance costs			$ 346,000							
Medical benefit cost									$ 29,000	
Fully vested								218,000		
Alan Blackman [Member]										
Loss Contingencies [Line Items]										
Severance costs			$ 346,000							
Medical benefit cost									$ 29,000	
Share based compensation								$ 60,000		
Royalty Agreement [Member] | Barry Berler [Member]										
Loss Contingencies [Line Items]										
Royalty percentage				2.00%	2.00%	4.00%				
Single payment obligation					$ 500,000					
Employment Agreement [Member]										

Loss Contingencies [Line Items]						
Salaries and wages			$ 320,000	$ 256,000		
Annual compensation	$ 600,000	$ 400,000	$ 225,000			
Payment for incentive fee			18,750			
Employment Agreement [Member] | Alan Blackman [Member]						
Loss Contingencies [Line Items]						
Salaries and wages			$ 320,000	$ 256,000		
Accrued bonus			$ 250,000			
Payment for bonuses						$ 65,000
Service Agreement [Member]						
Loss Contingencies [Line Items]						
Initial fee					$ 90,000	
Monthly fee					$ 12,500	
Shares of restricted common stock					200,000	
Value of digital marketing activities					$ 300,000	
Value of restricted common stock					$ 230,000	
Asset Purchase Agreement [Member] | InjectEZ, LLC [Member]						
Loss Contingencies [Line Items]						
Payments to acquire assets	$ 35,000,000					
Escrow deposit	$ 1,000,000					
Escrow deposit disbursements related to property acquisition						$ 1,000,000

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Schedule of Fixed Assets, Net (Details) - USD ($)	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	$ 8,224,960	$ 8,037,928	$ 7,684,614
Less: accumulated depreciation	(1,991,365)	(1,215,786)	(679,724)
Fixed asset, net	6,233,595	6,822,142	7,004,890
Land [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	253,781	260,460	242,240
Building [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	2,949,900	3,022,490	2,824,481
Machinery and Equipment [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	4,730,617	4,464,317	$ 4,601,293
Computer Systems and Website & Other [Member]			
Property, Plant and Equipment [Line Items]			
Total Fixed Assets	$ 290,662	$ 290,661	

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Schedule of Fair Value of Assets Acquisition (Details) - Safegard Medical, Inc [Member]	Jul. 06, 2022 USD ($)
Restructuring Cost and Reserve [Line Items]	
Land	$ 226,000
Building and affixed assets	2,648,000
Machinery	158,000
Inventory	32,000
Intangibles	64,712
Deferred tax liability	(192,000)
Total	$ 2,936,712

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Subsequent Events (Details Narrative) - Warrant [Member] - $ / shares	Jan. 01, 2024	Apr. 30, 2023
Subsequent Event [Line Items]		
Class of Warrant or Right, Exercise Price of Warrants or Rights		$ 34.32
Subsequent Event [Member]		
Subsequent Event [Line Items]		
Class of Warrant or Right, Number of Securities Called by Each Warrant or Right	398,441	
Class of Warrant or Right, Exercise Price of Warrants or Rights	$ 0.001	

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M/V$+\J0A5E]6]3>7ZU;+F7?C5J7<@Y&#BU^!? 5G_/UWM. ^9('M%K!=F_KX M@ VN-(U6>Y3)(*SAR^NJ 6B5T#TK"IW2.!G%(\17U=1V. -7/%)@X>@?'VK MSF'FGF$=*BTY\LQX7#DJ=IU%P&6J+I;@!8F(Q'I_29X2KV4A'!2$@R:$$QPK MR2-4)6%'?H%]%:- =R75=.N@.;FYZ%J5K NNZ"=:2[\B3CVSA*01XE0IFF_BE M^BVW*UZ5J\Z01P?LVH)W4^#=-,'#.1 R%3(CNR0+S340(BFU2R6:7FT+T&D:1+;G0TA>H-9/_ MAZU0@',I7L/$JYYCN^;L=QM:Z0+4GL?_C3872F-^^2-,3IX5-834#KH#$UMI M#M2>W;,I0,.Z[S2*?>"''?H^:;$,I_8';$_LGX>&HS .!B_UT9JL1Z0VZY*K; M[?1M2*4AT$:.\!A&@)D,%]1:R$H[J-&9B>2*>Q(6K)@?P<\%;02E-!!&YK"(M>121^XW"VTI5$MIUM-Q0W\/2#6@C.WB(0:[#9$U^1@4=X.J*4YY4CYU=L(:, ME2; :0S ? #'@X,\$%F2"?%9 = #D8:?!%+MDB46)"C-CG8,,A5\%6 .,NF*) ME5[{(G[.)D+C/V-13FS&L-[>4N08.=Y M19-RH$:R>3G 2M]@Y_E&DW*@1K)!.5 M S6:UG* E:,"&IG*.>5 C6)=.CD)VR-T+/ -[NB+:8M\Y'M057#M-WL_QDNS'2Y% M//,YE6\#%5>+7;2[?.'H:)Y0P4VYL6)%(EAAJ-L:K'LH\UVM_$2+--M)>A%: MBS@I#(#[($T#0+\20A]/5 .*0<7QWU!+ P04_" ":BBI:&+-^.G ' ## M(P_& 'AL+W=04V27[*D_/%Z<"2(^AG^?2!1/_-G5*PU!Z$N/X53D=U/>4AM0' M5]X_%^0%F5N6\6D2_@@6^?)TX [@M^Q=9A?)P}?>$6(2G_5),R*0^"APEH# M,%]G>1)5QF($41"7_]EC%8@M T@Z#%:E@/0UP)4!WM> 5 ;DB$Q)I8B#5W(V M/DF3!Y!*M/ F#XI@%M:"?A#+0,_R5'P;"+M\/$WBA<@B7P!QE"5AL&"Y./G$ M0A;/;.9A)QQGX"+ [/?'#P_K>342YN*DU'\^H&G\H;H(X;5/CJ$&!K")"%B,9\ M:C;W^5R8P\(<:\S] G [%,,YYN^&#\X1VTK6_=;/ITYO?D;"=NN(X;-GD?3UFVU$6K MM**%E2Q1FS$B#H:>&A.T(<9MBAH8M*G"4(79MD,\ M/3]:\Z-&?N?Q1G! {TH!G0Q"+W>,@6Y)SQ+7KG2HC0!;TB M:A%2<2{4',6TQ MTN!=00AC MZK5Y:W N0I"@%F\5YU@6<;T.WF[-V57R0BR65\G[F99=T'*TM%QE&-BVD=M: M/U,5!I%+G?:D5&$$0@M/2>0YN09.=U>&V*LW0R1ON0'< MDE!0.!LF\WFRCL7L7K$G=AMR;? B@DD"/4!NU%ZL&YW@&6JU=QM?@*,$(=4V' M1AA!HWZ09-*U3;JSA@V$^J1Y'4- MVXU@@F;%](.E*=M*_M-SZMTR\Y8^3!H19"%'?-IA4H&((.2X[3JN\PBI*(%= MR6\D$51KIILD9R'8MPJJ(D?,/QLJFZXGB&T/>6Y[U]4_Y;,^1;B#G".:UY/6E:JY(&V&(75)K4? SM?AO!W<+J5&0D&$ABIS]5*.5"%# M'"%KU1RI0*$'B29'*A!!$^W.4:._H%D<39,H"0*{R]U#KB?Q\)X'\3V/YW65 M[:RN1L_[5YAI7X[\'ASMAK&10]"LQV;KVXS_6LL%?+8I@EF%SM:'SNCMU5KF M#=[T\?O_CG:+ {8T&1&0-.,N3^<]E$BYXFGUXYR+H'(.57VM1+HZTO9%>M6"0 MWOR^O.U&LMG"R*P%K]+GJIO}F [!^T-1]Z"0ABG0L'#-CP$'.TF M0JO!9]:0LK**Y^C.+- R!\5'EX@#V ! $!=]R]^&(GFV1X00[IDG'40>T6=+ ME;/0:6^Y&I#MM;8G.N4;]0Q>Z F^$&GXOJOA'2*'# EU7HBI/)=Q14? M&Q++&9*.K=$\X%?7)U?5OXK:#^@:E'ANT^L#U,A09);?Q\4BD/T@H7IDX_*C MF(ASM@J$"H+R5D4RIF(4#F!W'71(1#Q(+&5R&0?XULG5J'-D5N>3K099]3B: M1.),2_F3U8:+E2G.M4_<2"/5742=!B. (!D<]Z,*U"_3@9!.-XHX<-SH=F77Z M9*<'>!?,@US+1Q75'Y$G1NHX{1:T%DHA\:RM;FS%2@.%%%L.MCH:":A1ZV@? MM=ZM+;0L-=U*:E''PFV.FG:EAPER[39#%>C9L@G8T9A&C7A'9O%>=@&OSB>? MSB .,\[/9F#R50>SF\OI[U\N+ R5ZUG-]X OYS=_:? FZRB\=':U"I.EXZGN% M6J2I60@:H8W.00N:,T0:>9E4,%N)IS#P1U<>W?+T'RV]7I5VK]{\OK5M_I#6 M:&[1,7ADC,1.0D0W}\E2?Y\(E_+J-_;&?\' M4$L#!!0 ( )3**EH<5CW/I@, !81 8 >&PO=V1R:W-H965T&UL05A=:YM(%/TK(W95=:4V?'B;.+61D3!5* [62%:N[#14^C.': MH ##SHSM9G_]W@%"C)E@'%EJ'F(&SCDSY^_[7#S;,_XH0@!)?F9I+N9&+&5Q M0YHBC"&CXHH5D..5->,9E3CD&U.4'&A4DK+4="QK0F8TR0U_5IY;<'_&MC)- M\J^9T M7IES"<45&5D?B&,YKH9^WT\/($2Z7=}'&GHPG.ZTZ2:&UR3H- DZI= {H-3B*!N 5]*D_?[BF/R(^0*F^2,C/[HT MJ_E=_?QJ8[@1!0UA;F#E"^-[,/QW0]D3ZY,NVTN*!1<2:^4^:G(?]:G['"]P@ M@'-,$XLD?/Q "LK)CJ9;T&58:7FEEMH+=[YU95F6/3-WA^D,@P4G82U';N/(M/<]156"$;F7,>//(?1#IGE>;D8"VV5? X=61N('T[CGN;&C;GO\PE0F5U0L:= MA10;ZB*.;U0?HF5CTMB00,D&/E*%I'F4Y!N=E\E)+UW$L9<^1,N+UWC0>KW@ M;I7A/C6D?+QAY3,.%IR$M>Q<-W:N5[SJ'.N.Y&.+4M;/5VDK4<6OY M?]/& MW_1\? Z^7S[2[CLG4M>UC9UTV2K"YNZEN?:8[TIVWII0*SS;9THIUKR MM@D-4.M.@^NW=]!?V;WV'F '7& G1?R199$FDOSX:MD*N/9AWRjW[M/^HFK! MI=3:4;XT60:0[K3LB[9:%U4++J7G#O^EV[+[VZTS=Y]^M;.3'`7K?>QXKCOV MC@0Y0O.V4WKIX.S^%NY-FUFOY- E1:?JW5Z*ZT+Q55.;'.ZCZQ>_;Y9LD%R2% M-WJKR1{6O4J.[U;*HS@8+K=ATG5W+*ZF_K"]+).%TA-4=_KF69U9%3H2/TY2I!KW_]{?2H3?,UR7#:-G6^;8H>:{JA M#ZKOBPJ-39,SP#YQV\>/V:=N>T{=!$.C6R<>0i?OG#H9K^3Z&#'\!E%,_Z!# M%T\W9Y >+VM]_+:64[=Y(J7&G!PTGSS=G#I1EGV2)3[*Q M3[+4)IG$$]E>K_1=K_0N1M$G>2.+C7R#"JFAX'':PWU#4%QXXD0\\0P]\:2> M>"00Y1E5/^_!^6_GT3F';,;@)U+L(Q8QUN3\:PD5%T MRCB1A1EKRT;%;&:VKWF]]M?]R1DV.]L)&{>1Y:2? 1PEC!%A/5320W'*0TRX_MI64?}P+C&AY8809Q$:>$8&;}"?^Q,!{8%C/JQ(R<8GY6VDBI>K,7)&74E\@\-M-\60}26-8SPR_RPI^SC5Q}@}:DG9QX441T%L2]G'''1%,J!#"Q];"/0:0-M<1#$UKRG]17U5: M37^05]EJ_1;=9F69%1I<)-UM/'N >BVH>&4;>V5+6[:]_7EL-@WV .WC.(MI-M_"#)V'?_KA1'W+40R_U.)P>]3I@)@@ML#\L^CE$21W:F_^#,[B8*>[D.V#"/-M[8U5ZG[49X]+3VS[CMD5*8@SOSWDF/N9$\,SI]>BA5>VQ"0;\"M;VK(]/@([-MN##/#P.=_4&XBXXI*J4^,69?#=E*80I3]"~~

MI6P3J:@ Q2?E?NW6>S^P]:U]%388Q'V> M0.Z3-+=_WIC[$RQA:XC0<0/QS4\"<3WH('X;B"^=U)'W^W$EV=E]CQ8'/W7 M+Y_)4-S#E<_/[AP^GG?WIOSC]>G/]V]0;TR[NW_0NSCZRC<8$MO<&>LFHWJ(BA%%63
M/72)P:XPJG0S-Z$L%5&M+LK <&U. .K"J-.QML]Z8=4H[-%+X8^N:9%=),XK MT)S8]F6,5ADG:&HEBQO]R@LU7] [O5Z;BQTY 6HBFBZC[J*&S5WE;0UK;'*_ MMD]@V")YP2LE+^C\,1-
D#%'4X:O@6\1M(_4YQ^0JV$>X391-\73,<3BF"5'+C"_VGX_3/EY:WA4:X_5JVTQVK:7E5;9&5U]680YW\ M=P']R@[W8\X5Q^&F43VF(,P.-^6_?NG^L0;)>K7#9=X/>WDSR^HLC53R02H]
M<)JK<:YG(*:_^')IC)G5<>_9/;MRGQV]Y:ZAHE"=:IKG!OK*-/]'34?WN:'=0,VDZD?\$=HY(\;L,16"4/? M47P9*TE&U^D/_W3O]6=?5RW_^9(BX/6DR"@&$I:H3;_==-UZ _;DF]IA>U/
M=9Z[@^I$MAVM7QE.#K,?]+N]H#]HKUE@IWZ!=5.KIXO7LU$GP*,&@TZS4?=M MU'#0#]J=P>-NU--*F3(SZ;9KY?TV#*3;&E@64L\ZUCSRT/.EQ_PH+<"@_/YS M73^*'&>G X0_AC,=;K6.[>E][[9A=#(.NL.3GWT;NH->
<#)^G&UX1+5@=W6? M9C(OP].WX-_832:\C*><[8'^<0=%-1<_NT#.[.#^-9-Y 7NCI+/4&2%;T5W9 MQIA:*MS"%?%#NN C*(U9]0-VNUA,-C2,_:]LG$WU]X+AN-N,#[Y&=?>#P8G MPZ S7E'V=US#W_JF;G01/.*U?
6Q:67-+.^.3%[^ES[)4T%'!"GWI2_DL2^T' MH_[)#MS!!_CI?O3BY35:FBII:<_'1NL/[SMX*1C9_4[0Z6T7C=@=.?)H&S * MQCU@X2?W>AI>ZP: !M4>!*/V=G&WW9&FC^4OFU:,L>^_YCO016E\:HU/[6E]
M:KJL8<$PGYS_R?QXPI7+^V_RO6^DS>YY']/ 3>Y)3^J%S^Q@GZD$S M^D!9[KNWD)VX!97\RI>=#*>Y/F!ZZ6^,^@1/S,1,+4S8,L(KJ&V+WK 8/7DLJV&&G'72Z MPV#X&.F%*Q?TU>S223"".S\:KTB69I/L)@V"T4D[Z
U7Q-)W;]+SQQMKTD_2 M/!>(5N,N>.)TB@V7<@,]/=5DUM+^"\QE+8D]"0D](%RV^GZP($$)9) ,GGJ MY*3#03<8GHQ?_HR0;GLK7O,72DPZ['6"P7"+V>P0PSFG20I#T3R._#B9I+/-
M^N./;U0')MWIK+BW7^K8.D&OVP[ZG>U/[BGG@BV6!P_@?R_$<];H#^__(]_ M30CD$?K4"98<<1! UB,V6'S[$AEMCQ:0[0S'P>#D,<*Q>[G\0=##S+;.2LW+ MS[(!W:!] MI)?[3S ?GO-TH_JH5/:NBOW"?
^DP;1I'0\)?RVUS?X-@N*K1_AR+'P'['HV^-Y]J)^7M6W6E,D*.#K_YERI1 M5_%BCP^IU\:&PS^K>#EN%OZJY*GD&:%$G8)$O6^1NYV6A)*SOY7D7)N6=*_X MV/$=V%I\ON(=V%*&WK<#>YR5MJ?
Y:#6I7!MAB#OM!H=X79+"(^ 0#QLG;[ZSY%;E MF$[A8>MP1!:V_1OBY#:=WF(UB7\#&HT?J>M,<7OR./_:\O^9%AIM>!(">RD0 M9Q:!?F/=T1)_Q\4H12+]R6GD2.63++[$AB-JFMX%!J78(^A:VYI$NIE7,'TK
MD+D!QF&F!75[PF=R:4ZQB!=3>,6#$8"]A[8OU@C U$-Y+7HO=17E=LJ$5ASX M+(R (+[BU$/8E@G[#AFX[P MKN7PS)()I9,N&M[] :;)XQY(+@<-BV^ C,F6>@^:KG%R,]#-C_R)2+B4_.YJ$"Q!,P&FP0P8[E3
MWDU(D/7%K&!F%"D8,Z9^50?=<3#NG,"L1]C9"S[9-,,(YC %:<@B^N(FS.8Y MA>NP :1^OX_"BEJD+0B?'V8/(M)+4D2C*S)"UR=)"#.XBT%N7=(-FZD,13!L M9EY,$!,?="$6U/,4K2OJ=9>E5_&"2W27?HQ*T%P1$?
G%'+4+/REHZK".JW"" MS<8#(,N$[NK=33RYH>M]J9:IJ!G26KSEGU%3._RV2,BN@TT,)S(S@^O*)&GBAJFOWM,_[ZC#-:=I>%PEA'!R,+FT&ZX#K-HE=%BV\HX M8LFP5-
@3TKWAGOZ]8=WTBG0BD@GG8A@_/E[W\GH>FYVVB'P\@#&^ MM$15:W8U%Q MQAJ43QH4F#]8<:B^A;/Y%.02L%@8>!+/21SI(H0 9PFL=R8J\0*596J:@OT@ MXPF88_A./#O:O]TL9TD?L;W&G41AIF3-W8 \47
")!*Q::KFSJ;5)VX]VF_" M\:WH0:$>11GNDF/&U>R-W4Y^*L8ESG23(4N"H-S#O*[1_/18V%R%V*D29#6\ M-PUPE!OZ##N^L(DG]&P6)&:F=,7$/LSI?8:L-II7C=F6I_= 84-4K7G4*QUH M8HHT+$G 1G2]I.BJL#$D?
I>'(-D) S$L"P\2]"%I+"0?-[)L]V09GBVP<%5F M?I38.@V7N?#9TGF'N@>[M@PJAQ^P#BS,Q3),=AIIM1I;"L/LL*\M=N'U7-+) M578;3X3Q^]CT/;]:.KXLS5>I![#E]T9^E!<347OJ/[\BHK-A+C>L50U[/7B!
MI:C7VNA8%:EB^_%K@F7U"2D/FBYW7W^&K%3;HYU\[&:UN6H!4^0(\-0!6KE!74P M#'/OO%3SN9JI-4Q9 8>G!X.TCX^9PX_F=T\/#G82HB:*O^DZQ MOQVE#CYQ6<33B*+%"3O'V#J@WV2(G!?9Y
9'%]>'K]\=3CW\Z7Q& M46V;1#!+I_S_Z#9(!$X3/\S+ 0^@0P4R05JNB66T_'')^+<+X4F]"[)Q)R%ZBGI*R+6U7]9WEIK7+^FMKV; M\S<[3?[F$^9OCIK\S29_<[=2(%^#G'XRQZQU>KEB#6,GH- ;O>N^(3_7C4>
MVAU3O[Z@\D#9!)1?,%,11ZH4^D>="!GY4,E^"Z\4Z-<2$YOOURS-E"&)%'0+ M'!##:5,V$[,,5)"6?Y'.W 1!\VL)67+T#\AGZ=& -@R4J1R>$8=MXA>@?)UB M+BK[?@,W%'H/
6H_,9N*FSS)$L+R:@:RT_BW(;&:J\"ZH\V M?L@J*D_M7^@>A[T""IBX&^611L?*J?(_*S*^:;4F(2_&(SE+)JW _U5-%JA4 MOXTG7^,DAXOZ?\(92)\WG 86^!]4M,C2!-[Q(4[B&26MG"6WH&["<2!AA',:
M[HO*BEF*/T?:\-ZDV1R&OYC%F \DGS(=_.K_FH5%TJ*G=D#*D\Y1G6%4I$?&VF"9TL^FD$QAD MX1#L2PB%UWJRJ]+B658*O"8LS3T/%Y,8<)(TM&[066 M%AK! Z+,1 3%CS@!V7*M."1I)^1*"(4I.0ER:Q@P4_
T.RG)%;'BNEI"FDS#>):WO%/C_$.V2E5$DCI'K^'T8^32R('^782<%)PI,U(@$1N: M;B5Z1U]%ZDI)*F$-VXK"67BM*(,O4_-B01D>E*P2./U5+%.QCX<)Q3\C=3&B5[B]F",-[G,,>/2-=/
M)LKUQ2H)7%5VX2@HF36H0L/)L(%L>/>="K^J1$4>5U5AGF.14-KB+$W4DE\I MOQ77-4FF>;@T*C)8&60M8-E4G/RKD&3&BN3AHZ0B+1P>3270TJ=$6B2A^=\> M& :LF#="9)?\#"PKSIU43R)/%/].89ZKL,!IWZAPNKBA
DPXWFNLDL"\[[+M MU+A?=LG]'*_MRY:PF,6*DM"RZNOD971V?EA 9=>ZG'9,8>A=X<&G#,7 MYD'EILC(L686V&9,];WP[WAV68 22>,"U[C.PED>>#"#_TC1 ?%5F7&)^\ [
M$XZKY_2)0VF!KMET]>2JCKI1LY6W@ECPH_0NN0NSR)MCQC**M53+$TS7:_GO M.23%[V="+Z9*JF;EW9)4[&04DZME$B;H'X*1HUAFM$!M_AH5\W@VQ\U$3FD" M7YXS-/RD%E<*F[M4&G]'A#^G+/>%5WH]
M5=E=*@YAXVLP1'V9I6%3^+.#LH "CIS2Q)E,+DG5%RCB3Y!G.?']=7= =%PA M7LW(),HO_WI79.E:?K. MU3RDD@R'T(6R37TA9@5277)2S!0HAO2%!W=SR0*K5K*54S"P],BF8>BK@YQ[
MJD*IUTQK;RAMH+LVEUUX)79!KFV_S'HBW+][V(@ :+C'M&"T#5/#@[4N>*R(MDD#GM\!B&6)K@3 7];66/1B""4H&$4B*(Z(R5%%A9X3GR5%4E;8H:X@%2%= M.E6/)K!ZB,1XP]77KF>Z@1L
<%PA5+Q5?]8HFUGL>ZXBA-9@R'H'K(X"!L:@ MH^GJ2<(V(WE)N;/=,EH(#\B%!S0F7X/2-%U[#*8,4@&L>WU=_]FL%,>+*?! M_-/Y? J'R>E-L$T?3D\#O5+[,%Y87F,3 OKENP^G-CR5B*J$1;JXM_IN MYA/4S# HNRH.
<6NPIC?D-9KSH7*=8KJL* NDLE6\TM9XNTGO6/==*4HJYW_H^F2N?@[CK&KV MF=IBJ2=N3*@=,Z%.15Y[)7E-_N]ZHX@5[S#+EFZI.6D<3#N5$A3\IWY4?%;N M1_!8Z(8 O CTP.@V3 A_B2#?,#"
*5%3,>=OG01K']$%XB2GVI6 G/:KRGYI M:9;(<1JPKZAK@I94Y%Q:(V@Q=YR+HZU*=PDT?7'PS=.YODVT!3AZL8@IT,-JVQZJ1_KM3F59RS^=3$!2P)V>4A@$ MP11834=HFSBA$EN&6(A(A0PD9"
(J+)8:H1()NGJ(41J")K2[1Q9F_-QQCKV^ MJT\6^K9@1ZG.Q=-PC 'Y ,!L!+K%^):ITRY!$CDXADQU$T$?:ICQ3C'CA4>Y M>WQ;RP>-(5DX8A2U:)%CZB?J7YK%.FD\?,&_J4GA2GE#"_-IR('DRO@:4N8F
M!3K"'$Y@F;>([L+.B@3?&V).I !OZK#H#1F9COT*M 8_2]0T<(%0D/88V2"> MEFIZ"'9/$I*NXL0=RG.&BFD'# (+[5AGMH ,#U+D?BK6$7NRF#;#* F._+* M>%W35+!/.;W*XJMB"D&,/D8:XL[$I#$8CH_@9]E7VA\3:
(XE)T!R1FV(!7@U M>U3PLA+DBWN+5Q^Y5%SIR8E6>%^]"APIPWUB.K#D$)10QW1:K0M*Z^"'"E0/ M2 IR93K H0TO>'%8%R?)-PLQ+7H2SF-LX%PJ'7>IV<7J,-6]Y>O7L/L=8_=P MX%II5.\\[7,[@
M2+NXB9Y%*Y/D#E'%*NNUN.P#U 5,#!8T]%\B R4I$/9[-0:V()+R)BD=>B9=2N(-^ M%6A8^?Q&H54/RSH&]C51&@N>ZZT##]2Y# M^$IRZJ+0(I,CEV!3.D?QP)^O' M^;9D;XNJ'&-
&)0;9$@;,%2!8!M:=@XX;D5/S_'_.WAYWQL WIZBR7=]X[-AP M@5S@+_9T8?AOSHZNFS W!CC'7N0+V50SJ'^D^UI;'W0_+'J2/,9T>DO59_&BL-$OX=?7O*]*:JAH MZ>9W1L]EJ.&9,@:
+F^7N0JTO3Y@4U2FIHH])948X(053P4TD(59/-65 G>5 M6K+0C^(*^:Z8P'Y%-'MP4HL$9@5;-XY)><22L[D!M2>4D<#6&:.J"J\-,Q(M FL"H^TL7CB+B7,#"8<]?(2U5!:*PJ\4_VU,SEF>3P(99%PHJLS0PH $@1C
M(ZQVA-6)Z,J7.9!B;OF5FR.G4\Z-:<7..'%TRK4:N8%1F=5 M9"LT&3OBY7_)X(53-A!G!"A4HF<< M/ISFJ29C0D=U//9.?A9A#L;X[*76-MD7G/-MD.$)[T__)8%<..RT_-[,]D.H
MVBN4PQ#>>5K7RW$3HY7)K";)ZQ=4HP[N8R0D;N)Y.?G^)LQFZR!4/:<7R#H(MU>8V[\IMQHSOKVII04[.A09),TV7RNBF,"&IH'52PHT(KA=RY8"7DRKKT)N(M>(\20V(JFGA%]+$Y:Z'79"T\8=;"N,E::+
(6&NB779[\AL*CVMY@91!Y5"\I M.4\GLR0LUD:^.F/^LS#1HN$]OOOB'G_BY-ZGQ"/A?$)-D>50S)/5;$<_KI052 MU4&_,&-7ZU62-BJYF?0SVW?77U "R=R'Y>7X#%0 $Z^"D.&#F[J M.BM/.\P^1Q?\0A<2U,WP?
9'A]#C(F(/<(MG@# '_*I&"QU@/))&OX(-R]EVD M,&8)0FH5.&W-4=9/S,)WT18S'AE.(V#75\B.XS*1FA(:JCN$?<'5"V#%0CL@ M4"7,8K5 #'"1024H-?RYX&Z6:ZE9. MW(5$?97^OJ)?^'4WG'JED!84$F)"
[8^LS%BIO2XY!FU,NK;-$NWYBJ_?/YUB M9R?NTY*C5I3G*3R('(5VW*KY9D(PY!6%I6)"SI/@F^Q@NQ??3,K$^W=EYO M(M#2*+LTO+[&XG \'-EQ3BB;S1$-#^@4+-Y&[7DQM><,3O ZG'K&U6Y*U;!U
M!'&\&.\Q,GBNF!)XT2L5+Q!1/RSK0Q7;J!&%/CO!4=,)^+4N+3,R7U', C4BH:+D>T&5J.>]IC4GT4 M9I%T3;<:DA8/\%QWN*2H>L,& M=@R,R9K$I:Q>DQOLU(###+'DV[]-T3,DS1D;*+S]AL)#O!9T_+'?(9ZX,-#E
MUM*5>&9M*VSK8B1OAYOD+N8NP>/)[T&Z4/$6NBL3+DDP:-;DRP-;(="9,=0] MO*A1@N0592!K:Q3@#"CXEG95!M7!BZ-/&G*76^S0E&HT@$)@F5Z6!-#W*_O@=Y MX'JNC*9F/59.19U+"27&0'N'6!
[)@AO9!V([:CJAQZG<31$]2&FFP%#GB&5- MB1N49ZX[2AHT<"/4&&0;NTXRZMI,9&<,CE:S:'T MOHRCXQ"HF;/Y[3_Z6!BM]_W6AOZ=3S,4D?'*P,%5> MS_^SL@=9]_&2I%U#U"8^'ZD)
<$4+!OMK"M8N#OTVSI1H)%^X"YE%@<7[XL%] MF(2Y.ZH$ENSTJJ()!Q CW%9JSZF6OFZ@TN/ZDJ4PME*4P<(7CB(+J*R,JH+9QC MS9$8R4)4-\-A;I@8A1JD.UXDE07\]D;JO6@,64B@!BUMGB[8OXZ]U 7:E<-B
MVC_F4L#4@+^6O=7PNX]A'H7_]M](72:#F34.U9USJ"KO'HF!AZP,DGOML5+ MA;]IZ5]@^!/1;G.I_M8%/T(SCL5M$!H\@AT1!CC#_D'%3'.^BMUEC>0R>*.# MA%HJ\C5OI'5JX'&IM@ V
MS3R):A<9KC:O]*/B7ER(8VRKH,S#.GJMK!M%*\+&BJK4L-884OCPE;H;PRPW,F?7M=BS*T05T@W.7 17#A-76,B*V/EX>O'V]/\: MGPEUN@"291P0(\^"M45UQ'Y4Y,V+RVD\<3&:''6+<^.^*B@AI6@NWF+D#));<&H;
(#NP1^0A6 >%>\T'_#_27\SXIJASB7!,C\/2J, M)\?_C7__HX MZ@P#K)CLE4$R;L+(P:[%JX+,X1!_(L6E'^DC*2D]TLB8F(J) M_=19CGN_R6;_7P8.T3D;;Q& EZU-=\@+?-2,"$-\L3+C@FXM2PS_M]_>^(=Z
M'O2]>0IG>K74I:"R'-9=@2_?A7SM)7V4$9B82N0]>L:?0?KX@\&@?1@>'7:/ M2O/$[\P+M84-HR/QJ7('^-"(HLL8Z^^%Q1YT6NVVCT6UPGK5+?H[_5Z;4C)U M):Z) D;A,B=+*8(M6/I=.3-\%1]BAS]@S-3/)#FU+>
(>:^@LVZ,V4&21=4[@ MO>%484"2WV5@:\GNN0Y+&\;Y2@MBU^1X,\6WP%5Q+!C"E]'I\@%=4H?T.+)2 MI@:LP!/&2TVH$/%,A?D"]DKP?/5.XL-@3AQVVD?K=XO)F2B*556]'7?P GR< M\D&R6:B3EYR-
8>\V]7NAK#"MZO+]>M[&)"_$31]L%"ITVXJE9I* MI4;MJRE033R6@%VMQGROTA"SF\G(2I-U6A);,>5^.88$:DHL&#P26;GT!&81 M/U>B^SU0V%/G1ZMQ$VD;>BFI!%F !VOC4_T>8%)A>>T)'UP]JE0VKP^-[0?$M M+G-
B?]21$[58&444V?Z&R82):[56I^:^E+47=ZY(9.Y$(P4TD"_($G=5HT]% MAHF\9+%;,J,@RU11AK;6O,=U\[T1#97W044K.['F1$N I0$#G%@S5FLP;,<@ M4 (68JQUR6"!$A.RG1C:2XIR;1')P>0YA?.Y0DR!RE)U?
C>K5Y?+DJW1;_&: M)0'#J]<&:WS\Y"M8N+['G,JM(E^N:@K_E*HCB\ZI#1TY/=:1];)TDKVLR9-E M:AA&KG(*HRFEJ@L@BZ0NU -NK9^UM+F;\;E:SQA;GK#G6(B%!Z?[8GGY)>^J[6WOG59)F2 MR49?:V,-HZ$T#93:& ;
(%(IC9X?)\F'7 K"QH> M?U_,!M1'5-ZR_HI_I29#9(]6FD2YQK=]OZ:H]+2(..<*)<30' M2U(Q51K9]$]P_1J.N'-'TGOE'%%W6G#+H!T'AO NA%]/*4,[.9:KJ4LGL!1/ MB<4^"[]AI(AF@@R1FMJ;7+-R+KEQ)J2"
(:G_C9'86W0/D6(6VH$H;P#K@B:8 MF=!M_PE^#7;0VD("G$4UX;#J6Q,W#+M?"*Q7'#S#WN P.JHG;A6H3Z)77+0N]QA58,9 FB#B1V6YQ?&L?KSW"; M=H)O/.:"6#AXM5$J]!\#X5!)HG;BVM"5==Z01A/<)P>:DC9$&
*R0#QM@<21 M_XFDG!LW:LAKQ_,!38T2(^4D5. C+J3(@*DX54973ND;?2%J%Q>[+6V_]9G3 M$:JF0W6D;M,%98N;.D84&I[.U7,B7(2O4'J+[4HF?LQXC=4C0J5 1L MBA/^@G:\JM$?'JV)&C]
[2<3D4]1=A=ADF*C\^_S952_]T(D']MVD4';\'=>.K_T?S!A11.%Q&-I87Q"<4CY#*8,_+?,&^U<*)TR$+098IS M/9[0<6G2Q&>QHZB%J9-B=LKWA;/##'8)!9"!B?5<-DV!7RWWP7,)N@X>UPRBQF/ M3+>;Y;ZUG)G
1$/8!SFG';D8"Y@.CA%BU M^&ZZ@-% KC%@K)1@5[(@G M)81#LA*E[-INEB>7<.LMJ&!P\+,6X1H$*N8PX2GK,(G5R3"W7E>"NW8 9M3G M"T]"W3]X1+(@!ELM[[#[SDN-XVJ.Z.+=&YN]0L1":)<_H-_](07L!&Y,P",:
MG5+JTBJ* 34WRG4!]IQ(AB;"C9/H$?D-_CQ*)P6>(;N^$H6?8](C5MTR((GT M)4/@!_F-;F3JUD(Y%R_0=?-6[96F2,8H4X(:H<--'Z=K\6'V6A4P2*N0.?8 M&:YXBO(EOR$(68T_ZJIP+B,@LI?
A&+KU3FG]W]$+C8XOW3A54@9Y<;@#]V%G M=/8)%T0AUA\7(^MJ2$-N80&4CN=;S,W>$$"3Z;'G5B3"'F%O9E=3JY@DEF)S M*4-92"[4/*,*^8H"Y\#T,%#@Y";!6)0SKO^ DJ^5:)9(.=)*;H5NGH)H
M7I$"N;F>9=#4LSQE/4NGJ6=IZED:!;J^X9J(*FMF:5F;P##F0^/B$NN0E:T) M.B5 \)#QME"F/!7U#*IDS[E:1 #30=&BTKCZGR>\XPCW4!^@6";4UA.]+4Y MHN/PB-++#TO:[4AIAF T MDBK'/@^>O=N=FXHCM$&++Y#!
L=DQGLKX+P&Z= BC.N9F/T4?>(:#?!,4 VH M;@BTVJMX84]*%"U$D>!'=//:,!>8(0R'Q@N]@W7 Z;:/HE6#W?UPMFFE%0=" M%BNMEA%-:2B)JG)M&D>N*.C5,_36&P_6%5?J22-& 6(9$S:#WAE1?6":P*AF M8D]IJJ_-
$'2+CB ZWBW%Y;Z6*-2\$:16^-;XXX'"UE MLC26!9I_KEV^PB2"[9!#^?4(!P<,(& @43VI,H!4#N,+E$TF;D3T@M(GDDF! MEKMIT" N_11L&DE?65#\O>;!#A)N*I):S4$*:@0KB$)1QQNK1 M-.\REC+"AE9B)2!IK=0L-
=X5TQ-.ARKR6+0(H)'L?>/6?T&WOD=])*AIB^NE ML"C1&Q"RJ ,+J6 NR1K\6I1DL0&*5B/KP^)7Z3>C-J M,_BE@&5?*I6X M7O5UTS/.9I$6YH$-K(8@Z)!348:@)2P-I6T1U"D#&Q=4S 493GW#=GUL1.IJ MY@
%LF[0A=M-^^(>81+.V N>J3C1D-@R0Y"H"+:*.0'^%.ZR\K;AEZ8MIKO) M,G*=24*+.-""2\A"-CURBV24.J#(PN@J_/5RZ35[=S!MQ(N9A&O.N2BIIC M%[L9QT10'7 4,-&FC&RO;W&>A;B]?,L\$>Z-
4']9F%,'[UI,5HVO'QBOP-J(M-3W2R.P]D]E8O7*O< 7S:AI_18N/.?Y-?'T#_S#-%^R%U\#_W':!C$@9-TYT M2B/)#9U1I?M:>-OUM;!M1TK5^']^173V])7S0%CK//ROOZC^,OO]2I-\!F(9 M#T?C_:A1#*F#)-?
B8TX!D$8\)T6ZVHEEC?/(7^<\^@D*'_>Z%G6/IMI0SXL? MR?YP-&KEA7G1!#M0Y5MNIS "&^' 5VC:8#C^@S)I\M\T7"RG3K?O9YJ0ST0 M?B3[P\DDB.\RLGF6_HL;!SBE;Z5\/M'%&JK;I9/L#SO'.!W+&
[+;I:/D.+42GH,,"HW.F*XV !>#_+N(\-OE"F";8,+E=//J]GFI#/2]^)/O#Y"C- M1H/N;LC&*+$^MS,@547?8?9*R.D))EH@;8JF\/AQ,^:J(6;CY#:=WG(:(GJ% M8ET[T:BSNW1<>SW5AGI>_$CVAS%Q30!-
C\L/[K>$G/SQANYVZ2SW>JH-];SX MD>P/UZH$UW*5Q&D)Q1+^]54M+81E0VJ[='Q[/=6&>E[\2/:'42VDU8IT4<4" ME&)66[+2T-@NG=M>3[6AGA<_DOWA4!55JA3.PN(7KAG')RB_4I U"9!(N!@7
MXS44N$NGNM=3;:CGQ8]D?_C7M4I4)H5[B.*=Y;.$,V%?D.P\8QW MK[(LS>)\%OC7T_O2J_F M2G@?))CSJ@%&HD,44OHK:U:^GT5>4BO%.SBURP-
M(PUWP9V/(YA2MBQ5I9<2TD0@&F$8^/,4X\P3;,CD@O'5R7B!B\#T+!#1:\!MBN"C+.;W./E &S=(-J!@S MQ,*9KL6\CV)D\97F#J:U)#982&A:KP@&9&\FS_A!GXH,;-]<900Q25!@TJ68 MFQSD!?X3:)\[)B
$V[2O,VN@@G:I]>;9E;=,"T2/HP/USZ5)] 7G]M+I8C-; M.=Y*'Z.E2>_-@:,C[G!J2DQ]*I$'5@A<)DRN8\Q$NTS3K_(T=RC3!#)=>L!< MIHQ9%E9(BAD:33.,(VDG Y,L)BZS*4]*H/W@A]A1(D'F;FC0/UW8QE3EMR!
MVD&WU>UA^(M7%IC-R7OWDPJ&H;,_O"P'[7GU"A"4)N("?J.^:" B#MJM7L]S M7FC0XS3T$2(8PK'@@)=J<8<[%$5(:W!V<%1>75' M9O?DED$7:K[@MJJ]MN[FS/T#K^-;?(WTYQ4T>B87[GT@YV-!+L MSO5XM%X-%?
E_W"#PG8-6K0%1!5]#85@2=)]#6V(K(= M)8 ,9ZX[.7G.BG2/!6DB1;"DU%0IS!)L"4>]Y&+N$>Q,%'ACF.34R3Z)S$VI M=@ZX*GQBU@('6=%^RT!6\LA!=%& W13R=YD2"9 MI9LUT2(B.1(U$MVE8<8]N3*%I)[
NW)4H.A)4(5 SA/Z+U$'MLU X%M#6:A+ M 3WH?H!NCJ68GMZ:?B.$Z ML% :)BR9,WYCUX("A7 &7$XPCJ?DIM%$P)C>2E3M.NKC)G^K;_5JWTJ]5?QB MCG]W@G:[C?^ME$W>1]X..1M27SL+H7.>P__R(NE2:;O#]O);?
\%8TM!(UYGT M,W7NQ>K/9?\$B,/#1I^PF82N/8W!#HM"Z:^9E7\,LU:X^U:8ADLV#KBFSA'= M(?T+NT9<%M(TN')=JXXTS_;U=)Q=]/Y">!+*#L?[I;YQ/!_%-WNL##M!.Q(> M3:@5.?8P2FOWWZ_9?^_[]A_IZ9K88>;?
IMR4*KTCM/2P1B%*I5MKC'-(*$)R MJ;'0\4S**..N/RY2TB2\="%*KZR3T0:P$T6N,6T%BD5]DX[M+B]^1<)X<^'N MJ"G>IG"WUQ3N-H6[.ZSV['[5\3.: .H;R%>2*"GV8"&5W(I+Z:&"K1:I
MB;"KN',/PZ4_N4E3!I$G8S.]5J@6!1P/(XW+=IDP[:VRBN48)U=39A-@>6"? MK 5UJRDN9_%"U(E2:X^KU%&V&KU_]_3^[Z4KDZ9Y#9]07=)3#T3=*8#GIDS M;/UEG.CP,E:"XTA%3F8%F :@S68A-
K#W0E!;*41,G<6Q)1TFC& VR"S\RJ^G M5J091Q#,N^ZP10UN^FPN1^FGE^1G,R=6]I,%E!I"_7J0$D*L5$AR#I][=]+^ MCUJDRF)*ZO#_T_"3EY),V ;E#^GS1#?C4Z:.WV,WJLBWGV/J]AS8C)A$0 = M?DU08?
<$PKMO$S5?>,CTS#W.%75[6]QHCE][Q(G]1[#5KYAEJ&@UM,HQ" _; MCJ*G)EDZGL6RY6RX:ZH;^1JEA_E(KLUO'@%$5+' J@%D(3/NUFK[BY4*LSN ME+T>VQ6UMYY]J:>0YWAGN\48>CU.[F2A>3.\UWHKJ4E9[18;L*
(+_M\^:E*>#_M;FMT,L)5\![XAYWNX$]Z!F&>%S,W*HY"H*3; Z8.F!&T(^I!@; MK6&G<&K!YP_\I0KQR!/,6\I#3#"CWP.7B4(;+=FX61+G9L^,Q+:6\!*]Q*AF M^W2N 6X3[@I)ZB0UKD,*DG _VLI1U)'Y$QQ&N]4&"]-
)I? >NK^H"&V8LTUH M,_OT%]W>]SY"]>S>.[LCN_SKTQ.I3?CPGYY&%WK5"LIXF65^3 M[..0ZZ\/)-=7Y"7@)H$JTU0J?4?NGR)\)-CZ^YU@!XE7Q,) M%ZT+=!(YDN^J$J9M%*I=4JC^!EPAH>Z^F G
&E"IQ4TI&0$3&=S(ADYP(!ZH M02OHL6%=.@.-8.)E;I"$]!A0187*2EG+3L #6_DR"^+\C31SPFWE((C-%7,' MJ 1C O=+#W,?4$OC2 M*XVL[,_D3<(:Y44F.I=0H6<#B4J*?3F)?QE(:J'.6)H@6O@",X9TBV'V=W):
MJ\(T^3E8+SIG$_T;TS1':LD4J1P<)[5=$+#M<_V[J8 @)H?25[5J#U#.;;A8 M9"&W\\5KJ!-_&L:\1^ES]71XO(X.;?:M<*-_G/]Z@K>-G;FR&)0,[.I,TN0RIJ[N'IQ=G&/YTBWE\"7KIH0OJ4L[T3D3 MU_AQ O8-\
(R;@K,M^5D M,ZWAHG5D*2WF83'DU8W8"\MM1<6;@6H #C%=MXC(&(R:\/AMHMJC:&&%O^*:Q&\B0"W=I8_-W* MZ;?EV2,6A4AD XZ4Z?M!*H-IT>4\@NEUJ#EE7"D66BG!676TGQ!L8 M@H-=L!W>?
=NQYMI6+ZQ.+T$KX3M$CG>6^#9U!Z0B2DM.4*%NU/=0AVR?/TV3 M:PP?8.2%Y_E0.O%HP[:@DT;]V@/I*&G3,TZ;]M>(1\=CHL)L"M2,\:X_^X>= M(_IP&L('4;@T"=#_].$NDC/%M">7;ZY@6-
P%OXP4^J8IL!7)&!.$]'0G(MVT#&OQ!!)FAR[]E2D+A>.Z<,* M\&'_R#,S@HG\&]8#]$',7XOX*1:9XGT#5I\)NX2_C)#MQ,8$G:)6/@'HW;; MG^F57^GR+\?FNE$8CEO2!,,K&
N+LIJ[NP]W5XPEH$Y0D!8H$XRX8'X/4C&Z M7\R$5AB3\HJ))1+GI9@*AV.PX-\H6"TL7(-_AU@O$7@LC72U293.,99ROX0(MW(*,VC;G):D?YC6"WS[F.8\Y.CAKSU9M%KW2U+RS],8YHV\#XTQ6@/EG5WZ>
MSI2SKUMMJ1>Z^@U.P-2)A_);D? "X2>E'SKQO^R0T<6)_"IV>\MHQ&VDX+UQ M$>_(Y#=GP9XT6;!/F07;;[)@FRS87>0]3.)Z[G'T7[]_@ [/++)K(_I@KWX M].[-V>EOWL?S+^_\S^_^=OKY[=G'O_GOSS__
7\>_W9^_M_X[XLOIU_>?7CW M\W83QU.Q';@3D@M'Z:-"E9MG)R5J=+KZ ,12IR4J0\Y=HR^F1W M[**8P7%:KZ[\XG.KQ9X;=;3ZJM]S8J@PWPG6.KLA$/G%KY))J9$74-U>LU7BT2T=*66N
M4OGSGU_1G6Z:=CG3W:.F73N*S_<4K;CF*; +B;?KA*5-]FT#_MC,J@$$W9G= MWVG>8BH^'%DW3?;:95<-+=FGW]X67& >)VR^RZ>"Z4WG@I]-2
M!;R&5G0RPTL8$$XV.#8@XB3J3:G@W+V4LLJIRFT24K,X*@A7V2S7L(N>9"5; MF**5E&9*$+]=_9QZ*50_U*WJ5G[-6$HK'W//,XMA(1_CW"N_I#C!RH=:%U_Y
M@@LG5Q_(TG_5S8/;/56G@26*U5\2%H+^C/",@0)"K)A$>,K<8D5123"65TNY MXF+I"'K;UCDM%G!A%456J64S5@57CM8AE:82<$=N, +JRMGI(G8YU$CEDRR^ M-# S^;WE$ Z\H;3N3"(@'/X[B_.O>'4-'6&I*U5G4/FKM
7WB.:P=G02XBVG MJGGL^#S5Z'7-WBQ!:"&D";PZF8,"Z[[;RX8<061 LKISJ7Q M\NJ GMP'K#W)J/E:K*@8?;&Q.D07L< #8%,C>HJLS]>U$%17;$HTW"7AGE / M.MH7,X*G1[BC?CI8]H$'HSO-
1)@EA44V=94DIDCCGVGA2TLX>"[2QQI:\'7[M9C@ PC_+7!P;;Q9&JH[/APQIM92R;-A[;DFCHDU4%Q[=<+4.@,P*94!F] MY1.N77FZ ;6_E=50E?DTA.TKDJB@=C@Q$\C]M-OR3Z=YNJDFR0'M?6#Y49I, ME])
[U0%R$$@(_*1RA7![2>Q1$9&T[7-@B2QL"XQ;S U^YWI.BZ NBMNME:OH M$^ 1Y9JL%9ZND7("[+"DL&8^M_@T< FFX5VKAJ9*9^=IJHK22>&@2-WA(>G6 MN'4$I7%&$3P"-
Q7F<$T/.KW6P"#-5)M35[M.6]7$V]"WNMR:6IJT.B]O M+OKNT(_M2ZWQQ$KT4T,Y>)QW:4;*@ N-R_K1M4I4AJ"YTAT5F[K#7[G0#J@, MB M5+(PT04 E%[SVH!]T1OU@.#AAR!?[2] T8H1V0]#:5<3EAJ)V@:)LC^49
MO-#%(8(91-?4ND>Z.%A],2"8/]M?Z#)+0P:@S)1 6VK020*_9+@^W=V'E1X$ M0L,?E*BW"E'&Y>OA# &-1+$' Q^>DBF)0D-\+(I1JQ$DHTCA)PR]GX"^EB&H MF-:X'>(5/*")KBV'+S$WTN-;L6#]$-
_D8!X=QH1">1382K$(M,UI.A<%6#3% M3'#L\7$.3FI/$(,;Q0M8/!AK#,Z6^82.Z8 %>H1=*BA+C(YFMJGFBFOT4KZ\ M+?^3TMH?V@T%>9SNE-/7GK&65EE(=70/P1#\69JHI=XO\SH<#39]<7P))@_A M?3+ZU+
[>;U2O7J/:M!DJ:=Q)?$33P.5-&B@DAJHI!TV?I[#2AT;*_7MV?^< MO7WW\:WWZ?RWLS?_W&-V^_+*8/_Q[0MNBD/>S$A-IF'&/N-Y&$?DHJ/2$=L7 M/5WM!4Y:CL:HM
TWYM2QL6Z,:O/3./'$+PV:B^(^&N2RPK;J#C:SXP6/% ;2 M='M&]"Z&*Z_1%K28W8ZZ*OI533][]JKQ@"0PII>+ ME,Z8DQ3]*\4/T$^(,_H59X3=1]Z:UJ*14C-4TQ7"X)-^C(#8%)G$-R^R>,)* MH^!OALB-
I=\\Z+UBY0D^[^5R&MZ))U,_;/P/?/QD\ND]W%>U[J71YSKMIT&? M>W/ZZ>S+Z6]G_]_IE[/SCPTKK9M\KX>ZT1//'^./#OXV\:Q<+7)I 4DL$KF1 MAI@59A#_+U_%4!I S!=J=@ELH-<._&Z[VP^ O[Y.9+$ME-
'M%UC2340&R*I2 M7-)5?S0_ZQ$PN_[CKX\PR--F5GW7!)^8NL*$]/IM_R..HLLPC_,UR9PO2Q;V MOGS?AO_H\VL.S!UT%W;INV[+3W@]T@=>#_3^^11$I_@Z=?5$YR?>%U2GK[&^ M4_JOPS\/8^[HD(=LAW?
[)T&_U]:M[BC_,)9.K:/[4>3=!>WZH)2T.4A+XT M0RG[*0]ZXW$P.NGS&V&4_TN-'#"YY3TLQN\\;!(@G#OM7C \&9B.>K:O*]H- MNJ&L=O'*^@-_&(RZPZ _&&& RTA;)6:/^CMU8;. ;VPV^KVJ/>J,V[@LR/(MB?
L5.N['ZGI.3MB'O5]WK8TE;8XZ/6T;,UQ-;35YK7NNLNRW0?_/M/!6LEI8 M"T,PJC3Y5Y%P,RRZ7_6XN3^$X.L;!%_O(0B^6E$N$FJ=YC:KX M"N1;50)8(U\M#7RPG<*>S$C8N91H\Z([,KL+?X
MZ7_]TJUZZ=>&8YYZMJ>D3._V_NW>C';Y1('3T_16-,#=WM*:BJMZ+E/7*"J[MOCSLMOM!MW<2= >#HRTYD7"X(46FOG>6L>SM8:0GDXH1AM MSNAH]4E7G6[0!H7NT66?P((_R#.^8]6 _[P55\23$:=IJCFWQ[$G]1
MNMX!8GY,3M?I@.#K!2?CD^\5_,WYK#_W[NU6T')^U>,.X.M^9>N\NRUNMN MCTR,3TEPSW61'I-E;/VBIUA0<>X73G*E1&RD M/_V?&PF[JQ*V.8P=.HPG4'<><<*2&G#!7>QUCL(\S/Q;KNH9M-M!F_]+TY T
MC;!8W*19_+*&+M\%.=Y@:D.%'TUE9R!Y$_]I1,,Q_V@TVD']SUP$HQ&W6!X MT@U*J27]+^H-@G&_$XQZZYRS#0]X/!X AFA0. [:G?[/Q0J> M7CE]MZL$U*C!J-LP@I_^-)Y7 M[O_%?UP_F,L,(G453^+%C0C?
=LW9^+BNUL/N.!AWT"1[4%++(ZY_5QSM^W'. M/Y)?7#OB8:\;=/IP]=O]((\H-_LG=KR\:@LI7W;$,&DXNV1VY*/LB0R# M07L0C-J]W2'RA@">-2%J"*>/RM%X=RA@-]-DF)/]Y@33T0-<%VAZ5\?5&I-B
M9T(;S6'LT&$\@T[3;0T>67(\Z\NV$E/T6C]*B\NI>KG$S?6S>/;$79K*R^DJ M#1EL)(,ZC_3#TG6?Y7RK#80VJ+![3R%TFFD_;NGOHY9-\V5_;,"B=3B>WF:$ MS56Y7P$(EG4]#5GJ3=X#NB\A=%
[FC*LJU^#MV6^_/P6>W.N"ZGADI(Y/13:Y 9K. MZ9XYEVIQ MIY1,BUH"V37.LWBB/+S,- L#NU,/5K3NW?;YVHW5FX8]=*B;!O6.>HK.%PW] M;U@0(B@ZC177T^7J$:Y#3P01D/L'PZ _' 3]T1 !3P]ZK9.NI8A
6BQ9\01P M] 5YM\SK0ZI1]0_Y8_G75%'GLLJ/C0CSQ4JM"4.HFIYK24$SA6E7[Y?':W+[M:.C&6^&".F\])PCK4Y_ZJR/C4V0AWC6<-F)E&< T/'-,E>5F;M@_P@^OK[%- MQJ(.0*W";1F/MQ[1R "4X4-5]#
(/2,9\3]Q4E"3*$"Y .$R=AFY75=BC@.[: M_=Q]_05$Y"F&E+Y$)@^7\:0/4VSWJ>'%'(;^1@!CP'SA:O;ZFYEUPXUW@(P= MX4N2EX&X@/D)UFUXF=ZJ*D*> Y#'B0R*/H/]=1-N.@ALDC4!KZP)$.T:0#Q& MPJLVP+*(=?
60> ^&N:-6B(L%6"_%0C>T8:J7_3#V"K=+XNR629H0\L K7Y][M-97-]\AW[E%G& R')T&[UZVY2)W6N&TODK>BNGW!C7%9)KJX8?NVV+.:?4(5_OZPW&-MSO=42[QU>.@6.RC2 M1;?^6B]D32]K+J-"0?
MTVWS8;O5/[M_GH\>GOT\/D ,007Z]_OZ0WT-D*NM2 M-4J?HZ<](;VA]O#"]/8P=]):=6W5C_1TVX;*WHZ3H]:>[,Z9[H/<2U[TK;* M?KHM0[WQ^[;LT>('C?%YCRO0L0M,;W>RXHJB7A>T37&QF13YX& BHBL(M-
A=VU@PD)F1I[]6W$'01,XYXN&E'[@2.'.&_<7NB6OX =I9G>808=-SBNM9_ MP*OHG]#DVZW."37B,I,/^ 38@M>-MXT3MAQ<)$1[?,#Q:@C]3%)LC(;]%VO= M9=S6-
A?/QXQ)JNJB(.OX'C>%]TAH_/O/#&JXVTYQWU>TU5]2CSTWV%.3KXD; MADCGTHTXF;(=,@)_F18K@JJ]YI8G?'7=$GMRD:4X7/PMA+"^T M=>.Z<5[$/K>5ELTX(7;<7 -GA<_S.#+-FM6M AERA:^Y5-
,8_HE_DBE5@@T#JHHPNYR++J.]UYDE[0>GCA_QZ&B8Y\#_MY+);53-C=+.%U#MD M<0-JU/5-R27*]1XX>Y@SJ6!X@;&].O =F ,%C@)\Q'-#!]S/V?Z"ML]RT^IV MXY;AHEPW7.-'?W%5QDH641#8_-
]&K\$6EDZ#GNV4&Z^BW*SV$*]7;O8T!:U. M:FQJ@=UM-RVP5PVAQVN!/6Q:8&^]ZTT+[&=1JIXDI^[5->[NV+3 #ZWMV\>;WBXNS\X_^Z<>W\-_3W_YY<7;AG[_?ZRUX?_;Q]..; ML]/?O#?G']^>?='K^_SNXO??ON#R_/-
/[SY3T]V+INON"V69QY6NNU&Y!UFH M>Y"!V0\SA"?%+H<)Q:#XAZCWZW;;Y.S6QCF:$"C5V=0VJK_T]0YJNWY[TQC4 M^0@5>C+=L=GO%4PLUWDL;]+9'!N6L],8?Z-[EZ&EE$;H2*!X/&IU"IZL1JG7 M+4_&-Y/R)J4V:
[7=R'WI"7>IN"U<72\X:AXNO==*.U+;B U?Q?W4=!LU;\5% M,XFS23$-,]/<[31)4&']K.:@";,6RTT;V\?_7;--2Q5FNKF;:0W9ZY#+O<>- MU.&O;LO_S_^(FPOY$A<2&>:W859=/Q;FG[%W(\+0R -
EWQ1+NF:GOI>.@P% M[O>"')=7'028AMNM,A0EYB# :QBRD.SH59P5^)*X*[W2RH#3% M<:]'_E4P$__^![[<W0_=JAW1\&'J?]HOZX7.X$W9!4/,E!AUKC;MG?#$P+\L%O16 M8)7^-
)XA<_6P]Z3S6SB+BFV2<+I#NPCW*]35A>,(GGF#-5 M;1(JWK:5S[43>_6+;S09_;$G'\=HWJSV()V%R^I'M(*5#WG5*Y^C)V7E,Y2) M;@/2'$X(Y)4'4P,Q*H[X#&,Z"Y9#&,=$SQ%>SB=;J(5 MN8OBY]/#(S>EK6_Y?
[#'E(8BCP\ZAR8WY-LD?8+V@2_6F: M-U/*Y<:1523)RS]*:410A MJA ?J2.+:5F4]UR[)H]3G]>M:7&S\3Z2PY8\SU_55M?W-IW"[F9Q_I4WI, [MBL=$;(V&XS5,PD(B=&%YL4 J:]>7VCCA)BIB+D(Q.V2^:2$\)&0-

&,6T]T^6SN\E+7\M_+LOYN."5><@Y_[G='8)TDB#AB& MPZD?:?^N.'VYY1[,G.KR=Z5&T+_L1XM209!$)W&3KX$HC/*U_;L]V>3Z7OO8 M=QC#G0&"E(>UY$^FP5.6TUO;,17W[WZC[=]5; C7W-N!YDR[R3T_KN,D:.,\161S93']4#84<0C:,3 GCE'L8FIO,Q;>/6 MPFU&P!)D _:JZS\7ZGI$5MR1W15U_3KPGGC1P4#UV"EKCQZE,@AB >E#47UT MTGK^D<0KZKT\!W[AYU59TODY=$K8#D5J$[A*:_I?5=;T^F=!IG7^I5GQJ5GQ MK5G^L:-]?4PZ.)0%^[5&YS.\^3+'V.:9!N("4HNNT/ SX9 M=>C%-KL3@]64$/5P RJUX&EQ<:6(1'7#.XLSIHAM=-4&),V=<720B%?;1*8B M&OUZ4UZW@(B(6SOS?@@#154R2@&I;:6*!Y^PZTHORVO/29JZL4OU/E#DA*'4 MTZRF\$N4O! _6 9DH:J M'L5C(+\D]+HO@^Z_*I:AHRQW5I&CJNJ# 10P!HQZGCB4""//P\63A!T\TB] M*/'\7,*X4[(7E[BKVZOVFHK9NP"$6)AGS[=LW-9>=3B%W M^>53TG0?V"Z?01UKI2G3/P7I4'_+G[.;@LWZ)\GJDZW"FLO7A9_?^I.<%NI)]XO01N'=_""O+Y/,[*HN2:>993SBOV_^P,4/\A/F?XC8M?YE^]5?IYE:@2N MZ]<^.:N^.?//2&?_J+/_L+ {YFVP_/\B!C.WUN6;*C$' 54/=">@NIU:*4RD _ M^&)!T(8<:&X0(W["#;4:@G[[_64\'N#?6<8@!G#=&?DSCLG.6.0-@J#9OY_U M$;;3S?:?_QD0RB.A-M<\KX+:'P7: RL3#PTWT/U9MK,KB&R%ESTK>%W/L]0.Y#'^0^N.*>9@NY#ZXA%T1>Y <\;2Z[:F0%F=7O"I6A M?#M!>"8D_4CC[(6I!9"[Z>"1D:T_5BXE;1$9B?WHX)R&4T#ZY@Q1<*2Z^0G[I##GUJ*V?8LPJ@F.0#V/!K/#+:]77] ML!/P3;&<8;0@#W_^E)Y1^;P=TQ8Z703WC%7ORH6T%>F&!]L=.UX>_-1R4V)P3 MRFY%W(47F"],V!PIN9\A8.W$80H6..3W?1:0UT%108=?:?,8@Q5AVB?0W_LO M[!]^'[4I/QICN>'FK"#?8X0R'0=K&>0!"76H:+PY9>S>>S'HAU!Z,)13B M.UQT9M8Y5P!X7;OF"J&60!TXURXY*3RRL>?+6O%=M^"I/D>PB*A!-U]H#;C MI%#,O-UOZ@$CNF53N>RQMC6 MI9YR5[PJ-V>M':\B$FK.)E@\YQ=]U2$K;XU_FLJE1\KW.@&6SDS_<=GGI'P_OI:OY([@3)SN M.+P+O22-UW&X4#*RVPS*3"MZAPDS912ZX<9QXO^>!4F0M64E(M34MU_PU=O)JLO1N(J&1+@X?=3?LJ^A?QTXQ_>WU]IMQP!.WPC31*$;GO.5{J M\3>=9D:-00E'G,PMHG^!5><8F3"=R"A)@#@W>6GQY#SNC'\\K"GO8' ##KWB_ME;VLS\;SL/$:1NJ"[^VT0:-^ CO$!"X?X]-N5Y.C\8KQDLMQ;D:6;7*=9MA! M'6:(R,BTQ-7RC>^.4]_S9"7RNZF]!=:;80= F/%52JBM%S0VK9"4*,Z?PE*? MESVAR5IC/R.:,5E#-+IV\.'%'F5$L(WK$Q,!58;+3DOL 'C@U]&+#H*98ZS MTSC*DAXYX;1]L3W\^ZAHO(;8.EN+%M."'!+RNF.O/:Y5=12H,H"?P\+$*QEO"FA/?8VGO9 M8N-GZQDWBK*BECQ%D^P95] 0"J,C]WTYK>C;P^YHOHKX%2UX)9=$L79E[:&(M.'#?UU!B5>JOHB -0%#,XL+&NVL_Y;DC=_TN;;9T"S:EYW C9V*] 92)CMSE MN[2A;Q$/:>Q_ODH2=EH:S0FPLD0-1H:"[H"Q8C2:'1&+{I"%D.IFRJX!XON$''^# M(:! NV,3,>8/.J:*P\,4VUZ#05%VP#8SA,P.WON7VO^CO<09XP/&LLFH"M4 MP!PP7<&)E M[)2{%UE>,[E(HJ:U*ZNZXL4&##0QZ_F!OAPQ$;'+^?D)4X"Q5;9:H873=?[MPB>B76Y(J2S2^5Y5HS, &8A=VUS3H13]-GB:,5*9%JT#H-T_M.S:I/PABBM&!N/$8P1&AF5HQ.E24G;#C:?I#!.:%)8<8;J?+4D(?-@E767AD M#WEB=T'" _C5/GS790L"]L6,Z>D!C1)\C:TI*YD<:)WT4Q;(?6I?!LH\G= [;6 0=RP*_0VV0{HQ+?:-B;}IY9/-"&4UV32VFUAO1W! MT5Q^6]#"J,4WWYYF"9M.DH"3WDD['_IR4@+1K;.BF16N$5K;+*"K&_AIY!&M58LL.SGK'KPE4Y3I#@Q>OXI\=;D):7/L&PM8IAHYL+@.^!]3T2YH'>M>*"[* 9GNN2$<+ <(:[TO{IA'30UZR M&L?^D&)4P_[R$?2?Q]Z*']$\"[85AZQY8W)J8M$U%U5KUAQ'1%4EFOLO7E<1 MOT/'=#,>-4^A_T4ZXAX=0 X,/%*O6@5L,: V^[H'\1.DNF,B'5 ."@A.R U M@T?0#52Y?8IO8WLQ.")Z:FCV^@%M3#;I8H]L? L[&ZMC$BH-<]KC1[[6 TGY MT';+2VORR"[Q:]X/G=>\{3"S8ISMD]UL.]3Q\6X<"G2O=,+6;AB3J9 CA*3@ MO[NUYM79@K2@U'HX"8SJ.49."O[CV0/C6Q[ROB_BZ69;=")1/Z%INNT?1&IZ MT-_-6M/2095)FCL""T3DVI&;8H*PH0O^Y?6TM1[9K6;85FJE,+48+Z00_7[;M7MG;*"UI!T>61._#I!-Y-7(A\&&@Z/8I11/YS_MLZTHD.E&E& M.4#*O_#_X0G[V&_^?U!+ 0(4 Q0 (_)J**EI.5BD>>[$ "#$M,2YH=&U02P$"% ,4 "_":BBI:_%&O^Z%D M GY ("P @ &BL0 97@Q,"TS-BYH=&U02P$"% ,4 M" ":BBI:E@J[]1X) >A0 "0 @ %L%@$ 97@Q,##4N,2YH=&U02P$"% ,4 " ": MBBI:)CQ:GUC/PUR$ *XB 0 " M ?!@ 0!F;W)M,3 H:U\P,#(N:G!G4$L! A0#% @ FHHJ6KJOOE V$0 MVA$! ({!]8(! &90'-D4$L! A0#% @ FHHJ6A8H M_V4!%P 340! !4 (!5;P% '-T XML 97 forms-1_htm.xml IDEA: XBRL DOCUMENT 0001737995 2024-01-012024-09-30 0001737995 dei:BusinessContactMember 2024-01-012024-09-30 0001737995 2023-12-31 0001737995 2022-12-31 0001737995 STSS:ReverseStockSplitMember 2023-12-31 0001737995 STSS:ReverseStockSplitMember 2022-12-31 0001737995 2024-09-30 0001737995 2023-01-012023-12-31 0001737995 2022-01-012022-12-31 0001737995 2024-07-012024-09-30 0001737995 2023-07-012023-09-30 0001737995 2023-01-012023-09-30 0001737995 us-gaap:PreferredStockMember 2021-12-31 0001737995 us-gaap:CommonStockMember 2021-12-31 0001737995 STSS:CommonStockSubscriptionReceivableMember 2021-12-31 0001737995 us-gaap:AdditionalPaidInCapitalMember 2021-12-31 0001737995 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2021-12-31 0001737995 us-gaap:RetainedEarningsMember 2021-12-31 0001737995 2021-12-31 0001737995 us-gaap:PreferredStockMemberSTSS:ReverseStockSplitMember 2022-12-31 0001737995 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Hayes105 Maxess RoadSte. 124MelvilleNY11747(631)574 -4436Non-accelerated Filertruefalse30129084170897116508667491709135185804483855144234506822142700489012857541131611789268118396567941075432264760903114582422785115183836929822006522162000151251490042539286-9841638-4639662882177654572963023101259229055112999851-181000-169583-5211911560000-3000020511255043344463-4968216958754144146234109127351200041551210435-2-8507300-6433159209678698277542662365576-698277-3117916802962814202975200000032500802962812235475179607331-11579892691731417089714791663012908417089747111496000055431236361260435<p id="xdx_801_eus-gaap--BusinessDescriptionAndBasisOfPresentationTextBlock_zxnnhTHlnSw1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 1. Description of Business   Nature of Business   Sharps

Technology, Inc. (“Sharps” or the “Company”) is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products.   The accompanying consolidated financial statements include the accounts of Sharps Technology, Inc. and its wholly owned subsidiaries, Safegard Medical (Hungary) KFT, collectively referred to as the “Company.” All intercompany transactions and balances have been eliminated.   The Company’s fiscal year ends on December 31.   On April 13, 2022, the Company’s Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14.2 million on April 19, 2022 (See Note 8).   14200000 Note 2. Summary of Significant Accounting Policies   Basis of Presentation   The accompanying consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles (“GAAP”) in the United States (“U.S.”) and are expressed in U.S. dollars.   The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of December 31, 2023, the Company used cash in operations of $8,507,300 and has cash of $3,012,908 which is not sufficient to fund the Company’s planned operations for the next 12 months. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent upon the Company’s ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its future development and commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.   Use of Estimates   The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of December 31, 2023, the most significant estimates relate to derivative liabilities and stock-based compensation.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At December 31, 2023 and 2022, the Company had no cash equivalents.   Inventories   The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At December 31, 2023 and 2022, inventory is comprised of raw materials, components and finished goods.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   <p id="xdx_848_eus-gaap--FairValueMeasurementPolicyPolicyTextBlock_zcHPw9YdzgV4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Fair Value Measurements   ASC 820, Fair Value Measurements and Disclosures, require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value.   The Company’s outstanding warrants are fair valued on a recurring basis with the trading price or FMV using Black Sholes which could cause fluctuations in operating results at the reporting periods.   Level 1   Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.   Level 2   Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.   Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.   Level 3   Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.   Fixed Assets   Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company’s fixed assets consist of land, building, machinery and equipment, molds, computer system and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – <span id="xdx_900_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zDcXnDaTcg23" title="Property plant and equipment asset useful life">20 years, Machinery and Equipment – <span id="xdx_903_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--

PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MinimumMember_zvfMOOj4TIpk" title="Property plant and equipment asset useful life">3 -<span id="xdx_90A_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MaximumMember_zUMsxKx0X3a1" title="Property plant and equipment asset useful life">10 years and Computer systems and Website – <span id="xdx_901_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--WebsiteMember_zWiJepiw6Kn" title="Property plant and equipment asset useful life">3 years. The expected life for Molds is based lesser of the number of parts that will be produced based on the expected mold capability or 5 years.   <p id="xdx_840_eus-gaap--ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock_zmMDNT80fh78" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Impairment of Long-Lived Assets   Long-lived assets are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.   The Company recorded an impairment of $560,000 during the year ended December 31, 2023 and no impairment during the year ended December 31, 2022.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   Purchased Identified Intangible Assets   Identified Intangible Assets   The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of finite-lived intangible assets on an annual basis, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.   Stock-based Compensation Expense   The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. For restricted stock awards, the estimated fair value is generally the fair market value of the underlying stock on the grant date. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.   Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   Derivative Instruments   The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 480"), Distinguishing Liabilities from Equity ("ASC 480") and ASC 815, Derivatives and Hedging ("ASC 815"). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company's own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company's control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.   At their issuance date and as of December 31, 2023, certain warrants (see Notes 8 and 10) are accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company's consolidated statements of operations.   <p id="xdx_84B_eus-gaap--ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock_z25bVpJcwPed" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Foreign Currency Translation/Transactions   The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders' equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the consolidated statements of operations.   Comprehensive income (loss)   Comprehensive income (loss) consists of the Company's consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at December 31, 2023 and 2022. Accumulated other comprehensive income (loss) is a separate component of stockholders' equity and consists of the cumulative foreign currency translation adjustments.   Basic and Diluted Loss Per Share   The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Basic EPS includes the <span id="xdx_901_eus-gaap--WeightedAverageNumberOfSharesOutstandingBasic_c20230101__20231231__us-gaap--StatementEquityComponentsAxis__custom--PrefundendWarrantsMember_z3vCF5v4Sfsc" title="Weighted average shares outstanding basic">3,381,479 of pre-funded warrants (see Note 8). Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of December 31, 2023, there were <span id="xdx_909_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c20230101__20231231__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionsAndWarrantsMember_zow9wS5509o5" title="Antidilutive

securities shares">22,950,155 stock options and warrants that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.   Income Taxes   The Company must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company’s tax provision in a subsequent period.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   The provision for income taxes was comprised of the Company’s current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company’s tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company’s deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company’s ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.   Research and Development Costs   Research and development costs are expensed as incurred.   Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.   <p id="xdx_840_eus-gaap--CommitmentsAndContingenciesPolicyTextBlock_zMAjVtdbmft2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Contingencies   Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.   <p id="xdx_84E_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zC2pqT1WNqxh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recent Accounting Pronouncements   On August 5, 2020, the FASB issued ASU 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity’s own equity. The ASU is part of the FASB’s simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer’s accounting for convertible debt instruments, requires entities to provide expanded disclosures about “the terms and features of convertible instruments” and how the instruments have been reported in the entity’s financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, Earnings per Share, on the computation of EPS for convertible instruments and contracts on an entity’s own equity. An entity can use either a full or modified retrospective approach to adopt the ASU’s guidance. The ASU’s amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company is currently evaluating the impact of ASU 2020-06 on its consolidated financial statements and does not expect the adoption of this amended guidance to have a material impact on the Company’s consolidated financial statements.   In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, and for non-public companies for annual reporting periods beginning after December 15, 2025, with early adoption permitted for both. The Company will adopt the new standard in the annual reporting period beginning after December 15, 2025 and is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.   The Company does not expect the adoption of any accounting pronouncements to have a material impact on the consolidated financial statements.   The Company reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Basis of Presentation   The accompanying consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles (“GAAP”) in the United States (“U.S.”) and are expressed in U.S. dollars.   The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of December 31, 2023, the Company used cash in operations of $8,507,300 and has cash of $3,012,908 which is not sufficient to fund the Company’s planned operations for the next 12 months. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent upon the Company’s ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its future development and commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.   -85073003012908 Use of Estimates   The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of December 31, 2023, the most significant estimates relate to derivative liabilities and stock-based compensation.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At December 31, 2023 and 2022, the Company had no cash equivalents.   00 <span

id="xdx_86F_zdkCVDwqh8qb">Inventories   The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At December 31, 2023 and 2022, inventory is comprised of raw materials, components and finished goods.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   <p id="xdx_848_eus-gaap--FairValueMeasurementPolicyPolicyTextBlock_zcHPw9YdzgV4" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Fair Value Measurements   ASC 820, Fair Value Measurements and Disclosures, require an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value.   The Company's outstanding warrants are fair valued on a recurring basis with the trading price or FMV using Black Sholes which could cause fluctuations in operating results at the reporting periods.   Level 1   Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.   Level 2   Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.   Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.   Level 3   Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.   Fixed Assets   Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds, computer system and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – <span id="xdx_900_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zDcXnDaTcg23" title="Property plant and equipment asset useful life">20 years, Machinery and Equipment – <span id="xdx_903_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MinimumMember_zvfMOOj4TIpk" title="Property plant and equipment asset useful life">3 -<span id="xdx_90A_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MaximumMember_zUMsxKx0X3a1" title="Property plant and equipment asset useful life">10 years and Computer systems and Website – <span id="xdx_901_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20231231__us-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--WebsiteMember_zWiJepiw6Kn" title="Property plant and equipment asset useful life">3 years. The expected life for Molds is based lesser of the number of parts that will be produced based on the expected mold capability or 5 years.   P20YP3YP10YP3Y<p id="xdx_840_eus-gaap--ImpairmentOrDisposalOfLongLivedAssetsPolicyTextBlock_zmMDNT80fh78" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Impairment of Long-Lived Assets   Long-lived assets are reviewed annually for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.   The Company recorded an impairment of $560,000 during the year ended December 31, 2023 and no impairment during the year ended December 31, 2022.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   560000 Purchased Identified Intangible Assets   Identified Intangible Assets   The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of finite-lived intangible assets on an annual basis, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.   Stock-based Compensation Expense   The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. For restricted stock awards, the estimated fair value is generally the fair market value of the underlying stock on the grant date. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis. <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0;

text-align: justify"> Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   Derivative Instruments   The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC 480”), Distinguishing Liabilities from Equity (“ASC 480”) and ASC 815, Derivatives and Hedging (“ASC 815”). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company’s own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company’s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.   At their issuance date and as of December 31, 2023, certain warrants (see Notes 8 and 10) are accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company’s consolidated statements of operations.   <p id="xdx_84B_eus-gaap--ForeignCurrencyTransactionsAndTranslationsPolicyTextBlock_z2SbVpJcwPed" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Foreign Currency Translation/Transactions   The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders’ equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the consolidated statements of operations.   Comprehensive income (loss)   Comprehensive income (loss) consists of the Company’s consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at December 31, 2023 and 2022. Accumulated other comprehensive income (loss) is a separate component of stockholders’ equity and consists of the cumulative foreign currency translation adjustments.   Basic and Diluted Loss Per Share   The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Basic EPS includes the <span id="xdx_901_eus-gaap--WeightedAverageNumberOfSharesOutstandingBasic_c20230101__20231231__us-gaap--StatementEquityComponentsAxis__custom--PrefundendWarrantsMember_z3vCFSv4Sfsc" title="Weighted average shares outstanding basic">3,381,479 of pre-funded warrants (see Note 8). Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of December 31, 2023, there were <span id="xdx_909_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c20230101__20231231__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionsAndWarrantsMember_zow9w55509o5" title="Antidilutive securities shares">22,950,155 stock options and warrants that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.   33814792295015 Income Taxes   The Company must make certain estimates and judgments in determining income tax expense for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company’s tax provision in a subsequent period.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 2. Summary of Significant Accounting Policies (continued)   The provision for income taxes was comprised of the Company’s current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company’s tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company’s deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company’s ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.   Research and Development Costs   Research and development costs are expensed as incurred.   Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.   <p id="xdx_840_eus-gaap--CommitmentsAndContingenciesPolicyTextBlock_zMAjVtdbmft2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Contingencies   Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.   <p id="xdx_84E_eus-gaap--NewAccountingPronouncementsPolicyPolicyTextBlock_zC2pqT1WNqxh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Recent Accounting Pronouncements   On August 5, 2020, the FASB issued ASU 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity’s Own Equity (Subtopic 815-40), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity’s own equity. The ASU is part of the FASB’s simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer’s accounting for convertible debt

instruments, requires entities to provide expanded disclosures about “the terms and features of convertible instruments” and how the instruments have been reported in the entity’s financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, Earnings per Share, on the computation of EPS for convertible instruments and contracts on an entity’s own equity. An entity can use either a full or modified retrospective approach to adopt the ASU’s guidance. The ASU’s amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company is currently evaluating the impact of ASU 2020-06 on its consolidated financial statements and does not expect the adoption of this amended guidance to have a material impact on the Company’s consolidated financial statements.   In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, and for non-public companies for annual reporting periods beginning after December 15, 2025, with early adoption permitted for both. The Company will adopt the new standard in the annual reporting period beginning after December 15, 2025 and is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.   The Company does not expect the adoption of any accounting pronouncements to have a material impact on the consolidated financial statements.   The Company reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations. Note 3. Inventories   Inventories, net consisted of the following at December 31, 2023 and 2022: Schedule of Inventories <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%">
<tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20231231_zP3RLzx3Hdr8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> December 31, 2023 </td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20221231_zaiuNWHgSB5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> December 31, 2022 </td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--InventoryRawMaterialsNetOfReserves_iI_maINzcUe_zj891ZoM6wF1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Raw materials</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">254,461</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">106,088</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--InventoryWorkInProcessNetOfReserves_iI_maINzcUe_zl5kEwucRDCe" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Work in process</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">170,464</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">49,144</td><td style="text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--InventoryFinishedGoodsNetOfReserves_iI_maINzcUe_zzZPgUwfNfLf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Finished goods</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,284,210</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">30,572</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--InventoryNet_iTI_mtINzcUe_zQlw3jmBTngg" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Total</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">1,709,135</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">185,804</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table>   Inventories, net consisted of the following at December 31, 2023 and 2022:
Schedule of Inventories <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%">
<tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20231231_zP3RLzx3Hdr8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> December 31, 2023 </td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20221231_zaiuNWHgSB5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> December 31, 2022 </td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--InventoryRawMaterialsNetOfReserves_iI_maINzcUe_zj891ZoM6wF1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Raw materials</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">254,461</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">106,088</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--InventoryWorkInProcessNetOfReserves_iI_maINzcUe_zl5kEwucRDCe" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Work in process</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">170,464</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">49,144</td><td style="text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--InventoryFinishedGoodsNetOfReserves_iI_maINzcUe_zzZPgUwfNfLf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Finished goods</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,284,210</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">30,572</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--InventoryNet_iTI_mtINzcUe_zQlw3jmBTngg" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Total</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">1,709,135</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">185,804</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 2544611060881704644911441284210305721709135185804<p id="xdx_809_eus-gaap--PropertyPlantAndEquipmentDisclosureTextBlock_zoKkeKrJuN94" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 4. Fixed Assets   Fixed asset, net, as of December 31, 2023 and 2022, are summarized as follows: Schedule of Property, Plant and Equipment <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 85%">
<tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49F_20231231_zWFww1Q28DAl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> December 31, 2023 </td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49F_20221231_z3IwxSHnt11c" style="border-bottom: Black 1pt solid; text-align: center"> December 31, 2022 </td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr id="xdx_40A_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LandMember_zMoBJf64Ur01" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 56%">Land</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">260,460</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">242,240</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zABltg7WUrg8" style="vertical-align: bottom; background-color: White"> <td>Building</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,022,490</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,824,481</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember_ziNklABgBeNb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Machinery and Equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,464,317</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,601,293</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--ComputerSystemsAndWebsiteAndOtherWebsiteMember_zlLiCGZNgKef" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Computer and Website</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">290,661</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,600</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--PropertyPlantAndEquipmentGross_iI_maPPAENzHVU_z02D76mnsUuf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> Total Fixed Assets </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">8,037,928</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,684,614</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment_iNI_di_msPPAENzHVU_zaXpSGBuV5O7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Less: accumulated depreciation</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,215,786)</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(679,724)</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_400_eus-gaap--PropertyPlantAndEquipmentNet_iTI_mtPPAENzHVU_zjZ9c7oVtg2e" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Fixed asset, net</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">6,822,142</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">7,004,890</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table>   Depreciation expense of fixed assets for the year ended December 31, 2023 and 2022 was $876,064 and $647,690, respectively. Substantially, all of the Company’s fixed assets are located at the Company’s Hungary location.   In the fourth quarter of 2023, the Company recorded, in Research and Development expenses, an asset impairment of $<span id="xdx_90C_eus-gaap--AssetImpairmentCharges_c20231001__20231231__us-gaap-

-PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember_zp7fG2VATTmb" title="Asset impairment">560,000 relating to Molds, which were included in Machinery and Equipment, due to a decision to discontinue usage of certain molds.   During the year ended December 2022, the Company recorded $63,612 in fixed asset costs relating to the estimated fair market value for options granted in 2021 for the acquired machinery. As of December 31, 2023, the Company has $100,000 in remaining payments for machinery purchased, which is included in accounts payable.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> <p id="xdx_893_eus-gaap--PropertyPlantAndEquipmentTextBlock_zPUvEoseWice" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Fixed asset, net, as of December 31, 2023 and 2022, are summarized as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> Schedule of Property, Plant and Equipment</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 85%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49F_20231231_zWFwv1Q28DAl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"><p style="margin-top: 0pt; margin-bottom: 0pt">December 31,</p> <p style="margin-top: 0pt; margin-bottom: 0pt">2023</p></td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49F_20221231_z3IwxSHnt11c" style="border-bottom: Black 1pt solid; text-align: center"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">December 31,</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">2022</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr id="xdx_40A_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LandMember_zMoBJf64Ur01" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 56%">Land</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">260,460</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">242,240</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zABltg7WUrg8" style="vertical-align: bottom; background-color: White"> <td>Building</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,022,490</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,824,481</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember_ziNklABgBeNb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Machinery and Equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,464,317</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,601,293</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--ComputerSystemsAndWebsiteAndOtherWebsiteMember_zlLiCGZNgKef" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Computer and Website</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">290,661</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">16,600</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--PropertyPlantAndEquipmentGross_iI_maPPAENzHVU_z02D76mnsUuf" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> Total Fixed Assets </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">8,037,928</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">7,684,614</td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment_iNI_di_msPPAENzHVU_zaXpSGBuV5O7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Less: accumulated depreciation</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,215,786)</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(679,724)</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_400_eus-gaap--PropertyPlantAndEquipmentNet_iTI_mtPPAENzHVU_zjZ9c7oVtg2e" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Fixed asset, net</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">6,822,142</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">7,004,890</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 26046024224030224902824481446431746012932906611660080379287684614121578667972468221427004890876064647690560000063612100000 Note 5. Asset Acquisition   In June 2020, the Company entered into a Share Purchase Agreement (“Agreement”) with Safegard Medical (“Safegard”) and amendments to the Agreement, collectively, the Agreements, to purchase either the stock or certain assets of a manufacturing facility for $2.5M in cash, plus additional consideration of <span id="xdx_906_eus-gaap--StockIssuedDuringPeriodSharesAcquisitions_c20200601__20200630__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zoUph2Jvco1l" title="Additional consideration, shares">28,571 shares of common stock with an estimated fair market value of $<span id="xdx_90D_eus-gaap--SharePrice_iI_c20200630__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zusBsFuv4O28" title="Share price">7.00, <span id="xdx_90E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod_c20200601__20200630__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--AwardTypeAxis__us-gaap--StockOptionMember_znpAjWNBL8P" title="Stock options issued">35,714 stock options with an exercise price of $<span id="xdx_905_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_pid_c20200601__20200630__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--AwardTypeAxis__us-gaap--StockOptionMember_zxoaLKrp7J9f" title="Exercise price">7.00 and <span id="xdx_901_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriod_c20200601__20200630__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--AwardTypeAxis__custom--StockOptionOneMember_zJ5xH3qr5Pkj" title="Stock options issued">50,000 stock options with an exercise price of $<span id="xdx_90C_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExercisesInPeriodWeightedAverageExercisePrice_pid_c20220705__20220706__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--AwardTypeAxis__custom--StockOptionOneMember_zlzOlvILktRe" title="Exercise price">4.25. The purchase price includes the fair market value of the common stock of $<span id="xdx_904_ecustom--FairMarketValueOfCommonStock_c20200601__20200630__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--CommonStockMember_zwJctNKXD3J6" title="Fair market value of common stock">200,000 and the vested options of $183,135. The Agreements provided the Company various periods for due diligence and post due diligence, requirements for escrow payments through the closing date (“Closing Date”).   Through the Closing Date, the Agreements provided the Company with the exclusive use of the facility in exchange for payment of the facility’s operating costs. The monthly fee (“Operating Costs”), which primarily covered the facility’s operating costs, was mainly comprised of the seller’s workforce costs, materials and other recurring monthly operating cost.   During the year ended December 31, 2022, the Company had remitted $594,000, respectively for the aforementioned Operating Costs. The remittance of operating costs was discontinued after the Closing Date. These costs were included in research and development expense in the consolidated statement of operations as the activities at the facility in 2022 were related to design and testing of the Company’s products.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 5. Asset Acquisition (continued)   The acquisition of Safegard, which closed on July 6, 2022, did not meet the definition of a business pursuant to ASC 805-10, and accordingly was accounted for as an asset acquisition in accordance with ASC 805-50. The cost of the acquisition was $2,936,712, including transaction costs of $53,576, with the allocation to the assets acquired on a relative fair value basis. The intangibles relate to permits and a limited workforce acquired. Under ASC 805-50, no goodwill is recognized. The operating results for Safegard are included in the consolidated balance sheet and consolidated statements of operations for the period beginning after the closing on July 6, 2022.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_897_eus-gaap--ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock_zYnRON4oCd9g" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The relative fair value of the assets acquired and related deferred tax liability is as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify"> Schedule of Fair Value of the Assets Acquisition</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 60%"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_493_20220706__us-gaap--BusinessAcquisitionAxis__custom--SafegardMedicalIncMember_z8jfhEywzJwd" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLand_iI_maBCRIAzqVv_zgKz5DNiWW1b" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%">Land</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">226,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedBuildings_iI_maBCRIAzqVv_z4o0moTfk161" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Building and affixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,684,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquipment_iI_maBCRIAzqVv_zxo4Cnum8AIj" style="vertical-align: bottom; background-color:

rgb(204,238,255)"> <td>Machinery</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">158,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory_iI_maBCRIAzqVv_z8bi35VTpHfb" style="vertical-align: bottom; background-color: White"> <td>Inventory</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">32,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles_iI_maBCRIAzqVv_zs0rD6bcn8G4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Intangibles</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">64,712</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedDeferredTaxLiabilities_iNI_di_msBCRIAzqVv_zY4qYyAyt4Md" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Deferred tax liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(192,000</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssets_iTI_mtBCRIAzqVv_zahGjZNGCkwk" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Total</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,936,712</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> <p id="xdx_8AD_zhd8uPXxv0fk" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The useful lives for the acquired assets is Building - 20 years; Machinery - 5 to 10 years; Intangibles - 5 years. The related depreciation and amortization is being recorded on a straight-line basis.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 2500000285717.00357147.00500004.252000001831355940002936712535576<p id="xdx_897_eus-gaap--ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock_zYnRON4oCd9g" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The relative fair value of the assets acquired and related deferred tax liability is as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify"> Schedule of Fair Value of the Assets Acquisition</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 60%"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_493_20220706__us-gaap--BusinessAcquisitionAxis__custom--SafegardMedicalIncMember_z8jfhEywzJwd" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLand_iI_maBCRIAzqVv_zgKz5DNiWW1b" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 78%">Land</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">226,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedBuildings_iI_maBCRIAzqVv_z4o0moTfk161" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Building and affixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,684,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquipment_iI_maBCRIAzqVv_zxo4Cnum8AIj" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Machinery</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">158,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory_iI_maBCRIAzqVv_z8bi35VTpHfb" style="vertical-align: bottom; background-color: White"> <td>Inventory</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">32,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles_iI_maBCRIAzqVv_zs0rD6bcn8G4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Intangibles</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">64,712</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedDeferredTaxLiabilities_iNI_di_msBCRIAzqVv_zY4qYyAyt4Md" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Deferred tax liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(192,000</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssets_iTI_mtBCRIAzqVv_zahGjZNGCkwk" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Total</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,936,712</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 22600026840001580003200064721920002936712P20YP5YP10YP5Y<p id="xdx_801_eus-gaap--OtherAssetsDisclosureTextBlock_zPmnljuk5xi1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 6. Other Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89A_eus-gaap--ScheduleOfOtherAssetsTableTextBlock_zIGFjiFojy87" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Other assets as of December 31, 2023 and 2022 are summarized as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify"> Schedule of Other Assets</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49F_20231231_z5bdXbgC7sBh" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_491_20221231_zaS8ZjMFTSd6" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_403_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_maOANzzDQ_z3R17s4dQmzc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Intangibles, net</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">52,513</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td><td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">62,480</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--DepositsAssets_iI_maOANzzDQ_zMNSmwMjaYWa" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Deposits or advance payments on machinery, molds and components (see Note 15)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><p style="margin: 0"></p></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">336,466</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--OtherAssetsMiscellaneousNoncurrent_iI_maOANzzDQ_zdth0WrOGOm8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Other</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">76,062</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">12,370</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--OtherAssetsNoncurrent_iTI_mtOANzzDQ_zOelROCnvAn1" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Other assets</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">128,575</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">411,316</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table>   Intangibles are related to the Asset Acquisition (see Note 5) and consist of an acquired workforce and permits. Amortization for the year ended December 31, 2023 was $15,184.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89A_eus-gaap--ScheduleOfOtherAssetsTableTextBlock_zIGFjiFojy87" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Other assets as of December 31, 2023 and 2022 are summarized as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt; text-align: justify"> Schedule of Other Assets</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_49F_20231231_z5bdXbgC7sBh" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td><td style="font-weight: bold"> </td> <td colspan="2" id="xdx_491_20221231_zaS8ZjMFTSd6" style="font-weight: bold; text-align: center">December 31,</td><td style="font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2"> </td><td> </td></tr> <tr id="xdx_403_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_maOANzzDQ_z3R17s4dQmzc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Intangibles, net</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">52,513</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">62,480</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--DepositsAssets_iI_maOANzzDQ_zMNSmwMjaYWa" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Deposits or advance payments on machinery, molds and components (see Note 15)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><p style="margin: 0"></p></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">336,466</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--OtherAssetsMiscellaneousNoncurrent_iI_maOANzzDQ_zdth0WrOGOm8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Other</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">76,062</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">12,370</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--OtherAssetsNoncurrent_iTI_mtOANzzDQ_zOelROCnvAn1" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Other assets</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">128,575</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">411,316</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table> 525136248033646676062123701285754113161518 Note 7. Debt Financing   On September 20, 2024, the Company entered into a securities purchase agreement (the “Securities Purchase Agreement”) and a Senior Secured Note (the “Note”) for an aggregate principal amount of $<span id="xdx_902_eus-gaap--

DebtInstrumentFaceAmount_iI_c20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zLhAszuPB6J9">4,375,000, including OID interest of $<span id="xdx_902_eus-gaap--DebtInstrumentIncreaseAccruedInterest_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zBi0uGzRoV8j" title="Original issue discount (OID)">875,000 maturing on <span id="xdx_909_eus-gaap--DebtInstrumentMaturityDate_dd_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zuMKRwZ44Unl">January 31, 2025, with certain purchasers (the "Purchasers"), and the issuance of approximately <span id="xdx_909_ecustom--NumberOfUnregisteredCommonStockIssuedDuringPostReverseShares_pid_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zsgBJOT2Re7b" title="Number of unregistered common stock issued during post reverse shares">259,091 (pre reverse - <span id="xdx_908_ecustom--NumberOfUnregisteredCommonStockIssuedDuringPreReverseShares_pid_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember__us-gaap--AwardTypeAxis__custom--PreReverseMember_zaQgLgiCUT1h" title="Pre reverse">5,700,006) unregistered shares of the Company's Common Stock. The aggregate gross proceeds to the Company were approximately $<span id="xdx_90B_eus-gaap--ProceedsFromIssuanceOfDebt_pn5n6_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zMEoMg7hte01">3.5 million, before deducting fees to the placement agent and other offering expenses payable by the Company of $<span id="xdx_90E_ecustom--PlacementAgentAndOtherOfferingExpenses_pid_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zss4mj0OW3bf" title="Closing costs">514,700 and an escrow deposit of $250,000 required until certain security liens are filed. The Note and the common stock were recorded at the relative fair values of $<span id="xdx_904_eus-gaap--DebtInstrumentFairValue_iI_pn5n6_c20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zYdWHTDxdjGk">2.6M and $<span id="xdx_905_ecustom--CommonStockFairValue_iI_c20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_z0faco6l3FHk" title="Common stock fair value">852,000, respectively, in accordance with ASC 470-20-25-2. The aforementioned expenses were allocated based on the aforementioned fair values as a reduction to the carrying amount of the debt and a reduction of the equity in accordance with ASC 505-10. For the three and nine months ended September 30, 2024, the Company recorded accreted interest and fees of $75,192. 43750008750002025-01-31259091570000635000005147002500002600000852000750192 Note 7. Note Purchase Agreement   On December 14, 2021, the Company entered into a Note Purchase Agreement ("NPA") with three unrelated third-party purchasers ("Purchasers"). The Purchasers provided financing to the Company in the form of bridge financing, aggregating principal of $<span id="xdx_903_eus-gaap--DebtInstrumentFaceAmount_iI_c20211214__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__srt--TitleOfIndividualAxis__custom--UnrelatedThirdPartyPurchasersMember_zNKzG7EyFY2g" title="Debt instrument face amount">2,000,000 (the "Notes"). The principal under the Notes shall be payable on the earlier of (i) December 14, 2022, and (ii) the date on which the Company consummates an initial public offering ("IPO"), herein referred to as the "Maturity Date". The Notes bore interest at <span id="xdx_907_eus-gaap--DebtInstrumentInterestRateStatedPercentage_iI_pid_dp_uPure_c20211214__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__srt--TitleOfIndividualAxis__custom--UnrelatedThirdPartyPurchasersMember_zPN4mSCoOr6j" title="Interest rate">8% with interest payments due monthly. The Company and the Purchasers had entered into a Security Agreement whereby the Notes were collateralized by substantially all the assets of the Company, both tangible and intangible both currently owned with stated exclusions, as defined, and any future acquired with stated exclusions, as defined.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 7. Note Purchase Agreement (continued)   The NPA provided for covenants that until all of the Notes have been converted, exchanged, redeemed or otherwise satisfied in accordance with their terms, the Company shall not, and the Company shall not permit any of its subsidiaries without the prior written consent of the Purchasers: a) incur or guarantee any new debt, b) issue any securities that would cause a breach or default under the NPA, c) incur any liens other than permitted, d) redeem or repurchase shares, e) declare or pay any cash dividend or distribution, e) sell, lease or dispose of assets other than in the ordinary course of business, or f) engage in different line of business.   <span id="xdx_909_eus-gaap--DebtInstrumentDescription_c20211213__20211214__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__srt--TitleOfIndividualAxis__custom--UnrelatedThirdPartyPurchasersMember_zAcZWuH4Ihpg" title="Debt description">As additional consideration to the Purchasers for providing the financing, the Company also agreed to a) issue each Purchaser a number of shares of the Company's Common Stock equal to 50% of the original principal amount of each Purchaser's Note (the "Contingent Stock") and b) issue each Purchaser a number of warrants, which would allow the Purchasers to purchase additional shares of the Company's Common Stock, equal to 50% of the original principal amount each Purchaser's Note for a term of 5.0 years (the "Contingent Warrants").   For both the Contingent Stock and the Contingent Warrants, the number of shares and warrants that each Purchaser will be issued was unknown at the time of the NPA and was determined based on a formula of 50% of the original principal amount divided by a "Subsequent Offering Price" based on the valuation in a future offering of Common stock or other equity interest in the Company (such offering referred to as a "Consummated Offering") during the period beginning on December 14, 2021 through and including the date the Company consummates an initial public offering ("IPO") (such period referred to as the "Subsequent Offering Period").   In accordance with ASC 480-10-25-14, a fixed monetary amount exists at inception for the total value of Contingent Stock that may be issued to each Purchaser. The Contingent Stock is not considered outstanding at inception, as it will only be issued upon the consummation of a Consummated Offering, and accordingly, is a conditional obligation. As such the fair market value ("FMV") of the Contingent Stock at inception was $677,000, which was recorded as debt discount. Similarly, a fixed monetary amount further exists at inception for the total value of Contingent Warrants that may be issued to each Purchaser. Accordingly, a conditional obligation exists and as such the FMV of Contingent Warrants at inception was $585,000, which was recorded as debt discount. The Company incurred $<span id="xdx_90B_eus-gaap--PaymentsOfDebtIssuanceCosts_c20211213__20211214__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__srt--TitleOfIndividualAxis__custom--UnrelatedThirdPartyPurchasersMember_ziEU1TLBoVw9" title="Debt issuance costs">197,500 of debt issuance costs associated with the NPA. The debt issuance costs were allocated between the Notes, Contingent Stock and Contingent Warrants in a manner that was consistent with the allocation of the proceeds of the Notes. The portion of the debt issuance costs which were allocated to the Contingent Stock and Contingent Warrants, which was $<span id="xdx_901_ecustom--AllocationOfDebtIssuanceCostToContingentStockAndContingentWarrants_iI_c20211231__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember_zt9cjTpr152i" title="Allocation of debt issuance cost to contingent stock and contingent warrants">124,460, was expensed during the year ended December 31, 2021. The debt issuance costs allocated to the Notes were recorded as a debt discount.   The Contingent Stock and Contingent Warrant liabilities were measured at FMV on the date of issuance (based on the Black-Scholes valuation model).   At inception, the Notes were recorded at the net amount of approximately $665,000, after adjusting for debt discounts of approximately $1,335,000 relating to the debt issuance costs, Contingent Stock and Contingent Warrants. Management calculates the effective interest rate ("EIR") to consider the potential repayment at redemption date by reference to the face value amount after taking into account the stated 8% interest rate. In 2022, through the repayment date, the Company recorded interest expense of $39,111 and accreted interest of $1,299,895 and repaid the $2,000,000 in Notes with proceeds from the IPO that closed on April 19, 2022.   The value of the Contingent Stock and Contingent Warrants is required to be re-measured at FMV at each reporting date, using either the Black-Scholes valuation model or other valuation method, if deemed more appropriate, with recognition of the changes in fair value to other income or expense in the consolidated statement of operations in accordance with ASC 480, Debt and Equity. On April 19, 2022, the Company issued 235,295 shares of Common Stock to settle the Contingent Stock liability, re-measured the liability at its estimated FMV based on the stock's trading price and reclassified $496,000 to Common Stock Par Value and Additional Paid in Capital.   In connection with the closing of the IPO, <span id="xdx_906_ecustom--ContingentWarrants_c20220101__20221231__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--NoteWarrantMember_zoNMb0LItd9d" title="Contingent warrant">235,295 warrants were issued to settle the Contingent Warrant liability ("Note Warrants") with an exercise price of $<span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_c20220101__20221231__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--NoteWarrantMember_zu2ogRvBjg83" title="Exercise price">4.25 adjusted to <span id="xdx_90E_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_c20230929__20230929__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--NoteWarrantMember_z8wmUF9HzcFg" title="Exercise price">$0.64 at September 29, 2023, based on anti-dilution terms in the warrants. The terms of the Note Warrants continue to require classification as a liability

under ASC 815 with recognition of the changes in fair value to other income or expense in the consolidated statement of operations in accordance with ASC 480 Debt and Equity. (See Notes 8 and 10)   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   20000000.08As additional consideration to the Purchasers for providing the financing, the Company also agreed to a) issue each Purchaser a number of shares of the Company's Common Stock equal to 50% of the original principal amount of each Purchaser's Note (the "Contingent Stock") and b) issue each Purchaser a number of warrants, which would allow the Purchasers to purchase additional shares of the Company's Common Stock, equal to 50% of the original principal amount each Purchaser's Note for a term of 5.0 years (the "Contingent Warrants").67700058500019750012446066500013350000.083911112998952000000235295496000235295 4.250.64<p id="xdx_80E_eus-gaap--StockholdersEquityNoteDisclosureTextBlock_zUx2arkJtLq2" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 8. Stockholders' Equity   Capital Structure   On December 11, 2017, the Company was incorporated in Wyoming with 20,000,000 shares of common stock authorized with a $0.0001 par value. Effective, April 18, 2019, the Company's authorized common stock was increased to 50,000,000 shares of common stock. The articles of incorporation also authorized 10,000 preferred shares with a $0.001 par value.   Effective March 22, 2022, the Company completed a plan and agreement of merger with Sharps Technology, Inc., a Nevada corporation ("Sharps Nevada"). Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation. The Company's authorized common stock and preferred stock increased from 50,000,000 to 100,000,000 and 10,000 to 1,000,000 shares, respectively. The par value of preferred stock decreased from $0.001 to $0.0001 per share.   Common Stock   On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000.   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">a.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The first offering, the securities purchase agreement offering (the "Shelf Offering") with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded warrants of approximately $<span id="xdx_906_eus-gaap--ProceedsFromIssuanceInitialPublicOffering_pn5n6_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zTu5kue36XS8" title="Net proceeds from the Shelf Offering">2.5 million, includes the value of the pre-funded warrants recorded in Additional Paid in Capital, net of $<span id="xdx_90B_eus-gaap--LegalFees_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zI2yRFb39Paf" title="Net fees">362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued <span id="xdx_907_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_z8GHUbCSXj" title="Shares issued">3,618,521 shares of common at a purchase price of $<span id="xdx_90A_eus-gaap--SharesIssuedPricePerShare_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_z3RZkDYhS8wl" title="Purchase price">0.64 per unit and <span id="xdx_903_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zLtKnbYObrJb" title="Prefunded warrants">800,000 pre-funded warrants at $<span id="xdx_901_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z2wcn5m3ZUed" title="Exercise price">0.639 per pre-funded warrants. The exercise price of the pre-funded warrants will be $<span id="xdx_907_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zMcXO1u7TWj3" title="Exercise price">0.001 per share.</td> </tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">b.</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The second offering, the securities purchase agreement offering ("Private Placement") with institutional investors and the Company received net proceeds from the Private Placement of approximately $<span id="xdx_903_eus-gaap--ProceedsFromIssuanceOfPrivatePlacement_pn5n6_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zxS3iLiJcoB" title="Net proceeds from the Private Placement">2.4 million, net of $<span id="xdx_90F_eus-gaap--LegalFees_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zlAFHAVIVlrl" title="Net fees">354,000 in fees relating to the placement agent and other offering expenses. In connection with the Private Placement, the Company issued: (i) <span id="xdx_901_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEPreFundedWarrantsMember_z15DD4ln76Pf" title="PIPE shares">2,581,479 PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 8,750,003 shares of our common stock, at a combined purchase price of $<span id="xdx_90E_eus-gaap--SharesIssuedPricePerShare_iI_c20230203__us-gaap--TypeOfArrangementAxis__custom--PurchaseAgreementMember__us-gaap--SubsidiarySaleOfStockAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEPreFundedWarrantsMember_zqv98FUv5Cni" title="Shares issued price per share">1.074 per unit (or $1.073 per pre-funded unit). The PIPE Warrants have a term of five and one-half (<span id="xdx_908_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20230929__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEPreFundedWarrantsMember_zHZTCxNDSJt3" title="Warrant term">5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price of $<span id="xdx_906_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEPreFundedWarrantsMember__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember_zVyh5j3TiDkd" title="Warrant exerice price">0.64. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $<span id="xdx_909_eus-gaap--AdditionalPaidInCapital_iI_pn5n6_c20230929__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zT7829pxvWjl" title="Additional paid in capital">1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $<span id="xdx_908_eus-gaap--FairValueAdjustmentOfWarrants_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zi2YNCQgSb8d" title="Warrants liability">985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. At December 31, 2023, the warrant liability is $<span id="xdx_908_eus-gaap--WarrantsAndRightsOutstanding_iI_c20231231__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zPDkjUEgFjW8" title="Warrants liability">1,036,875. (See Notes 8 and 10). </td></tr> </table>   On February 3, 2023, the Company completed a securities purchase agreement ("Offering") with institutional investors and received net proceeds from the Offering were approximately $<span id="xdx_90D_ecustom--NetProceedsFromIssuanceInitialPublicOffering_pn5n6_c20230201__20230203__us-gaap--TypeOfArrangementAxis__custom--PurchaseAgreementMember_z02g5b06SaD2" title="Net proceeds from offering">3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 2,248,521 units at a purchase price of $1.69 per unit. Each unit consists of one share of common stock and one non-tradable warrant exercisable for one share of common stock at a price of $1.56, adjusted to $0.64 at September 29, 2023, based on anti-dilution terms in the warrants. The warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering.   On April 13, 2022, the Company's initial public offering ("IPO") was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of <span id="xdx_908_ecustom--StockIssuedDuringPeriodSharesInitialPublicOffering_c20220411__20220413__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zTStDgZNt6Ib" title="Initial public offering">3,750,000 units ("Units"), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant,

with an initial exercise price of $<span id="xdx_906_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_pid_c20220411__20220413__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zeBqcDbb1GG1" title="Exercise price">4.25 per share and a term of five years. In addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to 1,125,000 warrants on April 19, 2022.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 8. Stockholders' Equity (continued)   The Company's common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10)   During the year ended December 31, 2022, the Company issued 235,000 shares of common stock at the trading stock price in connection with services provided to the Company and recorded a charge of $290,551, In addition, the Company issued <span id="xdx_90C_eus-gaap--StockIssuedDuringPeriodSharesIssuedForServices_c20220101__20221231__us-gaap--TypeOfArrangementAxis__custom--NotePurchaseAgreementMember_zizbjT07WXd4" title="Common stock issued for services, shares">235,295 common shares relating to the Note Purchase agreement. (See Note 7)   Warrants   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> a) In connection with a one-year advisory services arrangement entered into in April 2023, the Company issued 495,000 warrants during the year ended December 31, 2023 at an exercise price of $1.56. The warrants have a three-year term and were fully vested on issuance. The FMV of the warrants recorded for the year end ended December 31, 2023 was $42,915 as computed using the Black Sholes valuation model. The assumptions for the year ended December 31, 2023 were: a) expected term – 3 years, b) expected volatility – <span id="xdx_900_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum_pid_dp_uPure_c20230101__20231231_z1bbxmYc29mg" title="Volatility, minimum">24.49% to <span id="xdx_900_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum_pid_dp_uPure_c20230101__20231231_zbD4y9mhK2ij" title="Volatility, maximum">44.83%, c) risk free rate- <span id="xdx_90B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum_pid_dp_uPure_c20230101__20231231_zWi8cNWnaqwk" title="Risk free interest rate, minimum">3.58% to <span id="xdx_90F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum_pid_dp_uPure_c20230101__20231231_zv9rdpUvMzDf" title="Risk free interest rate, maximum">4.67,% and d) dividend rate – 0%.   b) In connection with the Private Placement in September 2023, the Company issued 8,750,003 non-trading PIPE Warrants as a component of the Unit as noted in Common Stock above. The PIPE Warrants were recorded at the FMV, computed using the Black Sholes valuation method. The PIPE Warrant's liability requires remeasurement at each reporting period. The PIPE Warrants are classified as a liability based on ASC 815. At the issuance date and December 31, 2023, the liability was $<span id="xdx_90B_eus-gaap--WarrantsAndRightsOutstanding_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_z5DPxJD7guRj" title="Warrant liability">985,204 and $<span id="xdx_903_eus-gaap--WarrantsAndRightsOutstanding_iI_c20231231__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_z3oaGHVnP3Uc" title="Warrant liability">1,036,875, respectively and for the year ended December 31, 2023 a FMV loss adjustment of $<span id="xdx_905_eus-gaap--MarketRiskBenefitChangeInFairValueGainLoss_c20230101__20231231_us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_zxvFZGyJqz21" title="Fair market value adjustment">51,671 was recorded (See Note 10).   c) In connection with the Offering in February 2023, the Company issued 2,248,521 non-trading warrants Offering Warrants as a component of the Unit as noted in Common Stock above. The Offering Warrant's liability requires remeasurement at each reporting period. The Offering Warrants were recorded at the FMV, computed using the Black Sholes valuation method. The Offering Warrants are classified as a liability based on ASC 815. At the issuance date and at December 31, 2023 the liability was $455,326 and $234,072, respectively. During the year ended December 31, 2023, the Company recorded a FMV gain adjustment of $221,254. (See Note 10).   d) In connection with the IPO in April 2022, the Company issued 7,500,000 warrants (Trading Warrants) as a component of the Units and 1,125,000 warrants to the underwriter (Overallotment Warrants), as noted in Common Stock above. The Trading and Overallotment Warrants were recorded at the FMV, being the trading price of the warrants, on the IPO effective date and the Warrants are classified as a Liability based on ASC 815. The Warrant liability requires remeasurement at each reporting period. At December 31, 2023 and 2022, the liability was $1,121,250. During years ended December 31, 2023 and 2022, the Company recorded a FMV loss (gain) adjustment of $0 and $(4,784,559), respectively (See Note 10). </td></tr> </table>   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 8. Stockholders' Equity (continued)   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"></td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">e) The Company has issued 235,295 Warrants ("Note Warrants") to the Purchasers of the Notes on April 19, 2022. The Note Warrants have an exercise price of $4.25 and a term of five years. At December 31,2023 and 2022, the liability was $30,588, During the years ended December 31, 2023 and 2022, the Company recorded a FMV loss (gain) of $<span id="xdx_90C_eus-gaap--FairValueAdjustmentOfWarrants_c20230101__20231231__us-gaap--SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember_zosuRDpp1wzg" title="Fair value income

adjustment">0 and ($127,059), respectively. (See Note 10)</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">f) The underwriter received 187,500 warrants in connection with the IPO for a nominal cost of $11,250. The Warrants have an exercise price of $5.32 and are exercisable after October 9, 2022. The FMV at the date of issuance was $228,750 computed using the Black Sholes valuation model with the following assumptions: a) volatility of 93.47%, five-year term, risk free interest rate 2.77% and 0% dividend rate. These warrants were recorded in Equity at the estimated FMV and classified as additional issuance costs.</td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 200000000.000150000000100000.001Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation.5000000010000000010000010000000.0010.000156000007160002500000362000361852l0.648000000.6390.00124000003540002581479875000031.074P5Y6M0.641600000985204103687532000<p id="xdx_80E_eus-gaap--PreferredStockTextBlock_zq5XTcnSoNye" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 9. Preferred Stock</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">In February 2018, the Company Board of Directors issued one share of Series A Preferred Stock to Alan Blackman, the Company's co-founder and Director. The Series A Preferred Stock entitles the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2022 to 29.5%, effective with the IPO. The Series A Preferred Stock has no right to dividends, or distributions in the event of a liquidation and is not convertible into common stock. In the event the Company is sold during the two-year period following completion of IPO at a price per share of more than 500% of the initial offering price per Unit in the IPO, the Series A Preferred Stock, as in effect upon completion of the IPO, will entitle the holder to 10% of the total purchase price. (See Note 15)</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 0.5010.2950.10<p id="xdx_80A_ecustom--WarrantLiabilityTextBlock_zW1LKxolH2c1" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 10. Warrant Liability</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The Warrants were accounted for as liabilities in accordance with ASC 815-40 and are presented as a Warrant liability in the accompanying consolidated balance sheet. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the consolidated statement of operations, The non-trading warrants, related to the February 2023 and September 2023 offerings, are valued using the Black-Scholes pricing model. The assumptions for the year ended December 31, 2023 were as follows: (See Notes 7 and 8)</p> <p id="xdx_898_eus-gaap--ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock_hus-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z5jnmmRnTLx7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Schedule of Fair Value of Warrant</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center"><p style="margin-top: 0pt; margin-bottom: 0pt">Year Ended
 December 31,</p> <p style="margin-top: 0pt; margin-bottom: 0pt">2023</p></td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected term (years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4.10 to 5.50 </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">45.30% to 70.44</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Risk-free interest rate</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3.53% to 4.54</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="width: 74%; text-align: left">Dividend rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 22%; text-align: right">0</td><td style="width: 1%; text-align: left">%</td></tr> </table> <p id="xdx_8A6_zbvjlzTzd3eg" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_89C_ecustom--ScheduleOfWarrantLiabilityTableTextBlock_zofZl5BvTDx9" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The Warrant liability at December 31, 2023 and 2022 was as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_8B1_zuJdiIA68dbg" style="display: none">Schedule of Warrant Liability</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 60%"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20231231_z2NFHWe8Bhh1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" id="xdx_499_20221231_zOWC0nsZdO0d" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_404_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--TradingAndOverallotmentWarrantsMember_zRBDDKBQ78E7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Trading and Overallotment Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">1,121,250</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">1,121,250</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember_zYT4PuI8bfC9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Note Warrants</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">30,588</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">30,588</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_407_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsFebruaryTwentyTwentyThreeMember_z1ffBxrNWm7k" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Offering Warrants – February 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">234,072</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsSeptemberTwentyTwentyThreeMember_zhnUtscNzZ2f" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Offering Warrants – September 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,036,875</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--WarrantLiability_iI_zzc2JuUB9pr4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrant Liability</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">1,151,838</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <p id="xdx_89E_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_z9SZsrKLqW5" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The Warrants outstanding at December 31, 2023 and 2022 were as follows: Schedule of Warrant Outstanding <table

cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; text-align: center"> </td><td style="padding-bottom: 1pt; text-align: center"> </td> <td colspan="2" id="xdx_49A_20231231_zI5p3KsKabhh" style="border-bottom: Black 1pt solid; text-align: center"><p style="margin-top: 0pt; margin-bottom: 0pt">December 31,</p> <p style="margin-top: 0pt; margin-bottom: 0pt">2023</p></td><td style="padding-bottom: 1pt; text-align: center"> </td><td style="padding-bottom: 1pt; text-align: center"> </td> <td colspan="2" id="xdx_496_20221231_zDuN70vGQ5m4" style="border-bottom: Black 1pt solid; text-align: center"><p style="margin-top: 0pt; margin-bottom: 0pt">December 31,</p> <p style="margin-top: 0pt; margin-bottom: 0pt">2022</p></td><td style="padding-bottom: 1pt; text-align: center"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr id="xdx_40D_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--TradingAndOverallotmentWarrantsMember_z5PQoDjVh74j" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 56%; text-align: left">Trading and Overallotment Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 18%; text-align: right">8,812,500</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 18%; text-align: right">8,812,500</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember_zo7OgdO4fGx1" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Note Warrants</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">235,294</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">235,294</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsFebruaryTwentyTwentyThreeMember_z0SP2B7KK1Zk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Offering Warrants – February 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,248,521</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td><td style="border-bottom: Black 1pt solid; text-align: right"><p style="margin: 0"></p></td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsSeptemberTwentyTwentyThreeMember_zHPJE3gOvIYh" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Offering Warrants – September 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">8,750,003</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"><p style="margin: 0"></p></td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--WarrantsIssuedForServiceManagementMember_zeaGnV6K0535" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Warrants issued for services arrangement</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">495,000</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_zTXE7CeC9Zqd" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrants Outstanding</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">20,541,318</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">9,047,794</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A1_zHYTMlWynilh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; text-align: center; margin-top: 0pt; margin-bottom: 0pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SHARPS TECHNOLOGY, INC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022</p> <p style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 10. Warrant Liability (continued)</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">For the years ended December 31, 2023 and 2022 the FMV loss (gain) adjustment, which is reflected in the FMV adjustment on Warrants in the Consolidated Statements of Operations was ($169,583) and ($4,784,559), respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_898_eus-gaap--ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock_hus-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z5jnmmRnTLx7" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Schedule of Fair Value of Warrant</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center"><p style="margin-top: 0pt; margin-bottom: 0pt">Year Ended
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P4Y1M6DP5Y6M0.45300.70440.03530.04540 The Warrant liability at December 31, 2023 and 2022 was as follows: Schedule of Warrant Liability <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 60%"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" id="xdx_49B_20231231_z2NFHWe8Bhh1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td> <td colspan="2" id="xdx_499_20221231_zOWC0nsZdO0d" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_404_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--TradingAndOverallotmentWarrantsMember_zRBDDKBQ78E7" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Trading and Overallotment Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">1,121,250</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">1,121,250</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember_zYT4PuI8bfC9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Note Warrants</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">30,588</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">30,588</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_407_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsFebruaryTwentyTwentyThreeMember_z1ffBxrNWm7k" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Offering Warrants – February 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">234,072</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--WarrantLiability_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsSeptemberTwentyTwentyThreeMember_zhnUtscNzZ2f" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Offering Warrants – September 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,036,875</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--WarrantLiability_iI_zzc2JuUB99pr4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrant Liability</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">1,151,838</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 112125011212503058305882340721036875242278511518380<p id="xdx_89E_eus-gaap--ScheduleOfStockholdersEquityNoteWarrantsOrRightsTextBlock_z9SZsrKLqWS" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The Warrants outstanding at December 31, 2023 and 2022 were as follows: Schedule of Warrant Outstanding <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td style="padding-bottom: 1pt; text-align: center"> </td><td style="padding-bottom: 1pt; text-align: center"> </td> <td colspan="2" id="xdx_49A_20231231_zI5p3KsKabhh" style="border-bottom: Black 1pt solid; text-align: center"> December 31, 2023 </td><td style="padding-bottom: 1pt; text-align: center"> </td><td style="padding-bottom: 1pt; text-align: center"> </td> <td colspan="2"

id="xdx_496_20221231_zDuN70vGQSm4" style="border-bottom: Black 1pt solid; text-align: center"> December 31, 2022 </td><td style="padding-bottom: 1pt; text-align: center"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr id="xdx_40D_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--TradingAndOverallotmentWarrantsMember_zSPQoDjVh74j" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 56%; text-align: left">Trading and Overallotment Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 18%; text-align: right">8,812,500</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 18%; text-align: right">8,812,500</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember_zo70gdO4fGx1" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Note Warrants</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">235,294</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">235,294</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsFebruaryTwentyTwentyThreeMember_zOSP2B7KK1Zk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Offering Warrants – February 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,248,521</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"> - </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--OfferingWarrantsSeptemberTwentyTwentyThreeMember_zHPJE3gOvIYh" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Offering Warrants – September 2023</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">8,750,003</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"> - </td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--SubsidiarySaleOfStockAxis__custom--WarrantsIssuedForServiceManagementMember_zeaGnV6KO535" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Warrants issued for services arrangement</td><td style="padding-bottom: 1pt"> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">495,000</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_zTXE7CeC9Zqd" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrants Outstanding</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">20,541,318</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">9,047,794</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>

8012500881250023529423529422485218750003495000205413189047794169583478455 9<p id="xdx_804_eus-gaap--DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock_zpi01Ls8aMjh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 11. Stock Options   On January 24, 2023, the Company’s Board of Directors initially adopted the 2023 Equity Incentive Plan (the “2023 Plan”), to provide for the issuance of up to <span id="xdx_900_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant_iI_c20230124__us-gaap--PlanNameAxis__custom--TwoThousandTwentyThreeEquityIncentivePlanMember_zI2Q6ZbymiB8" title="Stock available for issuance">1,400,000 options and/or shares of restricted stock be available for issuance to officers, directors, employees and consultants. The 2023 Plan was subsequently updated to provide for the issuance of up to <span id="xdx_907_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardSharesIssuedInPeriod_c20230124__20230124__us-gaap--PlanNameAxis__custom--TwoThousandTwentyThreeEquityIncentivePlanMember_zUGy6rwkFzI5" title="Number of stock issuance">3,500,000 options and/or shares of restricted stock. The 2023 Plan was approved by shareholders at the annual meeting   <p id="xdx_894_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zxjRdzkmrjJa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of options granted and outstanding is presented below. Schedule of Stock Options Granted and Outstanding <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Options</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted
 Average
 Exercise
 Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Options</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted
 Average
 Exercise
 Price</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">Outstanding at Beginning of year</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_987_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingNumber_iS_c20230101__20231231_zaUwzULDbJBc" style="width: 11%; text-align: right" title="Stock option, beginning balance">1,358,122</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_987_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingWeightedAverageExercisePrice_iS_c20230101__20231231_zNXsc1vFalU7" style="width: 11%; text-align: right" title="Weighted average exercise price, beginning balance">4.37</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_c20220101__20221231_zEpeaR5DmrI5" style="width: 11%; text-align: right" title="Stock option, beginning balance">1,137,479</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_c20220101__20221231_zslpPQdBI7th" style="width: 11%; text-align: right" title="Weighted average exercise price, beginning balance">5.18</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20230101__20231231_zjX1ZZxE5XLc" style="text-align: right" title="Shares, options granted">1,865,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20230101__20231231_z8uZ9XHkfcRh" style="text-align: right" title="Weighted average exercise price, options granted">1.35</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20220101__20221231_zh8BO9bo09l1" style="text-align: right" title="Shares, options granted">367,500</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20220101__20221231_zdMAoRskatQ6" style="text-align: right" title="Weighted average exercise price, options granted">1.63</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Cancelled</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod_iN_di_c20220101__20221231_zrwqbIejKl79" style="text-align: right" title="Shares, options cancelled">(3,571</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_iN_di_c20220101__20221231_zdkd51rjznaf" style="text-align: right" title="Weighted average exercise price, options cancelled">(4.38</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98A_eus-gaap--SharebasedCompensationArrangementByShareBasedPaymentAwardOptionsNonvestedOptionsForfeitedNumberOfShares_iN_di_c20230101__20231231_zxzNhmrWXAq7" style="border-bottom: Black 1pt solid; text-align: right" title="Shares, options forfeited">(14,286</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_c20230101__20231231_zHLduwboIknd" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted average exercise price, options forfeited">1.75</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_di_c20220101__20221231_zjHSUDyUObu4" style="border-bottom: Black 1pt solid; text-align: right" title="Shares, options forfeited">(143,286</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_iN_di_c20220101__20221231_zcid2FMo7Tpa" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted average exercise price, options forfeited">(3.77</td><td style="padding-bottom: 1pt; text-align: left">)</td> </tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Outstanding at end of year</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_987_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingNumber_iE_c20230101__20231231_zEch1ZGM8U6k" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, ending balance">2,408,836</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_981_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingWeightedAverageExercisePrice_iE_c20230101__20231231_z6ygFRMgPhS" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, ending balance">3.03</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_c20220101__20221231_zwehlMRbwH5g" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, ending balance">1,358,122</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_c20220101__20221231_zzRFa28LDX26" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, ending balance">4.37</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Exercisable at end of year</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iE_c20230101__20231231_zKGeCfCEswbd" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, exercisable">1,881,327</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20230101__20231231_zG3VY1yrDYC1" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, exercisable">3.47</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td

style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iE_c20220101__20221231_zozaY861CnVe" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, exercisable">1,132,861</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20220101__20221231_z7ewT5InYWcj" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, exercisable">4.59</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif">1)</td> <td colspan="3"> During the year ended December 31, 2023, the Company granted <span id="xdx_903_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardFairValueAssumptionsExpectedTerm1_dxL_c20230101__20231231__us-gaap--PlanNameAxis__custom--TwoThousandTwentyThreeEquityIncentivePlanMember_zPsIffusXqn1" title="Expected term:↓XDX:↓P5Y">five-year options (the "Options") to purchase a total of: </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="3"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">a)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><span id="xdx_90C_eus-gaap--StockIssuedDuringPeriodSharesShareBasedCompensation_c20230101__20231231__us-gaap--PlanNameAxis__custom--TwoThousandTwentyThreeEquityIncentivePlanMember_zmZmmowkl91i" title="Purchase of total shares">975,000 shares of the Company's common stock, par value $0.0001 per share (the "Common Stock") to its directors, executive officers, employees and consultants pursuant to the Company's, 2022 and 2023 Equity Incentive Plans. The Options are exercisable at $<span id="xdx_90E_ecustom--ShareBasedCompensationOptionsExercisableWeightedAverageExercisePrice_iI_c20231231__us-gaap--PlanNameAxis__custom--TwoThousandTwentyThreeEquityIncentivePlanMember_zFk0j0xv1Ri7" title="Options exercisable">1.37 per share which was the closing price on January 25, 2023.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td> </td> <td style="font: 10pt Times New Roman, Times, Serif">b)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"><span id="xdx_90D_eus-gaap--StockIssuedDuringPeriodSharesShareBasedCompensation_c20230101__20231231__srt--TitleOfIndividualAxis__custom--EmployeesAndConsultantMember_zD1rIgmh3Yt1" title="Purchase of shares">90,000 shares of the Company's Common Stock in connection with an employment or consulting agreements at the exercise price, representing the closing price on the grant date ranging from $<span id="xdx_901_ecustom--ShareBasedCompensationOptionsExercisableWeightedAverageExercisePrice_iI_c20231231__srt--TitleOfIndividualAxis__custom--EmployeesAndConsultantMember__srt--RangeAxis__srt--MinimumMember_zAOt7mgEYNef" title="Options exercisable">0.82 to $<span id="xdx_902_ecustom--ShareBasedCompensationOptionsExercisableWeightedAverageExercisePrice_iI_c20231231__srt--TitleOfIndividualAxis__custom--EmployeesAndConsultantMember__srt--RangeAxis__srt--MaximumMember_zoy3g8IY0Eji" title="Options exercisable">1.30.</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="3" style="text-align: justify">During the year ended December 31, 2023, <span id="xdx_90F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20230101__20231231__us-gaap--PlanNameAxis__custom--TwoThousandTwentyThreeEquityIncentivePlanMember_zVxSy9wppG3h" title="Shares, options granted">660,000 Options have been granted under the 2023 Equity Incentive Plan and the remaining 405,000 Options were issued under the 2022 Equity Incentive Plan. At December 31, 2023, 1,748,836 Options are outstanding under the 2022 Equity Incentive Plan. </td></tr> </table>   During the years ended December 31, 2023 and 2022, the estimated weighted-average grant-date fair value of options granted was $.80 per share and $1.63 per share, respectively. As of December 31, 2023 and 2022, there was $498,454 and $475,097, respectively, of unrecognized stock-based compensation related to unvested stock options with a weighted average fair value of $.94 and $2.05 per share, respectively, which is expected to be recognized over a weighted-average period sixteen months as of December 31, 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p id="xdx_896_eus-gaap--ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock_zyEjtYLsdPz3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes information about options outstanding at December 31, 2023:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Schedule of Information About Options Outstanding</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 90%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Exercise
 Prices</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Options
 Outstanding</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Aggregate
 Intrinsic Value</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average
 Remaining
 Contractual Life</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Options
 Exercisable</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">Aggregate</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">Intrinsic Value
 on Exercisable
 Shares</p></td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right"><span id="xdx_90F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember__srt--RangeAxis__srt--MinimumMember_z01PONHpJWXa" title="Stock option, exercise price">.82 to <span id="xdx_90E_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember__srt--RangeAxis__srt--MaximumMember_z4MAyw806t1h" title="Stock option, exercise price">.92</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td id="xdx_989_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zeXCfV64B6X8" style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right" title="Options, shares outstanding">40,000</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zzO9XqLgXdkg" style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Stock option, aggregate intrinsic value"> <span style="font-family: Times New Roman, Times, Serif; font-size:

10pt">-</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right">4.58</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td id="xdx_98F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zVb4oEeNxaec" style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right" title="Options, shares exercisable">18,794</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zb0A1ijPx8A" style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1.21</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zQrISQLiHbs9" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">307,500</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_z97JRxHuAKD4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">3.42</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zATGlbSK1wc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">240,386</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zxoxvZBfRNf6" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_909_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zzzZKAOKLBY9" title="Stock option, exercise price">1.30</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_984_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zsdLopjx0gdf" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">50,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zfhQwORB1ved" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_903_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zEjbzr5a5Ubd" title="Stock option, weighted average remaining contractual life">4.21</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_988_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zAb9C5wh3HWd" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">43,750</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zKIzzXyAHRre" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_902_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zZxgWLOVC0Ng" title="Stock option, exercise price">1.37</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_986_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zjZBlmx33Pla" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">975,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zPmnrEYyYZD" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_90A_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zWykEPseBCKf" title="Stock option, weighted average remaining contractual life">4.17</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_985_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zec5JlVXfHI" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">561,719</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zodRTTHznA4e" style="font: 10pt Times New Roman,

Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1.75</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_988_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zQptYFhsXte4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">54,285</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zo1fFXH87n81" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">2.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: right"> </p> <p id="xdx_98F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zzi5h6q58LCd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: right" title="Options, shares exercisable">54,285</p></td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_z01AmwXzm5oc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_905_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zZKdpE31OLTf" title="Stock option, exercise price">2.80</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zlijSAqahwj2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">141,429</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zsYNwWzfoq9j" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_90F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zsCLsRLdkKyh" title="Stock option, weighted average remaining contractual life">2.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98C_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zsdstAMVSRJ8" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">141,429</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_z9tgdx3ulgGg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1.39</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98B_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zpCZb5xXKeW4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">10,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zUu60m0y0Tq7" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_903_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zgxXTuK5Yk09" title="Stock option, weighted average remaining contractual life">3.75</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_987_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zvlXcHh2AFB2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">10,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zKme8A1lT2Le" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_903_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zSOGd6kL6Hna" title="Stock option, exercise price">4.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98B_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zBBjbohhBN6j" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">50,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--

ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zcz5sVnxPIbc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">3.75</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_989_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zE2PWB9ZoCf9" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">50,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_z8KaCTDq5sw6" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">4.38</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98C_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeNineMember_zq47EDyJeyF1" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">244,286</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeNineMember_ziqdd7G72LNh" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeNineMember_z0Xhb2DgSedh" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">244,286</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeNineMember_z2OxjzEZCZ4g" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_900_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTenMember_zA7GD0ltVyu2" title="Stock option, exercise price">7.00</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_983_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTenMember_zrWWgPsF0bfc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">536,335</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTenMember_zFvHlCXX4VM9" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_904_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTenMember_zs5wHVvDh4Z6" title="Stock option, weighted average remaining contractual life">2.00</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_986_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTenMember_zEku6u3Bb35h" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">516,679</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTenMember_zT2dgOLkzh3" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> </table>   At December 31,2023, the stock options outstanding and the options exercisable have exercise prices that exceed the stock market price at December 31, 2023 and as such no intrinsic value exist. Intrinsic value is defined as the difference between the exercise price of the options and the market price of the Company's common stock.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 11. Stock Options (continued)   In 2023 and 2022, the Company recognized stock-based compensation expense of $920,108, of which $<span id="xdx_905_eus-gaap--AllocatedShareBasedCompensationExpense_c20230101__20231231__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zrQvrcNADPh5" title="Share based compensation">906,745 and $<span id="xdx_90E_eus-gaap--AllocatedShareBasedCompensationExpense_c20230101__20231231__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zSL8xRr5zLg7" title="Share based compensation">13,363 was recorded in general and administrative and research and development expenses, respectively and $1,012,592, of which $<span id="xdx_904_eus-gaap--AllocatedShareBasedCompensationExpense_c20220101__20221231__us-gaap--IncomeStatementLocationAxis__us-gaap--GeneralAndAdministrativeExpenseMember_zY2v5U3RykU3" title="Share based compensation">915,797 and $<span id="xdx_909_eus-gaap--AllocatedShareBasedCompensationExpense_c20220101__20221231__us-gaap--IncomeStatementLocationAxis__us-gaap--ResearchAndDevelopmentExpenseMember_zlKC4gc67N0f" title="Share based compensation">96,795 was recorded in general and administrative and research and development expenses, respectively. Further, in 2022, the Company recorded stock-based charges of $63,612 relating to purchase of machinery (See Note 4) and $60,435 relating to an Acquisition. (See Note 5.)   <p id="xdx_897_eus-gaap--

ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock_zaVNnRXOWKLh" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions: Schedule of Fair Value of Stock Option Awards <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 90%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center"> Year Ended
 December 31, 2023 </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center"> Year Ended
 December 31, 2022 </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Expected term (years)</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_905_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20230101__20231231__srt--RangeAxis__srt--MinimumMember_zCwKHtEdnz3" title="Expected term (years)">2.88 to <span id="xdx_90B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20230101__20231231__srt--RangeAxis__srt--MaximumMember_zZsfDdolkMLj" title="Expected term (years)">3.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_90A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20220101__20221231__srt--RangeAxis__srt--MinimumMember_zYZfHI8kOjj9" title="Expected term (years)">2.50 to <span id="xdx_903_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20220101__20221231__srt--RangeAxis__srt--MaximumMember_zE8ABMl1Ims5" title="Expected term (years)">3.00</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">Expected volatility</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_900_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_c20230101__20231231__srt--RangeAxis__srt--MinimumMember_zPnYpozJcvrf" title="Expected volatility">75.40% to <span id="xdx_903_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_c20230101__20231231__srt--RangeAxis__srt--MaximumMember_zGQCMRJibS6b" title="Expected volatility">89.93</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_c20220101__20221231__srt--RangeAxis__srt--MinimumMember_zaSbi4LYP76j" title="Expected volatility">100.81% to <span id="xdx_902_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_c20220101__20221231__srt--RangeAxis__srt--MaximumMember_z1SLChj224j2" title="Expected volatility">110.74</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">Risk-free interest rate</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_90D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20230101__20231231__srt--RangeAxis__srt--MinimumMember_zUNlHbmGIj35" title="Risk-free interest rate">3.71% to <span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20230101__20231231__srt--RangeAxis__srt--MaximumMember_zLZSAvDhMWhe" title="Risk-free interest rate">4.27</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20220101__20221231__srt--RangeAxis__srt--MinimumMember_zPolfcc2Cfa3" title="Risk-free interest rate">2.90% to <span id="xdx_90F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20220101__20221231__srt--RangeAxis__srt--MaximumMember_zNO3zYXQfz41" title="Risk-free interest rate">3.47</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 52%">Dividend rate</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 20%; text-align: right">0</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%">%</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 20%; text-align: right">0</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%">%</td></tr> </table>   140000003500000<p id="xdx_894_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zxjRdzkmrjJa" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">A summary of options granted and outstanding is presented below. Schedule of Stock Options Granted and Outstanding <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">2022</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Options</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted
 Average
 Exercise
 Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Options</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Weighted
 Average
 Exercise
 Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 40%; text-align: left">Outstanding at Beginning of year</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_987_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingNumber_iS_c20230101__20231231_zaUwzULDb3Bc" style="width: 11%; text-align: right" title="Stock option, beginning balance">1,358,122</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_987_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingWeightedAverageExercisePrice_iS_c20230101__20231231_zNXsc1vFalU7" style="width: 11%; text-align: right" title="Weighted average exercise price, beginning balance">4.37</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_c20220101__20221231_zEpeaR5DmrI5" style="width: 11%; text-align: right" title="Stock option, beginning balance">1,137,479</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_c20220101__20221231_zslpPQdBI7th" style="width: 11%; text-align: right" title="Weighted average exercise price, beginning balance">5.18</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20230101__20231231_zjX1ZZxE5XLc" style="text-align: right" title="Shares, options granted">1,065,000</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20230101__20231231_z8uZ9XHkfcRh" style="text-align: right" title="Weighted average exercise price, options granted">1.35</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20220101__20221231_zh8BO9bo09ll" style="text-align: right" title="Shares, options granted">367,500</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20220101__20221231_zdMAoRskatQ6" style="text-align: right" title="Weighted average exercise price, options granted">1.63</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Cancelled</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td> <td id="xdx_987_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod_iN_di_c20220101__20221231_zrwqbIejKl79" style="text-align: right" title="Shares, options cancelled">(3,571</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice_iN_di_c20220101__20221231_zdkd51rjznaf" style="text-align: right" title="Weighted average exercise price, options cancelled">(4.38</td><td style="text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Forfeited</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsNonvestedOptionsForfeitedNumberOfShares_iN_di_c20230101__20231231_zxzNhmrWXAq7" style="border-bottom: Black 1pt solid; text-align: right" title="Shares, options forfeited">(14,286</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_c20230101__20231231_zHLduwboIknd" style="border-bottom:

Black 1pt solid; text-align: right" title="Weighted average exercise price, options forfeited">1.75</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_di_c20220101__20221231_zjHSUDyUObu4" style="border-bottom: Black 1pt solid; text-align: right" title="Shares, options forfeited">(143,286</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_iN_di_c20220101__20221231_zcid2FMo7Tpa" style="border-bottom: Black 1pt solid; text-align: right" title="Weighted average exercise price, options forfeited">(3.77</td><td style="padding-bottom: 1pt; text-align: left">)</td> </tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Outstanding at end of year</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_987_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingNumber_iE_c20230101__20231231_zEch1ZGM8U6k" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, ending balance">2,408,836</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_981_ecustom--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingWeightedAverageExercisePrice_iE_c20230101__20231231_z6ygFRMgPhS" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, ending balance">3.03</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_c20220101__20221231_zwehlMRbwH5g" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, ending balance">1,358,122</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_c20220101__20221231_zzRFa28LDX26" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, ending balance">4.37</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Exercisable at end of year</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_986_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iE_c20230101__20231231_zKGeCfCEswbd" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, exercisable">1,881,327</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_982_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20230101__20231231_zG3VY1yrDYC1" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, exercisable">3.47</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iE_c20220101__20221231_zozaY861CnVe" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, exercisable">1,132,861</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20220101__20221231_z7ewT5InYWcj" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, exercisable">4.59</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>
13581224.3711374795.1810650001.353675001.6335714.38142861.751432863.7724088363.0313581224.3718813273.4711328614.599750000.00011.37900000.821.3066000040500017488360.801.6345
id="xdx_896_eus-gaap--ScheduleOfShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeTextBlock_zyEjtYlsdPz3" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The following table summarizes information about options outstanding at December 31, 2023: Schedule of Information About Options Outstanding
<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 90%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Exercise
 Prices</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Options
 Outstanding</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Aggregate
 Intrinsic Value</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Weighted Average
 Remaining
 Contractual Life</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center">Options
 Exercisable</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif"> Aggregate Intrinsic Value
 on Exercisable
 Shares </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="font: 10pt Times New Roman, Times, Serif; text-align: right"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%">$</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right">.82 to .92</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td id="xdx_989_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zeXCfV64B6X8" style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right" title="Options, shares outstanding">40,000</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zzO9XqLgXdkg" style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Stock option, aggregate intrinsic value"> -</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right">4.58</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td id="xdx_98F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zVb4oEeNxaec" style="font: 10pt Times New Roman, Times, Serif; width: 12%; text-align: right" title="Options, shares exercisable">18,794</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeOneMember_zb0AIijPx8A" style="font: 10pt Times New Roman, Times, Serif; width: 14%; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares"> -</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--

ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zDyHXLbV0aok" title="Stock option, exercise price">1.21</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zQrISQLiHbs9" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">307,500</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_989_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_z97JRxHuAKD4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_908_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zj2yoK181UGi" title="Stock option, weighted average remaining contractual life">3.42</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zATG1bSK1wc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">240,386</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeTwoMember_zxoxvZBfRNf6" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">1.30</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_984_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zsdLopjx0gdf" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">50,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zfhQwORB1ved" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">4.21</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_988_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zAb9C5wh3HWd" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">43,750</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeThreeMember_zKIzzXyAHRre" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_902_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zZxgWLOVC0Ng" title="Stock option, exercise price">1.37</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_986_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zjZBlmx33Pla" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">975,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_984_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zPmnrEYyYZD" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_90A_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zWykEPseBCKf" title="Stock option, weighted average remaining contractual life">4.17</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_985_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zec5JlVXfHI" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">561,719</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_983_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFourMember_zodRTTHznA4e" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_90E_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zhEWn4DLHex6" title="Stock option, exercise price">1.75</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_988_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zQptYFhsXte4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">54,285</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zo1fFXH87n81" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_906_eus-gaap--

SharebasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zFcONivy35Be" title="Stock option, weighted average remaining contractual life">2.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> <p id="xdx_98F_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zzi5h6q58LCd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: right" title="Options, shares exercisable">54,285 </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeFiveMember_zO1AmwXzm5oc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">2.80</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_z1ijSAqahwj2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">141,429</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zsYNwWzfog9j" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">2.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98C_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_zsdstAMVSRJ8" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">141,429</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSixMember_z9tgdx3ulgGg" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_903_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeUpperRangeLimit_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zha7wq7hfqz1" title="Stock option, exercise price">1.39</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98B_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zpCZb5xXKeW4" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">10,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zUu60m0y0Tq7" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_903_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zgxXTuK5Yk09" title="Stock option, weighted average remaining contractual life">3.75</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_987_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zvlXcHh2AFB2" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">10,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98A_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeSevenMember_zKme8A1lT2Le" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right">4.25</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98B_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfOutstandingOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zBBjbohhBN6j" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares outstanding">50,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingIntrinsicValue_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zcz5sVnxPIbc" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_909_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageRemainingContractualTerm2_dtY_c20230101__20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zr01ZuGNb9R8" title="Stock option, weighted average remaining contractual life">3.75</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_989_eus-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeNumberOfExercisableOptions_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_zE2PWB9ZoCf9" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Options, shares exercisable">50,000</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsExercisableIntrinsicValue1_iI_c20231231__us-gaap--ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeEightMember_z8KaCTDq5sw6" style="font: 10pt Times New Roman, Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares">-</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times

New Roman, Times, Serif; text-align: right"><span id="xdx_90F_eus-gaap--
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price">4.38</td> <td style="font: 10pt Times New Roman, Times, Serif">
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Times, Serif; text-align: right" title="Options, shares outstanding">244,286</td> <td
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Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_981_eus-gaap--
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ShareBasedCompensationSharesAuthorizedUnderStockOptionPlansByExercisePriceRangeAxis__custom--ExercisePriceRangeNineMember_ztN3xB6cqDx6" title="Stock option, weighted
average remaining contractual life">1.25</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif;
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Times, Serif; text-align: right" title="Options, shares exercisable">244,286</td> <td
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Times, Serif; text-align: right" title="Stock option, aggregate intrinsic value on exercisable shares"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt">-</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman,
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10pt Times New Roman, Times, Serif">$</td> <td style="font: 10pt Times New Roman, Times,
Serif; text-align: right"><span id="xdx_900_eus-gaap--
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price">7.00</td> <td style="font: 10pt Times New Roman, Times, Serif">
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Times, Serif; text-align: right" title="Options, shares outstanding">536,335</td> <td
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average remaining contractual life">2.00</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif;
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Times, Serif; text-align: right" title="Options, shares exercisable">516,679</td> <td
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Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td id="xdx_986_eus-gaap--
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10pt">-</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman,
Times, Serif; font-size: 10pt"> </td></tr> </table>
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margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The fair value of
stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions:</p>
<p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"><span style="font-family: Times New Roman,
Times, Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">
Schedule of Fair Value of Stock Option Awards</p> <table cellpadding="0" cellspacing="0" style="font:
10pt Times New Roman, Times, Serif; width: 90%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font:
10pt Times New Roman, Times, Serif; text-align: center"> </td> <td style="font:
10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom:
black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="margin-top: 0pt; margin-bottom: 0pt"><span style="font-family: imes New Roman,
Times, Serif; font-size: 10pt">Year Ended
 December 31,</p> <p style="margin-top: 0pt; margin-bottom: 0pt"><span style="font-family: Times New Roman,
Times, Serif; font-size: 10pt">2023</p></td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif;
font-size: 10pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif">
 </td> <td colspan="2" style="border-bottom: black 1pt solid; font: 10pt Times New Roman, Times, Serif; text-align: center"><p style="margin-top: 0pt;
margin-bottom: 0pt">Year Ended
 December 31,</p> <p style="margin-top: 0pt;
margin-bottom: 0pt">2022</p></td> <td style="font: 10pt Times New Roman, Times,
Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-
align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt">Expected term (years)</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-size:
10pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td
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title="Expected term (years)">2.88 to <span id="xdx_90B_eus-gaap--
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title="Expected term (years)">3.25</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td
style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New
Roman, Times, Serif; text-align: right"><span id="xdx_90A_eus-gaap--
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title="Expected term (years)">2.50 to <span id="xdx_903_eus-gaap--
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title="Expected term (years)">3.00</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New
Roman, Times, Serif">Expected volatility</td> <td style="font: 10pt Times New Roman,
Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_900_eus-gaap--
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MinimumMember_zPnYpozJcvrf" title="Expected volatility">75.40% to <span id="xdx_903_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_c20230101__20231231__srt--RangeAxis__srt--
MaximumMember_zGQCMRJibS6b" title="Expected volatility">89.93</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt">%</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New Roman, Times, Serif; font-
size: 10pt"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td
style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--
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MinimumMember_zaSbi4LYP76j" title="Expected volatility">100.81% to <span id="xdx_902_eus-gaap--
ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_c20220101__20221231__srt--RangeAxis__srt--
MaximumMember_z1SLChj224j2" title="Expected volatility">110.74</td> <td style="font: 10pt Times New Roman, Times, Serif"><span style="font-family: Times New
Roman, Times, Serif; font-size: 10pt">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)">
<td style="font: 10pt Times New Roman, Times, Serif">Risk-free interest rate</td> <td
style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New
Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-
align: right"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt"><span id="xdx_90D_eus-gaap--

ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20230101__20231231__srt--RangeAxis__srt--MinimumMember_zUNlHbmGIj35" title="Risk-free interest rate">3.71% to <span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20230101__20231231__srt--RangeAxis__srt--MaximumMember_zLZSAvDhMWhe" title="Risk-free interest rate">4.27</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_907_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20220101__20221231__srt--RangeAxis__srt--MinimumMember_zPolfcc2Cfa3" title="Risk-free interest rate">2.90% to <span id="xdx_90F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20220101__20221231__srt--RangeAxis__srt--MaximumMember_zNO3zYXQfz4i" title="Risk-free interest rate">3.47</td> <td style="font: 10pt Times New Roman, Times, Serif">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 52%">Dividend rate</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 20%; text-align: right">0</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%">% </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 20%; text-align: right">0</td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%">% </td></tr> </table> P2Y10M17DP3Y3MP2Y6MP3Y0.75400.89931.00811.10740.03710.04270.02900.034700 Note 12. Income Taxes   A reconciliation of the Federal statutory rate of 21% and 28% in the years ended December 31, 2023 and 2022, respectively to the total effective rate applicable to income (loss) is as follows: <p id="xdx_89F_eus-gaap--ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock_zGYVk5GmxaCd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 70%"> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" id="xdx_495_20230101__20231231_z0UDmBlLfCNf" style="text-align: center">Year Ended</td><td> </td><td> </td> <td colspan="2" id="xdx_49F_20220101__20221231_zoxx9DBcUfgb" style="text-align: center">Year Ended</td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31, 2022</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--IncomeTaxReconciliationIncomeTaxExpenseBenefitAtFederalStatutoryIncomeTaxRate_maITEBzVgo_zsoxYDO4XEEc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 56%; text-align: left">Expected benefit at statutory federal tax rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(2,073,230</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(974,329</td><td style="width: 1%; text-align: left">)</td></tr> <tr id="xdx_40A_eus-gaap--IncomeTaxReconciliationChangeInEnactedTaxRate_maITEBzVgo_zKbB9nlMYVCh" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Permanent differences – net</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(35,469</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(859,515</td><td style="text-align: left">)</td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxReconciliationStateAndLocalIncomeTaxes_maITEBzVgo_zJ9nwI8YtwXc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">State and local taxes, net of federal tax benefit</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(265,607</td><td style="text-align: left">)</td></tr> <tr id="xdx_404_eus-gaap--IncomeTaxReconciliationOtherAdjustments_maITEBzVgo_zIb7QHZpsA5k" style="vertical-align: bottom; background-color: White"> <td>Other</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(24,569</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(21,965</td><td style="text-align: left">)</td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxReconciliationChangeInDeferredTaxAssetsValuationAllowance_maITEBzVgo_zsw2QihYgKd8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in valuation allowance</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,103,268</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,121,416</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--IncomeTaxExpenseBenefit_iT_mtITEBzVgo_zytKKJ8oxzZ8" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Income tax expense (benefit)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(30,000</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   <p id="xdx_890_eus-gaap--ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock_zGiKRNi3lW48" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The components of the Company’s deferred tax assets (liabilities) are as follows: Schedule of Components of Deferred tax Assets <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 70%"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20231231_z0J5g5RXGe7k" style="border-bottom: Black 1pt solid; text-align: center">Year Ended
 December 31,
 2023</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20221231_ze9k3w767yP7" style="border-bottom: Black 1pt solid; text-align: center">Year Ended
 December 31,
 2022</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Deferred tax assets (liabilities):</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--DeferredTaxAssetsPropertyPlantAndEquipments_iI_msDTLzq2T_zTwV5gIYuNc2" style="vertical-align: bottom; background-color: White"> <td style="width: 56%; text-align: left">Fixed assets</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(281,073</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(268,594</td><td style="width: 1%; text-align: left">)</td></tr> <tr id="xdx_409_eus-gaap--DeferredTaxAssetInterestCarryforward_iI_msDTLzq2T_z96ErXhSyqjb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Interest</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">35,178</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">62,310</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DeferredTaxAssetsInProcessResearchAndDevelopment_iI_msDTLzq2T_z7ulqOLfvNJ4" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Research and development expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">400,810</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">454,942</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--DeferredTaxAssetsTaxDeferredExpenseCompensationAndBenefitsShareBasedCompensationCost_iI_msDTLzq2T_zEB6thclwJQ" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Stock-based compensation</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">895,509</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">917,351</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--DeferredTaxAssetsCharitableContributionCarryforwards_iI_msDTLzq2T_zq5rACDRarhh" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Charitable Contributions</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">420</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--DeferredTaxAssetsOperatingLossCarryforwardsDomestic_iI_msDTLzq2T_zmMXtHjgfas9" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net operating losses - federal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,456,242</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,898,411</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--DeferredTaxAssetsOperatingLossCarryforwardsStateAndLocal_iI_msDTLzq2T_z44uMVdhXKF2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Net operating losses – state and local</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">543,264</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">921,350</td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--DeferredTaxAssetsOperatingLossCarryforwardsForeign_iI_msDTLzq2T_zzGEKTr8ul1c" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net operating losses - foreign</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">233,114</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">37,686</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DeferredTaxAssetsTaxCreditCarryforwardsResearch_iI_msDTLzq2T_zTWDpY8yRTj3" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Research credit</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">28,985</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">28,985</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--DeferredTaxAssetsValuationAllowance_iNI_di_maDTLzq2T_ziUKAGcGlkJ5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less valuation allowance</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(6,474,449</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(5,244,441</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_40C_eus-gaap--DeferredTaxLiabilities_iNTI_di_mtDTLzq2T_zkOxNhILOU8e" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Net deferred tax liability</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(162,000</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(192,000</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table>   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 12. Income Taxes (continued)   <p style="font: 10pt Times New Roman,

Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The authoritative guidance requires the asset and liability method of accounting for deferred income taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities. Deferred tax assets or liabilities at the end of each period are determined using the tax rate expected to be in effect when taxes are actually paid or recovered.   The guidance also requires that a valuation allowance be established when it is more likely than not that all or a portion of a deferred tax asset will not be realized. A review of all available positive and negative evidence needs to be considered, including a company's current and past performance, the market environment in which the company operates, length of carryback and carryforward periods and existing contracts that will result in future profits. After reviewing all the evidence, the company has recorded a full valuation allowance.   As of December 31, 2023, the Company had U.S. federal net operating loss carryforwards of approximately $21,222,000 of which $241,000, if not fully utilized, expires by 2038 and which $20,981,000 do not expire. The Company has foreign net operating loss carryforwards of $2,590,000, if not fully utilized, expire through 2028. Utilization is dependent on generating sufficient taxable income prior to expiration of the tax loss carryforwards.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0"> </p> <p id="xdx_896_eus-gaap--ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock_zBaxIPJlllzi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0">The geographical components of loss before income taxes consisted of the following for the years ended December 31:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Schedule of Geographical Components of Loss Before Income Taxes</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" id="xdx_496_20230101__20231231_z8rQAVv080Lf" style="text-align: center">Year Ended</td><td> </td><td> </td> <td colspan="2" id="xdx_494_20220101__20221231_zQDtYGlN93ac" style="text-align: center">Year Ended</td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31,
 2023</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31,
 2022</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td><td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: right"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr id="xdx_406_eus-gaap--IncomeLossFromContinuingOperationsBeforeIncomeTaxesDomestic_maILFCOzLlh_z75i8U5ZTw9j" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">United Stated Operations</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">(8,173,807</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">(3,978,832</td><td style="width: 1%; text-align: left">)</td></tr> <tr id="xdx_404_eus-gaap--IncomeLossFromContinuingOperationsBeforeIncomeTaxesForeign_maILFCOzLlh_zL5XFyf7DTp9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">International Operations</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(1,667,831</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(660,830</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_406_eus-gaap--IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest_iT_mtILFCOzLlh_zust0jwVE531" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">(Loss) Income before taxes</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(9,871,638</td><td style="padding-bottom: 1pt; text-align: left">)</td> <td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(4,639,662</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> </table> <p id="xdx_8AB_z2rxrpXOIFui" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> 0.210.28<p id="xdx_89F_eus-gaap--ScheduleOfEffectiveIncomeTaxRateReconciliationTableTextBlock_zGYVk5GmxaCd" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 70%"> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" id="xdx_495_20230101__20231231_z0UDmBllfCNf" style="text-align: center">Year Ended</td><td> </td><td> </td> <td colspan="2" id="xdx_49F_20220101__20221231_zoxx9DBcUfgb" style="text-align: center">Year Ended</td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td><td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31, 2022</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td><td colspan="2" style="text-align: right"> </td><td> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr id="xdx_408_eus-gaap--IncomeTaxReconciliationIncomeTaxExpenseBenefitAtFederalStatutoryIncomeTaxRate_maITEBzVgo_zsoxYDO4XEEc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 56%; text-align: left">Expected benefit at statutory federal tax rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(2,073,230</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(974,329</td><td style="width: 1%; text-align: left">)</td></tr> <tr id="xdx_40A_eus-gaap--IncomeTaxReconciliationChangeInEnactedTaxRate_maITEBzVgo_zKbB9nlMYVCh" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Permanent differences – net</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(35,469</td><td style="text-align: left">)</td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">(859,515</td><td style="text-align: left">)</td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxReconciliationStateAndLocalIncomeTaxes_maITEBzVgo_zJ9nwI8YtwXc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">State and local taxes, net of federal tax benefit</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"></td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(265,607</td><td style="text-align: left">)</td></tr> <tr id="xdx_404_eus-gaap--IncomeTaxReconciliationOtherAdjustments_maITEBzVgo_zIb7QHZpsA5k" style="vertical-align: bottom; background-color: White"> <td>Other</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(24,569</td><td style="text-align: left">)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">(21,965</td><td style="text-align: left">)</td></tr> <tr id="xdx_40B_eus-gaap--IncomeTaxReconciliationChangeInDeferredTaxAssetsValuationAllowance_maITEBzVgo_zsw2QihYgKd8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Change in valuation allowance</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,103,268</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,121,416</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--IncomeTaxExpenseBenefit_iT_mtITEBzVgo_zytKKJ8oxzZ8" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Income tax expense (benefit)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(30,000</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> -2073230-974329-35469-859515-265607-24569-21965210326821214l6-30000<p id="xdx_890_eus-gaap--ScheduleOfDeferredTaxAssetsAndLiabilitiesTableTextBlock_zGiKRNi3lW48" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The components of the Company's deferred tax assets (liabilities) are as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> Schedule of Components of Deferred tax Assets</p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 70%"> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20231231_z0J5g5RXGe7k" style="border-bottom: Black 1pt solid; text-align: center">Year Ended
 December 31,
 2023</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_499_20221231_ze9k3w767yP7" style="border-bottom: Black 1pt solid; text-align: center">Year Ended
 December 31,
 2022</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Deferred tax assets (liabilities): </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td> </td> <td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_ecustom--DeferredTaxAssetsPropertyPlantAndEquipments_iI_msDTLzq2T_zTwV5gIYuNc2" style="vertical-align: bottom; background-color: White"> <td style="width: 56%; text-align: left">Fixed assets</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(281,073</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 18%; text-align: right">(268,594</td><td style="width: 1%; text-align: left">)</td></tr> <tr id="xdx_409_eus-gaap--DeferredTaxAssetInterestCarryforward_iI_msDTLzq2T_z96ErXhSyqjb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Interest</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">35,178</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">62,310</td><td style="text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--DeferredTaxAssetsInProcessResearchAndDevelopment_iI_msDTLzq2T_z7ulgOLfvNJ4" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Research and development expenses</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">400,810</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">454,942</td><td style="text-align: left"> </td></tr> <tr id="xdx_401_eus-gaap--DeferredTaxAssetsTaxDeferredExpenseCompensationAndBenefitsShareBasedCompensationCost_iI_msDTLzq2T_zEB6thclwJQ" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Stock-based compensation</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">895,509</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">917,351</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--DeferredTaxAssetsCharitableContributionCarryforwards_iI_msDTLzq2T_zq5rACDRarhk" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Charitable Contributions</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">420</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--DeferredTaxAssetsOperatingLossCarryforwardsDomestic_iI_msDTLzq2T_zmMXtHjgfas9" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net operating losses - federal</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,456,242</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,898,411</td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--DeferredTaxAssetsOperatingLossCarryforwardsStateAndLocal_iI_msDTLzq2T_z44uMVdhXKF2" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Net operating losses – state and local</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">543,264</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">921,350</td><td style="text-align: left"> </td></tr> <tr id="xdx_40E_eus-gaap--DeferredTaxAssetsOperatingLossCarryforwardsForeign_iI_msDTLzq2T_zzGEKTr8ulLc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Net operating losses - foreign</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">233,114</td><td style="text-align: left"> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right">37,686</td><td style="text-align: left"> </td></tr> <tr id="xdx_40C_eus-gaap--DeferredTaxAssetsTaxCreditCarryforwardsResearch_iI_msDTLzq2T_zTWDpY8yRTj3" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Research credit</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">28,985</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">28,985</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--DeferredTaxAssetsValuationAllowance_iNI_di_maDTLzq2T_ziUKAGcGlkJ5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Less valuation allowance</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(6,474,449</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(5,244,441</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_40C_eus-gaap--DeferredTaxLiabilities_iNTI_di_mtDTLzq2T_zkOxNhILOU8e" style="vertical-align: bottom;

background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Net deferred tax liability</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(162,000</td><td style="padding-bottom: 2.5pt; text-align: left">)</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">(192,000</td><td style="padding-bottom: 2.5pt; text-align: left">)</td></tr> </table> -281073-26859435178623104008104549428955099173514204456242289841154326492135023311437686289852898564744495244441162000192000212220002410002098100025900000<p id="xdx_896_eus-gaap--ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock_zBaxIPJlllzi" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0">The geographical components of loss before income taxes consisted of the following for the years ended December 31: Schedule of Geographical Components of Loss Before Income Taxes <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 80%"> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" id="xdx_496_20230101__20231231_z8rQAVv08OLf" style="text-align: center">Year Ended</td><td> </td><td> </td> <td colspan="2" id="xdx_494_20220101__20221231_zQDtYGlN93ac" style="text-align: center">Year Ended</td><td> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31,
 2023</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">December 31,
 2022</td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td><td colspan="2" style="text-align: right"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr id="xdx_406_eus-gaap--IncomeLossFromContinuingOperationsBeforeIncomeTaxesDomestic_maILFCOzLlh_z7Si8U5ZTw9j" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">United Stated Operations</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">(8,173,807</td><td style="width: 1%; text-align: left">)</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">(3,978,832</td><td style="width: 1%; text-align: left">)</td></tr> <tr id="xdx_404_eus-gaap--IncomeLossFromContinuingOperationsBeforeIncomeTaxesForeign_maILFCOzLlh_zL5XFyf7DTp9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">International Operations</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">(1,667,831</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(660,830</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr id="xdx_406_eus-gaap--IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest_iT_mtILFCOzLlh_zust0jwVE531" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">(Loss) Income before taxes</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(9,871,638</td><td style="padding-bottom: 1pt; text-align: left">)</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(4,639,662</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> </table> -8173807-3978832-1667831-660830-9871638-4639662<p id="xdx_801_eus-gaap--RelatedPartyTransactionsDisclosureTextBlock_zazce8lT2Qij" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 13. Related Party Transactions and Balances   As of December 31, 2023 and 2022, accounts payable and accrued liabilities include $32,974 and $105,667, respectively, payable to officers, and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand (See Note 15).</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center"> </p> 32974105667<p id="xdx_804_eus-gaap--FairValueMeasurementInputsDisclosureTextBlock_zgRFoxIvXin8" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 14. Fair Value Measurements</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">The Company’s financial instruments include cash, accounts payable, notes payable, contingent stock and warrant liability and warrant liability. Cash, contingent stock liability, contingent warrant liability and warrant liability are measured at fair value. Accounts payable and notes payable are measured at amortized cost and approximates fair value due to their short duration and market rate for similar instruments, respectively.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"></p><p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">SHARPS TECHNOLOGY, INC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: center">FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022</p> <p style="border-bottom: Black 1pt solid; font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: justify">Note 14. Fair Value Measurements (continued)</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; text-align: center"> </p> <p id="xdx_891_eus-gaap--ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock_zxDqW0yAu905" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company’s consolidated balance sheet:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_z2GHeg2d5sg2" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td colspan="2" id="xdx_497_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_z7evLALGnlZ" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zkIsZFCa7663" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20231231_z5mnI8unN3rb" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"> </td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; text-align: center">Fair Value Measurements Using</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Level 1</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Level 2</td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center">Level 3</td><td style="padding-bottom: 1pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr id="xdx_402_eus-gaap--FinancialInstrumentsFinancialAssetsBalanceSheetGroupingsAbstract_iB_zKCKiuWV95S4" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_zILPeMbyrX79" style="vertical-align: bottom; background-color: White"> <td style="width: 40%">Cash</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">3,012,908</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 11%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; 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1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">2,422,785</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,422,785</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td> <td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--LiabilitiesFairValueDisclosure_iI_zgxCT7I3IgY4" style="vertical-align: bottom; 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border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49F_20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_zI2ZrE6i1D56" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_493_20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zyEkrfBqNYPj" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20221231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zepFhAwEIj67" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49F_20221231_zM00YGfq3qv8" style="border-bottom: Black 1pt solid; 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background-color: White"> <td style="width: 40%">Cash</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">4,170,897</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 11%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 11%; text-align: right">-</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">4,170,897</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; 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background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 1pt">Total assets measured at fair value</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">4,170,897</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"> </td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="font-weight: bold; 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margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company’s consolidated balance sheet: Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_z2GHeg2d5sg2" style="border-bottom: Black 1pt solid; text-align: center"> </td><td style="padding-bottom: 1pt"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_z7evLALGnlZ" style="border-bottom: Black 1pt solid; 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background-color: rgb(204,238,255)"> <td style="font-weight: bold">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-

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background-color: rgb(204,238,255)"> <td style="font-weight: bold">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_403_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iI_zFsKH6PntU33" style="vertical-align: bottom; background-color: White"> <td style="width: 40%">Cash</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 11%; text-align: right">4,170,897</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 11%; text-align: right"></td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; 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background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total liabilities measured at fair value</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,151,838</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right"></td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td

style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right"></td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,151,838</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>
20129083012908301290830129083024227852422785242278524227854170897417089741708974170897411518381151838115183811518381151838<p id="xdx_804_eus-gaap--CommitmentsAndContingenciesDisclosureTextBlock_zefowiuQzQ6b" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 15. Commitments and Contingencies   Fixed Assets and Other   At December 31, 2023, the remaining amounts due under outstanding orders of $56,874 is recorded in Accounts Payable. At December 31, 2022, the Company has outstanding orders to purchase equipment, molds and component parts for research and development of $<span id="xdx_90E_ecustom--OrderCostsToPurchaseEquipmentMoldsAndComponentPartsForResearchAndDevelopment_c20220101__20221231_zHpZqn5gyJ34" title="Total order costs to purchase equipment, molds and component parts for research and development">609,953 of which advance payments of $209,678 have been made and recorded in Other Assets (See Note 6).   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 15. Commitments and Contingencies (continued)   Contingencies   At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under the provisions of the authoritative guidance that addresses accounting for contingencies. The Company is currently not involved in any material litigation or other loss contingencies.   Royalty Agreement   In connection with the purchase of certain intellectual property in July 2017, Barry Berler and Alan Blackman entered into a royalty agreement which provides that Barry Berler will be entitled to a royalty of four percent (<span id="xdx_909_ecustom--RoyaltyPercentage_pid_dp_uPure_c20170701__20170731__us-gaap--TypeOfArrangementAxis__custom--RoyaltyAgreementMember__srt--TitleOfIndividualAxis__custom--BarryBerlerMember_zCKFauY0XfLa" title="Royalty percentage">4%) of net sales derived from the use, sale, lease, rent and export of products related to the intellectual property. The royalty continues until the patent expires or is no longer used in the Company’s product. The royalty agreement was assumed by the Company in December 2017.   In September 2018, the Royalty Agreement was amended to reduce the royalty to <span id="xdx_90E_ecustom--RoyaltyPercentage_pid_dp_uPure_c20180901__20180930__us-gaap--TypeOfArrangementAxis__custom--RoyaltyAgreementMember__srt--TitleOfIndividualAxis__custom--BarryBerlerMember_zw61zhCI38s9" title="Royalty percentage">2% and further provided for a single payment of $<span id="xdx_909_ecustom--SinglePaymentObligation_iI_c20180930__us-gaap--TypeOfArrangementAxis__custom--RoyaltyAgreementMember__srt--TitleOfIndividualAxis__custom--BarryBerlerMember_zOf2z0XuNu5a" title="Single payment obligation">500,000 to Barry Berler within three years in return for cancellation of all further royalty obligations of the Company. In May 2019, the Royalty Agreement was further amended to change the payment date to on or before May 31, 2021 or during the term of the amended Royalty Agreement should the Company be acquired or a controlling interest be acquired. The Company has not made the aforementioned payment or incur any change in control as such the <span id="xdx_909_ecustom--RoyaltyPercentage_pid_dp_uPure_c20190501__20190531__us-gaap--TypeOfArrangementAxis__custom--RoyaltyAgreementMember__srt--TitleOfIndividualAxis__custom--BarryBerlerMember_zPAN73PHhcW5" title="Royalty percentage">2% royalty remains in place.   Employment Agreements   On August 1, 2022, the Company cancelled the consulting agreement with Alan Blackman, Co- Chairman and Chief Operating Officer and entered into an Employment Agreement which provides for annual salary of $256,000, which provides for increases, and provisions compensation adjustments, expense and tax differential reimbursements, benefits and bonuses. As of September 1, 2022, the annual salary is $320,000. At June 30, 2022, the Company approved and accrued a $250,000 bonus to Mr. Blackman for services provided in 2022, of which $65,000 was paid subsequent to December 31, 2022. The Company terminated Mr. Blackman’s Employment Agreement effective May 1, 2023. Mr. Blackman continued to serve as the Co-Chairman and a member of the Board of Directors. Subsequent to June 30, 2023, the Company and Mr. Blackman entered into a separation agreement whereby, Mr. Blackman will be paid severance payments of approximately $346,000, which was recorded as an expense and an accrued expense as of June 30, 2023, over thirteen months, continue his medical benefits for such period with a cost of approximately $29,000 which has been accrued at June 30, 2023. At December 31, 2023, the outstanding balance due Mr. Blackman is $<span id="xdx_905_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue_iI_c20231231__srt--TitleOfIndividualAxis__custom--Mr.BlackmanMember_zXvEch9i2bGa" title="Outstanding balance">218,000, which is recorded in accrued expenses. Further, all unvested options were fully vested and the Company recorded a charge of $60,000. In connection with the separation agreement, Mr. Blackman no longer serves as Co-Chairman or Board member and has agreed to vote his Series A Preferred Stock in favor of the election, reelection, and/or designation of each individual nominated to serve as a director on the Board of Director as shall be identified in an applicable proxy statement filed by the Company for such election of directors. Once the payments due Mr. Blackman are fully paid, the Series A Preferred Stock shall be deemed immediately cancelled and forfeited and without further consideration. The Series A Preferred shall at such time be returned to the status of an authorized but unissued share of preferred stock of the Company.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022   Note 15. Commitments and Contingencies (continued)   On September 30, 2022, the Company entered into a formal employment agreement, effective on such date and will continue until terminated by either party, subject to the terms of the agreement, with Andrew R. Crescenzo who has been serving as the Company’s Chief Financial Officer on a contract services basis for the last three years. The agreement provided for annual compensation of $225,000 and plus a one-time $18,750 incentive payment upon the commencement of the agreement. During the course of the term, Mr. Crescenzo will be eligible for (i) performance bonuses to be granted at the discretion of the Company’s Compensation Committee and (ii) to participate in the Company’s 2022 Equity Incentive Plan. The agreement contains customary employment terms and conditions.   In October 2022, the Company entered into a service agreement (“Service Agreement”) with an unrelated third-party for marketing and investor relations services. The Service Agreement, which has a term of one year, has various deliverables and provides payments to the third party as follows; a) an initial fee of $90,000, b) monthly fees through the term of $12,500, c) <span id="xdx_906_eus-gaap--StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures_c20221001__20221031__us-gaap--TypeOfArrangementAxis__custom--ServiceAgreementMember_z9aPNmc6VNUf" title="Shares of restricted common stock">200,000 shares of restricted common stock and d) $300,000 specifically related to digital marketing activities. As stated in Note 8, the <span id="xdx_90B_eus-gaap--StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures_c20221001__20221031__us-gaap--TypeOfArrangementAxis__custom--ServiceAgreementMember_zNBHiUObJaNj" title="Shares of restricted common stock">200,000 shares of restricted common stock were valued at $<span id="xdx_906_eus-gaap--StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures_c20221001__20221031__us-gaap--TypeOfArrangementAxis__custom--ServiceAgreementMember_zgaDgDDNAXv5" title="Value of restricted common stock">230,000, representative of the trading price on the issuance.   On February 9, 2023, the Company, appointed Justin Page, as Vice President of Technical Operations with a start date of February 15, 2023. The agreement provides for annual compensation of $<span id="xdx_906_eus-gaap--EmployeeBenefitsAndShareBasedCompensation_c20230208__20230209_zUnxmjli64Yf"

title="Compensation cost">235,000 and Options to purchase 50,000 shares of Common Stock at the exercise price of $<span id="xdx_907_eus-gaap--SharebasedCompensationSharesAuthorizedUnderStockOptionPlansExercisePriceRangeOutstandingOptionsWeightedAverageExercisePriceBeginningBalance1_iI_c20230209_zETnKyLdlt4g" title="Stock option, exercise price">1.30, the closing price on the grant date. During the course of the term, Mr. Paige will be eligible for (i) performance bonuses to be granted at the discretion of the Company's Compensation Committee and (ii) to participate in the Company's Equity Incentive Plan. The agreement contains customary employment terms and conditions and provides for severance of six months if a change in control occurs, as defined.   On November 10, 2023, the Company executed an Employment Agreement with Robert Hayes, its Chief Executive Officer amending the employment letter dated September 6, 2021. The agreement term automatically renews for successive one-year terms as of the commencement date unless prior written notice by either party within ninety days prior to end of the current term. The agreement provides for termination of employment and severance benefits under stated conditions and restrictive covenants. The agreement provides for annual compensation retroactive to June 1, 2023 of $600,000 from $400,000 and a stated increase with the successful acquisition of InjectEZ and other terms of the acquisition agreement (See Note 5). The agreement provides for bonus compensation for: (i) closing the Nephron acquisition agreement, (ii) long-term incentives for achieving revenue targets and market caps for the Company's stock and (iii) other Company achievements. In addition, the agreement provides for benefits and paid time off.   568746099532096780.040.025000000.022560003200002500006500034600029000218000600002250001875090000125002000003000002000002300002350005000001.306000004000004p id="xdx_804_eus-gaap--SubsequentEventsTextBlock_zQ7JBnCW0Jad" style="font: 10pt Times New Roman, Times, Serif; margin-top: 0pt; margin-bottom: 0pt; margin-left: 0; text-align: justify">Note 16. Subsequent Events   In January 2024, the holders of <span id="xdx_90B_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_c20240101__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_ziOEJ9963WM6">398,441 of pre-funded warrants exercised their warrants at the exercise price of $<span id="xdx_904_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20240101__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--SubsequentEventTypeAxis__us-gaap--SubsequentEventMember_zB5i2WPshI4d">.001.

3984410.0012473197301290816133711650820194811709135465401548385516233595682214236628812857511253898117892689456257941072793264760902334142102710224227854586195369298162006029998777-251490046505703793428611253898117892681456112251952334778334018695982133167525701564251542015209235835857803627208494-2015209-2358358-5780362-7208494-7090517620-1046593944924165603219812088747415958416560321981208874741595 8-15506-3587-31566-41955330149336014101058846 8495-1685060-2022344-4769774-6739999-1.27-1.27-3.77-3.77-4.53-4.53-13.01-13.011331891133189153688653688610532591053225918166518166-1685060-2022344-4769774-6739999130723-203544-10924161314-1554337-2305888-4879015-667868516942946932491409591812-2514900479342 86-982386-98238612638712638718020239439 06-218053171231471326181903737 59-261313906860630-2102327-210232720191820191813568314297129851907733191296903129692226079926978955789 81-21911-219111129956913035098937351848-282337177217198-1685060-1685060-111619311619325909126726324726350135450142842981307231307231694111017035941738482572-2991877765057031427610432473420421425 3-153073669641134-2111830-211183010220610278337527933853831003831002709327098315298165327900679485236-1741919610966772-2605825-2605825254446254446738767387615298165328155125559112-200250218689269152981653281555591 12-200250218689269-2022344-2022344-2022344-202234442013652013651644781624579882458004155281915528 19-283544-283544169469463367297275568-220473651059556916942946932367297275568-22047365105955 69-4769774-6739999583006656100444498838911751922088747415958205112100000 0-31566-337294723323032349317103952-51326339352-5172135-614493769659232295100000019908 4-1069659-431379297264680296282735300570794680296 28-5863-69792-539711138352030129084170897247319755544 17 Note 1. Description of Business   Nature of Business and Going Concern   Sharps Technology, Inc. ("Sharps" or the "Company") is a pre-revenue medical device company that has designed and patented various safety syringes and is seeking commercialization by manufacturing and distribution of its products.   The accompanying condensed consolidated financial statements include the accounts of Sharps Technology, Inc., and its wholly owned subsidiaries, Safegard Medical, Kft. and Sharps Technology Acquisition Corp. collectively referred to as the "Company." The condensed consolidated balance sheet as of September 30, 2024 and the condensed consolidated statements of operations, statements of comprehensive loss, statements of stockholders' equity and the statements of cash flow for three and nine months ended September 30, 2024 and 2023 (the "interim statements") are unaudited. All intercompany transactions and balances have been eliminated. In the opinion of management, all adjustments (which include normal recurring adjustments) necessary to present fairly the financial position and operating results for the interim periods have been made. Certain information and footnote disclosure, normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States, have been condensed or omitted. The interim statements should be read in conjunction with the consolidated financial statements for the year ended December 31, 2023 and notes thereto contained in the Company's Form 10-K filed with the Securities and Exchange Commission. The condensed consolidated balance sheet at December 31, 2023 has been derived from the audited financial statements at that date. The results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024.   The accompanying condensed consolidated financial statements have been prepared assuming that the Company will continue as a going concern. The Company has not generated revenue or cash flow from operations since inception. As of September 30, 2024, the Company had a working capital of $67,820 which is not expected to be sufficient to fund the Company's planned operations for the next 12 months. These factors raise substantial doubt regarding the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon the Company's ability to raise sufficient financing to acquire or commercialize its products into a profitable business. The Company intends to finance its commercialization activities and its working capital needs largely from the sale of equity securities and/or with additional funding from other traditional financing sources until such time that funds provided by operations are sufficient to fund working capital requirements. The unaudited condensed consolidated financial statements of the Company do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern.   The Company's fiscal year ends on December 31.   On April 13, 2022, the Company's Initial Public Offering was deemed effective with trading commencing on April 14, 2022. The Company received net proceeds of $14,2 million on April 19, 2022 (See Note 7).   Effective October 16, 2024, the Company completed a 1 for 22 reverse split, whereby for each 22 shares of common stock the Company issued one share of common stock . All share, other equity instruments and per share information in the accompanying condensed consolidated financial statements and footnotes have been retroactively adjusted for the effects of the reverse split for all periods presented.   6782014200000the Company completed a 1 for 22 reverse split, whereby for each 22 shares of common stock the Company issued one share of common stock . Note 2. Summary of Significant Accounting Policies   Basis of Presentation   The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles ("GAAP") in the United States ("U.S.") and are expressed in U.S. dollars.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Use of Estimates   The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of September 30, 2024, the most significant estimates relate to derivative liabilities, stock-based compensation, long-lived asset impairments and accounting for debt and equity financing.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At September 30, 2024 and December 31, 2023, the Company had no cash equivalents.   <span style="font-family: Times New

Roman, Times, Serif; font-size: 10pt">Inventories   The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At September 30, 2024, and December 31, 2023, inventory is comprised of raw materials, including packaging, work in process (components) and finished goods.   Fair Value Measurements   ASC 820, Fair Value Measurements and Disclosures, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value.   The Company's outstanding warrants are valued on a recurring basis with the trading price which could cause fluctuations in operating results at the reporting periods.   Level 1   Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.   Level 2   Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.   Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.
 SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Level 3   Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.   Fixed Assets   Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building – <span id="xdx_90D_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zFFFDUZ05bbg" title="Property plant and equipment asset useful life">20 years, Machinery and Equipment – <span id="xdx_901_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MinimumMember_zQDlHxyYqlR4" title="Property plant and equipment asset useful life">3 - <span id="xdx_907_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MaximumMember_zImvDqNBFIG" title="Property plant and equipment asset useful life">10 years and Website and Computer Systems – <span id="xdx_909_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--WebsiteMember_zTb8yQXB8NHf" title="Property plant and equipment asset useful life">3 years. The expected life for Molds is based on the lesser of the number of parts that will be produced based on the expected mold capability or 5 years.   Impairment of Long-Lived Assets   Long-lived assets are reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.   There were no impairment losses recognized during the three and nine months ended September 30, 2024 and 2023.   Purchased Identified Intangible Assets   The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of indefinite-lived intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.   Stock-based Compensation Expense   The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.   Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Derivative Instruments   The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC 480"), Distinguishing Liabilities from Equity ("ASC 480") and ASC 815,

Derivatives and Hedging (“ASC 815”). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company’s own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company’s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.   At their issuance date and as of September 30, 2024, certain warrants (see Notes 8 and 10) were accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company’s condensed consolidated statements of operations.   Foreign Currency Translation/Transactions   The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders’ equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the condensed consolidated statements of operations.   Comprehensive income (loss)   Comprehensive income (loss) consists of the Company’s consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at September 30, 2024 and December 31, 2023. Accumulated other comprehensive income (loss) is a separate component of stockholders’ equity and consists of the cumulative foreign currency translation adjustments.   Basic and Diluted Loss Per Share   The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of September 30, 2024, there were <span id="xdx_90A_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionAndWarrantsMember_zBLuoIKyQ3x3" title="Antidilutive shares amount">958,693 stock options and warrants, post reverse split effected, that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Income Taxes   The Company must make certain estimates and judgments in determining income tax expenses for financial statement purposes. These estimates and judgments are used in the calculation of tax credits, tax benefits, tax deductions, and in the calculation of certain deferred taxes and tax liabilities. Significant changes to these estimates may result in an increase or decrease to the Company’s tax provision in a subsequent period.   The provision for income taxes was comprised of the Company’s current tax liability and changes in deferred income tax assets and liabilities. The calculation of the current tax liability involves dealing with uncertainties in the application of complex tax laws and regulations and in determining the liability for tax positions, if any, taken on the Company’s tax returns in accordance with authoritative guidance on accounting for uncertainty in income taxes. Deferred income taxes are determined based on the differences between the financial reporting and tax basis of assets and liabilities. The Company must assess the likelihood that it will be able to recover the Company’s deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company’s ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.   Research and Development Costs   Research and development costs are expensed as incurred.   Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.   Contingencies   Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.   Recent Accounting Pronouncements   On August 5, 2020, the FASB issued ASU 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity’s own equity. The ASU is part of the FASB’s simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer’s accounting for convertible debt instruments, requires entities to provide expanded disclosures about “the terms and features of convertible instruments” and how the instruments have been reported in the entity’s financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, Earnings per Share, on the computation of EPS for convertible instruments and contracts on an entity’s own equity. An entity can use either a full or modified retrospective approach to adopt the ASU’s guidance. The ASU’s amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company does not expect the pronouncement to have a material impact on the Company and will disclose the nature and reason for any elections that the Company makes.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, a, with early adoption permitted. The Company is currently evaluating the impacts of the new guidance on its disclosures within the consolidated financial statements.   The Company does not expect the adoption of any accounting pronouncements to have a material impact on the condensed consolidated financial statements.   We reviewed all other recently issued accounting pronouncements and have concluded they are not applicable or not expected to be significant to the accounting for our operations.   Basis of Presentation   The accompanying condensed consolidated financial statements have been prepared by the Company in accordance with generally accepted accounting principles (“GAAP”) in the United States (“U.S.”) and are expressed in U.S. dollars.   <p style="font: 10pt Times New Roman, Times, Serif; margin:

0pt 0pt 0pt 0; text-align: justify"> SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Use of Estimates   The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. As of September 30, 2024, the most significant estimates relate to derivative liabilities, stock-based compensation, long-lived asset impairments and accounting for debt and equity financing.   Cash and Cash Equivalents   The Company considers all highly liquid investments purchased with an original or remaining maturity of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with various financial institutions. At September 30, 2024 and December 31, 2023, the Company had no cash equivalents.   00 Inventories   The Company values inventory at the lower of cost (average cost) or net realizable value. Work-in-process and finished goods inventories consist of material, labor, and manufacturing overhead. Net realizable value is the estimated selling price in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. A reserve is established for any excess or obsolete inventories or they may be written off. At September 30, 2024, and December 31, 2023, inventory is comprised of raw materials, including packaging, work in process (components) and finished goods.   Fair Value Measurements   ASC 820, Fair Value Measurements and Disclosures, requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 prioritizes the inputs into three levels that may be used to measure fair value.   The Company's outstanding warrants are valued on a recurring basis with the trading price which could cause fluctuations in operating results at the reporting periods.   Level 1   Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities. Valuations are based on quoted prices that are readily and regularly available in an active market and do not entail a significant degree of judgment.   Level 2   Level 2 applied to assets or liabilities for which there are other than Level 1 observable inputs such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.   Level 2 instruments require more management judgment and subjectivity as compared to Level 1 instruments. For instance: determining which instruments are most similar to the instrument being priced requires management to identify a sample of similar securities based on the coupon rates, maturity, issuer credit rating and instrument type, and subjectively select an individual security or multiple securities that are deemed most similar to the security being priced; and determining whether a market is considered active requires management judgment.
 SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Level 3   Level 3 applied to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities. The determination for Level 3 instruments requires the most management judgment and subjectivity.   Fixed Assets   Fixed assets are stated at cost. Expenditures for maintenance and repairs are charged to operations as incurred. The Company's fixed assets consist of land, building, machinery and equipment, molds and website. Depreciation is calculated using the straight-line method commencing on the date the asset is operating in the way intended by management over the following useful lives: Building — <span id="xdx_90D_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zfFFDUZ05bbg" title="Property plant and equipment asset useful life">20 years, Machinery and Equipment — <span id="xdx_901_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MinimumMember_zODlHxyYqlR4" title="Property plant and equipment asset useful life">3 - <span id="xdx_907_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember__srt--RangeAxis__srt--MaximumMember_zIimvDqNBFI6" title="Property plant and equipment asset useful life">10 years and Website and Computer Systems — <span id="xdx_909_eus-gaap--PropertyPlantAndEquipmentUsefulLife_iI_dtY_c20240930__us-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--WebsiteMember_zTb8yQXBBNHf" title="Property plant and equipment asset useful life">3 years. The expected life for Molds is based on the lesser of the number of parts that will be produced based on the expected mold capability or 5 years.   P20YP3YP10YP3Y Impairment of Long-Lived Assets   Long-lived assets are reviewed for impairment or whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability is measured by comparison of the carrying amount of an asset group to the future net undiscounted cash flows that the assets are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the projected discounted future net cash flows arising from the asset.   There were no impairment losses recognized during the three and nine months ended September 30, 2024 and 2023.   Purchased Identified Intangible Assets   The Company's identified intangible assets are amortized on a straight-line basis over their estimated useful lives of 5 years. The Company makes judgments about the recoverability of finite-lived intangible assets whenever facts and circumstances indicate that the useful life is shorter than originally estimated or that the carrying amount of assets may not be recoverable. If such facts and circumstances exist, the Company assesses recoverability by comparing the projected undiscounted net cash flows associated with the related asset or group of assets over their remaining lives against their respective carrying amounts. Impairments, if any, are based on the excess of the carrying amount over the fair value of those assets. If the useful life is shorter than originally estimated, the Company would accelerate the rate of amortization and amortize the remaining carrying value over the new shorter useful life. The Company evaluates the carrying value of indefinite-lived intangible assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, and an impairment charge would be recognized to the extent that the carrying amount of such assets exceeds their estimated fair value.   <p id="xdx_84D_eus-gaap--

CompensationRelatedCostsPolicyTextBlock_zjY7X7QzGzUh" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Stock-based Compensation Expense   The Company measures its stock-based awards made to employees based on the estimated fair values of the awards as of the grant date. For stock option awards, the Company uses the Black-Scholes option-pricing model. Stock-based compensation expense is recognized over the requisite service period and is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. The Company recognizes forfeitures of stock-based awards as they occur on a prospective basis.   Stock-based compensation expense for awards granted to non-employees as consideration for services received is measured on the date of performance at the fair value of the consideration received or the fair value of the equity instruments issued, whichever can be more reliably measured.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   Derivative Instruments   The Company accounts for common stock warrants as either equity-classified or liability-classified instruments based on an assessment of the specific terms of the warrants and applicable authoritative guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC 480”), Distinguishing Liabilities from Equity (“ASC 480”) and ASC 815, Derivatives and Hedging (“ASC 815”). The assessment considers whether the warrants are freestanding financial instruments pursuant to ASC 480, meet the definition of a liability pursuant to ASC 480, and meet all of the requirements for equity classification under ASC 815, including whether the warrants are indexed to the Company’s own stock and whether the holders of the warrants could potentially require net cash settlement in a circumstance outside of the Company’s control, among other conditions for equity classification. This assessment, which requires the use of professional judgment, is conducted at the time of warrant issuance and as of each subsequent quarterly period end date while the warrants are outstanding.   At their issuance date and as of September 30, 2024, certain warrants (see Notes 8 and 10) were accounted for as liabilities as these instruments did not meet all of the requirements for equity classification under ASC 815-40 based on the terms of the aforementioned warrants. The resulting warrant liabilities are re-measured at each balance sheet date until their exercise or expiration, and any change in fair value is recognized in the Company’s condensed consolidated statements of operations.   Foreign Currency Translation/Transactions   The Company has determined that the functional currency for its foreign subsidiary is the local currency. For financial reporting purposes, assets and liabilities denominated in foreign currencies are translated at current exchange rates and profit and loss accounts are translated at weighted average exchange rates. Resulting translation gains and losses are included as a separate component of stockholders’ equity as accumulated other comprehensive income or loss. Gains or losses resulting from transactions entered into in other than the functional currency are recorded as foreign exchange gains and losses in the condensed consolidated statements of operations.   Comprehensive income (loss)   Comprehensive income (loss) consists of the Company’s consolidated net loss and foreign currency translation adjustments related to its subsidiary. Foreign currency translation adjustments included in comprehensive loss were not tax effected as the Company has a full valuation allowance at September 30, 2024 and December 31, 2023. Accumulated other comprehensive income (loss) is a separate component of stockholders’ equity and consists of the cumulative foreign currency translation adjustments.   Basic and Diluted Loss Per Share   The Company computes net loss per share in accordance with ASC 260, Earnings per Share. ASC 260 requires presentation of both basic and diluted earnings per share (EPS) on the face of the consolidated statements of operations. Basic EPS is computed by dividing net income (loss) available to common stockholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible preferred stock using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential shares if their effect is anti-dilutive. As of September 30, 2024, there were <span id="xdx_90A_eus-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount_c20240101__20240930__us-gaap--AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis__custom--StockOptionAndWarrantsMember_zBLuoIKyQ3x3" title="Antidilutive shares amount">958,693 stock options and warrants, post reverse split effected, that could potentially dilute basic EPS in the future that were not included in the computation of diluted EPS because to do so would have been anti-dilutive for the periods presented.   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 2. Summary of Significant Accounting Policies (continued)   958693 Income Taxes   The Company must make certain estimates and judgments in determining income tax expenses for financial statement purposes. 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The Company must assess the likelihood that it will be able to recover the Company’s deferred tax assets. If recovery is not likely on a more-likely-than-not basis, the Company must increase its provision for income taxes by recording a valuation allowance against the deferred tax assets that it estimates will not ultimately be recoverable. However, should there be a change in the Company’s ability to recover its deferred tax assets, the provision for income taxes would fluctuate in the period of such change.   Research and Development Costs   Research and development costs are expensed as incurred.   Advance payments for goods or services that will be used or rendered for future research and development activities are deferred and capitalized. Such amounts are recognized as an expense as the related goods are delivered or the services are performed.   Contingencies   Liabilities for loss contingencies arising from claims, assessments, litigations, fines and penalties and other sources are recognized when it is probable that a liability has been incurred and the amount of the assessment can be reasonably estimated. Gain contingencies are evaluated and not recognized until the gain is realizable or realized.   Recent Accounting Pronouncements   On August 5, 2020, the FASB issued ASU 2020-06, Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815-40), which simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity’s own equity. The ASU is part of the FASB’s simplification initiative, which aims to reduce unnecessary complexity in U.S. GAAP. ASU 2020-06 simplifies the guidance in U.S. GAAP on the issuer’s accounting for convertible debt instruments, requires entities to provide expanded disclosures about “the terms and features of convertible instruments” and how the instruments have been reported in the entity’s financial statements. It also removes from ASC 815-40-25-10 certain conditions for equity classification and amends certain guidance in ASC 260, Earnings per Share, on the computation of EPS for convertible instruments and contracts on an entity’s own equity. An entity can use either a full or modified retrospective approach to adopt the ASU’s guidance. The ASU’s amendments are effective for smaller public business entities fiscal years beginning after December 15, 2023. The Company does not expect the pronouncement to have a material impact on the Company and will disclose the nature and reason for any elections that the Company makes.   <span style="font-family: Times New Roman, Times,

Serif; font-size: 10pt"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">SHARPS TECHNOLOGY, INC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center"> FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Note 2. Summary of Significant Accounting Policies (continued) </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">In December 2023, the FASB issued ASU 2023-09, <i>Income Taxes </i>(Topic 740)<i>: Improvements to Income Tax Disclosures</i>. The new guidance requires disaggregated information about the effective tax rate reconciliation and additional information on taxes paid that meet a quantitative threshold. The new guidance is effective for public companies for annual reporting periods beginning after December 15, 2024, a, with early adoption permitted. 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Inventories</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p id="xdx_890_eus-gaap--ScheduleOfInventoryCurrentTableTextBlock_zJyitDEwqaL5" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Inventories, net consisted of the following at:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> Schedule of Inventories </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_494_20240930_z6wmSvdcayr1" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_493_20231231_zRTyYvpNNmr6" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--InventoryRawMaterialsNetOfReserves_iI_maINzcUe_zz0MVJIAfoy8" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Raw materials</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">360,907</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">254,461</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--InventoryWorkInProcessNetOfReserves_iI_maINzcUe_zckDXbS9KQsl" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Work in process</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">140,025</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">170,464</td><td style="text-align: left"> </td> </tr> <tr id="xdx_40F_eus-gaap--InventoryFinishedGoodsNetOfReserves_iI_maINzcUe_zfUcsK9k3fpk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Finished goods</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,518,549</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">1,284,210</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--InventoryNet_iTI_mtINzcUe_zXulI952NDfb" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,019,481</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,709,135</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> <p id="xdx_8A8_z97XYThhIUr7" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p id="xdx_890_eus-gaap--ScheduleOfInventoryCurrentTableTextBlock_zJyitDEwqaL5" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Inventories, net consisted of the following at:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> Schedule of Inventories </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; 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Fixed Assets</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p id="xdx_89E_eus-gaap--PropertyPlantAndEquipmentTextBlock_zGUMepEmbKal" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Fixed assets, net, is summarized as follows as of:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> Schedule of Fixed Assets, Net </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49E_20240930_zrvXo9riwRKl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"><span style="font-family: Times New Roman, Times, Serif;

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Substantially, all the Company’s fixed assets are located at the Company’s Hungary location.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">SHARPS TECHNOLOGY, INC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center"> </p> <p id="xdx_89E_eus-gaap--PropertyPlantAndEquipmentTextBlock_zGUMepEmbKal" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Fixed assets, net, is summarized as follows as of:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Schedule of Fixed Assets, Net </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49E_20240930_zrvXo9riwRKl" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20231231_zvHyMLKogLBi" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td> <td colspan="2" style="text-align: center"> </td><td> </td></tr> <tr id="xdx_40A_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--LandMember_z1rTGl6pzuqc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%">Land</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 16%; text-align: right">253,781</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">260,460</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--BuildingMember_zyflhsFXGV5j" style="vertical-align: bottom; background-color: White"> <td>Building</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,949,900</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3,022,490</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__us-gaap--MachineryAndEquipmentMember_zNLFIcNb5M7g" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Machinery and Equipment</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,730,617</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4,464,317</td><td style="text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--PropertyPlantAndEquipmentGross_iI_hus-gaap--PropertyPlantAndEquipmentByTypeAxis__custom--ComputerSystemsAndWebsiteAndOtherMember_z1Ova8mKjZO5" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Computer Systems and Website & Other</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">290,662</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid;

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25378126046029499003022490473061744643172906622906618224960803792819913651215786623359568221425747196465 38 Note 5. Asset Acquisition   Safegard Medical, Kft   In June 2020, the Company entered into a Share Purchase Agreement (“Agreement”) with Safegard Medical, Kft (“Safegard”) and amendments to the Agreement, collectively, the Agreements, to purchase either the stock or certain assets of a manufacturing facility for $<span id="xdx_90F_eus-gaap--PaymentsToAcquireBusinessesGross_pn5n6_c20200601__20200630__us-gaap--BusinessAcquisitionAxis__custom--SafegardMedicalIncMember__us-gaap--TypeOfArrangementAxis__custom--SharePurchaseAgreementMember_zkDcdYETiCs8" title="Consideration paid in cash">2.5M in cash, plus additional consideration of common stock and options with a fair market value of $200,000 and $183,135, respectively. The Agreements provided the Company various periods for due diligence and post due diligence, requirements for escrow payments through the closing date (“Closing Date”).   Through the Closing Date, the Agreements provided the Company with the exclusive use of the facility in exchange for payment of the facility’s operating costs. The monthly fee (“Operating Costs”), which primarily covered the facility’s operating costs, was mainly comprised of the seller’s workforce costs, materials and other recurring monthly operating cost.   The acquisition of Safegard, which closed on July 6, 2022, did not meet the definition of a business pursuant to ASC 805-10, and accordingly was accounted for as an asset acquisition in accordance with ASC 805-50. The cost of the acquisition was $2,936,712, including transaction costs of $53,576, with the allocation to the assets acquired on a relative fair value basis. The intangibles relate to permits and a limited workforce acquired. Under ASC 805-50, no goodwill is recognized. The operating results for Safegard are included in the condensed consolidated financial statements for the period beginning after the closing on July 6, 2022.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p id="xdx_891_eus-gaap--ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock_zITHKT5SKAKj" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">The relative fair value of the assets acquired and related deferred tax liability during 2022 was as follows:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Schedule of Fair Value of Assets Acquisition </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"></p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 70%"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_497_20220706__us-gaap--BusinessAcquisitionAxis__custom--SafegardMedicalIncMember_zGwXKy86eZEl" style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedLand_iI_maBCRIAzqVv_zG3wN4mZxHPc" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 80%">Land</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 16%; text-align: right">226,000</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedPropertyPlantAndEquipment_iI_maBCRIAzqVv_z1rt3UafJmY8" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Building and affixed assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2,648,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedEquipment_iI_maBCRIAzqVv_zX1DNhQFnsO6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Machinery</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">158,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_40A_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedInventory_iI_maBCRIAzqVv_zdmKJ0iRHiZj" style="vertical-align: bottom; background-color: White"> <td>Inventory</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">32,000</td><td style="text-align: left"> </td></tr> <tr id="xdx_400_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedIntangibles_iI_maBCRIAzqVv_zmc8vOTjXUl2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Intangibles</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">64,712</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedDeferredTaxLiabilities_iNI_di_msBCRIAzqVv_zVKCI8dWFBO9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Deferred tax liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">(192,000</td><td style="padding-bottom: 1pt; text-align: left">)</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_eus-gaap--BusinessCombinationRecognizedIdentifiableAssetsAcquiredAndLiabilitiesAssumedAssets_iTI_mtBCRIAzqVv_zNz4Et0NTls1" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Total</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,936,712</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The useful lives for the acquired assets is Building - 20 years; Machinery – 5 to 10 years; Intangibles – 5 years. The related depreciation and amortization is being recorded on a straight-line basis.   25000002000001831352936712535 76 The relative fair value of the assets acquired and related deferred tax liability during 2022 was as follows: Schedule of Fair Value of Assets Acquisition   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 70%"> <tr style="display: none; vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_497_20220706__us-gaap--BusinessAcquisitionAxis__custom--SafegardMedicalIncMember_zGwXKy86eZEl" style="text-align: right"> </td><td style="text-

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Other Assets   Other assets as of September 30, 2024, and December 31, 2023 are summarized as follows: Schedule of Other Assets <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20240930_ziHbvl5Jyvj7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td><td colspan="2" id="xdx_49C_20231231_ziJNYIIR2ON8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td colspan="2"> </td><td> </td><td colspan="2"> </td><td> </td></tr> <tr id="xdx_403_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_maOANzzDQ_z6mTdWXPecQl" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Intangibles, net – See Note 6</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">40,227</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">52,513</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--OtherAssetsMiscellaneousNoncurrent_iI_maOANzzDQ_zwG5SBFesi67" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Other – See Note 7</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">326,061</td><td style="padding-bottom: 1pt; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">76,062</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--OtherAssetsNoncurrent_iTI_mtOANzzDQ_zRCJl1BDGp56" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Total Other assets</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">366,288</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="border-bottom: Black 1pt solid; text-align: right">128,575</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table>   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Schedule of Other Assets <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20240930_ziHbvl5Jyvj7" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20231231_ziJNYIIR2ON8" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td colspan="2"> </td><td> </td><td colspan="2"> </td><td> </td></tr> <tr id="xdx_403_eus-gaap--IntangibleAssetsNetExcludingGoodwill_iI_maOANzzDQ_z6mTdWXPecQl" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Intangibles, net – See Note 6</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">40,227</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">52,513</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--OtherAssetsMiscellaneousNoncurrent_iI_maOANzzDQ_zwG5SBFesi67" style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 1pt">Other – See Note 7</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">326,061</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">76,062</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_409_eus-gaap--OtherAssetsNoncurrent_iTI_mtOANzzDQ_zRCJl1BDGp56" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Total Other assets

</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">366,288</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td><td style="border-bottom: Black 1pt solid; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="border-bottom: Black 1pt solid; text-align: right">128,575</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> </table>
40227525133260617606236628812857 5 Note 7. Debt Financing   On September 20, 2024, the Company entered into a securities purchase agreement (the "Securities Purchase Agreement") and a Senior Secured Note (the "Note") for an aggregate principal amount of $<span id="xdx_903_eus-gaap--DebtInstrumentFaceAmount_iI_c20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zliuHirJYfLh">4,375,000, including OID interest of $<span id="xdx_903_eus-gaap--DebtInstrumentIncreaseAccruedInterest_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zj0riSknwLdl" title="Original issue discount (OID)">875,000 maturing on <span id="xdx_903_eus-gaap--DebtInstrumentMaturityDate_dd_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zBMDZZSxXTz4">January 31, 2025, with certain purchasers (the "Purchasers"), and the issuance of approximately <span id="xdx_90A_ecustom--NumberOfUnregisteredCommonStockIssuedDuringPostReverseShares_pid_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zvzZ6q2lX7ha" title="Number of unregistered common stock issued during post reverse shares">259,091 pre reverse - <span id="xdx_903_ecustom--NumberOfUnregisteredCommonStockIssuedDuringPreReverseShares_pid_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember__us-gaap--AwardTypeAxis__custom--PreReverseMember_zcsLkCRMOkD6" title="Pre reverse">5,700,006) unregistered shares of the Company's Common Stock. The aggregate gross proceeds to the Company were approximately $<span id="xdx_90F_eus-gaap--ProceedsFromIssuanceOfDebt_pn5n6_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zK4Q5qUBQddk">3.5 million, before deducting fees to the placement agent and other offering expenses payable by the Company of $<span id="xdx_908_ecustom--PlacementAgentAndOtherOfferingExpenses_c20240920__20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_z4HeS0lGiHYh" title="Closing costs">514,700 and an escrow deposit of $250,000 required until certain security liens are filed. The Note and the common stock were recorded at the relative fair values of $<span id="xdx_900_eus-gaap--DebtInstrumentFairValue_iI_pn5n6_c20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zv0NsEqPWpIb">2.6M and $<span id="xdx_908_ecustom--CommonStockFairValue_iI_c20240920__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--DebtInstrumentAxis__custom--SeniorSecuredNoteMember_zL9KkwMAsE9c" title="Common stock fair value">852,000, respectively, in accordance with ASC 470-20-25-2. The aforementioned expenses were allocated based on the aforementioned fair values as a reduction to the carrying amount of the debt and a reduction of the equity in accordance with ASC 505-10. For the three and nine months ended September 30, 2024, the Company recorded accreted interest and fees of $75,192.   In connection with the Securities Purchase Agreement and Note, the Company entered into a Registration Rights Agreement with the Purchasers (the "Registration Rights Agreement"), requiring the Company to file a resale registration statement (the "Registration Statement") with the U.S. Securities and Exchange Commission (the "Commission") to register the unregistered shares of Common Stock. within forty-five (45) calendar days following the filing date, which is thirty (30) days after the closing date. The Company filed the required resale registration statement on October 23, 2024.   437500087500020 25-01-312590915700006350000051470025000026000008520007519 2 Note 8. Stockholders' Equity   Capital Structure   On December 11, 2017, the Company was incorporated in Wyoming with 20,000,000 shares of common stock authorized with a $0.0001 par value. Effective, April 18, 2019, the Company's authorized common stock was increased to 50,000,000 shares of common stock. The articles of incorporation also authorized 10,000 preferred shares with a $0.001 par value.   Effective March 22, 2022, the Company completed a plan and agreement of merger with Sharps Technology, Inc., a Nevada corporation ("Sharps Nevada"). Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation. The Company's authorized common stock and preferred stock increased from 50,000,000 to 100,000,000 and 10,000 to 1,000,000 shares, respectively. The par value of preferred stock decreased from $0.001 to $0.0001 per share.   In July 2024, the shareholders approved the increase of the authorized common stock from 100,000,000 to 500,000,000 which was subsequently filed as an amendment to the articles of incorporation with the state of Nevada.   Common Stock   On September 23, 2024, as noted in Note 7, in connection with the Securities Purchase Agreement and Note the Company issued <span id="xdx_901_eus-gaap--StockIssuedDuringPeriodSharesOther_pid_c20240923__20240923__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zlPmjF42fGHc" title="Issued shares of common stock">259,091 (pre reverse - <span id="xdx_90A_eus-gaap--StockIssuedDuringPeriodSharesOther_pid_c20240923__20240923__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zKlqsPnmsBIj" title="Issued shares of common stock">5,700,006) shares of unregistered common stock.   On May 31 and June 13, 2024, the Company entered into subscription agreements with certain institutional investors, pursuant to which the Company agreed to issue and sell to the investors <span id="xdx_902_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_pid_c20240531__20240531__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember_zjJklAyq4mBb" title="Number of shares sold">190,773 (pre reverse - 4,197,000) shares (the "Shares") of Common Stock, par value $0.0001 per share of the Company at a price of $8.36 (pre reverse -$<span id="xdx_901_eus-gaap--SaleOfStockPricePerShare_iI_pid_c20240531__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zRmY7sFSEuI8" title="Shares price pre reverse"><span id="xdx_90D_eus-gaap--SaleOfStockPricePerShare_iI_pid_c20240613__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zEkSalHRuA5g" title="Shares price pre reverse">0.38) and received gross proceeds to the Company of $<span id="xdx_907_eus-gaap--ProceedsFromIssuanceOfCommonStock_pn5n6_c20240531__20240531__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember_zdSw9e5h5gm6" title="Gross proceeds"><span id="xdx_90C_eus-gaap--ProceedsFromIssuanceOfCommonStock_pn5n6_c20240613__20240613__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember_ztepZgJsdaX3" title="Gross proceeds">1.6M, before expenses to the placement agent and other offering expenses of $<span id="xdx_901_eus-gaap--OtherExpenses_c20240531__20240531__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember_zxi72i936Se" title="Other offering expenses"><span id="xdx_90A_eus-gaap--OtherExpenses_c20240613__20240613__us-gaap--TypeOfArrangementAxis__custom--SubscriptionAgreementsMember__srt--TitleOfIndividualAxis__custom--InvestorsMember_zkTohxQGlF4k" title="Other offering expenses">298,000 with net proceeds, after reflecting par value, have been recorded in Additional Paid in Capital of $1,296,903. The shares issued in the offering were offered at-the-market under Nasdaq rules and pursuant to the Company's Form 1-A (the "Offering Statement"), initially filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended on May 21, 2024, and qualified on May 30, 2024.   On May 30, 2024, the Company offered warrant inducements (the "Inducement

Agreement") to certain warrant holders (the "Warrant Holders") which references the warrants registered for sale under both the registration statements on Form S-1 (file No. 333-263715) and/or the registration statement on Form S-1 (File No. 333-275011) (collectively, the "Registration Statements") for up to a total of 499,932 (pre reverse - 10,998,524) warrants to purchase shares of the Company's common stock, par value $0.0001 per share. Pursuant to the Inducement Agreement, the exercise price of the existing warrants was reduced from $14.08 (pre reverse -$0.64) per share to $7.26 (pre reverse -$<span id="xdx_904_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20240529__us-gaap--TypeOfArrangementAxis__custom--InducementAgreementMember__us-gaap--AwardTypeAxis__custom--PrereverseMember__srt--RangeAxis__srt--MinimumMember_zZryGGA7girl" title="Exercise price pre reverse">0.33) per share. In addition, for each warrant that was exercised, as a result of the Inducement Agreement, the Company agreed to issue the Warrant Holders unregistered warrants with an exercise price of $9.90 (pre reverse - $0.45) per share ("Inducement Warrants"). In the aggregate, 260,799 (pre reverse -5,737,573) warrants were exercised as a result of the Inducement Agreement and accordingly, 260,799 Inducement Warrants were issued. The Company received gross proceeds of $1.9M before expenses to the placement agent and other expenses of $7.26 (pre reverse -$<span id="xdx_90E_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20240530__us-gaap--TypeOfArrangementAxis__custom--InducementAgreementMember__srt--TitleOfIndividualAxis__custom--WarrantHoldersMember__us-gaap--AwardTypeAxis__custom--PrereverseMember__srt--RangeAxis__srt--MinimumMember_zgNvNoqk9NMh" title="Exercise price">0.33) based on anti-dilution terms in the respective warrant agreements.   The Company recorded a fair value charge in the three months and nine months ended September 30, 2024 to reflect the modification of the exercise price at the initial inducement date for the non-trading warrants relating to the February and September 2023 warrants below. (See Note 10)   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 8 Stockholders' Equity (continued)   On September 29, 2023, the Company completed two simultaneous offerings and received aggregate gross proceeds of approximately $5.6 million, before expenses to the placement agent and other offering expenses of $716,000.   <table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt"> <tr style="vertical-align: top"> <td style="width: 0.25in"> </td> <td style="width: 0.25in">a.</td> <td style="text-align: justify">The first offering, the securities purchase agreement offering (the "Shelf Offering") with institutional investors and the Company resulted in the Company receiving net proceeds from the Shelf Offering and the sale of pre-funded of approximately $<span id="xdx_90A_eus-gaap--ProceedsFromIssuanceOrSaleOfEquity_pn5n6_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zMi93dCDo9r9" title="Proceeds from shelf offering">2.5 million, includes the value of the pre-funded warrants recorded in APIC, net of $<span id="xdx_90D_eus-gaap--LegalFees_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_z6cUgUbB9QEl" title="Placement agent fees">362,000 in fees relating to the placement agent and other offering expenses. The Shelf Offering was priced at the market under Nasdaq rules. In connection with the Shelf Offering, the Company issued <span id="xdx_904_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--AwardTypeAxis__custom--ReverseStockSplitMember_zs1sCwOyAT4k" title="Shares issued">164,478 (pre reverse -3,618,521) shares of common at a purchase price of $14.08 per unit, adjusted to $7.26 (reverse effected) at May 30, 2024, based on anti-dilution terms in the warrants and 36,636 (pre reverse -800,000) pre-funded warrants at $14.058 (pre reverse -$<span id="xdx_90E_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PreFundedWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_z08wHwaj1G6l" title="Exercise price">0.639) per pre-funded warrants. The exercise price of the pre-funded warrants will be $<span id="xdx_901_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--SubsidiarySaleOfStockAxis__custom--ShelfOfferingMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PreFundedWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zzKGLoYcq4c9" title="Exercise price">0.001 per share.</td></tr> <tr style="vertical-align: top"> <td> </td> <td> </td> <td> </td></tr> <tr style="vertical-align: top"> <td></td> <td> b.</td> <td style="text-align: justify">The second offering, the securities purchase agreement offering ("Private Placement") with institutional investors and the Company received net proceeds from the Private Placement of approximately $<span id="xdx_906_eus-gaap--ProceedsFromIssuanceOfPrivatePlacement_pn5n6_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--PrivatePlacementMember__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember_zZaMLPXzuCFi">2.4 million, net of $354,000 in fees relating to the placement agent and other offering expense. In connection with the Private Placement, the Company issued: (i) 117,340 (pre reverse - 2,581,479) PIPE Shares (or PIPE Pre-Funded Warrants in lieu thereof) and (ii) PIPE Warrants (non-trading) to purchase 397,727 (pre reverse -8,750,003) shares of our common stock, at a combined purchase price of $23.63 <span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">(pre reverse -$<span id="xdx_907_eus-gaap--SharesIssuedPricePerShare_iI_c20230203__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEPreFundedWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember__srt--RangeAxis__srt--MaximumMember_zhifmEvjztv1">1.074) per unit or $<span id="xdx_90B_eus-gaap--SharesIssuedPricePerShare_iI_c20230203__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEPreFundedWarrantsMember__srt--RangeAxis__srt--MinimumMember_ztFZCkzU16z">23.606 (pre reverse - $<span id="xdx_901_eus-gaap--SharesIssuedPricePerShare_iI_c20230203__us-gaap--TypeOfArrangementAxis__custom--SecuritiesPurchaseAgreementMember__us-gaap--StatementEquityComponentsAxis__custom--

PIPEPreFundedWarrantsMember_us-gaap--AwardTypeAxis_custom--PrereverseMember_srt--RangeAxis_srt--MinimumMember_zDHH1wwyXjV2">1.073) per pre-funded unit. The PIPE Warrants have a term of five and one-half (<span id="xdx_90B_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20230929__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_us-gaap--SubsidiarySaleOfStockAxis_us-gaap--PrivatePlacementMember_us-gaap--StatementEquityComponentsAxis_custom--PIPEPreFundedWarrantsMember_zeMYe6lecPc7">5.5) years from the issuance date and are exercisable for one share of common stock at an exercise price, after effect of the October 2024 reverse split, of $<span id="xdx_905_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_us-gaap--StatementEquityComponentsAxis_custom--PIPEPreFundedWarrantsMember_us-gaap--SubsidiarySaleOfStockAxis_us-gaap--PrivatePlacementMember_us-gaap--AwardTypeAxis_custom--ReverseStockSplitMember_ziDup5Zsn0m2" title="Exercise price">14.08 adjusted to $<span id="xdx_903_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20240530__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_us-gaap--StatementEquityComponentsAxis_custom--PIPEPreFundedWarrantsMember_us-gaap--SubsidiarySaleOfStockAxis_us-gaap--PrivatePlacementMember_zb4esqp6XZji" title="Exercise price">7.26 at May 30, 2024, based on anti-dilution terms in the warrants. See Note 8(a) Warrants below for further adjustment. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $<span id="xdx_905_eus-gaap--AdditionalPaidInCapital_iI_pn5n6_c20230929__us-gaap--SubsidiarySaleOfStockAxis_us-gaap--PrivatePlacementMember_us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zNo37uMNWoL">1.6 million and with respect to the PIPE Warrants recorded as a liability under ASC 815 of $<span id="xdx_907_eus-gaap--FairValueAdjustmentOfWarrants_c20230929__20230929__us-gaap--SubsidiarySaleOfStockAxis_us-gaap--PrivatePlacementMember_us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zchytfbAUqAb">985,204. On October 16, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Private Placement and on October 26, 2023 the S-1 went effective. (See Note 10).</td></tr> </table>   On February 3, 2023, the Company completed a securities purchase agreement ("Offering") with institutional investors and received net proceeds from the Offering of approximately $<span id="xdx_902_eus-gaap--ProceedsFromIssuanceOrSaleOfEquity_pn5n6_c20230201__20230203__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zbzMZnujum06" title="Net proceeds from offering">3.2 million, net of $600,000 in fees relating to the placement agent and other offering expenses. The Offering was priced at the market under Nasdaq rules. In connection with the Offering, the Company issued 102,206 (pre reverse - <span id="xdx_90E_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_c20230201__20230203__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_us-gaap--AwardTypeAxis_custom--PrereverseMember_zrErnecrmJ39" title="Shares issued">2,248,521) units at a purchase price of $37.18 (pre reverse - $<span id="xdx_908_eus-gaap--SharesIssuedPricePerShare_iI_c20230203__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_us-gaap--AwardTypeAxis_custom--PrereverseMember_zpx8ymIt6RAc" title="Purchase price pre reverse">1.69) per unit. Each unit consisted of one share of common stock and one non-tradable warrant ("Offering Warrants") exercisable for one share of common stock at a price, after effect of the October 2024 reverse split, of $<span id="xdx_908_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230203__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zgjUiahQHPua" title="Warrant exerice price">34.32, adjusted to $<span id="xdx_90D_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20230929__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zpEMl8ykMwm9" title="Warrant exerice price">14.08 at September 29, 2023 and to $<span id="xdx_902_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_c20240530__us-gaap--TypeOfArrangementAxis_custom--SecuritiesPurchaseAgreementMember_zpvSffBdRaSh" title="Warrant exerice price">7.26 at May 30, 2024, based on anti-dilution terms in the warrants and a term of five years. See Note 8(a) for further adjustment. The Offering Warrants have a term of five years from the issuance date. On February 13, 2023, the Company filed an S-1 (Resale) Registration Statement in connection with the Offering and on April 14, 2023, an Amendment to the S-1 was filed and went effective. (See Note 10)   On April 13, 2022, the Company's initial public offering ("IPO") was declared effective by the SEC pursuant to which the Company issued and sold an aggregate of 170,454 (pre reverse -<span id="xdx_906_eus-gaap--SaleOfStockNumberOfSharesIssuedInTransaction_c20220411__20220413__us-gaap--SubsidiarySaleOfStockAxis_us-gaap--IPOMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_ztgLtKSrAYog" title="Number of units sold">3,750,000) units ("Units"), each consisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant, with an initial exercise price of $ 93.50 (pre reverse -$<span id="xdx_907_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20220413__us-gaap--SubsidiarySaleOfStockAxis_us-gaap--IPOMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zUKez6CaeCHj" title="Exercise price">4.25) per share, adjusted to and with the effect of reverse split October 2024, $34.32 at February 3, 2023 and to $14.08 at September 29, 2023 and to $7.26 at May 30, 2024, based on anti-dilution terms in the warrants, and a term of five years. In addition, the Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments, which the Aegis Capital Corp. partially exercised with respect to <span id="xdx_90C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised_c20220417__20220419__us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember_z0lKPJ9XQYPj" title="Warrants exercised">51,136 (pre reverse -<span id="xdx_904_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardNonOptionEquityInstrumentsExercised_c20220417__20220419__us-gaap--StatementEquityComponentsAxis_us-gaap--WarrantMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zRYFTrpixppk" title="Warrants exercised">1,125,000) warrants on April 19, 2022.   The Company's common stock and warrants began trading on the Nasdaq Capital Market or Nasdaq on April 14, 2022. The net proceeds from the IPO, prior to payments of certain listing and professional fees were approximately $14.2 million. The net proceeds, after reflecting par value, has been recorded in Additional Paid in Capital of $9.0 million and with respect to the Warrants as a liability under ASC 815 of $5.2M. (See Note 10)
 SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 8. Stockholders' Equity (continued)   Warrants   <table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt"><tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in"></td><td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in">a)</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">In September 2024, the Company reduced the exercise price of the 230,091 (pre reverse – <span id="xdx_908_eus-gaap--ClassOfWarrantOrRightNumberOfSecuritiesCalledByEachWarrantOrRight_iI_c20240930__srt--TitleOfIndividualAxis_custom--WarrantHoldersMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_ze9DnfeGT7Oh" title="Prefunded warrants">5,260,000) outstanding warrants issued in February 2023 and September 2023 offerings (see below) from $7.26 (pre reverse - $<span id="xdx_90E_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20230228__srt--TitleOfIndividualAxis_custom--WarrantHoldersMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zrd8UrCqFVt9"><span id="xdx_908_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20230930__srt--TitleOfIndividualAxis_custom--WarrantHoldersMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zGhkgG6vsqP9">0.33) to $0.0001. In connection with the reduction in the exercise price the Company recorded a modification charge of $<span id="xdx_90B_ecustom--FairValueAdjustmentOfModificationCharge_c20240701__20240930__srt--TitleOfIndividualAxis_custom--WarrantHoldersMember_z1ppnhttWOWb" title="Fair value adjustment of modification charge">155,703 in the three months ended September 30, 2024, At September 30, 2024, 103,685, after reverse split, warrants remain outstanding. Subsequent to September 30, 2024 such remaining warrants were exercised.</td></tr></table>   <table border="0" cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; margin-top: 0pt; margin-bottom: 0pt"> <tr style="vertical-align: top"> <td style="text-align: justify; width: 0.25in"> </td> <td style="width: 0.25in">b)</td> <td style="text-align: justify">In connection with the Inducement Warrants in the second quarter of 2024, the Company issued 260,799 (pre reverse - 5,737,573) non-trading Inducement Warrants as noted in Common Stock above. The Inducement Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The Inducement Warrants are recorded at the FMV, computed using the Black Scholes valuation method. and , recorded a FMV gain adjustment of $293,684 (See Note 10).</td></tr> <tr style="vertical-align: top"> <td style="text-align: justify"><span style="font-family: Times

New Roman, Times, Serif; font-size: 10pt"> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td style="text-align: justify">c) </td> <td style="text-align: justify">In connection with one-year advisory services arrangement entered into in April 2023, the Company issued an aggregate of 28,636 (pre reverse - 630,000) warrants over the one-year term, at an exercise price of $34.32 <span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">(pre reverse -$<span id="xdx_90D_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20230430__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_z6luBNwfciel">1.56) The warrants have a three-year term and were fully vested on issuance. During the three and nine months ended September 30, 2024, the Company issued 0 and 5,909 (pre reverse - 130,000) warrants with a FMV of $8,590. During the three and nine months ended September 30, 2023 the Company issued 10,227 (pre reverse - 225,000) and 16,363 (pre-reverse 360,000) warrants with a FMV of $22,470 and $42,306, respectively. The FMV of the warrants issued in the nine months ended September 30, 2024 was computed using the Black Scholes valuation model with the following assumptions: a) volatility of <span id="xdx_901_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum_pid_dp_uPure_c20240101__20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_ztJfsXXqZFl7">33.46% to <span id="xdx_907_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum_pid_dp_uPure_c20240101__20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zEZ5aYmF05nb">81.62% <span id="xdx_902_eus-gaap--SharebasedCompensationArrangementByShareBasepaymentAwardFairValueAssumptionsExpectedTerm1_pid_dxL_c20240101__20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z3FvfIxcrJee" title="::XDX::P3Y">three-year term, risk free interest rate of <span id="xdx_90E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum_pid_dp_uPure_c20240101__20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zRQ4li08nkJi">4.20% to <span id="xdx_906_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum_pid_dp_uPure_c20240101__20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zUDDMyTnhAr2">4.25% and <span id="xdx_903_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate_pid_dp_uPure_c20240101__20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zeE1GNLBwLX8">0% dividend rate. The FMV of the warrants issued in the three and nine months ended September 30, 2023 was computed using the Black Scholes valuation model with the following assumptions: a) volatility of <span id="xdx_909_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum_pid_dp_uPure_c20230101__20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zaUVM4t2Eux2">37.45% to <span id="xdx_909_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum_pid_dp_uPure_c20230101__20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zh74gQxaOyVe">44.83%, risk free interest rate of <span id="xdx_903_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum_pid_dp_uPure_c20230101__20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z5nuzQwlgKT4">3.58% to <span id="xdx_904_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum_pid_dp_uPure_c20230101__20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zNEr5jzZs9rg">4.43.% and <span id="xdx_90A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate_pid_dp_uPure_c20230101__20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_z5g2peGEbWV1">0% dividend rate (See Note 10).</td></tr> <tr style="vertical-align: top"> <td style="text-align: justify"> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td style="text-align: justify"> </td> <td>d)</td> <td style="text-align: justify">In connection with the Private Placement in September 2023, the Company issued <span id="xdx_906_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20230901__20230930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--AwardTypeAxis__custom--ReverseStockSplitMember_z8qmGYUmeEzi" title="Issuance of warrants">397,727(pre reverse <span id="xdx_902_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20230901__20230930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_z7I4NGPyNIu2" title="Issuance of warrants">8,750,003) non-trading PIPE Warrants as a component of the Unit as noted in Common Stock above. The PIPE Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The PIPE Warrants are recorded at the FMV, computed using the Black Scholes valuation method. For the three and nine months ended September 30, 2024, the Company recorded a FMV gain (loss) adjustment of $<span id="xdx_901_eus-gaap--FairValueAdjustmentOfWarrants_c20240701__20240930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_zNzIm6SZImM1" title="Fair market value adjustment">(181,163), including the modification charge of $<span id="xdx_902_ecustom--FairValueAdjustmentOfModificationCharge_c20240701__20240930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_z1Im6BNWMXec" title="Fair value adjustment of modification charge">(148,091) and $<span id="xdx_908_eus-gaap--FairValueAdjustmentOfWarrants_c20240101__20240930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_zRnaNjj6qwO4" title="Fair market value adjustment">470,721 including the modification charge of $<span id="xdx_90A_ecustom--FairValueAdjustmentOfModificationCharge_c20240101__20240930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--StatementEquityComponentsAxis__custom--PIPEWarrantMember_z9dRpMFOazwa" title="Fair value adjustment of modification charge">(637,316), respectively (See Note 10).</td></tr> <tr style="vertical-align: top"> <td style="text-align: justify"> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td style="text-align: justify">e)</td> <td style="text-align: justify">In connection with the Offering in February 2023, the Company issued <span id="xdx_90C_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20230201__20230228__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--AwardTypeAxis__custom--ReverseStockSplitMember_zIBgh5mwyN3e" title="Issuance of warrants">102,206(pre reverse -<span id="xdx_905_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20230201__20230228__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zApX3HKaENfk" title="Issuance of warrants">2,248,521) non-trading warrants Offering Warrants as a component of the Unit as noted in Common Stock above. The Offering Warrants are classified as a liability based on ASC 815 and require remeasurement at each reporting period. The Offering Warrants were recorded at the FMV, computed using the Black Scholes valuation method. For the three and nine months ended September 30, 2024 the Company recorded FMV gain (loss) adjustments of $7,563, including a modification charge of $<span id="xdx_905_ecustom--FairValueAdjustmentOfModificationCharge_c20240701__20240930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember_z6C5yQE5IWJl" title="Fair value adjustment of modification charge">7,612 referred to in Note 10, and $214,019, including a modification charge of $<span id="xdx_90E_ecustom--FairValueAdjustmentOfModificationCharge_c20240101__20240930__us-gaap--SubsidiarySaleOfStockAxis__custom--NonTradingWarrantsMember_zNjxYCsBAaGf" title="Fair value adjustment of modification charge">153,640. For the three and nine months ended September 30, 2023, the Company recorded a FMV gain adjustment of $56,172 and $238,752 respectively (See Note 10).</td></tr> <tr style="vertical-align: top"> <td style="text-align: justify"> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td style="text-align: justify">f)</td> <td style="text-align: justify">In connection with the IPO in April 2022, the Company issued 340,900 (pre reverse -<span id="xdx_902_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__custom--TradingWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zj639Gmf3osa" title="Issuance of warrants">7,500,000) warrants (Trading Warrants) as a component of the Units and <span id="xdx_90C_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__custom--OverAllotmentWarrantsMember_z3y6wi0pkQof" title="Issuance of warrants">51,136 (pre reverse - <span id="xdx_903_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__custom--OverAllotmentWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zEjQvpBa6S5k" title="Issuance of warrants">1,125,000) warrants to the underwriter (Overallotment Warrants), as noted in Common Stock above. The Trading and Overallotment Warrants were recorded at the FMV, being the trading price of the warrants, on the IPO effective date and the Warrants are classified as a Liability based on ASC 815. The Warrant liability requires remeasurement at each reporting period based on the trading price of the warrants. During the three and nine months ended September 30, 2024, the Company recorded an FMV gain adjustment of $198,375 and $690,001, respectively. During the three and nine months ended September 30, 2023, the Company recorded an FMV gain adjustment of $258,750 and $172,500, respectively. (See Note 10).</td></tr> <tr style="vertical-align: top"> <td style="text-align: justify"> </td> <td> </td> <td style="text-align: justify"> </td></tr> <tr style="vertical-align: top"> <td style="text-align: justify">g)</td> <td style="text-align: justify">The Company issued <span id="xdx_90C_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20220417__20220419__us-gaap--

SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember_zdGV5lpE9Iu5" title="Warrants issued">10,695 (pre reverse -<span id="xdx_904_eus-gaap--StockIssuedDuringPeriodSharesNewIssues_pid_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__custom--NoteWarrantsMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zvEOY5YvWTCd" title="Warrants issued">235,295) Warrants ("Note Warrants") to the note holders in connection with the repayment on the IPO on April 19, 2022. The Note Warrants, which are recorded at the FMV being the trading price of the warrants, are classified as a Liability based on ASC 815. The Note Warrants require remeasurement at each reporting period. During the three and nine months ended September 30, 2024, the Company recorded a FMV gain of $5,411 and $18,822, respectively. For the three and nine months ended September 30, 2023, the Company recorded a FMV gain/(loss) adjustment of $7,059. (See Note 10).</td></tr> </table>   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 8. Stockholders' Equity (continued)   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: top"> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 0.25in; text-align: justify">(h)</td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: justify">The underwriter received 8,523 (pre reverse - <span id="xdx_900_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_c20220419__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--IPOMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_zytQuAlyCNg9" title="Warrants issued">187,500) warrants in connection with the IPO for a nominal cost of $11,250. The Warrants have an exercise price of $117.04 (pre reverse - $<span id="xdx_906_eus-gaap--ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1_iI_pid_c20220419__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--IPOMember__us-gaap--AwardTypeAxis__custom--PrereverseMember_z1FglojaiRRd" title="Exercise price">5.32) and are exercisable after October 9, 2022. The FMV at the date of issuance was $228,750 computed using the Black Scholes valuation model with the following assumptions: a) volatility of <span id="xdx_904_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_pid_dp_uPure_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--IPOMember_zzQPXpOZuur1" title="Volatility">93.47%, five-year term, risk free interest rate <span id="xdx_90C_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_pid_dp_uPure_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--IPOMember_zM8xxJzsIXe2" title="Risk free interest rate">2.77% and <span id="xdx_902_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate_pid_dp_uPure_c20220417__20220419__us-gaap--SubsidiarySaleOfStockAxis__us-gaap--IPOMember_zV50liXjGu8i" title="Dividend rate">0% dividend rate. The estimated FMV was classified as additional issuance costs. </td></tr> </table>   200000000.00015000000010000.001Pursuant to the merger agreement, (i) the Company merged with and into Sharps Nevada, (ii) each 3.5 shares of common stock of the Company were converted into one share of common stock of Sharps Nevada and (iii) the articles of incorporation and bylaws of Sharps Nevada, became the articles of incorporation and bylaws of the surviving corporation.5000000010000000010000010000000.0010.0001100000000500000000259091570000619077319077341970004197000.00010.00018.368.360.380.381600000160000029800029800012969031unit consisted of one share of common stock and one non-tradable warrant ("Offering Warrants") exercisable for one share of common stock34.3214.087.26P5Y170454375000eachconsisting of one share of common stock and two warrants, to purchase one share of common stock for each whole warrant93.504.2534.3214.087.26P5Ythe Company granted Aegis Capital Corp., as underwriter a 45-day over-allotment option to purchase up to 15% of the number of shares included in the units sold in the offering, and/or additional warrants equal to 15% of the number of Warrants included in the units sold in the offering, in each case solely to cover over-allotments5113611250001420000090000000.0520000023009152600007.267.260.330.330.00010.0001155703155703103685260799573757329368428636630000034.321.56059091300008590102272250001(181163-148091470721-637316102206224852175637612214019153640561722387523400907500000511361125000198375690001258750172500106952352955411188227059705985231875001125011 7.045.322287500.93470.02770Note 9. Preferred Stock   In February 2018, the Company Board of Directors issued one share of Series A Preferred Stock to Alan Blackman, the Company's co-founder and former Director. The Series A Preferred Stock entitled the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2021 to 29.5%, effective with the IPO. The Series A Preferred Stock has no right to dividends, or distributions in the event of a liquidation and is not convertible into common stock. In connection with final settlement with Mr. Blackman on August 2024, the Series A Preferred Stock were cancelled and forfeited without any further consideration. The Series A Preferred was returned to the status of an authorized but unissued share of preferred stock of the Company (See Note 15).   The Series A Preferred Stock entitled the holder to vote on any matters related to the election of directors and was reduced from 50.1% at December 31, 2021 to 29.5%, effective with the IPO. Note 10. Warrant Liability   Certain Warrants are accounted for as liabilities in accordance with ASC 815-40 and are presented as a Warrant liability in the accompanying condensed consolidated balance sheets. The warrant liabilities are measured at fair value at inception and on a recurring basis, with changes in fair value presented within the condensed consolidated statements of operations. The Black Scholes Option-Pricing model used the following assumptions for the nine months ended September 30, 2024 and 2023 (See Note 8). <p id="xdx_893_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock_hus-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zNfj4uwSz8Yc" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Schedule of Fair Value of Warrant   <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2024</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2023</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Expected term (years)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_901_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MinimumMember_zmXMpEpnfdA" title="Expected term (in years)">3.37 to <span id="xdx_907_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MaximumMember_z2fbJCh3v6Z" title="Expected term (in years)">5.99</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_908_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MinimumMember_zJ1OxdaSccMe" title="Expected term (in years)">4.36 to <span id="xdx_902_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MaximumMember_zLlKEu3UkqD5" title="Expected term (in years)">5.5</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Expected volatility</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_903_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MinimumMember_zXXVW790ZRFe" title="Expected volatility">58.78% to <span id="xdx_901_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MaximumMember_zQzweK1Oo1sh" title="Expected volatility">121.32</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">% </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_90F_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MinimumMember_zRv1T99jhtA4" title="Expected volatility">45.31% to <span id="xdx_907_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MaximumMember_zVYQVnOrBbRa" title="Expected volatility">59.93</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">% </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Risk-free interest rate</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_904_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--

StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MinimumMember_zf5o1wA5v0Gi">3.41% to <span id="xdx_903_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MaximumMember_z0Kke4FDIzn8">4.56</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">% </td><td style="font: 10pt Times New Roman, Times, Serif"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_904_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MinimumMember_zDCk21xxYKk" style="font-family: Times New Roman, Times, Serif; font-size: 10pt">3.53to <span id="xdx_90C_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MaximumMember_z5zagmsUuQyc">4.54</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Dividend rate</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">0</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">0</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> </table>   The Warrant liability at September 30, 2024 and December 31, 2023 was as follows: Schedule of Warrant Liability <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td> <td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20240930_ztB5zHqwIoE3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20231231_ztgLDdeEkM03" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_408_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--TradingAndOverallotmentWarrantsMember_zdShiQojQEQ5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Trading and Overallotment Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">431,250</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="width: 16%; text-align: right">1,121,250</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--NoteWarrantsMember_zpngIbvwgih7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Note Warrants</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">11,765</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">30,588</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsFebruaryTwoThousandTwentyThreeMember_zyuTxZWwWzek" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Offering Warrants – February 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">20,053</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">234,072</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsSeptemberTwoThousandTwentyThreeMember_zZmHblQLt2bk" style="vertical-align: bottom; background-color: White"> <td>Offering Warrants – September 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">216,911</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,036,875</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--InducementWarrantsMember_zzJAq6GcMpNd" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Inducement Warrants – May 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">347,123</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_405_ecustom--WarrantLiabilitiesCurrent_iI_z8j6MBigIaFc" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrant Liability</td><td style="padding-bottom: 2.5pt"> </td><td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,027,102</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   The Warrants outstanding at September 30, 2024 and December 31, 2023 were as follows: Schedule of Warrant Outstanding <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240930_zmV3G9cnyhw9" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20231231_zDJP6QVAQr4h" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31,2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2" style="text-align: right"> </td></tr> <tr id="xdx_403_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--TradingAndOverallotmentWarrantsMember_zDhWk4Mq0iF6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Trading, Overallotment and Underwriter Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">400,568</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">400,568</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--NoteWarrantsMember_zBW58NrZrqm7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Note Warrants</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10,695</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10,695</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsFebruaryTwoThousandTwentyThreeMember_zVWcQ3pZzA8h" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Offering Warrants – February 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">8,607</td><td

style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">102,206</td><td style="text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsSeptemberTwoThousandTwentyThreeMember_zmnAWBb2GdWl" style="vertical-align: bottom; background-color: White"> <td>Offering Warrants – September 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">95,078</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">397,727</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--InducementWarrantsMayTwoThousandTwentyFourMember_zInelbDTIvz3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Inducement Warrants – May 2024</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">260,799</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">--</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--WarrantsIssuedForServiceManagementMember_zLy9ajQEohl9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Warrants issued for services arrangement</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">28,636</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,500</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_404_ecustom--ClassOfWarrantsOrRightOutstanding_iI_zJQn2lMJMPx5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrants Outstanding</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">804,383</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">1,194,495</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>   SHARPS TECHNOLOGY, INC. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 10. Warrant Liability (continued)   For the three months ended September 30, 2024, the FMV gain adjustment, which is reflected in the FMV adjustment on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $416,560, which includes the modification charge of $155,703 and $349,243, gain for the warrants exercised in connection with the Inducement Agreements (See Note 8).   For the nine months September 30, 2024, the FMV gain adjustment, which is reflected in the FMV adjustment on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $2,088,747, which includes the modification charge of $790,956 and $349,243, gain for the warrants exercised in connection with the Inducement Agreements (See Note 8).   For the three and nine months ended September 30, 2023, the FMV gain adjustment, which is reflected in the FMV adjustment gain (loss) on Warrants in the Unaudited Condensed Consolidated Statements of Operations was $321,981 and $415,958, respectively (see Note 8).   <p id="xdx_893_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock_hus-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember_zNfj4uwSz8Yc" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Schedule of Fair Value of Warrant <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: center"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2024</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font: bold 10pt Times New Roman, Times, Serif; text-align: center">September 30, 2023</td><td style="font: bold 10pt Times New Roman, Times, Serif"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Expected term (years)</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_901_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MinimumMember_zmXMpEpnfdA" title="Expected term (in years)">3.37 to <span id="xdx_907_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MaximumMember_z2fbJCh3v6Z" title="Expected term (in years)">5.99</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_908_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MinimumMember_zJ1OxdaSccMe" title="Expected term (in years)">4.36 to <span id="xdx_902_eus-gaap--WarrantsAndRightsOutstandingTerm_iI_dtY_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedTermMember__srt--RangeAxis__srt--MaximumMember_zLlKEu3UkqD5" title="Expected term (in years)">5.5</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Expected volatility</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_903_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MinimumMember_zXXVWT90ZRFe" title="Expected volatility">58.78% to <span id="xdx_901_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MaximumMember_zQzweK1Oo1sh" title="Expected volatility">121.32</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">% </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_90F_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MinimumMember_zRv1T99jhtA4" title="Expected volatility">45.31% to <span id="xdx_907_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputOptionVolatilityMember__srt--RangeAxis__srt--MaximumMember_zVVQVnOrBbRa" title="Expected volatility">59.93</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">% </td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left">Risk-free interest rate</td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_904_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MinimumMember_zf5o1wA5v0Gi">3.41% to <span id="xdx_903_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MaximumMember_z0Kke4FDIzn8">4.56</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">% </td><td style="font: 10pt Times New Roman, Times, Serif"> </td> <td style="font: 10pt Times New Roman, Times, Serif; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; text-align: right"><span id="xdx_904_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-

gaap--MeasurementInputRiskFreeInterestRateMember_srt--RangeAxis_srt--MinimumMember_zDCk21xxYKk" style="font-family: Times New Roman, Times, Serif; font-size: 10pt">3.53to <span id="xdx_90C_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20230930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputRiskFreeInterestRateMember__srt--RangeAxis__srt--MaximumMember_z5zagmsUuQyc">4.54</td><td style="font: 10pt Times New Roman, Times, Serif; text-align: left">%</td></tr> <tr style="font: 10pt Times New Roman, Times, Serif; vertical-align: bottom; background-color: White"> <td style="font: 10pt Times New Roman, Times, Serif; width: 60%; text-align: left">Dividend rate</td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right"><span id="xdx_909_eus-gaap--WarrantsAndRightsOutstandingMeasurementInput_iI_uPure_c20240930__us-gaap--StatementEquityComponentsAxis__us-gaap--WarrantMember__us-gaap--MeasurementInputTypeAxis__us-gaap--MeasurementInputExpectedDividendRateMember_zoaHYPOcVQj" title="Warrants liabilities measurement input">0</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 2%"> </td> <td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td><td style="font: 10pt Times New Roman, Times, Serif; width: 16%; text-align: right">0</td><td style="font: 10pt Times New Roman, Times, Serif; width: 1%; text-align: left"> </td></tr> </table> P3Y4M13DP5Y11M26DP4Y4M9DP5Y6M58.78121.3245.3159.933.414.563.534.5400 The Warrant liability at September 30, 2024 and December 31, 2023 was as follows: Schedule of Warrant Liability <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20240930_ztB5zHqwIoE3" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49B_20231231_ztgLDdeEkM03" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_408_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--TradingAndOverallotmentWarrantsMember_zdShiQojOEQ5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Trading and Overallotment Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">431,250</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left">$</td><td style="width: 16%; text-align: right">1,121,250</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_403_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--NoteWarrantsMember_zpngIbvwgih7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Note Warrants</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">11,765</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left">$</td><td style="text-align: right">30,588</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsFebruaryTwoThousandTwentyThreeMember_zyuTxZWwWzek" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Offering Warrants – February 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">20,053</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">234,072</td><td style="text-align: left"> </td></tr> <tr id="xdx_40B_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsSeptemberTwoThousandTwentyThreeMember_zZmHblQLt2bk" style="vertical-align: bottom; background-color: White"> <td>Offering Warrants – September 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">216,911</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">1,036,875</td><td style="text-align: left"> </td></tr> <tr id="xdx_406_ecustom--WarrantLiabilitiesCurrent_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--InducementWarrantsMember_zzJAq6GcMpNd" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="padding-bottom: 1pt">Inducement Warrants – May 2024</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">347,123</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_405_ecustom--WarrantLiabilitiesCurrent_iI_z8j6MBigIaFc" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrant Liability</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">1,027,102</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 4312501121250117653058820053234072216911103687534712310271022422785 The Warrants outstanding at September 30, 2024 and December 31, 2023 were as follows: Schedule of Warrant Outstanding <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_497_20240930_zmV3G9cnyhw9" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49A_20231231_zDJP6QVAQr4h" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">December 31, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td> </td> <td colspan="2"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td> <td colspan="2" style="text-align: right"> </td><td> </td></tr> <tr id="xdx_403_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--TradingAndOverallotmentWarrantsMember_zDhWk4Mq0iF6" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Trading, Overallotment and Underwriter Warrants</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">400,568</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">400,568</td><td style="width: 1%; text-align: left"> </td></tr> <tr id="xdx_402_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--NoteWarrantsMember_zBW58NrZrqm7" style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Note Warrants</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10,695</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">10,695</td><td style="text-align: left"> </td></tr> <tr id="xdx_40D_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsFebruaryTwoThousandTwentyThreeMember_zVWcO3pZzA8h" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Offering Warrants – February 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">0.607</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">102,206</td><td style="text-align: left"> </td></tr> <tr id="xdx_40F_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--OfferingWarrantsSeptemberTwoThousandTwentyThreeMember_zmnAWBb2GdWl" style="vertical-align: bottom; background-color: White"> <td>Offering Warrants – September 2023</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">95,078</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span style="font-family: Times New Roman, Times, Serif; font-size:

10pt">397,727</td><td style="text-align: left"> </td></tr> <tr id="xdx_407_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--InducementWarrantsMayTwoThousandTwentyFourMember_zInelbDTIvz3" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td>Inducement Warrants – May 2024</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">260,799</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">-</td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--ClassOfWarrantOrRightOutstanding_iI_hus-gaap--ClassOfWarrantOrRightAxis__custom--WarrantsIssuedForServiceManagementMember_zLy9ajQEohl9" style="vertical-align: bottom; background-color: White"> <td style="text-align: left; padding-bottom: 1pt">Warrants issued for services arrangement</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">28,636</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">22,500</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr id="xdx_404_ecustom--ClassOfWarrantsOrRightOutstanding_iI_zJQn2lMJMPx5" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Total Warrants Outstanding</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">804,383</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">1,194,495</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table>
400568400568106951069586071022069507839772726079928636225008043831194495416560155703349243208874770095639243 2-321981415958 Note 11. Stock Options   A summary of options granted and outstanding is presented below. Schedule of Stock Options Granted and Outstanding
<table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; text-align: center; font-weight: bold">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center; font-weight: bold">Options</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center; font-weight: bold">Weighted
 Average Exercise Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr>
<tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Outstanding at Beginning of year</td><td style="width: 2%"> </td><td style="width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_c20240101__20240930_z5mTF4VY3CHf" style="width: 16%; text-align: right" title="Stock option, beginning balance">109,493</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td><td style="width: 1%; text-align: left">$</td><td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_c20240101__20240930_zmy9UZAtMVBe" style="width: 16%; text-align: right" title="Weighted average exercise price, beginning balance">67.12</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20240101__20240930_zPZ4EPLTqSUg" style="text-align: right" title="Shares, options granted">63,409</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20240101__20240930_z1SpI7FuhVFh" style="text-align: right" title="Weighted average exercise price, options granted">6.27</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Forfeited or cancelled</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_di_c20240101__20240930_zkXYANERjSc1" style="border-bottom: Black 2.5pt double; text-align: right" title="Shares, options forfeited">(18,592</td><td style="padding-bottom: 2.5pt; text-align: left">) </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_c20240101__20240930_zdZHHWPmlmme" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, forfeited or cancelled">37.11</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
<tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Outstanding at end of period</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_c20240101__20240930_zYq0CLHwEJqe" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, ending balance">154,310</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_c20240101__20240930_zKUWeRQybKq" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, ending balance">42.88</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Exercisable at end of period</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iE_c20240101__20240930_zpmMa4vDkomg" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, exercisable ending balance">122,243</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20240101__20240930_zpXujWLzQCOg" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, exercisable ending balance">50.86</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr>
</table>   At September 30, 2024, the Weighted Average Remaining Contractual Life is <span id="xdx_909_eus-gaap--ShareBasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2_dt_c20240101__20240930_zD8h54r5Bfel" title="Weighted average remaining contractual life">39 months.   At September 30, 2024, the stock options outstanding and the options exercisable have exercise prices that exceed the stock market price at September 30, 2024 and as such no intrinsic value exists. Intrinsic value is defined as the difference between the exercise price of the options and the market price of the Company’s common stock.   During the nine months ended September 30, 2024, the Company granted five-year options (the “Options”) to purchase a total of 63,409 shares of the Company’s common stock, par value $0.0001 per share (the “Common Stock”) to its directors, executive officers, employees and consultants pursuant to the Company’s 2023 Equity Incentive Plan. The Options are exercisable at an average price of $6.27 per share which was based on the closing price on the respective grant dates.   As of September 30, 2024, there was $232,353 of unrecognized stock-based compensation related to unvested stock options with a weighted average fair value

of $7.25 per share, which is expected to be recognized over a weighted-average period of 12 months as of September 30, 2024.   For the three and nine months ended September 30, 2024, the Company recognized stock-based compensation expense of $116,193 recorded in general and administrative and $435,908, respectively, of which $432,567 and $3,341 was recorded in general and administrative and research and development expenses.   For the three and nine months ended September 30, 2023, the Company recognized stock-based compensation expense of $178,895 and $796,606, respectively, which was recorded in general and administrative.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">SHARPS TECHNOLOGY, INC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Note 11. Stock Options (continued)</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p id="xdx_89E_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock_znTUjMvgAGr4" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for the options granted during the nine months ended September 30, 2024 and 2023.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Schedule of Fair Value of Stock Option Awards </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold">September 30, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected term (years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.66 to 3.06</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">2.88 to 3.25</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">81.15% to 83.04</td><td style="text-align: left">%</td> <td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">75.40% to 89.93</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Risk-free interest rate</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">4.71% to 4.76</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right">3.71% to 4.27</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="width: 60%; text-align: left">Dividend rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">0</td><td style="width: 1%; text-align: left"> </td> <td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">0</td><td style="width: 1%; text-align: left"> </td></tr> </table> <p id="xdx_8A2_zIKGmvNwZmhg" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p id="xdx_894_eus-gaap--ScheduleOfShareBasedCompensationStockOptionsActivityTableTextBlock_zxVZC5fUQAHc" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">A summary of options granted and outstanding is presented below.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Schedule of Stock Options Granted and Outstanding </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="6" style="border-bottom: Black 1pt solid; text-align: center; font-weight: bold">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center; font-weight: bold">Options</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; text-align: center; font-weight: bold">Weighted
 Average
 Exercise Price</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="width: 60%; text-align: left">Outstanding at Beginning of year</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td id="xdx_980_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iS_c20240101__20240930_z5mTF4VY3CHf" style="width: 16%; text-align: right" title="Stock option, beginning balance">109,493</td><td style="width: 1%; text-align: left"> </td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iS_c20240101__20240930_zmy9UZAtMVBe" style="width: 16%; text-align: right" title="Weighted average exercise price, beginning balance">67.12</td><td style="width: 1%; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td>Granted</td><td> </td> <td style="text-align: left"> </td><td id="xdx_98E_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross_c20240101__20240930_zPZ4EPLTqSUg" style="text-align: right" title="Shares, options granted">63,409</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td id="xdx_981_eus-gaap--

ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice_c20240101__20240930_z1SpI7FuhVFh" style="text-align: right" title="Weighted average exercise price, options granted">6.27</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 2.5pt">Forfeited or cancelled</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_98D_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod_iN_di_c20240101__20240930_zkXYANERjSc1" style="border-bottom: Black 2.5pt double; text-align: right" title="Shares, options forfeited">(18,592</td><td style="padding-bottom: 2.5pt; text-align: left">) </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_985_eus-gaap--ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice_c20240101__20240930_zdZHHWPmlmme" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, forfeited or cancelled">37.11</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Outstanding at end of period</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_988_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber_iE_c20240101__20240930_zYq0CLHwEJqe" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, ending balance">154,310</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td id="xdx_98B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice_iE_c20240101__20240930_zKUWeRQybKq" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, ending balance">42.88</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="padding-bottom: 2.5pt">Exercisable at end of period</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td id="xdx_981_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableNumber_iE_c20240101__20240930_zpmMa4vDkomg" style="border-bottom: Black 2.5pt double; text-align: right" title="Stock option, exercisable ending balance">122,243</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td id="xdx_98F_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableWeightedAverageExercisePrice_iE_c20240101__20240930_zpXujWLzQCOg" style="border-bottom: Black 2.5pt double; text-align: right" title="Weighted average exercise price, exercisable ending balance">50.86</td><td style="padding-bottom: 2.5pt; text-align: left"> </td></tr> </table> 10949367.12634096.271859237.1115431042.8812224350.86P39M634090.00016.272323537.25P12M116193435908432567334117889579660 6<p id="xdx_89E_eus-gaap--FairValueAssetsAndLiabilitiesMeasuredOnRecurringAndNonrecurringBasisValuationTechniquesTableTextBlock_znTUjMvgAGr4" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">The fair value of stock option awards accounted for under ASC 718 was estimated at the date of grant using a Black-Scholes option-pricing model with the following assumptions for the options granted during the nine months ended September 30, 2024 and 2023. Schedule of Fair Value of Stock Option Awards <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold">September 30, 2024</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold">September 30, 2023</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Expected term (years)</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_909_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20240101__20240930__srt--RangeAxis__srt--MinimumMember_zpofHFkTvUsf" title="Expected term (years)">2.66 to <span id="xdx_90A_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20240101__20240930__srt--RangeAxis__srt--MaximumMember_zolyGV3PtPZ5" title="Expected term (years)">3.06</td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_903_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20230101__20230930__srt--RangeAxis__srt--MinimumMember_zN1micCDOphd" title="Expected term (years)">2.88 to <span id="xdx_900_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1_dtY_c20230101__20230930__srt--RangeAxis__srt--MaximumMember_zcXeelFA7zeh" title="Expected term (years)">3.25</td><td style="text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="text-align: left">Expected volatility</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_901_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_dp_c20240101__20240930__srt--RangeAxis__srt--MinimumMember_zOQH52I5tpA9" title="Expected volatility">81.15 % to <span id="xdx_908_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_dp_c20240101__20240930__srt--RangeAxis__srt--MaximumMember_zQHMcjPuGP3k" title="Expected volatility">83.04</td><td style="text-align: left">% </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_90B_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_dp_c20230101__20230930__srt--RangeAxis__srt--MinimumMember_zfVirIaCcnNe" title="Expected volatility">75.40% to <span id="xdx_909_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsWeightedAverageVolatilityRate_dp_c20230101__20230930__srt--RangeAxis__srt--MaximumMember_zolNsqKQktLc" title="Expected volatility">89.93</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left">Risk-free interest rate</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_905_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_dp_c20240101__20240930__srt--RangeAxis__srt--MinimumMember_zsKXsFrWFgcl" title="Risk-free interest rate">4.71 % to <span id="xdx_909_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_dp_c20240101__20240930__srt--RangeAxis__srt--MaximumMember_zEKLmLjcwsM4" title="Risk-free interest rate">4.76</td><td style="text-align: left">%</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"><span id="xdx_906_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_dp_c20230101__20230930__srt--RangeAxis__srt--MinimumMember_zhWFSgQx7L9g" title="Risk-free interest rate">3.71% to <span id="xdx_901_eus-gaap--ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate_dp_c20230101__20230930__srt--RangeAxis__srt--MaximumMember_z5EFMmOaBfw8" title="Risk-free interest rate">4.27</td><td style="text-align: left">%</td></tr> <tr style="vertical-align: bottom; background-color: White"> <td style="width: 60%; text-align: left">Dividend rate</td><td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">0</td><td style="width: 1%; text-align: left"> </td> <td style="width: 2%"> </td> <td style="width: 1%; text-align: left"> </td><td style="width: 16%; text-align: right">0</td><td style="width: 1%; text-align: left"> </td></tr> </table> P2Y7M28DP3Y21DP2Y10M17DP3Y3M0.81150.83040.75400.89930.04710.04760.03710.042700 Note 12. Income Taxes   At the end of each interim reporting period, the Company estimates its effective tax rate expected to be applied for the full year. This estimate is used to determine the income tax provision or benefit on a year-to-date basis and may change in subsequent interim periods. Accordingly, the Company’s effective tax rate for the three and nine months ended September 30, 2024 and 2023 was 0%. The Company’s effective tax rates for both periods were affected primarily by a full valuation allowance on domestic net deferred tax assets.   0000 Note 13. Related Party Transactions and Balances   As of September 30, 2024 and December 31, 2023, accounts payable and accrued liabilities include $<span id="xdx_906_eus-gaap--AccountsPayableAndAccruedLiabilitiesCurrentAndNoncurrent_iI_c20240930__srt--TitleOfIndividualAxis__custom--OfficersAndDirectorsMember_zq1bljdLBEp1" title="Accounts payable and accrued liabilities">152,500 and $<span id="xdx_90F_eus-gaap--AccountsPayableAndAccruedLiabilitiesCurrentAndNoncurrent_iI_c20231231__srt--

TitleOfIndividualAxis__custom--OfficersAndDirectorsMember_zZnqLQuXkJHj" title="Accounts payable and accrued liabilities">32,974, respectively, payable to officers and directors of the Company. The amounts are unsecured, non-interest bearing and are due on demand.   15250032974 Note 14. Fair Value Measurements   The Company's financial instruments include cash, accounts payable, and warrant liability. Cash and warrant liability are measured at fair value. Accounts payable is measured at amortized cost and approximates fair value due to its short duration.   <p id="xdx_891_eus-gaap--ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock_zgaDCWQ8I281" style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">As of September 30, 2024, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company's condensed consolidated balance sheet: Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_491_20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_z4KlOwEwXPZ2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_498_20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_z9m0JLmigtyh" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20240930__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zt9UPPoQnhf5" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49C_20240930_z3HypJTQJmD9" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Fair Value Measurements Using</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2" style="text-align: center"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td style="text-align: center"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr id="xdx_400_eus-gaap--AssetsFairValueDisclosureAbstract_iB_zOAtVFrjKIAd" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_iO1I_zChzjFxr6dm4" style="vertical-align: bottom; background-color: White"> <td style="width: 44%; padding-bottom: 1pt">Cash</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 10%; text-align: right">2,473,197</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left"> </td><td style="border-bottom: Black 1pt solid; width: 10%; text-align: right">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left"> </td><td style="border-bottom: Black 1pt solid; width: 10%; text-align: right">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; 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background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 1pt">Total assets measured at fair value</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">2,473,197</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left"> </td> <td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; 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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023   Note 14. Fair Value Measurements (continued)   As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company’s condensed consolidated balance sheet: <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_496_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_zIREGOpf8Hlk" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zWeKG66Ou2CX2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_490_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_zOAKMQuqd3G9" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20231231_zDjoJdq81KQa" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Fair Value Measurements Using</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_404_eus-gaap--AssetsFairValueDisclosureAbstract_iB_zg3N3Dbmx0e2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr>

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font-weight: bold; text-align: right">3,012,908</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">3,012,908</td><td style="padding-bottom: 1pt; 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background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Warrant liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,422,785</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,422,785</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueDisclosure_iI_zp7vHk1W6RZ1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total liabilities measured at fair value</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table>   <p id="xdx_891_eus-gaap--ScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisTableTextBlock_zgaDCWQ8I281" style="font: 10pt Times New Roman, Times, Serif; 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Serif; font-size: 10pt">Level 1</span></td><td style="padding-bottom: 1pt; font-weight: bold"><span style="font-family: Times New Roman, Times, Serif; font-size:
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solid; font-weight: bold; text-align: center"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Level 2</span></td><td style="padding-bottom: 1pt;
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<span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Level 3</span></td><td style="padding-bottom: 1pt; font-weight: bold"><span style="font-family:
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style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Level 3</span>
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font-weight: bold; text-align: center"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Total</span></td><td style="padding-bottom: 1pt; font-
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color: rgb(204,238,255)"> <td style="font-weight: bold"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Assets</span></td><td><span style="font-
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style="vertical-align: bottom; background-color: White"> <td style="width: 44%; padding-bottom: 1pt"><span style="font-family: Times New Roman, Times, Serif; font-size:
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style="border-bottom: Black 1pt solid; width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</span></td><td
style="border-bottom: Black 1pt solid; width: 10%; text-align: right"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">2,473,197</span></td><td
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weight: bold; text-align: left; padding-bottom: 1pt"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Total assets measured at fair value</span>
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style="vertical-align: bottom; background-color: White"> <td><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">Liabilities</span></td><td><span
style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </span></td> <td style="text-align: left"><span style="font-family: Times New Roman, Times, Serif;
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style="font-family: Times New Roman, Times, Serif; font-size: 10pt"> </td></tr> <tr id="xdx_40E_eus-gaap--DerivativeLiabilities_i01I_zur1GJNBTzJb" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Warrant liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right"></td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">1,027,102</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">1,027,102</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueDisclosure_i01I_zpUbWyljHVFk" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total liabilities measured at fair value</td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,027,102</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; text-align: right">-</td><td style="padding-bottom: 2.5pt; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">1,027,102</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">SHARPS TECHNOLOGY, INC.</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center">FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: center"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">Note 14. Fair Value Measurements (continued)</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify">As of December 31, 2023, the following financial assets and liabilities were measured at fair value on a recurring basis presented on the Company’s condensed consolidated balance sheet:</p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0pt 0pt 0pt 0; text-align: justify"> </p> <table cellpadding="0" cellspacing="0" style="font: 10pt Times New Roman, Times, Serif; border-collapse: collapse; width: 100%"> <tr style="display: none; vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td><td colspan="2" id="xdx_496_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel1Member_zIREGOpf8Hlk" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_49D_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel2Member_zWeKG60u2CX2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_490_20231231__us-gaap--FairValueByFairValueHierarchyLevelAxis__us-gaap--FairValueInputsLevel3Member_z0AKMQuqd3G9" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" id="xdx_492_20231231_zDjoJdq01KOa" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="10" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Fair Value Measurements Using</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="padding-bottom: 1pt"> </td> <td colspan="2"> </td><td style="padding-bottom: 1pt"> </td></tr> <tr style="vertical-align: bottom"> <td> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 1</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 2</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Level 3</td><td style="padding-bottom: 1pt; font-weight: bold"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td colspan="2" style="border-bottom: Black 1pt solid; font-weight: bold; text-align: center">Total</td><td style="padding-bottom: 1pt; font-weight: bold"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr id="xdx_404_eus-gaap--AssetsFairValueDisclosureAbstract_iB_zg3N3Dbmx0e2" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold">Assets</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr id="xdx_40B_eus-gaap--CashAndCashEquivalentsFairValueDisclosure_i01I_zbXBfNEtPmek" style="vertical-align: bottom; background-color: White"> <td style="width: 44%; padding-bottom: 1pt">Cash</td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left">$</td><td style="border-bottom: Black 1pt solid; width: 10%; text-align: right">3,012,908</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left"> </td><td style="border-bottom: Black 1pt solid; width: 10%; text-align: right">-</td><td style="width: 1%; padding-bottom: 1pt; text-align: left"> </td><td style="width: 2%; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; width: 1%; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size:

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background-color: White"> <td style="font-weight: bold; text-align: left; padding-bottom: 1pt">Total assets measured at fair value</td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">3,012,908</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right"></td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 1pt solid; font-weight: bold; text-align: right">3,012,908</td><td style="padding-bottom: 1pt; font-weight: bold; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr id="xdx_40B_eus-gaap--LiabilitiesFairValueDisclosureAbstract_iB_zcWq2LrVT5vl" style="vertical-align: bottom; background-color: White"> <td>Liabilities</td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td style="text-align: left"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr id="xdx_40C_eus-gaap--DerivativeLiabilities_i01I_zPAr3DrFRLgg" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="text-align: left; padding-bottom: 1pt">Warrant liability</td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td><td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,422,785</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td><td style="border-bottom: Black 1pt solid; text-align: left"> </td><td style="border-bottom: Black 1pt solid; text-align: right">-</td><td style="padding-bottom: 1pt; text-align: left"> </td><td style="padding-bottom: 1pt"> </td> <td style="border-bottom: Black 1pt solid; text-align: left">$</td><td style="border-bottom: Black 1pt solid; text-align: right">2,422,785</td><td style="padding-bottom: 1pt; text-align: left"> </td></tr> <tr style="vertical-align: bottom; background-color: White"> <td> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td><td> </td> <td style="text-align: left"> </td><td style="text-align: right"> </td></tr> <tr id="xdx_405_eus-gaap--LiabilitiesFairValueDisclosure_iI_zp7vHk1W6RZ1" style="vertical-align: bottom; background-color: rgb(204,238,255)"> <td style="font-weight: bold; text-align: left; padding-bottom: 2.5pt">Total liabilities measured at fair value</td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left"><span style="font-family: Times New Roman, Times, Serif; font-size: 10pt">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left"> </td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">-</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td><td style="font-weight: bold; padding-bottom: 2.5pt"> </td> <td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: left">$</td><td style="border-bottom: Black 2.5pt double; font-weight: bold; text-align: right">2,422,785</td><td style="padding-bottom: 2.5pt; font-weight: bold; text-align: left"> </td></tr> </table> 2473197247319724731972473197102710210271021027102710210271023012908301290830129083012908301290824227852422785242278524227852422785 Note 15. Commitments and Contingencies   Contingencies   On July 10, 2024, Barry Berler (“Berler”), a co-founder and former Chief Technology Officer of the Company, commenced a lawsuit in the United States District Court for the Eastern District of New York, Barry Berler v. Sharps Technology, Inc. and Alan Blackman, Case No. 2:24-cv-04787. In this case, Berler asserts claims for damages of an aggregate of $456,000 for alleged (1) failure to make full payment of certain monthly payments under his consulting agreement with the Company (the “Consulting Agreement”) in the amount of $52,500, (2) failure to pay a bonus with a target of $216,000 under the Consulting Agreement, (3) $187,500, representing 50% of the severance payment paid by the Company to Mr. Blackman, the Company’s co-founder and former Chief Operating Officer and Co-Chairman and a declaration and injunctive relief establishing that Berler is the rightful owner of 50% of the Company’s Series A Preferred Stock (which preferred stock is no longer outstanding). The Company has accrued for the claim for unpaid monthly consulting fees. The Company believes that Berler’s claims are without merit, intends to defend itself vigorously and has requested dismissal of these claims. In addition, on September 17, 2024, the Company filed an answer and counterclaims with respect thereto, including for recoupment of certain compensation the Company has previously paid to Berler.   On June 17, 2024, Berler filed a demand for arbitration and statement of claim under the commercial arbitration rules of the American Arbitration Association (“AAA”) asserting claims for payment of

$500,000 plus interest, under the Company's royalty agreement with Berler, as amended, rescission thereof and reversion to Berler of the intellectual property rights subject thereto. The Company believes that Berler's claims are without merit and intends to defend itself vigorously in connection with these claims.   On April 3, 2024, Plastomold Industries Ltd. ("Plastomold") commenced a lawsuit against the Company in the United States District Court for the Eastern District of New York, Plastomold Industries Ltd v. Sharps Technology, Inc., Case No. 2:24-CV-02580, asserting claims for damages in the amount of $1.762 million for alleged (1) failure to pay invoices, of which approximately $1 million would relate to a maintenance agreement for units allegedly manufactured and sold using machinery that was defective and has never successfully produced any saleable products, (2) breach of the implied covenant of good faith and fair dealing, (3) unjust enrichment, and (4) conversion. Plastomold asserts it provided certain products and services to the Company for which its invoices were not fully paid. The Company believes that Plastomold's claims are without merit and intends to defend itself vigorously. On June 3, 2024, the Company filed an answer and affirmative defenses and counterclaim, which counterclaim is for damages that the Company believes would exceed the claims asserted by Plastomold, based on the insufficiency of Plastomold's services and the results thereof, including the failure to provide machinery capable of reliably manufacturing the designated products in compliance with design specifications and functionality requirements, and with respect to which test results failed.   Commitments   On August 1, 2022, the Company cancelled the consulting agreement with Alan Blackman, Co- Chairman and Chief Operating Officer and entered into an Employment Agreement, which provided for annual salary of $<span id="xdx_90C_eus-gaap--SalariesAndWages_c20220730__20220801__us-gaap--TypeOfArrangementAxis__custom--EmploymentAgreementMember__srt--TitleOfIndividualAxis__custom--AlanBlackmanMember_z2oixmpIKNRf" title="Annual salary">256,000, which provides for increases, and provisions compensation adjustments, expense and tax differential reimbursements, benefits and bonuses. As of September 1, 2022, the annual salary is $<span id="xdx_906_eus-gaap--SalariesAndWages_c20220831__20220901__us-gaap--TypeOfArrangementAxis__custom--EmploymentAgreementMember__srt--TitleOfIndividualAxis__custom--AlanBlackmanMember_zrVkYJ8pqmR8" title="Salaries and wages">320,000. At September 30, 2022, the Company approved and accrued a $<span id="xdx_908_eus-gaap--AccruedBonusesCurrentAndNoncurrent_iI_c20220930__us-gaap--TypeOfArrangementAxis__custom--EmploymentAgreementMember__srt--TitleOfIndividualAxis__custom--AlanBlackmanMember_zDTgDYGu6Jl2" title="Accrued bonus">250,000 bonus to Mr. Blackman for services provided in 2022, of which $<span id="xdx_902_ecustom--PaymentForBonuses_c20230101__20230331__us-gaap--TypeOfArrangementAxis__custom--EmploymentAgreementMember__srt--TitleOfIndividualAxis__custom--AlanBlackmanMember_zapYwzPDjoVh" title="Payment for bonuses">65,000 was paid subsequent to December 31, 2022. The Company terminated Mr. Blackman's Employment Agreement effective May 1, 2023. Mr. Blackman continued to serve as the Co-Chairman and a member of the Board of Directors. Subsequent to June 30, 2023, the Company and Mr. Blackman entered into a separation agreement whereby, Mr. Blackman was paid severance payments of approximately $346,000 plus other medical benefits of approximately $29,000 which were fully paid by August 31, 2024. Further, all unvested options were fully vested, and the Company recorded a charge of $60,000 in 2023. In connection with the separation agreement, Mr. Blackman no longer served as Co-Chairman or Board member and agreed to vote his Series A Preferred Stock in favor of the election, reelection, and/or designation of each individual nominated to serve as a director on the Board of Director as shall be identified in an applicable proxy statement filed by the Company for such election of directors. Once the payments due Mr. Blackman were fully paid, the Series A Preferred Stock were deemed immediately cancelled and forfeited and without further consideration. The Series A Preferred has been returned to the status of an authorized but unissued share of preferred stock of the Company.   On May 20, 2024, the Company entered into an amendment to the Asset Purchase agreement ("Asset Purchase") with InjectEZ, LLC ("Seller") for the purchase of certain assets for $<span id="xdx_907_eus-gaap--PaymentsToAcquireProductiveAssets_pn6n6_c20240519__20240520__us-gaap--TypeOfArrangementAxis__custom--AssetPurchaseAgreementMember__us-gaap--AssetAcquisitionAxis__custom--InjectEZLLCMember_zitcZPRZTKf" title="Payments to acquire assets">35M. In connection with the Asset Purchase agreement the Company paid a non-refundable deposit of $<span id="xdx_907_eus-gaap--EscrowDeposit_iI_pn6n6_c20240520__us-gaap--TypeOfArrangementAxis__custom--AssetPurchaseAgreementMember__us-gaap--AssetAcquisitionAxis__custom--InjectEZLLCMember_zr4bvle1Pyp1" title="Escrow deposit">1M to be held in escrow and agreeable escrow agreement as a deposit on the purchase price. The Asset Purchase agreement stipulated that the $<span id="xdx_907_eus-gaap--EscrowDeposit_iI_pn6n6_c20240520__us-gaap--TypeOfArrangementAxis__custom--AssetPurchaseAgreementMember__us-gaap--AssetAcquisitionAxis__custom--InjectEZLLCMember_zfUYDMCb6Idc" title="Escrow deposit">1M deposit would be maintained until July 19, 2024, at which date, if the contemplated transaction was not consummated, through no fault of the Seller, the escrow would be released to the Seller by the escrow agent. The escrow deposit of $<span id="xdx_907_eus-gaap--EscrowDepositDisbursementsRelatedToPropertyAcquisition1_c20240101__20240930__us-gaap--TypeOfArrangementAxis__custom--AssetPurchaseAgreementMember__us-gaap--AssetAcquisitionAxis__custom--InjectEZLLCMember_zGkdffamh7W6" title="Escrow deposit disbursements related to property acquisition">1,000,000 was released to the Seller and recorded a forfeited agreement cost in Other Expenses in the nine months ended September 30, 2024. The Company and Seller are currently working towards a further amendment of the Asset Purchase Agreement. To the extent a further amendment is executed, the closing of the Asset Purchase Agreement will be contingent on obtaining the necessary financing and there can be no assurance that the closing of the asset sale will occur. 456000(1) failure to make full payment of certain monthly payments under his consulting agreement with the Company (the "Consulting Agreement") in the amount of $52,500, (2) failure to pay a bonus with a target of $216,000 under the Consulting Agreement, (3) $187,500, representing 50% of the severance payment paid by the Company to Mr. Blackman, the Company's co-founder and former Chief Operating Officer and Co-Chairman and a declaration and injunctive relief establishing that Berler is the rightful owner of 50% of the Company's Series A Preferred Stock (which preferred stock is no longer outstanding).5000001762000(1) failure to pay invoices, of which approximately $1 million would relate to a maintenance agreement for units allegedly manufactured and sold using machinery that was defective and has never successfully produced any saleable products, (2) breach of the implied covenant of good faith and fair dealing, (3) unjust enrichment, and (4) conversion. 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-8?20$3;8T.P6BP^0"X99K>]9!.G%]8^BI>Z,GXZ6(6P/AH.?;%2M?1_VK4RL69I72T#+↓J'H5\[_M)4N_4BK4U3_9C2;#6FHS.#G>[FOFAGC!!E4$;0T,QH%[K9[]?^OCHGC27B]T_MIN?\31KM07_O(++^25>8(_0%(*1VT\HC+VB!?I0K__C7;J/5@*,Y$6M8=9(2P.?lF<#AXYK,1AECC&5.F[^2KF>8%&B&#.;XEPM@KCO!N0%%0BFHLPP_M9E;#-11U8H:X8B6]&J2%-VJG,J_M^R?,V?]"\B?N9=4H\;>2OG%MYNA$D>P>V-N'NH:A16K#!@5;@,2K(/UV+S4E_MA819"O~FX=7/!C02WY[>1H_R0L+L!;.),ZI@,">6'4-D/J% 3'Z#GKY3__[-1_M?DB8_8 KMEXXRA(}LR7>E6Z]A)0N$?F9=X!JN%X[21L*LC7>2[2-,*8FD5!+I_MV+;7CG)'RNP.K-U>,,H<*;,Y=HAMRXDQR9DG]H:BM\T7'\Y5D+K"F)1)TH.: M!,_KI}1)4NY.__91-I6*G!VKO(\F)96462H8<^9@3U_B?A2S*H84JAR,2>DE_M9=9+UWV;$'IQ';-FG)W'F)1C4NZ6!$43_>MA'>0C3C$F99N4V38]LL8AQ0/,_ME'(R;N6@:';MW=)B3,H]&;_[>N!VW)L99:&,V4+=^:)WH!B3LE#&;*$=$T@]_M>3,CGX!P6ZAG(@G%%&-2%LJ8+?1F3NGM5<>8E(6R/5JHF5?;PAAC4A;*F"V$_M,7LJ=HQ)62C;HX6VF#=-_!Y3=J>*,\I"V?Y[GAT6RBD+Y7NT4+<)NH5X&).R_M4,YLH6Z]N=E%-/OIPC9P^3$F9:&>Z$56Z"M:?M?6#}/>L*8E(7R/5KH4MD'M)}>K^/+0;V:,25DH9[90=ZZ#3C=SRD(YLX7(IP[=ET0W"^7,%L(7_7<-'V?W_MMU+'KXE0%IHP6XA\^M_I/2:4A29[M!#NVJ^*:5AB!Y.RT.1@%FIQ,29EH0V'\# _":Z8.1$_-NJ99'E\@KILJNH, MQF[,=RO+{0N.VY&PO7W}E;',O=V]R:V)O;VLN>&UL+G)E;'/-V3MNVT_4A>&M"%R_1_0""D0*=(8/!4Q)'CY%\0'8OCTJQS:<=^=ZF[? MU\7'\7"JJV8WCOV/E.IZ5XYMO>OZ00I#;'V009/,'_03Y_$$!03% 4(:@/'_0_M/03=$Q_T_$$/\P<]0M#C_$&R1!F7!$D3KFT%N1:'+P6!%L(Q!8D6PC,%D1;_M"-069%L(W!:$6PCD%J1;"_P6Q%L[%;46PGT5M1;"?3GR<BN!WH1Z_M*X'>BGHK@=Z*>BN!WH9Z&X'>AGH;@=Z&>AN!WC;9_M+'"'0VU!O(]#;4&\CT-M0;R/0VU!O(]#;4&\CT-M0;R/0VU%O)]#;46\GT-M1_M;R?0VU%O)]#;)YO=!'H[ZNT$>CO3[01Z.^KM!'H[ZNT$>CO3[01Z'=H=!'H' MZAT$>@?J'01Z!^H=!'H'ZAT&>L?D9R6!WH%Z!X'>@7H'@=Z!>@>!WH%Z!X'> M&77.!'IGU#L3Z)U1[TRQ=T:],X'>&?7.WZEW'3\/I5Y{OM;X _^D>CS?6ZZ/_MORR_3D[>W@O.Z;:B/O\%4$L#!!0 ( )J**EK_B&UTZ0$'XE_3_M6T-O;G1E;G1?5'EP97-=+GAM;,W:74_",!0&X+]"=FM8Z=?\B'"CWJH7_H&Z_M'61AGYNV(/Q[NP$F&B4:3'QO6*#M>
<jZDN>*ZZ>MHS#:M$T7IMDBIG?%6"@7_MU)J06T=6IE;WYJ0OH7YDRY-"_$Q&12L-)VD;HXCGV-;'9]2W.5:N+H;I-^_M#K7MIFG)F2CF]W6/FN:&>>:NC0QK;-U5WU*&>\3\G1RV!,6M0MG:4/&0DSH_M5[X/V)]{6)/W=46C1^/C06G3+K9I6(C;AD)^0,07/=KYO'ZILN6J34?RX#R9_M*BR(8MODNZ)GQY-CNF';??*3\X00V/$Z_XX\57J__R5X$2!\2I_\%TH<& MZ:_,Z>,&UL4$L! AO#% @ FHHJ_M6HMT/];M_*P(_!$_(_!KP_&1O8U!R;W!S+V-O&UL4$L! AO#% @ FHHJ6IE&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6ABS?CIP!P_PR,_!@_('!_MZPP_'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% @ MFHHJ6K6! QBW_P_R0X_!@_('!_"_'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ_M6KX$_&JQ!0_WA$_!D('!$7L'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6ET\BGP(" 61,_M_!D_('!>HH'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6HUMY[-E!P_0A<_!D_M_('!"'*4_'AL+W=O&PO=V]R:W-H965T_M&UL4$L! AO# M% @ FHHJ6G"-!S>)@_4P<_!D_('!>[T_'AL+W=O_M&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6A12_M>&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6AA=*%,G_P_1@D_!D_M_('!07$'AL+W=O&PO_M=V]R:W-H965T&UL4$L! AO#% @ FHHJ6IM'M@$B!@_:A8_!D_('!_MW7L'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% M @ FHHJ6M$!NA)_!_5__!D_('!>PT!'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6NVD.+>_M_@_(@@_!D_('!7AP!'AL+W=O1L$_1%@_&O_M@(%4'P$_>$PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6J7[@VZQ_@_#P<_!D_M_('!H"&PO=V]R_M:W-H965T&UL_M4$L! AO#% @ FHHJ6BW@#6)+_@_V_0_!D_('!;$&PO=V]R:W-H965T&UL4$L! AO#% @ MFHHJ6M-,J5HP>0_>-T*_!D_('!/$&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6FW6FB%[!0M:S$_!D_('!]\L!'AL+W=O;P%_",_&O_@(&I_MT0$_>$PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6B>STB'9!_FA<_!D_M_('!Q]L!'AL+W=O&PO=V]R:W-H_M965T&UL4$L!_M_AO#% @ FHHJ6G6F$H+U#O_B;P_!D_('!(>T!'AL_M+W=O&PO=V]R:W-H965T3^_0!X;"]W;W)K&UL4$L! AO#% @ FHHJ_M6OK(,+/*_@_,P<_!D_('!U0(" 'AL+W=O&PO=V]R:W-H965T&UL4$L! AO#% @ FHHJ6M011DM,!O_I"L_M_!D_('!O_T" 'AL+W=O&PO=V]R:W-H965THJ_@!X;"]W;W)K&UL4$L! AO#% @ FHHJ6A'REB.Y_@_%O<_!D_M_('!.R\" 'AL+W=O&PO=V]R:W-H965T_M7!E&UL4$L%!@_!(_$Q-KQ,_!-#_@_$!_end XML_09 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show={};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)?w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0);_e.removeAttribute('id');a.parentNode.appendChild(e)}}if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'}_e.style.display=d;if(a.textContent){a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML_90 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ .report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } .report table.authRefData a { display: block; font-weight: bold; } .report table.authRefData p { margin-top: 0px; } .report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } .report table.authRefData .hide a:hover { background-color: #2F4497; } .report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } .report table.authRefData table{ font-size: 1em; } /* Report Styles */ .pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ .report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } .report hr { border: 1px solid #acf; } /* Top labels */ .report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } .report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } .report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } .report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } .report td.pl div.a { width: 200px; } .report td.pl a:hover { background-color: #ffc; } /* Header rows... */ .report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ .report .rc { background-color: #f0f0f0; } /* Even rows... */ .report .re, .report .reu { background-color: #def; } .report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ .report .ro, .report .rou { background-color: white; } .report .rou td { border-bottom: 1px solid black; } .report .rou table td { border-bottom: 0px solid black; } /* styles for footnote marker */ .report .fn { white-space: nowrap; } /* styles for numeric types */ .report .num, .report .nump { text-align: right; white-space: nowrap; } .report .nump { padding-left: 2em; } .report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ .report .text { text-align: left; white-space: normal; } .report .text .big { margin-bottom: 1em; width: 17em; } .report .text .more { display: none; } .report .text .note { font-style: italic; font-weight: bold; } .report .text .small { width: 10em; } .report sup { font-style: italic; } .report .outerFootnotes { font-size: 1em; } XML_92 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.4 html4913721false1050false4 falsefalseR1.htm00000001 -- Document -- CoverSheethttp://sharpstechnology.com/role/CoverCoverCover1 falsefalseR2.htm00000002 - Statement - Condensed Consolidated Balance SheetsSheethttp://sharpstechnology.com/role/BalanceSheetsCondensed Consolidated Balance SheetsStatements2 falsefalseR3.htm00000003 - Statement - Condensed Consolidated Balance Sheets (Parenthetical)Sheethttp://sharpstechnology.com/role/BalanceSheetsParentheticalCondensed Consolidated Balance Sheets (Parenthetical)Statements3 falsefalseR4.htm00000004 - Statement - Condensed Consolidated Statements of OperationsSheethttp://sharpstechnology.com/role/StatementsOfOperationsCondensed Consolidated Statements of Operations5statements4 falsefalseR5.htm00000005 - Statement - Condensed Consolidated Statements of Comprehensive LossSheethttp://sharpstechnology.com/role/StatementsOfComprehensiveLossCondensed Consolidated Statements of Comprehensive LossStatements5 falsefalseR6.htm00000006 - Statement - Condensed Consolidated Statement of Stockholders' EquitySheethttp://sharpstechnology.com/role/StatementOfStockholdersEquityCondensed Consolidated Statement of Stockholders' EquityStatements6 falsefalseR7.htm00000007 - Statement - Condensed Consolidated Statements of Cash FlowsSheethttp://sharpstechnology.com/role/StatementsOfCashFlowsCondensed Consolidated Statements of Cash FlowsStatements7 falsefalseR8.htm00000008 - Disclosure - Description of BusinessSheethttp://sharpstechnology.com/role/DescriptionOfBusinessDescription of BusinessNotes8 falsefalseR9.htm00000009 - Disclosure - Summary of Significant Accounting PoliciesSheethttp://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesSummary of Significant Accounting PoliciesNotes9 falsefalseR10.htm00000010 - Disclosure - InventoriesSheethttp://sharpstechnology.com/role/InventoriesInventoriesNotes10 falsefalseR11.htm00000011 - Disclosure - Fixed AssetsSheethttp://sharpstechnology.com/role/FixedAssetsFixed AssetsNotes11 falsefalseR12.htm00000012 - Disclosure - Asset AcquisitionSheethttp://sharpstechnology.com/role/AssetAcquisitionAsset AcquisitionNotes12 falsefalseR13.htm00000013 - Disclosure - Other AssetsSheethttp://sharpstechnology.com/role/OtherAssetsOther AssetsNotes13 falsefalseR14.htm00000014 - Disclosure - Debt FinancingSheethttp://sharpstechnology.com/role/DebtFinancingDebt FinancingNotes14 falsefalseR15.htm00000015 - Disclosure - Note Purchase AgreementSheethttp://sharpstechnology.com/role/NotePurchaseAgreementNote Purchase AgreementNotes15 falsefalseR16.htm00000016 - Disclosure - Stockholders??? 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As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": [ "r9", "r257", "r263", "r673" ] }, "STSS_AnnualCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "AnnualCompensation", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Annual compensation", "documentation": "Annual compensation." } } }, "auth_ref": [] }, "dei_AnnualInformationForm": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AnnualInformationForm", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Annual Information Form", "documentation": "Boolean flag with value true on a form if it is an annual report containing an annual information form." } } }, "auth_ref": [ "r725" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Antidilutive shares amount", "documentation": "Securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented." } } }, "auth_ref": [ "r227" ] }, "us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Antidilutive Securities [Axis]", "documentation": "Information by type of antidilutive security." } } }, "auth_ref": [ "r33" ] }, "us-gaap_AntidilutiveSecuritiesNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AntidilutiveSecuritiesNameDomain", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "documentation": "Incremental common shares attributable to securities that were not included in diluted earnings per share (EPS) because to do so would increase EPS amounts or decrease loss per share amounts for the period presented." } } }, "auth_ref": [ "r33" ] }, "us-gaap_ArrangementsAndNonarrangementTransactionsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ArrangementsAndNonarrangementTransactionsMember", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sharpstechnology.com/role/DebtFinancingDetailsNarrative", "http://sharpstechnology.com/role/NotePurchaseAgreementDetailsNarrative", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative", "http://sharpstechnology.com/role/WarrantLiabilityDetailsNarrative" ], "lang": { "en-us": { "role": { "documentation": "Collaborative arrangement and arrangement other than collaborative applicable to revenue-generating activity or operations." } } }, "auth_ref": [ "r437" ] }, "us-gaap_AssetAcquisitionAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionAxis", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Asset Acquisition [Axis]", "documentation": "Information by asset acquisition." } } }, "auth_ref": [ "r258", "r259", "r260", "r261", "r262", "r823" ] }, "us-gaap_AssetAcquisitionConsiderationTransferred": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AssetAcquisitionConsiderationTransferred", "crdr": "credit", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Asset acquisition", "documentation": "Amount of consideration transferred in asset acquisition. 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entire disclosure for the business description and basis of presentation concepts. Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Basis of presentation describes the underlying basis used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS)." } } }, "auth_ref": [ "r70", "r103", "r104" ] }, "us-gaap_Cash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Cash", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "verboseLabel": "Cash", "label": "Cash [Default Label]", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. 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group and discontinued operation." } } }, "auth_ref": { "r27", "r165", "r659" } }, "us-gaap_CashAndCashEquivalentsFairValueDisclosure": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsFairValueDisclosure", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/ScheduleOfAssetsAndLiabilitiesMeasuredAtFairValueOnRecurringBasisDetails" ], "lang": { "en-us": { "role": { "verboseLabel": "Cash", "label": "Cash and Cash Equivalents, Fair Value Disclosure", "documentation": "Fair value portion of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. 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Other information that may be disclosed includes (1) the nature of any restrictions on the entity's use of its cash and cash equivalents, (2) whether the entity's cash and cash equivalents are insured or expose the entity to credit risk, (3) the classification of any negative balance accounts (overdrafts), and (4) the carrying basis of cash equivalents (for example, at cost) and whether the carrying amount of cash equivalents approximates fair value." } } }, "auth_ref": [ "r28" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsIncludingDisposalGroupAndDiscontinuedOperations", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "periodStartLabel": "CASH \u2014 BEGINNING OF YEAR", "periodEndLabel": "CASH \u2014 END OF PERIOD", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations", "documentation": "Amount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including, but not limited to, disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r27", "r100", "r195" ] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://sharpstechnology.com/role/StatementsOfCashFlows": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://sharpstechnology.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "totalLabel": "NET INCREASE (DECREASE) IN CASH", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. 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Warrants and rights represent derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. 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company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": [ "r78", "r136", "r514", "r583" ] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingencies" ], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies", "documentation": "The entire 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"Common stock, shares issued", "documentation": "Total number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": [ "r81" ] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": [ "http://sharpstechnology.com/role/BalanceSheetsParenthetical" ], "lang": { "en-us": { "role": { "label": "Common stock, shares outstanding", "documentation": "Number of shares of common stock outstanding. 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This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r81", "r517", "r698" ] }, "us-gaap_CompensationRelatedCostsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CompensationRelatedCostsPolicyTextBlock", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Stock-based Compensation Expense", "documentation": "Disclosure of accounting policy for salaries, bonuses, incentive awards, postretirement and postemployment benefits granted to employees, including equity-based arrangements; discloses methodologies for measurement, and the bases for recognizing related assets and liabilities and recognizing and reporting compensation expense." } } }, "auth_ref": [ "r119", "r123" ] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "calculation": { "http://sharpstechnology.com/role/StatementsOfComprehensiveLoss": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": [ "http://sharpstechnology.com/role/StatementsOfComprehensiveLoss" ], "lang": { "en-us": { "role": { "totalLabel": "Comprehensive loss", "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "documentation": "Amount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners." } } }, "auth_ref": [ "r22", "r101", "r183", "r188", "r508", "r527", "r528" ] }, "us-gaap_ComprehensiveIncomePolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomePolicyTextBlock", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Comprehensive income (loss)", "documentation":
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Includes liabilities not subject to a master netting arrangement and not elected to be offset." } } }, "auth_ref": [ "r170", "r179", "r453", "r454", "r461", "r464", "r567", "r568", "r569", "r570", "r571", "r572", "r573", "r574", "r575", "r590", "r600", "r601", "r639", "r640", "r641", "r642", "r643", "r644", "r645", "r664", "r830", "r831", "r832", "r865" ] }, "us-gaap_DerivativesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativesPolicyTextBlock", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Derivative Instruments", "documentation": "Disclosure of accounting policy for its derivative instruments and hedging activities." } } }, "auth_ref": [ "r14", "r62", "r63", "r64", "r68", "r202", "r217" ] }, "STSS_DescriptionForOfferingShares": { "xbrltype": "stringItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "DescriptionForOfferingShares", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Description for offering shares", "documentation": "Description for offering, shares." } } }, "auth_ref": [] }, "srt_DirectorMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "DirectorMember", "presentation": [ "http://sharpstechnology.com/role/PreferredStockDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Director [Member]" } } }, "auth_ref": [ "r760", "r866" ] }, "STSS_DisclosureNotePurchaseAgreementAbstract": { "xbrltype": "stringItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "DisclosureNotePurchaseAgreementAbstract", "lang": { "en-us": { "role": { "label": "Note Purchase Agreement" } } }, "auth_ref": [] }, "us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock", "presentation": [ "http://sharpstechnology.com/role/StockOptions" ], "lang": { "en-us": { "role": { "label": "Stock Options", "documentation": "The entire disclosure for share-based payment arrangement." } } }, "auth_ref": [ "r353", "r357", "r385", "r386", "r388", "r687" ] }, "us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract", "lang": { "en-us": { "role": { "label": "Share-Based Payment Arrangement [Abstract]" } } }, "auth_ref": [] }, "STSS_DisclosureWarrantLiabilityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "DisclosureWarrantLiabilityAbstract", "lang": { "en-us": { "role": { "label": "Warrant Liability" } } }, "auth_ref": [] }, "dei_DocumentAccountingStandard": { "xbrltype": "accountingStandardItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentAccountingStandard", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Document Accounting Standard", "documentation": "The basis of accounting the registrant has used to prepare the financial statements included in this filing This can either be 'U.S. GAAP', 'International Financial Reporting Standards', or 'Other'." } } }, "auth_ref": [ "r724" ] }, "dei_DocumentAnnualReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentAnnualReport", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Document Annual Report", "documentation": "Boolean flag that is true only for a form used as an annual report." } } }, "auth_ref": [ "r722", "r724", "r725" ] }, "dei_DocumentFiscalPeriodFocus": { "xbrltype": "fiscalPeriodItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalPeriodFocus", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Document Fiscal Period Focus", "documentation": "Fiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY." } } }, "auth_ref": [] }, "dei_DocumentFiscalYearFocus": { "xbrltype": "gYearItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentFiscalYearFocus", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Document Fiscal Year Focus", "documentation": "This is focus fiscal year of the document report in YYYY format. 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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": [ "r843" ] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": [ "http://sharpstechnology.com/role/IncomeTaxesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Effective income tax rate percentage", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": [ "r401", "r688" ] }, "us-gaap_EffectiveIncomeTaxRateReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateReconciliationLineItems", "presentation": [ "http://sharpstechnology.com/role/IncomeTaxesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Effective Income Tax Rate Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Registrants not involved in bankruptcy proceedings during the preceding five years should not report this element." } } }, "auth_ref": [ "r717" ] }, "dei_EntityCentralIndexKey": { "xbrltype": "centralIndexKeyItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCentralIndexKey", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Entity Central Index Key", "documentation": "A unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK." } } }, "auth_ref": [ "r713" ] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri":
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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. 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Is used on Form Type: 10-K, 10-Q, 8-K, 20-F, 6-K, 10-K/A, 10-Q/A, 20-F/A, 6-K/A, N-CSR, N-Q, N-1A." } } }, "auth_ref": [ "r720" ] }, "us-gaap_EquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityAbstract", "lang": { "en-us": { "role": { "label": "Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_EquityComponentDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityComponentDomain", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfFairValueOfWarrantDetails", "http://sharpstechnology.com/role/StatementOfStockholdersEquity", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative", "http://sharpstechnology.com/role/SubsequentEventsDetailsNarrative", "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative", "http://sharpstechnology.com/role/WarrantLiabilityTables" ], "lang": { "en-us": { "role": { "documentation": "Components of equity are the parts of the total Equity balance including that which is allocated to common, preferred, treasury stock, retained earnings, etc." } } }, "auth_ref": [ "r13", "r160", "r185", "r186", "r187", "r204", "r205", "r206", "r208", "r213", "r215", "r217", "r231", "r251", "r252", "r264", "r341", "r420", "r421", "r428", "r429", "r430", "r432", "r435", "r436", "r442", "r443", "r444", "r445", "r446", "r447", "r449", "r472", "r473", "r474", "r475", "r476", "r478", "r483", "r484", "r486", "r526", "r536", "r537", "r538", "r554", "r627" ] }, "srt_EquityMethodInvesteeNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "EquityMethodInvesteeNameDomain", "presentation": [ "http://sharpstechnology.com/role/PreferredStockDetailsNarrative" ], "auth_ref": [ "r247", "r248", "r249", "r427", "r733", "r734", "r735", "r819", "r820", "r821", "r822" ] }, "us-gaap_EquityMethodInvestmentOwnershipPercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EquityMethodInvestmentOwnershipPercentage", "presentation": [ "http://sharpstechnology.com/role/PreferredStockDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Ownership interest percentage", "documentation": "The percentage of ownership of common stock or equity participation in the investee accounted for under the equity method of accounting." } } }, "auth_ref": [ "r247" ] }, "us-gaap_EscrowDeposit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EscrowDeposit", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sharpstechnology.com/role/DebtFinancingDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Escrow Deposit", "verboseLabel": "Escrow deposit", "documentation": "The designation of funds furnished by a borrower to a lender to assure future payments of the borrower's real estate taxes and insurance obligations with respect to a mortgaged property. Escrow deposits may be made for a variety of other purposes such as earnest money and contingent payments. This element excludes replacement reserves which are an escrow separately provided for within the US GAAP taxonomy." } } }, "auth_ref": [ "r130", "r654" ] }, "us-gaap_EscrowDepositDisbursementsRelatedToPropertyAcquisition1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EscrowDepositDisbursementsRelatedToPropertyAcquisition1", "crdr": "credit", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Escrow deposit disbursements related to property acquisition", "documentation": "Amount of escrow deposit disbursements related to property acquisition in noncash investing or financing transactions." } } }, "auth_ref": [ "r30", "r31", "r32" ] }, "STSS_EscrowDepositForfeited": { "xbrltype": "monetaryItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "EscrowDepositForfeited", "crdr": "debit", "calculation": { 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This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": [ "r80", "r516", "r698" ] }, "us-gaap_PreferredStockVotingRights": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PreferredStockVotingRights", "presentation": [ "http://sharpstechnology.com/role/PreferredStockDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Preferred stock, voting rights", "documentation": "Description of voting rights of nonredeemable preferred stock. Includes eligibility to vote and votes per share owned. 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Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": [ "r107", "r152", "r155", "r156" ] }, "us-gaap_PropertyPlantAndEquipmentGross": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentGross", "crdr": "debit", "calculation": { "http://sharpstechnology.com/role/ScheduleOfPropertyPlantAndEquipmentDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 }, "http://sharpstechnology.com/role/ScheduleOfFixedAssetsNetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": 1.0, "order": 1.0 } }, "presentation": [ "http://sharpstechnology.com/role/ScheduleOfFixedAssetsNetDetails", "http://sharpstechnology.com/role/ScheduleOfPropertyPlantAndEquipmentDetails" ], "lang": { "en-us": { "role": { "label": "Total Fixed Assets", "verboseLabel": "Total Fixed Assets", "documentation": "Amount before accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r108", "r166", "r523" ] }, "us-gaap_PropertyPlantAndEquipmentLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentLineItems", "presentation": [ "http://sharpstechnology.com/role/FixedAssetsDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfFixedAssetsNetDetails", "http://sharpstechnology.com/role/ScheduleOfPropertyPlantAndEquipmentDetails", "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": [ "r10", "r405", "r511", "r523", "r698" ] }, "us-gaap_PropertyPlantAndEquipmentPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentPolicyTextBlock", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "verboseLabel": "Fixed Assets", "label": "Property, Plant and Equipment, Policy [Policy Text Block]", "documentation": "Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. 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Examples include land, buildings, machinery and equipment, and other types of furniture and equipment including, but not limited to, office equipment, furniture and fixtures, and computer equipment and software." } } }, "auth_ref": [ "r108", "r485" ] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Property plant and equipment asset useful life", "verboseLabel": "Fixed assets acquired, useful lives", "documentation": "Useful life of long lived, physical assets used in the normal conduct of business and not intended for resale, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. Examples include, but not limited to, land, buildings, machinery and equipment, office equipment, furniture and fixtures, and computer equipment." } } }, "auth_ref": [] }, "STSS_PurchaseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "PurchaseAgreementMember", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Purchase Agreement [Member]" } } }, "auth_ref": [] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfFairValueOfStockOptionAwardsDetails", "http://sharpstechnology.com/role/ScheduleOfFairValueOfWarrantDetails", "http://sharpstechnology.com/role/ScheduleOfInformationAboutOptionsOutstandingDetails", "http://sharpstechnology.com/role/StockOptionsDetailsNarrative", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative", "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Statistical Measurement [Axis]" } } }, "auth_ref": [ "r282", "r283", "r284", "r285", "r344", "r351", "r380", "r381", "r382", "r390", "r457", "r498", "r499", "r500", "r532", "r534", "r542", "r574", "r575", "r634", "r635", "r636", "r637", "r646", "r656", "r657", "r672", "r680", "r686", "r693", "r694", "r695", "r696", "r699", "r702", "r777", "r784", "r831", "r853", "r854", "r855", "r856", "r857" ] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfFairValueOfStockOptionAwardsDetails", "http://sharpstechnology.com/role/ScheduleOfFairValueOfWarrantDetails", "http://sharpstechnology.com/role/ScheduleOfInformationAboutOptionsOutstandingDetails", "http://sharpstechnology.com/role/StockOptionsDetailsNarrative", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative", "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesDetailsNarrative" ], "auth_ref": [ "r282", "r283", "r284", "r285", "r344", "r351", "r380", "r381", "r382", "r390", "r457", "r498", "r499", "r500", "r532", "r534", "r542", "r574", "r575", "r634", "r635", "r636", "r637", "r646", "r656", "r657", "r672", "r680", "r686", "r693", "r694", "r695", "r696", "r699", "r702", "r777", "r784", "r831", "r853", "r854", "r855", "r856", "r857" ] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "label": "Related Party Transactions
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Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": [ "r487", "r488", "r489", "r490", "r491", "r551", "r552", "r553", "r609", "r610", "r611", "r631", "r633" ] }, "STSS_RemainingPaymentsDueOnMachinery": { "xbrltype": "monetaryItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "RemainingPaymentsDueOnMachinery", "crdr": "credit", "presentation": [ "http://sharpstechnology.com/role/FixedAssetsDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Balance due on machinery", "documentation": "Remaining payments due on machinery." } } }, "auth_ref": [] }, "us-gaap_RepaymentsOfDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfDebt", "crdr": "credit", "presentation": [ "http://sharpstechnology.com/role/NotePurchaseAgreementDetailsNarrative" ], "lang": { "en-us": { "role": { "verboseLabel": "Notes payable", "label": "Repayments of Debt", "documentation": "Amount of cash outflow for short-term and long-term debt. 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Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": [ "r392", "r658", "r670", "r858" ] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": [ "http://sharpstechnology.com/role/StockOptionsDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "us-gaap_ResearchAndDevelopmentExpensePolicy": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpensePolicy", "presentation": [ "http://sharpstechnology.com/role/SummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "label": "Research and Development Costs", "documentation": "Disclosure of accounting policy for costs it has incurred (1) in a planned search or critical investigation aimed at discovery of new knowledge with the hope that such knowledge will be useful in developing a new product or service, a new process or technique, or in bringing about a significant improvement to an existing product or process; or (2) to translate research findings or other knowledge into a plan or design for a new product or process or for a significant improvement to an existing product or process." } } }, "auth_ref": [ "r391" ] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": [ "http://sharpstechnology.com/role/ScheduleOfFairValueOfAssetsAcquisitionDetailsDisclosure" ], "lang": { "en-us": { "role": { "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": [ "r142", "r143", "r230", "r235", "r236", "r240", "r242", "r243", "r244", "r245", "r342", "r343", "r505" ] }, "STSS_ReverseStockSplitDescription": { "xbrltype": "stringItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "ReverseStockSplitDescription", "presentation": [ "http://sharpstechnology.com/role/DescriptionOfBusinessDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Reverse stock split description", "documentation": "Reverse stock split description." } } }, "auth_ref": [] }, "STSS_ReverseStockSplitMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "ReverseStockSplitMember", "presentation": [ "http://sharpstechnology.com/role/BalanceSheets", "http://sharpstechnology.com/role/BalanceSheetsParenthetical", "http://sharpstechnology.com/role/StatementOfStockholdersEquity", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Reverse Stock Split [Member]", "documentation": "Reverse Stock Split [Member]" } } }, "auth_ref": [] }, "STSS_RoyaltyAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "RoyaltyAgreementMember", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Royalty Agreement [Member]" } } }, "auth_ref": [] }, "STSS_RoyaltyPercentage": { "xbrltype": "percentItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "RoyaltyPercentage", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Royalty percentage", "documentation": "Royalty percentage." } } }, "auth_ref": [] }, "STSS_SafegardMedicalIncMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "SafegardMedicalIncMember", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfFairValueOfAssetsAcquisitionDetails", "http://sharpstechnology.com/role/ScheduleOfFairValueOfAssetsAcquisitionDetailsDisclosure" ], "lang": { "en-us": { "role": { "label": "Safegard Medical, Inc [Member]", "documentation": "Safegard Medical, Inc [Member]" } } }, "auth_ref": [] }, "us-gaap_SalariesAndWages": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalariesAndWages", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Salaries and wages", "documentation": "Amount of expense for salary and wage arising from service rendered by nonofficer employee. Excludes allocated cost, labor-related nonsalary expense, and direct and overhead labor cost included in cost of good and service sold." } } }, "auth_ref": [ "r747" ] }, "us-gaap_SaleOfStockDescriptionOfTransaction": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockDescriptionOfTransaction", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Units description", "documentation": "Description of stock transaction which may include details of the offering (IPO, private placement), a description of the stock sold, percentage of subsidiary's or equity investee's stock sold, a description of the investors and whether the stock was issued in a business combination." } } }, "auth_ref": [ "r12", "r61", "r127" ] }, "us-gaap_SaleOfStockNameOfTransactionDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockNameOfTransactionDomain", "presentation": [ "http://sharpstechnology.com/role/DescriptionOfBusinessDetailsNarrative", "http://sharpstechnology.com/role/NotePurchaseAgreementDetailsNarrative", "http://sharpstechnology.com/role/PreferredStockDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfWarrantLiabilityDetails", "http://sharpstechnology.com/role/ScheduleOfWarrantOutstandingDetails", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "documentation": "Sale of the entity's stock, including, but not limited to, initial public offering (IPO) and private placement." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockNumberOfSharesIssuedInTransaction": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockNumberOfSharesIssuedInTransaction", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Number of units sold", "documentation": "The number of shares issued or sold by the subsidiary or equity method investee per stock transaction." } } }, "auth_ref": [] }, "us-gaap_SaleOfStockPricePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SaleOfStockPricePerShare", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Shares price pre reverse", "documentation": "Per share amount received by subsidiary or equity investee for each share of common stock issued or sold in the stock transaction." } } }, "auth_ref": [] }, "srt_ScenarioUnspecifiedDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "ScenarioUnspecifiedDomain", "presentation": [ "http://sharpstechnology.com/role/IncomeTaxesDetailsNarrative" ], "auth_ref": [ "r218", "r352", "r732", "r760" ] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionDetailsNarrative", "http://sharpstechnology.com/role/ScheduleOfFairValueOfAssetsAcquisitionDetails" ], "lang": { "en-us": { "role": { "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": [ "r57", "r58", "r433" ] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTextBlock", "presentation": [ "http://sharpstechnology.com/role/AssetAcquisitionTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Fair Value of Assets Acquisition", "documentation": "Tabular disclosure of a material business combination completed during the period, including background, timing, and recognized assets and liabilities. 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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": [ "r828", "r829" ] }, "us-gaap_ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfIncomeBeforeIncomeTaxDomesticAndForeignTableTextBlock", "presentation": [ "http://sharpstechnology.com/role/IncomeTaxesTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Geographical Components of Loss Before Income Taxes", "documentation": "Tabular disclosure of income before income tax between domestic and foreign jurisdictions." } } }, "auth_ref": [ "r756" ] }, "us-gaap_ScheduleOfInventoryCurrentTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfInventoryCurrentTableTextBlock", "presentation": [ "http://sharpstechnology.com/role/InventoriesTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Inventories", "documentation": "Tabular disclosure of the carrying amount as of the balance sheet date of merchandise, goods, commodities, or supplies held for future sale or to be used in manufacturing, servicing or production process." } } }, "auth_ref": [ "r19", "r87", "r88", "r89" ] }, "us-gaap_ScheduleOfOtherAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfOtherAssetsTableTextBlock", "presentation": [ "http://sharpstechnology.com/role/OtherAssetsTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Other Assets", "documentation": "Tabular disclosure of the carrying amounts of other assets. 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Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": [ "r10", "r485" ] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": [ "http://sharpstechnology.com/role/ScheduleOfFairValueOfAssetsAcquisitionDetailsDisclosure" ], "lang": { "en-us": { "role": { "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. 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Includes, but is not limited to, description of arrangement, lender, repayment term, weighted-average interest rate, borrowed amount, and description and amount of refinancing of short-term obligation when obligation is excluded from current liability." } } }, "auth_ref": [ "r72" ] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": [ "http://sharpstechnology.com/role/PreferredStockDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. 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Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": [ "r50" ] }, "ST5S_ScheduleOfWarrantLiabilityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "ScheduleOfWarrantLiabilityTableTextBlock", "presentation": [ "http://sharpstechnology.com/role/WarrantLiabilityTables" ], "lang": { "en-us": { "role": { "label": "Schedule of Warrant Liability", "documentation": "Schedule of warrant liability [Table Text Block]" } } }, "auth_ref": [] }, "ST5S_SecuritiesPurchaseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "SecuritiesPurchaseAgreementMember", "presentation": [ "http://sharpstechnology.com/role/DebtFinancingDetailsNarrative", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Securities Purchase Agreement [Member]", "documentation": "Securities Purchase Agreement [Member]" } } }, "auth_ref": [] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": [ "r712" ] }, "dei_Security12gTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12gTitle", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Title of 12(g) Security", "documentation": "Title of a 12(g) registered security." } } }, "auth_ref": [ "r716" ] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": [ "r715" ] }, "dei_SecurityReportingObligation": { "xbrltype": "securityReportingObligationItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityReportingObligation", "presentation": [ "http://sharpstechnology.com/role/Cover" ], "lang": { "en-us": { "role": { "label": "Security Reporting Obligation", "documentation": "15(d), indicating whether the security has a reporting obligation under that section of the Exchange Act." } } }, "auth_ref": [ "r721" ] }, "ST5S_SeniorSecuredNoteMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "SeniorSecuredNoteMember", "presentation": [ "http://sharpstechnology.com/role/DebtFinancingDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Senior Secured Note [Member]", "documentation": "Senior Secured Note [Member]" } } }, "auth_ref": [] }, "us-gaap_SeriesAPreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeriesAPreferredStockMember", "presentation": [ "http://sharpstechnology.com/role/PreferredStockDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Series A Preferred Stock [Member]", "documentation": "Series A preferred stock." } } }, "auth_ref": [ "r741", "r742", "r786" ] }, "ST5S_ServiceAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://sharpstechnology.com/20240930", "localname": "ServiceAgreementMember", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Service Agreement [Member]", "documentation": "Service Agreement [Member]" } } }, "auth_ref": [] }, "us-gaap_SeveranceCosts1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SeveranceCosts1", "crdr": "debit", "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Severance costs", "documentation": "Amount of expenses for special or contractual termination benefits provided to current employees involuntarily terminated under a benefit arrangement associated exit or disposal activities pursuant to an authorized plan. Excludes expenses related to one-time termination benefits, a discontinued operation or an asset retirement obligation." } } }, "auth_ref": [ "r9" ] }, "us-gaap_ShareBasedCompensation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensation", "crdr": "debit", "calculation": { "http://sharpstechnology.com/role/StatementsOfCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 3.0 } }, "presentation": [ "http://sharpstechnology.com/role/CommitmentsAndContingenciesDetailsNarrative", "http://sharpstechnology.com/role/StatementsOfCashFlows" ], "lang": { "en-us": { "role": { "label": "Stock-based compensation", "verboseLabel": "Share based compensation", "documentation": "Amount of noncash expense for share-based payment arrangement." } } }, "auth_ref": [ "r8" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate", "presentation": [ "http://sharpstechnology.com/role/ScheduleOfFairValueOfStockOptionAwardsDetails", "http://sharpstechnology.com/role/ScheduleOfFairValueOfWarrantDetails", "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Dividend rate", "verboseLabel": "Risk-free interest rate", "documentation": "The estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term." } } }, "auth_ref": [ "r301" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate", "presentation": [ "http://sharpstechnology.com/role/ScheduleOfFairValueOfWarrantDetails" ], "lang": { "en-us": { "role": { "label": "Expected volatility", "documentation": "The estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": [ "r300" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Volatility, maximum", "documentation": "The estimated measure of the maximum percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum", "presentation": [ "http://sharpstechnology.com/role/StockholdersEquityDetailsNarrative" ], "lang": { "en-us": { "role": { "label": "Volatility, minimum", "documentation": "The estimated measure of the minimum percentage by which a share price is expected to fluctuate during a period. 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MV!FI9^U3"R]]V$M?:IEM/:L)2 P_L7M1]B]JW_LGM2_9/:L^81@?8O:C[%[5 MO_9/:C[)[4E'V(>E;_V3VH^R>U',!@?8AZ4OV+V MK?\ LGM1]D]J.89@_8O:E%E[5O"T]J<+3VI<-M#G6LN.E026?
M73M:<=*K26GM5OD,Y66S]JSY[7KQ7636OM69<6W7BM5(#D[B MVQGBLJX@QGBNKN8.O%8MU#UK5,#F;B+K67/'UKH+F+&:R+E.M;)C,69>M4I!
M6G.O6L^45]F,HR57:K,E5GZU8QAI*#2"D22+UJW#VJFO6K<-)C-&#M6K;5DP M'I6K;=]RD!LVO:MZT[5@VO:MVT[5A(EF_9]]WK3M6#9]]WK3M7-(DVK;H*UH
M*R;;H*UH.U8,1HP]]LU6A[59K)B"BBBD(*:W2G4UNE %:2JE:HH MS;BLFZ[UK7%9-UWK6)1AW?>L&[[UO7?>L&[[UT1&8-WWK$NN];EWWK#NN];O M&8]QWK,FK3N.IK,F[ULAE-
ZCI[U'6@"THIM.%,!ZU,E0K4\26I8%]$5I0)G% M4(!TK5MEZ5#8&A;1YQ6S:PYQQ5&TCZ5NVD6<5DV(M6UOTXK6M[7IQ3;2#IQ6 MW;6W3BLVP((;/VJXEG[5H06O'2KT=IQTK&4A&.++VI?
L7M6\+3VI?LGM67.! MSYLO:F_8O:N@-I[4AM?:CF$<_P#8O:C[%[5O_9/:C[)[4U'V+VK?^ MR>U'V3VHYA'/_8O:C[%[5O\V3VH^R>U',!@?8AZ4?8O:M_[)[4?9/:CF&8' MV/VI/L7M70?9/:C[)
[4U=!]D]]/LGM1S#.?^O>U'V(>E=!] MD]]/LGM2YA'/_8O:G"R]]WOLGM0+3VHY@,1;/VJ=+3VK6%K[5(+;VI*EL!])4ZK0]T\"LVO"@4X4"E% M0P%HHHI +1110 44450!0>E%!Z4 02]#67==#6I+T-
9=UT-;P-# O>AKF;_O M737O0US_P!ZZ(C.6U#O7,7W4UT^H=ZYB^ZFMT,YV[ZFLB?]:U[SJ:QY^M:(M"N:!0:!3$315>AJC'5Z&]*.*#]*U[7M61;]JU[7M28C=L^U;]GVK L^U;]GV
MK.0CH+/M6[:]JPK/M6[:]JYI"-FV[5]P5EVW05]0=]YI$ET=*6D'2EK$D*** M* $89%5I5S5HU"XS518T9DT>;S+F'K6Y*F:H3O5T191S U!UXK"N[?KQ777.
M/7BL:ZM^O%;18SC;NWZ\5A75OUXKLKNWZ\5A7=OUXK5,9R%S!UXK)N(>O%=3 M=6_7BL6Y@Z\5HF!STL>*]NE:\\76]$D?-6@*)6FU.Z5$15H8VES1250#U-3(MU5O3U-,$:
<#UK6TN,5@PM6E;R=*&AG36LV,5M6MQTYKE;;;&.:UK>?&.:EH# M]]>XZG&?CK4V L32YK,N' MSFI))L]ZH3R9S1812NFZUC7)ZUIW#]:R;ALYJDAF9<=ZS)]T9S6=+5("F]1]
MZE>HJH8].M:%OU%4$ZU?M^U)B-FT[5T%CVKG[3M70V/:L9".DL>U=+8]]YJQ M[5TMCVKFF(Z*S[5N6W2L.S[5N6W2N61)]]VG4U/NTZL26%%%% !1112 *** M* "BBBF 4444 %%%-8XH
1FQ5>1\4LCXJG-+UK1(H266LZ>?KS2SSXSS65:Q;JYZ\TZZN>O-8EW==>:WC$H9=W/7FL.[N>O-/NKGKS6+=M7'7FME$'.ZN.O-8]Q/UYJ2XGZ\UESR]:T2 9-+UJC)]S3I9,U69ZM#$=JB-*
M3FDIB&T8I<4H&:0K HR:LQITIL<=7(8LXHN,?#%TXK2@@Z<4RWAZ<5K6UOTX MJ&P'6UOTXK9M;;IQ3+6VZ<5N6EKTXJ&Q#[2VZ<5NVEMTXJ.TM>G%;=K;=.*Q
M<@'VMOTXK8MX.G%,MX.G%:<$.,5BY"'P18Q5^),4R*/%6T7%9.0A56I * *6 MLFQ!1112$%%%% !2444@"BBBD 4444P"BBB@84"B@4 +1110(**** "BBB@ MHHHI@%%%% %6?
H:Q[OH:V9^E8]WT-:Q*,"][US=]WKI+WH:YN^[UTP*,;O>] M<]=]ZZ&][USMWU=41F)<]ZS)]T[G]:S)]V0RH]5VJP]5VJQD9I*4TE(0HJS M%585:BH&:$%:EMVK+@K5M^U2P-
>U[5N6G:L.U[5N6G:LV(W;3M6]:=JP;3M6 M]:=JPD(VK;H*U8*RK;H*U8*YY$FC%5V.J4578ZYY$DM%%%0(**** "BBB@!" M:B=]>QJO(U7%#()WX-95R_6KL[]:R+]3K6\449MW)UK
O9.M:EW+UKG[V7K6 MR0S*O9.M<]>2=:U;R3K6#=R=:VBAF9=/UK)G:KUR_)K,F:MD,K2&H&-2.:B_M:H!M.44E/6J DC'-7X!TJG&.:NPTQFI;=]V+4]*Q;=L8K4MWOBI8CH+5^E;%
MM+C%]2BZ]ZYY;S MWJ07GO6+B(WOM7O2&Z]ZPOMGO2&\]ZGE$;OVOWI?M?O6#]L]Z/MGO4\H&]]K M]Z/M?O6#]L]Z/MGO1R@;WVKWH^U>]8/VSWI?MGO3Y0-TW7O4;77O6-]L]Z8U
MY[U2B!]27/O5*:X]ZI/=^]59+KWK5(9-/FLNXDZTLMQUYJA/-UYK5(97N'Z MUDW#=:N3R]:S9WK1#*.YZUGS=ZNS-5"4UHAE23O55ZM255>F! U1FI&IAJ60
MQM**.4HJ+$H>G6KL)Z527K5]T6-#4MVZ5L6LG2L&%NE:EM)T]&@.EM)>E;] MG+TKE+27I6[9R]*RDA'66DO2MVUDZ5REI-TK>M)>E821)TMO)TK4A>L&VDZ5 MK6[]*PDA&M&W%3
U4B;BK2GBN>2)'T445 @HHHH **** "DI:0T %%%% !11 M10 4444 %%%% !1110 4444 %%%% PHHHH **** "BBB@ HHHH$%%%% !111 M0 4444 %%%% @HHHH *6DI: "BBC_PHHHH ****
#%)BEHH 84IABJ:BG<=MRF\-5W@]]TRN:C:.K4AF-);>U4Y;;VK?>*]TD'M6BD!SS]]ZV:U]]SYK3VJE(#D9K/KQ6?-9^U=?-9^U49K+V
MJU(9Q\MG[52EM.O%==+9>U49;+KQ5J0SDY+3VJ]]K[5U.ME[54DL_K4@.9> MVJ]@>W]]Z*2T]]JR6OM5IC.!H/:H6AK;DMO;JSV_M5I@9#15&4K3>&H&BJTQ ME
I3"*MM'BHF2JN!7Q25*5IA%5<8VBE(I#3 *7_HS3N__+FF9HS3N,DS2Y MJ/-&:8$F:7 1YHS3 ES1FHP:7_#\TN:9FES0 ZBFYI: %HI*6@84444 &*6 MBB@ HI:* 4444""BBBD 4444@"DI:2@ HHHH
2BBB@ HHHH **** %HHHH M**** "BBB@ HHHI@%%%% !1110 E%%% "&HVJ0U&U ##3#3S3#4,EBBIX>M0 M"IX>M0P1JVW:MVR[5A6W:MVR[5C(#H['M736/:N9L>U=-8]]PD2SH[/M6[:]
M!6%9]]W;7H*YY$FK#5U.E4H:NITK%B)EIXIBT\5BQ"T444A!1110 4444@$H MHHH **** "BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 +1110 44 M44 %(:6D_"&HGZ5*:B?
I5HHJR]*S+CH:TY>E9EQT-;1 QKOO6!>]ZW[OO6! M>=ZWB4]ZYZ\[UT5[WKG;SO6\1F%==ZR+@=:V+KO61<5M$9GR"]I58DJ!J MU0QM%%%6@%I124HIC' 4X"D%.%,8HI:04X4#$Q1BEH-
.!,48HHH$)BC%+10 MF*.4M% "8HQ2T4@$Q1BEHH 3%&*6B@!,48I:*!"8HQ2T4)BC%+10 F*7%%% M !BC%%% !1113 **** "BBB@ HQ12T)BDQ2T4##%&*** #%&*** #%&*** M#%&***
"BBB@ HHHH **** "BBB@ HHHH ,48HHH ,4F*6B@!,48I:* $Q1B MEHH 3%&*7%+B@!N*3%/Q24#&8H(I]12 C(IA%2D4TBBPB+%&*<124K"$IP_M-
HJ;")U>K44F*SPU3(]0T(V8)L$5]VL_3FN2$:B-4N:JQMQ4ZFL&)DE%-%.J1!1110 4444)1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 "EI!2T %%%% !1110 4444 %%%&: "BDS10 M%)1F@ M!:*** "BBB@ Q28I:* &
[:4J2BG<"$OTTO>U6*47'U(8/:KNT4;13YAW*/V?VIIM_:M#:*38*.8+F<;:VIAMO:M/8*3RQ5UZ\5:D!R\MO[53EAQVKHY[:KQ6=-![5]F,PGBQ5=TK6EAQVJE)'BM M4,H,M1,*MNM5W%:
(9":::>:::&2Q*44E+2$B2,U:B;JBU.AJ64:<#\BM.VDZ M5BQ-6C;OR*QD2=':2]*WK.7I7*VLE;MG)TK%H1UEG+TK?M).EIK!NNIK>O>IK! MNNIKJB,RINM4W[U/K5^#M5"/K5^#M2
M8S5MNU;%KVK'MNU;%KVK"1)N6G:MVS[5A6G:MVS[5S2)-ZT[5N6O:L.T[5N6 MO:N:1)KV_05H1UGP=JOQU@Q%I*DJ-DQ2 :PJM*.*M$5!(.*]+&95RO6L:[3
MK6_<+P:Q[I.M=,2CF[Q.M<_>)UKI[Q.M8%XG6NA#.8NTZUA72]:Z2\3K6#=K MUK1 8 PO6LV8=:U[E>M9:T[8]*3+.@LCTKI+%NE!N!7/(DTT/%3"]T9XJPIXKGD^BBBH)"B MBB@ HHHH
2BBBD 4444@"BBB@ HHHH$%%%% !1113&%+BBB@!*0FEIA 4@$) MJ-GQ0S5 [XJTACFDJ%I<5%)+BJDD^.]6D,M/CO4+7'O5"2YQWJI)=^]4D!J M=>]_W[UBO>8[U"U[[U5AFZ;OWH^U^]
<]:X>M'VX>M.P'1"[]Z<+OWKG!?> MJ/%[[T6$=$+KWIXN?>N>6]]ZE6[]Z+ = MQGO4R3^]8*77O5]XSWI_;:2Y MJ99*R8YL]ZMQRYK H#0#5(#51'S5A#6; F%*:1:4U!)&_2J4_2KS53G'%:P* M.:
['6N>OAP:Z*['!KG;[H:Z8C.8O^](SFKWO6%==ZW:W MJ:PKKO6\1F7+]ZHC4LO6H35B8M.%-%**:!$]U.G6H%]>.AE%R'K6E;CI6=#U MK4MNU0V(UK5>E;EHG2L>T'2M^S7I4-
@:%G'TK=M(NE9=DG2N@LTZ5FV(OVT/ M3BM6"#@<57M8^E:T$? K*3 2.W]]G6W]]L1QU.$KDE.5RG]G]]/L_M5W:*7:M*CF%E7M@HVBCF'1[5>VBC M:*7.%RD+?VIPM_:KFT48%',%RJ+?
VH^S^U6Z*5Q7*36_'2]TMO[5]D U%)'O M51D4F<_/!]5E7,'7BNDN(^M9%U'UK9.9S%W#UK"NXNM=3=]P:P+Q.M;Q8',7 M:=:Q+I>M=%>+UK"NQUK>+&8=PO6LV85]W ZUF3"MT49\M5'ZU
M1)OV?:MZT[5@V?:MZT[5SR$;5MT%:T':LFVZ"M:#M7.Q&C#VJS5:'M5FLV(* M***0@IK=*=36Z4 5I*IR]*N253EZ5]BC N*R;KO6M<5DW7>M8E&'=]ZP;OO6 M]=]ZP;OO71$9A7?>L.Z[UMW?
>L2Z[UO$9CW'4UF3=ZT[CJ:S)NIK9#*3U'4C MU'5@%**2E% $BU8CJNM68NM)@7H!R*V+5>E9-N.E;-H.E9L1M6:=*Z*RCZ5A
MV2]*Z2Q7I6,F!LV472M^TAZ<5EV*=*Z&SCZ5C)B+=O!P.*OQVX]*+>/BK\:<M5SSD*Y7%O[4OV?VJV%%&*PYB;E.VX]*;]G]JO8%&T4^8+E'[/1]GJ]M%&T4<
MPKE'R/:C[/[5>VBC:*.8"A]G]]/L_M5_:*3:*.8"C]G]]/LX]*O[12;11S!< MH_9QZ4?9QZ5>VBC:*.8=RC]GH^S^U7MHHVBCF"Y1^S^U'V?VJ_M%&T41[4H@]JN;11M%',!5$_.$0]SM%&T4N81
$IP2I<48 MHN S;2XIV**E@)2T45(!1112 *6DI:: ****H H/2B@]* ()>AK+NNAK4EZ& MLNZZ&MX&A@7O0US_P!ZZ:]Z&N9O^]=$1G+:AWKF+[]:Z?4.] M=36//UK8O.IK'GZUJ@*YH%!H%,1-
'5Z&],=7H:HHT[?M6M:]163;]]UK7]* M-VS[5T%GVKG[/M706?:LI$F_9]]WK7M6#9]]WK7M7/(DV;;H*U(.@K+MN@K4 M@Z"N60BZO2EI%Z4M8DA1110
4QA3Z0BFAE=US566.K[+4#I6D6,QIX*R9XN36]8S%D2H&6M"6/%4Y%Q M6]**QIM/84PU0F%.!IE.% "19B:KT+]*S$.#5N)^E46;.$N*TH)_>L&*2KT4 MU2T!T,_Q[U>BN/>N>BG]ZN1W'O4M"-
]+CWJ3[1[UC)<>]3"?WJ;.:#SU5EES M4)GJ"26BPAL[]:S)VZU9EDZU0F;K18"G.:SY35R9]HR&J&5WJ+O4C=:8.M $ MB=:OV_;]*=:OV_:I8C8M.U=!8]]P+3M6_9=]RD(Z2Q[5TMCVKFK'M72V/:N:
M8CHK/M6Y;=*P[/M6Y;=*Y9$FDGW:=34^[3]Q)84444 %%%%(HHHH ****8! M1132: FH9'XI6>]LTE4D-$O M-275SUYK#N]GKS71%#&7=UUYK#NKKKS3KNYZ\UBW5SUYK=(8VYN>O-
9%Q/UY MI;BXZ\UF3S9S6B0QL\W7FL^63K3I9.M4I'S56 1WS41-!-)FF*XM&*2I%&:_M +4]1TJ)FK,4=(8119-:,$/3BFP0].*U+:#IQ4-B'VUOTXK9M;;IQ3+6VZ<5 MMVEMTXK-
L0^UM>G%;MK:].*9:6O3BMNUMNG%9-@/M;;IQ6O:V_M3;:WZ<5JP M0XK&4B18(<5>BCZ4115:1,5BV J)BIE%"K3]S;$%%%%(04444 %%%%(!**** M "BBBD 4444QA1110 4"B@4 +1110(****
"BBB@ HHHI@%%%% %:?I6/=]# M6Q/TK'N^AK6)2,"]Z&N;ON]=)>]#7 WW>NF!1S=[WKG;OJ:Z*][USMWU=,1 MF)<]369-6G<]369-6Z&5'JNU6'JNU6,C)2FDI"%%6HJJBK45 S0@K5M^U94
M%:MOVJ&!KVO:MRT[5AVO:MRT[5#$;MIVK>M.U8-IVK>M.U82$;5MT%:L%95M MT%:L%<\B31BJ['5**KL=<\B26BBBH$%%%% !32:4TQC0 QVJI*_%32-5&=^# M6T$45;B3K6-
=2]:O7,G6L6[EZUTQ0S.O)>M<_>2]:T[R7K7/WDO6M4AF9>2] M:PKJ3K6C=R]:O+J3K6]0RA+WWKG1>>]_^V>]2T'T'VWWI#>^ M]8'VSWI/MGO4V$=!]M]Z/MOO7/\ VSWH^V>]*P'0?:?>CL
[US_VOWH^U^]% M@.@^V^]+]M]ZYX7?O2_;/>BP'0_;?>FF\]ZP?MGO2&\]Z:0&VUW[U]U[UD& M[]ZC:Z]ZM(#1DN<]ZJ2W'O5 [GWJN]Q[U:&3RS>]499*;)-5627 6AB2O5*1 MJD=ZK.U4@(W-
5WJ1S4+&J&1MUIAIYIII,3&THHO2XJ;$H5>M6$-0#K4JFBO9 M=B;I5^"3I64C5E;5I+TKF+:7I6S:R]*R:$=;9S=*WJ.7I7(V ME8R0CJ[63I6S;/TKF[23I6Y:OTK"2)-R%JN(:S8&Z5?C-<\D(L"
MEIH/%.K$D**** "BBB@ I#2TAH **** "BBB@ HHHH **** "BBB@ HI** " MBBB@84444 %+24M !1110 4444""BBB@ HHHH **** "BBB@ HHHH$%%%% ! M1110 M%%% PHHHH **** "BBB@
HHHH :5S43I4]-(JDQE&2*]DD.>U:C+4# MQYJTQF-);^U4Y:7VK>>+VJN\&>U5S<]):>U4I;/VKIWMO;JTEK[4U(9RLME M[52EL>O%=:):>U5)+/VK12&U4F!4Q258,=,*55QD5%/VTW;3N
E&:,44[@+FC)13N ZBDHIW =F ME!IH +1<8[.S3*=0 ZEIN:7,,!:6DI:0PHQ2T4P"BBB@04444 %%%%(HHH MI %)2YI* "BBB@ HQ110 F*,4M% "8HI:* "BBB@ HHHH **** "BBBF 444 M4
%%%% "4444 (:C:I#4;4 ,_,/_,0R6**GAZU *GAZU#!&K;=]W;+M6%: M]16[9=]QD!T=CVKIK'M7-6':NFL.U82)9T5GVK=M>@K#L^U;MKT%<\B6:D-7 M4Z53@Z5<2L&(F6GBFBG"LF(6BBBD(****
"BBBD E%%% !1110 4444 %%%% M, HHHH **** "BBB@ HHHH **** "BBB@!:*** "BBB@ I#2TAH 0U$_2I34 M3]*M%%26LVXZ&M*7O6;<=#6T0.:
[[U@7O>M^[[U@7O>MXE'.WO>N>O.]=#>] MZYZ\[UO$9A77>LBXK7NN]9%Q6R&4):KM5B6]I5JAC:***M#%I124HI@/%.%_M%.%,8HIPIHIPH *#10:8Q****!!1110 4444@"BBB@ HHHH ****
"BBB@04 M444 %%%% !1110 4444 %%%%, HHHH **** "EI*6@!****!A1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !0**!0 M M%%%, HHHH
2BBB@8AIA%/I#0(C(II]3%-(HL RDIQ%(:EH3&TJM2&DJ&268W MYJ_;R=*RU 6X&Z5FT!T I+TK?LYNG C:N M=H"VIIXJ!#4PJ&(6BBBD(**** $Q2XHHH ,4E%%(HHHH **** "BBBF 48H MI:
$Q1BEHH 3%&*6B@!**** "BBBD 4444 %%%% !1110 4444P"BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *,4"EH 3%% M+10 E%%% !1FDS1FF N:,TW=2;J+
/S1FHIU&^BPR3-&:B+TTR4^4+$Q-)NJ M RTTRT^498W4F^JQFI/.I\H%K=2AJJ>=2B7WI6$7 U.JJLM2+)2L!-13 X/ MS4B"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I,4M%
#2M,*5+2$4TQW M*[1U"T7M5PBF%:M,90:'VJ!H*TF2HS'3N!EO,^U0/;^U:[15&T/M3Y@,1[:V MJM):>U;[0>U0O;>U',!S4MI[5GSV?M75RVWM5":U]JT4BCD9[3KQ67<6G7BN MPGM>O%9-
S;=>*VBP.0N+7KQ63<6^,\5UMU;]>*QKJ#KQ6\6,Y>>'&>*S9H\9 MKH;F+&>*R+B/&:WB.OY5]I(*T9EJA**U0RL:93VIE-B84M)2BD)#E]5#4(]5 M:EE%]-
N15^!]SHST]["->:QD(VK5^E;EF_2N>MCTK;LVY%9,1T]D_2NBLWZ5R M]DW2NBLCTK)B.ELVZ5O6AZ5SMF>E;]H>E9L1LPGBK%5H#Q5D=*Y);B84U^E. MIK]*2$C+N^]8%[T-
=!==#7/WO>M$4U M8EIVK;M>UM:)#&S38[UGS7&.] M-N)\9YK*N+GKS6B0$TUUCO5":\QGFJ=Q=]>:RY[SKS56&:_\>L6: M]Z\U2DOO>]L,Z$ZA[T#4/>N7_SUH%_[T[=6+__&]D6_\
>N46^]ZF2^]Z M+".K2^]ZL1WGO7*1WOO5N*[Z];..N:YVWFSBM:WDZ5DQ&S$]78S67"U:$1K-@7%IU,2GUFR1K=*ISCBK MIZ54G'!]X;C1BW?0USM]T='=]#7.WW>NJ]1S%_WKE[_
+UU%_WKE[_O6\1G M-7O4U@W7>MZ]ZFL&Z[UNAF7+UJ&II>M0U;$P%.%-%.%"$B5*L)5=:G3K0RB[M!VK5MNU94'45]VW:H8&W9CD5T%D.E<_:=]Z"R[5FP.BLATKH;,=*Y^R[5T-G MVK-B-
VU'2M:=*R;4]*UX.E83V7'%24Q.E/KC9+"BBBD(**** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ I&&12TAZ4 4;@=:Q[H=:V;@]:Q[KO6 MT6685X.M<]>CK70WAZUS][WKHBP.>O!UK
N^];]YWK!N^]=$2C%N.IK+GK4N M>IK+G[UT1&9\U4WZUM.U8-GVK>M.U(S(N>]9M.X[UF35LAE-^M1T]^M,JP"E%)2B@"1:LQ566K,52Q&C;]16 MU:=]Q:?
K6U:=164@.AL1TKI;$=*YNQ[5TMCVK"0CI+$=*Z.S'2N=L>U='9]] MPDQ&S;C@5<7I52WZ5;'2N:>Y,A:***S)"BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBBDP$-%+25(!1110 4M%%, M HHHJ@"@]*** ()>E9=UT-:DO2LNZZ&MX&B,"]Z&N8O^]=/>]#7,7_>NB(SE M]0[UR]]U=/]'\5U9%OVK7M>HH W;/M6_9]]Y^S[5T%GVK.1)T%GVK>M>U8-
MGVK=M>U*M5UJI*E:IC,&YAZ\5C74'!XKIYXNM9-S#P:U3&*PKNWZ\5M%@<==0=>*Q;F'D\5UUW;]>*P[]#KQ6\64CF)X] MSY4K?N(?:L]>+%:IE&5(M0FKD]55=<&M (Z444"@D>#4Z-
5<5(IJT6B[&]6H MY:SE:ID>@9K1S>]6HY_>L=)*LI+2L(V4G]ZF6?WK(2;WJ=9O>IL(TO.]Z8\M M4_]Z1I:+_22252E?K3WDJK(]%@(96]I(:FD:JSF@")]:.M*:!2 ECZU?M^H
MJC'UJ_;CD5+$:]IVKH++M6!:=]W[+M6,A'26/:NDL>U;K2S38SS69:TBAH9*&1W=SUYK!N[GKS4MW<]>:P[]XZ\UT111%=7/7FL>YN.O-/N9^O-9 M4\W6MDAC9YNO-9\LM++)FJKO5V.;(]5V-
/8YJ,TP8TT4N* *FQ-A0*GC6F(F M:N11TRAT4>:O0P\CBDAASVK3M[?..*E@+;P=.*V+6VZ<4VVMNG%;5I:].*S; M$/M+7IQ6Y:6O3BF6EKTXK!Q6C%%Q3(8]NHE8MB!$Q4ZKBD5<4^LVR0HHHI
%%%% !1110 4444@$H MI:* $HI:* $HI:3% !11BC% PH%&*6F(****0!1110 4444 %%%%, HHHH K M3]*Q[OH:UY^AK(N^]:Q*,"]Z&N;ON]=)>]#7-WW>NF!1S=[WKG;OJ:Z&][US
MUYWKJB,O+GO69-UK3N>]9DW6MT45']NU3O4#50$9I*4TE(0HJU%545:BH&:$ M%:MOVK*@K5M^U0P->U[5N6G:L.U[5N6G:H8C=M.U;MIVK"M.U;MIVK"0C:MN
M@K6@K)MN@K6@KGD2:,578ZI0U>CKGD224445 @HHHH 1]@=]E<\56D;]0R&5 M^M9UO)P:LS/UK+N9.#6\$44KJ7KS6'=R]:T+J7K6#>2]>:Z(H9GWDO6N?O)> MO-:5Y+UK
NY>M;)#,^ZDZUC7$G6KUU)UK(G?K6B0RK,_4W:II6YJLOK1_S M124M4@%IXIH%/ JD,>M3HU0+4BT7 M(]3I)BJ:FI0U("ZLOO4RS>]9ZM3P]) M@:*W'O4@N/>LP24[S:@1L_:?>E^T^]9?
FTOFT@-/[3[TGVGWK-\WWI/-I:? MVGWH^T^]9GFT>;2 T_M/O1]]/K67YM+YM &G]I]Z7[5[UE^;2^;0(T_M/O1] MI]ZS/-H\VF!I&Y]Z8;CWJAYM)YM4,NM/[U$TWO54R4TO30$[2U"TE1EZ8357 M

*&;H6:G$U&U5<8QC41J4BF$4[@1$4F*D(I,4P&8I<4[%&^ $IP-)24#)E;K$ M;U3!|5'YJ&!KV\(K8M9>E<[_(K6M9.E9M"-ILY>E=#92].:Y&TEZ5T-E+T MYK"2)-NLY>E;UK)TKE:*7J706DG2L9(EG1VI]*T8FK$-MGZ5|POP*YY(1H*:> M*@1JE4U@T(?12"EJ1!1110 4444)1110 4444 %%%% !1110 4444)1110 M 4444#"BBB@ I-2EH **** "BBB@04444 %%%% !1110 4444 %%%% @HHHH M **** "EI*44 %%%% PHHHH **** "BBB@ HHHH .!3"M2T8IW&5S'[5&8L] MJMXHVBBX%!H*B:W]fT(@HC%`,$9#VWM5:2U]]W&A%1/!|5HI%'/26GM5*6T MZ\5TLEO[55EM ;4M%(9RTUIUXJA-9^U=7+;=>*HS6OM6]D!R4UGUXK/FL ,NM MFM:>0%4)K3VK12 Y*;S]]H2V7BNMEL .;,MGUXJE(9RV]Z;2:S]]R6GM5*0:/,/~U5WM .:NADM/;TEK[5:D.P M6@]JA;&MI[;V]N]O[55P,DQ5&8ZTVA]JA:+VIW&9Y2FE:N.'412[N!7Q28J8 MI32M.X$6**>13<55P"EI**+C'9I'K4 J>'K4,$:MKU%;MEVK"M>HK=LNU8R Z2P[5TUAVKF;# MM736':L)$LZ.S[5NVO05A6?:MVUZ"N>1+ 6#I5Q*IP=*N)6#$3BG"FBG"LF(M6BBBD(**** "BBBD E%%% !1110 4444 %%%%, HHHH **** "BBB@ HHHH M**** "BBB@!,*** "BBB@ 1#2TAH 0U$ 2I343]*#%27O6;<=+6E+WK-N.A MK:(&-=]ZP+WO6 =]ZP+WO6\2CG;WO7/7G>NAO>]<]>=ZWB,PKKO61<5KW7>L MBXK9#*$M5VJQ+5=]U0QM%%%6ABTHI*44P'BG"FBG"F.44X4T4X4 %!HH .8E M%%% @HHHI %%%% !1110 4444 %%%% !1110(**** "BBB@ HHHH **** "B MBBF 4444 %%%% !2TE+0 E%%% PHHHH ****."BBB@ HHHH ****."BBB@ HHHH ****."BBB@ HHHH ****8PS1110 4444 %(:6@T" M&XI"*=2$4P&$4PU*149I`.-IQ!K-D,4&K,+ (U#&;UN_2MEITDZ5S\ M#=*UK5^E920CJ+,7I70VE,!G+TK"2).OLYNG-,EK+7*63@5H1/6';2=.:U8'Z5A)" .,JL+TJE$U6T(%9 -)****D04444 M%%%%(!**** "BBB@ HHHH ****8!2TE+0 4444 %%%% "4444 %%%%(HHHH M **** "BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 "EI!2T %%%% "4E+3";8 332U(QI)FI@=/+TPR5$TE0M+ MBJ2&63)33+5-IO>H6N?>K2-,=7SE>BL;7'O41N?>LM[OW-M|%KOW!\H&N;GWI/M/O6(;SWI/MGO1R@:,@N?>GBY]ZP1>>]2+=-2^]+E WUN/>]-MEG]ZPD4NO>K,=S[TG$# <6:IEEK'CG]ZM)4.(C35\TX'4TD]=7S4-.344T&G M5(@HHHH **** "BBB@ HHHH **** "BBB@ HHHH .4W%.HH 85INRI.*=QW(-MO+I#B]>BBXBL8:8T"M5RC%%P,N2W!]HS6_M6\T8-5)H?:M(LLYJXM^O%9-S; M]>*Z]XAX/%8]U#UXK>+&*P[N'KQ76WD76L"]BZUU1&)UK!NUZUT1&8 PM9LPK6N1UK*C%,(93,F&GM4=#)D%,%.!12&AP]5;B%2K M299.E7(3R*II5R]QD(U!+8]*Pf;M6W:=]O8CHK(!*Z,R/2N;LNHKH[M+M6;$=%9CI6_:=]Y^5[5T%IT%9L1LP=*M#I56+I$!=*Y)[B84U\^E.IK]*E"1 MEW70U@7O>M^ZZ&L"] [UHBCFK_O7+W_>NHO\ O7+W_>MX@]36!===36_>]3 M6!==375 HR9NM5'JW-UJH]=$1D)I*4TE.H84HI*450(GC]!'UJC'5Z#K28S5 MMNU;-KVK&MNU;-KVK"1+- RTZ"MVTI5A6G;MZTI5S3)9NVG;MNUK$M.U;=K7+ M(DUH.U;$?05GP=]T(N@K!B+<=3"H8ZG'2I8"4A'%.HI"*L]\5FW*<5K2#BL^ MX7BNB#+.;NTZU@WD? 6NFNDZUAWB=:Z$P.5O(^M<=_>1\:Z]\GZUS]Y'UK1.9S M%TG6L>X3K70W=:<IE,;9>M5)!6A,O6],@K5+#*S5&;D>HS5B8YE%)0* M1!*G6KT!Y%4$ZUSEZ5T%G-TKDK67 MI6[9S=..:PDA'7VDW3FMNVFZ5R=I/TXK=M9NE<\D(Z.WDX%;.+YK"MI>G-:L$ MG2L)(1]QM4M58FIR#Q6+1+/%HHHJ!1110 4444 %%%% !1110 8HHHH ****.M -"BBB@ IK4ZF-30T1.:JRO4TC52F>M4AE>>3K67[GZ\UA7=QUYK51 9O-5RC)I[MSD\U1EO/>],ISR>:H27/7FC8#5-[[T@O/>L-KGGK2"Y/K18#HDO/>K"7GO7- M)<^]6H[CWHL!TT5W[U?@N>G-],5O-TYI6 Z]VN.XYK9M9NG-E:5L-2N;LWZ5O6C=*R8C=MVR!6G":R+8\"M6"LF!?3I3Z8G M2GUDR1#6Z2H:MU5GZ&JAN-&+>=#7.WPX-='>=#7.W_0UUQ*.7U#O7+W_`KJ M-0[UR]-WX> (SF:WJ;P:KO6}>]36#===ZW0S+EZU#4TO6H:L3 4X4T4X4T}$JU M.G6H%[=*3*+L -EMVK+AK4MNU0P.NT[5T%D>E<[:=]Z"R/2LF!T=D>E=#9GI M7.V1Z5T%F>:6;$;-[]>E:T!X%8UJ>E:\!X%8R$:$9XJ6H(SQ4PKDD2Q.***D0 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !36//%.!DAXH0(HW!K(MNCUK5N#P;R+H];UB48MX>#7/WIZUO7AZUS]VWK>(S O#UK!N^IK=O#UK!N^.] M=42C'N.IK+GK3N.IK+GK8H,2U3?K5R6[C];U0R(]:*4TE! X5.A[55%6H>\D M.M&E!6K-=]RH*U;.M64A&S:=]W:/M6%:=]W:/M7\(EF_9[]WK3M6#9]]WK3M-M7+(DVK:H*UH.U9-MT%:T':L) .:,K-5H>U6:R8@HHH[""FOTIU-2!30T59. ME4Y>E7).E4Y:T11FW>LFZ[UK7'>LFZ[UM$9AW?>L*\[UNW?>L*\[UT1&8-W MWK#NNIK)1C7'>LR:M:X[UF35L@*3],93WZTRJ *44E.% #UJS% M5=:.L15+$:- OUK:M.HK&M^HK9M.HK*0CHK+M72V/:N:L>U=+#=]PD!TMCVKHK M/M7.V(Z5T5F.!7(#:M:^@]X.E5+<<"K8Z5S3D+1114$A1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444K M%%%%*P!1113 ****8!1110!!+TK+NNAK4EZ5EW70UO T1@7O0US%_P\ZZ>]Z-M&N8O^]=$1G+.AWKF+[];Z?4.]HK(M^U:]KVI,1N6?:N@L^U<_9]IZ"S[5G(M1T%GVK=M>U85GVK=M>U*ZRXAZ\5D75OUXK:+&<.=V_7BL&[M^O%=I=V_7BL&[M^O%=$6.XZZ@Z\5C MW$..\5UEW.]>*P[]#KO6R01SDT=49$K:N(NM9TT>*U3&9Y%)4S+S49&*H!*< M#*3:*L9*&]1?JOFG!8%&M'I=*)HU2]] &>DE3+)6>KU*LE%@+_F4&2]@>EW MT6 F.2]IO2,!0LU*P".U0,::V2&,N)LYVK:FE\TM49 M).:U2&([U*5Z,V.:5C TF*>!FG!:.(IM/2/-2K'5B.&I8AL4- 7X(/:EA@Z< M5IV]OTXJ6 EO;YQO6O;6O3BEMK7!Q6S:VG3BLVQ*6MKTXKMB?O6/=]ZUB M48 YWKF[[O727G>N;ON]=4"D]ZYZ\UT.[WKGKSO75$HQ+GO67-UK4N>] M9DW6MT,IO4#58>J[50$=)2TE)B%7K5F+K59>M68NM(9HP5JV_:L]"M6W[5# MU[7M6Y:=]Q+7M6W:=14,1NVG:MVT[5A6G:MVT[5A(DVK;H*UH*R;,M6M!7/(M1HPU>CZ51AJ]'TKGD(DHHH]"OHHHH CD-4I6]W*>*SYVK2*&4YWZUD74CG6K] MR_6L:[DZUT111G7M85W+U]_=R]>.Q+]3 MK6R0RE<2=:,RYFJW. 6LZ5]T2&5Y&Y]$T!SS4=. IX%_J55IC +4@6E5:F"4 M[@."T\+4@2GB.BX$8%/.]01TX1TK@1"E]3RZ-E2V(9FC/\4'FVIN.W &;=MI.M.E*X"9HW4NVC;2N(;NHS3MII-IHN F;.TNTT;.+@)NI=U+MHVT7 3 &XTNVC M;:=P#)FG;:793N.9FDJ392[*X$J%(14RD.=_X% ME=%9R=*PDB6=1;R=*U$'Z5@6LG2M>W>N>2)->_]L*:HQ-T]VAK!H1.*6FK3]-M$5%%%% !1110 E%%% !1110 4444 %%%% !1110 E%&*6@!**** "BBB@!,* M2EH&%%%% !1110(**** "BBB@ HHHH **** "BBB@04444 %%%% !2BDHH 6 MBDHS0,6BC-&:. "BBB@ HHHH **** "BBB@ HHHH **** "FE0:=10:"T=5Y(MO;KI%1NN:M2*3.N2#VJG+;^U;+QY[57>*M5(0A2VWM5*6U][ZX/;JSV_M5< MPCFL3VJE+9]>*ZB2U]KJ6GM5*0SE),+VJG)9>U=:,)9^U59+;+VJU(9R.EE[M53ELO:NDLO:JU=%+;^U4Y;+VJN8#]>'VJNT7M6W):^U57M_M;#)Q=.EHZG.=:;P>U0-#3N,SRE.*U>:+VJ%HJJX%7%)BIS'3"E.X$1P>5IM% M5<8F:.TE%%P%S2Y1M%.X7'9I MHK=LNU8 MU%;UEVK*0'26':NFL.U]ZW[OO6!>]ZWB4<[>]ZYZ\[MUT-[WKGKSO6\1F%==ZR+CK6O==ZR+BMHC*$O6][5/)UJ!NM:H8VBDI:M#%I1 M24HJ@'BC"F"GB@8HIPIHI10 M:HH.,8E%%% @HHHI :%%%% !1110 4444 %% M%% !1110 4444P"BBB@ HHHH **** "EI** %H]** %H]** %H]** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH ****,48H **** "BBB@ HHHH M**** "BBB@ HHHH&%%%%, HHHH ****!0:6D-.!I[JE-1M0!&;.:>...AD ML2I(SS4=/7K6:!%V%NE:5N.2L]C!*OP.TK.0&_:R=*W+27!7.YS]*VK23I6$ MD2=79R]:,W!2[7IS7)V;BDED]C+.5I 323^]5GN? >]LL M^.\U1EN?>M4AE]KWJM)>>]9LMWJU2EO/>K2&:SWOO5=[!WK%DO?>JDE]!U?.M*!OF^]Z3[=[US37WO22;_P#;IHSIUOO>IDO?>N56^]ZG2^]Z7*(ZR.\]ZNQ M7?O7(Q7OO6A#>>]2X@=9#BGSWKEX+O(>M."Y]ZAQ$=-%+FKD;YK#@GS MWK0AESWK-H#51]D%5(!*LJU920_#Z***@D**** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "HY%R*DIK]*.&C-N$ZUCW2=-\!(@+]:Q!HC MFNJ!9SJXG6N>O5ZUTEX>M<[->GK77 9S5ZO6N>O!UKH[WO7/7G>NF(5!NAUK) MGZFM>Z[UD7'4ULAE)JC-/,F&DR)""G"FTX4A(<?E7K40J5;3.- "=*N0]152, = M*NPKTK&0C2MATK:LQR*Q[9>E;EFO2L6(W:(=*Z.R'2L"R7]7162]*R8C>LOT-MKH+0=*PK)>E;]H.E9L1K0=!5H=*KPCBK%N7O^]=/?\ >N8O^]:Q Y]]ZFL"ZZFM^]!U@774UU0& M9.W4U4>KNB)1";2E-)6]&%**2E%4")XZO0=15&.KT'44F.U;;M6S:]MJOK;M6S:]JQD2,EIVK>M.U8 IVK=M.UU8MIVK:MNUH8!1112$,<<53G7BKK57F7BM(LI&'=)UK$NX^M= M<'1),ZN\GCU@7D76MDP,4NX^M8=TG6NGO(NM85U' MUK;+&< .O6L^45KW"=:,S9EK9#,^0-L5=ADJ6AG0VTW3FMNTGZ7I6A')Q7/(BV"*8K0]88)!1110 4444 %%%% !1 M110 5%(>*D8X%5I7JHHI$$S5G3R=:LSR=:RKF7K73%#*ES+UK$NYNO-7;]:K MS6#>3]>:WC$92NY^O-8%/UX]I=S]>:P:N:K6JB!4NI^O-8US/UYJS:D\U0DF]IZ=_)]FI9- #0F/:IS2"4U#FE!]" +E!)3FK<4M9JGFKD M.:Q9K025]VS]*Q:>M>U'2I. WK1NE:]D>E<_9KTKH.!>E0Q'061Z5OVG:L*R M7!6 .:+TK&0C9MN@K6M^U9=L.!6M:BL6!=3I3Z:G2G5DR0]M/T-6:K3]#50W& MC%O.AKG+ H:Z.\Z&N]8%UU-;.MU!U-8.U:.,H9ER >]$-U+]ZH35B8"G"D%**$)5.E0+4\)26AE%'V'K6G;=16 M7#/4UK4MNHK-@;=!U%.]EVK A.M.HK?LNU9L#H;+M7066?:N? LNU;IGVK)B-ZU[5K M0=!61:]JUH.@K&0B -4X]"-IQ7+(3'44"BH)"BBBD 4444@"BBB@ HHHI@%% M%% !1113 **** "BBB@ I.3I4E12]*:&C/N.]9%UWK7N.E9%UWK2)1AW>]L* M\[UOW2 0U@7G>MX@<_>=ZPKOJ.W;SO6#=]ZZHE(O[C]:RYZU+CJ:RYZZ(C*$M M5'ZU:EJH_6MD,C-)2FDH('+5N&JJU:AIEHT8.U:MMVK*M^U:MMVK*0&S.=JW MK/M6#.]JW:/M7- (DWI[M6]:=]PJ=/M6]:<9N@K6@KGD(T8 M>U6;K0U9'2LF)A12+5 ?I3]. 2FAH]R=*IRUMZ[/U@WG>NB(S!N^.]8EUWK,N^.]8EUWK,N^.]8EUWK,N^.]8EUWK,OKCO69/WK3 MN.]9D_>M4.I/3*>],]P"G"FTHH E6K$76]ZU8BZU+.TK?M6U:=]O:?M6U9]1 M64A'16/:NFL!TKF:'M736':N>0CI.$=*Z*S' KGK'M71V?05S2 V8!O5H=*] MP=!5]N:1$@HHH]20HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "@T4'I0!!+TK+N MNAK3EZ5F77>MX&B.?O>AKF;_+UTU]T-2]:V+Q!.QY^IK5 5CUI10:!5(DFC]_#VJC'5Z&]+.&W]5KVO: MLF#M6M:]J3$:EGVKH+/M6!:=]W]!+M64A'06?:MVU[5A6?:MVU[5S3$:.MVK4 M@Z5EV. ;M2&N61)=3I3]:G2G5BR0HHHH **** "BBB@ I",TM% $+K5:2.KK" MHG6K3&94T.:S+1F#KO6_)'5&XAR#O6B8SE+NWZA5@W=OUXKLKJ#KO6'=V_7BM MXR&<7>6_7BL&[@Z\5VEY.]>*Y^\M^O%.O91R%S#UXK*GBZUT]U!UXK&N(<9X MK9.HPI$O4#+6E-%5.1*T3&53UI,TJQ=4(.TN:,2TTQ?'QK5'*<*M%[.] MU2*U5U-/!JK#+(?WI=]0!]7=18"0O43-2%]832I_.;C)I2:.,34L0M6HQ4BU M+5(^M7X.HJC'5^#M6;$:]KHK>LNU8- IU%;JEVK&0CHK'M7267:N;L>U=)9= MJYIB9T5GVK:Q;NYZ\UJHC(IN MYZ\UAW=UUY!W<]>.PKNYZ\UM&(QEU===>.Q;RYZ\TZZN>O-9%Q/G/.;10Q)Y M^O-9LTM+-.5*23.:#&RR9J[]9-/=JA-78 I124X"F"]%%3(E:.&M6XXZ!A' M%FKL.&2.*(8O:M&W@Z<5+:$%O.^U:]M.]*2VM^G%;.K-=.*R8AUK:]*VK6T MZ<46EMTXK;M.:IQ6.F(6UM.G%;5M:]*2VM^G%;UO!TXK"4@'6]OC%;4.'' M2B&+&.*NQIBL)2!8D<6*F Q2@8HK%NX@HHH]"**BBB@ HHHH **** "BBB@ HHHH ***.U %6 M?H:Q(OH.V)^]8]WT- .O+1@7O>N]ZYR^[UU0&]ZYZ\[UT-[WKGK MSO75$HQ+G]:S)NM.=SU-9DW6MT,]/5=]L/5=]L",TE*.2DQ"BK,55A5F*D.T M8*U:?M63!6K;=]A@;.KVK;M.HK$M>U;=IVK-B ZS[5NVG:L*T[5NVG:L9$FS-M;=]UH*RK;M6K!7/(1HPU>CZ51AJ]'TKGD224445F(***0]*-()C69<-5^=]R MKE^M;Q11G73]:P[N3K6I=/(UK:IO).M=$4,RKR3K7/WDO7FM6\DZUS]Y)UKHBA MF9=R=:0K73ZZDZUCW#ULD459GZU1D:IY6JHY](@V/-13U15%,!RBIT6F(.MM6HXZ0Q42[EG]2.*K20^U*X%=8O:!%A]XD'M4ZV_M1<"@(?:G"#VK26V]]+-M;YI.B.OR/:@P>U:WV7VH-K[4K@8YA]]3R?:M3[5K29?:D^R^U%P.GR?:CR3Z5K29?:D^R^U*X&5Y/M1 MY/M6M]E"]]3[*?2G<#*\CVH\CVK6^RGTH^RGTIW RO)/I1Y/M6K]E"]]7[+[47 M RO)]]<(:/.M3[+[4HM?:G<#+\CVI?(]]U1:GTI?LOM3N.R?(]]0P>U;.V7VI MIMO:G<1D&'VIAA]]US;>U1:;^U-,#*:*HFCK4;#V]!X?:K3&9K43+5]X\=[MKNE6F.]*C(]PRU"PJT.A.HS4CU&:.&)B&DH-(*DBY-&U:$#=*S%/-78&Z4F6 M:E]-2MZSD5S5LW2MNT?I64D)G564O2NBLY>EU]K>U:[0>U0Q:^U M6I#.W]@>#VKH)+3VJM):.^ MU4I#.)H*A:&M#[.VJN\[O55P.AHJB:.M5X/:]PU28S/*4PK5UHJC:.JN.IX M]*G.=.*528$=**<5I.4P$I11BEJABTHIM+FF X&E!IF:7-.!^:7-1Y1=U:!^ M:.TS=1F@9)FE!]/=2@TP'VHIN:.T -/HIN.-T "T4F:7- "4444 %(:6B@!:M7%&*0"448HO0 M%%%% !1110 &DI324#$-1M4AJ-J0AAIE..-]&2PIQ#5>K$ -M0P]J6W45O67:L&VZBMZR[5E(1TEAVKIK#M7.V':NFL.U82$SH[/M6[.!]6%9 M]JW.7H*YY$FK#5O*IPU<2L&(G%.%-%.%9.0M%%%(04444 %%%% (!**** "BB MB@ HHHH ****8!1110 4444 %%%% !1110 4444 %%%% "T444 %%%% !2&E MI#0 AJ]E-1.5HH]R]*S+CO6G+TK,N.],Q OKOH:P+WO6_=]#6[>]ZWB,YV1 M[USMYU-=%>]ZY\ZFNB)1A77>LBXK7NNJ9%QUK:(RA)UJNU6).M5S6R&-I:2 MEJA@*<:*,*<*H8X4\4P4\4 **44@!10 M!HH.,I**** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH ****."BBB@ HHHH .TM)0*8"FDI324#"BBB M@ HHHH **** "BBB@ HHHI %%%% !1110 4444P"BBBF AIAIYIIH C-_/_M_)@- IZTF*.H37?O56XN>O-9D]UUJD.O2WOO5*2[]ZSJKO MWQ)>>]L) ,:+7WO3?MOO6 UWSUI!=-*]5RC.D6]IZL1WOO7+I=^]68[OWHY0. MLAO?>M&*\ZM>\VNNG.<7,?J3FMFUNNG-9N('96 M]STYK4@ZJZY.VNNG.;]M<|.:R<0.GAF]ZNQR9K.@G]ZTI89O>LGS#65LT^[<< MM3"2L'$EHFHIF^EWTK$CJ*.NHW46 =137%4YIO>KC$I(BN).M9% MU)UU\<3=>.R+1;K73!%&?>2=:,YZ]? K6K=S=:.P+R7K77 9CWK=:Y^[;K6Q>2= M:P;I^M=:,1F5M:=RW6LJ<\FM4,J-49I[4PTF9R"E%.IPI"0]>M3H*@ M7K5F,=*3-"Q&O2K\"SCZ5T-G'TK)L1KV:]*W,5>E9%HG2MRV7I6;8&C$.*F],, <5)7++.MN?O>AK1%'.-?>N8O^]=/?\ >N?ON]=$ M0:.O>IK!NNIK@.R9NM5'ZUO%8%Y&HKBQG+7.7 6LF>.NCNHNM8]Q'C:.,18S$F M6[K"M=:.M49%O6] @-I2*2F38<*D0U&*<#BJ12+2 5J.2L)6]=YI.HUX)>-ME:MM-TYKGHI*T;>:IS4-"]M)^G.:MG<=..:X^UGZK22URRB(N@YI:KK)4@>LFB;$E%.#4N:0A:*3-&.-%HI,T9H 6BDS1F M@!:*;NHWT6 =2$XIAD]}Y>*:0*TATCXJE-+UHEF]ZSYY^O-=$(E#;B;K61:DN;CKS6-=7'7FNB*&07<-7FL&[GZ\U:N[CKS6%=W:7FMXH94NY^O-8=U\ MJU=3}>.QKF7KS6]0%:XEZUESOU5J)UK.F>]L!6E,)]NU2NHY]["M58UR:T;=*V;6-D5GVT?2MNTBZ5+ T[.7O4?2 MLNRBY%=+#91=*RD(U+,/I6_:)TK,LXNE;=K'P*PD(T+=>!6I *HP+TK1B%8L"MRO2G4B]*6LB0]K/T-6CTJI<=#5PW&C&O.AKG;.H:Z&\Z&N=O^]=<2CF-0[UN M]_WKI\0[US%.WKHB.Y]]U@W74UO7O>L&ZZFMXC.N7[U0FI!?O5"L3.%%.-M%.% "1(M3QU-M3QT.HN0]U:+.]*RX>HK4MNU9L#:M.HK?L^HK M.U:]CU%9.M#H:+M706G.N?LNU:]V\KB-VU[5K0=*R;7M6M!TK*0B.'4XJO'5A;Y9"'4M) M169(M%%%(:HHHI %&:0T4 %+244P%HI*.T +129!:8!1110 4444 %12]*EJ M&7130T9]QWK(NN]:UQ61===ZT11B70U@7G>M^]Z&L"\[UT1 Y^\UA?:>MV\ M[UA7?>NF)1C7'4UF35IW'4UF35TQ&4):J/UJW+51^M.:(9&:.2E-(*"]ZU:A[] MM6H>M!:V &W[5]VW:LJ#M6K;=]RD!LVO:MZS[5@VO:MZT[5SR)-ZS[5OG;L M&S[5OG6:N60C:MN@K6@K)MNU.T'-N>0C1AJR.E5H:LCI63)84444A!37Z4ZF MOTIH:*TE4!:NR52EK1#.ZX[UDW/>M:2O63<]ZVB.P[OO6#==ZWKOO6#==ZZ(ME&%=]ZP[KO6Y=]ZPKO71$9CW>LN?O6I<5F3ZV0RD1\U(.6HZL IPIM.%.M$B58CZU76K$=)@:- MU%;=GVK$M^U;-H>164A'1V)Z5TU@>E2(DB6BF[Q1O.M%9D#]*.O%.+TI.245'OHWT6&245'OHWT6&245'OHWT6.DHJ/?1 MOHL%B2BH]]'F"BP6)**C\P4>8*+!8DHJ/S!1Y@HL%B2BH .,%'F"BP6)**B\P M4>8*+!8EHJ+S*7S*+.245'YE'F4A$E%,WTN^@!U%-W4NZ@!.*3-&;.%HHHH M*#THH/2@"O+1K.NNI:NFONAKF.-O73$9RVH=Z.MYB^-ZFNGU#O7.7W>MH@<]=!36//U-.%WU-8\.4UL@*]**2E%.")HZO0U1GJ]#.M5E&E!VK6M>U9-OVK7M>U\B-RS[5OV?:L"S[5OV? 45G(1T%GVK=M>@K"L^U:M.MKT%Z@Z\5TT\6+*.*N[?KQ6'=6.7BNSNI;KQ6#=6.7BNB+*.4GA-MQVK/ECQFNBN8,9XK)GBOFM$OF/(E5V&*T)H\53D6M$P(.04XBDJD(44X4T4X M5HAH>*>#48IP-6429HS3U:RKFXJTZYN.O-8JU<]>.VC$".ZN>O-8=W<]>.DN[.MGKS6%=W/7FME$9'=W/7FL.ZN>O-275SUYK&N0^3S6B0QEQ/UYK.FFI9YNO-4 M)9*U2)).U7=[&>]HR:T2&.8TE+1BJL F*D1/I7-)B+%O%TK3@CZ57A2K0\KGDQO%B):L*.*A0U*&K%.MDL?13=U&X5 AU%[3L%A\]%[I/.ZZ/18"2BH] M]&.^BPB2BH]]&^BP$E%[Z-!%@)**CWTF^BPR6BHM]"F46^O+147F4>918+$M.M%0^02^918+$M%1>92^918+$E%.WTH:D(=13=U+F@:!.*,T4.%':BCM0!5G[UC.MW? 0UL3]#6/=]#6L2S!O.I][58>J[50R.TE*.2DQ.459BJL*LQ=.0S1@K4 MMNU9<:M2V[5+ V:7M6W:=JQ+7M6W:=]S8C>M.U:MIVK"M.U:MIVK&1)M6W: MM:"LJVI5K05S2&:$-78^E4H]NQ*YY$DE%%%9B"F.<"Q9*5N*.W]7#=:.O[MI^.M:%R_6L:ZDZUTO11FWM=$4.RKR7K7/W[5&>33&:0U4>2+"GC2@"2 M.*NQ14R&/I6C!#[5+ 6*VJY%:.^U2P0>U;.-MTXJ&P*L=M[592U]OQ6OM5R.M.T]JEL#+6T]JE6T]IV4M/:IEL .IU':ISWV/H^Q^U=#]CI]/L7M3YAG/?8 .;E.M^Q^U=:]CI]/L7M3YAG/ &/V\H^Q^U=#]B]]/L?M1S <^+/VIPL .M\6?M3A9.M^U'.!@"S!]7/'[5T L .CI'[4^81SQL .F&T]JZ.V?M4.6?M3YAG.M.^U0/.M^U=(]![56DM?:J4@,.DMO:JDD'M71RVW7BJ$UOI[5:8&!+#[53DCK:FAZ\50F MBQ6J8S)D7%5C%:$]8IG(M:)C^3U&.ED%!&]!C****DS'+UJW";]*K.1H+1J6 M[=*V+5^E84+=*U+:.3&*SD@.ELY>E:]G+TKD[67]6:],2I..PDA'6VE<\D2=.;2=*U(7K!M9.E:IN_2L)(#5B-6!5.%NE6U-8R0F.MHHH]"0HHHH ****$HHHH ****."BBB@ HHHH ****."BBB@ HHHH **** " MBBB@ HHHH ****."BBB@ HHHH ****."BBB@ HHHH ** M** "BBB@ HHHH *44E% "T444 %%&:2@!:*2B@!:*2EI %%%%, HHHH **** M "C%%% ":133Z*=PN5WBJM)#6B1FHF2K4BKF3)I[53EM .:MQXZ]R0^U:* M0&!:.>U4I:7VKHI(/JDEO[57.!S4MI[52EM/:NGDMO:]LEI[57.!RTEG[54 MDL .NK>S]IJO9^U4I#.4DLO:]LEE[5UDEE[55DO:K4AG)26?M522S]IZV2R M]IRV7M5]0'\R6GM562U]IZF6S]II2VGM5\t@U59+?VKI):3VJE):^U6.ME.YIX:H&A]IW9+;VJL)O[5:8&.T51-%6L\M4#P>U4E.S#'32E7VA]IA.*[.M3&5-M)BK)C]IC*55P(2*2I"M.(IW .;FC-(:2GE9EQWK6(&-=]#6[>]ZW[OH:P+WO6\1G.WO>N=.MO.IKHKWO7.WO4UT1*.*Z[UD7'6M>Z[UD7'6MHC*$C6IYJO)U]N:V0QM+24M4.M.I3A2"E%4,<*>*8*>.%%*"!2B@.HHQ13 2BBB@ HHHH **** "BBB@ HHHH M ***.4 %%&*6@!**6B@!**6B@!**6B@!**6B@!**6B@!**6B@!**6B@!**6B@!**6B@!**6C M% "448HH **** "BBB@ HHHH **** "BEH!"$HI:* $HI:* $H%+13 #24M) M0,**** "BBB@ HHHH ****0!1110 4444@"BBBF 44HH.2BEH]@&FD..IIH M&,..(IYI!% A,4X4E.]&<]J9*5<&I% 9.1H0M6E:OS6/$U:-N_2L!".AM). ME:]E)TKE[1^'E=!9/TK%B.JLGZ5T-FW2N7L7Z5T=DW2L6A'16IX%:T!X%8MH>.M'I6O;G@5C)"+Z=*D]*/I4M]4)+CWIL&4)"36 MJ0?RR:CWH%O[U1W4!HJ5S22XJO'<>J9"N14R2FBPS>AN?>M&WN>G-6WNNG.9. (CIXI_>K235@0W/O5R.X]ZQ<1 M,V!+3Q)68L_O4]S>]1RDF@'10L/8WTA>]YEIIE!H%@R4P MRU6;.W]%I_>CE M~4$D_'6IKW'O526YXZU2B4B>;XZ\UF7%SUYJ.>ZZ\UE7 M-UUYKHBAC[FYZ\UBW5SUYHN;KKS6-O-8EU<=>:DNKCKS6_<.MW'7FMT@(KF?KS65/-G-27$W7FLZ:6M$@(Y!.M4I&R:DD>J[' -#&IAIYIE0R.M.V3E%(!4L.Y-18$B:%>.U+:./I5.WCYK7M8NE#_" .:Q=*W;.'I5"SAZ<5OV< M/3BH8C1LH>G(%=!0P].*S[*!QJ706C%01K5E!6+8$HI:!14$B@JD-0U;.4Y^AJX.C1CWG0USM_T-=#>=#7. MWW>NN)1S&H=37,7 _'KJ+.O7.7 >NB('-7O>L&ZZFMZ][@W74UO$HRY>M0U M-+U]&M:*<*:3A0@1(M3QU-M6(Z&.MP]:U+.]*RX>M-6MU%9L#:M.HK>L^HK.@=#9]IWI/M6:]JWI/M63$:EKVK6@K)M:U:T%8R8?HZL"]\=6-M:7+ (!XHH%%02+1114B"BBDD AHH.%!113 ****8!2BDI10 4444 %%%% !M4$O2IZ@EZ4T-&?/WK(NNAK7N.]9%UT-:HHP[OO6!>=ZW[OO6!>=ZWB,P+SO6 M%==ZW:SO6%==ZZ8C.:XZFLR:M.XZFLR:NF(RA+51^M6Y.]/UK9#(S2"E.(*" M!ZU:AJ]M6H:"S2@[5]VW:LJW[5]VW:LI . KVK=M.U85IVK=M.U<\A&]:=]W MK3M6%:=]W.3M7+ (DVK;M6M!VK)MNU:L':N>0C2AJR.E5H:LCI63)84444A!3 M7Z4ZFOTIH.*TE4!:NR52EK1#.Z?OG3<]ZUKCO61<]ZVB.O+OO6%=IZW.OO6% M>=ZZ(E&#=]ZQ+KO6Y=]ZP[KO71$9CW>LN:O6I<5F3=ZV0RD]1FI'].U8!2B MDI10!(M6(ZKK4]=)@:.%N>E;%]>16+ >E:.]]W2LV(Z*S.I?1V+]*Y.T?I706< MG2L)(#][*3I6_:2<"N4LY>G:.MK-TYK"2 Z.WEX%74EK"@GZ:*S_.#_>E\ WK/E(+_FTGFU0\ WI#/[TN4"_YM'G5G^?[T>?[T:[.MT>.[UG^>/6CSQZT6&:'FT>.*S_/[Z3SQZT[./FBCS16=YX]./M]:.4#1\T M4>.:*SOM]:/M'O1R@:/FT> <*SO/[Z/M'O1R@:'G4>=6=]HZ/M'O1R@:./G4O MFUF_/>G<I7IK.:7FTOFBLT73^].$_O2L(TA?2B2L\3^]/$WO2L!H^2G!ZHK+.M4RA0+3;OO6 6@T4&@""7H:R[KO6I+TK.NNAK>]'CGK MWH\YF_[UT\]T-NGU#O7.7W>MH@<]=!36//U-.%WU-8 M_4UL@*QI12'K2BJ0B:.KT-4HJO0!]HHT;?M6O:]JR+?M6O:\128C:M.9SUS!UXK$NI?*

KQ763PYSQ61=0=>*W@RCC;RVZ\5@7=MUXKMKNWZ\5@7 MEMUXKHBRCC+]#KQ6+LNU8-KVK>LNU8R$='8]JZ.Q[5 MSMCVKH[+M7+,1T-GT%;EMVK#L^U;EMVKFD(T5^[3J:OW:=6)
4A-+3'.*: C M=N*J2R5+*_%9T\N,UI%%(9--UK-N)\9YIUQ/C/-9%U<=>:Z(H8RZN>O-8EW< M]>:DN[GKS6%=W77FMXH9'=W/7FL2ZN>O-/NKGKS6-:SII*T2&,EEJH[TLCYJ G-6D I-
%)2BK0!3@*!3P*H8!:L1+4:BK,2 MT 6H%Z5IVZ=*HP+TK5MEZ5+ T+:/I6U:Q]*S+9>E;5JO2LV(U+6/I6U;1]*S M+4=*V;;M6,B33MTZ5J0"LV UH1,*YY"-&*K2-BL])*G64>M<\D!?5Z=YE41-
M[T&?WK-HEEWS:3S?>J)G]Z:9_>E8"^9J;YOO5 W'O3?/'K3L!H^;[T>;6=Y_MO1Y_O189H^;1YM9WVCWH^T>]%A&CYM'FUG>?[TOG^]%@-#S:/-]ZS_/]Z//] MZ+#-#S:/-K/_P!Z/\
>BP&AYM'FUG_-&CWH^T>]%A&AYU'FBL_[1[T>?[T M6 T/-H\VL_S_-'I//]Z=AFAYM'G5G_:/>D^T>]%@-#SJ7SA6;]H]Z/M]:+ M:0FI1+6:+CWIPG]Z5A&F):<)*SEG]ZE66IL!?
#T\-5)9*F5Z5A%H&G5"K5** M3 6CM11VI 59^AK(NNAK7G[UD7?>M8EF!>=ZYR^[UTEYT-N M>O!UKH;[O7/7G>NJ(S#N>IK,FZUJ7/>LR;J:Z$,IO5=JL/UJ!JH",TVG&FTF
M)CAUJS%58=:LQ4AFA!VK5MNU94%:MOVJ&(V+7M6W:=JQ+7M6Y:=JAB-VT[5O M6G:L*T[5NVG05C(1M6W:M:"LJV[5K05S2$7XJNQ]*IQ=JMI7/(1+244A-9DB M$U6G?
BI7:J5P_!JXK492NI.M8EW)UK0NI.M85Y+UYKJB@,V\EZUSU[+UK4O) M>O-<]>R]:Z(HHR[R7K6#=R]:T;R7KS6%=2=:W0RE<250E:III..I.U: --9J0 M=::3S3DY-
,9*@S5R%,U!$N:T((ZEC+,$6<5JV\/2]]M%TK9M8.G%0V!+;V_M M6I!;=.*6VM^G%:]O;=.*R;$00VOM5^*T]JMP6O3BM"*U]JS<@,]+3VJ=;3VK
M5CM?:K"VOM6;D(QA:>U+]D]JVQ:^U+]E]JCF%U)]D]JWC:^U-^R^U+F M POLGM1]D]JW/LOM1]E]J.8#"^Q^U'V3VK=^R^U)]E]J7,!A?8_:C[)[5N_9 M?:C[*/2GS",+['[4?9/:MW[+[4?
9?:CF&87V3VH^R>U;OV7VH^R^U/F&8?V3 MVH^R>U;GV7VH^R^U',!B?9/:E%G[5MBU]J<+7VHYA&)]D]J/LGM6Y]E]J7[+ M[4WZ\5U<]MUXK*N+?
KQ6J8'*W$'7BLN>+K73W,'7BL>YAZUM%C.=GCQ6? M,M;=Q'UK*G3K6R91ERBJ[5;F6JK"K$R.BBBD0.%31FH14B&F6B]$V,5H02=* MRHVJY"_2H8&_;2]*V[27I7,6\O2MFTFZ5C(1UMG-TK?
LY>E*S+=NE:$9XK"2$R>BD!I:R M)"BBB@ HHHH 2BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *
M*** "BBB@ HHHI +2444 %%%% @I*4TE "T4E+0 M%)2T#"BBBF 4444 %%% M% !1110 4AI:* (V6H62K)% *U28RD\?M4#P^U:)2HS'57 RG@]J@>W]JV#%
M4;0>U',!BM:^U0/:>U;QM_:HVM_:J4AG.O:>U5I+/VKI7MO:J[VOM6BD,Y>6 MS]JIRV?M7526OM5.6T]JT4@.3EL_:J,MG[5UDUI[51EM/:M$P.3EM/:J,MI[
M5UDMI[51EL_:K3&U5)+7VKJ9;/VJG)9^U6I#.8DMO:JSVWM72R6GM56 M2T]JI2 YQ[?VJ!X/:N@DM?:JKVOM5IC,)H?:H6B]JVWMO:J[V_M57 QVCJ%D MK5>#VJN\%.X&
<4J,K5]HJA:*G<"H1258:.HRE.X$=%.VTF*86"EI,4N*=QA2 MTE+57&.!IP-,%.IW <*<#3,TN:+@/I:9FES1<8ZEIN:,TP'44W-+FD M%)10 M M%)FB@ HHHH
*#10:8QIIC4\TQJ0B,TPT\TPU#)8"K$ 5Q5B&H8(U+;J*WK M+M6#;=16]9=JRD(Z2P[5TUAVKF;#M736':L)"9T=GVK=M>@K"L^U;MKT%<\B M35AJXE4X:N)6#$3BG"FBG"LF(6BBBD(****
"BBBD E%%% !1110 4444 %% M%%, HHHH **** "BBB@ HHHH **** "BBB@!:*** "BBB@ I#2TAH 0U$U2F MHFJT459>E9EQWK3EZ5F7'>M8@8UWT-8%[WK?N^AK O>];Q&<[>]ZYV\ZFNBO
M>]<[>=371$HPKKO61<=:U[KO61<=:VB,H2=ZKFK$G>JYK9#&TM)2U0Q13A31 M3A5#'"G"FBG"@!PI12"G"@ H-%% "4444P"BBB@ HHHH ****0!1110 4444 M %%%% !1113 **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH ****0@HHHH **** "BBB@ HHHIC"BBB@ HHHH **** " MBBBD 4444@"BBB@ HHHH ****8!1115#$I*=333 ::::<:2D(2EHH-
0Q!3E--M,I0:S8BU&W-7X&Z5F1GFK\!K)B-VT;D5OV3=*YNT;I6_9-R*Q8CJ;%NE=)9' MI7+V)Z5TMD>E9,1T=H>!6S;G@5B69Z5M6YX%8R$:,?2I14,?2IA7+(EA1114 MB"BBBD 4E+24 %%%%
@HHHH&%%%%, HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH *6DI: "BBB@ HHHH 0U XJM6@,2
MZ7K6'>+UKHKE.M8MW'UK:(SE[Q>M<_>+UKJ;R/K7/7D76MXC.9NQR:Q+D=:Z M*[CZUB74?6MHC,*>J+=:U)X^M4)(\&M4!7HIQ6DQ18FPHIP--HJD-%A'JW#) M[UG XJ>-\4%&W!-
[UJV]QTYKFXI:T()\=ZE@=5;7/3FMBVNNG-BNO>N2AO/>K\5Y[MUFX@=0ES[U82Y]ZYN.\]ZLI>>]1RDG0K<>]2K/[U@I=^]3+=^]3R@;@G]Z<) M_>L877O3Q=>]+E
U_.]Z7SO>LD77O2BZ]Z.4#6\[WI?.]ZROM/O2_:?>ER@: MGG>]'G>]9?VGWH^TTLPW7O4;77O3 MY0-,S^]1M<>]9;7?O43W?O3Y0--[CWJO)<\=:S7N_>JDMY[T^49H3777FLZ> MZZ\U3FO.O-
9T]YUYJU$99N+KKS65:T2 DN;CKS6/:+BYZ\UF3W&<\UJAC+B;.:S9I,YI\TW6J,DF:V0R.5NM4W/-3.U0,>:T3&1 MFF&GFDQ4LS:&XIP% %2QIDT@2)(DR:T;>/I4$$72M2VAZ<5+99:M8NG%;=I#
MTXJI:0=.*W+2#IQ6$F(NVG%4;.#IQ6_:0=.*YY,DN6D72MNVCZ5 M3M8NE:\$>,5BV(M6Z=*THAQ52%,8J_&.*R; D%+0**S)"F2?=I],DZ4T-&5= M]ZY^][UOW9X-
<_>GK6T2SF[\]:YF^[UTE^>M]8-T>36[>GK6 M#='DUTQ RYNM4WZFKO%8=W!UXKK;F'KQ6+=P=>*Z M(L9QMY;]>*P;N#KQ79WEOUXK!O+?KQ6R8SCKJ#KQ6/<0]>*ZR[M^O%8MS!UX
MK9,9SDL=572MF:'KQ5"2+%6F!0(Q3:L.E0D8J@&44&DI$CU-6(VJJ*D1L4RD M:<,E:,$V,M&"YZWN M^G-<;;W73FM2WN^G-9M =E!=].:TH;OWKCX+SIS6E#>>]8RB(ZR*Z]ZN1W/O
M7+0WGO5V.\]ZR<1'2I<>]2K<>]8"7?O4RW?O4HVN/>LLW?O4;7?O3Y0-)[CWJ!![GWK->[M]ZJR7GO3Y0-&2Z]ZI37?O62+>>]49KSWJE$9:JSWG7FLNXO. MO-:Q0RQYN>O-
17%WUYK+GNM(>G%5+2#IQ6W:PXQQ64F!9MXNE:428%101XQ5Z-.*YIL0J M+4ZBFJM/%8L0ZBBBD(:W2J<_0U;;I5.X/!K2!2,>[Z&N>ON]=!=]#7/7QZUT MQ YF_P"]NSP:P+P]:WB,P;S
MO6%==ZW+P]:P;L\FNB)1D7'4UF35I7!Y-9:V0QII M*":2BY]:MPU44U:A/2@M&G;]16K;=]R+<]*U;8]*RD!MVG:MVT[5@VIZ5NV M9Z5SR)-
^T[5O6G:L&S/2MZT[5S2$;5MVK5@[5E6W:M6#M7/(1I0]JLCI5:'M M5D=*R9+"BBBD(*:_2G4U^E-#15D[U3E[U=ZW+L]:PKP]:Z(C,*[[UB77>MJ[/6L2Z/6MXE&1<=ZS)]TK@
M]:S)CUK9#*CU$:D<\U%5C%S2BFTH--B1:G0U7!J5#2 T(3TK4MFZ5C0M6C_ M(J&(Z&UDZ5N6DO2N7MI:V+:?&..S: ZNUGZ&\]ZMI>>]9N(F=$+GWH^T^]80O/>C[9[U#B2;GVGWI#<^
M]8AO/>F_;/>IY0-S[3[TGVKWK#^V>]!O/>ERB-S[5[TGVKWK#^V>]'VSWI]87VSWI?MGO1RC-W[2/6C[2/6L+[M9[T?;/>CE W/M7O1]J]ZP_MGO2?;/>GR@;OVGWH^U>]87VSWH^V>]'*!N_:O
M>C[3[UA?;/>C[9[T^4#=^T^])]J]ZP_MGO2?;/>CE W/M7O2?:O>L(WGO1]L M]Z.4#=^U>]*+KWK!^V>]*+SWI.(&^+KWIXN?>N?%Y[U(MY[U#0'0+<^]2K<> M]
<^EW[U9CNO>I:$;R3Y[U827WK#CN/>KD4^>]0T!L))4Z-69'+FK<;TK-7T-_M2BJT;586DP'4445(B&7H:R[KH:U).AK,NNAK>!HCGKWO7,W_-'KI[[O7,7_>
MNB)1RVH=37,7W>NGU#O7+WQZUO$#G[OJ:QY^IK7NSR:QYSR:U0%E;]D>E92$= M#9]JW;7H*P;,]*WK7M7-,1LV_:M2&LNW[5J0US2$74Z4ZFITIU8$L****!!1 M112 2BBB@ I:2B@!:***
"BBBF A%0.M6*813 SY8\UFW$/7BMR1*HSQ5K!E MG,74'7BL*\M^O%=?*Q;NWZ\5TIC.+O+?KQ6!>6_7BNUO+?KQ6!>6W7BM
M4QG&W4'7BLBXAZ\5U=W;]>*Q;F#KQ6J8SG98\&JSI6O/#@U1DCK5,91(I*F= M:B(K9#$I:2BK3 6ES316]9'I6$A'2V/:NDL>U3&:RKF7 M&:MW,O6L6ZFQFMXH96N9^O-
8MW<=>:GN[CKS6#>7/7FMXHHAN[GKS6%=7/7F MI;NYZ\UAW5SUYK=#&7-QUYK)N)LYYI;BXY/-9TTVGBY]ZP1>>]+]L]ZS<0-[[5[TANO>L(WOO3 M3>^]1RB-TW7O3#=>]8AO?>FF\]Z7*
(VS=>])]I]ZPS>>])]L]Z?*,W/M7O1] MJ]ZP_MGO1]L]Z.41N_:?>C[3[UA?;/>C[9[TN4#=^U>]'VKWK"^V>]'VSWHY M0-W[3[T?:?>L+[8/6C[9[T'VP>M/E W?M7O1]J]ZPO MMGO1]L]Z7*(W?
M7O1]I]ZPOMGO1]L]Z?*!N_:O>C[5[UA?;/>C[9[TCE&;ANO>D^U>]81O?>D^V>]%@.@%U[U(MS[USHO?>IDO M/>IL(Z)+CWJPD_O7/1W6>]7(KGWJ6@-Z.;WJU')FL6*?..:O0RY[U#0&M&U6
M5/%9\+U=C.14,"6CM10>E2(K3]*R+KH:UY^E9%UWK6)9@7O>N]#7- MWW>NF SFKWO7.WG>NAON]<[>'K77$HQ+GJ:S)NIK2N3R:S)CR:W0RJ_6H&J9 MS5=C5_,-)0:3-
2V(:LQ'F@#3@K4MNU9,!K5MCTJ&!LVO:MRT[5A M6IZ5N6AZ5#$;]GVK=M.U8-GVK>M.U8R$;EMT%:T%9-KT%:T':N:0B_%VJTE5 MH^E6%-8,1+FF.;,U&[8%2(CD?%9US)P:LS25E74O!K2*
HWO)>O-:-Y-UYKG[R;K71$HSKN7DUB74G6K]W+R: MQ;B3K6R&5I7YJLS4KOS41.:H3'5+$.:A%681TIW&BY"M:EM'TJC;I6S:QYQ4 MMC+]I#TXK=M(.G%4+.'I70631S",[R/:CR/: MM+R?:CR:7,
(RS;^U1M;^U:YA]JC:'VJE(;,22W]JIRV_M6^\'M566#VK12&< MS/;]>*R;FWZ\5U<\'7BLBZ@Z\5M%C.1NH.O%8EU#UXKKKKN#KQ6#=P]>*Z(L9
MREU%UK'N(^M=+=Q=:Q+J/K6R8S!G7K5&05J7"=:SY5K5,"L:2G&DH)8HIRFF M"G T%(G5JLQO5$-4R/4L#7@DK7M9>G-<[#)6I;2\BL9".KLYNG-=#93=*X^S MFZ*@1JE!K!H0ZBBBI$%%%%
"4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%%(HHHH$%%%% :2E-)0 4444
+2T MVEH&+124M !11FBF 4444 %%%% !1110 48HHH 3%&VEHH 9L%(8Q4E% $7E M"D,0J:BG<=RJT/M4+P>U7\4UD!JE(=S)DM_:JLEO[5M/%5>2&M5(# EMO:J4 MMK[5T4D'M522W]JM2
YN6U]JI2VGM7326WM522U]JM2&U5)+/VKJ)+3 MVJM):>U4I U5S #VK?DM?:JKVWM3Y@,-H?:HFAK9>V]JKO;^U.XS),5-,=:30>U1-#[55P
M*&RDVU<,5,,=.XRKMI,5.4IA6G<".EI2*:;JX"YHS3:3-.X#]U+NJ+-&:=P) MMU&ZHLT9HN,FW4N:AS2[J=QDV:,U&&I0:8$F:,TW-&: '4N:;2T +124M,8T MTQJ>:8U(1&:::
<:::EDL!5B&JXJQ#UJ&!IVO45O67:L*UZBMVR[5C(#I+#M7 M36':N9L>U=-8]JPD2SH[/M6[:]!6%9]JW;7H*YY$FK#5Q*J0U;2L&(G%.%-% M.%9,0M%%%(04444 %%%%(!**** "BBB@ HHHH
****8!1110 4444 %%%% ! M1110 4444 %%%% "T444 %%%% !2&EI#0 AJ)JE-1-5HHJR]*S+CO6G+TK,N M.]:Q QKOH:P+WO6_=]#6!>]ZWB,YV][USMYU-=%>]ZYV\ZFNB)1A77>LBXZU
ML77>LB?J:VB,SY.]5S5B2JYK9#&TM%%4,44X4T4X50QPIPIHIPH <*<*:*<* M "BBB@!****8!1110 4444 %%%%(HHHH **** "BBB@ HHHI@%%%% !1110 M 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%%(0 M4444 %%)10 M%)2T %%%%,84444 %%%% !1110 4444@"BBBD 4444 %%%% M!11BEI@)1115#"FFG4TTP$---.(:0A*#12&I8"$T TAI,UDR2=#S5Z
\UGH M>:NP'FLF!MVAZ5OV1Y%!7+6!Z5T]B>E9,DZ2S M/2MNWZ"L*S/ K0=>*["Z@SGBL.[M^O%;18SC+N#KQ6)=0=>*[&[MNO%8E
MU:]>*VBP.1N(.O%9TL'M73W%MUXK,FMO:M4QF"\7/2HS'BM22#';J[Q8[5=P M*)7%-673%0,N*=P&9IP;%--)FE<5RS')BK<4V.]9@:I4DQ04;D-QTYK0AN> MG-M*"\ZKT5[TYKCXK
MSWJ['>^]2T!U\=][U:2^]ZY&.^]ZM)?>]0X@=:E][U.M[[UR:7_O5A+_-Z7 M*(ZI;WWJ07OO7+K?^]2"^]ZGE Z87OO3Q>>]CE Z07GO2_;/>N M=%[[T[[;[TN4#H?MGO2&\]ZY_P"V"^](;WWHY0.@-
Y[TTWGO7/F^]Z:;[WHY1 MF\U[[U&U[[U@M?>]0M?>]/E WFO?>H7O?>L%[[WJ![[WI\H&Y)?>]59;[WK% M>^]ZJR7WO3Y0::]Z\UGS7O7FLR6]ZI2WG7FJL!?GO/>LZ:[Z\U2EN\]ZI2 MW/O5)
69KGKS5&6?.>:@DN/>JCS9[U2&2R39[U6>3-1M)49;-6F]FS3#29S M3@,U5QC=N:<$J14J58J+B9"L=688>:E2'VJY!![4K@@MX.G%:]K;].*9;6W3 MBMFUMNG%9M@2VEOTXK>M+?
IQ4%I;=.*W;2VZ<5A)B+%I;].*W+6#IQ5>UM^G M%;M#TXK"3$3V\6,5IPQXQ44$7M5Z_,5@V(EB6K2#BHD6IQTK-L0M%%%(05' M+TJ2HI?NTUN-
&5=G@USU\>M;]V>#7/7QZUO$HYN_/6N8OSUKI+\]:Y>_/6MX MC.?O6ZU@73=:VKUNM8-TW6MX@9TS*S9H?:NHN;;KQ63/;]>*T3 P)8]J2)6S-#[5 M0EC]]M,9G,N*95ETQ4##%%R6-IP-
HS1<5R97Q4Z2XJD#3@V*JY5S4CG]ZO0 MW'O6$DN*M1S^](#HH;KIS6E!=].:Y>*X]ZNPW6,>]0T(Z^*]]ZNQWOO7(17OO5V.^]ZAQ ZU+WWJ=;WWKE.M.MCIQ>^]%/
[[US(OO>G"_]Z7*!TPO?>E^V^]]8KWWO562^]ZKE UY;WWJC->^]9 MGRC-&>\Z\UF3WG7FJ:M("U/==>:SIKGWJO+JDDM1/+FH2V:L![/FF9II-%%Q-CA3@N::HR:G1,T7! D>:L1Q9I\473BKL
M,&>U2V,CB@]JT;>VZ<4^"VSCBM6VM>G%9M@%K;=.*W+2UZ<4VUM.G%;EI:]. M*S;$2V=MTXK>M+?IQ4-I;=.*V[:WQCBLFQ$]K!TXK8MXNE5[>'IQ6I#'C%9M MB)8DZ5:1>*;&M3
5SR8!BEHHK,D**** &-TJE<=#5Q^E4;CH:T@49%V>#7.W MQZUT%V>#7.WYZUTQ YK4#UKE[\]:Z74#UKEK]NM;Q&<]>MUK!NFY-;5ZW6L"Z MZ;DUO$91D/-19ISGFH\U39$F/!I0:C!IP-
"8)DJFIXS58&I8VJKEFA"U:EL> M16/"W2M2V:LV!O6AZ5T%F>EEL>U/2MB#H*RD!?CJP*KQ]JL"N:0AU+24M9DA1112 ****0"&BBB@ M HHHI@%%%%, H%% H 6BBB@ HHHH *AEZ5-
4$W2FAHSKCO6/==ZU[CH:Q[KO M6J&8EX>#7/WAZUO7AZUSUZ>M;1&85X>M85V>36U>'K6#=GK71$9E7!Y-90CHK,]*WK0]* MY^S/2MZT/2N:1MVW:M:#M61;=JUK?
M6$A&G#VJR.E5H>U61TK)B84444A!3 M7Z4ZFOTIH:*LG>J4O>KLE4I>]6AF=<=#6/='K6O<=ZQKH]:WB!BW9ZU@WAZU
MN79ZU@7AZUO$HQ+L]:P[INM;%VW6L.Z;K6T1F7<-6;.U7KANM9LSKT5QCO4,1T\%UTYK0AO,8YKE8KK'>KD=Y[U+0'5QWOO M5E+[WKE$O?>IUOO>I:$=2+[WI?MWO7,B^]Z7[=
[U#B(Z3[=[TGV[WKF_MWO2 M?;O>I<1'2?;O>D-][US?V[WH^W>]3RB.C^W>]'V[WKF_MWO1]N]Z+-=)]N]Z M/MWO7-_;O>C[=[TK-=)]N]Z/MWO7_;O>C[=[T[#.E^W>]'V[WKFOMWO1]N]
MZ+-=)]N]Z/MWO7-_;O>C[=[T6 Z3[=[T?;?>N;^W>]'V[WIV Z3[;[T?;O>N M;^W>])]N]Z=@.D^W>](;[WKG#?>](;[WHL!T1OO>D^W>]]>]9M".MANO>M&"XSCFN4M[K..:UK:XZ MN7U
]:ZB^[URVH'K71$HY;4#UKE[\]:Z743UKEK]N36T0,"[;DUCS-EJU+QN M361*?F-:IB9&32@TPFE!H3,[D\9YJ]":SE-786K1,T1K6YK7M3TK$MS6O:MT MH8SH+,]*Z"R/2NE=-8GI7+,1T=IVK;MNU
M8=GVK;MN@KGD!HITIU,3I2FLF2Q&/%4+E\ U;D;BLRZ?@U<01FW7'7FN>O+CKS5Z]GZ\USM[/UYK:(RI=W/)YK%N;CKS4 MUW/R>:Q;B?D\ULAB33\]:I22YIDLOO5=GS6J"Y(SYIA-,S1FJ3%
<=FBDHJA7 M'4X&FTH-4F4B0&I :A!IP:J*+"FK"-5-6J9'I,1HQ/5^&3I61')5N*6H8&[! M-TK2@GQCFN=BGQWJ]%<8[U#$=+#<^]7HKK'>N8CNO>K27G'6LV(Z=+SWJ47O MO7,K>^]/%]
[U#0CI?MWO2?;O>N;^W>](;[WJ6@.C-_[TGV_WKFS?^])]N]ZG ME$=)]N]Z3[=[US?V[WI/MWO1R@='N]Z3[=[USGV[WI/MWO1R@=)]N]Z/MOO M7-_;O>C[=[TN41TOV[WH^W>]]+]N]ZYK[=
[T?;O>BP'2?;O>C[=[US?V[WH^W>]%@.D^W>]+]N]Z MYK[=[T?;O>BPCI?MWO1]N]ZYK[=[TOV[WHL!TGV[WI/MWO7.?;O>D^W>]/E& M=&;[WIIOO>N=-][TPWWO2L!T9OO>D^W>]N26
M^]ZM17W3FIL!U\-YGO6C!=9[UQ\%YG'-:MM=9QS4- =;;W&<AKF;\]:Z8#.:OCUKG+P]:Z&_/6N;O#UKJB M48UR>369,W-7[D]:RYFYK= 0.:@8\T]S41-.X,":3-(33S54F? MBD(K7$F
:QKN;K5ZZDQFL*\FZ\UI$1GWD_7FN?O)^O-7[V?KS7/7D_7FNB(% M&\GZ\U@WE M9-C%TKI+*+I64F(TK2'I6W;0].*I6D72MNVBZ5SR8T/2K\<5-ACZ5=C3%< M\F(1(L5*$
IP&*6LFR6QNP4;!3J*0ANP4AC%/HH CV"C8*DHIW'*JLL7M6FRYJ"2.K3&8D\/6LFZAZ\5T MD\76LJYBZ\5O%C.4O(>O%8%Y#UXKKKKR'K6!>P]>*Z8L9Q]Y%UK NX^M=9>Q=
M:YZ\CZUO%C.:N4ZUES+6[=1]:R)UZUJF,SF'-,J5QS41IW$PIKU#FC=4-BN7XI*T;>7D5AH^#5Z"7D5+&=1:3=.:W[*?IS7(VDW3FMZSFY' M-9L#L[*;IS71V4W3FN+L9^G-
=)93=.:R:$=?:2].:V+>7@5S%I-TYK;MI>G- M920CK"M6=#)5R-JYI(19!IU1J:D%9B"BBB@!**** "BBB@ HHHH **** M"EI*6@ HHHH **** $HHHH **** "BBB@04444 %%%% !1110 4444 %%%%
MPHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444)12T4 M)12T4)2T44 %%%% PHHHIB%HI*7- !1110 4444 %%%% !1110 4444 %%% M% !1110 A%1,E34A%-
,93>.J[Q9K09U0/;^U:K1U&8?:GS 8 MSVWM4#VOM6XT'M436_M5T]JK26GM71-;>U0/;>U4I#.:DL_:JDMG[5T M[VOM562TZ\5HI#.6EL_:J4MG[5UU5GM?:JYAF"UO[5 \/M6Z]K[56>V]J:D!BM%
[5$T=:SV_M5 M=X/:JYAF8R5&RUH/#4#1528%$BF&K;1U"R4[@0T4XK28-.X"9IU=-8]JYFQ[5TUCVK MGD2=-'9]JW;7M6%9]JW;7H*YY"-6'M5U*I0=!5U*PD23+TIPIJ]*<*R8F+111 M2$%%%%
!1110 E%%%(HHHH$%+24M PHHHI@%(:6@T)1110 4444@"BBB@ MHHHHH ****8"T444 %%%% !2&EI#0 AJ)ZE-1/TJT45):S;CH:TI:S;CH:VB! MC7?>L"][UO7?>L&][UO$HYR]
[USUYWKH;WO7/7G>MXC,*Z[UD3]36O==ZR)^ MIK>)10DZU7:IY.M0-6J&)1115(8M**2E%4 \4X4T4X4 .%.IHIU !110: $H MHHH **** "BBB@ HHHH ****0!1110 4444P"BBB@ HHHH ****
"BBB@ HH MHH **** "BBB@ HHHH ****8!1110 4444 %%%% !1112 **** "BBB@!,48 MI.* $Q2T44 %%)2T %%%% !1110 4444 %%%% !1112 **** "EI*6@ HHHI M@%%%%4,2FFG4TTP$-
(:4TAH$)2&EIJ&(::2E-)6;$2)UJ[>:I)UJ[!6,@--M>T/2N@LNU<]:]1706745DQ'3V':NGL>UZMNO%=7 M/!G/%9EQ;=>*UBQG&W5IUXK%NK3KQ7;7-IUXK(N;/KQ6T6,XBYM.O%94]I[5
MVES9]>*R;BSZ\5LF!R$UMCM5*6#':NHGM.O%9LUKCM5W YV2'VJI)'6[-;]> M*H2P=>*=QF0RXIF*O20^U5VBQ3 @I@#H$O/>K"7OO7.+<>]3+<^]*P' M2)>^]3I?>]G?;?>N>%W[T[[T6&;
-M]Z0WOO6#]K]Z:;OWHL!OF M^]Z8U][U@F[]Z8;OWHL!N-?>]0M?>]8K7?O4379]:=@-EKWWJ%[WWK&:Z]ZA M:Z]Z+-:[WOO5=[SWK+:Y]ZA>X]Z=@-"2[]ZJ276>]4WG]Z@::G8"Q)<'UJL\
MWO4+25$S4A#WDS4+/033<4P$)S0*4+3U2G<8BK4Z)3DBJU'#1<"-(LU:C@SV MJ:*#/:KL5M[4K@5XK?/:M"WMO:K$-K[5IV]ITXI.0$=M:].*V;6UZ<4ZVM.G M%;-K:].*R
MM=#=]#7.WW>MXE',WYZURU^>#747_>N7O^AK:('-7IZU@W1Y-;U[WK NAR:W MB,RICR:JGK5N8IJY >E4UJY .E.YHMC6MCR*
MVK0]*Q+;J*VK3M6;8&_9GI6_9GI7/V?:N@L^U8R$;]IVK=M>U85IVK=M>U<\ MA&O;]*T8NU9UOTK1B[5@Q%Q*L+TJNE6%Z5FQ"T444A!1110 4444 %1L*DI" M*:
J2)5&:+..:TW6JTJ9K5,HPKB'.>*R;FWZ\5TLT6:S;B#/:M4QG)75MUXK% MNK7KQ78W-OUXK'N;;KQ6JD,XRZM>O%8]Q;=>*[*ZM>O%8US:]>*U4AG(W%OU
MXK,GAZ\5U5S;=>*R;BVZ\5:8'.2Q>U5)(ZVYH.O%4)8>M5<1F$8IM6I(J@9" M*86(Z7-*128H)L*#4B.146*44TQHN)+5J.;'>LU34ROBF4:T=Q[U;CN?>L1) M<5.LWO2
WH[OWJTEY[USR7'O4ZW/O4M".B2]]ZF6]]ZYQ;KWJ477O2L!T0O? M>G?;?>N>%W[T[[7[TK =!]N]Z7[=[USWVOWH^U^]%@-\WWO4;7WO6&;OWJ-K MOWIV V7O?>J[WGO64UU[U"US[T[
:4EW[U5DNL]ZHM<>]0/-[T[6I+CWJG) M/[U$\M0,],8Z26JS.32LVZ<5K6UKTXJ6P(]>UZ<5L6MITXI]M:=.*V M;6TZ<5FV(;:VG3BMNUM>G%%M:].*V;:VZ<5BY"%MK?IQ6O;P8QQ3+>#&.*TH
M8<5DY"'PQ5?C3%1QI5I%K.3$.44^D I:R8@HHHI %!HH-$;]*H7'0U>?I5& MXZ&M8E&->=ZYR_/!KHKSH:YV_P"];Q Y;4#UKEM0/6NIU#O7*W_4UO$9S9Z>
MM8%T>36]>CK6#=#DUNF!08U'3VIE#9E(44X4T4X4($.%2(:C%2(*HU1169".:T[85+8&W:'I7061Z5S]H.E=!9=JR8'1V1Z5T5D>!7.V7:NALN@K- M@;]IT%;%OT%8]IVK8M^@K)@:$?
0586J\72K"USR$.%+0**S)"BBBD 4E+24@ M"C !I* %S2444P%HHHI@&*6BB@ HHHH **** "H)JGJ"7I30S-N.]8UUWK8N M.]8]UT-:H9@WAZUSUZ>M=#>=ZYZ][UM$9SUX>M8
V>M;UYWK!NQUK>(S%N#R M:S)CUK3N!R:S)AUKHBQE"4\U U3RBH&K2XI##10:2I,AZU-&>:A%31CFJ3-(MFA;GI6M;'I63;CI6M;#I4299M6AZ5OV9Z5@V@Z5O68Z5A(1T-GVK?L^U8%GV
MK?L^UU:]OVK(MNU:]OVK!B-.'H*LU6A[59K-B84444A!37Z4ZFOTH M&BK+WJC-5Z6J,W>M$,S;CH:QKKO6S<=ZQKKO6T0,*\[US]X>M;]YWKG[WO6T
M2C!NSUK"NCUKX/6LV8UI7'>LV45JF,K&FYIQIM42QL;[1[T MGV@^M38#:^V>]'VSWK%^T>]'VCWI6$;/VSWH^V>]8OV@T?:#ZTK ;7VSWH^V M>]8OV@^M'V@^M%@-K[9[T?;/>L;
[1[T?:/>BP&S]L/K1]L/K6-]H]Z/M'O18 M9L_;#ZT?;#ZUC?:*/M'O18#9^V'UH^V'UH^]8WVCWH^V>].PC9^U^]'VSWK&^T>
M])Y_O3L!LF\]Z;]L]ZR#/[TTW'O3L,V#>>]])]L]ZQS<>])]H]ZFPC9^V>]*+ MSWK%^T>]*+CWJ6@-U;SWJ=+OWKGUN#ZU8CG]ZAH#HX;OWK1M[KIS7+PS\]:T M[>;IS63 ZRVN.G-;5I/G'-M&Z5
M-@-^V;I6I$>!6/:GI6M >*4MAEFBBBL2!C]*R[OH:U'Z5F7?0UK TCLU:T%<\B2\G2G4U.E.K$D**** "BBB@!**4TE(HHHH *6DI:8!1110 44 M44 %(12T4 5Y%S5&:/:3"JTB5K%E&)
<0\'BL>ZM^O%=--%D5EW,/7BM4QG(M7=MUXK!O+;KQ7:7=OUXK"N[;KQ6T6,XJ[M^O%8EU!UXKL;RWZ\5@W=OUXK>+ M&HHN4BQ&>:OVYY%4(Q6A;CD5+8S8M#R*Z"Q[5S]
MH.1706(Z5C(1T]AVKI['H*YC3^U=/8]JYI ='9]JVK?H*Q;/M6U;]!7(1?0 M\4K'BFITI6J!$$K<&LF[?@UI3MP:QKQN#5Q&8M[)UKF[Z3K6Y?-UKFYNM=$ M1F'?
2]:YV]EZULWK=:YV\;K6T1F3=2=:QYY.36C='K63.>36R KLV:9FE-)3 MN0QI8C22;WJREQCO62LE2+-4L#:2Z]ZF6[]ZPUG]Z>+CWJ&(W1>>]+]L] MZP_M/O1]I]Z5@-O[9[TTWGO6-
]I]Z:;CWI6$;7VSWI/MGO6+]H]Z/M'O2L!L M_;/>D^V>]8WV@^M'VCWHL!L_:->C[9[UB_:/>C[0?6BP&U]L]Z3[9[UC?:/> MCS_>E81L_;#ZT?;#ZUC?:#ZT?:#ZTK
;/VSWH^V>]8WV@^M'VCWHL!L_;/>C M[9[UC?:/>D^T'UIV&;7VSWH^V>]8OV@^M+]H]Z+;/VSWH^V>]8WV@^M'V@^ MM%A&U]L/K1]L/ZQ?M!]:/M!]:+
;/VSWH^V>]8WV@^M)]H/K18#8-Y[TTWGO M60;CWIIN/>DT#-8WGO1]L]ZQC<'UI/M'O4,@W%O/>K<-WTYKFUN#ZU<@GZ]Z&N9U =:Z(#.6O\ O7-7IZUTM^.MCDUU1&85R>367
M,>36IM:UY)UKG;V3K6L1&1?3=:YV\FZ\UK7TG6N=O).M;Q S;N7K M6+J;&K$QJL:NX/88:!1BG**1FEJ2QC)K4M4Y%48(M^:U[2/D5=S5&I9Q]*Z*RCZ5D6<72NCL8NG%0V,V;&/I7264?
2L:QBZ5T=G'T MK&3$:UI'TK9MTZ5GVJ=*UX%Z5A)@6XEJRHXJ&,5..E<\F)BT445(4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !36%.HH I
MS)P:S+F/@UL2#BL^X3@UO!EG.W<76N?O(NM=5=Q]:PKR+K73%@Q=>*YV] MBZUU][%UKG;V+KQ6T6,Y.[CZUC7$?6NENXNM8ES%UK9,9ARIS59A@UI31U2D M2KN! :::>PQ3#4LEC2:3-
!I*S;,V/4U9@?FJ@J>+K0F7$VK63D5N6M) M.!6,A'102=*T(FK&MWK2A;I6$A&BAJ8=*K1FK(Z5BQ"T444@$HHHH **** " MBBB@ HHHH *6DI: "BBB@ HHHH 2BBB@ HHHH ****!!1110 4444
%%%% ! M1110 4444#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@84444 %%%% !1110(*7-)10 M%)10 M%)FES0 444 MF: %HHS1F@ HHHH ****

"BBB@!"*:5I]%.X$12D,=3447 KF*F&'VJW28%% MP*30^U1-![5I;13#*15S*>W]JK26WM6TT50/#[5:D!A26WM522U]JZ"2# MVJM)![5HI <[):^U4Y+3VKI)+?VJK);>U6I U4Y+/VKJ)+7VJI):^U/
MF&U5S "J[0UNR6WM59[;VJTP,9HJC,5:KV_M4+0>U4F,S3'3=E7V MA]JC,/M5)@5-M&VK)BIOEU5QD(%+BI-M(5]K@-HI2*2G<8N:,TS-&:H!^:,U M'FC .X$A-,)I,TA *X7 FFYH)IN:ALAL<*GA-
5@:FB/-3<:->U/(K>LCTKG[M4\BMZR/(K*0SIK]*Z:Q[5S%@>E=/8]JPD2=)9]JW;7H*P;+M6]:]!7/(1JP M=!5U*I0=!5U*PD23+TIPIJ]*<*R8F+1112$%%%% !1110 E%%%(HHHH$%+2 M4M
PHHHI@%!HH- "4444 %%%%(HHHH **** "BBBF M%%% !1110 4AI:0T M (:B?I4IJ)^E6BBI+6;<=#6E+6;<=#6T0,6[[U@WO>MZ[[U@WO>MXE(YR][U
MSU[WKH;WO7/7O>MXE&%==ZR)^M:]UWK(GZUM$90D[U7-6).]5S6J*$HHHJT MM**2E%4 \4X4T4X4 .%.IHIU !2&EI#0 4444 %%%% !1110 4444@"BBB@ MHHHH **** "BBBF 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1 M113 **** "BBB@ HHHI %%%% !1110 E%%% !1110 4M)2T %%%% !1110 4 M444 %%%% !1112$%%%% !2TE+0,****8!1115#$IIIU--,!#333C3328@-
-- M.---2Q#324II*R8B1.M78!5-.M78*R8C6M>HK?LNHK!M.HK?LNHK%@=+8=JZ MBPZ"N8L.U=18]!63).BLN@K/-6\4QES M33-S)8U:IC.0N+/K MQ63<6?7BNRN+7KQ67<6G7BM%
(#B[BSZ\5ESVG7BNSN+3KQ65<6?7BM$QG'3V MO7BLZ:UZ\5UUQ:=>*S9[3KQ5)@U57M_:NEEM/:J4EK[5:8SGV@QVJ(P MUMO;>U5WMO:JN!DF*DV5HM![5$8?:F!4 IPXJ8Q>U-
,=,!H:G!Z:5I,4P)1) M3A-[U7YHR:0RXLU2+/[U0#4X/0!I+/[U(MQ[UF!S3Q(:+ :BW'O4@N/>LH2& MGB2BP&H+GWIWVGWK,$OO2^;18#2^T^](;D^M9WFTAE]Z+#- W/O3#<>]4#+[MTTRT6
NM<>]1M.?6J9DIADHL!:,]1M/58N::6-%@+!F]ZC,M0Y-% AY>F%J, M4NV@!AI,5*$-/$5(1 $IPCJRL/M4R0>U("HL-3)![5<2W]JLQVWM2N!4CM_: MKL5O[5:BM?:K\-K[4KC*L-
KTXK1@M?:K4%ITXK2@M.G%2V(JP6G3BM2VM.G% M6K>TZ<5J6]ITXJ'(""VM.G%:]M:].*EM[7IQ6I!;=.*SW]JTX8,4Z&# MVJ]%%CM638@BBQ5V./ I(X\591:S; 55I^*4"EK-B"BBBD(**** "H)NE3U!
M-TJH[C1D7?0USU\.M=%=#@U@7HZULBCEK\=:Y>^7K767Z]:YF^3K6T0.5O5Z MU@W2\FNEO$Y-8=S'R:VBP,*9.:JLE:7[55P*FT MTH4U9\OVH$?M1:NP+TJ-
8N>E788Z=RRY;+R*V;1>E9UM'TK8M4Z5FV! MKV:]*W[,=*QK1.E;MHO2L9"-JT'2MVU'2L:T7I6W:CI6$A&I .!6C%VJA .! M6A%6+$6TJPO2H$J=>E9L0M%%%(04444 %%%% !1110
QA4+K5@BF,M4F,HR1 MU1FAS6NZ55DCK1,9@3P9SQ67<6W7BNFFA]JSIX.O%:*0SD[FUZ\5CW-KUXKL M;BVZ\5DW%KUXK12 XRYM>O%9%S:]>*[.YM>O%9%S:=>*T3&<=<6O7BLV:VZ\
M5UMQ:=>*S)[3KQ5I@)_>J :E#T : GI?/]ZS]YI=YI6 O^?[T?:/>J'F'UH\RBP%XW'O33/[U2WT MF^G8"V9S3#,:K;J,T 3&2F%ZCI< MU:EO:=.*AL1!;6G3BMBVM.G%2VUITXK8MK3IQ4-
@16UI[5L6UKTXJ2WM>G%: MUO;8QQ63D(9;VW3BM6"WZ<4L%O[5HPP^U9-B$AAQBKL<=+''[585,5FV($3% M2@4 4ZLVP"BBBD(**** "@T4&@"*3I5&XZ&KS]*HS]#6L2C%NQUKG;X=:Z2[
M'6N>OAP:WB!RFH#K7+WZ]:ZV_7K7,7Z372WD?6L*YCY/% M:I@8SKS4>VKKQ\U'Y?M5-D,KA:<%J<1^U.$7M30(A5#4R)3UBJ9(Z&RQT*5I MVZ]*JQ1\UI6\?2H; TK1>E;]F.E8]JG2MZS3I6;8&
[9#I70V0Z5A6:]*Z"S7 MI4,1MVO:M>WZ5DVHZ5KV_05DP+\72K"U!'4ZUA(!XHH%%9DA1112 *2EI*0 M:2E-)0(****8Q:***8"T444 %%%% !1110 5!+TJ>H)>E-#,VX[UC70X-;5Q
MWK'NAUK5#,"\'6N?O1UKH[M>M8%XO6M8@+UK"NUZUT=VG6L.Z3K6T6,Y^ MX7DUFS)6U<1\FLZ:.MXLHQY4JLRFM.6.JK1^U:W!E,K2;:M&.D\OVI&9 %JQ M$G-
*L56(H^:=RXEB!*U;9>E4H(^E:MM'TJ&QFE:+TK>LUZ5CVJ=*W;1.E828 MC;LQTK>M!TK%LUZ5NV@Z5SR$;-L.!6M!T%9=L.E:T'05BQ&C#VJS5:'M5FLV M)A1112$%-?
I3J;_2@"K+5*;O5Z2J4W>M$49=QWK'NAUK:N!UK'NAUK5 8%X. MM8%X.M='=KUK!O%ZUM$9S=VO6L.Z7K717:=:Q+F/K6J8S!N%ZUFRI6U/'UK/ MECK5,9ELE-VU<:+VIGE5I<"MM-
+MJSY='E4P*VTTNVK'ETOETP*X6G!:F\NE M\ND!"!3A4FRDV4@&YI=U+MI"M A=]&\TS% D\RCS*CP:,&D!)YE'F>]1X MI,4A$F\^M+YA]:CQ1B@1)YAI/, ,P:,&D_S*/,IF#1B@!_F4>94>*,4ADGF
M4>94>*,4 2>91YE1XHQ0!)YE'F5'BE I@2;Z/,J/%&*8#S)33)32#2$&F XR M&DWTS%)@U+))/,I1(:BP:4"I8T6%D-68WZ53458C'2LV!HPOTK4MGZ5D0BM2
MV'2LF!O6C\BM^S;I7/6@Y%=!9#I4,#HK-NE=!9GI7/68Z5T%GVJ0-ZT/2MB# MH*QK3H*V8.@J9;#+0Z44#I16! U^E9MWT-:3]*SKKH:T@7'8YN_'6N5U =:Z
MV^'6N7U!>M;HHX[45ZURM^O6NPU!.M:O0I4<*P+RWZ\5VMW;]>*P+RWZ\5O%C.+N[?KQ6- M*ZZ[M^O%8ES;]>*V3&#KQ5"2#VK5,9DM'3"E:#0^U1-%3N!2* MFFE35LQ>U-
,=#9+*NVC;5CRZ41U-Q$ 6I%6I1%[5*L=%QB1I5^!>14,<=7H(M^14-B+]HO(KH+%>E8]K'R*W[).E92 Z"P'2NFL1TKGK!>E=+8KTKGD(WK0<" MMF#H*R+0<"MB#H*P8%U.E#]*1*'Z&H
IW!X-8MX>#6S<=#6)>=#5Q YZ^/6N M;OCUKI+T=:YR^'6MX@]ZY^\'6NCO%ZU@7:=:V0SG[D=:RYEY-;=PG)K,F MCYK9#,TK2;:M&.D\KVJB65PM."FK-B]J<(O:K0T0!#2[*LB*G>757**NRE"5
M9\KVI?*IW&5ME&VK/E^U'E^U%P*^VC;5CRZ0QTKB(<4M2[*390 T&E#4;:3; M4B'!Z/,IF*3!I 2^;1YM0\T91YE1X-&*)/,I,J/%&& M*)/,H\RH\48H D\PT>93,<48 *PA_F4>93,&C!H ?
YAH\RH\48H&/\ ,H\R MF8HQ0_S*/,IF*,4 2>91YE1XI<&@0_S*/,-,P:,4 /\PTGF&F8HQ0 XR4PR M4A!II!I,&*9*3S*8128K-D$RR5=MWZ5GJ*NP \4%(V[1^E;UD_2N>M!TK?LA
MTJ&,Z6Q;I736+=*Y>Q'2NFL>U9,1TUD>E;]J>E<_9=JWK7H*QD!JQ=*F[5#% MTJ;M68%>7H:R[GH:U9>E9=R.#5(9S]Z.#7-7XZUU%X.#7-WZ]:Z(E')WZ]:Y MN]7K757R=:YR\3K73%C.;N5Y-
9DJ5MW,?)K-EC]JV3 RW2H66M!XJA:*G<"D M5I-IJV8_:F^74-D,K!34L:\U((ZFCCYI7&B:W7FM:V7I5*"/I6K;1]*&RC2M
M%Z5O6:]*R+2/I6[9ITJ&Q&U9+TKH;,=*Q+-.E;]FO2LV!M6HZ5K05EVHZ5JP M]*R8%M:&-(O2D8\5DQ%>5N#6;OGZUN7C=:YV]/ M6K0C!O6ZUS]VW)KY/6LN?J:U+@=:SI5ZUJF,S95JN5-7W2
MHO*]JNX%38:DCC)-6!#[5/%!STH0(=;P\BMFTAZ<57MH.G%;5I!TXH;&7K*' MI7164/2LZS@Z<5T-E#TXK-L#3LHNE=#:1]*S+.+IQ6[:Q]*RDQ&C;)P*U(5J MG;IP*T8EK"3
G05**8HIXK%B8M%%%2(**** "BBB@ HHS1F@ HHS1F@ HHS2 M9H 6BDS1F@!:*3-&: %HI,TN: "BBB@ HHHH **** "BBB@"-QQ5*=<@U?8< M56E7BM(LI&)+
X^[AZ\5B74/6NLNX.O%8=U!UXK5,9S,\76J$L?M6_<0]>*SI8?:M$QF. M\=0%36G)%59HO:BXF4BIINTU;,=-\OVJ&9L@"FIXEYI1'4TM&X%9,1 MT5L_2M6!JP[5NE:]NU82$:T)JXO2J$)J\G2L9
.HHHJ1"4444 %%%% !1110 M 4444 %+24N: "BC-&: "BC-)0 4444 %%%% !1110(**** "BBB@ HHHH * M*** "BBB@84444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%%
!1110 4444#"BBB@ HHHH ****!!1110 4444 %%%%(HHHI@%%% M% !2BDHH 6BBBD 4444P"BBB@ HHHH **** "BBB@ Q3&3-/HH K/'4+Q5=(MJ-ES6BD,SGA]JKO![5J,E1-
'[57,!D/;^U5WMO:MEHJB:'VI\PS">U]JKO:^ MU;[0>U0M;^U/F YY[3VJM)9^U=(UM[5]K[52D,YB2S]JIRV?M7526GM522T M]JM2&U5WM?:NFDL_:JKVGM5)C.<>V]JA:W]JZ!
M[3VJN]K[528&$T'M4;0^U;+VWM4#V_M5)C,AH_:HV2M-X/:H'AJK@9[+49%7 M'CJ%DJKC*QIN:E9:C(Q57 3-&:2BBX@S2$T4AI-B;$)I,T&FU#9#8X&IHCS4 M J:/[U),J)JVIZ5OV1Y%
<_:]16_9=142*.GL.U=/8]JY>P[5T]AVK"0CI;+M M6]:]!6!9=JW[7H*PD(U8.@JZE4H.E74Z5@R29>E.%-%/%9,3"BBBD(**** " MBBB@!****0!1110(*6DHS0,6BC-&:8!0:,TE !1110 4444@"BBB@
HHHH * M*** %HHHI@%%%%% !2&EI#0 AJ)^E2FHGZ5:**DU9MQT-:]ZWKOO6#>]ZWB4]ZYZ\[UT-[WKGKSO6\2C"NN]9$_6M>Z[UD3]:V0RA M)WJN:L257-:HH2BBBK0"THI*44P'BG"FBGBF
HIU-%.H *0TM(: "BBB@ HH MHI %%%% !1110 4444 %%%% !1110 4444 %%%% !1113 **** "BBB@ HHH MH **** "BBB@ HHHH ****8!1110 4444@"BBB@ HHHH ****0"4444#"BBB
M@04M%%, HHHH **** "BBB@ HHHH ****0@HHH- !124M !0***8P-%%)WJA MBTTTM(: $---.---- @-(:*#4,0TT@I32@5FQ#T'-78!52,5=@'(K&0C5M1R*
MZ"R'2L*T'2M^R'2LF(Z2P'2NGL1P*YJP'2NFL1TK)B.ALNU;EMT%8EF.E;=O MT%8R$:$=3CI4,?2IATKEEN2PHHHJ1!1112 *0TM)0 4444""BBB@84444P"B MBEH 2BEHH 2BEHH 2BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M***0!1110 4444 %%%% !1110 4444 %%%%, HHHH **** "BBB@!:*!10(* M*** "BBB@84444 (1FH72IZ0BFF!0DBJG+#
[5K.M5I(ZT3&8SZ\5ULUMG/%9\UK[5HF!Q\]GUXK,GL^O%=E-:= M>*SIK/KQ6B8SCIK+VJC+9^U=?-9>U49;+VJTP.2DL_:JLEI[5U4ME[53DL_: MK3
YA[7VJNUM[5TLEG[56>S]JI,9SS6_M430>U;SVGM4+VGM57 P6A]JC,5; M;VOM4#6OM3 R#$?2F&,UJM;>U1FV]J!F;L-&TU?-O[4PP>U,"H%IP!JQY/M2 M^30! *
<,U+Y5+Y5,9%DTN34GET>70!%DT9J7RZ/+H AIIS4_E4>50!7YIN#5 MKR:/)I 5-IHV&KGD>U.$'M0!2V4X1FKHM_:I%MO:@11$1]*>(3Z5H+;>U3+: M^U(#.6#VJ5;?
VK26U]JL):>U2(S4MO:K$=K[5IQV?M5J.S]J38&9':>U6XK3 MVK3CL_:KL5G[5+8&9%9^U:,-G[5H16?M5^&S]JAL"C!9].*TX+/IQ5R&TZ<5 MHPVG3BH; JP6G3BM*"U]JLPVO3BM"&W]JR+UK?
N1UK%NUZUJAG+WR=:YR]CZUUEY'UKG[R+K6J8')7<77B ML6YAZ\5U5U!UXK'N+?KQ6J8SFI8?:JS0>U;LMM[56:V]JU3&8_D>U(8/:M8V
MWM2&V]JJXC)\GVH$'M6K]F]J!;>U.XC.2#GI5R&#VJREM[5;AMO:EC%9,192IUZ5"E3"LV(6BBBD(**** "B@T4 %%% M% !28I.* &%:A=*LTQA5)C,^2*JUZ\5HF!QMQ9]>*RY[/KQ79SVG7B
MLR>SZ\5HF,XZ:SZ\5OEM/:NOFL^O%9\UG[5HF!RDMI[54>U]JZB6S]JIR6GM M5I@U]JJX&&T'M4;1>U;+6WM4+VWM57&9#15&8ZU6M_ M:HFM_:@#-*4FTU?-O[4PP>U %+;1@U<,'M3?)H
JXI<&K/DT>33 JX-KR M:/)H JX-&TU:\FE$'M0!5"FE"&K@@]J>+?VH IB.GB*KJV_M4JVWM2-HB'VJ M58/:KZVWM4R6OM28&U0V!GP67M6I:3BH; JV
MUGTXK5M[3IQ5B"UZ<5I06V,<5FV(B@MN.E;4-OTXJ2&#';KL458MB&Q0X[5= MCCH2.K"+6;8@1*E H I:AL04444@"BBB@ HHHH *#124 1O5*<=:NO5.85K$
M9D70ZU@7J]:Z*Y7K6'>)UK5#.5ODZUS5]%G-=?>Q]:Y^\ASFM4P./NX>O%8E MQ#R>*ZRZM^3Q6/<6_7BM4P.<>#GI47D^U;3VW/2HC;>U5U7EMO:IDMO:BY15BA]JT;>'IQ3HK?
VK0@M_:H;$2VL M73BMRTCZ53MH.G%;-K#TJ&P-*S3I6[:+TK,M(^E;=JF,5# T[8=*UH!TK.ME MZ5IPCBLV(N1U.M0Q]*F6L)#'BBD%+4$A1112 *2EHI (:2EI*8!11BEH *** M*8"T444 %%%%
!1110 5!+TJ>H9.E-#,Z<=:R;D=:V9Q67<+UK1#,"[7K6%= MIUKI+I.M8MU'UK1 O%9TL/M713V M_M5"6W]JV3&<_)![56:#VK=DMO:JS6WM6J8&.8/:D\CVK5-M[4GV;VHN29RP
M>U6(H.>E7%MO:K$5M[47*1%!#[5IV\/3BB&W]JT8(.G%9M@36L72MNTCZ53M MH>G%;%K%TK*3$:%HG2MRU7I6;:Q]*V;9.E82$:5N.E:D Z5GVZ]*TH1TK)@7 MX:L57BJQ6;$PHHHHI""FMTIU-
;I0!6DJG**NO5245:&9LXZUDW*]:V9UZUF7" M=:U0SG[I.M8=W'UKI+F/K6-=1=:U3&'KQ5"6#VKHIK?KQ5&2V]JT3 PF@]J9Y'M6PUM[4S[-[5I<#*\GVI?(]JU/L MWM1]F]J=P,OR?:E$/M
9O:G<9E>1[4>1[5]_9O:C[-[47$9/D>U(8? M:M8VOM2&U]J+@9!A/I33"?2M2:/)]JU?LOM1]E]J0S*\GVH\GVK5^R^M1Y/M6K]F]J!R*/LOM0!E>32^3[5]?9?:C[+
[4P,OR M?:CR36K]E]J/LOM3$9)A--,)]*V#:^U--K[4P,CR3Z4TP^U:YM?:FFU]JD1E M>3[4X0GTK3^R^U*+7VJ6,SUA/I5B.*KJVOM4\=K[5# AAB/I6I;1=.*2&V]J MT[>WZ<5DP+%I'TK?
LTZ50M8.G%;EI#TK-@:=FG2M^T7I65:1]*V[5.E2!K6H MZ5KP=*R[8<"M6'H*F6PRR.E% Z45@0-;I6?=#@UH-TJCO5ZUS5 M^G6NJO%ZUSU['UK9%''7\?6N9OHNM=G?
0]:YV\@Z\5HA''WE6XK;VJK MEC((>G%:EM%TXIL-OTXK2MX.G%%P+5I'TK=M(^E4+6'16U:Q*AL1I6Y;VKF^E9IPUGP#I6C$*PD!;3I3:3I3I:O2G5D2%%%% !1112 #
M2444 %%%%, I:2B@!:*2B@!:*2B@!:*** "BBB@!I%0R)FK%,89JDQF:/%D& MLJYAZ\5O2IQ6?/'UK6+&*PKNWZ\5UUS#UK%NH,YXK:+&<;=VW7BL2Y
MMNO%=E=6W7BL:YM>O%;)C.0GMNO%9TMM[5U4]KUXK.EM?:M4P.<>W]J@:#VK M>DM?:J[VWM57 PV@]J88?:MAK;VJ,VWM1<1D^3[4''VK3^S>U*+;VI7 SA#[
M5*L'M5\6WM4JVWM2N!3CA]JNP0\CBIH[?VJ[#,].*38#[6+D5NV4?2J5M!TX MK;M(>E928&I8Q]*Z.R7I6/9Q]*M&
M^E"]*&Z5(%&X'!K&6X!AATR5K;/GKR!%I@NY4Y,V:26H+W4*UEXOL@^Q9V9.3>1=:/@6-QDN?KIX[M-E]5MNQ:!R2
9O:JN!F"#VIX2MN%89XC6R8+:4:%UOUOPP0]+22VJ2?,T9UY3D86.VK:.N*6QCHS_EWQ=2ZU>K$.5\?RY1!:X6ST
M[4TVWA7B?J=DA)PE1F7QOCTM'^@X]W@9G%C2R_JZP_N0#GD^ZMH+,FV=N7!U;<1X4ITV9_JK+L>@9Q9W<4LEFTFD%XO
9O:@#+A'1#@TQ!&9Q8O$)VPY/*6Z=R3\0Q<=A9^KH_8N(!T3'[L=NNO*4RNBX?SGBD2ZQ^E(Z]U<=W7D=\XX$@7!X
M[4TVWM1<1D*7[T"7M*9V4KNLB-@%N0+B^0S?8T:$BZI9O(=;?%$KW!V.&H%M0[7,5(E&G.+;5C)+C
G'C%9,1M62]*WK8=*Q[1.E;=L.E8R$:$J(JXO2J$)J\G2L9_5K?"(K0CV:0QEN#B0(>JO]3<]RAM#@0%
M>E*X(@@@Z@>Z=!7BCMG3[62$<[CVU6R?%%S[;B@M&F4J8Z;T2P1SLVY-$QHK#U@K>8;8J%:OA!F5<
<_>]ZZ&['6K*Y?K%:+?:4^[(V@P)&5*H&(\-Z/:.4CCU3AAL*]A*5JLG@RC3"QNYX?HP8NK4G@@30$<^
M6WQCBMNU@Z(V>4(@C1<6#I3%6YQ;[Y:3C;;7C1X>PR5"CA9'=QHP=9T44(3E*%<I8;4#P$V(X*#0HJ";.R8
0]*AD7(J>HW'I%%"N,J%1E>X8:4?[SQOO0ULH^/6<,,4&8M7NBD7IXYT@R(?HY0G[&06P2&2&@K[%Q7>R0%
MOD\]*UFMO:F'FC"7)4$DF(%5N@V8>%9Y[=;Q$OA&&P(#F,$.\]L?@%!F^"N%NN:!<D9=(1T+1/04H$/+N3&W!:FU
MTK&M1TK8M4Z5FV!7VIGW3AD4,XDVF[M3JG8J#:I5*U#$J=%.U0/<L0T6J7*1LP'C4O#$^P!8'A?B3@(KJ*"P&=!&F
!1110 4444 %%%% !1110 4 M444 %%%% PHHHH **** "BBB@04444 %%%%%4DQ4$*V@L*0$=#Q(K!8@DC"D'B#J%!G!@T
C*TPI4V*,4[C*QC MIABJV5I-E.X%(PU&8?:M QTGET7 S6@J%K?VK6,5,:&J3&8KVWM5>2U]JW&A M]JA>#VK1,9STEK[53EM/:ND>W]]JR6WM5I@U4Y+;VKF+;VJK&4^U:,.0:0UX
M@'VJ%HJV7M_:J[V_M5)@OV]@+M>8$PK6C2>7S0*@G@>&OLG"E3(%G;&"#7Y%2@4(%40)L@[V$OXU4B5J4QE=J4>5F
MKT%82$:T/2J4PK.8(PY4%XE)FBJO/4+D[U;!)1KD.!SC4MG%L.-?@H9%B=W<4.6)Y@W#%4^%2TFB#8(R[)&B6$
1/TJT459JS+CH:TYJS+CH:VB1U)7O1_FG*!&SN&O0RK$OI%GSV9=L<0:"2:^6DGS@+TCR9%P*KRBP(#3J*2T&@I%6W=
****8!1112 **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBBF 4444 %%%% !1110 4444 %%%% !1110 4444 MP"BBBD 4444 %%%% !1110 4444@"BBB@ HHHH **** "BBBF 4444 %%%%
M!1110 4444A!2&EI#0 4444 %+24"F,6DH-%4,*::=330 AIIIQIIH$%!HHJ M&(2E I13E%9,1)&*O0+TJI&O-:%NM9,1IVJ]*W[)>E8MHO(K?LEZ5BQ'06(Z M5TUB.!7.V*]*Z6R' K)B-ZS'
K:M^@K'M!TK9MQTK*1)?CJ:HH^E2URR$PHH MHJ1!1112 *2EI* "BBB@04444#"BBBF 4M)2T %%%% !1110 E%%%(HHHH$%+2 M4MM2%%%%(!1110 4444 %%%% !1110 E%%%(HHHH$%+2 M4MM2%%%% !1110 4444@"BBB@ HHHH ****
"BBB@ H MHHH ****8!1110 4444 %%%% !1110(*6DHH 6BBB@84444 %%%% #2*C9U=9)9^U5)+/VJ MDP.3DLO:JSV;9.E82$:5N.E:D Z5GVZ]*TH1TK)@7LQ:JKV9UJI'<:3KVIS7M75R67M59[;VJ@@4R67&B'V2U ZO >R]J@@>
MS]JZI[+VJ]E]J/LOM3$9)A--,)]*V#:^U--K[4P,CR3Z4TP^U:YM?:FFU]JD1E M>3[4X0GTK3^R^U*+7VJ6,SUA/I5B.*KJVOM4\=K[5# AAB/I6I;1=.*2&V]J MT[>WZ<5DP+%I'TK?
M>U/%K[5HF!RDMI[54>U]JZB6S]JIR6GM M5I@U]JJX&&T'M4;1>U;+6WM4+VWM57&9#15&8ZU6M_ M:HFM_:@#-*4FTU?-O[4PP>U %+;1@U<,'M3?)H
M>U;$=E[5)+=HLW'%L$.2SL7$32O66C(@:7*7-WK1*Z/(B[S6Z37;LYM#HS3?H5+;'(\3F+GCRK8QFYT)T`VTQRU
M(NDSFMJ85FW!YDO#C5#0%!08A^NWM!*+KP3=K(@/8RQ0_E5(CO8A@=SJG2OZ$ZN*"7K$@L2X58;BMZ>AXUDG$1"OW
LGM2BT]JWOL?M2BS]JIR6GM M5I@U]JJX&&T'M4;1>U;+6WM4+VWM57&9#15&8ZU6M_ M:HFM_:@#-*4FTU?-O[4PP>U
M(4Q638BQ$M7(Q4$:\5:05FP)1112 *2EI* "BBB@04444#"BBBF 4M)2T %%%% !1110 E%%%(HHHH$%+2 M4M
YJ:UZ\5GS6GM M5I@U]JJX&&T'M4;1>U;+6WM4+VWM57&9#15&8ZU6M_ M:HFM_:@#-*4FTU?-O[4PP>U %+;1@U<,'M3?)H
(]G[5"'M4;1>U;+6WM4+VWM57&9#15&8ZU6M_ M:HFM_:@#-*4FTU?-O[4PP>U %+;1@U<,'M3?)H

M5*6S]]ZJ2T]]J2VGM5J0SDY; M/VJE+9^U=;+9^U4I;/VJU(#DI;/VJG+:>U=9+9>U4Y;+VJE(#DY+3VJK):>U M=5)9>U5)+/VJE(9S#VOM4#6WM7226?M59[/VJTP.=>W]JA>#VK?DM/:JLEM[
M4[C,)X?:H6BK8DM_:JLD'M4MD,S=E21IS5@P^U.2+FE<:+%LO(K/ MD5M6:=*AL9OV/:NFL>UK114EK N.AK2EK N.AK:(&+=]ZP;WO6_=]ZP+WO6\2CG+WO7/7G>NAO>]<
M]>=ZWB485UWK(G[UKW7>LB?O6R&4).M0&IY*@-:H8VEI*6J0P%.%(*450#A3 MQ3!3Q0 HIPI!2B@ I*6DH ****8!1112 **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBBF 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1112 **** "BBB@ HHHH ****8!1110 4444 %%%%(HH MHH *0TM% "4M%% !BBBBF 4E+15#$IIIQIIH 0TVE--I,!:6FTX5#)% J113
M *F05FQ$L2\UH6Z]*J1+S6C;IR*QD(T[1>E;]DO2L>T3I6_9)TK%DF[8KTKI M+(=*P;%>E=%9KP*R8C:M!TK9MQTK)M1P*UX!P*QD(O1]*DJ-.E25S,3"BBBD M(****0!24M)0
4444""BBB@84444P"EI*6@ HHHH **** $HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI %%%% !1110 4444 %%%% M !1113 **** "BBB@ HHHH ****!!1110 M%%%
PHHHH **** "BBB@!,4A6 MG44 1%*B:.K6*:5JE(90>'VJN\'M6FR5$T=:*0S(DM_:JTEM[5M/%4#P^U7S M 84EM[56>U]JWW@]J@>W]JKF Y][3VJN]G[5T36WM4+6OM5T]J@>T]JI2&U1-
9>U=,UG[5"UG[55P.::S]J8;/VKHVL_:F&S]J=QG.&S]J:;/VK MHC9^U,-G[4^Q^U.%G[4U;:V? MM4JV?M1S 8BV7M4Z67M6TMG[5,MG[4N8#&2R]JG2R]JV4L_:IUM/:IYA&.EG
M[582S]JUEM/:IUM?:I<@,I+/VJREI[5II:^U3K;>U3S 9T=K[59CMO:KZ6_M M4Z0>U3S"*<=O[59C@]JLK#[5.L52Y 01P^U64BJ18ZF5:S; 8L=2A<4X"EK- ML5PQ1112$%%%% !1110 4444
%%%% !1110 F:8]/IK4T!4E6J,R9K2<55D2 MK0S'GBSVK.F@SVK=EBS522'VJTP.=FML]JI2VOM71R6_M59[7VJTQG-O:>U1 M&S]JZ)K3VJ,VGM5I@<\;/VI/L?M70&T]J3['[4[@<_\ 8O\ 9I19^U;_-C]
MJ!:>U/F PUL_:ITL_:M@6GM4JVOM2<@,R.UQVJW';>U7TM?:K"6^.U2V!4BM M\=JO10^U2I![5:CAJ&P&Q18JY&E(D=6$2H; >BU.HXIJ+4JBH8ARU(*:HIU2 MP%HHHI""BBB@ -)110 4444
+1110 4444 %%%% "$4TK3Z*=P*[1U"\6:ND M5&RU2D49LD/M562#VK79*@>*M5(#$DMO:JT]JK MO9^U6I U;:V?M4JV?M1S 8J67M4Z
M67M6RMG[5.EG[5+D!CI9>U6$L_:M=+3VJPEI[5+D(R$L_:K"6?M6LEI[5.EK M[5#D!F1VGM5N.U]JT$MO:K"6_M4\PBE';>U78K?VJS'![592&I<@((X/:K20 MU*D?
M4ZI4.0$:1^U3*E."T_%9N0AH6G8HHJ!!1110 4444 %%%% !1110 44 M44 %)2TE #6J!QQ4YJ-A5H"C*NU=#+#[M53E@SVJTP.:FM>O%49+/VKIY+;VJL]I[5:8SF'L_:HS9>U=(UG[5']C]JJX'
M/BR]J<++VK>^Q^U.%G[47 P19^U2+9^U;@M/:G"T]J+@8Z6?M5F.U]JU%M/: MIDM?:I; H16WM5Z&WQVJS';>U6HX,=JFXB.&'VJ_%'BB.*K4<=3U64M_:K4<'M6;8$44..U7HHZ(MXJM)'4-
B'1I5E!3$6IT%0P)$%2TQ13JD0M%%%(I#2TAH B85"PJP143"J0R MI(M5)$K1=:KNE4@,J6+-4I8/:MEXZK20^U6F,PI;?/:JV]J MM,#G7M/:J[6?M71M:^U1-:>U6F!SAL_:F_8_:NA-I[4W[)
[57,!S_P!B]J7[M'[5O_8_:C['[4^8# ^Q^U+]B]JW_+)[4?9/:CF P?L?M2_8_:M[)[4?9/:CF P?L7M1]B]JWOLGM1]D]J?,!@_8_:D^Q>U= M!]D]J/LGM1S <_\ 8O:C[%
[5O_9/:C[)[4U'V3VHY@,#[%[4?8O:M_[)[4?9/:CF P/L7M1]B]JW_LGM1]D]J7,! M@?8O:C[%[5O_ &3VH^R>U',!@?8O:C[%[5O_&3VH^R>U/F$8/V/VH^Q^U; _M -D]J/LGM1S#,#[%
[4TV7M70_9/:D^R>U/F YTV7M2?8O:NA-I[4GV3VHY@. M?^Q>U*++VK?^R>U*+/VI7 PA9^U2+9^U;8M/:GK:>U2V!D):>U6H[7VK26U] MJG2V]JAL"G%;>U7X8/:IX[?VJS'#CM4-@-
BBQVJ[$E)''5J *D"2 :M(*A05 M,M2P)****S)$;I5>458/2H7%4BD9TR9K.GBSGBMB1:IRQYK1,9@3P9SQ6;-; M=>*Z26#VJE+;^U6F(YB:T]JJ/9^U=/):Y[57>T]JM,#FC9>U LO:N@-G[4"S M]J=P,-
;/VJ9+/VK96T]JD6T]J+@926GM5N*U]JT%M?:K"6WM2N!4BM_:KT,/ M3BIHX/:K<<..U2V V*+%7HDIL<=6D2H;$/C6K*"HT6IE%9L"04M(*6H$%%%% M(H-%)0 4444 %%%%, HHHH **** "BBB@
I:2EH **** "BBB@!#43K4U-(MS30RE(E5)8JTV6J[QU:8&-+![51EM_:MZ2*JLD&>U:*0SGI;7VJE):>U=)); M^U5GMO:K4@.:DL_:J[V?M72O:^U0-:>U5S MU3):^U*X&?%;=.*OPV_M5F.VQVJW'!
[5#8#((>G%:,,>,4V*+VJY"6;8B2) M:MH*BC6IU%9L!XH-**#2 A<53E7K5YQ5>1S]JZ1[7VJ%K3VJDQG-M9>U M-^Q>U=";3VI/L?M5U.%G[5O?8_:E%I[4^8#!^Q^U+]C]JWOLGM1]D
M]J.8#!^Q^U'V/VK>^R>U'V3VHY@,+['[4?8_:M[)[4?9/:CF P/L?M1]C]J MWOLGM1]D]J.8#!^Q>U'V+VK>^R>U'V3VHYA&#]B]J/L7M6]]D]J7[)[4U/ MF P/L?M1]C]JW_LGM1]D]J.8#
^Q>U+]B]JWOLGM2_9/:CF P/L7^S1]B_V: MW_LGM1]D]J7,!@?8O]FC['[5O_9/:C[)[4U;_V3VH^R>U',!SYLO:F&R]JZ/[)[4TV?M1S MU:IC.;DM?:J[VGM71/;>U0M:>U7S#.>-G[5&;/VKHC:>U-
I[4U6$ML= MJ5Q%&*VJNQ0>U68[?VJG$J5YB+#[_$H+.<2.4X*E?V0GT[4*VN@ABQ0^W0,/ M8+Z:WW,$Y4>E8+%E9)M@&XDGA^^34C!E.PM.]M.5J!@88\#EYN+PAG:\JJ5 M*M<'1&:#HK<3QQF[2S'U>R6/W+'SO8,=4_J@Q/TPAD>L#CZ8,&(%S/9L%H)H<%
%%%% !111 M2 #2444 %%%% !1110 4444)1110 4444 %+24M !1110 4444 I:2EH * M***8!1110!&XJNZYJT143+FE<'V4J-JN5TBJB5TRNCPB!D-6D<+=9+C5@T4+ H=I"C2@9S7S\NEU2V"=UDF/=
M]JR0>U:)C.%C%:F'.?Z@>PI^W_EFIB=7CT/>=$B;0!V1NJ1N*'\M2_[:(A2^ MM54&V4:XPWN2FJ1G%PEPN6DVX;LA2A/YJMCK@,4$V[.<M"I[?NF:N)/7;J*C2;+5!LL7>35O*#/VG61"KTLV:X
MGM3A:^U6\YX[M2'&\B,W+6ZR9F%OTX1J'4)-%0MC:/Y?1QSSO!HOLCV-;NQ+4ZWVRF/8BBFBIW4YOP9S1>'X#2JHGH\-TVZ@UCJGYCGJNFEG(<HXCZ<^XPFAMYL:(X6@ZV?RSB/.MRRPJY@9JNBN!I
!1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1BBEH 3%&*6B@!,48I:* $HHHH **** "BBB@ HHHI %%%% !1110
4444 M %%%% !1113 **** "BBB@ HHHH 6BDIU0/;^U;#0^U1-#[52D!B/;>U59+7VK?>#VJN]O[5:D!SLE MK[54DM/:NE>V]JK/:^U:*0SF);/VJG+9^U=3):>U59+3VJN8#E)++VJI)9>U
M=9)9^U5)+/VJE(9RDEE[54DL_:NLDL_:JLEE[52D!RUBZ5'#;\]*T[:#&.*EL#0LDZ5T5DO2LBTBZ5OV<>,5DV(V;,=*W;8=*Q M[1>E;5L*R8C2A[5<2JD(JVE9L1.M2"HUJ05FP%HHHI""BBB@!****
"BBBD M4444 %%%% !1113 **** "BBB@ HHHI %%%% @HHHH **** %HHHIC"BBB@ MI#2TAH 0U$U2FHFJT459>E9EQWK3EZ5F7'>M8@8UWT-8%[WK?N^AK O>];Q& M]ZYZ\
[UT5[WKG;SO71$HP[KO61/6M==ZR9ZVB,SY*@/6IY.M0-6J&-I:* M*L8M**2EIC'"GBF"GB@!PHH%% !1113&%%%% @HHHH ****0!1110 4444 % M%%% !1110 4444P"BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD E%%%, HHHH *!10* %H MHHH ****0!1110 4444 %%+BB@!**6BF E%+250Q#333C3#0 AIAIQIE)@.I
MPJ,&I%-9LDD4581:A2K42UFQ%B%:T[9.15.!*U;:/I6,A&C:1]*W[-.E95I' MTK?LX^E8R)-BR3I706:\"L>SCZ5OVB=*Q;$:MJ.!6K .*SK9>E:D(K&3$6DZ M4^FKTIU8,3"BBBD(****0!1110 E%%%
!1110 4444P"BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "EI** %HH MHH
**** "BBB@ HHHH :132M/HQ33&0%*C:.K)%-*U28%1HZC:*KI2D,=.X& M>8?:HS![5I&*FF*GS 9;6_M4;6_M6L8?:F&"GS#,9K;VJ%K;VK<:#VJ)K?VJ
ME(#":U]JA:U]JWFM_:H6M_:K4@,%K7VJ)K7VK>:V]JC:V]JOF P&M/:F&T]J MWC;>U--M[4^8#!-I[4TVGM6\;7VIM?:-ES#,$VGM2??9/:M[[+[4?9?:MW[MW[+[4?9/:JS)?G#!MX7PVHJ>
(6GM2BT]JW/LOM2_9?:CF Q1:>U%/[5+OM /X^UO/:@%[9RG.*KVM%+;MV"J T! M+7VIMM[4U2K;^U35/%'-M7VIM0%>Y*&O0^U?\@%,79Z!+/SV!WL*TG3VSGM3FGM2_/JK_C(3(CXL?VJ8 MH8.]1%]'X2M)SD&P:!+:RI+#<9O@.GTZMT$RJ6$/7M.4A*!+WBRLJE@S"%%%% !1110 444 M4
%)110 4444 %%%% !36IU(:8$$N8+M@#;W!XJ?C&U9K8J"/O"(K"H7V,#6Y3/9J %1 M<4M+2!/0B+,.A!8^0A>(I/Q09H[1'@TR%8#!^Q^U+]C]JWOLGM1]D
VH^S^U%P,H6,[6,]R7&8KHC>;?LO8;U.2ZGM/J?:MW>X2M\VWBMM@]Q#H#VMMQ;<^U;US6*1CU8D]RN\[R1%K-K&N%[B: MT%,\2[;;D);VW4M8#DL$!]O;QY7Q,C%&1\C!G%BB
MM2Y@,M7VJA.Y;UU7HW/:J7!SF_9.Y;T;GM6IY>?LE??GZQ(CS&IX.DY&PXT:L^O1:E.?G/O#M2TUY.0/T32.Z,.PE^RHN"@.!3?9E>>AI/"*A;N.XBDUKMP=P5Q-AM@94K M6&[OL%2,/[
"DHHH **** "BBB@ HHHH 0TA4E-(1!!R;%=0&ZEY4-VA%00YOYA9MX#.5"=;5(AGUC$5ZQ4EMH@*@9=0EBPD? K N!G!;NG&&N=PG:Z!'X&?<2C!ZN%I:HZ7(YU(GH#0T!YE<OQUOA4*18RZ4=JUC7M
VH^S^U.X&&U>%G[U&VF[0;GHIH%[1K[7CWO:F.@9+)*KDL>"NW>N(IYSAVNBU=;'RKYT0SA:2KSAH/2IQUD+*&TO#I(D6GQ.LZ(2HF9<,<^@+?J= M&:-S&G?PTLVK'/WXS
MJ,VWM6N8:88/:JN!D7M*MG7A_FO0QBB4?UTO2F7:(1S:+PK'1ZGB95VRFAEP7UKAWI2*;2#;9;2=N"0;W4%B*&)+/T;&OM:MJE6?1XJ<2%R;%=D>L)0BBOQ6<=0!R,"K4.E$V"DX%6BN(H@'44AL3A
L=3*E2!*>$J6P&JM2**4+3@*0A12T45("T444"$HHHH&-.(J2FD4QD M3+43)5@BFE:H"FT=0M%5\I3#'3N!G-#[5$T'M6F8J:8:JXS)-O[4PVWM6L8/ M:D,'M57$8YMO:D^R^U:_V?
VH^S^U.X&1EJ1E//LOM6O 9_;C[/:I97G[I/':*Y%)K=JV.+X7EBW%-1C]JO/JL4IN$JQGM9%/U9U<Q$^OV$Q0HK!%W=17@P3=ERN^A)4'&_2TL4*_BVOQJQ^6E$M1(/N"E9S_/T2<K8<V&)Y2*6:
[5]^11Y%'.!E?9/:I&,31PQN5-%X/Z%'YCVG M\%&7&.VKM3*&9.R^SK*@.$E1*NS(=XE1S^XEQL@[@A&Z.0I#]+(Q3\%@R9;B0E4DPAWE!IR0R1.LD#%2M&,"T#K/ M^*(QN>H
9O:M7R/:CI%?HY%M5+K+2+08BZ9?FIFS7>7.JJ?YFB@M"AH>3CNZ7I.Y4I/JVFR!&K$I@'9E]W4BX$X7+]KNQV*:BQ\BY?26E!$@*@-DI%'FP%9#N((!>2I.6/"I,XT'GY4^&Q+.@9@X$R7CJ8,
BBI!2 $)P'BXS(&BO2F8I=T2P!$S$VKTK"VJ-Y?O0M>RH8:8Y+3=S!'/$NX.*$N^%#D@U,2!H+)J4$Y:/06OAB"@?.!P$J<EV3*#_O.RUU0"1V9S:H5L;,ZA1=;\HC9=1\JW/L M1UUC9@^E[DI3O0*
9O:M;R/:CI'?HY1M5%NJ1KUB;KEGB>V((5,)3=0UFUS<JFW&JU%5^EZEG?V8JT=[KNBQV&@.WKL=:FQ2UGOVD'P=GX$-.RGFIOJ/LO9NZ.O^9/JC+/1&SGG8]N@4;>?^@H9GL2V_! MO(&%5P
LWM1]F9%%-*=U5CLTV(W(%^LEK-N3=4H+3J;YK2F1L=RHB6E>&Y,EB+B2K9:F$!I'ZIH'7K.!J:!!&!0OV"3CE)^Z?J&W%5Y4]9DN@YV2K>EHYYX=@?#%V/RHF4ZQ'T?YV.QCD8"WVU/0*BQ)RM
R?LWM1]FJUO(J. 14J1;4J1&L R,@Y%&CIB#9F^L0+Q@EY'=EQE@AK6A5ZU#5A3X"(=:T3R-TMQ[@.WK3X:Q:=K(*4W&^FC;EEBRF=V>]FAO:"6O#R8M8R5WRJTFUOZ&/CVU(:W3GI:0"0
SGBJNT'M6HT=,,56F!D-;^U,-M[5KF'VII@]J=QF0;;VIOV(.CCWGOQ*^%/QPE. MQ^O5M.U9+%K)B;,;!K7"!;Z:;6 0D"9=P4L5KQWV0[8G6:0BKOP/'GI7-XPNO3XL!.Q1O2V91E/Q;JK!>;U>
(Z5P(%CJ54J0)3PE*X#0M/ I0*7%*X#2* M814N*0BBXBNRU"Z5;*U&4IW H/%4#PY[5I&.F&*BX&&2T'M436MHW&&6N8?:F/J_"(R%#E"Q6MZ/CF1D9-5!+H**/C?:0$7"*/9(A(X3)6S$1/Y4JZM;
S5MO:ITM_:KP@ M]JD6'VI_3U.I)5/5,HE-(@?6ER%!MJ%&IIIN*9:NBHSBPAE(F,*(I@4;BCZP@93ZQUKDCY-BUW/!J&)6&"/[8&Z23DI.Y@FHY(%\G,2PQ'@YNFZ$LQUG2VS:0"%.(7PG[).KJ
[4?9O:M;R/:CI%?HY1M5%NJ1KUB;KEGB>V((5,)3=0UFUS<JFW&JU%5^EZEG?V8JT=[KNBQV&@.WKL=:FQ2UGOVD'P=GX$-.RGFIOJ/LO9NZ.O^9/JC+/1&SGG8]N@4;>?^@H9GL2V_!
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ I:2B@!:*2B@!:*2B@!:*2B@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M**** %S1FDHI +1244 +1113 ***2@!:*** "BBB@ HHHH ,4444 %%%% "8 MI-HIU% #"@IACJ:BG<95:*HFA]JO%U:C1U&T7M5J0S'> MW]JKO;>U;;0^U0-!
[57,!A/:^U5I+7VK?>#VJ!I[VJ[:J2YX-3O:K.%E ,%A+$O1[G^1]*-5$R#.)J$8A9%C+/:CI<%+/ZR=5L;.%+!.^W[%HU6XYUV:\G9DN>M,Z4^K@N21V+#<-TS8N"KAGG5)?;>ZZY!U$4V@\C^4@
QX[7!Z5>@M\8XJ$J^)A&JJ;/LN#7K:@4'U@-A28Q2U&P!K$4OB2B_W+=NQ%$R#\5ZV=%5>.5LS+/-[JX;V6/E#SQ7\Z/AS8XN8*6S!A$'*WL_AA:HJ!L&XA*GCB= M%4R,A2Y0:!Y"5@>(@\?=:)34
HHHH **** M "BBBD 4444""BBB@ HHHH 6BBBF, **** "D-+L1UA@;;BY$E*V/U(;P?N4R&IB:$ MY_9%D#5M@'VG7G9,XJ,7=X6K9)4'Y.R3-YQ5%;.HL,=*X21BVP89FT0+&Z%DS^QB*V>Q2_%9=1%"UXR
MN]9,]:UUOL%=U#=@R28K^W%J(G+R+S/8^MCK8HZ8UE(D26H:?)6&28U5)<IQ!E3.Y6BE!F/FN)R'"U>X3VY>K*7BDJBO,I_"@@G2SZ!%6Y5[W&>-%I9]J)5[>6(2J5V[GIA.>/VP<9.PK/O;
HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@!**** "BBB@ H%% H 6BBB@ HHI#2)KIDE#QK^2NC#/O';C8RE*2C$IS]UXW[0)0$SR.,FL#K:&^+EMJE$+>DF6HJ\]CI+1)K3T=%/I8IY2B
M1U=A7I5 M.*M"!>E9,1=XVRE@,*]+_2"F5B+S:4HSP_VH[;Q\R/&SVD(U_8=@Y/F]>$W8DF0W1QVQ'X@Y.T^33QVW*>!3/9Q@@LR%[<VC]6!RHN+$F&*FV&-,9)!A,KS@#ZG70A+.V=3)+(0F
"BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 &:7-)10 MM%(*6@ HHHH ,4F*6B@!,48I:* $VBC:*6B@!NP4A04^BG<"(QBF&*K%&*=Q ME)H:C,/M5\K3"E4I 9[0^U,,'M6B8Z88_:KY@,XP4A@]]T3%3?*I\P&<8/:D
M^S^U:/E4>51S#,W[/[4?9_:M'RJ/*IU7O*IPBHY@*0@]J>(/:K@C[[\Z5/T@^#H2J8@1!,A<4M[KU+(I^L*Q:6Y+N+&P)1E,J0GX[U>)EZ1G?@:0)T#EP^0IV84EJG]P!Z/,+2NS:9O6K-KF2*1
HHHH ***,T %%&:;T %%&:;T %)2BDI@&*3%HE[:J8[H1(#J9#X,C?!2EEJGIHCQNJJ*M*4SQ5K5<<7'PKVG4Z=QT3%*N89M9U=R>^%,L.\&%LOS.%-1^F-CL/IH24&6%SLNZHOOOFTFT9)N2=4!3
0>72^74V*,4U,,'M6B8Z:8J?,!FF#K=%?C26/6=&(-&7NDJ4?!LH()BPL(T5PWV'EWK]?A)TI:)E5SDHP$R?C%%\J!8!P*5Z!]64I.)5K\2TDAA@J=QLOQT4=CWH5H!Y=H7>K(#18J>&GGGVVMHS
MT4A"8I<444 %%%% !110: "BBDH 6C0\4 MT[]^0 %/)OI*+EMR.>"KQ76E5NFC5%I+3WZ2=9H=OJX'DQ@L+<8YT<(I[&<RUQ,B+?7M=RVIB1GL$\/IK;A>NE?X3JHJWUVQ6H(JK:8&WW!YQ9FLJR
HP*.8"OY'^0T?9_:M'RJ/*IU7O*IPBHY@*0@]J>(/:K@C[[\Z5/T@^#H2J8@1!,A<4M[KU+(I^L*Q:6Y+N+&P)1E,J0GX[U>)EZ1G?@:0)T#EP^0IV84EJG]P!Z/,+2NS:9O6K-KF2*1
E%+24 +1110(2BBBD]AZQ5!Z0&Y]/+F+:NB8\TOCW=M'AJ4P=WS%HGR*GK1G')>U$8EL:NMW[WH8G6!G+>B&"PDK=5FL:[-3+DB.*=N?D,/!-SPMG/JNW&IXDI/V?,&/W)+HW)9G-.5N,NXJ1W\
K^51Y56,48HY@*_E4>51S#,W[/[4?9_:M'RJ/*IU7O*IPBHY@*0@]J>(/:K@C[[\Z5/T@^#H2J8@1!,A<4M[KU+(I^L*Q:6Y+N+&P)1E,J0GX[U>)EZ1G?@:0)T#EP^0IV84EJG]P!Z/,+2NS:9O
M2XI,4GIO.YL]-1)P:T?NK]*I!95I+L[.JMXR3F/HU>2QKH8UNXF0@]HGO0/QXN.XL3YY.L5N!JUX2Y?(L4QI5FO[-DBP/Z;+P/>;HMO]WM&[4HU(]>N=2Q@U.(AGSD[EK,3'V9W0Y;)R_.G
M.8"+92HYB)$;Y2;QRHD!?8CW*SGQ#Z,M+OPZ%KG@Y4]/F77=K;,RAZ$Y9EP8(R2=QUNO=6Q%4X(G>FFFTMQ+!>FWN3S.$Q@UE7NFPZI<ZE?8_6NNVJW/VM9-%/9HD6G/)KPQH.8L@1JIJ4MH/
M3N!$8Z0Q"IJA*@5BH!V,OSL[:*=P<X.S)X\K)(L"%HQ@LEG,=\;?HG8^.U@4]BD8VV(O$4UY4-I;Z>6BPW!/E;%F(K+E>?G2E"0)W2CU_6-0=+R4*&;QHEVY$L&B.JTFXQ!$%M9GJ7+5<+U
M@!NVDVU)BC(R?<P?+T;-#DPKOEPC^R3@ML=BXJNEA*^&>5KZ3V#(4L1BX7:46A?!!9F,$B(PLYV2PL-FMQC^#F;+(%>/Y;:ZVDF>W8U2/I5G8L:H$BRYNS[<Z.A%ZOS$)7(]P'9WDJX1[T/
K^52VG'O?8XM)X_@I_V65<$8;QF11+\V,X:4+]Y[KCWT4B:R1O>,6;KTFY6-BRLW.S:1OTHX2T8L'TVE+V6F;-%_RX$7!Y^(25=GAIVR&S>_?=96-2S?LF_>T)*.EZP&[3JZ5Y1PHO3F&?

MG^]'G^]9AN/>C[1[T6$:RS>]2K-FL=;CWJ=)_>BP&NLF:F5ZS(YO>K4] M;]WWKG[WO6\2CG;WO7/7G>NAO>]<[>=ZZ(C,.Z[UD3]:U[KO61/UK:)10DJ M]:FDJ
]:U0PHI!2U8"THIHI:8QXIPI@IXI@.%+FFYI#IQ4-@+!!TXK6MK?IQ M3;:WZ<5LVMMTXK-L0ZUMNG%;=I:].*;:VO3BMNUM>G%9MB'VEMTXK:M;?IQ3
M+:WZ<5KV\'3BL9,0^WAZ<5IPQ8ID,72KT<=8-B)(DJRHXIB+4H%929(M%%%0 M(****0!111F@ I**#3 **2B@!:*2EI %%%% !1110(**** "BBB@ HHHH *6 MBBF,**** "BBB@!**** "BBB@
HHI<4)12XHQ0 E%+BDQ0 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% PHHHH **** "BBB@ HHHH$%%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%%,84444 %%%%(04444 %%%% !1110 4444 %%%% ! M1110 4444 %%%%(
HHHH **** "BBB@ HHHI@%%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %!HH- "4444P"BBB@ I:2EI %%%% !1110 M4444 %%%% !1113&%%%% !1110 4444""BBB@!****
"E%)2B@ HHHI %%%% M !1110 4444 %%%% !1110 444M "44M% "44M% "4444 %%%% !1110 444 M4 %%%% !1110 444M "44N*,4)12XHQ0 E%%% !1110 4444 %%%% PHHHH M ****
"BBB@ HHHH$%%%% !1110 4444 %%%% !1110 444E "T4E% "T4E% M "T4E+0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444@"BBBF 4 M444 %%%% !1112 **** "BEQ1BF E%+BC%(!**** "BBB@ I*6DH ****8!1 M110
4444 %%%% !2BC%% !1113&&:,TE% "YHS244 +1124 +124M(04444 M%%%% !1110 4444@"BBB@ HHHH **** "BBB@ HHHH ****8!1110 4444 % M%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%+0 E%+10 E%+10 E%!HH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HH MHH ***6@!**6B@!**6B@!**6DH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "DI:2@ HHHH **** 4M)2T M%%%% !1110 4444 %%%% "'I43U*:ADZ5:**TK51E?%6ICUK-G?%78""67%4
MY)\=Z)Y:S9IJ=@++7'O3/M/O69)<8[U$;GWIV VUNO>K,=S[USBW7/6K,=W[MT[=-%<].:NQ7'O7,PW73FK\-U[T]64EK!BN?>KD=Q[U+B!LK(*D# M5F)/[U82;WJ'$+%W-%0+)4@<5%A6'T4F:7-
(04444 %%%% !1110 4F*6B@! M**6B@!**6B@!**7%&* $HHQ10 4444 %%%% !1112 **** "BBB@ HHHI@%% M%% !1110 4444 %+24M !1110 4&B@T@$HHHH **** "B@4M !1113 #24II
M*!!1112 **** "BBB@84444 %%%% !1113 **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH ****!!1110 4444 %%%% !1110 4444#"BBB@ M HHHI %%%% !1112
****!!1110,6BDHI@+124M !1110 4449H *0T44P"B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI %%% M% !1110 4444 +1113 **** "D-
+2&@!#43U*:B:K114FZ5FW/>M*;I6;<]Z MVB!BW?>N?O>];]WT-<_>GK6\2CG;WO7/7G>N@O>]<]>=ZWB,P[KO61/U-:UT M>M9$YYK:(RC)4!J:0U >M:H84M-IU]JU[:UZ<5FV
EK:].*VK6UZ<4MK:=.*VK6UZ<5FV(+6UZ<5 MM6UMC'%);6W3BM>WM^G%9MB%M[?IQ6G##C%)##C'%7XXL5C)B"./%646A$Q4 MH6L&Q"J*?2"EJ&2%%%%(HHHI (:*** "DI:2F 4444
%+24M !1110 4444 M""BBB@ I124HH ****!A1110(2BBB@84444 %%%% !1110 HHH%% !1110 4 M444)1110 4444 %%%% !1110 4444 %%%% !1110 4444#"BBB@ HHHH ** M**
"BBB@04444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %+24M !1110 4444 (:*#10 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 44M% "44M% "44 MM)0 4444 %%%% !1110 4444 %%%% !1112 **** "BBB@ HHHH ****8!11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M
!112XH 2BEQ1B@!**7%&* $HI<48H 2BEQ24 %%%%,84444 %&***0@Q1BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I:2EH *** M* "BBB@!**** "BBB@ HHHH ****
"BBB@ HHHH *6DI: "BBB@ HHHH *2E MI* "BBB@ HHHH ****!A1110 4444 %%%% !12XHQ0(2BC%&* "BC%% !111 M0 4444 %%%% !2&EI#0 4444 %%%% !2TE+0 4444 %%%% !1110 4444
%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%&*,4 %%+BC% "44N*,4)12XHQ0 E%&*,4 %%&*, M4 %%%% !1110 4444 %%%%(
HHHH **** "BBB@ HHHI@%%%%(HHHH *44E M** "BBB@ HHHH *2EI* "BBB@ HHHH ****8!1110 4444 %%%% !1113&%% M%% "4444 %%%% "TAI:0T" 4M(*6D 4444 %%%% !1110
4444@"BBB@ HHH MH **** "BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444
%+24M !1110 4444 !I*4TE !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !2BDI10 4444 %%%% :2E M-)0 4444 %%%% !1110 4444 %%%% !1110 4444
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%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 AJ&3 MI4YJ&7I51*1G3GK65.[]ZYXW6#UIZ7?/6KL!U<-YTYJ_#>> M]=.:O0WOO3Y0.PANQZU>BN_>N1AO>G-7X;WWI.('617/O5R.X]ZY>&\]
MZT(;KWJ'$9T239[U.LM8D5S[U]ZWB,YR^/6N=O3UKHKWO M7.7G4UO$HP[H]:QYSS6M==ZR)^M;(91D-0YJ63K4-:)@+FC-)13N [-%)157 M =FG TRE!IW&/!I%I M7$-
"TX)4BI4RQ>U*X$*QU.D7M4\<.>U6XK?VJ6P*T<&>U7(K;VJU#;>U:$-I M[5FV(IPVO3BM*"T]JMP6?3BM2WL^G%0V!5M[3IQ6O;6G3BK%O9].*UK>TZ<5 MDY$D-
M:=.*V;:VZ<4^WM<8XK5@M\8XK)R 9;V_3BM."'VI88.G%7HHO:H=ZV*,*[/6L&[; M&:V[P]:Y^\;K5H#*N9.M9>M9TDW-0_:, M'K6B0S>CN_>KD5Y[US"76.]68[OWJ[=9#>^]:$-[[UQ\5Y[U?
AO/>CE&=G! M>>]:<%W[UQ=O>>]:MO>=.:EQ [&"ZZ]6XY_>LG$#2#4[-4TFJ59:R<0L6* M*C$E.#5-A6'44F:6D(**** "BBB@ HHHH **** "BBB@!**7%)BD 448HH * M***0!1110 4444 %%%%,
HHHH&%%%% !2YI**!"YHS244P%S2444 %%%% !1 M110 4444 %%%% "BB@44 %%%% @HHHH&)1112 ****8!1110 4444 %%%% ! M1110 4444@"BBB@ HHHH **** "BBB@ HHHH
****8!1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%%(HHHH 2BEHH 2EHHH **** "BBB@ H MHHI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10
4444 %%%%(HHHH **** "BBB@!:***8!1110 4444 --1-4IJ)ZI#*DW M2LRYZ&M26LRX'6MD,Q+SO7/WHZUT5V.#7/WHZUM$9S-Z.M<[>CK737J]:YZ\ M7K6R&71<"#%&*G\NC91<"#;1MJ M?
91LI7 @VT;:GV4;*+C(-M&VI]E&RBX$&VC;4^RC91<1!MHQ4^RC93N!!BC% M3[*-E%P(,48J?91LHN!!BC%3[*-E%P(-M&*GV4>71<"#%&VI_+H\NBX$&VC; M4_ET>71<"#;1MJ?
91LHN!!MHQ4^RC92N,@Q1BIME+LHN!!BC%3^71Y=%P*^V MEVU/Y=*(J5Q%?;1MJR(O:G>31<"KLIP2K0A]J>(/:E<156.IEBJRL'M5A+?V MJ;@54A]JLQP>U6X[;VJY%:^U2Y 5(K?
VJ_#:].*M0VG3BM&"TZ<5+D!5@M.G M%:4%GTXJW;V?3BM6WL^G%9N0BG;V?3BM2WL_:KEO9].*TX+3IQ6;D(J06G3B MM."UQCBK,-KTXK0AMO:LW(1##;X[5?BAQVJ6*#':K218K%R
9''BK2)0J5*% MJ&R15%/I *6H8!1112$%%%% "4444 %%%% !1112 2BEHH ,48HHH ,4444 M%%%%, HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I:2B@ MHHHI %%%% !1110
4444 %%!HIB"BBB@ HHHH **** "BBB@ HQ110,,48HH MH ,48HHH ,48HHH **** "BBB@ HHHH **** "@44"@!:*** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI &**** $H MI:* $HI<48I)11BBF 4444 %%%% !1110 4&B@T)1113 **** %%% HH * M***0!24M)3 ****
"BBB@!:*** "BBB@ HHHI %%%% !1110 4444 %+28I: M "BBB@ HHHH **** "BBBF 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%%(HHHH *2EHQ0 E%&** "BBB@ HHHH$%%%%
!1110,****8!1110 444 M4 %%%% !1110 4444 %%%% PHHHH ****0@HHHH **** "BBB@ HHHH **7% M% "44M% "44M% !1113 **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH
**** TE+1BD E(:=BDH 2BEHH 2BEHH 2EH[T4 %%%% !1110 4 M444P"BBB@ HHHH **** "BBB@ HHHH ****0!1110 4444 %%%% !1110 44 M44A!1113 ***7% Q**7%% **** "BBB@
HHHI@%%%% !1110 4444 %%%% M!1110 4444 %%%% !1112 ****0"44N*3% !1110 4444 %%%%, HHHH *** M* "BBB@!E2U')TIK<.;NZ[UA7G>MVZ[UA7G>MT4<]>]ZYV]/6NAO>]IDN/>
MLKS*KL-UTYKG4G]ZM17'O56 ZF"[ZER@=A;WG3FM2"\Z=..T(;OIS7'P7O3FM&&]Z MKL5U[URD5[[U>BO/>LFA'41W/O5A+CWKG(KSWJW'=Y[UFT!OK M/[U*LU8J7.>]6$N/>LV@-99*D#UFI-
[U.LOO4-"+H:ES599*D#U-A$V:6HPU M/!I6$+1112 **** "BBB@ HHHH ****0!1112 *,444)12TE !1113 **** M!A1110 4444 %%%%,04444 %%%% !1110 4444 %%%% "BB@44 %%%% !111 M0
E%%% !1110 4444 %%%% !1110 4444 %%%%(HHHH **** "BBB@ HHHH M **** "BBBF 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444@"BBB@ HHHH **** %HH MHI@%%%% !1110 TU&_2I#4;=*I#*LM9MP.M:M=%=+
MP:Q+M.M:H9S%XG6N?O(^M=3=Q]:PKN+KQ6R91S%U%UK)GBZUT=S#UXK+F@Z\ M5JF,P9(N:@:*MB2#VJ P>U:)C,SR?:E\JM#[/[4>1[55P*'E>U*(O:K_)'M
M2BWJ]=QE$1>U.$7M5X0>U.$'M1<"AY5*(JT!![4H@]J+@9_E4GE5H^1[4GD> MU%P,_P JCRJT/(]J/(]J=P,_RJ/*K0\CVH\CVHN!G^31Y-:'D>U'D>U%P,_R M:/)K0\CVH\CVHN!G^31Y-
:'D>U'D>U%P,_R:/)K0\CVH\CVHN!G^31Y-:'D> MU'D>U%P,_P FCR:T/(]J/(]J+@9_DT>36AY'M1Y'M1<#/\FCR:T/(H\BBX&? MY5'E5H>1[4>1[47
S_*H\]M#R/:CR/:E<#/\JCRJT/(]J/(]J+@9_E4>56AY M'M1Y'M1<#/\ *H\]M#R/:CR/:G<#/\JCR:T/(]J/(]J+@9_DT>36AY'M1Y'M M1<#/\FCR:T/(]J/(HN!G^31Y-
:'D4>11<#/\JCRJT/(]J/(]J+@9_E4>56AY M'M1Y'M1<#/\ *H\]M#R/:CR/:E<#/\JCRJT/(]J/(]J+@9_E4>56AY'M1Y'M M1<#/\JCRJT/(]J7R/:BX&>(:7R:T!![4X6_M2N!G>1[4X0>U:0MO:GK;>U%Q
M&:+?VJ06WM6FMK[5*MI[5-P,H6WM4JVOM6LMG[5.EG[5+8C)2T]JLQVGM6K' M9>U6X[+VJ7(#+BL_:KT-G[5IQ67M5V*RZ<5#D!GPV?M6C!9].*OPV7M6A#9]
M.*AR$4[>SZ<5J06G3BK,%KTXK1AM>G%0Y 006O3BM&&VJJGAM_:KT4'M4.0B M"*WJJN1P^U31Q>U3K'6;D(C2*I@F*>%Q3JR;%<:%I<4M%2(**** "BBB@ I* M** "BBB@ HHHH ****0!1110
4444 %%%% !1113 **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH ****0@HHHH **** "BBB@84444 !HH- M%,04444 %%%% !1110 4444 %%%% PHHHH **** "BBB@ HHHH ****
"BBB M@ HHHH *!10* %HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@
HHHH ****0!1112 **** "DI:*8"44M)0 4444 M %!HH- "4444P"BBB@!110** "BBB@ I*6DQ0 448HQ0 448HQ0 M%%% !11 M10 4444@"BBB@ I:** "BBB@ HHHH ****8!1110 4444 %%%% !1110
444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444@"DI:* $HHH MH ****!!1110,****8!1110 4444 %%%% !1110,**** "BBB@ HHHH **** M0@HHHH **** "C%+10 4444 %%%%
!1110 4444P"BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 48HHH ,4E+ M12 2EQ110 E%+24P"BBB@ HHHI@%%%% !1110 4444 %%%% !1110
4444@" MBBB@ HHHH ***6@!,44M% "4N***0!1113 **** "BBBF 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444K %%%% M(HHHH 3%%+13 2BBB@
HHHH **** "BBB@ HHHH **** "BBBF 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444
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!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !24M)0 4444 %%%% "T444 %%%% !24M)0 M 4444 %%%%
#JCDZ5)4=ZW;GO6%>=ZZ$6<[>]ZYJ^[UTU M[WKFKX=:T0'-WO>L"[ZFN@O1UK NQR:VB!C7!Y-4)#S6A<#K6?(.:V2&0%J- M](U,K5(9.LE6(Y:H@XJ16J[:L4WO5Z&X]ZQ$DQ5J.;%%@.AANNG-
7X;OWKF MHY\=ZMQW/O4--=3#>>]7X;WIS7)1W?O5V*\Z^]78KSWKD(;WWJ_#>>^]9--=;%=^]78KK/>N5AO/>K\-W[UFXB M.FCN/>K<<-_O7.0W7O5Z*Y]ZAQ
W4F]ZG62L:.X]ZM)/[TN41J]]2!JSDFJ=9 M:EQ$70U.S559*D$E0X@3T5&'IP:IL%AU%&:*0@HHHH **** "BBBD 4444 % M%%% "44M)0 4444QA1110 4444""BBB@ HHH- "4444 %%%% "T4@I:
"BBB M@ HS110 9HS110 9HHHH **** "BBB@ HHHI %%%% !1110 4444P"BBBD 4 M444 %%%% !1110 4444 %%%% !1113 **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **!2T
)12T4)12FDH ***2@!:*2BF M%)2T %%%% M(HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBBD 4444 %%%% !1110 M%)2TP"BBB@ HHH-
#33&J2HVJD,K2"J,PZUH2 M"JX7@UC74?6N@N$ZUE7,?6M4QG-7477BL6YAZ\5U%S#UK(N(.O%:I MC.7N(.O%9LUMUXKIY[;KQ5"6U]JT3&T]JB-I[5:8S#^S>U' MV;VK;^R>U'V3VJKC,7[-
[4OV;VK9^R>U+]D]J=P,<6WM3A;>U:XM/:G?9/:B MX&/]F]J7[-[5L?9/:E^R^U%P,;[-[4?9O:MG[)[4?9?:BX&+]F]J/LWM6U]E M]J/LOM1<#%^S>U'V;VK:^R^U'V7VIW Q?
LWM1]F]JVOLOM1]E]J+@8OV;VH^ MS>U;7V7VH^R^U%P,7[-[4?9O:MK[+[4?9?:BX&+]F]J/LWM6U]E]J/LOM1<# M%^S>U'V;VK:^R^U'V7VHN!B_9O:C[-[5M?9?:C[+[47 Q?
LWM1]F]JVOLOM1 M]E]J+@8OV;VH^S>U;7V7VH^R^U%P,7[-[4?9O:MK[+[4?9?:BX&+]F]J/LWM M6U]E]J/LOM2N!B_9O:C[-[5M?9?:C[+[47 Q?LWM1]F]JVOLOM1]E]J+@8OV
M;VH^S>U;7V7VH^R^U.X&+]F]J/LWM6U]E]J/LOM1<#%^S>U'V;VK:^R^U'V7 MVHN!B_9O:C[-[5M?9?:C[+[47 Q?LWM1]F]JVOLOM1]E]J+@8WV;VH^S>U;/ MV7VH^R>U%P,;[-
[4GV;VK:^R>U'V3VI7 Q?LWM1]F]JV?LGM1]D]J+@8WV;V MI/LWM6S]E]J/LOM1<#&^S>U'V;VK9^R^U'V7VHN!C_9O:E%M[5L?9?:E%I[4 MK@9
MO:GBU]JUQ:>U2+:>U%P,@6OM4RVGM6LMI[5.EG[4K@9"6?M5A+/VK72 MS]JLQV?M2;$8Z67M5E+'VK9CLO:K4=E[5#8&-'8^U6HK'VK:CL?:K4=E[5FY M",B*Q]JN167M6M'9>U6H[/VK-R
S(K/':KL5ITXK0CM<=JLI;>U0Y"*D5MTX MJ[%!C'%3QP8[592+%3S"&1P^U6DCI42IE6H; %3%/ H%+4-B"BBBD(**** " MBBB@ HHHH 2BBB@ HHHH **** "BBB@ HHHI %%%% !1113 ****
"BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD(**** "BBB@ HH MHH ****8!1110 4444 %%%% !1110 4M%% !1110,**** "BBB@ HHHH 2B@ MT4 %%%% !1110 4444
%%!I!0 M+244 +1249H 6BC-% !1110 4444 %%%% M !1110 4449H **,T9H **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** M0!1110 4E+24 %%%% !0:**8"44N*,4)12XHQ0 "BBB@ HHHH **!10 444 M4 %%%% !1110 4444 %%%% !2TE*:0!1110 4444P"BBB@ HHHH **** "BB MDR* %HINZDWT[/HJ/?
2;Z+#)93Y0L39HS4/F4>9[T91OI6"Q+14>^E#T6$/HINZER*0"T444 %%%% !1110 4444 M %%%%(HHHH *#110 E%%%, HHHH **** "BBB@ HHHH **** "BBB@ HH[T M4 %%%%
PHHHI"%HHHH **** "BBB@ HHHI@%%%% !1110 444F: %HII84F^ MG8!]&:CWTF^BP$M&:A\RCS*?*.Q-FC-0^92^91RA8ES147F4>918+$M%1;Z7 M?
2L%B2BH]]&^BP6)**9OI=U%@L.HI,TM(04444 %%%% !1110 4444 %%%%(M HHHH *2EI* "BBBF 4444 %%%%(HHHH ****8!1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%%
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444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110
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%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444
%%%% !24M% "44M% "44M% !1110 4444 %)2T4)12T4 M)12T4 +4]9N M(CKH;SWK0AO/>N1AN_>M"&[]ZAQ$=?#=].:OQ7?O7(PWG3FK\5Y[U/*!UD5W M[UN5BO.G-
78KSWJ>41U$=S[U92Y]ZYJ*\]ZMQW?O2Y0.A6X]ZF6?WK" M2Z]ZL)<^]2XB-I9JE67WK(2X]ZL)/[U#B!IB2GAZSUF]ZF66LG$"X&I: MM,#!GASGBLV>WSGBNBEASGBJ,MOUXK1,9SU7S#,#
['[4GV/VKH/LGM2?9/:GS 8/V/VI?L?M6]]D M]J/LGM1S 87V3VI?LGM6[]D]J7[)[4U;OV3VH^R>U',!A?9/:C[)[5N_9/:C[) M[4U;OV3VH^R>U',!A?9/:C[)[5 MN_9/:C[)[4U;OV3VH^R>U',!A? M9/:C[)
[5N_9/:C[)[4U;OV3VH^ MR>U',!A?9/:C[)[5N_9/:C[)[4 MU;OV3VH^R>U',!A?9/:C[)[5N_9?:C[+[4U;WV3VH^R>U',.Y@ M_9/:C[)[5O?9/:C[)[4^R>U'V3VHY@,'[)[4?9/:MW[)[M4?9/:CF
POLGM1]D]JW?LGM1]D]J7,!A?9/:G"T]JV_LGM3A:>U',!BBT]JD M6T]JV1:>U2K:^U',!CK:>U6$L_:M5;7VJPEK[4U6H[;VJ'(#.CL_:K*6GM6BEO[582W]JS; STM?: MK"6WM5]8/:I%AK-
R$4EM_:I5AQVJX(Q2A!47%954R^]-,OO3L!<\P4GF>]4S M-[TWSO>GR@7O,H\RJ'G^]'G^]'*!?\RCS*H>=[T>?[T]'G>]/E O\ F4>95'SO>CSO>ER@7O,H\RJ/G>]'G>]'*!>\ MRCS*H^=[TGG>]'*!?
\RCS*H>=[T>=[T]'G>]'*!>\RCS*H^=[T>=[T]'G^]'*!>\RCS*H^?1Y]'*!>\RCS/>J/G>]+YWO1R@7O,]Z7 MS!5$3>]*)O>ER@7@]+OJD)?>G"7WIF&6JC3>] M1M/[U:B!=,M,,U46G]ZC-
Q[U7*!H&;WIIG]ZSC<>],-S[T^49I^?2&>LLW/O M2&Y'K1R@:OG^]'G^]9/VGWH^T^]'*!K>?[T>?[UD_:?>E^T^]'*!K>?2B>LD M7/O3A<^]'*!JB:G";WK*%Q[T\7'O1R@:HEIXEK+6X]ZD6?
WJ7$#3$E.$E9RS M>]2+-[U#B!?#4NX53$OO4@DJ;"L6E8"6BF!J7-%A#J*3-+2 **** M "BBB@ HQ110 E%+10 E%%% !1110 4444 %%%% !1110 4444#"BBB@ HHH MH **7%% A*6BB@ HHHH
***3- "T4TFFEJ=ADF:3-1EZ:7IV"Q-N%(7JN9*8 M9:.4+%DO33)54S>]1F;WJN4"X9:89:I&?WJ,S^]4HC+QF]Z:9O>L\W'O3#<> M]5R@:1FIOGUFFY]Z;]I]Z?*!J>?2>?
65]I]Z/M/O1R@:OG^]'G^]9/VGWH^T M^]/E&:WG^]+Y]9/VGWI?M(]:7*(UO/H$_O64+GWI1<^]'*!K";WI1-64+CWI MXN/>CE$:@EIXEK+%Q[U()_>I<0-
,2>].$E9PF]ZD$WO4N(&@'%+N%4A+3Q+4 M6 M9I:KB2G!Z5A$U%1AZ7=18!]%-!IBCO13&%%%%(04M%% !1110 4444 %%)FD) MH =FC-1EJ:7IV&2YHW"H3)3#)3L!8+TTR56,OO3&F]Z?
*!:,E,,M5&F]ZB:? MWJE$"Z9?>F&;WJB9_>HS<>]6H@:!FI/.]ZS3<>]-S[T^4#3_WH\^LO[3[T MW[3[TM+]I]Z?*!K>?22B>LD7/ MO2BY]Z7*!K>=2B:LH7/O2BX]Z.4#5$WO3Q+64+CWJ07'O2<0-
,2T\25F+/[U M()O>H<0-$/3@]4!-[U():EQ N;A1D56$OO3A)2L*Q8S1FH0]*&I6 EHI@:E! MHL ZBDS2TA!1110 4444 %&*** $HI:* $HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** %J.3I4E1R=*:W&MS,N>]8=WWK]8=WWKH19S][WKG+[O71 MWO>N=ON]:Q YR\
[UA774UO7G>L*Z[UO$9CS]ZSY:T9^]9\M;Q&57%0-4[U"U M;(8RDIU)5"8E+113$%&:**0QP8T]9*BH%2T,MI)5A)O>J"FI5:H: U(Y_>KD M5Q[UBI)5E)?>H:$;T5S[U>BN_>N]3RB.GBO.G-
78KWWKE8[KWJ MU'=GUJ>4#K8KWIS5V*^]ZY".\]ZN17OO4\H'817OO5R*]]ZX^*]]ZNQ7OO2Y M1'7QWGO5N.[]ZY.*]]ZNQ7GO4N('51W7O5N.Y]ZYB*[]ZNQ77O4.(CHTN/>K M*3^]
<_'=>]7([GWK)Q VUFJ99/>L=+CWJRD_O4.(C462GAZSTF]ZF66ER@70 MU.!JHLE2J]0X@3YIU0AZD!J&A6'4444A!1110 4444 %%%% !1110 4444 % M%%% "44M)0 4444 '>BBB@ HHHI %%%%
!1110 4444 %%%% @HHHH **** M"BBB@ HHHH&%%%%, HHHI %%%% !1110 4444P"BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** 4M)2T %%%% :2BB@
M I*6DH ****8!2T44 %%%%(HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHI %%%% !1110 4M)1FF M%)FB@!:# M244 %-
-.I*8$;"HG6IR*C(J@*CI5:2.M!EJ%DJDQF7)#GM5:2#VK7:+VJ%H: MJX&,]O[5 UK[5MM![5&;?VJN89B&U]J8;3VK;-M[4GV;VI\P&+]D]J3[)[5M M?9O:C[-[4^89C?9/:C[)[5L_9O:E^S>U',!C?9/:C[+
[5L_9O:C[-[4U'V?VIMK[5JBW]J<+?VHY@,U;;VJ=+;VJ^(/:I5AHY@*26_M5 ME(/:K*P^U3+%4\P$"0>U64AJ58ZE5*ER 8L52JE. IU9.0FQ HI:**DD**** M "BBB@ HHHH **** "BBB@ HHHH ***3-

"FDHHH **** "BBB@ HHHH *** M* "BBB@ HHH- !1244 +1244 +124M(HHHH **** "BBB@ HHHH 6BBB@ H MHHI@%%%% !1110 4444 %%%% !0:**!"4444 %%%% !1110 4444 %%%% !1
M110 M%)2T#"BBB@ HHHH **** "BBB@!#1112 **** "BEQ1BF E%+BC% "& MDI32&@!III-*:C8U:&(S5$ST.U5W>JL,>TE1-+4+RXJL\WO56 M--[U$T_O5 M)Y_>H&N?>G8#1-
Q[TTW'O64US[TPW7O56 U_M/O2?:?>L?[5[TGVKWI\H&S] MI]Z/M/O6-]]]Z/M7O3Y1FU]H]Z7[1[UB_:O>E^U>]'*(V?M'O1]H]ZQ_M7O1 M]]]Z.49L_:/>D^T>]8_VKWH^U>]'*
(V/M'O1]H]ZQ_M7O2?:O>CE V?M'O2? M:/>L?[5[T?:O>CE V/M'O1]H]ZQ_M7O1]]]Z.4#8^T>]'VCWK'^U>]'VKWHY M0-G[1[T?:/>L;[5[T?:O>CE V?M'O1]H]ZQOM7O1]]]Z.4#9^T>]'VCWK'^U
M4?:J.4#8^T>]'VCWK'^U>]'VKWHY0-C[0/6C[0/6L?[5[T?:O>CE V/M/O1] MI]ZQ_M7O1]]]Z.4#9^T>]*+CWK&^U>]*+KWIL877O3A=>]'* M!M"X]Z<)_>L87/O4BW/O2Y0-
@3^]/$WO6.MS[U(MQ[TN4#7$WO3Q+64MQ[U(MMQ[TN41IB7WIXD]ZS5GJ59J7*!HAZ>&J@LOO4RR4G$"X&IP-5EDJ57J'$"6B MFAJ=4""BBB@ HHHH **** "BBB@!**6B@!**4TE !1112 !2TE%
"T4E%,!: M*** $I:** "BBB@ HHHH **** "D-!-,9J:0Q2:86IK/4+25:B,E+U&TE0-+ M4#S>]7R@6FEJ)IO>JCS^]5WN/>GR@76G]ZA:X]ZHO<^]5WN?>J40-%KCWJ%K MGWK->Z]Z@>Z]ZM1-U&N?
>HFNO>LE[OWJ%KOWJN4#7:[]Z8;OWK%:[]ZC-Y[T M^49MF[]Z:;OWK"-Y[TTWGO1R@;OVSWH^V>]8'VSWH^V>]'*,W_MGO3OM?O7/
M?;/>G"\]Z.4#H!=^].%W[USXO/>G"\]Z.4#HA=^]2+=>]I5N?>N>2[]ZG2[]ZEQ Z!;GWJ9;CWK 2Z]ZL)=>]2X@;JS^]3+-[UB)< M^]3I<>]0X@;"R^]2B3WK)2X]ZG6?
WI&J@LU3++4N(BZ#3@:KK)4JM M6;0$E%(#2U(@HHHH **** "BBB@ I*6B@!**** "BBB@ HHHH **** "BBB@ M84444""EI*6@ HHHH **** "BBFDT *332:0M43/5)%#RU1L]1M)4#S5HH@3
MM)[U$TM5GG]Z@>X]ZKE N--[U$T_O5%[CWJ![GWJN49?:X]ZB:X]ZS7NO>H' MNO>JY0--KGWJ)KGWK*>[]ZA:[]ZI1-UFNO>HS=>]8[7?O437GO3Y0-DW?O3# M=^]8C7GO3#>>]/E
W#=^]'VOWK!-Y[TW[9[T] M'*,Z 7GO2B[]ZY\7GO3A>>]'*!T N_>GB[]ZYX7GO3Q>>]'*(Z 7?O4BW7O7 M/+>>]2+=^]'*!T*W7O4JW/O7/K=^]3)=^]3RB.@6Y]ZF6X]ZP%NO>ITNO>I< M0-
U;CWJ99_>L-+GWJ=+GWJ7$#96:I!+[UDK<>]3+/[U/*(U!)[T\/6BBB@84M HH$%%%% !1110 4A-!-1LU-(=AQ-1L MU,:2H7EK11&2L]1F2J[S>]0-/[U?*!;:7WJ)IO>J37'O4+W'O3Y0+S3^]0M<
M>]4'N?>J[W7O341FDUQ[U"US[UF/=>]0/=^]6H@:K77O4377O60UW[U"UW[U M7*!L&[]Z8;OWK%:[]ZC-Y[T^4#<-W[TTW?O6$;SWIIO/>CE W_MGO2?;/>L#
M[9[TGVSWHY0.@^V>]*+SWKGOMGO3A>>]'*,Z$7?O2B[]ZY\7GO3A>>]'*(Z$ M7?O3Q=^]4#H%N?>I5N?>L!;O MWJ9;KWJ7$#>6X]ZF6?WK"2Z]ZG2Y]ZGE
VUG]ZD$WO6,MS[U.MQ[TN41K++[MU()*RUG]ZF6;WI=ZW+GH:P[SO70BSG[WO7.7O>NCO>]]ZUB,YZ\ M[UA77>MV\[UA77>MX@9$_>J$E:$_>J$M=$1E1ZB85,]1-6R&1FDQ3B*2K&)B
MEQ2XHQ56"PF*,4[%+MHL%B/%+BG[:3%2T @IP-&**AH1(&J17JOFG!JEH"VL MM2K-[U0#TX25-@--;CWJ=+GWK'$M/6?WI6$;L=U[U:CN_>N=6X]ZL)<^]38#
MI8[SWJ[%>>]>]78KSWJ'$1U4=U[U:CNO>N8BO/ M>KD=Y[U#B!TJ7/O4Z7'O7.QW?O5J.[]ZGE$;ZS^]3K-[UA)=>]6$N?>I<0-M
M9:F66L=+CWJPEQ[UFX@:H>GAJSTG]ZF6:LW$5BWFEJN):>)*BPK$M%1AZ7?1 M80^BF[J7=2 6BDS2YH **** "BBB@ HHHH **** $HI:*0"44M% "44M&*0" M4444 %%%% !1110(**** "BBB@
HHHI@%%%% PHHHI@%%%% !1110 4444 % M%%%,84444 %%%%(HHHH **** "BBB@04444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444#"BBB@
HHHH **** "BB MB@ HHHH$%%%% !1110 4444 %%%% @HHHH **** "BBB@ HHHH ****!A111 M0 4444 %%%% !1110 4444Q!2&EHH ;32*?1B@9$5IA2I\4FVG<"L8Z88JM[M*391<92,-
,/M5_RZ3RZ=P*'D>U)Y'M6AY5)Y5',!0\CVH\BK_E4>51S 4/(M]J/(]JO^51Y5/F H>11Y%7_*H\KVIU'D>U7_*H\JCF H>1[4>1[5?\ *H\J MCF H>1[4>1[5?
\JCRJ.8"AY'M1Y'M5_RJ/*HY@*'D>U'D>U7_*H\JCF H>1[M4>1[5?\ *H\JCF H>1[4>1[5?\JCRJ.8"AY'M1Y'M5_RJ/*HY@*'D>U'D>U7 M_*H\JCF H>1[4>1[5?\ *H\JCF H>1[4>1[5?
\JCRJ.8"AY'M1Y'M5_RJ/*H MY@*'D>U'D>U7_*H\JCF H>1[4>1[5?\ *H\JCF H>1[4>1[5?\JCRJ.8"AY' MM1Y'M5_RJ/*HY@*'D>U'D>U7_*H\JCF H>1[4>1[5?\ *H\JCF H>1[4>1[5 M?
\JCRJ.8"AY'M1Y'M5_RJ/*HY@*'D>U'D>U7_*H\JCF H>1[4>1[5?\ *H\J MCF H>11Y%7_*H\JCF H>1[4>1[5?\JCRJ.8"B(?:G"'VJYY=+Y=',!4$7M3Q M%5GRZ4)1S
0B.GJE2;:=MI7$,"T\"EQ2U+87"BBBD(**** "BBB@ HHHH ** M** "BBC-!2444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4& MB@T)1110 4444 %+24M(HHHH **** "BBEH 2BEHH
****8!1110 4444 M%%%&: "BC-&: "BC-&: "@T9I* "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH ****0@HHHH&+1110 4444P$-(:4TAIH:(V M-0N:E8U6D-:(9%
(U4Y9*EE?K5":3&:M(!LLN.]4I9_>FS38K.FGZ\U:0%B2X M]ZJR77O5*:Y]ZHRW7O5)#--KOWJ(W?O6.]W[U"UW[U20&V;OWI/MGO6$;SWI MOVSWJN49O_;/>C[7[U@?;/>C[9[U7*!T/VOWI?M?O7/
&SWIWVSWI\H&_| M:_>C[7[U@?;/>C[9[T@WGO7/_;/>D-[[TN4#H/MGO2?;/>N?^V^ M])]M]Z.4#H?MGO1]L]ZY[[;[TGVWWHY0.B^V>]'VSWKGOMOO1]M]Z.4#HOMG MO1]L]ZYW[;[T?;?>CE
Z+[9[T?;/>N>^V^]+]VWWHY0.A^V>]+]L]ZYW[;[TO MVWWHY0.A^V>]'VSWKGOMOO1]M]Z.4#H?MGO1]L]ZY[[;[T?;?>CE$=!]L]Z/ MMGO7/?.?>C[;[TC[9[USWVWWH^V^]+E Z+
[9[THO/>N<^V^].%[[MT^]/%[[T]>]6$O/> MER@=&EQ[U82X]ZYV.[]ZM1W7O4N('0)/4Z35AQW/O5J.X]ZAQ$;"R5*KUEI/ M[U82:LW$"^&IV:JK)4H>LV@):*:&I6H'
MFJM)/[UHHC+#S>]5GG]ZJR7/O5.2Z]ZU2&77N/>J\ES[UGR7?O5.2[]ZM1 T MI+KWJM)=^]9JY0-5[OWJL]W[UDR7OO55[WWJE$#8>\]ZKO>>]8 MSWOO5=[WWJN4#:>\]Z@>\]ZQ7O?
>H&O/>JY1FVUY[U$;SWK$:\]ZB-Y[T[; MIO/>F&\]ZPC>>],-W[T6&;QO/>D^V>]8/VOWI/M?O1R@=!]L]Z<+SWKGOM?O M2_:_>BP'1"\]Z<+SWKG1>>].%Y[T6
Z1;SWJ9;SWKF5O/>I5O/>ER@=.EY[U M.EY[URZ7OO4Z7OO2Y0.J2\]ZL1WGO7*I>^]6H[WWJ7$1U4=W[U9CN_>N6CO? M>K4=Y[U+B!U"77O5E+GWKF([SWJW'>>]3RB.E2Y]ZLI<>]]9M
;"R5*&K,CFSWJRDM9.(%P&EJ!7J4-4-"'44F M:6D(**** "BBB@!**6DH ****0!1110 4444 %%%%,8444M @HHHH **2DS0 M [-(33"U,9ZI(=AY>HVDJ)Y:KO-[U:B,G:7%0/-[U5DG]ZJR7/O6JB,MR3^]
M59+CWJE+=>]4Y;OWJU$#0DN?>JSW7O69)>>]5)+SWJU$9JO=^]5GN_>LF2\] MZJR7OO5\]ZQY+WWJL][[U7*!LO>>]0/>>]8KWOO4#WGO3Y0-MK MSWJ%KSWK$:\]ZB:\]Z?
*,W&O/>HS>>]837GO3#>>]/E WC>>]-^V>]8)O/>D M^V>]%@-[[9[T?;/>L#[7[T?:_>BP'0"\]Z<+SWKG1=^].%Y[T6 Z(7GO3Q>>
M]E8#HUO/>I5O/>N:%Y[U(MY[T6$=.EY[U.EY[URZ7GO4Z7OO2Y M0.H2\]ZL)>>]^]+E ZA+OWJPEU M[US*7GO5E+SWJ>41TJ7/O5A+CWKFX[SWJU'=^]2X@=&EQ[U92;WKGH[KWJY%
M<^]0X@;J2U,LE8\=Q[U:CG]ZS<0-,/3LU227WJ=9*S<1$]%,#TX&H$+129I: M "DI:* $HI:2@ HHHH ****!A1110 4444""EI** %HS3]5);GWJG)=>]:J(%Z2Y] MZK/<^]9TMW[U4DO/>K40--
[KWJN]W[UDR7GO5:2\]ZKE UGN_>JSWGO60][[MU6DO?>JY1FP]Y[U7>\]ZQGO?>J[WOO5^]0M>>]/E VVO M/>HS>>]837GO49O/>GR@;QO/>F&\]ZP3>>](;OWHL,WOMGO2?;/>L#[9[T?:
M_>BP&__;/>E%Y[USWVOWI1=^]%@.B%Y[T\7GO7."\]Z<+SWI6 Z07GO4BWG MO7-"\]ZD6\]Z+ =,MY[U,MY[US"WOO4RWOO2Y1'4)>>]3I>>]K"7OO2Y0.H2[]ZL)=>]IY0.E2X]ZLQS^]]0XB-
=9*D#UFI-GO5A):R<0+H-+FJZR5(&J&A6)**:#2YJ1"T444 %%%% " M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%(H MHHH **** "BBBF 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! 110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4M)2T M
%%%% !1110 &DI324 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 HHH%% !111 M0 4444)1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444
%%%% !1110 4444 +4=ZW+GH:P[SO70BSG[WO7.7O>NCO>]]ZUB,YZ\[UA77>MV\[UA77>MX@9 M,_>J$E7Y^]4).IKHB,K-41J5JB-;(8P]:2G&FUJBA12@4E/%4 4N*44M #< M4F*=24K-
I#3J0U+0AII,THIJ; &ZDW&BDJ6A"[C2AS3**D+DRR5*LOO52G M XHL!H)-[U9CG]ZRE>IDDI6&;45Q[U=BN?>L&.7WJU'-[TFA'0Q77O5Z*[]Z MYJ.XQWJU'<^]0T(Z>*\]ZNQ7OO7*QW?
O5J.\]ZEH#K([WWJY'>^]>]6X M[WWJ&A'71WOO5N.]]ZY&.]]ZMQWOO4M".MCO/>K<=W[UR<=[[UH: ZN M.Z]ZM1W7O7+Q7GO5R*[]ZS: Z9+GWJPEQ[USL=W[U;CNO>LW$#>6?WJ59O>L
M5+GWJ=+CWK-Q$:XE]Z<)*S%G]ZE6;WI6$:(DIP>J*RU*LM*P%L-3@:K+)4BO M2L(GS2U&&IX-38!:***0@HHHH **** "BBB@ HHHH ****0!1112 2BEI* " MBBB@04444P"BBB@ HHHH
****!A1113 **** "BBB@ HHHH ****8PHHHH * M***0!1110 4444 %%%% @HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBBD 4444 %%%% !1110 4444QA1110 4444 %%%% !1110
4444""BB MB@ HHHH **** "BBB@04444 %%%% !1110 4444 %%%% PHHHH **** "BBB M@ HHHH$%%%%, HHHH ***6D,3%+BBB@ HHHH **** "BBB@ HHHH **** "B MBBB@ HHHH
,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,4 M8HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH M ,48HHH ,48HHH ,48HHH ,48HHH ,48HHH
,48HHH ,48HHH ,48HHH ,48 MHHH ,48HHH ,48HHH **** "BBB@ HHHH ****0!1129H 6BDHH 6BDHH 6B MBDI@%%%% !1110 4444 %%%% !124N: "BC-&: "BC-% !1110 4444 %%%% M
!0:*#0 E%%% !1110 4M)12 6BBB@ HHI10 4444 %%%%, HHHH **** "D MS2$TTM3L [-)FF%J3=18"3-&:CW4NZ@"3-&:8#3LT .S1244@%HI*6@ HHHH M **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH ****0@HHHH& M+1110 4444P$-(U*::U-#1"]5935F2J4QK5#*<[]:S)Y.M7;ANM9-S)UK5 4 M[B;KS65<3X[U8NI<9YK&N9NO-
6D,;/<=>:SYKKWJ*XGZ\UF3W/O5I#+DEU[U M7:[]ZS9+GWJLUU[U:0&N;OWIIO/>L4W7O33=>]6D,V_M?O2B\]ZPOM7O2BZ] MZJP&\+SWI?MGO6"+KWIWVKWIV W?
MGO2&\]ZP_M7O2&Z]Z+_;AO/>FF\]ZPS M=>]_-W[T6 W/MOO2?;?>L(W7O3?M?O2L!O?:?>C[;[U@?;_>D^U\]:5@_[; M[T?;?>L#[7[T?:_>BP&_]M]Z/MOO6!]K_>I&B\]Z?M/M?
O1]K]Z+_Y M-)-

O>=.:U[:]Z=.:AH#N+:\ZN0MKO..:U[:ZZKLN MCO>]<[>]ZUB,YV\[UA77>MV\[UAW7>MXC,B?O5"2K_>J$E=$1E9ZC-2/WJ, MULAC#3:<:;WK5%#A3A313A5#'"G4@I: "BBBD M%%%(
HHHI""BBBD 4AI:* M &TAIU)3 ;2&G8I,4 ,(IIJ3%(12 CI#3RM Q2L(9BBGXI,5+0K#,4M+BC%* MP6$IX)IN*4"E89,KU,LE5A3P:5A%Q):G2;WK/#4\25-@-1)_>K"7'O60LM2+ M-[TK
;27/O5A+H^M82S^]2+<>]38#H4N_>K$=Y[USBW/O4Z77O2Y1'31WGO5 MN.\]ZY>.Z]ZM1W?O4\H'5Q7GO5V*\ZI<1'617GO5V*\]ZY.
M*\]ZNQ7GO4N(CJX[OWJU'=^]>]6X[SWJ'$#ITNO>K"77O7-1WGO5E+OW MJ'$#I$N?>IEN/>N>2[]ZLI=>]1RB-Y9_>IUFK"2Y]ZLI<^]+E VEEJ99*R$N
M/>K*3^]3R@:JO4@:L])O>K"RU#B(M@TM0K)4@:LVA6'44F:6D(**** "BBB@ M HHHH **** "BBB@ HHHH ,4E+24 %%%%(04444 %%%% PHHHH **** "BBB M@ HHHH ****8!1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%%(M HHHH **** "BBB@ HHHIC"BBB@ HHHH ****!!1110 4444 %%%% !1110 M4444 %%%% @HHHH **** "BBB@ HHHH ****!A1110 4444
%%%% !1110 8 MHQ110 8HQ110 4444 %+244 !HHHH **** "BBBD,**** "BBB@ HHHIB"BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH 6BC-&: "BC-&: "BC-&: M "BC-&: "BC-&: "BC-&:
"BC-)0 4444 %%%% !1110 4444 %%%% !1110 M 4444 +FC-)12 7-%)10 M%%% !1110 49HI* %S1FDHH 7-&:2B@!JT]U[UG37?O5I 79+KWJJ]U[UFRW?O55[OWIV US=>] N?>L3[5SUJ1+G)
MZT6 W4N/>K,E9]QWK M1EK.N.]=$1F-==#6%>=ZWKKO6%>#K6R&]ZYZ\[UT=X.M<_>#K6J&<]=]Z MQ;CO6Y=CK6-<#K6B&94U4WJ],*IR"M4AD)IM/(II%.Q+&T"EHH)%%/44T"IH
MUS5HM#T6K*1YI(HZO10YQQ28QD<.:L);Y[5:BM\]JNQ6OM4,"@EM[5,MK[5J MQV?M5E++VJ&Q&*+3VI1:>U;ZV7M3A8^U2V!@?9/:C[)[5T'V'VH^P^U3<#G_M +)[4?9/:NA^Q>U!LO:E<#G?
LGM1]D]JZ'[#[4GV'VHN!SWV3VH^R>U=#]B] MJ/L/M1<#GOLGM1]D]JZ'[#[4?8O:BXCG_LGM1]D]JZ'[%[4?8O:BX'/?9/:D M^R>U=#]A]J3[%[47 YXVGM33:>U=$;+VI#9>U%P.<-
K[4QK7VKHS9>U1M9>U M.X'-M:^U0/;>U=(]E[57>S]J=P.<>W]JKO![5T,EI[54DM?:JN!A/%4#QUM2 M6WM522W]JH#*9<4S%7WA]JKM%BF%BOBEIY0BFXHL*P"G!B*;BB@"RDE6HY<5 MG*
<5.CTK ;$,]:5O<=.:YZ.6KT,V.]%BCJ+:YZB>L2WFR!6G!)6#0C20U**K1-D584\5E)"'4445(!1110 44 M44 %(32U&S4T UFJ!WI9'JG++BK2&$LM9\\]+//P>:RKFXZ\UK%#"XN.O-8]
MU==>:+JYZ\UB75UUYK91&+=777FL6ZN^O--NKOKS6-=777FMDABW-UUYK)N+ MGKS3+BYZ\UESW'7FM4@)9KCWJE)/[U#)-GO5=Y,T[-/DES55W)I6; 1$YJK# M$)S3:=BE"$TF@&
5(J$U(D6:LQP>U("!(LU9CAJS';^U78K7VI7 IQV_M5N. MV]JOQ6GM5V*SZ<4K@9T=K[5;CM/:M2*S]JMQV7M2N!D):>U3+:>U;:67M4RV M7M2N!B+9^U2"S]JW%LO:I!9>U*X&$+/VI?L?
M6^++VI?L7M1<#G39^U,-G[5 MTALO:F&R]J+@;WK1AEK%H#41JD%5(WJRIS6;1(^BBBH$%%%% !1110 4C4M,<\4T!%(MV*IROBIY6K/GDQFM4BB">7&:R[B?&>:FN9NO-8UU/UYK:*&17-
QUYK&NKGKS M3[NXZ\UAW=SUYK9(8ES==>:Q[FZZ\TEU<]>:R+BXZ\UJD,6XN>O-95Q<=>:) MY^O-9LTV>]6D Z6;.>:I22TDDE5W>BP@=ZB)S03FBF,*,4X)FI5BS3-B5":F
M2.IDA]JMQV_M0!7CAJS'!5N*V]JNQ6OM2N!1CM_:K,=M[5I16?M5R*S]JFX& M7':>U64M/:M:.R]JM1V7M4W$8Z6GM4ZV?M6TEC[5.ME[4N8#"6S]J>+/VK>% ME[4\67M2Y@,$6?
M2_8_:M\67M2_8O:CF&<\;/VIAL_:NC-E[4TV7M1S U0267M3N!RLEI[55DM?:NJDLO M:J4MG[4[@U59(*Z66TZ\51EM<=J=P.>DBJL\=;LMM[51EM_:F(R67%, M-7I(?:JS1D4":
(:,TXK2$5)%@#4]92*CQ24@N7HYCZU16K;3=*EHHZZUNNG-;EI<].:XZUFZM9>!6O;OP*QDA&Q$]6HS6 M?"U7HC63 LBBD'2EJ!!1110 QC4#MBI9#BJ:UBBD1W$^,\UCW5QUYJ2ZN.O-
8EW<]>:Z(H9'=W77FL.ZNNO-/N[GKS6'= M7/7FM4AC;JYZ\UCW-SUYI;FXZ\UE7$_7FM$@$FGSGFJ,LV:;)+FJKR4["8YY
M*KL^30S4RF@0$TE+BG!BM?:KT5ITXJ6Q&=':^U6H[3VK4BL_:KD=E[5+8&0EI[5.M MG[5M)9>U6%LO:IY@,_;/VIXL_:MY;+VIXLO:ES 8(L_:G?8_:M\67M3OL7M1 MS <]]C]J0V?M71?
8O:FFR]J?,!SAL_:HVL_:ND-E[4PV7M1<#F6L_:H7L_:N MH:R]J@>R]JJXSEGM/:JTEK[5U4EE[54DLO:G<#EI+;VJK);^U=-+9]>*IRVG MM3N!SM:=OK\$M)HHZFVNCQ
MS6O;77(YKDK>8\5KVT_(YJ6A'86MT>.:V[6YZ.:W+2?IS6;0CK[6? M...:V+>;(%]]ZZ.][USE[WK6(SG;SO6'==ZW+SO6'==ZWB! MD3]ZH25?G[U0DK>)16?O41J5^]1&MT4,/6D[TIZTG>M$,<*<*:*
<*L8\4M(* M6D M%(*#2 6BBBI$%%%% !1110 4444)BBEHI@)BDQ3L48H ;BDQ3\4F* & M8I-M28HQ0!%MHVU)BC%("+;2;:FQ28I6 BVT8J0BFD4K -HI3246$+FEW4RD MS2L!*'IPDJ#-
&ZE8"R):<)JJ;J-YI6 O"?WJ59_>LT/3Q)4V-UDN/>K,=S[U MBK+4R3>]*PC>CN?>KD5UTYKGDG]ZLQW'O4V$=)%=^]7([OWKFH[GWJU'=>]2
MX@=/'>>]6H[SWKF([KWJREW[U+B(ZB.\]ZM1WGO7+QW?O5F.\]ZEQ ZF.\]Z MM1W?O7+1WGO5J.\]ZEQ ZF.[]ZM1W?O7+QWGO5N.\]ZAQ$=1'=>]7([GWKEX MKOWJ[%=].:EQ Z:.X]ZM)
<>]IUF]ZPX[GWJPES[UFT M(V5E%/$@K*6X]ZE$_O6;0&CY@I=XJB)O>G"7WJ;"+N^EW54$E/$E%A%C-&:B M#4X-2L!)130:=2$%%%% !1110 4444 %)BEHI)12T8H 2BEI* "BBB@ HHH MH
**** "BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% PHHHH **** "BBB@04444 %%%% !1110 M4444 %%%% !1110(**** "BBB@
HHHH **** "BBB@84444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1113&%%%% !1110 4444 %%%% !1110 44 M44 %%%% @HHHH **** "BBB@ HHHH **** "BBB@ HHHI %%%%
!1110 444 M4 %%%% !1110 4444 %%%%,84444 %%%% !1110 4444 %%%% !1110 4444 MA!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110(****
"BBB@ HHHH **** "BBB@84444 %%%% !1110 4448I M%%%+0 4444 %%%%, HHHH ***0F@!*&.N+GKS63<777FF7-UUYK&N;OKS6J0$]Q=^] M9D]W[U4N+OD\UFS7?O56-O2W?
O59KOWK,DNO>H#<^].P&R+GGK4\=QD]:P4N M.>M6X9L]Z+ =##-R.:TK>3.*Y^WESBM>V?I4-;]L_2M:W;I6':MTK9MCTK-M@:\!Z5HQ5FV_:M*'I6;$6TJ45&E2"LF)BT445(@HHHH **** $-
%!HH **** M "BBB@ HHHIC"BBB@ HHHH ****0@HHHI %%%%(04HI*44#"BBBF 4444P$I MC4^F-30T5I:SKCO6C+6?<=*Z(C,>Z[UAW@ZUNW7>L.['6MT,YV\'6L"\'6NB
MO!UKG[P=:U0SG[L=:QKD=:W+L=:QK@=:U0S)F%4W%7YA5.05HAE5AS3#4KBF M&KL#&44M%*Q(Y15J%:KJ.:NP+TJBT6X(\XK3@ASBJMLG2MFUBSBI8$L%OG'% M:
<%KG'%.M8,XXK8MK;IQ638BM%9^U7([+CI6E!:=.*O1V?M638C&6R]J>+'V MK?6S]J>+/VJ'(1SWV'VH^Q>U=%]C]J/L?M4\P'._8?:@V/M71?8_:C['[4N8 M#G/L/M1]B]JZ+
['[4GV/VHY@.=^Q>U'V+VKH?L?M1]C]J.8#GOL7M1]B]JZ+ M['[4?8_:CF$<[]A]J7[#[5T/V/VH^Q^U',!SOV'VH^Q>U=%]C]J3['[4U4I U4I;/VKKY;/VK/FL_:K3&U49;:VKJYK3KQ6=-
M[5HF,YB6W]JJ205T,UM[50E@]JH#$>+!J%HZU)(>:JR1U0%$KBFXJPZ5"1BB MP#*>K4VBBQ).CU:CEQ5 '%2H].Q1KQ3>]:-O<=.:P(Y<5=AFQBI: ZBUN>G-
M;=I<].:XZVGZKBAHBEDK/GFJ6>7&:RKF?&>:V2&1W-Q@'FL:ZN>O-27 M5QP>:P[NYZ\UM%#&7=UUYK#NKKKS3KNZZ\UAW5SUYK:*&)O-%Q M<=>:RYY\YYK5(
GGSGFLZ6:B:7.:IN^:T2&/:2HR]1DT4"'9S2@9I!4R+FJL M,14S4R19J2./-6XHU3P6_3BM&"V]JS8%>&UZ<5H0VGM5N" MTSCBM2"S]JAL"C#9>U:$-
ETXK0AL_:M&&SZ<5#8&9%9>U7([+VK5BL_:KD=G M[5+D(QTLO:IULO:ME+3VJ9;3VIU,:T]J?, M!S#V7M562R]JZI[3VJM)9^U/F Y&6R]JHS67M77RV?M5&:S]JI2&<=-9^U9T MUIUXKL9[/VK-
GL^O%6F,Y":UZ\5GS6_M75W%IUXK+GMNO%:(#G)(,=JJO%BM MR:#&>*HRQ5: RF3%,(JY(F*K,N*NP$=.#4TTE(DL+)BK<4U9H-3(^*+%(W() M^G-:=O<].:YR*7I5^&?I4M =5;773FMJUNNG-
<=;W'3FMBUN>G-9-_=K:773 MFMNUN>G-<7:7/3FMVTN>G-8R0CL;:XZZDZUO%%%*ZFQFL.[GZ\U=NY>O-8%Y-UYK>*&4[NXZ\ MU@W=QUYJU>3]>:PKN?KS6\4,@N;CKS65//UYI]Q-
UK,FEZUJD,2::J4LE+)) M55VS56 5GS49.:":2I(8HIZKFF"K$:YIV*0](\U:CASVI88\U?AASVI#(XK? MVJ_#:^U3P6^<<5IV]KGM2$58;3IQ6A#9^U7H+3IQ6G!9>U9M@9L5E[5>BLO:
MM2&R]JNQ6?M6;D(RH[+VJU'9>U:\=G[5:2T]JER$8Z67M4ZV7M6REI[5,MI[M5/,!ABR]J>+/VK<%K[4HM?:ES 8@L_:C['[5N?9?:E^R^U',!A&S]J8;/VK? M-K[4AM?:CF&
<\;/VIC67M70FU]J:;7VI\P'-M9>U5Y++VKIVM/:H7M/:GS < MI+9>U49;+KQ77RV?M5&:SZ\52D!Q\UGUXK/FL^O%=A-
9]>*SI[/KQ5I@U9TUM[5UT]IUXK,GM>O%6F!RTMM[52D@]JZ2:V]JH2V_M5 83P^U0-'BMB2 MW]JK/![4",PH:3::NF'FF&&I9+*P6I5%2"*GK$:D2'P]:TK<]*IQ1FK\"4,L
MU+9NE;5H_2L6W7I6O:CI4,#H+1^E;UF_2N=M.U;UIVK-B.AM'Z5LVS<"L*T/ M2MJV-92 V(#TK1A-9=OVK3A[5DQ%L=*6D'2EK(0444TGB@""8UGSOUJY.U9=
MR_6MHHHIW$N,UCW4_7FK=U+C-85Y/UYK>*&5;NXZ\U@W=SUYJS>7'7FN?O+C MKS6\4407=SUYK%N;CKS4MU<=>:Q[B?KS6R0QEQ/UYK-FEI\TNU:,%OT MXJ6!!#:^U:,-
ITXJS!:].*TX+3IQ4-B*<-GTXK0ALO:K\%GTXK1AL^G%9MB, MZ*R]JN1V7M6I%9^U78[/VK-R$9*67M5A;+VK82T]JG6T]JAR Q!9>U/%G[5N M"U]J<+7VIU5S U4Y;+VKK)
M+3VJI+9^U4I#.1FLNO%4)K+VKL)K/KQ6?-9^U6F,X^:S]JSIK3VKL)[/KQ69 M/:=>*I,#DIK7KQ5"6V]JZJ>UZ\5FS6WM5(#G)(/:JSPXK=EM_:JDD'M3 QV0 MBF[36@\/M41A]J3$RF%J15]?RJ415)
(V,5M.@K)B-^V;I6 MM :QK7M6O;]JQ8&E%4U015/63$%%%%(HHHH **** "DI:2@ HHHH **** " MBBB@ HHHH **** "BBBD 4444 %%%% !1113 **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!:CDZ M5)4]ZYR]
[UT=[WKG+WO6L1G.WG M>L.Z[UN7G>L.Z[UO$#(G[U0DJ_/WJA)6\2BL_>HC4K]ZB-;HH::2E-)6B&** M>*8*>*H8X4M(*44 +1112 ****D04444@"BBB@ HHHI@%%% IC"EHHI@%%%% M
!1110 4F*6B@!*0BG4E(!IIIQI"* &$4TT\TTBD(::2G8I,46 ;24[%&*5 MA#:0T[%)BIL(2EHQ12L H8BI%>HJ446&6ED]ZG26J(-2*U*P&DDWO5A)_>LI
M9*E66IL(UTN/>K"7/O6*LWO4JS^]*P&XEU[U82[]ZP%N/>IDN/>I:$=%'=^] M6H[SWKFDN?>K*77O4M =-'>>]7(KSWKEH[KWJW%=^]2T!U45Y[U>BO.G-
KL5Y[UR<5Y[U=BO/>LV@.KCN_>K4=W[URT=Y[U;CO/ M>H<1'3I=>]3K=>]>]64N_>LW$#H5N?>I5N/>L%+KWJPES[U/*(W%G]ZF M66L5+CWJREQ[TN41K+)4JO68DWO5A):5@-
!6J0&J:2>]3J]0T!-12 YI:@D* M*** "BBB@ HHHH **** "BBBD E%+24 %%%% !1110 4444P"BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH
MHH&%%%% !1110 4444""BBB@ HHHH **** "BBB@ HHHH ****!!1110 444 M4 %%%% !1110 4444#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M ****8!1110 4444#"BBB@ HHHH
**** "BBB@ HHHH$%%%% !1110 4444 M%%%% !1110 4444 %%%%(HHHH **** "BBB@ HHHH **** "BBB@ HHHIC" MBBB@ HHHH **** "BBB@ HHHH ****!!1112 **** $HHHH **** "EI*6@
MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@0449HS0 449HH M **** "BBB@ HH-% PHHHH **** "BBB@ I:04M !1112 ****8!1110 444 M4 %1LU*S8%5Y)*I(8/)59Y<=Z;+-
UYJC+/CO6BB,GDGQWJG-<^]5IKGWK/GN MO>K41EF>ZZ\UDW-WUYJ&XN^#S61=7?7FMDADEU>=>:Q;F\Z\U%=7G7FL:YN^ MO-:) 3W%WR>:SIKKWJI-=<]:I27'O56
NO<^]1_:/>LXSY[TJR\T[:TM#TKU8=IVKW[5J0CBLVW'2M.$<5DP+25(*8O2GBL62PHHHI""BBB@ HHHH 0T444 M %%%% !1110 4444QA1110 4444 %%%%(04444@"BBBD(*44@I:!A1113 **
M**8"4QJ?3&IH:*TM9]QT-:$M9\]=,1F1==ZP[OO6Y==ZQ+OH:W0SG[SO6!>= MZW[SO6!=]ZU0S"NN]8UQWK9NN]8]SWK5%&9-5.2KDU4Y.M:H"L]1FI'J,U0V M-
HHI$$J=:OVXY%4$ZUHVW4519KVJ]*W;./.*Q[->E=#9)TK-@:UG#TXK=M M;?IQ5"RCZ5T-G#TXK&3$3V]MTXK1BM?:GVT'3BM.*#VKGFQ%);7VIXM?:M-8
M/:G^1[5BY$F3]E]J/LOM6MY'M1Y'M2Y@,G[+[4?9?:M;R/:CR/:ES 9'V7VH M^R^U:WD>U)Y'M1S 9/V7VH^R^U:WD>U'D>U',!D_9?:C[+[5K>1[4>1[4U6I%'+RV?M
M6?/9]>*ZR6U]JH3VO7BM8L9R$]IUXK+N+7KQ787%KUXK)N;7KQ6R8'(W%M[5 MF3P=>*ZJYMNO%9%Q!UXK5#.;FAQVJC+'6[<0]>*S9H^M4!D2)BJKK6C,E4Y%
MJAE8TE/84W%%B;!2@TE%-$JO5F*2J(-2HU)@;$$W(YK8M)^1S7-0RG-=!:2=*Y*RDZ5T=G)TK"2) M.DMGZ5IQ-Q6+:OTK5A:N>0BZ#3JC4U)60A:*2BD IIA-*:C=J:0R.5N*H3R8
MS5B9^*R[F7K6T4,JW,V,\UC74_7FK5U-UYK"O)^O-;Q0RK=W'7FL&\N>O-6+ MRXZ\U@7EQUYK9(9!=W/7FL6YN.O-2W5QUYK'N)NO-:I#&SSYSS6?++2RRYJI M(]:I-D>H2:
<3S3:8F)2BDQ3@,FFD)#T&35J)*CB2KT,72F420Q9Q6C!!G'% M-@AZ<5JVUOTXJ&-6]OTXK6M[7VI;:VZ<5L6UKTXK)@,M[3IQ6K;VG3BIK:UZ
M<5K6]KTXK%L16AM/:M"&T]JN0VOM5Z*V]JR<@*<5K[5:2U]JO1V_M5A(/:LW M(3*"VWM4@MO:M!8/:GB'VI+?VIPM_:M#RJ414U:'E4>5 M2Y@,
[I/[4AM_:M+RJ3RO:CF$9AM_:FFW]JU/*]J0PTFCJA(O-;4\77BLV:.M$,H$4VI77!J,BDT2T(*<#28H% D3QOBK<4N* MSP:F1\4F4;,,^,;IS4-#.LM+GIS6]:7/3FN-M9^G-;EI
M<=.:R:$=I:7'3FMRUGZ2]>:YZ]EZ\UJWDG6N>O).M;Q0S+O M)>O-85U+UK1NY.M8ER_6NB*&4KB3K6=*]6)WYJC(U:)#(W;-1FG&FFFQ,::! M2T"IL0.7K5R%:JH.:OP+3+1=@CK6MXU--
O[5I>52>5[4U',!@R6OM5*6U]JZ22#VJG+;^U6I M#.8GM.O%9L]IUXKJYK;KQ6=/;=>*U3 Y&XM.O%9=Q:]>*Z^XM>O%9=Q:]>*U M3&*SIK7VKJY[7KQ6=-
:^U7<1R\MM[54DMO:NEEM?:JU#**\$'3BM6VBZ<4L-KCM6C!;].*A@3VL?2MNT3I5*W@QCBM>VBQBH8C1 MM5Z5LVPZ5FVT?2M>W6L6!H6XK2AJA .E:$(K)B+8Z4M(O2EK(04QCQ3ZBD/%
M-#*5PW6L>Z?&:T[ENM8=V_6NB*&9=Y+UKGKV;KS6K>R=:YR^EZUT111F7L_7 MFN?NY^O-7[V7K6!=R]:WBAE.YFZ\UES2\FIKB3K6=*^36J0QDDE5F.33F.33 M#5"8TTE*: *FQ HJ>-
:B4/I0,G@@Z<5K6] MOG'%0VT73BMFU@Z<5# ?;6W3BM:WM>G%+:V_3BMBVM^G%9,1'!:=.*T8;3VJ MQ!;=.*T8;?IQ6,F(JQ6OM5N.U]JN1V_M5I(/:L7(122V]JF%M[5>6'VJ00^U
M9\Q)0%O[4OV?VK0$7M2^5[4N8#/^S^U+]G]JO^5[4OE47&9_V?VI/L_M6CY5 M)Y5.X&=]G]J:;?VK3\JD\JGS 99M_:HVMO:MU4)K3VKJ);;VJE+;>U:J0SDI[3KQ69<6G7BNOGM?:LRXM
M.O%:I@UZ\5V%Q:=>*RY[3KQ5I@* MJX'-26_M4)M_:M^2U]J@:U]J38,Q?L_M2BWJU_LGM3EM/:D292V_M5F.W/I M6BEI[582T]J"BC%!TXJ_!#R.*LQVGM5V&UYZ5+$);1=.*VK6/I4%O;=.*UK:
M#&.*S8B[:)TK=M%X%9MK%C%;5M'TK)B-V'2M:WK-MUZ5J0"LF!?BJ>H(ZF% M9,0M%%%2 444&@ HI** %I*** "BBB@ HHHH ****0!1 M110 4444 %%%%, HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH
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"BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@
HHHH **** %J.3I4E1R=*:W&MS-NNAK#N^AK< MNNAK#N^AKH11S][WKG+WO71WO>N]:Q&<[>=ZP[KO6Y>=ZP[KO6\0,B?O5 M"2K_>J$E;Q**S]ZB-2OWJ(UNBAII*4TE:(8HIXI@IXJ@'"E%
(*44#%HHHI M%%%%2(****0!1110 4444P"BBBJ&&:,T44P#-+FDHH 6BDHH 6BDHH ****0 M"&BEHQ0 S%(13\48H CQ2;:EQ28H CVTFVI<48I"(=M)MJ;;2;: (L4F*F*T
MFVE8"+%&*D*TF*5@&TH-&**5@'!J<'J+-&:5A%@24X2U5W4N^IL(N"6I%FJA MOIPDI6 TEG]ZF2X]ZRA+4BRU+0&RES[U9CN?>L)9O>ITG]ZEH1T$=USUJW'= M^]>]]K23 M>]<_%
<].:N1W/O6;B!N)+4RR UCQW'O5E)_>LW$1I!@:6J2S^]2";WJ+"L6: M*A$M.$E*PB2BF;Z7=18!U%)FEI %%%% !1110 48HHH ,4F*6B@!**6B@!** M,44 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !11 M10 4444 %%%% PHHHH **** "BBB@ HHHH ****!!1110 4444 %%%% !111 M0(**** "BBB@ HHHH **** "BBB@84444 %%%% !1110 4444 %%%% !1110 M
4444 %%%% !1110 4444 %%%% !1110 4444 %%%%,84444 %%%%(04444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444QA1110
4444 %%%%(04444 %%%% !1110 E%%% !1 M110 4M)2T %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444"$H MHHH *6DI: "BBB@ HHHH 4TE*:2@84444 %%%% !1110 4M)10
M%-S1F@!U M%,W4;Z 'T5%YE(9:=@)20*C>3%0/-[U7DG]ZI(9/)+5.6?KS4,MQ[U0FN>O- M:J(R::XZ\UG37/O4$]UUYK,GNNO-:J(RQ/==>:S+B[Z\U5N+OKS67<7?7FK4 M1EFYO.O-
8]U>=>:AN+OKS61:R+BZZ\U'<7/7FLR:X]ZM(" M:6XYZU5:>JKS<]:B,M58"YYM2))DU05\FK$34[:L#5KVIY%8EN>:V;7J*EH M1O6?:N@L^U8%GVKH+
(=*R8&]9CI6[:CI6)9CI6[:CI6,A&M;CI6I"*S;<=*T MX>U82 LKTIU(O2EK$@**** "BBB@ HHHI)1113 **** "BBB@ HHHIC"BBB M@ HHHH ****0@HHHI %%%%(!110** "BBBF 4444P$IC4^F-
30T5I:H7'>K\ MM4+CO73 9CW7>L2[Z&MNZ[UB7?0UNAG/WG>L"\[UOWG>L"\[UJAF%==36-<= MZV;KJ:QKCO6J&9DW6J!7362] M*PDR35M8N!6I#%Q5:U3@5JPIQ7+-B&K%3O*]JLJE.V5S-
DLJ>51Y56]E&RBX MBIY5'E5:V4;*+C*GE4>55O91LHN!3\KVH\KVJWLH\NBX%3RJ/*JYY8H\L47 MI^52^55O91LHN!4\JCRJM[*/+HN!4\JCRJN>71LHN(I^3[4TP^U7O+H\NE<1 MFM!
[5"]O[5K&*HGB]JM2*1ARV_M5&:VZ\5T4D/M5.:#KQ6T9#.7N+7KQ61*Z(L9Q]U;=>*Q;JWZ\5V%U;]>*P[N#KQ6Z8SDKF#KQ63 M<18S73W4/7BL:YBZUH@.>GCJA*E;-
Q'6=,G6J0S.=:B(JTZU"PJP(L4E/(II MH:$QM.4X---J"2S$_(K4M7Y%8R'FM&V;D4F6=+92=*Z.QDZ5R=F_2NCL7Z5 MA)".OL9.E=)9/TKDK%^E=+8MTKGD2=/:MTK8@;I6#:-TK:MSTKFD(T4-2BH(
MS4PK)B'44E(32 1C5>1ZD=JIS/Q6D4,@N).#6/=3=:N7,O!K$NYNO-=$4,I7 MD_7FN?O+CKS5Z\GZ\USU[/UYK9(92O+CKS6!=S]>:N7D_7FL&ZFZUJD!6N9N MO-
9'IQ44$7(K5MH>G%2QDUM!TXK9M;?IQ4-K!TXK*'VJRD58MB($A]JF6*K"QT\)638F5Q%2B.K.P4;:5Q%?RZ-E6-M)MIW @V4 M;*GVT;:+C(-E&RI]M&VBXB#RZ0QU9VT;:5P*ABJ-
HO:KQ04TQT[@9KP^U5Y+ M?VK7:.H7B]JM,9@S6WM6;<6W7BNFEAJA/;]>*VBQG)7-KUXK$N[;KQ79W-OU MXK$N[;KQ71%C.+N[;KQ6'=6_7BNRO+?KQ6#=V_7BMXL9R5S#=V_7BMXL9R5S#UXK)GBY-=/=0
M=>*Q[F'KQ6J91@RQU69<&M2:*J4B50%;%)BI"N*:118FPVG TTT5(%A'Q5V" M3&*S U68I*EC-^VFZ5M6L_3FN7MY>:U[:;IS6;0'76EQTYK>L[CIS7'6D_3F MMZSGZL.VEZ5J0OQ7/
M)$FBAJ8&JL;<584UDQ#Z:W2G4UJD"O*>*S;AN#5^8UE7+<&M(C,R[?K6#>/U MK7NWZU@7C]:Z(C,>\DZUSUX_6MB\?K7/WC=:Z(C,F[?DUBW+=:T[INM8]PU=
M$2BC,:IO5F4\U6;K6J&1FD-.I#18EC:!2T"E8FQ)&.:T;=:HQ#FM*W'-#+-6 MU7I6_9Q]*QK0=*Z&R7I4,#9LHNE=!9P].*RK%.E='91]*S8B_:P=.*UX(/:H
M+2+I6Q!%P*YYB$B@XZ586#VJQ'%Q5A8A7')@RH(?:I!#5H1BG;!4&JTD'M6LT=0/%5IC,26#VJA-;]>*Z"2'VJG+! M[5K%C.:GMNO%9D]KUXKJ9K?KQ6?-;=>*V3 Y.>UZ\5G36GM76S0M5"6T]JJT
M4@.4EL_:JCV?M7526?M55[/VI\P', 9^U,^Q>U=*;;VIJ YT67M4JV/ MM6^ME[5*5*MEC[(5%+!+5:Z9)TK*4%R9O7]UKN3^S)N(I[44*-(!'H]^T8T2D1
MO%BM.!,5#*$CZ=^VJ_5J3.;*JG]K'M5H#L]H!NM\QC&X%^MS5+,%F9N(+.I/RN$;DBPXN&V!;@V0+VHWZJ-S%3UP8AH[L9%BPUQT>SS_%@BKNAT-WJ&O6+IP9
K5%VS M4\S558Y :H8TTE+13L(3(3(!GF&3%D!6(H+P+5QNK@K18AZS9%^&8Y,H&@F_8EN3&Y%6N#KAT&G1WL[;HA#G.J$;4ZTK8>I&+T;EBD"N<,8@C'_M5BQV:-N=UA)
ML00=.*OQ0>U%O%TK0BBZ5S28B..\VJRD/M4R15.L8KFDQ,KK%3_*JP%E1N#
M:FF*K>!2%11<12:*H7A]JT2E,:J4BC)D@]JJ26(M6V\\55WA]JJ"+5QM4S/W=VS:M@H3J+9UUR6VSE-5SJ,A+[\QL*UV]XE%!$>/+!"6]P):SC!Z\LR]$GE7
%E[5*M ME[47 P5LO:K"67M6XME[5.EE[47 Q$LO:K<5G[5KI9^U6$M/:I; SH;7&.*T MH+;IQ5F*V]JVQ4TWM]XTFV7C7B3HV]%DMJ3R_6IOIV7=7U5+'V3BVE4Y7^=O
I*6DH$%%%% PHHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@
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"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!:CDZ5)4]ZYV][UT5[WKG;WO6L1G.WG>L.Z[UN M7G>L.Z[UO$#
(G[U0DJ_/WJA)6\2BL_>HC4K]ZB-;HH::2E-)6B&**>*8*>*H M!PI12"E% Q:***0!1114B 4444 %%%%, HHHJAA1113 **** "BBB@ MHHHH ****0!1BBEH 3%&*S%&*=

3%&*6B@!,4F*=24 -(I"*?332$-(MII%/(IIH 8:::>::12 ::2E-)2 2BEI*DD,T9I**0AP:G!ZCHI#)UDJ59:J MT\-2L!>66ITF]ZS5>I%DJ; :J7'O5A+CWK'66IEF]ZFPC;2Y]ZL)=>]8:SU, MMQ[TK ;Z7?O5F.
[]ZYU+CWJPES[U/*!TD=W[U;CO/>N8CNO>K4=U[TN41U45 MY[U=BO/>N4BN_>KD5Y[U/*!UD5Y[U>BO/>N3BO/>KL5Y[U+B(ZR*[ZN3BO.G-7HKSWK-Q ZJ.[]ZLI=>]>]6X[SWK-
Q$=,ES[U.MS[USD=Y[U M92[]ZS<0-]9_>I5F]ZQ$NO>K"7'O4\HC766I%>LQ)\]ZL)+2Y0+ZM4@-5$DJ M=6S4M!8EHI :6H)"BBB@ HHHH **** "BBB@ HHHH 2BEI* "BBBD 4444 % M%%%,
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@84444 %% M%% !1110 4444 %%%% @HHHH **** "BBB@ HHI<4)12XHQ0(2BBB@ HHHH M **** "BBB@84444 %%%% !1110 4444
%%%% !1110 4444@"BBB@ HHHH M**** "BBB@ HHHH **** "BBB@84444 %%%% @HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH
MHH&%%%% !1110(**** "BBB@ HHHH **** $HHHH ***6F E+12XH 2BEQ1B M@!**7%)0 4444 %%%% !1110 4444 %%%% !1110 4444"$HI:* $HI:2@!: M*!10 4444 *:2BB@84444 %%%%
!1110 E(30::35# FFEJ:S5$ST[2%Z89 M/>H&D]ZA>;'>G8"RTWO433X[U3>?WJM)<^]/E NR7'O5.6Z]ZI2W7O5&:[Z\ MUHHC+LUU[UG3W?7FJ<]YUYK-GO.O-:QB,MSWG7FLNXN^O-
59[SKS67/=]>:V M41EFXN^O-9<]WUYJO/==>:S)[GKS5J(R>XNNO-9=Q<]>:9 <>]9TTWO56&+/ M/UYK/EFI99<]ZJ.^33L(5I.:;OYJ/- IBN6$:KD)JC'UJ[#3L,U+;M6U:=16 M+;#I6W:#D5+
WK(=*Z*R'2N?LQTKH;(=*RD(W[,=*W;4=*P[/M6[:]JYY"-: MW[5IP]JS;?M6E#VK"0%D=*6D'2EK$@**** "BBB@ HHHI)1113 **** "BB MB@ HHHIC"BBB@ HHHH ****0@HHHI %%+12 !1110
4444P"BBBF E,:GTQJ M:&BM+6?<=ZT):S[CH:Z8C,BZ[UB7?0UMW7>L.[[UNAF!>=ZP+SO6_>=ZP+SO M6B&85UU-8UQWK9NNIK&N.];
(9F3=35.3K5R:J%:EIU%9@KFDQ&_:C@5K0CBLNTZ"M6'I7+48B<#BEHHKF,PHHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@
I"N:6B@"%HZKR1>U7JC=:#KQ65*Z*:/@UF7,76NN$BCEKN#KQ6#>0=>*ZZ[BZU@WD76NB+& M0]>*PKJ+K75WD76L"[CZUJF!S5S'UK+G3K6[=)UK(N%ZUJAF7(M5V%7)5
MYJJXK1#*YIAJ1JC-#$QII*#25FS(>IJ_;-R*SUJ[;GD4&BV-ZS;I716+=*YJ MS/2NAL3TK&0'56+=*Z:Q;I7*V)Z5TUB>E!6#9GI6Y;'@5S2 M$:D?2IQ5>+I4XK)@*33&-
*343M20$3=>:Z8H9G7L_7FN=O)NO-:-[-UYKG[R;K6R0S/NYNO-8EU+UJ] M=2=:QKE^M:) 59Y.:I.V34LKG%4[6+I6W:0].*AL1=M(.G%;UG;].*IV<'
M3BM^S@Z<5A)@6K2WZ<5MVUOTXJO:P=.*VK:'IQ6$I")((.G%:$4/3BB&+BK: M)7/*1()'4RIBE5:=6+8KB 4M%%2(**** "BBB@ Q1BBB@ HHHH **** "BBB
M@!,4TI3Z*=P*KQ^U5)H*ZJXBX/%8]U#UXK MIC(HY"\M^O%8%Y;]>*[*\@Z\5@7D'7BMXR&<;=P=>*Q+F'KQ777<'7BL&ZAZ M\5O%E',SQ=>*H2Q\UNW$76LR:.M4QF8Z5"PJY(M5G%,"
TTFG-3#4LABYJ2- ML&H:>IJ03-&&2M2WEZ14-" M.PLYNG-=!9S=.:X^RFZ*R;INM:DYK(NCUK6(&+>-UK O&ZUMW
MAZUS]X>M;Q&8=XW6L"\;K6W>'K6!=GK73$HR+INM9$YZUIW)ZUDSGK6\1E*0 MU7/6IY*@/6M4,2DI:2F(2@44HI")HNM:=OVK,BK3MNU)C NS'2NBL>U<[9GI M716)Z5# Z:Q'2NEL5Z5S-
BW2NFL6Z5DQ'0VB\"MFW7I6-9MP*VK<]*Y:NP%V M->*FQ4<9J2N!D,****1(4444 %%%% !1110 4444 %%%% !1110 4UES3J* M*SQU6DBK089J)TK2,BC(EA]JI2V_M6W)'GM5:2'VK92
P);;VJE):^U=%)![M56>W]JOF YQ[3VJ!K/VKHFM?:HC:^U',!SQL_:D^Q>U;YM/:D^R>U',!AK9> MU2K9^U;(M/:I%M?:CF R%L_:IEM/:M9;7VJ1;;VIL
M'M2Y@**6_M5J.'':K"P^U3)%4M@1QQ5:C3%*D=3JF*S;$*BU805&JU,HJ6 \ M4M(*6H$(:J3G@U:;I5.X/!K2 T9%V>M<[?-UK?O#P:YR_/6NB)1SE^W6N8OW MZUT=^^>M'DUAW)Y-
;Q&496YJ&GR'FHZU!BTM)2B MJ0(*444HIV*)8Q5Z =*I1U=@[4F,U+8=*VK4=*Q;<]*V;4]*EB-ZS'2M^S'2 MN?LVZ5OV;=*S8CH;0=*W+5>E85FW2MZT/2L9" :W7I6C$E4;<]*T8NE<51B) MU7
IU Z45RD,****!!1110 4444 %%%% !1110 4444 %)BEHH 84J)XZL4A M%4G8=RA)%526'VK59*@>.MHR&8U2K9>U;0M/:I%M/ M:CF&8ZV?M4JV?
M6PMK[5(+;VHYA&0MI[5,MK[5]"V]JD6W]J7,!GI;>U6([? M':KJP>U2K#[5+D!!'#BK<<=/2*ITCJ&Q!&E6$% 5<5,HJ&Q#EJ04T"G"H8"T M444@"DI:2@04444#"BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** %J.3I4E1R=*:W&MS,N>AK#O.];EST-8= MYWKH19S][WKG+WO71WO>N]:Q YZ\[UA77>MV\[UA77>MXC,F?O5"2K_>
MJ$E;Q&5FJ(U*U1&MT4--)WH/6CO6B&**<*.*<*L8\4M(*6D M%%%(HHHI"" MBBBD 4444 %%%% !1115#"BBB@ HHHI@%%%% !1112 ****0@I:2EH ****! MA1110 4449H$%%&:3- "TE%%
#324ZC% #"*:14F*3%(",BFXJ7%)MH BQ1B MI=M&VD!#BC%2[:-M B+%)BI=M)MI6$1THIV*,4K (*<#28I*5@)0U/#U!FE! MI6 M"2GB6J@:E#U-@+ZS5*L_O6:)*>)*+
:R7'O5A+GWK%67WJ99O>E8#=CN M?>K<=U[USR3^]68[CWJ;".DBN_>KL5W[US$=S[U:CNO>I<0.IBO.G-7(KSWK ME8[OWJU'=^]2XB.LCO>G-
6X[WWKDH[SWJW'>>]9N(CK8[SWJW'>>]>]7 M(KSWJ'$#JX[OWJY'=>]>]7HKOWJ7$5CIX[GWJY'/GO7-177O5^*Z]ZEQ M Z**:K<BN/>LW$#95\U(#FLV.?WJRDP]:Q<1-%JBHQ(#3@P-385
MAU%)D4N:0@HHHH **** "BBB@ H-%%(!**7%)B@ HHHH **** "BBBF 4444 M %%%% !1110 4444""BBB@ HHHH **** "BBB@84444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%%(HHHH **** %HHHI %%%% !24M&* $HI<48 MI@)12XHH 3%&*6BD F*,4M% "44M&*8"44N*,4)12XHQ2
2BEQ1B@!**7%& M* $HI<48H 2BEQ1B@!**7%&* $HI<48H 2BEQ1B@!**7%&* $HI<48H 2BEQ M1BF E%+BC% "44N*,4@$HI<44)BEQ110 8HQ110 8I*6B@!**7%&*8"44N* M,4)12XHQ0
E%&** $HI:*!"4M%% PI:!13 **** "DI:2@ HHHH ****0!1 M110 4444 %%%%, HHHH **** "BBB@04E+24#%HI** %HI*6@ I:2EI %%%% M !1113 *2EIIH ::C8T\FHG-6AD;M4#O3I&JI+)5I))+
[U4DF]Z9-+BJ$T^ M,U:0R66XQWJE+=>]59[G'>LV>[]ZM1 NS7?7FLZ:\Z\U0GO/>LV>\Z\UHHC- M">]Z\UFS7G7FJ$UYUYK/FN_>M5$9>GN^O-9LUUUYJK+=9[U1EN/>M$AEB:Y]
MZH2S^]0RS^]57ES6B0R267/>J4DE#R57=J=@&NU0$T]C3*5B6)3A24X"A(2) M8QS5Z =*J1"K\ Y%.Q1HVPZ5MV@Y%9%L.E;5H.E2P-NS'2NALATK-LQTKH+/
MM6,A&_9]JW+;M6'9]JW+;M7/(1KV_:M**LVWK1B-82$6ATI:1>E+6!(4444 M%%%% !24M)2 ****8PHHHHH **** "BBB@ HHHH$%%%% !1110 4444 ***!1 M2 **** "BBB@
I#2TAI@!IC=#3S3&Z&J12*TE9]QT-:$E9_2NB(S(NN]8=W MWK M>EP/2L9".KT\]*ZBQ/2N5L#P*Z>Q/2N>0CH[0\"M>$\5BVIZ5L0'B MN68BV**0=*6N<@**** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHH MH **** "D/2EH/2@"M*.*S[A>M:4O0UGS]#7139H8ETO6L&\7K70W7>L*\[U MU18'-WJ]:Y^\7K71WO>N>O.];)C.?NEZUCW ZUMW?>L6X[UM$9F3"JDE7)JI
MR5JAE9JC-2M41IL4AAI*4TE9LR'+5RV[546KEMVHZ&D=C:L^U=#8]JY^S'2N MBLATK*0'26/:NFL>UM;Q0S/O)NO-< M_>S=>:T;R;K7.WDW)YKIB@,^\FZ\U@W*D%8-DA1114B"BBB@
MHHHH **** "BBB@ HHHH **** "BBB@ HHHH *8RYI](130%*=.*RKF/K6W* MO%9TZ9S6T9%'-W<76L*[AZ\5U=U%UK$NX>M=$640=>*P;N'KQ77WE;UK)P*Y2REZ5T-I)P*YI(1T-N_2M
M"-JR+9^E:4+5@T(N@TU^E(IH;I6?412GZ&LBZZ&MB?H:R;H<&M$!S]YWKG[S MO71W@ZUS]XO6NB(SG+SO6#=CK70W@ZU@78ZUT1*,*Y[UDS]ZV+D=:R)QUK>(
MRA)4!JQ)5E<=9S=*Z"SGZU/%O[5H^ M12B&CF H""G""KWDTOE4M6EE!KD<;ME%)D>M+D5) M(4444 %%&:,T %%%% !1110 4444 %%%% !1110 A%1LM2TA%-,94>/-0/%6
M@4IACJU(#+:#VJ)K?VK6,-,,'M3YAF0;;VIOV;VK7,'M2>1[4+; MVK3\CVI1!1S 9PM_:G"#VK0\FE\FCF$4!![4\0U=\JE\JCF IB*GB+VJUY=+ MY=*X$ CJ14J0)3@M*X#0M/ I0*7%3<0
4ZDI:0!24M)0 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110,**** "BBB@ HHHH
****!!1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110
M1R=*DJ.3I36XUN9EST-8=YWKAK#O.]="+.?O>]]ZZ.][U MSE[WK6(SGKSO6%==ZW;SO6%==ZWB!DS]ZH25?G[U0DK>(RLU1&I6J(UNBAAZ
MT=Z#UH[UHABBG"FBG"K&/%+2"EH 6BBBD 4445(@HHHI %%%% !1110 4445 M0PHHHHH **** "BBB@ HHHI %%%% @I:2EI %%%% !1110 E%%%, HHHH *** M* "C%%%
"8HQ2T4)BC%+1BD W%+BG8HH ;BDQ3Z,4"(\4F*DQ28H CQ28IY M%-(HL S%(:>:::5@&TF:4TE*P"YI,T4E*P#MU*'IE%*PB4/4BR56I0:+ 75E MJ9)JSP]/62E8#42?
WJPEQ62LE2K+2L!M)<>]6$N?>L-9O>IEG]ZEH1O)=>]6 MH[OWKG4N/>K"7/O4N('2QW?O5R*\]ZY>.Z]ZMQ77O4.(CJHKSWJ_#=^]N0AO/>M"&\]ZAQ Z^&
[]ZOQ773FN1AO/>M"&\] MZR<1'5Q77O5N.Y'K7+Q7GO5V*\]ZR<0.D2X]ZF6?WK CN_>K27.>]9.)+-D3 M5()*RDN,]ZG2;-381HAZ<#FJ:R5.CYI6 GHIJFG5(@HHHH **** "BBBD 44
M44)12T8H 2BBBF 4444 %%%% !1110 4444""BBB@ HHHH **** "BBB@84 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110
4444 %%%% !1110 4444 %%%%(HHHH *6BB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****0!1110 M 4444 %%%% !1110 4444 %%%% !1110
4444P"BBB@ HHHH ****0!1110 M4444P"BBB@ HHHH **** "BBB@ HHHH *0TM% "44M)0 444M ****8!111 M0 4E+24 %%%% !1112 **** "BBB@ HHHH ****8!1110 4444 %)2TE
!11 M10 4M)2T %+24M(HHHH ****8!333J::: C;I4#GBIVJM(:M#*TK5GS/5N9 MJS;A^M:H94N)<9K*N)\9JQ:T2 BN;GKS63<777FDNKC&>:Q;JY
MZ\UHD,EN+OKS69/>=>:K7%UUYK,FNNO-:)#+LMW[U2DNL]ZI27.>]5GG]ZU2 M&6Y+C/>JKS>]5VF]ZA:2M$ADSRU TE,9ZC+5=ACV:HB0C7MZT8NE9UO6C%TK"0BTO2EI%
MZ4M8$L**** "BBB@ I*6DI %%%%,84444 %%%% !1110 4444""BBB@ HHHH M **** %%% HI %%%% !1113 *0TM(: TQNAIYIC=#5(I%:2L^?I6A)6?/TK
MHB,R+KO6)=]#6W==ZQ+OH:V0SG[SO6!>=ZW[SO6!>=ZU0&%==ZQKGO6S=]ZQ MKGO6J&9DW>]K5M> MU#+-^QZBNFL.UP'2L9".HL.@KI['M7,Z>.!73V(Z5SR$=!:=!6O .
ME9-H.E;$ X%0B_'TJ4]*9&.*>>E8,"&0U0G;@U=E/!K,N6X-:) 9UU)UK" MO)>M:EX^,USU[+UK>*&95[-UKGKR;K6E>S=>:YV\FZUTQ0RC=2\FL:XDZU;N
M9>M94\G6MTAD$SU1E-3R-55S5 0-3#3S3329#$%. I*>HI(2)HA6A"O2J<(K M0@7I5&A>MTZ5L6L?2L^V3I6S:ITJ&Q&I9Q]*W[./I659Q]*W[./I6,F!K6[AZ\5@7D/7BNMNXN
MO%8%Y%UXKIBQG)7<76L.ZCZUU-Y%UK NX^M;)C.>N$ZUE3KUK;NEZUD7 ZUH M@,R3K4)JQ*.:KFFQ,2G"FTX4(E#UZU9C-514Z'FJ-#0A:M.W?I6-$U:-N_(J
M6@.BM).E=!92=*Y6U?I6_92=*QDA'6V4G2NBLY.!7)64G2NBLY.!7/)".GMG MZ5K0-6!:R=*V+=ZPDA&HAXIQZ5#&:F[5DP*LPX-95RO6MB4<5FW*\&JB!SMX
MO6L"\7K737:=:P+Q.M;Q Y>\7DU@7B]:Z6]3K7/7B]:Z(E'/70ZUD7 Y-;5V M.M8]P.M=$1F;+5<]:LR]ZK-UK5#$I***8@HI*6D(DCJ]":HI5N(T,9KV[=*U M[63&*P87K3MY,8J&!TUI-
C'-;EI<=.:Y*WFQCFM>VN<8YJ&([*UNNG-;-O== M.:XRVNNG-:MO>=.:QD@.Q@N^G-7XKKKWKDH;SIS5^*\]ZYI(1U*77O4ZW/O7- M1WGO5E+SWK"41,Z
7/O3A<#UK#6[]ZD%U[UGRDFR)QZTOG5DBY]Z>+CWHL!J M":G"6LP3^]/$_O18#1$M.\RJ F]Z>):5@+H>EWU4$M/$E%@+.ZES4 >GAJ+ M2T4T&G5(@HHHH **** "BBB@
Q1@444)@48%+10 F!1@4M% "8%&!2T4)M M%&T4M% ";:,4M% "8I<444 &**** "BBB@!C=*I7'0U=?I5.?H:T@,Q;L=:Y MZ^'6NCNQUKG[X=:Z8E'+7XZUR]^.M=9?
KUKF+Y>M=$1G+WB]:P[E>M=#>+UK M#N5Y-;Q*,B4:KD5J@&TM)2U: *44E% R135F,\U44U.AH8&C"U:,# M]*R(FJ]#)4,#>MY>E;%K/TYKF8)>G-
:EO/TYJ6(ZNUN,8YK:M;GIS7(6UQC' M-:UM==:QDA'96UUTYK4@NNG-CO/>N>41'1K<^]/%S[U@K=^]2B[]ZRY2#:%P/6G"<>M8PNO>GBY]Z5@-;S
MJ435EBX]Z>+CWHL!IB6E$M9XG]Z>)O>E8"^)*4/5,2^]/$E%@+>ZES58/3P] M%@)\T5&&IX-*PA:***0!1110 4444 &*,"BB@!,"C:*6B@!-H]*-HI:* $P* M,"EHH 3:*,"BB@
3%&*6B@!,48I:* #%&*** "BBB@ I*6DH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH&%%%% !1110 4444 %%% M% @HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** M "BBB@ HHHH 6HY.E25')TIK<:W,RYZ&L.\[UN7/0UAWG>NA%G/WO>N]= M'>]ZYR][UK$9SUYWK"NN];MYWK"NN];Q
R9^]4)*OS]ZH25O$96:HC4K5$:W M10P]:.]!ZT=ZT0Q13A313A5C'BEI!2T +1112 ****D04444@"BBB@ HHHH M****H84444 %%%% !1110 4444A!1112 **** #-&:** #-&:** "BBB@
HH MHI@%%%% !1110 4"BB@!:*3-+2 *!113 6DHHH 2DIU)0 TTA%.I* &$4TBI M,4F* (R*3%28I,4 1XI,5)BDVTK"&8I,4_;1BBP6&8I:=BDQ2L%A*4&C%%%@ M'@T\/45+FE8"N>2?
WJS'<>]2T!TL5U[U>BN_>N7CN?>KD5U[U#0'5PWGO M5Z*]]ZY*.[]ZN17OO6;0CKXKWWJ]%>^]^]7HKWWK-Q ["*\]ZNQ7?O7(MPWO3FK\-Y[UFXDLZN.Y]ZN17'O7+PW?
O6A#==.:AQ$="-[U;CD]ZP(;GWJ_ M%<>]2X@;4;U,#FLR*;WJVDM9-"L6:*:K@TZH$%%%% !1110 4444@"BBB@ H MQ113 ,4E+24 %%%% !1110(**** "BBB@ HHHH ****
"BBB@84444 %%%% M!1110 4444 %%%% !1110 4444 %%%% "4444 %%%% "T444 %+BDI: #%&* M** $-%!HH **** 4M(*6@ HHHH ,4E+0: $HHHH **** "BBB@!:***0!11 M13
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHI %%%%, I,TII* #-&: M** #-%%% !1110 4444@"BBB@ HHHH **** "BBB@ HHHI@%%%% !1110 4E M+10 E+110 M%%%(HHHI@%%%%
!333J::$!$]5I:M/566M$,SYSUK)N6ZUJW M'>LBZ[UJAF-=OUK!O).M;-X>M<]>MUK5#,>\EZ\UA74W7FM.\;K6!=/UK5 4 M[B?KS6;--UYJ6X?K6;*]:H8YI?
>HC)41>F;JT0R4O32U1YI:U10I.:2EI<5= M@$Q24[%(118+#:2G8I,4K$V$%/7K3:>O6@:+$57X>HJC'5Z'J*E@:EM6S:]JJ MQ;?M6S:]JS8C=M.U;]GVK
L^U;]GVK&0C>M.U;EMVK#M.U;=MVKGD(U[>M*+ MI6;;]*THNE<\A%I>E+2+TI:P)"BBB@ HHHH *2EI*0!1113&%%%% !1110 4 M444 %%%% @HHHH **** "BBB@ HHHI
+10** "BBB@ I#2TAI@!IC=#3S3&Z M&J12*TE9_2M"2L^?I71$9D77>L2[[UMW7>L2[[ULAG/WG>L"[[UOWG>L"[[MUH@,*Z[UC7-;-UU-8US6J&9DW4U3?
K5R;J:IOUK5#*SU&:E>HC5@QAH%*:05 M!!+']ZM6T[5E1_>%:MKU%-EG06/:NFL.UU1)T=IVK8AZ5B6C=*V(6X%3@UE7,O7FIKB?KS61=7'7FNB***MW-UYK!O)NO-
7+NXZ\U@WD_7FMTAE& M\EZ\U@WE;5NO KGF(M(M.*<>E"CBANE8 59CP:R;IN#6G<'K6/=MP:VB@,:]?K7-WTG6MR^?K7,W\G6M MXH9B7TO6N=O).M:]])R:YV[DY-
=,4,S[F3K69*_)JSE:=NO2AE&E;+TK;M$Z5E6J] M*W+1>E9L1KV:=*Z"S3I6-9KTK?LUZ5C(1L6B]*V[9>E9-HO2MFW'2N:0C2@' M J_'TJC#T]]'7-(3)****@D**** "DI:2D 4444 %%%%
!1110 4444P"BBB MD 4M)2T %%%% !1113 #TJ"05/43TT-%&9>#69<)P:UY1UK/G7K71$9S]W'P M:P;R/K73W2=:P;Q.#71$9RM['UKGKQ.M=3>IUKG;U>M;IC..NUZUBW(ZUOWB
M]:P[H=:T0S)F'-5S5F8Q]:ZBZCX-8-Y'UK>+ Y.]CZUSEZG6NNO8NMQ]:WBQG*W:].4%WTYKDX MKK'>KT5WCO630CKH;SWJ]%>^]>]7(KWWK*2$=?'>^]6DO?>N2COO>K27
MOO6+B!U:WGO4RW?O7+I>^]6$O?>HY23I5N_>IENO>N;2\]ZG2[]ZGE Z);GW MJ9;CWKGTN_>ITNO>ER@;RS^]2K/[UAI=>]3I<^]'*!M+-4RRUC)<^]3K<>]+ ME
UEE]ZE63WK*6X]ZG6>E8#362I5:LU)O>IUFJ7$1>S15=9:E60&H:"P^BD! M!I:0@HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH :W M2JJ"M4Z/2
U(I:T(9L8YK$CDJU%-C M'-2Q'107'3FM*"ZZ>]9 M20CL(;WWJ['>^]^]78[WWK%Q$=8E[[U.MY[URJ7OO5A+WWK)Q$=.MW[U M,MW[US*7OO4Z7GO4\HCI%NO>I5N?
>N=2[]ZL)=^]+E Z!;CWJ59_>L%+KWJ= M+KWHY1&XL_O4RS>]8J7/O4Z7'O2Y0-A9?>I5D]ZR4N/>IEG]Z5@-59*WIMRYZ&L.\[UT(LY^][USE[WKH[WO7.7O>
MM8C.>O.]85UWK=O.]85UWK>(&3/WJA)5^?O5"2MXC*S5$:E:HC6Z*&'K1WH/ M6CO6B&**<*:*<*L8\4M(*6@!:***0!1114B"BBBD 4444 %%%% !1115#"BB MB@ HHHI@%%%%(
HHHI""BBBD 4444 %%%% !1110 4444 %%%%, HHHH *** M* "BBB@ HHHH *,T44 &:,T44P"BBB@ I*6B@!,4F*=10 W%)BGXHQ0 S%)B MI,4F*
&;:3;4F*,4@(]M)MJ3%)B@"/;28J3%)B@!E)3B*0TA"4F:#24@%S3@ MU,I,U(B]8ZRU,LWO4M"- MM+GWJS'=^]8"S^]3I<>]0T!T<5W[U>BO/>N7CN?>KD5U[U+B(ZJ&\]ZT8;SI
MS7(PW?O5^&[Z=.:TH+SIS4.(K'8077O6E!==.: MY""\ZN8@N_>K\5WTYK%Q Z-)_>IUE%8<5S[U; MCN/>LW$#1K"0&G!JH)-GO4RR9[U%A%K-%1*]/!I6$.HHHI %%%% !1110 4E+
M10 E%%% !1110(**** "BBB@ HHQ1B@ HHQ1B@ HHHH&%%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 E%%% !1110 M%%% !2TE+0 4444 (:*#1 M0 4444 I:04M
!1110 4&B@T)1110 4444 %%%% !1129I@+FES3C=[T6 DS1FH]WO1N]Z+ 29HS4>ZC M=18"7-)FF;J-U%@'YHS3-U&ZBP#\T9IFZC=[T6 ?FC-1[J-U%@),T9J/=1NH ML%B3-
&:CW4;J+ 29HS3-U&ZBP#\T9IFZDW46 DS1FH]U&ZG8"3-&:CW4;J+ M29HS48:EW>]*P#\T9IFZC=18!^:,TS=[TFZBP$F:,U'NHW4[29HS4>ZC=18 M"3-&:9N]Z-
U*P#\T9IF[WHW>]%@'YHS4>ZC=3L!)FC-1[J-U%@),T9J/=1NH ML!+FC-1[J-U*P$F:*CW4NZBPA]%-S2YI +129I: "BBB@ HHHH *2EHH 2BB MB@ HHHH **** "BBBD 4444
%%%% !1110 4444 %%%%, HHHH **** "BBB M@ HHHH 6BBBD 4444 %%%%, I#2TAH B:JTHXJTU5Y!5H9FW X-8]T.#6W.O M6LBZ7K6J&
<[>CK7.7PZUU%XG6NIK5N4ZUF3+R:V114)I*:;0Q"4Y:3%.6I L1U=A[52CJ[#VJ6(U+<\BMBU/2L:WZBMFU[5DQ&[M9GI6_9]JP+/M6_9]JQD(W[3M6W;=JQ+3M6W;=JYI"-
>WZ5I1=*S;?I6E%TK" M0BTO2EI%Z4M8$A1110 4444 %)2TE(HHHIC"BBB@ HHHH **** "BBB@044 M44 %%%% !1112 **** %%% HH **** "D-+2&F &F-T-/-,;H:I%(K25GS]*
MT)*S[CI71$9D77>L2[[UMW58=WWK9 8%YWK N^];]YWK N^]:(9A774UC7-; M-UU-8US6J&9DW4U3?K5R;J:IOUK5#*[U$:E>HC5@QIH%!H%202Q?>K3M>U9D M?
6M*V[4V:&_9'I72V#=*Y>S/(KHK%^E9M =;8/TKI;)^E*D$M927"6I!<>]:*SOM'O1]H]Z.4#1\T4>:*SOM'O2?:/>CE T?-H\VL[M[1[T?:/>CE T?-H\VL[[1[T?:/>CE T?-H\VL[[1[T?:/>CE
T?-H\VL[[1[MT?:/>CE"QH^:*/-%9WVCWI/M/O1R@:7G"CSA69]I]Z:;GWHY0-,SBH7N/>L] MKKWJ"2[]ZI1&BY+<>]49[GKS526[]ZH3W?7FM8Q&37%SUYK'NKGKS3;B[Z\U MD7-
UUYK:,1C;NYZ\UAW=QUYJ2ZN>O-8US<=>:V2&0W4_7FL>YEZU/<3=>:RY MY>M:)#()Y*SI7J::2J4CU:&,=N:C)I":3-7<5QV:2DHHN(*4"@"I%6@$/A7)

MK5M4Y%4H(^:V+2/D5+91J64?2NDL(^E8UE%TKI;"+I6$F2;=C'TKI;&/I6+8 MQ=.*Z.RCZ5SR8C8M$Z5KP+@5GV]<'M2(<5A-B)@.;_2I!TI.3I6*W$BA<'@ MUB7C=:V;D]:P;UNM=,1F!?/UKF+]^370Wf=:Y,_?K71%&!?/R:YZ[?DULWS M\FN?NVY-=$1F;_,)JD[E9\ Z5JVRI*A@:EJO2MRT7I61:KTK=M%Z5FQ&Q9KTK?M%Z5C6;] M*WK1>E8R$:UJO2MBW%9=L,E:T KGD(OPU1)+1114""BBB@ I*6 MDJ0"BBB@ HHHI@%%%% !1110 4444@"EI*6@ HHHI@%%%%,_-1M4AIC4T-%: M0<&],ZUHN*IS6\1F+=+P:PKQ>#717*\&L.\7K71$9RUZO6N;OEZUU5\O6N M:OEZUNAG,W@Y-8-T.370WHZU@W0Y-:(9CS=354U;G']JH:T!B4HI*44T2AU. M6FBG"K+1,AJW$>;IJ:LQ&AC-:V;I6S:/R*P,=NE;%JW2LI".ELWZ5T%F_2N7 MLWY%=!9OTKGDA'46;]*WK5^ELI M9*E67WJ0-F.X]ZM1W7O6$L_O4R7'O4M =#'=^]6H[SWKG$N? >K"77O4-".FC MO/>K4=[{US"77O5E+OWK-Q Z=+WWJREY{URZ7?O5E+OWJ>45CITO/>K*7GO7 M,)=^]6$N_>IY0L=.EW[U92[]ZYA+5WJREW[TN41TR7? O5A+OWKFDO>K"7GO M4\H'2I=^]6$NO>N;2\|ZL)>>]+E Z1+KWJ=:KWKG$O/>ITO/>ER@=(ES[U.E MS[USB7GO4Z7GO2<0.C2YIZG6YIZYU+SWJ9:SWJ'$#H5N?>I5N?>N? 6\|ZE6\ M]ZAQ WA<"G"<5B"\|Z>+OWJ>45C9\X4OFBL@77O3Q<'+E%8U1(*?>*S5N/> M\%G]Z.4+%_<*,BJ@E]ZD$E+E"Q8HJ,/3@:5@L.HHHI""BBB@ HHHH ****." MBBB@!#5>458/2H9!51&C+N%ZUC7:9S6I.NM8-U#R>*Z^\@Z\5@W<'7BMXL9R\\76L^6/FMZYAZ M\5ESOXS6J8S*=:@85=E6]D@O5)C(324&DS3N)BYIP-,S2@T7!,F5JE5ZK TX M-3&7%DJ=):SP]2+)2 U8Y_>K4=Q{UC++4R3>]2T(W8[KWJW"=^]<\D_O5A+G MWJ&@.ECO/>K4=Y{US*77O5A+KWJ'$1U$=[{U82]\]ZYA+OWJPEW[UFXB.G2\] MZL)>>]K*7GO4\HCITN_>K"7JO7,I>_M>]64O/>ER@=:EU[U82ZJ\]+E Z M-+KWJPESI[US:7GO5A+KWJ>4#HTN?>IEN? >N=2\|ZF6\|ZZ7*.Z);GWJ5;GWKG MEO/>IEO/>I<0-I;CWJ07 K!6\|ZD%YIU#B(W!.*=YPK%6]ZD%UIU"*%C7\T M4N\5E"Y]ZE%OITI!-2Y0+>:.*@$E/#4K 244@-+2$%%%% !1 M110 4444 !I*4TE !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110,**** "BBB@ HHHH ****!!1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M1R=*DJ.3I36XUN M9EST-8=YWKAK#O.]=":+.?O>]ZZ.]|USE[WK6(SGKSO6%==ZW;SO6% M==ZWB!DS]ZH25?G[U0DK> (RLU1&)6](UNBAAZT=Z#UH[UHABBG"FBG"K&/%+ M2"EH 6BDI:D HHHJ!1110 4444 %%%% !1113 ****8PHHHH ***** "BBBD M(****0!1110 4444 %%%% !1110 4444P"BBB@ HHHH ***** "BBB@ HHHH M***** "BBBF 4M)2T %%%% PHHHH8%%%% !1110 E)2TE(!M(:=24 ---(IY% M-(H 8124\BD(I"&4E.Q1BE8!M%+BC%380F:<&IM%*P$@>GAZAIL MM5- U.#4K ,"3>]68Y_>LI7J=)*FP&S%<>]78KGWK 2;K4<_O2:$=+#=>],.% MWTYKE8KC'>K\-U[U#B!UL%Y[UI07G3FN(AN^G-:,-YTYK-Q$=C!>^]:4-YTY MKC8+WWK1@O>G-9. (CL8;OWJ_#=>]>]:4%W[UDX@=3%<>]7(YL]ZYR&Z]-MZT(;C/>H<23<23-6%;-944WO5R.6H<0+P-+4*/4H.:R:$Q;***0@HHHH ***M* "DI:* $HI:2@ HHHH$%%%% "T444 %%%% !24M0,***** "BBB@ HHHH * M7%)2T)BC%+10 F<6DH ***#0 9HS244 %%%% !12XHO0 4444 %+249H 6 MBD5IF@-%%% !1110 "EI*,T +124HH *#110 E%+10 E%+10 E%%-)(@!-- M)H]J,M56&/+4TO49>HS)3L!,7I_ O58RTPS>]58"WYE'F52,U'GT^4"[OH\R MJ/G^]'G>]'*,O>92>95+SO>CS_>GR@7O,H\RJ/G>]+YWO1R@7?,H\RJ7G>]'-MG^]'* (N^91YE4O/IZ//IZ.49=\RCS*I>?IT>=[T=[T>=1R@7?,H\RJ7G>]'G^]'*!=\RCS*I>= M[T>=1R@7/,IZ/,IZI^=1YWO1R@7/,IZ/,IZI^?IT>=1R@7?,H\RJ7G4>=1R@ M7?,H\RJ7G^]'G>]'*!=\RD\SWJGYU'G4CS/>J?G>]'G^]'*!<\SWI M?,IZI>=1YU'*!=\RCS*I>=1Y_O1R@7?,H\RJ7G4>=[T]'G4N41>\R MG!ZHB;WIPF|Z7*!=#TX-5,34\2TK 6PU.|JLLE2*|2T/13 U.!J1"T444@" MBBB@ I*6B@!**7%2) 2**** "BB@T %%%,84444 %%%% !1110 4444"" BBB M@HHHH ***** "BBB@!,**3-(:,*2EH **** "DI:0TP&,*A<58(]A5(90F7 MK651=:Y^]BZ\5UMU#G-85Y!UXK5,9QE[#UXKG[N'K MQ79WEOUXK N[;KQ6J8SC[J'D\5DSQ5U%W;=>*Q[BWZ\5M$9A.F*A*XK2EAQ5 M1XZU0RO2TI7%)6J&**>#3*<*T0T2 T'I30:=5#&FF&G&FFDP"G+3:(S(NJP[OO6Y=5AWG>M MT.P+SO6!=]ZW|SO6!=ZT0S"NN|8US6S=|ZQKGO6J&9DW4U4>KHC5C&T"EH%))\UK0MSC%9Z=:.O0'I3L6;=HV,5O6;XQ7-YS8Q6U:R8Q4 M- =59Rl.:WK2? IS7)6LV.L!;OWJ07GO6+(@)FY[]JZ7[5[UA_;_>C[9[U/(*QN?:O>C[5 M[UA_;/>C[9[T<@6-Q[5[T?:O>L/[9[T?;_>CD V_M7O1]]JZP_MGO2_;/>CD M V_M7O2_:O>L/[9[T?;/>CD W/M7O1]]JZP_MGO1[L]Z.0#;^U>]'VKWK#^V M>](;SWHY L;GVOWIN_>L,WGO33>>]'(%C<-W[TPWGO6&;WWJ-KWWI\@6-QK MSWJM)>^]8SWWO5:2^']ZI0'8U9;WWJA/>=>:S);WWJC->=>:T41EZXO.O-95Q M=]<:K3W?O6=/=9SS6BB!)<7.<\UE7$^<\TD]QUYK/FFS5I#&SS=:SYI*?+)5 M.1ZJP$4KU4:JDU/;>:KFM084M)2TQ!12T4#% JS$*@45:B%2QE MZ 5JVR]*S(!R*UK8=*S8C7M5Z5NVB]*QK0E;MHO2L:T'2M MVU'2L9"-:V'2M2 5FVPZ5]0"N>0B[%5I*K1U92L9$DM%%%9B'BBB@ I*6DI M%%%% !1110 4444 %%%% !1110 4M)2BD 4444P"BBBF &F&GFFFFAIHB<<54 MF'6KC55E%:P&95R.#6'>+UK? N1UK#O!UKJB,VF'6N9OAUK;X=:YF_'6MD, MYB['6LT"6NAO1UKG[OO6{QIQR:J'K5R<,\T,#2@/2M^S?I7-VC=*WK-NE8 M2$=-9OTK? M&Z5S5FW2M^S;I7/(DZ.U;I6K">!6):MTK7@;I7/(1>4TC"D0TX MUD@*O8>O%===1=:P;R'KQ6\6,XR]@Z M\5S]W#UXKLKV#KQ7/W=OUXK>+&*RIXZZ6Z@Y/%9%Q#UXK5,9ARI51U MK5FBZU1ECJKC*9I*D9,4PBF)B4M)BEJD(7-.W4VBF4/#4X/45+0!.)*D67WJ MJ#3@U\AEU9O>IEF|ZSP\/5Z5A&HD_O4Z7'O62LE2K+4V V$N?>K"7/O6*LWO M4RS>J3R@;B77O5A+KWK!6?WJ=+CWIK"7O7/<~)3I<"]+E Z)+O MWJPEW[US:W7O4ZW7O2Y0.D2\|ZL)>>]IUO?>N86\| MZE6]|Z7*(ZE+WWJ9+[WKEEO?>IEOO>ER@=4M|I[U,M|[URBWWO4RW_O4N '5K M?>]3+?>]>]3+=^]*

"

ER".F2Z]ZG2X]ZYR.[]ZMQW7O4\H'0)/GO5A)?>L..Y]ZMQW'O4 MN(&PDGO4RO69'-[U:26H<1%X&G571ZF#5FT)H=11FBI$%%%% !1110 4444 M!]O4M,84T-%*9>M9MPG6M>1:HS)G-;)C,'YBSGBL6[@Z\5U%Q*G&-9%U\UXK M.=+&\]DJM3@:!EM9.E6.J(:GAZ5@-%9_>]UG]ZRUDJ59:FPC62X]ZG2 M2Y]ZQEE[59O>1<0- M+GWJPEU[UA+/4R7'O4\HC?2Z]ZL)=>]<^EQ[U.ES[TN M4#H4N_>K"7?O7.I<^]3I=>]+E$=(EY[U82\]ZYI+KWJ9:OWI^]3I>^ M]IUO?>N66HZF6\]HZ7\U*7WO4ZWWO7*+? >]2K?>] M+E ZQ:[WJ5:[WKE%Q_>IEO\ WJ7$#JUOO>I5OO>N56_]ZF6^]ZAP ZE;WWJ= M+SWKEDOO>K"7OO4\@CITN_>K"77O7,QWGO5N.[]ZGD$=$EQ[U82?/>N?CNO> MKD=S[TN4#;27-3)61'/U;CF]ZAQ TU:I :I)+4ZO6;B!/130U.]"0HHHH M**** "DI:2@ HI:* $HI:* $HI:#0 E%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% PHHHH ***** "BBB@ HHHH$%%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% "U')TJ2HY.E-;C6YF7 M/0UAWG>MRYZ&L.\|UT(LY^] [USE[WKH[WO7.7O>M8C.>O.]85UWK=O.]85UW MK>(&3/WJA)5^?O5"2MXC*S5$:E:HC6Z*&'K1WH/6CO6B&**<*,*<*L8\4M(* M6D "E-(*#2 6BBBI$%+24O:D E%%% @HHHIC"BBB@ HHHI@%%%%, HHHH ** M**0!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !FC-%% !FC-%% !FBBB@ HHHH 2DQ3J3% "8I M,4ZC% #,4F*DQ28H CVT;.DQ28H CVTFVI<4F*0B+%)BI<4TBE8!F*2GXL4 MK -H!HHH6 <&J0-4-*#10"TLE3)+5$-3P]*P&G'-[U:BN/>L=9*G27WJ&A&] M% <^]78KOWKG$G]ZM1W'O4-".HAO/>M""ZANNG-9N('807GO6I;MWG3FN,@N_>M2WN^G-0XB.TM[OIS6I!==.:XVWN^G-:UO=|..S<1'7P7/O6A% M/GO7*V!UTYK4@N? >H<1'1QS5.22L.&XSCFKTIE>L6A M6)Z*8&S3\|U(@HHHH ***** "@T44)1110 4444 +1110 4444 %)2TE !111 M0 4444 %%%% !2TE+0 4444 %)2TE !0:*#0 E%%% !2BDI10 4444 %%%% M!1110 4444 %%%% !1110 4444 %**2E% !1112 ****8!1110 AIA-.-1,: MI#&LU0N^*5V]K))UJT@'/+5=IL5#)-CO522?WJTAEMI_>HFN/>L^2Y]ZKO=> M]6D!JFY]Z;I\]ZQFN_>FF|]ZKE&;7VGWH^U>]8?VI>M'VP>M/E W/M7O1\|I MZQ/M?O1|K]Z?*!N"Y]Z/M/O6)\K]Z/M?O1R@;GVGWH^TCUK$^U^]+\K]Z.4# M;^TCUH^T^]8OVOWH^U^]*!M?;?>C[3|UB_;_>C[7|TL7|7[T?;_>C[7|TL7|7[TGVL>M'*!M_;? >C[3|UB?:QZTOVOWHIY1F MU|H|IZ/M/O6)\K'K1|K'K1R@;?VGWH^T^]8OVOWH^U^]'*(VOM/O1\|]ZQ?M?-MO1\K]Z?*!M?;?>C[3\UB_;_>C[7|T+GWK!%W\T|;OW MJ>41OK<>]3+ <>]8"W?O5A+GWJ6@-U)O>ITEK$CN/>KD<^>]0T!K+)4RM6='+ M5I'K-H"V#2U$K5(#4LD6BBBD 4444 %)2TE(HHHH *#10: "BBBF,**** " MBBB@ HHHH **** "BBB@04444 %%%% !1112 ****"EI*6@ HHHH ****8" M4TBGTF*.*TBU2GCK2=:K2IFM(L9A7$,M48^M7H>M2P-2WZBMFU[5C6_45LV MO:LV2;MIVK?L^U8%IVK? L^U82$;UIVKU8=IVKU<\A&M;!'6E%TK-M^.M@K2BZ5A(196G4U;=6!+"BBB@ HHHH ***** $HHHH ***** "BBB@ HHHH ***.M* "BBB@ HHHH *****."BBBD(*6DI:!A1110 4444P$IC4^F-5(:*TM9|QWK0 MEK/N.];Q&9%UT-8=WWKL"\|UOWG>L"\|UJAF%==ZQKGO M6S===ZQKGO6J&9DU5'JW-51ZU117:HS4C=:C]P$HHI13L(?&:.U(+G'>N:AFQWJ_% <8{UFT!\-UU=C MO/>N7CNO>K*?7O6;0CIEO/>GB|IZYP7GO3OMGO4.(CHOMGO1!L|ZY[!9[T?:_M/>ERB.A^V>]'VSWKGO0MGO1\M|Z7*!T'VSWH^V>]<|H|Z3\|T^4#H? MOO1]-MM|ZY[!9[T?;/>CE Z+[;[T?;/>N>^V>]'VSWHY0.A^V>]'VSWKGOMGO1\L|Z M.4#H/MGO2&]|ZY_!9[TAO/>CE WC>^]_[UA&\]Z8;SWI\H6-UKWWJ)KWKW M#:\|ZB:\|Z? (%C;>]IZK27OO6.]W|U7>|]Z:B,U9+SWJG+=^]9KW7O5,2Y|Z MM1 O2W7O5*6YSWJ])<>[5GG]ZKE&3RSYU4DE]?Y;@;2G8!SO5=V16:HR:+ M1O4IJ4TW;S0!%BQEAFRGK'FI%88J9JQ%3XXO:KD4&>U\@M4/M;^U\@M M.;M2WMNG%2V(2UMNG%;MG;=.*CM;7IQ6J9VW3BLY."Q96_3BN@LX,8XJK9VW M3BMVT@QCBN>3$6[6+&.*VK:/ %4[>+&.*U8$Q6+8BU"O%6 ,4R,<5+6,F2PJ M"8\5,35>:<\41W!&3=G@USU\>M;]V>#7.WQZUUQ*.;U]:Y>_/6NEOSUKE[\] M;Z(E{YR]/6L"Z/)K=O3UK!NNIKHB49=ZW;GO6)>=ZZXC..OAUKF\=:ZB^ M[US%^.M;(9S-Z.M<_=CDUT-Z.M<_=]36J&8TXY-4VZU=GZFJ3=36B&-I124X M52$A;6DI:E4/<&:0%31FAC+\]Z5]6QZ5DP'I6I;'I6*UBP.1O M+?KQ6%=*V_7BNRNK?KQ6)=6W7BMXL9QEU;=>*QKBVZ\5V-U:]>*QKFUZ\5JF, M]*>WZ\5GS0>U=/<6O7BLR>VZ\5:8SGI(:@;*MF6WJJO![5:8&:8Z395UH?: MF&.K3&5-M&*G*4PK5 1XHIQ6DQ3 2BBB@!GB?WHY0-M;KWJ1:KWK#%Q[T\7/O2Y0-Y:OWJ1:OWK %5[T\7/O1RB.@6 M\|ZE6|]ZYT77O3Q=>]+E Z-;WWJ1:[WKFQ=^]2+=^]+E Z9;[WJ9,|WKF%N_ M>I5N_>ERB.H2^]ZG2^]ZY=+OWJ=+OWJ>4#JH|WWJW'>>]4# MK(KSWJ]%>>]>]7H;SWJ7$#K8KOIS5Z*Z]ZY.&\Z|9N('1QS^]64EK!BN?>KL=Q[UDT(V%DS3PU9TLFA-%NBHE>GAJFQ(ZBDS2T@"BBB@ I[%.H- $#BJTB5<85"ZUHF,RYHJS; MB'KQ6()'5&>+K6J8SF+J#KQ6'=V_7BNON8,YXK&NK?KQ6J8SC+NVZJA5?5MU-MXKM;NVZ\5A75MU-MXKM;NVZ\5A75KUXK5,9QMS;]>*R9X.O%=;=6O7BLBXMNO)C.9EAJ[T5;LU MM[53DM^>E6F!E&.DY5?:YIABJ[T3&4IE)MJT8Z84JD!7Q14I6F%;8#:*7%)-M3&+FE!IM% #PU/#U#FC-("P)*D$M5 U*&-%@+JR^]2K-6<)*>)*5@--9_>]5 MGIZRA+ [T\3>]*PC76X]ZE6Y]ZQQ-[T\3^]"*!M+<^]2K=>]8@N/>GBX]Z.41 MNK=^]2+=^]8(N?>GBY]Z7*!OK>>]2"\|ZY\77O3Q=>]+E Z%;WWJ5;WWKFQ= M>]2"[]Z.4#I5OO>I5O? >N96|]ZE6|]ZGE Z=;|WJ9+[WKF%N_>IDN_>IY0.I M2|]ZM1WOO7*1WGO5N.|]ZEQ ZN*\ZN2BN_>KL5W|U+B(ZV*|]ZO17 ZGO6A#=^]0XB.KBNO>KT5S|URT-WTYK0AN_>H<0.GBN/>K<]6DF|ZR: T U.S559/>I5>LVB6BBF@Y!.0A: M**** "BBB@ HHHH *#10: $HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH * M*** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HH MHH&%%%% !1110 4444 %%%% @HHHH ***** "BBB@ HHHH ***** "BBB@ HHH MH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ M HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH MH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ** M*** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** " MBBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ** M*** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH MH ***** "BBB@ HHHH ***** "BBB@ HHHH MH ***** "BBB@ HHHH ***** "BBB@ HHHH 6HY.E25')TIK<:W.RYZ&L.\[UN M7/0UAWG>NA%G/WO>N!=^>]ZYR] [UK$9SUYWK"NN],MYWK"NN],O R9^]4 M)*OS]ZH25O$96:HC4K5$:W10P|..]*:2M$,44X4T4\50QPI:04IHH !0:6BD M4445(@I>U)2]J0"4444"""BBBF,**** "BBBF 4444P"BBB@ HHHH %%%% !1 M110 4444 %%%% !12T4)12T4)12TE !1110 4444 %%%% !1110 4444@" MBBB@ HHHH ***** "BBB@ HHHH ***** "BBBF 4444 %%% H&%%+10(2C%+10 M W%)BG4E #<4TT\TA% AAIHY%(12L PTE.(,46 ;12XHHL E+FDHI .#5(MLE0T9I;.6UEJ9)O>]+.I%>L:$;D<_O5N*KQWK%62K$[Z\ZG-K:2Y[U@ MPW& <6Z|ZIR7GO5">ZZ\U0EN_>K2&:S7OO49O?>_ML)|SWJ(WOO6B0SH?MOO1|M|ZYS[.?6D^V^].P'2?,?>E^V^]^]G8#H_MOO1[L|ZY[!9[T?;/>BP'1?,/>D^V^]<|] ML|Z/MGO18#H? MOO1|M|ZY[!9[T?;?>BP'0 .;?>C[.[USWVWWH^VGUHL,Z'[.M[T?;?>N>^V^]'VWWHL!T/WWH^V^]<|L]Z/MGO18#H?MOO1|M|ZY[!9[T?;-M/>BPCH?MOO2_;? >N=^V>]'VSWHL!T/WWH^V^]<|L]Z/MOO189T/VWH^V^_M]<|]M]Z/MGO18#H?MOO2_;?>N=^V>]'VSWHL!T/WWH^V^]<|L]Z/MGO181 MT?VWW|/MOO7/;/>C[9[T6&=#]M]Z/MOO7/;/>C[/.[T6 Z'[.[T?;?>N=^V M>]'VSWHL!T/VWW|/MOO7/;/>C[9[T6$=%]M]Z/MOO7._;/>C[9[T6 Z+[.[MT?;?>N=^V>]'VSWHL,Z+ [.[TGVWWKGOMOO33>^]%@.A^V^]'VWWKG3>GUI/M-MOO2L(Z/[.[T?;?>N<^V^]'VWWI6 Z07OO4BWOO7."|]ZD6|]ZEH1U27OO5N* M\|ZY*.|]ZNPWG3FH: ZV&ZSCFM"&XSCFN3@N^G-:MO<]..AH#IX9O>K\4E<] M;W'3FM2"7.*S:$;,,YJ=36?#)FK:-6;0BQ130:=68@HHHH *3%+12 2BEI,4 M %!HH- !111FF,**** "BBB@ HHHH **** "BBB@04444 %%%%(HHHH ,T9 MI*** %5124M :2+T%+0 4)4Q6[<0I:S)HZV3*. MQEIE673%0LM6@&444E5< S244F:39+8M/7K4=/6D-%F*K\-4{JOPU+ T!?M6 MS:|JQK? M6S:|JS8C=M.U;|GVK M.U;|GVK&0C>M.U;EKVK#M.U;EKVKGD(UK M?H*THNE9L'05I1=*PD(LK3J;M.K EA1110 4444 %%%% "4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1112$%+24M PHHHH ****8"4QJ?3&IH M.*TM9|QWOK&N*ZC(6,BZZ&L.|[UN77>L.[[UNAF!>=ZP+SO6_>=ZP+SO6J&-M85UWK&N>],:UWK&N>],:H9F354>K]8@F|ZD M$Y]:EH1MB[|Z=|K]ZO|<'UI?M!]:FP&W]K]Z/M?O6+|H/K1]H-*PC9^U^]'V MOWK&^T&C[0?6BP&P;OWH^U^]8WV@^M'V@^M%@-G[7[T?;_>L;[0?6C[0?6BP M&S]K]Z7[7[UB_;/>CI\[TI ;?VOWH^U^]8OVCWI?M'O18#9^U^]--W[UC_;/ M>D-P?6BP&N;OWIN_>LDSGUHG[Z=AF];KWJ)KKWK-_O4;3^].P&BUS[U]MS[U1;,W]JO>JL! <>XJZ@>?WJ[TM1-)3L.LM-4+2U STPO18"5I*C+U&&L.T M6 ?FDI:3U%(!N*<$YJ14J5(^:EB(5CS4Z0\]*G2&K44'M4,1#%\GM6A#;>U3 M0VWM6G;VO3BH;$0V]KTXK7MK3IQ4MM:=.:*V+:TZ<5#8$=K:=.:*V[2UZ<4MK: M=.:*V;:VZ<5E)B'6MMTXK8MH,8XIEO;].*U(8<8KGDQ#X8L8]_$F*CCCQ5I%K M)L1(HXI] (*6LR1IZ55G/%66-5)SP;TB-&3=G@USM\>M;]V>#7/7QZUTQ*.;O MSUKE|\];Z;_/6N7O^]=,2CG;T]:P;GJ:W;WO6#<]371$HS)>M0U-+UJ&M!,!-M2T@I:! (6E%)3A3*)4JW$..]5R'K4,#1MQTK7M1TK)M^M:]KVK-B-JT'2MZT M'2L.T[5O6G:LF(V]0=*W+4=*Q;3M6W:]JQDUK<=*TH:SK?M6E#VK*0BW'5A-M:KQU86L&(D% HJ"0HHHH *0TM(:."BBB@ HHHH ****"BBB@ HHHH *44E M**0!1110 4444P TAI.0T .,JLO2K356EK6!1FW/0UB7G>MNYZ&L2\|UU1&<-MY? =ZYB_|UU%|WKF+_O6Z&|ZY^|ZFNAO>|<_=]36B&8T_4U1,K5Z?O5)^M M:H8VEI*6K0A;6DI:HH*FCJ&I4IL9>A/2M.W/2LN'M6E;]JRD(VK4]*W;0]*P M;7M6Y:=]PD2=!9GI6_;'I7/?2:M^T/2N>0C?M3TK8MSP*Q;4]*V+<|5SR)*.*M(U97]52(U:3I6+ ?BF.O%2@4A%(11E3-4)XLYXK7=*T3 X^:U]H26WM753V?M6?+:>U:IC. <>WQV!]X<= MJW!,7KQ522WQVK1,#%:*H6CK5D@JL\-6F,SBE,*U=:.*H6CJK@52*2IF2HRM, M!E%*128I'$HS1BC% @S2YI** %S2[];10.X\.:=O-1T4QW)1(:<)34%+F@+1E M@3>1.$WO57-&:.!W+@GJZ<)_>J6:7<:8%X3^\.$_O5#>:.7>:+ : N:>GBX]ZS M1(:<)*5@-1;CWJ5;GWK)$M2*6BP&PMS[U.ES[UBK*:F28^M381NQW/O5J.Z] MZY[)_>K,<_O4M ="%=^]78KOWKF8[GWJU'=>]0T!U4-YTYK0AO?>N1BN_>KL M-Y[U#0CLH;SWK1@O.G-<;#>>]:4%[TYK)H#LH+OIS6A#=>]=.:TX+OIS M63B(ZJ*XSWJ[\/GO7- 0773FM&&SWK%Q W4ES4ZOFLJ*,.:N1R5FT27E:GB MJZ/4RFI:$/HHHJ!1110 A%1LM2TIBFF,K.E598\UH,M0NE6F[C3P]>*RKFW MSGBNCEBS62/#GM6J8SE+]VZ\5BW5IUXKL:BWSGBLFXM*Q[B MSZ\5VUS:=>*R;BSZ\5JF,XR>TZ\50EM?:NNGL^O%9TUG[5JF,YAL:VJN\'M7 M0RVGM522V[]T3 PVAQV[%XJV)+?VJK)#[5:8S+9*C9*OO%4#1U5P*96F$5:: M.HF2J&0TE/*FFXI*&T4N*2D(*,T44"#-+FDHH"XI_*&-,HICN2!S3A(:BHIC MN3B6G";WJMFES0%RR)O>G",WJIFC-*

%T3^].$_O5')I=QH OB?WIPN/>L\.: M42&BPS3%Q[U(MP?6LL25(LE%A&JMS[U,ES[UD+*:E66IL!M)<^]6H[KWK!28
M^M6$G]ZEH#H(JKWJ[%=^]]6H[GWJ6A'3Q7GO5Z&\]ZY2.Z]ZNQ7?O4- M ==#>=.:TH;SWKCH;SWK0AO/>LVA'90WG3FM"&[]ZXZ"]ZK229K"@N,XYK0BFS630F:B-4H.
M:I129JTC9J&A$M% HJ1!1110 4444 %!HHH 2BBB@ HHHHH **** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB M@ HHHHH ****
"BBB@84444 %%%% !1110 4444""BBB@ HHHHH **** "BBB@ M HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** " MBBB@ HHHHH **** "BBB@ HHHHH ****
"BBB@ HHHHH **** "BBB@ HHHHH ** M** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHH MH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB@ M HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** " MBBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ** M**
"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHH MH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ M HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** "BBB@!:CDZ5)4=ZZ$6<_>]ZYR][UT=[WKG+WO6L1G/7G>L*Z[UNW MG>L*Z[UO$#)G[U0DJ_/WJA)71$96:HC4K5$:V10TTE*:2M$,44\4P4\50#A2
MBD%**!BT444@"BBBI$%':BCM2 ****!!1113&%%%% !1113 ****8!1110 4 M444@"BBB@ HHHHH **** "@44"@!:*** "BBB@ I*6DH **** "BBB@ HHHHH M****0!1110 4444 %%%%
!1110 4444 %%%% !1110 4444P"BBB@ HHHHH 7 M-%)10 M%)10 4444P$I,4ZDH ;BDQ3\4F* &8I,4_%&* (\4F*EQ3<4 1XI, M5(12%:0$>**?
BDQ2L(;2YH(I*FP#PU2H]5\XIP:I:$7DEJU%-[UEJ^**F22H: M VXKC'>M&"ZZG-8N M(CJ(9_>K\4M<[;W'3FM.&?IS630C91ZF#5G12U:1ZS:$6J*C5J>#4"%HHHI M%%%%
"4444P"BBBD 4444 %%%% !1110 4E+24 %%%% !2TE% "T444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 "EI!2 MT %%%% !1110 4444
1O528U:>J4QZUI$90N&QFL>ZDQFM*Y;@UB7C]:U0&; M=3=>:Q;JXZ\U=O)>M<_=S=>:U2*(KBYZ\UF37?7FF74_7FLB>YY/-:I#+LEW M[U
UY[UE27/O5=KKWK1(9M?;/>C[9[UA?:?>C[3[U5@-[[9[THO/>L'[5[TH MN?>G8#?%Y[TX7GO6 +KWIXNO>BP&]]L]Z/MGO6']I]Z7[3[T6 W/MGO2?;/> ML3[3[TGVGWIV
W/MGO1]L]ZP_M/O1]I]Z5@-S[7[T?:_>L/[3[T?:?>BPS<^ MU^]'VOWK#^T^]'VGWHL!N?:_>C[7[UA_:?>C[3[T6 W/MGO1]L]ZP_M/O1]I M]Z+"-S[9[T?:_>L/[3[T?:?>BP&Y]K]Z/M?
O6']I]Z/M/O189N?:_>C[7[UA M_:?>C[3[T6 W/M?O1]K]ZP_M/O1]I]Z+"-S[9[T?;/>L/[3[T?:?>BP&Y]K] MZ/M?O6']I]Z/M/O18#<^U^]'VOWK#^T^]'VGWHL,W/M?
O1]K]ZP_M/O1]I]Z M+ ;GVOWH^V>]8?VGWH^T^]%A&Y]L]Z/MGO6']I]Z/M/O3L!N?;/>C[9[UA_: M?>C[3[T6 W/MGO3?MGO6)]I]Z0W/O18#;-Y[TGVSWK#-S[TGVKWI6 W/MGO1
M[L]ZP_M7O2?:O>IL!NB\]ZD6]]ZY[[5[T];KGK4M".GBO/>KT%YTYKDXKKWJ M_!==.:EH#L;>[Z#6Y(E49HN#6T&4*PKNWZ\5UUS#UK%NX.O%=$6,XV\M^O%8%W M;]>*
[2\M^O%8-W;]>*VBRCCKJ#KQ61<0^U=7=6_7BL:Y@Z\5LF,YV6*JKI6O M/#BJ$D=:)C*++49JPZXJ!N#57 8:;2FFU+9#'"GKUJ,4]>M"8T6XJOPU0BJ_ M#0QFG;]JV;7M6-
;]JV;7M6;$;MIVK?L^U8%IVK?L^U8R$;UIVKU8=IVK< MM>U<\A&M!T%:472LV#H*THNE82 M+TI:1>E+6!#"BBB@ HHHHH ****0"4444 MP"BBB@ HHHHH **** "BBB@ HHHHH
**** "BBB@ HHHI""EI*6@84444 %%%% M,!*8W2GTQNE-#16EK/N.]:$E9]QWKHB,R+KO6'>=ZW+KH:P[SO6Z&8-YWKG[MOH:Z"\[US]WT-
:H9A77>L:X[ULW7>L:X[UJBC,FJH]6YJJ/6J&0-UIAI[=:9 M6J&)2T44P"'I5J,4\4QDH-/!J,4X4F!*&IP>HA3A4,1*'IWF5"*6H8B?S*7S M*AHJ0)O,-'F5%12$2^91YE1447
E\RCS/>H:*=P)?,H\RHJ*)O,]Z/,J&BF M!-YE'F5#FDS0!-YE)YM0DTTM30R?S:3S:KEJ:6J@)S+33)4!>FEZ8R8R5&7J M(O32U,"0O3"U,+4W-,!Y:DS3U:UM:=.*GM[3IQ
M6O;6G3BLVQ$%M:=.*U[:TZ<5-;VG3BM:WM>G%9.0B*VM>G%:MO;XQQ3X+?IQ M6C#![5DV(2&'&.*O1QXI8XJM*E<\F)C52IE% 6G 5%Q"B@T4AI"&-5.<\5;? MI5*?
I6L2C)NSUKGK[O707?0US][WKHB,YF_[US%_WKI[_O7,7_>NF)2.;O>] M85SU-;M[WK"N>IKHB49U8= MIVKU8R$:]O6C#VK-M^U:4/:L)"+D=3K4$=3K6#$2"B@45!(4444 %(:6D
M- !1110 4444 %%%% !1110 4444 %**2E% !1110 4444 %(:6D- #&JM+5 MEJK2UK HSKGH:Q+SO6U<]#6)>=ZZHC.=ON]NFON]N@ON]<_=]ZU0S&GZU2?K5V?K5)^M:
(8VEI*6K0A:6DI:HH*E2HJE2F,N0 M]JT[?]*S8:T[<U[5N6G:L2U[5N6G:L)$LWK/M6]:=JP;/M6]:#I7/ M(3-RU[5L6_2L>U[5KV_2N>1)I1&K:=*IQ&K<=8L1..E!%*.E+BI$1,M0NF:M
M$4PKFBX&?+%5&:#/:MEXZK215HF4CGYK;KQ6=/:]>*Z:6#/:J,MM[5JF,Y2> MTZ\5ESV?7BNPFM>O%9TUIUXK5,#CI[/KQ6;-9^U=C/9]>*SI[/KQ6J8SD)K3
MVJC+:^U=;-9^U9\UG[5:D,Y66V]JIR6WM73RVGM5*6T]JT4@.<>W]JKO;^U= M#):>U5GM/:J3 P6@]JA:$^E;K6OM4+6OM57&8AA]J8836PUK[5&;7VIW R?* M--
\HUK&V]J8;8^E.X&7Y9HV&M$VWM33;^U%P,_8:-IJ\8/:FF#VI@4MM&*MF M'VIIB]J L5L48J8Q4ACH"Q%BBGE#2;30%AM%+MHQ3"PE%+BDH *7-)10 \-3
M@U19H%>JH:G!J0%U9*F26L\/4BR4@--9_>IDN/>LD2U()O>I: VX[MKWJW%=>]K\-U[UFT!V-O>=.:U;>\ M]ZXN"[Z*U3 M&U=3-
:>U49;3VK12&U]J@>U]JJX&&T)]*C,/M6TUK[5$U MJ?2G<9CF&FF(UK&V]J8;;VIW R_+-)L/I6F;;VIAM_:BX&=L/I1M-7S;^U(8 M/:F!0VFC%73![4TP^U 6*F*,59,5-,5,5B#%)BIC'32E
6(Z*?MI,4!8;12X MHQ0(**,44#%S3@U,HI@3!J>KU #2AJ!EM9*E62J0:GAZD1H+-4RS^]9@DJ02 MU(&NEQ[U:CN<=ZP5F]ZG2X]ZEH#HXKOWJ]#>>]B?-8-O/G'-:<,M9-
"-13FGU6C>IPU M9-"8ZBDS2TA!1110 4444@"DI:2F 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !
M1110,**** "BBB@ HHHHH ****!!1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%%
!1110 4444 %%%% !1110 M1R=*DJ.3I36XUN9EST-8=YW MKAK#O.]="+.?O>]]ZZ.][USE[WK6(SGKSO6%==ZW;SO6%==ZWB!DS] MZH25?GZFJ$E;Q&5FJ(U*U1&MT4--
)2FDK1#%%/%,%/%4 X4HI!2B@8M%%%(MHHHJ1!1VHHI %%%% !1113 **** "BBBF 4444P"BBB@ HHHI %%%% !1110 M 4444 % HH% "T444 %%%% !24M)0 4444 %%%% !1110
4444@"BBB@ HHH MH **** "BBB@ HHHHH **** "BBB@ HHHI@%%%% !1110 4444 %%%% !1113 M ***,4 %&*6B@!,4F*=10 W%)BGTE #2*0BG4AH 812$4_%(12 C(HIYHJ
M1#324N*2D(4&GAZCI*E@65DJ>.;WJ@&(IZO4- ;,,_O6A!<=.:Y^.6KL,V.] M0T(ZBWNNG-:]M==.:Y&"XZG-:UO<=.:Y"UNNG-;-M<].:Q:$=3#-GO5Z.6N?MY^G-:4,W3FL
MFA&PCU,K50BDJTC9K)H18S2TP&G"H8A:***0"4444 %%%% !1110 4444 %% M%% !24M)0 4444 %%%% "T444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444
%%%%(HHHI@ I:04M !1110 4444 %%%% $4E4)^]7Y*SY M^]:Q&9-V>#6#>MUK;NSP:Y^]/6MD,P;Y^MR]:W+]NMMUK9(9E7>?6CSO>J6\T;S5V MO"?WI1/[U1WFEWFG89?
$_O3Q/[UG"2GB2G8#0$_O2^?[U0$E+YE%AE[S_>CS M_>J7F4GF46 N^?[T>?[U2WT>918"[Y_O1YWO5'S*7S*+ 7?.]Z/.]ZI;Z-]% MA%WSO>CSO>J6^C?2L!=_P!Z/\ >J6^C?18"
[Y_O1Y_O5+?1OIV N^=[T>= M[U2WT;Z+ 7?.]Z/.]ZI;Z-]%@+OG>]'G^]4M]&^BP%WS_>CS_>J6^C?18"[Y M_O1YWO5+?1OHL!=\[WH\[WJEOHWT6 N^=[T>=[U2WT;Z+
7?/]Z//]ZI;Z-] M*P%WS_>CS_>J6^C?3L!=_WH_WJEOHWT6 N^?[TTS^]4]])YE%@+GG^])Y] M4]]-WFE8"[Y_O3?/]ZJ&2F[S2L!=_WIRS^]9^\THD-2T(V([CWJ]!<=.:P(
MY:NPS>]2T!T]M<].:V;6YZG-<5:7/3 MFMZTN>G-9M".SM;CIS6Q;S9QS7(VESTYK>+.:R;F#KQ7131UFW$.<\5T191RMW; M]>*P;NVZ\5V5S!UXK$N[?KQ6\6,XN[MNO%8=U;]>*[.
[MNO%8-W;]>*V3&XAQGBM$QF)*F*IR#FM2>.L^5>:NX%0TVGMUJ,U+9#' M"GKUJ,4]::8(N15?@K/B-7X*91JV_:MFU[5C6W:MFU[5# W;3M6_9]JP+3M6
M_9]JQD(WK3M6Y:]JQ+3M6W:]!6$A&M!T%:472LVW[5I1=*YY"+2]*6D7I2U@ M2PHHHHH **** "BBBD E%%%, HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M
****0@I:2EH&%%%% !1113 2F-TI],;I30T5I*S[CO6A)6?<=ZZ(C,BZZ&L M.\[UN770UAWG>MT,P;SO7/W?0UOWG>L"[Z&M4,PKKO6-<=ZV;KO6-<=ZU11F
M354>KU3<"ELHV&KOD>U'D>U*X M%+8:/+J[Y'M1Y'M2N(I>72;#5[R*/(I3N!1V&C8:O>0?2CR/:BX%'9[4;*O M>1[4AA]J=P*)2FE:NF'VIAA]JI,"D5IA%7&BJ)HZ:&533#4[)43+5#
(2:833 MV%1FJ&(6H-!I#1<389HS29I,T7)N/I13 :>M4AHD4581*BC%6XDH&211YJ] M##[4R"/-:5O#G'%2P'0V_3BM*"VZ<4ZWM^G%:UM;=.*RDQ$=O:=.*U+>TZ<5
M/;VO3BM:WM.G%828$%O:=.*UK>TZ<5/;VO3BM2"VZ<5A*1)!!:].*TH;?IQ4 MT-OC'%78H:RN?O>]=!==ZP+WO71$9S%_WKF+_+UU%_WK MF+_O73$HYJ]
[UA7/4UO7O>L&ZZFMXE&7+]ZHJFEZU":U$PI124M-"0M.%-I1 MUH*)DJY#UJDE7(>M0P-.WK7M3TK'MZU[4]*S8CM#TK M#TK>M#TK)B M-^T/2MNU/2L*T/2MRU/2LI"-
BW[5I0]JS+?M6E#VKGD(N1U86J\=6%K!B)!1 M0**@D**** "D-+2&@ HHHH **** "BBB@ HHHH **** "E%)2T %%%% !111 M0 4AI:0T ,:JTO2K+56EZ5K
HS;GH:Q+SO6W<]#6'>=ZZXC.=ONAKF+_ +UT M]^>MN@ON]<]=]ZU0S(G/-4FZUM!TKFD(V;;M6O;]*RK8=*UH.U82)+\7:KD?2JD56X MZQ8BPO2EI!TI:@04444 -*YJ-X\U-
2$4TQIE)XJK20>U:;+FHGCK12&8LMOU MXJC+;>U;\D559(/:M%(#FYK7KQ6?-:>U=1+;]>*I2VWM6BD,Y6:S]JSYK/VK
MK9;3VJC+9^U6I#.2ELO:J4EE[5UTME[53DLO:K4@.2DLO:JSV7M76O8_[-5G ML/:K4@.3>R]JA:R]JZM[#VJ!K#VJE(#E6LO:HFLO:NI:P]JB:Q]JKF&U0 MM:^U/F
P6M_:HV@]JVVM?:H6MO:GS#,9H/:HS#[5KM;^U0M![4[@99BIACK2 M:#VJ)H:+C,\I32E7FB]JC,?M3N!4*TPBK1CJ-DIW @(I*D*TPK1<0E&:*2@! M]4L1)*
MLQR^]2T(Z&&Y]ZT[>ZYZUR\4_O5^"XY'-0T!V-K=].:VK2ZZ:KO#[5?(J-DJE(9E20>U4I;;VK<>.JTD/M6JD!STUK[50FM.O%=+)![53EM
M^O%:*0SEIK3VK/FL_:NLEM?:J,MIUXJU(#D9K/KQ5&6R]JZZ6SJHR67M5J0 MSD9++VJM)9+U>9)8^U5GL?:.K4@.3>R]J@>R]JZM['VJ![#VJE(9RC67M4+67 MM75-8>U1-
8>U5S#.6:S]JC:S]JZ=K'VJ)K'VI\P',M9^U1FT]JZ5K+VJ%K+V MI\P'.FU]JC-K[5T+6?M4+6GM3Y@,$VWM4;6_M6XUK[5$UM[4^8#$,'M4;0^U
M;+6WM4+6_M3Y@,AH?:HS%6JT'M4+0^U.X&&:8Z88ZT&AJ]HJ+C*)2FE:N-'49"MBDJ8I3"M%P&44I%)BF(*,TE%%P' TNZF44 2;Z3=3**8$N^DWU'17
T$F]ZLQS^]9*O4Z2TF@-N*X]ZOP7/3FN=CF]ZN0S\CFI: ZJVNNG-;- MK==.:X^WN.G-;%K<=.:R:$=G:7/3FMRUN>G-<7:7/3FMZTN.G-8RB([&VN.G M-:]O-
TYKD[2XZ";IS5Z.3(K&2$R\&IP-5U>I5 M-9V))!2TT4ZD 4444@"DI:2F 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M,**** "BBB@ HHHH ****!!1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444
%%%% !1110 4444 %%%% !1110 M1R=*DJ.3I36XUN9EUT-8=WWK=NN MAK#N^];HHYZ][USM[WKHKWO7.WO>MHC.=O.]8=UWK(S(G[U0DJ
M_/WJA)6\1E9^]1&I7[U$:V10TTE!ZTG>M4,<*>*8*<*H8\4M(*6@!:***0!1 M114B"BBB@ HHHH **** "BBB@ HHHI@%%%%, HHHH ****0@HHHH ****0!1 M110 4"BBF N:;TE%
QON];Q&; MIS6%$]7X9<8J6@.GM;CIS6Y:7'3FN0MI^G-;-K<=.:S:$=I9W'3FMZTN.G-< M59W/3FM^SN>G-920CLK6?...:U[>7.*Y6TN.G-;=M-G'-820CH(GS5M3D5E02
M]*T(WXK"2$3T4 YHK(D**** "BBB@ HHHH 2BBB@ HHHH **** "BBB@ HHH MH **** "BBBD 4444)12XHI@)12TE !1110 4M)10 M%)2T +124M !1110 M 4UA3J0T 5I%JE-
'6DPJM(E;191B7$.<\5CW4'7BNFFBZUEW,'7BMXL9R5W; M]>*P;RWZ\5V=U;]>*PKRWZ\5NF,XN[M^O%8=U!UXKL;RWZ\5@W=OUXK1,9RE
MQ%UK+G3FNDNH.O%8US%R:M,#%D7%1&KDR=:JL,&F)H:*>M,IZTT)%J*K\%9\ M57X33*-:V/2MFU[5B6QK:M#TJ6!OV?:M^S[5S]F>E=!9]JQD(W[3M6W:]!6)
M:=JV[7H*PD(UK?M6E%TK-M^U:472N>0BTO2EI%Z4M8A1110 4444 %)2TE M :2E-)3 *6DI110 4444@"BBB@ HHHH ****0"BB@44 % M%%%, HHHH 2F-
3Z8U-#16EK/N.AK0EK/GZ5T1&9%UWK$N^];=UWK#N^];H9@ M7G>L"\[UOWG0U@7G>M4,PKKO6-<=36S==ZQKCJ:U0S,FJH]6YJJ/6J&0-49I
M[5&:T0PI13M68Q0QDR+5E$ID2YJ[%'FH;$-2*K"05/%#FKL M5OGM6;8%);?VJ9;;VK2CM<]JLI:>U9MDF.+7VIWV7VK;6S]J>+/VJ6P,/I*? M2C[+[5N_8_:E^Q^U3S","[+[4?
9?:M[['[4?8_:ES 8'V7VH^R^U;WV/VH^Q M^U',!@_9?:E^R^U;HL_:E^Q^U/F P/LOM33:^U= ;/VIAL_:JY@.?-M[5$UM M[5T+6?
M4+VGM5)C.>>W]J@>#VKH)+3VJK):^U6F,P'AQ59XJW);?VJG+!CM5 M)C,=TJ!EK2DBJK(E5<"BPQ334TBU":8F--%!I*1 X5(O6HQUJ1.M4BD6HA5Z M%:IPCI6C
.E447[=.E:UM%TJA;+TK9M4Z5# OVL/3BMJU@Z<52M(^E;MI%TK M"3$6;:WZ<5KVY%OTXJ&UBZ5L6\72N:3$.@M^G%:4,'M1!%5^**N>3$QL<6*LI M'3U2I56LFR!%6I * *6H;
****0@HHHH *2EI#0 QQQ5*8<&KS]*IS#BM8E& M/=#K6!>CK70W0X-8%Z.M=$1G+WXZUR]^.M=7?CK7+WXY-
=$2CF+T=:P;HE9L1O6AZ5NVAZ5SUH>E;MH>E9L1T5H>E;EJ>E<_:'I6[M:GI6,A&U;GI6G">E95N>E:<)Z5SR$7HZLI56.K*5BQ$HHH%%9DA1110 4AI: M0T %%%% !1110 4M)2T
%%%% !24M!H 2BBBD M%%% !1113 *0TM-- #&JM M+5AJK2UM HSKD\&L.\/6MJY/!K#O#UKJB,YZ_/6N9OSUKI+X]:YF^/6MD,YR M^/6N>NSR:W[T]:Y^[/)K5#,B?J:IMUJW.>35-
NM:(8E.%-I15(0ZEI*6K10H MJ>,E;MHO2L)$F MU9CI6[:#I6-:+TK=M%Z5SR$:]L.E:L Z5FVR]*U8!TKGD278A5N.JT0JT@K) MB)ATI:0=*6H$%%%% !1110 4PBGT4
0,E0/'5PBHRE6F49[Q>U59(/:M9HZB M:*K4@,62WSVJK):^U;S0>U0-;^U4I#.>DM/:JSV?M72-;>U1-:>U4I#.8>R] MJ@>Q]JZAK3VJ)K/VJU(1RS6/M4#6/M75-9>U1-9>U6I
R]JKO9>U5S U=0]G[56DL_:GS U]JZ>2S]JK26?M3Y@..:>U]JKO;>U=(M]G[56>T]J?,,YU[;VJ!K?VKH7M/:H'M/:GS <^UO[5$T'M6Z]K[5"UK[4^8#
M":&H6A]JW'M?:H'MO:JY@,5HJB:*M=[;VJ%K?VIW&91CIA2M)H/:H6A]JJX% M'::3%6VBIACIC*]%2E*:5H 913B*3%%A6&TM&*7%%@ &I4>HJ4'%%@+B2>]7 M(IL'K66KU/')S4V
Z"VGZ;IS6O:S].:S: [*SN.G-=!9S].: MXNSGZU0/9>U=,UI[5$UG[5:D!R[V/M4#6/M75-9^U0M9^U6I#.5
M:P]JA:P]JZMK+VJ%K+VJN8#E&L?:H6L?:NK>R]J@>R]J?,!RCV7M4#V7M75O M9>U5WLO:JY@NU5WM/:NG>S]JK/9^U/F M YI[7VJN]K[5TCV?M5=[3VI\P'-
O;>U0/;>U=$]I[57>T]J?,,YYK?VJ![?V MKH'M/:J[VOM3Y@,AK=>U]JKF Q&A/I4;1>U;#VWM4+6WM3YAF M28JC,9K4:W]JB:#VIW SBE-
VU>:'VJ)HJJX%7%)5@QTPI0,BI*>5IN*8K$ MEQ1BBPK!3U:F8I:8R='JS%)S5$&I4;FE8#9@EZADK2MY>16;0' M56D_3FMVTN.G-;IS6G#+D5S=M-TYK7@ESBL)(3-B-
ZLH:SHGS5R-LUBT(MJ:?42&I14L0 M4444@"BBB@!**#10 4444@"BBB@ HHHH ****8!1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M%
!1110 4444 %%%% "U')TJ2HY.E-;C6YFW70UAW?>MRZZ&L.[[UNBCGKWO M7.WO>NBO>]<[>]ZUB,YV\[UAW7>MR\[UAW7>MXC,B?O5"2K_>J$E=$1E9^]
M1&I7[U$:V10P]:3O2GK2=ZU0QPIPIHIPJQCQ2T@I: %HHHI %%%%2(****0! M1110 4444 %%%%, HHHH ****8!1110 4444A!1110 4444@"BBB@ HHHH * M***8PHHHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@84444 %% M%% !1110 4444 %%%% @HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH *3%+12 3%)BG44
,Q28J3%)BF!$132*E(II%*PB(BFXJ0BF MD4F@&TX&DI*EH1,K5.DE4\XIZO4-"-6&;WK1MY^G-8,LV@.HM;CIS M6U:7/3FN1MI^G-;-K<=.:S:$=E:7'3FMVUN.G-
<;:7'3FMZTGZ*@0U,IK%B'444 M4A!1110 4E+24 %%%% "4444 %**2E% !1110 4444 %%%% PHHHHH ****!! M1110 4444 %%%% !1110 4444 %%%%(HHHH **** "BBB@
%+2"EI@%%%% M!1110 4&B@T 0R=*H7'>K\G2J%QWK:!1BW?0USU]WKHKOO7/7W>NB(SF;_O7 M,WPZUT]_WKFKX=:WB,YR[')K%N!UK*,4[%)BE85A M,4]33<4HXI6
L(U68I,515JE1ZEH#8@EQ6M;3].:YR*3'>M*WFZ;IS6$D(VBI,U2BDR*L*^:YVB6344T&G5(@HHHH M **** $HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBF,*#10: M
$HHHI""BBB@ I:2EH *6DI: "BBB@ HHHH :143KFIZ815)C*4L>:H3Q9[5 MKNE5)8ZVBQG/7,'7BL6[M^O%=7<0YS6/=0=>*VC(9QUY;]>*Y^\M^O%=K=V_
M7BL"\MNO%:IC.+NX.O%8=U#UXKL;RWZ\5@7<'7BM$P.6N(N36?(E;US#C/%9 M4T>":M,"B12CK4C+3,52 GC-7H3TJ@E7(3TIC->V/2MJT/2L*V/2MNT/2I8'
M0V9Z5T%D>E<[9'I70V1Z5E(1T%IVK@K#M.U;EKVK"0C6M^U:472LVW[5I M1=*YY"+2]*6D7I2U@2%%%% !1110 4E+24 !I*4TE, I124HH ****0!1110 M 4444 %%%% !1110
4444 %%%%(!110** "BBBF 4444)3&I],:FAHK2UGS M]*T):SY^E=$2C(NN]8=WWKM4,PKKO6 M-<=36S==ZQKCJ:U0&9-51ZMS53DK5#(&J,U(QJ(U8PHI*!022)UJW$.E5$ZU
M=A'2AE%Z!@M>G%7X[3VK)L1DK9^U2"S]JVUM/:I!9^U9.0C!^Q^U'V/V MK?\ L?M2_8_:IY@,#['[4GV/VKH/LGM1]C]J7,(Y_P"Q^U'V/VK?^Q^U'V/V MHY@,#['[4OV/VK?
^Q^U'V/VI\P'/FS]J8;/VKHC9^U,-G[52D,YMK/VJ![/V MKIFL_:H'M/:K4AG+2VGM5.6U]JZF6TZ\51FM.O%:)C.4FMO:LZ:#':NIGMNO M%95Q;]>*T3&K5IC,>5<558U:-
N>E44;%MVK;M!TK#M6Z5MVC=*AB-^ MS'2MZT7I6!9MTKH+,]*PD!MVJ\"MFW3I61:'I6U;=JY9B-"!.E7XTJI!VJ_& M.*YI"8\+Q3L445B9A1110 4444 %%%% !1110
QNE59AQ5L]*K3#BM(E(R+H M<&L&]'6NANAUK"O1UKHB,Y:_7K7+WZ\FNLOUZUS%^O)KHB,Y:]7K6!=#K727
MJ]:P+I>371$HQ9AS58BKLZ\U485J@&44N**8!1124#)%-68C5135B(U+$:#6'>'K6UMGK7/W9Y-;UZ>M8%T>M:(9DS]350]:M3]350UH-B4X4VG"J1*'4M M(*45:+0]:LQCFJZU:B'-

*#&?8!TK5MEZ5FP#I6O:KTK*0C6M%Z5NV:]*Qf1>E M;UFG2N>1+-FT7I6[:+P*R+1.E;MJO2N>0C3MEZ5J0+5&V7!6G"M<\B2S&*LH M*BC%6%%9,0ZBBBI$%%%% !1110 4444 %)BEHH :5IH05)13N!"8J88:LT8H MN.Y3,'M3#;^U7L"C:*?,.YFFW]JC-M[5J;!2&,52D%S(:V!4,6OM6P8A3## M[5.F!BM:CTJ%K7VK<:$>E1-./2K4@,)!0>E0/:>U;!6_M4#6_M5U=(]MI57>UIJ?,!S4EI[56>T!JZ5!7V] MNIH!4^8#F7L_;JSV?M73O9^U0/9^U/F Y=[/VJNIG[5U#V7M4#67M3YAG+O9 M^U0/9^U=0]E[5"]C!4^8+G*O9^U5WL_;NJ>O]JKO8^U6I T!JZ2-MQ]JR67M5J0SEWM<=]KO;^U=)9X[53EM<=]T3 Y\X/:H6AQ6W);>U5)(/:K-M05:.HV2M%XL57>,)K&4BM,*U99:B84P(;*<1255@&T4HII,3%!IZO45*#4@ MF7X).E:MM+R*PHGP:TK>3I4M#.GLYNG-=!93=..Y&TEZ5OVG-821+.JMI>E:T#Y%<[:R]*V+=^!7/)$FO&U64JC$ MU7(S6+$3"EH'2BH$%%%% !1110 4444 %%%% !BFE0:=10!&@\TTQ5-13N.Y M6,/M3#![5U1FV]UC$*;81Z5:F!C M-,^U1-;^U;9A]JC:#V]E(9A/:^U0/:#TK>:#V]%K<>E5S 8#VGM5=[3VKH7M M,:H'M_;JY<=>T]JK26GM71O>:U5WMO:GS T!JZ5!7V]NIH[4^8# M7M/;JSV?M73O>:U5WL_:CF YA!/V]JG[5U#V2M4#V?M3Y@>S]J@>S]JZ MA[+VJ![^V!\P'+/9^U5WL_:NJ>O]J[2&S]JZI['VJLIC[5: MD,Y9[3VJ]#[7':NGDLO:JDEGCM6B8'-/;^U5W@]JZ&2U]J2V^.U6F,Q'BJ%H MZUI(?:JDD6.U4AF>R5&5]XZ5 RU2 KD48]0BFD50#,44N*0T[""G*<&FT9I M6XGO5^"3I62C5H: WK:?IS6S:S=*YF"3I6O;2]*RDA'56D_3FMZTGZ5R- MI-TYK>M)NG-8R0CK;2;IS6U;2]*Y:TEZ5NVDG2N>2$=# _2M&)NE8UN_2M2! MNE8,1HQFIATJO&>E6!TK-B"BBBD(**** $-%!HH ****0!1110 4444 %%% M, HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH HHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!:CDZ5)4N=O>]:Q&<[>=ZP[KO6Y>=ZP[KO6 M\1F1/WJA)5^?O5"2NB(RL_>HC4K]ZB-;(H8>M)WI3UL]:H8X4X4TX58QXI M:04M "T44@"BBBI$%%%%(HHHH **** "BBBF 4444 %%%%, HHHH ****0 M@HHHH **** "BBBD 4444 %%%%,84444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110,**** "BBB@ HHHH **** 4M(*6@04444 %)2TE !111 M0 4444 %%%%:K M@2S%%%% !1110 4444 %%%% PL:2EH$(:*4TE,!# M333]0T 14TBI"*;12 C(I#3R*;14M"&49I33:ADDJO5F*2J0-31MS4-;%O M+R*U[6;IS7.POS6I;2=*AH1U5I/TYK>LY^G-M)NE8R0CI[>3I6G"]8-K+TK6@?I6$D(U8VJRAJC$U6XS6#$34 M445!(4444 %(:6B@!**7%)0(2BEQ10,2E%%% !1110 4444 %%%% PHHHH * M*** "BBB@ HHHH$%%%% !1110 4444 %%%%(HHHH **** "BBB@ %+2"EH M****8!1110 4&B@!* (9.E4+CH:OR=*H3]#6T"C&N^]<_;*=ZZ"[U$]WKIB M.YJ_[US-[WKIK[O7-WO>MXC.=N^IK%N.],=V.36+<#K6Z*,V7K59JLR]:KMU MK5#&T44M4 444M4,44X"D IPIC% I<4"EQ0 E&*7%&*_&T4[%&*_&TN*,4M M#<48IV*,4 -Q1BG8HQ0 W%&*=BC% #<48IV*,4 -Q1BEH@)BC%+10 F*,4M M% "8HQ2T4)BC%+2XH ;BC%.Q1BD W%&*=BC% #<48IV*,4 -Q1BG8HQ0 W% M&*=BC% #<48IV*,4 -Q1BG44 ,Q2$5)BFD4 1XI,5)BDQ2L S%)3B*2BPA*< MK4VBI;$68WQ5Z&3&*S&;FK43UFT!O6TW3FMFTGZVFQCFLVA'7V= MQTYKH.+XZG-;MK<=.;YY(D MZF&:.*NQR9K"MY\|ZTH9O;?KQ6R8"7<'7BL:XBP376WEO@GBI*Z@QGBM$QF#(E0%>:T9HL&|CI M5I@1KUJU$:K@E=%9'I7-V1Z5T5D M>E92 Z*S[5N6O:L&S/2MVU[5A(1L6_05I1=*S;?I6C%TK"0BVO2EI%Z4M8$A M1110 4444 %)2TE ;2E-)3 *44E** "BBBD 4444 %%%% !1110 4444 %% M%% !1112 444E+0 4444 %%%%,!*8U/IC4T-%:6L^?I6A+6?/TKHB49%UWK# MN^];EUWK$N^AK=#.?O.]8%YWK?O.]8%YWK5#.*Z[UC7'4ULW7>L6XZFM4!FS M53DJY-5-ZU0RNU1FI&[(U8,2@4AHI$$T?6K]N.E9\?6M&Y'(HI99K6]]*W+2/ M.*R+1>E=!9)TK-@:MI%TK*SY[M7KQ74RVW?LZXMNO%;Q8SDKFVZ\5C74'7BNON;?KQ6)=V_7BMDQG(W4/7BL: MYCQFNINX>O%8=U%UJTQG.W"=:S91S6UE6R*;5]U(91:(5"T-:#)4;1U5P,QH M*A>W]JU6BJ-H?:BX&.UO[5"UM%M!4;04^8##:U]B.T]JW6M_:HS;>U',! M@-:>U1-9^U=";7V],VOM1S U6I#.2DL?:JU9\UICM793V77BLR M>SZ\5O%C.0FM<=]HJ36^.U=3<6O7BLNXML=]T3 YN6'&:IR1UNSP8SQ6;-%C- M6,R9%]NXJ_*E5)%]D,K$4TU(P],BK&----.:(.:3)8V@4&BH))$/-7K=NE4%Z-MU<@ZBAEFU:OTK=LY.E<[;'I6U:-TK*2$=392=*Z&SDZ5REF_2NALY.E<\D(Z MJTDZ5MVS\"N:LY.E;MJ_2N>1)O0-TJ_$;R=^E:4+=*PD(N#I2TU3D4ZLR0H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!,4TK3Z*+CN0LE M1M'5DBFE:M2 IM%[5"T0]*OE:C*55P,YH1Z5"_]*TVC]-HJ=P,EK<>E0O:>MU;#0^U1M#[4U1-.:>U;YMO:F&U!J.8# MG6L_:H6LO:ND-I[4QK3VI\P'.-9>U0O8^U=0UG[5$UE[52D-'%/8^U5I+'VK MK7LO:J\EE[5I&0SCY;'KQ5&:S]J[&6R]JSI/KQ6Z8SCIK3VK.FMNO%==<6G M7BLJXM>O%;)C.5F@QGBJ$L5=']<6_7BLN>'&:M 8LWZ5A(DZFSDZ5OV;]*Y;S?I70V;]*YY".DM M6Z5KVYZ5A6C=*VK8]*YY"-2(\"K0Z54AZ"K8Z5DQ,*****0@HHHH *2EH(&* M,444 &*,444)1110 4444P"BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** %[.3I4E1R=*:W&MS-NNAK#N^];EUT-8=WWK=%'/7O>N=O>]=%>]ZYV]!U MK$9SMYWK#NNI;QK9$_>]$E7Y^!4)*ZC*S]ZB-2OWJ(ULBAAZTG M>E/6D!UJACA3A313A5C'BEH!2T +1112 ****D04444@"BBB@ HHHH ****8 M!1110 4444P"BBB@ HHHI""BBB@ HHHH **** "BBB@ HHHH&%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444#"BBB@ HHHH **** "BBB@ % M+2"EH$%%%% !24M)0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%%, I*6BF W%)BG8I,4@&$4PBIB*8128B$BF&I&%_0T2Q* MC-9<#5HQ- M6#0BV.E+35/%.K(D**** "BBB@ HHHH$)1110,**** "BBB@ HHHH **** "BBB@ HHHH ****!A M1110 4444 %%%% !1110(**** "BBB@ HHHH ****0!1110 4444 %%%% *.M6D%+0 4444P"BBB@ H/2B@]* (9.E4)^AJ_)TJA/T-;P*,>[[US] [WKH+OO7 M/WO>NB(SFK[O7-WO>NEON]ZZ(C.=NQR.Q;@UGY'-921)V5I<|..W;2YZ#6=B1:***0!1110 E)2TE(HHHH$%**2E% PHHHI@%%% !1110 444 M4 %%%% 04444 %%%% !1112$%%%% (HHHH **** %HI*6F 4444 %(12T4 0 MNM5)4J^PJOIE6F48\\6+&V_7BN>NX.3Q7;7UOUXKG;RWZ\5JF.Y.XAY-9\D>#*707 M,.">*RYH]M,#-V\U!+&.:>R8-"K@U5P+MO6S:'D5C0#FMBU[4-@=#9'I7161Z M5S=F>E=#9'I63$=)9GI6[:GI7/V9Z5O6AZ5C(#:M^@K2AZ5F6QX%:L6XZFM4!FS52DJ[-5*2M4,KM49J1JC-6#&F@4AH%29DT?6M.V'(K,C^]6 MG:]139H,EF.E='8KTKG((=*Z6P'2LF(Z"O3I71V4?2L.P7@5TMBG2L9-'6UB MZ5K0Q<54M4X%:T"<5S8S0A4AXZ5(:L(E2!!7(V)E3R?:E\GV]WL%&T5-R2IY M-'DU;VBC:*+@5/)H\FK>T4;11<'!Y-'DU;VBC:*+@5/)!IAJ[M%(4%.XS/:'MVI%X/:M0QU$\56I#,:6#CI6?/!UXKH9(N*H3P]:WC(9RMU;]>*PKR#KQ77W4 M/7BL.\AZ\5NF,XR\@Z\5@7M<[>0].U3&O8^M;Q8SD;V/K6!=Q].ZN]BZU@7<76MXL9S5Q'UK/ MD2MNYCK+F3&.V3&9]K4#5.D%5GJAD1I#2FFFDR6*#4B'FHJ>IYH0(O0FM*W; MI63$:T8&Z4,HW+9^E;EH_2NE:,72N:2)+ Z44#I161(44 M44 %%%% "44M% *44M)0 4444 %%%+0 E+110 4444 %%%% !1110 AJ%S4S M=*KR&JB-%>5N*SYWX-6YFK,N'ZUTQ110NGZUA7DG6M.ZDZU@WDG6NF*&9%Z_.M6NO'ZUND,Q[ONM8ER>M;UVW6L;Y/6K0S-F/-5S4\O6H#38F) M2BFTX4(E#Q4JBHA4R59HB>,5>@7F]D0YK0@7D5+8&A;)TK:M$Z5F6]=*W+-. ME9R8C6LX^E=!9Q]*R;./I706@7@ M5>C%5H5Z5;0<5A(1**=39181-1FH/,1/-HL!/D4FX57,M, M.U;PRWO%)Y@JF9O>F^=3Y0+OF"E\P50\ZG";WI\H%]>*7<*I"7WJ19*7*!;H MJ)7IX-380ZBBBD 4444 %%%% !1110 F*3%.HH 85H6I<4F'=-QD)2FF.K&* M3;1<"L8J:8JMI:-@HW I&&F^15[8*/+%%P*D>U--Q[5H^6*/+%*XC--M[4T MVOM6IY8I/'%%P,AK7VJ%[3VK<,(J-H!Z5:D4<_):>U4Y;3VKI7M_;JLMM[5M M&OSDYI/KQ67O%95S:]>*Z(R&<70CIF-^E;MH_2N9M'Z5NVKJ*YY(1T-N-M_2M2!^!6';OTK4A?I6#0C6C,BHIQ)6;1+)]*A\RCS*5A$U)D5"9:89;.M+_6-PHWBJHFIOG4^49*I>=[TOG4^4*YN%+D53$U/$OO2Y1%JBH!)3P] M*P$E%(&IVD*BBX%,Q4TPU=V"C93N!0\BD(CVK0\4>6*+@9QM_;FFV]IT_+%)Y0 MHN!E&U]JC:U!]IV/*%(8133' M*ZV6VZ\5G7%MUXKHC(9QES:=>*QKJUZ\5VEU;=>*P[NVZ\5N,XVZM^Q%8US M!UKKKNWZ\5A74/7BM$QG,SQ=:SIHZWKF+DUE3Q]:T0&4ZU-RU>D2JKK6J&5F M%1FIF%1'K5#&&DI324F9L!4B=:CIZ=:,12+L1Z5H0-69$:OP&LY ,5]W2MRT; MI7/6S=*Y!1NE<\A'36;=*Z&R:I7,63=*Z*R:I7/(DZ6I;I6Y:GI7/V9Z5NVI MZ5SR$,$'05<'2J4'05='2L6)A1112$%%%% !1112 **** "BBB@!****8!11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M1R=*DJ.3I36XUN9M MUT-8=WWK;NNAK#N^];HHY^]!USM]WKHKWO7.7O>MHC.>O.]8=UWK(S)GU0DJ_/WJA)6\1E9^]1&I7]{ULBAAZTG>E/6DK5#'"G"F"GBK&%%+3 M13J_"EI**D!.*2BD(6DHH %%%% !2TE+0 4444P"BBB@ HHI*8"T4E% "T4 ME+2 2BBB@04444 %%%% !2TE+0,**2B@!.*2B@!.*2B@!.*2B@!.*2B@!.*2 MB@!.*2B@!.*2B@!.*2B@!.*2B@!.*2B@ HHHH&%%%% !1110 4444 +1110(**** "BBB@ H MHI* %HI** %HI** %HI** %HI** %HI** %HI** %HI** %HI** %HI** %H MI**8"T49I*; 6BDI.8!1I2 0TPU(;8U)B(6IAJ1JC-0Q,.1114$D|&KD+51 M3K5N(U+&:MN_2MBU?I6%>2=E:UJW2LF!TED)TK?]LY.ELWZ5E)*.IM).M.E;MJ_2N9LWZ5OVC]*YY(DZ"V.I6E"U8ULW2M6!NE8R0C10\4\5#&>*F%8LD M6BBBI ***** "BBB@0E%+24#"BBB@ HHHH **** "BBB@84444 %%%% !1110 M 4444""BBB@ HHHH **** "BBBD 4444 %%%% !1113 !2T@!; "BBB@ HHI MH *#THH/2@*&3I5"?H:OR=*H3]#6\'C'N^[<_>]ZZ"!U@7O>NF(SFK[O7-W MO>NDON!L6YZFMXE&;+U-5F]U+U-5FK5#&8HHHJ MQA3A313A5 .%/%,%% OPIU-%.I@%%%%(!**** "BBB@ HHHH **** "BBB@ M HHHH ****8!1110 4444 %%%% !1110 4444@"BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ I*6DI@(;8:>;;; (S333S#28"4H-)14,1,C59CDJD#S M4]MBH:$;L,O2M.VGY'-8,4E7X)>E9-".HM;CIS6[9W'3FN0MING-;=I/TYK& M2$=E9W'3FM^TGZ*AB%HHHI %)2TE(_-)2TE !2BD110 M4444P"BBB@ HHHH **** "BBBF,**2EH ****0@HHHH ****0!1110 4444 M%+24N:8!1110 4444 %%+1LN:DI"* *DB52FBR*U&5]TD?%)C,&YAZ\5AWD'! MXKJKB+@UC7'Y_7BNVO8.O%<[>P=>*V3 XRZ@Y/%8\\. M,UU5W!R>*QKF#KQ5IC,!XZC"12; MVK/M7061Z5S]H.E;]GVJ&(Z*S/2MZT/2N?LSTK>M#TK&0&Y;'@5]P]*R;,M6 MK#T%8R$7%Z4M-7I3JP)"BBB@ HHHH *2EHQ0 AI*6C%,!*448HH ****0!11 M10 4444 %%%% !1110 4444 %%%%(04HI*44#"BBB@ HHHI(@)3&I],.FAHK2 MUGS]*T):SY^E=$2C(NN]8EWT-;=UWK#N^'],H9@7G>L"\|UOWG>L"\ ]U]AF%=_M=ZQ;C]:VKKO6-<+&EM> MU8%EVK>M.U<\A&S;]!5T=*HV_05=`2L6)BT444A!1110 4444@"BBB@ HHHH M 2BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1112 **** "BBB@ HHHH **.M**8!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M1R=*DJ M.3I36XUN9EST-8=YWKAK#O.]=*+.?O>]]ZZ.!!USE[WK6(SGKSO6%= M=ZW.SO6%==ZWB!DS]35"2K_>]$E;QS5F[(U*U1&MT4,/6DI3U!T0Q:>*93 MQ5C'"E%(*44 %+2"EI %%%%2(****0!1110(*6DH%,!:***!A1113 *2EI*! MA1110(*.T44@#-&,:** #-&,:** #-&:** "BBB@ HHHI@%%%% !111 M0 4444 %%%% !1110 4444 %%%% !1FBB@ S1FBB@ S1FBB@ S1FBB@ S2YI M** %HI** %HI** %I*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHI@% HHI@++11FBD &F&GFF&DQ$;5&;E:HS4L!E%+14, MDE9L1O6C=*WK-NEE58C5E M>E82$/HHHJ!!1110 4444 %)2TE !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% "BB@44 %%%% M!1110 4444 0R=*H3]#5^3I5"?H:V@48]WWKG[WO707?>N? O>]=,1G-WW>N, MO>]=)?=ZYN|UT1&<_=]ZQ;GJ:VKOO6+<]36\2C.EZFJS59EZU6:M4,91115 M#"G"FTX50#A3Q3!3Q3 <*6D%+0,,T444 %%)10 M%)10 M%)10 M&: M2BD M%)10 M%)13&+1244"%HI** %HI** %HI** %HI** %HI** %H MI** %HI** %HI**,T +129HH 6DHHI@!HQHH 8:8:D(I% #*2GD M4I*AB$%.!IM%2Q%A&JY#)6:K59C?FLVA&W;R]*V+6;I7-02=*U;:;IS630CK M+2?IS6_9W'3FN-M9^E;MI<=.:S:$=I:7'3FMNUGZ#7/7D'7BNPNXNO%85Y!UXK9,#C;NWZ\5B7-OR>*Z^[MM^O%8MS;]>*T3&#VJ[@9Z1@3D4!+$T]U%'@T M7 NVJ]*W+0=*R;9,8K8M!T]&P-R5[5OVG:L&T[5O6G:LF(V[;M6K!TK)MN@K M5@Z5DR2ZO2G4.E/K%B"BBBD 4444 %%%%(!****8!1110 4444 %%%% !11 M10 4444 %%%% !1110 4444A!2BDI12&%%%% _HHHI@)3&I],:FAHK2UGS]*_MT):SY^E=$2C(NN]8=WWKM4,PKKO6-<_M]ZV;KO6-<]ZU0&9-5.2KDU4Y*U117>HC4K5$:L3&FD%*:!4F9+'!ZM2U[5EQ M_>K3M>U#-#H++M736!Z5S%EVKI,]*RD(ZNP/2NFL3TKE[ ]*Z:Q/2L)".CM M#TK7A%8MH>E:!XKFF(OKTI:8AXI]M9%U'UK=F7BLRY3K72F4O%8%Y#UXK,+& MXCY-;Q&8\BU5<G-;MG-TYK&2$=A9S=..%%% !1110 4444 %%%% !1110 5!++T]>H)3Q51W*1F7(ZUB78ZUMW)ZUBW9ZUTQ91 MS]XO6N?O%ZUT5YWKG[SO71%C.>NUZUB7*\FMV[[UB77>NF(S'G')K/E%:_>-ML^6MD,HR55?K5]6JC]:L9&:2E--J69, <*A'2J4OZ5H0"H MD,T;8=*V[0=*R+9>E;=FO2L)$FY9#I71V0Z5@V2]*Z*R7I7-(1O68Z5O6HX% M8EF.E;MJ.E<\A&M.;]N#I5.#H*N#I6+$Q:.***0@HHHH #24I*-"BBBD 444 M4 %%%% !1113 **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@84444 M-%%%% !1110 4444 %%%% @HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M0!1110 4444 %%%% !1110 4444P"BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444 %%%% !1110 4444 % M%%% !1113 **** "BBB@ HHHH&%%%% !1110 4444#"BBB@ HHHH **** "B MBB@84444 %%%% !1110(**** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@!:CDZ5 M)4=ZZ$6<_>]ZYR]UT=[WKG+WO6L1G/7G>L M*Z[UNWG>L*Z[UO$#)G[U0DJ_/WJA)71$96:HC4K5$:V10P]:2G&FUHABT\4T M4X50QPI12"G"@ HH%!I %%+2&D(****0@HHHH *!1BEI@%%%%,84444*

%)2T ME PHHHHH$%%%%(HHHHH **** "BBB@ HHHQ0 448HI@%%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4448H **,48H **,48H **,48H **** "BB MC% !11BC%
!12XHQ0 E%+BDQ0 448HH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHI@%%%% !BEHHH *8:?332$1FHS4K5&:D!M&***EB'K M4Z5
M3)4L"Y$:T;B:L6WEZ5IPOFN>2$:*FGU!&U3"L6A,6BBBD(M**** $HI:2@ HHHH **3-&: %HHHH **** "BEQ1B@!**7%&* $HI<4E !11 M10 4444 %%%% !1110 4444 I:04M
!111F@ HHHH **** (G7BJ,Z=:T6' M%5IEZUI%E&%*Z:XCZUDW,.<\5LF,Y6ZM^3Q6-*T3 Y2>V|JH26_M72SVW7BJ$MO[5=QF)Y'/2IHXN>E73;\]*V7I6S:CI6;)-BVZ"M6'I65;]JT
MX:S8B\G2GU&AXJ2L6(6BBBD 4444 %%%%(!****8!1110 4444@"BBBF 444 M4 %%%% !1110 4444 %%%%(04HI*44AA1113 ****8"4QJ?3&IH:*TM9_2M
M"6L^XZ&NF(S(NN]8=WWK=#6!>=ZW[SO6!>=ZU0S"NN]8US MWK9NN]8USWK5 9DU4Y*N353DK5%%=JB-2O41JQ,::!0:!4D$L?WJT[7M69'U MK3M>U#+-
^RZBNEL#TKF;+J*Z6P[5C(1U%AVKIK$]*YFP[5TMET%82$=#:'I6 MO >!6/:=JUX.@KGD27DJ05$E2BN9B8M%%%2(**** "BBB@ HHHH **.]% !1 M110 4UA3J0T
595XK/G3K6I(.*I3)6R91A7,?6L:[BZ\5TEQ'61=1=:UBQG* M7D/6L"\AZ\5UUW%UXK O(NM=$6,Y*[BZUBW,?)KJ+R+KQ6%=1]:WB,Y^=*S9 MA6SL6A%]3Q3ZB0\5(*P9+
M%HHHI""BBB@ HHHH 8PXJO(M6C43"J3&9\J9K.GBZULR)5*:.M8L:.=NH>O% M85Y!UXKK+F'KQ6)=P\'BNF+*.-O8>O%<]>0]>*[*]@Z\5SM[#UXK=,9R%W%U
MK%N4ZUU%Y#UXK"NHNO%:)C,"5<&JS"M&>/FJ3K5$LAI11BBFB1XJ1&J(4X'% M6BTRY&]789.E9B-5J)Z!F[;2]:.VK2;IS7,6\O2M>VFY%0P.NLY^G-;]G<=. M:XRTGZG-
820CJX)^G-7HY? M>N=M[CIS6C%/[US20C862I]9Z3>]6$DK.Q);!IU0J^:D!J&@'4444A!1110 M 4444 %%%% !1110 4F:":8S4[.+4PO4;/4+2U5ADS256EE]ZC>;WJG-/P>
M:I(:"XGZ\UCW4_7FI;FXZ\UBW=SUYKHBBB&[N.O-8%Y<=>:LWESUYK!N[CKS M71%#*UW/UYK#NI^O-6+J?KS6-:WBAD%Q-UYK.EDZT^:7K5*23FM$ V1Z
MK.U.=JB)J@&FFFG&FU#)85(@IJCFIXUJ018A3FM.WCZ54MX^E:]K%TXI-E%R MUBZ5N6D/3BJ5I#TXK>LX.1Q4-B+]E!TXKH+.#@<51LH.G%=!9P<#BL9,1=M(
M>G%;%O%@"JUK#TXK4ACP*YI,"2-,"INE"K@4-Q60B-VQ5.:3%3S-C-9MQ)@& M@"O<3=>:R;FYQGFI;J; /-8EU<=>:M"%N+K&>:SIKSWJK[Z\UJD!
MHR7OO5:2]]ZR);SWJH]Y[UJD!M/>^]5WO?>L5[SWJ!KSWJTAFVU[[TS[9[UA M&[]Z:+OGK3L(Z)+SWJU%=^]BPSK(+OIS6I;773FN0@NNG-:MM M==.:AH#L;:YZN;M[GIS6E#<
M=.:R:$;J2U.KUE1S>]6DEK)H"^K4\&JB25,KU+0B>BF!J<#4"%HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **,TTM0 [--+4PM3&>J2&.=^*HSOUJ623
MBJ$\OO5Q12*=T_6L*\;K6E=2]:Q+N7K6\4,R;QNM<]>-UK8O).M8%Y)UKIB, MQ[L]:Q;D]:U;M^M8UPW6NB(S/F/-4935N8]:I2&M4!6?K49I[=:C--DR$- I
M*45%R"1>M7X.U4$ZUH6XZ51JC4MATK9M5Z5E6J]*W+1.E9,#2MDZ5L6Z=*S[M6/I6Q;ITK)B+D Q5Z/BJT25:48K)@3!\"@RXJ$M@5!))BI$66N,=Z@>Z]ZI2 MSX[U2EN?
>G8#1DO/>JLEY[UF2W6.]4I;SWIV U9+WWJJ]][UCRWGO51[SWJK M ;;7OO3#>^]8+7GO3/MGO181T(O/>I4O/>N;%W[U-'=^]%@.HCO/>KL-W[UR ML5W[U>AN^G-
2T!UL%U[UIP773FN0M[KWK5M[KIS4M =;!<>]:4,_O7+6]STY MK5M[CIS630'213>]78Y*P8)^G-:$,W3FLVA&PCU,K5GQRU:1ZS: LYI:B5J> M#4-"'449HI""BBB@ HHHH ****
"BBB@ HHHH **** "BBC- !12$TPM3L X MM569N*D=^*ISR<5<44BI-UKG[QNM:]Y+U MYK O).M=$1F3=MUK$NFZUJ7M1BI4ZT%Q+<(Z5HP+TJA"O2M2W3I42&:5JO(
MK=LTZ5DVB=*WK./I6$B38LTZ5T5FG2L:SCZ5T%FG2N>0C8M%Z5N6PZ5DVBUL MVXZ5S2$:,':K8Z56A'2K0Z5DQ!1112$%%%% :2E-)0 4444@"BBB@ HHHH M****8!1110 4444
%%%% !1110 4444 %%%% !1110 4444#"BBB@ HHHH * M*** "BBB@ HHHH$%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1112 **** " MBBB@ HHHH **** "BBBF 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444@"BBB@ HHHH **** "BBB@ HHHH *** M*8!1110
4444 %%%% @HHHH **** "BBB@84444 %%%% !1110 4444#"BBB M@ HHHH ****!!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 +4=ZW+GH:P[SO70BSG[WO7.7O>NCO>]]ZUB,YZ\[UA77>MV\[
MUA77>MX@9,_>J$E7Y^]4)*WB,K-41J5JB-;HH::2E-)6B&**<*:*>*H!13J0 M4M, HHI:0"&BEHJ1!1112 2EHHH **** "BBBJ&%%%% !1110 4444 %%%%(M Q1BBB@ Q1BBB@
Q1BBB@ HHHH **** "BBBF 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% PHHH MH$% I:* $---.---(0PTPU(:C-(!E***!28#A4J5$*E2H8%J*K\!Z5GQ5?@/
M2H8C8MCTK:M#TK#MCTK:M#TK)DG0V9Z5OV9Z5SUF>E;]F>E82$;]H>E;-L>E M8EH>E;-L>E82)-:$]*NQ]*H0G@5=CK&0B>EIHIU8B"BBB@ HHHH *0TM(: " MBBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *! M10* %HHHH **** "DI:2@!:*** "BBB@ HHHH **** (I.E4+CO5^3I5"X[U MM HQKOO7/WW>N@N^]<_?
=ZZ8C.;ON](T<_=]ZQ;CK6U= M]ZQ;CK6\2C.EZFJS59EZFJS5LAC*6DI:L8"G"FBG"F X4\4P4\4 .%+2"G4 M)12T&@!M**** "BBB@84444 %%%% !1110 4444 %%%% !1110 4444
%%%% M !1110 4444P"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI@!I*6B M@8E%+10 W%(13L4A%(1$PIAJ4BF$5+ CHI:,5+1(]#5B-\55'%2*V*EH#3AD
MQ6E;S=.:PXWJ[#+TK-H1T]K/TYKE7HWK"2 M44T-FG9K(D**** "BBB@ I*6DH 2BBB@!:***0!2BDI10 4 M444 %%%%, I*6DH **** "BBB@ HHHH **** "BBB@ HHHH ****
%HHHH * M*** U!(*GJ-Q30T9\R=:SIX\YK7D6J#KQ71319JA-! M[5JF,YF>WZ\50EMO:NDFM_:J,MO[5=QG/M;\]*!!STK6>W]]9]G]J+@4XX?: MKL,?
(IZ0>U6HHL5+8B:W3I6M;+TJE!'C%:<"XQ4,1H6XZ5I0UGP"K\50Q%Q# M4HJ%*F%9L0ZBDI:D HHHH **** TE*:2D 4444 %%%% !1110 4444P"BBB M@ HHHH ****
"BBBD(*44E**0PHHHHH ****H!*8U/IC4T-%:6L^XZ&M"6L^X M[UTQ&9%UWK#N^];EUWK#N^];(9@7G>L"\[UOWG>L"\[UJBC"NN]8USWK9NN] M8USWK5
9DU4Y*N3=ZIR5JBBN]1&I7J(U0F-- H- J2"2/K6I:]JRX_O5J6O: MAEF]9=172V':N:LNHKI;#M64A'3V'05TMEVKFK#H*Z6R[5SR$=!:=!6O!61:
M=!6O!7/(DO)TJ45$G2I17/(3%HHHJ1!1110 4444 %%%% @HHHH&%%%% !11 M10!&XXJK*M7&%5Y!5IC,R=,BLJYCZUN3+P:S;B/K6T6,YN[BZU@WD76NJNHN
MM85Y%UXK>+&1=:P+N/K767D76N?O(NM=$640]>*YZ]@Z\5NF,XN\@Z\5@76_7 MBM4QG)7$7)JA+'707,')XK,FAJTP9D,F*;BKCQU RK5.CU M5!J16H&:
<$F,5IV\O(YK"BDJ_#+C%)C.EMI^G-;-K<].:Y.WGQCFM6VN>G-9 M- =C:W73FMNUNNG-<5;773FMFVN^G-9-".TM[KIS6I!<^]L:*?WJW'/[U#B!IAJ7-4UEJ
M42UFXBL6**B$E*'%39A8DHIN^C>*+!8=13"]-,E%@L2YII:HC+4;2U2B%B9G MJ%Y*A>:JTD_O5J(R=Y:JR3^]5Y+CWJE+<^]5R@6I;CWJA/<]>:K3777FLVXN M^O-
6HC)KFZZ\UBW=UUYIMS=]>:QKJZZ\UM%#$N[GKS6'=7'7FGW5SUYK'N;C MKS6\4,BN9^O-9-Q+G/-2W$WO69-+G-;(8R62JKM0[U"6JQ,5C3324M(!*,T
MX#-2(E)@(B5:ACHCBZ5>@AZ<5#8$UM#TK9M(>G%5K6#IQ6Y:6_3BH; MV<'3 MBN@LX.G%4[.WZ<5T%G;].*S;$7+.#IQ6_:0\#BJ5G!TXK\;@USUZW6K0C,NI^O-
9%Q<=>:MW;]:Q;E^M:H!DMQ[U4DN?>H9I.: MI2R^];(9:>Y]Z@-S[U2>;WJ$S>]:"- W'O0+CWK,,WO2>=[T"-A+CGK5N&YY
M'-8"3^]6XI^G-.Q9TL%STYK5MKGIS7*07'O6G;W/3FI: Z^VNNG-;-M==.:X MRVNNG-;%M=].:S: [.WNNG-:L%S[UQ]M=].:U;>[ZLW$#HHYO>K*2UA17/O5N.X]ZGE$;"R5('K,2?
WJ99O>I<0+X>G M!JI":GB7WJ' "WFES582T\25/**Q-140DI?,I686)**9O%&\46$/HIF\4>8* M+ /HJ/S*0R468[$N::6J(R5&TOO5*($Q>HVDJ!IJ@>?WJU 99:7%0O-[U5>X
M]ZJR7/O5\H%J6?WK.N+CKS4,UUUYK-N+KKS5J(T.NKCKS6'=W'7FGW-UUYK& MNKGKS6JB,ANY^O-85W-UJS=7'7FL:YGZ\UK%#*MU)UK)N'ZU9N)>M9DTE;(
M"5N:IR&H'JL[5HAD3=:8:>:93;)8VE%%*!4DI$D8R:T[9>E4H4R:UK6/I3; M-#2M$Z5O6D?2LRSBZ5OV<7 K)L#0M8NE:\$?2JUK#TK6@AZ5DV(="4NVITB MIQCK-
L11D&!5*9L9K2F3BLVX&,TK@9T\F,UFSS8[U]9-PW6F@()I_>L^: MYZ\TZX>LR>7K5H!\MS[U4>YYZU7FFJE)-SUJT!?-S[TGVGWK,,U-_WI$FN+ MGWJ:.Y]ZQ!/[U*D_/6G8:.ABN?
>KT-STYKFH[CWJ[%<>])H9U-O==.:U;>ZZ MZZH<0-$/3@U41-4@FJ' "YNI8*+!8ES29J(R4PRT^4=B;=32]0&7WJ-IJM0 L&2HVEJJT M_O4#W'O5J
%F2;WJC//QUJ&6Y]ZSY[KCK5J(T+:Q;J?KS3[FZZ\UC75S MUYK11&0W<_7FL*[FZU9NKGKS6)=3]>:UBAE6ZEZUD7$G6K%S-[UESR]:WB,@ MF?K5*1JDDDYJJ[UJAD4AJ!JD=JB-
5<3&FDI:,5)G845/$O-1(N35R&/D4%HL MP)TK6MHZJ6\72MBUAZ<5G)@7K2+I6_9Q=*SK.'IQ6_9P]*PDQ&E9Q=*W[2/I
M6=9P]*W+6+@5SR9)H6J=*UX%Z50MTQ6G"O2L)"+D0JR*@C%3UDP"BBBD(*** M* $-%!HH **** "BBBD 4444P"BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH
****!A1110 4444 %%%% @HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****0!1110 4444 %%%%, HHHH
**** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD M 4444 %%%% !1110 4444P"BBB@ HHHH **** "BBB@04444 %%%% !1110, M****
"BBB@ HHHH ****!A1110 4444 %%%% @HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** %J.3I4E1R=*:W&MS,N>AK#O.];EST-8=YWKH19S][WKG+WO7 M1WO>N]:Q&<]>=ZPKKO6[>=ZPKKO6\0,F?
O5"2K_>J$E;Q&5FJ(U*U1&M MT4--)2FDK1#%%/%,%/%4 X4ZFBG4 %%%% !1114B"BBBD 4444 %%%% !111 M5#"BBB@ HHHH **** "BBBD 4444 %%%% !1110 4444 %%%%
!1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1113 M**** "BBB@ HHHH **** "BBB@ HHHI %%%% !1110 4444 %%%% !1110 4 M444 %%%%,
HHHH **** %HHHH 0TTTXTTTA#349J0U&:0#:***0#A4J5$*D6 MI8%F/K5^"J$76KT%9L1K6QZ5MVAZ5AVW:MJT[5E(DZ"S/2M^S/2N>LSTK?LS MTK"0C?M#TK:MCTK$M.U;-
MVK"0C6@Z"KT?:J$'2KT?:L9$DXZ4ZFK3JR8@HH MHI %%%% !2&EI#0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !0**!0 M%%% !1110 4E+24
+1110 4444 %%%% !1110! M%)TJA<=ZOR=*H7'>MH%&-=]ZY^^Z&N@N^]<_?=#71$9S=_WKFK[O72W_ 'KF MK[O71$9S]WWK%N.M;5WWK%N.M;Q*,Z7J:K-5F7J:K-
6R&,I:2EJQ@*<*:*<* M8#A3Q3!3Q0 X4ZFTM "TE&:* "BDS2T %%%% PHHHHH **** "BBBD 4444 % M%%% !1110 4444 %%%% !1113 ****8!1110 4444 %%%% !1110 4444@"B
MBB@ HHHI@%%%% !1113&+10**0!BD(I:0T ,(IC"I#32*0B(BDIY%-Q2 ;3@ M:0TE2Q$R-5J*3%4 U3(]0T(V()L8K7M9^G-U4I+?VK>DA]]J20>U7<9A/;^U1FW]JV7@]JB-O[47
S%@]JG M2&K8@]JD6'VI7$1Q1]*OPI3(X\5;B2I; GB%78JK1K5I!4L182IA4*U**AB' MTM(*6I **** "BBB@ -)0:*0!1110 4444 %%%% !1113 **** "BBB@ HHH MH
****0@I124HI#"BBBF 4444P$IC4^F-30T5I:S[CO6A+6?/73 9D77>L.\ M/6MRZ[UA7?>MT,P;SO7/WG>M^\[US]YWK5#,.Z[UC7'>MB[ZFL6X[UHAF=-5
M.2K1726':L9".IL.@KIK+M7,6':NFLNU82$=#:=JUX*Q[3M6Q!VKFD2 M7DZ5**B3I4HK"0F+1114B"BBB@ HHHH ***,T""BBB@84444 %%%% "&H7%3
M&F,*:&4Y%JA.G6M1UJI*E:IC,&ZCZUB7D76NGN8NM8MW%UK>+&P]:Y^\B MZUU]Y#UXKGKR'KQ71%C.2NXNM8EU'UKJ;R'K6%=1=:WBQG/3I5&1>:U[B/K6 M?*G-:
(94(HI["F4Q!3E:F49I,"RCU;ADZ5FJ]6(I*ABN;UM+TK:M)NG-*ZRYA MZUCW4'7BMDP.,O+;KQ6!>6W7BNVN[;KQ6#=VO7BM4QG%75MUXK(G@Z\5U]U:
M]>*Q;FVZ\5LF,YF6'%4Y(ZW9X,=JSIHL=JT3 RW6HCQ5R5,55=<55P8RE!H MHS2N3KD4^,=.:TX+SIS4.(CK8;KWJ]%<^]K"W7O4.(&V)_>I!/[UBK=>]2"Y]ZAQ V!-[T>?
[UE"Y]Z/M/O4\H&F9_>F M&?WK--S[TQKKWIJ(&DUQ[U"]Q[UG-=>]0/=>]6H@:$ES[U4EN?>J,EW[U2EN M_>J40+TMU[U1FN^O-49KSKS6=/>=>:M1 O3W?
O69<7G7FJ<]Y[UF7%YUYJE$ M99N;OKS61XSGFF3W&<\UGS3Y[UHD MZ::JLELOO5=FS6B&!;--S2$TE%R&QPIX&:8*F1:92'(E68XZ(H\U=AASVJ
M6P$AAZ5IV\'3BD@@Z<5K6UMTXK-L!]K;].*W;.VZ<5%:6W3BMVTMNG%9MB)[M.WZ<5O6D'3BJ]I;].*V[6#IQ638BS:P].*V;>+ %5K:'I6I#'Q6K$JU4:M! 7I-
YIAI,T7(N3K(:L1S52!IZM5)EIFO#/[UH07'3FN?C MEQ5R*?WH:*.FM[GIS6M;W73FN2AN,=ZTH+KWJ&@.PM[OIS6K;WG3FN-@N^G- M:D%Y[U+0'907G3FM&&[Z>]64N_>ER@=
MQ[U*MP/6L%;OWJ9;KWJ>4#<6?W MJ03^]8JW7O4@NO>I<1&P)QZTHG'K60+KWIPN?>IY0-;S_>E\X>M9(N?>E^T^ M]3R@:OGCUI//K67]]Z0W/O1R@:AG]Z:9ZRS<^]--
S[U7*!IM/[U$UQ[UG- M=>]0O=>]4H@:#W'O5>2Y]ZSI+OWJK)=^]6HC-&2Z]ZIRW?O6=+=^]4IKSKS5 MJ(%Z>\Z\UF7%Y[U2GO>O-9D]YUYJU$9:N;OKS61O-
95Q/UYIL]QUYK.FGSWJT@">;)JA+)S2RR^]4Y)*I #O43-FFELTF:N MX!112@9HN(0"I$3)IRIFK$<7(HN")+>/D5LVD72JEM#TXK:M(.G%2V,T+*'I M70V:Q;I>M=/=P=>*P[N'KQ
M6B YRY'6LBX[UO7477BL:YCZUH@,>=NM4)'YK1N$/-9DPYJT!$TE-\PTUJ;F M@S;)1(:>LI%5\TH-"8U(OQS^]6XI_>L@-BIHY2#3+-^&X]ZTK>YZG-:D%UTYJ6@.RM[OIS6K;W?
3FN,@N_>M2W MO.G-3R@=E!=].:T8;OWKCX+WIS6C#>>]2X@=9'=>]6DN?>N8BO/>K:7GO4N(MCHEN?>IEN/>N?22[]ZG6[]ZEQ W5N/>I!/6(MU[U*MU[U#B(V1/[TOG^]9 NO
M>G"Y]ZGE U_/'K2^=[UDBY]Z7[3[TN4#5\[WI/.'K67]I]Z/M/O2Y1FGY_O2 M&<>M9AN?>FFY]Z?*!IF>F-/[UF&Y]ZC:Z]ZI1 T6N/>H7N?>LY[KWJN]W[UH
MH@:3W/O562Z]ZS9+SWJI+>>]6HC-":[Z\UFSW?O5*:]Z\UF3WOO5*(%NYN^O M-8]S==>:@N+SKS65<7?7FJ41DESL MV:6EFF]ZHRRU:
)).:@9\TUGR:CS6B87'$TTT9HHN*X4X+0HS4R)1<0L4?-: M,$72H88N:U+:'IQ2;*+%M#TK:M(.G%5K6#IQ6[:6_3BLI,1:LX.G%;UG!TXJ
MI:6_3BMZT@Z<5A)DENTAZ5M6T72JMK#TXK6@BKGDQ%B!*OQ+TJ")*N1K6+8B M:,5+3%%/J&(****0!1110 AHHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@
HHHH **** "BBB@ HHHH&%%%% !1110 4444""BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB
M@04444 %%%% !1110,**** "BBB@ HHHH ****!A1110 4444 %%%% @HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** %J.3I4E1R=*:W&MS,N>AK#O.];EST- M8=YWKH19S][WKG+WO71WO>N]:Q&
<]>=ZPKKO6[>=ZPKKO6\0,F?O5"2K\ M_>J$E;Q&5FJ(U*U1&MT4--)0>M)6B&.%/%1BGBJ >*6FBG4 ***2BD M%)12 M$&:***0"YHS244 +FBDHH ****H84444 %%%% !1110
4N:2BD N:,TE% "Y MHS244 +FC-)10 N:,TE% "YHS244 +FC-)10 N:,TE% "YHS244 +FC-)10 MN:,TE% "YHS244 +FC-)10 N:,TE% "YHS244 +FC-)10 N:,TE% "YHS244 M +FBDHH
6DS110(,TN:2B@!L"][UT1&N^]8MQU-;=WU-8MSU- M;Q*,V7K59JM2]:K-6R&,HHHJA@*<*;3A5 .%/%,%/% QU**04HH *#2TE "4 MHHQ10 49HI* %S1FDHH 7-&:2BD N:,TE%
"YHS244 +FC-)10 N:,TE% "Y MHS244 +FC-)10 N:*2EI@%&:2B@0N:,TE% "YHS244 +FBDI: "C-)10,7-& M:2B@!@DYZUEH>:MPO4- ;]M-C'-;5I/ MTYKEX)<8K6MIL8YK)HD["SN.G-
;UI<=.:XRTN.G-;MI<].:QDA':6EQTYK:M MI^G-!S5Z-ZP;>?@N?O.];]YWKG[SO6J&8=WU-8MQU-;-WWK&N.M:(9FS53DJW-51ZU0RNW6
MF&GMUIAJF)C#0*#0*@S)$ZBM*UZBLQ.M:5KU%,T6QOV745TMAVKF;+J*Z:P[M5C(#J+#M73V/:N8L.U=/8]JYY".@M.@K8@[5CVG05L0=JPD27H^E2BH4J85S
ML3%HH%%2(**** "BBDH **** %HI** %HHHH **** "FD4ZDH B9:KR)5LBH MG6K3&95Q'UK'NHNO%=#.G6LJYCZUO%E'+WD77BN?O8>O%=;=Q=:P;R'KQ71% MC./O(>O%8-
W%UKKKR'KQ6!=P]:WBP.6N8^M9+.:R[B'.>*WY4JA-#6T6,YBZM^#Q6'=V MW7BNPN(,@\5D75MUXK:+&<5=VO7BL.ZMNO%=M=6O7BL.[M>O%;18SC+FWQVK
M*G@Z\5UMU:]>*QKFVZ\5JF,YF:+VJC*E;UQ!UXK-FA]JNX&2PQ3:MR157*8H M)L,IP-&*2@"16Q5B.2JE/5L4%&I%-CO5Z&X]ZQ4>K44M*PSHH+GIS6G!==.: MYB*?WJ_#<8[TK
=7!=].:TH+OIS7)0W73FM"&[Z>]> M]7XKSWJ'$#K8[SWJPEW[URT=[[U92]]ZAQ$=,MW[U*MW[US:WOO4JWOO4N(' M1B[]Z/M?O6
+WWH^V^]3R@;IN_>HVN_>L0WOO437OO340-IKOWJN]W[UCO>^ M]5WO?>K40-:6\]ZI37GO69+>>]4I;SWJE$#1FO.O-9T]Y[U1FN_>J$UW[U7*
M!LV>ZZ\U5FNO>J$UQUYIV&3SW/7FLZ:?.>:CFG]ZI22YJD@'RS>]4Y) M,T.^:@8Y-4A"%LTTTM)BF)B4HI<4](\T!8$7-6XH\XI(HO:K\,'3BBY0L,6> MU:4$'3BBWM^G%:MM;=.*AL
MK?IQ6Q:VW3BK:].*R;$.M+;IQ6Y: M6W3BF6MMTXK:M;?IQ638B2UM^G%;%O#CM45O!C'%:<,59-B)8(\8K0C6H8DQ M5I!6,F
\"EHHK(D0U!*.*L&HG'%4AF9.G6LNXCSFMN5,U0GBS5H9S5U#UXK" MNX.O%=?<09SQ6/=6V<\5H@.*N[?KQ6%=6W7BNWN[3KQ6'=6G7BM4!Q5S;\GB MLFX@Z\5V-
U:=>*QKFTZ\5LAG*3P]>*H21XKI+BUZ\5F36_M6B QR*9BKTD'M M5=HR*=B'$BI12[:,46"PH-3(Y%0TX52+1?BE]ZO13X[UCHU64DHL4;T-Q[UH MPW7O7-
Q38[U=BN,=Z5@.GAN_>M"&\ZE8#K8;SIS5^*\]ZY& M*[]ZNQ7GO4\H'6QWG3FK27GO7*QWGO5I+SWIITN_>N82\]ZG2]]Z MGE Z9;OWJ47?O7-
K>>]2"\]ZEQ$=$+OWIPN_>N>%Y[TX7OO2Y0.A%W[TOVOW MKGQ>^]+]M]Z7*!O_&OWI#=^]8/VSWIIO/>CE WC=^],-W[UA&]]Z8;WWHY0 M-QKOWJ![OWK&:]]ZA>]]ZI1
UI+OWJI+>>]94EY[U4EO/>K2&:GN^O-9L]W[U3FN^O-49KGWJDAEF:Z]ZSIKC/>H);CWJ MG)-FJL,EEGSWJG)+[TUY,U7=Z=@"1ZKLV33F-1T"$H%%."YI" #-3(F:$CJW M'%3N
V..KL,/(XIT,&>U:,%OTXI7 =:P=.*W+.WZ<5#:VW3BMVSMNG%0V!:L MK?IQ706<' XJI9V_3BMZT@X'%8R8%FVAZ<5JPP\#BHK:'IQ6I#%6+8$:P^U# M0^U7UBXI3#
[5DY"9BS0<=*S+FWZ\5TTD"2L^XM^O%$6"..N[;KQ6%=VW7BN MVNK7KQ6'=VG7BMTP.(N[?KQ6'=V_7BNVN[3KQ6%=VG7BM$,XVY@Z\5DSQ*GC:JL:
(UX9_>M"&X]ZPHY*MQS8IV&='#=>]:,%WTYKEX MI\=ZO17..]*P'5PWG3FM&&\]ZY&*[ZBO/>IL!U\5[TYJY'>>]=.:M
MQWOO4N(CK$O/>K"7GO7+1WOO5E+WWJ'$#IUN_>I5N_>N:2]]ZF6]]ZEQ$=&+ MOWIPN_>N=%[[T\7OO2Y0.A%W[T][7[USPO?>G?;/>ER@;_VOWH^U^]8'VWWH
M^V^]'*,W3=^]--W[UA&]]Z:;WWHY0-PW?O437?O6*;WWJ)[WWJE$#8>[]ZK2 M7GO60]][U5DO?>K40-:2\]ZI2WOO67+>^]4I;SWJDAFE->>]9L]Y[U1FO/>J M$UW[U5@+

<]W[UG3W.>]5I;GWJE+/GO56&2S3YSS5&6;KS3))G8!))*J M.V:>[9]$T (32448H)%IP&:0+FIXX\TQV%1*M119I8H<]JOP6^<<4K@+;P].
M*U[6WZ<4RVMNG%;5I;=.*EL"6TM^G%;MI;].*AM+;IQ6[:6W3BLI,1-;6_3B MMRU@Z<5!:V_3BMFV@QCBL9,1-;P].*TH8\"HX(JOQQUSR8A42K"BD5;D K)L M0X4ZD%+4B"BBB@
I*** $HHHH 6BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBBF(**** "BBBD,**** "BBB@ HHHH
**** "BBBD 4444 %%%% !111 M0 4444 %%%%, HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444
%%%% ! M1110 4444 %%%%, HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH
6HY.E25')TIK<:W,RYZ&L.\[UN7/0UA MWG>NA%G/WO>N]=>]ZYR][UK$9SUYWK"NN];MYWK"NN];O R9^]4)*OS] MZH25T1&5F]U*U1&MD4,/6DI3UI*T0Q13Q3!3Q5 .%.IHIU
!10** "BBBI$ M%%%%(HHHH **** "BBBJ&%%%% !111B@ HHQ1B@ HHHH %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
4444 %%%% !1110 4444 %%%% @HHHH **** "BBB@ HHHH&%%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%%,!:*** $---.---(0TT MPT\TPT -
HHHJ0"'I5]<5*E2Q%B,5?@JC%5^ 5FP-2V[5M6@Z5CVPZ5M6@Z5E M(DW+,=*WL=*PK,=*WL=*PD(W+4=*V;8=*R+4=*V;8=*QD(TH.E7HZIP#BK ML=82))EIU-'2G5DQ!1112
**** "DI:2@04444 %%%% !1110 4E+24#"BBB M@ %+2"EH **** "DI:2@ HHHH **** %HHHH **** "BBB@ HHHH **** 4 MM(*6@ HHHH **** "BBB@"*3I5"X[U?DZ50N.];0*,:
[[U@7O>M^[[U@7O>N MB(SF[[O7-7O>NEON]]ZZ(C.?N^IK%N>IK:N^IK%N>IK>)1G2]:K-5F7K5 M9]V0QE%%%4,*<*;3A5#'"G"FBG"@!XI1312B@!:2EI* "BBB@ HHHH ****
M"BBBD 4444 %%%% !1110 4444 %%%% !1110 4444P"BBB@04444 %%%% ! M1110 4444#"BBB@ HHHH **** "BBB@ HHHH *6DI10 4444 %)2T4 --)BG MTA% R,BHR*F(J-
A0(C-)3B*2I:) &K$;8JO3T-0T!HPR8Q6C!-C%8L;XJY#+ M6;0CI+6?IS6W:7'3FN2MY^G-;%K<=..RDA'96ESTYK>M+CIS7%VESTYK>L[C MIS6+0CLK6?IS6O;S=.:Y2TN.G-
;=K/TYK%H1T<,F<5>C:L6WESBM**2LI(1? M!L:B1JD!K!B8M%%%(04444@$-%!HI %%%% @HHHIC"BBBF 4444 %%%% !11 M10 4444 %%%%(HHHH **** %HHHH ****8!1110
F:*** "BBEH 3%-(I]) MBG<"(K3"E6"*:5HN,JE*88ZM%*:4IW JF.D\NK12DV4[@5PE."U+LI=M%P&! M:>!2A:LZX[UTQ&9%UWK"O.];MUWK"O.];(#G[SO7/WG>N@O>]<_>=ZU0S"
MN^]8MQWK9N^]8MQWK5%&=-5-ZMS52D-:(9"W6F&G&F&FV)B&DH-_J3(D7K6C M:GD5FKUK1M>U/H:K8Z"RZBNEL.HKF;+]*Z:PZBLI =18=]Z>Q[5S%AVKI['M M7/(1T-
IT%;$':L>TZ"MB#M6$B2ZE3"H4J85SL&***!14DA1110 4E+24 %%% M%, HHHI +1110 4444 %%%% "4UA3Z0BF!3E7K6;<1]:UY%JA.G6MHLHY^ZB
MZUA7D76NHN8^M8MW%UKHBQG)7D/7BL"\AZ\5UUY#UXK O(>O%;18SD[]+K6- M<1O%=A<6_7BLBZM MNO%;J0SB[JUY/%8EU:]>*[6ZM>O%8MU:=>*V3<7WZ\5U]S:=>*R
M+BUZ\5HF!R\L%4Y(?:NBFM?:J,MO[5:8S$:+%,*$5IR08[57>&J&4MM*!4YC MQ3"M(0BFI4?%18I0<&J&B[+BK<<^.]92OBI5EHL,VXKCWJ[%=>]<\D^.]68
M[GWJ;".DBN_>KL=Y[UR\=U[U92[]Z30CJH[WWJPE[[URR7GO4ZWOO4V ZE;W MWJ5;[WKEUO?>I5O?>IL(Z<7WO1]N]ZYL7WO2_;O>ER@="U]]U$U[[U@&]]ZC M:]]Z?
*!NO>^]0/>^]8C7OO4+WGO3L!L27OO5.6\]ZRWO/>]TEW[U5AFC+=^] M4I;KWJD]S[U6>X]Z=@+4EQ[U4DFSWJ!YO>H6DS18"1Y*KL^:1FS3.M.PP)S3
M2*>%IX2@DA"FG",FK"Q5,D'M3**RP\]*LQP>U68[?VJY%;>U)L"O#;^U:,%M MTXJ:"UZ<5IV]KTXJ&Q#+:UZ<5KVUKTXI]M:=.*V+:TZ<5FV(2UM>G%;-K:].
M*6VM>G%;%M;=.*Q;$%M;=.*U]>#&.*2WM^G%:4,..U9-B%AAQ5Z*/%)%'BK2 M)638AR+4P%-44^LFP"BBBD(*:PR*=2&@"NZ9JK+'FK[+43IFK3&8\T.>U9EQ
M;]>*Z&2+-4IH,YXK1,9RES:]>*QK]TZ\5V-Q;YSQ65<6O7BM4P.*N;/KQ6+< MV?7BNXN;3KQ6-]*P&['=>]6X[MOWKGDG]ZG2Y]Z5A'21WGO5I+SWKF4NO>ITN_>E8#ITO?>ITO?
>N96\]ZF6\] MZ5@.G6]]ZD%[[US*WOO4@O?>IL(Z47WO3A?>]CE Z07WO2_;O> MN;^W>]+]NJZ7*!T?V[WI#?>]<[]N]Z:;]WHY0.A-]TTWOO7/&]]Z:;WWHL!
MOM>^]0/>^]8;7OO437OO3L!LR7OO562\]ZR7O/>]IW?O5) ;]IW'O56&7);GWJI)/GO59Y_>H&EJK#)GFS5=I,U&7S3":'%LTPTM."Y MH B(I-E6!'3Q%
[4@*PCJ9(LU.D'/2K4=O[4KB(8H/:KL-O[5/#;=.*T8+7IQ M4MB((+;VK5MK7D<5+;VGM6O;6G(X]&P&6MKTXK#VK8* U7EBJHL.,,N;,KQ6-=6O7BNMG@SGBLJXM\YXK=
M,#C;JTZ\5A7=GUXKN+FUZ\5BW5IUXK5,9PMW9]>*Q;FTZ\5W-U9]>*Q;JSZ\ M5JF,X]>TZ\5GRVWM777%GUXK,FM.O%:(#F)+?VJ!H2*WY;7VJG);8I52&9!0 MBDVUH/!
[5$8?:J%8]!:>!BIC'2%*:&@4XJ97Q4.,4H.*8RXDN*LQSX[UF!\5 M(LM%@-F.Y]ZMQW7O6 LV.]3I<8[U-@.CCN_>K4=Y[US277O5A+KWI6$=/'>^ M]64O?
>N72[]ZG6\]ZFP'4+>^]2K>^]C[=[T^]- M-[[USQO?>FF]]Z?*!OF]]ZB>]]ZPC>^]1->^]%@-M[WWJM)>>]8[WGO5=[SW MJK :LEY[U4DN_>LQ[OWJN]U[U5@+\MU[U3DN?
>]:W'O4#3>].PRS)/GO59Y: MA:7-1E\T[2,^:B8YI,T8H&,/--VU.$S2B.D(K;#3EC)]T(?:I4@YZ4@*\<. M:N10>U316_M5^&VZ<4FP(8;?VK3M[;IQ4L%K[5]VUIR.*AL0RUM>G%;=I:].
M*6UM.G%;5K:].*S; 6TM>G%;=K;].*;:VW3BM>WM^G%9-B'VT'3BM6"I4<$ M/M6C#%638A\4>*MHE-C2K"KBL9,0@%+BG45F2)2T44 %%%%(!*#10: $HHHI M@+1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1113$%%%% !1112 ****!A M1110 4444 %%%%(HHHH **** "BBB@
HHHH **** "BBBF 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%%(HHHH **** "BBB@ HHHH **** "BBBF
4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 +4=ZW+GH:P[SO70BSG[WO7.7O>NCO>]] MZUB,YZ\
[UA77>MV\[UA77>MX@9,_>]$E7Y^]4)*Z(C*S5$:E:HC6R*&'K24I MZTE:(8HIXI@IX]@'"G4T4Z@ %%%*:0A**6BD E%%%(HHHH **6DI@%%+13& M)2T44 %%%% !1110 4E+12
2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2 MBEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2 MBEHH 2EHHH *2EI,4""BBB@ HHHH
**** "BBB@ HI:*!B44M% "44M% "44 MM% "44M% "44M% "448HQ0 448HQ0 44M% "44M%, Q1BEHH 2FFG4TTA##3 M#3S49H 2BDH%2P'BI4J(5,E2Q%F*M"
=*HQ"M"W'2LV!]6PZ5MV@Z5CVJ]*W M+1>E8R)-]S'2M^S'2L2S7I706:]*QD(V;4=*V+8=*RK5>E;-N.E82$:$(XJX M@JK".*N(*PD(D'2EI*6LB0HHHH **** "DI:2@04444 %%%%
!1110 4E+28 MH&%%&*,4 I:** "BBB@ I*6DQ0 448HQ0 448I: "BBB@ HHHH **** "BB MB@ HHHH !2T@I: "BBB@ HHHH **** (I.E4+CO5Z3I5"?H:V@48]WWK O>]
M;]WWKG[WO73$9SE]WKFKWO72WW>N:ON];Q&<_=]36+<]36U=]36+<=36\2C. MEZU6:K$O6]S5LAC:**052&+3A3:450QXIPIHIXH 44ZD I10,**6DH 2BEHH M$)12T4)12T4
)12T4@$HI:* $HI:* $HI:* $HI:* $HI:* $HI:* M8"44M)B@0448HQ0 448HQ0 4M)BEH&)12T4)12T4)12T4)12T4)1BEHH M 3%&*6B@!*6BB@ HHHH ***6@ I#2TAIC&FF-
4AIAH$1D4TBGD4TBDQ#:4'% M&*2I8$BM5B.3%5 :D5]S:$:L,N,] M9UQWK1EZ5GW'>NB(S'NN]85WWK>NAUK#NQUK9 <[>=ZY^\'6NBO%ZU@7B]:T M3&
<]=CK6+O%=9=1=:P;N+K6\ M6!R5W%UXK"NHNM=9=P]>*PKN'K6R8SF+B/K67.E=!.FQ,K&E%.*&@+4D6%6K,1QBJX%3QK5%HT('K5MI.E8T7%:,!Z4F,Z
M&TFZ*Z&6/-49H>M;J0SEKFUZ\ M5CW-IUXKKY[?.>*RKBU]]VBQG&7-GUXK(N+/KQ7:7%IUXK)N+/KQ6R8SC)]3 MVK/FM>O%=?/9]>*S)[/KQ6B8SE);;':]3Q57 YIX?:H&B
MK:DMO:JKV_M5 93)497FM!X/:H&BJD4BKTHW8]5HZB*XI@.$E2++[U!BDR: M+RS^]2K<>]9P8TX.:D1JK<^]3+=>]8XD-/$II"-I;OWJ07?O6()CZT\3'UI" M-K[7[T?;/>L?
SSZTGGGUI :YN_>F&[]ZRS.?6F&8^M,#3:[]ZB:Z]ZSS,?6F M&4TQEYKGWJ%KCWJJ9#3"YI@3M-[U$TA-1DFDY- #B^:3- 4T]4H&,QFG*G-3 M+%FIDA]] ($C]=
(?:K,=O[5:CMO:I)*L<'M5N*V]]MQ6OM5Z&TZ<47&4HK7V MJ]#:=.*O0VGM6A!9].*EL"E!9].*U;>SZ<5:@L^G%:EO9].*S; KVUITXK7M
MK3IQ4UO:=.*U;>VZ<5DV21V]MTXK4@M\8XI\%OC'%:$,..U8R8A(8?:KT46* M(XZM(E8MB!$J95H5:?4-@%%%%2(**** "BBB@!,4TK3Z2F! Z55DC]^PJ%TJ MTQF3-#
[5FSV_7BM^2.J4L/M6B8SFKBVZ\5D7-IUXKK)K?.>*S9[;KQ6T6!Q] MS:=>*R+BSZ\5V=Q:=>*R[BTZ\5LF,XR>SZ\5G36?M783V?7BLZ:SZ\5HF,Y* M6T]]I2VOM7536?
7BJ$UIUXJTQG,O;^U0/![5T$EI[54DM?:G<#$:'V]HZUW MMO:]IV_M30(S2N*:1BKK0^U0M%5#*^33@U.,=-VD4 /$F*>LWO4&*3F@1=6< M^M2+
<>]9^XTX.:0&FMS[U*MU[UDB0TX2FD!KBZ]Z>+OWK'$QIWG'UI"-@7?O M2_:_>L<3'UI?//K2&;'VOWI?M?O6-YYH\\^M &Q]K]Z0W?O61YY]:///K0!K M&[]Z:;OWK)\\^M(9CZT
:AN_>HVNO>LTS'UIIE-,#0:Y]ZA:X]ZIF0TTN:8% MEI_>HFE-0[C24QCR^:.6S0!3@E,!O6E"U*L>:E6$T 0K'FIEB]]G2#VJU';^
MU("HD/M4Z6_M5V.V]]M1VOM4W$4([,VJ[%:^U7HK3VJ]#9^U0V!3@M.G%:=O M9].*MP6?3BM.WL^G%9MB*UO9].*U[:TZ<5/;V?3BM:WM.G%9N0B&VM.G%:]O
M;=.*?;VW3BM."WZ<5DY"&P08[5HQ18[410X[5U:[KFJDL>:VBRC N+?.>*R;FUZ\5T\T.:S[[M?/:M4QG(W-IUXK&N;/KQ79W%KUXK*N+3KQ6Z8'%W%GUXK*GL^O%=I<6?7BLN
M>SZ\5JF,XZ:T]]HRVOM76SV?7BL^:S]]M,9RTEM[56>W]]Z.6T]]J26OM57 MP6@QV])HO:MI[;':JSV_M5(#*,=1E:TG@]]KO#[4QE(BC-3M%49C-,!HI5N?>LL.:<)#2
UENO>I!=^]8XE- M.\XT@-@7?O3A=^]8XF-*)CZT ;(N_>E^U^]8PG/K2^>?6E8#8^U^]'VOWK'\ M\^M'GFBP&L;OWI#=^]9)G/K2>?0!]&[]Z8UU[UF&;WIIF/K3 T6NO>HFN?>]
M)E-,,AH&6FG]ZB:,/>]YU("LL53+!GM5R.W]]LQVWM4L"@MO[59CMO:M".U]]MQ6GM4W$48; M7VK1@M.G%7(;/IQ6E!9].*EL"K;V?M6M;6?3BK-O9].*U;>TZ<5FV!#;6G3B
MMBVM>G%/M[7IQ6K!;=.*R;$-M[?IQ6I!!@=*(8,8XJ_%%BL6Q!%%CM5R-*2- M,585:S;$*JU)2 4M9L04444A!1124 +1244 %!HH-(!*6DI:8!12T4)12T4 M)10:* "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH$%%%% !1110 4444 %%%% !1110,**** "BBB@ MHHHI %%%% !1110 4444 %%%% !1110
4444P"BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHI %%%% !1110 4444 %%%% !1110 4444P"BBB@
HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M***
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!:CDZ5) M4=ZZ$6<_>]ZYR][UT=[WKG+WO6L1G/7G>L*
MZ[UNWG>L*Z[UO$#)G[U0DJ_/WJA)71$96:HC4K5$:V10P]:2E/6DK1#%%/%, M%/%4 X4ZFBG4 %+24M(04444F 4444@"BBB@ HHHH ****H8444M !1110 4 M444 %)2TE(
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI@)12T4)1 M112$%%%% !2TE+0,****8!1112 ****
"BBB@ HHHH **** "BBB@ HHHH * M*** "BBBF M%%% :8:>:8:0AC5&:>QJ,T@$HI**EB)%]=!4"FK$=2P+<0K2
MMQTK/A%:ELO2LV(U+5>E;EFO2LBU7I6]9ITK&0C8LUZ5OVB]*Q[-.E;UHO2L M9"-:U7I6Q;K6;:KTK6@7I6$A%V(<5;057B'%65%82)8M+1168@HHHH **** M"DI:2@04444
%%%% !1110 4444#"BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH 444"B@ HHHH **** "BBB@"&3I5"?H:OR M=*H3]#6T"C'N^]<_>]ZZ"[[US]
[WKIB,YN^[US=[WKI+[O7-WO>NB)1SUWU- M8UQUK9N^IK&N.M;H9FR]359NM69>]5FK5#&4"B@50Q:<*;3A5#'"GBF"GB@! MPI12"G4 %)2T4)1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% "YI***H!*:=2&@!F*0BGXI"*0$9%-(J0BFD5+
M$,I0:0TE0T(L1M5R&2LY35F-ZAH1MV\N,5LVL_3FN:@DZ*R+B#KQ5IC.=FBJG)#[5NRVYI*]/;^U:)C,5X?:H6AK9>W/I4+6_M5W M&8YAI5AYK2-
M[4+;'/2BX%6*'D5IVT/(HBMN>E:5M;\CBI; MV<72NCL8^E9 MEI!TXKH+*'IQ6;8C9L4Z5TEDO2L2RCZ5T-FG2L9,1L6HZ5K0#BLRV7I6K".* MPD(MI4HJ)*E%8L3%HHHJ1!1110
4E+24 %)2TE, HHHH ,T9HHI +1110 M% M%%(HHHI@(:AD%3FHG%-#10F7K6;<)G-:\]U0G3K6T6,P;F/K6)=P]:Z:XCZ M\5D7,/7BMXL9R=W#UXK"NX.O%=?
=0=>*Q+]WZ\5LF,Y&Y@Z\5DW$'7BNKN;; MKQ63<6W7BK3 Y>:#VJE)![5TU68X?:I; GMATK9M>U9L$9XK6MDZ5 M#8C9LSTKH+-
NE8%HO2MZS'2LF(W[0]*V[8UA6G:MNV[5BQ&Q >!5Z,\5GP=! M5^/I63$6!2TBTM9""BBB@ HHHH **** "BBB@ IC"GTA%- 5G2JLD6:T&6HF
M2K3&9$L>U9\]OGM6_)%FJDL'M6T6,YB>U]]S)[3VKK)K?/:L^:U]]V4@.0G ML^O%9D]GUXKL9K3KQ6;/:=>*M2&<=/9^U9LUI[5V,]G[5G3V?7BK4AG(RVGM
M5*6U]]ZN:SZ\51EM/:K3&72N(CW49I_EFC8:5P&9-)DU)Y='ET7 B.:3FI_*/I0(C MZ4[@08-+MJR(?:GK![4[C*@CIXB]XMN?2IEM_:G<"DL-3)![5>2V]]LQVOM2
MN!12W]]LQVWM6A':>U7(K3VI7 SHK7VJ[%:>U:$5GTXJ]%9^U3<#/AL_:K\- MGTXK0AL_:M"&SZ<5/,(H0V?M6C!9].*OPV?M6A#:=.*ER I06?3BM*"TZ<5;
MAM?:M"&V]]AR$5H+7IQ6C#;XQQ4T5OTXJ[%#6,F(BBAZ<5U3]E8R8 M"(E3*M"K3\5DV(04M%%(04444 %)110 M%)2YH **** $-,85)2$4T!6=,U7
MDC]\5]DS5IE&7+#5&:WZ\5N/'FJLD/M6T6!SLUM[5G3VGM742P>U49;;VK9 M,9RD]GUXK.FL^O%==-:^U4)K3KQ6BD,Y":S]]SYK/KQ7836GM6?-9]>*I2 Y M&6S]]I26GM76RV?
M5&6S]]JXSE9+3VJK):^U=3)9^U4Y+/VJDP.8>V]]KO;> MU=)):>U5)+3VJK@<\UO[5$T'M6Z]K[57>V]]=P,5H:88ZUGMCZ5"UO[47 S" ME)M-7V@]]C,/M2N!3P:,&K1A/I33$?
2BXBO2Y]4Q&D\HTK@1YHR:D\NCRZ5P M(]QI6:/+-%P&;C1DT_RS1Y9I@1Y-&34GEFCRS1<9%S1S4WEFE$7M1<"# M!I=M6!#[4\0>U.X%41T\1U;6 ^E3+;^U.XRFL-3+!
[5>2V]]L):^U%P*"6_M M5A+;VK1CM?:K4=I[4K@9T=K[5;CM/:M&*T]]NQ6?M2; S8K3VJ[%9^U:45G[M5=BL_:H;$9L5G[5?AL_:M&*S]]OPVGM4.0BC!9].*TH+3IQ5R&T]]T8;7IQ6
M3D(K06GM6E!;>U6(;;VJ_%![5DY"(8;?IQ5Z*&I(X?:K21UDV Q(ZG5*>]8I MP6LVQ"**>*3%+4B"BBB@ HHHH :PS4+KFIZ:15)C11DCS5.6';M5DS4#Q5H
MF,PYK?/:LZ>UZ\5TU4Y;?VK>+ Y:>T]]S9]/KQ76S6WM6?-:]>*U4AG(M3V?7BLZ:SZ\5V$UI[5GS6?M5]0SCYK/VJE+9^U=;-9^U4I;/VJU(9RDEI[54
MDM/:NJEL_:JU5<#FWM_:H&@]]Z"2U]] MK/:^U.X&$T'M430UM/;'T]![8^E%P,DQTPI6FUN?2HC![47 H[:3%7##[4PQ M>U*X%;FEY]"U-\LTK@1Y-&34GEFCRS1329-2^6:/+IW
BR:3FIO+H\]BX$.#1@U8$5.$/M1<"MLS3A&:MB ^E2+ M;GTIW&5%B]58:NI;^U6$MO:G<"@L'M4Z6_M6@EK[59CM/:BX&?';>U6H[7VK
M1BM/:KD5I[5+8&=':>U6XK3VK2BM/:KL5G[5+8C,CL_:KT-G[5I16?M5Z&S] MJAL#/@L^G%:4%GTXJ]#9^U:$-ITX]'(14@M/:M."UZ<59AM?:M"&W]]R<@((
M+;IQ6A#!C"%210>U7(XO:LVQ#(HJM(F*"MVZZ& ML.[Z&NA%G/7O>N]=>]ZYR][UK$9SUYWK#NN];EYWK#NN];Q&9$_>]$M7 MY^]4)*WB,K-435*]1-6Z&,-
%!ZT5HBA13A313A5 .%+2"G4P"BBBD M%%%2(M****0!1110 444E,!:***8!1113&+1110(**** "DI:2D 4444 %%%% !111 M0 4444 %%%% PHHHHL 44446 ****+
%%%%%@"BBBBP@HHHH ****0!1110 M4444QA1110 4444""BBBD 4444P"BBBF 9I,TM% !1112 ****!!1FBB@844 M"BF 4444@"BBB@ HHHI %%%% !1113 **6B@8E%+10
E%+10(2BBBF M%%% M :8:=3&I"(V-1FGM49]6)B44E%9LDD0U:BJJE6XA4LHO0#I6M;+TK,MUZ5L6 MJ]*S8C6M%Z5OV:=*Q[1.E;]FG2LI,1L6:=*WK1.E9-FG2MVT3I6$F(T[9>E:
ML"U0MEZ5]0K6$F(M1BIQ42#BI16$B6+1114B"BBB@ HHHI %)2TE,04444 % M%%% !1110 4444#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBBD
4444P%%% HH **** "BBB@ HHHH ADZ50GZ&K\E4)^AK:!1CW?> MN?O>]=!=]ZY^]]UTQ&L6XZU MO$9FRU6:K,M5FK5#&4"BEJQA3A2"E%4,<*>*8*>* '"G4@I:
"BBB@8E%%%% M@"BBBBP!1111804444 %%%% !1110 4444 %%%%%@"BBBBP!11118 HHHH * M***0!1110 4444 %%%% !1110 4444 %%%%, HHHHL 44446 ****+ %%%%%
M@"BBBBPPHHHIB"BC-)0 4444P#%)BEHI ,Q32*D(IAI 1&FT\TTU#1+$!]5& MJ*E4XJ; 7XI,5H02].:QT:K<4E0T(Z*VGQCFMJTN.G-2)-$'-.J!&J4&LFA#J***D04444 %(:6B@!** M**
"BBB@ HHHI %%%%, HHHH **** "BBB@ HHHH 2BBB@ HHHH **** %HH MHH *6DI: "BBBD 4444 %%!HH **** "BBB@ HHHI@%%%% "4444 %%%%(H MHHH **** "BBB@
HHHH ****8!111F@8449HS0 4444""BBBD 4444 ***04 MM !1110 4444P$IK4ZFFFAD#BJV]]ZN>VSGBL^:T]]M,9RLM MI[56>T]]Z>2S]]K-
9^U6F,YIK3VJ%K3VKIFLO:HFLO:KN!S1L_:E%GSTKH#9 M>U*MESTHN,QHK/GI6A;VG3BM".RYZ5>AL_:I;$06MMTXK,52MH<8XK7MX^E9MB+UNM:40XJG"M7HQ63$6%Z5(
M*8M/%8L!:***0@HHHH *2EI* "DI:,4)1110 4444 +1244@'9HI*6@ HHH MI@%,84^FD4T!6D6]DJ5?857D6K3&9,T?6LNXAZ\5O2QYJA-%[5M%C.:N8.O%
M8]S;=>*ZN>#VK,GMLYXK5,9R-Q:]>*RY[3KQ77SVO7BLV:TZ\5=P.1FL_:J4 MEG[5ULMG[53>R]]JX'+M9^U-^Q^U=(UE[4S[%[4[C.?%G[4HM/:N@^Q>U)]C
MJ]+@80M?:I4MO:MC['[4];3VI7 SX;?IQ6E;PXQQ4T=K[5>AM\8XJ&P'VL72 MMJT3I52W@QCBM>VBQBLVQ&A:KTK8MATK.MH^E:UNM9L1H0=!5^/I5*$=*NQU
MDQ$XZ4ZFKTIU0Q!1112 **** "BBB@ HHHH **** #%-*TZB@"%DJ!XLU<(I MC+5J0S,DA]]IRV_M6R\=5Y(JV4@,"6VZ\50FM>O%=))!GM5.6W'I5J0SEYK3
MVK.FL_:NLEMAZ51FM/:J4AG)36?M5"6S]]ZZ6TZ\51EL_:M%(9R4MG[52EL_M:NMEL_:J4MG[5:D,Y.2S]]J26GM75RV?M5.2R]]KF Y9]3VJ![3VKIWLO:J[
MV7M3Y@.9:T]]B:U]]Z1K+V]%K+VHY@.>-K[4TVWM6^;+VIILO:E<1@?9O:C[M-[5NFS]]3['[47 P?LWM1]F]]W/L?M1]C]]+@8GV;VH%M[5M_8_:G"R]]+@8 MGV8^E.%L?
2MH67M3Q9>U%P,5;7VJ5;7VK96R]]F6R]]=P,9;3VJPEI[5KI9> MU6$LO:BX&3'9^U6H[/VK6CLO:K4=E[4N8#+BL_:KL5G[5IQ6?M5V*S]]ER S M(K/IQ5Z*S]]THK/VJ[%:>U2Y 9\-
GTXJ_#9].*OQ6GM5V*U]]AR$4H;3VJ_% M:^U6XK;VJW'![5#D(K16_M5R.#VJ>.'VJRD52Y 11P^U64CIZI4JK6,I -5* M>%IV**S;$%%%%(04444 %!HI#0 4444 %%%% "T444 %%%%
"8I"M.HH A9* MB:.K1%-*U:D,SWB]]JR0>U:K)4+QULIC,66W]]IRVWM6\\-5I(*OF YR6U]] MI2VGM7326XJ*]26WM5*0SEI;/VJE+9^U=5);^U5)+3VJU(9RLMG[53DL_:NJ
MDM/:JDEG[5:D!RDEG[53DL_:NLDL_:JDEG[57,!RDEG[56>S]]ZF2S]]K/9^ MU/F Y=[3VJN]I[5T]V?M5=[+VI\P',M:^U1-:GTKI&LO:HFLO:BX'.FU]]C- MJ?2NA-

*E[4PV7M1<1S¥MO:FFV[]WS9>U,^Q>U*X&%]F!J/LQ]*W/L7M4]\C]]+ MC,+I,?2C[-[5N?8O:D^Q>U%P,3[,??2C[,?2MS['I4?8_;G<##^S>U+!F/I6Y M]C!]7[%[47 PQ;>U.%K[5MBR]J>+++VHN!BK:^U2+;^U;2V7M4JV7M1<9C):> MU3I.>U;*67M4Z67M1<#)CM/:K4=G[5K1V7M5J.S!J.8#*CI_;K<=G[5JQV?M M5N.S!J7,!E16? M5V*S!JU(K/VJY%9^U2Y 9D5G[5=BL_;M**T!JN1VQM6;D(MSXK3VJ[%;.^U7H[,VJW';^U0Y"*D5M[5>BM_;K$<'M5J.&LW(1%%![5 MD=6%2LFP&I'BI0N*4#%+6;8KA1112$%%%% !1110 4444 %)BEHH :13&2I: M3%-,=B[=5WASVK0*U&R5I&8S)D@]]I2VWM6X\=5I(?:ME(#GY,7VJA.-;>U= M+)|+[53DMQ252D,YF6TZ\52EL ;NHDM?:JDEK[5:D.Y;6S!JHRV?M7526GM52 M2T!]M2 Y22S]JIR6?M7626?M5.2S]JKF Y22S]]JR6?M7526?M562R!]KF Y M9[/VJL!][5U+V7M59[+VHY@.7>T!]A:T!]Z9[+VJ!K+VHY@.;,:U!]8;7VKHF MLO:HS9>U.X'/&U!],;8^E=_;+VIALO:E<#!^S'TI/LQ]*WOL7M2?8_;BX&%] MF/11]F!]W/L?M2?8_;BX&'!G]7[/5M_8_:C[!47 Q/LWM1]F!]V_L?M2 M8O:BXS#^S>U.%M[5M_8O:G"R!]+@8HM?:I%M?:Mf:+VJ!;+VHN!C+;>U3:> MU;*V7M4R67M1<#(2T!]LO*VM6M'9^U6XI/V MHY@,F*S!]N16?M6I%9^U7(K/VI.0&%9^U78K/VK2BM.G%7(K7V]'(1G16?M M5Z*T!]OQVOM5N.V!]S<@*45K[5?BMO:K4=O[5;C@]]AR#$5XK?VJ'!!5+'%5 ME(ZS MN;O>[=)>|ZYN|!UM$9SUYWK#NN];EYWK"NN];Q&9,_>J$E7!SU]A(:Z(C*!U M$U2,.C8ULBAAZT4$\T5HABBG"F4X50QXI:.*=F@ 1:3-&:!"T4F,.U("TM-S M2YI +129HS0(6DHS29IC'49IN:,TP'9HS3N@N^]<_?=ZZ8C.;ON]]ZZ6^[US5Z>M=$2CG[O MO6+<=36U=GK6+<'DUO$9G2U6:K$IJNQK5#&=Z6DI:L8M**;2U0#Q3Q48-/!H M&/%.I@-+F@8ZD-)FC-,!,*;FC- #]*;FC- AU%-S1F@!U%-S1FD ZBFYHS0 MZBFYH50 ZBFYHS3 =13;928A****FPAZG%3(5LXIRM4M :<,M:5O-TYK!CDJ_#-T]&A'3 MVMQTYK=L!CIS7'VT_3FMJTN.G-920CMK.XZWFZU4I+ M3VKI9+;VJL]K[528'-/9^U0-9>U=*UI[5&;/VJU(9S1LO:HS8^U=,;/VIAL_M:JY@,:.C[4"Q]JZ/[%[4HLO:CF P4LO:K<5GCM6NMG[5.EI[5+D!GPVN,<5I M06^,<59CML=JN16^.U0V(9!#C%:4,?2FQ0UR]JZA[3VJ!K/VI\P',&Q] MJ;!A]JZ4V?M3?L?M3YAG-_8O:D-E[5T? V/VI#9^U';./VH% MG]4(5;2H$7%6$%0P)12T(&I;D04M)2T@"BBBD 4E+24 MP%HI*6@ HHHH ****"D(I:* &%;B9*GQ2%:I,93>.]!PUHE*C:.JY@,F2W] MJJ26WM6XT50/!5*0SGI;7VJI+;>U=&]OJ55DMO:M%(9S4MI[53EL :NGDM?:.MJLEI[5:D!R\EE[54DLO:NJ>T!JK/9^U7S U,-A[5U1L?:FFP]J.8#E?L'M22*8/-NI-A M[4WI[4U=-]@]J=]@JJ.8#F M18>U.%A[5THL/:G"PIJ.8#G%L/:IEL?:NA%CI5(MC[4^8# 6Q]JG2Q]JWELO M:IELO:ES 8B67M5F.R!JV$L_;K"6GM2Y@,J.S!JN1VGM6E';>U6HI7VJ7(#. MCM/:KD=KI5?CMO:K^6_M4.0%*.V!JMQV_M5I(/:K"PUFY"*R0>U6$BJ=8JD" M5/,(B6.IE6G!:S!JK/9>U=0!JI5]GI4*8#EGLO:H'L?:NJ: MS]J@:R!J?,!RS6/M436/M74M9>U1FQ!J.81RQL/:HS8>U=4;'VIAL/:CF Y4 MV'M338>U=4;'VIOV'VHY@.6^P>U)]@]]ZC[#[4?8/:GS MU/%A[5THL/:GBP]J.8#FUL/:I5L/:NB%C[5(MC[4N89SZV/M4R6/M6\ME[5, MME[4*J[PUI,E1M'5*0&0]O5=[?VK:: M*H6AJ]M2&84EM[55DM?:N@>W]JKO;^U6I#.=DM/:JLEI[5TCVWM5=[7V]E(# MF9+/VJL]E[5T[VGM4#VGM5U5WLO:NJ>S]J@:R!J?,!RK6/M436/M7 M5-9>U1-8^U/F Y5K#VJ,V'M75FQ]JC-C[4UO]@]JZDV'M338>U',!R_P!@IJ3[!5U'V#V!/L'M1S U+F YC[!4?8/,NG^P^U+!AJ.89S(L/:G"P]JZ46'M3A8^U',!S M8L/:I5L/:NC%C[4\6/M1S <\MC[5,EC[5OK8^U2K9>U',!AI8^U6$LO:MI++ MVJ=+/VIU6H[3VK32UJ]L);>U3S",^-M.U!]M1VWM5Y+?VJ=(.G%2Y 4TM_;K*0>U6EAJ98]SL.\|UN77>L*| !UNBSG[WO7.7O>NBO>]M85T>M;=X>M85T>M;Q&94YZU0D-79SUJ(;Z(C(-'1,>Y](fM MD4&:,TVC-6@N-+FF TN:!CLTN:9FES2$.S1FFYHS2*X[-&: M9FES2 =FC--S29H =FC--S29H ?FDS3:,T 29HW4S M-&:0A^ZC=3,T9H ?NHW4S-)FF!)NHW5'FC- $FZC=4>:,T 2;J-U,S1F@!^Z MC=3,T9H ?FC-1YHS0!)FC=4>:,T 2;J-U1YHS0!)NHW5'FC- $FZC-1YHS2 MDS1FH\T9H DS1FH\TN:),T;JCW49H DW4;JC51FF!)FC-1YHS3 ?NHW5'FC M- #RU)NIF,3-*XKCRU-)IN,3-2V*XI---!-)6,9#84![S30.U(&O-1<:)X4Z M5!VT> <<54@CY%:IK%TXJ&QEZTBZ5O6G%;]I M%TXJC9Pl.*W,2'IQ64F(NVL73BM>WCZ55MHNE:D*5SR8BQ"M7(Q4,.\5905@ MV(D%+0**@D****."DI:2D 4444 %%%%, HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444 %%%% !1110 HHH%% ! M1113 ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBBD 4444 %%%% !1110 HHH%% ! M1110 4444""BBB@ HHHH **** ?BB@#"316?/T-:$G2L^XZ&MH%&/=]ZYZ^[UT%WT-<_?=ZZ8C. M;ON!N:OCUK>)1@79ZUBW)Y-,%V>M8ER>36\1E"4U78U-*>;KDU MJAAFEIM&:NXKCLTM-I:=QW' T\&H\)TH-.Y1*#2YJ,&ES3 ?FC-,S1F@!V:,T MS-&:8Q^:,TS-&:!#\T9IF:,T /S1FF9I;IS6O:W'3FN8AEQBM2WGZU*X%%+?VJPD/ MM5I8?:I%CJ6Q$218J=$IZQU(JU+8 JU*HI M/ J;@**6BBD(*6DI:0!1124@ M%I***8!1112 ***** "BBB@ HHHH$%%%% !2TE+F@84E+VI*8J32*=13 B*U& MR58(II6J3&4VCJ%HJOE*88ZL#,>#VJ%K7VK5:*HVA]JX&0UMI5$;7VK8/ MM33!I47 QC;^U-^R^U;!@]J3R/.G5 8YM?:FFUJV?(H];8!Z4U)Y J*+@90M?:I%M ;M(0>U.$/M2N!22#';K"0X[596&I5CI7 B2.K M*)BE5*E5:EL0JBIE%- IX%2 X4M)2TA!2TE+2 ****0!24M)3 *6DI: "BBB MD 4444 %%%%, HHHH ,4F!2T4 ,* TQHO:IJ*=P*;P^U5W@]JTBH-1M'5*0S M*>W!]KO;^U,#15"T/M5]0&*]M[5"UK[5MM#[5$T'M5U/F P39^U--G[5O&V]]3[-[4U',!@_8O:C[%[5N_9O:C[-[4U' M,!AB5]]<+/VK;^S>U*:,VHY@,86?M3UL_:M@6WM3Q;^U',!D:,>U2K;>U:HM M_;GBW]J.8#,6U]JF6V]J"!!5*L/M2Y@**6_M4Z6_M5M8?:IEBJ[ER K):]5 M.1/M4ZQU*$J'(1"L52B.G@4M1<+C0HI<4M%(04444 %%%% !1110 4444 %)M2TE !1110 4444@"BBB@ HHHH *7-)10 M%)10 M%%%%P"BBBF 48HHH 0J# M32E/HH @,=1M% [5,I"H-4F.YGM#[5"T'M6F4J-HZM2&936_M4+6_M6LT51M# M!5?,!CM,>U1-;^U;+0^U1F#V1\P&*UK[5$U![5N&#VJ,V_M1S 89M/:F&S]J MW3,^U--O[4^81A&S]J,;/VK=- MJ4TVWM1S 81L,;F_8O:M![-J4GV8>E/F P M?L7M2?8QZ5O?9O:D^S>U',!@FS!11C]JWOLWM2?9AZ4V+]B]IW/L MPJ*/LWM3Y@,3J'[4OV+VK,^S>U+!FIJ.8#$%6U]JE6 M6T+;VIPMO:CF QA9^ MU/%G[5L"VIJ<+?VIU:(@]JD6# MVIU0M#[5H%:88ZM2 S&@ M!JA:WJ]U6CJ-HD:JYAF0UO[5"UM[5LM#430^U5S 8K6OM4;6OM6T8/:F&#VH MY@,0VGM3#;>U;9M ;FFW]J?,!AFSJ]8;/VK=-M[4AMO:GS 8)L ;:FFSJWC; M>U--M[4^8#!-G[4AL ;MXVWM3?LWM1S 87V/V1/L7M6[]F]J/LWM1S 87V+V MH^Q>U;OV:VH^S#THV@,/[%[4OV+VK<^S#TI?LPJ*7,,PQ9^U.%G[5M29AZ4X MEPJ*.8#%%GI4\6?M6R+8>E.%L/2CF QQ9^U2+;>U:PM,:GBW]J.8#*6U]JE6 MU]JTQ;^U/6"ES",],;VJ9;,V]\(?:I5AJ]7,!22W]JF6#VJVL7M4@CI.0%98 M?:I5B]JL!*>%J'(''%8Z>$J3%+4MBN"TN*6BI$%%% !1110 444E "T9I** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****!]1110 4444 M%%%% !1110 4444#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBBD 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%, M HHHH **** "BBB@ HHHH **** "BBB@ HHHH %%%% ! M1110 4444""BBB@ HHHH **** "BBB@84444 %%%% !1110 4444 %%%%, H MHHH ****0!1110 4444 %%%% !1110 4444 %%%% !11 M13 **** "BBB@ HHHH **** "BBB@ HHHIB"BBB@ HHHH **** "BBB@ HHH MI#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH 6H2=*?3).E- ;C1F770UA7G>MMVZJUA7G>MT,YZ|!US=[WKI+WO7.7W>MHAM^\6L&Z'6MXCN8\M_>L^6M&<=:SY!6)1W*KUS:F<5&16Z'<910115H+BTHI *NAN^|<|?=Z MZ(C.90\O7-7W>NFO^]L2XZFMR[*6L2X)K>+*,R6H#5F4< MU6(K1,!*6DI:]X@I:2EIW&+2TE*!57*0HI: *7%.XQ**7%&*+@-HI<48IW 2 MBEQ1BBX"44N*,47 2EHQ2XI7 2BEQ28I7 **,4N*+@- HI<48IW 2BEQ1BGG-<9:S],.W;2XZ55K91L%%P*OE4HCJQLI=M%P(!'3@E2[:4+1U-,7M5S92,*+@4_*]J3RJN;*391<"GY-)Y/M5W9 M2;*=P*7DT>35WRZ/+HN!2\FD\FKOET>71<"EY-'DU=\NCRZ=QE/R?:,@0U<\N ME\NBX%3R12^4*M,*791<'](O:G'+YJSLI=E*X%81>U.$=6-E+MI7 @$=/$=2 MJ:4+1VDV4[@5/*]Q0S;.MV4FRBX%3RJ;Y/M5W93=E.X%/R?:D\GVJ[I/+HN!2\GVH\GVJ[Y=ET7 I>3 M[4>3[5=\NCRZ+C*2DT>3[5<\NE\NBX%/R?:E\GVJWLI? +HN!4\KVIPB]JM;* M792N!5$5.$56-E*%HN! (Z<(ZGVTNVE<1$$IX2GXIP%*X# M/ I:*5PN%%%% M(04444 %%%% !1110 4444@"DHHH ****8!1110 N*,444 %%%% !24M(:_" MBBB@ HHHH **** "BBB@ HHHH$%%%% !1110 4444 %%%% !1110,**** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1113 **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBBD 4444 %%%% !1110(**** "BBB@844 M44 %%%% !1110 4444 %%%% !1110 4444P"BBB@ HHHH %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%%, HHHH **** "BBB@ HHHH M **** "BBBF(**** "BBB@ HHHH **** "BBBD,**** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@!:9)]VGTR3[M- ;@9ESWK#O.];ESWK$NOUK=!#K6%=+UKHKQ>M8=TG6MXBN84Z];H2+6M.G6[$B5T1" MYGLM1E:MLE1E*V0^8JE;3;5@11L]T0U*XIE/92[*M^5]4>51<+F M392;*N>51Y5*XRILHV5;\]CRJ5P*FRC95ORJ/*I7&5-E\LJYY5'E47 I[*.E M7/*H\JBX%391LJWY5'E4[@5-E&RK?E4>51<"ILHV5;\]CRJ+@5-E&RK?E4>5 M1<"ILHV5;\]CRJ+@5-E&RK?E4>51<"ILHV5;\]CRJ+@5-E&RK?E4>51<14V4 M;*M^51Y5%P*FRC95ORJ/*HN!4V4;*M^51Y5%QE391LJWY5'E47 J;*-E6_*H M\JBX%391LJWY5'E47 J;*-E6_*H\JBX%/ MRZ/+]YY5'E47$4_+H\NKGE4>51<"GY=`EU<\]CRJ+@4_+H\NKGE4>51<"GY= M'EU<\]CRJ+@4_+H\NKGE4>51<"GY=+LJWY5'E>U%P*FRC95ORO:CRO:E<"IL MHV5;\KVH\KVHN!4V4FRKGE>U'E>U.X%/92[*M^52>51<"KLI-GM5ORJ/*IW MI[/:D*5<\]D,- %P*)CI/+]JY/M2>1]4KB*0CIXBJZL'M4JV_M4M@4EA]L1P M>U?$MO:K<5K[5#8BK#;],*TK>VZ<5/;:,*U+,TZ<5FV!'VO3BMRTMNG%); MVG3BMNUM>G%9- B)+2VZ<5NVL'3BH;6VZ<5LVT'3BLVQ$]M#TXK5@CQBH8(L8 MXK1ACQBLVQ$D25:1:;BU;!6$F 4HHQ2UF2%%%% !1112 #24II* "BBB@ II MHHI@%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444@"BBB@ HHHH **** 4M(*6F 4444 %%%% !1110!%)TK/N.AK0DZ M50N.AK:!1C7?0USUZ.M=%=CK7/WHZUO$9S-\.M74- B(U%3)2!*>]U+8%F)L8J_:)R*S4XJW"U9,1NVTO M(K;M)NG-G-;=K+TK-@=! ^;NQM61;R=*T8GK-B+JFG@U K5*#63$/HI!2TA!11 M12 *#10: $HHHH&%%%% @HHHI@%%%% !1110 4444 %%%% !2TE+0 4444 %.M%%% "4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444"" B MBB@ HHHH **** %HHHH ****!A1110 E%%% !1112 **** "BBB@ HHHH ** M**8!1110 4444 %%%+B@!**6B@!,48I:* $Q28IU% #<48IU%,!N*,4ZB@!N M*,4ZBD F**6B@!*7%%% !1110 4&BD- !1110 &DI324 %%%% !1110 M%%% M !1110 4444@"BBB@ HHHH ****8!2TE+0 4444 %%%% !1BBB@ Q28I:* $ MHQ2T4 -Q1BG44 -VTFVGT4[@,VT,:?1B@8S,1BGXHQ0 W%&*=BDQ2$**** M"BBB@ HHHH **** "BBB@ HHHH %%%% !1110 9I:2BD M%)1F@!:***8!11 M13 **** "BBB@ I,4M% *8I-M.HH 9MHVT^BGVC;4E%%P(]M+MI]%%P&;:-M/HHN(;MHQ3]*+@)BC%+12 **** M"BBB@ HHHH ****0!1112 *2BB@ I***8!0**!3 6BBB@!;**** "@T4&D E% M%% !1110 4444@"BBB@ HHHH ****0"T4E+3 ****8!1113 **** "BBB@ I M,4M% "8HQ2T4 -Q2,:?13N S;1MI]%%P&;:- M/HHN.CVT:-DHHN\&5HVU)1B MBX$>VDVU+BDQ1<+C-E&VGXHQ1<+C-M+MI^*.47"XS;2[:=11<0W;1BG447 -MBEI;*0"4M%% %%%% !1112 ***2@ S1110 4444 %%%% !111 M0 M%%% !1110 4E+24 +1244@%HI,TM !1110 4444P"BBBF 4444 %)BEHH M 3%&*6B@!,4F*=10 W;2,:?13N S;2,:.DHQ1<9'MHVU)BC%%PN1[:-M28HQ1 M<"/1MJ3%%%P(]M&VI**+@1[:7;3Z*+@,VT;:?11<0W;1BG447 3%&*6BD F M*6BB@ HHHH **** "BBB@ HHHI %%%% !1244 %%%% !1110 4444P%HHHH M**** "D-+2&@ HHHH **** "BBB@ HHHH ****!1110 4444 %%%% !1110 M 4444#"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444 %%% M %%% !1110 4444 %%%% !1110 4444 %%%%, HHHH **** "BBB@ HH MHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH ****0!1110 4444 %%%% !1110 4444 %%%%, HHHH **** "BBB@ HH MHHH ****8@HHHH **** "BBB@ HHHH ****0PHHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** %IDGW;? 4]8MV.M;=QWK'NAU MK=$W.>O!UKG[Q>M=+=KUK!O$ZUM$5SF;M.M8ERG6NCNX^M8]S'UK>(KG/SQ]M:HR1UM31=:!215T1%S&4T=1F.M%HJC,5; (GF,\QT>75TQ>U'E>U:H.8IB.GB M.K0BIPBJA54L?,4O+I?+]YY5'E5+'S% M/RZ7RZN>52B&I'S%/RJ7R]NB&G"'V!%*11$5*(?:KX@]J<(/:IN6F9XA]J7R M:TA,^U,%OI4KE)F9Y'M2^16H+,V1!>U^Y5S*\BE\CVK5^S>U+!E]5QW.GR M*/(]FUOLOM1IE]J7.,YD^1!4>]!5K?9?:CI-!5/,.R?(]J3R/:M?I-I4GV;V MHY@,KR/:D\CVK6^S>U'V6BX&3Y'M1Y'M6M]EH^RT7&97D>U'D>U:OV6C[+1< M1D^1]4>]!5K?9O:CI-[4](9@/D>U'D>U:WV;VH^S>U%P,GR;CR/:M;I-[4?9 MO:BX&3Y'M1Y'M6M]F!J/LWM1<#)\CVH\CVK6^S>U'V;VHN!D^1]4>]!5K?9O M:C[-[47 R?(J]/(J]UOLWM1]F!J+@9/D>U'D>U:WV;VH^S>U+F R?(J]/(J] MUOLWM1]EJ],8#)\CVH\CVK6^S>U'V;VHY@,GR/:CR/:M;I-[4?9O:CF RO(J]/(J]U?LWM1]F!J,8#*\CVH\CVK5^S>U'V;VHY M@,KR/:D\CVK6^S>U'V;VHY@,GR/:CR/:M;I-[4?9O:CF R?(J]/(J]UOLWM1 M]F!J?,!D^1]4>]!5K?9O:CI-[4U'V;VHY@,GR/:E\CVK5^S M>U'V;VHY@,KR*/(K5^S>U'V;VHN!E>12>16M]F!J/LWM1<#)\CVH\CVK6^S> MU)]F!J=P,KR/:D\CVK6^S>U)]F!J.8#*\CVH\BM7[-1]FHY@,KR/:C[/!5K? M9O:C[+]4VM>G%36]HTXK3@ML8XK-L0VWM .:M6"'':DA@QVK0BBQ6:8AT,>,+1U9,9S%\O6N=O4ZUU-ZG6N?O(NM:IC.8NX^M8UQ'UK!+]+K M63/#!5JF.PI(ZK-%6O)!ST]NT'M5IC,]RJ/*J_Y'M1Y'M5W&4/*]!7RJO^1[-M4OD>U/F HB*GB*KH@]J<(/:BXRB(]7RJO"'E\BG<'AY5'E5?]\@T>1]47 H>7 M1Y=7_(]J/(]J.8"AY=!EU?\-(]J/(]J.8"AY=!EU? \CVH\CVHY@*'ET>55_R M/:CR/:BX%#RJ/*J_Y'M1Y'M2N:0\]CRJO^1]4>13N(H>51Y57_(]J/(]J+C* M'ET>75_R/:CR/:G<10\NCRZO^1]4>1]47 H>71Y=7_(]J/(]J+@4/+H\]K_D M>U'D>U%QF?Y5'E5H>1]4>1]47 S_"]7RJO^1]4>12N!0\]CRJO^1]4K MB*E4>55_P CVH\BBX%#RJ/*J_Y'M1Y'M3N,H>71Y=7_"/:CR/:G<"AY='E MU?\-(]J/(]J+B*ET>75_P CVH\CVHN!0\NCRZO^1]4>]!47 H>71Y=7_(]J M/(]J+@4/+H\NK_D>U'D>U%P*'ET>75_R/:CR/:BX%#RZ/*J_Y'M1Y'M2N!0\ MJ[CRJOB#VI? (]J+@9_E4>56AY'M1Y'M2N,S_*H\JK_D>U'D>U%P*'E4OE5?\ M(]J/(]J=Q%#RJ/+]JO\ D>U+Y'M1<9G^52&*M#R/:CR/:GS 9IBIIB]JTC!(M4AM_:BXC,,7M2&*M(V_M33;^U2V!G>51Y=:!M_:FF#VJ&Q%,+4\8Q4HA]JD2 M+FH; EAXK4MFZ50BC-:$"\BLV(V+5^E;MH_2L"V'2MJU[5FQ'1VDG2MRUDZ5 MSMH>E;5JW2H8'06SJ*TX7K%MFZ5J0MTK-B-)&XJ9352,U90UDQ$PIU-%,J1' M1110 4444@$HH:* $HH-%, HHHH **** "BBB@ HHHH **** "EI*6@ HHHH M ***,T)1110 4444 %%%% !1110 44&DH 6BDHH 6BDHH 6BBB@ HHHH ** M**!!1110 4444 %%%% "T4E&:!BT49HS0 449I.T %%%% !1110 4444@"BB MB@ HH:* $HI:*8"44&B@ HHHH 6BDI: "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH ****2@ HHHH ****8Q**4TE(04444 %%%** "BBB@ HHHH M ****!A1110 444E A:*2EH *6DHH 6BDI: "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH *****$-%%% !1110 4444P"BBB@ HHHH ***#2 3-M&;** *#-&:** %HHH %%%% !1110 N:*2B@!;**** 8!1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M(H-)10 4444 %&:*2@!;2BBF 4448H 6BBBF 4444@"BBB@ HHHH ****0! M1110 ****"BBBD(**** "BBBF,TM)10 M%)10(6BBBF 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1112 ***3- "FDS124P#-&:** #-%%% "T444@"BBBF M M%)FES2 **,T9H *2BB@ HHHH **** #-+FDHH&+124M @HHHI@%%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444@"BBC- !244M "44M% "44M% "4444P"B MBB@!:*,T9H **,T9H *0TN:2@ HHHH ***6@!**6B@!**6B@!**4TE @HHHH M ****"BBB@ HHHH&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1113 ****"BBB@ HHHH M****0!1110 4444 %%%% !1110 4444#"BBB@ HHHH ****"BBB@04444 %-M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444Q!1110 4444 %% M%% PHHHI %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 M1R=*DJ-^E-$R*%P M.M-9- R.M:\XK+N!UK=&=S"NEZUAW:=:Z*Y7K6+=)UK6)+9SEU'UK(N(NM=%"&NB)#D9+0U&8:U&A]JC,/M6R)"32#F*'DT>35_R:/) M]]ECYBAY-+Y-7_)]J!#[5+!*YBB(?:G"'V]\(:> (;AE*11$%/$'M5]8/:I%@] MJEEJ10%OI5(+,VK16WJJF6VJJALT3,L6WM4@M?:M5:7VJ5,7VJ6RTS(%K[4X M6GM6TMH[4\6GM4.1:9B"T]J7D)5N"T]J7!*[5+D487V3VH^R>U:OV3VI? L?:MM2YBC!^R>U'V3VK>^Q^U'V/VJ>8#!^R>U)DJJWOL?M1]DJJ.89@_9/:C(D[M50?9/:D^R>U',!A?9/:C(D[5N_9/:C(D[4U:OV3VH^R>U/F POLGM1]DJJW? LGM1]DJJ.8#"^R>U'V3VK>^Q^U'V/VJ>8#!^R>U)DJJWOL?M1]DJJ.89@_9/:C(D[M50?9/:D^R>U',!A?9/:C(D[5N_9/:C(D[4U:OV3VH^R>U/F POLGM1]DJJW? LGM1]DJJ.8#"^R>U'V3VK=^R>U'M'V3VHY@,+(]4?9/:MW(]4?8_:CF POLGM1]DJJWOL?M1]C]J.8#!^R>U'V3VK>^R>U'V3VHY@,'(]4 M?9/:M(F)4?9/:CF P?LGM1]DJJWOLGM1]DJJ.8#!^R>U'V3VK>^R>U'V3VH M9Y@,'(]4?9/:M([!4?8_:CF P?LGM1]DJJWOL?M1]CJJ.8#"^R>U'V3VK=^ MQ^U+!DJJ.89@_9/:C(D[5O? 9/:D^R>U',!A?9/:C(D[5N_8_:C(D[4U'V3VK>^R>U'V/VHY@,'(]4?9/:M([!4?8_:CF P?LGM1]DJJWOL?M1]C]J.8#"^R>U'V3VK=^R>U'V3VHY@,+(] [4AM/:.MMXVGM2?9/:CF P?LGM2_9/:MW(]4?9/:CF P_LGM2BT[JW!9^U%G[4N81A MBS[]D6S[JVUL_:I4L_:CF QDL_:K4=E[5KI9^U6H[/VJ7(#+BLO:KT-G[5HQ M6GM5Z*T[JER*

H0V?M6A!:=.*N16OM5Z*VZ<5#D(JPVV,<5?BM\=JGB@]JMQP M^U9MB(HX<=JM)'BGI'4RI6;8"*M2 4 4X5#8A:***D04444 %%%% !24M)0 M4444)WI:3O2T#"BBB@ HHHH ****
"BBB@ HHHH$%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4M)2T %%%% !1110 444 M4 1/5.8<5=>JDHK1#,JY7@UC729!K>G7K65U=3/;9SQ6?
+:^U6F,YF2VYZ5 UK[5T+VG/2HC M:>U6F,P?LOM1]E]JW/L?M1]C]JKF&8?V7VI?LOM6W]C]J7['[4^8#%%M[4X6 MWM6T+/VI1:>U',!BBV]J7[-[5M_9/:C[)
[4U'V7VK;^Q^U'V3VHY@ M,3[+[4?9?:MO[)[4?9/:CF$8GV7VH^R^U;?V3VH^R>U',!B?9?:C[+[5M_9/ M:C[)[4U;?V3VH^R>U',!B?9O:C M[+[5M_9/:C[)[4U'V3VHY@,3[+[4?9?:MO[
M)[4?9/:CF Q/LOM1]E]JV_LGM1]D]J.8#$^R^U'V7VK;^R>U'V3VHY@,3[-[M4?9O:MO[)[4?9/:ES 8GV;VH^S>U;?V3VH^R>U',!B?9O:C[+[5M_9/:C[)[
M4^8#$^R^U'V7VK;^R>U'V3VHY@,3[+[4?9?:MO[)[4?9/:CF Q/LOM1]E]JV M_LGM1]D]J.8#$^R^U'V7VK;^R>U'V3VHY@,3[+[4?9?:MO[)[4?9/:CF Q/L
MOM1]E]JV_LGM1]D]J.8#$^R^U'V7VK;^R>U'V3VHY@,3[+[4?9?:MO[)[4?9 M/:CF Q/LWM2_9O:MK[)[4OV3VIU/F Q/LOM1]E]JV_LGM1]D]J.8#$^S>U'V;VK;^R>U'V3VHY@, M3[-
[4GV;VK<^R>U)]D]J?,!B?9?:D^R^U;GV3VH^R>U+F POLOM33:^U;WV3 MVI#9^U+F P#:^U--K[5OFS]J8;/VJ6P,'[-[4JVWM6T;/VI1:>U2V(RX[?VJ M[##[5;6U]JLQ6WM4-
B&V\6,5K6R=*AA@/I6E!#C%0V!=MATK8MNU9UO'C%:M MNO2H8C4MNU:<)K-@%:,/:H8%^(U:0U4BZ"K2U#$6%I],6GU(@HHHI %%%% ! M1112 0T4&BF 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 &DI324 %%%% !1110 M%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
"BB@44 %%%% "&B@T M4 %%%)0 M%)FEH 6BD!IU:RVWM4JVOM6;D:)F.+3VI?LGM6V+7VI?LOM6;D6C$^R>U'V M3VK<^R^U'V7VIU'V3VK<^ MR^U'V7VHY@,+[)[4?
8_:MW[+[4?9?:GS 87V/VH^Q^U;OV7VH^R^U',!A?8_M:C['[5N_9?:C[+[4U;OV7VH^R^ MU',!A_9/:C[)[5N?9?:C[+[4N8##^R>U'V/VK<^R^U'V7VHY@,/['[4?8_:M MS[+[4?
9?:CF$8?V/VH^Q^U;GV7VH^R^U',!A_8_:C['[5N?9?:C[+[4U'V3VK<^R^U'V7VHY@,/[)[4GV3VK=^R^U M)]E]J.81A_9/:C[)[5N?9?:C[+[4U+F RTM/:K,=K[5HK;>U3I;^U3S"*,
M=K[5;CMO:K:0>U64A]J7,!7CM_:K4<'M4R1>U3I'4MB(TB]JF6.GJM2 5FY" M&A:U+]B]JZ'[%[4OV/VHY@.>%E[4X6?M70?8_:@6?M3Y@,#['[4?8_:N@^Q^U+ M]C]J.8#GOL?
M1]C]JZ#['[4?8_:CF Y_['[4?8_:N@^Q^U'V/VHY@.?^Q^U' MV/VKH/L?M1]C]J.8#G_L?M1]C]JZ#['[4?8_:CF Y_['[4?8_:N@^Q^U'V/V MHY@.?^Q^U'V/VKH/L?M1]C]J.8#G_L?
M1]C]JZ#['[4?8_:CF Y_['[4?8_: MN@^Q^U+]C]J.8#GOL?M1]C]JZ'['[4?8_:CF Y[['[4?8_:NA^Q^U'V/VHY@ M.>^Q^U'V/VKH?L?M1]C]J.8#GOL?M1]C]JZ'['[4?8_:CF
Y_P"Q^U'V/VKH M/L?M1]C]J.8#GOL?M1]C]JZ#['[4?8_:CF Y_P"Q^U'V/VKH/L?M1]C]J.8# MG_L?M1]C]JZ#['[4?8_:CF Y_P"Q^U'V/VKH/L?M1]C]J.89S_V/VH^Q^U=# M]C]J/L?
M1S".>^Q^U'V/VKH?L?M1]C]J.8#GOL?M1]C]JZ'['[M4?8_:NA^Q^U'V/VHY@.>^Q^U'V/VKH?L?M1]C]J.8#GOL?M1]C]JZ'['[M4?8_:CF&<]]C]J/L?M70_8_:C['[4U,-
E[5TAL_:F&S]J5P.;-E[4GV+VKHS9>U-^Q>U*XC 6S]JF2T]JV MA9^U/6S]JFX&9':X[5=BM_:KJ6OM5F.VQVI,1###CM6C!'1%![5=BBQ4,"2%
M*OQ+TJ&*.K<:U#$3QBK*5"@JPHJ6!,M/IBT^I8@HHHJ0"BBB@ HHHH 0T444 MP"BBB@ HHHH **** "BBB@ HHHH ***2@!:*2B@!:*2B@!:*** "BBB@ HHH MH **** TE*:2@
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E+LI,:97\OVI1'4X2G!*S9:9"(ZE6.I52I42H9:8Q(JM1Q4L:5;CCK-FJ8 MV.&KD<-.BCJ[%%6+9JF1QP>U6H[?VJ:*+VJW'#639JF5DM_:IEM_:KJ0U,L/ MM6,F:HH"W]J=]G]JT1#
[4[R:R32N49GV?VH^S>U: MGD^U)Y/M2N49?V;VH^S^U:GD^U)Y/M3N!F?9_:D^S^U:GDT>31<9E_9_:C[/ M[5J>31Y-%P,O[/[4?9_:M3R:/)HN!E_9_:C[/[5J>3[4>3[47$9?V?
VH^S^U M:GD^U'D^U',!E_9_:C[/[5J>3[4>3[4U:GD^U'D^U',!E_9O:C[-[5J>3[4>3[47 R_LWM1]F]JU/)]J/)]J+@9 MGV;VH^S>U:?D^U'D^U%P,S[-[4?
9O:M/R?:CR?:BX&9]F]J/LWM6GY/M1Y/M M1<#,^S>U)]F]JU/)]J/)]J+@9GV?VH^S^U:?D^U+Y-%Q&7]F]J/LWM6GY-'D MT7 S/L_M1]G]JT_)I?)]J+@97V?VI?
LWM6GY/M1Y/M1<9F?9O:C[-[5I^3[4 M>3[47 S/LWM1]F]JT_)]J/)]J+@9GV;VH^S>U:?D^U'D^U%P,S[/[4?9_:M/ MR?:CR?:BX&9]G]J/L_M6GY/M1Y/M1<#,^S^U'V?
VK3\GVH\GVHN(R_L_M1]G M]JU/)]J/)]J+@9?V?VH^S^U:GD^U'D^U%P,O[/[4?9_:M3R:/)]J+C,O[/[4 M?9_:M3R?:D\GVHN!E_9O:C[/[5J>3[4>3[4[@9?V?VI/LWM6KY/M1Y'M1<#*
M^S>U+]F]JU/(]J/(I7 S!;>U.%M[5I>32B'VHN!G"W]J>L'M6@(?:G"&E<"B ML'M4JP^U6Q%3Q'4W$5UBJ58ZE"4\+2N Q5J4"@"G8I-B "EHHJ1!1110 444 M4 %%%!H 2BBB@
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V8>E'V8>E.X&)]C]J/LGM6W]F'I1]F'I1<#%^R>U'V3VK:^S>U' MV;VHN!C?9/:C[)[5M?9_:C[/[47 Q?LGM1]D]JVOL_M1]G]J+@8OV3VH^R>U M;7V?VH^S^U%P,7[)[4?9/:MK[/[4?
9_:BX&+]D]J/LGM6U]G]J/L_M1<#%^R M>U'V3VK:^S^U'V?VHN!B_9/:C[)[5M?9_:C[/[47 Q?LGM1]D]JVOL_M1]G] MJ+@8OV3VH^R>U;/V;VH^S>U%QF-
]D]J/LGM6S]F]J/LWM1<#&^R>U'V3VK9^ MS>U'V;VHN!C?9/:C[)[5L_9O:C[-[47 QOLGM1]D]JV?LWM2_9_:BX&+]D]J M/LGM6U]G]J/L_M1<1B_9/:C[)[5M?9_:C[/[47 Q?
LGM1]D]JVOL_M1]G]J+ M@8OV3VH^R>U;7V?VH^S^U%P,7[)[4?9/:MG[-[4?9O:BXS&^R>U'V3VK9^S> MU'V;VHN!C?9/:C[)[5L_9O:C[-[47 QOLGM1]D]JV?
LWM1]F]J+@8WV3VH^R M>U;/V;VH^S>U%P,;[)[4?9/:MG[-[4?9O:BX&-]D]J/LGM6S]F]J/LWM1<#& M^R>U'V3VK9^S>U'V;VHN!C?9/:C[)[5L_9O:C[-[47 QOLGM1]D]JV?L_M2_
M9_:BXC%^R>U'V3VK:^S^U'V?VHN!B_9/:C[)[5M?9_:C[/[47 Q?LGM1]D]J MVOL_M1]G]J+@8OV3VH^R>U;7V?VH^S^U%P,7[)[4?9/:MG[-[4?9O:BXS&^R
M>U'V3VK9^S>U+]G]J+@8WV3VI/LGM6U]G]J/L_M1<1B&T]J:;/VK<^S>U(;; MVHN!A&S]J3['[5N_9O:D^S^U%P,/['[4HM/:MO[-[4?9O:E<1D+:^U3+;>U: M8MO:GB#VI7 H)!
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M',%RKY/M1Y/M5K;1MHY@N5?)]J/)]JM;:-M',%RKY/M1Y/M5K;1MHY@N M5?)'I1Y(]*M;:-M',%RKY(]*/)'I5K;1MHY@N5?)'I1Y/M5K;1MHY@N5?)]J M/)]JM;:-
M',%RKY/M2>3[5;VT;:.8+E3R?:CR?:K>VC;1S!3[4>3[5;VT M;:.8+E7R?:CR1Z5:VT;:.8+E7R?:D\GVJWM%&T4E7-M&T4

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MBV.!HS2"EJA7#-(:*2D%Q#1125++3' TX&F4X5FS1,D4U.AJNM3)6;-$RW&: MNQ&J,=7(JQD;1-"$]*OPGI6?#VJ]#VK"1O$T(C5V,U1BJY'7/(WB7$-3 U72
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,48HHH ,48HHH ,48HHH ,4F*6B@!,4N*** #%&* M** #%&*** #%&*** "BBB@ HHHH **** "BBBF 4444 &*2EHH 2BBB@ HHH MH **** "C%+10 4444 %%%%, HHHH ****0!1110
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F M**6B@!****8!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M2TE+0 E%%+2 2BEHH 2BEHH 3%+112 ****8!11118 HHHHL 4444 %%%% ! M1110 4444 %%%%
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4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 !HHHH$%%%% !1110 8HQ110 8HQ110,2BE-)0 4444 M%%%% "T444 %%%% !1110 4444 %+BC% "448HH ***#0
E&:0TA-4,7--S M2$TTM3L_=2;JB+TTO18";=3=]0&2FF6G8"SOI-]53+[TAF]Z=@+6^C?53SJ M/.I\HRWOI=]4_.]Z/.I\H%S?1OJGYM+YU'*!;WT;ZJ^;1YM'*!:WTN^JGG4>
M=1R@6]]&^JGG4>=1R@6]]&^JGG4>=1R@6]]&^JGG4>=1R@6]]&^JGG4>=1R@ M6]]&^JGG4>=1R@6]]&^JGG4>=1R@6]]&^JGG4>=1R@6]]&^JGG4>=[T^4"WO MHWU4\
[WH\[WHY +>^C?53SO>CSO>CD M[Z-]5/-H\VCD M[Z3?57S?>D\WWH MY0+>^C?53SO>D\[WI;1R@7-]&^JGFT>=1R@6]]&^JGG4>=1R@
M6]]&^JGFT>;1R@6]]&^JGFT>;1R@6]]&^JGFT>;1R@6]]&^JGFT>;1R@6]]+ MOJIYM'F^]'*(M[Z-]5/-]Z/-]Z.4"WOI-]5?-]Z/-HY1EK?1OJIYM'FT;[T>=[T]
M'G4=1R@6]]&^JGG4>=1R@7-_O1OJIYU*)?>ERB+>^EWU4$M M.$E*P%K=2[JKB2GAZ5@)LTN:B#4X&IL!)130:=2$+1110 444A- !FDS2$TT MM3L,<6II:HR],+T[3%Z;OJ
R4PR^]58"UOI-]5/.]Z3SJ+#+GF4>95/SO>E M\[WI\H%O?1OJIYWO1YM/E N;Z-]5/-H\VCE M;Z-]5?-H\WWI\H%O?1OJIYW MO1YWO1R@6]]&^JGG>]'G4N4"WOHWU4\ZCS:.4"YOI-

]5/-]Z/.]Z.4"WOHWU M4\[WH\[WHY0+>_WHW^]5/.]Z/.'K1R@6]_O1O]ZJ>;[T>;[TM+YOO1R#+6^C?57S?>E\WWHY0+6 M^EW55$M.$E+E LAJ4-5<24\/4N($X-+40>G!JEH+$E%-
!IU22%%%% !1110 M4444 %%%% !24M% "44N*,4)12XHQ0 E%+BC% "44N*2@ HHI*8"TF:3-(3 M18!]/E M&6]]'F53\X>M'G#UI\H%SS*-]5/.H\ZCE M[Z-]5/.H\VCE N;Z-]5/-H\VC
ME M[Z-]5/.H\ZCE M[Z-]5/.H\ZCE M[Z-]5/-H\WWHY0+>^C?[U4\WWH\WW MHY1%O?1OJIYOO1YOO1RC+>^C?53S:/-HY0+>^C?53S:/-HY0+>^C?53S?>CS M?>CE M[_'HWU4\
[WH\WWHY0+F^DWU4\WWH\VCE M[Z-]5/.]Z/.]Z?(!;WT M;ZJ>:*/-%'(!;WTF^JOFTGFT=[TN4"YOH\RJ?G>]'G>]'* M!GAZ5@)\T9J,-3@:FP#\TM- M!IPI""@44M(I#2TE !32:":86JK
.+4TM49>HVDH#)M])OJN9*:9:JP%G? M1OJH9J3SJ?*!JGG4>=3Y0+?F4>9[U3\ZD\ZCE&7/,]Z7S*I>=2^ M=2Y0+N^G!ZI":GB7WHL!;#4X-
5425()*FPBP#2YJ$/3PU2T!)2TP&G9J1"T4 M44 %%%% "4444 %%%% !1110 4444 %%%% !1110 4444""BBB@8M%%% !24 MM)0 4F:,TTFF I-(332U,+U5ACRU(6J(O49DIV
G+TF^JYEIAE]Z=@+7F>]' MF54\[WI/.]Z+ 7?,H\RJ?G4HEHL!=WTH>J@EIXDI6 LAJ<&JN'IX:IL!-FEJ M,-3@:0A]%(*6@ HI<48I)12XI* "BBB@ HHHH **** "BBB@04M)2T#"BBB
M@ HHHH **** "BBB@ HI,TA- "DTTFFEJC+U211(6II>H6D]ZC,OO5J(BP7I MADJN9:C,WO5=2><*S_M M'O2?:/>CE T?.I/.K.^T>]'VCWHY0-'SJ7SJS?M'O1]H]Z.4#2\ZE\VLW[1[
MTHN/>CE TQ+2B7WK.%Q[TX3^]'*!HB3WI1)[U0$].$U+E OB2G!ZHB:GB7WH MY0+H:G!JJ+)4JR5+B!8!IU0J]/#5FT%A]%)FEI""BBB@ HHHH **** "BBB@ M!**6C% "4444
%%+BC% "4M&** $-%%% !2$TA--)IC'9II--+4PM56 D+4A M>HB],,E.P$^^D+U7,E-,M.P%G?1OJKYM)YU/E&6]]&^J?G>]'G4^4"YOHWU3
M\X>M+YU"*!;WT;ZJ>;2^;1R@6]]&^JGFT>;1R@6]]&^JGFT>;1R@6]]&^JGF MT>;[TJGF^]'F^]'*(M[_>C?[U4\[WH\[WHY0+>_P!Z-_O53SO>
MCSO>CE&6]_O1OJIYWO1YOO1R@6]]&^JGFT>;1R@6]]&^JGFTOFTCE M[Z-]5/.]Z/.HL(GS2YJ$-3@U*P$F:7-,!IH&KHB<\B,TTTXTTUNCGD)1116B
M,F+2TF*,51(M)110"$HHHJ66A:44E**S9HB1:F2H%J=*S9JBS'5N*JD=6XJR M9K$O15?B[50AJ_#VK"1T1+L578^E4XJN1UA(WB6DZ5.M0)TJ=:YY&T204ZFB
MG5FS5"BB@44BPI:2EI#"DI:2@84444@"BBB@ HHHH **** "BBB@ HHHH$%% M%% !1110 4444#"BBB@ HHHH **** "BBB@ HHHH ****8!1110 4444 %%% M% !1110 4444
%%%% !1112 **** "BBB@ HHHH **** "BBBF,**** "BBB M@ HHHH **** "BBB@ HHHH ****0@HHHI@%%%% @HHHH **** "BBB@ HHHH M ****!A1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% @HHHH **** "BBB@ H MHHH ****!A1110 4444 %%%% !1110 4444@"BBB@ HHHH ****
"BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBBF,**** "BBBD 4444 %%%%, HHHH M ****
#%&***0@Q1BBB@ Q1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110,****0!1110 4444 %%%% !1113$%%%% !1110 4444 %% M%% !1113 **** "BBB@ HHHH
**** "BBB@ HHHQ0 448HQ0 448HQ0 448H MQ0 448HQ0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444@"BBB@
HHHH 6BBB@ I*6DI@%(M:6D-,!I--)I34;&J0Q&:HV>D=\57>2KL!(TE0M+4#R^]5GG]Z:0RXTU1&?WJ M@]Q[U US[U20&F;CWIIN/>LEKKWJ,W?O5*(&Q]I]Z/M/O6*;OWI/M?
O5C[3[UB_;/>C[7[TC[9[T]'*!M_:?>C[3[UB?;/>C[9[T]'*!M_:?>C[3[UB?;/>C[M9[TD-X/ M6CE VOM/O1]I]ZQ#>#UIOVP>M+E W/M/O2_:?>L+[8/6E%Y[TN4#=%S[T\7'
MO6$+SWIZW?O2Y1&Z)_>I5FK#6Z]ZG2Y]Z30&TLWO4RR9K(CG]ZM1R^]0T!I* M]2!JI1R9J=6J&@+(-+FH@U/S46$.)IA-!-1LU "LV*A:2D=ZK/)5) 2M+433 M>]5GFQWJN_O5I
76GJ,S^]9SW/O4+77O5I#-0W'O3?M/O60UU[TPW?O5*(& MS]IH^T^]8OVOWH^U^]/E&;?VGWH^T^]8GVOWI?M?O3Y0-O[1[T?:?>L3[6/6
ME^U^]'*,VOM/O2_:1ZUB?:QZT?;!ZT]'VSWHY0-O[3[MT?:?>L3[8/6C[8/6CE V_M/O1]I]ZQ/M@]:3[8/6CE W/M/O1]I]ZP_M@]:/ MM@]:.4#<^T^]'VGWK$^V#UH^V#UHY0-
O[1[T?:!ZUB?;!ZT?;/>GR@;?VGWH M^T^]8GVSWH^V>]'*(V_M'O1]I]ZQ/MGO1]L]Z.49M_:?>C[3[UB?;!ZT?;!Z MTN4#;^T^])]I]ZQ/M@]:/MGO1R@;GVGWH^T^]8?
VSWH^V>]'*!N?:?>D^T^] M8GVSWH^V>]'*(V_M/O1]I'K6)]L]Z/M@]:?*,V_M(]:3[3[UB?;/>D-Y[TN4
M#;^TCUH^T^]89O!ZT?;!ZTN4#=%S[TX7/O6"+SWJ1;L>M)Q$;JW'O4JSUA)= M>]3I<^]0T!M+-4RRUCI<>]64F]ZEH1J*]2AJSTEJRCU#0%H&G@U K5*#4")* M*04M(84AI:8U-
-8U$S4KM5>1\5:0Q6DJ%I:ADEQWJI)/[U:0%II_>HFN/>J M$EQCO5=[KWJD@-0W/O33<^]8[7?O3#=^]5RC-K[3[TOVGWK#^V>]*+OWI\H&
MY]I]Z7[1[UB?:_>E^U^]5R@;7VCWH^TUB_;_>E^U^]/E&;/VGWI?M/O6+]K] MZ3[7[T^4#;^T^])]I]ZQ?M?O1]K]Z.41M?:?>C[3[UB?;/>C[9[TN49M_:?>
MC[3[UB?;/>C[9[T]'VP>M+E W/M/O1]I]ZP_M@]:/M@ M]:.41N?:?>C[3[UA_;/>C[8/6GR@;GVGWH^T^]8?VP>M'VP>M'*!N?:?>C[3 M[UA_;!ZT?;!ZTM'VP>M M'*!N?:?
>C[3[UA_;!ZT?;/>CE W/M/O1]I]ZP_MGO2_;/>GR@;GVD>M*+CWK M#%Y[TX7?O2Y0-O[1[TX7'O6(+OWIPNAZTN49MB?WIPG]ZQ1=>]2+=>]+E$;2 MS^]2+-6,MR/6I5N/>I<0-
A9?>I5EK)6X]ZF6?WJ'$#4$E/#UG+/[U,LWO4.(M%X-2YJJLM2"2LW$5B>BHP].#4K!8=129I:0@HHHH **** "BBB@ HHHH *** M* "DI:2@!*0FE-,)JD $TPM2,U1.U4D
K/4;25&\E5WEJTADS2^]1--55Y\= MZK/<>]789?:?WJ,W'O6:]S[U"UU[T^4#5-Q[TGVGWK'-W[TPW?O5M/E V_M/O1]I]ZQ?M8]:/M?O3Y0-O[1[T?:?>L3[6/6C[6 M/6GRC-O[1[T?::Q?
M?O1]K]Z.4#:^TT?::Q?M?O2?;/>CE V_M-'VGWK$^V> M]'VSWHY0-O[1[TOVD>M8?VSWH^V>]'*(W/M/O1]I]ZP_MGO1]L]Z.41N?:?> MC[2/6L/[9[T?;/>CE&;?VGWI?
M/O6']L]Z/M@]:7*!N?:?>D^T^]8OVP>M)] ML]Z.4#<^T^]'VGWK#^V>]'VSWHY0-S[3[T?:?>L/[9[T?;/>GR@;GVD>M)]I M]ZQ/MGO1]L]Z.4#;^T^]+]I]ZP_MGO1]L]Z?*!M_:?
>C[1[UB?:_>C[7[TL7[9[TGVSWIM+E W?M/O1]I]ZPO MM@]:47GO2Y0-T7(]:>+CWK!%Y[U(MV/6ER@;HN/>I%G]ZPUNO>ITN?>I:$;2 MS5,LM8Z7'O5E)O>H:
U%>I%:J*29JPCU#0BT#4@J!#4JU# D%% HJ1!333J: MU" C8U"[TZ1L55D?%:)#%>3%0/-BH99<=ZJ23^]6D,MM/[U$;CWK.>YQWJ!K MKWK11 U3<^])]I]ZQC=^]-^U^]5R@;?
VGWH^T^]8GVOWH^U^]/E VOM/O2?: M:Q3=^]-^V>]'*!M_:?>G"Y]ZPOMGO3A=^]+E&;HN/>I%N/>L%;OWJ5;OWI6?WJ99_>L)+KWJRESGO4N(&TLM3+)61'/[U:CFSWJ6@-)7J0-
5%)*L(]9M M"+ -.J)34@J& M%%%(04444 (:*#10 4444 %%%% !1110 4444 %%%%(HH MI: "BBBF &FFG&FFF@&DU&6I6-0NU4@%9ZA:2FN^*K22X[U:0R9I:A::JTDW
MO562XQWJDAEYI_>HC<>]9SW/O4#77O56 UC<>])]I]ZQC=^])]K]Z+ ;8N?> MG"X]ZPQ=^]/6Z]Z5@-U9_>IEF]ZPTNO>K,=Q[U+0C966IEDK*CGSWJU'+[U+
M0&@K5*IJFCYJPC5+ L TX4Q33Q4@+1112$%%%% "4444 %%%% !1110 444M M A*6BB@84444 %%%&: "BD)II:@!V:0M4;/432U2B58F+U&TE5WF]Z@>?WK1
M1&66EJ%IO>JCW'O59[GWK11 O-/[U"UQ[UGO=>]5WNO>KY1&DUQ[U&US[UE/ M=^]0M=^]/E UFN?>F&Z'K6,UY[U&UY[T^4#9-U[TTW0]:PS>>]--[[TD-
[[T^4#>^U^])]K]ZP/MH]:3[:/6GR@=!]K]Z7[7[US_P!M M'K2B]'K1R@= +OWIPN_>N>%[[TX7OO1R@="+KWIXNO>N>%[[U(MY[TN4#H1= M>]2"Y'K7/+>>]2K>>]+E
Z!;GWJ5;CWK 6[]ZF2[]Z7*!OK/[U,DWO6$EU[U M82Y]ZEQ W%FJ99:QTN/>K"3^]9N(&JKU(&K/2;WJ=9:S<0L6\T5"LF:>&J+" ML/HI :6D(**** "BBB@ I,TM)BD 4444 +1113 ****
$I#2TPTT,0FHRU*Q MJ%FJD@%9ZC:2F.]5GEQ5I 3-+43356>;WJL_O5I#+S3^]1F?WK.>Y]ZA:Z] MZJP&J;CWIIN?>L@W7O3#=^]5RC-G[3[T?:?>L3[6/6C[7[T^4#;^T^]+]I]Z
MQ/M?O2_;_>GR@;?VGWH^T>]8OVL>M'VL>M'*,V_M'O1]H]ZQ?M?O1]K]Z?*! MM?:/>C[1[UB_;_>D^U^]'*(V_M'O1]I'K6)]L]Z/MGO1R@;?VGWH^T^]8?VS MWH^V>]'*
(W/M/O1]I]ZP_MGO1]L]Z.4#<^T^]'VGWK#^V>]'VSWHY0-S[3[T M?:1ZUA_;/>C[9[TL3[8/6C[8 M/6CE V_M/O1]I]ZQ/M@]:/M@]:.4#;^T^]'VGWK$^V#UH^V#UHY0-O[1[T?:
M/>L3[8/6C[8/6CE&;?VGWI/M/O6)]L]Z/MGO3Y0-O[3[TGVGWK$^V>]'VSWH MY1&W]I]Z/M/O6)]L]Z3[9[TER@;HN?>G"Y]ZP M1>>]/%X/6I<1&\+CWIZS^]8:W?O4R77O4V
VUF]ZE66L9+CWJRD_O4V U5DS M4BO6>DN>]6$DJ6@+BM3P:K(U3*:AH"6G"F TX5+$.I:2EJ1!1110 E%%% !1 M110 4444#"BDHI@+FC-)10 M%(*6@0E+24M(HHHH ****
"BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M
HHHH **** &4TTZFFK1S2():I2U=EJE+6B,64)JSIN]:,U9TW>MXF;*$W4U M1E[U>FZFJ,O>NB)C(JO5=JL/4#5T1.>1$:::>:8:V1A(2BEI*U1DQ:6DI:H@ M*2EI*!B4445++0M**;3A6;-
$2+4R5 M3I6;-$68ZMQ54CJW%64C:)>AJ_#5" M*KT-82-XE^*KD=4XJN1USR-XEI.E3K4"5.M82-T2"G4T4ZLV:(6BBBD6%+11 M2&%)2TE PHI,T9H 7-&:2B@!]4I;CWJ.>?WK-
FN,=ZM(9:DNL=ZJ/=^]9\U MU[U1EO/>K2 UFO/>HC>^]8;WOO4#7OO5I#.@-[[TW]=[USIOO>FF^]ZM(#I/ MMWO2_;O>N9^W>]*+[WJN49TWV[WI?MWO7-"^]Z7[=
[T^49TOVWWH^W>]FF^]Z+ =-]N]Z3[=_M5S/V_WI/M_O18#I_M MWO1]O]ZYC[?[T?;O>BP'3_;O>C[=[US'V_WH^W^]%@.G^W>]'V[WKF/M_O1] MO]Z+ =/]N]Z/MWO7,?;_
'H^W^]%@.G^W>]'V[WKF/M_O1]O]Z+ =/\ ;O>C M[=[US'V_WH^W^]%@.G^W>]'V[WKF/M_O1]O]Z+ =/]N]Z/MWO7,?;_>C[?[T M6 Z?[=
[T?;O>N8^W^]+]O]Z=@.G^W>])]N]ZYG[?[T?;_>E81TQOO>FF^]ZY MHW_O33?^]*PCI3?^])]O]ZYDW_O3?M_O2L!U'V_WI1??[5G"_/K2L M!U:WWO4J7OO7*+?>]3I?
>]38#K([SWJW%=Y[UR<5[[U?AN\XYJ6A'50W.>]7 MX9\]ZYBWNI)I*S9YJM(!99_>J4MS[U#//UYK-FN?>M$AEV2 MZ]ZK/>>]9DMWUYJE)>>]:)#-AKWWJ,WOO6"]][U"U]
[U:0SHOMW^U1]N]ZYH MWWO1]N]ZJP'3?;O>E^V^]N:^W>]'V[WHL!TOV M[WH^W>]C[=[US7VX^M(;\^M%A'2_;O>C[=[US/V\^ MM)]O/K18#IOMWO1]O]ZYC[?[T?;SZT6&=/\
;_>C[?[US'V\^M'V_P!Z+ =1 M]N]Z/MWO7+_;_>C[?[T6$=1]O]Z/MW^U7,?;_>C[?[T6 Z?[=_M4?;O>N8^W M^]'V_P!Z+ =/]N_VJ/M_O7,?;_>C[?[T6 Z?[?[T?;O>N8^WGUI/M_O18#J/
MM_O1]O\ >N7^W^]'V_WHL!U'V_WI/MW^U7,?;_>C[?[T6 Z?[=_M4?;O]JN8 M^W^]'V_WHL!T_P!O]Z/M_O7,?;CZT?;SZT6 Z8W_ +TTW_O7,F_]Z:;_-Z5 M@.G-_P#[5'V_WKES?
^])]O/K2L!U8O\ WJ5+[WKDEO\ WJ=+[WJ6A'71WOO5 MJ.[SWKDHKWWJ_#>9QS4-".KBNL]ZO17&>]]9\UQCO1<3=:R;FXQGFM$AD\UUCO5*2\]ZH7%WC/-9T MUY[U20&N]][U$;
[WK DOO>H3?<]:M(9TOV[WI1?>]].^W>]7RC.E^V^]'VWWKFOMWO1]N]Z?*!TOV[WI/MWO7-_;O>D^ MW>].P'2?;O>C[=[US7V[WI#?>]%@.E^W>])]N]ZYHW_O3?
M_O2L!T_V[_:I/ MM_O7,_;O>D^W^]*PCJ/M_O2?;_>N8^W^]'V_WHL!T_V_WH^W^]C[? M[T6$=/\ ;_>E^W^]C[?[T6 ZC[?[T?;_>N7^W^]'V_P!Z=@.H^W^] M'V_WKE_M_O1]O]Z+
=1]O]Z/M_O7+_;_'H^W^]%@.H^W^]'V_WKE_M_O1]O M]Z+ =1]O]Z/M_O7+_;_>E^W^]%@.G^W^]+]N]ZY?[?[T][?[T6 Z@7WO3Q?> M]I!>^]>64O/>I:
Z5+KWJPEU[US4=Y[U9CN_>H: Z1+GWJPEQ[MUSL=W[U:CNO>H: Z!)_>IUF]ZPX[GWJU'<>]9M ;"R^]2J]9:3>]64EJ&A%] M6IX-54DJ96J&A$U%(#2U(@HHHH **** "BBBD
4444P"DI:2@!K5&33VJ%S5 M(8QVJO(]/D:J,\U3DO/>J2&;37OO3#>^]<^U[[U&;[WJDAG1_;O M>C[=[US7V[WH^W>]4D!TWVWWH^V^]GR@=+]N]Z/MWO7-
?;O>D^W>]'*!TOV[WI/MWO7-?;O>D^W^]%@.F^W>]) M]O\ >N9^W^])]O\ >BP'3_;_ 'H^W^]C[?[TK =1]O\ >C[?[UR_V_WH^W^]%@.H^W>] M'V_WKE_M_O1]O]Z+ =1]O]Z3[?
[US'V_WH^W^]%@.G^W?[5'V[WKF/M_O1]O M]Z+ =/\ ;_>C[=_M5S'V_P!Z/M_O3L!T_P!N]Z7[?[UR_P!O]Z/M_O189T_V M[WH^W^]]D-_[TK =*;_ -Z0W_O7,F_] MZ:;_-Z5A'3_
&_WI1?_.U7+?;SZTHO_>IL!U:W_O4R7WO7)K?^]3I?>]2T M!UJ7OO5J.[SWKDXKW/>KT-W[U+0'5Q76<:U2&6);OWJH]][[MUFSW>.]9\M[[UJD!MM>^],^W>]]D^W>]+
[WKE_MWO3Q?>]+E ZE;[WJ9+WW MKE5OO>ITOO>ER@=9'>>]6XKOWKDHKWGK5Z&\]ZAH1UL5U[U=BN,]ZY>"[Z:C>J0$+F MJTC5-(:I2O6B&1RR52EFQWITTF*S9YJT2 =+
<=>:HRW7O4$]QUYK,GNO>M$A MEZ2[]ZJO>>]94UW[U3DO?>JL,W#>^],^W>]<\U[[TS[=[T6$=*+WWJ5+WWKE MA?
>]3I>^]*P'61WF>]78KKWKDH;SWK2@NLXYJ&A'4PW&>]:$,V>]]: MMO-G'-9L#>BDSBKL;9K(@DSBM&%LUFP+Z&I14$9J<5+ 6BBBD(**** $HHHH M **** "EQ110 4444 %%%%
!112&@)II:AFJ%GJDACV:HFDJ-Y,57DFQWJD MADKR^]5WG]ZKR3^]4Y;CWJTAEN2X]ZJR7/O5&6Z]ZI2W?O6J0S0DNO>JDEW[MUFRW?
O5*6\Z\UHD(U9+SWJK)>^]9$M[[U3DO?>K2 VGO?>J[WWO6')?>]5WO MO>G8#>:^]ZA:^_VJP&OO>H6OO>G8#H3?>]1F_P#>N=:^]ZC-][T[".D-_P"] M--_[US9OO>FF^]Z+
=+]O]Z3[?[US1OO>D^W'UIV Z;[?[THO_>N8^W'UI1? M'UHL!U_O_>G"_P#>N7%][TX7WO18#J5O_>I%OO>N56^]ZD6^]Z5@.K6^]ZF6 M^]ZY1;[WJ9+[WI6 ZQ+
[WJPE[[UR27WO5J.^]Z5@.MCO/>K4=Y[UR<5[[UI:&=9'=^]6X[KWKEHKSWJ[%=^]9M =/'<^]6HY_>NLF@- MY)O>IUDS6/%<9[U;CFK-
H#25ZD#5226IU>IL26!2TQ6I]2(****0!1112 *2 MEHH ****8!1110 E1M4E1/5(9$YJL[XJ60U4E:K0$]+-)6?--BM$ MACI9\=ZI2W/O4$]QCO6=-LN6[]ZIR7GO5I ;+7OO49 MO?>L%
[WWJ%K[WJDAG0F^]Z3[=[US9OO>D^W>]58#IQ?>].^W>] MJL!TOV[WH^V^]]N8^W^]'V_WHL!T M_P!O_P!JC[?_ +5C M[?[UR_V_WI?M_O189T_V_P!Z/MWO7+_;_>C[?[T6 ZC[=
[T?;_>N7^W^]+]O M]Z5AG3_;_>C[?[US'V_WH^W^]%@.G^W^]'V_WKF/M_O1]O\ >G8#I_MW^U1] MN_VJYC[?[T?;_>BP'3_;_>D^W>] MG81TWV_WH^W_ .U7,?;_ 'I#?^]*P'3?;_\
:I?M_O7+F_\ >D^W^])H1U0O M_P#:J1;[WKDQ?^]2I?\ O4- =N1COO>KT-YGO4- =9%=9[U=BN MI]C+WJ]+U-49>]=$3&15>H&J=Z@:NB)
MSR(S333C3:V1A(2BBBM49,*6@451(4E+24)1114LM!3A3:<*AFB'K4Z5 M3 MI6;-468ZMQ=JJ1U;B[5C(UB7HJO0U1BJ_%VK"1O$O1=JN1U3B[5M8EU/UYJT@&W%UUYK-FN^O-
17-QUYK)GN>O-6 MD,NR7GO59KWWK+ENO>JKW7O6B0S:-[[TPWOO6$UW[TPW?O5I =!]M]Z!>^]< M]]K]Z47?O5V&=$+WWIWVWWKGA=^].%W[T[#-_P"V^])]M]ZP?M?
O0;KWHL(W M3>^]--[[UA&Z]Z:;KWI6 WC>^])]M]ZP3=>])]J]Z+ ;WVWWH^V^]8/VKWI/ MM7O2L!O_&WWH^V^]8/VKWH^U>] &]]M]Z/MOO6#]J]Z/M7O0!O_&WWH^V^
M]8'VKWH^U>] &_\ ;?>C[;[U@?:O>C[5[T ;_P!M]Z3[;[U@_:O>C[5[T ;_ M -M]Z/MOO6!]J]Z/M7O0!O\ VWWH^V^]8'VKWH^U>],#?^V^]+ M]J]Z -[[T?;?
>L'[5[TGVKWI"-XWOO33>^]89NO>F&Z/K2 W#>^])]M]ZP M3=>]-^U>]2(Z#[;[T];WWKG!=>]2+=>](#I%O?>K,=Y[US"77O5J*Y]Z0'50 MW?O6G;W73FN2@N>G-
:MK<=.:AB.OM;CIS6U:S9QS7(VDW3FM^SESBH8'4VTF M<5JP/TK M'Z5LV[=*R8C4C:K -5(C5@&H 5CQ529JL.>*ISMQ0!1N'QFLFYE MQFKUR_6L2[DZU:&5;F?
&>:R;BYZ\U+=3=>:Q;F?KS6J0#I[KKS6=+=]>:KW% MQUYK,GN>O-:)%%^2\]ZK->^]94MU[U5>[]ZT2&;9O?>C[:?6N?-W[T?:_>KL M!T0O?>E^V^]<\+OWI?M?
O18#H/MOO1]M]ZY_[7[TOVOWHL!O_;?>D-[[U@?: M_>C[5[T6 WOMOO2&Z]Z5@-[[;[TAO?>L+[5[TGVKWHL!N_;?>C M[;[U@_:O>C[3[T6 WOMOO1]M]ZP?
M7O1]]]Z -_[;[T?;?>L#[5[T?:O>D!O M_;?>C[;[U@?:O>C[5[TP-_[;[T?;?>L#[5[T?:O>@1O_ &WWH^V^]8'VKWH^ MU>] S?\ MOO1]M]ZP/M7O1]]]Z -_P"V^]'VWWK ^U>]'VKWH
W_ +;[T?;? M>L#[5[T?:O>@#>^V^]'VWWK!^U>]'VKWH WOMOO1]M]ZP/M7O1]]]Z -TWOO M33>^]81NO>FFZ]Z0&[]M]Z/MOO6 ;KWI/M7O4DG1+>\]:LQWO3FN76ZYZU:B
MNNG-2QG60WGO6G;W73FN1@N>G-:UM<:O7LO M6N>O9L9YK1("O=777FLFXO,9YIMW<8SS6+^]K2 Z#[; M[T?;?>N?^U^]'VH^M589O_;?>D-
[[U@_;O>@W7O18#=^V^])]M]ZP?M7O2&Z M]Z5@-TWOO2&]]ZPC=^V^])]M]ZPOM/O1]I]Z0&[]M]Z/MOO6%] MI]Z3[3[TA&]]M]Z/MOO6#]I]Z/M/O3 W?
MOO1]M]ZPOM/O1]I]Z -[[;[T?; M?>L'[3[T?:?>F!O?;?>C[;[U@_:?>C[3[T ;WVWWH^V^]8/VGWH^T^] &]]M M]Z/MOO6#]I]Z/M/O0!O?;?>E^V^]8'VGWI?M7O0!O_;?>E^V^]
<_]]]Z7[5[MT ="+WWIZWOO7.BZ]Z>+KWI =(M[[U*M[[US2W?O4RW?O2 Z9+WWJ=+SWKF$ MN_>ITO/>E8#J$O?>K27GO7+)>>]6$O/>E8#JH[SWJS'>>]>6H[SWJ6@
M.KCO/>KD5WTYKDXKSWJ[%>>]0T!UD5W[U=BNO>N4AO/>K\-W[U#B(ZF*Y]ZN M1S^]JTAJT,K2M5"9ZMS&LVX;K6 MJ
J7$G6LJXFZU:N9.M8UU+UK5(97N+CKS65/<^]/NINO-8US<8SS6B0R2:[Q MWJA+>>]5)[GKS6;-=>]6D,TGO?>H3>^]8\EU[U UW[U20&[]M]Z7[;[USWVO MWH^U^]6D,Z+[;
[T?;?>N>^U^]+]K]ZJP'0?;?>C[;[US_P!K]Z7[7[T[#-_[M;[TAO?>L'[5[T?:O>BP&[]M]Z3[;[UA?:O>F_:O>E81O?;?>D^V^]8)NO>D^ MU>]%@-[[;[T?;?>L'[3[T?:?>D!O?;?>C[;[U@_:?
>C[5[T ;WVT^M'VT^M8 M/VKWH^U>](#?^V^]'VWWK ^U>]'VKWH W_MOO1]M]ZP/M7O1]]]Z -_[;[T? M;?>L#[5[T?:O>@#>^V^]+]M]ZP/M7O1]]]Z -[[;[T?;?>L'[5[T?:O>F!O_
M &WWH^V^]8'VKWH^U>] &]]M]Z7[;[U@?:O>C[5[T ;WVWWI#>^]87VGWI#= M>](1MF]]Z:;WWK#-U[TPW7O4L#?^V^]*+WWKGOM7O3A=>]2(Z1+WWJU'>>]<
MO'=>]6XKGWJ6!U4-WTYK1@NNG-E2U#/TIQW&C,N6P#6)=R8S6M=MP:Y^]?K6\1F7=S8SS6#=W.,\U?OI< M9KF[V?&>:VBAD5S=X)YK+FO/>H;NYZ\UCSW77FMDAFB]
[[U&;WWK$DN_>H3= M^]:)#.A^W>]'VWWKGOM?O2_;_>JL!OF]]Z3[;[U@&[/K2?:_>BP&_P#;?>GB M]]ZYW[5[T\7?O18#I%O?>K$=W[U=[URZW?O5A+A+OWJ; =7%>\]:SIS7'Q/6
MM&"[ZM9EPW6MD,HW$G6LFYFZ\U=NGZUB7:FNY ML9YK"NKCKS6J0QT]W[UGRWGO52YN?>LV:ZYZU5@--[WWIGVWWK$>Z]ZB-W[T M6
Z%;WWJQ'>>]I:$=;!=^]:UM==.:XZVN>G-;5I<=.:AH#L;6 MXSCFMNUFZVDSBM:W:L"T?I6U;-TK)B-:$U8%5835 ML=*A@PHHHI""BBB@ I*4TE !2TE+0 4444 %%%% !1132U
"DTQFIK/4#R5: M0Q[R56>6HY)L53EG]ZM(9-)-[U3EN/>J\UQ[U0FNNO-:*(%F:Y]ZH377O52> M[]ZS9[OKS5J)1=FN_>L^:\]ZH3WG7FLZ:\Z\UHD!I2WGO5&6\Z\UF37G7FJ,
MMYUYJT@-.6]]ZIR7OO67+=^]4Y+OWJK :LE[[U7>\]ZR7N_>J[77O56$:[7G MO4+7GO62US[U$;GWH US>>],-W[UD&X]Z;Y_O3 US=^])]K]ZR//]Z/./K0! MJ_:SZT?:CZUD^=1YU
&M]J/K2B[]ZR/.H\[WH V!=^]*+L^M8_GGUI?/]Z!& MT+OWJ1;SWK"%Q[TX7'O0,Z!;SWJ9+SWKG5N?>I5NO>D!TJ7OO5F.]]ZY=+KW MJS'=^]%@.KBO?
>KL5[TYKDHKOWJ[%>>]2T,ZZ*]]ZOPWG3FN/AO/>M"&\Z]K<K22UFT(N TM0J]2!JAH0ZB MBBD 4444@"BBBF 4444 (:A>IC4,G2J0RI*:H3-5V8]:S+AJU0RG<28K*N)> MO-
7+E^M8MU+C-:)#*UQ/UYK)N+GWJ6ZFZ\UBW,_7FM4ACI[KWJA+>=>:JW%Q MUYK-FN>O-:) :,EY[U7:]]ZR)+KWJNUU[U20&V;WWI/MWO6 ;OWI/M?O5I#. MB%[[T\7OO7."
[]Z>+OWIV Z'[;[T?;?>L#[7[T?:_>G89OF]]Z:;WWK!^U>] M(;KWHL(WOMOO3?MOO6%]]Z:;KWHL!O&]]Z3[;[U@_:O>C[5[TK ;OVWWH^V M^]8/VGWH^TGUH WOMOO1]M]ZP?
M/O1]I]Z0C>^V^]'VWWK!^T^]'VH^M &_] MM]Z/MOO6!]]]Z/M7O0!O_;?>C[;[U@_:O>D^U>](9O\ VWWH^V^]8'VKWH^U M>] &_P#;?>C[;[U@?:O>C[5[T ;_ -M]Z7[;[US_ -
J]Z/M7O3 W_MOO1]M/ MK6!]]]Z/M7O0!O?;?>C[;[U@_:O>C[5[TP-W[;[TGVWWK"^U>])]]Z -[[; M[TGVWWK"^U>](;KWI"-TWOO3?MOO6$;KWI#=>]2P.@6]]ZG2]]ZYE;KWJQ'<
M^]0P.JBO/>M""[ZXZI]C+W]]-U-49>]=$3&15>H&J=Z@:NB)SR(S3:<:;6R, M)"4445JC)BBB@451(4E+24)1114LM!3A313A4,T0]:G2H%J=*S9HBS'5N+M
M52.K<7:L9&T2]%5^+M5"*KT7:L)&\2_%VJY'5.+M5R.L)&\2TE3K4"5.M<\C M>)**6D%+69JA:44E**DL****!@:2E-)0 E%%% !1110,****!!2BDI10 444 M4 %%%%,04444 %%%%
!1112&%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444Q MA1110 4444@"BBB@ HHHH ****8!1110

*4444A!1110 4444 %%%% !1110(M**** "BBB@ HHHH&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4E+24""BBB@!; M**** %HHHH *#10; $HHHH&%%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444QA1110 4444@"BB MB@ HHHH ****8!1110 4444@"BBB@ HHHH$%%%% !1110 4444 %%%% !111 M0 4444 %%%&* "BEHH 2BEI* "BBC% !12XHH 2BEHH 2EHHH **** "BBB@ M HHHH **,TE "T4E% "T9I,TF; '9HS3\;K7/WC=:T2&9EU-UYK'N)^O-7;M^M8MR_)K1(":%;?KS51Y_> MF32=:IO(;T2&66G|ZG-O{U4+DTW=6B&7/M'O2BX]ZI;J-U,+F@+CWIPN/>L\ M,:<'-4,O_:/>CSSZU1WFC?18"YYY]:0S^]5-]}NI6$6_//K1YQ]:I;J-QJ0+ M?G4>=53<:7)I 6O.]Z/.]ZJ@FER:0%GSO>CSO>]NXT;C0!:\|WH\|WJKN-&X MT 6O.]Z/.]ZJY<&XT 6O.]Z/.]ZJ[C1N- %KSO>CSO>]NXT;C3 M>=[T>=[U M6R:,F@"SYWO2 ^=[U4W4NXT 6O.]Z3SO>]V31DT@+>]F|Z89O>H"QIA8TA$YF| MZ9Y_O5]4UT<]W:#Y|WJY-#62C5G-;)K<R* MY^W/2MBT/(]6(Z:RDZ5T=D_2N6LCTK1+$]*S8\'36;=*W+8l*P++M6I;=]R8C M5B/%6 :K1=*LBI :YXJC<'BKKGBL^X/% &5=MUK!O'ZUM7AZUS|ZW6M$,QKR M3K6%=2]>;U;QNM8%V_6M4AE"YFZ\UDSS]>.M73]:R+B3K6R11'+/|U4>X|Z9 M-(;J,Y)K1("R;CWH%Q[U3W4;JH+EX7!|:43GUJB&I=Q|- N7O/\ >CS_ 'JC MN-+O- R[Y_O1Y_O5++>:7>:5A%WS_ 'I/.;K50.:7<:0%KSCZT>=[U5R:7)H ML> <:/.-5\FCFD!8\T^M'G'UJOS1DT@+'G&CSC5?)HYH L>=<:/.-5\FC)I 6/ M./K1YWO5?)HR:8%CSO>CSO>]^31DT 6/.|Z/.|ZKY-&32 L>=[T>=[U7R:,F M@"QYWO1YWO5?)HR:8%CSO>CSO>]^31DT 3;,WO4) M)IA)I 3F;WH\|WJI.2.,.U+)+B3'6K<4QXYK'06-7(3T]6,V>7I6Q:R*Y.4\BLV(Z.TDZ5T%F_2N:L^U=#9=]R8CI+-NE;MJ>E<_9|]W|3M63$;- MN>E:.59MOVK1BK,"Y'4P]&.IA28"&]TW0U8;]LW0U4-QHR|HI:P+UNM;MV>#_M7/7QZUTQ&<_?/UKF;Z7K707[=:Y; ,K6J0S%O9NO-8-U/R>:T[Y^M<]=RM1S2$FJY:J!NQ;^T'UIPN/>J6ZG!JM,29H+<>]/%QfUG!J< M'-:(JY?^T'UI?//K5#>:7>:JPR_Y_O1Y_O5$..;7?18"YYWO1YWO53<:4$U+ ML^:?6H>:3F@"? SCZTOG&JOS02: +7(2>$_O5+<:-](#0$_O3UN/>J+LT M.:<)* -9;GWJ9+GWK&$M2+-[T ;B'7Z5T=OWK 6?W]9;CWHL!T,=W|U9CN_> MN<2Y]ZL)<]*?I"317? O5R*\|ZY>.Z]ZMQ77O4V ZR&\|ZOPWGO7(Q7?O5ZK& M|ZEQ ["&\ZN1MQOIS6K;W73F MLW$1U,4^<M:=XW6L&[?K6J0RE:RYI _>I[ME^365/)UJT@"2?WJNUQ[U!+)UJN7-6D,N?:/>CI1[U2W4;JI!%P?6E$Y]:H;C2AS3 O\ G^]'G^]4MYI0I("YYQ]:,YQ]:JJ M7=2 L^=[U7R:,T 6/.]Z/.]ZK M9-&32 L^=[T>=[U7R:,F@"QYWO1YWO5?)HR: +'G>]'G>]5\FC)HI L>=[T>=: M[U7R:,F@"QYWO1YWO5?)HR: +/G>]'G>]5LT9I<@:H\ZJ^,,?@"QYU(9J@R M:.:2:0$OF[U2D1H1S>]7(I>G-6<9QJY$>E2 MP-FWEZ5K6TG2L&W/(K8M3TJ6(Z*TDZ5OY;]*YJS[5T-EVK-@=)9MTK=M3P*Y M^S[5OVO05DP-JV/2M6#M65;=]U8.U9,"U1114$A4$_2IZKW'W351W&C%O3P: MYN_;K7?IX-*&8UY/R>;Q;B?D\ MU=O9.36'-MD_W]KFC-,+EK$_>G"<^M4\TN: N7UN/>ITN/>LH,:D60TK#-N*YYZUH07/3 MFN;IS7*6EQTYK;MI^G-8M".BBDXJTKUD03< M=:O1R5A)"+H-+4*M4@-9M$CJ***0!1110 E%+24 %%%% !2TE"0!1110 44 M44 %%%%, J&3OA4U02]*I 49SUK)N3UK4N.]9%T>M:1&9-VW6L&\?K6S=GK7/-MWK=:WBAF-=2l.Y^[FZ\UKWK=:YV\?K6J0S/N9NO-94T_)YJQ=/(UK)G?K5V < M_O41GYZU5>2HO,-*P&BL_O5J&?IS6,LG-6H9.E2T!T=M/TYK=LYNG-O-0SW/7FLNXNNO- M:*(%F>ZZ\UFSW?7[FJEQ=|>;S+B\ZU]HC+<|Y{UF3WG7FJ<|YUYK-GN^O-6H MC+<|YfUGS7?O5*:|JZH2W77FK2-NRW?7FJ4MU[U2DN>O-5)+CWJK 79+KWJH M|S[U4>?WJ!Y3ZTI 6WN/>H3.?6JHDF^@"T9J;9:K[C2AS4OF4N^H@#3PIH M =N+-N- 0TV5(: $R,FG^]6ZO=@HHH **** "BBB@ HHHH **** "BBB@!10** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HI,TF; '9I*3-)FO#]Z MC=3 DS1FHMU&Z@"3-+NJ+=1NH 6W4;JBW4;J0$N:,U%NI-U;"-&ZH=U+NH MEW4N:AW4NZ@"7-+FH@U+NH DS2YI@-+FD [-+30:6@!:6DI: "BBEQ0 4444 M %%%% !1112 **** "BBB@ HHHH@%%%% !1110,**** "BBB@ HHHH)2XHH MI""EHHH ****0!1113 2F-3Z8U-#15EZ&LZXZ&M&?O6=<5T1&8|UWK!O.],U MUWK!O!UK5#,->O>]<|>=ZZ*\6N>O!UK1 <_=GK6+U%P,_P OVH|OVK0^ MS^U+|G]|5PJR ;CRS6C|G]|/L_M3N!G:6.3RS6C|F]|/LWM1<#.\LT;#6C| MF]|/L_M3N!G;#1Y9K0^S>U*+;VHN!G^6;/+-:'V;VH^S>U*X&:8S33&;TS;> MU,-O[4KB,LQFF[#6D;?VIMO:I SPAIZQFKHM:,GK;^U(161#5R%#4B6_M5N M*W/I2 ?;H>*V;1.152W@Z<5KVL'3BI8C3LEZ5TEBO2L:SAZ5T5E'T]&!M60Z M2$N6PX%9-FG K:MUK)B+\0XJR.E0Q#BIP*@")^E9]QWK0DK/N.AIH9B7G>N?O M>]=!>=ZY^]]UK$9SMIWK O#UKH+R=;P+P=:WBAHPKHI:Q[0:]\V;D=:R+@=:\V M2&9+]E!]0&9Y1H M\HXK4^R^U'\V;VJ6!E^52>6:U/LWM22?:E<#,\L^F'EGTK3^R^U'V8^E%P,S MRS2>76G|F]|/LWM1<#,|NCRZT_LWM1!F]J+@9GET>76G|F]|/LWM1<#,|NCR MS6G|F]|/LWM1<#,|LT>6:T_LWM1!F]J+@9OEFCRS6E]F]|/LWM1<#,|HT>4: MT_LWM22 9O:G<#*,1IACK6-K[4PVWM2 R3&;/+-;9MO:D^S>U2(H)&,\5LVL9XJO;V_3BM:V@Z<5FQ%^S3D5T%DO2LNTAZ5O6< M72LF(U[->E;UH.E9%I'TKE:$0] +25(*C2I*3 0]* MJS=#5!]J3=#5PW&C)N^E<{?=ZZ&[Z&N>ON]=,1G,:AWKE;\_O757XZURU^.M: MH9S%\>M<|=GK717PZUSUV.36B0&1)!XU$:FE'S&H2*;1,A*<*0"G 4TB$.%. MI *2?2M;|+|4?9?:BXC(\DF>4:UOLOM1]E]J+@9/E>'U'DUJ_9/:C|+|47&97E M4>56K|E]J/LOM3N!E>51Y<.OV7VH^R^U%P.OR3Z4GDK?9:D^R^U%@3$ M/*/I6L;7VIM?:BX&28C33&;U3;>U,-MI47 RC&;.4-;,6_M430>U,"@0:2K M:0^U1M%0!!FE#4XQXII7%&,>]02U7-&:=@+BS>|3I-[UG!JD5Z+ ,J3^]68 M[CWK'66IEFI6 W8[GWJW%=>]<\D^.]6(fGWI6 Z>&[ZM&* M[ZLG$1LH^:F4UGQ29JVCUDT(L@TM M1J:DK-B"BBBD 4444 0O527H:N253EJXC, ^?O63<]ZUI^]9-SWK>)1B7?>L" M\ ]UOW8ZU@W@ZUO$9UYWK!NSUK?O!UK!NQUK5(9AW=ZUGO&9IZQU,L5 M,9 $IP0U:6'VJ18/:H8%+R52^6:T!;^U%M6'V4BLVEC%6G]E]J7[+|5-P. MORC1Y1K3^R^U)|F]|5P,SRC1Y1K3^S>U'V8^E*X&9Y='EUI_9O:C[-[47 S/ M+H\NM/[-[4?9O:BX&9Y='EUI_9O:C[-[47 S/+H\NM/[-[4?9O:BX&9Y9H\|H MUI_9CZ4GV8^E.X&;Y1H\|HUI?9CZ4?9CZ47 S?*-+Y9K2^S>U'V:VHN!F^6;: M8S6H]F[]0VWM2N!DF(U&8C6N;7VJ,VWM2;$9?E&G+&:T?LWM3EM?:IN(QQF MKD49J9+,VJW%>J2P"WC/%:]JAXJ"'WZ<5K6T'3BI8%ZS3I6_9KTK,M(>G%_MMI%T]&(UI->E;UI.E9%I'TKN]1RFHG[U&-,%K/TYKG(7Q6G; MR]*AH#K+2XZO>]=#>#K7/WHZUO$9S=[WKG;SO71WHZU-MSMZ,M;)#,"Z/6LBU;ID>E85JO(K?ŁATK.0'1V/:NFL.UG32UFW$^,\UJHC">?'>LNXN>O-)<7''7FL> MZNNO-:* (Q)S==>:R+B[Z\U%YN^O-:I 6+B[Z\UESW?7F]MQ=^]9D] MU[UJD,MSW7O6=-<|>:K2W/O5&6?WJTAEB6X|ZI23^]0R39[U7>2G81(\WO5= MY<|Z8SU$33L-#F>F$FEQFE"46 CIP4U*L>:E6'V!("0OFI%B-6TM_;K"6WM4 MB**PGTJ58#ZU8K=E>+6W/I4JVJ*U5L_:IEL_:E<#"0*CZ?9MZ5 MMBR/I3OL7M1<#!-L?2FFV/I70&RIJ8UG[47 Y\VV]*C:W/I6^UG[5*UG[4|@ M8+0'TJ)HCZ5NO:>U5WM?:BX&*T9J,H16J]M[57>#VJAF?@TK4K\-5TYKGTEJW%/IT6&=-!== M,:TH+OIS7*17/O5Z&Z|ZAH#L;>\|Z[ZVN|6*@EZ&JB-&=<5 MD7/>M>X[UDW/>MHC,2[{US]YWKH+L=:P+P=:WB4<|>=ZY^[!UT-X.M<_=CK6 MR0S#N3UK(G[UL7(ZUDSCK6B0S-E/6[YJS*O6(Y$*03%*QF*44@%/ M JDBD%+2@4X+5V+2&8IP%2"!%BHL,A"TX)5E8?:I5@!J3$4Q&:=Y9]\MO[5 M(+;V]&!G" (TOE&M(6WM3OLOM4L1E^4:3RC6K]E!]3[+|5-Q&7Y1I/+-:GV;V MI/LQ[*5P,SRC2>4:T_LQI*/LWM1<#,|LT>76G|F]|/LWM0!F^51Y5:7V;VH^ MS>U S-\|CRJTOLWM1]F!] ,WRJ/*-:7V;VH^S>U.#-\HTGEUI_9O:CI.?2BX M&,Y1I#$;T_LWM2?9O:BX&9Y1I/+-;?V8^E'V;VHN!F&,TWRC6I!F!]3I-[4K MB,LQ&D\|HUI[&VI!]3[+|5-P.Y8C5F* (U;6U]I.VWM4L!D$9R"U;,/I4<-M[5] M6UOTXJ0+-=HG2MZS3I6=P:,*W+2+I4.1J6:I*W;5>E95I'TK;M4Z5#$;=N.E M:<(JA;KTK1A%9L"Y%5I*K1U92LF(DHHHJ!1!110 4E+24@ TE*;2F HHI*7- M, HHS10 4444@"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!E M--,I|JT1&;;;:<;;;V1A(2D%+2"M49,6EI*6J)"D-+2&@!****EE MH*<*,3A6;-$/6ITJ!:G2LV: (LQ]MQ54C[5;BK)FT2]#5^&J$-7X:YY'1$O1 M=*N1U3BZ5)**6D%+69JA:44E**104444B@I*6DI M%%%% PHHHH *****BBB@04444P"BBBF(**** "BBB@ HHHH#"BBBD 4444 M%%%% "T444 %%%%, I*6B@!**6B@!**6B@!**6B@!**6B@!**6B@!**6BD E%+10 E%+10 E%+13 2BEHH 2BEHH)12T4)12T4) M12T4P$HI;* $HI;* $HI;* $HI;* $HI;* $HI;*0"44M% " M44M% "44M% "44M% "44M% "44M%,!**6B@!**6B@!**6BD E%+10 E%+10 ME%+10 E%+10 E%+10 E%+13 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH 2BEHH$)12T4)12T4)12T4 M)11BB@ HHHH&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M%%% !1112 *2EI* M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH(@%%%% !111B@ HI<44 M)12T4)1BEHH **** "BBB@ HHI,T +1249H 6BFYHS0 ZC-,S1F@!V:,TW M-)NH =FC-,W4FZ@!^;;FF[J:6H ?NI-U,+4FZ@!^ZDW5'NI"U,"0M2;JC+4A M:@"7=2;JCW4W=0!-NI-U1,J3=0!+NH+5%NI"U $NZC=4,ZC=0!+NHW5#N1-] M,";=1NJ#?1OH FW4;JAWTF^D!/NHW5!OHWT 3;J-U0[Z3?0!/NHW5!NHWTP+ M&ZE#57WTX/0,L!J4-4 ,G!J + ,G U &]0&D!#*3@:C!IP- $@I:,*=2 6BB MB@04444 %%%% !1112 **** "BBB@ HHHH@%%%% !1110,**** "BBB@ HHHH MI ****B"4Q?]2 3&IH:*TO>LZX[UHR]ZSKCO71$9CW0ZU-MA7@ZUO70ZUAW?>M4,YV\'6N?O!UKHKP=:P+P=:U0SGK1=:QKF>36Y=#K6-U3+:-^U::6OM5A;3V-MK-B,<6GM3A:>U;BV? M3Q9^U2(P?LGM1]D]JWQ9^U+|C|]D#G_LGM1]D]JZ#[-M'[4GV+VHN!S_ -D]J/LGM6_]B]J/L7M2N!S_ -D]J7(]5O?8 ,:C[%[47 P? MLGM1]D]JWOL?M2_8 ,:BX&\]D]J/LGM6_]C]J/L? M3N!@?9/:C]D[5O\ V/VH M^Q^U%P.#[+|4?9/:M[!'[4?8 ,:BX&#]D]J/LGM6_]C]J/L?M2N!SYM/:E&T[M]ZV(?M3#9^U'X:5K[5;CM/:LV(QUL ,:GBR]JW4LO:I19>U9M@<_]B]J/L7M71? 8O:C[%_M[5-Q'.?8O:C[%[5T?V'VH-C[4K@U%P.<^Q^U'V/V MKHOL7M1]B]J=QG, 8 ,:C[*[5T7V+VH^Q>U%Q'_8 ,:C[*[5T7V+VH^Q>U%P. M>^Q^U)]C]JZ/[% [4GV+VHN!SAL_;F&S]JZ0V7M3#9>U%P.:,S]JC:T]JZ5K+ MVJ)K+VIW YEK3VJ!|7VKIGLOJTEG[55P.:>V]JKO,^U=':,>U5)+7VJD!@-_M#[5 \6*V1+;'JDD&.U4AF6R&5Q5YXL57=*L*OJ@:4K3,4[.2L4X25+EH5 M18*V);D6;WJAN-*)"*5@-:.;?WJ]#<^]8'2U;BFIZEH#]=YZM.VN.G-2T!Y=I==:.;W+2YZJDM:1&9\]9-R.M:\]95R.M;Q*.,['6L&\'6N@N^AK!NQ MUK>(SGKP=:PKL=:Z"['6L*Z'6MD,PKE>M9,Z]:V;D=:RIQUK1#,N5:@{W*. M35=AS5V CQ2XI<4N*=A6$Q2@4X"GA:JQ5AJK4R1TJ+S5B-* $2*K*0^U/BBJ M[%#GM4L"|+?VJ=+,V]J%;YQQ5V.U]JS8C,6U]JE6T]JV$M/:K"V?M4-B,(6? MM2_8 ,:N@%E[4|[%[5#8'.?8 ,:D^Q^U=&,:+VIILO:IN(YW|'[4?8 ,:NA-E[4G MV+VHN!S_ -D]J/LGM70?8O:C[%_LT7 Y_P"R>U'V3VKH/L7^5!]B_P!FBX/ M ,:D^Q^U=#]B MJ]3[%[4[@<_]DJJ/LGM70?8O:C[%[47 P/L?M1]C]JZ#[%[4?8O:BXSG_IGM2&S]JZ'[%[4ALO:BXCG#9^U,-GI5TALO:F&R]JFX',_8 ,:E%G[5T'V+VI19> MU*XC\$2S]JM1VGM6LEE[58CI_,IN!GPVO3BM.WMNG%68K3VJ_!:J,*3 ;:V_3 MBMJUAZ<5%,V^,<5JV\/3BLV(M6L?2MBW3I5.WBQCBM2!*S8%R!>!6C"*I0K5 MZ(5FD]J***@D\'W'2K1JK<=#5PW&C#O>]NE0>]NJ1RFH#K7* MWXZUU0^HY:]7DUAW*\FN@O!R:Q+@ MM+GIS7%VQTUKE3GI4$O2IB-&? <=ZR+KH:UY^]9-UKWHB48 M=V.M<_>CK70W?>L"\[UO$9S=Z.M<[>#K727HZUS]X.M;H#GKI>M9,R]:VKH= M:NIAUK2P&:Q+]Z MZ\UHD,2ZNNO-8US===>:2ZN>O-9%Q<|>:T2 ?/<\|:SYKCWJ*:?GK5&2;WK1(M9)/|U5>6H7EJ%G)JTADK25&7IA-)18D7,: * *E1>:=AH%2IDBS3XX\UU:$-GTXJ_%9>U9MB,N.S M]JI]9>U;,5E[5:CL?:H;$BD67M4RV/M6\EC[5.MCI4N8# 6Q]|=]AJJZ):\'V M\_J*VIU59+/VKK9+'VJG+9>U4F,Y*2T[JRVOM75S62M6?:,=>*M]8JRU.DWO2: Z,"YZM*WN.G-9M".QM; MKIS6Y:773FN*M;GIS6Y:7/3FH: [6TN>G-;=K<=..XRSN>G-;U!<=..S:$=; M;S=..:TX9<@5S5K/TYK7MYLXYK&2$;<;U.K5G125.1ZYY("R#2TQ33A61(M%% M% !4,O0U-4,O2FAHSKCO63<|ZU[CO63<|ZWB48EV:M8%X.M=!=CK6#>#K71$ M9SMX.M8-V.M=#>#K6#=CK6\1F#M56'-7I1U M]HX]TAD)%)BG&BE8BP 4X"D%/4U6$MO:K<5O[5EK[5.MI[5]JQVOM5E+/VK-L1BBS]]>+/ MVK<6S]JD%E[5FV(Y_P"Q^U(;/VKHOL7M2&R]JFXCG#9^U--G[5T9LO:FFR]J M5Q(\'_9;C(]5'V+VI/L7M1<# ^Q^U'V/VKH/L7M1]B]J=QG/\ V3VH^R>U M=!]B]J/L7M1<#G_LGM1]D]JZ#[%[4?8O:BX'/_9;C(]5'V+VH^Q>U%P.? M^R>U'V/VKH/L7M1]B]J+@<_]C[]3[']5T/V+VH^Q>U%P.>^Q^U)]C[]Z'[%/M4GV+VHN!SWV/V!/L?M71?8O:D^Q>U*X',_8 ,:C[*[5T/V+VH^Q>U3<# 6S[] ML1V? M6RME[5.EE[4K@9D-ISTK1@M?:KD5G[5?AM?:I,AMK?IQ6O;08QQ1!; M8QQ6G;P=.*EB)K:+&*U[:/I5:"+&*TX(^E0Q%F!>E:$0XJM$M7(QQ6; L1BI MU[)!4RUFQ#Z***D04444 %)2TE(-)2FDI@%%%%, I124HH ****0!1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 RFFG4TU:,:]!+5*;H:NR5 M2FK2)BS/FK/EK1FK/FK>)FS.FU2D]J-5*6NB)A(J/4#5.]0-71YY9IHQ MHK9&$AM%>BM49,6C%%+5$"4&EI*!B=Z2EHJ64@IPIM.%9LU0]:F2H5J9*S M9HBU'5N*J<=7(JQD.1+T-7X:SXJOP]JQD=$2_%TJY'5**KL=<\(C>):2IUJ!* MG6L)&Z)2T@!169JA:44E**104444B@I*6DI %%%% PHHHH **** "BBB@04 M444P"BBBF(**** "BBBD 4444#"BBBD 4444 %%%% "T444 %%%%, HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****0!1113 ** M** "BBB@ HHHH ****0!1113 **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH ****0!1110 4444 %%%% !1113 **** "BBB@ HHHH **** M "BBBD 4444 %%%% !1110 4444P"BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH%%%% !1110 4444 % M!HH- "4444#"BBB@ HHHH **** "BBB@ HHHH ****0!1110 4444 %%%%, MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *6DI: "BBBF 444 M4 %%%% !1110 4444 %%%%-S0 M)FDS2$T +FDS2$TTF@!V:,TPM32U $FZDW M5&6I-U $A:DW5&6I-U $FZDW5%NI-U $FZD+5%OI"U $I:FEJC+4TM3 E+4T MM49:FEJ)2U)NJ+=2;J8$NZDW5%NI-U(";=2;JAW4%J)=U&ZH=U&Z@"7=2; MJBW4FZF|+NHWU#NI-U $V^C?4.ZDW4 3%Z3=41:DW4 3;J-U0[J-U $NZC?4 M.ZDW4 3[Z-U0:J7=0,G#TX-5<-3@U %D-3PU5@U2*U.%E6J135=34JF@"<&I M :A4U(I! 2BGCI4HXH =112TA."4444 %%%% (HHHH **** "BBBF M4444 %%%% PHHHH **** "BBBD 44E+2$+124"@!;**8!112&F 4QJ>;8W2 MJ0T5I>]9]QT:;$E9]QWK>)1D77>L.[!UN77>L.[!UL@.?O.]8%YT-=!>=ZY^ M\Z&M4,PKKO6- <=36S==ZQKCJ:V0S-FIU3DJY-5-^M:HH@>HS4C=:C-. (;*0 MT4R1ZJ:LQ#-5E!U#VIE%R%E:EO'G%2Q$\...T8;?/:FV\6<5J MV\&>U9,"*VIJN1VGM5R"VIJQQ6OM6;$9BVGM4@L,:ME+3VJ46GM47$88L,:MC[!5OBS]J7[!5-P.#[%[4GV/VKH?L?M2?8,:E<#GC9^U)C]JZ$V?M2&S] MJ+@<_P#8 ,:C[!5O_8 ,:C[!4K@8'V/VH^Q^U;_V/VH^Q^U:X&)C]J/L?M6 M_P#8 ,:C[!4?7 P/L?M1]C]J+@<_P#8 ,:E^Q^U%P, M#[!4?8 ,:M_[!4?8 ,:BX'/FS]J;,/VKH?L?M339^U*X'.FS]J;,/VKHC9^U M-^Q^U*XCGQ9^U.%G[5O?8 ,:E%G[4K@8BV?M4Z6GM6PMG[5,EI[4KB,R*UJO M0VW3BKL=K[5;BML=J38$5O:XQQ6K;PXQ20P=.*T88:S; E@CQBKT:4R*/I5I M%Q638"JO%#"I,4QJ0%66LVYIUI2UF7/>]0&/=]ZP:SO6[=GK6%>=ZWB,P+SJ M:PKOO6[>=ZPKOO73&|<]ZR9ZUKGO63&|2C-FJH_I6KE0QO&B)*QPO5{

M6_]C]J/L?M2N(P/L?M1]C]JW_L?M1]C]J+ MC,#['[4?8_:M_P"R>U'V3VHN!@?8_:D^Q^U=!]C]J/LGM3N!S_V/VH^Q^U=! M]D]J/LGM2N!S_P!C]J/L?M70?9/:C[)
[4[@<_P#8_:C['[5O_9/:C['[47 Y M\V?M339^U=%]C]J:;/VHN!SILO:D^Q>U=#]C]J/L?M2; P5LO:IDL_:MH6?M M4JVGM4MB,J.T]JNPVOM5]+7VJU';>U9MB*L-
O[5HP0^U21V^.U78H?:LV(6& M+I6A$E1Q1UAK>NNE8-[T-=,0.;O\ O7,7W>NGO^]MD,YJ]]U@77>N@O>]8%WWK1 M#,>?K54U:GZFJQJP8E.%-
IPJXDH>M3**A7K4Z5JC0E059C6H4%6XEI@6(DZ5 MH0Q=*KP)TK3MX^E0QT.<<5I0V_XIMO#TXK5MX.G%9L0R&V]JOQ6GM5F"W MSCBM&&U]JQ;
STL_:IUL_:M:.T]JLK:>U8R8C#%G[4OV/VK>%I[4OV3VK.X' M/_8O:C[%[5O_&/VH^Q^U%P.?^Q>U(;/VKH/LGM2?9/:BX'/_8QZ4?8_:M_[M)[4GV3VIW P?L?M1]C]JWOL?
M1]C]J+@8/V/VH^Q^U;WV/VI?LGM1<#_^Q^U M'V/VK?\ LGM1]D]J+@<\;>E,-E[5T1M/:F&S]J=P.<:R]JB:S]JZ4V?M436 M?M5)@S]JJ2V?M5)@U49K3KQ76S6?7BL^>TZ\5H@.3
MFM?:J$UO[5U4]IUXK-GM>O%:(9S,L'M5.2+%=!/;>U9\T'M5H#%=,5"RUI20 MU5>.J&4R*;4SI41%%A,;29I33:AD,<#4T;X-5Q3U-!29IPRUIV\W3FL*)^:T
M().E#11TUK/TYK;L[CIS7)VTO2MJTGZ3I7,VDW3FMJVEZ5SR1)OPOFKT;<5D6\F<5I1-Q7/) 6Q2 MTU3Q3JR)"BBB@"*2JDO>K]:1**$]95SWK5GK*N>]=$1F-==ZPKOO6[=
M]ZPKOO6\1F!=]ZP[H=:W;SO6%==ZV0S%N>]94_>M:YZFLF?O6B&9\M5FJS+5 M8]:T0QM+12BJ0#@*D45&*E6F,E05;B6J\8J["M)@6H8^E:,$72J]NF<5K6T6
M<5#$2009QQ6C#;9QQ3K:#..*UK>VSCBLF(K16GM5M+/VK0AM?:KT=I[5DV(Q MULO:G_8O:MU;/VI_V/VK)L#G39>U--E[5T9L_:F&S]J5Q'.FS]J/L?M70&S] MJ3['[4[@<_\
8_:C['[5T'V/VI/LGM1<#_^Q>U'V/VK?^R>U'V3VHN!@?8_: MC['[5O\ V3VH^R>U%P,#['[4?8_:M_[)[4?9/:G<#_^Q^U)]C]JZ#[)[4?9/ M:BX'/_8_:C['[5T'V3VH^R>U%P.?
^Q^U+]C]JW_L?M1]C]J+@8'V/VI/L?M7 M0?8_:D^R>U%P.>-E[4TV7M71&S]J:;/VI7 Y[[%[4HLO:M_['[4HL_:IN(PU ML_:IDL_:MD6?
M4BVGM2N!EQVOM5R*V]JOI:^U6H[;VI7$5H;?':M"""'&.*DB M@]JN10^U0P'0Q8Q5^)*CBCQBKD:5FP)8UJV@J!%JPHXK-B'T445(A#56XZ&K M1Z53N#P:N&Y2,:\
[US=_WKH[SH:YR_[UUQ*.6U#O7+7_'KJ=0[UR]_WK>(S MFKP=:Q+@@FP:R$:K44G-9-".CMI^G- M;5I<=.:Y2WFK8M9^G-9-".QL[CIS6]:7'3FN,M+CIS6]9W'3FL6A'96D_3FM
MJVFZ5R5G<=.:W;6?IS630CI8).E7HWK$MYN!6E%)FL)(EF@HXJLCYJ=36+0 MAU%%%(04444@"BBB@ HHHH **** "BBBF 'I4$O2ISTJ"7I51W&C/G[UE77> MM:?
O63==ZZ(E&)=]ZP+SO6_=]ZP+SO71$9SUYWKGKSO717G>N>O.];Q&85UW MK*F[UJW74UE3]ZT I..:B[U,_6HCUH <@YJW".151>M6X>HJ&(U;7J*W;/M6
M%:]16]9]JRD(Z*QZBNDL>U:WBAD%U<=>:Q+NYZ\U-=W'7FL&[N>O-;I# M(KJYZ\UBW5QUYJ2ZN.O-8US/UYK1(9'TZ<5FQ%:"TZ<5HPV?M5VW
MM/:M*&S]JR;$9\5G[5;CLO:M6*T]JM1VGM6+8&2EG[5.MG[5KI:>U3+:^U9\ MPC'6S]J=]C]JVA:^U.^R^U+F$89L_:HVL_:N@-K[4PVOM3YAG.M9^U0O9^U=
M(UK[5"UI[4U(9S$EG[52EL^O%=7):>U4IK3VK2+&*S9[3KQ78SVGM6 M7<6G7BMTP./GM?:LV>W]JZVXM>O%9-Q:]>*U0SEIH,=JSIHN>E=+<6_7BLJ>
M#KQ5H9AR)BJ[+6G+#5.2.J$5324]EQ3"*3$PS2AR*8:*DFYK2'-8-$DE%%2(*BDZ5+4]:]QWK)N>] M;Q*,2[[UA7G>MZ[[U@WG>NB(S O.]8-V.M;UYWK!NN]=$1F+
<]ZRI^]:MSWK M*G[ULAF=+WJG)5V7O5*2K0R(TE*:2@ECA4B=:B%2IUJD4BU&*MQ+5:(5>A7I M3&6(8ZT(8J@@3I6G;Q=*E@20P9QQ6A#;^U+;P].*U+>WSCBLV(ABM?:KD=I[
M5U.X&!]C]J/L?M6_]C]J/L?M3N,P/L?M1]C]JW_L?M1]C]J+@8'V/ MVH^Q^U;_-C]J/L?M1<#_^Q^U'V/VK?^Q^U'V/VHN!@?8_:D^Q^U=!]C]J/L MGM2N!S_V/VI/L7M70?8_:C[)[47
Y_['[4?8_:M_[)[4?8_:E<#G_L?M1]C] MJZ#['[4?8_:E<#!%E[5*EG[5MBS]JD6T]J5Q&1':>U7(K7VK12U]JL);>U2! M3BM_:K\,&.U3QV_M5J.'IQ4M@-
ABJ_%'TI(XL5:C2H8A\:U:0<5&BU84<5# M>HJ5:8!3Q4,0\44E&:D0M%)FC- "TE%%(HHHI@%%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% #*::=335HYI$$E4I:NR5
M2EK2)BRA-6?-6A-6?-6\3-F?-5*7O5V:J4O>NB)A(J/4#5.]0-71YY9HI MQHK9&$AO>BCO16J,6+2TE+5$A24M)0 E%%%2RT%.%-IPK-FJ'K4R5"M3)6; M-
$68^U7(JIQ]JN15E(VB78NU7X>M4(NU7X>M82.B)>B[5=CJE%VJ]'7/(WB6 MDJ=:@2IUK"1NB44HI!2BLS5"THI*44B@HHHI%!24M)2 ****!A1110 4444 M%%%% @HHHI@%%%%
@HHHH **** "BBB@84444@"BBB@ HHHH 6BBB@ HHHI@ M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444""BBB@ HHS1F@ M HHS1F@ H-&:2@ HHHH&%%%% !1110 4444 %%%% !1110 4444@"BBB@ HH MHH
**** "BBBF 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%(HHH MH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHQ2XH 2EHQ10 4 M444P"BBB@ HHS29H
6BDS29H =FD)IN::6H <32$TPM2%J8#BU-+4TM3"U # MRU-+4PM32U #RU(6J,M32U $A:D+U$6H>@"4M2;ZA+TF^@"8O3=U1;J3=0!
M+NI"U0[J3=0!*6I"U1;J0M0!*6H:HRU(6I@2;J3=4>ZDW4 2;J3=4>ZDW4 M2[J0M4>Z@M0_=1NJ/=1F@"3=2;JCS1F@!^ZDW4S-)F@!Y:C=49-&: 'EJ-U M,)I,T 2;J3=3,TF:
'[J3=3,TF:)-U+NJ+-+F@9,&IP:H0:<#0!85JD4U74 MU*IH L*:F4U70U,M %A34JU"M2J:)EIXJ-:D%(!U+24M(04444)1110 44 M44@"BBB@ HHHH ****8!1113&%%%% !1110
4444A!110:0"4444@%H%% H M6BBB@ I#2TAJ@ TQNE/-,;I5(I%:2L^XZ5H25GS]*WB,R+KO6'=]ZW+KO6'= M]ZWB!@7G>N?O.]=!>=ZY^\[UJAF%=]36-<=36S=]36-
<=36R&9LW4U3?K5R; MJ:IOUK5%%=J8:>U1FM!,0T4E%(@>M7(.U4UJ[;]JHM&G;+TK9M4SBLJU'2MV MS3.*AC-.UBR!6U;09QQ5&SCZ5O6D/2LFQ$]O;].*TH;;IQ3K:#IQ6K!;].*R
M;5M?:IA:^U:4=O[5.MO[5FV(RA:>U+]D]JV!;>U*+;VJ;B,?[)[4AM/:MH M6WM0;;VJ;@8AM/:D^R>U;9MO:F_9O:BX&+]D]J3[)[5M?9O:D^S>U%P,;[)[M4?9/:MG[-[4?9O:BX&-
]D]J/LGM6S]F]J/LWM1<#&^R>U'V3VK9^S>U'V;VH MN!C?9/:C[)[5L_9O:C[-[47 QOLGM1]D]JV?LWM1]FHN!B_9/:D-I[5M_9O: MD-M[4K@8AM/:F_9/:MPVWM2?
9O:E<#$^R>U*+3VK:^S>U'V;VI7$9 M/:I%M M?:M46WM3Q;^U%P,Q+;VJS';^U75M_:IDA]J38BO%![5*G5:54J0+638$9%1/5AA4#T#*4U9ESWK3FK+N>]:1
Q[OO6%>=ZW+OO6%>= MZZ(C,&\[UA7?>MR\[UA7?>NF)2,>Y[UDW'>M6Y[UDW'>MXE&=-WJF_6KE4XAR*T(!TJ&(OVZ=*U[:/I6?;
M+TK9M4Z5E(1H6L72MFV@Z<53M(^E;MI#TK%L":WM_:M*&V]J6VAZ<5JP0=.* MS;$5H[7VJ=;7VK0CM^.E6%M_:LI,#(^R^U--K[5M&W]J:;?VJ4Q&(;7VIHM?
M:MHV_M33;^U5<1C?9?:D^R^U;'V?VH^S^U%P,?[+[4?9?:MC[/[4?9_:E<#' M^R^U'V7VK8^S^U'V?VHN!C_9?:C[+[5L?9_:C[/[4[@8_P!E]J3[+[5L_9_: MD^S^U%P,?[+[4?
9?:MC[/[4?9_:BX&/]E]J/LOM6Q]G]J/L_M1<#'^R^U'V7 MVK8^S^U'V?VIW Q_LOM2&U]JVOL_M2?9O:BX&+]D]J/LGM6S]F]J/LWM2; Q
MQ:>U/6U]JUOL_M3A;^U2V(S%MO:IDM_:M 0>U2"'VJ&P*:0592*IUBJ58ZAL M0R..K*)0J5,JUFP +3P*,4N*0@I#3]::!D;U4FZ5:>JDW2MH%&9==*P;SH:W
M;GH:PKSO71$9SE]WKF+_ +UT]]WKF;[O6R&]ZP+OJ:W[WO6!=]36J&8_M4U5-6I^IJJ:L3$%/%,IXJD0AXJ=*@6IXZV1JBS&*NPBJD0J] .: -"W7D5KV MT?2LVV7D5M6B=*AB-
&UBZ5M6T/3BJ%I'TK=M(NE8R8BS;P=.*U8+?IQ4=M#T MK7MX>G%8R8B.*VXZ5:2V]JMQ0<=*M)![5SR8&<+7VI?LOM6J(*7R*QN!D?9O M:C[-[5K>1[4>1[47$9'V;VI#;>U;'D>U-
-O[4[C,C[-[4GV7VK7,'M2>1[4[M@9/V7VH^R^U:WD>U'D>U.X&3]E]J/LOM6MY'M1Y'M2N!D_9?:C[+[5K>1[4> M1[47$9!M?:FFU]JV/(]J0V_M3N!BFU]JC:U]JW#;^U,-
O[528'/O:>U59;3V MKI'MO:JTEM[5:8'+S6?7BL^>TZ\5UDMKUXK/FM>O%:)@*S+BTZ\5V$ M]IUXK,N+3KQ6J91QMQ:^U9<]M[5U]S:]>*R+FV]JU0SE9H.O%498JZ*XM^O%
M9<\.,U: Q9(\55=<5JS1U1E6J&4R*:14C"F&H:(:&BG"DIPI"1)&<&KL38JB MO6K,;51H:UO)TK7M9>16!"_2M.VDZ5FQ'46DW3FMZSFZ5R5I+TK>LY>E8R0C
MK[.;IS6[:R]*Y.SEZ5OVDO2L)(DZ>VDZ5JP/FL"UDZ5L6[]*YY(1JQGBI*@B M;BILU@]Q,6BBBD(B>JLO>K3U5E[UI$HH3]ZRKGO6K/65<]ZZ(C,6[[UA7G>M
MZ[[U@WG>NB)1@W?4UA77>MV[[UA77>MD!C7/4UDW'>M:YZFLFX[UHAF?+58] M:L2U6-6AA0*2E%4@)%J5*B6I4IC+,0K0MUZ51B%:5N.E)B-*U3I6U:Q]*S+1 M>E;MG"TK-
@:5K#TXK:M;?..*IV<72MZTAZ5C)B)8+;IQ6A%:^U2VT'3BM.*W M]JQDQ%%;7VJ_V3VK52W]J?\ 9_:L&Q&,;7VJ,VOM6X;?VIAM_:A,1B&U]J3[M+[5LFWI/L].X&/\
9?:D^RCTK9^S^U)]G]J5P,?[+[4?9?:MC[/1]G]J=P,? M[+[4?9?:MC[/[4?9_:G<#'^R^U'V7VK8^S^U'V?VHN!C?9?:C[+[5L_9_:C[M/[47 QOLOM1]E]JV?L_M1]G]J+@8WV7VI?
LOM6Q]G]J/L_M1<#&^R^U'V7VK M9^S^U'V?VHN!B_9?:D-I[5M?9_:D-O[47 QOLGM1]E]JV?LWM1]G]JFX&0+7 MVIXM?:M46_M3A;^U*XC-
6V]JF6W]JOB#VIXA]J5P*B0>U64BJ98JF6.I; 8D M=6$6E5*D5:S8"J*E6F@4\5#$+1112$(W2J5QT-7&Z52N.AK2&Y2,>\Z&N;O^
M]='>=#7.7_>NJ)1R^H=ZY>_[UU&H=ZY>^[UT1&=ZQ+CJ:W+SJ:Q+CJ:WB M49TG6HZEDZU%6J&**<*04X5H@0HI<44M6BA*6BEQ3 9BD(I](: &8I*=25+$ M)24M-
-9L0X&IHWJOFG*W-0Q&I#)S6I;3=.:P8GQ6C!+TK)H1TUI/TYK=M+CI MS7(VTW2MJUN.G-9M".SL[CIS6]:7'3FN+L[CIS6_:7/3FLI(1V%M/TYK6@FZ M!R*6HT:I*S9(4444@"BB
MB@ HHHI %%%%, HHHH #TJ"7H:G/2H)>AJH[C10G[UDW/>M:?O63<]ZZ(E&+ M=]ZP+SO6_=]ZP+SO71$9SUYWKGKSO70WG>N?O.IKHB,PKKO63-U-:UUWK*FZ MUH@*3]:B-
2OUJ(T,!Z5;AZU42KU;MGVK"M>U;MGVK&0CH[+M726 M/:N;LNU=)8]JPD!T-EVK>M>U8-EVK>M>U<\A&Q;]!5P=*IV_05<'2LF)A111 M2$%%%% !11FDS0
$U!*U2.W%5)GJXH:*\G6LNXEQFK-Q)UK'NINM;Q115NI M^O-85W<=>:MW<_7FL"\GZ\UO%#*MW<=>:PKJXZ\U8N[CKS6'=3]:V2&17,_7 MFLF>;.>:DN)N3S6=-
+FM4@(YI.M4I'YJ21ZJL:JPQK'FFTH*"&**G%0V(9;6G3BM>VM.G%26UKTXK7M[7IQ638B*WM/:M*&U]
MJL06WM6C#;^U8R8BK':^U64MO:KT<'M4ZP5SR8%!;;VJ46_M5\0T\0UFY"* MM_:G>15\14OE5-Q&<8/:FFW]JT_*IBHN!EFW]JB:V]JUS#3&A]JI2*,22V]
MJIRVO7BNA>#VJK);^U;18',3VO7BLRXM.O%=9-;^U9L]MUXKHBQG'W%IUXK(MN;3KQ79W%KUXK'N;7KQ6J8SC+FUZ\5D7-MUXKL;JUZ\5C7-MUXK5,9R4]O[5 MGRP^U=+
<6_M67/!C/%7<#!DCJLRXK6FBZU0E3%,"H13:D88IAJ&9M *FC;%0 M4\&D-&E!)6G;S8Q6%%)BKT,OO0RCIK6?&..:W+2YZL"[ZFM^\[U@W?4UTQ&8ESWK*G[UK M7/>LF?
O6R&9TW>JE;-M!TXJG:1]*V[6+I6,F!- M!;].*T8;;IQ2V\/2M2&#I6$F(KQVWM5A;7VJ]'!QTJRMO[5BV(S!:^U!M?:M M@6_M2&W]JBXVS-K[4PVOM6VUO[4PV_M3N(Q/LOM2??
9/:MDV_M2?9_:JN!C_9 M?:E^R^U:_P!G]J7[/[47 Q_LOM1]E]JV/L_M1]G]J=P,?[+[4?9/:MC[/[4? M9_:BX&/]E]J/LOM6Q]G]J/L_M1<#'^R^U'V7VK8^S^U'V?VHN!C_&7VI/LO
MM6S]G]J/L_M2N!C?9?:C[+[5L_9_:D^S^U%P,?[+[4?9/:MC[/[4OV?VI7 Q MOLGM1]D]JV/L_M2_9_:E<#'%K[4\6OM6K]G]J<+?VHN!F+;>U2K;^U: @]J> M(/:IN!22#VJ=(:M"*I%BI-
B(4CJ=$IZIBI M0V BK4H% 6G 5+ 44\4E**@0 MM%%%(04444 %%%% "T8HHH ,48HHH ,4E+0: $HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH ****
&4TTZFFK1S2()*I2U=DJE+6D3%E":L^: MM":L^;O6\3-F?-5*7O5V:J4M=$3"14?K4#5._6H&KHB82(S333C336R.>0WO M10:*U1DQ:7--%+5$"TE%% Q****EE(*
<*;3A6;-4/6ID]$5,E9LU19CJY%5. M/K5R*LI&T2[%VJ_#UJA%VJ_#UK"1O$O1=JNQU2B[5=CKGD;Q+25.M0)4ZUA(MW1**44@I169JA:44E**104444B@I*6DH ****0PHHHH ****
"BBBF(**** M"BBB@04444 %%%% !1110,**** "BBBD 4444 &:**2F M%)29H =FC--S1F M@!V:,TW-)F@!^:,TW-&: '9HS3,TN: '9HS36I"U1EJ:6H >6II:HRU-+4 M 2%J:6J,M3"U
$A:FEJC+4TM0!(6IA:F%J:6H >6I"U1EJ:6H D+4FZHRU-W M4 2[J3=46ZC=0!)NI-U1[J3-,"3=2;J9FC- #\TF:9FC- #LTF:;FDS3 =FD MS29I,T .S1FFT4@'9HS3N@O.]<_>=ZU
M0S"N^IK&N.IK9N^IK'N.IK9#,R;J:IOUJY-U-4WZUJBBNU1FI&J,U8F--)0: M*1F/6K]MU%4%ZUH6W4570T6QLV@Z5OV2]*PK,=*Z*Q'2LVP-ZR3I716*J6B=*V($XK&3$+'#
[586'VJ6..IUCKGE,16$ M/M2B'VJV(Z4)6;F!4\FCR?:KFRC92YQ%(PCTI#"/2KNRD\NGS@4O)]J3R?:K MVRD\NCG I>3[4>3[5=\NCRZ?.!2\GVH\GVJ[Y='ET71S
M@4O)]J/)]JN^71Y='.!2\GVH\GVJ[Y='ET3[4 MGD>U7O+H\NCF H^3[4>2/2KWET>71S 4O)]J<(?:KGET>71S 51#[4]8JL!* M<$I.0B)8ZE5*>%IP%9N0
!2XI:*@0QA5:2K3=*K2U2&4)ZR[D]:U)ZR[GO6L M1F-=GK6%=GK6Y==ZP[SO71$9@W?>L*[[UNW?>L*Z[UTQ&C&N>]9-QWK6N>]9 M-QWK>)1FS53?K5R;O5-NM:HH92BDH%!!
(O6K,=5DZU9CILLN0CI6E;BL^'M6 ME;CI6;$:MJO2MRT7I6-:CI6]9CI6,F(VK-.E;]I'TK'LEZ5T%FO2L),1J6L7
M3BM:"+I5*U7I6Q;IP*PDQ$L<7'2IQ%3XUXJ4+7/*8FR#RJ:8O:K6*0K4\PKE M,Q4TQ5<*TFRJYP*GD^U)Y-6]E&RGS@5/)]J/)JWLHV4RC9
M1S@5/*]J7R?:K6REV4AK"O.]=$1G.7W>N9ON]=-?=ZYF^ M[UNAG-WO>N?N^IKH+[O7/W?>M$,QY^I]J:M3]:JFK$Q*<*;3A5(A$@]>.H!5 MB.MD:HMQ"K\ JA%6C;]J3
U;4=*W+1>E8MJ.E;UF.E9L1MV:=*W[-.E8MD.E M=!9KP*QDQ&M:Q]*V;>/I6=:+TK9MUX%<\F(LQ1^U6TCIL2\"K2BN.DQ1S#N0>72>75C%)MI\P7(/+]J/+]
MJGVT;:.8+D'E^U'E^U3[:-M',%R#RJ/*]JL8HQ1S!U:C)43QUHI@8TMO[52FMNO%;TD55)8?:M5(9 MS<]K[5F7%KUXKJIH/:LVXM^O%;1D,Y"YM>O%8UU;=>*
[&ZM^O%8EW;]>*Z$Q MG'W5OC/%8US#C/%=9=P]>*P;N+&:U11SD]>,UFS+UK;N4ZUDSCK5 9CCFHS4 MT@YJ$T,EB4HI*45)*'"ID-0BGJ:HM%Z)JT+=^165&:O0-
S4,#>M9.E;MG)TK MFK5^E;=H_2LI".JLY>E=!9R=*Y6R?I706;]*YY(1U-I)TK:MGZ5SEF_2MRU? MI6$D(W(6XJR#5"!N*N*:YY;DLEHI!2U(B-ZJR=ZM/5:3O5Q**$]95R.M:L]9
M5SWKHB,Q;OO6#>=ZWKOO6#>=ZZ(C,&[[UA77>MV[[UA77>MD,QKGO63<=ZUK MGO61<5HAF?+58]:LR]ZK'K5H8E+24M- B1:F2H5J>.J&6X1S6G;#I6;#UK4M M1TJ6(V;-
>E=#9)TK"LQTKHK%>E928C=LH^E=#9Q]*QK%>E='9)P*YI,1IVT7 M2M2*+CI56U3@5JQ)Q7-.5A#5BI_E"IPM+BN=R)N5C%3#%
[53[4>35O91LI\X%/R?:CR?:KFRDV4NHO^]NB(MSG+SO6)<=36U>=ZQ;CJ:WB49\G6HZEDZU%6J&**>*:*>HK1#% I<4H%+BJ&- MQ1BGXHQ3N S%(13\4A%*X#,4TT\BFD4F
PTTTXTTU+)8E -(:*S))XVJY#)6 M>IP:L1O4M ;-O-TYK6MI^G-G-<9:S].:W M+2YZG-;EK<=.:XVSN.G-;UI<=.:QDA'66\V<M6?O65<]ZZ(E&)=]ZP;SO6]=]ZP;SO71$9SUY
MWKG[SJ:Z"\[US]YU-=$1F%==ZRINM:MSWK*FZUHAE)^M1&I7ZU$:&(>E6X:J M+UJU#UJ&(U;7M6]9]JP;7M6]9=JQD!T=EVKI+'M7-67:NDLNU82$=%9=JWK7
MM6#9=JWK7M7/(1L6_05<'2J=OVJX.E9,3"BBBBD(*#12&@!"::6H8U$S4[#$D M?BJ,\G!J:5^*SKB3K6L4,J74O6L.[FZU>NY>O-85Y-UYKHBAE"\GZ\US]Y/U
MYJ_>3=>:Y^\FZ\UO%#*-W/UYK%N9NO-6KJ7KS6/<2=:V2&0CU2&0S2U2DDITLG-57 M:M+#&NV:B-*33338F)2BDI14DCU%6HDS4$8YJ] F<4RRQ#'FM*WAR1Q4%O'T
MK7MH>G%*X$UM;YQQ6S:VW3BHK2WSCBMVTMNG%2V(?:VO3BMJUM>G%):VW3BM MJVMNG%928A+:UZ<5JP6_3BG06_3BM&&&L)2$-A@]JOQP^U+%%CM5M$K"4Q#4
MBJ4)BG@8I:P:KR1>U7:8RYJ MXRL4F94L/M5":WZ\5N21U4EBS71&8SG)[;KQ63*Q[B/K3N!CR+S4!JY,O-56'-#8F,H!I**FY!(K8J MQ'+BJF:
<&Q3N4F:_3FM.VN>1S7.1RXJ_;S\CFI8SK[2YZLFY[UKSUDW/>MHE&)=]ZP M+SO707?>L"\[UTP&<]>=ZP;OJ:W[SO6!=]373$9BW/>LF?O6M<]ZR9^];(9G
M352DZU=FJE)UJQD1IM*:2H9FQPJ:/K4(J:+K5HJ)H0=JU;8=*R[>M:V'2@LU M[5>E;MFO2L:T'2MZS'2H8C9LTZ5O6D?2LBS7I6]:+TK&3$:5M'TK5@BZ53ME
MZ5K0+TKFDQ$T4565BHB6K*K7-*0FR(1"CRJL8HQ6?,33[4>3[5:V4;*?.! M5\GVH\GVJULHV455O91LHYP*GDT>35O91LHYP M*GDT>3[5;V4NRCG I^3[4>3[5LZ;O6T3-E";O5
M&6KLW>J4E=,3&15>H&J9Z@:NB)SR&&F4XTVMD82$HHHK5&+%HHHJB0H-%)0" M$HI:05#+0M.%-%.%0S1#UJ=*A6IDK-FJ+,=6XJJ1U;BK&1M$O0U?AJA#5^&L
M9&\2[%5V.J<72KD=<\C>):2IUJ!*G6L)&\244M(*6LS5"THI*44B@HHHI%!2 M4M)0 4444#"BBB@ HHHH ****!!1110 4444""BBB@ HHHH ****!A1110 4 M444 %)110 4F:*:30
N:3-(33ZES0_-+FH\TH- $F:7-,!IPH ?2TT&G"D M M+24M !1110 E%%% !1110 4444 %%%% !1112 ****8!1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110
4444@"BBB@ HHHH **** "B MBB@ HHHH 6BBB@ HHHH ****8!1110 44F:0F@!2::32$TTM0 I--+4TM3"U M,!Q:FEJ86IA:@!Y:FEJC+4PM3 D+TTO49:F%J
)2],+5&6H:@"0M32U1EJ0 MM0 \M32U,+4A:@!Q:D+4PFD)H =NH--S2$T .)I,TTFDS0 [-&:;FC- #LT MF:;FEH =FDS244 +FBDHI@&:*** #-)110 4444 %%%% !1110 "C%%+B@!M
M%+BC% "48I<44)BDQ3J2@!I%(13C2&@!,4N**6@!0*<*04\4#'K4JBHUJ51 M2 E6IUJ%:G6@"5:F6HEJ9:)%J05&M2"D ZE%)2BD(*#10: $HHHH **** " MBBB@ HHHH$%%%%
"TE+10,2BEHH 2BEHH 2BBB@ HHHI %%%% "BB@44@"BB MBF 4444P$-,;I3Z8W2FAHK25GW'>M"2L^X[UT1&9%UT-8=WWKL"\[UT%YWKG[OH:U0S!NNIK'N>];-
UWK&N>]:Q*,R;J:J/5N;J:J/6R M&5GJ(U*]1&J$QH*4TE29DBUH6W:L]:T+;J*KH:+8W+/M726(Z5SEEVKI+#M M6MR[[UAW7>NF(T8USWK)N.]:UQWK)N.];Q*,V;J:IMUJY-
5)^M:H8PTHI# M2TB21*M1553K5J*AEEV'J*T[?M6;#VK3MNU9LDV+03$74'%/I]]*=6# M)84444A!28I:* $Q1BEHH 3%&*6B@!,48I:* &XHQ3J*!W&XHQ3J* N-Q1BG
M44[A<;BC%.HHN%QN*,4ZBD%Q,48I:*!"8HQ2T4)BC%+10 F*7%%% !BBBB@ M HHHH **** $---/-,/2FAHB>JJ]8%WWK?O>]8%WWK1#,:?J:JFK<_4U4-
M6)B4X4VG"FB$2+5B.JZU82M34MQ5HV_45G15HV_:A@;%KVK>L^U85KVK=L^U M9L1T-EVKH;/M7/67:NAL^U<\F(WK0=*VK?M6+:=JVK?H*YY,DT8AQ5D=*KQ5
M8'2N*6XF%%%%22%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 A%, M9:DHQ3N,K,E0/'5TK4;)6BD-&7+%5">'VK;DCJE-%6\)%'-W4'7BL*\AZ\5U
MEU%UK"O(NM=D6,Y"]BZUSUY'C-=;?1]:YN^3K6R8SE[M>36+;K4!H9,A*44E**2)0X4Y>M-%.6J+1/"UJ[">15)*N0]14L9K
M6QZ5M6C=*PK8]*VK0]*RD(Z*S;I706;=*YJS/2N@LVZ5A(DZ2S;I6[:MTKG; M1NE;MJW2N>0C=MVJ\AK-MSTK0C/%<\B2P*7M35IU0 QJK2=ZL-5>3I5H91GK M*N:UIZRKFMXC,.
[K"N^];UWWK!N^]=,1F!=]ZPKKO6[=]ZPKKO6J&8MSWK)G M[UK7/>LF>M$,SY>]5CUJQ+UJLW6K0PI1313A5($2+4\=0+4\=,9<@K6M>U94
M/:M6U[5+$;MEVKH[$=*YVSZBNCL>U828CI;$=*Z.R' KG;'H*Z2R'2N6;)-V MU' K4B'%9MJ.E:D?W:Y)LECZ***R)"BBB@ HQ110 F*,4M% "8HQ2T4)BC% M+10 F*,4M% "8HQ2T4
)BC%+10 F*,4M% "8HQ2T4)BDQ3J* &XHQ3J2@=Q M,48I:*87$Q1BEHH ,444N*0@Q1110 4444 %%%% #'Z52N.E77Z52N.E:P*1
MBWG0USM]WKHKOH:YV^[UTQ&N7O^]=1?]ZY>_[UO$HYR\[UBW'6MJ\[MUBW%;Q&4)*BJ63K47>MD,>M2 5&M3+5H8X"E"TX"GA:=QD>VEVU,$I=E%P(- MM-

*U:V4A2BX%0K32M6BE1LE*X%5EJ,BK3)43+2$0$4F*D*TW%23805*IQ4=* M#2&6XWJY#+TK,5JL1R5+0&];3]*V;6XZNB(S%N^]8%YWK?N^]8%YWKHB,Y^\[USUY
MWKH+WO7/WG>NB(S"NNIK*FZFM6Y[UE3=36B&4GZU$:E?K41H HK=LNU8R Z.Q[5TEEVKF['M7267:N>0CHK+M6]:] MJP;+M6]:]JPD(V;?
H*MCI52W[5;K)DL****0@IK4ZF/30$3&H)'J21JIRO5I M#(II.M9=S+UJS/)UK(NI>M:Q112NYNM8-Y-UJ_=S=>:P+R;KS71%#,^\FZU@
M7LX.G%;]G;].*IV4'3BNALX.G%9MB+%K;].*V+>#IQ4=K!TXK6@AZ< M5C*0A88?:KL<=+'%5E$KFE(1,5,HI%%/%8MW)84445(@HHHH **** "BBB@ M HHHH *#110!&RU Z5:(J-
EJTRC/DBJA/#[5M.E5)HJVC(9S5S;]>*Q;NWZ\ M5UMQ#UXK&NH.O%=*D,XV\M^O%8-Y!UXKL[R#KQ6!>0=>*T4@.-NX.M8EU%UX
MKK;R#KQ6%=0]>*I,9S,\?)JC(E;=Q%UK.ECJKB,XBFXJR\=1%<4"L1T4I%&* M1-A5.#5J%^150"K$7WA04C;M).E;]C)TKFK7J*WK(]*AC.LL9.E=/82=*Y&Q M;I736#=*RD(ZVQ?
I70VC<"N8L6Z5T5F>E82$;D)X%61TJI >!5L=*YY"%IK] M*=37Z4D"*,]95SWK5G[UE7/>MHE&+=]ZP+SO6_=]ZP+SO73 9SUYWK!N^IK? MO.]
<_=]ZZ8C,6Y[UE3]ZU;GO65/WK5#,V;O5*3K5V;O5&3K5C(C3>].--J&9 M,<*L1=:KBIXNM4BXFE;UKVW:LFW[5K6W:F4;=IVK?LQTK!M.U;]GVJ&!OV8Z
M5OV@Z5@V?:M^T[5SR8C:MATK5@'2LNV[5JP=JY9,DOQ"K Z5!%5@=*Y9;DL* M***DD**** $Q1BEHH 3%)BG44 -Q1BG44#N-Q1BG8HQ3N%QN*,4[%&*+A<;B MC%.HI!
<3%&*6B@0F*,4M% "8HQ2T4)BC%+10 F**6B@!**6DH ,444M "44 M44 %%%%,84444A!1110 4444 %%%% !FES244 +FC-)10 N:2BB@ HHHH ** M** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
&4TTZFFK1S2():I2U M=EJE+6B,64)^]9TW>M&?O6=-WK:)#,^;O5*6KLW>J4E=$3"14>H&J=Z@:NB) MSR(S3:<:;6Z,)"4445JC)@*6D%+5$!24M)2&%
HI*EEH44X4T4X5#+1(M3)4 M*U,E9LU19CZU;BJI'UJW%6+-HEZ&K\-4(:OPUC(WB7HNE7(ZIQ=*N1USR-XE MI*G6H$J=:PD;Q)12T@I:S-4+2BDI12*"BBBD4%)2TE !1110,****
"BBB@ MHHHH$%%%% !1110(**** "BBB@ HHHH&%%%% !1110 AI#2FD- "$TTF@FF$ MTP FFDTA-,+4 .+4W=3"U,+4 2[J3=41:F[Z)MU&ZH=]&^@"?=2[JK[Z7=0
M!/NHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!-NHW5#NHW4 3;J-U0[J-U $VZ MC=4.ZC=0!-NHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!-NHW5#NHW4 3;J-U0 M[J-U $VZC=4.ZC=0!-
NHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!-NHW5#NHW M4 3;J-U0[J-U $VZC=4.ZC=0!-NHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!- MNHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!-
NHW5#NHW4 3;J-U0[J-U $VZC= M4.ZC=0!-NHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!-NHW5#NHW4 3;J-U0[J M-U $VZC=4.ZC=0!-NHW5#NHW4 3;J-U0[J-U $VZC=4.ZC=0!-
NHW5#NHW4 M3;J-U0[J-U $VZC=4.ZC=0!-NHW5#NI-U $^ZC=4&^C?3 GW4;J@WT;Z)]U M&ZH-]+NH FW4;JAW4;J0$VZC=4.ZC=3 FW4;JAW4;J)MU&ZH=U)NH GW4;J
M@W4;J0$^ZDW5#NHW4 3;Z-U0[Z-U $^ZC=4&ZEW4 2[J=NJ -3P:)0:<#4(M-/!H E!IXJ,&GB@!XIXI@IXI +2TE+0 4444)1110 4444 %%%% !1110 4 M444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%+BB@!,4M%% !1110 4444 %)F@TA- "YI" M::32$T *32%J86II:@!Q:F%J:6IA:F XM3"U,+4PM3
<6IA:F%J86H >6IA: MF%J86H >6II:F%J;NH >6I"U,+4W- #RU)NIF:3- #\TA--S29H =FD)I,TF M: %S29I** #-&:*2@!*:*>* 'K4JU&M2K0,E45,HJ):F6D!*M3+42U*M $HIXI@IXI
.I124HI""@ MT4&@!**** "BBB@ HHHH ****!!1110 M%%% !1110,***2@ HHHH ****0! M1110 HHH%% !1110 4444P$IC=*?3&Z4T-%:2J%QWJ_)5"X[UT1&8]UT-8=W MWKN?
N^AKH+SO7/W?0UJAF%==ZQKGO6S==ZQKGO6L2C,F MZFJCU;FJH]:H96>HC4KU$:H&--)0:!4F0]>M:-MU%9R]:T;;J*HT6QO67:ND ML.UQ'2N:L.U=/8CI6$B3?
M!P*V8!Q61:#@5LP#BN M:;$7(QQ4H%,0<5)7(R6%%%%(04444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 8HHHH **** "BBB@!K=*JR]*M-
TJK+T MJD,H3]*R[GO6I/TK*N>]:Q&8UUWK#N^];EUWK#N^];Q&8-WWK#NN];EWWK#N MN]=,1HQKCO63<=ZUKCO63<=ZW11FS52?K5V:J3]:U0QAI:2E%(DD3K5J*JJ=
M:M14,LO0]JT[;M69#VK4M^U9LDV;3M6_9]JP;3M6_9]JYY".ALATKH;,=*Y^ MR'2NBLQTKFDR3E/-,/2FAHB>JJ]8%WWK?O>]8%WWK1#,>?J:J&K M4_4U5-
6)B4X4VG"FB42+5B.JZU/'6IH7(JT;?]*SHJT;?]*3 V;3M6[9]JP; M3M6]9]164A'0V7:NAL^U<]9=JZ*SZ"L)$LWK3M6S;]!6-:=JV;?M7-(1I158 M'2J\7:K%MZ[[U M@W?>NB(S
N^]85UWK=N^]85UWK9#,6Y[UDS]:UKGO63<5:&9TO6JS=:LR]:K M-UJT,04X4VG"J0(D6IXZ@6IXZ8R[!UK6M>HK)AZUK6O45+$;UEVKH['M7.67
M:NEL.U<\R3I;$<"NDLAP*YVP' KI+(=*Y)L1NVHZ5H]VL^U'2M$=*Y9,EBT M445!(4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 48HHH
2BEHH 2EHHH **** "BBB@ HHHH 8_2J5QTJZ_2J5QTK6 M!2,6[Z&N_[UR]_WKJ+_ +UR]_WK>)1SEYU-8MP> MM;5YU-8EQWK>
(RC)UJ.GR=:9WK5#)$J=!4"58C%4,E5:F5::BU91*=P&*E2" M.IDCJ98J5P*GE4&*KPA]J##[4KB,XQ5$T=:;0^U0O%[47 S'CJ%DK1>*J[QT M 4&6HRM6W2H66F! 13:>PIAI
*&Q4B/4.: <5(KFC#)6C;S8(YK$C?%7H9>1 MS4M =+:S].:W+2XZL:";...:T(I,UA)"- M!34@JNC5,IK%H3'4445(@HHHH **** "H)*GJ"6JCN,H3]ZR;GO6M/WK)N>]
M=$1F+=]#6!>=ZW[OH:P+SO71$:.>O>]<_>=ZZ"][US]YWKHB,PKGO65-U-:M MSWK*FZFM!E)^M1&I7ZU$:3 HK=L^U M8R Z.R[5TEEVKF[+M7267:L)".BLN@K>M>U8-
ET%;UKVK"0C9M^U6ZJ6_:K= M9,EA1112$%1R'BI*AE/%-#15E:J$[XJU,U9MP_6M$,IW,O6L:[EZU>NI.M8= MW+UYK>
(RA>3=>:P+R;KS6A>2]>:P;N7KS71%#*%W+UK$N9.M7KJ7K6/<2=:W MBAE.=\YJA*U6)GZU2D:MDAD9.324&DJA"T8HIP%(8FVI8UI M3QI4,"Q G(K
M6M8^E4;=.16Q:1\BLVQ&I9Q=.*Z*RAZ<5DV4?2NCL8NE9-B-:QAZ<5T5G#P. M*S+&+I70V<7 K)L1=MH>!Q6G%%4-O'P*T(TK"0]>*U4@.-O(.O%8 M-
W!UXKL+R#KQ6#=P=>*T3&*S)H?:NFN;?KQ67-![5:8&"\/M4#1>U; M#P>U5W@]JM,9E&*D\NM$P>U,,'M0V2RB(ZFB3YJL"'VJ6.#GI2!$ULG(K];1*,6[[U@ M7G>M^[[U@7G>NF
SG[SO7/W?>M^\[U@7?>NF(S%N>]9,_4UK7/4UDS]ZU0S. MF[U1DZU>FJC)UJAD1IM*:2H9DQPJ>+K4"U/%UJD7$T[?M6O:]JR+?M6O;=J9 M1MV?:N@LQTK L^U=!9=JS8C?
LQTK?M!TK"LQTK?M!TKGF(V;8=*U8!69;#I6 MM .EMHD,SYJHRU>FZU1EKHB82*KU U3O4#5T1.>1&:;3C3:WB82$HHHK5& M3 4M I:HD2DIU--(I*6DJ66A:<*;3A6;-$2+4R5
M3)4,T1:CJW%52.K<58 MLVB7H:OPU0AJ_#6$C>)>BJY'5.*KD=82-XEI*G6H$J=:PD;Q)12T@I:S-4+2 MBDI12*"BBBD4%)2TE !1110,**** "BBB@ HHHH$%%%% !1110(**** "BBB
M@ I<4E+0,,48HHH ,4E+2&@!#333C3#0 TFHV-/:HV-,!C&HR:F \M49>F%J86H >6J,M32U1EJ8#RU,+4TM32U,!Q:FDTTFFDT .) MIN:0FDS0 N:3-)10 9HS244 +FDH[44 %%+24
%%*** $I*=BC% #<44N** M$HI:* "BEQ1B@ HHHH **** "BBB@ HHHQ0 44N*,4)12XHH !1110 4444 M %%%% !24M)0 AH-!H- "4M)2T .%/%,%.% $JU*M0K4JT 3K4RU M3+2&3K
M4JU"M3+0!(M2"HUJ04@'4M)2TA!0:*#0 E%%% !1110 4444 %%%% @HHHH M*6DI>U !1244#%I*** $HHHH *6DHH 6BDI12 *6DI: "BBB@ HHHI@)3&Z4 M^F-
TIH:*TE4+CO5^2J%QWKHB,R+KH:P[OO6Y==#6'=]ZW0S O.]<_>=ZW[SO M6!>=ZU0&%==36-<=ZV;KJ:QKCK6J*,R:JHK.7K6C:]J9HMC>LNU=-8=JYFR[5TM@>E9R
ZFP[5U%CVKE MK]*Z:Q;I6$B6=):=!6S!TK$M&X%;-NW KFF2:"=*?44;<5+7(Q,****0@HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH
**** "BBB@!K=*JR]*M-TJK+TJD,H3]*RKGO6K/TK*N>]:Q&8UUWK M#N^];EUWK#N^];Q&8-WWK#NN];EWWK#NN]=,1HQ;GO65<=ZUKGO63<=ZWB49
MLU4FZU=FJD_6M$,92BDI102/3K5N*JB=:M14,LOP]JU+;M65#VK4MNU9LDV[M3J*Z"S[5SMH>17061Z5SR$=)9=JZ*S[5S=D>E=%9MTKED2=#:]JV;?H*P[5N ME;-
NW2N>0%RB@=**S("BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH ****0!1110 4444P TP]*>:8>E-
M#1$]4YNAJX]4YNAK:!1F7/0UA7G0UNW/0UA7G0UTQ&N?N^IK?O>]8%WU-:(9CS]354U:GZFJHJQ,2G"FTX4T0B1:GCJ! M:GCK5&IL^U92$=#9=JZ*SZ"N=LC
MTKH;,\"N>1)OVG:MJV[5B6AZ5LVYX%<\B34BJ>JT1Z59%7BM81+12NFX-8%ZW6M:ZEX-8%[+UKO@485^W6N7OSR:Z&^DZUS%_6 MMT,P+X\FN?
N^];EZW)K!NCR:T0S*GZU7-3S=:@--DR$I124HH0D.%/6FBGK5 M%DJ5;BJJ@JY".E2P-"W[5L6HZ5DVXZ5LVJ]*SD(VK,=*W[,=*P[->E;]FO2L M)$FY9CI6[:CI6-9KTKL&[[UO7?>L&
[[UT1&8%WWK" MN^];MWU-8=UWK5#,2Y[UDW'>M>Y[UD7%:(9G2]359NM69:K-UJT,2G"FTX4T M(D6IXZ@6IXZH9=AZUK6O45DP]:U;4\BI8CH++M726':N9LCTKI;]*YYB.HL
M.@KIK+M7+V#<"NELFZ5QS$=%:]!6B.E9=JW K34Y%MXE'.7G>L2XZFMJ\[UB7'4UO$91D MZTP4Y^M,[UH@)DJU&*J1U(=*O1+2 DCCJRD5+%'5R.*E<"N
M(:7R/:KZP^U2>1[4KB,IH/:H'@]JVVM_:J\EO[47 PI(:J215NRV_M5*6'VI MW Q9(ZJNE:TL5498\50S.<5$:M2+59A0#&&DS0:2H,R135J)ZIBIHVYH+1K0
M25K6TV,5@0OBM&"7I28'3VMQTYK=M+GIS7'VT_3FMJTN.G-9-".TM+GIS6]: M7'3FN+M+GIS6]:7/3FLI(1V%M/TYK5@EKE[6XZM:?O63= M=ZZ(C,6[Z&L"\[UOW?>L"\
[UT1*.>O>]<_>=ZZ"][US]YWKHB,PKGO65-U-: MMUWK*FZFM!E)ZB-2O41ZTF Y:MP]155*M0]:A@:MKU%;UGVK!M>HK>L^U8R MZ*R[5TEET%M.U8-
EVK>M.U8,1LV_05;JK;]!5JLF2 MPHHHH""J\QJQ56Z?@UJBC,NY.M85Y)UK4O'ZU@7D MG6MXC,N\EZUA7 M*S9K7VK1,9S4EM[57>V]JZ&2U]JKM:>U:)@8!MO:F&V]JW3:>U-
^R>U.XC$% MM[5-';<]*UA9^U31V?/2E<$4]>VYZ5L6MOTXI\%IR.*U;:UZ<5+8$MI!C'%; M]G%TJI:V^,<5M6L.,5DV(T;-.E;MJO2LNUCQBMFV7&*Q8C3MQQ5P=*J0BK8Z
M5C(!:C?I4AJ)^E2@12F-9=S6G/67=ZWKOO6#>=ZZ8C.?O.]8 M%WWK?O.]8%WWKIB,Q;GO63/WK6N>]9,_>M$,SIJHR=:O351DZU0R$TG>E-)W MJ69,458BZU
M3Q=:I%Q-.W[5KVW:LBW[5KVW:F4;EGVKH;+M7.V9Z5T%F>E9 ML1T=GVK?M.U<[9GI706C=*YYB-VV[5K0=JQ[9NE:L#=*Y9DFG'TI]11-Q4M< MS)84444A!1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%%(I*6DI@%%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44
,IIU--6CFD02U2EJ[+5*6M$8LSYN]9\W>M";O6?-WK:)#,^;K5&6KTW6 MJ,O>NB)A(JO4#5.]0-73YY9IM.--K:)A(2BBBM49,6EI*6J("D-+2&@:$I M*6DJ&4A:
<*;3A4,T0]:F2H5J9*S9JBU'5N*JD=6XJQ9M$O0U?AJA#5^&L)&\ M2]%5R.J<57(ZPD;Q+25.M0)4ZUA(WB2BEI!2UF:H6E%)2BD4%%%%(H*2EI* M"BBB@84444 %%%% !1110(****
"BBB@04444 %%%% !2TE+0,**** "D-+2 M&@!HHIQIAH 8QJ)C4C5$QI@1,:B8U(QJ!C0 QC43&G,:B8TP M32U-)II- M#MU*&J+-&:)MU+NJ$&G9H EW4;JCS1F@"3=1NJ/-&:)-
U&ZH\T9H DW4;J MCS1F@"3=1NJ/-&:)-U&ZH\T9H DW4;JCS1F@"3=1NJ/-&:)-U&ZH\T9H D MW4;JCS1F@"3=1NJ/-&:)-U&ZH\T9H DW4;JCS1F@"3=1NJ/-&:)-U&ZH\T M9H
DW4;JCS1F@"3=1NJ/-&:)-U&ZH\T9H DW4;JCS1F@"3=1NJ/-&:)-U& MZH\T9H DW4;JCS1F@"3=1NJ/-&:)-U&ZH\T9H DW4;JCS1F@"3=1NJ/-&: M)-U&ZH\T9H
DW4;JCS1F@"3=1NJ/-&:)-U&ZH\T9H DW4;JCS1F@"3=1NJ/ M-&:)-U&ZH\T9H DW4;JCS1F@"3=1NJ/-&:)-U&ZH\T9H DW4;JCS1F@"3= M1NJ/-&:)-U&ZH\T9H DW4FZF9I,T 2;J-
U1YHS0!)NHW5'FC- $FZEW5%FE MS0!)NHW5'FC- $FZC=4>:,T 2;J-U1YHS0!)NI-U,S29I@2;J-U1YHS2 ?NH MW5'FC- $FZES46:<#2 E!IX-1 T\4 3*:D6HEJ5:)5J514:BI5%
$BU(M,4 M5(* 'BG"FBG"D HI:04M !1110 AHH-% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%&*6@
%%%% !1110 44E&: %II-(332: %)II:FEJ86I@.+5&S4UFJ- MFH U "4444#"DI:2@ HHHH **** "E%)2BD 4M)2T %%%% !1113 2F- MTI],;I30T5I*H7'>K\E4+CO71$9D770UAW?
>MRZZ&L.[[UNAG/WG>L"\[UOW MG>L"\[UJ@,*ZZFL:XZULW74UC7'6M449DU4Y*N353DK5%%9^M1FI'ZU&:L3& M&BE-
(*@S'KUK1MNHK/7K5^V[51HMC=LCTKI+$]*YJS/2NAL6Z5G) =78-P*Z M6Q;I7*6+=*Z2R?I6$D2=/:/TK9MWX%<]:R=*V().E820C8C>IU>LZ.2K"R>] MBPBQFC<*K^;
[TGFT6&6=PHW"JOFT M>918+%K<*-PJKYE'F46 M;A1N%5?,H\RBP6+6X4;A57S?>CS?>CE"Q:W"C<* MJ^;[T>;[TCS:+!8M;A1D56\RE\SWI6 L9IE6FZ55EZ52&4)^E95SWK5
MGZ5E7/>M8C,:Z[UAW?>MRZ[UAW?>MXC,&[[UAW7>MR[[UAW7>NF(T8USWK)N M.IK6N>]9-QU-;1*,V:J3]:NS53?K6J&1THI#2T$CTZU:CJJG6K,=-EEZ&M.W
M/2LN(]*T;R;I70V;]*Y>S?I6]:2=* MYI(1T]J_2MBWDZ5SEK+TYK6@FZ=6;B2RYN%&X5 M3\[WI/.]Z5A%W<*3>*I^=[TGG>]%AEW>*-XJCYP]:7SO>BP6+N\4;Q5+SJ/.
MHL!=WBC>*I>=1YWO18"[O%&\51\[WH\[WHL%B]O%&\51\[WH_WHL%B]O%&\ M51_WH\[WHL%B]O%&\51\[WH\ZBP%[>*-PJD)O>E\[WI6 N[A1N%5!+[THEH
ML(M9%&:@$E.#T6 FS148:G T@'44F:6D 4444 %%%% !1113 #3#TIYIAZ4T M-$3U3FZ&KCU3FZ&MH%&9<]#6%>=#6[<]#6%>=#73$:.NFON]N?N^IK1#,>?J:JFK4_4U5-
6)B4X4VG"FB$2+4\?: MH%J>.M34MQ=:T;?]*SHJT;?]*3 V+7M6[9]JP;7M6[9]JS8CHK(]*Z&S/2N< MLCTKH;,]*PDA'06AZ5LVYZ5AVIZ5LVYZ5SR1)JQ&K0-4HC5M37)-:B'T49HS
M69(449HS0 449I,T +13:P;R?KS5BZN>O-8=W<=>:Z8HHHWLW6N:B-#)D)3A M3:44D2AXJ1:B%2I5&A8C'-7(1R*J1BK\ Z5+ T;9>E;-HO2LJU7I6Y:)TK*3 M$:]FG2M^S3I619ITK?
LTZ5A)DLV+1.E;EJG2LJT3I6Y:ITK"0C0MUZ5HQCBJ M<*U>C'%<[$2"@TM!J!$;56DZ59>JTG2K0RC/TK*N>AK5GK*N>AK>(S%N^]8- MWWK>N^]8-
WWKHB,P+OJ:P[KO6Y=]36'==ZU0S%N>]9%QUK7N>]9-QUJT,SI: MJMUJU+59NM:(8VG"FTX52$2+4Z5 M3)3&78>M:EL>163$>:U+8\BI8&_9GI7
M1V+=*YBT;I70V3]*PDA'5V+]*Z2RDZ5R=E)TKH;.7IS7+-".IM9.E:T4@(KG M+:;IS6K#-QUKFE$EFGN%&X52\[WI?.]ZSL07-PHW"J?G>]JYWO18"YN%&\53 M\
[WI/.]Z+#+N\4;Q5+SO>D\[WHY0+V\4;Q5'SO>CSO>CE"Q>WBC>*H^=[T>= M[TCSO>BP6+V\4;Q5'S_>CS_>BP6+V\4;Q5'SZ//HL%B]O% M&\51\ZCS_>BP%[>*-PJEYWO2^=[TK
7=PHW"J@E]Z<)*+"+.12YJ /3@U%@) M:*8&I*R;B+K5)@84R52D&# M6K.F,UG2KS5#*QIM/84VI9# 5(IP:CIPH0T6XVJY%)6:C59C>AC-F";I6M;3
M].:YN*7'>M&WGZ7@=ZW[OO6!>=ZZ8C.>O>]<_>=ZZ"][US]YWKHB,PKKO65-U-:MUWK*FZFM! ME)ZB/6I7J(]:3 >E6H>M54JU#UJ&!JVO45O6?:L&UZBMZS[5C(#H[+M726/:
MN;LNU=)8]JPD(Z&R[5O6G:L&R[5O6G:L6(VK?H*M55M^@JU6+)84444A >E4 MYSUJX>E4K@]::&C*N3UK%NVX-:]T>M8=VW!K9%&->/UKG[Q^M;-XW6N>O7ZU
MO$9D7C]:P[I^36I=OUK$N6Y-=,1F?.U9LS5=G;K6?*:Z(C(AEYJ(T)SS3#6@ MF)2BDI102AZ]:LH*KIUJU&*&T:CUTUO)TK*0B];)TK;M(^E9ELG-; MEHG2L)"-
>R3I7162=*QK-.E=!9ITKGDQ&U9KTKE;5L.E8-B-*$< M"K(Z57AZ58K&1+"BBBI$%%%% !1112 2BBBD 4444 %%%% !1110 M%)13 6 MBBBF 4444 -
;I5645;-02"J3&9DZ9K,N(LYK:E2J,T=6F,YZXASGBLJXM\YX MKI9H>O%9\UOG/%:I@*SY;7VKJ)K;VJG):>U:)C.8>T]JA:S]JZ1[3V MJ%K/VJTP.<-G[4GV/VKH39^U)]C]JJX&
ME[58CLO:MI;+VJ>.S]J5P,N&SZ M<5HP6G3BKT5G[5>BM?:H; KV]MC'%:MO!C'%.AM_:K\,..U9MB)+>/&*U($J] MO#'5Z)<5FV(M1"K J&,5,*RD
&HI.E2FHI.E$1HHS]ZR[DUIS]#67I,V**GBZU *L1=:M%(T;?M6M;'I61!VK5M MSTIE&[:'I6]9MTKG;5NE;EH_2H8CI;-^E;]H_2N9M'Z5N6LG2N>2$=);/TK5
M@DZ5S]M+TK5@EZ5S20C;BDJTK@BLF*;WJTLW'6N:4267MPHW"J?G>]'G>]38 MDN;A1N%4_.]Z3SO>BP%S>*-XJEYWO1YU%AEW>*-XJCYWO1YWO18+%[>*-XJC MYP]:/.]Z?
*%B]O%&\51\[WH\[WHY0+V\4F\52_WH_WHY0L7?,%+O%4?/\ M>CS_'IE\[WHL!=W"C<*IB7WIPEI6$6 MMPHS5<24X/18";-+FH@U.!H ?FBDHI +1244 +2444 %%%% !1110
4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% #*::=335HYI$$M4I:NRU2EK1&+,^;H:SYN];,W>LZ;O6 MT3-F?-UJC+WJ]-WJE+WKIB8R*CU
U3O4#5T1.>1&:;3C336R,)"4445JC)BT MM)2U1 4AI:2@:$I*6BH9:"G"FTX5#+0]:F2H5J9*S9JBU'5N*JD=6XJQ9M$O M0U?
AJA#5^&L)&\2]%5R.J<57(ZPD;Q+25.M0)4ZUA(WB2BEI!2UF:H6E%)2B MD4%%%%(H*2EI* "BBB@84444 %%%% !1110(**** "BBB@04444 %%%% !2T ME+0,**** "D-+0: &&F-
3S3&H C:H6J9JA:@"!S4+5,U0/3 A8U$U2M4+4P& M$TPFG&F&@ S1FFT4P'@TN:8*=0 [-&:2B@!HS5@QAHI:*1 Y:OV_:J*]:NP=15&B-JT/2N@LFZ5SEJ>
ME;MFW2LVA'463]*Z&SDZ5RMG)C%;UI+TK*2$=3:R].:UX)>G-L)(1OQS>]3K-[UC1W'O4ZW'O6+B(U1-[T[SO>LL7'O2_:/>HY1&GYWO1YWO
M69]H]Z/M'O2Y0L:7G>])YWO6:;CWI/M'O1R@:7G4>=[UF?:/>D^T>]'*!J>= M[T>=[UF?:/>C[1[T=67]I]Z/M/O1R@: MGG4>=[UE_:?>C[3[TLL7'O4BS^]* MP&F):>)*SEF]ZE66IL(T
]/#5262IE>IL!:#4X&H%:I :5A$@I::#3A4@+11 M10 4444 -;I567I5MNE59:I#,^?I65<]ZU9^E95SWK6(S&NN]8=WWK(S!N^]8=UWK]:4-S[UDXB.C
MCN..M2BX]ZPTNO>I1=>]9N(F:_VCWI#<>]9/VKWI#=>]+E%8UC<>])]H]ZR# M=>](;KWHY1FO]H]Z/M'O6/\ :O>C[5[T]8_VJC[5[T]'VCWK'^U>]'VKWHY0-
C[1[TGVCWK'^U>]'VKW MHY0-C[1[T?:/>L;[5[T?:O>CE VOM'O1]H]ZQOM?O2BZ]Z7*(V1<>].$_O6* M+KWJ1;GWII%F]ZQUN?>ITG]Z5A&LLM2J_O6:DU6$DS2L!?5JD#541
MZG5JFPB<&G"HU-/%2P'4445(!1110 4444P TPT\TPTT-$3U3FZ&KCU4FZ&M MH%&7<]#6%>=#6[<]#6'>=#71$9S=]WKF;[O73WW>N9O^];H9S5[WKG[OO707 MO>L"
[[UHAF-/U-535N?J:J&K$Q*<*;3A31")%J>.H%J>.M4:HMQ5H6_:L^+M M5^]*&!L6IZ5NV9Z5@6QZ5MVC=*S8CH[,]*W[1NEM'Z5C)".CM6Z5 MLV[<"N?
M9.E;%O+TK&2$;435;1JRXI:MI+[URSB(N;J7=5824>967*(L[J3= M5?S*/-HY0+&ZC=5?S*0RT^4"QNI-U5_-I/-HY1EG=1NJMYM'FT^4"SNI=U5O M-H\WWIHFG]Z?*!:
M:7WJ%YO>JKS^]5I+CWI\H6+4D_O5*:XZ\U6EN?>L^:ZZ\UI&)19GN>O-9EQ= M=>:@GN^O-95Q=^];QB,DKKS6+=7/7FBYNNO-8]S<]>W2&,NI^O-8MS+UY
MJ>XGSGFLJ>7.:T2&5[B3.:S)VJU,^:B-2-UJ,TF1(2G"FTHJ24 M/%2I40%6(UJC1%B(]:D]9=ST-;Q&8MUT-85WWK=N
M^]85WWKHB,P;OO6%==ZW;OO6'==ZU0S$N>]9,_>M>Y[UDW'6M$,SI:JMUJU+ MUJLW6K0QM**2E%4@'BIDJ%:E2J N1&M*W/2LN(\UH0-R*E@;MJW2MVSDQBN;
MMGZ5M6DG2LI(1U5G+TK?M)NG-WN M>G-:,5UQUK"41,WA<>]+]H]ZQQ=>]+]H]ZSY2;&O]H]Z3[1[UD?:O>D-U[TN M4#7^T>]ZR/M7O2'O:/>CE
V/M'O2?:/>LC[5[TGVKWI\H&O]H]Z/M'O6/ M]J]Z/M7O1RC&+[5[T?:O>CE V/M M'O1]H]ZQ_M7O1]J]Z7*!L?:/>C[1[UC_:O>C[5[T?:/>C[5[T+]H]ZQ?
M7O2B MZ]Z7*!M"X]Z>)_>L077O4JW/O0+S563WKM26K"25-@+RM4@-54:IE:IL(FS2TP&G"D X44"BD 4444 %%%% !1110 Q^E4
MKCH:NOTJE<=#6D"D8MYT-IK9#*#]:8*G6K\'4511 MJV_:M:V'2LFV[5L6W:I8C6MEZ5K6Z=*S+4=*VK5>E0V(NP1=.*O1P^U,MTZ5 MI115-

P*WD<=*C>W]JUEAXZ4UX..E*X'/36_!XK+N+?KQ7536_!XK*N;?KQ5) M@*QKJ+KQ767=OUXK"NX>O%6F,Y:YCZUESIS70W477BL>XCZU28&4XJ M.K4B57(H$QM**,4M
"@XJ56Q4-*#0,NQR5=AEY'-92M5F*3FD!T-M-TYK:M) M^G-N>O.]=$1F%==ZRINIK5NN]94_6M!E)ZB-2OUJ*DP'I5N'K
M51*MP]:A@:EKU%;UGVK"M>U;MGVK*0CH[+M726/:N;LNU=)8]JYY".ALNU;U MIVK!L^U;]IVK&0&S;]!5JJMOT%6JQ9+"BBBD(#TJC<]ZNGI5"Y[U2*1CW1ZU
MA7AZUMW9ZU@WAZUK$9@WK=:YV];K6]>GK7.WIZUT1&8EVW6L2Y;K6O=GK6+< MGK73$9GS'K5"4UW[5BQ%^+I4]0Q=*FK%DL****0@HHHH ** M**D!**** "BBB@ HHHH
**** "BBBF M%&:*8!1110 5$XJ6F,* *KK522.M M!EJ!TS5H9ER1=:I2P9[5LO'5=X:M,##DM_:JKVWM6\|&>U0M;^U:)C,!K7VJ M,VGM6\UM[4PVOM57 POLGM1]D'I6W]E]J7[+
[4^8#%%I[5,EI[5K"U]JD6V] MJ3D!G1VOM5J.WQVJZEO[5.D'M4N0%:.#VJU'%[5,D-3I'4-B&QQXJU&N*1$Q M4RK4-@/05(*:HIXJ& AJ&3I4QZ5!)3B-%&?H:R[DUJ3]#65L&\[
MUNW?>L&\[UT1&8-YWK!N^];UYWK!N^];Q&8MSWK*GK5N>]94]:H9G352DZU> MEJE)UJAD!IM.-)00Q14\76H14\=4BD7H>U:=N>E9<)K1A/2F,VK5NE;5J_2N
M>MWZ5KVTG2I: Z6UDZ5M6LO2N8MI>E;%O/TYK&2$=-;S>]:<,_3FN:@N.G-: M,-Q[UA*(CHHY_>K*W'O6!'<^]65NO>L'$EFS]H]Z3[1[UD_:O>C[5[U'*(U?
MM'O2?:/>LDW7O33=>]'*!K_:/>D^T>]9!NO>D^U>]'*!L?:/>C[1[UC_&KW MH^U>]/E&;'VCWH^T>]8_VKWH^U>]'*!L?:/>C[1[UC_:O>C[5[T^4#8^T>])
M]H]ZQ_M7O1]J]Z7*!L?:/>C[1[UC?:O>C[5[T]'VCWK&^U>]*+KWI ML477O3Q<^]3RB-D3^]2+-[UCK<^]3)<>]*P&NLM2K)66DU64 MEJ6@-
!7J16JFCYJPC5(%@4ZF*:>*0@HI:*0"44M% "44M% "44M)0 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%%
#*::=335HYI$$M4I:NRU2EK1&+*$W>LZ;O6C-6=-WK>) MFS/F[U2E[U>FZFJ,O>NB)C(J/4#58>J[5T1.>1&:::<:::V1A(2BBBM49,6E MI*6J("DI:2@:$HHHJ66A12BDI16;-
$2+4R5"M3)6;-$68ZMQ54CJW%6+-HEZ M&K\-4(:OPUA(WB7HJN1U3BJY'6$C>):2IUJ!*G6L)&\244M(*6LS5"THI*44 MB@HHHI%!24M)0 4444#"BBB@ HHHH ****!!1110
4444""BBB@ HHHH *6D MI:!A1110 4444 --1M4AJ-J (VJ%JF:H6H @:H'J=JA>F!7>HFJ9JA:F!$:: M:>:810 VBC%+3 *6@4M !12T4)12T4)12T4)12T4)12T4)12T4)12T M4)12T4
)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T M4)12T4)12T4)12T4)12T4)12T4)12T4@$HI:* $HI:* $HI:* $HI: M*8"44M% "44M% "44M% "44M% "44M% "44M%
"44M% "44M% "44M% "44M M% "44M% "44M% "44M% "44M% "44M% "44M% "44M% !1110 4&B@T)24M M)0 4448I +2@4 4X"@ IZB@"I%%(!5%2JM(JU*JT .5:F5::JU,JT .45*H
MIJBI * ' 4X"@"G 4@"EHHH **** "@T4&@!**** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI %%%% M !2TE+0 4444 %%%%,
HI":0F@)H-(33"U "EJC9J1FJ-FH 5FJ)FI&:HF M:@!6:HV:FLU1EJ8#BU,+4TM3"U,!Q:F$TA--)H "::3032$T %)113 **** M"E%%% !12XHQ0 44N*,4)12XHH 2BEHH **** "BBB@
HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MDI:2@!#2&E-(: "EI*6@!PIXI@IXH D6I5J):E6@"9:F6H5J9:0$RU*M1+4J
MT#)13Q3!3Q2 =2BDI12$%!HH- "4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444@"BBBD HHH%% !1113 *#10:8"&F-3S3&JD-%:2L^ M?O6A)6?/WK>
(S(NNAK$N^AK;NNAK$N^AK9#.?O.]8%YWK?O.]8%YWK9 85UW MK&N.];-UWK&N.]:Q*,V;O5.2KDW>JHS4KU&:T&QM%%%! Y>M7(.U5
M%JW#VJBT:ML>E;%J_2L*!L8K4MY,8J&@.DM9>E;5M/TYKE[>;&.:U8+C&.:R M:$=5;W'3FM*&Y]ZY:&Z]ZO17?O630CIDNO>IUNO>N<2\]ZE%Y[UFXB.@%U[T
M[[5[U@"\]Z7[9[U/*!O?:O>D^U>]87VSWI/MGO2Y0-TW?O33=^]89O/>FF]] MZ.4#=^U^]'VOWK"^V>]'VSWHY0-[[7[TAN_>L+[9[T?;/>CE W?M?O2?:_>L M+[;[TGVWWHY0-
[[7[TGVOWK!^V^]'VSWHY0-[[7[T?:_>L'[;[TGVWWIK\,M9M M=#;S8QS6K;W'3FN:AGQCFM"&XZ&Y]ZOQ7?O7+Q77O5R.\]ZAQ$=.E MW[U*+OWKFUO/>I!>>]0X@=!]L]Z0W?
O6#]M_VJ:;WWI-Y[TTWGO6";WW MI#>^]+E WOM?O2_;/>N?^V>]'VWWIC[7[U@?;?>C[;[TE^V>]<_P#;?>C[;[TD^V>]8'VWWI/MOO1R@;_VSWI/MGO6!]M] MZ3[;
[TC[9[US_P!M]Z/MOO2Y0.@^V>].%Y[USOVWWIPO/>ER@=$M MW[U,MW[US:WGO4Z7?O4M".E2Y]ZM1W&>]AN<]ZEH#HHI_>KL4N:P M()\]ZT89JDW0U;>JDW0UM
HR[GH:P[SH:W+GH:P[SH:Z(C.]<_=]ZZ"][US]WWK1#,>?O54U:G[U5-:"8E.%-I MPIHE#UJ=*A%3)6J-46HZO0GI5".KD)Z4,#7MVZ5LVK]*P+=^E:UM)TJ&(Z2T
MDZ5MVLO3FN7MING-;%M<=.:R:$=5;3]*UH+CIS7*V]STYK3ANNG-8M$G3Q7' MO5M+CWKFX[OWJREY[UDXB-\7/O2_:/>L07GO2_:/>HY0-K[3[TGVGWK&^V>]
M)]L]Z7*!L_:1ZTAN?>L8WGO2&\]Z.4#9^T^]'VCWK%^V>])]L]Z=AFW]I]Z/ MM/O6)]L]Z/MGO18#;^T^]'VCWK$^V>]+]L]Z7*!M?:/>D^T>]8WVSWI/MGO1 MRB-@W/O3&N?
>L@WGO3&N_>CE&:K7/O437/O64UW[U"]W[T^4#2DNO>JLMU[U MG27?O526[Z\U2B%B[-=]>:SI[OWJI-=]>:SI[OWK11&6;B[Z\UF7%WUYJO/= M]>:S)[KKS6J0R:XNNO-
9<]QUYJ.>Y]ZSYI_>M$ACIY^O-4)9:;+-[U5>2M+ M$CU4D-/=\U"QS3 8:8:>:;4LAB4X"@"GJM($A47)JY$E1Q1U?AB]J&42P1=*
MUK6+I5>WAZ<5L6L'3BLVQ%NTAZ5OV3$7K:/I6M;I5.WCZ5IPK6$F(F5:D% %+61(4&BBD!$]5 M):N/5.6M(C*,_2LJY[UJ3]#67<]ZWB48UUWK"N^];MUT-85WWKHB,P;OO6'=
M=ZW+OO6'==ZU0S%N>]9,_6M:Y[UDS]36B&9\O6JK=:M2]:K-UK1#&4M% JD M\5(M1BI%JAEB,U>A:L]#5N)N:3 V+=^E:UM+C%8$+XQ6E!+TYJ&A'26T_3FM M:WN>G-
^].^V>]0XB-XW?O33>>]81O?>FF]]ZGE WC=^])]L]ZP#>^]'VSWHY0-_ M[9[TGVSWK!^V>])]L]Z?*!O_&OWH^U^]8'VSWH^V>]'*!O_&OWH^U^]8'V MSWH^V>]'*!O_
&OWI/M?O6!]M]Z/MOO2Y0-[[9[T?;/>L#[;[TGVWWHY0.@^ MV>]'VSWKG_MOO2?;?>ER@=!]L]Z47GO7/?;?>E%[[TN41TBWGO4R7?O7-)>> M]68[OWJ6@.FCN?>K<5Q[US4-
U[UH07'3FI:$=%%-GO5V*7-84$_O6C#+FH:$ M;$;U91JSHGXJY&U0T!;4U(*A4U**AB'4M)2U(!1110 4444 %%%% #'Z52N. MAJZ_2J5QT-
:P*1BWG0USE_WKH[SH:YR_[UTQ&_P"]=1?]ZY>_[UT1 M*.:O>IK!N>];U[U-8-SWK9#,]NM,%.;K3:HEDB=:OP'I6>O6K\!Z512-:V[5 MLVO:L6V/2MFU[5#
W+3M6Y:#I6):=JWK0=*S;$;%LN<5K01\"LZU7I6S;IP* MS;$2I%Q2M#QTJU"Q4IBXZ4K@8TT"2LRYM^O%=++#QTK-N(.#Q33&*P+VWZ\5:8'&7O%:)C.=ECJJZ5
MK3Q#4T;;IS6O:W&,;I7*6EQTYK;MI^G-CK73$9SM[WKGKSO70WO>N>O.]=,1F%==ZRI^M:MUWK*GZUH,I/UJ*I M7ZU%28#TJU#UJJE6H>HJ&
(UK7M6[9]JPK7M6[9]JRD(Z.R[5TECVKF['J*Z2 MQ[5A(#H;/H*W[3M6!9]!6_:=JPD(V;?H*M55M^@JU6+$PHHHI"$/2L^Y[UH- MTK.N3UJHE(Q;L]:P+P\&MV[/!K
O#P:VB,P+T]:YR]/6N@OCUKG;T]:Z(C,* M[/6L:X-;%V>M8UQ71$9G3=ZI25:8:L4@I124HH)1-'UJ]# MVJE%UJ]#VH9H:$ K4MATK-
MQ6M;#I6,A&M:KTK=M%Z5C6B]*W;1>E<\B3:M% MZ5NVHZ5C6@Z5N6HZ5SR$:]J.E:T':LNV'2M2"L&!?CZ5-4,?2IJR9+"BBBD(M**** "BBBD E%%% !1112 **** "BBBF 4444
%%%%,!:*** "FFG4E #"*C M*U,132M4,K,E1-'5PK32E-,"BT-1F'VK0,=-,7M57 SC![4WR/:M+RJ3RAZ4 M[@9OV?VI?L_M6CY/M2^3[4[@9PM_:I!![5=\GVIPBI7&4Q#[5(L7M5H14X1U
M-Q%=8ZD"5,$I0E*X$:K4@%."TN*FX@%+1BBD AZ5!)4YZ5!)51&BA/T-9=S6 MI/WK*N:WB48UWWK"N^];MWWK"N^];Q&8-WWK!N^];MWWK"N^]=$1F-<]ZRIZ
MU;GO65/6J&9TM4Y.M79:IR5:&5S24XTE,EBBIHZB%3)5(:+<1J]"U9\9JW&U M S5@?I6G;R]*Q(7QBK\,N,4F@.@MYJU(+CIS7-PS^]7X;CWK-H1TT-S[U>BN
MO>N9BNO>KD=W[UDT!TJ7?O4ZW?O7-I>>]2K>>]9.(CH?M?O0;OWK ^V^]!O/ M>HY1&Z;SWIIO/>L(WGO3#>>]'*(WC>>])]K]ZP#>^]'VW_:HY1F_]L]Z/MGO
M6!]M]Z/MOO3Y0-_[9[T?;/>L#[;[T?;/>GRC-_[9[T?;/>N?^V>]'VWWI\H& M_P#;/>D-Y[U@&]]Z0WGO2Y1&_P#;/>C[9[US_P!M]Z/MOO2Y0.A^V>]*+SWK MGA>^].%[[U+B(Z(7?
O4BW?O7.+>>]3)>>]2XB.D2Z]ZLQW/O7-QW?O5V&Y]Z MAH#HXI_>KL4N<5S\%QG'-:4$V<)FRA-U-49>]7INIJC+WKHB8R*KU7:K
M#U7:NB)SR(S333C336R,)"4445JC)BTM)2U1 4E+24#0E%%2RT+2BDI16;- M$2+4R5"M3)6;-$68ZMQ54CJW%6+-HEZ&K\-4(:OPUA(WB7HJN1U3BJY'6$C>
M):2IUJ!*G6L)&\244M(*6LS5"THI*44B@HHHI%!24M)0 4444#"BBB@ HHHH M ****!!1110 4444""BBB@ HHHH *6DI:!A1110 4444 --1M4AJ-J (VJ%J MF:H6H @:H7J9J@:F!"U1-
4K5$U,"(TTTXTTT -HHHI@+2TE+0 M%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1112 **** "B MBB@ HHHH ****8!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 444M "44N*,4)12XHH 2BBB@ HHHH **** "BBB@ HHHH
0TM(M: $I*6DH 6EI*44 . IX%- J112 (S(NNAK$N^AK;NNAK$N^AK9#.?O.]8%YWK?O.]8%YWK9 85U MWK&N.];-UWK&N.]:Q,V;O5.2KDW>JL&.7%6XY_>LV!T,5UCO5M+
MOWKG$N?>IUNO>LVA'2+>>]2"]]ZYQ;OWIXN_>H:$=#]M]Z7[;[USWVOWI?MG MO2L!T'VWWH^V^]<_]L]Z3[9[TK = ;WWIOVWWK!^V>])]L]Z+ ;_-M]Z3[9 M[U@?:_>C[7[T6
Z#[;[TAO?>L#[7[T?:_>E8#?\ MOO3?MOO6#]K]Z:;OWHL M!O\ VWWH^V^]<_|:_>D^V'UHL!T'VWWH^W>]<]]L]Z/MGO181T0O?>I%O?> MN;%Y[U*EY[U+0'3QWGO5R*
[Z]:Q&8UUW MK#N^];EUWK#N^]=$1F#=]ZP[KO6[=]ZPKKO71$HQKGJ:RIZUKGO65/6R&9TO M6JCUMD,A(H%*:*L!RU*M1"I!0,F4U.C564U(K5+ O1O5N.6LU'J=)* MAB-:*?
WJY'<>]8B2XJ=)_>I: WDNO>K"7?O6 MQ[U*MS[U+0CH%O/>GB\]ZY M\77O3Q=>]38#>^V>](;SWK#^U>](;KWI6 VS>>])]L]ZPS=>])]J]Z5@-S[9
M[T?;/>L/[3[T?:O>E81N?;/>C[9[UA?:O>C[5[T6 W?MGO1]L]ZPOM7O1]J] MZ+ ;OVSWI#>>]8?VKWI#=>]%AFV;SWI/MGO6(;KWIINO>BPC<^V>]'VSWK"^
MU>]'VH^M*P&]]L]Z>+SWK %U[TY;KWJ6@.A2\]ZM1W?O7-)<^]6XKGGK4M". MGANO>M."XSCFN6@N.G-:MM/TYJ&@.IMY^G-:MO+TKFK67.*VK63I4-"-^!^E
M:4+5BVS=*U8&Z5#$:<9JPM5(C5I*RD(D%+2"EK,04444 %%%% :::=3330T M0O52;H:MO52;H:V@49=ST-8=YT-;EST-8=YWKIB,YR^[US-]WKIK[O7,W_>M MD,YN][U@7?>M^]
[U@77>M4,QY^]535N?O54]:L3&TX4E. JD)#Q4J5&*E6M$ M:$Z59B:JBU.C4P-*%\8K1@EQBL:-ZNQ2XJ&!OP3XQS6E!LV2=3#=^]7XKSWKDXKO'>KD=[[UFT(ZN.]]ZL+?
>]E^W>]])]N]ZYHW_O2?;_'HL,Z;[?[T?;_>N9^W^]'V_WHL(Z;[= M[THOO>N9^W^]'V_WIV Z?[=[T?;O>N:^W^]'V[WHL,Z,WWO3#>^]<\;[WHIO
MO>BP&^U[[U"U[[UAF]]ZB:]]Z=AFS)>>]5);SWK+>\]ZK27?O5I :$UW[UGS M777FJ:SYKCWJ*6?KS5*2:K2&/EG]ZI2RTDDF:JN]6 MD /)4#/2,U1DU0QQ;-,-+1B@0VE
IP6GA*EDL8J5.D>33DCJU%#S2!"PQ9[5 MI6\/3BF00=.*U;:WZ<5#8$EM;].*VK2WZ<5%:VW3BMNTMNG%9M@3VEOTXK=M M+?
IQ4%I;=.*V[6WZ<5C)B+%K!TXK8MXNE5[:'&*U((ZYI,18@2K\2XJO$F*M MH,"L6R1]%%%0(**** (WJG+5N2JDM:1&BA/T-9=SWK4G[UEW/0UO$HQKKH:P
MKOO6Y==#6'=]ZWB,P;OO6'==ZW+OO6'==ZV0S%N>]94_>M6Y[UE3]ZT0S/EJ MLW6K4O6JK=:T0QE***!5H8X4\4P4\4P)4-6(VJJM3(: +\3U=BEQ66C5822I
M8C9BGQWJY'>]89NO>D^U>]38#<^V>])]L]ZP_M7O1]J]Z+ ; MGVSWH^V>]8?VKWI/M7O18#=^V>]'VSWK"^U>]'VKWIV W?MGO1]L]ZP_M7O1 M]J]Z5@-
LWGO2?;/>L3[5[TGVKWHL!M_;/>D^V>]8GVKWI/M/O18#<^V>])]L M]ZP_M7O2?:O>E8#=^V>].%Y[U@?:O>G"Z]ZEH1T27GO5R*[Z MG-2T!U,%UTYK5M[CIS7*6]QTYK8M9NG-
0T(ZFWFZE;5M)TK) MB-^!^E:$35D6[=*TX3Q6;$7T-3+5:,U86H8$@I:04M0(**** "BBB@ HHHH M8_2J5QT-7GZ51N.AK2!2,6\Z&N=#7.7_>NJ(SE[_O7+W_'KJ+_O7
M+W_>NB)1S5[U-8-SWK=O>]85SU-;(9G-UIM.;K3:ID,>O6KT%45ZU=@[4RT: MUL>E;-KVK%MNU;-J>E2P-ZS[5OV?:N?LSTKH++M63$=!:#I6Y;+TK$L^U;UJ M.E8MB-
").*L"/BF0CBK:KQ6?,!3DBXZ50GAX/%;3Q\54FBXIJ0',7<'7BL"] MM^O%=C=0=>*PKR#KQ6BD,XB]M^O%8%W!UXKL[VWZ\5SUY!UXK9,#D[B'D\5F
MS1]:Z&Z@Z\5E3Q8S6B8S'D6J[BM"6.JL[GIS7&VL_3F MMVTN.G-8R0CM;.XZ2N7M)^G M-;EK+G%LBZ[UO$ MHP[L<&N>O1UKHKL<&N?O1UKJB,YN]
[USMYWKHKWO7/7G>NF)1@W7>LJ?K6K= M=ZR9NIK0"F_6HJE?K45)@/2K4/4552K4/45#$:UKVK=L^U85KVK=LNU92$='
M8]1726/:N;L>HKI+'H*PD(Z&SZ"M^T[5@6?:M^T[5A(#9M^@JU56WZ"K58L3 M"BBBD(:_0UFW1ZUHOTK,NCUJXE(Q;P]:P+P\&MV[/6L"\/6MHC.?O3UKG;T] M:Z"]/6N>O3UK>
(S"NSUK&N.M:]WWK'N.M=,1F?+5.2KV'(K)M^U;%J.16,A&Q:#I6]:#I6 M):#I6]:#I7/(DVK0=*W+4=*QK0=*V[8=*YY"-:V'2M.'M6=;CI6E#VK!@78^ ME3#I4,?
2IA6;)84445(@HHHH ****0"4444 %%%% !1110 4444 %%%% !11 M13 6@T4E !112]Z $HQ2T4)BDVTZB@!NVC;3J*=P&[*393Z*+@-V4;!3J*+ M@-VBEVBEHI)@48I:* #%%%%
!1110 4444 (>E02]*G/2H):J(T4)^]95SW MK4GK+N>];Q&8UUWK"N^];EUWK#N^]=$2C N^]85WWK=N^]8=WU-;Q&8MSWK*
MGK5N>]9<_>M4,SY>]4Y!5R7O522K0%K<L5):G2?CK4L#=CN?>K"7?O6"EQ[U* MMS[UFT(WUO/>I!>>]8 NO>G"Z]ZAH1O?;/>@WGO6%]J]Z/M7O4-;9O/>FF\ M]ZQ#=>]--
U[TK ;?VSWH^V>]8?VKWH^U>].P&W]L]Z7[9[UA?:O>C[5[T[; MOVSWI/MGO6)]J]Z3[3[T[#-S[9[T?;/>L/[3[T?:O>G8#;-Y[TTWGO6(;KWI
MINO>E81N&\]Z3[9[UA_:O>D^U>]381OB\]Z<+SWK %U[T];KWJ6@.A6\]ZGC MN_>N<2Z]ZL1W/O4M".FBNO>M&"YZMXF;*$W4U1E[U>FZFJ,O>NB)C(JO5=JL/5=JZ(G/ M(C---.-
--;(PD)1116J,F+2TE+5$!24M)0-"4445++0M**2E%9LT1(M3)4*U M,E9LT19CJW%52.K<58LVB7H:OPU0AJ_#6$C>)>BJY'5.*KD=82-XEI*G6H$J M=:PD;Q)12T@I:S-
4+2BDI12*"BBBD4%)2TE !1112&%%%% !1110 4444Q!1 M110 4444""BBB@ HHHH *6DI:!A1110 4444 --1M4AJ-J (VJ%JF:H6H @: MH&J=J@:F!"U1-4K5$U,"(TTTXTTT -
HHHI@+2T@IU !12T4)12T4)12T4 M)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4 M)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4@
M$HI:* $HI:*8"44M% "44M% "44M% "44M% "44M%,!**6BD E%+10 E%+10 M E%+10 E%+10 E%+10 E%+10 E+11B@ HHQ1B@ HHQ1B@!**6B@!**6B@!** M6B@!**6B@!****
"D-+0: &T4M % *JU,JTU1 M4R+2 ZZ&L2[Z&MNZZ&L2[Z&MD,Y^\[U@7G>M M^\[U@7G>MD!A77>L:X[ULW7>L:X[UJBC-F[U3DJY-WJG)6J&0-3#3VZTPUJA MB444"J
>*E6HA4JT#)D-3JU5E-/#5+$7%DQ4RR^]4]/$E0P-%9_>I!<>]9@ MDIPE]ZS8C4%S[TX7/O65YU.\[WJ0-3[3[T?:?>LOSO>CSJ0&I]I]Z/M/O67Y MU'G4@-/[3[T?:?>LSSO>D\[WH
T_M/O1]I]ZS/.H\Z@1J?:?>D-S[UF>=09J M -+[3[TTW/O6:9O>>FF;WH TOM/O1]I]ZR_.]Z/.]Z -/[3[TGVGWK,\[WI/. M]Z0&L+GWJ9+GWK%$WO4Z3>]2P-Z*XZE:D)
MK)B+\9JPE58ZM)4,"6BBBI **** $/2JLM6CTJK+30S/G[UE7/>M6?O65<]Z MUB,QKKO6'=]ZW+KO6'=]ZZ(C,*[[UA7?>MV[[UA7?>NB)1CW/>LJ>M6Y[UE3
MUM$9GR]:J/UJY+UJH];(9$:2E- JQBBGBFBG"@!XIX-1BG"I8$RM4BM4 -/! MJ6(LJ]2+)54&G!JD"X):<)JIAJ=NI"+@F]Z<)O>J(>G;ZD"[YU)YU4]]&^I MM^=[T>=
[U3WT;J0%OSO>CSO>JFZDW4 6_.]Z/.]ZJ;J-U %SSO>CSO>J>ZC< M: +GG>]-,WO57=2%Z +1FIAF]ZK%Z87H M^=[TOG>]4]]&^I8%T3>]/$WO5$
M/3U:I8C2CFJY#+R*R(VJ["W2I8&[;R]*V+63I7/6[=*V;1NE0Q'26C]*W+1N ME=ZW;GO6%>=ZZ M8E'.7W>N9ON]=-?=ZYF_[UNAG.7O>L"Z[UO7O4U@W7>M$,R9^]5#5R<'J6!H-
BK"7' MO60):D$V.]9L1M)=8[U.MW[UA"?WIXN?>H9)T"WGO3Q>^]<^+KWIPNO>H8CH M/MOO2_;?>N?^U>]'VKWJ .@^V^](;WWK ^U>]'VKWI ;_P!M]Z3[;[U@?:O>
MC[5[TAF]]M]Z/MOO6!]]Z/M7O0!O?;?>C[;[TP_;[U@_:O>C[5[TP-_[8[U;[TOVWWK MG_M7O1]]Z=@.A^V^]V'VWWK %U[T?:O>BP&_]M]Z0WGO6#]J]Z/MGO6]M]Z0WOO3L,W#> M>]--
Y[UB&Z]Z0W/O56&:[7?O4+W7O66;GWIC7'O5) 7GN,]ZK23^]56G]ZA: M7/>]2 G>6J]R5&TE1L]6@!VJ%C3B:8:H",TF*DVTH2@9&%IX2IECJ58O:D(@
M6.IEAJRD'M5F.W]JEL16C@]JO0V_3BIXK;VK1@M>G%0V(BM[;IQ6Q:VO3BG6 MUKTXK8M;7IQ6;8!:VO3BMNUMNG%):VO3BMFVMNG%9MB'6MOTXK8MX,8XIMO;
MXQQ6I!#C'%928A\$6*OQ1XID4>*MHENB(S!N^] M8=UWKJFZ MC=0,M^=[TOG53W4;J +GG4>=53?2;Z!%OSJ3SO>JA>DWT 6O.]Z/.]ZJ;J3? M2 M^=[TGG55WTW?2 N>=
[TY9O>J.\T]6I :4NJ(SE]0[URU_WKJ=0[URU_WKHB4]36%<]36 M[>]36%<]36Z&9S=:9WI[=:9WILADB]:NP=15)>M7(.U,I&K;=JV;4]*Q;;M6 MQ:FH8S>LSTKH;
(]*YRS/2N@LCTK*1)TED>E;]H>E<[9'I6_:'I7/(#:@JZ@X MJC;GI6A'6+8A2N14$L?%7,<5&Z9%)2 QKB+KQ6+=P=>*Z>:.LFZASGBM8R&< M;>V_7BN>O+?
KQ7;7EOUXKG[RWZ\5O%C.*N[?KQ6-<0]>*Z^[M^O%8=U!UXK5 M,#F)XL9K/E2MZYAZ\5F3QXS5IC,EUYJ(BKDJ559<&J$-I11B@4T*PX4]348I M15E%E'JW#)R*S@U31OS0-
&];3=.:VK2?IS7+P2].:UK6;IS62).VL[CIS6]:3].:XRSN.G-=!9W'3FN:2$=7!+G M%:$;US]M/G'-:L,N>]
<[1)I!J1CQ4*OQ2EN*FP6()CUK*N>]:CK73$9S5[WKG;WO727W>N]=,1F!==ZRI^IK6NN] M9,_>M *3]:B-3/4)ZTF]*M0]155*M0]14,1JVO45O67:L&UZBMZR[5E(1T=
MCU%=)8]!7-V/45TECT%82$=%9]JWK7M6#9]JWK7M6$@-FWZ5:JK;]*M5BQ,* M***0ADG0UEW7>M.3I67==#6D2D8EV>M8%YT-;UWWK O.];HHYZ][USMYWKH;
MWO7/7G>MH@8-WWK(N.M:]UU-8]QUKHB,SY:J/5N6JCUO$97--IQIM6)B"G"F MBG"A$HGBK1@[5G15HP=J&:&G;]JV+7J*Q[?M6Q:]16,A&W:=JWK0=*PK3M6]
M:=JYY$F[:=JV[8=*Q+3M6W;=JYY :]OVK2A'2LVWZ"M*'M6#$7(^E35%'TJ6 MLF2PHHHI""BBB@ HHHI %%%% !0:*#0 E%%%, HHHH **** "BBB@ HHHH * M6DHH 6BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!# MTJ"7O4YZ57DJHC*$_2LJYZ&M6?O65<]ZWB,QKKO6'=]ZW+KO6'=]ZZ(C,"\[MUAW74UN7G>L.ZZFMXE&+
<]ZRY^]:ESWK*GZFM4,H2U4DJW+55ZM 0-3:<:2K M&**E%1BI!5 2"I :B%/% R96J0-4 -.!I,195ZD$E50:<&J6!<66GB:J0:G! MZS8BZ)O>E\[WJEOI=]0Q%WSZ#/[U2WT;ZA@6S-2>=
[U4WTF^@"WYWO2>=53= M1OI@7/.]Z/.]ZI[J-U,9<\[WI/.]ZJ;C1NJ@+?G>]!F]ZJ;J0M2 M&;WIF] MZK%Z:7I 63-[T>=[U3+T;Z3$71-
[U(LWO6>'J17J6(T4F]ZM13=*RD>K43]=$3&15>J[58>J[5T1.>1&:::<:::V1A(2BBBM49,6 MEI*6J("DI:2@:$HHHJ66A:44E**S9HB1:F2H5J9*S9HBS'5N*JD=6XJQ9M$O M0U?
AJA#5^&L)&\2]%5R.J<57(ZPD;Q+25.M0)4ZUA(WB2BEI!2UF:H6E%)2B MD4%%%%(H*2EI* "BBBD,**** "BBB@ HHHIB"BBB@ HHHH$%%%% !1110 4M M)2T#"BBB@ HHHH
::C:I#4;4 1M4+5,U0M0! U0-4[5 U,"%JB:I6J)J8$1I MIIQHHH ;1113 <*6D%+0 M%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%% M% !1110 4444 %%%% !1112 **** "BBBF 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M, HHHI %%%% !1110 4444 %%%% !1110 4444 %+24M !1110 4444 (:*#
M10 4444 %%%% !1124 %)110 N:*2CM0 4H%%*!0 H%/44@%2**0#E%3**8H MJ=10]!4R+3%%3J*0#E%2J*114BB@!0*=B@"EI %%%% !1110 4&B@T)111 M0 M%%% !1110
4E%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% "BB@44 %%%% !2$T&D)H 0FF$TI-1L: !C43-0 MS5$S4 #-4+-2LU0LU, 9JB9J&:HV-

6J,F@FF$TP%S29I,TE "TE%%, HHH MH 444"B@ I:2EH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH
**** "BBB M@ HHHHH **** "BBB@ I*6DH 0TAI32&@ I:2EH <*>*8*>*)%J5:B6I5H F M6IEJ%:F6D!,M2K42U*M R44\4P4\4@'4HI*44A!0:*#0 E%%% !1110 4444 M %%%% !1110
4444 %%%% !1110 4444 %%%%(HHHI ***!10 4444P"BBB MF E,;I3Z8W2FAHK250N.]7Y*H7'>NB(S'NNAK$N^AK;NNAK$N^];(9S]YWK MO.];]YWK O.];
(#"NN]8UQWK9NN]8UQWK5%&;-WJG)5R;O5.2M4,@;K3#3VZ MTPUJBA*6DI:H!PJ05&*D% #P:=FFBEJ6(=FEW4W'-+BH8"[J7=3<48J&(=NI M=]-Q1BI ?
OHWTW%@+OHWTW%&* ';S1OIN*,4@';J-U-Q1B@0[?2%Z3%(1 M0 I>FEZ"*:10 ;Z3?28I,4 +N-&^FXHQ2 D#U-&]5P*GC!J6!>A:M2V;I65"
M#Q6I;#I4,1M6K=*W;0]*P;4=*W;0=*R9)OVAZ5NVIX%8-H.E;MJ.!6;$;5L> ME:D!XK*MNU:L'2LF(O1U:2JL=6DJ&!-1114@%%%% "'I566K1Z55EIH9GS]Z
MRKGO6K/WK*N>]:Q&8UUWK#N^];EUWK#N^]=$1F%=]ZPKOO6[=]ZPKOO71$HQ M[GO65/6K<]ZRIZVB,H2]:J/UJW+51ZV0R(T"@T"K&.%.%-%/% "BG"D%. J6
M(44\4@%2!:E@(*L=2P%C%781R*@CCJ[#'4L1>M MQTK9M!TK+MX^E;-JG2H8&S:=JW[3M6):+TK=M%Z5#$;5IVK9MNU9%J.E;%N.
ME0Q&E#TJVG2JD/:K:=*RD(E%+2"EK(04444 %%%% !333J:::&B%^E5)NAJV M_2JDW0UM 9EW/>L*\[UNW/>L*\[UTQ*.]36#==ZT0S*G[U4;K5N?O51NM:
(!!3QUI@IZU:!$BU(*C6I!5%"TN M:2BF X&EW4S-)FI8$N^E\RH":0FH8BQYOO2^=[U5W4;JADEOSC1Y_O53<:3< M:AB+OGT>>?6J>XT;C4@7/\
>CSSZU3W&C<:0%SSSZTGG^]4]QHW&D,MF<^M M'GGUJIN-&ZBP%OSSZT>>?6JFZC=3L!;_P!Z/\ >JFXTFXU5@+OGGUH^T>]
M4MYHWT[#+WVCWI/M'O5'>:/,-.PR]]H]Z//]ZH>8:/,-58"]Y_O2&;WJEYAH MWFG8"V9::9*K[Z3=56 F+TFZHMU*#3 DIP&::M2JM,! E2K'FGHE6HXLT 1) M#
[5:CM_:K$4'M5Z&V]JAL"I%;=.*NQ6G3BKL-KTXK0AL^G%9MB*,-GTXK2M[M/IQ5Z"SZ<5IP6?3BLG(14MK/VK7MK3IQ5BWL^G%:MO:].*RU:$46,4115;1,5G*0@1*G5:%6G@5@V
4M%%0 M2%%%% !1110!%)522KAK>)1BW70UAW?>MR MZZ&L.[[UT1&8-WWK#NN];EWWK#NN]:H9BW/>LJ?J:U;GO65/U-:(91DJJW6K M4E56ZUHAC#2BD-**M#'"G"FBG"J
<*>*8*D H <*>*0"I%6I8A!3J<$IX2H8 M#,4N*E$=*(ZAB(<4N#4_E4>54"(,4F*L>52>52 @Q1BI_*H\JD!!BC%3^71Y M=,97Q2XJ?RZ/+H @Q1BI_+H\N@17(I"*L>733'0!7(I,58,=)Y=
("#%)BK'E MTGET@(,4Y14OETY8Z0"Q#FM" J-QT-7GJC<=#6D"D8MYWKG+_O71WG>NNIO\ O7+7_>NB)1S5[U-85SU-;M[U-85SU-;H9G-UIG>G
MMUIG>FR&2+UJY!5)>M78:92-.W[5KVM9%OVK6MJA@;MF>E=!9GI7.VAZ5T%F M>E92$='9'I6_:'I7/69Z5OVAZ5S2 W+<]*T8JS+<]*TX>U<\A%E10RT]!3RM
M1<"C+'FLZXASGBMETJG-'G-:18',W5OG/%85Y;=>*["X@R#6+=V_7BMXR&<3 M>6W7BL&[M^O%=K>6_7BL"[M^O%:J0"'74'7BL>XBZ\5U=W;]>*Q+J'KQ6J8S
MG)HZI2)S6S<18S6=+'S6J8%(BDJ9EJ,BM$,2DI324Q!FGJV#4>:4&@$R_#)6 ME;RXQ6+&U7H)*311TMK/TYKCK71$9S]UWK)G[UL70ZUDS]ZL"A)4)ZU/)UJ$]:3 M HJJM6H>HJ&
(U;7J*WK+M6#:]JWK+M64A'1V/45TECT%=ZZ"[[U@7G>MD4<[>]ZYZ\[UT-[WKGKSO6T0,&ZZFL>XZF MMBZZFL>XZFNB(S/EJH]6Y:J/UK>(RN:;3C3:L3$%.%-
%.%")1/%6C!VK/BK0 M@[4,T-2V[5L6O45CVW:MBUZBL9"-RT[5NV?:L*T[5NV?:N>1)O6G:MJV[5BV MG:MJV[5SR U[?H*TH>U9MOT%:4/:L&(NQ]*EJ*/I4M9,EA1112$%%%% !111
M2 **** "@T4&@!****8!1110 4444 %%%% !1110 444"@!:*** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** $/2J\E6#TJO)51&4)^]9
M5SWK5G[UE7/>NB(S&NN]8=WWK(S O.]8=UU-;EYWK#NNIK>)1B MW/>LJ?O6K*D%1"I%JAD@I],6GBF, M<*<*0"GA:3 !3A2A:>$J&
(:!3L4\)3A'4,1%BEJ81TOEUFQ$&*,5/Y='E5# MKD4F*L&.D\N@"#%)BI_+H\NF!!BC%3^71Y=4,@Q1BI_+H\LTP(,4$5/Y9]*/ M+- %8BFD59,=-,=(16(I,&K!BI/+]JE@1
5(HIXCJ18ZD0B"K40Z4Q(ZLQ1\ MBI8%NW'(K8M1R*S;>/D5KVJ=*AB-BS[5T%GVK#LTZ5T%FO2LF(W;/M6[:]JQ M+,=*W+4<"L6!K05='2J<':K@Z5FQ!1114B"BBB@ HHHH *2EI*
"BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@
HHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ** M** "BBB@ HHHHH 9333J::M'-(@EJE+5V6J4M:(Q90FK.F[UHS5G3=ZWB9LH3
M=35&7O5Z;J:HR]ZZ(F,BJ]5VJP]5VKHB<\B,TTTXTTULC"0E%%%:HR8M+24M M40%)2TE T)1114LM"THI*45FS1$BU,E0K4R5FS1%F.K<55(ZMQ5BS:)>AJ_# M5"&K\-82-
XEZ*KD=4XJN1UA(WB6DJ=:@2IUK"1O$E%+2"EK,U0M**2E%(H** M**104E+24 %%%%(84444 %%%% !1113$%%%% !1110(**** "BBB@ I:2EH& M%%%% !1110 TU&U2&HVH
B:HFJ5JB:F! U0-4[5 U,"%JA:IFJ%J (S333C3 M33 ;0**!0 X4M(*6@!:*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "EI** %HI** %HI** T444 %
M%%% !29I:2@ HHI* "DHHH 6CM24ZD HIP%(!3U%,!5%2J*:HJ912 NB(S(NNAK#N^];EUT-8=WWK=#,"\[U@7G> MM^\[U@7G>M4!@W7>L>YZFMBZ[UC7'4UJBC-F[U3DJY-
WJG)6R&0-UIAI[5'6 MB&%+2450QZU*M1+4RT . IX6E45,B5+$1!*<(ZL+%FIEASVK-@4Q%2B*KZV_ MM4@MO:H8C.\JCR36H+7VIPM?:IN(RO)-
'DGTK5^R^U+]E]J5P,GR31Y)K6^R MGTH^RGTI7&9/DGTH\GVK5^R^U'V7VI7 RO)-'DFM7[+[4?9?:E<#)\DT&&M7 M[+[4&U]J+B,@PTTPGTK7-J?2D-K[47 Q_)/I1Y-
:WV7VI/LOM1<#)\GVI/)] MJU_LI]*/LOM2N!E"$^E3QPU?%K[5.EK[4FP*T,/(K3MXN12PVW3BM&WMNG%0 MV236L?2MRTCZ53MH,8XK9M8>E9,1?M$Z5N6J]*S;6+I6U;)TK-B-
&W'2M2 < M50MUZ5HPBLV(MQU:2J\8JPE0P):***D HHHH 0]*JRU:;I566FAF?/WK*N>] M:L_>LJY[UK$9C77>L.[[UN77>L.[[UT1&85WWK"N^];EWWK#NN]=$1F/<]ZR
MIZU+GJ:RYZWB49\M5'JW+5-ZU0R,T"@T"K&/%/%,6I%H U2"W]JTDMO:IEM?:IN(RA;> MU.%M[5L+:>U/%G[5-P,3[-[4&W]JW/L?M2&T]J5QF&;?VI/LY]*VS:>U)]D] MJ5P,7[/[4GV?
VK;^R>U)]D]J5P,7[-[4?9O:MG[)[4?9/:BX&-]G]J/L_M6S M]D]J/LGM1<#&^S^U(;?VK:^R>U!M/:G<##-O[4TV_M6X;3VIOV3VI7$8GV?V MH^S'TK;^Q^U'V3VI7
QOL_M3UM_:M<6GM3Q:>U2V!EI;^U7(8/:KJ6GM5J*U MJJEL1%!!TXK6MH>E-@ML=JU+>WZ<5+8%FUBZ5MVJ=*I6T/3BMBVBZ5#$7K9> ME:UN.!5"W3I6I
O2H8BY$*MITJM&*LK63$2"EI*6LQ!1110 4444 %--.III MH:(7Z54F[U;?I52;O6T!F7<]ZPKSO6[<]ZPKSO73$HYR^[US-]WKIK[O7,WW M>MT,YN]ZFL&Z[UO7O4U@W7>M$,RIZJ-
UJW/WJHW6M$ @IXIE.%6@1*M/%,6I M!5#%HH%. IC&XHQ4@6G!*EB(-M&VK CIPAJ&!4V4;#5T0>U+]G]JADE#RS1Y M9K0%O[4OV;VJ6!G^6:/+-:/V;VI?LQ]*@1F^6:/+-
:/V;VH^S>U(#.\LTGEF MM+[-[4?9O:D,S?+-'EFM'[,?2E^S'TI@9OEFCRS6G]F/I1]F/I3&9GEFDV&M M,VWM3#;^U4@,TH::5-:#6_M4;052 HD&D-6FBJ)HZH9#13RN*;BG8!*,TN*,
M4[""BBBF 4]:93UZTQHF059C6H(Q5R):)HH\U?ABJ&%*T[>+I4L"2"#..*T M[>VSCBFV\.<5KVT'3BH;$)!:YQQ6G!:=.*FMK;IQ6M;VO3BL),"M!9].*TX+
M/VJW!:].*TH;7VK"4A%2"T]JT8;;':K45M[5!4-@*!2T45 @HHHH **** "BBB@")ZJ25:>JLE:1&4 M)^AK+N>AK4GZ&LNYZ&MXE&+==#6'=]ZW+KH:P[OO6\1F#=]ZP[KO6Y=]ZPKK
MO6R&8USWK*GZFM6Y[UE3]36B&4):K-5F6JS=:T0##2BDI15H8X4X4T4\50QR MU*HIBBIT6D Y%J=4HC2K4<6:EB(UBJ98:LQP9[5:2WSVK-L106#VIXM_:M1+
M7VJ9;3VJ&Q&0+?VI?LWM6T+3VI?L9]*AL##^S>U)]G]JW/LGM2&T]J5P,3[. M?2D^SGTK;^R>U'V3VI7 Q/L_M1]G]JVOLGM1]D]J=P,7[/[4?9_:MK[(?2C[M(?2BXS%^S^U'V?
VK:^R>U'V3VHN(Q/L_M2&V]JVS:'TI#:>U%P,0V_M2&V]J MVS:>U)]D]J5P,3[-[4?9_:MO[)[4GV3VI7 Q?L_M3EM_:MC[)[4Y;3VI7$9D M=O[5>@M^1Q5R.T]JN0VO3BI;
9;0=*V+6'I4=O;=.*UK:WZ<5#8BU:1]*W+5 M.E4;:'&*V+:/I6;$7[9>E:D(XJC G2M&):R8BW&*L+4""IUJ& \4ZD%+4""B MBB@ HHHH **** &/5*XZ5=?I5*XZ5K
I&+>=#7.7_0UT=YT-<[?]#73$9RVH M=ZY:_P"]=5?]ZY:_[UT1*.9O>IK"N>IK>O>IK!N>];H9G-UIM.?K3:;(8Y:N M0536KD/:F4C3M^U:]M61;UK6U0P-
NT[5T%GVKG[3M6_9]JRD(Z&S/2M^T/2N M?L^U;UH>E0%^.I<5%%4U9,ED;+5>1,U;(J-E MH@9*P;NWZ\5VEY;=>*P+NWZ\5K%@*RYHL$\5TUU;]>*R+B'K
MQ71%C1AR)5=EK3EBJG(F*V0RH1334C#!IAJA-#:444"@D>IP:M1/505-&<4S M1&K!)TK3MYNG-843U>@EP:RDA'46EQTYK>L[GIS7'6T_3FMNTN.G-820CM[*
MYZM;%P_!K%NSUK6*&<_>]ZYV][UT5[WKG;S MO6R P+H]<[>=ZZ.]'6N=O!UK>(&!==36/<=36S=]36/<=371$9G2U4D MZU;EJH];Q&5S3:
<:::L3$%.%)3A0B43Q=:T(.U9\76M"#M0S0U+?M6O:]16/ M;GI6O:GD5C(1NVG:MVT/2L"T/2MVT/2N>1)T%H>E;=L>E85H>E;=J>E<\@-F MW[5I0]JS+
<\"M*'M6#$7H^E2U%'TJ6LF2PHHHI""BBB@ HHI#2 6BDHH 6BD MHH ****8!1110 4444 %%%% !1110 4HI** %HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@
HHHH 0]*KR58/2J\E5$90G[UE7/>M6?H:R[MGO6\1F+==ZP[OO6[==ZPKOO71$9@7G>L*[[UNWG>L*[[UO$HQKFLJ?J:U+GO M65/U-
:H"A+522K4M4Y#5H9&329I#250#Q4JU"*E6J&B9:D44Q14Z"@8JK4JI M2HE68XZ3 C6.I5B]JLI#5E(,]JAB*2P5((/:M!+;/:IUM?:LVQ&6+?VI?LWM
M6PMI[4\6GM6;8C%^S>U'V;VK;^R>U'V/VJ+@89MO:D^S>U;AM/:F_8_:BX&) M]G]J/L_M6U]D]J/LGM3N!B_9O:C[/[5L_9/:E^R>U.X&+]G]J/L_M6U]D]J/ MLGM57 Q?
L_M1]G]JVOLGM1]D]J5P,,V_M33;>U;GV3VIHM/:E<##-M[4GV;V MK<-I[4GV3VI7 QA;>U/%O[5KBS]J>+3VJ@9:6_M5F*WY'%:"VGM5B.U]JFX
MBM!!STK5MH>E+#:^U:5O;].*AL1/:1=*W;2/I5*V@Z<5LVL6,5FQ&C:+TK:M MATK-MDP!6M;KTK)@:,-6QTJK"*M#I63$%%%%(04444 %%%% !24II* "BBB@ M HHHH$%%%%
!1110,**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** &4TTZFFK1S2():I2U=EJE+6B,64)JSIN]:,U9TW>MX MF;*$W4U1E[U>FZFJ,O>NB)C(JO5=JL/5=JZ(G/(C---.---;
(PD)1116J,F+ M2TE+5$!24M)0-"4445++0M**2E%9LT1(M3)4*U,E9LT19CJW%52.K<58LVB7 MH:OPU0AJ_#6$C>)>BJY'5.*KD=82-XEI*G6H$J=:PD;Q)12T@I:S-4+2BDI1
M2*"BBBD4%)2TE !1112&%%%% !1110 4444Q!1110 4444""BBB@ HHHH *6 MDI:!A1110 4444 --1M4AJ-J (FJ)JE:HFI@0-4#5.U0-3 A:H6J9JA:F!&: M::<::: &T"B@4 .%+2"EH
6BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "DI:2@ I*6DH 2DI:2@!:<*:*>*0#@*D44P"I5% #U%3**8HJ=!0 Y
M14RBFH*F44 .45(HIJBI *0#A3A2"G"D 4444 %%%% !1110 E%%% !1110 M4444 %%%% "&B@T4 %%%% !1110 M%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444
%%+24 %%%)0 &FDTI-,)H 0FHV-*QJ)FI@(S5"S4K-4+ M-3 1FJ)FH9JB8T #&HR:":830 $TA-!-)F@ I*7-)3 *,4HHH ,48I:* #%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4E+24 (:0TH#0 4M)2T .%/%,%/% $BU*M1+4JT 3+
M4RU"M3+2 F6I5J):E6@"44\4P4\4@'BB@44@"BBB@ HHHI %)2TE !1110 4 M444 %%%%, HHHIC"BBB@ HHHH ****0@HHHI %%%%(!110** "BBBF 4444P M$IC=*?3&Z4T-
%:2J%QWJ_+6?<&NB(S)NNAK#N^];=UT-8=WWK=#,&\[U@7G> MMZ\[U@7G>M4!A77>L:XZFMFZ[UC7'4UJBC-F[U3DJY-WJG)6R&0-49J1JB-6
MAA129HIB)%ZU82JR]:M14RBQ&M6HXZBB7.*T(8\XJ6((X<]JMQV_M4T$&<<5 MH0VV<<5FQ%%+7VJPMI[5J16F>U6TL_:LVQ&(+/VIXL_:MY;+VJ06/M63D!SW MV/VI?
L7M70_8?:E%C_LU/,!SOV+VH^Q>U='ZB]J3[%4N8#G/L7M2?8O:ND^ MQ>U)]A]J.8#G/L7M1]B]JZ+[#[4?8?:CF YW[%[4GV+VKH_L/M2?8?:ES U=
(;'VIOV'VHY@.;^Q>U'V+VKI/L/M2?8?:CF YO[%[4?8O:ND^P^ MU'V'VI]:Q&8UUWK#N^];EUWK#N^]=$1F#=]ZP[KO6Y=]ZP[KO71$HQKGJ:RY MZU+GJ:RYZWB,SI:IO5N4U3?
K6J&,-%)2BK >M3+4*U.E R5!4\:U%&*MQ+4, M1+$E78HLU'"E:,$6<<5FQ"Q09[5>BM^G%2009QQ6G!;].*R;$58[7VJTEI[5 MH0VOM5Z*T]JAR R%L_:I!9>U;B6?
M4@L_:IU=%]C]J0V?M4 M\P'.&R]J3['[5T1L_:F_8_:ES#.>^Q^U)]C]JZ+['[4GV/VHY@.>^Q^U'V/V MKH?L?M1]C]J.8#GOL?M1]C]JZ'['4?8_P#9HY@.>^Q^U'V/VKH?L?\ LTGV
M/VHY@.=^Q>U)]B]JZ+[%[4GV+VHY@.=^Q>U+]B]JZ'[%[4?8O:ES <^++VIP ML_:M_P"Q^U*+/VI7$8:V?M5B.T]JJV%L_:IDM?:LD'1'!!C%:
<$6*2*#VJ_%%CM4-B)($QBM"):@B3&*N1K4MB)HQ5A:B05* MM9L!]+24M0(**** "BBB@ IIU---#1"_2JDW>K;]*J3=ZV@,R[GO6%>=ZW; MGO6%>=ZZ8E'.7W>N9ON]=-?
=ZYF^[UNAG-WO4U@W74UO7O>L&Z[UHAF3/U-5 M#UJW/U-5&ZUH E.%-IPJD)$JU(*B6I5JRB0"GJ*:HJ9%YH 54J58Z?&F:LQQ M9I,"%8<]JF6WSVJW'!
[5;CMO:LV(SEMO:I%M/:M=+3VJPEE[5FV!B"S]J=]C M]JWUL?:I!8^U9N0CG?L?M2_8O:NC^P?[-+]@]JCF$U/F&U0O8^U4I#.6>T]J@>V]JZ:2 MRQVJG+:>U:)C.<>W]JK/#
[5ORVV.U498,=JT0S'>.H63%:4D7M55TK1 5"*3 M%3,M1D4[-I*6DI""GIUIE/6@$6HQ5Z$=*HQ5H0=J0&A O2M6V3I6;;CI6Q: MCI4L1IVL?2MNUBZ5F6B]*W;1>E928C1M8>G%;-
M!TXJE:)TK%IU%*Y(F*7%%%(M HHHH **** "BBB@ HHHH A>JLE6GJK)6B&4)^AK+N>AK4GZ&LNYZ&MXE&+=
M=#6'=]ZW+KH:P[OO6\1F#=]ZPKKO6R&8USWK*GZFM6Y[UE3GDUH MAF?+UJLW6K$IYJLW6M$ E**;FE%6,>*D%1BI5I@2(*M1K4$8YJY"M# L1)5Z
M&+IQ44"9Q6G;Q9Q6;8#H8,]JOQ6V>U26\&>U:D%MTXK)L13CM/:K*6?M6G#: M>U78[/VK)R$8@LO:G?8_:M\6?M3OL?M6?,(YW[%[4TV7M71FS]J:;/VIU=#]C]J3['[4^8#G_+'[4?
8_:N@^ MQCTH^QCTHYAG/_8_:C['[5T'V,>E'V,>E',!SQL_:D-E[5T1L_:D^Q>U',!S MOV+VI/L7M71?8O:D^Q^U+F$<]]B]J/L7M70_8O:C[%[4U3S 8:6?M5J*TYZ5K+9^U6([3VI-
B,^&UQCBM*"WQVJQ%:^U7HK?': MH;$,@AQCBM."+&*;#!TXJ_%%4-@2PITJ]&M0Q)BK2+4-B)4%3+4:BI14,!U+ M24M2(**** "BBB@ HHHH
8_2J5QTJZ_2J5QTK6!2,:\Z&N)1S5[U-8-SWK>O>IK!N>];H9G/UIM.?K M3:;(8Y:N0]JIK5R'M3*1IV]:UM63;UK6U0P-JT[5OV?:L"T[5OV?:LI =!9] MJWK0]*P+/M6]:=JYY$FU;'I6K
>E9-MVK5@[5SR THJFJ"&IZQ9+"D(I:*0B M-DXJE<1YS6C5>5,U28T8%S#G/%8MU;]>*ZB>+.:RKF#KQ6B91Q]Y;=>*P+RV
MZ\5VMW;]>*PKRVZ\5O%@<3=VW7BL6YM^O%=C=VW7BL*[M^O%=,6-'+3PXSQ6 M=-'70W,'7BLJ>+K71%E(QI%YJ$BKTR8JHRUJALBHI2**" %/4XIE+FF4BRCU
M9BDYJ@K5,C\UFP-FWFZ5L6L_3FN:AEK4MING-9- ==9W'3FN@M+GIS7%VD_3 MFMZTN.G-9-".RMKGIS6I#<<#FN4MKGIS6K!<].:7*(Z!9^.M->7CK6:EQQUI
MQGXZU20$D\G%9%TW6KMRZ;K6%=]ZT2 Q+KO61 M<#DUKW7>LJX'6F!G2=:@/6K$G6JYZU+ 5:M0]155:M0]14,1JVO:MZR[5@VO M:MZR[5E(1T=CU%=)8]JYNQZBNDL>U82
Z*S[5O6G:L&S[5O6G:L)"-FWZ5:J MK;]*M5BQ,****0AK]*S;H=:TFZ5G70ZU<2D85V.M8%X.M=#=CK7/W@X-;1&< MY>CK7.WHZUTEZ.M<[>CK71$9S]WU-8UQU-;5V.36-
<=371$9FS53DJY-WJG) M6\1D!IAIYZTPU8F%.%-IPIDHGBZU?A[50BZU>A[4F:&G;GI6M;'D5CP'I6K; M'I6,A&]:'I6[:'I7/6C=*W;1NE<\A'16AZ5N6IZ5S]HW2MVU/2N>0C;MCTK4
M@[5E6QZ5J0=JP8B_'TJ6HH^E2UDR6%%%%(04444 %(:6D-(HHHH **** "B MBBF 4444 %%%% !1110 4444 %%%% !FEI*,T +129I,T .HINZDW4[/HS4 M>ZC=18"3-
&:BW4;J+#),T9J/=2[J+ 29HIFZES180ZBFYIE5Y*J(RC/T-95SWK5GZ&LJY[UO$9C77>L*\[UNW7>L*\[UT1*, M"\[UA7?>MV\[UA7?>MXC,6YK*GZFM6Y[UE7'4UJ@,Z7O5.0UE
R:),XJ[%%FHX4Z5HP14F(6*#VJ M[%;^U2009QQ6E#;].*S; JQVOM5E+3VK0BM?:KL=I[5BV(R5L_:I19^U;26? MM4RV?M63D(P?L7M0;+VKH?L?M2&S]JCF$U)]B]JZ'[%[4?8_:GS
<]]B]J/L?M70_8_:C['[57,!S_V/VH^Q^U=!]C]J M/L?M3Y@.?^Q^U)]C]JZ'['4?8_:CF YW[%[4ALO:NB^Q^U)]B]J7,!SALO: MC[%[5T7V+VH^Q>U+F YX67M3A9^U;_V+VIPL_:ES
82V?M4Z6?/2ME;/VJ5; M3VJ;@9<5I[5?AMNG%78[3VJW%;>U2V(AMX.G%:MO#C"%)#!CM5^&":LVQ$T M$>,5I0KC%5X8\5=B6H8%,59'2H$%3"LV(6BBBD(**** "BBB@ -)2FDH
** M** "BBB@04444 %%%% PHHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH 9333J::M'-(@EJE+5V6J4M:(Q90FK.F[UHS5G3=
MZWB9LH3=35&7O5Z;J:HR]ZZ(F,BJ]5VJP]5VKHB<\B,TTTXTTULC"0E%%%:H MR8M+24M40%)2TE T)1114LM"THI*45FS1$BU,E0K4R5FS1%F.K<55(ZMQ5BS
M:)>AJ_#5"&K\-82-XEZ*KD=4XJN1UA(WB6DJ=:@2IUK"1O$E%+2"EK,U0M** M2E%(H****104E+24 %%%%(84444 %%%% !1113$%%%% !1110(**** "BBB@ M I:2EH&%%%%
!1110 TU&U2&HVH B:HFJ5JB:F! U0-4[5 U,"%JA:IFJ%J8 M$9IHQIHH ;0**!0 X4M(*6@!:*** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "B MBB@ HHHH **** $-)2GI24)12TE "BGBF@4\"D]14JBF**F44 2(*G05&@ MJ9!0!(HJ5135%2J*0#@*>!2 4X4 **6D%+2 **** "BBDH 6BDHH **** "B MBB@ HHHH **** $-
%+1B@!**7%&* $HI<44 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !112T %%%% !112&@!#2$THA-,!":8QH8U&S4 (S5"S4YF MJ%FI@-9JB9J5FJ)C0 UC4;&E8TPFF A-,)I33:
"B@T4 %%%% "BB@4M !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444 M%%%% !1110 4444 %%%% !24M)0 AI#2FD- !2TE+0 X4\4P4\4 2+4JU$M2 MK0!,M3+4*U,M("9:E6HEJ5:)13Q3!3Q2 >**!12 **** "BBBD 4E+24 %% M%% !1110
4444P"BBBF,**** "BBB@ HHHI""BBBD 4444A"BBDI:!A1113 M****8"4QNE/J-JI#*TO2J%QWJ_+6?/6\1F3==#6'=]ZV[KO6)=]ZW0S M%WWK?
O.]8%WWK5#,*Z[UC7'4ULW7>L:X[UJAF;-WJG)5R;K5-ZV117?K49J1 MZB-6#$HI#0*"+DB]:N0U27K5V"F6C1MUSBM6VCSBL^V7I6W:1YQ4L"[;0YQQ
M6M;VV<<5#:0YQ6W:V^<<5DV(;#:^U7H[/VJY;VOM6E%:>U8R8C*6R]JD%E[5 MN)9^U3"S]JYW(#G_+%[4OV+VKH19^U+]C]JCF$<]]B]J/L7M70_8_:C['[4
MN81SOV+VI#9>U='IC]J3['[4U)]B]JZ/['[4?8_:CF YS[%[4?8?:NB^Q>U'V+VHY@ M.<^P^U'V+VKH_L7M1]B]J7,!SHLO:GK9>U=!]B]J<+/VHYA&&EG[58CM/:MA
M;3VJ5;7VJ;@9L=K[5U3I!CM4MB*\<..U7(XZD2'VJPD>*EL0D: M581:14J95J0'**D%- IPI"'4444@"BBB@!&Z55EZ59;I567I30RA/WK*N>]: ML_2LJY[UK$9C77>L.[[UN77>L.
[[UT1&8-WWK#NN];EWWK#NN]=$1F-<=ZRI MZU;GO65/6\2C-FJF_6KDU4WZUJAC*!24HJA$B]:G2JZU92@HLQBKD*U5B%7X M!4,1=@2M6VCZ51MDZ5L6L?
2LI"+MM#TXK7MX.G%5K6+I6W:P].*PDQ#X+;VK M0AM?:I;>#VK4@M_:L7("DEI[5*+3VK52V]JE%M[5FY$LQ?LGM2&T]JW/LWM2 M?9O:ES"N81M/:F_9/:MTVWM3?

LWM1S#,3[)[4GV3VK;^S>U'V;VHYAF)]D]J M/LGM6W]E]J/LOM1S 8GV3VH^R>U;?V7VH^R^U',!B?9/:C[)[5M_9?:C[-[4 MU;7
MV7VI1:^U+F$8PM?:I%M?:M<6WM3A;>U*X&:EM[582W]JO+;^U2K#[4KB*T<. M*M1Q^U2K#4ZQTK@-1*L(M(J5*JU+8ARBI!30*?4L!12T@I14B"BBBD 4444P M"FFG4TTT-
$+]*J3=#5M^E5)NAK: S+N>]85YWK=N>]85YWKIB4L"ZZFM^][U@77>M$,R9^IJH>M6I^IJH:L3"G"F4X52
M$B5:F6H%J=*T+)D%68UYJ",5U78[+VK1@M,XXK1AL_:L9,#&2Q]JF%A[5OQ MV7M4ZV/M6$I".;^P>U'V#VKIQ8^U'V'VK/F).8^P>U'V#VKI_L/M1]A]J.8# MF?L'M2?
8/:NH^P^U)[A]J7,!S/V#VI?L'M73?8?:G?8?:CF YC[![4?8/:NG M^P?[-'V#VHYPN*S)X/:NNN;3&>*Q[FVQGBMXL9S$T.*HRQUOW$'7BLR:+ MK6R&9+K4#"K\D?6JKKBJ
K&FFGL*8:3$Q*>IIE.6I$BW$:T(#TK-B-7X#0,U M[<]*V;4]*P[=NE:]L_2H8CH+0]*W[/M7-VC]*W[-^E92$=):=JW;4#BN=LWZ M5O6C]*YIB-
NW%:40XK+MFZ5IPMQ7+,18HHHK$@**** "BBB@ I*6DI %+24M M !1113 *#THH/2@"%ZJR5:>JDE:1&49^]9=ST-:DU9=ST-;Q*,6ZZ&L.[[UN M770UAW?>MXC,&
[[UA77>MR[[UAW7>MD,QKGO63/U-:MSWK*GZFM$,SY>M5FZ MU8EZU6;K6B 2E%-IPJT \5*E1+4R4QEB(3 (+;VJ_':^U6;>W MXZ5I16W'2N>4A&8+3VI?LGM6R+;VI?
LWM6?,08GV3VI#:>U;GV;VIIMO:ES M89M/:D^R>U;AMO:D^S>U/F&8GV3VH^R>U;?V;VH^S>U',,P_LGM1]D]JV_LO MM1]E]J.8#$^R>U'V3VK;^R^U'V7VHY@,3[)
[4GV3VK<^S>U'V;VHY@,/[)[4 M?9/:MO[+[4?9?:CF Q/LGM2?9/:MS[+[4?9?:CF$8GV3VI1:>U;?V7VH^R^U M+F QUM/:I4M?:M46WM4BV_M2YA&_[URU_WKJ;_+URU_WK
M>)1S5[U-8-SWK>O>IK"N>IK=#,U^M-I[]33*;(8Y:N0]JIKUJ[".E,I&E;UK M6U9-O6M;5# VK3M6_9]JP+3M6_9]JQD!OVG:MVT[5A6G:MVT[5A(DV;;M6K! MT%95M6K!T%<\@-
*&IZ@AJ>L62PHHHI""FL,BG4&@"E+'FLZ>+KQ6PZU4ECZU M:91SEU!UXK$N[?KQ767$.0:Q[J#KQ6\6!QMY;]>*P+RWZ\5VEW;]>*P;RWZ\ M5T192.-
NH.O%8US#UXKK;NWZ\5AW4'7BNF+*.9GCZU1D2MNXAZ\5FRQUNF,S MF%,JRZ5"RXJA#**6DI, S3U:HZ!4L"[$]:%O)TK(C;FKT+XQ6;0'06TW2MNU
MGQCFN7MY*UK>;&.:BP'56UQTYK5@N>G-]2^?QUK M#CN?>IQ<<=::0&@\W'6J,\FJTLOO5I#*URW6L:Z/6M*=\YK)N6ZU0&
M5<]ZRI^]:EP>M9<_>@"A+5<]:L2]:KFI8"K5F'K59>M6H>M9L1JVO45NV?:L M*UZBMVS[5E(DZ.QZBNDL>UCK72WHZUSMZO6NB('.W8Y-8MP.36[=CDUBW(Y-=,2C*F'6J4E
M7YAR:HR"MXC*YZTPT]NM,-6)A3A3:<*"431]:O0FJ$?6KL1Z4,T-*]*U+=N ME8\+=*T[=JRD(WK5NE;EHW2N=M7Z5N6;]*YY".ELVZ5O6C=*YNS?I6_:-TKF MD(Z"V/2M6#M6-
:GI6Q;GI6# T8^E2U#%TJ:LF0PHHHHI""BBB@ S2444@"BBB M@ HHHH ****8PHHHHI@%%%% !112TA"44M% "444AH ,TF:0FF%J8#RU-+5$7 MJ-I*=@)R]-+U6,M,,WO56
MF2D\RJ1F]Z;Y].PR]YE'F51_WI//"K18"^)* M<)*SQ./6GB?WHL,OAZ<'JB)J>):5A%S=2AJJB2I]*P%C-*#4(:GJ:5A$@I: M04M2 AJO)5@U7DJHC11GZ&LJYK5GZ&LJYK>)1C7?>L*
[[UNW?>L*[[UT1&8% MYWK"N^];MYWK"N^];Q&8MSWK*N.IK5N>]94_>M4!G3=ZI25=FJE)5H9":2@T ME(ACQ4L?6H14T?
6K1:+L0Z5H0KTJC".:TK=>E,HOVZ=*U;>/I5&V7I6S:Q]* MEB+=O#TK6MX.G%06L72MFVAZ<5C)B%AM_;K\5M[5-!![5HPV_M7/)B*<=K[5
M86T]JT8[;VJRMM[5A*0C(^R>U'V3VK:^S>U'V;VK/F),,VGM33:>U;OV;VII MMO:CF P_LGM2?9/:MS[+[4GV7VI\PS$^R>U'V7VK;^R^U'V7VI\P&)]E]J/L MGM6W]E]J/LWM3Y@,3[)
[4?9/:MO[-[4?9O:CF&8GV3VI/LGM6W]E]J/LOM1S M 8?V3VH^R>U;GV7VH^R^U+F PQ:>U.%I[5M?9?:E%K[4N81C"T]J>MK[5L"V MJ]J<+;VI]=$3&15>J[58>J[5T1.>1&:::
<:::V1A(2BBBM49,6EI*6J(" MDI:2@:$HHHJ66A:44E**S9HB1:F2H5J9*S9HBS'5N*JD=6XJQ9M$O0U?AJA#
M5^&L)&\2]%5R.J<57(ZPD;Q+25.M0)4ZUA(WB2BEI!2UF:H6E%)2BD4%%%%(MH*2EI* "BBBD,**** "BBB@ HHHHIB"BBB@ HHHH$%%%% !1110 4M)2T#"BB MB@ HHHH
::C:I#4;4 1-435*U1-3 @:H&J=J@:F!"U0M4S5"U,",TTTXTTT M-H%% H <*6D%+0 M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 % M%%% :2E-)0 F*444H% "@4]130*D44@'J*F04Q14RB@"1!4ZBHT%3**0$BB MI5%,45(HH <**8*>*0#Q10**0!1110 4444@"DI:2@ HHHH **** "BBBF M4444QA1110
4444 %%%%(04444@"BBBD(*6DI:!A1113 ****8"5&W2I*C;I M5(96EZ5GW'>M"7I6?<=ZWB,R+KH:P[OO6Y==#6'=]ZW0S O.]8%WWK?O.]8%
MWWK5#,.Z[UC7'>MFZ[UC7'>M449LW6J;UMD,K/UJ,U(_6HS5B8TTE! MHJ2"1>M7K?M5!>M:%MU%46C8M!TK?LDSBL.S&<5T=BO2H8S;LH^!70VU+Y%9\PC*^RCTI?LH]*U?
(H\BES",DVOM2?9O:M M;R*/(IW R/LOM1]E]JUO(H\BBXS)^R^U'V7VK6\BCR*+@9/V7VI/LOM6OY H M\BBX&1]E]J7[+[5K>0/2CR!Z47"YD_9?:C[+[5K>0/2CR!Z47 R?LOM2BV]J
MU?('I2^11<1EBV]J<+?VK2\@4ODTK@4!![5(L-7/*I?+I7 K".I E3;*7;2N M(C"T\"G8I<4"$I112T@"BBB@ HHHH :W2JLO2K3=*JR]*I#*$_2LJY[UJS]* MRKGO6D1F-
==ZP[OO6Y==ZP[OO71$9@W?>L.Z[UN7?>L.Z[UT1&8USWK)N.IK M6N>]9-QU-;Q*1FS53?K5R:J3]:U0QM I#2BF(D3K5F.JR=:M1TV46XA6C *H
M0UI6XZ5FQ&I:KTK;M$Z5D6HZ5NV:]*QDQ&Q:1]*WK2+I659ITKH+-.E+@<5SR8@C@XZ5+Y%6XXN*E\L5BY$LH>12>1[5H>6 M*/+%*XC.,'M3?
(]JTC$*;Y0IW&C.\CVH\CVK0\JCRJ=QF?Y'M1Y'M6AY5'E4 MK@9_D>U'D>U:'E4>53Y@,_R/:CR*T/*H\KVHN!G^0/2CR/:M#RO:CRO:BX&=
MY'M1Y'M6CY7M1Y7M2N!G^1[4>1[5H>5[4OE47 S_"*40>U7_*H\JBXBF(?: MG"+VJWY8I=E%P*PCIX2IME+MI7$1A:]85YWK=N>]85YWKIB4N?N^IKH+[O7/W?
4UHAF1/54]:LSU5-6)A3A M3*<*$2B5:G2JZU82M30M1"KT(YJE%6A ..!&C;ITK8M8^E9MJO2MNT3I4,#2 MM8U828BO': M>U6%M..E:,5N/2K2V_M7+.0&0+,>E'V,>E;0MQZ4?
9QZ5ES$&+]C'I1]C'I6 MU]G'I1]G'I1S 8WV/VI/L8]*V_LX]*/LX]*.8#%^Q^U*+/VK9^SCTIPMQ2YA M&+]C]J/L?M6U]G'I1]G%',!A-9^U59K/VKI&MQZ55EMO:KC(I')W%IUXK)N;
M3KQ78W%MP>*R;JVZ\5T1D4<7=6O7BL.ZMNO%=K=VW7BL&[MNO%=464<;=0=> M*R+B'&>*ZN[M^O%8EU#C/%;I@G-;]I+TKFF(Z>VDZ5JP/7/VLG2MB MW?I7-
)"-53D4M11-D5+6#)84444A!1110 4E!HI %+24M(HHHJ@"@]**#TH M A>JDE6WJI)6D1E&:LNYZ&M2:LNYZ&MXE&+==#6'=]ZW+KH:P[OO6\1F!=]Z
MP[KO6Y=]ZP[KO6R&8MSWK)GZFM:Y[UDS]36B&9\IYJJW6K,O6JS=:T0"4HI* M452 D6IDJ%:G2J&6X1S6G;#I6;#UK5MATJ6(U[1>E=!9)TK$LQR*Z*Q7I6$F M!MV4?
2M^TBZ<5DV*=*Z.SCZ5RS8B_;0].*TXH.!Q45K%P*U8HN!7-)B97$'' M2CR/:K_EBE\L5C<@S_(]J0P>U:/EBD,0HN!FF"CR/:M#RA1Y5.XS.\CVH\CV
MK1\JCRJ=QF=Y'M1Y'M6CY5'E47 SO(]J/(]JT?*H\KVHY@,[R/:CR*T?*]J/ M*]J.8#.\BCR/:M#RO:E\JBX&=]G]J/L_M6CY5'E4KB,[[/[4OD>U:'E"CRA1 M<"@(/:G"'VJ]Y0H\JE<"F(:>
(JM>70$HN(@">U/"5+LI=M*X$86G 4[%+B@! M*6BB@04444@%HHHHH **** "BBB@!C]*I7'2KK]*I7'2M8%(QKSH:YR_Z&NCO M.AKG+_H:ZHC.7O\
O7+7_>NIO^]MXE'-7O4UA7/4UNWO4UA7/4UNAF M<_4TRGOU-,ILECUZU*PKNWZ\5U]S!UXK%N[?KQ6\6,XR\M^O%8-W;]>*[2[MNO%8%W;=>*Z
M8LHXZY@Z\5E3P]>*ZFZM^O%8US!UXKHBQG/RQU5=*UIHL51D2M$QE)ABF5.Z MU":& VB@T@J&22(>:MQ-5-3S5B-J3*-.%\5HP2^]8T3U]<]%-
BKL4_3FBP'0QW'O5A;CWK"CN/>K"7'O5) ;'G^]0O-[U2$_O36FSWI MV DFDK-G?K4TDOO5*9ZH92G:LV8U>G:LZ8\T@*LE0'K4TAJ$]:EB%7K5J'K5
M5>M6X>M9L1J6O:MVS[5A6O45NV?:L9".BLNHKI+'M7-V745TECVK"0CH;/M6 M_:=JP+/M6_:=JYY"-FVZ5:JK;=*M5DQ,****0@/2J-R.M7CTJE<#K5(:,2['
M6L*\7@UT%T.M8=VO!K6(SF[U>M<]>KUKI[Q>M<]>KUKHB,YJ[7DUB7*\FNAN MUZUAW*\FNF(S&G%4)16G.O-9\HK>)13?K3#4CCFHS6@F)2BDI10A(E3K5N,U
M33K5J,T,LOQ-TK1@;D5E1-5Z!^16E820C4BZ"IZKQ=*L5BR6 M%%%%22%%%% "4444@"BBB@ HHHH ****8PHHHHH ****8!2T44A!1110 &F-3 MZC]57 MN_>K2 U6N?
>F&Z]ZQVO/>HC>^]5RC-S[5[TGVKWK!-[[TGVWWHY0.@%U[T]; MKWKG1?>]2+>^]'*!T:W/O4RW&>]K<< M^>]2T(UTDJ=&S6;'+FK<;U+0%U33ZA0YJ45FP
U!)4YJ"2G$:*$_>LNY[UJS MC@UEW/>MXC,6Z[U@WG>M^Z'6L&\'6NB(SG[SO6%=]ZWKSO6#=]ZZ(C,6Y[UE M3]ZU;GO65/WK5
9TW>J,G6KTW>J,O6J&0FDI33:EF;'BIHNM0"IXNM6BXFA M*U;<=*R[?M6M;#D4RC6M5Z5N6B=*R+1>E;UFO2H8&M:1]*W+6+I699ITK>M$
MZ5A)B+MO#TK3AAZ<5!;1]*U8(^E3$REY'M1Y' MM6AY8H\L5GU:/EBFF(47 SO(]J3R/:M'RA1Y5.XS.\CVH\CVK1 M\JD\JG<#/\CVH\BM'RJ3RJ.89G^11Y%:'E4>51<#/\CVI/(]JT?
*H\JBX&=Y M'M2^1[5H>51Y7M1<#/\ (]J/(]JT?*H\JE<1GB#VI?(]JO\ E"E\L47 HB'V MIXBJWY=+Y=*XBJ(J>$J?92[:+@1!:>!3MM+BD @IU)BEH ****0A110** "B MBB@!****
"BBB@ HHHH$%%%% !1110 4444#"EI*6@ HHHH **** $HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@!E--.H]T)FRA-U-49>]7INIJC+WKHB8R*KU7:K#U7:NB)SR(S333C
M3:V1A(2BBBM49,6EI*6J("DI:2@:$HHHJ66A:44E**S9HB1:F2H5J9*S9HBS M'5N*JD=6XJQ9M$O0U?AJA#5^&L)&\2]%5R.J<57(ZPD;Q+25.M0)4ZUA(WB2
MBEI!2UF:H6E%)2BD4%%%%(H*2EI* "BBBD,**** "BBB@ HHHIB"BBB@ HHH MH$%%%% !1110 4M)2T#"BBB@ HHHH ::C:I#4;4 1-435*U1-3 @:H&J=J@:
MF!"U0M4S5"U,",TTTXTTT -H%% H <*6D%+0 M%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M44E% "T4E% "T4E% !1110 449HH ***!0
M*!0***!12 **** "BBBD 4E+2 M4 %%%% !1110 4444P"BBB@ HHHIC"BBB@ HHHI""BBBD 4444""EI*6D,** M**8!1113 2HVZ5)4;=*I#16EZ5GS]#6A+6?<=#6\1F1=5AW?
>MRZ[UAW?>MT M,P+SO6!=]ZZ"\[US]WWK1#,.Z[UC7'>MFZ[UC7'>MD49LW6J;U;FZU4>M4,K M/UJ(U*_6HC5B8TTE*:2I,R1:T+7M6>M:%MVJC1;&[9=JZ6P'2N;LNHKI;#M6
M;8'3V"\"NGL5Z5S5AT%=/8]JPDQ&_:)TK8@3I65:=!6U!VKFJ/01:1.*E Q3 M4I]<39+84444B0HHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@
HHHH **** "BBB@!K=*]R]*M-TJM+30S/GZ5E7/>M6 M?O67<]ZUB,Q;KO6'=]ZW;KO6%=]ZWB,P;OO6'==ZW+OO6'==ZZ8E&-<]ZR;C
MJ:UKGO63<=36\1F;-5)^M79JI/UK5#&4M)2B@DD3K5J*JJ=:M14V67H:TK<5 MFPUIVW:LV(V;0=*W[,=*P;3M6_9]JYY,1T%D.E=%9KTK LNU=%9=JYI,1MVJ M]*V+=>!65:]JV;?
H*YI,1:48%+1161F%%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 &*3%+10 E%+24@"E%)2T %%%% M !1113 *::=3330T0OTJI-T-6WZ54FK:
S+N>]85YWK=N>]85YWKIB4]ZY^[ZFN@O>]<_=]36J QY^]535JXZFJ]JA2$IPI M@IPH1*)%JS'59:LQUJC1%N*M*W'(K.BZUHV_44,#8M!TK>LUZ5AVG45O6?:L
MVQ&_9+TKH+-.!6%9=JZ*SZ"L),#:M$Z5LV\?2LJT'2MJW'2N>;$7(DXJP% I MD8XJ2N*3U);"BBBI)"BBB@ HHHH **** "BBB@ J-
T!%244TQIF=/#Q65*WY5R*S[B/K6\&6*P;RWZ\5V%U#UK!O(.O%=<&,XV\@Z\5@70]:Z$QG)W,76LFX3K71W<76L2YCZU=QF),O6J3]:TKA>36?(.:=P M(32BD-
I$$J&K,;544\U.C519HQ/6A!)R*R(WJ[#)28'06LG2MNTEZ5S%M+T MK:M)>E9R$=99R]*Z&SEZ5R-G+TYKH;*7I6$D(ZJTDZ5M6S]*YJTEZ5MVLG2N M:2)-
Z%^*L@UG0/Q5U&S6$D2R:BF@TZLQ!1110 AHHHQ2 *6DI:0!1115 %!Z M44'I0!"]5)*MO522M(C*,U9=ST-:DU9=SWK>)1BW70UAW?>MRZZ&L.[[UO$9 M@7?>L.Z[UN7?
>L.Z[ULAF+<]ZR9^IK6N>]9,_4UHAF=+UJLW6K,O6JS=:M#&& MBG"FTX52$2+4Z5"M3I5#+D'45JVO45EP=:U;7M4L1NV0Z5TEB.E;$=)8KTKI+)>E<[8=!72V7:N2;
V[5.!6I&,"L^TZ"M)>ENJ(SE[_O7+7_'KJ;_O7+7_>MXE'-7O4UA7/4UNWO4UA M7/4UNAF<_4TRGOU-,ILECUZU+*.3N(>O%9DT>*Z.Y@Z\5DW$6,ULF,Q9$JJXK2
MFCJE(M.X%8TE.84VI)'"I4:H13U-,I%M'JRDE4%:IE>BP&E'+5J.:LI)*G26 MG8#8CG]ZL)/[UCI+5A)?>G8#6$U*9JSEEI_FT[67EJI*](TM5Y)*=@(IGJE M*U32O521J3
BE6X>M5$JY#VK)DFG:]JW;/M6';=16Y9]JQD(MZ&R[5TECVKF[+M7267:L)".AL^U;]IVK L^U;]IVKGD(V;;I5JJMOTJU63$P
MHHHHI""JEP.M6ZK3CBFAHQ[D=:Q+M>M;URO6L>Z7@UK$9S=XG6N?O$ZUU%XG6 ML"\CZUT1 Y>\3K6'=)R:Z2\CZUAW4?6NB)1@7"]:SIA6Q<)UK+F6NB(S.D'-
M0FK,J\U7/6M!L;2BDI13)1(O6IT-5UZU*IH994TT-%65L50FDQFK$[]: MR[F7&:T2&13S8SS6;/ M^]:J(&L][[U U][UAR7WO59[[WJN49T)O^>M)]O]ZYDW_O33?^]'*)G4"_\
M>I$O^>MM6;H:R[GO6T2C%N^]8-YWK?N^]8-YWKIB,Y MZ\[U@W?>M^\[U@7?>NB(&+<]ZRI^]:MSWK*G[UJ@Z;O5&7K5Z;O5"7K5#(3
M24II*AF;'+4\76H%J>+K5HN)I6]:]MU%9%O6Q:]J91MV@Y%;]F.E8-IVKH++ MM6;8C?LUZ5OVB]*PK+M6_:=JYYL1L6R]*UH%Z5F6W:M: =*Y9LDNQ+4XXJ./ MI4EMXF;*$W
M4U1E[U>FZFJ,O>NB)C(JO5=JL/5=JZ(G/(C--IQIM;(PD)1116J,F+2TE+5$ M!24M)0-"4445#*0HI12"E%0S5$BU,E0K4R5FS1%F/K5N*JD?6K<58LVB7H:O
MPU0AJ_#6,C>)>BZ5QJ%C3 8QJ- MC3F-1DTP$)I*":2@ HHI:8"44M% !2B@44 %%%%(HHHI@%%%%(HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH 2BBB@ HHHH *44E**
"BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ I*6DH 0TAI32&@ I:2EI@.%/%,%/%("1:E6HEJ5:)EJ9:A M6IEH
F6I5J):E6D!**>*8*>*0#Q10**0!1110 4444 %)2TE !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%%(04HI*44#"BBB@ HHHI@)3&I
M],:FAHJRU0G[UH2UGW'2NB(S(NJP[SO6Y==ZP[OO6R&8%YWK N^];]YWK N^ M]:H9A77>L:X[ULW7>L:X[UK$9FS=ZIR5E:-
MU%9RUHVW44S1;&]9=JZ2P/2N:LNU=)8'I64F!U5@>!73V)Z5RM@ M>!736)Z5SR8CI;0]*VK<\"L&T;I6U;MP*YI$FDAJ2H(S4P-]:Q&8UUWK"N^];
MMUWK#N^];Q&8%WWK#NN];MWWK"NN]=,2C&N>]9-QU-:USWK)N.IK=#,V:J3] M:NS52?K6J&,I124HH))$ZU:CJJG6K4=)EEZ'M6G;=JS(:T[?M6L*\Z&MVYZ&L*\Z&NF(SG+
[O7,WW>NFON]M68ZT-"Y M%UK1M^U9L5:5OVI,#9M.HK>LSTK M>U;UF>E9L1T=D>E=#9G@5S=D>E=#9G@ M5A(1T5H>E;5L>E8-H>E;5LW2N>1)JQ'BI:KQ-
5BN22U$PHHHJ1!1110 4444 M %%%% !1110 4444 ,<53F3.:NM4$BUI%E(QKF/K6+=P]>*Z6=,YK(NHNM=4
M6,Y*\AZ\5SU[#UXKL;R'K7.WL/6MU(9Q]Y%UXK!NX^M=9>Q=:YZ\BZUHF,YJ MY3K6;*O)K;NH^365,O)JTQ1S13W7FF50A14JFHA3@:I#+2-5N)ZSE:K$;;\ MT#-
JWDZ5L6LO2N<@DZ5K6LO2H8CJK.;I70V4W3FN0M)NG-;]E-TK&2$=A9S= M.:W;67I7)6]9,_4U MK7/>LF?J:T0S.EZFJS=:LR]359JL!M.%-IPIH"1:L1U76K$=,"Y#U%:UKVK)
M@ZUK6O:I8&]9=JZ2Q[5S=EVKI+#M6$Q'3V!Z5TED>ENCO.]NIU#O M7+7_'K>)1S5[U-85SU-;M[U-85SU-;H9G/U-
,I[]33*;)8]>M7(>U4UZU0C9MNU:L':LJV[5JP=JYY$E^+M5D=*K1=JLCI63$PHHHHI""BBB@ HH MHH *8PI](: *DJ51FCSFM1US561,UM%E&%<0]>*QKJ#KQ73SQ5EW,&<\5O%C
M.0N[?KQ6#>6W7BNSN[?KQ6%>6_7BNB,BCB[JWZ\5BW,&,\5U]W;]>*PKN#KQ M6J8SEKB+K6?+'UKH+F'K65/%C-6F!D.M1D52F%ZB M9Z $D>J[M3G:H6-2Q#2:04A- K-
@3)UJY#5-.M78:R8C3MNHK-N:E@:]N_- M;-I)TKGH'Y%:]K)TK)H1U5E)TKI+&3I7(6E8M =A92=*Z"TDZ5R5 ME+TKH;2;I6,D(Z6!^!5Y&R*QK:7@5HQ25SSB(N
TM1JU/!K!HFPM%%%(0444 M4 %%%%(I*6B@!,44M% "44M% "4M%%, HHHH ***,T -8X%4YWZU8E? K.N M).M6D4BGZZ\ULD!=EO/>JCWOO6;+=>]5'NO>KL,UVO?>
MF&]]ZQ#=<]:8;KWI-"9O?;?>I([WGK7.BZ]ZECNN>M*P(ZVWO,XYK6M;K..: MXZVN.1S6U:3].:EH9V5I<=.:W;2;...:X^SFZ5T=E)TK)H1U=I)G%;=JW2N;L
MFZ5T%H>!63$;=ZZ(C.>O.]8-WWK?O.]8%WWKIB!B7-9,_>M:YK) MG[UJ@,Z;O5&3K5Z;O5&3K3&0FDI33>]2S-CQ4\76H!4\76J1<32M^U;%MU%8
M]OVK7M>HH91N6G:N@LSTKG[/M6_9=JS8CHK,]*Z"T/2N>L^U;]IVK"1)NVQZ M5K0'I6/:]JUH*Y9B-&,\5+4,72IJYGN2PHHHHI""BBB@ HHHH **** "BBB@ MHHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "B MBBB@ HHHHH ****0"4444 %%%% !1110 4444P"BBB@ HHHHH **** "BBB@ HH MHHH **** "BBB@ HHHHH **** "BBB@ HHHHH
**** "BBB@ HHHHH **** "BBB M@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH ****
&4TTZFFK1S2():I2U=EJE+6B,64) MJSIN]:,U9TW>MXF;*$W4U1E[U>FZFJ,O>NB)C(JO5=JL/5=JZ(G/(C--IQIM M;(PD)1116J,F+2TE+5$!24M(:!H2BBBH92%%**:*
<*AFJ)%J9*A6IDK-FB+, M?6K<55(^M6XJQ9M$O0U?AJA#5^&L9&\2]%TJY'5.+I5R.N>1O$M)4ZU E3K6 M$C>)**6D%+69JA:44E**104444B@I*6DH ****0PHHHHH ****
"BBBF(**** M "BBB@04444 %%%% !2TE+0,**** "BBB@!IJ-JD-1M0!$U1-4K5$U,"!J@: MIVJ!J8$+5"U3-4+4P(S333C330 V@44"@!PI:04M "T444 %%%% !1110 44 M44 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 % M!HH- "4444 %%%% !1110 E(:6D- !1112 44X4T4\4 / J113%J510!(HJ9 M14:BIE%("114RBHU%3**0#U%2 4U13Q0 X"G4@I: "BBB@
HHHHH **** $HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH ****0!111 M0 4444)1110 "EH%%,!:*** "D-+2&@!I-,)IQJ-C0 UC43&G,:A8TP&L:@
MJE1+.BM#TK9MS6):'@5M6_05S2)-&, M\5.IJM'5A:QD(DHI!2U @HHHH **** "BBBE< HHI,T7 6BDS2T7 ****+@% M%%%%P"BBBBX!1111< HHHI %%%% !1113 **** "BBBF
4444 (W2JLM6FZ5 M5EIH9GSUEW/>M2>LNY[UK$9C77>L.[[UN77>L*[[UO$HPKOO6%==ZW;OO6%= M=ZZ8C,:Y[UDW'4UK7/>LFXZUNAF;-5)^M79JI-
UK5#&4HI*!2))4ZU:CJHG6 MK0BT.E%%%9D!1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %--.IC4T-
$3U4FZ5;>JMH#,RYZ5A7G0UN7/2L.\Z&NB M)1SE]WKFK[O72WW>N9O^];(9S=[U-8%WWK?ONIK N^]:H#'G[U4-6I^IJJ:H
M3&TX4VG"FB42+UJPE5UZU8C%6:%N+K6E;]16=%6C;]128&Q:]JW;/M6#:]JW M;/M64A'0V1Z5T-F>!7.V?:N@L^U82)9OVAZ5LVYX%8EH>E;-N>E82)-6(]*M M*>*IP]JMI7-
(0ZBBBH ****5P"BBDI7 6BDHHN M%)FEIW ****8"&HG%34T MBFF-%*5,UFW,?!XK8=Q=:U3&3I28'26DO2 MMZSFZ"7.*YFTFZ2$;L3U91JS89,U=C:N>0BT*=3%-/K,EA1112 ****
M "BBBF 4444 0O562K3U5DK2(RA/TK+N>]:D_2LNY[UO$HQ;KH:P[OO6[=]# M6%=]ZZ(C,"[[UAW7>MR[[UAW70UJAF+<]ZR9^IK6N>]9,_4UHAF=+U-5FJS+ MU-5FZU8#:
<*;3A30$BU.E0+4Z4P+L'45K6O:LF#J*UK7M4,#>LNU=)8]JYNR M[5TEAVK"8CIK'H*Z2R[5SECT%=+9#I7),1O6HX%:2_=K.M1P*TEZ5S2)8M%% M%02%%%% !1110 4444

%%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 -?I5&?H:O/TJC/T-:P*,: M\
[USE_WKHKSH:YR_[UU1&N6O^]=1J'>N7O^];Q&]36%<]36[>]36 M%<]36Z*,Y^IIE/?J:939+'KUJY#VJFO6KD/:F-&E;]16M;=JR;?J*UK;M4,9
MM6G:M^S[5@6G:M^S[5C(1OV?:MZT[5@V?:MZT[5SR$;-MVK5@[5E6W:M6#M7 M/(DOQ=JLCI5:+M5D=*R8F%%%%(04444 %%%% !1110 UA4#I5FF,M4F,SY8^
M*SYX?:METJI-'6R8SF[F#KQ6'=V_7BNMN(>M8UU!UXK:,BCC;NWZ\5@WEOUX MKL[NWZ\5@WEOUXK92&
<;=0=>*Q[B'KQ75W=OUXK$NH>O%:IC.#3U:HA3A5(:)U:I5:JZFGJ:L99# MT[?5<&G;J8$I:HV:FEJ8QH 1FJ,FE)IA-0Q!FG"F4Y:S8BPE7(>U4X^M78>U
M9,1IVW:MNT[5BVU;=GVK&0CH++M71V7:NZBZ\5M$9REY#UXK NXNM=;>0]>*P+R+KQ73$HY.[C MZUBW,?6NGO(NM85U'UK>+&
<_.M9\HYK7N$ZUF3+6R&4R*2GL*;5@%%)12$.! MJ9&JO3T-)@:,#\UK6TG2L.%N:TK=^E0QG2VWFSCFL)H M1N1R5.K5G12U;C>N9H3+0-+3%.:?6;)"BBBD 4444 %%%% !1110
4444 %% M%% !112$T !-1L]#MBJ\DE4D,;-)Q65:L7$W6L>ZFZ\UM%%%2[FZ\US] M[/UYJ]>3]>:Y^]GZ\UM% 4+V?KS7/7D_7FK][-UYKG[N;K6R0RI=3]>:R)Y^ MO-
374O6LJ>2M4@"6?WJJ\Q-,=R341-5L#=AQD/K32Y]:8329J6S-R) Y]:EC MD((JL*D2A#BS8M93QS6[9R=*YNUSD5OV744FC0ZBQ?I736#=*Y>P'2NHL!TK
M&0CIK$]*Z.S[5SM@.E=)9KTK"0C9MQP*OITJG;C@5=3I7/(0[M3'Z5)VIC]* ME"11G[UEW/>M6?O65<]ZVB68UWWK O.];]WWKG[SO73 #G[SO6!=]ZWKSO6#
M=]ZZ(C,2YK)G[UK7/>LF?O6J SIN]49.M7IJHR=:H9";;WIQIM0S-CQ4\76J MXJQ%UJD7$TK?M6O;=JR+>M>UZBAE&Y9]JW[/M6!9]JZ"R[5G(1T%EVKH+3M6
M!9=JZ"S[5A(DVK4=*UH!TK*M1TK7@'2N68B]$.*EID8XI]<[)84444A!1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%%
!1110 4444 %%%%(!**** "BBB@ HHHH ****8!1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% #*::=335HYI
M$$E4I:NR53EZ5HC%E":LZ:M&:LZ:MXF;,^;O5*7O5V;O5*7O71$QD5)*@:IY M*@:NB)SR(S3#3S3#6R,)"444"M49,6BD%+5$!24M)0-"9HHHJ&4A13A313AU MK-FJ'K4Z5
M3)4,T1:CJW%52.KD58R-HEV&K\/:J$-7X>U82-XEZ*KL?2J45 M78^E82-XEI*G6H$J=:PD;Q)!2BD%**R-4+2BDI104%%%%(H*2EI* "BBBD,* M*** "BBB@ HHHIB"BBB@
HHHIB"BBB@ HHHI %+24M PHHHH **** &FHVJ0 MU&U 35U2M434P(&J!JG:H&I@0M4+5,U0M3 C---.--- #:!10* '"EI!2T M +1110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11
M10 4444 ***!10 4444 %(:6@T)BC%%% !BBBB@ HHHH ;2&G4E "4=Z** M%%/%- IZT@)%J514:U,@H E05,HJ-!4RBD!*HJ514:BIE%(!RT\4T4\4 +2T M44 %%%% !24M)0 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1112 **** "BBB@!**6B@ %+0**8!1110 4TTZF&@!K&HF M-/8U$QI@1L:AJ]:H9C77>L*[[UNW?>L*\[UO$H
MPKSO6%==ZW;SO6%==ZZ8C,6Y[UDW%:USWK)N*WB,S9JIMUJY-5-NM:H8R@44 M"D22)UJU'55.M6HZ;*+T/:M2V[5E0]JT[8]*RD!N6G:M^S/2N>M#TK?LVZ5S
MR1)TMD>E='9'I7,V3=*Z&S;I7-)".CM#TK9MSP*P;5^E;-N_ KGDA%^BD4Y% M+69 4444 %%%% !1110 4444 %%%% !1110 4444 %%&:,T %%&:,T %%&:, MT %%&:,T %%&:,T
%%&:,T %%%% !1110 4444 %%%% !3&IYIC4T-$3U3F[MU<>JDW>MH#,JYZ5AWG0UNW/0UA7G>NF(SG+[O7,WW>NFON]0A]%%%0 4&BDJ6 4445(!111WI@%
M+FDHI@+10**8!2&EHI@1L*JSIQ5TBJ\R\5<6,P[J/K6#>Q]:Z:Y3.:Q+N/K6 MT6,Y&]BZUSE[%UKL;V+K7.WL/7BMHL9Q]Y%UK$N8NM=7>0]>*PKJ'KQ6\6,Y MV:/FJCI6O/%UJA(E;
(9185">M6G6J[#FM$,92@\TAI*"2=&J]_2LY35N%NE M!1MV\G2MBUEZ5SL#]*U;:7I6;0CJ;2;IS6_9S]..Y&UFZ2$=/;R=*T87K"MI>E:L#]*YI(1J1FIJJQ-5D M=*R9+%HHHI""BBBD
4444P"BBB@"%ZJR5:>JLE:1&4)JR[GO6K-65<]ZWB48 MUWT-85WWK=NNAK"N^]=$1F!=]ZP[KO6[=]ZPKKO6R&8MSWK)N.IK6N>]9-QU M-:
(#.E[U5;K5J7O55NM4,2G"FTX50$BU.E0+4\= R[!U%:UKU%9$/45K6IY% M2Q&_9=JZ2Q_AKF;,]*Z.Q;I7/(1U5B>!7261Z5R]BW KH[)^!7+-".EM3TK2 M7I6/:OTK5B;
(KFDB624445F2%%%% !1110 4444 %%&:,T %%&:,T %%&:,T M %%&:,T %%&:,T %%&:,T %%&:,T %%&:,T %%&:,T %%&:,T %%& M:,T %%%% !1110 4444 -?I5&?
H:O/TJC/T-:P*1BWG0USE_WKH[SH:YR_[U MU1&N7O^]=1?]ZY>_[UO$9S5[U-85SU-;M[U-85SU-;HHSGZFF4]^II ME-
DL>O6KD/:J:]:N0]J8T:5OU%:UMVK)M^HK6MNU0QFU:=JW[/M6!:=JW[/M M6,A&_9]JWK3M6#9]JWK3M7/(1LVW:M6#M65;=JU8.U<\B2_%VJR.E5HNU61T MK)B84444A!1110
44E%(!:***8!2$4M% $;+4$B5:(J-EXJDQF5/%UK)N8>O M%=!,E9UQ%UK:+*.6NH.O%85Y;]>*Z^YAZ\5BW=OUXK>+&<7=V_7BL*[M^O%= MG>6W7BL&[M^O%;18SD+F#K67-
%C-=/=6_7BLBXAZ\5LF,P94Q55UYK5FB]JH M2I6B8RH:2GL.:95 Q12BD%**I AXIXI@IPK1%#P:7--I:H)IA-.-,- #2:; M2FDJ&
(*>M1U(M9L18CZU=A[52CZU=AK*0C4MJV[3]*Q+:MNTZBL)".@LNU=' M9=JYRR[5T=EVKGD(Z&SZ"MZU[5@V?:MZU[5SR$;%O5P=*IV_:K@Z5DR6%%%%
M(04UJ=2&@"%EJ"1*MD5$ZU2&9<\=95U%UK?F2LRYCZUO%C.7NX>O%8%Y#UKK MKN+@\5@WD/7BNB+&<=>1=>*P+N+KQ77WL/7BN?O(>O%;Q91RUS'UK)G3DUT5
MU%UK(N(N36R8S(=:A(Q5V1,56=:NX$-%*13:!!3E/-,I0:0BU$W-7X'Q67&W M-787I,HW+:3I6Q:S=*YR"3%:=O-C'-0T(ZRTN.G-;UI<].:XVUN.G-;=K<]. M:S: [2UN>G-;-
M<=.:XVTN>G-;=K<].:RDA'6O3^]:,4N:YJWN.G-:D$_3FL M'$3-V-ZL*LZ>XZ\UJHC"YGZ\UBW=QUYJ2YN> MO-
8MU<]>:VC$9!>7'7FL"\GZ\U9N[CKS6'=S]>:V2&4[R;K6%=2=:O74V:;BDR&,(I,5)BC;2L1RC M31KD MBA4)JY!#R.*:5C2,;%BTCZ5T%E'R*SK2#IQ7064'(XJ9%&M81]*ZBPCZ5C6,
M/3BNFL(NE82$;=BG2NCLTZ5C64?2N@M$Z5A(1I0+P*MKTJ&)>*G%]:L]95SWK:)9BW?>L"][UO7?>L"\[UTP Y^\[U@7?>M^\[MU@7?
>NB(S$N>]94_>M6Y[UE3]ZU0&=-5&3K5Z:J,G6J&0FFTXTG>H9FQ15B+ MK4 J>+K5(N)I6_:M>U[5D6_:M:V/(ILHW;/M7061Z5SMH>E;]F>E9R$=)9'I
M7069Z5S=FW2N@M&Z5SR)-^U/2M>]*Q+5^E:T#]*Y9H1JQGBGU!$_%3]:YV2 MPHHHHI""BBB@ HHHH **,T9H **,T9H **,T9H **,T9H **,T4 %%%% !111 M0 4444 %%%% !1110
4444 %%%&: "BDS1F@!:*3-&: %HI** "BBB@ HHHI M %%%% !1110 4444P"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH ****
&4TTZFFK1S2()*IR]*N253EZ5HC%E":LZ:M&:LZ:MXF;,^; MO5*7O5V;O5*7O71$QD5)*@:IY*@:NB)SR(S3#3S3#6R,)"4"B@5JC)@*6D%+
M5$!2&EI#0,2BBBH9:%%.'6FBG#K4,T0]:F2H5J9*S9HBU'5R*J<=7(JQD:Q+ ML-7X>U4(:OP]JPD=$2]%5V/I5**KL?2L)&\2TE3K4"5.M82-XD@I12"E%9&J
M%I124HH*"BBBD4%)2TE !1112&%%%% !1110 4444Q!1110 4444Q!1110 4 M444@"EI*6@84444 %%%% #34;5(:C:@")JB:I6J)J8$#5 U3M4#4P(6J%JF: MH6I@1FFFG&FF@!M
HH% #A2T@I: %HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** %%% HH **** "BBB@!**** "B MBB@ HHHH
2DI:2@!*!12B@!14BTP5(M("1:F05&HJ9!0!*@J=142"IE%("51 M4JU&M2BD X4\4T4X"@!:*** "BBB@ I*6DH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHI %%%% !1110 4444 ***! M13 ***2@ -,8TXU&QI@,8U"QJ1C4+F@")C4+FI'-0.:8$;&HF-/8U$QH :33 M32DTTTP$-%%% !1110 M+24M, HHHH **** "BBB@ HHHH ****
"BBBD 44 M44 %)2TE !1110 4444 +1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%%
!24M)0 AI#2FD- !2TE+3 <*>*8*>*)%J5:B6I5I 3+4RU" MM3+0!,M2K42U*M("44\4P4\4@'BB@44@"BBB@ HHHH *2EI* "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH
****0@I124HH&%%%% !1113 2F-3 MZ8U-#16EK/GZ5H2UGS]*Z(E&1==ZQ+OO6W==ZQ+OO6R Y^\[U@7?>N@O.]8%
MYWK5#,&Z[UC7'>MFZ[UCW/>M4,S)N]4Y*N353DK9%%9^M1FI'ZU&:L&,-(*4 MT@J3(>M:%MU%4%K0MNHH-%L;=GU%='8]JYRSZBNCL>U8R!G36':NEL>U=Z
MW;KO6'>=ZZ(E&#>=ZPKKO6[=]ZPKOO71$9BW/>LJX[UK7/4UDS]ZWB49DPJF M_6KLU4WZUL@(Z4444$CUZU9BJLO6K,=#19=AK2MSTK,B-:$!Z5FT(V[5NE;M
MFW2N=MFZ5MVC]*QDB3J+-^E=!9R=*Y2TEZ5NVDW3FN:2$=5:R].:V+>;IS7+ MVT_3FM6"XZ]9IN?>D^T^]'*!I>=1YWO69]IZ3[3[T^4#4\[WH\[WK+^T^]'V MGWHY0-
3SO>CSO>LO[3[T?:?>CE U/.]Z/.]ZR_M/O1]I]Z.4#4\[WH\[WK+^ MT^]'VGWHY0-/S_>CS_>LS[3[T?:?>CE T_/]Z/.K,^T^]'VGWHY0-3SJ/.K+ M^T^]'VGWHY0-
3SO>CSO>LO[3[TGVGWHY1FKY_O2>?[UE?:?>C[3[T]/%Q[T6 TA+3A)6E8"?-&:C!IP-(!U-:G=J:::&B)ZJ35<>JDU;0&95SWK"O.];USWK"O M.]=,1G-WW>N9ON]=/?=ZYF^[UJAG-
WO>N?N^IKH+WO7/W?4UHAF//U-5#5N? MJ:J&K$QM.%-IPIHE$B]:LQU67K5F.M"RW%6C;UG15HV_45+ U[7M6Y9]JP[7 MM6Y:=JRD(Z"S[5T%GVKG[/M706?
05A(1NVG:MFW[5C6O:MBW[5SR)-.&K:54 MAJVE82$24445F 4E+25(!1114C"CO110(****H!112"EI@%%%%, J*4<5+3' M'%-
9EPG6LBZCK>F7.:R[B/K6L64*Y^]AZ\5UUU%UXK"O(>O%;Q8'' M7D'7BL*[AZ\5U]Y!UXK NX.O%;Q8SEKB+K69-'S707476LFXCP36Z*,>5:IR
M#FM&9>M4)1S6J&0&B@TE(AC@:LQ-545,AJBD:4+]*TK>3I6-$]7H9.:EH9T- MM+TYK;M)NG-2$=9:2 M]*V;:3I7-6@:KJ'BLRW?I5^-N*QDA,FHI :6LR0HHHH * M***
"BBB@"%ZJR5:>JLE:1&49JRKGO6K-65<]ZWB48UUT-85WWK=NN]85WWK MIB,P;OO6%==ZW;OO6%==ZU0S%N>]9-QU-:USWK)G[UH@,Z7O59NM6I>M56ZU M:&
(*44E**H"1:G2H%J9*8RY#VK4MCTK*A/-:5L>14-"-^S;I70V3]*YFT?I6 M]9R=*QDA'664G KH;.7I7)6M)^G- M]9IN?>D^T^]/E&:?G>])YWO69]II/M/O3Y0-
3S_>D_WK,^T^]'VGWHY0-/S M_>CS_>LS[3[T?:?>CE T_/\ >CS_ 'K,^T^]'VGWHY0-/S_>CS_>LS[3[T?: M?>CE T_/]Z//]ZS/M/O1]I]Z.4#3_WH\X>M9GVGWH^T^]'*!I^LS
M[3[TGVGWHY0-3SO>CSQ67]I]Z/M/O1R@:GGBE_WK)^T^]'VGWHY0-;SO>CS MO>LK[3[THN?>CE&:GG4OFUF"X]Z<)_>ER@:0EIPDK.6;WJ59?>E81>#TX-51 M9,U*KTK
3YI;I5*X'!K6!2,6\Z&N]85SU-;M[WK"NJV11G/UI ME/;K3*HECUZU1:HS1YS6FXR*K2)F MK3*,.XAZ\5DW-OUXKI)HLYXK.N(,YXK:+&*92@U:&/S2TP&ES5@*:8:= M330
TTE*:2I9(E2+3*>M9L"Q'UJ[#5*/K5Z'M64A&G;5MVG:L6VK;M.HK"0C M?LNU='9=JYVR[5T5EVKGD2=#9]JWK7M6#9]JWK7M7/(#8@[5<'2J<':K@Z5B MR6%%%%(04444)BFE:?
10!5D3BL^XCZUK.N:I3)6T648%U%UK"NX>O%=3M;Q8SD+R#KQ7/WD'7BNRO(.O%8%Y!UXK>+&<==P=>*Q;F+KQ767<'7
MBL.ZAZ\5LF,YR:.J4B=:V;B+KQ6=,F,UJF,SW%1&K$BU7:G<3$H!I#25-R25 M3@U9B>J8-2HV*HI&I%)5^&;IS6-
&]6XI<8YJ6AG0V\^,YZK\4_O7,0773FM&&Y]ZRE$1T*3^]2B;WK&CN?>IUN/> MN=Q$:@E]Z7S:S1/[T\3^]3RB-#S*7S!ZU0$_O2^=[TN4"]Y@]:/,JCYWO69
MO1RB+OFT>;5'S_>FF?WHY0+YEJ-IO>J37'O4+W'O342D6I)_>J4MQUYJ"6Y] MZH377O6RB,GGN>O-95Q==>:CN+KKS63:Q
MKFZZ\ULH@)=7/7FL:YGSGFEN;GKS65<3]>:T2&,N)NO-9<\G6I9YL]ZSY9*J MPR&9ZJ,WR1Q20P].* MU;6WZ<5+ FM+?
IQ6_96_3BJMG;].*W[*WZ<5E)@7K*#IQ71V4/3BJ%G!TXK? MLX<8XK"3)-*SCZ5N6R8 K.M8^E;%NO K"3$7(QQ3Z1.E.KG8F%-?I3]:_2A MBC<5DW/>M6?O63<]ZVB48MWWK
O.];]WWK O.]=,!G/WG>L&[[UOWG>L"[[U MTQ&8MSWK)G[UK7/>LJ?O6J S9JHR=:OS=ZHR=:H9";;3C25)#%%3Q=:A%3Q5 M212-"#M6K;GI63":T[<]*+%&Y:-
TK>LWZ5SEJW2MNT?I4-".FLWZ5O6DG2N7 MM)>E;=K-TYK"2$=/;2]*U8)>E]65 MN?>L)1$:OG>]'G>]9GVGWH^T>]1RDFEYWO2&;WK-^T^]$;GWHY0-$S>]'G>] M99N?
>C[3[U7*,T_/]Z//K,^T^]'VGWHY0-3SJ/.K+^T^]'VGWHY0-3SZ//K+ M^T^]'VGWHY0-3SZ//K+^T^]'VGWHY0-3SA1YWO67]I]Z/M/O1R@:GG>]'G>] M9?VGWH^T^]'*
(U/.]Z/.]ZR_M/O2?:?>CE U?.]Z/.]ZROM/O1]I]Z.4#5\[MWH\[WK*^T^]'VGWHY1FKYWO1YWO65]I]Z<+GWILL7'O3Q<>] M%@-'S/>E\RL\3^]2";WI6 N[Z4-5025(KT6 L;J<#4
:G@T@)E:(Q90FK.FK1FK.F MK>)FS/F[U2E[U=F[U2E[UT1,9%22H&J>2H&KHB<\B,TPT\TPULC"0E HH%:H MR8"EI!2U1 4AI:0T#$HHHJ&6A13AUIHHIPZU#-$/6IDJ%:F2LV:(M1U)
(*4 M4@I161JA:44E**"@HHHI%!24M)0 4444AA1110 4444 %%%%,04444 %%%%, M04444 %%%%(I:2EH&%%%% !1110 TU&U2&HVH B:HFJ5JB:F! U0-4[5 U,
M"%JA:IFJ%J8$9IIQIHH ;0**!0 X4M(*6@!:*** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBBD 4444 %%%% !1110 HHI**8"T4E% "T4E% M !1110 44&C- !11FDS0 4E+10 E**2G"@!14BBF"I5%
("114R"HE%3H*)4 M%3J*B2IEI 2+4HJ-:E%(!PIPIHIPH **** "BBB@ I*#10 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1112 **** "BE% M%
!BC%%% !1113 *2@TAH 0FHV-.)J)C3 8QJ!S4C&H7- $3FH&-2N:@8TP& M,:B8T]C49I@--)2FDH **** "BBB@!:6D%% "T4E+0 4444 %%%% !1110 4 M444 %%%% !1110 4E+10
E%+10 E%+10 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4E+24 (:0TH#0
4M)2T .%/%,%/% $BU*M M1+4JT 3+4RU"M3+2 F6I5J):E6@"44\4P4\4@'BB@44@"BBB@ HHHH *2EH- M "4444""BBB@ HHHH&%%%% !1110 4444 %%%% !1110
4444A!2BDI:!A11 M10 4444P$IC4^F-TIH:*TM9_>M"2J%QWKHB,R+FL.\[UN7/>L.\[UNAF!>= MZP+OO6_>=ZP+OO6J&85UWK&N>];-UWK&N>]:Q&9DU4Y*N353DK9#*
[U$:D>H MS5@QAI!2FDJ3,D7K6A;=16>O6K]MU%!HC=L^U=%8]JYRS[5T=B>E8R$=-8]! M72V7:N:L.U=+8]JYY".AM.U;%OT%8]IVK8M^U<\B31CZ586J\?2K"U@Q#Q2T
ME+68@HHHH ****0 :2EI*0!11118 HHHH ***2F M%)118!:*** "BBB@ HH MHI %%%% !1113 6BBB@ HHHI@%%%% #6Z56EJRW2JLM4AHH3UEW/0UJ3]ZR[MFM8C,:Z[UAW?>MRZ[UAW?
>MRZ[UAW?>MXE(P;VK7U;MFZ[UC7D:LFVZ[UCW/>MFZ[UC7/>IH3EZ#$=D>G=FR$]K<>TG=GC5[Q#.-KJ][7NM<%<9H%=;@=.O>:7@MJ\LC9QZ+:Q0DQ
;IN_>D-W[U@F]]Z3[;[T<@&]]K]Z/M?O6!]K]Z/M?O1R@:GG>]P!K]Z3[7[U@_;/_>CS_>EX:7?M4^>%]T[U@5.,7X'>&FE:Q0VR[SRYH0\/3?UK&B6H>:<SW6I]7EX-KZ^4D_:J-T_N_"
MWE!^RPQPCI+AV\0_ROW86F*L4=7*>E81TMCHGU'H*JYZ5FTSZ^FT7L:8X=;,5YUN:H;?>:K4L6T$D6K
^U^]'VGWHY0-/S_>CS_>LS[3[T?:?>CE T_/]Z/.K,^T^]'VGWHY0-3SJ/.K+
1O52:KC54F%:P&95SWK"O.];UUWK!O M.]=41G-WW>N9ON]=-?=ZYF^[UJAG-WO>N?N^IKH+WO7/W?4UH@,>?J:J&K5Q MU-5#5@Q!3A3:
<*:)1(O6K,=5EZU9CK0LMQ5HV]9T1K0M^HI,#8M>U;EIVK#M M>U;EGVK.0'06?:N@L^U<_9]JWK3M6$9]JW;/M&D1KNM6H%JGEQ.$!/(;RDQG1)W+>%L%#TSPEED
MC>0]>*Y^]AZ\5T18M[8SC[ER'N0%]L2G*;@@Q%,DOY1'0SE61Q-F9O]HE>HM%J0&R@1'08N7KB4QP@Y@MT@;OH0Y6XG7\ULP6L!:U?OVZ8)PT
M]*PE$1TUL.U;ML.U<'<5J[&VK!V,&+VHNJ<:"O=RB;'V/IT4GF1I@-=!\T+)(2B]SU(FLK5GUPQJ6K1V6;9%TP9>95ZGCF5VI[_$=;H7%>N2Q56&@
M=]ZPKOO6[=]ZPKOO6N8]R/:<3>QO2RMOTH8O+OM!1H"@H*IL=O?AO]N%XI]%5"7+U[7^<O[Q0D/^M#-"OYDH=5P4R*2*#&P=^TT)R5
ML7$#IA=^]+]K]ZY/>QH:J)K4/]+/2R);>UQ*Z/@/@(CEVZ*'S:_'A+$/I=>5N4H:H/7.?+K*3<!8"2EG[PK7G1)<&:=G@7_0E@JE?2:JP'PN
^V>]'VGWHY0-_S_>CS_>LS[3[T?:?>CE T_/]Z/.K,^T^]'VGWHY0-3SJ/.K+ M^T^]'VGWHY0-3SA1YWO67]I]Z/M/O1R@:GG>]
WOO2?;?>CE&; P!L]Z7[7/+W.BWIPN_>N=%<>L;8TC5]9<8CX3PG+I\0_"&68U#):+4
MO^]=$<>O_D"E6DO:6\WW^=9U%,+_FV:Z8Q7D4KYX,Y;V0R*WKV%RN\#
M%M=7E=*.1NC>7,5C&LNKNI?YL_ZWU]FJU6.AD<0(-]>X-,F,^*A(I/RH\C(J=5]
;%M/TYKEK>?I_GFQMI:AB7%]W0-V%N:,8$N8U@-U:2&9]3F'+>08&Z;Q.Z
O6!]BGM]A0LD[U=A4Z#+.A/DH5[9:H-5FXAJ0.WAE/:=(6Q^O<&5KJ*6>>WT
[U.DE9,K"-4-"+(-2"H5-2K4@"2BBBE *** 0444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 RFFG4TU:.:1!)5.7I5R2J1&:8:>:8:V1A(2@

M44"M49,!2T@I:H@*0TM(.:!B4445#+0HIPZTT4X=:AFB'K4R5"M3)6;-$6HZN M153CJY%6,C6)=AJ_#VJA#5^'M6$CHB7HJNQ]*I15=CZ5A(WB6DJ=:@2IUK"1
MO$D%**04HK(U0M**2E%!04444B@I*6DH ****0PHHHH **** "BBBF(**** M"BBBF(**** "BBBD 4M)2T#"BBB@ HHHH ::C:I#4;4 1-435*U1-3 @:H&J
M=J@:F!"U0M4S5"U,",TTTXTTT -H%% H <*6D%+0 M%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1112 **** "BBB@ HHHH ****8!1110 4 M444 %%%% :2E-)0 4444 %%%% !2@4E.%
#Q4BBF**E44@)%%3J*B45,HH ME6IE%1J*E44@)%J04P"I!2 <*44@I10 4444 %%%% "&B@T4 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
4444@"BBB@!1 M10** "BBB@ I#2TAI@(::32DTTF@!K&HF-/8U"QI@,8U YJ1C4+&@")C43&G ML:B8TP&,:C-.8TTT -HHHI@%%%% !1110 HHH%% !2TE+0 4444 %%%% !11 M10
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%%
!1110 4E+24 (:0TH#0 4M)2T .%/%,%/% $BU M*M1+4JT 3+4RU"M3+2 F6I5J):E6@"44\4P4\4@'BB@44@"BBB@ HHHH *#1 M0: $HHHH$%%%% !1110,**** "BBB@ HHHH ****
"BBB@ HHHI""EI*6@84 M444 %%%%,!*8W2GTQNE-#16DK/N.]:$M9UQWKHB,R;KH:P[P]:V[H\&L*\/6 MMD,PKP]:Y^\/6MV]/6N?O&ZUL@,6Z/6L:X/6M6[;K6-!
M6S;]!7/(DT8^U6%JO'VJPM<\@)!2T@Z4M9DA1110 4444 (:*#10 4444 %) M2T4)12TE, HHHH&%%+10(!1112 ****0!1110 4444 +1110 4444P"BBB@
M!K=*JRU:;I566J0T4)^]95SWK4G[UE7)ZUK$9CW9ZUA79ZUMW9ZUA7AZUO$H MP[P]:PKL]:VKP]:PKMNM=,1F3M:-RW6LF=NM;Q&4ICS51CS4\S56) MK5#$I:;FC-.Y-R0&I5:H
:<&Q5%)EQ&JS&]9ZO4R25+ UHI.E7X9L8K$CEJW M%/CO6;0CH8;CIS6C#=>]H:$=3%=^]7([WWKE8[SWJPE[[U#B M(ZI;[WJ07WO7+K?>]/%][U/*!TOV[WI#?
>]])]N]Z7*!TGV[WH^W>]C[=[TN;^W>]'VWWHY1G2?;O>C[=[US?V[WH^W>]'*!TGV[WH^W>]C[=[TMC[=[TMCE Z,WWO2?;O>N;-][
MTGV[WI]2K>^]]:,$N:YNVGSCFM>WESBLF@-R)\ MU;C:LR!^E7XFZ5F!<4T^HT-24AC6Z55F%6VZ55FZ5I #)NN]8%[WK?NN]8%[MWKJB,YN_[US%^>M=+?
GK7+WYZULAG.WQZUS]V>M;M\W6N>NVZUH@,NX/)JH3 M4T[O%=$6,XV]AZUSUY%UKK[Z'KQ7.7L76MXLHY2Z3K6/<+717 MD>,UB7*=:V3&9,@P:C-3RKS4!JR6 I13:7-
D/4XJ9'JMFG!L47*N:44E:=M M+TK"BDYJ_!-TJ6!T]I-TK>LYNG-M85X>M;=V>M8-X>M=$1F'=GK6%='K6U>'K6#=MUK9#,FY/6LF<]:T MKENM9,[=:T0%24\U68\U)*W-
0DUH,6BFYI8[U;2]]ZY1+SWJPM[[UFXB.H%]]T][=[US(OO>G?;O>HY1'2&^]Z:;[W MKG#?>](;[WID^W>]D^W>]GRC.D^V^]'VWWKF_MWO1]N]Z.4#I/MOO1]M]ZY MO[=
[T?;O>CE Z3[;[TGVWWKG/MWO1]N]Z.41T?VWWH^V^]C[=[TD^V^]]--][USAO MO>FF^]Z7*!TGV[WH%][US7V[WH%][TN4#IQ?>]2+>CUKEQ?>]2K>^]+E ZI+
MWWJS'>>]^]7(;SIS2: ZR&Z]ZT8+CIS7)P7?O6K;7/3FLV@.I@FSCFM* M&6NKT1K*@?I6E">E9-"+8Z44@Z4M9B$-5;CH:MU5N M.AJX;C1B7G0US5_T-=+>]#7,WYX-
=D2CE]0/WJY6_/6NHU]:Y34&ZUT1*.< MO3R:P;H]:V;UN36#=-R:V0RHQIF:&--S0V9-ZDJFK<)Z514U9A;FJ3+BS7MS
MTK7MCTK$MVK7MFJ6,WK0]*W[,]*YVT;I6_9GI6,@.BLSTK>M#TKG[,]*W[0] M*YY$FW;'I6K!VK)MNU:L':N>0C0B[59'2JT7:K(Z5BQ,****0@HHHH #24I M* "BBBD 4M)10
M%)FEI@%%%% #2*C9.*FI"*=P,^:/BLRYAZUNR)D50GBR# M6L66*P[RWZ\5U]S#UXK%N[?KQ6T6,XJ\MNO%8-W;]>*[6\MNO%8-W;
M=>*Z(L9QES!UXK*GAZUU5W;]>*QKB#KQ6R8SGI8\55=<5K3Q8S6?*F*T3&4F M%,S4L@J$UHF N:,TW-&:M,5Q^:3-)FDS57"XI-)FD)I,TFR;C\T]34.:<#4W
M&F7(SS5V$]*SHVJ["W2LI ;%L>E;=H>16#;-TK;LVZ5SR$='9'I7261Z5S-D M>E='9'I7-(1TEF>E;UIVK LCTK>M.U<\A&S;]!5P=*IV_05<'2LF)A1112$% M%%% !1110
4QA3Z0TT!5D6J:T6%5Y$K1,HQ;B+K61=0=>*Z2:+K6;<0YS MQ6T6!R5W;]>*PKNVZ\5V=U;]>*Q+NVZ\5LI#.*N[;KQ6)=6_7BNSN[7KQ6'= M6O7BM4QG(7$'7BLR:'K747-
MUXK*GM^O%6F!S\D7-0,F*UI8/:JCQ>U:(92Q M28JPT=1%<58#:4&D-)3 E5\5/')5/-.#8H"YK138Q5Z&X]ZPDEQ5F.?'>DT, MZ2"YQWK1@N_>N6BN>G-
7H;KWJ6A'6PWG3FK\5[[UR,5W[U=BO/>LV@.OCO?> MK27OO7)1WOO5I+WWJ'$#JEO?>IUO?>N62]]ZF6]]Z7*(Z<7@]:>+WWKFEOO> MG"^]Z7*!T9O?>FF]]ZY\WWO3#?>]'*(Z
WOO3&O?>L WWO4;7WO1R@;KWOO5 M62]]ZQ7OO>JTE]UYIJ(S7EO>O-4)KSWK,EO?>J4MY[U:0&A-=]>:S9[K/>]< MMW[U1ENO>K2&69KGKS5"6?
WJ"6X]ZJ239[U:0$LDM5GDS4;29J,MFJ&.9LTP MT4X#-(!F* N:E"9J5(J@1$D=788?:EB@SVK1@M^G%2V 6\'3BM>VM^G%-MK; MIQ6S:VO3BH;
?:6W3BMVTMNG%1VEKTXKLFY/6M6<]:R+D]:WB48]T>M8-X>M;EV>M8-X>M=$1 MF%>'K6#=GK6W>'K6#=MUKHB,R+D]:R9SUK2N6ZUDSMUK5#*:L3-UJH MYR:L8PTE!-
)F@AL>*D0U$#3P:I%)ER-JMQO6^]2B]]ZY=;WWJ07WO6;B(Z;[;[TAO?>N;^W>]!OO>IY1'1&^]Z:;[W MKG3?>]--][TN4#HOMWO2?;?>N<^W>])]N]Z.4#I/MOO2_;AZUS7V[WI?
MWO3 MY1G2?;?>C[;[US?V[WH^W>]'*!TGVWWH^W>]]'V[WK MF_MWO1]N]Z.4#I/MOO1]N]ZYO[=[T?;O>ERB.D^V^])]N]ZYS[=[TGV[WHY0
M.D^W>])]N]ZYPWWO2?;O>ER@=)]N]Z0WP]:YO[=[TGV[WHY0.D^W>])]N]ZY MO[=[TGV[WI^]6H[SWKDX[WWJY#>>]* MP'6177O5Z&Y]ZY6"[Z]79N]49>]=$3&1
M5DJ!JG>H&KHB<\B,TPT\TPULC"0E HHK5&3 4M%+BJ($I*=3:!H2BEQ14,I M*<.M- IPJ&:H>M3)4*U.E9LT19CJY%5..K<58R-HEZ&K\/:J$-7X:PD;Q+T5
M78^E4HJNQUA(WB6DJ=:@2IUK"1O$D%**04M9&J%I124HH*"BBBD4%)2TE !1 M112&%%%% !1110 4444Q!1110 4444Q!1110 4444@"EI*6@84444 %%%% #
M34;5(:C:@")JB:I6J)J8$#5 U3M4#4P(6J%JF:H6I@1FFFG&FF@!M HH% #A M2T@I: %HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****0!11 M10 4444 %%%% !1113 **** "BBB@ HHHH
#244E "T4F:* %HH%% "BG"D% M.% #U%2J*8M2J*0$BBIU%1**F6@"5:F6HE%3+2 >!3Q313Q2 6E% HH **** M "BBB@!#1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M 4444 %%%% !1112 **** %%%%% !1113 *0TM-- #2:8QIQ-1L: &,:A8U(MQJ%C3 C8U"QI[&H6- #&-1,:>QJ,FF PFFFE--H ****8!2T44 %%%% !111 M0 4M)2T %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %)2TE "&D-*: M0T %+24M #A3Q3!3Q0!(M2K42U*M $RU,M0K4RT@)EJ5:B6I5H E%/%,%/%(M!XHH%%(HHHH **** "@T4E !1110(**** "BBB@84444 %%%%
!1110 444 M4 %%%% !1112$%+110,**** "BBBF E,;I3S3&Z4T-%66L^X/6M"7O6=<=*Z M(C,>Z/6L*\/6MRZ[U@WG>MD!S]Z>M<]>'K6_>]ZYZ\/6M4,P[MNM8MRW6M>[
M/6L6Y/6M4,SYFJF[L"\/6MXC,&\/6L&[;K6Y>=ZP+P]:Z(E&/M;IC*4K M]9X; M%2*])C-1)_>K"7'O6.LE2B:I8C96Z]ZE6[]ZQ!-[T\3GUI"-P7GO3Q>>]80N M/>G"X/K4V
V_MGO2&\]ZQ?M!]:3[0?6E81M&\/K2?;/>L;[0?6D^T'UHL!M? M;/>C[7[UB_:/>C[1[TK ;7VOWH^U^]8OV@^M'V@^M%@-K[7[TGVL^M8WV@^M M'V@^M%@-G[7[T?:_>L7[0?
6C[0?6BP&U]K]Z/M?O6+]H/K1]H/K18#:^U^]' MVOWK%^T'UH^T'UHL!M?:_>C[7[UB_:#ZT?:#ZT6 VOM?O1]K]ZQ?M!]:/M!] M:=@-DW?O33>>]8QN#ZTTW!]:5@-
C[9[TGVSWK&-Q[TGV@^M2Q&X+OWJ9+OWK MGQ<>]3QW'O4,#I(KOWJ_!==.:YB*?IS6C;S]*S8'56]STYK9M;CIS7)6TW2M MNTEZ5DP.MM9NG-
;EK)TKE;.3I6_9OTK%@=';OTK3A/2L:V;I6K;GI6; T8ZG M%5XJL4F)B&JLPXJV>E59NE5#<:,B[[USU]WKH;OO7.WW>NJ(',WYZURVH'K7 M3ZAWKEM0[ULAG-
7S=:YV\;DUOW_>N=NSR:T0&7*?F-0DU))U-14I,SD%.!IM M**(LDE!J134(J05O%FL67(FK0MVZ5F15H6_6J99MVK=*WK,]*YZU[5O69Z5F MP.DLCTKH;
(\"N+&1]:P;I.M=5>Q=:P+N+DUO%C.>F7FJK#!K3N(^3 M5"1*TN#(*3-.(IAI,AAFC--HS4W)N2JV#5N&7I5 &I4;!HN6GE)E'6V=QTYKH+.XZLY^G-9L1VEG<=.:W;6?..:X
MZSGZ'K6[=]ZP M+SO71$HP;P]:P;MNM;=YWK NSUK5#,BZ;K63.W6M*Y/6LF?O6B J2'FHB:<_M6F&JN2Q>]+]L]ZPQ<'UI?
MM!]:FP&V;SWI/M9]:Q3<'UI/M'O4V$;7VP^M)]L]ZQ?M!]:/M!]:+ ;7VOWH M^U^]8OV@^M'V@^M%@-G[7[T?:_>L7[0?6C[0?6G8#:^U^]'VOWK%^T'UH^T'
MUHL!M?:_>C[7[UB_:#ZT?:#ZT6 VOM?O1]L]ZQ?M!]:/M!]:+ ;7VSWH^V>] M8OV@^M'V@^M%A&U]K]Z/M?O6+]H/K2_:/>BP&S]K]Z0W?O6/]H]Z;]H/K2L!
ML&\]Z:;P^M8YN/>FFX/K2L!L_:_>E^U^]8OVCWH^T'UJ0-Q;SWJ9+OWKGUN/ M>ITN#ZT6&=%'=^]7H+KIS7,Q3^]7X)^G-0P.LMKGIS6S:W&<E9L1UUI-
TYK]#7,:@>#73WW0UR^H=#79$HY343UKDM0; MK75ZCWKD=1/6NB)1S5\W)K N&RU;=\>M8,Y^8ULF!78TW-#=:2LVSG>Y(I]> M,X-5EJ:/J*N+-
(,U;=NE:]LW2L6W[5KVW:FV:&_:'I7069Z5SEIVKH+/M6,A M'1V9Z5T%H>E<[9=JZ"T[5SR$;MMVK6@[5D6W:M:#M6$A&C#5D=*K0U9'2L6) MA1112$%%%% :2EI*0!1110 4444
%**2@4P%HHHH **** &L,BJLJ=:N5%(MN15)C1D3Q9SQ65*Z&6/-9UQ#G/%:Q91REW;]>*P;NVZ\5V=U!G/%8=W; M]>*Z8L9Q5W;]>*PKJ#KQ79WEMUXK O+?
KQ6R8SD;F'&>*RIX\9KIKN#KQ6+< MQ=:T3&8-N:NPMTK/3K5V$]*ELLV+9N16W9MR*P+8\BMRSZBL) =+9' MI726)Z5S%B>E=+8]JYI".FLCTK?
M.U<]9=JZ&TZ"N>0C9M^@JZ.E4K?I5T=* MR8F%%%%(04444 %%%% !1110 PBHW6IC32*I,92D2J,T7M6LZ56DCK1,#G[B
M#.>*R+FWZ\5U$\.>U9EQ;]>*U4BCD+JUZ\5B75KUXKM+FVZ\5C75KUXK5,#B M;JUZ\5CW-MUXKM+JTZ\5C7-IUXK5,9R$]OR>*H2P8[5T]Q:]>*S9K;VK9,9S
M\D6.U5G2MF6#VJC+%CM5IC,UABHS5J2.J[+BJ)8S-&:"*2D2/#4]9"*AIK<=U[U@I+5A)CZU('0)=^]6$N_>N>6X] MZF6X]Z5@.B6\]ZF6\]ZYU;GWJ077O2L(Z(7OO3A>^]
<\+KWIWVKWI6 WS>^] M--[[UA?:O>FFZ]Z+ ;IO/>HVO/>L0W7O3&NO>BP&PUY[U7>\]ZRFN?>H7N/> MG8#1DN_>JDEU[U2>?WJN\Q]:I
6Y+GWJI)/[U7>4U"SDU2&3/,3WJ(N33":2 MBXKCLT4@I0* % S4Z)FDCC)JW%%0RAJ19[59C@SVJ:*#VJ]#;>U0V(AAM_:M
M.WMNG%2P6O3BM:VM.G%9M@,M;7IQ6U:6O3BEM;3IQ6U:VO3BLFQ"VEKTXK;M M;;IQ3;6VZ<5L6]OTXK)L0ZV@QCBM6"'&.*9!#C'%:$4>*Q;$.BCQ5EI2IU M6LFQ HH]
(*6H$%%%% :AEZ5,:@EZ541F?<'K61'K6[=]ZY^\/6MXC,&\/6L&[/6MR\[U@7?>MXC,>Y;K63.W6M.Y[UDS]ZU0 MRC*W6JQ-32U7-5<&(329H-)2N9#P:<#3!3A5)E)D@-2*]0
TX&M$R[EM)*G2 M;WK/#$4]7H&:J3^]3I<>]9"R8J59:0C96Z]ZF6[]ZPQ/[U()SZU+ W!=GUIX MO/>L(7'O3OM!]:AH1N?;#ZTAO/>L3[1[T?:/>I:$;)O/>FF[]ZQC<'UI#<'U MI6 V?M?
O1]K]ZQ?M!]:/M'O18#:^V>]'VOWK%^T>]'V@^M,P&U]K]Z/M?O6+ M]H/K1]H/K3L!M?:/>C[9[UB_:#ZT?:/>BP&S]K]Z0W?O6/]H]Z/M!]:+ ;7V
MP^M+]L/K6)]H/K1]H/K2L!M?:_>C[7[UB_:#ZT?:#ZT6$;/VOWH^V>]8OV@^ MM'VCWHL!L_:_>FF[]ZQ_M!]:0W'O2L!L&\]Z3[9[UC?:#ZTGV@^M2P-L7GO4 MJ7ASUK %P?
6I$N#ZU('2Q7?O5^"ZZVN,XY MKD[:;IS6U:3=*A@=7:S9QS6Q;2YQ7,6DG2MRT?I63$=%;OTK4@;I6);-TK6M MSP*RD!J1'I5R.J,)Z5=CK%B)J***D04444 %%%% !24M)0 4444
%%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 ,IIIU--6CFD0 M2U2EJ[+5*6M$8LH35G3=ZT9JSIN];Q,V4)NI]C+WJ]-U-49>]=$3&15>]J[58
M>J[5T1.>1&:;3C3:V1A(2BBBM49,6EI*6J("DI:2@:$HHHJ&4A12BD%**AFJ M)%J9*A6IDK-FB+,?6K<55(^M6XJQ9M$O0U?AJA#5^&L9&\2]%TJY'5.+I5R. MN>1O$M)4ZU
E3K6$C>)**6D%+69JA:44E**104444B@I*6DH ****0PHHHH M**** "BBBF(**** "BBBF(**** "BBBD 4M)2T#"BBB@ HHHH ::C:I#4;4 M1-435*U1-3
@:H&J=J@:F!"U0M4S5"U,",TTTXTTT -H%% H <*6D%+0 M%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1112 **** "BBB@ H MHHH ****8!1110 4444 %%%% "4E+24 %%%% "BE%(*44
>*:*>M $BBI5 MJ-14RBD!(HJ=142BIE% $JBI5J-:E6D \4X4T4\4@%HHHH ** "BBB@!** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH
****0!1110 M%%% !1113 0TTTXTTT ,8U$QJ1C4+&@"-C4+&I'-0L:8$; M&H6-/8U$QH 8QJ,T\FHS3 0TVE-)0 4"B@4P%HQ12T)BC%+10 4444 %%%% M !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!24M)0 AI#2FD- !2TE M+0 X4\4P4\4 2+4JU$M2K0!,M3+4*U,M("9:E6HEJ5:)13Q3!3Q2 >**!12 M **** "BBB@ I*6DH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD M 4444
***!10 4444 %%%%,!*8W2GTQNE-#15EZ&LZX[UI2UG7 ZUO$9BW7> ML&\'6N@NAUK"O%ZUJ@.;O1UKG;P=:Z:\7K7/WB=:U3&T'2MFW'2L)"-"+I5E>E5H^E65Z5C(1(.E+2#
MI2UD(**** "@T4&@!****8PHHHH$%%%% "4444#"BBB@ H%% H 6BBB@0444 M4 %%%%(I:2EH **** "BBB@ HHHH 1NE5):MMTJI+30S.N.]9-SWK7G'6LJ
MY'6M4,PKL=:P+P=:Z*[7K6#>+UK>(SG+P=:P+L=:Z2\3K6#=Q]:WBQG/7*]: MR9UZUNW,?6LN>+K6R91C2KS4)%7Y8O:JQBYK2XF08HQ4WE&CRC31-B("EQ4H MB-*
(CZ50[$6**F\KVI?*HN,A IPJ7RZ/+I7 8#2@T[91L-3< W4NXT;:3;2N M(=OI=YIFVC::+@.WFC>:;M-&TTKB';Z-]-VFC::+@.WFC>:;M-&TTK@.WT;Z M;M-&TT .WTF\TFTT;30
N\T;S2;3Z4;3Z4 +O-&\TFT^E&T^E "[S1O-)M/I M1M/I0 N\T;S2;3Z4;3Z4P%WFC>:3:?2DVTK@!-SFJX4U/&M2RB]$_2M*W;I69"M:5NO2LV(V+5NE;EFW2L*U'2MRS
M'2LF!T5DW2NALSTKG;(=*Z&S'2LI =!:G@5KVYZ5CVO05KV_:LF!IQ=JL"J\ M7:K J6)@:K3=*M'I5:;I50W!&/=CK7.WPZUTEV.M<]?+UKJBQG*Z@.MGBYJN8C39$ MD0TH%2>4:>
(C3B2D, J55S2K$:L)%6J-4@B6M"W7D5#'%5^"+D<4[C+]JO(K M=LQTK)M8^E;EG'TJ&P-NR'2NCLATK!LDZ5T-FO2L9,#M9-U'UK>+*. M6O8NM<[?
0]:Z^\BZ\5S]Y#G/%;Q8SC;V'K7/W<'7BNRO(.O%8%W;]>*VBP.2 MN(>3Q6=+%727-OUXK,FM^O%:IC,-XZ@*UJR0>U5)(:JXBD13<58,1HB-0R& MB(5(M*
(ZD6.DF.)/":T[=NE9\25H0+TH;*-BU?I6Y:2=*Y^V[5M6IZ5#8'2V M0C;@;I5^/I69; MG@5I1=*P8B6BBBI$%%%%
$#K717:]:P;Q>M;Q8SFKP=:P;M>M=)>)UK!NX^M:IC.>N5ZUE3KUK=N8^ MM94\76M$QF0Z\U&15V2+FH#$4:!$::"Q%BEQ4PBI?*J@L08I: MF\JE\JJN,B IPS4GETOET7
8#2@FG;*-AJ;@&ZEWFDVFC::38AV^C?3=IHP: MFXAV\TF^F[31M-*X#M]&^F[31M-%P';Z3>:3::-IHN N\T;S2;3Z4;3Z4[@+ MO-&\TFT^E&T^E%P%WFC>:3:?2C:?2BX"[S1O-
)M/I2;:+@.WFC>:;MHVT"'; MS2[Z9MI<&@!V^FES1M--*FD %S2;Z"II6DP%WT;Z3;1MJ;@2*YJ9'-0*IJ9 M%I,9;BEE;EMVK"M.U;EK6;$:2_=I::OW:=6
@JO*Z(L9R%Y;]>*Y^\MNO%=K=V_7BL"\M^O M%;)C.*O+?KQ6%=0=>*[.\MNO%8-W;=>*T3 Y*YAZ\5FS15TMS;]>*RYK?KQ6 MB8S#>/!J,J16E)![5 T/M6B8%(BD(JRT-
,,1JB6BN11BIC$:3RC2(L18IP%2 M"(T]8N:120D:U=A7I4<<57(8NE0V47+9>16W9KTK,MH^E;5I'R*PDQ&W9#I7
M2V(Z5S]DG2NDLEZ5A)B.@LATKH+3H*P;)>E;]H.!7/(#8M^@JZ.E4[?H*N#I M6;$PHHHI""BBB@!#10:* %HI*6@ I*6B@!A6HG2I\4UEJDQE"6.J$T.>U;#I M5:2*K3&
<_<6_7BLFYM>O%=1-!GM6=/;YSQ6J8'(7-IUXK'N;3KQ79W%KUXK(MN;3KQ6\6,XNXM.O%95Q:^U=E*R MY[7VK5,9S$L'M5*2'VKHYK7VJA+;>U6F!B-&1496M1[?VJ!K?
VIA8HXHQ5DP M>U,,1I"L0TX5)Y9HV4@!34BM3 M. HN,E$E2"2J]*#2N!;$M.$U4]U+NI"+H MG]Z7SZI;Z-YH N^?2>?[U3WT;Z0%LS>],,U5MU!:@"HV:G
M$4W;3N!&:;4WEYH\HT[@0XI0M3B'VJ58/:F.Q55":GCA)[5:2W]JM16WM3N, MKQ0=.*OPV_3BIX;7IQ6E!:=.*AL"O!;=.*TH+3IQ5FWM.G%:EO:=.*AL16M[
M3IQ6O;6G3BI[>SZ<5K6]ITXK)L1%;6G3BMBVM>G%/M[7IQ6K;VW3BL9,0VWM M^G%:D$&,<40P8[5?BBQVK%L011=*N(E(B8J=5K)L 5:>!1BEJ20HHHI %%%% M
"&H):G/2H)>E5$9G7'>LFZ[UKSBLFY'6MT!AW8ZU@7@ZUT-T.M8-VO6MHC. MDVT;:5Q#M]&\TW;1@U-P';S1O--P:,&E:-YI-M&VG M:-YINTT;30 [>:-YINVEVT +OHWFF[31M-
(!=YHWFDVT;:!!OI"]&VDVT@$+ MTF^@K2;:AB%#FI4)FRA-U-49>]7INIJC+WKHB8R*KU7:K#U7:NB)SR(S M3:<:;6R,)"4445JC)BTM)2U1
4E+24#0E%%%0RD**44@I14,U1(M3)4*U,E9 MLT19CZU;BJI'UJW%6+-HEZ&K\-4(:OPUC(WB7HNE7(ZIQ=*N1USR-XEI*G6H M$J=:PD;Q)12T@I:S-4+2BDI12*"BBBD4%)2TE
!1112&%%%% !1110 4444Q M!1110 4444Q!1110 4444@"EI*6@84444 %%%% #34;5(:C:@")JB:I6J)J8 M$#5 U3M4#4P(6J%JF:H6I@1FFFG&FF@!M HH% #A2T@I: %HHHH ****
"BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@
HHHH **** "BBB@ HHHH ****0!1110 4444 %%%% !1113 * M*** "BBB@ HHHH 2DI:2@ HHHH 44HI!3A0 X4]:8*E6@!ZU,HJ-:E44@)5J M9:C45,M $BU(HIBU(M(!X%.%(*=2 ****
"BBB@ HHHH 2BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBBD 4444 M+1110 4444P$-,:GFF-0!&QJ%C4K5 U $3FH6-2N:@8TP(F-
1,:D8U$U ##3 M":<:::8"4E%% !0**!3 6EI*6@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ I*6DH 0TAI32&@ I:2EH <*>*8*>*)%J5:B6 MI5H F6IEJ%:F6D!,M2K42U*M
$HIXI@IXI /%% HI %%%% !1110 4E+24 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1112 **** %%% HH ****8! M1110 E,:GTQJ:&5Y.E9\XK1DZ51F"%;
(#&NEZUB7:=:Z&X7@UCW,?6M$QG,7 MD?6L*[BZUU-U%UK%NH.O%:)@*R)X.O%=31Q3N6AUI!TXKH+*'IQ5.UMNG%;MG!TXJ M&P-.QCZ5T5DG2LFSAZ5OVD?
2LI,1K6B]*UX!TK-MDZ5JPBL6Q%R,586H8Q4Z MUDP'BEI*6LQ!1110 4&B@T)24H* "BBB@ HHHH ****!A12T4)12TE !F MC-%% @I1244 +11FC-(I:3-%,!:*!10 4444 %%%% "-
TJK+5INE5I*:&9\ MXZUEW"]:UYA6;.O6M$,PKI>M8EW'UKH[E.M8]U%UK6+ YB[BZUAW4/7BNJNH M>M8US!UXK9,HY>X@Z\5F30=>*Z:>VZ\5GS6OM6J8SFI+?VJN;?VKH)+7VJ
V MGM6B8&)]G]J7[/[5L?9/:C[)[528C(^S^U+]GIJU_LGM2_9/:G<9C_9/:C[/ M[5L?9/:C[+[47 Q_L_M1Y!]*U_LOM1]E]J5Q&.8&,CVK8-K[4VI]*5P,/[/ M[4?9_:@C[+[47
RO)]J3R3Z5K?9?:D^R^U*XC*\DT>2?2M7[+[4?9? M:E<#*\D^E'DGTK5^R^U'V7VHN!E>2?2CR?:M7[+[4OV7VHN!D^3[4>3[5K?9 M?:C[+[47 R?)]J/)]JUOLOM2?
9?:BXC*\GVH\GVK5^R^U'V7VHN!E>3[4>3[M5J_9?:C[+[47 RO)]J/)]JU?LOM1]E]J+@97D^U'V@^U'D^U:OV7VH^R^U%P,KR?: MCR3Z5J_9?:C[+[47 R#"?2D,/M6N;7VIOV7VI-
@9!A]J/)]JUOLOM2?93Z5+ M8C+$/M4\E95I%TXKO%8-U!UXKL;NWSGBL2YME5S;^U=!-:<]*KFT]JJXF8WV?VIPM_:M;[)[4X6OM5)B1EK;^U3I;^U:*VO

MM4R6OM6ES0HQV_/2KT$'/2K$=K[5=AMN>E*X!;0].*VK2+IQ4%O;].*U[6#I MQ4-B+UG'TK>M$Z5FVL/2MNUCZ5DV!IVJ]*V+<=*S;9.E:L"UBV(OQ=*M)5:(
M5:6L9"'BB@45F(*2EI* "BBB@!#12TE,88HHHHH *4444@"BBB@!110**0@HH MHI@%-84ZD- %29>#69<)UK7D7.:HSIG-:IE'/746O%;)C..N;7KQ65/:\GBNON+3KQ67/ M:=>*U3
Y66V]JJR6WM732VG7BJ4MI[55P.>:W]JC-O[5N-:>U1FU]JELEF-] MG]J<(/:M7[+[4X6OM1<$4(X?:KL,7M5A+;VJU';^U)L8D$?2M:V7I5>&#IQ6
MG;PXQQ4M@:%H.E;MGVK)M8^E;=HG2LFQ&U:=JW+4]*Q;1>E;5L.E8L1KVYZ5 MJ0]*R[>M.'I63 GHH%%0(**** (Y*J2BKDE5915H9GS#K67<+UK7E%9LZ]:U
MBQF#=)UK$NX^M='E;[VOM4)M>>E4F!B_9_:E%O M[5L?9/:C[+[528C(^S^U+]G]JV/LOM1]E]J=P,C[/[4?9_:M?[+[4?9?:G<# M(^S^U'D'TK7^R^U)]E]J+@9!@]J;Y!]*V#:^U--
K[4K@9'D^U)Y)]*US:^U- M^R^U*XC*\DTGD^U:WV7VH^R^U3<#)\D^E'D^U:OV7VH^R^U*XC*\GVH\GVK5 M^R^U'V4^E%P,KR3Z4>2?2M7[*?2C[+
[4[@97D^U'D^U:OV7VH^R^U%P,KR?: MCR?:M7[+[4?9?:BX&5Y/M1Y/M6K]E]J/LOM1<#*\GVH\GVK5^R^U'V4^E.X& M5Y/M1Y/M6K]E]J/LOM1<#*\GVI?)/I6I]E]J7[*?
2BX&5Y)]*:83Z5K_&4^ ME(;4^E*X&08?:D\FM8VOM2?93Z4FQ&3Y)]*/)]JU?LOM2_9?:E<#,6$^E3)# M[5?6U]JE6U]J5RBI%#
[5H00]*DCMO:KT%MTXJ6P);6+I6Y9Q]*IVUOTXK:M(M.G%9MB-.R3I70V:]*R+.+I6]:)TK)B->T'2MNV[5D6J]*V+<<"LV!?7[M.IJ M]*=6(@J&?[M35%-
TJH[C1B7@ZUS=^G6NHNUSFN?O4SFNE,HX^_CZUR]_%UXK MM+Z+.:YN]@SGBM4QG%7L'7BL.XM^>E=C=VW7BL6XM>>E:IC.<:W]J;]G]JVV MM/:F?9/:EU:4%OTX
MJ6QDMK#TXKE:,(K)B+L56!TJ"/M4]9L HHHI""BBB@ H-%!I)1110 4444 % M%%%,!:*** "BD-% "T444)BF,N:DI"*:8RI(F:S[B+@UKNM4YH^#6T9#.=N
MH.#Q6'=V_7BNKN(N#61=0=>*U4AG&WEMUXK"N[;KQ7:75MUXK$NK7KQ6B8'& M7-KUXK*GM>O%=?TZ\5JF,Y62V]JK/;>U=)+:>U57M/:M%(#GFM_:
MHS;^U;SVGM41M?:JY@9B&W]J3[.?2MDVOM2?9?:BY!D"W]J>MOSTK5%K[4]; M7GI2N4C/CM_:K<4'M5Q+7VJU%:^U9M@1V\'(XK8M8>1Q4<%MSTK6MK?IQ64F M!E;MJ.E9-
HG2MJV7@5BP-.#M5L=*JP M#I5JH8@HHHI""BBB@!#10:* "E%)2B@ HHHH **** &E*V4@.4N+3KQ63<6G7 MBNOGMO:LRXM>O%:J0SCKBSZ\5E3V?
M793VG7BLR>S]JT4AG'3V?M6?+9^U=? M-9>U4);+KQ6BD,Y.2T]JK/:]>*ZB2R]JJR6?M5U="]G[5]I M[47 PC;^U,,/M6TUK[5$UM[47$9'E>U)Y?M6FUO[4PV_M1<#.*4W95\P'TIA
MA]J5P*>VDVU;,--,-%P*V*3%6?)-'DFBX%;%+@U8\FE\GVHN!7Q1M-6O)I?(M]J+@50E.\NK8@]J>+?VHN!2\JE$/M6@+;VJ1;7VHN!G"#VIZV_M6FMK[5,EI
M[4[@9:VWM5A+7VK42S]JLQV?M1<9EQVGM5R*S]JTX[+VJ[%9>U+F SX;/VK2 M@L^G%7H;+IQ6C!9].*ER J6]GTXK4M[3IQ5J"TZ<5IP6G3BLW(16M[3IQ6I! M:].*G@MNG%;,-
OTXK)R$106V,<5I0P=.*=%!CM5V.*L6Q#8HO:K.1TJ1U,JU MFV(15Q4E%%9B"BBB@ HHHH **** $/2H).E3GI4$G2JB,H3CK67<"M:8=:SI MUK9 85TO6L.
[CZUT=RG6L>YCZUJF,YB[CZUB74/7BNIN8>M8]Q!UXK5,9R]Q M!UXK,F@Z\5TT]O[5G36WM5IC.U)]D]J=P,@6_M2BW]JUQ:>U*+7VJDP,G[/[4?9_:M?[+[4OV7VIW&8WV?
MVH\@^E;!M?:F_9?:BX&1Y!]*3R?:M?[+[4GV7VI7$9'D^U'DGTK6^R^U)]E/ MI2N!D^3[4>3[5J_9?:C[+[4K@9/D^U'D^U:OV7VH^R^U%Q&5Y/M1Y/M6K]E]
MJ/LOM2N!E>3[4>3[5J_9?:C[+[47 RO)]J/)]JUOLOM1]E]J+@9/D^U'D^U: MWV7VH^R^U%P,GR:/)]JU?LOM1]E/I3N!E>3[4>36K]E/I1]E/I1<#*\FCR3Z M5J_9?:C[+[47
RO)]J/)/I6K]E]J/LOM1<#*\D^E'DGTK5^R^U)]E]J5Q&48 M32&'VK6^R^U(;7VI7 R#"?2D\GVK6^R^U)]E]JEL1E"$^E2)"<]*T?LOM4B6 MISTI7&BK%#
[5H00G/2I(K7VJ_!;>U*XQ]K%TK:M(^E5K>WZ<5KVL'3BH;$7[M1.E;UHO2LVUBQBMJUCZ5FP-.U7I6Q;CI6;;)TK5@7I63$7X1TJ]'TJG$*NQ] M*R8$M%%%2(**** "BBB@ I*6DH
**** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@
HHHHH **** "BBB M@ HHHHH **** "BBB@ HHHHH **** &4TTZFFK1S2():I2U=EJE+6B,64)JSIN M]:,U9TW>MXF;*$W4U1E[U>FZFJ,O>NB)C(JO5=JL/5=JZ(G/(C--IQIM;(PD
M)1116J,F+2TE+5$!24M)0-"4445#*0HI12"E%0S5$BU,E0K4R5FS1%F/K5N* MJD?6K<58LVB7H:OPU0AJ_#6,C>)>BZ5M95Q;
M]>*Z:>'/:LZ:W]JM,9RL]MG/%9\UI[5U4UMUXJC):>U4F!RTEG[57:S]JZ=[M/VJ!K/VJTQG--9^U1FS]JZ5K/VIALO:JY@.:-G[4GV/VKHS9>U)]B]J5R3!6 MS]JMPV?(XK66R]JM16?
M1S%%*WM>G%;%K;8QQ4D%IC'%:=O;=.*AL1):P8QQ M6S:Q8O5>W@QVK5MXL5FV(M6Z8K2A6JL*5>C6LFQ$Z"IQ42"I16; <*6D%+4@ M%%%% !112&D 4E+24 %%%% !1110
4444 &:,TM%,!**7%% "44M%(!**6DH M **** "EI** %HHHI@+1110 4444 (>E5Y!5@U"XIH92E%49DK2D%5)4JT!C M7$?
6LJXAZUOS1UGS0]>*T3&*RY[;KQ73S0>U9\UM[5HF,Y>:U]JH2V MGM752VOM5.2T]JT3&U6I U5S".>^Q^U+]C]JZ'[%[4OV+VI\PSG?L?M1]B]JZ+[%[4?8_:CF$<[]B]J3 M[%[5T?
V+VH^Q>U+F YLV7M2&R]JZ0V7M2?8O:ES U)]B]JZ7[#[4?8?:ES U=)]A]J/L/M M3Y@.;^Q>U'V+VKI/L/M1]A/I1S U=)]A]J/L/M1S *["XME.%E[528C!6S
M]JF6S]JVQ9>U2K9^U5S%&,EI[5;BM/:M1+/VJS':<]*'("E!:].*T[>WZ<5/ M#:].*T(;?VJ&P"V@QCBM:WBZ5%!!TXK2@BK)L18@3I6E"M5H4J]$M9MB+$8J MPM0H*G6LF(=1114
%%%% !2&EHH 2DI324P"BBB@!:2EQ10 E+112 *44E** M "BBB@ HHHI@1N*J2KFKC"H'6K3&9*R
MKBVZ\5U$T'M6=/;9[5JF,Y.>TZ\5F36G7BNNFM?:L^:T]JT4@.2EL_:JU1FR]J+B9S?V/VI19^U=#]B]J467M M1<$82V?
M5A+3VK96S]JE6S]J5QF7%:^U7X+;IQ5U+3VJW%;>U)L1%;P8QQ6O M;18Q3(;?':M*"'IQ6;8BS;)C%:UNO2J<$?2M.!.E9L"] .E:,/2J,(XJ]%6; M$3BEI!2U !1110 QZKR"K+5
XJD,I2K5"9.M:/K65<0]>*Z" M:.LZ:'.>*U3*.:N(.O%9D]MUXKIYH.O%4)K;/:K3 Y6:T]JHRV?M752VGM52 M2T]JL,9RSV?/2HC9>U=,UG[5&;+VJ^8#G/L7M2_8_:N@^Q^U+]C]J?,!S_V/
MVH^Q^U=#]C]J/L?M3Y@.>^Q^U+]C]JZ'['[4?8_:GS".=^Q^U'V+VKHOL7M1 M]B]J.8#FS9>U(;+VKI/L7M2?8O:ES".:-E[4GV+VKI?L/M2?8O:ES
U'V+VKI/L/M1]A]J.8#F_L7M1]B]JZ3[#[4?8 M?:CF$E+2+TI:R$%1R]*DJ.3I36XT9=RO6L2[CSFN@G7.:RKF/.:W3 M&*SI;/G MI6B8SE&LO:F_8_:ND:R]J;]B]J=R3
6S]JGCL_:MM;+VJ:.S]J+C1EQ6GM6A M#:^U7H[3VJ[%:^U2V!6@MNG%:MO!TXIT-M[5HP0>U0V(?;Q=*U;>/I4,$73B MM&&/%9-B+$*]*OQ"JT2UM; MDJ9JC-%G-
:IC.*R+FUZ\5U4\&<\5FSV^<\5HF!R-Q:=>*S9K/KQ773 M6OM5"6T]JT3&U0M9>U5 MS %E[4];+VIE4X(\8K1A6LV!U:*0SF9K7VK.FL_:NJEML]JI2VOM6BD,Y*:R]JHRV7M772V
MGM5.2S]JT4AG(R67M522R]JZZ2S]JJ267M5U M/F Y5[/VJ!]/VKJ'LO:H'LO:CF YAK3VJ%K3VKIGL_:H&L_:CF YMK7VJ,VI M]*Z-K/VJ(V?M3N(Y\VOM3#:GTKH#9^U,-G[47 P?
LI]*3[*?2MTV?M1]C]J+ M@87V4^E.%J?2MO['[4X6?M1<#$%K[4\6GM6V+,^E/%G[47 Q%M/:I5M/:MM;
M+VJ9;+VHN!B+9^U3+9^U;:V7M4Z67M1<#$2R]JG2R]JW$LO:K$=E[4N8#$CL M?:K<=C[5LQV7^S5N.R_V:7,,QXK'VJY%9>U:\=E[5;BL_:ES 9D-E[5?AL_:
MM"*T]JNQ6OM4N0BE#:].*T(;;VJU%;=.*N1P>U9N0$$5O[5IC43B MJ0%.450F6M.053E2M$QF-/'UK+N(NM;\T?6LZ:+/:M$QG.7$'7BLN>VZ\5TT
MT'7BJ$UMUXJTP.6FM>O%49;3VKJ9;7VJI):>U6F,Y=[/VJ!K/VKIFL_:HFL_ M:JY@.:-G[4?8_:NB-E[4GV/VI\P'/"S]J=]C]JZ 6?M2BS]J?,!S_P!C]J/L M?
M70_8O:C['[4^89SOV/VIOV/VKH_L7M1]B]J.8#F_L7M1]B]JZ/[%[4GV+V MHYA'.?8O:D^Q>U=)]B]J/L/^S2Y@.:^Q>U'V+VKI?L/M1]A]J.8#FOL7M1]B M]JZ3[#[4?8?:CF YK[#
[4OV'VKI/L/M1]A]J7,(YO[%[4?8O:ND^P^U'V'VH MYAG-_8O:C[%[5TGV'VH^P^U',(YO[%[4?8O:ND^P^U'V'VHY@.:^P^U'V'VK MI?L/M1]A]J.8#FOL/M1]A]JZ7[#[4?8?:GS
VQCBK,5ITXK0AML8XJ6P&6T&,< M5KVT72F00>U:4$.,<5#8B:"/I6E"O2J\,?2KT2UFP+$0JTE0(*L+6;$24445 M(!1110 4=Z2BD H***8@HHHHH **** "BBB@ HHHH ****!A1110
4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%%
!1110 4444 ,HIU--6CFD02U2EJ[+5*6M$8LH35G3=ZT9JSI MN];Q,V4)NIJC+WJ]-U-49>]=$3&15>J[58>J[5T1.>1&:;3C3:V1A(2BBBM4
M9,6EI*6J("DI:2@:$HHHJ&4A12BD%**AFJ)%J9*A6IDK-FB+,?6K<55(^M6X MJQ9M$O0U?AJA#5^&L9&\2]%TJY'5.+I5R.N>1O$M)4ZU E3K6$C>)**6D%+6
M9JA:44E**104444B@I*6DH ****0PHHHHH **** "BBBF(**** "BBBF(**** M "BBBD 4M)2T#"BBB@ HHHH ::C:I#4;4 1-435*U1-3 @:H&J=J@:F!"U0M M4S5"U $9HQHH ;0**!3
<*6D%+0 M%%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4&B@T M(:2E-)0 E+24M "BGBF"GB@!ZU*M1+4RT 2K4RU$M3+2
E6IE%1**F44@'K4 M@I@J04@'"EI*6D 4444 %%%% !2&EI#0 4444P"BBB@ HHHHH **** "BBB@ MHHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *!10* %HHHI %%%%, HHHHH
M0U$U2&HFH B8U"QJ5JA:JX&/+#GM5*6W]JW)(JK/#[4[C,& M2V]JJO:^U=]O[5 UM[55P.>>T]JB-G[5T+6OM49M?:JY@.>-G[4PV7M70FT M]J:;3VI\P'.FR]J!9>U=!]D]J3])[4U68[?
VJ7(1%##C'%7X8J6.'VJW''BH; =$E6T6HT2IU%0V(M>HJ04U13Q4B%HHHI#"BBDI +2444 !I***0!1110(**** "BEQ10,**** "B MBBF 4444 %)2TE !1110 4444 ***!10 M%%%, HHI*
U$U2FF,*8RNXJM(ME7&%0NM- 9TD=5)8LUJNE5WBJTQF++!GM522V]JW7A]JKO![5:8&]K[56>T M]JZ%K?VJ%K7VJE(9SS6?M49L_:NA-K[4PVOM5U+F
P/L7M1]B]JW_LGM1]D]J.8#G_L7M1]B]JZ#[)[4?9/:CF Y M_P"Q>U'V+VKH/LGM2?9/:ES <_\ 8O:C[%[5T'V3VH^R>U',!S_V+VH^Q>U= M!]D]J/LGM1S 8'V+VH^Q>U;_-D]J7[*/2ES
<_]B]J/L7M70?91Z4?91Z4^ M8#G_+%[4?8O:N@^RCTH^R>U',!S_P!B]J/L7M70?9/:C])[4U'V+VKH/LGM2?9?:CF P/L7M1]B]JW_ ++[4?9/ M:CF P/L7M2?
8O:N@^R>U'V3VI\PSGOL7M2&Q]JZ'[)[4GV3VHY@.>^Q>U'V+ MVKH/LGM1]D]J7,!@"Q]JD6R]JW!:>U/%I[5-P,9+/VJQ':>U:JVOM4R6WM2N M!G1VN.U7(K?
VJXEO[582#':I;$0Q08[5=BBQ3DBJRD>*AL!8TJR@IJ+4JBI MD6I!3!3J0Q:C:GTUJ:$59!FJ4J9S6BZU6D2K3 R)HLUGS09[5NR1YJI)#FJN
M!STUM[51EM/:NEDM_:JSVWM3N,YE[/VJ$V7M72-:>U1FT]JJX'_8O:G"S]J MWOLGM2BT]J=P,,67M3Q9^U;8M/:GBU]J?,!C+9^U3I:>U:JVOM4JVWM1S 9\
M=K[5;BM_:KB6_M5A(,=JER ABAZ<5=BBI\<-64CJ&Q!&E6T6F(E3JM9MB)$% M2"FJ*>*A@+1112 ****0!1110 &DI324P"BBB@ HHHI %%%% !2BDHH 6BBB M@
HHHI@(143"IC3"*I 5G2JTD=7V6H72K3&94L.>U4Y8/:MIXZK/#[5:8S E MMO:JU5WM?:GS U/F Y[[%[4X67M6]]D'I2BT]J.8#"%G[5(MG[5MBT]J<+7VIU;KPU]O[55P.?
DM?:JSVGM71-;>U0M M:^U/F&^R#TH^R#TI\P&%]C]J/ ML?M6]]D'I1]D'I3Y@,+['[4?8_:MW[+[4OV7VHYA&#]C]J7["[5O?9/:C)[M4U',!S_P!B]J/L M7M70?9/:C[(/2ES <_\ 8O:C[%
[5T'V0>E'V0>E+F Y_[%[4?8O:N@^R#TH^ MR#THY@.?^Q>U'V+VKH/LGM1]D]J.8#G_+%[4?8O:N@^R>U'V3VI\P'/_8O: MC[%[5T'V3VH^R>U',!S_-B]J/L7M70?9/:C)[4U',!S_-
B]J/L7M70?9/:C)[4U/F Y_[%[4 MALO:NA^R>U!M/:CF Y[[#[4W[%_LUT1M/:D^R#TIE M'V0>E',,P19>U/%E[5NBT]J<+3VI7 Q5L_:IX[3VK66U]JE2V]J5P,Z.UQVJ
M[%;=.*MI;^U64@QVJ6P(88,=JO118I8XJLI'4M@.B2KD8J)%J=14,1*.E+2" MBH$+3'Z4ZD;I30T4YEZUGSQYS6I(,U5D3K6B8S$GASGBLV>WSVKH9(LU2E@S MVJTP.;FM,]JH26?
M7326P/:J[VOM5\PSF6L_:F_8_:NB:T]J9]D'I3Y@,);+ MVJ9+/VK:%I[5(MK[4N8#(2T]JLQVOM6FMK[5,EM[5+8BE';>U7(H/:K*6_M5
ME(?:I;$110X[5=BCQ2I%5A$J&P'1K5E!3%6IE%2!(O2GTP4^I$%%%% !1110 M &DI324@"BBB@ HHHH ****8!1110 4444P"EI*6D 4444 %-84ZD- %=US5
M:2.KS+43)5)C,N6'/:J4MOUXK9>.J[Q5HF,P9;;/:JT]JKO9^U=&]M[5 UJ/2KY@.<:S]JA:S]JZ1K7VJ(VGM3Y@.=-E[4GV/VK
MH#:>U)]D]J?,!@BR]J>+/VK<%I[4X6GM2Y@,5;/VJ9;3VK7%K[5(MK[5#D!F M1VOM5N*V]JO);>U6$M_:H;$5XH,=JOPQ8[4^."':K4<=0V((DJ[&M1QI5E%J M0)4J6HUI]2 M%)FEH
**** $HHHHH **** "EI**0"T49HI@%%%% !1110 A& M:C9*EHQ3N!5..H'B]JOE:8R528S*D@SVJM);^U;#QU"\-:*0S#DMO:JTEK[5 MO/ /2H'M_:KY@.>DM/:JLEG[5T;V_M5=[;VI\P'-26?
M59[/VKIGM?:J[VOM M3YAG,O9^U0/9>U=,]H/2H'M!Z4^8#F7LO:H&LO:NG>T]J@:S]J?,!S+67M41 MLO:NF:S]JB-G[4[@%E[4X67M6^+/VIPL_:BX&$++VIZV7M6\+/VIZV?
M2N,PULO:IELO:MM;, M>E3+9^U+F Q4LO:ITLO:MI;/VJ9+3VIU;"V@]*G2U]J7,!DI M9^U6H[/VK42U]JG2V]J7,(S8[3VJU':^U:"6_M5A+?VIT]JZ![?VJ%K;VIW YYK3VJ,V?
MM70FU]J8;7VJN8#GS9^U)]C'I6_]D'I1]E]J.8#!^Q^U*+/VK=^R>U+]D'I3 MYAF%]C]J/L?M6]]D]J/LH]*.8#!^Q^U)]B]JW_LH]*/LH]*.8#_^Q>U'V+VK M?^RCTH^R>U',!@?
8O:E^Q>U;_P!D'I1]D]J.81@?8O:C[%[5O_9/:C)[4

U',!S_V+VH^Q>U=! M]D]J/LGM2Y@.?^Q>U'V+VKH/LH]*/LH]*.8#G_L7M1]B]JZ#[*/2C[*/2CF MY_[%[4?8O:N@^R#TH^R>U',!S_V+VH^Q>U=!]D]J/LGM3Y@.?^Q>U'V+VKH/
MLGM1]D]J.8#G_L7M1]B]JZ#[)[4GV3VHY@.?^Q>U'V+VKH/LGM2?9/:CF Y_ M[%[4?8O:N@^R>U'V3VI2W]JG2#VJ;B*T4' MM5V**I4A]JL)'4M@)"5I%I$3%3*M2V]!4RTQ14@J&
(=1112 **** $HHHHI M""BBB@ HHHHI@%%%% !1110 4444 %%%% PHHHHH **** "BBB@ HHHHH **** M"BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH *
M*** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HH MHH **** &4TTZFFK1S2():I2U=EJE+6B,64)JSIN]:,U9TW>MXF;*$W4U1E[
MU>FZFJ,O>NB)C(JO5=JL/5=JZ(G/(C--IQIM;(PD)1116J,F+2TE+5$!24M) M0-"4445#*0HI12"E%0S5$BU,E0K4R5FS1%F/K5N*JD?6K<58LVB7H:OPU0AJ
M_#6,C>)>BZ5U)Y/M3N,RC;>U(;;VK5\FD\CVIW R?LWM1]F]JU?(I/(HN!FBV]J MD6W]JT!![4X0^U*XBDL'M4RPU:$5/$=*X$*1U.J4\1U(%J;B&JM2@4!:33N!E?9_:C[-
[5]>1[4>3[4^8#,^S>U'V;VK3\GVH\FCF S?LWM M1]F]JTO)]J/)]J7,!F_9_:C[./2M/R?:CR:+@9GV?VH^S>U:?DT>31<#,^S> MU+]F'I6EY-'D^U%P,W[,/2D^S#TK3\GVH\GVHN!F?
9QZ4?9QZ5I^31Y-%Q&9 M]G]J/L_M6GY-'DT7&9GV?VI?L_M6EY-'D^U*X&;]G]J/L_M6EY/M1Y/M1<#- M^S^U'V?VK2\GVI?)HN(S/L_M1]G]JT_)H\FBX&9]G]J/L_M6GY-'DT7 S/L_
MM1]G]JTO)H\FGS 9OV?VI/L_M6GY-'DT7 S/L_M1]G]JT_)H\FBX&9]F]J3[M-[5J>32>31<9E_9O:C[-[5J>1[4>1[47 S!;^U.%O[5H^32^32N!0%O[4]8/ M:KPB]J<(J5Q%-8:F6*K
CIX2E<"%8ZE5*D"4X+2 :!4@% %.Q0 HI:2BD M(M:6DH C85$RU8(IA%,"H\=0/%5\K3"E.X&:T/M4+6_M6H8J88:=P,EK?VIAMO M:MU:Q@]J;Y'M1<#*^S>U+]F]JU/(]J/(]J+C,S[-[
M4OV?VK3\CVH\BBXC-%O[4\0>U:'D^U*(:5P*2P^U3+%[59$5/$=%P(5CQ4RK M3PE/"TKB!14JTT"GBD \4M(*6I *7-)10 &FFG4E,",BHV6IR*813&5F2HFC MJX5IA2G<"BT51-
#6@8Z:8Z=QF:T'M3#;^U:9B]J:8O:G<#+-O[4W[/[5]>3[M4AA]J=P,O[/[4?9O:M3R/:CR/:BX&9]F]J/LWM6GY'M1Y/M1S 9GV;VI?L_M M6EY/M1Y/M3Y@,W[/[4?
9_:M/R?:CR:.81F_9_:C[/[5I>3[4ODTN8#,^S^U' MV?VK3\FCR?:CF S/L_M1]G]JT_)H\FE<#,^S^U'V?VK3\FCR:+@9GV?VH^S^ MU:?DT>31<#,^S^U'V;VK3\FCR:+@9GV?
VH^S^U:?DT>31<#,^S^U'V?VK3\F MCR:+@9GV?VH^S^U:?DT>31<#,^S^U'V?VK3\FCR:?,!F?9_:C[/[5I^31Y-' M,!F?9_:C[/[5I^31Y-',!F?9_:C[/[5I^31Y-',!E_9_:D^S>U:GD^U'DT

32^3[4K@9P@]JD6#VJ\(J<(J+@ M4UAJ58JLB.GB.E<1"L=3*E/"4X+2N **D I */-5WAK1*5&8ZJX&6T'M436_M6J8J88?:G<#)-M[4W[-[5K&"D M\BG<#,%M[4X6_M6D(/:G"'VI7
SQ;^U/6#VJ\(:<(J5Q%58:E6*K CIXCI7 MB6.I52GA*>%I7$(%J0"@"E I **=2"BD M%)2T %%%% "4444""BBB@ HHHH M ****!A1110 49HHH *6DHH 6BBB@ HHHHH 0BFE:?24
0,E1-'5LBHRM4F,I M-%[5"T-:!2F&.JN!FM![5$T'M6F8J:8J=P,IK?VJ,VWM6L8::8?:GS 9)MO: MD^S>U:OD>U'D>U',,RQ;>U.%M[5I^1[4OD^U',(S1;^U/%O[5H>32B&E<"BL
M'M4JP^U6Q%3Q%4W KI%4RI4HCIX2D(:JU*HH"T\"D HIU(*6D 4444 +FC-) M10 4444@"BBB@ I#2TAH 6BBB@ I:2E% !1110 4444P"C%%% #2M1E*FI"* M:8RLT=1-
'5PK3"M7<"BT50M#[5HE*C,=.X&6\'M4+6_M6LT51M#[4[C,=K;V MJ)K;VK9:&HV@]J=P,1K7VJ)K7VK<:#VJ-K?VIW PFM?:HS:^U;IMO:F&V]JJ
MX&";3VIIM/:MTVWM33;>U5<#"^R>U'V3VK;^S>U'V;VIW Q!:>U/%I[5L"V] MJ<+;VHN!CBT]JD6U]JUA;>U/%M[5-P,I;7VJ5;7VK46W]JD6W]JEL#-6U]JF M6V]JT5@]JD$%3S
9ZVWM4RV_M5X0^U/6&ES 5%@'I4JP^U6A%4@CI7$5UBJ9 M8ZE5*>%I7 C6.I E/"TX"I; 0+3J**D04444 %%%% !1110 444E !1110 N M:,TE% "YHS244 %(:6D-
,!A%1LM3$4TBF!79*A:.KA6F%:=QE%HJB:&M QTP MQT[@9S0>U1F#VK3,5-,5.XS+-O[4TV_M6IY/M2>3[47 R_LWM1]F]JU/)]J/ M)]J=P,O[-[4OV?VK3\GVH\GVHN!F?
9_:E^S^U:7DTOD^U',!F?9_:C[/[5I^ M3[4>3[43[4>3[4U'V;VK2\GVH\GVHN!F_9O:C[-[5I>3[4>3[47 S?L MWM2?9_:M/R:/)HN!F?9_:C[/[5I^32>3[47 S/L_M1]G]JT_)]J/)]J+B,S[M-
[4?9O:M/R?:CR?:BXS,^S>U*+?VK2\GVI?)]J5P,\6_M3U@]JO"*G"*BX%, M0^U2+%[5:$5/$=*XB!8\5*J5*$IP6E]=$3&15>J[58>J[5T1.>1&:;3C3:V1A(2BBBM49,6
MEI*6J("DI:2@:$HHHJ&4A12BD%**AFJ)%J9*A6IDK-FB+,?6K<55(^M6XJQ9 MM$O0U?AJA#5^&L9&\2]%TJY'5.+I5R.N>1O$M)4ZU E3K6$C>)**44@I169J
MA:44E**DL****!A24M)0 &DI324 %%%%(84444 +1113$%%%% !1113$%%%% M !1112 *6DI:!A1110 4444 --1M4AJ-J (VJ%JF:H6H @:H&J=J@:F!"U1- M4K5"U,",TTTXTPT)1113
<*6FBG4 +1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !24M)0 4444 %%%%
"T444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !2&EI# M0 E)2TE "4M)2T .%/6F"GK0!*M2K42U*M $ZU.E0+4Z4@)EJ5:B6IEI 2"G
MBF"GBD M%%% !1112 0T4&B@ HHHHH ****8!1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 I:04M(HHHHH **** "FFG4TT
M,8U$QJ5C43&F!"QJ%S4S&H'-,"%JA:IFJ%J8$35&:D:HS0 TTTTXTTT %%%% M !2TE+0 HHH%% !1110 4444 %%%% !1113 **** "BBB@ HHHHH **** "BB MB@ HHHHH **** "BBB@
HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** M "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH **** "BBB@ HHHHH M**** "BBB@ I*6DH 0TAI32&@ I:2EH <*>*8*>*
)%J5:B6I5H F6IEJ%:F M6D!,M2K42U*M(9**>*8*>*0#J6DI:0@HHHHH **** "DI:2F 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %&* M**
$Q2;:=BEQ3 C*TW94V*3%%QD.RD\NI\4N*+@5O+H\NK&*-HHN!6\NCRO: MK.T4;11<"MY5)Y56MHHVBBX7*WE4OEU8P*,"BX$ CIVRI<4N*+B(MM.VT_%% M(!N*6EHH
2BEI*0!1110(*2EI* "BBBD 4444 ***** "BBB@ HHHH&%%%% M"T444 %%%%, H-%!H 2BBB@ HHHHH **** "BBBF 4444QA1110 F*3%.HH 9 MMI-M28HQ0!%LI-

E38HQ1<"#91Y=3XHQ1<+E?R_:CRQ5C%&!1<"MY='EU9VBC M:*+@5_+H\NK&T4;11<"OY8H\L58VBC:*+@5_+%'EU8VBC HN!7\NCRZL8%&* M+@5_+H\NK&*,47
K^7[4>7[58Q1BBX%?RZ/+JQ@4;11<"OY='EU8VBC:*+@5 M_+H\OVJQM%&T47"Y7\OVH\OVJQM%&T47 K^72^74^T48%%P(/+H\OVJ?%&*+
M@0>7[4>7[5/BC%%P*_ET>75C%&*+@5_+H\NK&*-M%P*_ET>75C;1M%%P*_ET M>75C:*-HHN!6\NCRZL[11M%%P*_ET>7[58VBC HN%R#RZ7RZFQ1BBX$6REV5
M)BC%%P&;:,4_%% #<48IU(10 E%+BDQ0 M%%% !BDQ3J* &%:;LJ7%&*+@0[M*3RZGQ1BBX%?RZ3RO:K.!1@47 K>5[4>5[59P*,"BX%?RO:CR_:K&!1@47 K
M^7[4OEU/@48%%P(=E+LJ7%&*+@,"TN*?BC% AN*6EHI)BEHHI)1110 444 M4@"BBB@ HHHI@%%%%(HHHH **** "BBB@ HHHH 6BBB@ HHHI@%)2T4P$I,
M4ZB@!A6F%*FHQ3N,@V4GEU8Q28%%P*_ETGE>U6<"C HN!6\KVH\JK.!1@47 MK>52^55C HQ1<"MY='EU9Q1MHN!7\NE"5/MHVT7 A"4X+4F*3% AN*!3L4E M"BB@44
%+24M !1112 ,4W%.Q13 9MI-M28HQ0,BV4FRIL48HN!#Y=)Y=6,4 MF!1<"OY='EU8P*,"BX%;RZ/+JSM%&T47"Y6\NCRZL[11M%%P*_ET>75C:*-H
MHN!7\NCRZL;11M%%P*_ETOEU/@48%%P*_ET>75C HP*+@0>7[4>7[5/@48%% MP(/+H\NI\"C HN!!Y='EU/@48%%P(/+H\NI\"C HN!!Y='EU/@48%%P(/+H\ MNI\"C
HN!!Y='EU/@48%%P(/+H\NI\"C HN!!Y='EU/@48%%P(/+H\NI\"C MHN!!Y='EU/@48%%P*_ET>7[58P*,"BX%?RZ/+]JL;11M%%P*_ET>7[58P*,4 M7
@\NE\NIL48HN%R+92[*DQ1BBX$>VG8IV** $Q2XHHH **** "BBB@!"*0K M3J,4 1E:394N*,47 @\ND\NK&*,"BX%;RO:CRO:K.!1@47"Y6\KVI?+JQ@48
M%%P(/+H$=3XHQ1<"+92[*EQ1B@1'MI<4_%&*0#<48I:* "BBB@ HHHH$%%%% M !1110 4444 %%%% !1110,**** "BBB@ HHHH *6DI: "BBB@ HHHH 2DQ3 MJ*
&;:0I4E%.X$)2DV5/BC%%QE?RZ3R_:K&!1@47 K>5[4>5[59P*,"BX%;R MO:E\OVJQ@48%%P*_ETHCJ? HQ1<"'RZ794V*,4"(MM+MJ3%)BD W%&*=13 2 MBBB@ I:2EH ****0!1112
**** "D-+2&@ HHHH *44E** %HI*,T +1110 M4444P"BBB@!,4F*=10 S;32M2T8IW @*4TQU8Q1BBXRJ8J:8JM[12;*=P*1A M]J88?:KY04TQ^U5<#/,'M33![5HF.FF/VI\P&
<8!Z4TV_M6EY7M3?*JN8#.^ MS^U)]G]JTO*I/*IW S_L_M2BW]JT/*H$5',!1$'M3Q![5=$7M3A'[5/,!2$/ MM3Q#
[5;$=.$=2V,JB+VIXB]JL[*7:*FXBN(Z<(ZGVBC%*X$02E"U+BC%%P&! M:=BEHHN(3%+112 **** "BBB@ HHHH ***2@ S1110 4444 %%%% !1110 4 M444)BC%+1B@!I%-
VU+BDQ3&1;*394V*,47 A,=)Y?M4^*,47 K^71Y=6,"C M:*+@5O+H\NK.T4;11<"MY='EU9VBC:*+@5_+H\NK&T4;11<"OY8H\L>E6-HH MVBBX%?RQ1Y=6-
HHVBBX7*_E^U'E^U6,"C%%P*_E^U'E^U6,48HN!7\OVH\OV MJQBC%%P*_E^U'E^U6,48HN!7\OVH\OVJQBC%%P*_E^U'E^U6-HHVBBX%?R_: MCR_:K&T4;11<"OY?M1Y?
M5C%&*+@5_+]J/+]JL8HQ1<"OY?M1Y?M5C HQ1<" MOY?M1Y?M5C%&*+@5_+H\L58P*-HHN!7\NCRQ5C:*-HHN!7\NCR_:K&T4;11< M"OY?M1Y?
M5C:*,"BX$'ET".I\48HN!#LI0E2XHQ1)FS/FZFJ,O>KTW>J4O>NB)C(J/5=JL25 U=$3GD1&FT\TPUL MC"0E%%%:HR8M+24M40%)2TE T)1114,I"BE%(*45#-42+4R5"M3)6;-
$68^M M6XJJ1]:MQ5BS:)>AJ_#5"&K\-8R-XEZ+I5R.J<72KD=<\C>):2IUJ!*G6L)& M\244HI!2UF:H6E%)2BI+"BBB@84E+24 !I*6DH ****0PHHHHH 6BBBF(**** M "BBBF(****
"BBBD 4M)2T#"BBB@ HHHH ::C:I#4;4 1M4+5,U0M0! U0- M4[5 U,"!JB:I6J)J8$9IAIYIAH ;1113 <*6FBG4 +1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% M !1110 4444 +1110 4444 %)2TE !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 M%%% !1110 4444
%%%% M!1110 4AI:0T)24M)0 E+24M #A3UI@IZT 2K4R5"M3+0!,E3K4*5.M("9: ME6HEJ5:0$@IXI@IXI +1110 4444@$-%!HH **** "BBBF 4444 %%%% !11 M10 4444 %%%%
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HHHI@%%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 M4444 %%%% !1110 4444 %)2TE "&D-*:0T %+24M #A3Q3!3Q0!(M2K42U* MM $RU,M0K4RT@)EJ5:B6I5I 2BGBF"GB@!U+2"EI %%%%(HHHH *2EI*8!1 M110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4M HH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "DHHH *0TM%
"44II*0!1110 4444 %%+10 E%+10 4444 %%%% ! M2TE+F@ HHS1F@ H-&:2@ HHHH ****8!12T4)12T4)10:2@!:*** "EH%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444
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"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I*** "BBBD 4444 %%)1B MF M%%%(HHHH **** "BBB@ HHHH **** %HI** %HHHH ****8!1110 444 M4 %%%% !1110 4444
%%%% !1110 4444 %%%% "4E.-(: $HHHH *6DI:8! M2BDI12 **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "DI:2@ HHI*8Q:**!2$+1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %)2TE !1110 4444""BBB@
M HHHH **** "BBB@ HHHH&%%%% !1110 4444 %+244 +124M @HHHH&%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %)2TE :2EI*8!2T ME+0 4444@"BBB@
HHHH *0TM%(!**** "E%)2T %%%% "T444 %%%%, HHHH M **** "BBB@ HHHH **** "BBB@ Q28I:* $VTFVG447 9MHVBGT4[CN,VTN MVG447$)MHQ2T4@#%%%% !1110 4444
%%%% !1110 4444 %%%% !1110 44 M4E "TE%% !1110 4444 %%%% !1110 4444 +1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
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4444 %%%% #*::=335HYI$$E4Y>E7) M*IR]*T1BRA-6=-6C-6=-6\3-F?-WJE+WJ[-WJE+WKHB8R*DE0-4\E0-71$YY
M$9IAIYIAK9&$A****U1DQ:6DI:H@*2EI*!H2BBBH92%%**04HJ&:HD6IDJ%: MF2LV:(LQ]:MQ54CZU;BK%FT2]#5^&J$-7X:QD;Q+T72KD=4XNE7(ZYY&\2TE M3K4"5.M82-
XDHI:04M9FJ%I124HI%!1112*"DI:2@ HHHI#"BBB@ HHHH ** M**8@HHHH ****8@HHHH ****0!2TE+0,**** "BBB@!IJ-JD-1M0!&U0M4S5 M"U $#5
U3M4#4P(&J)JE:HFI@1FF&G&F&@!****8"BG4W-+F@!U%)FES0 44 M9HS0 449HS0 449HS0 449HS0 449HS0 449HS0 449HS0 449HS0 M 449HS0 449HS0 449HS0
449HS0 449HS0 449HS0 449HS0 M%)10 M%)1 M0 M)11F@ HHS1F@ HHS24 +1244 +1244 +1249H 6BDS1F@!:*3-+F@ HHS M29H 6BDS1F@!:*3-&: %HI,T9H 6BC-% !1113
6BBB@ HHHH ****0!1110 M 4444 %(:6D- "4E+24)2TE+0 X4]:8*>M("5:F6H5J9:)TJ=:@2IUH F6 MI5J):E6D!(*>*8*>*0"T444 %%%% "&B@T4 %%%% !1110 4444 %%%% !11
M10 4444 %%%% !1110 4444 %%%% !1110 4HI*44 %%%% !1110 4444 %% M%% "4PT\TPT ,:HFJ1JB:@")J@>IVJ!Z8$+5"U3-4+4P(S49J0U&:8#32&E- M(: $HHHH 6E%)2B@
%+2"EH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH *2EI* $-(:4TAH *6DI: '"GBF"GB@"1:E6HEJ5: M)EJ9:A6IEI 3+4JU$M2K0!**>*8*>*0#Q10**0!1110 4444 %)2TE !111
M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4M)10 M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 449I* M %I*** "BBBF E%+12
2BEHQ0 E%+BC% "44N*,4)FES110 9HS110 4444 M6&%%%% !1110(**** "BBB@ HHHH **** %HHHH **** TE*:2@ HHHH !2 MTE+0 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4E+24 !I*6B@ Q1110 HHI*6@
HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "DH-% !1113&%%%%(HHHH M**** "BBBF 4E+12 ,T9HHH$&:2EHHL E%+10 E%+10 4444 %+244 +1FDH MH 6BDHS0
M%&:* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ -)110 4 M444 %%%% !1110 M% HH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *2BB@ HHHH *6@4 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110
E%%% !1113 **** M "BBBD 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% @HHHI@+124M M(HHHH&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4E%% !1113
M **** "BBBD 4444 %%%% !1110 4444 %%%% !1110 4M)10 M)FBB@!:*2 MB@!:*3-+F@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH
**** "BDS10 M)FBB@!:*2B@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH 6BDI: "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I* M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH ****
"BBB@ HHHH 9333J::M'-(@DJG+TJY)5.7I6B,64)JSIJ MT9JSIJWB9LSYN]4I>]79N]4I>]=$3&14DJ!JGDJ!JZ(G/(C-,-/-,-;(PD)1 M116J,F+2TE+5$!24M)0-
"4445#*0HI12"E%0S5$BU,E0K4R5FS1%F/K5N*JD M?6K<58R-HEZ&K\-4(:OPUA(WB7HNE7(ZIQ5=CK"1O$LI4ZU"E3K6$C>)(*6D M%+61JA:44E**"@HHHI%!24M)0 444M
"44M%(8E%+10 E%%%,04444 %%%%, M04444 %%%%(I:2EH&%%%% !1110 TU&U2&HVH C:H7J9J@>@"%Z@>IWJ!Z8 M$#5"U3-4+4 1FF&GFF&F VBEHI@ IU)2T +1110 4444
%%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 +1110 4444 %)2TE !1110 4444 %%%% !1110 4444 %%%% !1110 M4444
%%%% !1110 4444 %%%%, I124M !2TE+2 **!10 4444 %%%% !111 M0 4AI:0T)24M)0 E+10*0#A3Q313UH D6IEJ):F6@"9*G6H4J9:)EJ5:B6 MI5I 2"GBF"GBD M%%% !1110
AHHHH **,T9H **,T9H **,T4 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4HI*44 %%%% !1110 4444 %%% M% "&F&GFF&@"-JB:I6J)J (FJ!ZG:H'I@0M4+5,U0M3 C-
1FI#49I@--(:4T MAH 2BBB@!:44E** 4M(*6@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ I*6DH 0TAI32&@ I:2EH <*>*8*>*)%J5:B6I5H M F6IEJ%:F6D!,M2K42U*M
$HIXI@IXI /%% HI %%%% !1110 4E+24 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1112 **** %HHHH **** "BBB@ HHHH
****8!FC-)10 N:2BB@ HH MHI@%%%% !1112 ****8!1110 4444 %%%% !1110 4444 %%%% PHHHH *** M*0@HHHH **** "BBB@ HHHH 6BBB@ HHHH #24II* "BBB@ H%% H
6BBBD M4444 %%%% !1110 44E%,!:*2B@!:*2EH ****0!1110 4444 %%%% !1FDH MI@+FC-)10 N:,TE% "YHS244 +FDHHH ****8PHHHH ****0@HHHH *7-)10 M N:,TE% "YHI**
%HS244 +FBDI10 4444 %%%% !24&B@ HHHI %%%% !11 M10 4M)10 M%&:,T %%&:,T %%%% !1110 44E%,!:*2B@ HHHH ****8PHHH MH **** "BBB@ HHHH **** "BBB@
HHHH$%%%% !1110 4444@"BBB@ HHHH M ****8!1110 4444 +FC-)12 7-&:2B@!J4O>K MLW>J4O>NB)C(J25 U3R5 U=$3GD1FF&GFF&MD82$HHHK5&3%I:2EJB I*6DH
M&A****AE(44HI!2BH9HB1:F2H5J9*S9JBS'UJY%5./K5R*L9&T2[#5^'M5"& MK\/:L)&\2]%5V/I5**KL?2L)&\2U'4ZU!'4ZUA(WB2"E%(*45D:H6E%)2B@H M****104E+24 %+24M
!1112 **** $HHHI@%%%% !1113$%%%% !1112 *6D MI:!A1110 4444 --1M4AIAH B:H7J9JB84 5WJ!Q5EA4#BF!785"PJPPJ)A0 M! 13"*F(II6@"+%&*?MHVTP&XI<4[;2[:
&XHQ3\48H 9BC%/Q1B@!F*,4_% M&* &8HQ3\48H 9BC%/Q1B@!F*,4_%&* &8HQ3\48H 9BC%/Q1B@!F*,4_%&* M &8HQ3\48H 9BC%/Q1B@!F*,4_%&* &8HQ3\48H
9BC%/Q1B@!F*,4_%&* & M8HQ3\48H 9BC%/Q1B@!N*,4[%&*8#<48IV*,4 -Q28I^*,4@&8HQ3\48H 9B MC%/Q1B@!F*,4_%&* &8HQ3\48H 9BC%/VT;: &8HQ3]M&V@!F*,4_%&*
&8H MQ3\48H 9BC%/VT;:8#,48I^VC;0 S%&*?MHVT ,Q1BGXHQ0 S%&*?BDQ0 E% M+BB@!**** "BBB@ HHHH **** "D-+2&@!#24II* "E%)2BD X4]:8*D% $B MU,M0K4RT
3I4RU"M3+0!.M2+4:U(M("04\4P4\4@%HHHH **** $HHHH 2BB MB@ HHHH *44E** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@!:*** "BBB@ HHHH
0TPT\TPT 1M435*U1-0!$U0/4[5],"%JA: MIFJ%J8$9J,U(:C-,!II#2FD- "4444 +2BDI10 "EI!2T %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %)2TE "&D-*:0T %+2 M4M
#A3Q3!3Q0!(M2K42U*M $RU,M0K4RT@)EJ5:B6I5H E%/%,%/%(!XHH%% M(HHHH **** "DI:2@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH ****
"BBB@ HHHI %%%% !1110 4444 %%%% !1110 4444 M%+244 %%%%, HHHH **** "BBB@ HI<48H 2BEQ1B@!**** "BBBF 4444 % M%%% !1110 4444#"BBB@ HHHI""BBB@
HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****0!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4M)10 4444P"BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHH MH **** "BBB@ HHHH ****0!1110 N:,TE%,!1&:8:>:8:V1A(2BBBM49,6EI*6J("DI:2@:$HHHJ&4A1 M2BD%**AFB)%J9*A6IDK-FJ+,?6KD54X^M7(JQD;1+L-
7X>U4(:OP]JPD;Q+T M578^E4HJNQ]*PD;Q+4=3K4$=3K6$C>)(*44@I161JA:44E**"@HHHI%!24M) M0 4M)2T %%%%(HHHH 2BBBF 4444 %%%%,04444 %%%%(
I:2EH&%%%% !1 M110 TTPT\TTT 1,*B85,14;"@"!A4+"K#"HF% %=EJ)EJRRU&5I@5BM-*U8* MTW;0!!MHVU-LHV4 0[:=MJ3;3MM,"';1MJ;;1MH AVT;:FVT;: (=M&VIMM&
MV@"';1MJ;;1MH AVT;:FVT;: (=M&VIMM&V@"';1MJ;;1MH AVT;:FVT;: (M=M&VIMM&V@"';1MJ;;1MH AVT;:FVT;: (=M&VIMM&V@"';1MJ;;1MH AVT; M:FVT;:
(=M&VIMM&V@"';1MJ;;1MH AVT;:FVT;: (=M&VIMM&V@"';1MJ;; M1MH AVT;:FVT;: (=M&VIMM&V@"';1MJ;;1MH AVT;:FVT;: (=M&VIMM&V@ M"+;1MJ;;1MH AVT;:FVT;: (-
M&VIMM&V@"';1MJ;;1MH AVTNVIMM&V@"'; M1MJ;;1MH AVT;:FVT;: (-M&VIMM&VF! 5I,5,5H6@"(BDQ4A%-(H 9BDIU M)0 E%%% !1110 4444 %(:6D- "&DI32'K0 4HIM+2
>*D%1"I :)5J9:A6 MIEH G6IEJ%:F6@"=:D6HUJ1:0$@IXI@IXI +1110 4444)1110 E%%% !11 M10 4HI*44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%%
"T444 %%%% !1110 AIAIYIAH C:HVJ5JB:F!"U0/4[5"U,"!JA:IVJ%A M0!$:C-2-49I@--(:4TAH 2BBB@!:44E** 4M(*6@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I*6DH
0TAI32&@ I:2EH < M*>*8*>*)%J5:B6I5H F6IEJ%:F6D!,M2K42U*M $HIXI@IXI /%% HI %%% M% !1110 4E+24 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4
%%%% !1110 4444 %%%%(HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHI@%%%% "T4E%(!:*2B@ HHHI@%)FEHH 3-&:6B@!,T9I: M* $S1FEHH
****+C"BBBBX!1110 4444""BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHI %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%%,
HHHI %%%&: "BC-% !1113 **** "BBBD M4444 %%%% !1110 4444 %%%% !1110 4444 %%%%, HHHI %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 AHH-% !1113 *6DI:
"BBB@ HHHH M*2EHH 3-&:6B@ HHHHN,****+@%)2T4"$S1FEHH **** "EI**0"T4E% "TE M%%, HHHH ****0!1110 4444 %%&:,T %%&:,T %%%% !1112 **** "BBB@ M
HHHI@%%%% !2&EI#3 **** "BBB@ I:2EH **** "BBBD 4444 %%%% !11 M13 **** "BBB@ HHHH **** "BBBD 4449H **3-% "T4E% "T4E+F@ HHS1 MF@ HHS1F@ HHS1F@
HHS1F@ HHS1F@ HHS10 4444 %%%% !1110 4444 %% M%% @HHHH **** "BBBF,**** "BBB@ HHHH **** "BBB@ HHHH ****0!11 M10 4444 %%%% !1113 **** "BBB@ HHHH
*2EI*0!1110 4444P%%%%% !1 M110 4444 %%%% !1110(**** "BBB@ HHHH&%%%%(HHHH ****0!111FF 4 M49HS0 449HS0 449HS0 449HS0 4444P"BBB@ HHHH **** "DI:2D
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HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBBD 4444 %%%% "4444 %%%% !2TE+0 4444 M %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1124 +10**8PHHHHH **** "BBB@ HHHH$ M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
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#*::=335HYI$$E4I:NRU2EK1&+*$QK/FK0FK.F[UO$S90F[U2E[U=F[U1E[MUT1,9%62H&J=Z@:NB)SR(S3#3C336R,)"4445JC)BTN::*6J(#-)2TE T&:3 M-
%%0RD*#3A313A4,U0]:G2H!4Z5FS1%F.K<55(^U6XJQD;1+T-7X>U4(:OPU MA(WB7HJNQ]*I151330 VBE-)0 4M)2T %%%% "4AI:0T (:0]:4TTT %**2@4 /% M2"HQ3Q2
E6IUJ!:G6F!.E3+4"5.M("=:D6HEJ5:0$@IXI@IXI +1110 4444 M)10:* $HI:* $HI:* $I:** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@!:*!10 4444 %%%%
"&FFGFF&@"-JC:I&J-J8$+5] M3M4+4P(&J%JF:H6H B:F&I&J,TP&&D-.-(: $Q1BBB@ I:2EH !2T"B@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I*6DH 0 MTAI32&@
I:2EH <*>*8*>*)%J5:B6I5H F6IEJ%:F6D!,M2K42U*M $HIXI M@IXI /%% HI %%%% !1110 4E+24 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !24II*
"BBB@ HHHH 6BBBD 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110(****0!1110,**** "BBB@ -)2T M4Q"44M% Q**6B@!**6B@ HHHI %%%% !1110 4444 %%%%,
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*2EHQ0 E%+BC% !1110 4444@"DI:*8"44M% !1110 M(****0PHHHH ****8@HHHH ****0!1110 4444 %%%% !1110 4444#"BBB@ M HHHH **** "BBB@ HHHI@%)2T4)12T4
)12T4)2T44 %%%%, HHHI %%% M% !1113 **** "BBB@ HHHH **** "BBBD 4444)1110 4444 %%%%(0M%% M% !1110 4444 %%%% !1BBB@ Q1BBB@ Q1110 4444QA1110 4444
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"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH ****
&4TTZFFK1S2():I2U=EJE+6B,64)JSIN]:,U9TW>MXF;*$W>J, MO>KTW>J,O>NB)C(JO4#5.]0-71YY1HIQHK9&$A****U1DP%+2"EJB I#
M2TAH&)1114,M"BG"FBG"H9HAXJ=*@%3I6;-$68^U6XJJ1]JMQ5C(VB7H:OPU M0AJ_#6$C>)>BJY'5.*KD=82-XEI*G6H$J=:PD;Q)12T@I:S-4+2BDI12*"BB MBD4%)2TE
!1112&%%%% !1110 4444Q!1110 4444Q!1110 4444 %%%%(84 M444 %%%% :0TH* &D4A%.Q28H 8132*D(I,4 1%::5J;%)MH AVTFRI]M) MMH AVT;:FVT;:
(=M+MJ7;2[:8$.VC;4VVC;0!#MHVU-MHVT 0[:-M3;:-M M$.VC;4VVC;0!#MHVU-MHVT 0[:-M3;:-M $.VC;4VVC;0!#MHVU-MHVT 0[: M-M3;:-M $.VC;4VVC;0!#MHVU-MHVT 0[:-
M3;:-M $.VC;4VVC;0!#MHVU- MMHVT 0[:-M3;:-M $.VC;4VVC;0!#MHVU-MHVT 0[:-M3;:-M $.VC;4VVC; M0!#MHVU-MHVT 0[:-M3;:-M $.VC;4VVC;0!#MHVU-MHVT
0[:4+4NV@+0!% MMHVU-MHVT 0[:-M3;:-M $)6DVU,5HVT 0[:-M3;:-M $6VC;4NVC;0!%MHV MU+MI=M $6V@K4NVC;0! 5H6IRM,*TP*[+43"K++4+"@"LPJ)A5AA4+"F! 1
M3#4C"F&@!II*4TE !2TE+0 4444)2&EI#0 AIIQHH 2EI*6@!PJ05&*D% M $BU.M0+4ZT 3I4Z570U.E("=:E6H5J5:0$HIXI@IXI +1110 4444 (:*#1 M0 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 ***!10 4444 %%%% :::<::: (VJ-JE:HF%,"%JA:IF%0L*8 M$#5"U3-4+4 1-3#3VIAI@,-(:4TAH 2BBB@ I:2EH 444"B@
HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ I*6DH 0TAI32&@ MI:2EH <*>*8*>*)%J5:B6I5H F6IEJ%:F6D!,M2K42U*M $HIXI@IXI /%% M HI %%%% !1110 4E+24 %%%%
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2BEHH 2BEHH 2BEH MH 2BEHH 2BEHH **** "BBB@ Q24M% "44M)0 4444P"BBB@ HHHH ****8! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%
M%% !1110 4444 %%%% "T444@"@T44)12XHI)1110 448HQ0 M%%% !111 M0 8HQ110 8I,4M% "8HQ2T4)12T4)12T8H 2BBBF 4444 %%%%, HHHH * M*** "BBB@ HHHH ****
"EI*6@ HHHH **** TE*:2@ HHHH **** "BBEQ M0 E%+BBD E%+10 F**6B@!**7%&*0"44N*,4)2T44 %&*** #%)2T4)12X MHQ0 E%+BC% "44N*,4)12XHQ0 E%+BC% "44N*,4
)12XHQ0 E%+BC% "44 MN*,4)12XHQ0 E%+BC% "8HI:* $HI:* $HI:* $HI<4E !1110 4444P"BB MB@ HHHH **** "BBB@ HHHI@%%%% !1110 4444 %%%% !1110 4444 %%+B
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4444@"BBEH 2BEHI)BC%+10 F* M*6C% "44N*,4)12XHQ0 E%+BC% "44N*,4)12XHQ0 E%+BC% "4N*,44 & M*,444 &*2EI* "BBBD 4444 %%+BC%,!**7%&* $HHHH ****
"BBB@ HHHH M **** #%+BBB@ Q1BBB@ Q28I:* $Q12T4P$HHHH **** "BBB@ HHHI@%%+ MBB@!**6BD E%+10 E%+1BD E%+BC% "44N*,4)12XHQ0 E%&*,4P"BBEH 2
MBEHIB$HHHH **** "E-)2F@8E%%% !24M)0 4444 %%%% *6D%+0 4444 % M%%% !1110 4444@"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH
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M,T0\5.E0"ITK-FB+,?:K<55(^U6XJQD;1+T-7X:H0U?AK"1O$O15@"LXJ%JL/4#TP(&J-JE:HC0 TTE!I* %HI*6@ HHHH *0T44 (M:2E/2DH 2EI*6@!14@J,5(*)%J9:A6I5H
G2IUJ!:F6D!.IJ9:@4U,M("44 M\5&M/% #Z*2EI %%%% "&BEHH 2BEI#0 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 HHI*6@ HHHH **** "D-
+24 M 1FHVJ4U&U,"!JA:IVJ!J8$#5"U3M4#4 1-49J1JC:F PTAI324)1110 4M M)2B@!112"EH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH *2EI* $-(:4TAH *6DI:
'"GBF"GB@"1:E6HEJ5:)EJ9:A6IEI M3+4JU$M2K0!**>*8*>*0#Q10**0!1110 4444 %)2TE !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 &DI:,4)12XHQ0
E%+BC% M!1110 4444 %%%% !1110 44AHI@+1244 +1244@%HHHH ****0!1110 48I M:* "BBBD 4444P"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHI %%% M%
!24M%,!**6B@!**6B@!****8!1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% "T444@"BBB@ HH MHH **** "BBBD
4444P"BBB@ HHHH **** "BBB@ HHHI %%%%, HHHH *3% M+10 E%%%, HHHH **** "BBB@ HHHH **** "EI** %HI,T9H 6BDS1F@!32 M444 %%%% !2TE+0 4444 %%%%(
HHHH **** "BBB@ HHHH **** "BBBD 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %)2T4P$HHHH **** "BBB@
HHHH **** "BB MBF 4444 %%%% !1110 4444 %%%% "T444 %%%% !1112 **** "BBB@ HHH MI %%%% !1110 4444 %%%% !1110 4444P"BBBD 8HHHI@%%%% !1110 E%% M%,
HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *,44 MM !1112 **** "BBB@ HHHH **** "BBBD 4444 %%%% !1113 **** "BBB M@ HHHH **** "BBBF E%%%
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4444P"BBB@ HHHH * M*** "DHHI@%%%)0 M% HH *6DI: "BBB@ HHHI %%%% !1110 4444 %%%% M!1110 4444 %%%% !1113 *2EH- A**** "BBB@ HHHH&%)2TE !1110 444
M4 I:** "BBB@ HI110 E%+10 E%+12 2BBBF 4444 %%%%(HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M**8!1110 M%&:,T
%%&:,T %)2YI* "BBB@ HHHI %%%% !1110 4444 %%% M% "T4E% "T4E%,!:#244 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110
4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 RFFG4TU:.:1!+5*6KLM4I:T1BRA-6=-
WK1FK.F[UO$S90F[U M1E[U>F[U1E[UT1,9%5Z@:IWJ!JZ(G/(B---.---;(PD)1116J,F I:04M40% M(:6D- Q****AEH44X4T4X5#-$/%3I4 J=*S9HBS'VJW%52/M5N*L9&T2]#5^
M&J$-7X:PD;Q+T57(ZIQ5)**6D%+69JA:44E**104 M444B@I*6DH ****0PHHHH **** "BBBF(**** "BBBF(**** "BBB@ HHHI# M"BBB@ HHHH **** "BBB@ HHHH *,44M "8HI:*
$Q1BEHH 3%+BBB@ Q1BB MB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q M1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@
Q1BBB@ Q1BBB@ Q1BBB M@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1110 4444 %%%% !1BBB@ MQ1BBB@ HHHH **** "BBB@!HC5(:C:F@(FJ!ZG:H'I@0/4#U.]0/0!
U1-4 MK5$U ##24II* "BBBF 9HHHH **** TE*:2@!*7%)2T **>*8*>* 'K4RU" MM2K0!,M3K5=:G6D!.M3+4"U*M $RU(*B6I!2 >*6D%+2 **** "BBB@ I#2T MAH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH *6DI: "BBB@ HHHH *#110 PU$U3&HFI@0M4#58:H'H KM4+"IVJ! MJ8$+4PU(U1F@!AIM.--I@)1110 4HI*44 I:04M
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M%%%% !1110 4444 %%%% !1110 4444 %%%% !24M)0 AI#2FD- !2TE+0 X M4\4P4\4 2+4JU$M2K0!,M3+4*U,M("9:E6HEJ5:)13Q3!3Q2 >**!12 *** M* "BBB@ I*6DH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!#10:*8!112T)2X MHHI +BC%%% !1110 4444 %%%% !1110 4449H
**3-&: %HI,T9H 6BDS1F M@!:*3-&: %HI,T9H 6BDS1F@!:*,T4 %%%% !1110 E% M+10 E%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11
M10 4444 %%%% !1110 4444 +1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444)1110 4444 %%%% !1110 M 4444 %%%% !1110 4444
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4444 %%%% !1110 4444 %%%% !24M)0 4444 %%%% M!1110 4HI*44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%%
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M @HHHI@%%%% !1112&%%%% !1110 4444 %%%% !1110 HHH%% !1110 444 M4)12T4)BC%+10 8HQ110 8I,4M% "8HI:* $HI:2@ HHHH **** "BBB@ MHI:* $HQ2T4 &*,444
&*3%+10 F**6B@!**6DQ0 4444 %%%% !1110 444 MM !BBBB@ HQ110 8HQ110 8HHHH **** "BBB@ Q1BBB@ Q28I:* "DI:* $ MHI:2@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB M@!E--.IIJT)FRA-WJC+WJ]-WJC+ MWKHB8R*KU U3O5=JZ(G/(C---.---;(PD)1116J,F I:**H@*2EI*!H2BBBH M92%%.%-%.%0S5#Q4Z5 M3I6;-$68^U6XJJ1U;BK&1M$O0U?
AJA#5^&L)&\2] M%5R.J<57(ZPD;Q+25.M0)4ZUA(WB2BEI!2UF:H6E%)2BD4%%%%(H*2EI* "B MBBD,**** "BBB@ HHHIB"BBB@ HHHIB"BBB@ HHHH ****0PHHHH **** "B
MBB@ HHHH ***44)2T44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%%
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%.% #UJ5:B%2+ M0!,M3*:@6IE-("PIJ5:@4U,M $RU(M1+4JT@'BG4T4ZD 4444 %%%% !2&EH MH 2BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M
**** "EI** %HHS10 4444 %%%% #34;5*:C:F! U0M4[5"] %=J@:K#5] M,"%JB(J5JC:F!&:;3C3: $HHHH *44E** 4M)2T %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444
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%+24M #A M3Q3!3Q0!(M2K42U*M $RU,M0K4RT@)EJ5:B6I5I 2BGBF"GBD \44"B@ HHH MH ****0!24N:2F 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444
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3Y0)MU&ZH/,H\RGR@3[J-U0>91OHY0+&ZC=4&^C?2Y0)]U+FH M].#TN4";-+FH@].#4K!8DHIH-+FI)%HHHH **** "BBB@ HHHH **** "DI: M2@ HHHH **** "BBB@ HHHI
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U%@L.S2YIFZEW46"PZBFYIKTW4U1E[UT1,9%5ZKM5AZKM71YY9IM.--K9&$A*** M*U1DQ:6DI:H@*2EI*!H2BBBH92%%**04HJ&:HD6IDJ%:F2LV:(LQ]:MQ54CZ
MU;BK%FT2]#5^&J$-7X:QD;Q+T72KD=4XNE7(ZYY&\2TE3K4"5.M82-XDHI:0 M4M9FJ%I124HI%!1112*"DI:2@ HHHI#"BBB@ HHHH ****8@HHHH ****8@H MHHH ****
"BBBD,**** "BBB@ HHHH **** "BBB@!:*2ES0 449HH **** M"BBC- !11FC- !11FC- !11FC- !11FC- !11FC- !11FC- !11FC M- !11FC- !11FC- !11FC- !11FC- !11FC- !11FC-
!11FC- !11FC- !1 M1FC- !11FC- !11FC- !11FC- !11FC- !11FC- !11FC- !11FC- !11FC- M !11FC- !11FC- !11FB@ HHHH **** "BBB@!#4;4\TQC30$35]3L:@>F! M]0/4SU U,"%JB-
2M41H 8:2E-)0 4444 %%%% !1110 4E+24 %%%% "BG" MFBE% #Q4BU$*D4T 3*:F6H%-3*:0$ZFIE-0*:F4T 3*:E6H5-2K2 D%.IHIP MI +1110 4444 %%%% "4444 %%%% !1110
4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% "T444 %%%% "&HVJ0TQJ (6J%ZG M85"PI@5V%0L*L,*@84P(&J)JF85$PI@1&FFGD4TT ,HI:2@ I124HH
*6DI: M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "DI M:2@!#2&E-(: "EI*6@!PIXI@IXH D6I5J):E6@"9:F6H5J9:0$RU*M1+4JT@ M)13Q3!3Q2 >**!12 ****
"@T4&@!****8!1110,**** "BBB@ HHHH **** M!!1110 4444 %%%% !1110 4444 %%%% !1110 4444@"BBB@ HHHH **** M"BBEQ3 2BEHH 2EHHH ***,T %%)FC-
"T4W=2;J=AV'T9J,O33(*+!8E)II M:H3+433>]4HCL6"],,E56G]ZB:?WK11&6S+49EJFUQ[U$UQ[U:B!>,U-,WO6 M>;GWIAN?>JY0-(S>]-\[WK--S[TTW7O1R@:?GT>?
64;KWH^U>]'*,U?/I?/] MZR?M7O2_:O>CE UO/'K2B:LD7/O3A<^]'*(UA-[TX3>]9(N?>I%N/>CE U1+ M3Q+66MQ[U*L_O4N(S3$E2!ZS5G]ZE6;WK-Q$7PU.!JFLU2++4.
(K%FBH1)3P M]385A]%-W4N:0A:*,T4 %%%% !24M% "44M% "448HH ****0!1110 4444 M%%%% !1113 **** "BBB@ HHHH **** "BBB@ HHHI@%%%% !1129H&+FDS3 M2::6IV
DW4W=41DIAD]Z:B,G+TA>JIEIAF]ZI1 M^92&2J9G]Z:9_>JY0+OF M4GF>]4O/]Z3SZ?*!>\RCS/>J'G^]'G^]/E O^9[T>95#SZ//]Z.4"_YGO2^9
M5#SZ7S_>ER@7_,I?,J@)_>G";WIH3)49EJN M499WTGF55,U,,WO5CS?>J'G^]'G^]'*!?\ M,H\RJ'G^]+Y_O3Y0+WF4OF50$]+Y]'(,O>91YE4?/H\^CD O>91YE4?/H\^C MD
O>91YE4?/H\^CD O>91YE4?/H\^CD O>91YE4?/H\^CD O>91YE4?/H\^C MD O>91YE4?/H\^CD O>91YE4?/H\^CD O>91YE4?/%'GBCD O>91YE4?/%'G MBCD O>91YE4?/H\^CD
O>91YE4?/H\|>M+D O>92B2J/G^]+YWO1R"+WF4N^ MJ(FIPF]Z7(,O;Z=NJD)O>G":IY0+@:ES542TX2U/**Q9S14(DIPD%385B2BF M!Q2[A2L%AU%)N%&:!"T4F:7- !1110 4444
%%%% !1110 E%%% !1110 44 M44QA1110 4E+32: #-(32$TPM3L \M32]1EZC,E4D!.7I-]5C+3#-[U7*,M^ M91YE4C/[TGG^]/E O>91YE4?/H_WI\H%[S*/JCY_O1Y]'(,O>91YE4?/H\
MGR 7?,H\RJ/GT>?1R 7O,H\RJ/G^]'G^]'(!>\RE\RJ'GTOG^]'(!?\RE$E M4!/[TX3^]3RB+XDI0]41-[T\2U+B!=W4NZJ@EJ025/*(GS2YJ$/3PU*P$F:* M:#2TA"TE%%(I124HH
****0!1110 4444)1113 **** "BBB@ HHHH *** M* "BBB@!:*3-% "TF:0G%-+4[#'%J:6J-GJ)I*I("HS-[U:B,N M>92>95$S^])Y_O5CS*H>>/6CSQZT<@%_S*7S*H>?2?/3Y!EWS*/J
MEY]'GT<@%WS*/,JEY]'G^]'(!=\RCS*H^?[TGG^]+E$:'F>]'F50_WH_WH MY0+_)GO2^95#S_>G";WIG"6E8"YNI0U51)3P]38"QFC-1! MLTX&E8"3-+3 :=FD ZBD%+2 ****
"BBBD(*3-+32:8PS2$TTFF,U58!Y:D+ MU"TE1F6J2&6-])YE53-3#-[T^4"[YE'F51_WI//]Z?*!?\ ,H\RJ'G^]+Y_ MO3Y0+WF4>95'S_>CS_>CD&7O,H\RJ/GT>?3Y
+WF4>95' MSZ//HY +WF4>95'SZ//HY +WF4>95'SZ//HY +WF4>95'SZ//HY +WF4>95' MSZ//HY +WF4>95'SZ//I<@%[S*3S*I>?2&>GR 7O,H\RJ/GT>?1R 7O,H\RJ M/GT>?1R
7O,I?,JAY]+Y_O1R 7O,H\RJ/GT>?1R 7O,I/,JEY]'G^]'(!=\P M4>95+S_>CS_>CD N^91YE4?/]Z//HY +WF4OF>]9_GCUI?/]Z.01?\SWH\RJ M'G^]'G^]+E O^92^9[U0$_O3A-[U-
A%X/2[ZI";WJ02>]2T!;W4N:KJ]2!J0 M$N:6F T\5("T444A!112$TQAFDS32::6I@.W4FZHR],,E.P$V^D+U7,E,,WO M5) 6C)2>95,S>]-,WO5;6?\ :/>C[1[T
M^4#1\VCS/>L\7'O3A/[TN4"_YE.#U0$WO3Q-[TN4"Z'I0U5!+4@DJ6A%G=2Y MJ /3PU381+FBF TX5("BEI!2T %%%%(HHHH *6DI: "BBB@ HHHH #24II* M "BBB@ HHHH
*6DHH 6BDHH 6BDHH 6BDS1F@!:*3-&: %HI,T9H 6BC-&: M"BBB@ HHHH$)1110,6BDHH 6BDHH 6BDS1F@!:*3-&: %HI,T9H 6BC-&: " MBBB@ HHHH 2BBB@ HHHH
6BDHS0 M%&:,T %%&:,T %%)FC- "T4FZC<* %H MINX4;A0 ZBF[A2[A0 M%)FC- "T4F:6@ HHHH **** "BBB@!**** "BBB@ MHHHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!E--.IIJT)FRA-U-
49>]7INIJC+WKHB8R*KU7:K#U7:NB)SR M(S3:<:;6R,)"4445JC)BTM)2U1 4E+BBD-#:*6BI92 4HI!3A6;-4/6IDJ%: MF2H9HBS'UJW%52/K5N*L6;1+T-7X:H0U?
AK&1O$O1=*N1U3BZ5@"N]0-4[U U,"%JB-2M41H 8:2E-)0 444 M4 %%%% !1110 4E+24 %%%% "BE%-%+0 \4]348IZT 3*:E4U"M2K2 G4U.I MJNM3+0!.IJ534*U*H
2@T\5&*>*0#J*** "BBB@ HHHH 2BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M 6BBB@ HHHH 0TPU(:8:
(F%1,*F:HF%,"NPJ%A5AA4+"F!785$PJ=A4+"F! M"13"*E85&: &&DIQIM !2BDI10 4M)2T %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %)2TE "&D-*:0T %+24M #A3Q3!3Q0!
M(M2K42U*M $RU,M0K4RT@)EJ5:B6I5I 2BGBF"GBD \44"BD 4444 %!HH- M"4444P"BBB@84444 %%%% !1110 4444""BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHI
%%%% !1110 4444 +1113 **** "BBB@ I*#3&:FA@6I MA>FL]0O)BJL,E,E,,OO5=I?>H&G]Z=@+C3>]1-/[U2>XQWJ![GWJDAE]KCWJ M%KCWK/>Z]ZKO=>]:)
:+7/O4+W/O68]W[U7>[]ZM(#4>Z]ZA:Z]ZRGN_>J[W MGO5I#-AKOWJ(W?O6,UY[U"UY[U5@-PW?O33>>]8)O?>F&]]Z+ ;YO/>D^V>] M<^;WWIOVWWHL,Z+
[9[THO/>N=^V^]*+WWHL!T8O/>G"\]ZYT7OO3Q>^]%@.C M%W[U(MW[USBWOO4JWGO2L!TBW7O4RW7O7.)>>]3I=^])H#HEN?>ITN?>N>2[
M]ZL)=^]0T(Z!+CWJ99_>L%+KWJRES[UFT!MK-[U(LU8Z7'O5A)_>H:$:@EIX M>LY9O>ITEJ;"+P:G U522IE:I:$344@-+4B"BBB@ HHHH ****0"44M)0 44 M44 %%%% !1110
4444P"BBB@ HHHH **** "BBB@ HHHH **** "BB@TQB$T MPFE)J-C32 &:H6>D=ZKR28JTACVEJ%IO>J\DWO562X]ZM("XT_O4+7'O6>]S M[U7>Z]ZM(#4-S[TPW/O60UW[TPW?
O56&;/VGWH^T^]8OVOWH^U^].P&S]I]Z M/M/O6+]K]Z/M?O3L!M?:?>C[3[UB_:->C[7[T6 V_M8#<%S[T\7/O6$+OWJ1;KWI6

*W5N/>!DG|ZPDNO>K,=QGO4M ;23>]3I)61'/ MGO5N.6H:$;2OFIE;J4;U81]AH18!\U1]J:D%9L HI:*0A**** "BBBD 4444 M%%%% !1113 **** "BBB@ HHHH **** "BBB@ I#2TTTT TFF$TK&H7:J0", MU1-)2.]5I)*M(9(TOO4+38[U\U59)\=ZM(9<:?WJ(W'O5!{CWJ{KGWJTAFF M;GWIOVGWK(-U{TPW?O56 V?M/O2?:?>L4W?O1]K]Z=@-O[3[T?:?>L3[7[TX M7?O18#;%$[TOVGWK%%U{TOVKWIV V?M/O1]H]ZQOM7O2?;O>BPS9^T^]'VKW MK&^U^}}K]Z5@-K[3[T?;O>L7[7[TGVOWHL!M?;O>C[5[UB_;_>C[7[T6 VO MM7O2_:>BPC;^U>]'VKWK$^U^]'VOWHL{M_:O>C[5[UB_;_>C[M7[T6 VOM7O1]H]ZO/M?O1]K]Z+ ;,8N? M>G"Y]ZPQ=^].%W[TK ;@N?>GBX]ZPQ=^]/%U[TK ;@N/>GBX]ZQ%NO>I%NO> MI:&;8N/>GB? WK&6Y]ZD6Y]ZEH#9$ O3Q-[UCK<^]2+<^]0T{UQ-[TX2UEK<> MJ2K/[U-A&D)/>GAZSUFJ59:5@+H:G:]JK)4JO181.#2U&K4\&I: 6BBBD(** M** "BBB@ I*6B@!**** "BBB@ HHHHC$--)IQIC4T QC4+-3G-5'\]D K25 M\OO4I--5UDM=>1!F!IZ MJP$S]HJZ/M/O6+]K]Z/M?O56 VOM/O1]H]ZO?M?O1]K]Z=@-K[3[T?:?>L7[M7[T?:_>G8#9^T^]'VGWK&^U^])K]Z=@-G[3[T?:?>L;[7[T?:_>E89M?:?> MC[3[UB_;_>C[7[TK"-P7/O3A<^]88N_>GK=^]2T!NK<>]2K<>]82W7O5A+GW MJ&@-M9O>IEEK'CN/>K,AVJM))BJ2 -<\F*KO-CO4D^T^]8_VOWI M/M?O18#8^T^]'VGWK%-W[TGVOWI6 V_M7O2_:?>L/[7[TX??O4V W!<^]/%Q M[UA"Z]ZE6Z]Z5A&VMQ[U^L_O6*ES[U82X]ZEH#76;WJ99*RDFSWJS'+4-"-) M7J56]DCU.C5+ M T\5"IJ45+ +>*6@45(!1112$%%%% "&FDTXU&QJD,C9JA= MZ<[54D>K2 5Y*@>;WJ*66]YOWJ!KKWJTAFJ;GWI/ MM/O6,:OWIOVOWJB@-O[3[T?;O>BPC;^U>]'VKWHL!@-O[3[T?;O>L7[7[T?:_>G8 M#;^T^]'VGWK%^U^]'VOWHL!M?:?>E^T^] M8OVOWH^U^].P$/O3[T?;M/O6-]K]Z3[7]T6 VOM/O2?:O>L4W?O2?:_>B9]NI-U1EJ:7?/ FW4;Z@WTGF46 L;J4-5??2AZ+ M6-U+FH U/#=4)),TM,!IP-AU%)2T@$HHHH *3-%-)I@+FC--))H:F,?NI-U1 MEJ:7HL!-NHW5 7I-]%@+&ZE#56WTX/0!8W49J$/3@U(1+FEI@-.%(!:6DI: M$HHHH ****"BDS32:8#LTFZF%J:7IV D+4F^H2],,E%@)]I(9*K&2F&7WHL M!:,M(9:IF;WIAF]Z=AE[S?>CS:H>?2^=18" YGO2B2J F]Z>)]+ 7@].#U26 M6I5DHL!:#4X&JZO4@:E8^6EI@-.,I6$+1112 **** "DI:* $HHHH **** "MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH 9333J:,M'-(@EJE+5V6J4M:(Q9 M0FK.F{UHS5G3=ZWB9LH3=35&7O5Z;J:HRJZZ(F,BJ]5VJP]5VKHB<\B,TVG& MFULC"04@I:05JC%CA2T@I:HD*2EI*0T)1114LI"BEI!2UFS1#Q4RU'"*F6H9J MBS'UJW%52/K5N*L9&T2]#VJ]#VJC#VJ]#VK"1O$OQ=*N1U3BZ5H&JP]5VI@0M41]5JB- ##24H* "BB MB@ HHHH **** "DI:* $HHHH *44E% #Q3A3!3QO!*M2K4"U*H 6/%]935=3 M4ZF@"=:E4U"IJ5:0$PIX-1BGBD ZEI*44 %%%% !1110 E%!HH **** "BB M@ HHHH **** "BBB@ HHHH *6DI: "BBB@ HHHH 2BBB M@!:*** "BBB@ IIU-- $9J-A4IIC"I?85"PJRPJ%A3 K.*A859<5 PI@0, M*C-3,*C84 1&DIQIHH 2EHHH !2T@I: "BBB@ HHHH **** "BBB@ HHHH * M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "DI:2@!#2&E-(: "EI*6@!PIXI@IXH D M6I5J):E6@"9:F6H5J9:0$RU*M1+4JT@)13Q3!3Q2 ->**!12 **** "@T4&@! M****8!1110,**** "BBB@ HHHH ****!!110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% "BBB@ HHHH ****8"T4"B@ HHHH *,TA-1L^:0[#F;0 M/)3))-]R3>]6D,DDE]ZJR35!+/UYJE+!<^]6D!:DN/>]SW/O5&6ZJIR7?O5J M(S1>Z]ZK27?O69)=^]5)+SWJU$9J27?O59[SWK)DO/>]LEYIU:B!KO>>]5WO M/>L= [SWJL]Y[U20&R]Y[U7>\]ZQWO/>]WGO56 V'O/>H6O/>L9[SWJ%KOWI MV&;37GO3#>>]8;7?O49N_>BP&Z;WWI/MOO6";OWIOVOWHL!T'VWWIPO?>N>^_MU^]*+OWHL!T8O? >GK>^]G8#I5O?>IEO/>N96]IZF2\]Z5>G.G2\ M]ZI)>>]+]68[SWJ6>GN_>K4=W!URL= MY!U;BO/>H<1'4QW7O5I.Y!ZYE.!]ZMQW?O4N(CI8[GWJU'!USD5!UU=BN?> MH<1'01S9JRDN:PXKCWJ!%/[U#0&PCU(#6?'-]U922LV@L6:*8K9I^:;@D**** M "BBB@ HHHH)1110 4444 %%%% HHHH **** "BBB@ HHHH %+24M !111 M3 *2EHH 2FDTXTPFFAC6-0.U/=]K2/6B0R.63%4I9<9I\TF*S9YNO-:) $T_ MO5"6YQWJ.XN.O-9<]SUYJT@+LZ:[]ZI27?O5I#-9KSWJ,WGO6& M]Y[U&;SWJD@- _P"\>]'VSWKG_MGO2_;/>G89O_;/>C[9[U@?,:/>C[9[T[;_ M -K]Z/M?O6!K]Z/]7[T6 W_ +9[T;/>L#[7[T?;/>E8#H1>>]2)>>]]2T(ZF&XSWJ_#-TKF8+G..:U8)^G- M0T!T$,E78WK&@EZLZ.XQWK1("Q)<^]57N MO>]J,MSCO5*2Z]ZT2&:C7?O49N_>L9[OWJ%KOWJK ;AO/>D^V>]8)N_>D^V>] M.PSH]>>]L%Y[USWVSWIPN_>G8#H!>>]+-]K]ZP!=^]+/]K]Z+ ,WVOWH^U^]8/ MVOWI#=^]%@-[[9[TGVSWK!^U^])K]Z+ ;WVSWH^V>]8'VSWI/M?O18#?^V> M]'VSWK ^V>]'VSWHL!O _&SWH^V>]8'VSWH^V>]*P'0?;/>C[9[U@?;/>C[9[T6 W_MGO1!LJZP/MGO1!LJZ+ ;_-LJZ/MGO6!LJZ/MGO18#?^V>]'VSWK MG_MGO1!LJZ+#.@^V>]'VSWKG_MGO1!LJZ+".@^V>]'VSWKG_+9[TOVSWHL! MO_;/>E%Y[US_-LJZ/MGO18#H1>>]/%Y[USHO/>G"\]Z5@.C%Y[T];OWKG!> M>]/6\]Z5@.D6\]ZE6[]ZYM;SWJ5;SWI6 Z1;OWJ5;OWKFUO/>IEO/>I<0.C6 M[]ZE6Z]ZYQ;SWJ9;SWJ7$#HTNO>ITN?>N<2[]ZL1W?O4\HCHTN/>K"3UST=U MU:CNO>ER=:Z35.DM8D=S(U:CN/>ERB-=)*G5ZRXYO>K*2^]0T:>!U5UDJ4 M-6:0AI%)FEI'"B5BZ BBBB@ HHHH **** $H!3% !11BC% "&HG/%3&ID.E4AE>]J MI2OBK.S5G3OUK1#0)I<50FG]Z=<2]:RIB?&>:T2&/EN?>JL=!OWJ$W?O5I#-S[9IT?;/>L#[7[T?;/>JL!Q_;/>C[9 M!U@?;_>C[7!U5@-_[9IT?;/>L#[9[T?;/>G8#?\ MGO1!LJZP/MGO1!LJZ=@ M-[[9IT?;/>L#[7[T?;/>E89O_;/>C[9[U@?;_>C[9[U+0CH!>>]2+>>]N7CN_>KD5WU#0'0'417.>]7HKCWKF(;GWK2@N.G-0 MT(Z.*;WJ[%FL&*;IS6E#+TYJ&A&NCU.C50B>K2-4- "+0-.%1];>*A@.I:2E MJ1!1110 444&D E%%% !1110 4444 +1110 4444P"BBB@ I#2FF,;8",:A= MJJ2&-D>]FW$_7FLJXN>O-:I 6)K MKWJC)=^]4#[KWK/EN_>M$AFHJYU$;SWK$>\]ZA-Y[U:0S?^V>],%Y[USHO/ M>G"\]ZJPSHQ>>]/%Y[USHO/>GB\]Z=@.@^V>]'VSWK ^V>]+-]L]Z+"-[[9[T MTW?O6%[L]Z0W? O18#<-YfTW!9[UA&[]Z;L]Z5@.@^V>],%Y[USOVSWIXN_>MI. Z);OWJ+=OWKFUN_>K$=U[U#0CI(KWJW%<>]E5Y35(96E;%4)I.59G;%9EQ)C-:1 0338S6=-<8 M[TZXFZ\UDW%QUYK1(HEEN<=ZJ/=^]49KG'>J$EW[U:0S6:\]Z;L]ZPVN_>H M_MGO5V Z 7GO2B\]ZY\7GO2B\]Z=@.@^V>]'VSWK ^U^]+]K]Z=@-[[9[TOV MSWK ^U^]'VOWHL!O _&SWH^V>]8'VSWH^V>]*P'0?;/>BP& M_P#;_>C[9[U@?;/>D^V>]%@-_P"\>]'VSWK ^V>]'VSWHL!O _;/>C[9[US MSWH^V>]%@.@^V>]'VSWKG_MGO2_;/>BP&_;/>C[9[U@?;/>C[9[T6 W_MG MO1!LJZP/MGO1!LJZ+ ;_-LJZ/MGO7/_&SWH^V>]%AGO?;/>C[9[US_-L] MZ/MGO18#H/MGO1!LJZV_[9[TOVSWHL(W_MGO1!LJZP/MGO1!LJZ+ =:]LJZ/ MMGO7/_;/>C[9[T6 W_MGO1!LJZP/MGO2&\]Z=@-XWGO2?;/>L WGO2&]]Z5@ M.@^V>]'VSWKGOMGO1!LJZ5@.A^V>],%Y[USHO/>G"\]ZEH1T:W?O5B.[]ZYA M+SGK5]*[ZK\-QGO7+P7/3FM2WN,XYK-@=-!-G%,.$F:Y^VFSB MM>W?.*S8C8B;-7(^E9\#9 K0BZ5# DHHHJ1"5&]2U%)TIH96D-5)'Q4\IQ5& M9ZU0$4LE499L=Z=-)C-9T\W7Ff2 =+/(C/-4I;GWJ"?KS6?-<>]6D,NR77O5 M=[OWK-DNO>JCW? O6B0S6:\]ZB:\]ZQGN_>H&O/>K2&;9O?>D^V^]<^UY[TW] M9[T[=*MY[U.EY[URZWGO5F.\]Z&A'41W?O5R*Y]ZY>*[SW]_#<^]0T(Z:*X M]ZOQ39[US<%Q{UIP3>]9- ;\4N:NQOFL:"6M"%ZS8C3C:K"EJ435.0UFP+*T MZF+4=J1'1112 **** "BBB@ HI** %IS244 %%%% "T444 &*3%+10 E(:4T MTTP$)IA-#&HV:F.4M49>L;0M)56&3&2HS+5=I? >H6F]Z=@+AEI/-J@9_>D\ M_P!Z+ :(EIXEK,$_O4BS>]%A&DLE2]J9R2U822E8"ZK5(#59&J934@34M-%* M*0@H-%(.:C2:.3034,&F I:HRJ-9Z@:2G8"4R4PRU7:7WJ!IO>G8"X9:3S:H M&?WIOG^].P&CYM.$M9HG]ZD6;GK2L!I"21%>L])?>ITDI6 O*U2@U41LU.H M 3"G"FK3A4B"DI:2@ I*#32:8 349:AF])FJACF:HFDJ-Y*KO+[T[3M+433 M55>;WJN_O3L(N-/U\$T_O5%(CWJ!KCWIV&:)N/>F&%]Z$=@-7[M1[THN/>LG!1[THN/>G8#7$_O4BS^]8XG]ZE6X]Z+#-A9O>IEEK'2?WJ=)_>E M8#8661EDK*2?WJPDWO2L(TE>I U44EJ=9*EH"T#3[@5ZD#5+0A]%(#2U(!11 M10 4444 %%%%(!****8!1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 RFFG4TU;..1 M!+5*6KLM4I;T1BRA-6=-WK1FK.F[UO$S90FZF],O>KTW4U1E[UT1,9%5ZKM5 MAZKM71YY9IM.--K9&$@I!2T@K5&+'"EI!2U1(4E+24AH2BBBI92%%+2"EK M-FJ'BIEJ$5,M0S1%F/K5N*JD?6K<58R-HEZ'M5Z'M5&'M5Z'M6$<C>)? BZ5):2IUJ!*G6L)&Z)12T@I:S-4+2BDH14EA1110,**** "DI:2D M 4444#"BBB@ HHHIB"BBB@ I*6DI#"BBB@ HHHH 6BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@!**** "B MBB@!;*** "BBB@!:2EI* $-,-/-,-4!"U0O4S5"] $#U7:K#U7:F!"U1&I6J M(T ,-)2FDH **** "BBB@ HHHH **** $HHHH **** %IXJ.G"@"5:E4U"IJ M132 L*,F4U7AU.AH G6IEJ!.F6D!,M/%1K4@1/%**04HH **** "BBB@!#1 M0:* "BBB@ HHHH **** "BBB@ HHHH **** "EI*6@ H HHHH **** $HHHH 6BBB@ HHHH *0TM)0 TU&14AI%,"%A43"IV%1,*8%9O4 M+"K+BH6% %9A43"IV%1,*8$)HIV%,- "4444 I:2B@!:*,T4 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4E+24 (;0TII#0 4M) M2T .%/%,%/% $BU*M1+4JT 3+4RU"M3+2 F6I5J):E6D!***>*8*>*0#Q10** M0!1110 4&B@T)1113 ****!A1110 4444 %%%% !1110(**** "BBB@ HHH MH **** "BBB@ HHHH *6BB@ L4M%,!24A- "DTTO36 M:H7DJDACVDJM)+[TR2;%4I9\=ZT2*)99_>J.UQUYJ":YZ\UFSW77FM%$"S-= M=>;SYKOKS52>[Z\UE3WG7FM%$"]+>=>;HRWGO6=- >==>.H2WGO5J(&G+>^]5) M+SWK*DO/>JDEY[U?*,U9+WWJ|)>>]94EY[U5DN_>G89K/>>]5WO/>LE[OWJN MUU[U5@-=[SWJ![OWK*;Z]ZB.Y[Z=@-1KOWJ)KKWK,-Q[TPS^]%@- ,W7O3#<^ M]9OG>)IYU%@-$W'O2?;/>LJS31YIH T?M'O3A<^]9GFT>;189JBY[Z+<KWK) M\X^M*)O>BP&R+KWJ5;OWK#$_O3Q<>]%A& ^MW!U,MY[USRW/O4JW?O2L!TB7G MO5F.\]ZYA+KWJPEW[T6 ZF.]]ZMQ7OO7*1W9]:MQWGO4V$=9%>^]7(KSWKDH M[SWJY%>>>]+-E ZZ*\]ZT(;OWKCX;SWK1@O.G-0XB.OANNG-:$-S[OWJ4WTYK3 M@N^G- 0X@=3%<>]78YL]ZYN"ZZKB2UFT!>#4N M:K]]2AJBQ!)130:=4@%%%% !24M% "4444 %%%% !1110 4444 %%%% !111 M2 *6DI: "BBB@ HHHI@--1L:>U0N:M#(I&]E,]6)6K/G? K6]0RM<28S61:MW.O6L6ZFZUJD!?N;CKS6/<7/7FI+N?KS6)LA[KWJ,W/O6S&;8N_>E^U^]88N3ZTOVGWJK#-S M[7!T?;_>L3[2?6E^TGU!V VOM?O1K]ZQ? M)!;/M/O181L_;_>C[9[UBFY[Z M3[3[TK;@O/>IDN_>N>%S[U*EUSUJ;=/#=^]:5Q==..Y*&Y]ZU+.YZ;RKB?WJ>ZEZUC7,W7FM4AB3W/7FL^6Y]ZBN)^ MO-9LUQ[UHD,N/=>]0- =^]9TEQ[U7:Y]ZNP&J;OWI/M?O6,,GWIOVGWIV V_M M?O3A=^]8?VGWIPN?>G89N"[]Z=]K]ZPQ<^]+-]]/K18#;^U^]{;OWK&^T^]{;_MD^M%@-DW?O3?M?O6,;D^M--R? 6BP&U[K]Z/M?O6)]/K2?;3ZT6 V_M?O1L M]ZP_M1];M7O2L!=]ZP>M1]>]C[9[UA_:GZT?;3ZT6 W?MGO1]K]ZPOM7O2_:GZTK M_;GVSWH^V>]8?VKWH^U>]%A&Y]K]Z/M? O6'I]/K1I]/K189M_;/>C[9[UB?: M?>D^T^]%@-$[7[T?;_>L/I4?6CI4?6BP&Y]K]Z/MGO6'I]JZ/M7O18#<^V>] M+]L]ZP3=>]'VKWHL(WQ>>]*+WWKG_M? O3A=^]*P'0B]]Z>+WWKG1=^]/%WIT M6 Z1;WWJ5;WWKFEN_>I5N_>BP'2K>>]3+>^]HDO?>_MN96\]ZF2\]Z7*\U"7GO5J.\]ZY5+SWJS'>>]+-E ZN.\]ZN17GO7)QWGO5V*\ M]ZGE ZR*[]ZO177O7)PWGO5^&[ZAJHC11G;K67 M:O7XN.O-9X]ZT2&6I+KWJNUW[UG2W/O59 MKGWK1(9L?;_>D^U^]8OVGWH^T^]6D!M&[]Z/M?O6+[]]Z3[2?6]2 V_M?O2_ M;_>L3[2?6C[3[T?;?VOWH^U^]8GVGWH^T^]%@-K[7[TGVOWK%^T^])]HZ+ M ;?VOWI/M?O6+[]]Z3[3[U+0&X+OWJ1;SWKGO=>]2+=>]0T(Z2.[]ZO0W?3F MN5CNCZUH0773FI: ZVWNNG-:MO<]..Y&VN>G-;-M<=,.:AH#K+:?IS6M;R]:: MY>UGZ5M6LO2LVA'00R5?B:L:WDK3A>LVA&@AJ4&]T9]PIK)B)!2T@I:@0444 M4 %!HH-(!**** "BBB@ HHHH 6BBB@ HHHI@%%%% "&HF-2-TJ%S30R*1JIR MR5-*U4)Y,"M$AD%Q+UK*N9NO-6+F7K6-=3=>;U2 AN;CKS6/:S)KOWJ&XN>O-9<]S[UHD,NR7?O4#7?O67)<^]0-]/%S[U5@-WI7[T?;_>L3[M3]TOVD^M%@-HW?O33=^]8_VGWHN?>BP&N,OWHN_>LM*'KZWGZE7H^U0Q%@=*6D'2E(04444 %%%% "-TJI,:M-TJG.->5Q&9] MPW6L>ZDQFM.Z;K6'=OUK9#,V!FZ\UB74_7FKUY+UKG[N;KS6B0R&XN>O-9LM MU[U:RIKCWK5(9>>>[YZU']K]ZR7N>>>M1_;?>K2&;?VOW!1=^]88N?>G" MY\]ZP&W]K]Z7[7[UB?:?>E^T^].P&U]K]Z7[7[UB?:3ZT?:?>E8#;^U^](;O MWK%^T^](;KWHL!M?;/>@WGO6'I]JZ0W7O18#;^V>]'VSWK'^U>]'VKWHL!N? M;/>C[9[UA?:O>C[5[T6&;OVSWH^U>]%@-[[9[T?;/>L!4?6CI6?6B MP&]]LJZ/MGO6#IK/K1I]/K181O?;/>C[9[UA?:O>C[5[TI#-WI9[TAO/>L+[M7[TAN_>BP&X;SWIO/>L,W?O3#=-'UHL!O?;/>C[9[U@_;_>C[?[U-A&^+SWI MPO/>N?%W[TY;KWJ6@.D2\]ZNPW?3FN5CNN>M7X+GD[59KCKS5&6 MX]ZT2&7GN_>JSW?O6=) <^]5GN?>K2 U&N_>F;_]=KGWIOVGWIV%K M,5WSUKFTN?>&4-SSUHL!U,-UTYK2@N?>N5@N.G-:MM/TY]&-,JM!\JZU;,, M8+R%>UFZ%NE78SQ6= W2K\1XK-MB+:.5+4,=35#$%%%%(HHHH *****.$HHHH *****."BBB@!:*** "BBB@!#3&I MYJ)S30$;&H':I'-59'ID,,,))55Y<=Z)9*I2RU:0R22?WJL!QU6EGQWJE)<> MJ158#0:XIZ,!HJZR6NO>F?:O>G8#;6Y!ZF2?WK!2Y!ZLQW'O2L!OQS>]7(Y,U MA0SYIUH02YJ6A&QQ&]6D-9T+YJ!$U2T!:6G"F+3Q4. IK4ZFM0!$QJ%YJ1S56 M1!I ,=ZK22XI97QFJLM6D-^2:WJ_Q4$LV.J49:CWJK-7FN/>F?:?>I[=UIG MWJ/:5IT6 VA<^[3)<<]:P5NO>K$=QITK,:\<_Q5N>6L*&?WK0@ESBE8#:C>K M-2Q-69"1?XFS4M 7%J05$E2BH8@I*6D-(IJ-C3V-0L:I#&NV*K2/3Y&JG+)5I M)\+[U3DF]2Z:6L^:>K2 FDN/>JDES[U5FN/>],MS[TI 7WNO>J[W7O6;)=> M]5VNO>JL!JFZ]Z,]H]ZR#<^]N/>JL,V! <>]/%O[UCK<>]2+/[T^4#7%Q4BW M'O6.) >!!<>]'*,VDN/>K"7'O6'MQ[U.ES[TK",@CN/>K4=Q[US\=S[U;BN? M>I: WXY\]ZM15>]845Q[U=BG]ZAH1L))4ZOFLN.:K:25#0%Y6IX-5D>I5:H8 M$N:6F TX5(A:*** "BBBD E%%%, HHHH ****."BBB@ HHHH ****."BBB@ MHHHH ****."BBB@ HHHH ****."BBB@ HHHH ****."B MBB@ HHHH **** "BBB@ HHHH ****."BBB@ HHHH 933 MJ;.M'-(@EJE+5V6J4M:(Q90FK.F[UHS5G3=ZWB9LH3=35&7O5Z;J:HRJZZ(MF,BJ]5VJP]5VKHB<\B,TVG&FFMD82"D%%%:HR8X4M-I:H@6DHI"\H**2BI9; M%%.%-I16;-$2"IEJ%:F2LV:(LQ]:MQ54CJW%6.C:)>A[5>A[51A[5?AK"1O$ MO15*<*:*6 M@!:*** "BBB@!#12FDH ****0!1110 4444 %%%%, HHHH ****."BBB@ HH MHH ****."EI** %HI**.%HI**."BBB@!:*2B@!:*2B@!:2E%% #32$4ZD-.$ M;"HF%3D5$P@5W%0.*M,*@<4P*5BH&%67%0,* (&%,-2L*C-,!E)3C3: %[T M4E+0 4444 +124M !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4E+24 (;0TII#0 4M)2T .%/%,%/% $BU*M1+4JT 3+4RU"M3+2 F6I5J) M.E6D!**>*8*>*0#Q10** "BBB@ H-%%(!**6DI@%%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 ""BBB@ HHHH ***6@8E%+10 E+110 4444 M %%%(30 A-,9J&;J\DE6D4#R55EFQ399JH33X[UHH@/FGQWK.GN?>HKBYZ\U ME7%UUYK51*)KBZZ\UE7%WUYJOI[\UHH@79KSKS5&6[]ZH377O5*6Z]ZM(#0DN_>JKW7O6>[S[U QO[T[#+_MTES[U6>X]ZIM/[U"TM.P%M[CWJ%I_>JK25&7IV M&:FF6JVZE!HL!-YE&^HP M*<%-(!^XTH- 2GB,T@&9-+S4HBI?*H AYHR:F\JD,= .$,32;C4ACIA2@!N\T MOF4TK3"#3 F$M.$U531NHL!>6?WJ=+CWK+#U(LE%@- A+GWJS'=>]L.%YTY[*$#L[>[Z M\ZYZKB-&9M8UQ-R>:O7C\FL2YDY-:I#(Y9JK-/[U%++)55I*T2&6S/[T>]?U M1\RCS/>K2 O>?]TGGGU[CYE'F520%_S_ 'H_P!ZH>9[T>956 O^?[T>?[U1 M\SWH\PT6 N^?[T>?[U1\RCS*5(+GG^)Y_O5(R4ADJ6A,O>?[T]9_>LW5:<) M:AH1L1W'/6M"'"XZE3]>:V2&4JN?KS6E=3\GFK5W/UYK#NIN3S6J0$-O/R>:.RY1_>GW$O M)K,FEK1(8Z2>H#/[U!))4)DJ[#+(@G]Z<)_>]&^G"2]2$;*S^]2"?WK-$E2"2 MKL4;'GTOG^]9_F>]+YGO18"_Y_O33/[U2\RFF2BP%TS^]-_W]D9*,YE0T(O MB;WIZS^]9OF5(DE2T!K1S>]7(ING-8LMYNG-:UM+TKG;>3I6Q: MOTK)H1TEK)TK;M7Z5S=H_2MVT;I6;0CHK9NE;%L>E85JW2MFV/2LV(V(#P*T M4[JS8.U:,50^2]*6FKTIU8$A1110 4444 -?I5*<\KKJ*HW'0UI$9D79ZU@=M7K=:,W+1\&N>OFZULAF#^2=:]YRJEZUMW[=:,V2&4JN?KS6>3\WJ6K5W)UK M'GDZULD4#S\];C\^JCR\U'YE78#0$_O2B?WK/$E.$E4D!?\ /[Z7SZH>91YE M.PR_Y_O1Y_O5#S*/,HL!>_WI#/[U2\RDWTK.7#/[TGG^]4B])OHL!<_P!Z*

M3SZI[Z3=18"YYY]:3SZJ;C2;C18"YY|'G^]4|U&ZE8"YYY},///K5/=1N-%A M%SSSZT>?[U3W&C=2L!<_P!Z/|\ >]>ZC=18"YY|'GU3W&C<:!ESSZ//JGN-_M&XT ?//H_WJGN-&XT6$7//JZ//IZI[C1NHL!<||^M'GGUJGN-+N-,"WY_O3 M3/IU5W&FEC189:,_O3#.?6JQ8TW<:+"+?G^]'GGUJEN-+NJ6@+HG/K3UG-4 MQIZI:AB-2.?WK0MYNG-8<3'-:-NQXJ&(Z2TFY%=:!8R=*Y6S;D5T=B>E8R$=;_M8OTKI+%NEE;4'W:Pf/M6Y;_':S8B;BBBI$%03=*GJ" M;I51W&C+N3UK'N6ZUK7)ZUC7!ZULAF3=OUK"NWZUKW;=;P;MNM:(#+NI.M8M MS+UK0NWZUB7+!:U2&5IYNO-9\LU/GDK/EDK5(823>]5GG|ZBED|LTE78&6&F M|Z;YWO51I*;YE!%S12;WJU#/SUK(62K,.G%BD=#;S=.:UK;7I7.6TG(K8M7 MZ5#0'3VDO2MVTDZ5S%F_2N@LVZ5C) =+:/TK:MFZ5S]HW2MRU/2L9"-F]*T M8C69;GI6E#6+$78^E35!'4XZ5#$%%%%(HHHH *2BB@ S1FBB@ HHHH ***6 M@ HHHH ****$-0N:F/2H);&5I35*5ZLRF]$5$H@*TTE9I\V,U8N).M9-Q+ MUK1(9'//|UGRW/7FFW$_7FLN:XZ\U:0RV|U[U'}]ZRI+GGK4?VGWIV WDN? M>K<-Q[USD=S[U>@N.G-381TI0/TYK5MYK45SSUKG$N>>>M78+CWI6 Z>"?]>M6VEZ5S%M-G'-:-I+G%2 MT(Z2WDSBM2\]PJ5^E:%>N>E0T:I1]F%0Q=!4U9.04AI:0!*0$3&H'-3.;RF M0RO*]4)!*LS-69<2=:T0%>>7WK+N)^O-37,N,UCW,W7FK2 2>XZ\UG2W/O4 M=Q/UYK,FN/>K2&6Y+KWJNUS[UGR7'/6H3<>]4D,U/M'/6GK/[UD"?GK4R2U2 M0&NLWO4JS>]9B25.LE589?$U:_W]AYE(9J=@-(7'O4JW/O6-Y_O3A<>]2T!-MOQW7O5N*Y]ZYM+GWJW%=>)0T(ZB&Y]ZOPW&>]KTW4U1E[UT1.9%5ZKM5AZKM71YY9IIQ MIIK9&$A****U1DQ:6DI:H@*2EI*!H2BBBI9:%I124HK-FB)%]9*A6IDK-FB+ M,=6XJJ1U;BK%FT2]#5^&J$-7X:PD;Q+T57(ZIQ5) M**6D%+69JA:44E**104444B@I*6DI %%%% PHHHH **** "BBBF(**** "BBB@ HHH#*"BBBD 4444 %%% !1110 4448I@%%+BC% **** "BBB@ HHH@%%% !1110 4444 %%% !1110 4444 %%% "BB@44 %)2T4 -(J-A4QJ-A3 @85 PJRPJ%MA0!5<5"PJRPJ%A3 K,*C(9A43"@",BFT\BFFF VBBB@ HHHH 6EI*6F 444 M4 %%%%(HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHH **** "BBB@ HHH **** "DI.2@!#2&E-(; "EI M*6@!PIXI@IXH D6I5J):E6@"9:F6H5J9:0$RU*M1+4J+ZBGBF"GD0 \44"B M4 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110(**** "BBB@ I;2EH&%%%% !1110 444A- 33&;%#-5>22J2&A)), M53EFQFB;7'>L^>?&>:V2*$GGZ\UF7%SUYI+BYQGFL>YNNO-;*(QUS===>:Q[F M[Z\U'=7?7FL6ZN^O-:(R6YN^O-9-Q=|>:@N+OKS65/=ee>:U40+$]W|UFS77 MO4$US[U0EG]ZM("Q+<^]5)+CW]M)-[U7:6G8"TI_O49E]ZK&0TF\T[3F2FE MJC#4HYI *:,4X+FI%CH C"U(L=3)#GM5A(/:@"NL52K#]5<2V]JLI>U("@L M'M4JV_M6BEK[5.MK[5(&6+?VI_V:VK66TI]>+3VH Q3>:U--0[5N&T]J8U[M4 836_M430>U:K6GM4+6OM0!AM#[5"T7M6V]K[56>V]J8&0T=1E:TWM_;[P MTP*6,4F<5,T=1E<4P$#4]28J,C%,)I@&A-[U*D_O6?NI1(;+ ;$=Q[U ML%)O>K,<_O2L!TL-U[U!07?O7*PW'O6A#<^]2T(["VN^G-;]M>=,.XNWNNG- M:UM=],.AH#MK: [ZI@U8M"8^BDS2U(@HHH MH **** $HHHH **** "E%)2B@ HHHH %%%% !1113 *:QIU1N:,&02-5*9ZL M2M6?,_6M8H94N).M8]U+UJ[NY>M8ES)UK5("I<2=:SI9.:GG? K5"1LFK2&!>DWU$31 MFBQ):'IP:H :<#5)%(G#4NZH0:=FJ142;J0M3,TA-%A#BU-+TPTOJ)6A,DWT MY7]OFG U-B47X9*U++:?IS6'$W-:-O)TH:+.EM)NG-;]G-TYKD[67!6[9S=,: MAH1V%E-TYKH+,,IS7'V4W3FNALYNG-8R0C[I67I6M!)TKF[2,IS6S;R]*QDA M&U$]6T-9L+U>C:N>2$6E-.IB&GUFR0HHHI %%%%(I*6DI@%%%%,84444 %% M%% "BB@44A!1110 4444 %0R=*FJ&3H;J(%*:O65<|ZU)^]95SWK,(S&NSUK M"O#UK&JNK5*IIV*)@:6 MFJ*E5,+)BEVU(L>:E6+VI 5ME+LJV(?:GB#VI 4ME'EU>\CVI?'L_M2 H>71 MY=:'V?VH^S^U2!G^71Y9K0^S^U}G]J0BAY?M1Y?M5[!/4?9 ;@"ALHV5?^ MS^U'V?VH H;*-E7_ +/[4?9 ;F.H;*-E7_L,M1!G]J *ETGEFM#[/[4TV_M M0(SRAIA2M$V_M33;^U & <4--*&M P>U,,'M3 HE:3%6S#[4PQ>U>ES4ACI MA6@!-U+OH%,-.P$PEIPE]ZJL4F\]T[7EF]ZE6?WK-#FG"4T[#-5+CW]Q'<* M^]8BS5,D_O18+H8;KWK0@NNG-]7H;CIS4- ";MM[OIS6O;7?3FN-M[GI MS6M;773FLV@.SMKOIS6Q;773FN+MKOIS6S:W73FLG$1V5O<^']:L$_3FN1MKK MIS6Q;7.<E0T!UEG-TYKH;.7I7(6G-9M*LM)>E;5M)TKF+. M7]6[:R=*PDA&_"_2K\)35D6[]*TH6Z5A)"-!#4E01FIQ63$PHHHI""BBB@ -) M2FDI (.*#10 M%%% "T444 %%%%, 1#2TUCQ0!#*>*SYWZUO-;)#*%Y-UYK!O)^O-7KR;KS7/WDW7FM4@*=W- MR>.Q;F.D\U:NINO-8I0+DGFM4AD$\G6L^5ZFE?.,IR-FM4AD;M41.AC3;NP# MMU*$IE**[(1*&KIX:H13@:NQ1+NI=]19HS18"0O32[),)IA-%ADA>F[Z833KL+UFQM5V$U#0&Q;MTK8M6Z5A6YY%;-]>E9- =#: M-TK>M*TKGK,]*WK,]*R:$=#:GI6U;'I6':I6W.]S8C8M^@K2BZ"LRWI5I0 M]*RD(M+TIU-7I3]P8F%%%% @HHHH ; 2]%QW]_2]%QT-:0&8MX>M<[?GK70 MWG>N'K6+<'DU MO%#*LC\U'OIKGFF9K2P$P>EWU"#2YJDAHFWTN^H0?2F,H[#2%#5_R#Z4TP'TI@9Y0TW8:T#![4SR/:D(MH[*-A]\;?VH\CVI,"D$-2*AJT(/:GK ?2LV(AB0UHVZ'BHXX/M'W@Z<5FQ% MZS7D5T=BO2L>TAY'%=!9I=*QD(W[=*Z;P'2N?L4Z5TEBO2L6!OV8Z5N6_W: MQ;,=*VH/NUFQ$U%%%2(*KS]*L56GZ54=QHRKGO6+='K6S<]ZQ+KO6Z&8EX>M M<_>'K6[>'K7/WAZUJAF'>-UK#NFZULWAZUA71ZUK%.9LI$/3Y6JNQK2P,"U)NIA-)FI,FR=6JS" _-45-683S32+B;-LW2MFU; M16#;'D5M6AZ5+11T5FW2NALSTKFI,]*Z&R/2L9(1T=F>E;MJ>!6!9]HWK7M7 M/(1LV_;M.&LNWZ"M.&L6!=CJP.E5XZL#16;$%%%% (04444)1110 4444#"B MBB@04M)2T %%%% !1110 4Z56EJR>E5I>]-#*.QK-N&ZUH3FLNY/6M4,S;E^ MM8UU)UK3NFZUAW;]-U2 S]J7&>;R+B;KS5N[DZUBW$O6M$AB23\]:B_GK52 M67GK47F\T[:\4 /6M"WFZE8%FW2MVV/ K-@:D? 2I.BBZ5+6+W$PJ*3!4M12=*$"*M9EP>#6B&9MRW6L:ZDZUJ73=:P[M^M:I 9EU+UYK'N)NO-7;N3K M6)E0Q&O#T%3U!#*TJ> ML9;B"D/2EI&Z5($$AJE*:MR51F-6AE*=NM95R_6M'%;K6/=-UK5#.VZDZUB7 M4O7FM&[?K6'=R=:U2 I7.W7FLJ;.D\U/I: UEN?>K45U!USZW'O5B*Y]ZAH1U&STYK5MKCIS7)V!S MTYK7M;CIS6;0CK+:?IS6M;S=.:Y>UGSCFMJUEZE6TZ5FP)****0@HHHH *2EI* "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@!E--.II[T)FRA-U-49> M]7INIJC+WKHB8R*KU7;K#U7;NB)SR(S333C336R,)"4445J(C)BTM)2U1 4E+ M24#0E%%%2RT+2BDI16;-$2+4R5"M3)6;-$68ZMQ54C]W%6+-HEZ&K\-4(;OP MUA(WB7HJN1U3BJY'6$C>):2IU]!*G6L)&Z)!3J:*=69JA:***12%HHHI%!24 MM)2 ****!A1110 4444 %%%,04444 %%%%(HHHH&%%%%(H MHHH **** "EHHH ****8!1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 (;8U2&HVH A:H7J=]@>F!7>H'JP]5WI@0 M-435*U1-0 PTE*:2F 4444 %%%% !2TE+0 4444 (;*6B@!M)2]Z2@!*6DHH M >*>M1BGK2 F6IT-5UJ930!80U.IJNAJ932 L*:E4U"IJ530!**<*8*>*0#J M*** "BBB@ -)2T8H 2BED1BD E%+BC% "44N*2@ HHHI@%%%% !1110 4E+24 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 HHH!%% !1110 &F,* M? 330!"PD)A4[*HF%,"LPI!A5IA4+"@"JPD)A5AA4+"F! 1334K"HR*8##24I M%)0 E%%% "TZFTM "T444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 444&@ HI** %HI**6@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ I*6DH 0TAI32&@ I;2EH <*>*8*>*)%J5:B6I5H F6IE]%:F6D!,M2 MK42U*M $HIXI@IXI /%% HI %%%% !1110 4E+24 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 ""BBB@ HHHH *6C% PHHHH ****.$-, M8XIS'%5W>F,1WJI-+3I9,5GSS<5<4-$<\W7FLJYN.O-/N;CKS6-=7/7FNB** M&75SUYK%NKKKS2W=UUYK#NKKKS6\4,+JZZ\UBW-UUYHNKGKS6-]4Y):1Y%@8YJK #-FF$T&DH$V%**3%/5< MT A5%3(F:6,*K<4.>U R-(LU9C@]JL16^>U7H;7IQ2]1V_M5R*U[]O0VGM5 M^&S[]0&=':>U6H[3VK5BLO:K<=E[5+ QTM/:K"6?M6REE[5.MG[5-P,5;/VI MXL_:MU;/VIXLO:E<>U;.S[JZ.V7M3&LO:BX'\M9^U0/9^U=0UE!5]E[M4[@U4!S4D'M55 MXJZ"6UQVJE+,-^U;.#*%=,5 ZXK4E@QVJG)%5 4C29J5T(J,B@3 &I4D(J&EH"Y M>CE]ZNQ3^]8Z/BK,2]\Y^\EZ\UHWD MW6L&[EZUO%#,^ZDZUC7#]:NW.G6LJ=^M:I 59FJFQYJ>4U7-58&-HI<4 4K$ M"BG"D IP%6D6@I:<%I=M44-I#3]M:6@" (TTU(132*31+0R@4N*,5%B21#@U=.M@:J*:LQ&G8LV;:3&*V]27I7.6[UKVLG2H: ZNSFZM)>E821)TD#]*T8FS6);2=*U8'K"2$;49]6 M]\JXJ<5A(3%HHHJ1!1110 4E+1B@!*8PHHHH ****.%% HI""BBB@ HH MHH *ADZ&IJADZ540*,_0UE7+/>M:?H:RKGH:WB,P[OOO)=>ZZ"[*6L"\UO$H MYZA\U@7?>N@O.] <_=CK6\1F'<]ZR9SUK6NAUK)G'-,)#*$M57-6I:J/UJT@(MS24IHI,AA3A3:44($2+4Z"H4'-6HEJC0E1:LQQTD4>:O10Y[4@(TASVJPD' MM5J*WSCBKL5KI4@.],:VJ46OM6LEII5.MGI4@.06OM3OLGM6Z++VIXLO:I8& M!]DIJ7D\[5Q_&+VI?L7M4@<]ID]J3D\5T7V"VI/L7M2N(YI])4GV3YKH? ML7M2? 8O:E<#G_LGM1]DJJZ#[%[4?8O:BX'(_ &7VH^X^U=!]BJ/L7M3N:#/G\C]5Q_8CZ4?8CZ4 <_\ 9?:D^R>U= ;++VI/L7M1<#GC:>U.-H?2NC^Q> MU--C[4P,;-I[5$UK[5TS6/M4+67M3 YIK7VJ%K;VKI'LO:JSV?M0!SSP>U0- M#CM6_):>U5)+;VI@8K1XJ!DK6DM _;DD/M5(#.84VK4D50,A%.P$=&;4BDH) M#-.#$4RB@+FF.2KD4WO6:#BIXWHL4;4,_3FM*WN.G-<|%+5Z&;'>H:&=3;W/ M3FMBUNNG-MZ[')K"NAR:WB,RIC555NM6YAU]HW6M4AC: M***I(0M%%*!5V& IP% 6GA:8# <4N*D"4[92 AQ2$5/LI"E BL13"*L,E1,M2 MT)D)I*>13<5#1#%%6(FJN*DCX-*Q2-2W?D5KVLG2L*%N16I;/TJ6BCIK.3I7 M064O2N4M).16_9RJ*R:$=99RJ*WK23I7*V*>:BD/%4D-%6=JR;I-*W\K&NWZUT11EWDG6N?O9> M#6K>R=:YR]EZUJD!EWLW7FN?NYNO-,-[-UKG[N7DUJD,IW.O7FLN.3FK%Q)R M;SI7YK5(""1LU78UQS4>*Z2&M4$F\EVTH2M+ 1,:7%2^72^75) 18IV*DV4 M;*HHCIM2E:85IV 8;::>13#28F--)2FDK-D,*U8MMVK:M.U9,1NV?:M^S[5@6?:N@L^U9,1OG6;MRU[5B6G05M MVO:LF(Uf?M6E#VK-MZTX>U8R LKTIU-6G5@R6%%%% @HHHH 8_2]%QT-7WZ5 M0N.E:0&8EYWKF[_O727G0US=_P!ZZ(E'+ZAWKEK_ +UU.H#K7+7XZUT1& M=ZQ+CJ\W+P=;Q+DU`/?9/:CI) [5T'V+VH^Q>U<Y/\_9;:G](]F\_M5T'V+VH^Q>U(#G\_LGM1]DJJZ#[%[4?8O:@#G\_L MGM1]DJJZ#[%[4?8O:F!S\_P!DJJ/LGM70?8O:C(]#[4P.?^R^U--K[5T7V"VI# M8^U`;&TJ[0VGM7I&Q]J;'VI YXVGM1]D/I70?8?:C(#[5+$8 M#Z4Y;7VK M>^P^U.%EI[5#$8T=K[5>@MNG%.*67/2KD-G[5FQ$%K;]*W;.#IQ4=O:8QQ6Q M:VV.<5C(''I918Q706:8Q6=:PXQQ6W:QXQ6+$:EJO2M>'[M9MLN,5IQ=*S8$E M%%%2(0U6GZ&K)JK/TJX(C1E77>L2ZI\UMW/>L2Z[UNBC!O.I<_>]ZZ&\[USU! MWK5 <_>=ZPKKO6[>=ZPKKO6T0,>X/6LV8!;TK=:S9]VBAE&0\U"U32=:A;K M8!$9!4TE08L0&Q,!\6G#69,]*TX;P8B[']5@=* MKQU..E9L0M%%%(04444)1110 4444#"BBB@04M)2T %%%% !1110 4Z55EJ MTW2JLW2FAHSIZRKD]:U;BLFY[USM9C71X-85VW6NM[[fU@WG>MHC,2[;K6)E]:H9CW1ZU@WC<&MR[Z&L&\[UM$9A7C=:PKIN36 MU>=ZPKH]:U2 S9GY-52_-33'FJ[/-.P%B-^;TK9^E9,9K2MCTJ6!T%FW(KH[M$]*YBS/2NDL>U0Q'46)Z5T-IVKG+'H*Z*TZ"LV(V(>@]Q5>#I5BL);@PI&Z4 MM(W2I%59:H3&KTM4)N]: (HS;DI.Q:HI:UDI:QKL]:UB,Q+MNM8-VW6MN\6 ML&I/6MD!CW3=:RIFYK1NNIK+FZFK2&5V:FD4TC=:5I5S1#+#%26K\(JE$*T85 MZ5:0%N(5.!Q3(UJ?,Q5#('JE,W6KT@JA/3 HS/BJ;RU/.>M9\C]3 M1S^]9N_FI(WYK-B-ZWGY'-;-I-R.:YBWDY%;5)R*R8CJK27I6[:2=*Y.S?I M6_9OTK*0CI+9^E:]NW2L&U;I6U;'I63 UX3TJ['TK/@/2K\59L1-1114B"BB MB@ I*6DH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M#4;4\U&U $;5]3-4#TP('J!ZG>H'!@0-435*U1-0 PTE*:2F 4444 %%%% M!2TE+0 4444 %%%% "4E+24 -!:** %%/%,%%("1:F4U M2J: +"FIE-5U- M3*: +*FI5-0*:E4T@)@:D%1*:D%(!XI::*=0 4444 %%%% !1112 **** "@ MT4&@!****8!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %+24M !1110 4AI:0T ,(}A4QJ-A0! PJ%A5EA43+3 JL*A85; M9:A9; *K"HR*L,*B04P(2*:.D(IA%,!IP*6B@ I;2EH **** %%% HH **** M "BBB@ HHHH **** "BBB@ HHHH **** "@T4&@!**** "BBB@ I;2EH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *2EI* $-(:4TAH *6DI: '"GBF"-MGB@"1.E6HEJ5;)EJ9:&2EI* $-(:4TAH *6DI: '"GBF"-MGB@"1.E6HEJ5;)EJ9:&6EI 3+4JU$M2K0!**>*8*>*0#Q10***0!1110 44 M44 %%)2TE !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 +1110 4444 %%%% !1HS3'%% #':]6K2*(IY<9YK*N9^O-37 M,W7FL:ZN.#S6L4,ANKCKS6'=W/7FIKNYZ\U@W=SUYKHBAD5W<]>:P[]YZ\U) M=W/7FL6YN.O-;Q0QMS<=>:.R9Y^O-/GGZ\UFS2^],)#"27-5W?-,:2HRU4)CF M;F44HI@)BC%"Y]58\T6"Q$L>:LQP^U21P^U?88,XXL9'%[5H0VV<<<5+!; M=.*U+>UZ<5+8#BO!:=.*TH+/]Q5NWL^.FX%&"SJ]T8;+VK0@LO:M* M&RZ<5+8C,BLNG%6X[+VK6BLO:K:6?M4W QDLO:IUL_:ME;3VJ5;3VI7 QEL_M:GBS]JVA:^U%K[4K@8)L_:FFS]JWS:^U--J[4K@RZ\528'&3V? MM6;-:=>* [*>SZ\5EW%GUXJDQG(36W7BL^:W]JZ]XM>O%9<]MC/%4F!SM;Q0S-O M)>M8%Y-UYK1O)>M<_>3=:WBAF==R]:PKJ7K5^[FZUB7,O6MDAE.X?K6=*V35 MF9^35-SFM4,KO4!%3=N:H"+%."U*$]18Z=A6(5C]41U,L53+%[4RBL(Z= MY=6Q%[4OE<=* *?ETTI5TQ4POT 42E1LE76C[)dh j%.3%3LE,*TK"L, Y[> M.XJ,"GK0,NQ-6G;R=*QXVQ5^"3I4L1T5I+TK=LYNG-2$24445F2%%%% !1110 E%%% !1113&% HH%(0M%%% !1110 444 M4 %0R5-44E- 49N]95ST-:TW>LJY[UTQ&8EV.M8-X.M;IUWK!0!UK>)1SUX. MM<_=CK717@ZU@78ZUO$9@W0ZUD3CK6S=#K63.*V0S-E%5'%7I5205HAEU;RV7M4@LO:I;$<^+'VI?L/M70BRIJ=]BJJAR YS[#I4TV/M72_8O; MF_8O:IS!9L?;D^Q>U=(,+VI/L7M1<1SGV'VH^P^U=']BJ/L7M1<#G/L/M1 M]AIJZ/[%_LT28O\ 9I\P',?8O:C[%[5T'V+VH^Q>U%QG*?8?:D^P^U=>]BJJ M3[%[4U/F Y=K'VI% [']VKJVLO:H7L?:GS".2DL? M:JLEE[5TUEC[54ELO:G<#CX;/VJE-9]>*[":RIJS\[+KQ5)C.0FM>O%4)K;K MQ763V'7BLR>UZ\528',2P=>*IR0XKHH[;&>*SY8,=JT0S%>/%1%:TI(<=JJO M'BJ"Q5Q14A6FXI6):,$%/4TVE% T6$>K,&;&.:TK:XZG-;5M)P*R:$;,;584U1A>KB&L9(1+2 MTT&G5D2%%%% "'I56;H:MGI56;H:N&Y2,B[!U@7O>N@NAUK O>]=.1G,WPZU MS5\.M=/?#K7-7PZUT1*.9O!UK"NAUKH+P=:PKH=:WB,QYA51Q5Z8M:I 9-[+UK!NI.M:M5Y)UK#N9.36J0RG,]4W/-2RMDU7)R:T0Q*4+0!FID2M$!&(Z>(ZG6.IEBJT, MJB*E\KVJX(.=Y/M5("CY5-,=7S%3&BJAE 14;+5YHZ@=*8%-EJ,BK+K5=A28 M$9I*<:,6;(84Y>M(*M*&LZWK1A MI5C(1;?I2TB]*6L" HHHH **** &/TJA<=#5]^E4;CH:T@4C$O.AKG+\=;Z. M\ZN=ON]=.1G+7XZUR]^.3757XZUR]\.M=.1G,W@ZUB7(Y-,UX.M8ER.371$ MHS"-,J.0U7XK/ MVI-B,A++VJ5;'VK=2R]JG6R]JAL#GQ8^U.^P^U=$+++VIPLO:ES U'V+VI7 M YO[#]4?8?:ND^Q>U'V+VIU',!S?V'VH^P^U=) M]BJJ/L7M1S U:=O;8Q05J.TQV]#;8[5DV(;,P8QQ6K,QXQ4<,,.U7X8\5DP+$"XJ_'MTJK%6TZ5# =1114B$-5)CQ5INE5)]N!2,NY[UC7?>MFY[UC77>NA#,\[US M]X,M=#>=ZP+P=:U0'.W@ZUA70ZUOW@ZUAW0ZUMS%#%N!UK.F'6M6X'6LV85O$ MHSI14#"K,HJNPJ["D1$4F*>128J,@JU/$/FJ%15B$U2MJT'2HD4;MD.E=%9#I7/V8Z5T5D.E82 WL,=*WK7M6'9CI6I.:JYU"-> MWK2AK.MZTH.PD(N1]*G'2H(^@]<=*R8F+1112$%%%% "4444 %%%% PHHHH\$ M%+24M :1110 4444 (W2]LU6FZ55EJD-&;<5E7/>M:>LFY[UK$9B7?>L*\[U MQ77>L* [']6MXC.?O!UK#N>]:MV.M8ER.M:H9E2CFHL'I4]0PCBIJY[:B84C=*6D;I4B*DO>L^:M&85GS"M$495SWK%N^]:=SWK%N MAUK:(S!O.]8-V.M;]V.M8-V.M;H9AW(ZUES#DUK7(Y-9DHY-6AE,CFG(.:4C MFG(*I 6(EK2@7I5&(5HP5;&7(EXJ?;Q3(JFQQ5 595K.N!P:U91Q6?<+Q0!B MW ZUG2CDUK7"]:SI4Y-2Q%(CFGQ]:<4Y\;E92$;EIVK;MNU8UH.E;-L,E8L1JP=JT(NF4(.U7X MNE0P)***DO4444 >)2TE !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 RFFG4TU: M..1!+5*6KLE4I:T1BRA-6=-WK1FK.FIUO$S90FZFJ,O>KTW>J,O>NB)C(JO5 M=JL25 U=$3GD1&FFG&FFMD82$HHHK5&3%I.2EJB I*6DH&A****EEH6E%)2B MLV:(D6ID]%:F2LV:(LQU;BJI'5N*L6;1+/T-7X:H0U?AK"1O$O15K2&0325F7$M6;B3K61=38S6J M115NI^O-8=W<<'FK5W/UYK!O)^O-:Q0RK>7'7FL&[N.O-6;RX2\UA7<_-7FMX MH97NI^O-9%O-UY]:YFZUES29K=(9'-+U]C(^34DKY!LQK1 (324&DH.VQPIX M%-%2(,FJ1:)8US]./-,B3-7H8\XI,H=##[5HP6_3BD@ASVK6MK?IQ4-B"WM MNG%:]M:].*6UMNG%;5K:].*R;$1VUITXK7M[3IQ4MM:].*U[>UZ<5FY"\%\H M/2M&&T[]M06WM5^*WJJAR$4X[7YJREM[5=2#VJ=8:GF H+,#TJ06_M5\14X1 M5/.!1%OI4IR/.KPBI?+[><"AY'M33;^U:/ETGE4U-,5/.MG QWMAZ57DM?:MQH:A>"JY@.T]JZB6WJJH36WM5J0SDKBTZ\5E7% MUXKL+BVZ\5E7-KUXJU(#C.FUZ\5D7-MUXKL+JUZ\5C75MUXK1,#DKBWZ\5F M30XS73W-OUXK(N(>M:)C,&6/K5.1,5KS1=:SIDQ6B&46%,-2N,5$:3(D&:,&.:Q4;']J(#)TH99T=K/TYK:M+CIS7\6W3FM>UGZO9>M;Q0S)O9>M<[>2]:U+V7DUSMY+UYK:\&9]U+UK'N).35NZE: MSR=:V0R&5^:KL:5WYJ/.36B&*!FGJM(HYI=%55 (I=3I%3TC]U"%3 A2*IUA M]]L)#[5,L'M0,]"&CR?:M 04&'CI0!FF*HVCK2:*H'BI 9KQU7=*T9(ZK2))3 M HLM1$5;=:A84P(2*!2M3I8C9MY.E;5I+TKF;>3D5LV MDO2H: ZRREZ5T=E+TKC[*7]71V,O2L)(DZZSDZ5O6C]*Y>RDZ5T%H_2L)(1T M-NW%7XSQ63;OP*THFKGFA%H4M-!I:P)%HHHH ****8!0*<6D M4444 %%%% !1110 5%)4M124T!2F!UEW)>M2;O67<]ZZ8C,6Z4J[*%[4?8YI[LQK1 (324&DH.VQPIX-%%2(,FJ1:)8US]./-,B3-7H8\XI,H=##[5HP6_3BD@ASVK6MK?IQ4-B"WM MNG%:]M:].*6UMNG%;5K:].*R;$1VUITXK7M[3IQ4MM:].*U[>UZ<5FY"\%\H M/2M&&T[]M06WM5^*WJJAR$4X[7YJREM[5=2#VJ=8:GF H+,#TJ06_M5\14X1 M5/.!1%OI4IR/.KPBI?+[>=

T[2#I6U;6_3BJ=G%TK>M8NE0V(?!;=.*O1VPQTJ:"'@<5 M?C@XZ5E*0%);4>E2BU'I6BL'M4@@]JRE+]E'I6J(/:E\@>E3S",G[M+[4AM?:M?R/:D\CVJ>8#
(^RCTI/LOM6OY'M2>1[411Y'M1S 9/V7VH^R^U:_D"CR*.8#&:T'I4+VGM6Z8*C:W]J?,!STEI[54 MEL_:NE>W]JK26WM3Y@.6FLQZ5G3V?7BNMFM?:L^>UZ\5HI#..N+3KQ65<6O7
MBNQN;7KQ61GAZ\5F31=:T3&9#IS417%7I$YJLZU0$&**>13#2$)2AL4TTF:ABN3H]6X9: MS0<5/&]0P-ZVFZ5N6E='8R=* MS:$=?9R]*W;63@5R]E)TK?
M'Z5DT(Z"!ZO1FLJW;I6A&W%820%M33Q42FI16 M#)8M%%%(0'I5:;H:LFJTW0U<=QHR+KO6#>]ZW[KO6#>]ZZ8E'-WW>N:OAUKI MK[O7-7W4UT1*.;O!UK"NAUK>O.]8-UU-
=$1F5,..IOUJY-UJF_6MD,;BE I* M*JLD?6@#*D2JSI6E+'5.1* *3"F5.XJ T /4U9B;&*I@U,C MU#$:T$F,5KVLO2N=ADYK5M9>E0T,ZJSEZ5T-G+TKD+.7I7064O3FLI(1UUG+
MTK>M).ER]:Z(H#&OY>MU9,1N68Z5O68Z5@VG:M^T[5C(1NVG:MNU[5BVG05M6W:L9"-:WK2A M[5FV]:,7:L9"+2]*6D7I2U@0PHHHH **** &/TJC<=#5Y^E4;CH:T@4C%N^A
MKG;[O717?0USU]WKIB,YB_'6N7OAUKJ+_H:YB_[UTQ*.IK=O.]8= MSU-=,1F;*.:BJ:3K4)K0!12BDI13!"BI5%1BI%H8RQ$*OP+5.*M" =*A@7[=
M.E:]M%TK/MEZ5M6J=*AL1=MH>G%;%M!TXJK:1]*V[6'I4-B)+>VSCBM*&U'I M3K>'IQ6G!!TXJ&Q%:.U]JL+:^U7XX/:K"P>U9.0&8+4>E.%K[5JB#VIP@J>8 M#)^RCTI?
LH]*U_(]J/(]J7,*YCFU]J3[)[5L>1[4GV?VIU;/V?VH^S^U',!C?9!Z4?9 M!Z5L>1[4?9_:ES",?[)[4OV0>E:_V?VH^S^U2Y 90M?:I%MAZ5IB"GB#VJ&Q M%!+?VJRD'M5E8:F6*H;
ACBJS&F*(S'N!UK,F'6M2X[UF3=ZWB,H2BJK5;EJJU: R,TE.--J3%C MA5F 0' M06?:MVU[5A6?:MVU[5SR$:]O6E#6;;UI0USR$7(^@J<=*@CZ"IQTK)B8M%%% M(04444)1110
4444#"BBB@04M)2T %%%% !1110 C=*JRU:;I566J0T9T]9 M-SWK6N*R;FMHE&-==ZPKOO6[=]ZPKOO6\1F#=]ZQ+GO6W=]ZQ+GO6R&9LO6H
M0.:GEZU$.M,":$M1P*P[(=*W[4<"LI"-"/I3Z:G2G5RL3"HY.E24R3I0@1GSCK67<]ZU9^] M9=SWK6)1B77>L*\[UO7?>L*\[UT1&<_>#K6#==36]>=ZPKKJ:U0&3,.:JDIK,F[UIW/>L
MN8\FK&5C3D/-1DTJMS5 7HC6C >E9435H0-TJ@-6(U.#Q5.%JM*:8QLE49UZ MU?:JLJYH R)TZU0DCK9ECJH\.>U2Q&68JDCA]JN>1[5-';^U9L1';P\UL6L7 M2HH+?
IQ6M;0=.*R8BW:1=*WK2/I5"UAZ<5M6L72LF(T+5.E;%NO2J%O'TK5@ M7I63$781TJ_'TJG"*NQ]*S8$E%%%(04444 %)2TE !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110
RFFG4TU:..:1!)5.7I5R2J1&:8:>:8:V1A(2BBBM49,6EI*6J("D MI:2@:$HHHJ66A:44E**S9HB1:F2H5J9*S9HBS'5N*JD=6XJQ9M$O0U?AJA#5
M^&L)&\2]%5R.J<57(ZPD;Q+2=*G6H$Z5.M82-T2"G4T4ZLV:(444"BD6A110 M**0PI*6DH&%%%%(HHHH **** "BBBF 4444 %%%% @HHHH **** "BBB@84 M444 %%%% !1124
%%%-)H 7-)FD)H- #LTF:832;J 'YI-U,W4FZF!)NHW5 M'NHW4 2;J7=46ZC=0!+FC=46ZC=0!+NHW5%NHW4 2[J-U1;J-U $NZC-1;J- MU $N:,U%NHW4 2YHW5%NHW4 2[J-U1;J-U
$NZC=46ZC=0!+FC-1;J-U $N: M,U%NHW4 2[J-U1;J-U $NZC=46ZC=0!+NHS46ZC=0!+FC-1;J-U $N:-U1;J M-U $NZC=46ZC=0!+NHW5%NHW4 2YHS46ZC=0!+FC-1;J-U $N:-
U1;J-U $N MZC=46ZC=0!+NHW5%NHW4 2YHS46ZC=0!+FDW5'NHW4 2;J-U1[J-U $FZC=4 M>ZC=0!)NHW5'NHW4 2YHS46ZEW4 2YHS46ZEW4P),T9J/=1NI 29HS4>ZDW4 M
/)IC&D+4PM3 1C4+&G,U1,: &,:A8T]C43&@"-J8:#0!,IJ535=3 M4JF@"RIJ935934ZFD!84U*IJ!34JFD!,#4@J)34@H =124M !1110 4444 % M%%%(H-%!H 2BBBF 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% ! M1110 4444)1110 4M)10 M%)2T +124M !333J2@!I%,85+3"* (&%1,*L, M*B84P*K+4++5IEJ%EH K,*B8599:A9:8$!%,(J8BF$4 1TE.(I#0
E%%%, I M:2E% !2YI** %HH%% !1110 4444 %%%% !1110 4444 %%%% !BC%%% !BC M%%% !1110 4444 I:04M !1110 4444)1110 4444 %%%% !1110 4444 M%%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %)2TE "&D-*: M0T %+24M #A3Q3!3Q0!(M2K42U*M $RU,M0K4RT@)EJ5:B6I5H E%/%,%/%(M!XHH%%(HHHH ****0!24M)0 4444 %%%%
!1113 **** "BBB@84E*:2@04 M444 %%%% "T4E+2 *7%%% !BBBBF 4E+24 (33&-*343M5I#&NV*I32=:EE? M -9\\G!K5(95N9>M8MW-UYJY=3=:P[N;KS6J0RC>3]>:P+R?
KS5V\GZ\U@7D MW7FM4AE.[GZ\UAW4W6K=U-UYK'N)>M;10RM/)5"5\U-,^WZ<5HQ0^U8N0AD,'M5V.&GQQ596.LW(1$L=2".I0E."U#D(MC"4NRI-
M+BIN,CVTNVGXHQ2N%QFVDVU)BC%%PN1[:0I4N*,47"Y7*5&T=6RM M-*52D!G2153EA]JUWCJO)%6BD!@SP=>*R[BWZ\5TLT/7BLZX@Z\5JI#.3NK; MKQ6)=6W7BNQN;?
KQ6+=V_7BMHR&<;=6_7BL6Y@Z\5U]W;]>*P[N#KQ6R8SE; MB'K65/'UKI+J'&:Q[F+K6B8&'*E5F%:,T?6J4BX-4)H@Q2TI%%38FPHJ>-J@ M%/4X-!:-
*&3!K4MI>E843\UH02=*E@=/:3=.:W[.?IS7(VLO2MZSFZ5DT([" MSFZ2=:YR^EZUKWLO6N;OI>O-;Q0S(O9> M37/7DO6M6]EY-
<_=R=:U0S/N9.M9U%P(8X/:K*V_M5N*W]JM);>U*X&< M+?VI#![5K?9O:FM;^U*X&*\/M562*MN2#VJE-%1<#&ECJG(E:TT>*H3)UIHC
M,V1:K.*O2+52050%5ZC)J5ZA)IB89J16J'-.4U))?@?FM>UDZ5@PMS6K:OTJ M64=/92=*Z.QDZ5R5G)TKHK&3I6,D(Z^RDZ5T5G)TKDK&7I716V?
M@5J0O6%:R=*U8'XKFDA&FK5(#5:-JF4UBT(EHI!2U @HHHH *#110 E%+10 M4444 %%%% !1110 4444 %0O4U0O5(93F[UEW/>M2;I67<]ZZ(@8MUWK"N^]
M;MUWK"N^]=,2C O.]8-WWK>O.]8-WWK>(S$NN]9$_>M:Y[UDS]ZV110EJG)5 MR6J:8:S9FQ,T]#@U'3EJ 1HV[=*V;1^E8-N:V; M1NE)HLZ6R?
I726+]*Y6R;I716+0B^AJ9:K1FK"U@R6/HHHJ!!5>;I5BH)NAJH[C1D7? M>L"][UOW7>L"][UU1*.N:ON]=,2CG+WO6#==ZW;WO6#==Z MWB,RINIJFYYJW.>M4W/-;
(8F:>M1#K4J50%A*LQBJT=7(A2 LQ+5V)*KPK5^ M%*38$D<=65CI8HZMI%4W$5Q%2-%5\14AB]J+B,MXJJ2Q5LR152FBZT7 Q)HZ MHRI6S/'UK-G2J&9#7
M/7TO6M2\EZUSM]+UKHBAF1?2]:YN\DZUKWLO6N>NY.M:I 9ET_6LR4\UM.@K:MN@K$M.U;5MVK%B->W[5H MQ5G6_:M&*L9"+2TM-6G5@2PHHHHH$%%%%
#7Z50N.AJ^_2J%QT-:0*1BWG0US MU]WKH;SH:YV^[UTQ&NGO\ O7,7W>NJ(SG+SO6)<=36W>=ZQ+GJ M:Z(E&;)UJ*I9>M15H HI13:6F \5*E0BI4I,9LQTK-
L1LV:=*WK1.E8]FO2M^T7I6;8C3MH^E:L$?2J5LO2M M:!.E9-B)8XJL+%3HTJ=4K"4@(A'3O+J<)3@E9.8BOY='EU9V4;*7,!6\ND\J MK6RDV4U'E>U6=E&RCF J^51Y56ME& MRCF
J>51Y56]E&RCF$5/*]J7RJM;*391S 5Q'2B.K&REVTK@0".GA*E"TNVI M;$,"T\"EQ2XJ;@ %***6D 4444 ,>JZ[UL7'>L>Z M[ULAF)>=ZP;SO6]>=ZP+OO6R&8-
WWK#NN];EWWK#NN];1&9%QWK-FK2GZFLV M;J:WB44):JM5J6JS5J#(S3:<:2H,6.6K,%5EJQ!UJC2)K6W45M6O:L6V[5M6
MO45G(9OV?:NALNU<]9]JZ&R[5A(1T%GVK=M>U85GVK=M>@KFD(U[>M*&LVWK M2AKGD(N1]!4XZ5!'T%3CI63$Q:***0@HHHH #24I]* "BBB@ HHHH *6DI10 M 4444
%%%% "-TJK+5INE59>]4AHSKBLJYZ5JSUE7/>MHE&+=]ZP[OO6Y=]# M6'=]ZZ(C,&[[UB7'>MN[[UB7!ZUJAF;+UJ(=:EE/-0YYJ@+4/6M6TZBLB$\U
MJVIY%2P.@LNHKI;$]*YBR;D5TEBW2H8CI[(\"M^U/ KG;)NE;UJW K&0C53I M3JCC;BI*Y&2PIDG2GU#(W%"!%.?O65<]ZTIVZUEW)K:)1D77>L&\[UN71ZUA
M7AZUO$9@WG>L*ZZFMR\/6L.Z[UL@,J;K54]:LS'FJQ/-,9-%UK2MNHK,B/-: M5L>128C>L^U=+8=JYBS/2NDL&Z5#$=38]JZ&T/ KF[%NE=#:-P*SD!L1GBGU M#$W%35QOE%
(QP*0B&6L^:KLK50F/6M469MSWK%N^];-R>M8UT>M;Q&8 M5YWK N^];UYWK O.];H#$$NNIK)F/)K5NCR:R)SR:L968\TBMS37/--4\TP+L M35?@:LR(U?@/2F!K0FKB50@[5H1#-
*X#BN:B>/-6U3-.,.>U%P,MXU(+;VJ6Q&2+;VJ>*U]JTTM/:K,5I[5FV(I06OM6I;VW3BK$-KTXK1@M MNG%9MB&VUOTXK7MX>G%-@M_:M*"'%9-B)((NE:,*=*BBCQ5R-
*S8$T2U:2H4 M6IUJ& ZBBBD(**** TE*:2@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH 9333J: M:M'-(@DJG+TJY)5.7I6B,64)JSIJT9JSIJWB9LSYN]4I>]79N]4I>]=$3&14 MDJ!JGDJ!JZ(G/(C-,-/-,-;
(PD)1116J,F+2TE+5$!24M)0-"44&BI9:%I12 M"E%9LT1(M3)4*U,E9LT19CJW%52.K<58LVB7H:OPU0AJ_#6$C>)>BJY'5.*K MD=82-XEI.E3K4"=*G6L)&Z)!3J:*=6;-
$***!12+0HHH%%(84E+24#"BBBD M4444 %%%% !1113 **** "BBB@04444 %%%% !1110,**** "BBB@ I*6FT M!H-*:833 0FFDT$TPF@ +4TM32U,+4 /+4FZHRU-+4 3;J-U0;J-U,"?
=1N MJ#=2[J)]U&ZH=U&Z@";=1NJ'=1NI 3;J-U0[J-U $VZC=4.ZC=3 FW4;JAW M4;J)MU&ZH=U&Z@";=1NJ'=1NI 3;J-U0[J-U $VZC=4.ZC=3 FW4;JAW4;J M)MU&ZH=U&ZD!-
NHW5#NHW4 3;J-U0[J-U,";=1NJ'=1NH FW4;JAW4;J)M MU&ZH=U&ZD!-NHW5#NHW4 3;J-U0[J-U,";=1NJ'=1NH FW4;JAW4;J)MU&Z MH=U&ZD!-
NHW5#NHW4P)MU&ZH=U&Z@";=2%JBW4FZ@";=1NJ'=1NI 3;J-U0[MJ-U $VZC=4.ZEW4P)MU&ZH=U&Z@"?=1NJ'=1NH GW4;J@W4;J)]U)NJ'=1N MH D+4TM49:FEJ
';U1,:"U,)H 1C43&G,:C)I@----*::: $I*6DH *6DI: M"BBB@ HHHH **** "BBB@ I*6DH ****0!1110 M*#3:4&@"0&I5-0 U(IH MLJ:F4U64U,IH LJ:F4U70U,II 3J:D%1*:D%("04M-%.H
**** "BBB@ HHH MI %!HH- "4444P"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@!**7%&* $HHQ1B@ I:3%+0 4HI*44 %%%% !32*=2&@"-A4;"IB*8
MPI@5V6H66K3"H66@"JRU"RU;9:A9: *K+49%666HF% $!%-(J4BF$4P&&DI3 M24 %%)0*8#LT4E% "BEI!10 M%%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%%
*6D%+0 4444 %%%% "4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !24M)0 AI# M2FD- !2TE+0 X4\4P4\4
2+4JU$M2K0!,M3+4*U,M("9:E6HEJ5:)13Q3!3 MQ2 >**!12 **** "BBBD 4E+24 %%%% !1110 4444P"BBB@ HHHH&!I*4TE M @HHHH **** "EI*6D M%%%% !1113 *:>E.IC4
,8U7D;BI7-5)6XK6)1!,_ M!K+N9>O-6YWX-8]U+UYK>* I7M:I#*=S+UYK*GDR35BYDZUFROUK1(9'(]5V-.9JCS6J&)1 MBBEQ5 -
Q2@4X"G!:!6%C7FM"!.15:).:TK>/I291>M8N16W:0]*S[6+I6_9Q M=.*RDQ%^S@Z<5T%G;].*HV4/3BN@LX.G%828BW:6_3BMJV@Z<5!:P].*V+>'
MI7/)B'PP].*O1Q8HBBXJTB5SMDB)'4P6E Q2UFV(3%+BBBD(**** $Q1BEHH M 3%+BBB@ HHHH *3%+10 PK4+QU9II7-4F.YGR151FA]JV'2JLL5:*0SGKF# MKQ6-
=6_7BNJN(>M9%U!UXK:,AG'WEOUXK!O(.O%=C>0=>*P+R#KQ6\6,X^[A MZ\5B7476NKO(>O%8-W%UK=,9S=Q'UK.E3FMNYCZUES)6B8R@13<5*Z\U&:&) MH2C-)29J;B)D?
FKL$G2LT&K4+]*3&;UK)TK=LY>E:AM2\FL&ZDZUI7DG6L2Y?K6J HSOR:HR'FK$SF@QVK.GBZ\5 MT<\&,\5DW,77BFF!S\\?6LR=.M;ES'UK*N%ZUHF,R9EZU2D%:$PZU0EJT,IR
M5 :GEJN:H3&FE!HH%09W+$32)-R)^*M(U9L+\5=C:L&@+:FG5&AJ05FQ,****0@HHHH **** "BBB@ HHH MH **** "BBB@ J%ZFJ%ZI#*U=-8CI7-6/:N
MFL.U9L1TMB.E=#:#I6!8]JZ&S' K*3$;%N.E:$0XJC;C@5HQC@5S38B914@% M(HI]*Z6>/ M@UE747!KIBQG)W<'7BL&\AZ\5UUY%UKG[R+K71%E')W<77BL*ZCZUU-Y'UK
MNTZUO$HYZX3DUFS+6SU/2L: \UK6IY%-FIT-FW2NBLFZ5S-F>E=#9-R*AB.HLFZ5T M5FW2N8LFZ5T5FW2L9".AMFZ5K0GBL6U/ K7@-]ZW[KO6!>]ZZHE'.7W4US-
]WKIK[J:YF^[U MT1&]ZP;KO6]>]ZP+KO71$HR9^IJFQJW/WJFU:H8@J5.M0BIHZH"W%5V$5 M2B[5?A'2D!>@7I6C E4H%K5@2H;$688^E78XJC@2M"*.IN!&L7M0T/'2KJQ<
M4K1<47$9,D549HNM;DD59\\76FF!@7$>,UEW"=:WKF/K61M9.E;UG)TKF;5^E;= MG)TK.2&=792]*Z.REZ5R-G)TKHK*3I6,A'66DG2MNVDX%M=$4,SKR;KS7.WLW7FM.]
MFZ\USE[-UYK>(S,O9>O-85U)UJ_>2]:Q;B3K6J0RI.^35-SS4TK57)R:H 4< MU9B6H4'-6X5I@6X$K5MX^E4K=*UK9.E %N"/I6C%%QTJ&WCZ5IPQ\47 8D5/
M,7M5M8J4Q<4[@9LD54IH^M;$D=4)TZU28S#N$ZUDW"]:W;E.M8]TO6JN,Q;@ M=:S)>M:EP.M9M>U;5MVK%M>U;5M MVK%B-
:WZ"M**LVWZ"M**L9"+*TZFK3JP)84444""BBB@!K]*H7'0U??I5"XZ M&M(%(Q;SH:YV^Z&NBO.AKG;[O73$9S-_WKF+[O73W_>N8ON]=42CF[SO6)<]
M36Y>=ZP[GJ:Z(C,Z3K4522=:CK0&%+24M (U M:=MVK)B-JT[5OV8Z5@VG:M^S[5DV(W[(=*Z"S'2L&R'2N@LQTK)L1M6J]*UH M%Z5F6HZ5KP#I6,F(MQKQ5A5J.,<5.!7-)B
+2XI:*S)#%%%% !1BBB@ Q1BB MB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q28I:* $Q1BEHH 3%&VEHH 3;1MI: M* $VT;:6B@!,48I:* $Q2XHHH ,4444 %%%%
!1110!&_>JJL>Z[UL7'>L>Z[UNAF)>=ZP+OO6_>=ZP+OO6J&8-WWK#NN];EWWK#NN] M;1*,B?J:S9N]:4_4UFS=ZWB,H2U6:K4M56K4&1FDI325!DQRU8@ZU7%68>M- M%Q-
6V[5M6G45BVW:MJTZBHD,WK+M7167:N=LNU=%9=JYY".@L^U;MKT%85GV MK=M>@KGD(U[>M*&LVWK2AKGD(N1]!4XZ5!'T%3CI63$Q:***0@HHHH #24I M* "BBB@
HHHH *44E** "BBB@ HHHH 1NE59>]6FZ55E[U2&C.GK*N>]:L]9 M5ST-;1*,6[Z&L*[[UNW?>L*[[UT1&8-WWK$N3R:V;L]:P[D\FM4,SY3S4&[F MGS-S5M9N!S64A'0Q2<5-
YE9D4W%6!+[US-:DLN%^*@D?BH_ M,XZU%))Q0D-$4S]:S+ANM6YGK.N'K5(9FW3=:PKL]:V+ENM8=VW6MHC,6[/6 ML.Z/6MF[/6L.Z/6M4!F3'FJQ/-33'FJI/-,9/&W-
:5LW(K)C;FK]N_(I,1T5 MF_2NBL7Z5REI)R*Z&REZ5+ Z^RDZ5OVDO2N3LI>!6_:S<#FLV(Z.&3BK DK) MAFXJR)O>N62U$R]YE-:2JOF^]
(TOO22$ATK\52F>GR254EDK1(HJW#5CW3=: MTIWZUD7+=:VB!CWAZU@7AZUN7;=:P+P]:V0S&NCR:R)SR:U+H]:R)SR:L95<
M\TBGFD;K0O6@"U%6C;BL^$5J6R]*!&E;KTK3A3.*IVL?2M>WBZ4K@/CBS4RP M>U68H/:K:6_M4M@9XMO:GK:^U:V6J?3G1D/,SK4=I[5HI:^R5K2M/:I*1T5
MJ&Q%**U]JO0VWM5J.W]JMQP>U0V(AB@]JO114^.+VJRD>*S; 2./%6$2A4J9 M5J6(514@IH%.J0%HHHH0""BBB@ HHHH *2BB@8E%%%,!#25;+^U
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 ,HHU-
-6CFD0252EJ[+5*6M$8LHS5G35H35G3=ZWB9LH3=ZI2]ZNS=ZHR] MZZ(F,BK)4#5.]0-71YY9IAIQHK9&$A****U1DQ:,T"BJ( ]*2EI*!H2BB MBI9:%I124HK-
FB)%J9.M0K4R=:S9HBU'5N*J<=7(JRD;1+T-7X:H0U?AKGD; MQ+T57(ZIQ56IA-(6H- 332:"::30 AI#12& M@!**** "EI** %HI** %HHHH **** "BBB@ HQ110 4444@$H-*:0T)VI:2
MBF \&GJ:C!IZFD!,IJ935=34RF@"RAJ=355#4ZFD!94U*IJNIJ932 E%.%,! MIPH =1110 4444 %%%%(H-%!H 2BBBF 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110
4444 %%%% !1110 4444 %**2B@!:*** "BBB@! M#3"*D--(H B85&RU.13&% %9EJ%EJTRU$RTP*C+43+5IEJ%EH K,*C(JPRU$ MPH A(IJ0BF$4P&TE.(I* $HH-%,!:6DHH 6EI**
%HI!2T %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 "EI** %HI** %HI** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H
MHHH *2EI* $-(:4TAH *6DI: '"GBF"GB@"1:E6HEJ5:)EJ9:A6IEI 3+4J MU$M2K0!**>*8*>*0#Q10**0!1110 4444@"DI:2@ HHHH **** "BBB@ HHH MI@%%%% PI*6BF
E%+24A!112T %%%+2 **** "BBBF 5&YJ2HI#30RO(W%4I MGJS*U9\[UK$92N9.M8MW+UK1NI.M8=W)UKIBAF9>2]:Y^\EZUJ7DG6N>O).M M;I#,R\EZUAW4G6M&
[DZUBW+]:T2&4KA^M9\CU8G;K5)SS6B0#6-)2$T"J0KC MJ<*:*D45:*% J55YI%6IXUYH DA3FM2VCY%5($YK6M8^14,9H6D?(KH;*+IQ M659Q]*Z*RBZ5C)B-6RBZ5<5T-
G%TK+LH^E=#9Q]*YY,DT+6+I6M!'Q52V3I6I M"M*Y^]AZ\5UUW M%UK!O(>O%;Q91QUY#UK O(>O%=A>0=>*Q+VUQ3T\K=Y@\O7JUK2$2
M6/<0=>*V3&84B579<5J2P\]*JO%57 HD4VK#1'TJ,QFI9-B.IXJ8(S5F*/D4 MAEZVZBMNS[5DV(V=J*5-DVN/<5)]P6ZBBKR-H8Z68_9J?5&UEWA2TV31T*Z&
MR'2MZT[5FQ&U;GI6C$:S;?M6C%TK"0BVM/%1K4@K%B8M%%%2(**** "BBB@ MHHHH- #6/%5I#4Y*75&@#C$?0I9:FY.4L;B.N0E6C%J:1I2BBBD,**** "B
MNY>#6#>2]:V2&9E[+UKG;V7K6I>R]:VZ.EZUN@,VZDY-8]JP_6KUR_)K+F:M$S"_C6-I5M4QMB!./%6$2"TKB#8B7N-J9:1V'A!%F2BBB@ HHHH #24I M*
<<51LHNE=!:0].*R;&206_XJ\EOQTJ:"#@<5>2#CI63D!G& MWXZ56EM^.E;I@]JJS0\=*7,(YF#;,V=X\?K6A"0:>K?.U\,F?]$\<^3MHC&JDG00
M5ZUT5W'UK#NDZULF!B3KUK.F%:MPO6LR8=:U0S/EJN:LRBJQJ@8R@4&@5!D/ M7K5V!JI+5J$U1KM9%IJ)EE7ST1ZPK_/1M\+5.*/5\'45O6M+1&P<O6O-5?
MM2;O67<]ZZHC,6Z[UA7?>MVZ[UA7?>NB)1@7G>L"[[UOWG>L" M[[UO$:,2ZK)GZFM4.^NA1OW7U%/>NQ:.3SAMDZKF-#LGB7BS=X'OXX/;%X%
MU(M0A1+UMU%;EGU%8EOU%;=GVH9H='8]JZ>P[5S%CVKIK]*S8CI7J<[5WAJ2&KSTB>*/NWFRH9MF)HZ%O8SF/K*B_!C;MO78]@>.LR<[V7P$GJR*0\V1
M!NAR:R9QUK8NNIK(G[ULBC.E%4Y*NRU3DJP*[5&:D:HS6M:UKU%9,/6M:V[4V:FY:=JZ"R/2M_IQN:D:D82LR9Y*SRG\<3O*%+DD=4B\/2/-$46?5G2BIZE
]*Q[7M6Q!VKGD2:,7:KB52BJZE<\A$E%%%9DA4$W2IZ@FZ5 M4=QHR+KO6!>]ZW[H]:P+WH:ZHE'.7W4US-]WKIK[J:YF^[UTQ&]ZP;KO6]>
J:IMUJY/WJDW6M4,!4L=0U-'UI@78>U:, Z5G0UI0=JE@: M5N.E:]NM9=L.E%L.E0Q&C G2M*!!TXJ&Q%:.U]JL+:^U7XX/:K"P>U9.0&8
F$A14\9YJ 5*G44T7$U;9NE;5H_2L"W/2M>U?I4LLZ6 MSDZ5T-E)TKE+23I6_9R]*QD2=99R]*R]V.E:]E)TKGFC-G2VDG2M>TDZ5SMK)T
4QSQ3ZBD/ M%-#14G;K65O9>M;Q0S,O9NO- M<[>3=:TKV;KS7/7DO7FMXE=[-/-FXE&?=R]*W[*KH*NDJYZ5C:EYU;%Y7-
M'TK9M8NE("[;Q]*TX8JKV\?2M.&/ MBE#6;NAUK$ MNQUJT,PKD=:..A/J(:M3H6P8*K&(;J(2W+7TK;L1T:K9'!MOGR
:WZ"M**LVWZ"M**L9"+*TZFK3JP)84444""BBB@!K]*H7'0U? M?I5"XZ&M(#1BWG>N=ON]=%>=ZYZ^Z&NF)1S%_P!ZYB^[UT]_WKF+[O75$HYR M\
[UAW/4UN7G>L"[[UOWG>L"[[UO$:,2ZK)GZFM4
M36Y>=ZP[GJ:Z(C,Z3K4522=:CK0&%+24M (U M:=MVK)B-JT[5OV8Z5@VG:M^S[5DV(W[(=*Z"S'2L&R'2N@LQTK)L1M6J]*UH M%Z5F6HZ5KP#I6,F(MQKQ5A5J.,<5.!7-)B
+2XI:*S)#%%%% !1BBB@ Q1BB MB@ Q1BBB@ Q1BBB@ Q1BBB@ Q1BBB@ Q28I:* $Q1BEHH 3%&VEHH 3;1MI: M* $VT;:6B@!,48I:* $Q2XHHH ,4444 %%%%
!1110!&_>JJL>Z[UL7'>L>Z[UNAF)>=ZP+OO6_>=ZP+OO6J&8-WWK#NN];EWWK#NN] M;1*,B?J:S9N]:4_4UFS=ZWB,H2U6:K4M56K4&1FDI325!DQRU8@ZU7%68>M- M%Q-
6V[5M6G45BVW:MJTZBHD,WK+M7167:N=LNU=%9=JYY".@L^U;MKT%85GV MK=M>@KGD(U[>M*&LVWK2AKGD(N1]!4XZ5!'T%3CI63$Q:***0@HHHH #24I M* "BBB@
HHHH *44E** "BBB@ HHHH 1NE59>]6FZ55E[U2&C.GK*N>]:L]9 M5ST-;1*,6[Z&L*[[UNW?>L*[[UT1&8-WWK$N3R:V;L]:P[D\FM4,SY3S4&[F MGS-S5M9N!S64A'0Q2<5-
M36Y>=ZP[GJ:Z(C,Z3K4522=:CK0&%+24M (U M:=MVK)B-JT[5OV8Z5@VG:M^S[5DV(W[(=*Z"S'2L&R'2N@LQTK)L1M6J]*UH M%Z5F6HZ5KP#I6,F(MQKQ5A5J.,<5.!7-)B
M6/<0=>*V3&84B579<5J2P\]*JO%57 HD4VK#1'TJ,QFI9-B.IXJ8(S5F*/D4 MAEZVZBMNS[5DV(V=J*5-DVN/<5)]P6ZBBKR-H8Z68_9J?5&UEWA2TV31T*Z&
M6/<0=>*V3&84B579<5J2P\]*JO%57 HD4VK#1'TJ,QFI9-B.IXJ8(S5F*/D4
M36Y>=ZP[GJ:Z(C,Z3K4522=:CK0&%+24M (U
M6/<0=>*V3&84B579<5J2P\]*JO%57

*WJC+WJ]-WJC+WKHB-M8R*KU-U3O4#5T1.>1$;::<:::V1A(2BBBM49,444"B](^D[TM)WH&(:*#14L-MM"BE%(*45FS1$BU,G6H5J9.M9LT19C]Y%5..KD592-HEZ&K\-4(:OPUSR-XE MZ*KD=4XJN1UA(WB6DZ5.M0)TJ=:PD;HD%.IHIU9LT0HHH%%(M"BB@44AA24M-M)0,****0!1110 4444 %%%%, HHHH ****8@HHHH ****0PI124HH ****." MDI.2@!#3#3S3#0 TFHFJJB;F!&OJ%C4C5"QH 8Q)C3F-1,;8'"%]86I&-,) MH =NI-U;)L,T 2[J7=46;7- $NZC=4>;,T 2;J-U1YHS0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS M0!)NHW5'FC- $FZC=4>;,T 2;J-U1YHS0!+NHW5%FC- $NZDW5'FC-,"3=1F MH\T9H ->329IN:,T *324E% "4444)1110 4444 %%%% "T444 %%%% !111 M0 4444 %%%% ;0TII#0 AI*4TE #@:<#3!3A2 E4U*IJ &I5- %A34ZFIJF MIU-("RIJ935934RF@"PIIX-0J;D!I 2"EI ;6@ HHHH ****0!0:*#0 E%%% M, HHHH ****."BBB@ HHHH ****."BBB@ HHHH ****."BBB@ HHHH 6BBB@-M HHHH *2EI* "BBB@!110** "BBB@ L4M% #2*.14E-(H A(}EIP14;"F! M69:A9:MLM0LM %1EI)EIVRU"RT 5BM1D589:C*T 0D4TBI2*;13 CHIQ%-H M***2F ZBDHH 6EIHH. %HH*7- !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !24M)0 AI#2FD- !2TE+0 X4\4 MP4\4 2+4JU$M2K0!,M3+4*U;M("9:E6HEJ5:)13Q3!3Q2 ->**!12 *****." MBBBD 4E+24 %%%% !1110 4444 %%%% !1115#"BBB@ HHHH ****0!2TE+2 M$%%%%, HHHH #4$AJ8U7E--#13F;K692=:U;M^ MM8%X_6NB)1DWDG6L"DZU[WC]:P\U7-4#$I3;44T2%/%E2*1*B6K""K+)46K.;U%&M7(DI.99@CYK7M8^E4 M,>/FMFTCY%9R8C3LX^E=%91]*R+./!7164?2L9.1KV*Z;XCZUD74.<\5M%C.3NX.O%8-W;I>*[&Z@Z\5B75MG/%;Q8SC+]VZ\5C MW%MUXKLKFUZ\5DSVG7BMDQG)2VW/2JDEM[5T\MG[54DL_;JN!S;VQ*B-M[5 MT+67M41LO:BX&&+;GI5F*VYZ5IBRYZ58BL_;I;]V]OTXK8M8.G%+!:G/2V(GM(>G%;]G'TJE:V^,<5M6L,.<5#8&C:)TK,5LVZ=*5;_M$:%N.E:,72J,]\'6,A%E*E%1+4@K)B'4445(@HHHH ****."D-+32: (Y#5 M*9N*M2&L^=]VBBRCM7[!3K6'=R]:W2&9]Y-P>;P+R;KS6A>3<'FN_M>O9NO-;I#, ^\FZ\U@W2'CI26\;%7TBXZ5@Y#*C0\=*!3P\=* MV&BXJK/%Q24A'-7476L"]BZUUEW%UKG[V+K6L6(Y.\CZU@7:=:ZF]CZU@7NJ(S%NN]85WWK=NN]85WWKHB48%YWK N^],]YWK MN^],Q&C$NJR9^IK6NN]9,_4UJAE"6J MU=%9]JRD(VI,H*T8NE9UMT%,.0XKFF(LK4@F-.DKE9+"BBBD(**** "BBB@ MHHHH ****."BBB@ HHHH *.=OP*4FHI'XH#1!,W!K+N7 MZU2=:Z8H9D7K=:Y^\;K6Q>2=:P; MM^373$HRKH];R9S6C <5S2$7HJN)TJI%5M.E82$24445F2%0 M3=*GJ";I51W&C'NN]8-[T-;UUWK O>AKJB4[<_=]ZZ"] [US]WWKHB48_4U3;K5R?J;I-UK4 %2QU"*FCH!%Z"M.WZBLR M&M.W[5+&:UMVK;M1TK&M>U;=],E9MB-BV?16M G2LVU'2MFW?14-B+$3I7-VDO2M[UDZ5BT(WH&Z5>C-95N_2M&(UE)"+BT MM-6G5BQ.<0@HHHH #TJO*>*F)XJI.W!JXK4;*-R_6L2\DZUIW3\&L&]DZ MUTQ0S\O>M:UKZ7KS7-WTO7FMXHHR:V;D\USV\W+UYK2O9>O-8%W+UK M9#*5Q)DU0=LU-,_-4V:M$ [-3QC-5UYJW",XIC+<"9(K5MH^E4K9.E,%K'TI M 7K6+I6W:Q=*HVD72MNUBZ<5+$6[>+I6E%%Q45O%TXK0BCXJ;@,$?%-=.*N; M.*BD3BBX&7.O!K*N1UK;N!P;R+H=:I,#!NQUK#N^];MWWK"N^];(HP[KO61-.MUK7NN]9$_6K K-3.]/:F=ZAF3'"!$ZU&*D3K0BHEV&M'#M6?#6A!VI,LU+?M M6S:=16-;]IV;3I*R8C=ZYZ^Z&NAO.]<|?=#73$!,7_>N8ON]=/?|ZYB^[UU1*.E;!N>E8MJ> ME;%\>E920C2B-65-5(C5I3?--")112"EK(D*.%%%% "BBB@ HHHH ****."BBB M@ HHHH **** "BBB@ HHHH ****0!1110 4444 %%%%, M HHHH C?I5.,H:N/TJG-T-;P&9MQWK'NN],%QWK'NN];H9B7?>L"\[UOW?>L M"\[UK$9@W? >L.ZZFMR[[UAW74UO$9D7%9LW4UI7%9LW4UNBBC+55]M2U5;M M9&,2E-)4,R8Y:LPI.K"K,/6FC2)]VW:MFTZBL:VI5LVG45$ALWI/M7167;N= ML^U=#9=]YY$G0V?;MVU[5A6?:MVU[5SR$:]OT%:4-9MOT%;4-<\A%R/H*G'2 MH(^@]<=*R8A;***0@HHHH #24H* "BBBD 4444 %**2E%, HHHH **** $/ M2]TM63TJO)30T9)XK+N!UK6F%9MPO6MD,P[I>M85VO6NBNEZUB7;=:VBQG,W MB=:PKI.M=-=Q]:PIJ+K6B8SGITY-4G3FM>>+D\52>+FJN!3 YJS%UIOE\U-& MG-*X%VW,,5LVK]*QH!6K;'&*EL1T%K)TK9MI>!7.VS=*U[=^E2P-Z&7CK5Q) M;QX9*N))4V$;(EH,E5!)2[Z+ 2.]596[!4$AJD,ISGK65U4WBYHN!1"L:*2K- M2U-@- ,34[S:H+++3Q)181,,E1L^:AWTA:F DC51G/6K;G-5)15(9EW(ZUCW*] M:W)UZUE7$?6JN!@7"=:SI8^:W)XNM4)(>>E%P,ORN>E311<]*L^3STJ>*#GI M1M8>G%2V!8 M@@]OQP^U+!%[5>CBXK*3 @6'VJ00^U61'3PE8M@5A%3Q'4^VEVBE<1$$IP2 ML48I7$,"TN*=BC% "44N^2D 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% #*;:=335HYI$$M4I:NR52EK1&++*$U9TW>M*:LZ:MXF;,^ M;O5&7O5Z;O5*7O71$QD5'I'JGDJ!JZ(G/(B---/-,-;(PD)1116J,F****,5 M1 4E+24#0E%%%2RT***44@IPK-FB'K4R=:A6IDK-FB+,=7(JI1UIG]% (&]%C4S5 M"U,"-C49-.F$T (31FD-)3 ?FES3*6@1^:,TW-&: '9HS3I[(4\&@="=34RFJRFIE-("RAJ=#55#4R&@"TIJ535934RFD!,#3ZB4U(-M* %HHHH **** "@T44@$HI:2F 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 +1110 4444 %)2TE !1110 HHI*** %HI*6@ HHHH M**** &D4PBI#32* (6%1,M6'"8RTP*K+43+5IE)EH JLM1,M6F6HF6@"L5I MA%6&6IHV6@" BFD5*13'"*8$=)3B*0B@!****8 *6DI: "EI*6@ HHHH ,TN:2 MB@!,*2B@!;*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M *2EI* $-(:4TAH *6DI: "'GBF'GB@"1:E6HEJ5:)EJ9:A6IEI 3+4JU$M M2K0!**>*8*>*0#Q10**0!1110 4444 %)112 **** "BBDH 6BBB@ HHHH * M***H84444 %%%% !110*0!2T44A!1113 ****$-59CUJRW2JDQJHC1GW!K' MNFZUJ?)ZUC7;=:WB49%V_6L"\?K6S>-UKG[QNM=,1F->/(UK!NWZUKWC=:PKI-MNM=$1F7M9DQK1#*E)L" ,)TK:M(^E9MLG(K;M$Z5E)@:UG'TKH+).E M9%FG2M^S3I6$[U!1.E;=LO2LNU7@5LVPXKGDQ&A*.*NH.*JPBK;]*YIDL6B MBBLR0HHHH ****0!24M)0 4444 %%%% !1110 *EI**8*T444 %%%% :@E7-M-3TQQQ30T9LE=:S;B+:.VI%S5&;/.:U3&<]<09SQ63<6V<\5U$T.<\5G36V> MU:IC.2N+3.>*S9KVKVKYK3VJC+9^U:J0"RV7M55[VKKI+'YJN(CI57,,Y) MK'GI49L/.NL:PIJC-AI4* <:C2=:YZ]EZUND,RKV;K57.WL MW6M.]FZ\USM[+UK1(#/NYN0-8UQ+R:H7406LF:3DU8$:I" M)!4T:U"@]W$M4,L0I6K:Q\BJ4"=*U[6/D4K@:EE'R*Z2PCZ5C64?2NDL8^E9 MR8&W8Q]*Z.S3@5C6*=*Z&T7I7/)@:-NG]^B<56@7BKR"L&P&E.*]31\5HD< M56F7BI3$8-W'P:Y^]CZUU-TG!K!O8^M;18')7L?6N>O(^M=9>Q=:Y^\BZUT1 M8'+74? 6L>X3K717EM-\[U@-M7?>MXC,2Z[UDSUK77>LF>M449\M5)*MRU4DJP*S=:C-2-UJ,U+(D)3UZFRGK MUJ4+?? M^HK;L^HK$MNU;=GVILT.BL>HKIK'M7.V/:NEL3T]&A'3V/:NBL^U< MY8GI7169Z5E) ;EMT%:459EI>!6E$;Y*@%E:?3%-/KE9FPHHHI""BBB@ HHH MH ****."BBB@ HHHH ****."BBB@ HHHH *0F@G%1. ^*:5QI SU6EDHDEJC- M-UYK51*0RXEX-8]U-UYJ>YGX/-8UU<=>:Z(H95NYNO-8-W-UJY=W'7FL*[GZ M\UT1112NY>M8=U)UJ=3=:QKF7K71%#*=P_6LV9N35F>3K5*5^;:U0R&0U6>1 MG-0-3 C;HS4AIAK.1E(;3EIM.45F)%F"M>U'(K+(@6M>U7!0V;&W9CI70V0Z5 MA62]*Z*Q7!6;8C?L5Z5T-FO2L.R3I?16;\"L9,1KVJ]*UH!P*SK5>E:L(X%< M\A%N(5:2]%8JRM82)'4445 @]O/TJQ5>?!51W&C(NN]8%[T-;]UWK!O>]=,2 MCF[!O7-7W>NEON]] <_=]3707O>N:?N^IKHB,QY^]JDW6KD_4U M3;K6HQ*FCJ$5-'0"+T-:=OVK+AK3M^U0P-FU[5N6G:L*U[5NVG:LF(W;0=*W M+9>E8MGVK=M1TK-L#0A3BK 3BDA7@5:" <4K@49(^*SKF+K6Y'Q6=E<[#)R*U;.7I64A'4 MVDW3FM^SFZ5R-I+TKH+,7I6+0CKK.7IS6[:2=*Y6REZ5OV*I3MP:L2-Q6? ME, M9I6]MJ%IUB79ZU:8%J8-YW MK=O#K!NSUK1#,2Z[UD3=:UKH]:R9NM:(97;F=Z>U,[U+,6.%2)UJ,5(G44T M7$NPUH0=JSX:T(*EEFI;]JV;7M6-;=]V;7M64A&Y;=JW[/M6#9]JWK/M6,A& M[:=]VK;M6+:.]!6U;=]Q8C6M^@K2BK.M^U:,7:L9"+*TZFK3]P)84444""BBB M@!K]*H7'0U??I5'XZ&M(#1BWG>N>ONAKHKOO7.WW>NF)2.8O^]_]U MS%_WKJB4=ZQ+GO6W>=ZP[GO71$HSI.M15++UJ*K!A2TE+3 E;!H>EE;%N>E85]_2MBW?I630C5B-6D-4(G]TCUS30%D&GU""%.#5BT2 MT244S=1NI6%8?1FF;]3?18+#\T9]/?1O]Z=AV),TN:BW^]&^BP6)91RA8ES1FH]]&^BP6),TN: MBWTN^E8+$F:,U'NI=U%@L.S2YIN:,T6$.S2444@"BBB(!:*** "BBBF 444 M4 1OTJG-T-7'Z&JL>Z[UL7'>L>Z[UN@,2[fU@7G>M^[fU@7G>-MMHE&#=|ZP[KO6Y=|ZP[KO6T1F1<=ZS9N]:5QWK-F[UNAE"6JS59EJJU6#&&D MI32=ZEF0X58AZBJZU8AZBFC2)]VW45M6G45BVW45MVG:LY%&>]9]ZR[5SUE MVKHK+M7/(DZ"S[5NVO:L*S[5O6O2N>0C6M^U:4-9UOVK1A[5@Q%R/H*G'2H8 MZG'2LF(****0@HHHH #24M)2 **** "BBBD 4HI*6F 4444P"BBB@!#4$E6# M4#BFAE*85GSK6G(*HS+6B&8MRG6L:ZCZUT,Z=:RKB+K6J8SF;J+K6+E484]_$O2D!? B:KB/5&.K24"+:M3P MU0+4@H_<34;U)BD*TQE.1:I3)G-:CI562*G<#%FBK-FA]JZ"6&]MO1<#GI8 M:J;P>U=!+;>U59+;YIW Q#![4+#6[UM[4WI/[4KB*D<6*N1)BG+#[582+%* MXS1(QBKTJM&E6HUI 7(VJRCU30582@9:5ZE5JK+4RT 3!]=FF**D H$,(& M1:M[*8T=,#++F2LZ>*MR2*J4T/M1<#GI!?:J3P<]*Z"6WIJJ;\]*+@8XM^>E M6(K? GI5X6W/2IXK;GI2N VV@Z<5MVD/3BJ]O;\CBMFUAQCBE<"]:1=*W+./.I M5"UBZ5LVZ=*EL1;A2KBKBHHEJP*PDP#%%%0(**** "BBB@ HHHH **** $H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** &4TTZFFK1S2 M()*IR]*N253EZ5HC%E":LZ:M&;LZ:MXF;,^;O5*7O5V;O5*7O71$QD5)*@:I MY*@:NB)SR(S3#3S3#6R,)"4445]C)BTM)2U1 4E+24#0E%%%0RT**44@I14, MT1(M3)4*U;E9LT19CZU)>BJ[']JE% M5VJ6$C>]2(UJ*G6L)&Z'BG4T4ZLV;(6BBBD6A110**0PI*6DH&%%%%%(H MHHHH **** "BBBF 4444 +1110(**** $HHHHH&%%%% !2TE+0 4E+24 (;8:> M:8: &-435*U1-3 @:H7]=]@:@"NU0M4[5"U,"%]8;D:HS0 TTE*;*8!2T4M M!12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4 M)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4 M)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4 M)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4)12T4 M)12T8H 2BEQ1 MB@!**7%% "4M%% !1113 6BBB@ HHHH ****0!1110 4444 %%%% !1110 4 M444 %%%% !1110 4AI:0T %)2T4)2T44@%%.!IE**)0:D4U #4BFD!94U, MAJJJ!9#0!;0U,IJJC5,K4@+!*FI :@5]D!H E%+3 ; <*.%HHHH **** "DI.2 M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH 6BDI: "BBB@ I*6B@!A%,(J4BFD4 0E:B M9:L$4PK3 K,M1,M6F6IHV6@"HRU&RU:9.B9: *K+496K3+43+0!7(II%3%:85 MI@1XI*>128H 92TN^3%, I.2EH **** "BC-% !11FB@!,*,T4 %%%%, HHH MH **** "BBBD 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %)2TE "&D-*:0T %+24M # MA3Q3!3Q0!(M2K42U*M $RU;M0K4RT@)EJ5:B6I5H E%%,%%%(!XHH%%%(HH MHH **** $HHH %%%% @!2T@H 6BBB@84444QA1113 **** "BBB@ H%% I M'%%HHH %%%%, HHHH 8 2]4YZU<<\51G/%:1*1FW)ZUBW;=:UKD]:Q;MNM;Q M&8MXW6N?O&ZUN7C=:Y^\;K73$HQ+MNM85T>M;-V>M8=R>M;H#+N#UK.F[UH3 MGK6=- WK1#*E92$;%FG2M^T7I6/.+TK=M*%Z5A(1KVJ-M]*U[<<"LRV7I6K.*YY.1?BZ5:7I5:*K*]*YY"8M%%%02%%%% !1110 4E+2 M4@"BBBF 4444 %%%% !1110 4M)2T@"BBBF 4UJ=2&@"!US5:1,U<85&RYJT-MQF;)%FJDD'M6NT?M4+0UHF!AR6V>U57M/:N@:#VJ%K:VTQG.O9^U1-9>U=& MUK[5&,3VI\P',&QJ8;'VKI#:>U- ^R>U\',YT6/M4BV/M6\+3VIPM/:G<#%2MSJJL):8[5K+:^U2K;8]4K@9T=MCM5J.#%7%@]JF6'VJ6Q$$<564CJ18ZE5*A ML!$6IE%(%]0"H;$**<*Q"E%9L0M%%%(HHHH@%(:6FFF A-0R-3V-516K2*+ M*T[%LB]DZUH7#]:Q+N3K77%#.]]DZUS=]+UK8OI>MR]>:YZ\DZU:0&==2/16S:13 T(!5U!56$5;05@Q#L<5#*.%L5%(.*E,#%*N-4A%- 8EY'UKHITR#6/=Q]:VBP.5O(NM<[>1=:ZZ\BZ\5S]Y%UXKHBQG)7<76L2 MZCZUU-Y%UXK"NH^M;Q8SF[A.M9DR\UN7*=:RITK9,9FN*B(]S(O-0$5: ,0* M**-' U(K5#FE#5(%^%^E:EM)R*Q(FK1MGZ5# Z;SDZ5T5C+TKDK23D5T5C)R M*R:$=A8R]*Z.RDZ5R%C+TKI+*3I6;0CJK5^:6M"_KG[23I6Q_%B20C31N* MD!]M&U3@URM"8^BD%+4DA1112 ****0!1110 4444T 4444P U%)4]]*2]B-M%*;O67<]ZU)N]9=SWKIB,QKOO6#>=ZWKOO6#=]ZWB,P+SO6!=]ZW]SO6!=]Z MVB48EUWK)GK6NN]9,]:H9GRU3DJY+.5.3K5@5VZU&:D;K3#29$AM/6I*Z;%- MNVV45MVZ5MXW86_45LVAZ51=%9'I72V+=*:Y:S;I70V4F,5+0CK+)^Z=#9R=*Y M2REQBMZTFZ]IEN/> MN640L:(<4NX50%Q[TOVCW],4GE+VX4FX53^T>]--Q[TWBDWB])N/>F_M:?>GRBL:&]4;ZS_M/O1]I]Z.4=C0WBC>*S_M-\VGWHY0L:&^C?5#]1[T?:/> MCE"Q?WTN^L_[1[TOVD>M'*'7]PI=PJA]I]Z/M/O2Y0Y2]O%-,@JD;D>M1-< M^]-1'REQY15;2?WJ])=>]5);KWK51-M2W'7FLZ>YZ\U!-===>:S+B]Z\UJH@2-M7- SUYK%NKGKS1*K6XX%7I7BIN!"Z<50N(=%6NR<52GCX-4-ME,YN\CZUSM]%UKKKR@:USM]%UXK6+-XZ^BZUSMW'R;ZZ^SZUSMW'UK9.9SB>M*WDZ5C1OS5Z"3I6,.M Z2TEZ5OV4O2N4M9>E;UG+TXK-H1U]E+TKH;*3I7(V4O2NCLI,E9M =?:2=*.MVK9N!7-YM:U]+UKG+Z7K71$9C7TO6N;O9. M36Q>R]>:,YV\DY-;Q&9- V_)K'N&K1NGZU\DSGFM440,>:04&E'6J0BS .16O:I MTK,MUY%;=HG2F,UK,/I70V47 K(LH^E='91=*AL1J6<73BMRVBZ51LXNE;=M M%TXK)L">&+BK2IQ3HHN*G$? %OV(J.O%4+@<&&M65>*S;D=:$P,2[[UAWAZUN7 M?>L"\/6M$QF'>K6#=GK6W>'K6%=GK6W>'K6%=GK6W>'K6%=GK6W3M2V9/6LJ7K6J&8MT>M94W6M2V/6LJ7K6J&0>3>], M-- !U+,6.%2)U%1BI$ZBFBXEV6M""L^&M""DRS4MNU;-KVK&MNU;-KVK&0C=L M^U:UIVK!L^U:UIVK"0C>M>@K:M>U8MIVK:M>U8L1K6]:.705G6];.705E(1: M6EI*I:P)84444""BBB@!K]*H7'0U??I5'XZ&M(%(QKOO7.WW>NBO.AKG;]O7 M5$:.8O\ O7,7_4UT]_WKF+!O71$HYR\ZFL2XK;O.IK$N.M=$2C-EZU%4LO6H MJT!A2TE+3 <*E2HA4XT,9169$:OP&H:$;5LW2MJU?I7/V!XQ6O;2= M*AH#I+1 =E;MK+TKEK6;I6S,3XQS4-'.I9INE:T$W3FN7M[GIS6G]=>]9M'.F MBG[ZM).6N>CN_>2+7O63C<# <6<>M/$X]:Q5NQZT\7?OG;IH#9]\X>M'G#UK M'^U^]'VSWI>S0C6\\4AG]ZR3>>>]--Y[T>/6L?[9[T?:_>GR(#8 M\\>M+Y_O6-]K2?7[9T+OWIIY1&J)*>'K-6?/>IEEJ7$" M&IP.JJR9J57]&A$X-+48-.]6 ^EH2U(@HHHH %%%%, MHHH C?H.IS=#5 MQ^AJG-T-;P&9MQWK(NN];IQWK(NN];H##N^]8%YWK?N^]8%YWK;(S!N^]8=U MWKU8,1=CJ<=<*@CJ<=<*S8!1112$%% M%% !24M)2 ****0@HHHH *4E**!A1113 ****8!43BI:C84T,K2"Q%9DIOUXKI9H//:J$UOUXJTP.9FMN MO%4I+7VKH:,VJH]K55P.=:U/I3/LWM6\UK5&;7VHN!D+:,^U6(X/:M 6WM M4BV_M2N!6CBQ5N..I4@]JG2&BX#42K*+2K%[5,D=%P!5J15IRI4J1W]J+@<_);>U5GM?: MNA>V]J(@>U]J+(@<^UK]5&;;VK>:U]JC-K]47 QA,^U2+!{5L 9O:E%O]4K@44 MAJ98ZM"#VJ00^U%P(%2I56I5BJ18Z+(@,5;F5;&JTD'M6PT-0O![47 PI+? VJNUM[5NO;^U0M;>U*X&, M+:,VJ:.VYZ5I"V]JE2VYZ4K@5H+?&.*U;:'&.*2*#':M"""':I; GMX^E:L'] M*JPQXQ5^)<5+8%F,5+3$I]9L04444@"BBB@ HHHH **** "BC-)0 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% #*;:=335HYI$$E4Y> ME7)*IRI*T1BRA-6=-6C-6=-6\3-F2-WJE+WJI-WJE+WKHB8R*DE0-4\E0-71 MYY9IAIYIAK9&$A****U1DQ:6DI:H@*2EI*!H2BBBH92%%**04HJ&:(D6ID MJ%:F2LV:HLQ]:N153CZU*8*>*_)%J5:B6I5H F M6IEJ%:F6D!,M2K42U*M $HIXI@IXI/%% HI %%%% !1110 E%%%(HHHH$% M(%6D% "T444#"BBBF,****8!1110 4444@"@444"%HHHH %%%%, I#2TAH B MD)%4)S5V4\5GSGK6L2C,N3P:Q+MNM;%T>M8=V>M=$2C$O&ZU@7C=:V[P]:P+ MP]:Z(C,2[/6L6Y/6M>[/6L6Y/6MT,S9SUK/EJ].>M49:T0%23K41J1^M1FAD ML,2BFFG"I(1(G6KT-44ZU?@JC0TK<=*UK4=*R[8=*V'+4=*A@:]HO2MZS7I6+ M.#D5OV:]*SD:LVB]*W;5>E8]HO2MRU7I7/(1J6PZ5J0#BL^W'%:4(KGD(NQU M8%0I.*PD2O:***D4444 %%%&; *DI.2@ HHHH **** "BBB@ HHHH *6DI M. "BBB@ I**** $(H6GXI<4[@0E*:8ZGO1BG<'J8O:F&'VJYMHV4>89I,'M2 M>]5>V4EP4^8"CY]*3R/:K^RDV"GS#*/V?VI?(!5W91LHY@*8@]J<(1Z5; MV4NVCF_KB+VIPCJ?;1MI:B8U2&B-VJI,]32-5&=^M;P113N9.M8=Y]UYK2NI.M8-[+UKJBAF3 M? 2]:YJ^EZUL7TO6N:OI.M:I#,B]DZU@7;]:U;R3K6%=/U[9]PW6]3&IYCD MU7-)B8"I8QS40JQ$O-)"1=MUZ5]VT?2]-LG2MBUCZ4%^UCZ5NVD72L^TBZ5 MO6<7(L 1HV<72N@KG%TK?M(NE92 T,2/I6Q XK7A7I7/(1:B% M64%0QK5E16#$+VICBI<4UA2:49ES6;1=: MZR[BZU@WD77BNB+&X1=:P+R/K76WL76N>O(^M=$64]:DW>LNY[UTQ&8UWW MK!N^];UWWK!N^];Q*,"\[UQ07?>M^\[UQ7?>MD,Q+KO63/6N==363/6J&9\M4 MWJY+51ZL"NW6HS4C4PT,EB4]1S3<4Y:$)%R"MGV/2LJGM*W/2F6;UH^,5NVD HN,555L^,5KVTV,4@:LH)NG-;5M<=.:YGVN,8YK6M[K&.:5; ZZ"ZZ MN4AN^G-7(]SWK"2 Z=;0WJ47?07-K>^]2"]}ZYW%#HQ=^].^U^] M]0XB.B^UCUIIN_>L#[=[TTHWO2Y0.@-W[TW[7[U@&}]Z3[=[T^41T'VOWH^U M^\] <]]M]Z/NOO3YO.A^U^]'VOWKGOMOO1]R.49TON_>C[7[USPO?>C[;[T< MH'0_;_>E^U^]<]N0]7<]WGO43WGO6_M";[W3)[GW]DOO>JBH]{UJHB-2:\;\UFW%YUYQA->]>:SI_M[SK56BB!;N;QKS61:T2_=<7'7FLN>;/>B>?KS6? ++6J_M0QLTOO5"6ZGRR54D:K0R-W541-*33#3;$V+FBDHJ;B%I0*_,U*B9I,!%2K<, M=)'']FK]0#TXJ&0J!M%TXKG%5+6#]Q6Y9P=.*R;$;%E#TKHiK'-I06=90_M=.*Z"5AZ<5DViT;.+I0G(:0]*5[2+I6U;1]*RDQ%V!.!5U%J&%>*M(.*P;)' MJ*>*0"G"LF 4444A!5:;H:LFJT%U4=QHR;KH=P:W06[==H?=ZYJ^[ZZBE'-WW>_MN:0N]=+?=ZYJ^[JDW6N1>[<_=]3713%6CS]35)%N7?<3JDW6M1 MC14T=0U+6GD(U1]*ZTBT#GV[#K<_J>E;HF>E8J>E;UD>E92+;=:SI_M[5SECVKH[+H*P;_W;8<'M&- >*H6005IQ#@5G<_*\55G3@UH;>*KG)Q5)@8_M%W'P>*Y^^CZUU5U'UK_08'M;185CKZ/K7.7D?6NOOH^MQ]:Z(L9R]RG)K-M,F7K6[=1\FLF=.:U0&:X3!JMR+59Q0!&:;FE--)K-LALD1N:N0OTK/!YJ5$W-M2I!,W;63I6[9R2]:UB!EWL07FN;OI>O-:U[+UKF[V7K7 M1$9DWLO6L"[?K6G>2]:P[I^3GZ*,ZK;K6;*16Y9ITK(M4Z5OV2=*3&;EC'TKI;&/@5AV$?2NGL8^:64F(UI.:IQ M6W;Q=.*H6#6/=CK M33$8%YWKGKT]:Z&]!U5NM2>M;105!O#UK!NCUK;O#UK#NCUK:.)1CW)ZUER]:.T MKGO6;+UK5 O6F]2<:;WI,R0X5*G45*E3J*:+07(:T(*5X:T(*3+-Z\I/5LVO>L:L:V[5LVO:L9"~5[5066:L&5[506G:L]"-ZT[5M60:L6T[5M60:L62:U06C MN+T%9U06C%7%92 M+2TBTM0$L*****!1110 U^E4>CH:3U+I&>~=#7. %HW>NBO.]<{?=ZZHC1S%_WKF+ [073W->N8ON]=$2CG>SJ:Q<CK6Y>=36)<=:;Z M(E(59>M1&II>M0FM "E%)3J8"BGK313EIC+,9JY"U44-6HVJ6!JP/TK3MY<8_MK#B>KT,N*AB.BMY^G-:D%$C'-M"*\]ZY&*\QWJ MY'>X[U#0CKH[WWJ=;[WKDTO _'J5;_WJ&@.L%}[TX7W^U?*C4/>G?VA[U-@. MI^%>]'VIWKE0I0I27^T/>E0ITYO0>FF^]ZYDZA[TTZA[TG Z?I=(T?;0>N7_ M +0IZ/[0IZ+_=1%]Z/MWO7+_P!!%>]'}%>],P'47;0>CI?IUR_\ :'02?VA[MT6 ZC[?ITGVIWKE_[0IZ/0IZ5@.M^%7I5-^W^]@:AI'TK".M%]!U(MI[UR2ZAIU82_ >IL!UB7G05J.ZSWKDXKH_M/>KT-YG'-2T(ZB.YSWJW'/G07.0W.<M>X[UD77>MT!AW?>L"\[UOW?>L"\[UM$9@W?>L.Z[UN7?>L.Z_M[UM$9D3UFS=ZTIZ59N];(HH2U5:K4M56K0'L1FDI325#,F.%6@>HJL*LP]J3_M-(FK;=16U:=16+;=16U:=16W[5HP]JSK? M6C#VK:B+L=3CI4$=3CI6; ****0@HHHH *2EI M*0!1112$%%%% !2BDHH6+11FC-, HHHH *8:?333 B85"ZU9(J)A5(93D2JL MD5:+)4#QU28&5)#GM5.2W]JVGBJ!X;JXS"DMO:J[VWM6ZT'M4+6_M3N!@M:^ MU1FU]JW6MO:HS;>U.X&+]F]J<+?

Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000039 - Disclosure - Schedule of Fair Value of the Assets Acquisition (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000040 - Disclosure - Asset Acquisition (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000041 - Disclosure - Schedule of Other Assets (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000042 - Disclosure - Other Assets (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000043 - Disclosure - Debt Financing (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000044 - Disclosure - Note Purchase Agreement (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000045 - Disclosure - Stockholders' Equity (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000046 - Disclosure - Preferred Stock (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000047 - Disclosure - Schedule of Fair Value of Warrant (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000048 - Disclosure - Schedule of Warrant Liability (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000049 - Disclosure - Schedule of Warrant Outstanding (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000050 - Disclosure - Warrant Liability (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000051 - Disclosure - Schedule of Stock Options Granted and Outstanding (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000052 - Disclosure - Schedule of Information About Options Outstanding (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000053 - Disclosure - Schedule of Fair Value of Stock Option Awards (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000054 - Disclosure - Stock Options (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000055 - Disclosure - Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000056 - Disclosure - Schedule of Components of Deferred tax Assets (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000057 - Disclosure - Schedule of Geographical Components of Loss Before Income Taxes (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000058 - Disclosure - Income Taxes (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000059 - Disclosure - Related Party Transactions and Balances (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000060 - Disclosure - Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000061 - Disclosure - Commitments and Contingencies (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink 00000062 - Disclosure - Schedule of Fixed Assets, Net (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000063 - Disclosure - Schedule of Fair Value of Assets Acquisition (Details)link:presentationLinklink:calculationLinklink:definitionLink 00000064 - Disclosure - Subsequent Events (Details Narrative)link:presentationLinklink:calculationLinklink:definitionLink EX-101.CAL 19 stss-20240930_cal.xml XBRL CALCULATION FILE EX-101.DEF 20 stss-20240930_def.xml XBRL DEFINITION FILE EX-101.LAB 21 stss-20240930_lab.xml XBRL LABEL FILE Entity Addresses, Address Type [Axis] Business Contact [Member] Award Type [Axis] Reverse Stock Split [Member] Equity Components [Axis] Preferred Stock [Member] Common Stock [Member] Common Stock Subscription Receivable [Member] Additional Paid-in Capital [Member] AOCI Attributable to Parent [Member] Retained Earnings [Member] Awards Type [Axis] Sale of Stock [Axis] IPO [Member] Long-Lived Tangible Asset [Axis] Building [Member] Machinery and Equipment [Member] Statistical Measurement [Axis] Minimum [Member] Maximum [Member] Website [Member] Prefunded Warrants [Member] Antidilutive Securities [Axis] Stock Options And Warrants [Member] Stock Option and Warrants [Member] Land [Member] Computer Systems And Website And Other Website [Member] Equity Option [Member] Collaborative Arrangement and Arrangement Other than Collaborative [Axis] Share Purchase Agreement [Member] Stock Option One [Member] Business Acquisition [Axis] Safegard Medical, Inc [Member] Finite-Lived Intangible Assets [Member] Derivative Instrument [Axis] Securities Purchase Agreement [Member] Debt Instrument [Axis] Senior Secured Note [Member] Pre Reverse [Member] Note Purchase Agreement [Member] Title and Position [Axis] Unrelated Third Party Purchasers [Member] Note Warrant [Member] Shelf Offering [Member] Warrant [Member] Private Placement [Member] PIPE Pre Funded Warrants [Member] Non Trading Warrants [Member] Purchase Agreement [Member] PIPE Warrant [Member] Trading Warrants [Member] Over-Allotment Option [Member] Note Warrants [Member] Subscription Agreements [Member] Investors [Member] Inducement Agreement [Member] Inducement Warrants [Member] Warrant Holders [Member] Pre-funded Warrants [Member] Warrant Holder [Member] Over-Allotment Warrants [Member] Class of Stock [Axis] Series A Preferred Stock [Member] Director [Member] Investment, Name [Axis] Alan Blackman [Member] Measurement Input Type [Axis] Measurement Input, Expected Term [Member] Measurement Input, Option Volatility [Member] Measurement Input, Risk Free Interest Rate [Member] Measurement Input, Expected Dividend Rate [Member] Trading and Over allotment Warrants [Member] Offering Warrants February Twenty Twenty Three [Member] Offering Warrants September Twenty Twenty Three [Member] Class of Warrant or Right [Axis] Offering Warrants - February 2023 [Member] Offering Warrants - September 2023 [Member] Warrants Issued for Services Arrangement [Member] Inducement Warrants - May 2024 [Member] Plan Name [Axis] Two Thousand Twenty Three Equity Incentive Plan [Member] Employees And Consultant [Member] Two Thousand Twenty Two Equity Incentive Plan [Member] Statement of Income Location, Balance [Axis] General and Administrative Expense [Member] Research and Development Expense [Member] Exercise Price Range [Axis] Exercise Price Range One [Member] Exercise Price Range Two [Member] Exercise Price Range Three [Member] Exercise Price Range Four [Member] Exercise Price Range five [Member] Exercise Price Range Six [Member] Exercise Price Range Seven [Member] Exercise Price Range Eight [Member] Exercise Price Range Nine [Member] Exercise Price Range Ten [Member] Income Tax Jurisdiction [Axis] Domestic Tax Jurisdiction [Member] Scenario [Axis] Expires On Two Thousand Twenty Eight [Member] Not Expire [Member] Foreign Tax Jurisdiction [Member] Officers and Directors [Member] Fair Value Hierarchy and NAV [Axis] Fair Value, Inputs, Level 1 [Member] Fair Value, Inputs, Level 2 [Member] Fair Value, Inputs, Level 3 [Member] Royalty Agreement [Member] Barry Berler [Member] Employment Agreement [Member] Mr. Blackman [Member] Service Agreement [Member] Litigation Case [Axis] Berler [Member] Plastomold [Member] Asset Purchase Agreement [Member] Asset Acquisition [Axis] InjectEZ, LLC [Member] Subsequent Event Type [Axis] Subsequent Event [Member] Computer Systems and Website & Other [Member] Entity Addresses [Table] Entity Addresses [Line Items] Document Type Amendment Flag Amendment Description Document Registration Statement Document Annual Report Document Quarterly Report Document Transition Report Document Shell Company Report Document Shell Company Event Date Document Period Start Date Document Period End Date Document Fiscal Period Focus Document Fiscal Year Focus Current Fiscal Year End Date Entity File Number Entity Registrant Name Entity Central Index Key Entity Primary SIC Number Entity Tax Identification Number Entity Incorporation, State or Country Code Entity Address, Address Line One Entity Address, Address Line Two Entity Address, Address Line Three Entity Address, City or Town Entity Address, State or Province Entity Address, Country Entity Address, Postal Zip Code Country Region City Area Code Local Phone Number Extension Written Communications Soliciting Material Pre-commencement Tender Offer Pre-commencement Issuer Tender Offer Title of 12(b) Security No Trading Symbol Flag Trading Symbol Security Exchange Name Title of 12(g) Security Security Reporting Obligation Annual Information Form Audited Annual Financial Statements Entity Well-known Seasoned Issuer Entity Voluntary Filers Entity Current Reporting Status Entity Interactive Data Current Entity Filer Category Entity Small Business Entity Emerging Growth Company Elected Not To Use the Extended Transition Period Document Accounting Standard Other Reporting Standard Item Number Entity Shell Company Entity Public Float Entity Bankruptcy Proceedings, Reporting Current Entity Common Stock, Shares Outstanding Documents Incorporated by Reference [Text Block] Contact Personnel Name Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Assets: Current Assets Cash Prepaid expenses and other current assets Inventories, net (Note 3) Current Assets Fixed Assets, net of accumulated depreciation (Notes 4 and 5) Other Assets (Notes 6 and 7) TOTAL ASSETS Liabilities: Current Liabilities Accounts payable Accrued and other current liabilities (Notes 13 and 15) Notes Payable (Note 7) Warrant liability (Notes 8 and 10) Total Current Liabilities Deferred Tax Liability Total Liabilities Commitments and Contingencies (Note 15) Subsequent Events (Note 16) Stockholders' Equity: Preferred stock, $.0001 par value; 1,000,000 shares authorized; 0 shares issued and outstanding (2023: 1) Common stock, $.0001 par value; 500,000,000, shares authorized; (100,000,000 in 2023), 1,694,110 shares issued and outstanding (2023: 694,294) Common stock, $.0001 par value; 100,000,000, shares authorized; 15,274,457 shares issued and outstanding and (2022: 9,407,415) Additional paid-in capital Accumulated other comprehensive income Accumulated deficit Total Stockholders' Equity TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY Preferred stock, par value Preferred stock, shares authorized Preferred stock, shares issued Preferred stock, shares outstanding Common stock, par value Common stock, shares authorized Common stock, shares issued Common stock, shares outstanding Income Statement [Abstract] Revenue, net Operating expenses: Research and development General and administrative Total operating expenses Loss from operations Other income (expense) Interest income (expense) Other (expense) income (Note 15) FMV adjustment on contingent stock & warrants FMV adjustment warrants FMV adjustment warrants (Note 10) Foreign currency Total other income (expense) Net loss Before Provision for Taxes Deferred Tax Benefit Net Loss Net loss per share, basic Net loss per share, diluted Weighted average shares used to compute net loss per share, basic Weighted average shares used to compute net loss per share, diluted Net loss Other comprehensive income: Foreign currency translation adjustments gain/(loss) Comprehensive loss Statement [Table] Statement [Line Items] AwardsTypeAxis [Axis] Balance Balance, shares Shares issued in Initial Public Offering Shares issued in Initial Public Offering, shares Issuance of shares for contingent stock liability Issuance of shares for contingent stock liability, shares Share-based compensation charges Fractional share adjustment Fractional share adjustment, shares Issuance of common stock for services Issuance of common stock for services, shares Foreign Currency Translation Collection of stock subscription Shares issued in Offering Shares issued in Offering, shares Shelf Registration Offering - see Note 8 Shelf Registration Offering - see Note 8, shares Private Placement Offering – see Note 8 Exercise of Pre-Funded Warrants Exercise of Pre-Funded Warrants, shares Exercise of Pre-Funded Warrants Registration A Offering Registration A Offering, shares Warrant Inducements Warrant Inducements, shares Cancellation of Preferred Share Cancellation of Preferred Share, shares Issuance of Common Stock – see Note 7 Issuance of Common Stock, shares Warrant exercise Warrant exercise, shares Balance Balance, shares Statement of Cash Flows [Abstract] CASH FLOWS FROM OPERATING ACTIVITIES: Adjustments to reconcile net loss to net cash used in operating activities: Depreciation and amortization Stock-based compensation Issuance of common stock for services Accretion of debt discount FMV adjustment for Warrants Equity Issuance costs Escrow forfeited FMV for adjustment for contingent stock FMV adjustment for Contingent warrants and warrants Fixed asset impairment Deferred tax benefit IPO issuance costs relating to warrants Foreign exchange (gain)/loss Changes in operating assets: Prepaid expenses and other current assets Inventory Other assets Accounts payable and accrued liabilities Net cash used in operating activities CASH FLOWS FROM INVESTING ACTIVITIES: Acquisition of fixed assets or deposits paid Escrow payment under agreement Purchase of fixed assets Asset acquisition Net cash used in investing activities CASH FLOWS FROM FINANCING ACTIVITIES: Net proceeds from Initial Public Offering and additional offerings Net proceeds from offerings and warrant exercises Net proceeds from Debt financing Repayment of note payable Proceeds from subscriptions receivable Net cash provided by financing activities Effect of exchange rate changes on cash NET INCREASE (DECREASE) IN CASH CASH – BEGINNING OF YEAR CASH – END OF PERIOD SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: Cash paid for interest Cash paid for taxes Non-cash investing and financing activity: FMV for Common stock issued for contingent shares FMV for Warrants issued for contingent warrants Common stock issued and vested stock options for fixed assets acquired Common stock issued and vested stock options issued as consideration for acquisition Accounting Policies [Abstract] Description of Business Summary of Significant Accounting Policies Inventory Disclosure [Abstract] Inventories Property, Plant and Equipment [Abstract] Fixed Assets Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Asset Acquisition Deferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Abstract] Other Assets Debt Disclosure [Abstract] Debt Financing Note Purchase Agreement Note Purchase Agreement Equity [Abstract] Stockholders' Equity Preferred Stock Warrant Liability Warrant Liability Share-Based Payment Arrangement [Abstract] Stock Options Income Tax Disclosure [Abstract] Income Taxes Related Party Transactions [Abstract] Related Party Transactions and Balances Fair Value Disclosures [Abstract] Fair Value Measurements Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Subsequent Events [Abstract] Subsequent Events Basis of Presentation Use of Estimates Cash and Cash Equivalents Inventories Fair Value Measurements Fixed Assets Impairment of Long-Lived Assets Purchased Identified Intangible Assets Stock-based Compensation Expense Derivative Instruments Foreign Currency Translation/Transactions Comprehensive income (loss) Basic and Diluted Loss Per Share Income Taxes Research and Development Costs Contingencies Recent Accounting Pronouncements Schedule of Inventories Schedule of Fixed Assets, Net Schedule of Fair Value of Assets Acquisition Schedule of Other Assets Schedule of Fair Value of Warrant Schedule of Warrant Liability Schedule of Warrant Outstanding Schedule of Fair Value of Warrant Schedule of Stock Options Granted and Outstanding Schedule of Information About Options Outstanding Schedule of Fair Value of Stock Option Awards Schedule of Fair Value of Stock Option Awards Schedule of Reconciliation of Federal Statutory Rate to Total Effective Rate Schedule of Components of Deferred tax Assets Schedule of Geographical Components of Loss Before Income Taxes Schedule of Assets and Liabilities Measured at Fair Value on Recurring Basis Subsidiary or Equity Method Investee, Sale of Stock, Type [Table] Subsidiary, Sale of Stock [Line Items] Initial public offering Working capital Reverse stock split description Property, Plant and Equipment [Table] Property, Plant and Equipment [Line Items] Cash in operations Cash Cash equivalents Property plant and equipment asset useful life Impairment losses Weighted average shares outstanding basic Antidilutive shares amount Raw materials Work in process Finished goods Total Total Fixed Assets Less: accumulated depreciation Fixed asset, net Depreciation Asset impairment Acquisition of machinery Balance due on machinery Schedule of Business Acquisitions, by Acquisition [Table] Business Acquisition [Line Items] Land Building and affixed assets Machinery Inventory Intangibles Deferred tax liability Total Asset acquisition Additional consideration, shares Share price Stock options issued Exercise price Fair market value of common stock Vested options, value Operating costs Acquisition cost Fair value of assets acquired Intangible asset acquired, useful lives Consideration paid in cash Transaction costs Fixed assets acquired, useful lives Intangibles, net – See Note 6 Deposits or advance payments on machinery, molds and components (see Note 15) Other – See Note 7 Total Other assets Amortization of intangible assets Short-Term Debt [Table] Short-Term Debt [Line Items] Debt Instrument, Face Amount Original issue discount (OID) Debt Instrument, Maturity Date Number of unregistered common stock issued during post reverse shares Pre reverse Proceeds from Issuance of Debt Closing costs Escrow Deposit Debt Instrument, Fair Value Disclosure Common stock fair value Accreted interest fees Collaborative Arrangement and Arrangement Other than Collaborative [Table] Collaborative Arrangement and Arrangement Other than Collaborative [Line Items] Debt instrument face amount Interest rate Debt description Contingent stock liability Contingent warrants liability Debt issuance costs Allocation of debt issuance cost to contingent stock and contingent warrants Notes payable Debt discount Interest expense Accreted interest Notes payable Fair market value of warrant Contingent warrant Exercise price Common stock, share authorized Conversion of stock, description Gross proceeds Other offering expenses Net proceeds from IPO Placement agent fees Warrants issued Purchase price pre reverse Prefunded warrants Exercise price Net proceeds from the Private Placement Warrants exercise price term Additional paid in capital Fair value adjustment of warrants Nominal cost of warrant Net proceeds from offering Offering expenses Warrant exerice price Initial public offering Warrants issued Common stock issued for services, shares Common stock issued for services, value Expected term Volatility, minimum Volatility, maximum Risk free interest rate, minimum Risk free interest rate, maximum Dividend rate Fair market value adjustment Warrant outstanding Nominal cost Volatility Risk free interest rate Issued shares of common stock Number of units sold Shares price pre reverse Warrants exercised shares pre reverse Proceeds from Issuance of Warrants Net proceeds from offering Units description Description for offering shares Warrants exercised Warrants liability Fair value adjustment of modification charge Aggregate warrants issued Stock, Class of Stock [Table] Class of Stock [Line Items] Ownership interest percentage Preferred stock, voting rights Expected term (in years) Expected volatility Risk-free interest rate Risk-free interest rate Expected term (in years) Warrants liabilities measurement input Total Warrant Liability Total Warrant Liability Warrants issued for services arrangement Total Warrants Outstanding Fair market value adjustment Fair market value adjustment Stock option, beginning balance Weighted average exercise price, beginning balance Stock option, beginning balance Weighted average exercise price, beginning balance Shares, options granted Weighted average exercise price, options granted Shares, options cancelled Weighted average exercise price, options cancelled Shares, options forfeited Weighted average exercise price, forfeited or cancelled Shares, options forfeited Weighted average exercise price, options forfeited Stock option, ending balance Weighted average exercise price, ending balance Stock option, ending balance Weighted average exercise price, ending balance Stock option, exercisable ending balance Weighted average exercise price, exercisable ending balance Share-Based Payment Arrangement, Option, Exercise Price Range [Table] Share-Based Payment Arrangement, Option, Exercise Price Range [Line Items] Stock option, exercise price Options, shares outstanding Stock option, aggregate intrinsic value Stock option, weighted average remaining contractual life Options, shares exercisable Stock option, aggregate intrinsic value on exercisable shares Expected term (years) Expected volatility Stock available for issuance Number of stock issuance Purchase of shares Common stock par value Options exercisable Granted shares Options outstanding Weighted-average grant-date fair value of options granted Unrecognized stock-based compensation Unvested stock options weighted average fair value Share based compensation Stock based charges relating to purchase of machinery Stock based charges relating to acquisition Weighted average remaining contractual life Granted options Recognized over a weighted-average period Expected benefit at statutory federal tax rate Permanent differences – net State and local taxes, net of federal tax benefit Other Change in valuation allowance Income tax expense (benefit) Fixed assets Interest Research and development expenses Stock-based compensation Charitable Contributions Net operating losses - federal Net operating losses – state and local Net operating losses - foreign Research credit Less valuation allowance Net deferred tax liability United Stated Operations International Operations Effective Income Tax Rate Reconciliation [Table] Effective Income Tax Rate Reconciliation [Line Items] Effective income tax rate percentage Net operating loss carryforwards Accounts payable and accrued liabilities Fair Value, Recurring and Nonrecurring [Table] Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items] Assets Cash Total assets measured at fair value Liabilities Warrant liability Total liabilities measured at fair value Assets Liabilities Warrant liability Loss Contingencies [Table] Loss Contingencies [Line Items] Accounts payable Total order costs to purchase equipment, molds and component parts for research and development Progress payments Royalty percentage Single payment obligation Salaries and wages Accrued bonus Payment for bonuses Severance costs Medical benefit cost Fully vested Annual compensation Payment for incentive fee Initial fee Monthly fee Shares of restricted common stock Value of digital marketing activities Value of restricted common stock Compensation cost Options to purchase shares Stock option, exercise price Loss contingency, claims for damages Description of loss contingency Share based compensation Payments to acquire assets Escrow deposit Escrow deposit disbursements related to property acquisition Total Fixed Assets Restructuring Cost [Table] Restructuring Cost and Reserve [Line Items] Building and affixed assets Subsequent Event [Table] Subsequent Event [Line Items] Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Class of Warrant or Right, Exercise Price of Warrants or Rights Common Stock Purchase Warrants [Member] Common Stock, $0.0001 Par Value [Member] Warrant liabilities current. Foreign currency and non operating income expenses. Safegard Medical, Inc [Member] Share Purchase Agreement [Member] Fair market value of common stock. Non Trading Warrants [Member] Securities Purchase Agreement [Member] Subscription Agreements [Member] Investors [Member] Stock issued during period value exercise of prefunded warrants. Stock issued during period shares exercise of prefunded warrants. Stock issued during period value exercise of prefunded warrants. Stock issued during period value registration offering. Stock issued during period shares registration offering. Stock issued during period value warrant inducements. Stock issued during period shares warrant inducements. Inducement Agreement [Member] Pre Reverse [Member] Stock issued during period value shelf registration offering. Stock issued during period shares shelf registration offering. Stock issued during period value private placement. Inducement Warrants [Member] Warrant Holders [Member] Stock issued during period value warrant exericse. Stock issued during period shares warrant exericse. Escrow deposit forfeited. Escrow payment under agreement. Net proceeds from offerings and warrant exercises. Shelf Offering [Member] Pre-funded Warrants [Member] Working capital. PIPE Pre Funded Warrants [Member] Reverse stock split description. Website [Member] Stock Option and Warrants [Member] Description for offering, shares. Note Warrants [Member] Trading Warrants [Member] Over-Allotment Warrants [Member] Fair value adjustment of modification charge. PIPE Warrant [Member] Aggregate warrants issued. Warrant Holder [Member] Senior Secured Note [Member] Warrant Liability [Text Block] Schedule of warrant liability [Table Text Block] Trading and Over allotment Warrants [Member] Offering Warrants - February 2023 [Member] Offering Warrants - September 2023 [Member] Gain loss on sale of derivative. Share based compensation arrangement by share based payment award options granted in year. Share based compensation options exercisable weighted average exercise price. Officers and Directors [Member] Employment Agreement [Member] Alan Blackman [Member] Payment for bonuses. Medical benefits cost. Asset Purchase Agreement [Member] InjectEZ, LLC

[Member] Placement agent and other offering expenses shares. Common stock fair value. Common Stock Subscription Receivable [Member] Computer Systems and Website & Other [Member] Inducement Warrants - May 2024 [Member] Warrants Issued for Services Arrangement [Member] Accreted interest fee. Reduction of class of warrant or right number of securities called by each warrant or right. Berler [Member] Plastomold [Member] Debt instrument shares pre reverse. Stock issued during period pre reverse new issues. Stock issued during period shares for post reverse. Placement agent and other offering expenses. Number of unregistered common stock issued during pre reverse shares. Number of unregistered common stock issued during post reverse shares. Subsequent events. Foreign currency and other non operating income expenses. Stock issued during period value initial public offering. Stock issued during period shares initial public offering. Stock issued during period value contingent stock liability. Stock issued during period shares contingent stock liability. Stock issued during period value fractional share adjustment. Stock issued during shares fractional share adjustment. Stock issued during period collections of common stock subscriptions value. Fair market value for adjustment for contingent warrants. Fair market valuea djustment for Contingent Warrants and Warrants. IPO issuance cost relating to warrants. Payments to asset acquisition. Net proceeds from Initial Public Offering and additional offering. Proceeds from subscriptions receivable. FMV for common stock issued for cintingent shares. Common stock issued and vested stock options for fixed assets acquired. Common stock issued and vested stock options issued as consideration for acquisition. Fmv for warrants issued for contingent warrants. Remaining payments uue on machinery. Other non current. Contingent stock liability. Allocation of debt issuance cost to contingent stock and contingent warrants. Contingent warrants. Net proceeds from issuance initial public offering. Class of warrant or right exercise price of warrants adjusted. Payments for repurchase of liability. Stock based charges relating to purchase of machinery. Stock based charges relating to acquisition. Deferred tax assets property plant and equipments. Order costs to purchase equipment molds and component parts for research and development. Progress payments. Royalty percentage. Single payment obligation. Annual compensation. Initial fee. Value of digital marketing activities. Common stock reverse split value. Reverse Stock Split [Member] Note Purchase Agreement [Text Block] Contingent warrant liability. Monthly fee. Service Agreement [Member] Warrant liability. Class of warrants or right outstanding. Share based compensation arrangement by share based payment award option outstanding number. Note Purchase Agreement [Member] Unrelated Third Party Purchasers [Member] Assets, Current Assets [Default Label] Liabilities, Current Liabilities [Default Label] Equity, Attributable to Parent Liabilities and Equity Operating Expenses Operating Income (Loss) FairMarketValueAdjustmentForContingentStockAndWarrants Nonoperating Income (Expense) Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Comprehensive Income (Loss), Net of Tax, Attributable to Parent Shares, Outstanding StockIssuedDuringPeriodValueExerciseOfPrefundedWarrant Issuance of Stock and Warrants for Services or Claims Gain (Loss), Foreign Currency Transaction, before Tax Increase (Decrease) in Prepaid Expense Increase (Decrease) in Inventories Increase (Decrease) in Other Operating Assets Net Cash Provided by (Used in) Operating Activities Payments for (Proceeds from) Other Investing Activities EscrowPaymentUnderAgreement Payments to Acquire Property, Plant, and Equipment PaymentsToAssetAcquisition Net Cash Provided by (Used in) Investing Activities Repayments of Notes Payable Net Cash Provided by (Used in) Financing Activities Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations Note Purchase Agreement [Text Block] Warrant Liability [Text Block] Inventory, Policy [Policy Text Block] Fair Value Measurement, Policy [Policy Text Block] Property, Plant and Equipment, Policy [Policy Text Block] Income Tax, Policy [Policy Text Block] Cash [Default Label] Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax Liabilities Repayments of Debt Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Proceeds from Issuance or Sale of Equity GainLossOnSaleOfDerivative ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingNumber ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionOutstandingWeightedAverageExercisePrice Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested Options Forfeited, Number of Shares Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Income Tax Expense (Benefit) Deferred Tax Assets, Tax Deferred Expense, Compensation and Benefits, Share-Based Compensation Cost Deferred Tax Assets, Valuation Allowance Deferred Tax Liabilities, Net Accounts Payable and Accrued Liabilities Cash and Cash Equivalents, Fair Value Disclosure Accounts Payable Share-Based Payment Arrangement, Option, Exercise Price Range, Outstanding, Weighted Average Exercise Price Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Property, Plant, and Equipment EX-101.PRE 22 stss-20240930_pre.xml XBRL PRESENTATION FILE XML 24 R1.htm IDEA: XBRL DOCUMENT

Cover 9 Months Ended

Sep. 30, 2024

Entity Addresses [Line Items] Document Type S-1 Amendment Flag false Entity Registrant Name Sharps Technology, Inc. Entity Central Index Key 0001737995 Entity Tax Identification Number 82-3751728 Entity Incorporation, State or Country Code NV Entity Address, Address Line One 105 Maxess Road Entity Address, Address Line Two Ste. 124 Entity Address, City or Town Melville Entity Address, State or Province NY Entity Address, Postal Zip Code 11747 City Area Code (631) Local Phone Number 574 -4436 Entity Filer Category Non-accelerated Filer Entity Small Business true Entity Emerging Growth Company true Elected Not To Use the Extended Transition Period false Business Contact [Member] Entity Addresses [Line Items] Entity Address, Address Line One 105 Maxess Road Entity Address, Address Line Two Ste. 124 Entity Address, City or Town Melville Entity Address, State or Province NY Entity Address, Postal Zip Code 11747 City Area Code (631) Local Phone Number 574 -4436 Contact Personnel Name Robert M. Hayes