0000950170-24-09705610-Q Tivic Health Systems, Inc. 20240814202408141620491620491620491

Financial Statements (unaudited) 6 Â This Quarterly Report on Form 10â€‘Q for the quarter ended June 30, 2024, should be read in conjunction with the Companyâ€™s Annual Report on Form 10â€‘K for the year ended December 31, 2023, filed with the Securities and Exchange Commission (â€œSECâ€) on March 25, 2024. The accompanying condensed financial statements and footnotes have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10â€‘Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended June 30, 2024 are not necessarily indicative of the results that can be expected for the full year. Â Â 1 Table of ContentsÂ Tivic Health Systems, Inc. Condensed Balance Sheets (Unaudited) June 30, 2024 and December 31, 2023 (in thousands, except share and per share data) Â Â Â Â June 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â ASSETS Â Â Â Â Â Â Current assets Â Â Â Â Â Â Cash and cash equivalents Â $ 3,693 Â Â Â $ 3,395 Â Accounts receivable, net Â Â 16 Â Â Â 174 Â Inventory, net Â Â 766 Â Â Â 756 Â Prepaid expenses and other current assets Â Â 188 Â Â Â 327 Â Total current assets Â Â Â 4,663 Â Â Â Â 4,652 Â Property and equipment, net Â Â 120 Â Â Â 122 Â Right-of-use assets, operating lease Â Â â€” Â Â Â 349 Â Other assets Â Â â€” Â Â Â 34 Â Total assets Â $ 4,783 Â Â $ 5,157 Â Â Â Â Â Â Â Â LIABILITIES AND STOCKHOLDERSâ€™ EQUITY Â Â Â Â Â Â Current liabilities Â Â Â Â Â Â Accounts payable Â $ 446 Â Â $ 713 Â Other accrued expenses Â Â 145 Â Â Â 495 Â Operating lease liability, current Â Â â€” Â Â Â 193 Â Total current liabilities Â Â Â 591 Â Â Â Â 1,401 Â Operating lease liability Â Â â€” Â Â Â 176 Â Total liabilities Â Â Â 591 Â Â Â Â 1,577 Â CommitmentsÂ and contingenciesÂ (Note 6) Â Â Â Â Â Â Stockholdersâ€™ equity Â Â Â Â Â Â Preferred stock, $0.0001Â par value, 10,000,000Â shares authorized; noÂ sharesÂ Â Â issued and outstanding at June 30, 2024 and December 31, 2023 Â Â â€” Â Â Â â€” Â Common stock, $0.0001Â par value, 200,000,000Â shares authorized; 6,183,592Â Â Â and 1,466,092Â shares issued and outstanding at June 30, 2024 andÂ Â Â December 31, 2023, respectively Â Â 1 Â Â Â â€” Â Additional paid in capital Â Â 44,824 Â Â Â Â 41,466 Â Accumulated deficit Â Â (40,633) Â Â (37,886) Total stockholdersâ€™ equity Â Â 4,192 Â Â Â Â 3,580 Â Total liabilities and stockholdersâ€™ equity Â $ 4,783 Â Â Â $ 5,157 Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â 2 Table of ContentsÂ Tivic Health Systems, Inc. Condensed Statements of Operations (Unaudited) Three and Six Months Ended June 30, 2024 and 2023 (in thousands, except share and per share data) Â Â Three Months Ended Â Â Six Months Ended Â Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue Â $ 140 Â Â Â $ 161 Â Â $ 474 Â Â Â $ 537 Â Cost of sales Â Â 110 Â Â Â Â 100 Â Â Â 277 Â Â Â 363 Â Gross profit Â Â 30 Â Â Â 61 Â Â Â 197 Â Â Â 174 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Research and development Â Â 302 Â Â Â 468 Â Â Â 558 Â Â Â 958 Â Sales and marketing Â Â 207 Â Â Â 452 Â Â Â 712 Â Â Â 910 Â General and administrative Â Â 727 Â Â Â 1,266 Â Â Â 1,614 Â Â Â 2,547 Â Total operating expenses Â Â 1,236 Â Â Â 2,186 Â Â Â 2,884 Â Â Â 4,415 Â Loss from operations Â Â (1,206) Â Â (2,125) Â Â (2,687) Â Â (4,241) Other expense: Â Â Â Â Â Â Â Â Â Â Other expense Â Â 60 Â Â Â Â â€” Â Â Â 60 Â Â Â Â â€” Â Â Â 60 Â Â Â Â â€” Â Net loss Â $ (1,266) Â $ (2,125) Â $ (2,747) Â $ (4,241) Net loss per share - basic and diluted Â $ (0.32) Â $ (7.16) Â $ (1.00) Â $ (17.01) Weighted-average number of shares - basic and diluted Â Â 4,009,746 Â Â Â 296,778 Â Â Â 2,738,743 Â Â Â 249,264 Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â Â 3 Table of ContentsÂ Tivic Health Systems, Inc. Condensed Statements of Stockholdersâ€™ Equity (Unaudited) Three and Six Months Ended June 30, 2024 and 2023 (in thousands except share and per share data) For the Three and Six Months Ended June 30, 2023 Â Â Â Â Â Â Â Â Â Â Additional Â Â Â Â Â Total Â Â Â Preferred Stock Â Â Common Stock Â Â Paid-in Â Â Accumulated Â Â Stockholdersâ€™ Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Deficit Â Â Equity Â Balances at January 1, 2023 Â Â â€” Â Â $ â€” Â Â Â 96,778 Â Â $ â€” Â Â $ 33,272 Â Â $ (29,642) Â $ 3,630 Â Issuance of common stock, net of issuance costs Â Â Â Â Â Â Â Â 200,000 Â Â Â â€” Â Â Â 3,412 Â Â Â Â â€” Â Â Â 3,412 Â Issuance of warrants Â Â â€” Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 195 Â Â Â â€” Â Â Â 195 Â Stock-based compensationÂ Â Â expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 84 Â Â Â â€” Â Â Â 84 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2,116) Â Â (2,116) Balances at March 31, 2023 Â Â â€” Â Â $ â€” Â Â Â 296,778 Â Â $ â€” Â Â $ 36,963 Â Â $ (31,758) Â $ 5,205 Â Stock-based compensationÂ Â Â expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 81 Â Â Â â€” Â Â Â 81 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2,125) Â Â (2,125) Balances at June 30, 2023 Â Â â€” Â Â $ â€” Â Â Â 296,778 Â Â $ â€” Â Â $ 37,044 Â Â $ (33,883) Â $ 3,161 Â Â For the Three and Six Months Ended June 30, 2024 Â Â Â Â Â Â Â Â Â Â Additional Â Â Â Â Â Total Â Â Â Preferred Stock Â Â Common Stock Â Â Paid-in Â Â Accumulated Â Â Stockholdersâ€™ Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Deficit Â Â Equity Â Balances at January 1, 2024 Â Â â€” Â Â $ â€” Â Â Â 1,466,092 Â Â $ â€” Â Â $ 41,466 Â Â $ (37,886) Â $ 3,580 Â Issuance of common stock for restricted stock award Â Â â€” Â Â Â Â â€” Â Â Â 7,500 Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Stock-based compensationÂ Â Â expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 54 Â Â Â â€” Â Â Â 54 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 54 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,481) Â Â (1,481) Balances at March 31, 2024 Â Â â€” Â Â $ â€” Â Â Â 1,473,592 Â Â $ â€” Â Â $ 41,520 Â Â $ (39,367) Â $ 2,153 Â Issuance of common stock and warrants, net of issuance costs and warrants issued to placement agents Â Â â€” Â Â Â â€” Â Â Â 4,710,000 Â Â Â 1 Â Â Â 3,180 Â Â Â â€” Â Â Â 3,181 Â Issuance of warrants Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 70 Â Â Â â€” Â Â Â 70 Â Stock-based compensationÂ Â Â expense Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 54 Â Â Â â€” Â Â Â 54 Â Net loss Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,266) Â Â (1,266) Balances at June 30, 2024 Â Â â€” Â Â $ â€” Â Â Â 6,183,592 Â Â $ 1 Â Â $ 44,824 Â Â $ (40,633) Â $ 4,192 Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. Â Â 4 Table of ContentsÂ Tivic Health Systems, Inc. Condensed Statements of Cash Flows (Unaudited) Six Months Ended June 30, 2024 and 2023 (in thousands) Â Â Â Â Six Months Ended Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Cash flows from operating activities Â Â Â Â Â Â Net loss Â $ (2,747) Â $ (4,241) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Stock based compensation Â Â 108 Â Â Â 165 Â Depreciation Â Â 2 Â Â Â 6 Â Amortization of right-of-use asset Â Â 76 Â Â Â 85 Â Inventory allowances Â Â 16 Â Â Â â€” Â Bad debt expenses Â Â 5 Â Â Â â€” Â Non-cash gain on lease termination Â Â (17) Â Â â€” Â Changes in operating assets and liabilities: Â Â Â Â Â Â Accounts receivable Â Â 153 Â Â Â 75 Â Inventory Â Â (26) Â Â (125) Prepaid expenses and other current assets Â Â 139 Â Â Â (40) Accounts payable Â Â (267) Â Â (492) Accrued expenses Â Â (350) Â Â (229) Lease liabilities Â Â (79) Â Â (70) Other assets Â Â 34 Â Â Â â€” Â Net cash used in operating activities Â Â (2,953) Â Â (4,866) Cash flows from investing activities Â Â Â Â Â Â Acquisition of property and equipment Â Â â€” Â Â Â (118) Net cash used in investing activities Â Â â€” Â Â Â (118) Cash flows from financing activities Â Â Â Â Â Â Proceeds from issuance of common stock and warrants, net of issuance costs Â Â 3,251 Â Â Â 4,191 Â Offering costs in advance of sale of common stock Â Â â€” Â Â Â (65) Net cash provided by financing activities Â Â 3,251 Â Â Â 4,126 Â Net change in cash and cash equivalents Â Â 298 Â Â Â (858) Cash and cash equivalents Â Â Â Â Â Â Beginning of period Â Â 3,395 Â Â Â 3,517 Â End of period Â $ 3,693 Â Â $ 2,659 Â Â Â Â Â Â Supplemental disclosure on noncash financing activities Â Â Â Â Â Â Issuance of common stock warrant Â $ 70 Â Â $ 195 Â Deferred offering costs charged to additional paid-in-capital Â $ â€” Â Â $ 584 Â Write-off of ROU asset and lease liability Â $ 290 Â Â $ â€” Â Â The accompanying notes are an integral part of these unaudited condensed financial statements. 5 Table of ContentsÂ Tivic Health Systems, Inc. Notes to Unaudited Condensed Financial Statements (amounts are as indicated) 1. Formation and Business of the CompanyTivic Health Systems, Inc. (the â€œCompanyâ€) was incorporated in the state of California on September 22, 2016 for the purpose of developing and commercializing non-invasive bioelectronic medicine. In June 2021, the Company was reincorporated as a Delaware corporation. The Companyâ€™s first commercial platform is a handheld design that interfaces non-invasively with the trigeminal, sympathetic, and other facial and cranial nerve structures. This platform is the basis for the Companyâ€™s existing product, currently marketed with FDA approval as ClearUP Sinus Pain Relief, for the treatment of sinus pain and congestion. The Company's second platform is a research-stage platform directed to vagus nerve stimulation, which is currently undergoing clinical evaluation. The Company is headquartered in Fremont, California. 2. Summary of Significant Accounting PoliciesBasis of PresentationThe accompanying condensed balance sheet as of December 31, 2023, which has been derived from audited financial statements, and the unaudited interim condensed financial statements as of June 30, 2024, and for the three and six months ended June 30, 2024 and June 30, 2023, have been prepared in conformity with accounting principles generally accepted in the United States of America (â€œGAAPâ€) for interim financial information. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all accounting entries and adjustments (including normal, recurring adjustments) considered necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. Going Concern Uncertainty During the six months ended June 30, 2024 and 2023, the Company incurred a net loss of $2.7 million and $4.2 million, respectively. At June 30, 2024, the Company had an accumulated deficit of $40.6 million. Cash and cash equivalents at June 30, 2024 were $3.7 million. During the six month periods ended June 30, 2024 and 2023, the Company had negative cash flows from operations of $3.0 million and $4.9 million, respectively. The aforementioned factors raise substantial doubt about the Companyâ€™s ability to continue as a going concern within one year from the issuance date of the financial statements. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern within one year after the date the financial statements are issued.Future capital requirements will depend upon many factors, including, without limitation, progress with developing, manufacturing and marketing our technologies; the time and costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other proprietary rights; our ability to establish collaborative arrangements; completion of any acquisitions or other strategic transactions; marketing activities and competing technological and market developments, including regulatory changes and overall economic conditions in our target markets. Our ability to generate revenue and achieve profitability requires us to successfully market and secure purchase orders for our products and services from existing as well as new customers. We also will be required to efficiently manufacture and deliver on those purchase orders. These activities, including our planned research and development efforts, may require significant uses of working capital. There can be no assurance that we will generate revenue and cash as expected in our current business plan. Â The Company recognizes it will need to raise additional capital to continue research and development and to fund its planned operations, clinical trials and, if regulatory approval is obtained, commercialization of future products. We may seek additional funds through equity or debt offerings and/or borrowings under notes payable, lines of credit or other sources. We do not know whether additional financing will be available on commercially acceptable terms, or at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial conditions, or results of operations.Â 6 Table of ContentsÂ Reverse Stock SplitÂ In August 2023, the Companyâ€™s Board of Directors and stockholders approved an amendment to the Companyâ€™s amended and restated certificate of incorporation to effect a 1-for-100 reverse stock split of the issued and outstanding shares of the Companyâ€™s common stock, which was effected on August 23, 2023. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. Fractional shares were not issued, and instead, the Company issued one whole share of the post reverse split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. Consequently, 84 shares of common stock were issued in lieu of fractional shares. In addition, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. All share and per share amounts for the common stock, as well as the stock options, and warrants outstanding and exercise prices thereof, included in the financial statements and these footnotes thereto have been retroactively restated to give effect to the reverse stock split.Â Use of EstimatesThe preparation of financial statements in conformity with 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 reported amounts of expenses during the reporting period. Actual results could differ materially from those estimates. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate.Cash and Cash EquivalentsThe Company considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents. As of June 30, 2024 and December 31, 2023, cash and cash equivalents totaled $3.7 million and $3.4 million, respectively.Accounts ReceivableTrade accounts receivable are recorded at the invoiced amount, net of allowances for credit losses and returns reserves. The allowance for credit losses is based on our assessment of the collectability of accounts. Management regularly reviews the adequacy of the allowance for credit losses by considering the age of each outstanding invoice, each customerâ€™s expected ability to pay, and the collection history with each customer, when applicable, to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. As of each June 30, 2024 and December 31, 2023, the allowance for credit losses balance was zero. InventoryInventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first-out (â€œFIFOâ€) basis. Inventories are reviewed periodically to identify slow-moving inventory based on anticipated sales activity. As of June 30, 2024 and December 31, 2023, the reserve for obsolescence was $40 thousand and $32 thousand, respectively.Deferred Offering Costs The Company complies with the requirements of Financial Accounting Standards Board (â€œFASBâ€) Accounting Standard Codification (â€œASCâ€) 340-10-S99-1. The Company capitalizes incremental legal, professional, accounting, and other third-party fees that are directly associated with an equity or debt offering as other current assets. If the Company consummates an equity offering, the deferred financing costs will be allocated to additional paid-in capital. If the Company consummates a debt offering, the deferred financing costs will be recorded as a discount to the debt.Â Property and EquipmentÂ Property and equipment are recorded at cost net of accumulated depreciation. Depreciation is computed on a straight-line method over the estimated useful lives of the assets, three to four years. Upon retirement or sale of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Repairs and maintenance costs that do not improve or extend the lives of the respective assets are charged to operations as incurred.7 Table of ContentsÂ Â Impairment of Long-Lived AssetsÂ The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of these asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. When indications of impairment are present and the estimated undiscounted future cash flows from the use of these assets is less than the assetsâ€™ carrying value, the related assets will be written down to fair value. There were no impairments of the Companyâ€™s long-lived assets for the periods presented.Â Commitments and ContingenciesÂ Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.Â Revenue RecognitionThe Company recognizes revenue from product sales in accordance with FASB ASC Topic 606, Revenue from Contracts with Customers (â€œTopic 606â€). The standard applies to all contracts with customers, except contracts that are within scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments.Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are in within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inceptions, once the contract is determined to be within the scope of Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.The Company sells its products through direct sales and resellers. Revenue is recognized when control of

the promised goods is transferred to the customers or the resellers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Revenue associated with products holding rights of return are recognized when the Company concludes there is not a risk of significant revenue reversal in the future periods for the expected consideration in the transaction.The Company may receive payments at the onset of the contract and before goods have been delivered. In such instances, the Company records a deferred revenue liability. The Company recognizes these contract liabilities as revenue after the revenue criteria are met. As of June 30, 2024 and December 31, 2023, the contract liability related to the Companyâ€™s deferred revenues approximated $4 thousand and $8 thousand, respectively, and is included in â€œOther Accrued Expensesâ€ on the accompanying balance sheets.The Company relies on third parties to have procedures in place to detect and prevent credit card fraud, as the Company has exposure to losses from fraudulent charges. The Company records the losses related to chargebacks as incurred.The Company has also elected to exclude from the measurement of the transaction price sales taxes remitted to governmental authorities.The table below presents revenue by channel for the three and six months ended June 30, 2024 and 2023 (in thousands):8 Table of ContentsÂ Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Product Revenue by Sales Channel 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Product Revenue Â Â Â Â Â Â Â Â Â Â Direct-to-consumer $ 126 Â Â $ 171 Â Â $ 427 Â Â $ 474 Â Reseller Â 32 Â Â Â 11 Â Â Â 94 Â Â Â 109 Â Returns Â (18) Â Â (21) Â Â (47) Â Â (46) Revenue $ 140 Â Â $ 161 Â Â $ 474 Â Â $ 537 Â Â Sales TaxÂ Sales tax collected from customers and remitted to governmental authorities is accounted for on a net basis and therefore, is excluded from net sales.Â Shipping and HandlingShipping and handling fees paid by customers are recorded in revenue, with the related expenses recorded in cost of sales. There were no shipping and handling fees paid by customers for the three and six months ended June 30, 2024 and 2023.Shipping costs for delivery of product to customers in the three and six months ended June 30, 2024 were $6 thousand and $23 thousand, respectively, and for the three and six months ended June 30, 2023 were $7 thousand and $22 thousand, respectively. Product WarrantyThe Company generally offers a one-year limited warranty on its products. The Company estimates the costs associated with the warranty obligation using historical data of warranty claims and costs incurred to satisfy those claims. Estimated warranty costs are expensed to cost of sales.ReturnsÂ The Company estimates a reserve for future product returns based on several factors, including historical returns as a percentage of revenue, an understanding of the reasons for past returns and any other known factors that indicate a return is imminent. Reserves for sales returns are estimated and recorded in the same period as the underlying revenue recognition as a deduction to arrive at net product sales and as a liability classified as â€œOther Accrued Expensesâ€ on the balance sheet. As of June 30, 2024 and December 31, 2023, the reserve for sales returns was $8 thousand and $52 thousand, respectively.Â Sales and Marketing ExpensesSales and marketing expenses are expensed as incurred and consist primarily of merchandising, customer service and targeted online marketing costs, such as display advertising, keyword search campaigns, search engine optimization and social media and offline marketing costs such as television, radio and print advertising. Sales and marketing expenses also include payroll costs and stock-based compensation expense for employees involved in marketing activities. Sales and marketing expenses are primarily related to growing the customer base. Research and Development ExpensesResearch and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of salaries, payroll taxes, employee benefits, materials, supplies, depreciation on and maintenance of research equipment, the cost of services provided by outside contractors, and the allocable portions of facility costs, such as rent, utilities, insurance, repairs and maintenance, depreciation, and general support services. All costs associated with research and development are expensed as incurred. Stock-Based CompensationThe Company accounts for stock-based compensation arrangements with employees and non-employee consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based payments, including stock options. The fair value method requires the Company to estimate the fair value of stock-based payment awards to employees and non-employees on the date of grant using an option pricing model.9 Table of ContentsÂ Stock-based compensation costs are based on the fair value of the underlying option calculated using the Black-Scholes option-pricing model and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company measures equity-based compensation awards granted to non-employees at fair value as the awards vest and recognizes the resulting value as compensation expense at each financial reporting period.Determining the appropriate fair value model and related assumptions requires judgment, including estimating stock price volatility, expected dividend yield, expected term, risk-free rate of return, and the estimated fair value of the underlying common stock. Due to the lack of company-specific historical and implied volatility data, the Company has based its estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. The historical volatility is calculated based on a period of time commensurate with the expected term assumption. The group of representative companies have characteristics similar to the Company, including stage of product development and focus on the life science industry. The Company uses the simplified method, which is the average of the final vesting tranche date and the contractual term, to calculate the expected term for options granted to employees as it does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the stock options. The Company uses an assumed dividend yield of zero as the Company has never paid dividends and has no current plans to pay any dividends on its common stock. The Company accounts for forfeitures as they occur.Â Net Loss per Common ShareThe Company computes net loss per share of common stock in conformity with the two-class method required for participating securities. Diluted net loss per share is computed similar to basic net loss per share, except that the denominator is increased to include the number of additional shares for the potential dilutive effects of warrants, convertible preferred stock and stock options outstanding during the period calculated in accordance with the treasury stock method, or the two-class method, whichever is more dilutive. For all periods presented, basic and diluted net loss per share is the same, as inclusion of any additional share equivalents would be anti-dilutive.Concentration of Credit Risk and Other Risks and UncertaintiesFinancial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents and accounts receivable. Cash and cash equivalents include a checking account and a money market account held at one national financial institution in the United States. At times, such deposits may be in excess of insured limits. Management believes that the financial institution at which the Company holds its deposits is financially sound, and accordingly, minimal credit risk exists with respect to the financial institution. The Company has not experienced any losses on its deposits of cash and cash equivalents. As of each June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents balances exceeding FDIC insured limits by $3.2 million and $3.0 million, respectively.Â The Company extends credit to customers in the normal course of business and performs credit evaluations of its customers. Concentrations of credit risk with respect to accounts receivable exist to the full extent of amounts presented in the financial statements.Â During the first half of 2024, the majority, or 81%, of the Companyâ€™s sales have been to individual customers. In 2023, the majority, or 81%, of the Companyâ€™s sales were to individual consumers. As of June 30, 2024, the Company had no reseller customers whose accounts receivable balance totaled more than 10% or more of the Companyâ€™s total accounts receivable compared with one such customer at December 31, 2023 (81%).For the three months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Companyâ€™s total revenue (23%). For the three months ended June 30, 2023, the Company had no customer who individually accounted for 10% or more of the Companyâ€™s total revenue.For the six months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Companyâ€™s total revenue (13%) compared to one customer for the six months ended June 30, 2023 (16%).The lingering negative impacts of the COVID-19 pandemic, the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas, certain other macroeconomic factors including inflation, and rising interest rates, have contributed to economic uncertainty. Additionally, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Furthermore, it is possible that U.S. policy changes, including changes and uncertainty as a result of the upcoming U.S. presidential election, could increase market volatility in the coming months. These factors, amongst other things, could result in further economic uncertainty and volatility in the capital markets in the near 10 Table of ContentsÂ term, and could negatively affect our operations. We will continue to monitor material impacts on our business strategies and operating results.Â Recently Issued Accounting Pronouncements In November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures. The guidance, which becomes effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, requires public entities that are required to report segment information in accordance with Topic 280, Segment Reporting, to improve reportable segment disclosures about significant segment expenses. We do not believe that ASU 2023-07 will have a material impact on our reporting as we operate in one reportable segment. Â In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740)- Improvements to Income Tax Disclosures. The guidance applies to all entities that are subject to Topic 740, Income taxes and becomes effective for public business entities for annual periods beginning after December 15, 2024 and interim periods within fiscal years beginning after December 15, 2024. The guidance requires enhanced disclosures related to income taxes including: additional information in the rate reconciliation; further breakdown of income taxes paid; and other disclosures that may help investors to better understand the entities tax landscape. We do not believe that ASU 2023-09 will have a material impact on our financial reporting. Â 3. Financial Instruments and Fair Value MeasurementsThe Companyâ€™s financial instruments consist of money market funds. The following tables show the Companyâ€™s cash equivalents carrying value and fair value at June 30, 2024 and December 31, 2023 (in thousands):Â Â Â As of June 30, 2024 (unaudited) Â Â Â Â Â Â Â Â Quoted Â Â Significant Â Â Â Â Â Â Â Â Â Â Priced in Â Â other Â Â Significant Â Â Â Â Â Â Â Â active Â Â observable Â Â unobservable Â Â Â Carrying Â Â Fair Â Â markets Â Â inputs Â Â inputs Â Â Â Amount Â Â Value Â Â (Level 1) Â Â (Level 2) Â Â (Level 3) Â Assets Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â $ 3,238 Â Â $ 3,238 Â Â $ 3,238 Â Â $ â€” Â Â $ â€” Â Total assets Â $ 3,238 Â Â $ 3,238 Â Â $ 3,238 Â Â $ â€” Â Â $ â€” Â Â Â Â As of December 31, 2023 Â Â Â Â Â Â Â Â Quoted Â Â Significant Â Â Â Â Â Â Â Â Â Â Priced in Â Â other Â Â Significant Â Â Â Â Â Â Â Â active Â Â observable Â Â unobservable Â Â Â Carrying Â Â Fair Â Â markets Â Â inputs Â Â inputs Â Â Â Amount Â Â Value Â Â (Level 1) Â Â (Level 2) Â Â (Level 3) Â Assets Â Â Â Â Â Â Â Â Â Â Â Â Â Â Money market funds Â $ 3,243 Â Â $ 3,243 Â Â $ 3,243 Â Â $ â€” Â Â $ â€” Â Total assets Â $ 3,243 Â Â $ 3,243 Â Â $ 3,243 Â Â $ â€” Â Â $ â€” Â Â Cash equivalents â€” Cash equivalents of $3.2 million as of each June 30, 2024 and December 31, 2023, consisted of money market funds. Money market funds are classified as Level 1 of the fair value hierarchy because they are valued using quoted market prices in active markets.Certain assets and liabilities are carried at fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.There have been no changes to the valuation methodologies utilized by the Company during the six months ended June 30, 2024 compared to the year ended December 31, 2023. The Company evaluates transfers between levels at the end of each reporting period. There were no transfers of financial instruments between levels during the six months ended June 30, 2024 and the year ended December 31, 2023. Â 11 Table of ContentsÂ 4. Inventory, net (in thousands)Â Â Â June 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â Â Â Raw materials Â $ 526 Â Â $ 752 Â Work in process Â Â 5 Â Â Â â€” Â Finished goods Â Â 275 Â Â Â 36 Â Inventory at cost Â Â 806 Â Â Â 788 Â Less reserve for obsolescence Â Â (40) Â Â (32) Inventory, net Â $ 766 Â Â $ 756 Â Â Â 5.Property and equipment, net (in thousands)Â Â Â June 30,2024 Â Â December 31,2023 Â Computers and equipment Â $ 11 Â Â $ 11 Â Manufacturing tools and dies Â Â 148 Â Â Â 148 Â Total property and equipment Â Â 159 Â Â Â 159 Â Less accumulated depreciation Â Â (39) Â Â (37) Property and equipment, net Â $ 120 Â Â $ 122 Â Depreciation expense was $1 thousand and $3 thousand for the three months ended June 30, 2024 and 2023, respectively, and was $2 thousand and $6 thousand for the six months ended June 30, 2024 and 2023, respectively. Â Â Â 6. Commitments and ContingenciesÂ LeaseÂ The Company executed a noncancelable operating lease for approximately 9,091 square feet of office space in Hayward, California in November 2021 as its headquarters. The lease was set to expire in October 2025. The Company was obligated to pay, on a pro-rata basis, real estate taxes and operating costs related to the premises. Upon lease execution, the Company evaluated the lease and determined it should be capitalized as an operating lease. As there was no interest rate implicit in the lease, the Company estimated the incremental borrowing rate at 6% based on the rate available under its revolving credit line, as well as an assessment of the Companyâ€™s risk based on its financial position at the time and its potential to obtain a collateralized loan for a period similar to the lease term. The lease was terminated effective May 31, 2024. The Company incurred termination fees of $77 thousand, which were partially offset by a remaining security deposit of $16 thousand. The Company recorded a loss of $60 thousand in connection with the lease termination, which is included in other expense in the statement of operations. Â Lease costs for the three and six months ended June 30, 2024 were $33 thousand and $84 thousand, respectively, and for the three and six months ended June 30, 2023 were $50 thousand and $101 thousand, respectively.Â Cash paid for amounts included in the measurement of operating lease liabilities were $34 thousand and $87 thousand for the three and six months ended June 30, 2024, respectively, which is included in operating activities in the statement of operations. Cash paid for amounts included in the measurement of operating lease liabilities were $52 thousand and $103 thousand for the three and six months ended June 30, 2023, respectively, which is included in operating activities in the statement of operations.In June 2024, the Company entered into a short-term rental agreement for office space located in Fremont, California. The Company evaluated the agreement and determined the short-term rental agreement does not meet the criteria for capitalization. Monthly rent payments required are $1 thousand per month and the agreement terminates on December 1, 2024. After expiration of the initial term, the agreement will automatically renew on a month to month basis until terminated by either party upon 30 days' advance written notice. 12 Table of ContentsÂ ALOM Fulfillment Services AgreementÂ On November 25, 2022, the Company entered into a Fulfillment Services Agreement (the â€œALOM Agreementâ€), with ALOM Technologies Corporation (â€œALOMâ€). Pursuant to the ALOM Agreement, commencing on November 28, 2022, ALOM began providing, on a non-exclusive basis, certain assembly, procurement, storage, returns, and fulfillment services to our end customers and retailers within the United States. During the term of the ALOM Agreement, ALOM shall provide the services in accordance with purchase orders issued by us from time to time. The consideration payable by us to ALOM for services rendered under the ALOM Agreement will be calculated and invoiced based on fixed hourly rates and fixed unit pricing, as applicable, subject to certain exceptions; provided that, commencing April 1, 2023, we became subject to $25 thousand minimum monthly purchase requirement. The ALOM Agreement has a three-year initial term, with automatic annual renewals, and may be terminated for convenience by either party upon sixty days written notice to the other party. On March 5, 2024, the ALOM Agreement was amended to waive hourly account management charges and minimum monthly purchase requirements for the period from January 2024 through June 2024, and to extend the initial term of the agreement to December 31, 2024. The ALOM Agreement was terminated after the quarter ended June 30, 2024, as discussed in Note 13, below. Â ContingenciesFrom time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when future expenditures are probable and such expenditures can be reasonably estimated. The Company recorded no liabilities for contingent matters as of June 30, 2024. 7. Other Accrued Expenses (in thousands) Â Â June 30,2024 Â Â December 31,2023 Â Accrued payroll and related Â $ 70 Â Â $ 218 Â Delaware franchise tax Â Â â€” Â Â Â 160 Â Research study costs Â Â 41 Â Â Â 51 Â Other Â Â 34 Â Â Â 66 Â Total other accrued expenses Â $ 145 Â Â $ 495 Â Â 8. Preferred StockThere were no series of preferred stock designated and no shares issued or outstanding at June 30, 2024 and December 31, 2023.Â The Companyâ€™s board of directors is authorized, without action by its stockholders, to designate and issue up to 10,000,000 shares of preferred stock in one or more series, and to fix the voting rights, designations, powers, preferences, the relative, participating, optional or other special rights, if any, and any qualifications, limitations and restrictions thereof, applicable to the shares of any series of preferred stock that they may designate in the future. Â 9. Common StockAt June 30, 2024 and December 31, 2023, there were 6,183,592 and 1,466,092 shares of Company common stock issued and outstanding, respectively.Â On February 13, 2023, the Company sold 200,000 shares of its common stock in an underwritten public offering at a price of $25 per share, less underwriting discounts and commissions, resulting in gross proceeds to the Company of $5.0 million. The net proceeds to the Company, after deducting the underwriting discount and commissions and expenses paid by the Company, was approximately $3.6 million. In addition, pursuant to the underwriting agreement entered into in connection with the offering, the Company granted the underwriter a 45-day option to purchase up to an additional 30,000 shares of common stock, solely to cover over-allotments. This option expired in March 2023, and the underwriter did not exercise its option to purchase any additional shares prior to such expiration. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued warrants to purchase an aggregate of 10,000 shares of Company common stock to designees of ThinkEquity LLC (â€œThinkEquityâ€). The designees paid an aggregate of $100 for the warrants. The warrants have an initial exercise price of $31.25 per share, have a term of four years from the

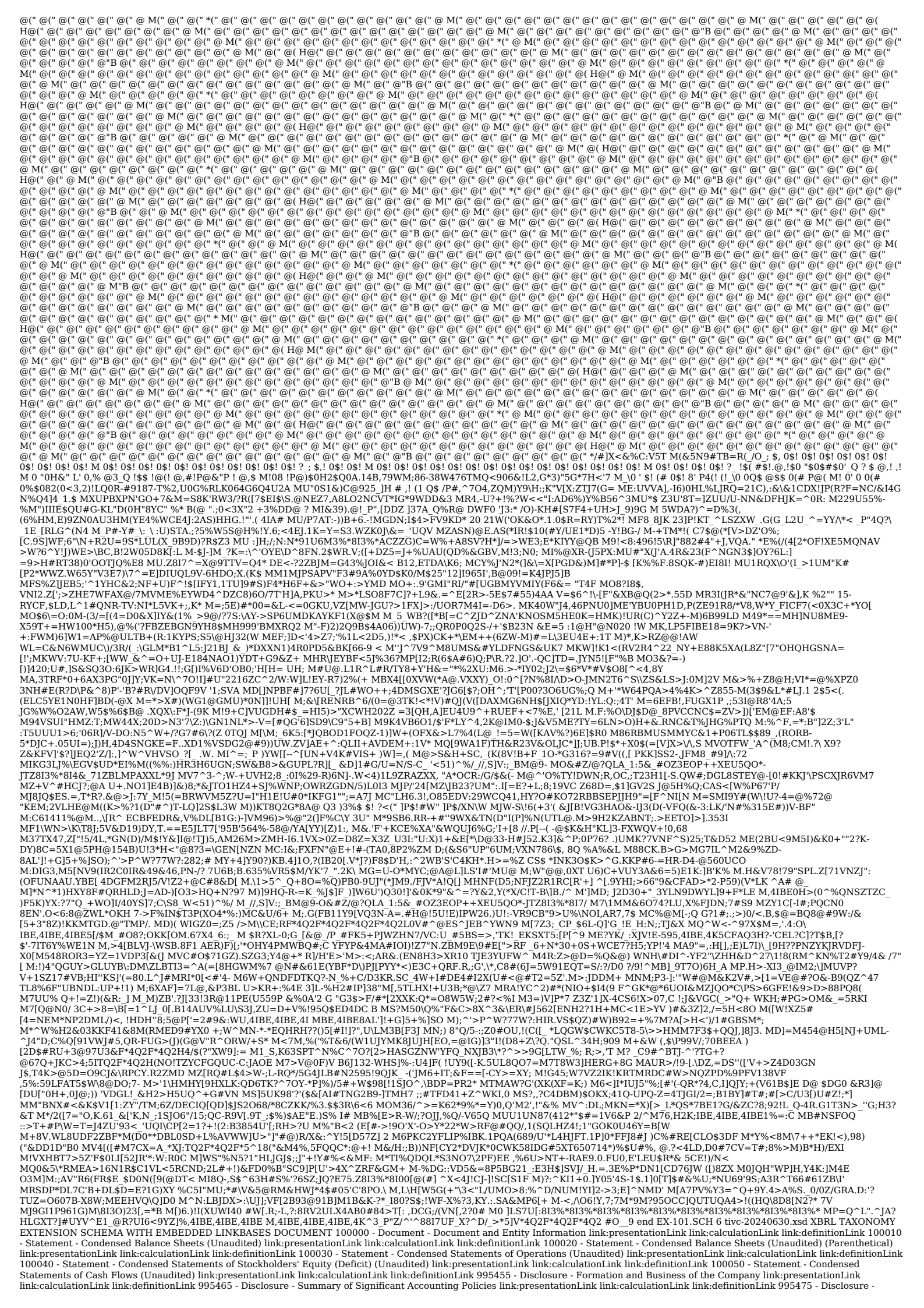
commencement of sales in the offering, and are exercisable commencing six months from closing. Â 13 Table of ContentsÂ On July 11, 2023, the Company sold 325,000 shares of its common stock to certain investors at a price of $5.50 per share, resulting in gross proceeds to the Company of approximately $1.8 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.5 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to $143 thousand) at closing, as well as $90 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 13,000 shares of Company common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $6.60 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. Â On July 19, 2023, the Company sold 512,500 shares of its common stock to certain investors at a price of $4.00 per share, resulting in gross proceeds to the Company of approximately $2.1 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.7 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to $164 thousand) at closing, as well as $60 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 20,500 shares of common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $4.80 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. Â On August 9, 2023, the Company sold 331,730 shares of its common stock to certain investors at a price of $4.10 per share, resulting in gross proceeds to the Company of approximately $1.4 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.1 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to approximately $109 thousand) at closing, as well as $60 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 13,270 shares of Company common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $4.92 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. Â Effective August 23, 2023, the Companyâ€™s board of directors approved a reverse stock split of the Companyâ€™s issued and outstanding shares of common stock, par value $0.0001 per share, at a ratio of 1-for-100. As a result of the reverse stock split, the total number of shares of common stock held by each stockholder of the Company were converted automatically into the number of shares of common stock equal to the number of issued and outstanding shares of common stock held by each such stockholder immediately prior to the reverse stock split divided by 100. The Company issued one whole share of the post reverse stock split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. As a result, no fractional shares were issued in connection with the reverse stock split and no cash or other consideration was paid in connection with any fractional shares that would otherwise have resulted from the reverse stock split. Also, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. All share and per share amounts for the common stock, as well as the warrants outstanding and exercise prices thereof, have been retroactively restated to give effect to the reverse stock split.Â On May 13, 2024, the Company sold 4,710,000 shares of its common stock, together with an aggregate of 4,710,000 Series A warrants (the â€œSeries A Warrantsâ€) to purchase up to 4,710,000 shares of common stock and 7,065,000 Series B warrants (the â€œSeries B Warrantsâ€ and collectively with the Series A Warrants, the â€œCommon Warrantsâ€) to purchase up to 7,065,000 shares of common stock, to certain investors in a registered public offering. Each share of common stock was sold together with one Series A Warrant and one and a half Series B Warrants at a combined price of $0.85 per share and Common Warrants, resulting in gross proceeds to the Company of approximately $4 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $3.3 million. The net proceeds were allocated between the common stock and Common Warrants issued in the offering based on the relative fair values, which were $1.4 million and $1.9 million, respectively. Each of the Common Warrants are exercisable immediately upon issuance and have an exercise price of $0.85 per share, subject to certain adjustments. The Series A Warrants will expire one year from the date of issuance and the Series B Warrants will expire five years from the date of issuance. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 7.0% of the gross proceeds of the offering (amounting to approximately $280 thousand) at closing, as well as $100 thousand for the reimbursement of 14 Table of ContentsÂ certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent registered warrants to purchase an aggregate of 188,400 shares of Company common stock, equal to 4.0% of the aggregate shares of common stock sold in the offering. The placement agent warrants have an initial exercise price of $0.935 per share (equal to 110% of the combined offering price per share and Common Warrants), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. Â Common stockholders are entitled to dividends if and when declared by the Board of Directors subject to the rights of the preferred stockholders. As of June 30, 2024, no dividends on common stock had been declared by the Company. At June 30, 2024 and December 31, 2023, the Company had reserved shares of common stock for issuance as follows:Â Â Â June 30, Â Â December 31, Â Â Â 2024 Â Â 2023 Â Warrants to purchase common stock Â Â 12,022,897 Â Â Â 59,497 Â Options issued and outstanding Â Â 54,369 Â Â Â 14,661 Â Shares available for future stock option grants Â Â 32,786 Â Â Â 7,190 Â Total Â Â 12,110,052 Â Â Â 81,348 Â Â 10. Common Stock WarrantsHistorically, the Company has entered into warrant agreements in connection with certain consulting agreements and equity offerings. In August 2023, the Company implemented a 1-for-100 reverse stock split wherein, per the terms of the agreements, the number of shares of common stock issuable upon exercise of each of the warrants outstanding at that time was reduced by dividing the quantity outstanding by 100 and the exercise price of each such warrant was multiplied by 100. No other terms of the warrants were changed as a result of the reverse stock split. In July 2021, the Company entered into a consulting agreement, pursuant to which warrants to purchase 500 shares of common stock were granted and an additional warrants to purchase 500 shares of common stock were granted in November 2021. The warrants are exercisable upon issuance, have an exercise price of $104 per share and have a term of five years. The consulting agreement was effective as of February 2021, had an initial monthly fee of $5 thousand and a term of two years. The agreement was amended in May of 2022 to increase the monthly payment to $7.5 thousand. Currently, the agreement is automatically renewing on a month-to-month basis until terminated by either party. The warrant issuances are indexed to, and settled in, the Companyâ€™s own common stock and were classified within stockholdersâ€™ equity. Â In November 2021, the Company issued warrants to purchase 1,727 shares of common stock to designees of ThinkEquity, the underwriter of the Companyâ€™s initial public offering. The warrants may be exercised at any time on or after May 9, 2022, have an exercise price of $625 per share and have a term of five years. The warrant issuances are indexed to and settled in the Companyâ€™s own common stock and were classified within stockholdersâ€™ equity.In February 2023, the Company issued warrants to purchase 10,000 shares of common stock to designees of ThinkEquity, the underwriter of the underwritten public offering of 200,000 shares of Company common stock that closed in February 2023. The designees paid an aggregate of $0.1 thousand for the warrants. The warrants may be exercised at any time on or after August 7, 2023, have an exercise price of $31.25 per share, and have a term of four years commencing 180 days following the commencement of sales in the offering. The warrant issuances were indexed to and settled in the Companyâ€™s own stock and were classified within stockholdersâ€™ equity. In July and August 2023, the Company issued warrants to purchase a total of 47,670 shares of common stock to Maxim Group LLC (â€œMaximâ€), the placement agent for each of the three public offerings of the Companyâ€™s common stock completed during the period. The warrants are exercisable at any time beginning six months after the closing date of the applicable equity offering and expire five years from the commencement of sales under the applicable offering. Of the warrants issued in the offerings, 13,000 are exercisable beginning on January 11, 2024 at a price of $6.60 per share; 20,500 are exercisable beginning on January 19, 2024 at a price of $4.80 per share; and 13,270 are exercisable beginning on February 9, 2024 at a price of $4.92 per share. The Company estimated the value of the warrants in 2023 using the Black-Scholes options valuation model. The fair value of the warrants issued in February 2023 was $195 thousand and was recognized as issuance costs of the common stock issued in the underwritten public offering and was classified within stockholdersâ€™ equity. The fair value of the warrants issued in July and August 2023 totaled $168 thousand and was recognized as issuance costs of the common stock issued in the three public offerings during the period and was classified within stockholdersâ€™ equity. 15 Table of ContentsÂ In May 2024, in connection with the sale of 4,710,000 shares of common stock, the Company issued Series A Warrants to purchase an aggregate of 4,710,000 shares of common stock and Series B Warrants to purchase an aggregate of 7,065,000 shares of common stock to the purchasers of the stock. The warrants are exercisable upon issuance and have an exercise price of $0.85 per share. The Series A Warrants expire on May 13, 2025 and the Series B Warrants expire on May 14, 2029. Additionally, the Company issued warrants to purchase 188,400 shares of common stock to Maxim, the placement agent for the public offering of the Companyâ€™s securities. The placement agent warrants are exercisable at any time beginning six months after the closing date of the equity offering and expire five years from the from the commencement of sales under the offering.The Company estimated the value of the warrants issued to the placement agent in May 2024 using the Black-Scholes options valuation model. The fair value of the warrants issued in May 2024 was $70 thousand and was recognized as issuance costs of the common stock issued in the public offering and was classified within stockholders' equity. The fair value of the warrants issued to placement agents in 2024 and 2023 was estimated on the date of grant using the following assumptions:Â Â Â 2024 Â 2023 Â Â Minimum Â Maximum Â Minimum Â Maximum Expected life (in years) Â 5.0 Â 5.0 Â 4.0 Â 5.0 Expected volatility Â 118.6% Â 118.6% Â 116.1% Â 123.9% Risk-free interest rate Â 4.50% Â 4.50% Â 3.98% Â 4.24% Dividend yield Â 0% Â 0% Â 0% Â 0% Â A summary of the Companyâ€™s outstanding warrants as of June 30, 2024 is as follows:Â Class of Shares Â Number of Warrants Â Â Exercise Price Â Â Expiration Date Common Stock Â Â 500 Â Â $ 104.00 Â Â July 1, 2026 Common Stock Â Â 500 Â Â $ 104.00 Â Â November 15, 2026 Common Stock Â Â 1,727 Â Â $ 625.00 Â Â November 10, 2026 Common Stock Â Â 10,000 Â Â $ 31.25 Â Â August 9, 2027 Common Stock Â Â 13,000 Â Â $ 6.60 Â Â July 10, 2028 Common Stock Â Â 20,500 Â Â $ 4.80 Â Â July 14, 2028 Common Stock Â Â 13,270 Â Â $ 4.92 Â Â August 4, 2028 Common Stock Â Â 188,400 Â Â $ 0.935 Â Â May 9, 2029 Common Stock Â Â 4,710,000 Â Â $ 0.85 Â Â May 13, 2025 Common Stock Â Â 7,065,000 Â Â $ 0.85 Â Â May 14, 2029 Â Â Total Â Â 12,022,897 Â Â Â Â Â Â Â 11. Equity Incentive PlansIn 2017, the Company adopted its 2017 Equity Incentive Plan (the â€œ2017 Planâ€).On November 10, 2021, the 2017 Plan terminated and was replaced by the 2021 Plan (defined below), and future issuances of incentive instruments will be governed by the 2021 Plan. To the extent that outstanding awards under the 2017 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will no longer be available for future issuance.Â 2021 Equity Incentive PlanÂ In 2021, the Company adopted the 2021 Equity Incentive Plan (the â€œ2021 Planâ€). Options granted under the 2021 Plan may be Incentive Stock Options or Non-statutory Stock Options, as determined by the Compensation Committee of the Companyâ€™s board of directors, who is responsible for administering the 2021 Plan. Stock Purchase Rights may also be granted under the 2021 Plan. The term shall be no more than ten years from the date of grant thereof. In the case of an Incentive Stock Option granted to an optionee who, at the time the option is granted, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the option shall be five years from the date of grant or such shorter term as may be provided in the option Agreement. To the extent outstanding awards under the 2021 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will be available for future issuance under the 2021 Plan. The 2021 Plan provides that additional shares will automatically be added to the shares authorized for issuance under the 2021 Plan on January 1 of each year. The number of shares added each year will be equal to the lesser of: (i) 5.0% of the outstanding shares of the Companyâ€™s common stock on December 31st of the preceding 16 Table of ContentsÂ calendar year or (ii) such number of shares determined by the board of directors, in its discretion. On January 1, 2023, 4,839 shares were automatically added to the number of shares authorized for issuance under 2021 Plan (an increase equal to 5% of the number of the outstanding shares of Company common stock as of December 31, 2022). On January 1, 2024, 73,304 shares were automatically added to the number of shares authorized for issuance under 2021 Plan (an increase equal to 5% of the number of the outstanding shares of Company common stock as of December 31, 2023).Â In the case of an incentive stock option (i) granted to an employee who, at the time of grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any parent or subsidiary of the Company, the exercise price shall be no less than 110% of the fair market value per share on the date of grant; (ii) granted to any other employee, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. In the case of a non-statutory stock option (i) granted to an employee who, at the time of grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any parent or subsidiary of the Company, the exercise price shall be no less than 110% of the fair market value per share on the date of grant; (ii) granted to any other service provider, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. Notwithstanding the foregoing, options may be granted with a per share exercise price other than as required above pursuant to a merger or other corporate transaction.Â The options may include provisions permitting exercise of the option prior to full vesting. Any unvested shares upon termination shall be subject to repurchase by the Company at the original exercise price of the option.As of June 30, 2024, there were 32,786 shares of common stock available for issuance under the 2021 Plan.Stock options granted under the Companyâ€™s equity incentive plans generally vest over four years from the date of grant. The following table summarizes the stock option award activity for the six months ended June 30, 2024:Â Â Â Outstanding Â Â Exercisable Â January 1, 2024 Â Â 14,661 Â Â Â 6,110 Â Granted Â Â 42,000 Â Â Â â€” Â Vested Â Â â€” Â Â Â 2,201 Â Canceled or expired Â Â (2,292) Â Â (781) Exercised Â Â â€” Â Â Â â€” Â June 30, 2024 Â Â 54,369 Â Â Â 7,530 Â Â The weighted-average exercise price as of June 30, 2024 for stock options outstanding and stock options exercisable was $34.52 and $169.76, respectively. The weighted average remaining contractual life as of June 30, 2024 for stock options outstanding and stock options exercisable was 9.03 and 6.26 years, respectively. The following table sets forth the status of the Companyâ€™s non-vested restricted common stock awards: Â Â Â Â Weighted-Average Â Â Â Number of Â Grant Date Â Â Â Shares Â Fair Value Per Share Â January 1, 2024 Â Â â€” Â $ - Â Issuance of restricted common stock Â Â 7,500 Â $ 1.34 Â Vested Â Â (1,875) $ 1.34 Â Cancelled Â Â â€” Â $ - Â June 30, 2024 Â Â 5,625 Â $ 1.34 Â Â There were no restricted stock awards outstanding during the year ended December 31, 2023.Â 17 Table of ContentsÂ Stock-Based CompensationTotal stock-based compensation recorded in the condensed statements of operations is allocated as follows (in thousands):Â Â Â Three Months Ended Â Â Six Months Ended Â Â Â June 30, Â Â June 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development Â $ 23 Â Â $ 27 Â Â $ 45 Â Â $ 58 Â Sales and marketing Â Â 1 Â Â Â 1 Â Â Â 1 Â Â Â 3 Â General and administrative Â Â 30 Â Â Â 53 Â Â Â 62 Â Â Â 104 Â Total stock-based compensation Â $ 54 Â Â $ 81 Â Â $ 108 Â Â $ 165 Â Â Â 12. Net Loss per ShareThe following outstanding potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share for the periods presented due to their antidilutive effect:Â Â Â Six Months Ended Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Warrants to purchase common stock Â Â 12,022,897 Â Â Â 12,727 Â Common stock options issued and outstanding Â Â 54,369 Â Â Â 16,435 Â Total Â Â 12,077,266 Â Â Â 29,162 Â Â Â 13. Subsequent EventsTermination of ALOM AgreementEffective August 1, 2024, the Company terminated the ALOM Agreement, pursuant to which ALOM provided, on a non-exclusive basis, certain assembly, procurement, storage, returns, and fulfillment services (collectively, the â€œServicesâ€) to the Companyâ€™s end customers and retailers within the United States. The Company terminated the Agreement for convenience, in accordance with the terms of the ALOM Agreement, in furtherance of its efforts to continue to reduce both direct and indirect costs associated with product manufacturing and distribution. The Company did not incur any material early termination penalties in connection with the termination of the ALOM Agreement. The Company is now utilizing third-party logistics and storage services from alternate suppliers without material minimums and has established in-house assembly and testing capabilities. The Company completed the transition with no disruptions to service and expects current capacity will be sufficient to meet demand for the foreseeable future. Amended and Restated 2021 Equity Incentive PlanOn August 9, 2024, the Company adopted its Amended and Restated 2021 Equity Incentive Plan (the â€œA&R 2021 Planâ€), which amends and restates the 2021 Plan in full to, amongst other things, increase the number of shares of common stock authorized for issuance thereunder from 92,376 shares to 1,000,000 shares. The Companyâ€™s Board

of Directors unanimously approved the adoption of the A&R 2021 Plan, subject to stockholder approval, on June 15, 2024, and the Companyâ€™s stockholders approved the A&R 2021 Plan at the Companyâ€™s 2024 Annual Meeting of Stockholders held on August 9, 2024. Â 18 Table of ContentsÂ Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations The following discussion and analysis of our financial condition and results of operations should be read together with the interim condensed financial statements and related notes included elsewhere in this Quarterly Report on Form 10â€‘Q, as well as our audited financial statements and related notes as disclosed in our Annual Report on Form 10â€‘K for the fiscal year ended December 31, 2023. This discussion contains forward-looking statements based upon current expectations that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under Part II, Item 1A â€œRisk Factorsâ€ or in other parts of this Quarterly Report on Form 10â€‘Q, as well as those identified in the â€œRisk Factorsâ€ section of our Annual Report on Form 10â€‘K for the fiscal year ended December 31, 2023, each of which Risk Factors are incorporated in this Quarterly Report on Form 10-Q by reference. Our historical results are not necessarily indicative of the results that may be expected for any period in the future. See â€œForward-Looking Statements.â€ Business Overview Tivic Health is a health tech company focused on bioelectronic medicine. Bioelectronic medicine is a branch of the global neuromodulation market that treats disease and conditions by modulating the electrical signals carried along various nerve pathways. The field grew out of the neuromodulation industry and relied, historically, on implantable devices (e.g., pacemakers, spinal implants, deep brain stimulators). IDTechEx has identified several fast-growing areas in the bioelectronic medicine field, including peripheral nerve stimulation, which it has indicated is forecasted to grow at a 35% CAGR from 2019 through 2029. Tivic currently has two non-invasive bioelectronic platforms designed to deliver therapeutic benefits via manipulation of such signals without the use of traditional implanted technology. Commercial Platforms Tivic has developed two complementary platforms. Tivicâ€™s first commercial platform is a handheld design that interfaces non-invasively with the trigeminal, sympathetic, and other facial and cranial nerve structures. This platform is the basis for Tivicâ€™s existing product, currently marketed with FDA approval as ClearUP Sinus Pain Relief for the treatment of sinus pain and congestion. The second platform is a research-stage platform directed to vagus nerve stimulation, which is currently undergoing clinical evaluation. First Commercial Product Tivic Health currently markets one commercial product under the brand name â€œClearUP Sinus Pain Relief.â€ ClearUP is built on our patented, handheld neuromodulation design and was developed by Tivic Health for the treatment of sinus and allergy-related conditions. It uses ultra-low current electrical waves to relieve sinus pain and congestion symptoms that are prevalent in nasal allergies, sinus infections, chronic sinusitus, cold and flu and other disease conditions. ClearUP had U.S. FDA approval for the treatment of sinus pain and congestion, and is the first FDA-approved bioelectronic treatment of the foregoing indications. Additionally, ClearUP has E.U. CE Mark approval for the treatment of sinus pain, pressure and congestion. The FDA initially provided clearance to our ClearUP product under a 510(k) as an allergy treatment in January 2019. The FDA granted ClearUP a subsequent De Novo clearance in March 2021, which expanded ClearUPâ€™s label, enabling marketing of ClearUP for allergies, sinusitis, cold, flu, and any inflammatory condition involving congestion. A 2023 study with over 2,000 representative consumers conducted by Intellego Insights (commissioned by Tivic Health) identified that approximately 85 million U.S. adults experience inflammation-related symptoms related to allergies, congestion, head pain, and sinus issues. Of the consumers that participated in the study, 58% of sufferers try to avoid medication, if at all possible. Customers can purchase ClearUP products directly from Tivic via our own website and through major online stores, including Amazon, Walmart, BestBuy, FSAStore and HSA Store. The Company has also entered distribution agreements with McKesson, Cardinal Health and Amerisource Bergen (now Cencora). A sham-controlled investigator-initiated trial is in progress with the Icahn School of Medicine at Mount Sinai, to extend the use of Tivicâ€™s handheld monopolar platform to the management of pain resulting from functional endoscopic sinus surgery and other facial surgeries. If successful, the Company may develop additional products addressing this clinical use case, which would require new regulatory clearances for a novel indication. We have also previously evaluated the market opportunity for use of ClearUP as part of a migraine treatment toolkit. While we believe that both clinical and market rationale are positive for such use, we have, for the time being, determined to down-prioritize any clinical 19 Table of ContentsÂ studies of migraine-related indications based on the aggressive competition among entrenched incumbents and limited uptake, to date, of existing devices for the treatment and/or prevention of migraine. Â Business Updates Â VNS Clinical Research On May 8, 2024, we announced the final results of our pilot research study with The Feinstein Institutes for Medical Research at Northwell Health (â€œFeinsteinâ€). Through this collaboration, we have confirmed the effectiveness of our patent-pending non-invasive cervical vagus nerve stimulation (â€œncVNSâ€) approach, which induces responses in the autonomic, cardiac, and central nervous systems and can be expected to have clinical utility in several major disease areas. Â â€¢Compared to baseline measurement, our ncVNS intervention resulted in a 97% increase in the root mean square of successive differences (â€œRMSSDâ€) measure of heart rate variability, which is a widely accepted proxy for vagus nerve activity. â€¢Measurements of brain activity using EEG demonstrated that our ncVNS intervention increased frontal theta power by 24% and reduced gamma power in several brain regions, including a 66% reduction in frontal gamma power. These changes in brain activity are consistent with reduced arousal and anxiety. â€¢During ncVNS stimulation, subjects had sustained pupil constriction, a 9.5% reduction in pupil diameter, an outcome associated with activation of the parasympathetic nervous system. Â Previous studies of non-invasive VNS devices have reported mixed results regarding autonomic nervous system changes. The magnitude of our ncVNS data imply potential for greater clinical effects and enhanced reproducibility. While these results were in healthy subjects, the data suggest our ncVNS approach may have clinical utility in several patient populations including those with epilepsy, post-traumatic stress disorder, and ischemic stroke, among others. Â On May 17, 2024, we entered into a Collaboration and Research Support Agreement with Feinstein, pursuant to which we will collaborate with Feinstein in the development and drafting of a protocol (the â€œProtocolâ€) to advance a research program designed to test Autonomic Nervous System (â€œANSâ€) function and/or balance in healthy able-bodied individuals in response to neuromodulation of the ANS by our neurostimulation device, by leveraging and augmenting the NDS Labâ€™s multi-modal index to quantify the activation status of the ANS during various of clinically relevant tests, and to submit such Protocol and the research study described therein (the â€œStudyâ€) for institutional and IRB approval. If the Protocol and Study are approved, the Study shall be implemented pursuant to the Protocol and shall be governed by the terms of the agreement. Total length of the project is expected to be one year. May 2024 Public Offering On May 13, 2024, we sold an aggregate of (i) 4,710,000 shares of common stock, (ii) Series A warrants to purchase up to 4,710,000 shares of common stock and (iii) Series B warrants to purchase up to 7,065,000 shares of common stock to certain investors in a registered public offering at a combined public offering price of $0.85 per share and accompanying warrants. We also issued Maxim Group LLC, who served as the placement agent for the offering, warrants to purchase 188,400 shares of common stock as partial compensation for services rendered in connection with the offering. The securities were registered pursuant to the registration statement on Form S-1 (File No. 333-278383), which was initially filed with the Securities and Exchange Commission (the â€œSECâ€) on March 29, 2024, and amended on April 29, 2024 and May 8, 2024, and declared effective on May 9, 2024. We received gross proceeds from the offering of approximately $4.0 million, before deducting placement agent fees and other offering expenses payable by the Company. Net proceeds to the Company from the offering, after deducting the placement agent fees and expenses and other offering expenses (excluding proceeds to the Company, if any, from the future exercise of the warrants issued in connection with the offering), were approximately $3.3 million. See Notes 9 and 10 to our condensed financial statements included in Part I, Item 1 of this Quarterly Report on Form 10 Q for additional information regarding the securities sold in this offering. Lease Termination On May 21, 2024, we entered into a Sublease Termination Agreement (the â€œTermination Agreementâ€) with Czarnowski Display Service, Inc. (â€œCDSâ€), pursuant to which we terminated that certain Sublease Agreement, by and between the Company and CDS, dated as of November 17, 2021 (the â€œSubleaseâ€), effective as of May 31, 2024 (the â€œTermination Dateâ€). Prior to the Termination Date, we leased 20 Table of ContentsÂ approximately 9,091 square feet of office space located at 25821 Industrial Boulevard, Suite 100, Hayward, California (the â€œPremisesâ€) under the Sublease, which served as our principal place of business. In exchange for the early termination of the Sublease pursuant to the Termination Agreement, we made a one-time termination payment to CDS in the amount of $44,480.44. Additionally, in connection with the termination, we agreed to pay (i) all commissions owned to any broker in connection with the sublease of the Premises by CDS to the new sublessee, and (ii) any fees or expenses charged by the owner of the Premises in connection with its review of the new sublease agreement with the new sublessee. We expect that the termination of the Sublease will result in a reduction of approximately $200 thousand in lease expense over the next year and a half. New Principal Place of Business On May 30, 2024, we entered into a Co-Working Space Agreement, pursuant to which we rent office space located at 47685 Lakeview Blvd., Fremont, California, which will serve as our principal place of business, for a total $1 thousand a month. The agreement has an initial term of six months, commencing June 1, 2024, after which it will automatically renew on a month to month basis until terminated. Appointment of Christina Valauri to the Board On June 17, 2024, our board of directors (the â€œBoardâ€) appointed Christina Valauri as a director of the Company, effective July 1, 2024, to fill a vacancy in the Class I class of directors of the Board. Additionally, Ms. Valauri was appointed to serve as a member of the Compensation Committee, Audit and Risk Committee and Nominations and Corporate Governance Committee of the Board, and replaced Karen Drexler as chairperson of the Nominations and Corporate Governance Committee, in each case effective July 1, 2024. Ms. Drexler continues to serve as a member of the Nominations and Corporate Governance Committee. Resignation of Karen Drexler from the Board On June 17, 2024, Karen Drexler tendered her resignation from the Board and each of the Compensation Committee, Audit and Risk Committee and Nominations and Corporate Governance Committee thereof, in each case effective September 30, 2024. Ms. Drexlerâ€™s decision to resign from her positions as a director on the Companyâ€™s Board was not the result of any disagreement with the Company on any matter relating to the Companyâ€™s operations, policies or practices, and it is expected that Ms. Drexler will continue to serve as an advisor to the Company and the Board after her resignation is effective. Â Nasdaq Compliance On June 28, 2024, we received a notification letter from the Listing Qualifications Department of the Nasdaq Stock Market LLC (â€œNasdaqâ€) notifying us that, because the closing bid price for our common stock was below $1.00 per share for 33 consecutive business days, we are not currently in compliance with the minimum bid price requirement for continued listing on the Nasdaq Capital Market, as set forth in Nasdaq Marketplace Rule 5550(a)(2) (the â€œMinimum Bid Price Requirementâ€). The notification had no immediate effect on the listing of our common stock on the Nasdaq Capital Market, and, therefore, our listing remains fully effective. In accordance with Nasdaq Marketplace Rule 5810(c)(3)(A), we have a period of 180 calendar days from June 27, 2024, or until December 26, 2024, to regain compliance with the Minimum Bid Price Requirement. If at any time before December 26, 2024, the closing bid price of our common stock closes at or above $1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written notification that we have achieved compliance with the Minimum Bid Price Requirement, and the matter would be resolved. If we do not regain compliance during the compliance period ending on December 26, 2024, then Nasdaq may grant us a second 180 calendar day grace period to regain compliance, provided we (i) meet the continued listing requirement for market value of publicly-held shares and all other initial listing standards for the Nasdaq Capital Market, other than the minimum closing bid price requirement, and (ii) we notify Nasdaq of our intent to cure the deficiency. We intend to continue actively monitoring the closing bid price for our common stock between now and December 26, 2024, and will consider available options to resolve the deficiency and regain compliance with the Minimum Bid Price Requirement. If we do not regain compliance within the allotted compliance period, including any extensions that may be granted by Nasdaq, Nasdaq will provide notice that our common stock will be subject to delisting. We would then be entitled to appeal that determination to a Nasdaq hearings panel. There can be no assurance that we will regain compliance with the Minimum Bid Price Requirement during the 180 day compliance period, secure a second period of 180 calendar days to regain compliance, or maintain compliance with the other Nasdaq listing requirements. Â 21 Table of ContentsÂ ALOM Agreement Termination Â Effective August 1, 2024, we terminated the Fulfillment Services Agreement with ALOM Technologies Corporation (â€œALOMâ€) in furtherance of our efforts to continue to reduce both direct and indirect costs associated with product manufacturing and distribution of our ClearUp device. ALOM provided assembly, procurement, storage, returns, and fulfillment services to the our end customers and retailers within the United States. We are now utilizing third-party logistics and storage services from alternate suppliers without material minimums and have established in-house assembly and testing capabilities. We completed the transition with no disruptions to service and foresees current capacity will be sufficient to meet demand for the foreseeable future. Amended and Restated 2021 Equity Incentive Plan On August 9, 2024, we adopted the Amended and Restated 2021 Equity Incentive Plan (the â€œA&R 2021 Planâ€), which amends and restates our 2021 Equity Incentive Plan in full to, amongst other things, increase the number of shares of common stock authorized for issuance thereunder from 92,376 shares to 1,000,000 shares. The Companyâ€™s Board of Directors unanimously approved the adoption of the A&R 2021 Plan, subject to stockholder approval, on June 15, 2024, and the Companyâ€™s stockholders approved the A&R 2021 Plan at the Companyâ€™s 2024 Annual Meeting of Stockholders held on August 9, 2024. Postoperative Pain Clinical Research Â On August 13, 2024, Tivic received the final report from an investigator-led double-blind study funded by the Icahn School of Medicine at Mount Sinai on the use of microcurrent as an alternative for the treatment of pain following functional endoscopic sinus surgery, rhinoplasty and other forms of sino-nasal surgeries. No statistically significant differences were identified between users of the active microcurrent device and sham device. Given the relatively small market size and lack of definitive indicators of clinical utility, the Company currently has no plans to fund additional research in this area. Â Operational Updates Â In the first half of 2024, we invested in our product, innovation and development as follows: â€¢We announced completion of enrollment in its clinical study with The Feinstein Institute for Medical Research, Northwell Health, testing a proprietary approach to non-invasive vagus nerve stimulation, for which we publicly announced the final data analysis results on May 8, 2024. â€¢In Q2, we engaged The Feinstein Institute for the next phase of our clinical optimization study. This Phase 1a study will refine stimulation parameters for use in specific disease conditions. â€¢We launched ClearUP 2.0 and decommissioned older models. The new version included new power management circuitry and improved power management for faster charging and longer battery life, addressing a critical customer concern. â€¢We entered a limited exclusive distribution agreement with McKesson Medical, one of the Top 10 Medical Equipment Distributors and Suppliers in the nation. Under the terms of the agreement, McKesson affiliate Simply Medical will have certain exclusive distribution rights for Tivic Healthâ€™s ClearUP product for Walmart, Target, eBay and Kroger, as well as non-exclusive distribution rights in other specified on-line channels. â€¢We completed a transition of our third-party logistics support from ALOM to an alternate third-party logistics provider with significantly lower minimums and lower processing costs. â€¢We established a low-volume internal manufacturing and test facility sufficient to address foreseeable needs. â€¢We continued to invest in our intellectual property portfolio, filing our first vagus nerve stimulation patent and prosecuting existing filings. In Q2, we received notification of additional allowances for patent filings in the U.S. and EU. Â We have continued to intentionally maintain a small core team at this stage of the Company and made further reductions in operating expenses. We have relied, and continue to rely, heavily on third-party service providers, including marketing agencies, manufacturing services, third-party logistics providers, software-as-a-service platforms, clinical research organizations, academic research partnerships, finance and accounting support, and legal support to carry out our operations. Â 22 Table of ContentsÂ Results of Operations Comparison of the Three and Six Months Ended June 30, 2024 and 2023 Â The following table summarizes our results of operations (in thousands): Â Â Three Months Ended June 30, Â Â Six Months Ended June 30, Â Â Â 2024 Â Â 2023 Â Â Change Â Â 2024 Â Â 2023 Â Â Change Â Â Â (unaudited) Â Â Â Â Â Â Â Â Â Â Â Â Revenue Â $ 140 Â Â $ 161 Â Â $ (21) Â $ 474 Â Â $ 537 Â Â $ (63) Cost of sales Â Â 110 Â Â Â 100 Â Â Â 10 Â Â Â 277 Â Â Â 363 Â Â Â (86) Gross profit Â Â 30 Â Â Â 61 Â Â Â (31) Â Â 197 Â Â Â 174 Â Â Â 23 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Research and development Â Â 302 Â Â Â 468 Â Â Â (166) Â Â 558 Â Â Â 958 Â Â Â (400) Sales and marketing Â Â 207 Â Â Â 452 Â Â Â (245) Â Â 712 Â Â Â 910 Â Â Â (198) General and administrative Â Â 727 Â Â Â 1,266 Â Â Â (539) Â Â 1,614 Â Â Â 2,547 Â Â Â (933) Total operating expenses Â Â 1,236 Â Â Â 2,186 Â Â Â (950) Â Â 2,884 Â Â Â 4,415 Â Â Â (1,531) Loss from operations Â Â (1,206) Â Â (2,125) Â Â 919 Â Â Â (2,687) Â Â (4,241) Â Â 1,554 Â Other expense: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Other expense: Â Â 60 Â Â Â â€” Â Â 60 Â Â Â 60 Â Â Â â€” Â Â 60 Â Total other expense Â Â 60 Â Â Â â€” Â Â 60 Â Â Â 60 Â Â Â â€” Â Â 60 Â Net loss Â $ (1,266) Â $ (2,125) Â $ 859 Â Â $ (2,747) Â $ (4,241) Â $ 1,494 Â Â Revenue Revenue is currently generated through the sale of our ClearUP device and ancillary products, including accessories and accelerated shipping charges, and is net of return reserves. Sales are currently made directly to consumers online through our own website, and Amazon. In addition, the ClearUP device is also sold via our distribution partners Cardinal Health and McKesson to major retailers and specialty retailers, such as FSA Store, Walmart, BestBuy, and Target. Noninvasive bioelectronic medicine is an emerging market space that provides consumers with non-drug treatments for various diseases and ClearUP is the first FDA-approved bioelectronic treatment for sinus pain and congestion. For the three months ended June 30, 2024, revenue decreased overall by $21 thousand, or 13%, compared to the same period in 2023, primarily due to a 12% decrease in the per unit average sales price. For the six months ended June 30, 2024, revenue decreased overall by $63 thousand, or 12%, compared to the same period in 2023, primarily due to a 27% decrease in unit sales, offset by a 20% increase in the per unit average sales price. We expect some continued variability in sales due to reduction in marketing spend. Cost of Sales Cost of sales consists primarily of the

materials and services to manufacture our products, the internal personnel costs to oversee manufacturing and supply chain functions, and the shipment of goods to customers. A significant portion of our cost of sales is currently in fixed and semi-fixed expenses associated with the management of manufacturing and supply chain. Cost of sales is expected to increase on an absolute basis as sales volume increases. Â For the three months ended June 30, 2024, cost of sales increased by $10 thousand, or 10%, compared to the same period in 2023, primarily driven by an increase of $20 thousand in the inventory reserve for obsolescence. Excluding the $20 thousand inventory reserve adjustment in the second quarter of 2024, variable cost was $55 thousand, or $68.86 per unit, for the three months ended June 30, 2024, compared to $52 thousand, or $64.00 per unit, for the same period in 2023. Fixed costs were $35 thousand, or $43.25 per unit, for the three months ended June 30, 2024, compared to $49 thousand, or $60.48 per unit, for the same period in 2023. The decrease in the fixed cost was primarily due to lower product support costs. For the six months ended June 30, 2024, cost of sales decreased by $86 thousand, or 24%, compared to the same period in 2023, primarily driven by the decrease in sales volume. Variable cost was $205 thousand, or $78.95 per unit, for the six months ended June 30, 2024, compared to $244 thousand, or $68.50 per unit, for the same period in 2023. Fixed costs were $72 thousand, or $27.90 per unit, for the 23 Table of ContentsÂ six months ended June 30, 2024, compared to $119 thousand, or $33.52 per unit, for the same period in 2023. The decrease in the fixed cost was primarily due to lower product support costs. Gross Margin Gross margin has been and will continue to be affected by, and is likely to fluctuate on a quarterly basis due to, a variety of factors, including sales volumes, product and channel mix, pricing strategies, costs of finished goods, reserves for obsolescence, disposal costs of returned and/or obsolete inventory, product return rates, new product launches and potential new manufacturing partners and suppliers. Â Operating Expenses Research and Development Expenses Research and development expenses consist primarily of costs incurred to conduct research, including the discovery, development and validation of product candidates. Research and development expenses include personnel costs, including stock-based compensation expense, third-party contractor services, including development and testing of prototype devices, and maintenance of limited in-house research facilities. We expense research and development costs as they are incurred. We expect research and development expenses to increase with the discovery and validation of new product candidates. Â For the three months ended June 30, 2024, research and development expenses decreased by $166 thousand compared to the same period in 2023. For the six months ended June 30, 2024, research and development expenses decreased by $400 thousand compared to the same period in 2023. The decrease was due to reduced headcount and certain expenses incurred in 2023 which did not recur in 2024. The emphasis of research and development activities in 2023 was primarily related to a large segmentation study to identify additional incremental market segments with high willingness to pay, product design in our next generation device, intellectual property protection, and the study at The Feinstein Institutes for Medical Research on vagus nerve stimulation. Sales and Marketing Expenses Sales and marketing expenses include personnel costs and expenses for advertising and other marketing services. Personnel costs consist of salaries, bonuses, benefits and stock-based compensation expense. We expect sales and marketing expenses to increase modestly as we continue to expand our markets and distribution channels. Â For the three months ended June 30, 2024, sales and marketing expenses decreased by $245 thousand compared to the same period in 2023. For the six months ended June 30, 2024, sales and marketing expenses decreased by $198 thousand compared to the same period in 2023. The decrease was due primarily to a four-month test program ending in February 2024 with InStep Health focused on education of healthcare professionals about the ClearUP solution as well as reductions in agency and staff costs. General and Administrative Expenses General and administrative expenses include D&O insurance, personnel costs, expenses for outside professional services and other expenses. Personnel costs consist of salaries, bonuses, benefits and stock-based compensation expense. Outside professional services consist of legal, finance, accounting and audit services, and other consulting fees. We expect general and administrative expenses to remain relatively flat. For the three months ended June 30, 2024, general and administrative expenses decreased by $539 thousand compared to the same period in 2023. For the six months ended June 30, 2024, general and administrative expenses decreased by $933 thousand compared to the same period in 2023. The overall decreases were attributable to reduced headcount, lower consulting and professional fee expenses, as well as other general administrative expenses. 24 Table of ContentsÂ Liquidity and Capital Resources Sources of Liquidity Since our formation in September 2016, we have devoted substantially all of our efforts to research and development, to regulatory clearance and to early market development and testing for our first product, released in September 2019 in the United States. We are not profitable and have incurred net losses and negative cash flows from our operations in each year since our inception. As of June 30, 2024, we had cash and cash equivalents of $3.7 million, working capital of $4.1 million and an accumulated deficit of $40.6 million. We have financed our operations to date primarily through issuances of SAFE instruments, convertible notes and convertible preferred stock and the proceeds from registered offerings of our securities. In 2021, we completed our IPO, generating net proceeds to the Company of approximately $14.9 million, and we borrowed $2.6 million by issuing convertible notes payable, the outstanding balance of all of which converted into shares of our common stock in connection with our IPO. On February 13, 2023, we completed the sale of 200,000 shares of our common stock in a firm commitment, fully underwritten registered public offering, resulting in net proceeds to the Company of approximately $3.6 million. From July 11, 2023 to August 9, 2023, we sold an aggregate of 1,169,230 shares of our common stock to certain investors in a series of registered public offerings, resulting in aggregate net proceeds to the Company of approximately $4.3 million. Additionally, in May 2024, we sold an aggregate of 4,710,000 shares of our common stock, together with Series A warrants to purchase an aggregate of 4,710,000 shares of common stock and Series B warrants to purchase an aggregate of 7,065,000 shares of common stock, to certain investors in a registered public offering, resulting in net proceeds to the company of approximately $3.3 million. Although we have taken measures to decrease our operating expenses, we expect that our operating expenses may increase significantly as we discover, acquire, validate and develop additional product candidates; seek regulatory approval and, if approved, proceed to commercialization of new products; obtain, maintain, protect and enforce our intellectual property portfolio; and hire additional personnel when needed. Furthermore, we have incurred, and will continue to incur, significant costs associated with operating as a public company. Management expects to incur substantial additional operating losses for the foreseeable future to expand our markets, complete development or acquisition of new product lines, obtain regulatory approvals, launch and commercialize our products and continue research and development programs. Based on the Companyâ€™s current cash levels and burn rate, amongst other things, the Company believes its cash and financial resources may be insufficient to meet the Companyâ€™s anticipated needs for the twelve months following the date of issuance of the financial statements for the quarter ended June 30, 2024, included elsewhere in this Report, which raises substantial doubt about the Companyâ€™s ability to continue as a going concern within one year from the issuance date of the financial statements. Â Plan of Operation and Future Funding Requirements We have used our capital resources primarily, to date, to fund marketing and advertising for ClearUP, development of both our trigeminal and our vagus nerve platforms and product candidates, evaluating and diligencing potential licensing and acquisition candidates, and the establishment of public company operating infrastructure and general operations. Although we have taken measures to decrease our operating expenses, we expect that our operating expenses will increase as we advance our vagus nerve platform, as well as discover, acquire, validate or develop additional product candidates; seek regulatory approval and, if approved, proceed to commercialization of new products; obtain, maintain, protect and enforce our intellectual property portfolio; hire additional personnel when needed; and maintain compliance with material government (in addition to environmental) regulations. We plan to increase our research and development investments in our vagus nerve platform and clinical applications thereof in 2024. Â Furthermore, we have incurred, and will continue to incur, significant costs associated with operating as a public company. We expect to continue to incur losses for the foreseeable future. At this time, due to the inherently unpredictable nature of research and new product adoption as well as other macroeconomic factors, we cannot reasonably estimate the costs we will incur and the timelines that will be required to complete development, obtain marketing approval and commercialize future product candidates, if at all. For the same reasons, we are also unable to predict how quickly we will generate significant revenue from ClearUP product sales or whether, or when, if ever, we may achieve profitability from the sales of one or more products. Clinical and preclinical development timelines, the probability of success, and costs can differ materially from expectations. In addition, we cannot forecast which product candidates may be best developed and/or monetized through future collaborations, when such arrangements will be secured, if at all, and to what degree such arrangements would affect our development plans and capital requirements. Â In addition to the foregoing, we may, from time to time, consider opportunities for strategic acquisitions or other strategic transactions that we believe will align with our growth plan, complement our product offerings and be in the best interest of the Company and our shareholders. If an acquisition or other strategic transaction is identified and pursued, a substantial portion of our cash reserves may be required to complete such acquisition or other strategic transaction. If we identify an attractive acquisition that would require more cash 25 Table of ContentsÂ to complete than we are willing or able to use from our cash reserves, we will consider financing options to complete the acquisition, including through equity and/or debt financings. Â We have generated operating losses in each period since inception. We have incurred an accumulated deficit of $40.6 million through June 30, 2024. We expect to incur additional losses in the future as we expand both our research and development activities. Based on our current cash levels and burn rate, amongst other things, we believe our cash and financial resources may be insufficient to meet our anticipated needs for the next twelve months. As a result, we expect that we will need to raise additional capital to continue operating our business and fund our planned operations, including research and development, clinical trials and, if regulatory approval is obtained, commercialization of future product candidates. We currently generate sales revenue direct-to-consumer though our own websites, Amazon.com and Walmart.com. We also sell to major and specialty U.S. online retailers such as BestBuy and FSAStore and through distributors including McKessonâ€™s affiliate Simply Medical, Cardinal Health and Cencora (formerly known as Amerisource Bergen). Our ability to grow sales revenue will depend on successfully executing a comprehensive marketing campaign to drive additional sales through existing and new channels. Long-term growth will be commensurate with our ability to successfully identify, develop, and secure regulatory approval of one or more additional product candidates beyond ClearUP. Until such time as we can generate significant revenue from product sales, if ever, we expect to finance our operations through private or public equity or debt financings, collaborative or other arrangements with corporate, foundation or government funding sources, or through other sources of financing. We do not know whether additional financing will be available on commercially acceptable terms, or at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial conditions or results of operations, and we may have to significantly delay, scale back or discontinue the development and commercialization of our products and/or future product candidates. Â The timing and amount of our operating expenditures will depend largely on: â€¢our ability to raise additional capital if and when necessary and on terms favorable to the Company; â€¢the timing and progress of sales initiatives driving top-line revenue; â€¢the availability of electronic parts and other components for our products, as well as our ability to source such parts and components at favorable prices; â€¢the timing and adoption rate of ClearUP line extensions at lower cost of goods; â€¢the payment terms and timing of commercial contracts entered into for manufacturing and sales of our products to and through online third-party retailers; â€¢the timing and progress of preclinical and clinical development activities; â€¢the number and scope of preclinical and clinical programs we decide to pursue; â€¢the timing and amount of milestone payments we may receive under any future collaboration agreements; â€¢whether we close potential future strategic acquisition opportunities, and if we do, our ability to successfully integrate acquired assets and/or businesses with our own; â€¢our ability to source new business opportunities through licenses and research and development programs and to establish new collaboration arrangements; â€¢the costs involved in prosecuting and enforcing patent and other intellectual property claims; â€¢the cost and timing of additional regulatory approvals beyond those currently held by us; â€¢our efforts to enhance operational systems and hire additional personnel, including personnel to support finance, sales, marketing, operations and development of our product candidates and satisfy our obligations as a public company; and â€¢our efforts to maintain compliance with material government (including environmental) regulations. Â Until such time, if ever, as we can generate substantial revenue from product sales, we expect to fund our operations and capital funding needs through equity and/or debt financings. We may also consider entering into collaboration arrangements or selectively partnering with third parties for clinical development and commercialization. The sale of additional equity would result in additional dilution to our stockholders. The incurrence of additional debt would result in debt service obligations, and the instruments governing such debt could provide for operating and financing covenants that would restrict our operations or our ability to incur additional indebtedness or 26 Table of ContentsÂ pay dividends, among other items. If we raise additional funds through governmental funding, collaborations, strategic partnerships and alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or product candidates or grant licenses on terms that may not be favorable to us. If we are not able to secure adequate additional funding, we may be forced to make reductions in spending, extend payment terms with suppliers, liquidate assets where possible, and/or suspend or curtail planned programs. Any of these actions could materially and adversely affect our business, financial condition, results of operations and prospects. Â Cash Flows The following table summarizes our cash flows for the period indicated (in thousands): Â Â Â Six Months Ended Â Â Â June 30, Â Â Â 2024 Â Â 2023 Â Â Â (unaudited) Â Â (unaudited) Â Cash used in operating activities Â $ (2,953) Â $ (4,866) Cash used in investing activities Â Â Â€” Â Â Â (118) Cash provided by (used in) financing activities Â Â 3,251 Â Â Â 4,126 Â Net increase (decrease) in cash and cash equivalents Â $ 298 Â Â $ (858) Â Operating Activities Net cash used in operating activities for the six months ended June 30, 2024 was $3.0 million, which consisted primarily of a net loss of $2.7 million, decreased by non-cash charges of $190 thousand and increased by a net decrease of $396 thousand in our net operating assets and liabilities. The non-cash charges primarily consisted of stock-based compensation of $108 thousand and amortization of right-of-use assets of $76 thousand. The change in our net operating assets and liabilities was primarily due to a decrease in accounts payable and accrued expenses of $617 thousand, an increase in accounts receivable of $153 thousand, an increase in prepaid and other current assets of $139 thousand, and a decrease of $79 thousand in lease liabilities. Net cash used in operating activities for the six months ended June 30, 2023 was $4.9 million, which consisted primarily of a net loss of $4.2 million, decreased by non-cash charges of $256 thousand and a net decrease of $881 thousand in our net operating assets and liabilities. The non-cash charges primarily consisted of stock-based compensation of $165 thousand and amortization of right-of-use assets of $85 thousand. The change in our net operating assets and liabilities was primarily due to a decrease in accounts payable and accrued expenses of $721 thousand and an increase of $125 thousand in inventory. Investing Activities There was no cash used in investing activities for the six months ended June 30, 2024. Net cash used in investing activities during the six months ended June 30, 2023 was related to the purchases of property and equipment. Financing Activities Our financing activities provided $3.3 million of cash during the six months ended June 30, 2024, which consisted primarily of proceeds from the sale of 4,710,000 shares of our common stock and Common Warrants to purchase an aggregate of 11,775,000 shares of common stock in May 2024, net of offering discounts and other costs. For the six months ended June 30, 2023, our financing activities provided $4.1 million of cash, which consisted primarily of proceeds from the sale of 200,000 shares of our common stock, net of offering discounts and other costs. Known Trends or Uncertainties As discussed elsewhere in this Report, the world has continued to be been affected by the lingering effects of the COVID-19 pandemic, the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas, economic uncertainty in human capital management (â€œHCMâ€) and certain other macroeconomic factors. Inflation has risen, Federal Reserve interest rates have increased over the last year, and the general consensus among economists continues to suggest that we should expect a higher recession risk to continue for the near term. Climate change continues to be an intense topic of public discussion and is adding additional challenges and financial burden due to impending preparations and changes in the customer mindset. Additionally, it is possible that U.S. policy changes, including changes and uncertainty as a result of the upcoming U.S. presidential election, could increase market volatility. These factors, amongst other things, could result in further economic uncertainty and volatility in the capital markets in the near term, and could negatively affect our 27 Table of ContentsÂ operations. Effects of the pandemic and recent economic volatility have negatively impacted our business in various ways over the last three years, including as a result of global supply chain constraints at least partially attributable to the pandemic. We will continue to monitor material impacts on our HCM strategies, including potential of employee attrition, amongst other things. Â Global supply chain shortages (especially when coupled with the increase in inflation and other economic factors) could result in an increase in the cost of the components used in our products, which could result in a decrease of our gross margins or in us having to increase the price at which we sell our products until supply chain constraints are resolved. Additionally, in the event that the price of our components increases significantly or we are unable to source sufficient components and materials from our current suppliers, or to develop relationships with additional suppliers, to manufacture enough of our products to satisfy demand, we may have to cease or slow down production and our business operations and financial condition may be materially harmed and we may need to alter our plan of operation. The United States has implemented tariffs on certain imported goods, including on certain items imported from China. In addition, China has imposed tariffs on a wide range of American products and placed restrictions on the export of certain items, including gallium and germanium, in retaliation for these American tariffs. As a result, there is a concern that the imposition of additional tariffs by

the United States could result in the adoption of additional tariffs or export restrictions by China and/or other countries. Any resulting trade war could negatively impact our business. The imposition of tariffs on items imported by us from China or other countries could increase our costs and could result in lowering our gross margin on products sold. Â Additionally, U.S. and global markets are experiencing volatility and disruption following the escalation of geopolitical tensions and the ongoing military conflicts between Russia and Ukraine and between Israel and Hamas. Although the length and impact of the ongoing military conflicts is highly unpredictable, the conflicts in Ukraine and the Middle East could lead to market disruptions, including significant volatility in commodity prices, credit and capital markets, as well as further supply chain interruptions. Additionally, the recent military conflict in Ukraine has led to sanctions and other penalties being levied by the United States, European Union and other countries against Russia. Additional potential sanctions and penalties have also been proposed and/or threatened. Russian military actions and the resulting sanctions could adversely affect the global economy and financial markets and lead to instability and lack of liquidity in capital markets, potentially making it more difficult for us to obtain additional funds. Â Although our business has not been materially impacted by the ongoing military conflict between Russian and Ukraine or the conflict between Israel and Hamas to date, it is impossible to predict the extent to which our operations, or those of our suppliers and manufacturers, will be impacted in the short and long term, or the ways in which the conflict may impact our business. The extent and duration of the military action, sanctions and resulting market disruptions are impossible to predict, but could be substantial. We are continuing to monitor the situations in Ukraine, the Middle East and globally to assess potential impacts on our business. Â As a result of these global issues and other macroeconomic factors, it has been difficult to accurately forecast our revenues or financial results, especially given the near and long term impact of the pandemic, geopolitical issues, inflation, the Federal Reserve maintaining high interest rates, the potential for a recession and recent uncertainties stemming from the upcoming election. In addition, while the potential impact and duration of these issues on the economy and our business may be difficult to assess or predict, these world events have resulted in, and may continue to result in, significant disruption of global financial markets, and may reduce our ability to access additional capital, which could negatively affect our liquidity in the future. Our results of operations could be materially below our forecasts as well, which could adversely affect our results of operations, disappoint analysts and investors, or cause our stock price to decline. Furthermore, a decrease in orders in a given period could negatively affect our revenues in future periods. Â These global issues and events may also have the effect of heightening many risks associated with our customers and supply chain. We may take further actions that alter our operations as may be required by federal, state, or local authorities from time to time, or which we determine are in our best interests. In addition, we may decide to postpone or abandon planned investments in our business in response to changes in our business, which may impact our ability to attract and retain customers and our rate of innovation, either of which could harm our business. Â Inflation Inflation has increased recently and future rates are unknown. Inflationary factors, such as increases in the cost of our products (and components thereof), interest rates, overhead costs and transportation costs may adversely affect our operating results. Although we do not believe that inflation has had a material impact on our financial position or results of operations to date, we may experience some effect in the near future (especially if inflation rates continue to rise) due to supply chain constraints, consequences associated with the ongoing conflicts between Russia and Ukraine and Israel and Hamas, employee availability and wage increases, trade tariffs imposed on certain products from China and increased component and services pricing. Â 28 Table of ContentsÂ Off-Balance Sheet Arrangements We have not entered into any off-balance sheet arrangements. Contractual Obligations and Commitments Office Lease The Company previously entered into a noncancelable operating lease for approximately 9,091 square feet of office space in Hayward, California as its headquarters. The lease was set to expire in October 2025 and there was no option to renew for an additional term. The Company was obligated to pay, on a pro-rata basis, real estate taxes and operating costs related to the premises. The lease was terminated on May 31, 2024 and the Company has no further obligations with regard to the lease. Â On May 30, 2024, we entered into a Co-Working Space Agreement, pursuant to which we rent office space located at 47685 Lakeview Blvd., Fremont, California for a total $1 thousand a month. The agreement has an initial term of six months, commencing June 1, 2024, after which it will automatically renew on a month to month basis until terminated. Lease costs recorded during the six month periods ended June 30, 2024 and 2023 were $84 thousand and $101 thousand, respectively. We enter into contracts in the normal course of business with our contract manufacturer and other vendors to assist in the manufacturing of our products and performance of our research and development activities and other services for operating purposes. These contracts generally provide for termination for convenience after expiration of an advance notice period ranging from 0 to 60 days, and therefore are cancelable contracts and not included in the table of contractual obligations and commitments. Except as set discussed elsewhere in this Report, there have been no material changes to our previously disclosed business strategy with respect to our contractual obligations as disclosed under Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations - Contractual Obligations in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. Critical Accounting Policies and Significant Judgments and Estimates Our condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of the condensed financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to sales return reserves, stock-based compensation, and going concern. Management bases its estimates and judgments on historical experience and on various other factors, including the macro-economic factors, that we believe to be 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 methods, estimates, and judgments used by us in applying these critical accounting policies have a significant impact on the results we report in our condensed consolidated financial statements. Our significant accounting policies and estimates are included in our Annual Report on Form 10â€‘K for the fiscal year ended December 31, 2023, filed with the SEC on March 25, 2024. Information regarding our significant accounting policies and estimates can also be found in Note 2 to our condensed financial statements included in Part I, Item 1 of this Quarterly Report on Form 10â€‘Q. Recent Accounting Pronouncements For a description of recent accounting pronouncements, see Note 2 to our condensed financial statements included in Part I, Item 1 of this Quarterly Report on Form 10â€‘Q. Item 3. Quantitative and Qualitative Disclosures about Market Risk Not applicable. Â Item 4. Controls and Procedures We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic and current reports that we file with the SEC is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s 29 Table of ContentsÂ rules and forms; and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Evaluation of Disclosure Controls and Procedures Our Chief Executive Officer and our interim Chief Financial Officer, after evaluating our â€œdisclosure controls and proceduresâ€ (as defined in Exchange Act Rules 13a 15(e) and 15d 15(e)) as of the end of the period covered by this Quarterly Report on Form 10-Q (the â€œEvaluation Dateâ€), have concluded that as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and interim Chief Financial Officer, where appropriate, to allow timely decisions regarding required disclosure. Changes in Internal Controls Over Financial Reporting There were no changes in our internal control over financial reporting identified in managementâ€™s evaluation pursuant to Rules 13a-15(d) or 15d-15(d) of the Exchange Act during the period covered by this Quarterly Report on Form 10-Q that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Inherent Limitations on Effectiveness of Controls Our management, including our Chief Executive Officer and our interim Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well-designed and operated, can provide only reasonable, not absolute, assurance that the control systemâ€™s objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Â Â 30 Table of ContentsÂ PART II - OTHER INFORMATION Item 1. Legal Proceedings We are not currently a party to any legal proceedings, litigation or claims, nor are aware of any pending, threatened, or unasserted claims, which, if determined adversely to us, would have a material adverse effect on our business, financial condition, results of operations or cash flows. We may from time to time, be a party to litigation and subject to claims incident to the ordinary course of business. Regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors. Â Item 1A. Risk Factors Please carefully consider the information set forth in this Quarterly Report on Form 10-Q and the risk factors discussed in Part I, â€œItem 1A. Risk Factorsâ€ in our Annual Report on Form 10-K for the year ended December 31, 2023 (the â€œAnnual Reportâ€). The risks described in our Annual Report, as well as other risks and uncertainties, could materially and adversely affect our business, results of operations, and financial condition, which in turn could materially and adversely affect the trading price of shares of our common stock. The occurrence of any of the risks discussed in such filings, or other events that we do not currently anticipate or that we currently deem immaterial, could harm our business, prospects, financial condition and results of operations. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment. Except as set forth below, there have been no material updates or changes to the risk factors previously disclosed in our Annual Report; provided, however, additional risks not currently known or currently material to us may also harm our business. If our stock price continues to remain below $1.00, our common stock may be subject to delisting from the Nasdaq Capital Market, which would materially reduce the liquidity of our common stock and have an adverse effect on our market price. On June 28, 2024, we received a notification from Nasdaq that we are not in compliance with Nasdaq Listing Rule 5550(a)(2), as the minimum bid price of our common stock has been below $1.00 per share for 33 consecutive business days. The notification had no immediate effect on the listing of our common stock, which will continue to trade at this time on the Nasdaq Capital Market under the symbol â€œTIVC.â€ In accordance with Nasdaq Listing Rule 5810(c)(3)(A), we have a period of 180 calendar days from June 27, 2024, or until December 26, 2024, to regain compliance with the minimum bid price requirement. To regain compliance, the closing bid price of our common stock must meet or exceed $1.00 per share for at least ten consecutive business days during this 180 calendar day period. In the event we do not regain compliance by December 26, 2024, we may be eligible for an additional 180 calendar day grace period if we meet the continued listing requirement for market value of publicly held shares ($1 million) and all other initial listing standards for the Nasdaq Capital Market, with the exception of the minimum bid price, and we provide written notice to Nasdaq of our intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. If we do not regain compliance within the allotted compliance period(s), Nasdaq will provide notice that our common stock will be subject to delisting from the Nasdaq Capital Market. Additionally, if the closing bid price of our common stock is $0.10 or less for ten consecutive trading days, Nasdaq will provide notice that our common stock will be subject to delisting from the Nasdaq Capital Market. In the event we receive a delisting notice, we may appeal such delisting determination to a hearings panel. We are currently evaluating our alternatives to resolve the listing deficiency. To the extent that we are unable to resolve the listing deficiency, there is a risk that our common stock may be delisted from Nasdaq, which would adversely impact liquidity of our common stock, potentially result in even lower bid prices for our common stock, and make it more difficult for us to obtain financing through the sale of our common stock. If we elect to implement a reverse stock split to regain compliance with the Nasdaq continued listing requirements, such reverse stock split could have a materially adverse effect on our business. In the event that we are unable to regain compliance with Nasdaq Listing Rule 5550(a)(2) through other methods, we may be required to implement a reverse stock split in order to do so. There are a number of risks associated with implementing a reverse stock split, including, without limitation: â€¢The market price per share of our common stock post-reverse stock split may not remain in excess of the $1.00 minimum bid price per share, as required by Nasdaq, or we may fail to meet the other requirements for continued listing on Nasdaq, including the minimum value of listed securities, resulting in the delisting of our common stock from the Nasdaq Capital Market; 31 Table of ContentsÂ â€¢the reverse stock split may not result in a price per share that will successfully attract certain types of investors, and such resulting share price may not satisfy the investing guidelines of institutional investors or investment funds; â€¢the trading liquidity of the shares of our common stock may not improve, or may decline, as a result of the reverse stock split and there can be no assurance that the reverse stock split, if completed, would result in the intended benefits; â€¢a reverse stock split could be viewed negatively by the market and other factors, which may adversely affect the market price of our common stock. Â There can be no assurances that implementation of a reverse stock split would allow us to prevent the delisting of our common stock from the Nasdaq Capital Market, and it could have a materially adverse effect on our business. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Recent Sales of Unregistered Securities During the quarter ended June 30, 2024, there were no unregistered sales of our securities that were not reported in a Current Report on Form 8-K. Repurchases The Company did not repurchase any of the Companyâ€™s outstanding equity securities during the three months ended June 30, 2024. Item 3. Defaults Upon Senior Securities None. Item 4. Mine Safety Disclosures Not applicable. Item 5. Other Information Rule 10b5-1 Trading Plans Â During the three months ended June 30, 2024, none of our directors or officers entered into, modified or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangement,â€ that were intended to satisfy the affirmative defense conditions of Rule 10b5-1, in each case as defined in Item 408 of Regulation S-K. Â Item 6. Exhibits Exhibit Number Exhibit description Incorporatedby Reference(Form Type) Filing Date Filed herewith Â Â Â Â Â Â Â Â Â Â Â Â 3.1 Â Amended and Restated Certificate of Incorporation, dated November 12, 2021. Â 8-K Â 11/15/2021 Â Â Â Â Â Â Â Â Â Â Â Â 3.2 Â Amended and Restated Bylaws, dated November 12, 2021. Â 8-K Â 11/15/2021 Â Â Â Â Â Â Â Â Â Â Â Â 3.3 Â Certificate of Amendment to the Amended and Restated Bylaws of the Company, dated July 5, 2023. Â 8-K Â 7/6/2023 Â Â Â Â Â Â Â Â Â Â Â Â 3.4 Â Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Tivic Health Systems, Inc., filed August 21, 2023 (effective August 23, 2023). Â 8-K Â 8/22/2023 Â Â Â Â Â Â Â Â Â Â Â Â 4.1 Â Specimen Stock Certificate. Â S-1/A Â 9/9/2021 Â Â Â Â Â Â Â Â Â Â Â Â 4.2 Â Form of Representativeâ€™s Warrant (IPO). Â S-1/A Â 9/9/2021 Â Â Â Â Â Â Â Â Â Â Â Â 32 Table of ContentsÂ 4.3 Â Warrant to Purchase Common Stock issued to Hannover International, Inc., dated July 1, 2021. Â S-1/A Â 10/29/2021 Â Â Â Â Â Â Â Â Â Â Â Â 4.4 Â Form of Representative's Warrant (February 2023 Offering). Â 8-K Â 2/13/2023 Â Â Â Â Â Â Â Â Â Â Â Â 4.5 Â Placement Agent Warrant, dated July 11, 2023. Â 8-K Â 7/11/2023 Â Â Â Â Â Â Â Â Â Â Â Â 4.6 Â Placement Agent Warrant, dated July 19, 2023. Â 8-K Â 7/19/2023 Â Â Â Â Â Â Â Â Â Â Â Â 4.7 Â Placement Agent Warrant, dated August 9, 2023. Â 8-K Â 8/9/2023 Â Â Â Â Â Â Â Â Â Â Â Â 4.8 Â Form of Series A Warrant, dated May 13, 2024. Â 8-K Â 5/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 4.9 Â Form of Series B Warrant, dated May 13, 2024. Â 8-K Â 5/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 4.10 Â Placement Agent Warrant, dated May 13, 2024. Â 8-K Â 5/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 4.11 Â Warrant Agency Agreement, dated May 13, 2024, by and between Tivic Health Systems, Inc. and Equiniti Trust Company, LLC. Â 8-K Â 5/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 10.1 Â Form of Securities Purchase Agreement, dated May 9, 024 by and between Tivic Health Systems, Inc. and the investors party thereto. Â 8-K Â 5/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 10.2 Â Placement Agency Agreement, dated May 9, 2024, by and between Tivic Health Systems, Inc. and Maxim Group LLC. Â 8-K Â 5/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 10.3â€ Â Collaboration and Research Support Agreement, dated May 17, 2024, by and between Tivic Health Systems, Inc. and The Feinstein Institutes for Medical Research. Â 8-K Â 5/22/2024 Â Â Â Â Â Â Â Â Â Â Â Â 10.4 Â Sublease Termination Agreement, dated May 21, 2024, by and between Tivic Health Systems, Inc. and Czarnowski Display Service, Inc. Â 8-K Â 5/30/2024 Â Â Â Â Â Â Â Â Â Â Â Â 10.5 Â Tivic Health Systems, Inc. Amended and Restated 2021 Equity Incentive Plan. dated August 9, 2024. Â 8-K Â 8/13/2024 Â Â Â Â Â Â Â Â Â Â Â Â 31.1 Â Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â Â XÂ Â Â Â Â Â Â Â Â Â Â Â Â 31.2 Â Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â XÂ Â Â Â Â Â Â Â Â Â Â Â Â 32.1 Â Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Â Â Â Â Â *Â Â Â Â Â Â Â Â Â Â Â Â 101.INS Â Inline XBRL Instance Document. Â Â Â Â Â **Â Â Â Â Â Â Â Â Â Â Â Â 101.SCH Â Inline XBRL Taxonomy Extension Schema With Embedded Linkbase Documents. Â Â Â Â Â **Â Â Â Â Â Â Â Â Â Â Â Â 104 Â Cover Page Interactive Data File â€“ the cover page

interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. Â Â Â Â Â ** Â Â Â * Furnished herewith. ** The XBRL related information in Exhibit 101 shall not be deemed â€œfiledâ€ for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document. â€ Portions of this exhibit have been redacted in compliance with Regulation S-K Item 601(b)(10). Â 33 Table of ContentsÂ SIGNATURE In accordance with Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Fremont, State of California, on August 14, 2024. Â Â Â Date: August 14, 2024 By: /s/ Jennifer Ernst Â Â Jennifer Ernst Â Â Title: Chief Executive Officer Â Â (Principal Executive Officer) Â Â Â Date: August 14, 2024 By: /s/ Kimberly Bambach Â Â Title: Interim Chief Financial Officer Â Â (Principal Financial and Accounting Officer) Â 34 EX-31.1 2 tivc-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Jennifer Ernst, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Tivic Health Systems, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Â Â Â Date: August 14, 2024Â By: /s/ Jennifer Ernst Â Â Jennifer Ernst Â Â Chief Executive Officer Â Â (Principal Executive Officer) Â EX-31.2 3 tivc-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Kimberly Bambach, certify that: 1.I have reviewed this Quarterly Report on Form 10-Q of Tivic Health Systems, Inc.; 2.Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3.Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4.The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a)designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b)Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c)evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (d)disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; and 5.The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions): (a)all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b)any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Â Â Â Date: August 14, 2024Â By: /s/ Kimberly Bambach Â Â Kimberly Bambach Â Â Interim Chief Financial Officer Â Â (Principal Financial and Accounting Officer) Â Â EX-32.1 4 tivc-ex32_1.htm EX-32.1 EX-32.1 Exhibit 32.1 CERTIFICATION OF PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report on Form 10-Q of Tivic Health Systems, Inc. (the â€œCompanyâ€) for the quarter ended June 30, 2024, as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), Jennifer Ernst, Chief Executive Officer of the Company, and Kimberly Bambach, Interim Chief Financial Officer of the Company, do each hereby certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that to her knowledge: (1)The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2)The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company. Â Â Â Date: August 14, 2024 By: /s/ Jennifer Ernst Â Â Jennifer Ernst Â Â Chief Executive Officer Â Â (Principal Executive Officer) Â Â Â Â Â Date: August 14, 2024 By: /s/ Kimberly Bambach Â Â Kimberly Bambach Â Â Interim Chief Financial Officer Â Â (Principal Financial and Accounting Officer) Â Â GRAPHIC 5 img41944430_0.jpg GRAPHIC begin 644 img41944430_0.jpg M_]C_X 02D9)1@ ! 0(!>0%Y # _[1'44&AO=&]S:&]P(#,N, X0DE-! 0 M $;B^138X0DE-! 0 %(< @ @ ')0 AR $ #A"24T$&@ #00 8 M)D /4 !@!G # ,P!A # ,0 $ M 0 #U)D 0 M 0 0 &YU&P " !F)O=6YD'1)D%L:6=N96YU;0]%4VQI8V5(;W)Z06QI9VX '9&5F M875L= EV97)T06QI9VYE;G5M #T53;&EC959E7!E96YU;0 !%%4VQI8V5"1T-O;&]R5'EP M90 !.;VYE "71O<$]U='-E=&QOF< "FQE9G1/=71S971L M;VYG QB;W1T;VU/=71S971L;VYG MR:6=H=$]U='-E M=&QOF< #A"24T$* # (_\ #A"24T$$0 M 0$.$))3004 $!#A"24T$# '.0 $ "@ &0 M > "[@ ''0 8 '_V/_M Q!9&\ M M M



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Share link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Financial Instruments and Fair Value Measurements (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Inventory, net (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Property and equipment, net (Tables) link:presentationLink link:calculationLink link:definitionLink 995635 - Disclosure - Commitments and Contingencies (Tables) link:presentationLink link:calculationLink link:definitionLink 995645 - Disclosure - Other Accrued Expenses (Tables) link:presentationLink link:calculationLink link:definitionLink 995655 - Disclosure - Common Stock (Tables) link:presentationLink link:calculationLink link:definitionLink 995665 - Disclosure - Common Stock Warrants (Tables) link:presentationLink link:calculationLink link:definitionLink 995675 - Disclosure - Equity Incentive Plans (Tables) link:presentationLink link:calculationLink link:definitionLink 995685 - Disclosure - Net Loss per Share (Tables) link:presentationLink link:calculationLink link:definitionLink 995695 - Disclosure - Formation and Business of the Company - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995705 - Disclosure - Summary of Significant Accounting Policies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Summary of Significant Accounting Policies - Summary of Revenue by Channel (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Financial Instruments and Fair Value Measurements - Summary of Cash Equivalents and Conversion Right Liability's Carrying Value and Fair Value (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Financial Instruments and Fair Value Measurements - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Inventory, net - Summary of Inventory, net (Details) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Property and equipment, net - Components of Property and Equipment, Net (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Property and equipment, net (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Commitments and Contingencies - Summary of Weighted Average Remaining Lease Term And Discount Rate (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Commitments and Contingencies - Schedule of Future Minimum Maturities of Lease Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Other Accrued Expenses - Schedule of Other Accrued Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Preferred Stock - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Common Stock - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Common Stock - Summary of Reserved Shares of Common Stock for Issuance (Details) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Common Stock Warrants - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Common Stock Warrants - Fair Value of the Warrants Estimated Using Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - Common Stock Warrants - Outstanding Warrants (Details) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Equity Incentive Plans - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Equity Incentive Plans - Summary of the Option Award Activity (Details) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Equity Incentive Plans - Summary of Non-vested Restricted Common Stock Awards Issued to Employees (Details) link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Equity Incentive Plans - Summary of Total Stock-based Compensation Expense Recorded Related to Share-based Payment Awards (Details) link:presentationLink link:calculationLink link:definitionLink 995915 - Disclosure - Net Loss per Share - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Subsequent Events - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items]Sales Tax.Sales Tax [Policy Text Block]Sales TaxAccounts receivableIncrease (Decrease) in Accounts ReceivablePlacement AgentMaxim Group, LLCMaxim group LLC.MaximPlan Name [Domain]Incentive Stock OptionIncentive Stock Option [Member]Represents the information pertaining to Incentive Stock Option.Schedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block]Summary of the Company's Outstanding WarrantsEntity Address, Postal Zip CodeEntity Incorporation, State or Country CodeBalance at the beginningBalance at the endingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Exercise Price, On OutstandingWeighted average exercisable price at which outstanding can acquire the shares reserved for issuance under the stock option exercised plan.Weighted-average exercise price of stock options exercisableShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise PriceFair Value, Assets, Level 1 to Level 2 Transfers, Amount1Amount of transfers of assets measured on a recurring basis out of Level 1 of the fair value hierarchy into Level 2.Reverse stock split, descriptionStockholders' Equity, Reverse Stock SplitNumber of customersNumber of CustomersRepresents the number of customers.Beginning Balance (Shares)Ending Balance (Shares)Shares, OutstandingFair Value Hierarchy and NAV [Axis]Equity Incentive PlansShare-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Registered WarrantsRegistered Warrants [Member]Registered Warrants.Warrant Exercisable PeriodWarrant Exercisable PeriodWarrant exercisable commencing periodPurchase commitment termination written notice period.Purchase Commitment Termination Written Notice PeriodPurchase commitment termination written notice periodMonthly rent paymentsSale Leaseback Transaction, Monthly Rental PaymentsLessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal YearRemainder of 2024Preferred StockPreferred Stock [Text Block]Commitments and ContingenciesCommitments and Contingencies Disclosure [Text Block]Preferred Stock, Number of Shares, Par Value and Other Disclosure [Abstract]Stock, Class of Stock [Table]Product and Service [Axis]Loss Contingency, Loss in PeriodContingent liabilitiesDepreciation, Depletion and Amortization, TotalDepreciation, Depletion and AmortizationDepreciation expenseCollaborative Arrangement and Arrangement Other than Collaborative [Domain]Number of shares of unvested restricted common stock repurchasedRepurchase of common stock (in shares)Stock Repurchased During Period, SharesConcentration Risk Benchmark [Axis]Common Stock, Number of Shares, Par Value and Other Disclosure [Abstract]Class of Warrant or Right [Axis]Shipping and HandlingShipping And Handling [Policy Text Block]Shipping and handling.Sale of Stock [Domain]InventoryInventory, Policy [Policy Text Block]Fair Value Measurement Inputs and Valuation Techniques [Line Items]Entity Central Index KeyCash equivalents carrying amountCash equivalentsCash Equivalents, at Carrying ValueCash Equivalents, at Carrying Value, TotalWarrantsWarrant [Member]Warrants to purchase common stockShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in PeriodForfeited or expiredIncrease (Decrease) in Operating Capital [Abstract]Changes is operating assets and liabilities:Concentration Risk [Table]Number of shares soldCommon stock, shares issuedCommon Stock, Shares, IssuedFair Value Measurement Inputs and Valuation Techniques [Table]Measurement Input, Expected Dividend Rate [Member]Dividend yieldPrepaid expenses and other current assetsIncrease (Decrease) in Prepaid Expense and Other AssetsRemaining lease term (in years)Lessee, Operating Lease, Remaining Lease TermPreferred Stock [Member]Preferred StockIncome Statement [Abstract]Write-off of ROU asset and lease liabilityWrite-off Of ROU Asset And Lease LiabilityWrite-off of ROU asset and lease liability.Entity Address, State or ProvinceRule 10b5-1 Arrangement ModifiedRule 10b5-1 Arrangement Modified FlagRule 10 B 51 Arr Modified FlagRule 10 B 51 arr modified flag.Class of Warrant or Right [Table]VestedShare Based Compensation Arrangement By Share Based Payment Award Options Vested Exercisable NumberShare based compensation arrangement by share based payment award options vested exercisable number.Common Stock WarrantsWarrants and Rights Note Disclosure [Text Block]The entire disclosure on warrants and rights note.Concentration Risk Type [Domain]Loss Contingencies [Table]Fair Value, Balance Sheet Grouping, Financial Statement Captions [Line Items]GrantedShare-Based Compensation Arrangement by Share-Based Payment Award, Options Exercisable, Grants in Period, On GrossShare-Based Compensation Arrangement by Share-Based Payment Award, Options Exercisable, Grants in Period, GrossCustomer [Axis]Customer Concentration Risk [Member]Other assetsOther assetsIncrease (Decrease) in Other Current Assets and Liabilities, NetRaw materialsInventory, Raw Materials, GrossPercentage of voting powerPercentage of Voting Power on Classes of StockPercentage of voting power on classes of stockCover [Abstract]Subsequent Event [Line Items]Net loss per share - basicEarnings Per Share, BasicEarnings Per Share, Basic, TotalNumber of days granted underwriters option to purchase additional common shareNumber of Days Granted Underwriters Option To Purchase Additional Common ShareNumber of days granted underwriters option to purchase additional common share.Lessee, Operating Lease, Option to ExtendLessee, operating lease, option to extendProceeds from issuance of common stock and warrants, net of issuance costsProceeds from issuance of common stock and warrants, net of issuance costsProceeds From Issuance Of Common Stock and Warrants NetProceeds from issuance of common stock and warrants net.Operating expenses:Operating Expenses [Abstract]Warrant agreementWarrant Agreement [Member]Warrant agreement.Stock-based compensation expenseEmployee Benefit and Share-Based Payment Arrangement, NoncashEmployee Benefit and Share-Based Payment Arrangement, Noncash, TotalStock-based compensation expenseSelling and Marketing Expense [Member]Sales and marketingTotal stock-based compensationShare-Based Payment Arrangement, ExpenseSecurity deposit remainingSecurity Deposit RemainingSecurity deposit remaining.Termination feesOperating Lease Termination FeeOperating lease termination fee.Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number, Beginning BalanceShare-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number, Ending BalanceShare-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, NumberStock awards outstandingWarrants expiration dateWarrants Expiration DateWarrants expiration date.Nonvested Restricted Stock Shares Activity [Table Text Block]Summary of Non-vested Restricted Common Stock Awards Issued to EmployeesNon-cash gain on lease terminationNon-cash gain on lease terminationGain (Loss) on Contract TerminationAccumulated deficitRetained Earnings (Accumulated Deficit)Retained Earnings (Accumulated Deficit), TotalAccumulated deficitPlan Name [Axis]Options outstandingOptions issued and outstandingBalance at the beginningBalance at the endShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, NumberProduct WarrantyStandard Product Warranty, Policy [Policy Text Block]Current assetsAssets, Current [Abstract]TotalCommon Stock, Capital Shares Reserved for Future IssuanceTotalCash flows from operationsNet cash used in operating activitiesNet Cash Provided by (Used in) Operating ActivitiesCash flows from operationsProduct and Service [Domain]Concentration Risk [Line Items]Inventory at costInventory, GrossShare-Based Payment Arrangement, Employee [Member]Share-based Payment Arrangement, EmployeeProperty and equipment, netProperty and equipment, netProperty, Plant and Equipment, NetCommon StockCommon Stock [Text Block]The entire disclosure on common stock.Cash flows from operating activitiesNet Cash Provided by (Used in) Operating Activities [Abstract]Percentage of initial warrant exercise price with compare offering price.Percentage of Initial Warrant Exercise Price with Compare Offering PricePercentage of Initial warrant exercise price with compare offering priceSchedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]Summary of Cash Equivalents and Conversion Right Liability's Carrying Value and Fair ValueCommon stock, par valueCommon Stock, Par or Stated Value Per ShareCommon stock options issued and outstandingMeasurement Input Type [Domain]Taxes Payable, Current, TotalTaxes Payable, CurrentDelaware franchise taxAccounts ReceivableAccounts Receivable [Policy Text Block]Statement of Cash Flows [Abstract]Counterparty Name [Axis]Antidilutive Securities, Name [Domain]Warrants to purchase common stockClass of Warrant or Right, Number of Securities Called by Warrants or RightsEntity [Domain]Restricted Stock [Member]Restricted stockEquity Components [Axis]Entity Address, Address Line OneEmployee-related Liabilities, Current, TotalEmployee-related Liabilities, CurrentAccrued payroll and relatedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in PeriodIssuance of restricted common stockComputer Equipment [Member]Computers and EquipmentProperty, Plant and Equipment [Line Items]Options exercise priceStock Option, Exercise Price, DecreaseInitial agreement term.Initial Agreement TermsInitial term of agreementSubsequent Event Type [Axis]Accounts payableIncrease (Decrease) in Accounts Payable, TradeTotal other expenseTotal other expenseNonoperating Income (Expense)Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]Summary of Outstanding Potentially Dilutive Common Stock Equivalents have been Excluded from the Calculation of Diluted Net Loss Per ShareAccounts ReceivableAccounts Receivable, after Allowance for Credit Loss, Current [Abstract]Bad debt expensesBad Debt ExpensesBad Debt Expenses.Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, NumberBalance at the endBalance at the beginningAmendment FlagOffering costs in advance of sale of common stockOffering costs in advance of sale of common stockOffering Cost In Advance Of Sale Of Common StockOffering Cost In Advance Of Sale Of Common Stock.Lease liabilitiesIncrease (Decrease) in Operating Lease LiabilityOperating lease liabilityOperating Lease, Liability, NoncurrentPercentage of sale of stock.Percentage Of Sale Of StockSale of stock, percentageGeographic Concentration Risk [Member]Price per shareSale of Stock, Price Per ShareNet lossNet lossNet lossShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in PeriodExercisedExercise of stock options (in shares)Research and Development Expense [Member]Research and developmentCustomer [Domain]Equity Component [Domain]Statistical Measurement [Domain]General and administrativeGeneral and Administrative ExpenseGeneral and Administrative Expense, TotalConsulting agreement, monthly feeConsulting Agreement, Monthly FeeRepresents the monthly fees under consulting agreement.Option termShare-Based Compensation Arrangement by Share-Based Payment Award, Expiration PeriodRepresents the warrants with expiration date November 15, 2026.Warrants Expiration Date TwoAlom Technologies CorporationALOM Technologies Corporation [Member]ALOM Technologies Corporation.Disaggregation of Revenue [Table]Extended agreement date.Extended Agreement DateExtended Agreement DateNet lossNet Income (Loss), Including Portion Attributable to Noncontrolling InterestNet Income (Loss), Including Portion Attributable to Noncontrolling Interest, TotalPreferred stock, shares issuedPreferred Stock, Shares IssuedOperating Lease, PaymentsCash paid for amounts included in the measurement of lease liabilitiesAmended consulting agreement monthly feeAmended Consulting Agreement Monthly FeeAmended consulting agreement monthly fee.Discount rateLessee, Operating Lease, Discount RatePayables and Accruals [Abstract]InventoryInventory, Net [Abstract]Adjustments to Additional Paid in Capital, Warrant IssuedIssuance of warrantsCommon Stock, Capital Shares Reserved for Future Issuance [Table Text Block]The tabular disclosure on reserved shares of common stock for issuance.Summary of Reserved Shares of Common Stock for IssuancePrepaid expenses and other current assetsPrepaid Expense and Other Assets, CurrentCollaborative Arrangement and Arrangement Other than Collaborative [Axis]Unregistered WarrantsUnregistered warrants.Unregistered Warrants [Member]Unregistered Warrants [Member]Revenue from Contract with Customer, Product and Service Benchmark [Member]Common stock, shares outstandingCommon Stock, Shares, OutstandingCommon Stock, Shares, Outstanding, Beginning BalanceCommon Stock, Shares, Outstanding, Ending BalanceSale of stock, reimbursement expenses.Sale of Stock, Reimbursement ExpensesReimbursement of certain expensesOutstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward]Issuance of fractional sharesStock Issued During Period Shares Fractional SharesStock issued during period shares fractional sharesPurchase commitments with third-party suppliersPurchase Commitment, Remaining Minimum Amount CommittedPreferred stock, par valuePreferred Stock, Par or Stated Value Per ShareAntidilutive Securities [Axis]Warrants term.Warrants TermTerm of warrantsEntity Interactive Data CurrentDocument Quarterly ReportVested (in dollars per share)Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair ValueBeginning of periodEnd of periodCash, Cash Equivalents, Restricted Cash, and Restricted Cash EquivalentsCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, TotalStatistical Measurement [Axis]Commitments and Contingencies, Policy [Policy Text Block]Commitments and ContingenciesShipping costs for delivery of product to customersCost of Goods and Services SoldCost of Goods and Services Sold, TotalPayments for the purchase of warrants issuedPayments For The Purchase Of Warrants And Rights IssuedPayments for the purchase of warrants and rights issued.Operating lease costOperating Lease, CostLease costRepresents the warrants with expiration date November 10, 2026.Warrants Expiration Date ThreeTotal assetsAssets, Fair Value DisclosureAssets, Fair Value Disclosure, TotalSummary of Revenue by ChannelDisaggregation of Revenue [Table Text Block]Sales and marketingSelling and Marketing ExpenseSelling and Marketing Expense, TotalLessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]Summary of Future Minimum Maturities of Lease LiabilitiesShares

available to awardShares available for future stock option grantsShare-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for GrantShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair ValueIssuance of restricted common stock (in dollars per share)Reserve for sales returnsContract with Customer, Refund LiabilityContract with Customer, Refund Liability, TotalResearch and Development ExpensesResearch and Development Expense, Policy [Policy Text Block]Statement of Income Location, Balance [Axis]Total assetsAssetsOther accrued liabilities other, currentOther Accrued Liabilities Other, CurrentOtherWarrants Expiration Date FiveWarrants with Expiration date July 10, 2028 [Member]Warrants with expiration date July 10, 2028.VestedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in PeriodRecently Issued Accounting PronouncementsNew Accounting Pronouncements, Policy [Policy Text Block]Entity Address, City or TownGranted underwriters option to purchase additional number of common shareGranted Underwriters Option To Purchase Additional Number of Common ShareGranted underwriters option to purchase additional number of common share.AssetsAssets, Fair Value Disclosure [Abstract]Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, NetFair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, NetFair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, Net, TotalDirect-To-Consumer [Member]Direct-to-Consumer Sales [Member]Direct-to-consumer sales.Registered Public OfferingRegistered public offering.Registered Public Offering [Member]Registered Public Offering [Member]DepreciationDepreciationDepreciation, TotalShare PriceCommon stock, public offering price per shareDeferred Charges, Policy [Policy Text Block]Deferred Financing CostsPurchase commitment commencement date.Purchase Commitment Commencement DatePurchase commitment commencement dateSale of Stock, Transaction DateSale of stock, transaction dateEquity Incentive PlansShare-Based Payment Arrangement [Text Block]Number of shares authorizedShare-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares AuthorizedCustomer oneCustomer One [Member]Represents the information pertaining to customer one.Fair Value Disclosures [Abstract]Warrants Expiration Date NineWarrants With Expiration Date May 13, 2025 [Member]Warrants with expiration date May 13, 2025.Stock Issued During Period, Value, New IssuesIssuance of common stock, net of issuance costsCurrent liabilitiesLiabilities, Current [Abstract]Other accrued research study costs.Other Accrued Research Study CostsResearch study costsAccounts Receivable [Member]Document TypeReseller [Member]Sales to Resellers [Member]Sales to resellers.Title of 12(b) SecurityCash and cash equivalentsCash and Cash Equivalents, at Carrying ValueCash and Cash Equivalents, at Carrying Value, TotalStatement of Stockholders' Equity [Abstract]Less reserve for obsolescenceInventory Valuation ReservesLess reserve for obsolescenceDocument Fiscal Period FocusResearch and developmentResearch and Development ExpenseResearch and Development Expense, TotalInventory allowances.Inventory AllowancesInventory allowancesGrantedShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, GrossProperty, Plant and Equipment, Gross, TotalProperty, Plant and Equipment, Gross, Beginning BalanceProperty, Plant and Equipment, Gross, Ending BalanceProperty, Plant and Equipment, GrossTotal property and equipmentSubsequent Event Type [Domain]Measurement Input, Expected Term [Member]Expected life (in years)Warrant issued.Warrant IssuedWarrant issuedIssuance of common stock and warrants, net of issuance costs and warrants issued to placement agents, (in shares)Common Stock And Warrants Issued During Period, Shares, New IssuesCommon stock and warrants issued during period, shares, new issues.Designees of Think EquityRepresents information pertaining to designees of think equity.Fair Value, Assets, Level 2 to Level 1 Transfers, Amount1Amount of transfers of assets measured on a recurring basis out of Level 2 of the fair value hierarchy into Level 1.Warrants, Exercise PriceClass of Warrant or Right, Exercise Price of Warrants or RightsExercise PriceClass of Warrant or Right [Line Items]Sale of Stock [Axis]Cash flows from investing activitiesNet Cash Provided by (Used in) Investing Activities [Abstract]Warrants exrecisable beginning dateClass of Warrant or Right, Date from which Warrants or Rights ExercisableMoney market funds carrying amountMoney Market Funds, at Carrying ValueNumber of shares included in conversion of securitiesNumber of Shares Included in Conversion of SecuritiesNumber of shares included in conversion of securities.Shipping and handling fees paid by customersRevenue from Contract with Customer, Excluding Assessed TaxPercentage Of Outsource Of Contract ManufacturingPercentage Of Outsource Of Contract ManufacturingPercentage of outsource of contract manufacturingWarrants and Rights Note Disclosure [Abstract]Other accrued expensesOther Accrued Liabilities, CurrentTotal other accrued expensesTotal other accrued expensesEntity Address, Address Line TwoLIABILITIES AND STOCKHOLDERS' EQUITYLiabilities and Equity [Abstract]Document Period End DateNet cash provided by financing activitiesNet Cash Provided by (Used in) Financing Activities2021 Plan2021 PlanRepresents the information pertaining to Equity Incentive Plan 2021.Deferred offering costs charged to additional paid-in-capitalDeferred Offering Costs Charged To Additional Paid-In-CapitalDeferred offering costs charged to additional paid-in-capital.Stock Issued During Period, Shares, Restricted Stock Award, GrossIssuance of common stock for restricted stock award (in shares)Potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per shareAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountSale of Stock, Consideration Received on TransactionNet proceeds from sale of stockDeferred Revenue, TotalDeferred RevenueContract liability related to deferred revenuesDecrease in conversion priceCommon Stock, Convertible, Conversion Price, DecreasePayment of cash fee percentage on gross proceeds of offeringPayment of Cash Fee Percentage on Gross Proceeds of OfferingsPayment of cash fee percentage on gross proceeds of offeringOther expenseOther Nonoperating ExpenseSummary of weighted average remaining lease term and discount rate.Summary Of Weighted Average Remaining Lease Term And Discount Rate Table Text BlockSummary of Weighted Average Remaining Lease Term And Discount RateTrading SymbolShipping and HandlingShipping and Handling Cost, Policy [Policy Text Block]Total stockholders' equityBeginning BalanceEnding BalanceEquity, Attributable to ParentShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]Long-Lived Tangible Asset [Axis]Warrants to purchase common stockNumber of WarrantsShares of common stock purchasedSales returns.Sales ReturnsSales ReturnsStock-Based CompensationShare-Based Payment Arrangement [Policy Text Block]Sale of common stockSale of Stock, Number of Shares Issued in TransactionProperty, Plant and Equipment [Table]Other consideration paidOther Consideration PaidOther consideration paid.Sales and Marketing ExpensesSelling, General and Administrative Expenses, Policy [Policy Text Block]Share-based compensation arrangement by share-based payment award, options exercisable, exercised.Share-Based Compensation Arrangement by Share-Based Payment Award, Options Exercisable, ExercisedExercisedExercisedShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]Summary of Total Stock-based Compensation Expense Recorded Related to Share-based Payment AwardsSecurity depositSecurity DepositMeasurement Input Type [Axis]Area of LandArea of office space leasedUse of EstimatesUse of Estimates, Policy [Policy Text Block]Concentration risk (as a percent)Concentration Risk, PercentageCash and Cash EquivalentsCash and Cash Equivalents, Policy [Policy Text Block]Class of Stock [Line Items]Measurement Input, Price Volatility [Member]Expected volatilityShare based compensation arrangement by share based payment award options exercisable for canceled or expired in period.Share Based Compensation Arrangement By Share Based Payment Award Options Exercisable For Canceled or Expired In PeriodCanceled or expiredCanceled or expiredShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend RateAssumed dividend yieldSecurity Exchange NameCounterparty Name [Domain]Dividends on common stock declaredDividends, Common StockDividends, Common Stock, TotalTotal operating expensesOperating ExpensesMeasurement Input, Risk Free Interest Rate [Member]Risk-free interest rateLong-Lived Tangible Asset [Domain]Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, TotalAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and EquipmentLess accumulated depreciationLess accumulated depreciationLegal Entity [Axis]Financial Instruments and Fair Value MeasurementsFair Value Disclosures [Text Block]Subsequent EventsSubsequent Event [Member]MaximumMaximum [Member]Total liabilities and stockholders' equityLiabilities and EquityRight-of-use assets, operating leaseOperating Lease, Right-of-Use AssetRevenue products returns.Revenue Products Returns [Policy Text Block]ReturnsNet loss per share - dilutedEarnings Per Share, DilutedEarnings Per Share, Diluted, TotalEntity Ex Transition PeriodNumber of shares issued post reverse stock splitStock Issued During Period, Shares, Reverse Stock SplitsNumber Of Reseller CustomerNumber of reseller customerNumber of reseller customer.Total liabilitiesLiabilitiesFair Value Hierarchy and NAV [Domain]Placement agent warrants.Placement Agent Warrants [Member]Placement Agent WarrantsTotal current assetsAssets, CurrentNet cash used in investing activitiesNet Cash Provided by (Used in) Investing ActivitiesNumber of shares issued during the periodStock Issued During Period, Shares, New IssuesIssuance of common stock, net of issuance costs (in shares)Vesting PeriodShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting PeriodManufacturing tools and dies.Manufacturing Tools And Dies [Member]Manufacturing Tools and DiesEntity Filer CategoryProperty, Plant and Equipment [Abstract]Formation and Business of the CompanyOrganization, Consolidation and Presentation of Financial Statements Disclosure [Text Block]ThinkEquity LLCThinkEquity LLC [Member]ThinkEquity LLC.Other expense:Nonoperating Income (Expense) [Abstract]Current Fiscal Year End DateProperty, Plant and Equipment, Policy [Policy Text Block]Property and EquipmentLess imputed interestLessee, Operating Lease, Liability, Undiscounted Excess AmountShipping and Handling [Member]Stock based compensationShare-Based Payment Arrangement, Noncash ExpenseShare-Based Payment Arrangement, Noncash Expense, TotalIssuance of common stock warrantNoncash Issuance of Common Stock WarrantNoncash issuance of common stock warrant.Grantee Status [Domain]Entity Registrant NameUnderwriting AgreementUnderwriting Agreement [Member]Underwriting agreement.Gross profitGross profitGross ProfitCost of salesCost of RevenueCost of Revenue, TotalSchedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]Net Loss per ShareEarnings Per Share [Text Block]Entity Emerging Growth CompanyWeighted-average number of shares - basicWeighted Average Number of Shares Outstanding, BasicWeighted Average Number of Shares Outstanding, Basic, TotalLoss Contingencies [Line Items]Future minimum lease payments remainingLessee, Operating Lease, Liability, to be Paid, Fiscal Year Maturity [Abstract]Common stock, shares authorizedCommon Stock, Shares AuthorizedProperty, Plant and Equipment, Useful LifeEstimated useful lives of the assetsGrantee Status [Axis]Proceeds from issuance of common stock and warrants, net of issuance costsProceeds from issuance of common stockGross ProceedsConcentration Risk Type [Axis]Cash and cash equivalentsCash and Cash Equivalents [Abstract]Fair Value, Inputs, Level 1Weighted average remaining contractual life for stock options outstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual TermNet Loss per Common ShareEarnings Per Share, Policy [Policy Text Block]General and Administrative Expense [Member]General and administrativeImpairment, Long-Lived Asset, Held-for-Use, TotalImpairment, Long-Lived Asset, Held-for-UseImpairments of long-lived assetsShare-Based Payment Arrangement [Abstract]Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]Impairment of Long-Lived AssetsTermination feesLiabilities Subject to Compromise, Early Contract Termination FeesNon-Rule 10b5-1 Arrangement ModifiedNon Rule 10b5-1 Arr Modified [Flag]Non Rule 10b-51 arr modified.Percentage of number of shares added each yearPercentage of Number of Shares Added Each YearPercentage of number of shares added each yearCustomer twoCustomer Two [Member]Represents the information pertaining to customer two.Issuance of common stock and warrants, net of issuance costs and warrants issued to placement agentsCommon stock and warrants issued during period, value, new issues.Common Stock And Warrants Issued During Period, Value, New IssuesAccounting Policies [Abstract]Share-Based Payment Arrangement, Option, Activity [Table Text Block]Summary of the Option Award ActivityStockholders' equityEquity, Attributable to Parent [Abstract]Supplemental disclosure on noncash financing activitiesCash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]Share-Based Compensation Arrangement by Share-Based Payment Award, Options Exercisable, Forfeitures in PeriodWeighted average exercisable price at which cancelled can acquire the shares reserved for issuance under the stock option plan.Forfeited or expiredStatement [Table]Property, Plant and Equipment [Table Text Block]Components of Property and Equipment, NetSubsequent Event [Table]ExercisableShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract]Preferred stock, shares authorizedPreferred Stock, Shares AuthorizedSecurities Act File NumberNet change in cash and cash equivalentsCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectRevenue RecognitionRevenue from Contract with Customer [Abstract]Earnings Per Share [Abstract]Cash paidCash PaidCash paid.Warrants, termWarrants and Rights Outstanding, TermConsulting agreement, termConsulting Agreement, TermRepresents the term of consulting agreement.Inventory Disclosure [Abstract]Statement of Financial Position [Abstract]Fulfillment services agreementFulfillment Services Agreement [Member]Fulfillment Services Agreement.Loss from operationsOperating Income (Loss)Public offering priceShares Issued, Price Per ShareEntity Shell CompanyFair Value Measurement Inputs and Valuation Techniques [Table Text Block]Summary of Fair Value of the Warrants Estimated on Date of Grant Using AssumptionsEntity Tax Identification NumberASSETSAssets [Abstract]Class of Warrant or Right [Domain]Entity Current Reporting StatusWeighted average remaining contractual life for stock options exercisableShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual TermProperty, Plant and Equipment Disclosure [Text Block]Property and equipment, netLine of Credit Facility, Interest Rate During PeriodLine of credit facility, interest rate during periodSubsequent Events [Abstract]Inventory, netInventory Disclosure [Text Block]Revenue RecognitionRevenue from Contract with Customer [Policy Text Block]Document Fiscal Year FocusShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in Period, TotalShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures and Expirations in PeriodCanceled or expiredWarrants Expiration Date TenWarrants With Expiration Date May 14, 2029 [Member]Warrants with expiration date may 14, 2029.City Area CodeWarrants and Rights Outstanding, Measurement InputEstimated warrants on the date of grantTotal current liabilitiesLiabilities, CurrentWarrants Expiration Date EightWarrants With Expiration Date May 9, 2029 [Member]Warrants with expiration date May 9, 2029.Inventory, netInventory, netInventory, NetFinished goodsInventory, Finished Goods, GrossOrganization, Consolidation and Presentation of Financial Statements [Abstract]Local Phone NumberPreferred stock, shares outstandingPreferred Stock, Shares OutstandingPreferred Stock, Shares Outstanding, Beginning BalancePreferred Stock, Shares Outstanding, Ending BalanceAntidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]Additional paid in capitalAdditional Paid in CapitalAdditional Paid in Capital, TotalProduct warranty limited period.Product Warranty Limited PeriodProduct warranty limited periodCommitments and Contingencies Disclosure [Abstract]Monthly rent paymentsMonthly Rental PaymentsMonthly rental paymentsFair Value, by Balance Sheet Grouping [Table]Cash and cash equivalents balances exceeding FDIC insured limitsCash, Uninsured AmountOperating lease liability, currentOperating Lease, Liability, CurrentWarrants Expiration Date FourWarrants With Expiration Date August 9, 2027 [Member]Warrants with expiration date August 9, 2027.Represents the warrants with expiration date July 1, 2026.Warrants Expiration Date OneRetained Earnings [Member]Accumulated DeficitUnderwritten Public OfferingOver-Allotment Option [Member]Acquisition of property and equipmentPayments to Acquire Property, Plant, and EquipmentPayments to Acquire Property, Plant, and Equipment, TotalEstimated method fair value of the warrantsWarrants Or Rights, Fair Value Assumptions, Method UsedDescription of method used to estimate fair value of Warrants or Rights.Document Transition ReportExercise price on percentage of fair market value per share on the date of grantShare-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, Percent2025Lessee, Operating Lease, Liability, to be Paid, Year TwoAntidilutive Security, Excluded EPS Calculation [Table]Concentration of Credit Risk and Other Risks and UncertaintiesConcentration Risk, Credit Risk, Policy [Policy Text Block]MinimumMinimum [Member]Common Stock [Member]Common StockAdjusted warrantAdjusted Warrant [Member]Adjusted warrant.Going concern uncertainty, policy.Going Concern Uncertainty, Policy [Policy Text Block]Going Concern UncertaintyAccounts Payable and Accrued Liabilities Disclosure [Text Block]Other Accrued ExpensesShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair ValueBalance at the beginningBalance at the endAmortization of right-of-use assetOperating Lease, Right-of-Use Asset, Periodic ReductionAdditional Paid-in Capital [Member]Additional Paid-in CapitalAdjustments to reconcile net loss to net cash used in operating activities:Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]Warrants Expiration Date SevenWarrants With Expiration Date August 4, 2028 [Member]Warrants with expiration date August 4, 2028.Consulting agreementConsulting Agreement [Member]Represents information pertaining to consulting agreement.Statement of Income Location, Balance [Domain]Lessee, Operating Lease, Liability, to be Paid, Year One2025Other assetsOther Assets, NoncurrentLessee, operating leases, expiration month and year.Lessee, Operating Leases, Expiration Month and YearLease, expiration month and yearSeries B warrants.Series B Warrants [Member]Series B WarrantsSchedule of Inventory, Current [Table Text Block]Summary of Inventory, netEntity Common Stock, Shares OutstandingDisaggregation of Revenue [Line Items]Payment of cash fee on gross proceeds of offerings.Payment of Cash Fee on Gross Proceeds of OfferingsPayment of cash fee on gross proceeds of offeringBasis of PresentationBasis of Accounting, Policy [Policy Text Block]Fair value of the warrantsWarrants and Rights OutstandingCommon stock, $0.0001 par value, 200,000,000 shares authorized; 6,183,592 and 1,466,092 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectivelyCommon Stock, Value, IssuedMoney market fundsCash and Cash Equivalents, Fair Value DisclosureWarrants Expiration Date SixWarrants With Expiration Date July 14, 2028 [Member]Warrants with epiration date July 14, 2028.Present value of lease paymentsOperating Lease, LiabilityPresent value of lease paymentsSchedule of Accrued Liabilities

[Table Text Block]Schedule of Other Accrued ExpensesCommitments and ContingenciesCommitments and contingencies (Note 6)Share-Based Payment Arrangement, Nonemployee [Member]Share-based Payment Arrangement, NonemployeeWeighted-average number of shares - dilutedWeighted Average Number of Shares Outstanding, DilutedWeighted Average Number of Shares Outstanding, Diluted, TotalSummary of Significant Accounting PoliciesSignificant Accounting Policies [Text Block]Accounts receivable, netAccounts Receivable, after Allowance for Credit Loss, CurrentAccounts Receivable, after Allowance for Credit Loss, Current, TotalTotal minimum lease paymentsLessee, Operating Lease, Liability, to be PaidInventoryIncrease (Decrease) in InventoriesIncrease (Decrease) in Inventories, TotalConcentration Risk Benchmark [Domain]Warrants and Rights Outstanding, Maturity DateExpiration DateEntity Small BusinessSeries A warrants.Series A Warrants [Member]Series A WarrantsRevenueRevenuesRevenues, TotalReverse stock split, conversion ratioStockholders' Equity Note, Stock Split, Conversion RatioCash flows from financing activitiesNet Cash Provided by (Used in) Financing Activities [Abstract]Weighted-average exercise price of stock options outstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise PriceShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price, Beginning BalanceShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price, Ending BalanceWeighted-average exercise price of stock options exercisableSales Return ReserveSales return reserve.Reverse Stock SplitReverse Stock Split [Policy Text Block]Reverse Stock Split.Net proceeds after deducting underwriting discounts and commissions and other offering expensesNet Proceeds from Issuance Initial Public OfferingRepresents the net proceeds after deducting underwriting discounts and commissions and other offering expenses.Credit Concentration Risk [Member]Work in processInventory, Work in Process, GrossNumber of reseller customers.Number of Reseller CustomersNumber of reseller customersSubsequent Events [Text Block]Subsequent EventsGain (loss) on lease terminationGain (Loss) on Termination of LeaseAccounts payableAccounts Payable, CurrentAccounts Payable, Current, TotalWorking capital.Working CapitalWorking capitalShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract]Weighted- Average Grant-Date Fair Value Per ShareAmended and Restated 2021 Equity Incentive PlanAmended and Restated 2021 Equity Incentive Plan [Member]Amended and restated 2021 equity incentive plan.Deferred Offering CostsDeferred offering costsAccrued expensesIncrease (Decrease) in Accrued LiabilitiesIncrease (Decrease) in Accrued Liabilities, TotalProduct Revenue [Member]Product Sales [Member]Product sales.Major customer.Major Customer [Member]Major CustomerAllowance for credit lossesAccounts Receivable, Allowance for Credit LossAccounts Receivable, Allowance for Credit Loss, Ending BalanceAccounts Receivable, Allowance for Credit Loss, Beginning Balance XML 8 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	6 Months Ended Jun. 30, 2024	Aug. 12, 2024
Cover [Abstract]		
Document Type	10-Q	
Document Quarterly Report	true	
Document Transition Report	false	
Document Period End Date	Jun. 30, 2024	
Securities Act File Number	001-41052	
Entity Registrant Name	Tivic Health Systems, Inc.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	81-4016391	
Entity Address, State or Province	CA	
Entity Address, Address Line One	47685 Lakeview Blvd	
Entity Address, City or Town	Fremont	
Entity Address, Postal Zip Code	94538	
City Area Code	888	
Local Phone Number	276-6888	
Title of 12(b) Security	Common Stock, par value $0.0001 per share	
Trading Symbol	TIVC	
Security Exchange Name	NASDAQ	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Non-accelerated Filer	
Entity Small Business	true	
Entity Emerging Growth Company	true	
Entity Ex Transition Period	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		6,183,592
Entity Central Index Key	0001787740	
Current Fiscal Year End Date	--12-31	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q2	
Amendment Flag	false	

XML 9 R2.htm IDEA: XBRL DOCUMENT

Condensed Balance Sheets (Unaudited) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Current assets		
Cash and cash equivalents	$ 3,693	$ 3,395
Accounts receivable, net	16	174
Inventory, net	766	756
Prepaid expenses and other current assets	188	327
Total current assets	4,663	4,652
Property and equipment, net	120	122
Right-of-use assets, operating lease		349
Other assets		34
Total assets	4,783	5,157
Current liabilities		
Accounts payable	446	713
Other accrued expenses	145	495
Operating lease liability, current		193
Total current liabilities	591	1,401
Operating lease liability	0	176
Total liabilities	591	1,577
Commitments and contingencies (Note 6)		
Stockholders' equity		
Common stock, $0.0001 par value, 200,000,000 shares authorized; 6,183,592 and 1,466,092 shares issued and outstanding at June 30, 2024 and December 31, 2023, respectively	1	0
Additional paid in capital	44,824	41,466
Accumulated deficit	(40,633)	(37,886)
Total stockholders' equity	4,192	3,580
Total liabilities and stockholders' equity	$ 4,783	$ 5,157

XML 10 R3.htm IDEA: XBRL DOCUMENT

Condensed Balance Sheets (Unaudited) (Parenthetical) - $ / shares	Jun. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Preferred stock, par value	$ 0.0001	$ 0.0001
Preferred stock, shares authorized	10,000,000	10,000,000
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Common stock, par value	$ 0.0001	$ 0.0001
Common stock, shares authorized	200,000,000	200,000,000
Common stock, shares issued	6,183,592	1,466,092
Common stock, shares outstanding	6,183,592	1,466,092

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Condensed Statements of Operations (Unaudited) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Income Statement [Abstract]				

Revenue	$ 140	$ 161	$ 474	$ 537
Cost of sales	110	100	277	363
Gross profit	30	61	197	174
Operating expenses:				
Research and development	302	468	558	958
Sales and marketing	207	452	712	910
General and administrative	727	1,266	1,614	2,547
Total operating expenses	1,236	2,186	2,884	4,415
Loss from operations	(1,206)	(2,125)	(2,687)	(4,241)
Other expense:				
Other expense	60		60	
Total other expense	60		60	
Net loss	$ (1,266)	$ (2,125)	$ (2,747)	$ (4,241)
Net loss per share - basic	$ (0.32)	$ (7.16)	$ (1)	$ (17.01)
Net loss per share - diluted	$ (0.32)	$ (7.16)	$ (1)	$ (17.01)
Weighted-average number of shares - basic	4,009,746	296,778	2,738,743	249,264
Weighted-average number of shares - diluted	4,009,746	296,778	2,738,743	249,264

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Condensed Statements of Stockholders' Equity (Deficit) (Unaudited) - USD ($) $ in Thousands	Total	Common Stock	Additional Paid-in Capital	Accumulated Deficit
Beginning Balance at Dec. 31, 2022	$ 3,630		$ 33,272	$ (29,642)
Beginning Balance (Shares) at Dec. 31, 2022		96,778		
Issuance of common stock, net of issuance costs	3,412		3,412	
Issuance of common stock, net of issuance costs (in shares)		200,000		
Issuance of warrants	195		195	
Stock-based compensation expense	84		84	
Net loss	(2,116)			(2,116)
Ending Balance at Mar. 31, 2023	5,205		36,963	(31,758)
Ending Balance (Shares) at Mar. 31, 2023		296,778		
Beginning Balance at Dec. 31, 2022	3,630		33,272	(29,642)
Beginning Balance (Shares) at Dec. 31, 2022		96,778		
Net loss	(4,241)			
Ending Balance at Jun. 30, 2023	3,161		37,044	(33,883)
Ending Balance (Shares) at Jun. 30, 2023		296,778		
Beginning Balance at Mar. 31, 2023	5,205		36,963	(31,758)
Beginning Balance (Shares) at Mar. 31, 2023		296,778		
Stock-based compensation expense	81		81	
Net loss	(2,125)			(2,125)
Ending Balance at Jun. 30, 2023	3,161		37,044	(33,883)
Ending Balance (Shares) at Jun. 30, 2023		296,778		
Beginning Balance at Dec. 31, 2023	3,580		41,466	(37,886)
Beginning Balance (Shares) at Dec. 31, 2023		1,466,092		
Issuance of common stock for restricted stock award (in shares)		7,500		
Stock-based compensation expense	54		54	
Net loss	(1,481)			(1,481)
Ending Balance at Mar. 31, 2024	2,153		41,520	(39,367)
Ending Balance (Shares) at Mar. 31, 2024		1,473,592		
Beginning Balance at Dec. 31, 2023	3,580		41,466	(37,886)
Beginning Balance (Shares) at Dec. 31, 2023		1,466,092		
Net loss	(2,747)			
Ending Balance at Jun. 30, 2024	4,192	$ 1	44,824	(40,633)
Ending Balance (Shares) at Jun. 30, 2024		6,183,592		
Beginning Balance at Mar. 31, 2024	2,153		41,520	(39,367)
Beginning Balance (Shares) at Mar. 31, 2024		1,473,592		
Issuance of common stock and warrants, net of issuance costs and warrants issued to placement agents	3,181	$ 1	3,180	
Issuance of common stock and warrants, net of issuance costs and warrants issued to placement agents, (in shares)		4,710,000		
Issuance of warrants	70		70	
Stock-based compensation expense	54		54	
Net loss	(1,266)			(1,266)
Ending Balance at Jun. 30, 2024	$ 4,192	$ 1	$ 44,824	$ (40,633)
Ending Balance (Shares) at Jun. 30, 2024		6,183,592		

XML 13 R6.htm IDEA: XBRL DOCUMENT

Condensed Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Cash flows from operating activities		
Net loss	$ (2,747)	$ (4,241)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	108	165
Depreciation	2	6
Amortization of right-of-use asset	76	85
Inventory allowances	16	
Bad debt expenses	5	
Non-cash gain on lease termination	(17)	
Changes is operating assets and liabilities:		
Accounts receivable	153	75
Inventory	(26)	(125)
Prepaid expenses and other current assets	139	(40)
Accounts payable	(267)	(492)
Accrued expenses	(350)	(229)
Lease liabilities	(79)	(70)
Other assets	34	
Net cash used in operating activities	(2,953)	(4,866)
Cash flows from investing activities		
Acquisition of property and equipment		(118)
Net cash used in investing activities		(118)
Cash flows from financing activities		
Proceeds from issuance of common stock and warrants, net of issuance costs	3,251	4,191
Offering costs in advance of sale of common stock		(65)
Net cash provided by financing activities	3,251	4,126
Net change in cash and cash equivalents	298	(858)
Cash and cash equivalents		
Beginning of period	3,395	3,517
End of period	3,693	2,659

Supplemental disclosure on noncash financing activities		
Issuance of common stock warrant	70	195
Deferred offering costs charged to additional paid-in-capital		$ 584
Write-off of ROU asset and lease liability	$ 290	

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended				6 Months Ended	
	Jun. 30, 2024	Mar. 31, 2024	Jun. 30, 2023	Mar. 31, 2023	Jun. 30, 2024	Jun. 30, 2023
Pay vs Performance Disclosure						
Net Income (Loss)	$ (1,266)	$ (1,481)	$ (2,125)	$ (2,116)	$ (2,747)	$ (4,241)

XML 15 R8.htm IDEA: XBRL DOCUMENT

Insider Trading Arrangements	3 Months Ended Mar. 31, 2024
Trading Arrangements, by Individual	
Rule 10b5-1 Arrangement Adopted	false
Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false
Rule 10b5-1 Arrangement Modified	false
Non-Rule 10b5-1 Arrangement Modified	false

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Formation and Business of the Company	6 Months Ended Jun. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Formation and Business of the Company	**1. Formation and Business of the Company**

Tivic Health Systems, Inc. (the "Company") was incorporated in the state of California on September 22, 2016 for the purpose of developing and commercializing non-invasive bioelectronic medicine. In June 2021, the Company was reincorporated as a Delaware corporation. The Company's first commercial platform is a handheld design that interfaces non-invasively with the trigeminal, sympathetic, and other facial and cranial nerve structures. This platform is the basis for the Company's existing product, currently marketed with FDA approval as ClearUP Sinus Pain Relief, for the treatment of sinus pain and congestion. The Company's second platform is a research-stage platform directed to vagus nerve stimulation, which is currently undergoing clinical evaluation. The Company is headquartered in Fremont, California.

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Summary of Significant Accounting Policies	6 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	
Summary of Significant Accounting Policies	**2. Summary of Significant Accounting Policies**

Basis of Presentation

The accompanying condensed balance sheet as of December 31, 2023, which has been derived from audited financial statements, and the unaudited interim condensed financial statements as of June 30, 2024, and for the three and six months ended June 30, 2024 and June 30, 2023, have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all accounting entries and adjustments (including normal, recurring adjustments) considered necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024.

Going Concern Uncertainty

During the six months ended June 30, 2024 and 2023, the Company incurred a net loss of $2.7 million and $4.2 million, respectively. At June 30, 2024, the Company had an accumulated deficit of $40.6 million. Cash and cash equivalents at June 30, 2024 were $3.7 million. During the six month periods ended June 30, 2024 and 2023, the Company had negative cash flows from operations of $3.0 million and $4.9 million, respectively. The aforementioned factors raise substantial doubt about the Company's ability to continue as a going concern within one year from the issuance date of the financial statements. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern within one year after the date the financial statements are issued.

Future capital requirements will depend upon many factors, including, without limitation, progress with developing, manufacturing and marketing our technologies; the time and costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other proprietary rights; our ability to establish collaborative arrangements; completion of any acquisitions or other strategic transactions; marketing activities and competing technological and market developments, including regulatory changes and overall economic conditions in our target markets. Our ability to generate revenue and achieve profitability requires us to successfully market and secure purchase orders for our products and services from existing as well as new customers. We also will be required to efficiently manufacture and deliver on those purchase orders. These activities, including our planned research and development efforts, may require significant uses of working capital. There can be no assurance that we will generate revenue and cash as expected in our current business plan.

The Company recognizes it will need to raise additional capital to continue research and development and to fund its planned operations, clinical trials and, if regulatory approval is obtained, commercialization of future products. We may seek additional funds through equity or debt offerings and/or borrowings under notes payable, lines of credit or other sources. We do not know whether additional financing will be available on commercially acceptable terms, or at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial conditions, or results of operations.

Reverse Stock Split

In August 2023, the Company's Board of Directors and stockholders approved an amendment to the Company's amended and restated certificate of incorporation to effect a 1-for-100 reverse stock split of the issued and outstanding shares of the Company's common stock, which was effected on August 23, 2023. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. Fractional shares were not issued, and instead, the Company issued one whole share of the post reverse split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. Consequently, 84 shares of common stock were issued in lieu of fractional shares. In addition, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. All share and per share amounts for the common stock, as well as the stock options, and warrants outstanding and exercise prices thereof, included in the financial statements and these footnotes thereto have been retroactively restated to give effect to the reverse stock split.

Use of Estimates

The preparation of financial statements in conformity with 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 reported amounts of expenses during the reporting period. Actual results could differ materially from those estimates. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate.

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents. As of June 30, 2024 and December 31, 2023, cash and cash equivalents totaled $3.7 million and $3.4 million, respectively.

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount, net of allowances for credit losses and returns reserves. The allowance for credit losses is based on our assessment of the collectability of accounts. Management regularly reviews the adequacy of the allowance for credit losses by considering the age of each outstanding invoice, each customer's expected ability to pay, and the collection history with each customer, when applicable, to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. As of each June 30, 2024 and December 31, 2023, the allowance for credit losses balance was zero.

Inventory

Inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first-out ("FIFO") basis. Inventories are reviewed periodically to identify slow-moving inventory based on anticipated sales activity. As of June 30, 2024 and December 31, 2023, the reserve for obsolescence was $40 thousand and $32 thousand, respectively.

Deferred Offering Costs

The Company complies with the requirements of Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") 340-10-S99-1. The Company capitalizes incremental legal, professional, accounting, and other third-party fees that are directly associated with an equity or debt offering as other current assets. If the Company consummates an equity offering, the deferred financing costs will be allocated to additional paid-in capital. If the Company consummates a debt offering, the deferred financing costs will be recorded as a discount to the debt.

Property and Equipment

Property and equipment are recorded at cost net of accumulated depreciation. Depreciation is computed on a straight-line method over the estimated useful lives of the assets, three to four years. Upon retirement or sale of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Repairs and maintenance costs that do not improve or extend the lives of the respective assets are charged to operations as incurred.

Impairment of Long-Lived Assets

The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of these asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. When indications of impairment are present and the estimated undiscounted future cash flows from the use of these assets is less than the assets' carrying value, the related assets will be written down to fair value. There were no impairments of the Company's long-lived assets for the periods presented.

Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

Revenue Recognition

The Company recognizes revenue from product sales in accordance with FASB ASC Topic 606, Revenue from Contracts with Customers ("Topic 606"). The standard applies to all contracts with customers, except contracts that are within scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments.

Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are in within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inceptions, once the contract is determined to be within the scope of Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

The Company sells its products through direct sales and resellers. Revenue is recognized when control of the promised goods is transferred to the customers or the resellers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Revenue associated with products holding rights of return are recognized when the Company concludes there is not a risk of significant revenue reversal in the future periods for the expected consideration in the transaction.

The Company may receive payments at the onset of the contract and before goods have been delivered. In such instances, the Company records a deferred revenue liability. The Company recognizes these contract liabilities as revenue after the revenue criteria are met. As of June 30, 2024 and December 31, 2023, the contract liability related to the Company's deferred revenues approximated $4 thousand and $8 thousand, respectively, and is included in "Other Accrued Expenses" on the accompanying balance sheets.

The Company relies on third parties to have procedures in place to detect and prevent credit card fraud, as the Company has exposure to losses from fraudulent charges. The Company records the losses related to chargebacks as incurred.

The Company has also elected to exclude from the measurement of the transaction price sales taxes remitted to governmental authorities.

The table below presents revenue by channel for the three and six months ended June 30, 2024 and 2023 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Product Revenue by Sales Channel	**2024**	**2023**	**2024**	**2023**
Product Revenue				
Direct-to-consumer	$ 126	$ 171	$ 427	$ 474
Reseller	32	11	94	109
Returns	(18)	(21)	(47)	(46)
Revenue	$ 140	$ 161	$ 474	$ 537

Sales Tax

Sales tax collected from customers and remitted to governmental authorities is accounted for on a net basis and therefore, is excluded from net sales.

Shipping and Handling

Shipping and handling fees paid by customers are recorded in revenue, with the related expenses recorded in cost of sales. There were no shipping and handling fees paid by customers for the three and six months ended June 30, 2024 and 2023.

Shipping costs for delivery of product to customers in the three and six months ended June 30, 2024 were $6 thousand and $23 thousand, respectively, and for the three and six months ended June 30, 2023 were $7 thousand and $22 thousand, respectively.

Product Warranty

The Company generally offers a one-year limited warranty on its products. The Company estimates the costs associated with the warranty obligation using historical data of warranty claims and costs incurred to satisfy those claims. Estimated warranty costs are expensed to cost of sales.

Returns

The Company estimates a reserve for future product returns based on several factors, including historical returns as a percentage of revenue, an understanding of the reasons for past returns and any other known factors that indicate a return is imminent. Reserves for sales returns are estimated and recorded in the same period as the underlying revenue recognition as a deduction to arrive at net product sales and as a liability classified as "Other Accrued Expenses" on the balance sheet. As of June 30, 2024 and December 31, 2023, the reserve for sales returns was $8 thousand and $52 thousand, respectively.

Sales and Marketing Expenses

Sales and marketing expenses are expensed as incurred and consist primarily of merchandising, customer service and targeted online marketing costs, such as display advertising, keyword search campaigns, search engine optimization and social media and offline marketing costs such as television, radio and print advertising. Sales and marketing expenses also include payroll costs and stock-based compensation expense for employees involved in marketing activities. Sales and marketing expenses are primarily related to growing the customer base.

Research and Development Expenses

Research and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of salaries, payroll taxes, employee benefits, materials, supplies, depreciation on and maintenance of research equipment, the cost of services provided by outside contractors, and the allocable portions of facility costs, such as rent, utilities, insurance, repairs and maintenance, depreciation, and general support services. All costs associated with research and development are expensed as incurred.

Stock-Based Compensation

The Company accounts for stock-based compensation arrangements with employees and non-employee consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based payments, including stock options. The fair value method requires the Company to estimate the fair value of stock-based payment awards to employees and non-employees on the date of grant using an option pricing model.

Stock-based compensation costs are based on the fair value of the underlying option calculated using the Black-Scholes option-pricing model and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company measures equity-based compensation awards granted to non-employees at fair value as the awards vest and recognizes the resulting value as compensation expense at each financial reporting period.

Determining the appropriate fair value model and related assumptions requires judgment, including estimating stock price volatility, expected dividend yield, expected term, risk-free rate of return, and the estimated fair value of the underlying common stock. Due to the lack of company-specific historical and implied volatility data, the Company has based its estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. The historical volatility is calculated based on a period of time commensurate with the expected term assumption. The group of representative companies have characteristics similar to the Company, including stage of product development and focus on the life science industry. The Company uses the simplified method, which is the average of the final vesting tranche date and the contractual term, to calculate the expected term for options granted to employees as it does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the stock options. The Company uses an assumed dividend yield of zero as the Company has never paid dividends and has no current plans to pay any dividends on its common stock. The Company accounts for forfeitures as they occur.

Net Loss per Common Share

The Company computes net loss per share of common stock in conformity with the two-class method required for participating securities. Diluted net loss per share is computed similar to basic net loss per share, except that the denominator is increased to include the number of additional shares for the potential dilutive effects of warrants, convertible preferred stock and stock options outstanding during the period calculated in accordance with the treasury stock method, or the two-class method, whichever is more dilutive. For all periods presented, basic and diluted net loss per share is the same, as inclusion of any additional share equivalents would be anti-dilutive.

Concentration of Credit Risk and Other Risks and Uncertainties

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents and accounts receivable. Cash and cash equivalents include a checking account and a money market account held at one national financial institution in the United States. At times, such deposits may be in excess of insured limits. Management believes that the financial institution at which the Company holds its deposits is financially sound, and accordingly, minimal credit risk exists with respect to the financial institution. The Company has not experienced any losses on its deposits of cash and cash equivalents. As of each June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents balances exceeding FDIC insured limits by $3.2 million and $3.0 million, respectively.

The Company extends credit to customers in the normal course of business and performs credit evaluations of its customers. Concentrations of credit risk with respect to accounts receivable exist to the full extent of amounts presented in the financial statements.

During the first half of 2024, the majority, or 81%, of the Company's sales have been to individual customers. In 2023, the majority, or 81%, of the Company's sales were to individual consumers. As of June 30, 2024, the Company had no reseller customers whose accounts receivable balance totaled more than 10% or more of the Company's total accounts receivable compared with one such customer at December 31, 2023 (81%).

For the three months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company's total revenue (23%). For the three months ended June 30, 2023, the Company had no customer who individually accounted for 10% or more of the Company's total revenue.

For the six months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company's total revenue (13%) compared to one customer for the six months ended June 30, 2023 (16%).

The lingering negative impacts of the COVID-19 pandemic, the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas, certain other macroeconomic factors including inflation, and rising interest rates, have contributed to economic uncertainty. Additionally, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Furthermore, it is possible that U.S. policy changes, including changes and uncertainty as a result of the upcoming U.S. presidential election, could increase market volatility in the coming months. These factors, amongst

other things, could result in further economic uncertainty and volatility in the capital markets in the near term, and could negatively affect our operations. We will continue to monitor material impacts on our business strategies and operating results.

Recently Issued Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280) - *Improvements to Reportable Segment Disclosures*. The guidance, which becomes effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, requires public entities that are required to report segment information in accordance with Topic 280, Segment Reporting, to improve reportable segment disclosures about significant segment expenses. We do not believe that ASU 2023-07 will have a material impact on our reporting as we operate in one reportable segment.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740)- *Improvements to Income Tax Disclosures*. The guidance applies to all entities that are subject to Topic 740, Income taxes and becomes effective for public business entities for annual periods beginning after December 15, 2024 and interim periods within fiscal years beginning after December 15, 2024. The guidance requires enhanced disclosures related to income taxes including: additional information in the rate reconciliation; further breakdown of income taxes paid; and other disclosures that may help investors to better understand the entities tax landscape. We do not believe that ASU 2023-09 will have a material impact on our financial reporting.

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Financial Instruments and Fair Value Measurements

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Financial Instruments and Fair Value Measurements

3. Financial Instruments and Fair Value Measurements

The Company's financial instruments consist of money market funds. The following tables show the Company's cash equivalents carrying value and fair value at June 30, 2024 and December 31, 2023 (in thousands):

			As of June 30, 2024 (unaudited)		
	Carrying Amount	Fair Value	Quoted Priced in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets					
Money market funds	$ 3,238	$ 3,238	$ 3,238	$ —	$ —
Total assets	$ 3,238	$ 3,238	$ 3,238	$ —	$ —

			As of December 31, 2023		
	Carrying Amount	Fair Value	Quoted Priced in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets					
Money market funds	$ 3,243	$ 3,243	$ 3,243	$ —	$ —
Total assets	$ 3,243	$ 3,243	$ 3,243	$ —	$ —

Cash equivalents – Cash equivalents of $3.2 million as of each June 30, 2024 and December 31, 2023, consisted of money market funds. Money market funds are classified as Level 1 of the fair value hierarchy because they are valued using quoted market prices in active markets.

Certain assets and liabilities are carried at fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs.

There have been no changes to the valuation methodologies utilized by the Company during the six months ended June 30, 2024 compared to the year ended December 31, 2023. The Company evaluates transfers between levels at the end of each reporting period. There were no transfers of financial instruments between levels during the six months ended June 30, 2024 and the year ended December 31, 2023.

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Inventory, net

6 Months Ended
Jun. 30, 2024

Inventory Disclosure [Abstract]

Inventory, net

4. Inventory, net (in thousands)

	June 30, 2024 (unaudited)	December 31, 2023
Raw materials	$ 526	$ 752
Work in process	5	—
Finished goods	275	36
Inventory at cost	806	788
Less reserve for obsolescence	(40)	(32)
Inventory, net	$ 766	$ 756

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Property and equipment, net

6 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Property and equipment, net

5. Property and equipment, net (in thousands)

	June 30, 2024	December 31, 2023
Computers and equipment	$ 11	$ 11
Manufacturing tools and dies	148	148
Total property and equipment	159	159
Less accumulated depreciation	(39)	(37)
Property and equipment, net	$ 120	$ 122

Depreciation expense was $1 thousand and $3 thousand for the three months ended June 30, 2024 and 2023, respectively, and was $2 thousand and $6 thousand for the six months ended June 30, 2024 and 2023, respectively.

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Commitments and Contingencies

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

6. Commitments and Contingencies

Lease

The Company executed a noncancelable operating lease for approximately 9,091 square feet of office space in Hayward, California in November 2021 as its headquarters. The lease was set to expire in October 2025. The Company was obligated to pay, on a pro-rata basis, real estate taxes and operating costs related to the premises. Upon lease execution, the Company evaluated the lease and determined it should be capitalized as an operating lease. As there was no interest rate implicit in the lease, the Company estimated the incremental borrowing rate at 6% based on the rate available under its revolving credit line, as well as an assessment of the Company's risk based on its financial position at the time and its potential to obtain a collateralized loan for a period similar to the lease term. The lease was terminated effective May 31, 2024. The Company incurred termination fees of $77 thousand, which were partially offset by a remaining security deposit of $16 thousand. The Company recorded a loss of $60 thousand in connection with the lease termination, which is included in other expense in the statement of operations.

Lease costs for the three and six months ended June 30, 2024 were $33 thousand and $84 thousand, respectively, and for the three and six months ended June 30, 2023 were $50 thousand and $101 thousand, respectively.

Cash paid for amounts included in the measurement of operating lease liabilities were $34 thousand and $87 thousand for the three and six months ended June 30, 2024, respectively, which is included in operating activities in the statement of operations. Cash paid for amounts included in the measurement of operating lease liabilities were $52 thousand and $103 thousand for the three and six months ended June 30, 2023, respectively, which is included in operating activities in the statement of operations.

In June 2024, the Company entered into a short-term rental agreement for office space located in Fremont, California. The Company evaluated the agreement and determined the short-term rental agreement does not meet the criteria for capitalization. Monthly rent payments required are $1 thousand per month and the agreement terminates on December 1, 2024. After expiration of the initial term, the agreement will automatically renew on a month to month basis until terminated by either party upon 30 days' advance written notice.

ALOM Fulfillment Services Agreement

On November 25, 2022, the Company entered into a Fulfillment Services Agreement (the "ALOM Agreement"), with ALOM Technologies Corporation ("ALOM"). Pursuant to the ALOM Agreement, commencing on November 28, 2022, ALOM began providing, on a non-exclusive basis, certain assembly, procurement, storage, returns, and fulfillment services to our end customers and retailers within the United States. During the term of the ALOM Agreement, ALOM shall provide the services in accordance with purchase orders issued by us from time to time. The consideration payable by us to ALOM for

services rendered under the ALOM Agreement will be calculated and invoiced based on fixed hourly rates and fixed unit pricing, as applicable, subject to certain exceptions; provided that, commencing April 1, 2023, we became subject to $25 thousand minimum monthly purchase requirement. The ALOM Agreement has a three-year initial term, with automatic annual renewals, and may be terminated for convenience by either party upon sixty days written notice to the other party. On March 5, 2024, the ALOM Agreement was amended to waive hourly account management charges and minimum monthly purchase requirements for the period from January 2024 through June 2024, and to extend the initial term of the agreement to December 31, 2024. The ALOM Agreement was terminated after the quarter ended June 30, 2024, as discussed in Note 13, below.

Contingencies

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when future expenditures are probable and such expenditures can be reasonably estimated. The Company recorded no liabilities for contingent matters as of June 30, 2024.

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Other Accrued Expenses

6 Months Ended
Jun. 30, 2024

Payables and Accruals [Abstract]

Other Accrued Expenses

7. Other Accrued Expenses (in thousands)

	June 30, 2024	December 31, 2023
Accrued payroll and related	$ 70	$ 218
Delaware franchise tax	—	160
Research study costs	41	51
Other	34	66
Total other accrued expenses	$ 145	$ 495

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Preferred Stock

6 Months Ended
Jun. 30, 2024

Preferred Stock, Number of Shares, Par Value and Other Disclosure [Abstract]

Preferred Stock

8. Preferred Stock

There were no series of preferred stock designated and no shares issued or outstanding at June 30, 2024 and December 31, 2023.

The Company's board of directors is authorized, without action by its stockholders, to designate and issue up to 10,000,000 shares of preferred stock in one or more series, and to fix the voting rights, designations, powers, preferences, the relative, participating, optional or other special rights, if any, and any qualifications, limitations and restrictions thereof, applicable to the shares of any series of preferred stock that they may designate in the future.

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Common Stock

6 Months Ended
Jun. 30, 2024

Common Stock, Number of Shares, Par Value and Other Disclosure [Abstract]

Common Stock

9. Common Stock

At June 30, 2024 and December 31, 2023, there were 6,183,592 and 1,466,092 shares of Company common stock issued and outstanding, respectively.

On February 13, 2023, the Company sold 200,000 shares of its common stock in an underwritten public offering at a price of $25 per share, less underwriting discounts and commissions, resulting in gross proceeds to the Company of $5.0 million. The net proceeds to the Company, after deducting the underwriting discount and commissions and expenses paid by the Company, was approximately $3.6 million. In addition, pursuant to the underwriting agreement entered into in connection with the offering, the Company granted the underwriter a 45-day option to purchase up to an additional 30,000 shares of common stock, solely to cover over-allotments. This option expired in March 2023, and the underwriter did not exercise its option to purchase any additional shares prior to such expiration. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued warrants to purchase an aggregate of 10,000 shares of Company common stock to designees of ThinkEquity LLC ("ThinkEquity"). The designees paid an aggregate of $100 for the warrants. The warrants have an initial exercise price of $31.25 per share, have a term of four years from the commencement of sales in the offering, and are exercisable commencing six months from closing.

On July 11, 2023, the Company sold 325,000 shares of its common stock to certain investors at a price of $5.50 per share, resulting in gross proceeds to the Company of approximately $1.8 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.5 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to $143 thousand) at closing, as well as $90 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 13,000 shares of Company common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $6.60 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing.

On July 19, 2023, the Company sold 512,500 shares of its common stock to certain investors at a price of $4.00 per share, resulting in gross proceeds to the Company of approximately $2.1 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.7 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to $164 thousand) at closing, as well as $60 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 20,500 shares of common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $4.80 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing.

On August 9, 2023, the Company sold 331,730 shares of its common stock to certain investors at a price of $4.10 per share, resulting in gross proceeds to the Company of approximately $1.4 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.1 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to approximately $109 thousand) at closing, as well as $60 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 13,270 shares of Company common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $4.92 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing.

Effective August 23, 2023, the Company's board of directors approved a reverse stock split of the Company's issued and outstanding shares of common stock, par value $0.0001 per share, at a ratio of 1-for-100. As a result of the reverse stock split, the total number of shares of common stock held by each stockholder of the Company were converted automatically into the number of shares of common stock equal to the number of issued and outstanding shares of common stock held by each such stockholder immediately prior to the reverse stock split divided by 100. The Company issued one whole share of the post reverse stock split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. As a result, no fractional shares were issued in connection with the reverse stock split and no cash or other consideration was paid in connection with any fractional shares that would otherwise have resulted from the reverse stock split. Also, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. All share and per share amounts for the common stock, as well as the warrants outstanding and exercise prices thereof, have been retroactively restated to give effect to the reverse stock split.

On May 13, 2024, the Company sold 4,710,000 shares of its common stock, together with an aggregate of 4,710,000 Series A warrants (the "Series A Warrants") to purchase up to 4,710,000 shares of common stock and 7,065,000 Series B warrants (the "Series B Warrants" and collectively with the Series A Warrants, the "Common Warrants") to purchase up to 7,065,000 shares of common stock, to certain investors in a registered public offering. Each share of common stock was sold together with one Series A Warrant and one and a half Series B Warrants at a combined price of $0.85 per share and Common Warrants, resulting in gross proceeds to the Company of approximately $4 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $3.3 million. The net proceeds were allocated between the common stock and Common Warrants issued in the offering based on the relative fair values, which were $1.4 million and $1.9 million, respectively. Each of the Common Warrants are exercisable immediately upon issuance and have an exercise price of $0.85 per share, subject to certain adjustments. The Series A Warrants will expire one year from the date of issuance and the Series B Warrants will expire five years from the date of issuance. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 7.0% of the gross proceeds of the offering (amounting to approximately $280 thousand) at closing, as well as $100 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent registered warrants to purchase an aggregate of 188,400 shares of Company common stock, equal to 4.0% of the aggregate shares of common stock sold in the offering. The placement agent warrants have an initial exercise price of $0.935 per share (equal to 110% of the combined offering price per share and Common Warrants), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing.

Common stockholders are entitled to dividends if and when declared by the Board of Directors subject to the rights of the preferred stockholders. As of June 30, 2024, no dividends on common stock had been declared by the Company. At June 30, 2024 and December 31, 2023, the Company had reserved shares of common stock for issuance as follows:

	June 30, 2024	December 31, 2023
Warrants to purchase common stock	12,022,897	59,497
Options issued and outstanding	54,369	14,661
Shares available for future stock option grants	32,786	7,190
Total	12,110,052	81,348

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Common Stock Warrants

6 Months Ended
Jun. 30, 2024

Warrants and Rights Note Disclosure [Abstract]

Common Stock Warrants

10. Common Stock Warrants

Historically, the Company has entered into warrant agreements in connection with certain consulting agreements and equity offerings. In August 2023, the Company implemented a 1-for-100 reverse stock split wherein, per the terms of the agreements, the number of shares of common stock issuable upon exercise of each of the warrants outstanding at that time was reduced by dividing the quantity outstanding by 100 and the exercise price of each such warrant was multiplied by 100. No other terms of the warrants were changed as a result of the reverse stock split.

In July 2021, the Company entered into a consulting agreement, pursuant to which warrants to purchase 500 shares of common stock were granted and an additional warrants to purchase 500 shares of common stock were granted in November 2021. The warrants are exercisable upon issuance, have an exercise price of $104 per share and have a term of five years. The consulting agreement was effective as of February 2021, had an initial monthly fee of $5 thousand and a term of two years. The agreement was amended in May of 2022 to increase the monthly payment to $7.5 thousand. Currently, the agreement is automatically renewing on a month-to-month basis until terminated by either party. The warrant issuances are indexed to, and settled in, the Company's own common stock and were classified within stockholders' equity.

In November 2021, the Company issued warrants to purchase 1,727 shares of common stock to designees of ThinkEquity, the underwriter of the Company's initial public offering. The warrants may be exercised at any time on or after May 9, 2022, have an exercise price of $625 per share and have a term of five years. The warrant issuances are indexed to and settled in the Company's own common stock and were classified within stockholders' equity.

In February 2023, the Company issued warrants to purchase 10,000 shares of common stock to designees of ThinkEquity, the underwriter of the underwritten public offering of 200,000 shares of Company common stock that closed in February 2023. The designees paid an aggregate of $0.1 thousand for the warrants. The warrants may be exercised at any time on or after August 7, 2023, have an exercise price of $31.25 per share, and have a term of four years commencing 180 days following the commencement of sales in the offering. The warrant issuances were indexed to and settled in the Company's own stock and were classified within stockholders' equity.

In July and August 2023, the Company issued warrants to purchase a total of 47,670 shares of common stock to Maxim Group LLC ("Maxim"), the placement agent for each of the three public offerings of the Company's common stock completed during the period. The warrants are exercisable at any time beginning six months after the closing date of the applicable equity offering and expire five years from the commencement of sales under the applicable offering. Of the warrants issued in the offerings, 13,000 are exercisable beginning on January 11, 2024 at a price of $6.60 per share; 20,500 are exercisable beginning on January 19, 2024 at a price of $4.80 per share; and 13,270 are exercisable beginning on February 9, 2024 at a price of $4.92 per share.

The Company estimated the value of the warrants in 2023 using the Black-Scholes options valuation model. The fair value of the warrants issued in February 2023 was $195 thousand and was recognized as issuance costs of the common stock issued in the underwritten public offering and was classified within stockholders' equity. The fair value of the warrants issued in July and August 2023 totaled $168 thousand and was recognized as issuance costs of the common stock issued in the three public offerings during the period and was classified within stockholders' equity.

In May 2024, in connection with the sale of 4,710,000 shares of common stock, the Company issued Series A Warrants to purchase an aggregate of 4,710,000 shares of common stock and Series B Warrants to purchase an aggregate of 7,065,000 shares of common stock to the purchasers of the stock. The warrants are exercisable upon issuance and have an exercise price of $0.85 per share. The Series A Warrants expire on May 13, 2025 and the Series B Warrants expire on May 14, 2029. Additionally, the Company issued warrants to purchase 188,400 shares of common stock to Maxim, the placement agent for the public offering of the Company's securities. The placement agent warrants are exercisable at any time beginning six months after the closing date of the equity offering and expire five years from the from the commencement of sales under the offering.

The Company estimated the value of the warrants issued to the placement agent in May 2024 using the Black-Scholes options valuation model. The fair value of the warrants issued in May 2024 was $70 thousand and was recognized as issuance costs of the common stock issued in the public offering and was classified within stockholders' equity.

The fair value of the warrants issued to placement agents in 2024 and 2023 was estimated on the date of grant using the following assumptions:

	2024		2023	
	Minimum	Maximum	Minimum	Maximum
Expected life (in years)	5.0	5.0	4.0	5.0
Expected volatility	118.6%	118.6%	116.1%	123.9%
Risk-free interest rate	4.50%	4.50%	3.98%	4.24%
Dividend yield	0%	0%	0%	0%

A summary of the Company's outstanding warrants as of June 30, 2024 is as follows:

Class of Shares	Number of Warrants	Exercise Price	Expiration Date
Common Stock	500	$ 104.00	July 1, 2026
Common Stock	500	$ 104.00	November 15, 2026
Common Stock	1,727	$ 625.00	November 10, 2026
Common Stock	10,000	$ 31.25	August 9, 2027
Common Stock	13,000	$ 6.60	July 10, 2028
Common Stock	20,500	$ 4.80	July 14, 2028
Common Stock	13,270	$ 4.92	August 4, 2028
Common Stock	188,400	$ 0.935	May 9, 2029
Common Stock	4,710,000	$ 0.85	May 13, 2025
Common Stock	7,065,000	$ 0.85	May 14, 2029
Total	12,022,897		

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Equity Incentive Plans	6 Months Ended Jun. 30, 2024
Share-Based Payment Arrangement [Abstract]	
Equity Incentive Plans	

11. Equity Incentive Plans

In 2017, the Company adopted its 2017 Equity Incentive Plan (the "2017 Plan").

On November 10, 2021, the 2017 Plan terminated and was replaced by the 2021 Plan (defined below), and future issuances of incentive instruments will be governed by the 2021 Plan. To the extent that outstanding awards under the 2017 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will no longer be available for future issuance.

2021 Equity Incentive Plan

In 2021, the Company adopted the 2021 Equity Incentive Plan (the "2021 Plan"). Options granted under the 2021 Plan may be Incentive Stock Options or Non-statutory Stock Options, as determined by the Compensation Committee of the Company's board of directors, who is responsible for administering the 2021 Plan. Stock Purchase Rights may also be granted under the 2021 Plan. The term shall be no more than ten years from the date of grant thereof. In the case of an Incentive Stock Option granted to an optionee who, at the time the option is granted, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the option shall be five years from the date of grant or such shorter term as may be provided in the option Agreement. To the extent outstanding awards under the 2021 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will be available for future issuance under the 2021 Plan. The 2021 Plan provides that additional shares will automatically be added to the shares authorized for issuance under the 2021 Plan on January 1 of each year. The number of shares added each year will be equal to the lesser of: (i) 5.0% of the outstanding shares of the Company's common stock on December 31st of the preceding calendar year or (ii) such number of shares determined by the board of directors, in its discretion. On January 1, 2023, 4,839 shares were automatically added to the number of shares authorized for issuance under 2021 Plan (an increase equal to 5% of the number of the outstanding shares of Company common stock as of December 31, 2022). On January 1, 2024, 73,304 shares were automatically added to the number of shares authorized for issuance under 2021 Plan (an increase equal to 5% of the number of the outstanding shares of Company common stock as of December 31, 2023).

In the case of an incentive stock option (i) granted to an employee who, at the time of grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any parent or subsidiary of the Company, the exercise price shall be no less than 110% of the fair market value per share on the date of grant; (ii) granted to any other employee, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. In the case of a non-statutory stock option (i) granted to an employee who, at the time of grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any parent or subsidiary of the Company, the exercise price shall be no less than 110% of the fair market value per share on the date of grant; (ii) granted to any other service provider, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. Notwithstanding the foregoing, options may be granted with a per share exercise price other than as required above pursuant to a merger or other corporate transaction.

The options may include provisions permitting exercise of the option prior to full vesting. Any unvested shares upon termination shall be subject to repurchase by the Company at the original exercise price of the option.

As of June 30, 2024, there were 32,786 shares of common stock available for issuance under the 2021 Plan.

Stock options granted under the Company's equity incentive plans generally vest over four years from the date of grant.

The following table summarizes the stock option award activity for the six months ended June 30, 2024:

	Outstanding	Exercisable
January 1, 2024	14,661	6,110
Granted	42,000	—
Vested	—	2,201
Canceled or expired	(2,292)	(781)
Exercised	—	—
June 30, 2024	54,369	7,530

The weighted-average exercise price as of June 30, 2024 for stock options outstanding and stock options exercisable was $34.52 and $169.76, respectively. The weighted average remaining contractual life as of June 30, 2024 for stock options outstanding and stock options exercisable was 9.03 and 6.26 years, respectively.

The following table sets forth the status of the Company's non-vested restricted common stock awards:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
January 1, 2024	—	$ -
Issuance of restricted common stock	7,500	$ 1.34
Vested	(1,875)	$ 1.34
Cancelled	—	$ -
June 30, 2024	5,625	$ 1.34

There were no restricted stock awards outstanding during the year ended December 31, 2023.

Stock-Based Compensation

Total stock-based compensation recorded in the condensed statements of operations is allocated as follows (in thousands):

	Three Months Ended	Six Months Ended

	June 30,		June 30,	
	2024	2023	2024	2023
Research and development	$ 23	$ 27	$ 45	$ 58
Sales and marketing	1	1	1	3
General and administrative	30	53	62	104
Total stock-based compensation	$ 54	$ 81	$ 108	$ 165

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Net Loss per Share

6 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract]

Net Loss per Share

12. Net Loss per Share

The following outstanding potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share for the periods presented due to their antidilutive effect:

	Six Months Ended June 30,	
	2024	2023
Warrants to purchase common stock	12,022,897	12,727
Common stock options issued and outstanding	54,369	16,435
Total	12,077,266	29,162

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Subsequent Events

6 Months Ended
Jun. 30, 2024

Subsequent Events [Abstract]

Subsequent Events

13. Subsequent Events

Termination of ALOM Agreement

Effective August 1, 2024, the Company terminated the ALOM Agreement, pursuant to which ALOM provided, on a non-exclusive basis, certain assembly, procurement, storage, returns, and fulfillment services (collectively, the "Services") to the Company's end customers and retailers within the United States. The Company terminated the Agreement for convenience, in accordance with the terms of the ALOM Agreement, in furtherance of its efforts to continue to reduce both direct and indirect costs associated with product manufacturing and distribution. The Company did not incur any material early termination penalties in connection with the termination of the ALOM Agreement. The Company is now utilizing third-party logistics and storage services from alternate suppliers without material minimums and has established in-house assembly and testing capabilities. The Company completed the transition with no disruptions to service and expects current capacity will be sufficient to meet demand for the foreseeable future.

Amended and Restated 2021 Equity Incentive Plan

On August 9, 2024, the Company adopted its Amended and Restated 2021 Equity Incentive Plan (the "A&R 2021 Plan"), which amends and restates the 2021 Plan in full to, amongst other things, increase the number of shares of common stock authorized for issuance thereunder from 92,376 shares to 1,000,000 shares. The Company's Board of Directors unanimously approved the adoption of the A&R 2021 Plan, subject to stockholder approval, on June 15, 2024, and the Company's stockholders approved the A&R 2021 Plan at the Company's 2024 Annual Meeting of Stockholders held on August 9, 2024.

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Summary of Significant Accounting Policies (Policies)

6 Months Ended
Jun. 30, 2024

Accounting Policies [Abstract]

Basis of Presentation

Basis of Presentation

The accompanying condensed balance sheet as of December 31, 2023, which has been derived from audited financial statements, and the unaudited interim condensed financial statements as of June 30, 2024, and for the three and six months ended June 30, 2024 and June 30, 2023, have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all accounting entries and adjustments (including normal, recurring adjustments) considered necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024.

Going Concern Uncertainty

Going Concern Uncertainty

During the six months ended June 30, 2024 and 2023, the Company incurred a net loss of $2.7 million and $4.2 million, respectively. At June 30, 2024, the Company had an accumulated deficit of $40.6 million. Cash and cash equivalents at June 30, 2024 were $3.7 million. During the six month periods ended June 30, 2024 and 2023, the Company had negative cash flows from operations of $3.0 million and $4.9 million, respectively. The aforementioned factors raise substantial doubt about the Company's ability to continue as a going concern within one year from the issuance date of the financial statements. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern within one year after the date the financial statements are issued.

Future capital requirements will depend upon many factors, including, without limitation, progress with developing, manufacturing and marketing our technologies; the time and costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other proprietary rights; our ability to establish collaborative arrangements; completion of any acquisitions or other strategic transactions; marketing activities and competing technological and market developments, including regulatory changes and overall economic conditions in our target markets. Our ability to generate revenue and achieve profitability requires us to successfully market and secure purchase orders for our products and services from existing as well as new customers. We also will be required to efficiently manufacture and deliver on those purchase orders. These activities, including our planned research and development efforts, may require significant uses of working capital. There can be no assurance that we will generate revenue and cash as expected in our current business plan.

The Company recognizes it will need to raise additional capital to continue research and development and to fund its planned operations, clinical trials and, if regulatory approval is obtained, commercialization of future products. We may seek additional funds through equity or debt offerings and/or borrowings under notes payable, lines of credit or other sources. We do not know whether additional financing will be available on commercially acceptable terms, or at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial conditions, or results of operations.

Reverse Stock Split

Reverse Stock Split

In August 2023, the Company's Board of Directors and stockholders approved an amendment to the Company's amended and restated certificate of incorporation to effect a 1-for-100 reverse stock split of the issued and outstanding shares of the Company's common stock, which was effected on August 23, 2023. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. Fractional shares were not issued, and instead, the Company issued one whole share of the post reverse split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. Consequently, 84 shares of common stock were issued in lieu of fractional shares. In addition, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. All share and per share amounts for the common stock, as well as the stock options, and warrants outstanding and exercise prices thereof, included in the financial statements and these footnotes thereto have been retroactively restated to give effect to the reverse stock split.

Use of Estimates

Use of Estimates

The preparation of financial statements in conformity with 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 reported amounts of expenses during the reporting period. Actual results could differ materially from those estimates. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate.

Cash and Cash Equivalents

Cash and Cash Equivalents

The Company considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents. As of June 30, 2024 and December 31, 2023, cash and cash equivalents totaled $3.7 million and $3.4 million, respectively.

Accounts Receivable

Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount, net of allowances for credit losses and returns reserves. The allowance for credit losses is based on our assessment of the collectability of accounts. Management regularly reviews the adequacy of the allowance for credit losses by considering the age of each outstanding invoice, each customer's expected ability to pay, and the collection history with each customer, when applicable, to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. As of each June 30, 2024 and December 31, 2023, the allowance for credit losses balance was zero.

Inventory

Inventory

Inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first-out ("FIFO") basis. Inventories are reviewed periodically to identify slow-moving inventory based on anticipated sales activity. As of June 30, 2024 and December 31, 2023, the reserve for obsolescence was $40 thousand and $32 thousand, respectively.

Deferred Financing Costs

Deferred Offering Costs

The Company complies with the requirements of Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") 340-10-S99-1. The Company capitalizes incremental legal, professional, accounting, and other third-party fees that are directly associated with an equity or debt offering as other current assets. If the Company consummates an equity offering, the deferred financing costs will be allocated to additional paid-in capital. If the Company consummates a debt offering, the deferred financing costs will be recorded as a discount to the debt.

Property and Equipment

Property and Equipment

Property and equipment are recorded at cost net of accumulated depreciation. Depreciation is computed on a straight-line method over the estimated useful lives of the assets, three to four years. Upon retirement or sale of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Repairs and maintenance costs that do not improve or extend the lives of the respective assets are charged to operations as incurred.

Impairment of Long-

Impairment of Long-Lived Assets

Lived Assets

The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of these asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. When indications of impairment are present and the estimated undiscounted future cash flows from the use of these assets is less than the assets' carrying value, the related assets will be written down to fair value. There were no impairments of the Company's long-lived assets for the periods presented.

Commitments and Contingencies

Commitments and Contingencies

Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred.

Revenue Recognition

Revenue Recognition

The Company recognizes revenue from product sales in accordance with FASB ASC Topic 606, Revenue from Contracts with Customers ("Topic 606"). The standard applies to all contracts with customers, except contracts that are within scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments.

Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are in within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inceptions, once the contract is determined to be within the scope of Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied.

The Company sells its products through direct sales and resellers. Revenue is recognized when control of the promised goods is transferred to the customers or the resellers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Revenue associated with products holding rights of return are recognized when the Company concludes there is not a risk of significant revenue reversal in the future periods for the expected consideration in the transaction.

The Company may receive payments at the onset of the contract and before goods have been delivered. In such instances, the Company records a deferred revenue liability. The Company recognizes these contract liabilities as revenue after the revenue criteria are met. As of June 30, 2024 and December 31, 2023, the contract liability related to the Company's deferred revenues approximated $4 thousand and $8 thousand, respectively, and is included in "Other Accrued Expenses" on the accompanying balance sheets.

The Company relies on third parties to have procedures in place to detect and prevent credit card fraud, as the Company has exposure to losses from fraudulent charges. The Company records the losses related to chargebacks as incurred.

The Company has also elected to exclude from the measurement of the transaction price sales taxes remitted to governmental authorities.

The table below presents revenue by channel for the three and six months ended June 30, 2024 and 2023 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Product Revenue by Sales Channel	**2024**	**2023**	**2024**	**2023**
Product Revenue				
Direct-to-consumer	$ 126	$ 171	$ 427	$ 474
Reseller	32	11	94	109
Returns	(18)	(21)	(47)	(46)
Revenue	$ 140	$ 161	$ 474	$ 537

Sales Tax

Sales Tax

Sales tax collected from customers and remitted to governmental authorities is accounted for on a net basis and therefore, is excluded from net sales.

Shipping and Handling

Shipping and Handling

Shipping and handling fees paid by customers are recorded in revenue, with the related expenses recorded in cost of sales. There were no shipping and handling fees paid by customers for the three and six months ended June 30, 2024 and 2023.

Shipping costs for delivery of product to customers in the three and six months ended June 30, 2024 were $6 thousand and $23 thousand, respectively, and for the three and six months ended June 30, 2023 were $7 thousand and $22 thousand, respectively.

Product Warranty

Product Warranty

The Company generally offers a one-year limited warranty on its products. The Company estimates the costs associated with the warranty obligation using historical data of warranty claims and costs incurred to satisfy those claims. Estimated warranty costs are expensed to cost of sales.

Returns

Returns

The Company estimates a reserve for future product returns based on several factors, including historical returns as a percentage of revenue, an understanding of the reasons for past returns and any other known factors that indicate a return is imminent. Reserves for sales returns are estimated and recorded in the same period as the underlying revenue recognition as a deduction to arrive at net product sales and as a liability classified as "Other Accrued Expenses" on the balance sheet. As of June 30, 2024 and December 31, 2023, the reserve for sales returns was $8 thousand and $52 thousand, respectively.

Sales and Marketing Expenses

Sales and Marketing Expenses

Sales and marketing expenses are expensed as incurred and consist primarily of merchandising, customer service and targeted online marketing costs, such as display advertising, keyword search campaigns, search engine optimization and social media and offline marketing costs such as television, radio and print advertising. Sales and marketing expenses also include payroll costs and stock-based compensation expense for employees involved in marketing activities. Sales and marketing expenses are primarily related to growing the customer base.

Research and Development Expenses

Research and Development Expenses

Research and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of salaries, payroll taxes, employee benefits, materials, supplies, depreciation on and maintenance of research equipment, the cost of services provided by outside contractors, and the allocable portions of facility costs, such as rent, utilities, insurance, repairs and maintenance, depreciation, and general support services. All costs associated with research and development are expensed as incurred.

Stock-Based Compensation

Stock-Based Compensation

The Company accounts for stock-based compensation arrangements with employees and non-employee consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based payments, including stock options. The fair value method requires the Company to estimate the fair value of stock-based payment awards to employees and non-employees on the date of grant using an option pricing model.

Stock-based compensation costs are based on the fair value of the underlying option calculated using the Black-Scholes option-pricing model and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company measures equity-based compensation awards granted to non-employees at fair value as the awards vest and recognizes the resulting value as compensation expense at each financial reporting period.

Determining the appropriate fair value model and related assumptions requires judgment, including estimating stock price volatility, expected dividend yield, expected term, risk-free rate of return, and the estimated fair value of the underlying common stock. Due to the lack of company-specific historical and implied volatility data, the Company has based its estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. The historical volatility is calculated based on a period of time commensurate with the expected term assumption. The group of representative companies have characteristics similar to the Company, including stage of product development and focus on the life science industry. The Company uses the simplified method, which is the average of the final vesting tranche date and the contractual term, to calculate the expected term for options granted to employees as it does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the stock options. The Company uses an assumed dividend yield of zero as the Company has never paid dividends and has no current plans to pay any dividends on its common stock. The Company accounts for forfeitures as they occur.

Net Loss per Common Share

Net Loss per Common Share

The Company computes net loss per share of common stock in conformity with the two-class method required for participating securities. Diluted net loss per share is computed similar to basic net loss per share, except that the denominator is increased to include the number of additional shares for the potential dilutive effects of warrants, convertible preferred stock and stock options outstanding during the period calculated in accordance with the treasury stock method, or the two-class method, whichever is more dilutive. For all periods presented, basic and diluted net loss per share is the same, as inclusion of any additional share equivalents would be anti-dilutive.

Concentration of Credit Risk and Other Risks and Uncertainties

Concentration of Credit Risk and Other Risks and Uncertainties

Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents and accounts receivable. Cash and cash equivalents include a checking account and a money market account held at one national financial institution in the United States. At times, such deposits may be in excess of insured limits. Management believes that the financial institution at which the Company holds its deposits is financially sound, and accordingly, minimal credit risk exists with respect to the financial institution. The Company has not experienced any losses on its deposits of cash and cash equivalents. As of each June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents balances exceeding FDIC insured limits by $3.2 million and $3.0 million, respectively.

The Company extends credit to customers in the normal course of business and performs credit evaluations of its customers. Concentrations of credit risk with respect to accounts receivable exist to the full extent of amounts presented in the financial statements.

During the first half of 2024, the majority, or 81%, of the Company's sales have been to individual customers. In 2023, the majority, or 81%, of the Company's sales were to individual consumers. As of June 30, 2024, the Company had no reseller customers whose accounts receivable balance totaled more than 10% or more of the Company's total accounts receivable compared with one such customer at December 31, 2023 (81%).

For the three months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company's total revenue (23%). For the three months ended June 30, 2023, the Company had no customer who individually accounted for 10% or more of the Company's total revenue.

For the six months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company's total revenue (13%) compared to one customer for the six months ended June 30, 2023 (16%).

The lingering negative impacts of the COVID-19 pandemic, the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas, certain other macroeconomic factors including inflation, and rising interest rates, have contributed to economic uncertainty. Additionally, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Furthermore, it is possible that U.S. policy changes, including changes and uncertainty as a result of the upcoming U.S. presidential election, could increase market volatility in the coming months. These factors, amongst other things, could result in further economic uncertainty and volatility in the capital markets in the near
term, and could negatively affect our operations. We will continue to monitor material impacts on our business strategies and operating results.

Recently Issued

Recently Issued Accounting Pronouncements

Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280) - *Improvements to Reportable Segment Disclosures*. The guidance, which becomes effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, requires public entities that are required to report segment information in accordance with Topic 280, Segment Reporting, to improve reportable segment disclosures about significant segment expenses. We do not believe that ASU 2023-07 will have a material impact on our reporting as we operate in one reportable segment.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740)- *Improvements to Income Tax Disclosures*. The guidance applies to all entities that are subject to Topic 740, Income taxes and becomes effective for public business entities for annual periods beginning after December 15, 2024 and interim periods within fiscal years beginning after December 15, 2024. The guidance requires enhanced disclosures related to income taxes including: additional information in the rate reconciliation; further breakdown of income taxes paid; and other disclosures that may help investors to better understand the entities tax landscape. We do not believe that ASU 2023-09 will have a material impact on our financial reporting.

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Summary of Significant Accounting Policies (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Accounting Policies [Abstract]

Summary of Revenue by Channel

The table below presents revenue by channel for the three and six months ended June 30, 2024 and 2023 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
Product Revenue by Sales Channel	**2024**	**2023**	**2024**	**2023**
Product Revenue				
Direct-to-consumer	$ 126	$ 171	$ 427	$ 474
Reseller	32	11	94	109
Returns	(18)	(21)	(47)	(46)
Revenue	$ 140	$ 161	$ 474	$ 537

XML 31 R24.htm IDEA: XBRL DOCUMENT

Financial Instruments and Fair Value Measurements (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Fair Value Disclosures [Abstract]

Summary of Cash Equivalents and Conversion Right Liability's Carrying Value and Fair Value

The Company's financial instruments consist of money market funds. The following tables show the Company's cash equivalents carrying value and fair value at June 30, 2024 and December 31, 2023 (in thousands):

			As of June 30, 2024 (unaudited)		
	Carrying Amount	**Fair Value**	**Quoted Priced in active markets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Assets					
Money market funds	$ 3,238	$ 3,238	$ 3,238	$ —	$ —
Total assets	$ 3,238	$ 3,238	$ 3,238	$ —	$ —

			As of December 31, 2023		
	Carrying Amount	**Fair Value**	**Quoted Priced in active markets (Level 1)**	**Significant other observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Assets					
Money market funds	$ 3,243	$ 3,243	$ 3,243	$ —	$ —
Total assets	$ 3,243	$ 3,243	$ 3,243	$ —	$ —

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Inventory, net (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Inventory Disclosure [Abstract]

Summary of Inventory, net

	June 30, 2024 (unaudited)	**December 31, 2023**
Raw materials	$ 526	$ 752
Work in process	5	—
Finished goods	275	36
Inventory at cost	806	788
Less reserve for obsolescence	(40)	(32)
Inventory, net	$ 766	$ 756

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Property and equipment, net (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Property, Plant and Equipment [Abstract]

Components of Property and Equipment, Net

	June 30, 2024	**December 31, 2023**
Computers and equipment	$ 11	$ 11
Manufacturing tools and dies	148	148
Total property and equipment	159	159
Less accumulated depreciation	(39)	(37)
Property and equipment, net	$ 120	$ 122

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Other Accrued Expenses (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Payables and Accruals [Abstract]

Schedule of Other Accrued Expenses

	June 30, 2024	**December 31, 2023**
Accrued payroll and related	$ 70	$ 218
Delaware franchise tax	—	160
Research study costs	41	51
Other	34	66
Total other accrued expenses	$ 145	$ 495

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Common Stock (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Common Stock, Number of Shares, Par Value and Other Disclosure [Abstract]

Summary of Reserved Shares of Common Stock for Issuance

	June 30, 2024	**December 31, 2023**
Warrants to purchase common stock	12,022,897	59,497
Options issued and outstanding	54,369	14,661
Shares available for future stock option grants	32,786	7,190
Total	12,110,052	81,348

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Common Stock Warrants (Tables) — **6 Months Ended** — **Jun. 30, 2024**

Warrants and Rights Note Disclosure [Abstract]

Summary of Fair Value of the Warrants Estimated on Date of Grant Using Assumptions

The fair value of the warrants issued to placement agents in 2024 and 2023 was estimated on the date of grant using the following assumptions:

	2024		2023	
	Minimum	Maximum	Minimum	Maximum
Expected life (in years)	5.0	5.0	4.0	5.0
Expected volatility	118.6%	118.6%	116.1%	123.9%
Risk-free interest rate	4.50%	4.50%	3.98%	4.24%
Dividend yield	0%	0%	0%	0%

Summary of the Company's Outstanding Warrants

A summary of the Company's outstanding warrants as of June 30, 2024 is as follows:

Class of Shares	Number of Warrants	Exercise Price	Expiration Date
Common Stock	500	$ 104.00	July 1, 2026
Common Stock	500	$ 104.00	November 15, 2026
Common Stock	1,727	$ 625.00	November 10, 2026
Common Stock	10,000	$ 31.25	August 9, 2027
Common Stock	13,000	$ 6.60	July 10, 2028
Common Stock	20,500	$ 4.80	July 14, 2028
Common Stock	13,270	$ 4.92	August 4, 2028
Common Stock	188,400	$ 0.935	May 9, 2029
Common Stock	4,710,000	$ 0.85	May 13, 2025
Common Stock	7,065,000	$ 0.85	May 14, 2029
Total	12,022,897		

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Equity Incentive Plans (Tables)

6 Months Ended
Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of the Option Award Activity

The following table summarizes the stock option award activity for the six months ended June 30, 2024:

	Outstanding	Exercisable
January 1, 2024	14,661	6,110
Granted	42,000	—
Vested	—	2,201
Canceled or expired	(2,292)	(781)
Exercised	—	—
June 30, 2024	54,369	7,530

Summary of Non-vested Restricted Common Stock Awards Issued to Employees

The following table sets forth the status of the Company's non-vested restricted common stock awards:

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
January 1, 2024	—	$ -
Issuance of restricted common stock	7,500	$ 1.34
Vested	(1,875)	$ 1.34
Cancelled	—	$ -
June 30, 2024	5,625	$ 1.34

Summary of Total Stock-based Compensation Expense Recorded Related to Share-based Payment Awards

Total stock-based compensation recorded in the condensed statements of operations is allocated as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Research and development	$ 23	$ 27	$ 45	$ 58
Sales and marketing	1	1	1	3
General and administrative	30	53	62	104
Total stock-based compensation	$ 54	$ 81	$ 108	$ 165

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Net Loss per Share (Tables)

6 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract]

Summary of Outstanding Potentially Dilutive Common Stock Equivalents have been Excluded from the Calculation of Diluted Net Loss Per Share

The following outstanding potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share for the periods presented due to their antidilutive effect:

	Six Months Ended June 30,	
	2024	2023
Warrants to purchase common stock	12,022,897	12,727
Common stock options issued and outstanding	54,369	16,435
Total	12,077,266	29,162

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Summary of Significant Accounting Policies - Additional Information (Details)

	Aug. 23, 2023 USD ($) $ / shares shares	3 Months Ended Jun. 30, 2024 USD ($) Customer $ / shares	3 Months Ended Mar. 31, 2024 USD ($)	3 Months Ended Jun. 30, 2023 USD ($) Customer	3 Months Ended Mar. 31, 2023 USD ($)	6 Months Ended Jun. 30, 2024 USD ($) Customer $ / shares shares	6 Months Ended Jun. 30, 2023 USD ($) Customer	12 Months Ended Dec. 31, 2023 USD ($) $ / shares
Concentration Risk [Line Items]								
Common stock, par value | $ / shares	$ 0.0001	$ 0.0001				$ 0.0001		$ 0.0001
Reverse stock split, description	1-for-100							
Reverse stock split, conversion ratio	0.01							
Number of shares included in conversion of securities | shares	100							
Number of shares issued post reverse stock split | shares	1							
Issuance of fractional shares | shares	0							
Cash paid	$ 0							
Other consideration paid	$ 0							
Accounts Receivable								
Reserve for sales returns		$ 8,000				$ 8,000		$ 52,000
Inventory								
Less reserve for obsolescence		40,000				40,000		32,000
Revenue Recognition								
Contract liability related to deferred revenues		4,000				4,000		8,000
Cash flows from operations						(2,953,000)	$ (4,866,000)	
Net Income (Loss)		(1,266,000)	$ (1,481,000)	$ (2,125,000)	$ (2,116,000)	(2,747,000)	(4,241,000)	
Cash and cash equivalents		3,693,000				3,693,000		3,395,000
Accumulated deficit		(40,633,000)				(40,633,000)		(37,886,000)
Allowance for credit losses		0				$ 0		0
Product warranty limited period						1 year		
Impairments of long-lived assets						$ 0		
Assumed dividend yield						0.00%		
Cash and cash equivalents balances exceeding FDIC insured limits		$ 3,200,000				$ 3,200,000		$ 3,000,000
Minimum [Member]								
Revenue Recognition								
Estimated useful lives of the assets		3 years				3 years		
Maximum [Member]								
Revenue Recognition								

Estimated useful lives of the assets	4 years		4 years		
Common Stock [Member]					
Concentration Risk [Line Items]					
Issuance of fractional shares | shares			84		
Shipping and Handling [Member]					
Revenue Recognition					
Shipping and handling fees paid by customers	$ 0	0	$ 0	0	
Shipping costs for delivery of product to customers	$ 6,000	$ 7,000	$ 23,000	$ 22,000	
Accounts Receivable [Member] | Credit Concentration Risk [Member]					
Revenue Recognition					
Number of reseller customers | Customer			0		
Accounts Receivable [Member] | Credit Concentration Risk [Member] | Customer two					
Revenue Recognition					
Concentration risk (as a percent)					81.00%
Revenue from Contract with Customer, Product and Service Benchmark [Member] | Customer Concentration Risk [Member]					
Revenue Recognition					
Number of customers | Customer		0			
Revenue from Contract with Customer, Product and Service Benchmark [Member] | Customer Concentration Risk [Member] | Customer one					
Revenue Recognition					
Number of customers | Customer	1		1		
Concentration risk (as a percent)	23.00%		13.00%	16.00%	
Revenue from Contract with Customer, Product and Service Benchmark [Member] | Customer Concentration Risk [Member] | Customer two					
Revenue Recognition					
Number of customers | Customer				1	
Revenue from Contract with Customer, Product and Service Benchmark [Member] | Geographic Concentration Risk [Member] | Major Customer					
Revenue Recognition					
Concentration risk (as a percent)			81.00%	81.00%	

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Summary of Significant Accounting Policies - Summary of Revenue by Channel (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Disaggregation of Revenue [Line Items]				
Revenues	$ 140	$ 161	$ 474	$ 537
Sales Returns	(18)	(21)	(47)	(46)
Product Revenue [Member] | Direct-To-Consumer [Member]				
Disaggregation of Revenue [Line Items]				
Revenues	126	171	427	474
Product Revenue [Member] | Reseller [Member]				
Disaggregation of Revenue [Line Items]				
Revenues	$ 32	$ 11	$ 94	$ 109

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Financial Instruments and Fair Value Measurements - Summary of Cash Equivalents and Conversion Right Liability's Carrying Value and Fair Value (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Assets		
Money market funds carrying amount	$ 3,238	$ 3,243
Cash equivalents carrying amount	3,238	3,243
Money market funds	3,238	3,243
Total assets	3,238	3,243
Fair Value, Inputs, Level 1		
Assets		
Money market funds	3,238	3,243
Total assets	$ 3,238	$ 3,243

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Financial Instruments and Fair Value Measurements - Additional Information (Details) - USD ($)	**6 Months Ended**	**12 Months Ended**
	Jun. 30, 2024	**Dec. 31, 2023**
Fair Value Disclosures [Abstract]		
Cash equivalents	$ 3,238,000	$ 3,243,000
Fair Value, Assets, Level 1 to Level 2 Transfers, Amount1	0	0
Fair Value, Assets, Level 2 to Level 1 Transfers, Amount1	0	0
Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Asset, Transfers, Net	$ 0	$ 0

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Inventory, net - Summary of Inventory, net (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Inventory Disclosure [Abstract]		
Raw materials	$ 526	$ 752
Work in process	5	0
Finished goods	275	36
Inventory at cost	806	788
Less reserve for obsolescence	(40)	(32)
Inventory, net	$ 766	$ 756

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Property and equipment, net - Components of Property and Equipment, Net (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Property, Plant and Equipment [Line Items]		
Total property and equipment	$ 159	$ 159

Less accumulated depreciation	(39)	(37)
Property and equipment, net	120	122
Computers and Equipment		
Property, Plant and Equipment [Line Items]		
Total property and equipment	11	11
Manufacturing Tools and Dies		
Property, Plant and Equipment [Line Items]		
Total property and equipment	$ 148	$ 148

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Property and equipment, net (Additional Information) (Details) - USD ($) $ in Thousands	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Property, Plant and Equipment [Abstract]				
Depreciation expense	$ 1	$ 3	$ 2	$ 6

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Commitments and Contingencies - Additional Information (Details)			**1 Months Ended**		**3 Months Ended**		**6 Months Ended**				
	Mar. 05, 2024	**Nov. 25, 2022 USD ($)**	**Feb. 28, 2023 USD ($)**	**Feb. 28, 2021 USD ($)**	**Jun. 30, 2024 USD ($) ft²**	**Jun. 30, 2023 USD ($)**	**Jun. 30, 2024 USD ($) ft²**	**Jun. 30, 2023 USD ($)**	**May 31, 2024 $ / shares**	**Nov. 30, 2021 shares**	**Jul. 21, 2021 $ / shares shares**
Loss Contingencies [Line Items]											
Lease, expiration month and year							2025-10				
Area of office space leased | ft²					9,091		9,091				
Lease cost					$ 33,000	$ 50,000	$ 84,000	$ 101,000			
Cash paid for amounts included in the measurement of lease liabilities					34,000	$ 52,000	87,000	$ 103,000			
Monthly rent payments							1,000				
Contingent liabilities							$ 0				
Warrants, Exercise Price | $ / shares									$ 0.85		
Line of credit facility, interest rate during period							6.00%				
Termination fees					77,000		$ 77,000				
Security deposit					$ 16,000		16,000				
Gain (loss) on lease termination							$ (60,000)				
Consulting agreement											
Loss Contingencies [Line Items]											
Warrants to purchase common stock | shares										500	500
Warrants, Exercise Price | $ / shares											$ 104
Consulting agreement, monthly fee				$ 5,000							
Amended consulting agreement monthly fee			$ 7,500								
Alom Technologies Corporation | Fulfillment services agreement											
Loss Contingencies [Line Items]											
Purchase commitment commencement date		Apr. 01, 2023									
Purchase commitments with third-party suppliers		$ 25,000									
Initial term of agreement		3 years									
Purchase commitment termination written notice period		60 days									
Extended Agreement Date	Dec. 31, 2024										

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Other Accrued Expenses - Schedule of Other Accrued Expenses (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Payables and Accruals [Abstract]		
Accrued payroll and related	$ 70	$ 218
Delaware franchise tax	0	160
Research study costs	41	51
Other	34	66
Total other accrued expenses	$ 145	$ 495

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Preferred Stock - Additional Information (Details) - shares	**Jun. 30, 2024**	**Dec. 31, 2023**
Preferred Stock, Number of Shares, Par Value and Other Disclosure [Abstract]		
Preferred stock, shares issued	0	0
Preferred stock, shares outstanding	0	0
Preferred stock, shares authorized	10,000,000	10,000,000

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Common Stock - Additional Information (Details)							**1 Months Ended**	**3 Months Ended**	**6 Months Ended**			
	May 13, 2024 USD ($) $ / shares shares	**Aug. 23, 2023 USD ($) $ / shares shares**	**Aug. 09, 2023 USD ($) $ / shares shares**	**Jul. 19, 2023 USD ($) $ / shares shares**	**Jul. 11, 2023 USD ($) $ / shares shares**	**Feb. 13, 2023 USD ($) $ / shares shares**	**May 31, 2024 $ / shares shares**	**Mar. 31, 2023 shares**	**Jun. 30, 2024 USD ($) $ / shares shares**	**Dec. 31, 2023 $ / shares shares**	**Feb. 28, 2023 USD ($) $ / shares shares**	**Nov. 30, 2021 $ / shares shares**
Class of Stock [Line Items]												
Sale of common stock							4,710,000					
Exercise Price | $ / shares							$ 0.85					
Common stock, par value | $ / shares		$ 0.0001							$ 0.0001	$ 0.0001		
Reverse stock split, description		1-for-100										
Reverse stock split, conversion ratio		0.01										
Number of shares included in conversion of securities		100										
Number of shares issued post reverse stock split		1										
Issuance of fractional shares		0										
Cash paid | $		$ 0										
Other consideration paid | $		$ 0										
Dividends on common stock declared | $									$ 0			
Common stock, shares outstanding									6,183,592	1,466,092		
Common stock, shares issued									6,183,592	1,466,092		
Common Stock												
Class of Stock [Line Items]												
Issuance of fractional shares									84			
Number of shares issued during the period								200,000				
Series A Warrants [Member]												

Class of Stock [Line Items]							
Warrant Issued					4,710,000		
Series B Warrants [Member]							
Class of Stock [Line Items]							
Warrant Issued					7,065,000		
Designees of Think Equity							
Class of Stock [Line Items]							
Warrants to purchase common stock						10,000	1,727
Exercise Price | $ / shares						$ 31.25	$ 625
Payments for the purchase of warrants issued | $						$ 100	
Underwritten Public Offering							
Class of Stock [Line Items]							
Proceeds from issuance of common stock and warrants, net of issuance costs | $				$ 5,000,000			
Number of shares issued during the period				200,000			
Net proceeds after deducting underwriting discounts and commissions and other offering expenses | $				$ 3,600,000			
Number of days granted underwriters option to purchase additional common share				45 days			
Granted underwriters option to purchase additional number of common share				30,000			
Public offering price | $ / shares				$ 25			
Underwritten Public Offering | Designees of Think Equity							
Class of Stock [Line Items]							
Warrant Issued				10,000			
Exercise Price | $ / shares				$ 31.25			
Term of warrants				4 years			
Warrant exercisable commencing period				6 months			
Payments for the purchase of warrants issued | $				$ 100			
Registered Public Offering							
Class of Stock [Line Items]							
Sale of stock, transaction date	May 13, 2024						
Sale of common stock	4,710,000						
Common stock, public offering price per share | $ / shares	$ 0.85						
Proceeds from issuance of common stock and warrants, net of issuance costs | $	$ 4,000,000						
Net proceeds from sale of stock | $	$ 3,300,000						
Exercise Price | $ / shares	$ 0.85						
Registered Public Offering | Common Stock							
Class of Stock [Line Items]							
Net proceeds from sale of stock | $	$ 1,400,000						
Registered Public Offering | Warrants							
Class of Stock [Line Items]							
Net proceeds from sale of stock | $	$ 1,900,000						
Registered Public Offering | Series A Warrants [Member]							
Class of Stock [Line Items]							
Warrants to purchase common stock	4,710,000						
Registered Public Offering | Series B Warrants [Member]							
Class of Stock [Line Items]							
Warrant Issued	7,065,000						
Registered Public Offering | Maximum [Member] | Series A Warrants [Member]							
Class of Stock [Line Items]							
Warrant Issued	4,710,000						
Registered Public Offering | Maximum [Member] | Series B Warrants [Member]							
Class of Stock [Line Items]							
Warrant Issued	7,065,000						
Registered Public Offering | Placement Agent							
Class of Stock [Line Items]							
Payment of cash fee percentage on gross proceeds of offering	7.00%						
Payment of cash fee on gross proceeds of offering | $	$ 280,000						
Reimbursement of certain expenses | $	$ 100,000						
Registered Public Offering | Underwriting Agreement							
Class of Stock [Line Items]							
Sale of stock, transaction date		Aug. 09, 2023	Jul. 19, 2023	Jul. 11, 2023			
Sale of common stock		331,730	512,500	325,000			
Common stock, public offering price per share | $ / shares		$ 4.10	$ 4.00	$ 5.50			
Proceeds from issuance of common stock and warrants, net of issuance costs | $		$ 1,400,000	$ 2,100,000	$ 1,800,000			
Net proceeds from sale of stock | $		$ 1,100,000	$ 1,700,000	$ 1,500,000			
Registered Public Offering | Underwriting Agreement | Placement Agent							
Class of Stock [Line Items]							
Payment of cash fee percentage on gross proceeds of offering		8.00%	8.00%	8.00%			
Payment of cash fee on gross proceeds of offering | $		$ 109,000	$ 164,000	$ 143,000			
Reimbursement of certain expenses | $		$ 60,000	$ 60,000	$ 90,000			
Unregistered Warrants | Underwriting Agreement | Placement Agent							
Class of Stock [Line Items]							
Warrant Issued		13,270	20,500	13,000			
Sale of stock, percentage		4.00%	4.00%	4.00%			
Exercise Price | $ / shares		$ 4.92	$ 4.80	$ 6.60			
Percentage of Initial warrant exercise price with compare offering price		120.00%	120.00%	120.00%			
Term of warrants		5 years	5 years	5 years			
Warrant exercisable commencing period		6 months	6 months	6 months			
Registered Warrants | Placement Agent							
Class of Stock [Line Items]							
Warrant Issued	188,400						
Sale of stock, percentage	4.00%						
Exercise Price | $ / shares	$ 0.935						
Percentage of Initial warrant exercise price with compare offering price	110.00%						
Term of warrants	5 years						

Warrant exercisable commencing period	6 months

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Common Stock - Summary of Reserved Shares of Common Stock for Issuance (Details) - shares	Jun. 30, 2024	Dec. 31, 2023
Common Stock, Number of Shares, Par Value and Other Disclosure [Abstract]		
Warrants to purchase common stock	12,022,897	59,497
Options issued and outstanding	54,369	14,661
Shares available for future stock option grants	32,786	7,190
Total	12,110,052	81,348

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Common Stock Warrants - Additional Information (Details)	1 Months Ended			2 Months Ended					
	Aug. 23, 2023 shares	May 31, 2024 USD ($) $ / shares shares	Feb. 28, 2023 USD ($) $ / shares shares	Feb. 28, 2021 USD ($)	Aug. 31, 2023 USD ($) $ / shares shares	Jun. 30, 2024 $ / shares shares	Dec. 31, 2023 shares	Nov. 30, 2021 $ / shares shares	Jul. 21, 2021 $ / shares shares
Class of Warrant or Right [Line Items]									
Reverse stock split, description	1-for-100								
Reverse stock split, conversion ratio	0.01								
Number of shares included in conversion of securities	100								
Number of Warrants						12,022,897	59,497		
Warrants, Exercise Price | $ / shares		$ 0.85							
Sale of common stock		4,710,000							
Fair value of the warrants | $		$ 70,000	$ 195,000		$ 168,000				
Estimated method fair value of the warrants		Black-Scholes options valuation model	Black-Scholes options valuation model						
Warrants Expiration Date One									
Class of Warrant or Right [Line Items]									
Number of Warrants						500			
Warrants, Exercise Price | $ / shares						$ 104.00			
Warrants Expiration Date Two									
Class of Warrant or Right [Line Items]									
Number of Warrants						500			
Warrants, Exercise Price | $ / shares						$ 104.00			
Warrants Expiration Date Three									
Class of Warrant or Right [Line Items]									
Number of Warrants						1,727			
Warrants, Exercise Price | $ / shares						$ 625.00			
Warrants Expiration Date Four									
Class of Warrant or Right [Line Items]									
Number of Warrants						10,000			
Warrants, Exercise Price | $ / shares						$ 31.25			
Warrants Expiration Date Five									
Class of Warrant or Right [Line Items]									
Number of Warrants						13,000			
Warrants, Exercise Price | $ / shares						$ 6.60			
Warrants Expiration Date Six									
Class of Warrant or Right [Line Items]									
Number of Warrants						20,500			
Warrants, Exercise Price | $ / shares						$ 4.80			
Warrants Expiration Date Seven									
Class of Warrant or Right [Line Items]									
Number of Warrants						13,270			
Warrants, Exercise Price | $ / shares						$ 4.92			
Series A Warrants									
Class of Warrant or Right [Line Items]									
Warrants expiration date		May 13, 2025							
Warrant issued		4,710,000							
Series B Warrants									
Class of Warrant or Right [Line Items]									
Warrants expiration date		May 14, 2029							
Warrant issued		7,065,000							
Maxim Group, LLC									
Class of Warrant or Right [Line Items]									
Warrants to purchase common stock					47,670				
Maxim Group, LLC | Placement Agent Warrants									
Class of Warrant or Right [Line Items]									
Warrants to purchase common stock		188,400							
Term of warrants		5 years							
Maxim Group, LLC | Warrants Expiration Date Five									
Class of Warrant or Right [Line Items]									
Warrants to purchase common stock					13,000				
Warrants exrecisable beginning date					Jan. 11, 2024				
Warrants, Exercise Price | $ / shares					$ 6.6				
Maxim Group, LLC | Warrants Expiration Date Six									
Class of Warrant or Right [Line Items]									
Warrants to purchase common stock					20,500				
Warrants exrecisable beginning date					Jan. 19, 2024				
Warrants, Exercise Price | $ / shares					$ 4.8				
Maxim Group, LLC | Warrants Expiration Date Seven									
Class of Warrant or Right [Line Items]									
Warrants to purchase common stock					13,270				
Warrants exrecisable beginning date					Feb. 09, 2024				
Warrants, Exercise Price | $ / shares					$ 4.92				
Maxim Group, LLC | Maximum									
Class of Warrant or Right [Line Items]									
Warrants, term					5 years				
Maxim Group, LLC | Minimum									
Class of Warrant or Right [Line Items]									
Warrants, term					6 months				
Designees of Think Equity									

Class of Warrant or Right [Line Items]					
Warrants to purchase common stock		10,000		1,727	
Warrants, Exercise Price | $ / shares		$ 31.25		$ 625	
Payments for the purchase of warrants issued | $		$ 100			
Warrants, term		4 years		5 years	
Warrant agreement					
Class of Warrant or Right [Line Items]					
Reverse stock split, description	1-for-100				
Reverse stock split, conversion ratio	0.01				
Number of shares included in conversion of securities	100				
Consulting agreement					
Class of Warrant or Right [Line Items]					
Warrants to purchase common stock				500	500
Warrants, Exercise Price | $ / shares					$ 104
Warrants, term					5 years
Consulting agreement, monthly fee | $			$ 5,000		
Amended consulting agreement monthly fee | $		$ 7,500			
Consulting agreement, term			2 years		
Underwriting Agreement | ThinkEquity LLC					
Class of Warrant or Right [Line Items]					
Sale of common stock		200,000			

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Common Stock Warrants - Fair Value of the Warrants Estimated Using Assumptions (Details)	**Jun. 30, 2024**	**Dec. 31, 2023**
Expected life (in years) | Minimum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	5	4
Expected life (in years) | Maximum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	5	5
Expected volatility | Minimum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	118.6	116.1
Expected volatility | Maximum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	118.6	123.9
Risk-free interest rate | Minimum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	4.5	3.98
Risk-free interest rate | Maximum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	4.5	4.24
Dividend yield | Minimum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	0	0
Dividend yield | Maximum		
Fair Value Measurement Inputs and Valuation Techniques [Line Items]		
Estimated warrants on the date of grant	0	0

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Common Stock Warrants - Outstanding Warrants (Details) - $ / shares	**Jun. 30, 2024**	**May 31, 2024**	**Dec. 31, 2023**
Class of Warrant or Right [Line Items]			
Number of Warrants	12,022,897		59,497
Exercise Price		$ 0.85	
Warrants Expiration Date One			
Class of Warrant or Right [Line Items]			
Number of Warrants	500		
Exercise Price	$ 104.00		
Expiration Date	Jul. 01, 2026		
Warrants Expiration Date Two			
Class of Warrant or Right [Line Items]			
Number of Warrants	500		
Exercise Price	$ 104.00		
Expiration Date	Nov. 15, 2026		
Warrants Expiration Date Three			
Class of Warrant or Right [Line Items]			
Number of Warrants	1,727		
Exercise Price	$ 625.00		
Expiration Date	Nov. 10, 2026		
Warrants Expiration Date Four			
Class of Warrant or Right [Line Items]			
Number of Warrants	10,000		
Exercise Price	$ 31.25		
Expiration Date	Aug. 09, 2027		
Warrants Expiration Date Five			
Class of Warrant or Right [Line Items]			
Number of Warrants	13,000		
Exercise Price	$ 6.60		
Expiration Date	Jul. 10, 2028		
Warrants Expiration Date Six			
Class of Warrant or Right [Line Items]			
Number of Warrants	20,500		
Exercise Price	$ 4.80		
Expiration Date	Jul. 14, 2028		
Warrants Expiration Date Seven			
Class of Warrant or Right [Line Items]			
Number of Warrants	13,270		
Exercise Price	$ 4.92		
Expiration Date	Aug. 04, 2028		
Warrants Expiration Date Eight			

Class of Warrant or Right [Line Items]	
Number of Warrants	188,400
Exercise Price	$ 0.935
Expiration Date	May 09, 2029
Warrants Expiration Date Nine	
Class of Warrant or Right [Line Items]	
Number of Warrants	4,710,000
Exercise Price	$ 0.85
Expiration Date	May 13, 2025
Warrants Expiration Date Ten	
Class of Warrant or Right [Line Items]	
Number of Warrants	7,065,000
Exercise Price	$ 0.85
Expiration Date	May 14, 2029

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Equity Incentive Plans - Additional Information (Details)	Aug. 23, 2023 shares	1 Months Ended Dec. 31, 2023 shares	Dec. 31, 2022	6 Months Ended Jun. 30, 2024 $ / shares shares	12 Months Ended Dec. 31, 2022	Jan. 01, 2024 shares	Jan. 01, 2023 shares
Equity Incentive Plans							
Option term				10 years			
Shares available to award		7,190		32,786			
Percentage of number of shares added each year		5.00%	5.00%		5.00%		
Vesting Period				4 years			
Weighted-average exercise price of stock options outstanding | $ / shares				$ 34.52			
Weighted-average exercise price of stock options exercisable | $ / shares				$ 169.76			
Weighted average remaining contractual life for stock options outstanding				9 years 10 days			
Weighted average remaining contractual life for stock options exercisable				6 years 3 months 3 days			
Reverse stock split, description	1-for-100						
Reverse stock split, conversion ratio	0.01						
Number of shares included in conversion of securities	100						
Share-based Payment Arrangement, Employee							
Equity Incentive Plans							
Percentage of voting power				10.00%			
Exercise price on percentage of fair market value per share on the date of grant				110.00%			
Share-based Payment Arrangement, Nonemployee							
Equity Incentive Plans							
Exercise price on percentage of fair market value per share on the date of grant				100.00%			
Incentive Stock Option							
Equity Incentive Plans							
Option term				5 years			
Restricted stock							
Equity Incentive Plans							
Stock awards outstanding		0					
2021 Plan							
Equity Incentive Plans							
Number of shares authorized				92,376		73,304	4,839
Shares available to award				32,786			
Percentage of voting power				10.00%			

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Equity Incentive Plans - Summary of the Option Award Activity (Details)	6 Months Ended Jun. 30, 2024 shares
Outstanding	
Balance at the beginning	14,661
Granted	42,000
Canceled or expired	(2,292)
Balance at the end	54,369
Exercisable	
Balance at the beginning	6,110
Vested	2,201
Canceled or expired	(781)
Balance at the ending	7,530

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Equity Incentive Plans - Summary of Non-vested Restricted Common Stock Awards Issued to Employees (Details)	6 Months Ended Jun. 30, 2024 $ / shares shares
Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]	
Issuance of restricted common stock | shares	7,500
Vested | shares	(1,875)
Balance at the end | shares	5,625
Weighted- Average Grant-Date Fair Value Per Share	
Issuance of restricted common stock (in dollars per share) | $ / shares	$ 1.34
Vested (in dollars per share) | $ / shares	1.34
Balance at the end | $ / shares	$ 1.34

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Equity Incentive Plans - Summary of Total Stock-based Compensation Expense Recorded Related to Share-based Payment Awards (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Total stock-based compensation	$ 54	$ 81	$ 108	$ 165
Research and Development Expense [Member]				
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Total stock-based compensation	23	27	45	58
Selling and Marketing Expense [Member]				

Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Total stock-based compensation	1	1	1	3
General and Administrative Expense [Member]				
Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]				
Total stock-based compensation	$ 30	$ 53	$ 62	$ 104

Net Loss per Share - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) - shares	**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share	12,077,266	29,162
Warrants to purchase common stock		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share	12,022,897	12,727
Common stock options issued and outstanding		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share	54,369	16,435

Subsequent Events - Additional Information (Details) - shares	**Aug. 09, 2024**	**Jun. 30, 2024**	**Jan. 01, 2024**	**Jan. 01, 2023**
2021 Plan				
Subsequent Event [Line Items]				
Number of shares authorized	92,376	73,304	4,839	
Subsequent Events | Amended and Restated 2021 Equity Incentive Plan				
Subsequent Event [Line Items]				
Number of shares authorized	1,000,000			

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M$U=!)KF(M/+Y;,7\VMX^9<_I.ATR@6XP&U@@?\YOI^1.6HCA5,+$P&IG/U9K MQ]'22(""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*?IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0? *]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^!!&&N*<<^9ST6S[Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!'\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!&_'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+ ([W1]072N0/]J<_Z3(T M!Z..60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL! _]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+,_Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\[(AL]&&F,_# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2? VU[4;/07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,? -2K6J5D*Q$_M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:.,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" "7@@Y93VJR,_<% #1'P & 'AL+W=OEE:Z'4\IUEI?Z"QRP] M%TN>P)V9D#%3<"KG5KJ4G 5Y4!Q9U+9[5LS"I#4:YM-8G=\%ER]8EXA'WE99@\+?B'H\BK03E^&>+*,U_ MR;IXMM-I$3]+E8BWP5"".$R*?_:RK8C] %H30+IF,L?ZM\52C3&N4>^2@2M4A!->#!ZW@+2ED6E>Z* M>D51P5^SY)RX]AFA-NT8RN/AX>-L?DX<:@I_51RWK#DWUW-K]#RQXI+\-7Y* ME83.^+>IA@J%CEE!? Z'OTB7S^64+/L&4RQ5OC7[XSNG9/YOPOI'8*]A."=O! MU*MN\KA9A_0Y8U)Q&6W(U*J4QXN)22F:E2 M/#2J(5ZOQ.L=V6*2P:";?\SU?+C6C$6I$1 -:PC8+P'[QP%.N R%'KP" D.@ ML7?B2N7 4CNRH/$-.0R;:?= M<>PN-4&BH0TA+TK("[1@VYGG@<]#/9Q"]JZSV-B4N,YCN I]\IZS2"W(=),J M'J=G,*'YYR9B5*LAL6-7,Z]]##,43DCX+O/Y]HQ,%?1A(B3Q1)8HN8'_P%@1 M!]2O;TS$>%!3Y#VSX1R# ,A>R%T WVXX"_W"9]3WZ .2 ^C1MM-S+QPC+QK< ME)=6O/08WG$0@'JZU[@3*59AXIL;%M?TQD90-*@I:.6%'-1]_ =T>T ^P'/D M4V+FQ"4[_=Z@2SZP9[[2]X&K:!48P4]ABYS*%SFXLWD+[NDS:.!'L4Z,T+C< MK>0QN&8CZ"G,DE.Y)0?W.&!)R)5+") ALOZ$0I7O.ATW8&1]!2^R:F,DX.[MG;P)Q[FK@? #!08#,]8IW))3V24'=SD?A _M-5F(!/,/!T1HO]?NU?&=PB4Y ME4UR<& S&"IP1F(&:[P?GWXB6]NT,4+B2IZ(X2.$P5KXSV=DR219L2CCY'O[MW 8'19:P[LM7Q<9:.(6-7K:Q';B1$U>LXSR%):*5 M):)'62*]7@,S#[YO+J1Q-#]@ MUI2S[Q1> MB%9>B.(.9C>7O#(RTSR13SYE"IQ[HEV"D?@;^9=M/11JW5Q-;RFM1CUGX'8O MZ-!:F1 KHT./RAAY,&5(\+5W2V76.N! (]L"EKY'Q=W*V4^=Y_T%BX:)Y$# M8G6)7#RL*6/E?5SU)1Q;UL,]RMC P*R(@9AY@# M K6#*A[W?\&LO4U3/:GG>\D\'77:M=@_+:^6^]7C?)?6JAXO-KL_,NT)4A+Q M&83:YWT8[V2Q? UR<*+',MV"?A%(BS@\'7G 5OB3+D6<0L93%VH2@\' UPC-323 M\:,*.JK'-([[SR_1?[7D@B,4ETJ+K'(&!!G/=Y_TJ4K$G@,.>AQ(Y4#>ZN!7#KXEND-F:5U2 M35<+*1Z1--80S3S8W%AO8,- S,XW76L*O'/ST:BWR!":%)>B"IC2/&;HVL13Z M=)/3,N&:)KGGW#D?7:1^Z!@!U3]FJH_%'VUIFJ+8-)0 M;![8CY(_T!2X.UGO0D4VE&D$#RL_FD/"'_;9.(S\>5@;': ,:I3!(,KS.!8E M@((.$3- >)NR,#F+\+3=,WP)MVA@ZBJ%V/+J.0N '.:H"S5Y(*@BGULTVF630% M2)CNG?I9-XW$:\%TV?2@G-B,U)J5B5Q3$RP*GF^1U*&>B<"^Y@ MU/Y8<;_<- O$\"4TUN>%@%OQXVE[I^0!6K;NX$/!CTW674%5$\[TM_HZ)X6$8/)>FU==5Q'".VS/@ M$-? PSU &^G$P]K9.P5.H%UQ;.N2PP1/>_ 8DN-%//"R@NW2^EL:N)CK2Z!#. M<-K7 1OIQ,/:N199QK51]=V.*1:Y22K+8P"+/OTI-$/1L1/U?Y!/Y"SD_Q_H M\/33R"OQ!MO_M1;Q_5:D"9/J%[N_<9YC M=.2=>IZ'00PD@A-1RL%C MV(J./7BK3+E2IG';W7>IE88'LTBI1G#X9?7AUQK >99EM]#N7\ZT8SCXJ(+9 MNXW4/17=C4![I3A,//RV7G3V>S M/IR-U)-AJ=\U1_761>A0 MUV'EV.-.]BZ[S$WC'U3>\5R!"F[S3N=0A2YN[S;O6A1V/NO6Z&UR.SCEE& M; S@]XV 'E^JF"NU^@IU]2]02P,$% @ EX(.68M4H63N @ Z@D !@ M !X;"]W;W)K M;SY!G=# ^$4\E>4WVE2QOF^AJ")"*9[58$V245;_DJ5Z(+8'3WR-P:X%[L"K M1'5Z9:56IG5'% D#P3= (F&CM9AKEVI1JG0UEYC7.E=!/J=:I<,I9K%*Q.B6 MI(1%@,;&2Z*+!T:*F"J(+]'%C A@*@%%(Y)>HO?H+;*13/2H#&RE,8R9'=53 MWE93NGNF_%*P'O+P%7*QV^^03P_+[R#24>VVYK9- O5L!M5L M_;P]?G-% M%.C"5(@OT4?*]")0DJ(9E[0LM!\W"ZF$+K>?7:E6WOUN;[,'KV5.(IA8>I-) M$&NPPG=O'!]_Z$K\/YFUEL%KEL$[Y![.]/8!(70AZ)J+']J03@1:D[2 KK0K MKV'I9? XIUB'N88R=P%YO)W0TK(7:;U#[YZ%6E8A(H1(NZ!^(NY KS\$6BX.K MSPOH$P);V(,&>_ J;"IET8T\V"%YR7HHH@7I-Y#^JR#U"2 583%EJRY2_RCI MH8@6Z; A'1XDG?(LT]OSE&H=GE:M1\- :G*.&"NN1>O@?\<8/I_W2-'6EL>I.P*[ML>VM@]C<@KX2L:),HA266HE[0VTAJHM%U5$\+_F!5?ZI"^;B;Z,@3 !^OF2 M<_7<,<=]<[T+_P)O2P,$% @ EX(.6:WRO(HI!0 L1@ !@ !X;"]W M;W)K? J7,E7!V6\9_Q9K"F5 MZ"7/"G'=6TNY&3F.6*QI'HL^V]!"?;-D/(^ENN4K1VPXC9,R*,\]&SR:$U<'E(@_4KH79]=(2WEB[%G??$RN>ZX> M$"7F*19TRK*O:2+7U[U! M#R5T&6\S> <_VO]"#H$#S+5@FRK]H7V$CTD.+K9 L/P2K$>1I47W&+X="G 4H M'CB ').(\"_$. = KRW9O / ?Y;,P2'@%*Z4VDO"S>+93P9<[9'7*,5F[XH MJU]&/JWJEA5XH#Y*K;U,5)R=35B1JVFF"'F0LJ5H"4B"V1)\WE,=Z*@5Z_UC$ MVR25-/F KM#CPPR]?_-#2[RCBE!7@APK<4NLA+]NBS[RW!\0<8D/C&?Z]G /DO/_ MLL__<_9&,;QZ67@EGW>! [V.Q8#D]K0GTY\V3D%R]UG]!4UV1^3"9[G4CL8D7 M]+JGFIF@?$=[D^^_PZ'[(U3G+LEF79+-.R)KS(A?SXAO8Y_B-1(P@C5&7#:)+LEF7 M9/..R!HS,:AG8O!*@Q TYHLU4ONQLDH[Y0$WNG5#TS$ EAQIK3D3XX>#UJ(S M,4'0PLQ-S/ ,TY ZK*4.K5(?=*M2LQ, M3(1;F+F)&9[UJ(9*[)Z\F6OO'+10;U=6*HT3Y?Y2O0=K9PWZ+=<<)VGK!4"8 MA&%+,80*<7LO % D\" _L!OC,D6*KZB],*LW,:"R@9@S(\<*V:!-%\, 0#: & M T.TB?)]"%P034ZBB57T;WJ/6'*6'X4KYPT*)D;Z*TQ<0S$ (Y@$;5L5FUDW/%=NMZ:%6OULYTE6;MK)F^N7:O9YQW ME;%9NY,KQG9;_#N5*%-=#RQ8:/S,N#*WJ2D$@[HTGX MR9!BNR,%A2=IMI7@@<_M@>Y5Z0 ,DCYX@W2 RB;]9%"QW:%^+0\H:7(5[]1N MOJ*HV.9/J@KZ9ZXNA+ N <"4NNXP\HWU#$C<81A%;9L.X2)O$/E>NQX T!^2 M\,*/1')KBL1N3-]2#\O*(*;3A"L" ,&*0#BP(A 0JHAS=@2;4[XJS[X%6K!M M(:MCM_II?;Y^4YXJMY[?XM$4 \]G>#2O3L]/]-5A_J>8K])"H(PN52JW'ZG! M\N\O+J1;%,> #\Q*5E>7JYIG%"N >K()6/R>*,3U/^EF/P+4$L#!!0 (M)>"#EE\768,J@< ,8Z 8 >&PO=V]R:W-H965T&UL MO5O1DMHV%/T5# M9!N9JE^66;X6I;K,'P?%)I\!M'?DK"J>?GY& ZWNO.K,9U'(>9;\$T?EZJ8W[I%(+L4V*3]D MN]_EH4.C"F^1)47]/]D=R@Y[9+8MRFQ]*Q:L([3_5_Q]2#$207*SU1@APKL MT@K\4(&W*K#@#3 7O4,%K5SC7A]&A0MWUP;[OM7!WHA2S:9[M2%Z55FC5AUK] MNK;2*TZK0'DH<_5KK.J5LWF61FK8940>2E%*%0)E0;*ENLH67U99$LF\^(6$ M_V[C\ANYNI/+>!&7U^3J4RJV45S*Z)KTR:>'.W+UZIJ\(G%*/JZR;2'2J)@. M2M7 BF:P.#3F=M\8=J8Q'[-2)$"U.5YMGJW7*N;J)@.U[_#:[R+5#Q6S(B'W M(H[ZJ@MSL8GAEH0=6(O%=KU-E) 1.6BE@PS4\!S'B!W'B-6HWAG46_D8IVF< M/I);D8AT(8DH%?SB#>'T-6%#QB"I]YA^C5E-%T\S[O/A=/!T*BQ*7$U2;XN- M6,B;GIJ%"ID_R=[LYY^H/_P5TAE@Y"Q@.F5HENJSB>\UQ32- ^%$C;JG1U<-* MJ$9?7R06"FZIPWP/-CKIX<0/@K&NPYU+RM 1F":]=Y3>0Z5_7Q3;6G$U;2SV MMV)1W8JO2:H6.O5E_%Q@D14E."UXAF+QT?0^H]1OJ87BVZKE M$BSL:K\FV.0HV 05+$RC5JKTI\B/JS^'=)P8[1BQ8?O&15EM9309N3_Q>2ON MS%)]3H/1&!:(#INI;<,4X@12>J 8EM/3QOA06^=CE=7CZ-:QRB[*ZYV2AJ[0] %H M7!7%;16V^E#3Y_0]YM%V1+HT.G=.T4)7:+JZC7&BN',REZH_MJD*Z2$R_0+& MA?J&YDZ]$L09#+UVE@04ZW,^'O,SLT#CA"ANA9#EJELOI\:' LX'G .<6A]7 M:+K\C?FAN/L!EZON/,'T)D!2A5- ;!ZK)":550#$TKVK<#L7M#KY<=4OFTM?, MJ6ELX%AUR1JZ0M-'H#%+%'=++S&.R2E:V-D%_4%]XZR8E;.Z9(5BI@4"5G2VG269:5W 6=(I:^@*39?_9#_I.S>48.%-_\-'8V-'R>V6 MDLGI4<_WVX%J%NOS8#P^\RB)-?Z'N=I6@B5SNJ_$3,-5:3&+ZK]UOV78B?RJ&LS!&>'T'A;3]P0C8S/$*6?H"DT? MD\:1,=R1O23-8J9W&K4?[..TUI-'V/HBE$7LO%6#/=66)K%)M"/2,UQ1FL M-7.)%G9V09>M,5H,-UKX,WX/5!.P0W3$VV(ZW5H".#VJ7' [!LUB?3[A?G!& MIL8-,=P-7?B<'];+1>.9,]/Q4"_@(W/I$$K)G$&VYATBA:Z0M/5;2P7QRT7_F G($YY'W:,3CGYGDZV@Y3 M ,@;LW8]!!3K>T.?GW'[_.1H'FZB+G3[L AN3^:9#LJG8V 9EJE_4_ZTS,@F4>VMCK83\2C/ MG-WCP-X1-P^!MM+Y= +,54.!8 MJE/:T!6:/I"-Q>.XQ;OT:"HW#5C0MA0XE?58W'@ ML&#[,19.:RUD-V/HBE%_ :"Q;QYNWS#OX &;2)2UK>4<9[^WN_4F75V09>M ML5R>U3;8)?GP ?%T 0), 5"JO4Q!0(I (IAIL!K#)%G98BL3 $.;;MP>*;O M@4V!4]K0%=I> _\')*X#5&YXJ5U6I;$$2N53PPS>!ZEZ^? VER?U%FF_JMP,]9 M66;K^N-*BDCF50'U^S++RN>+ZD7#XZNKL_\ 4$L#!!0 ( )>"#EF#W@9\ MA@8 %(> 8 >&PO=V]R:W-H965T&ULM5EM;]LV$/XK MA% <,+5#7%B7Y)7,,Y*5%.ZQMT"SK9UJB;:Z2Z)*TW>S7[T@IDBU23%*X7Q)) M/AZ?XQWON2-G>RZ^R36E"OW(LT*>]]9*;""2W>4[$_27-^/Z\%_0> M/GQAJ[72'P;SV8:LZ"U5=YL; 6^#6DO*D39EP? DW_?(A/>\--2*:T41I%03^[>@5S3*M"7!\KY3VZCGUP,/G!^WO MC/%@S()(>L6SKRQ5Z_/>I(=2NB3;3'WA^_>T,L@ 3'@FS5^T+V7'HQY*ME+Q MO!H,"')6E/_)CVHA#@: 'O< 7 W [0%1QX"P&A :0TMDQJQKHLA\O@>"2T- MVO2#61LS&JQAA7;CK1+P*X-Q:G[%BQ2<0E-TJXBBX" E$5^B*R+7Z!TX6:*7 M=P79IDS1]!7JH[O;:_3RQ2OT K$" ;WF6TF*5,X&"L!HE8.DFOBRG!AW3#Q" M'WFAUA*]!0#I\?@!&%%;@A\LN<1>A7]NBS(@C!YZKIP\/7#">F%# MHR_L6EB]@$NS@$O!]V#72BIV MM#?__;=@-/S#9?*)E!TM0%0O0.33/O\$.2CCTFED.7)D1NI$LYOW\3@:SP:[M0_0.J0A'02UU!"NN8<5>OURD_*N*N-<<IU&GG==ZMX\LUDR!0E/ ?:D$0G7I?1I:;XP%'! M<-)RID-F%+M=.:XACKT0KRG8G;!.6&-K2MP"94N,W) F-:2)%])%SH5B_QE(M.HT*S2)]ONQ# ("$B)54NH!,+QGC40FJ+3#I6;UI#G7JA?BAVL FXN$2?ZR3@-A@V##;V&7)(4B'NA$/VAH]1M1:7CT(RX985_FI\U MXX"(W^^Y$7?Y)P5T0FG0!F%S8<4%4# [G3%>*3VTJQ^T$ZE_YI^U##>683\5 MKDFQHA(Q>9A']6:0"(H'E##&R8%EW3JW4GRBIGDK;\6(T94'@)=WY19+PK28? M2%V4[<@BHTZ;0WO;Q6';K[;0N",K! UM!W[>KO."$U9DAQMNIP.74(" [@#7$ M'7CY;GXCZ(:PM-[F)G:X6E,!A;(0 +H**B?PV%[/<-H&;@OUHV$'[H9(S^3 MUA[?D/M.=]OT".MJ[6.'5#3%'0 ;&@W\/ H Q9:F_OQI4V4_C(=M@ XIC*<= M !M2#?RL^I?)A =IPHG0ILC^V/*P2ZC+PPV3!GXJ_6R"T!-\-H>&41O9KR!1 MW) H]I/HIZ=4O"[;L$VL?3RU4I5++)J,.LHMW+ F#I[59C'(7O(IL$]$B95U MOX)@<4.PV,M9L(&_;YED#T7G1FCGJ7N3("G\M- 'MCG,53LJLE;,CO!],.ES< M,";V,Z85FD_V\4E[:6R3K<>ZAFYQJ*P 7D*Q!PWIX\9Y6?S9QIU(V_$B-;2. M'Z-VGE":/NQA*;>Z'=&Q#*UG#E$M33>]XWE/A"# IJ]-DPX2M73"I3O]8IO6 M0QP'[0QE2T7!M..T 3?LC_WL_WFYI$*[T\#3X4O2W8-UDF26E4X+O',\V]F. M,J*K%\=-%8']542J32'[%@<6W5Q__1HM@L'EXML]2C 71S2E!?87UX8Y*9' MT>XQ-NA(,P\Z?>[2T5':- GU!)ZVCSX<0OU)W)4YFJH#3Q_/'$\&>]+RHK+H M5Q0K85.LA(]T_'3%BD)'E68[V%X\==DM(8XE;;C=3DXM/?7&A^ZJ*>B'><".+KP=F/DD FF'2DW;&]' MT- ^J7U/@%D%UH!V1#"0SL8+/B@/9I*8N!#?KYKG/]"'3AH';G::!)U&-W4"]&_5O@JF*)]L%C[Z,OGN[+O*@^2COI$YP%&I7QTE+ M;YWTX'UP M<#N74W",OK0$)^E#@?)ZJ_Y:7XQ>F.O UO? +X.RJO-YLU)2WK1_!WZR0L !+ M4#E\,P8#1'F!6;XHOC%W@ NN%, -XYJ2E HM+\O.5D@ Q"'5^(7Y[G.9_O\%VTHNR%9P "O98%X7TK$V+1LVV>9%!B?D470.3. MC+ (2"SEE%E,F9W:KDN8E$)Y3@AC,^M:-VYL$"J\!OW-8 M\8TQ4IX\4_JB)G=IWW+4@:" 1"@%+#]+N(6B4$+R&'\;3:LUJ8B;X[7Z6/LN M?7G&'&YI\2=/1=:WKBV4P@Q7A7B@JV_0^- -1>@DMN/Y%JQK;Z5@HJ;B@94.6 M)RAS4G_Q:W,/&P1W'\%K"-XN(=A#\!N"?RPA: C!L81.0^@.>VO'!JY!P>\5N4*^\P5YCA<8SG-[F'Z/ MF:2[>^G#XZW[!OKH>.LF^OC_?)]^/!;H? #;'/2UGO^1'#2E6BT7F.74V]WC M"YQ WY*/,P>V!"O^_,D-G:^F.)]2;'A*L=$IQ<:G%)N<2&PK6X(V6X)#ZO%/ M69[O2$)+0.<_*.<7I@RI)4(MH8KQ,KYTO3',[.5FZ$VHX-K=1@T-*,_U.MNH MD1'E[E@\GZN^-WOCU2^!S75!YRBA%1'UGZ]=;7N&&UTJ M=]8';F_D&M;'LL>H6X)W^;I!D>_//"<<%3"3IIRKJQONB"[Z]430A:XYSU3(M"J:'F>R3@"F W)]1*M839:#MO.)_4$L#!!0 ( )>"#ED# -248 (,(' M 8 >&PO=V]R:W-H965T&ULG95;;]HP%(#_BI5)>VI) M"+?2023H-HT')M1VV[.)3Q*KCIW93FG__6P'/#:!D7@AOIW/WSG(]FPGY(NJ M #1ZJQE7\ZC2NKF/8Y574&/5$PUP,U,(66- MNK*,52,!$Q=4LSA-DG%<8\JC M;.,&-C*;B58SRF$CD6KK&LOW)3"QFT?]Z##P2,M*VX$XFS6XA"?0/YJ--+W8 M4PBM@2LJ.))0S*-%_WXYM>O=@I\4=NJHC6PF6R%>;&=%YE%BA8!!KBT!F\\K M/ !C%F0T?N^9D=_2!AZW#_2O+G>3RQ8K>!#L%R6ZFD=W$2)0X);I1'[!OM\ M1I:7"Z;<+]IU:P?3".6MT]+>!QN#FO+NB]_V=3@*,)S3 >D^('7>W4;.\C/6 M.)M)L4/2KC8TVW"INF@C1[G]4YZT-+/4Q.EL9+SWH+=,@<(UE#PWZ-RA- MTF& -_#I#AQO<(9W*LT;M'U'*T[H*R4M9J>R[J##TU![;NY5@W.81^9@*)"O M$&4?/_3'R:> \M K#T/T[+%E@/K)=G3;/]9&"R(:_7^1.]TPL,!,04!LY,5& M0[^ZJ MVJT%H04];18F7C*;>K/IU94+V86I9^WBHWNU!EFZUT.A7+1<=U>L'_4/U** ME_\N[UXW^MJE1[(LU%_+P\#*DQVM'# [Y"#/!8&^LG M215">),-D>W"ORRK(03H=-ZK$.8;/S8QXE^Y0"EVC]=I9 M(%Q.DJOAQ?5(Y*/ %XUK?[&\63AW(-LWA>39"'$T& >!$'Q9X4W:(P ,8VO M&\QD9U(4#]=;]+OH._NR4!YOG/E;%Z&:)&\3*'"I6A/NW?H=;OQY+7BY,S[^ MPGHC.T@@;WUP]4:9&=3:=E_UN(G#KRAD&X4L\NX,19:W*JCIF-P:2*0931;1 MU:C-

Y+25I,P#\:UFO3#M7(OQL05WA% AW+BZ4?9IG 8V)0IIOH&] M[F"SG\">PT=G0^7A3UM@<:R?,L4=SVS+\SH["?BAM7TX&_0@&V2C$WAG.[_/ M(M[93_#^HE)9_2VZWF,_K7=&%_M(S @]VM =<#3NM%4VU\K G ^1RS)X^.=J MX0-Q8?W[7(0Z J/G"[EB[=9-KC](T^%,N$1:3Y1<(M&K14A;"\X9'WXM-<4IX=O+CTL-?EP0 L:HX+T M8- "5#'I"DW!?GA=2CQ4X+@$I"5GQQ_Q-\Q'<\2%8"!= (K<197K@G]@D'P:= M]V(0'&\(&$#LQ:@0OQ%>6TDTQYO:/+2<=Z',- XI"3AW1UYM@_V]1_BH?9#8 M-N0*!NIQ>R/B=\3\>!X\H$0I$KV[O0+5L-A*>'BX,:CH\PSFVK8>9CQIX!Z- MQF5O9RSP0 KR*"6W/LHU(M?EUI;H?PCU;QX\EWQ76BEKA7EU2NNKQ+WEX4F MK@'F&!RL5,D6MF'1=6LVC61=Z;P2G+V0=* *IUXGO-[TCD[A>Q9VSV8[8B"\W=CG1Z^I"Q:6QGLK)R16U=3SM- #^AK@$10UGTI(.5- MT!.,D]1-T0:::$E"4*8M"N;UT/3NTLD<4/6'*#2GM=UNCX]:RN=)2]_)^TL&#T4U/&* M4&-&BQ1]V^))\N(C .LJ8F$"L2%6=P["A=W(LU5>M=DNE1T"!K!%(NZL]\& MX"MZFZP/[S>9Z5:0"ESJ=SP\3J6R9TFR;EV:1_2I#"$8_S]?S=VO $0&9BOF@ M),:#L?48^.F[3=[1VGL"(C.?=V28392I%?$4X;@W>8NE -98&UPLLK]:?/': M$L>T#7%] (6Q*8O.F9W)CJGL(I<@B7GXMN@GL2SL&AB-LNHS8F^GZ;7:V>$J6 MMZX]X; -+A9GX0FVV@$5PK?>+[++;JPXTD4V.OB M9/$D3$U"F+L-KUG@@_E77]WDM:BHT3+9+3$537"> +N8I$E@A_N3!E W9BU[MR]"LR)ESHH,3QF,4SAF@Q83;&@N7%06>0*BII8PZE+ZJPQ:%9F]1T$ZH>1!G!LX3A]'8.@)OMKF8U M+K*3U]6_@T+(G3.="PK T1<.%-.OZTJ("VEEDTDU,*I&Q6O:.K+]3+*8" M+RU+M6KT##R0ZKO6U*(W6+L"QL+>$!9<%2S!@2L')=D=%B_&?$ M)W9-$N+$&I:&I 2FB=ZF:7K,(A{-$I-C=FUX&VAKL\X4F\;6=DV$>R%*G((G MV0OK.K##C:UQQ.P*. **R(V_J>5'=FL3A8:3K"TC#JH>O!.SO8;?8>#_$*20 M]Y:\#3'L@(?F+/M"%0C<_(IF$0UH/E=.Z$;<9^#XD&]'4;4$H33)(ON- *R= M%1Y? &@]3R;N[@ADCRC$\GE<%H]+4M-$ME)\X8R/P6!,YD^Q82GV&FT(%& >X M1SF-U6G#=F%YVV+7X%XH7&3S8LC2. &+D21@?2#"RTNS+#>L8RST5-^R&6#U MQ*TJ%>U#+_H6Z^PH#,)NG]#47>R1&.$E&+Y\E)X M";I;%4VJVHY2@DV#S58]_5]U+I NVND9B2_)-IB?_%G:48PABJ]21LJWQ"U MB]D<$1+0[!Q M-8.AANRZH5#[=F/X^Q0BT?3$#IZE\YN\JMF.V";!-@0D8F),NR4JPFWO$"/ M>).1Q_[!/+PCO542>N 6P=F[R@&T,P2@QLU*)-W,KY99!\,3T?1KBVNLZL=D0.! MW&6_)EUUZ+\&!_&5S=N2TPRD'<3+9#V(:3:V9DTI?&_$32>!*EFHU-$Y\#BW MXD1+6,G> BD%"DG$I6%WBQ29;7=6@%=-"1+DV>F<=-8\.STY8:4"C!B4S#%& MPD04R,5%N(V$[A-9B,ER#-VF]88?N*JS]E6 MN-R RX>C^)7T">&SR6^,H$*4WN4M@P6(H&&K;D*H-LPS93"N[8B""UW:

PA%D"3X3+\SK'H%5"@YE0)26%?4PIW]\'\ MN6$KQ36F+(NEAGD$.!C"5]CY @]<"0C IY,EDA;&]%-B)D#[;*#"PU$*KNB M'N'D*$?R4MLP$"[P O5*6'C&=ME99\%]:-5C[A6%; MD1"0"!YMW:LMQ).;TDP"ZB9"S@ W[/CPW"I(=!EA^KG.$8[^++LJJMJC[V7 MCLQY1W)@1)+!T)5B^: J<#U5X 51,V9^/WMQ%S=\V+]ZR&+1KDMB]U"]#N+ MU!8BVS@50,0*3/K538R"%(*UQ;7QC%>C($57*2;&L41@,2+*L24J3#?DFY%X MKZ BB_+X3X @%UH4964O^+,Y0MFTW\HRN+] $Y*@"9^J;0(=Z2SPPHJ2VY* M\;JUH9I"QWT.[^ED >0MYCM+8_,^BI2..4![']32X$%0VA843-:B:S@;)DSJ: MXGF#3=V4LOX+E<8!)E_]"6%&R0.E"1F]V08GVB09I3H>DT"08AQO4932JQ5" M>R1G#@6*EO\&9YKBF K4$I*$*=>URGTP =9N6,NP)B@0_\ [9FE3Y#M-KH(\65BM>G/"@Q)9;AT4;!")!*^R1 MV*<-P6M>G0=-^K8#$V]^JQ?=W1# -+419.$"+]IU5$WC'50-0..BUOLQ(H\ YZU" (>JD!Z=UN8QZQ1SW9.X*"^HO6V7 -;EL$L(M^VO89+9ULV2UCN2H(6*QDBJ+4=:H_7$R;F0%$.I;YJ_O"A[0K' _'1XX>W4*3 M)"JB+%T)N\P4@4F=88Y%/N:?KV,NT8\9JK0AGV M;GFNC@[ID@\B.$F*TT2*5]S,U.5'7 !12ZA&%E_V$^K;%G5)?8/]_[RYQ?Q+ MN_YP4>_GC^SZL7SX;K?]]][T+Q;>Y ["M7NZ/B.OPN^ASL 7<'OU1'PA\OQ MM+\E$#3$JT#Z4&^@#WX>0+^ 5;=K&INS H4:>S"W0TPA#^2:..VW +&QB!+> MR,'+LI?PLNHE-$"'8AMOH]7U<+M"+)A3XL.(]BT?VK?58JBTLQOFL:O=NC(5 M,3:\S[VA*C"1:G$1*3X4=YAD-?QA=0I+T=X\.ZFX-9F<$&OD=/*A+VE:I(/0 M\\/06RSG;+KT)LOYR1NW(3C4*IA.O/%LR8*)-YL%)^XV&>-77"84#BCJ.K=X MA:RHTMTMCXV38QQZ\\4,"J=@Z9^\I\X)2!!@-3@-V2+PQI,%Z[LD-FI<]-L) MO:'KC C>)#NSE_UMKHQ>>$N"M;#W77+UUQO)"B8B#5,]8?SZ< %3?E@54;7 M!E?*6K6CGUO!(6YP 'Q?*V7+!V10W2,]_P]02P,$% @ EX(.63M_;)"K M" >1P !D !X;"]W;W)K&ULM5E9<]LX$G[W MKT!D)G-4R1(IZW)\5-E)9B>I<3859W<>MO8!(B$)91)@ -"R]M=O=X.G3,EV M9O)@BR0:?7Y](@#S?:'-GUT(X]I FRE[TULYEKX=#&ZU%RNU 9T+!RE*;E#NX M-:NAS8S@,6U*D^$H"*;#E$O5NSRG9Y_,Y:G.72*5^&28S=.4F^VU2/3FHA?V MR@>?Y6KM\,'P\CSC*W$KW+^R3P;NAA676*9"6:D5,V)YT;L*7U^/D9X(_BW% MQC:N&5JRT/H.;][%[T %1*)B!QRX/!S+]Z()$%&H,;7@F>O$HD;F]S6%[UYC\5BR?/$?=:;WT5ASP3Y13JQ])]M/.UXUF-1;IU. MB\V@02J5_^4/A1\:&^;!G@VC8L.(]/:"2,NWW/'+C._8G-X8K9\^'#E@CP3 JV%Q[-J,];*;L1BNW MMNR=BD7UZ.###_D:L!.@CX;!:/Q 7XGE9TGQ.]D#[_2-.95 MS AZEGW43K"WTD:)MKD1[#]7"^L,X.2_70[P_,?=_#%W7MN,1^*B!\EAA;D7 MO5]N-#W)\?I8-LNI4,@P'KY,]^EP _(R.>)-L^J8A4$ U>)> M&"N8)8-LEDC'-FM05ZH^RX0A+J!^:D$4W=1Z>!$J3Q= !ZMVS<%7>!5Y+WFF MTMJ<+Q+!\@R>B0=A(@D2@4SP:%VRW92^A'IH'5A(-CM8PW)0W8#"@KIQ'H$- MBRV+Y;TD(MS]-8>]Y(_&;B!"$]%;2%-)SB!2M7R;P[\R*B@C18>#([P8Y#" M!& :>)BV*RJ=-^ P%JVY6J"%_(4"@*,:M).SP,L7K0YYL,5IA.UHMP/!.$$!P M1RR'R$@8P(F:4%J>VH*#9(LH7FQ MK>#&,B^URW\4:0')0[T.8P8[?Q,+DT/#+4*RYN02J< CX(\4ZS;$:RD*3280 M-)U;[[FXH8';Z)8";;D];'3QW2!O1HVY)! "9D@ M%7<>_$(2Z#-NW+85P2I6/I02#'J +4[WR156.)>0B2U@__3#?!3.SL#7&]7& M#F[R291P:^42DP\+H2P(UCJ)(8,*!D7QHQ1JH6RGZ(&.R*<+QV%_-IKM0S(0 MQL+*E1)^\0OH.9'H).=AK-D8Z7_BZ3"Q1D^6+1$95G68[B9 " A9U;8JQ MY*'N5/% (6T87Z(8A,HI-?G1X?R8CB8OS(^G8KH3TN\=T686[K:Q0Q$-^L'^MXO0M(:T>.;$>Q9'2=E=DJ6=;-'8PG)R\]UKF^0#4FF5<^C^\@EQ>01KZF :# ML*XUT+M;W>=;$54,"[-^X>A#H#H)!TU8]3MQI7-3X KM%RI"/X7S@,5\:V$Y M@7--V; +"E^N<';@B; EN$HG[X,GX>KE^/RKP*1NC=OWCUD\ F.T@X* A@[MGO6GLT-0O>$/,F7_,#K/V!]_O&&_,%1G%)S1EV'9[]ZV5G""S?"T1#^(SR: M@Y5;0U?8A:_M+EO,ME6!&Y@;L1G$N2E#!RB0.GZBH3=!MQ KJ11NM_+!-Q|; M8)"@ *F!BW$!=VIE&5W&/HS&?FB5:$'TZ#.I3,@ZD^>S?1T#]/Q M8-YBBFX";4>S)QA7Y6@_X]-1S=B'O1I4+028A@7TTSU/\BJ"M2\5)0K+;0F@ M:T#LW?%M!)F&\,]PWK2TF],)*-6Q2(K>M.32[&-' M2*^4_)^?TLN" IBQKLJ(1V>7&@@'&T(IXV5EY=DV=A4?7U%@'EX!M-?^_G7P1=O^L,C(P>ZEB!F<'^WMG&;X%[8#]CZGM>KQ3I=]2@19 M6;"\?A[+63^83IZ82LB-!0-318667W)F:C3D[@X>#.;3W31^[*"BL&H?&J@?M&)Y)=81^;/[.AC%M.(7DO:H.DKNO1 X.UM[;GI1D?8Q*?&XXP=99^KW+..5#%_!H7/] MW17MVVKVSR^LU@CHM@?++C@FB567JB.CO7XE2.@M2L/5]>P,>N:I=_7K(^*(MW(YNX+B9YJG/#OQMWQ^]>\B@M(*@1"X%^P6T(8S]RB:#@/[&_KHT)0Q\R)6H7HC3JY#R\ $NM>X.11JI;7V$^5F\OJY+VKJR>GZAZOL/$](A^"U8=M=X X]Q&KZ0&<$$MV@]] MTP-DU1N+<-)%Z]],T#F^31UT4ON659[0BN'SW*S'=*3@I3F3Z^LYSEO$Q;S M:#%3>L)Q%V$Q7Q8S8B&[F[*HZ]B'3D\FC;<9IVW"N@L7+:O9A]JD=7=MDA8= MZ.@+';"41]?F,Q/9ZSKX*P\3DH%69%'[WP#)0KY[\,54^K[VI7_G-23>X_ MRMUP WW LD0L86LPF$UZS/@/7?[&Z8P^+BVT&UL[5EK;]LX%OWN7T%XNH,$0-)V9EM@.D'3 M[7Q8[=:HFUM)5$EJ3C>7[_G7DJRY#CN# ;=!1:+P:222%Z>>^[E?="7&VV^MV+523CRF26:ONFOG\O/!P(9KE4K:U[G*,++4)I4.KV8UL+E1,N)%:3((AL/9M()5QUKV^Y&]WYOI2%RZ),W5GA"W25)KMK4KTYJH[ZE8?/L:KM:,/@^O+7*[4 MO7)_R^\,W@:UE"A.569CG0FCEE?=F]'Y[83F\X3/L=K8QK.@319:?Z&7=]%5 M=TB 5*)"1Q(D_GE0KU62D"# ^%K*[-9;TL+F(^ZLU?5:G/E.2%.K'\5VS\W,FX*\+".IV6BX$@C3/_KWPL>6@L M.!L^LR H%P2,VV_$*-](Z\OC=X(0[,AC1Y855X-<'%&1KEW!J,QUKGKMU^+ MV&W%NRQ4&?$C[A*9V3O",G)GX16=N;<7;+%)1>_T F&I@ M007L-C@J\'V1]<5XV!/!,)@N%1VSO/$S\N[7TJB7MS!@).[D%G[EQ(TQ M,ELI?O[[S<(Z R?YQR'EO>S)8=ET<,YM+D-UU<7)L,H\J.[UCS^,9L.+(\@G M-?+),>E_P$1'Y1Q&.1KUQ>$-\ [N1_.><&LE7NLTE]E6R$CG#A3&SO+HX<7B MA-;\^,-9$ PO>!I]Y??1Q6E?_)])# I!I0MEQ,C;>.3WJ2<+IPS\7=)F,HO$M1EH$@3P!_D@LMN7D8%3NAX,(=3%"8>:TQTN6A2N,$K&UA00*_12Q#7..(.] M"[*]Q9E+$BP5*X RV8$-^N*3YB_JT9&WN+5T C'..FP49RLA-])$5A3P?K.G M"/Q.('HN54RZ:",2F5N%]>I1F3"&0WK5+7DH@PQUFB)BX?"'7Q N%_]$"!-. MXS%<5SLQY$R+1,.##8&7#S).Y"+AW?:5[WM=#EN++5U98-_2-0^_Q](E70U+ MYQ1\K5CAI)&T)D&5\5*Y)?P[P?>L>+44RGS0V4M0[0JGS;8]#%-;A&'O+3O+ MD19('9)#/U[2V#FEB-R&C@1S-+^P8J'!*0U&L0'7VD#L9JW!'GS.YM@FKGB5 M$?:)+?8CL^\YB4=V5YAPC4 C.,59UD\F5K.'/<\#? ROIBY@G=(&#C5,"/\ MC4Y$)K9*&BN61J>\.,+Y(-PLEKX8I9=],BB-A@0"HVSB0^36<.!S/4&JA,L MZ!@FTEKO]5Y.VT)D?/KG#D<#"N+MOEC8.(I10'AW9;[*127"FKTEZ7N4,6W\ MH;)K;1P9A*1)6[ED;O1#'%&XRYH;W*R,XJRQ'Q:^1JA_^.$>%;<>!YQ]O! M*[6V/LK)*(I):YE4>'@CB;.(HB@.P3SA7G>D1K(,0G$QO_" &$Y!D) O?.1==4BN#]2$PD#)2]+ (EQ0>^3&'NSJ9YH\31R M'8I%<#]*N%%L0Z/(&)Q":[HX@8Y[8M([&[^JK818L&>EEHF>$GK46(UD!;2<],1_WQL/)_YRZX]-#\7M7 MMY1>Z",1.74[AJLT3_3V4 S?!;VE=T8OXS\8Q?,ZBMLZBN]-[97AU,=!'*HX M5*UT2">Z!-5$M92Q0=0V7]#'/LBDP%+ 8P/0B7T2^2_\H6QQ!RR406L*/9:= MG-^':O@G4#VU/(0W2Y__&_][&Y_Z(MJV3(+FO^$$'[3;Q&BFJSC"4F"/E<9; MKS1=7:14:M 2.,RS4+U^C(][*93SAIJK!9H>D1>&XA\7%5*DRE!3 5OY1:$V MN38$$BTRJNK0YZ!/=4GDP2!()454;88?+37^=1BA(M/9X3/R)H\!V0HCN@-G7GG5\;B?&M9YZVZNSE=3&:]&:SD9CU<,0[/Y=<3(+>M$&>*&0@N.I^]6Y2O(NBAV^Z\)H(37U"KQYR=^X3&7@7B%$_SLY$X[;RM2NQZ M=26T;>KII#>>O1+SWG0\9(HV?,&GHI<2O,K5D^,E#_@+<6-;QFUU"%FT-ZIV MO/"%QPLQGO2G <]\(4:S5_WY#$Y(/:GBZ\QDVV^!$Q4XH^A&EJM1V(3NM:AP M2>+E]P'ZJC\<\[19/YAY?SL$\XF;*52UV!N!R[L9\MPS5;BPG K+@ #1#JS3 M8_O4<2MTWOFM,M:-YZ/SH2[2V*7$&YR!SKT_NC]1@/[,D?D.<_CK$[>LO.6% M>-EY5YUFB'L."1P'#@NC]<>3RE]/(.UL/H4WEM^]RR8-9R3Q>X[8FP73<@&1 M6(6?3#?W;JK?LEU4U!<5W([XL_FDZ"R#4'E!VKH]^:0=]7X\O.#AL#F,)D6; M1H\,?XLPR)A LK]@ U$;J4!Z[XDM%0XZ])=[MG0+BZQ.(G1A@=V>GG<^K=%G MMRZ6Q3VB3//#CJSJH<.LD4ZB?NI\1%TC#?7*\-%(P2-USM>^+P3FX<\-NG],R_8)!+6F1.7_-7W^M?R2Y\;\-[*;[7UA^D0:) MSZ).66+IL#^?=H7QOUKX%Z=S_J5@H1WZ*Y<*XDL1!,POM3:52^T0?W3T?6_ M 5!+ P04 " "7@@Y9@8!GJ-8" O!@ &0 'AL+W=OO.&72GE3$GZT#)!*UVF;U@F5;GV8]F"2 M"['JV*GM%/K?[^Q !AI%>R%GWWV?O[/OCLE&Z2=3(%K8ED*:;5!86XW#T*0% MELQ7*E2V9IJ=>AJ32RS(-*$<91-Q+QF4PF_B]A9Y-5&T%E[C08.JR M9/IUCD)MID$OV&_<\W5AW48XFU1LC4NT/ZJ%IE78LF2\1&FXDJ QGP;7O?&\ M[^)]P$^.&W-@@\MDI=236WS)ID'D!*' U#H&1I\7O$$A'!')>-YQ!NV1#GAH M[]D_^=PIEQ4S>*/$(\]L,0TN \@P9[6P]VKS&7?Y#!Q?JH3QO[!I8I,H@+0V M5I4["DHN6R^;+N[AP/ Y5N > >(O>[F(*_R([-L-M%J]I%$YLS?*H>3>*X M=(^RM)J\G'!V]IW>_9LR!BK4L"R8QDEHB==YPW3',6\XXCU#P^2_BUEA>01%V(H[A_AB]IDTP\7_(&WRW3DLNU@<4^2?AU MO3)64TW\/I5O0]<_3>?Z9&PJEN(TH$8PJ%\PF+U_UQM&'\Z([;=B^^?8__-% MSG*<5MB++^!?L?2%594C=1 M8:9/@,\U?V&"H@P4C+PK1 FX345-E0"Y5B58XD^92&O!?!^JO"$COR0U8J_& M>#4T9CR"=KC*R./D2Q>G$WBN/NY=7(F:-XU+DY=*O*96& &U.3*KJJ MHSL;]+O)\IZPVX_&70>E&7",XY&W7@XA/BJVQO&<*I,PH,F+E&O_:@RI*V&6 MMNGG=K>=AM?-$/@;WHS2.Z;7G#0*S D:78P >AF/#4+JRH_$E;*TH#Q9D$3M';4+('^NZ.EW"W= ^Q\Q^P-02P,$% @ EX(.66ODDQ,&!0 ;PL !D M !X;"]W;W)K&ULE5;;;ALW$/T58@,$*:#HYDL2M7P3(3HJDJ!'#3MJ'H@\4=U;+ADMN>+'L?'W/<%>RU"A&^B#MDLLY/#-S9LBS ME?-?0DT4Q7UC;#@OZAC;D]$H])H:&8:N)8LOE?.-C!CZY2BTGF29C1HSFH[' MQZ-&:EO,SO+GQ?\H6D5MMX%>[)P[@L//I3GQ9@) MD2$5&4'B<4>79 P#@<;7'K/8;.F&V^]K]%^S[_!E(0-=.O.G+F-]7KPN1$F5 M3";>N-5[ZOTY8CSE3,C_8M6MG;XIA$HANJ8W!H-&V^XI[_LX;!F\'O_ 8-H; M3#/O;J/,\JV,X. M_^%L% '+'T>JA[CH(*8_@#@65\[&.HAWMJ1RUWX$.AM.TS6GB^F3@+\E.Q0' MXX&8CJ>'3^ =;'P\R'@'/^NC^&N^'-%#$7_O<[=#.]R/QE5R$EJIZ+Q &03RM=U3,GC^;'(]/G^!ZN.%Z^!3ZS^7C:8C)P5!\[_(G\I"/S*7@*C'__>.5F"\] M49,7517E^A#SM(3JQ*2+_D#$FL2E:UII'T3L,:C,T[L8]$F'Y($6G1B56M5M=RM:[^XTE#$07(7".ON2[I5)@;=#1>DP$(I\1 <1,@1]%N9AP%8J^1X99>#1 M(@9H S%Y"P-I2U$E4VECL@.H"-/YPC#,_FSU]/I^/2V7Y*'D]-?MF.:6=SP]>74:! &ZJSSR(6^$7:4V/%KI6(,FFWVVF@-Q&Q&/.!2?GHC3)LQH MHD(YBXQHL@K^L,M*.5]*##-ZMF" P&G:%V:85,GCB\]&6*617ZHCB>H(*Q)DB3=3(%[P!7]LWZ9T(M;.GU^SCL;JX#]EX)T#+Z&W-%FGSYLI4^/@CCEF"M59?.7DN/BJF\:P38D.>4 MX7AJ6Z/7R<8Y]N@'&.DF-1U.+1'T$.7":+1?#NE+K ZTT7!>!6U$YJ-D*Q<@ MQS[O4E=X&EIK!5T)!]YC+*SCD/O4\E3.;L\[H]-]B\ %R-5[UA?OHC1<7]$N MQ(*=[2JM-'5%V?I7^)4Y^*!%'E#/-'$"&[@/2'3-!1S!!@%F[>X81^9'=K! M1+S[FAC^ X1G<[NX-M**CW;=-M[L:QNR="TCL$S_+_2+K0*>/Y=->WK3+>>O MZTH>].U&,OBZ9#-VR$0V!EWM(#31H84TSB[!V7$IL6 PXNI2N-P@C6QH4[/ M-P@PU!*0_(9\P9!EI+X(F2 1K[]1%U_=N &J;.PIP5/?R>O-='#PZGB-@E1, M!N/QF'_]W(XF-JWHPDE?\J9O<[4ZB#)9"1%":"RPEGMKKYPUR^6^TT$;3 MXA\N>E81TZ^=888=C#2Y0>/P)3$Y6N ,QMS:AMLJZ@3"X3<+_=1J]D.QJ5U[#?0?M:.L2A,Z]S%<]E(9+-G;WH&ULO5U;<]M&LG[/KT!YLUMV%4F+E"+;<>(J68YW M?2K9N*QX\W#J/(# D$0, EP,()G[ZT]_W3T7D" L><^>!\L2B)GIZ>G[9?C# M7=U\LAMCVN3SMJSLCX\V;;O[_NE3FVW,-K6S>FF+#$3P?%/G?217Q,# MX]_=[&]Y\[2996K-=5W^7N3MYL='SQ\EN5FE7=E^J._^9G1##&!6EY9_)G?R M[N7YHR3K;%MO=3!!L"TJ^3_]K(B(!CP_.S%@H0,6#+)MFPR^\51Y-P!453N6F;>C3@L:UKV[D-))ZE=P4ZZI8%5E:M%I2TMC@J>9+O-:EEF<6.8R^:6NVHU-?JIRD_?'/R60 M/=P+!_?KQ>B$_]55L^3\;)(LSA87(_.=>SR<\WSG)^8;VO!_7RUMVQ#=_,_0 MAF6^B^'YP$S?VUV:F1\?$;=8T]R:1Z_^\J?YY=G+$6@O/+078[._>IW:PN+, MWF/NJDU!X4- ?L4TR6\;0\R2U=M=6NV!D*RF0ZNLR8G^R[3*3"("(^6Q;TQF MMDO3).=S/HWS27*W*;)-LJ'/E\94Q"0-<5Z>K)IZFZ1=7K3XHZAHJB(M$TOKM&F+TUDZ2M,J3EM;O*O=>4;4T?!L!,31282&J)XJ9#827#QCNVF,X2>V^)QL MA1H-J+$_BE^)G]!^-NFMD:W06>[2AL$"1)"*1;LGGFTWC#,EH5U3$(2[DHAH M;2K3I&6YQ^=F)UMBB#Y6O,$:;(*AO]K23K,T>?R7/SU?+,Y>_O7JZCW_.G_Y MA/?AWHI.D!?0R0",JRRP6DMM*HZFG$0N_&VL%15V2(C;IA5I$(!*9UZ6\?KTK"ETEC3_@P2J[.BQ M;!VO"#8FM$C6-0V>1"\^ ;"V(!(F$"LB=6LA+G$:;;)*BR;9Q;Q#P "V@,1=M;0M_$/B(WB:%P>=-JK6137DJ=2=,GU\U'N-LF^9FEOPJ0PA&-_#Z;LQH B_ MF8+I("?"@WYT.W#3MYNTI;7W1B/N]EN(YK 4RNB*=KCWJ0-E@)8A]+@8C8B M[K[SXNZ[43GUUQI37]=$^SK'A)"! ->OA9! M"5XB\@'U$VK;A'B-# _G;9#%[1IJ[+!T5?)MC. J^$_'(_2Z[:0RD6 M+[]):7[FP6X+CJ#ER0A==7*6A=GLTL_-4F$U&YXS0R_F']VQ6U:BKP\6";Y M(PJG"#./&T>7_4 .K*K(7_&)0568-6%$+$!;R%\]G9$;I>N">'V&)= M1>3(S$^?@SA)8=>-39JT(!EB.]+A)%7 BWG=+4EK+TDX618E MI#D)(&)ZXK+.0*^DR;I6-B2[8YEJ5Y MZ.FG*Y+8/!6?^JDC9[$+ C'Y+'G;M:2'B1-V14MO-6#,1M^[(T(GGB:O*T^Z M70W!3^ I44\2K[8F# E(N2Q(@_+^)T0G]9HXQ(IJS@UQ"?0DO4W3=)A%.!HH M)KO_D^%CH*--6I-MJKJLUX2XEZ)1R/N2LZAM"W*XK%2$;_]/* MEA1HJXN12*5_;BD#BR1C>X 00CJ>SJW8"AG6M!:T;$VF@FEQ/ U.C(6!%/M&L+FLBPLB+PLB8T;$2AITZ25J'\:!)XJC2<:4%Y&Z!4MS'0C"*R;\VZR!+Z MI;+" C0^8(4=1B$DP<)V)Q\$5$'[!50Z?*LM&RP,-5]JVENV :RZ\ULVG!*BM_HJLH(SM(H43)(9329NU:75^XKA?^R@1VZL%!]T:)EB8.=FFH#^!TA41AKZM M1&:3SF*D[3)PPZJ#X:;@L_$ (\C &"-(P>\-F3YB90>FC/O,A4@\&H*FD4D MH/E<6,$;49^!%4:&)GGEXL32)+/D=P*PM+70^-(XF'(^W174&&&.X7&T*CO* M34D'W4#XB65X !Y+(FNB$XNQSW"3WP+E

%LMI;$ZK3\N+%\W.#78.@H7Z;S@ M$7=6C'0$&5@>"//RTLS+%N$&TG70/,3])8!GRB69$@;"?O&2@$R"]9C!4D7VJR&"]VQC^/(9()#V1
M@R/I]#8M2M8C=17MUGM'HF),LR4LPH=HX;! >9.2Q_E!/;PCN973]D MLF=G MLT>S-T,/O[QD7W[P(>-9?+BVV^V(%U@'K F%I$C@K-!;GAP=KNY
:+#(:B$: ME9$LEN$7B;N9L;9=]OB)H".N3O?B [(* WTX(P8#R(,UC6XD)_:W!K_1,6=M M#YI)I'"#!&7T#CI;8Q[)I?=(+D?=B ^& 2+GO#<7G5K
M$IG'9K2W4U_7:9-SZ(6$E!B[+(XQS:8N66 +^QGQ%HBO<^9MM;>.#-^MV/+B M:K/10K*)/".QK-CJ(UWE:-[M:<*@"&R>1)O,IB4=J1TL
MMH_HO:Z%3<["V6[21MAP"#!0,ZW&TSGBN(.\Y+7%'';H.I=HC1/(>(VDL>A; MMW$R6A*229T1YNM(FS0D0G,%8P(X3,%0"VN#<*C)-3(,F=SUQU'
JAQ4YL MFJSD6LF:#++-U^R$(3"?(?.MTPSQJP03.).M5#JK8E?N'7@Z*AK"N1;:-!LO M-#&\/1DOF!X(_[&G .7B"9+L!41RR01IEX9U5;#1R:&BI=@W^-I-
L[CKEG] M (%,R2=DI,!QJ&9G687/2B[B>]A7%.Z?AJ[INQ6[A&6A;@5'ISZ9.-102Y#;< O"L MRN?3Q#NF!Y]Y/?AL5(5]E)# 3V3Y0UW;
(27XL!G8R!7_,AB(0T@:B, C8!X< MG1 5!A*VZ2<#%U)784>)I,U6CE-L=34N!%^P@:"P7,"A%SN)HPQL0/OHNO X M!Y_9FCXQI@TA@Y%
D6KD8U#@,%3P2/(0H9/WF TX0D=D3RX4QQ?$"A*S*B]@ M*TA2$>KL=&,@>J@%TW6;<&&X+B\R(#&,2)_[HG\^2B)^B@J M__)3B*(.4?
M73M5#MTLY6!:ZFV*]H5,J"WH;NH- M^0"-8L/$AMU.9.=(SKO0Q!M+\T^4%@@6<*Z MY[.+$V'=D3-[X<_LQ2BB-9]KDP]LPD S#IW6Z"3#2=R!F9/?
FC0W+NUDU6SB M3Z!EX*HW;%^WFN2YK4DK.(:><+X \J4LZSW4M2B@D]4N12/!I,#KARB8*BXLC MNV$#HXC_4+/ AC+[?GAJ62:JV$$LC1#OG$*
H=N8);\$"2J>?<.*YA:E$3Q8 MW-1L[R8; V49Z-I)+)J;'*62Q!*'!&B>W,!D*-C65G<_ 67"$XJV5ZB'1>H=0B:Y&CCZ M'/9/GG25 \?1
_%=LP;XZQ0&_Q_^@P\JI/9$3C" M#R97K0L55S))ZHF1[T4P3K?UK9*V;LOS);)36;'C3=F44]X2Q]P_2 AKUA:"
M0<*U2TO.HLV,.UED!Z%3.\N*5&3PPC^YOPR>1\5%\]%#?.^Y;<^4':-9,(@ M/=QSJE\UT"C-+3&SL<$SZ:56")-OO9$5%?S<0.ZD3>XB*_[TKVY>^],?
M>)_6S4/NR8VZNKGV@\XOSJ;SL^G-BQ?3>=^BTI"LQ&^K3$ DL$JS1BT"8OV"6K&Q"#ST^DT0H:Y.ZL0'Y4"CKG4"$IDR9.2F "W9
MDE:L)7MVC\"_:F=Z/:WM:\VP_"#HK5>'0X(!%J8+614:!10X:LR9&-" MV)@,/])/]5$XPVDJGE@HC+G/):ZW"W%K.9S:W3)'F:"L/4^8F0:$*:BNHC4
M^NJ24>H,Q8[ST>K$5^^VV(DS W\FAVWZ,Y?H73$H@V3Z;\TXXDV6>+?D=]VA MA]S=;I#,)U(-%Y:$A80 1X+D)6
M#X9343C4952H4!J00Z]JH3^**6EK4H0$(X,\R,6K!ENM6,?%FL"/S?V:K4PB^MOHE0FC;&E;9Y MGHEX/89GY1D%#S/J!%+3=A%F5\F<$)\][L&I8,5
M<=T=IR2X'H^'^2R AMG#QD[F&H[HT$<%7<&3HN,+3!AJ>.?CU;<$P+9H0YSG MVD6-
4'P\R(+_QGS)SU'T:>6D7=9[!>3)M4@X/:G0F$0>HT7.M"W66FJR0O)M MH@%54MX^%M;+HO8UDG@R3*S$V4O)3++5XJ-C^U
W'"KJE/Z443373D8^<1/- ML0^$.4M^A@'E2U9T HD55NH3LBDTN'_C FOYO65NJ&&?M"_P=)W)^J MV!Z?93@D,3#UJ5H!5WW 9ZP9=_4Z!H+[L(
3,FB3W^H=^;^79Y>3Y$,\ VBL MX0@P'.IM8S&#K3&AVOPV7I"#6E?7G\[4C$SH8Y+*C%[RUJQ59 M)(YV+&Q#B\:C0FLR@3JOW/G(] M08235--
F@ZA6HK=^-UH/(>37U"6'XPB;!>AN74/4P!+2ZI])%&<[XN=MJXEB MU3R2J(IF9IU64X!$*=@XFT?S$38E,2HR#G'6HX7II.)XB-M.$Q'9ZC"U(X?B
ML>%';_V;+Y_C?(H[L B1$> D=1'W#UW4)IO=Z6:IH\Y6/;C8>2F,#+CCI%-]F M^"6?B;
[OTB##QS2M)ZP^73W&"=!N(\1)32<+M!/+]%W1NBKW@0\Y$W%KID!Q MLJUSX\N&E"\'1;A?G%6S!KP&J%,&QBGF8V(<($6,8U2N(%L4A>YDN6;:
0BA M;5R*KI8J+!-]:N/XCX2^[T&2#E6B#!5-QU!Z)M8I)=[HUI9"*\\0PG5>BITB M"$UZ&!
<)9.'&$_=$1@0';Y)K\;*V?]+MAM.&7D*E04A%ZE7MHP'2!:R%[7OO M![[,\#:.:?7$>S2[(]^\#[LU92D.@Z]!=)5@$NYPL3.I8:&WN3#0:2OVZW3C
M:H=$TI?QXVSLI!X*A.B2Z_O%+6:;HKUVZW[HF!@Q"A4F4SXC8;6G0&Z G&C+G6D_* MM7:5F ?0[^P?]AE>+%<)-
BDEN/UZ@_5D7:9X/1Z@7OXW<%XH('=/,G)KD)OE M<]J:]L%AX*,E]]Z#.E$!=K@[36]\5G?OV^3B,'+_$3@6 N9;*_208W!7UEX M7659@RJ?
GS2'K99AHES1:XOHQ6[L(:998_&P@DQ)1$+5E.2C)O@SDW,%(DK6 MRU2T+T2PDL>.=]NZ;$@&@W35I%T^<34?H8.%W6O)\-,DFCAA&YA'="5/Q.&;
M(SB%AB1;P>.BTY ARS3[U(_S]*; \EPY;4KOX9-@X.8*[VMKM"%.[AW+'9H/ ;0;WO"U LB+\H+^M\-!WTA5Y;2M MIQ)N)I+]-
IDO+O'SV1R\L'B&G\\NOOF@TA]YE/D\>7&1S,]>T%-)TSY.YL^3 M)_3?8L[_73R3_RZ3)]\X"&G.BS/\O)S+G/3SN_-GH_FW4*0Z'R\PE;W_EGX>
M=#3O.58Q2"3C[#H77 W*4)3NEZF)K8?,QXWJ1B+,"%!+L8AZ^@W+[8D$M52,
M\))XDTEXU"*CFTVQV[F:K;_1#_2R#")K=)YAKWQP\J3W=..>4Z$HQ=A 2LP\!Y*L9>Q8V+#&9%6>> M6/_NU?
%E[H.H]LY:^"^JVGSXN6ADB(^'I-2#]S5N5OGV=$Z)].HHXP<"I#F MXV5#3D3]+O6&P_GTATW1TR^AAYO3:;!WZLI.N<%-:_-=K2/\Q9X9?E IYJNU
M7.;&'AFH^"3,%HS_HTJQ/&U3[KEQ+T=M8P<1/A1\LN.P5R-97IWYPL)H PI5
M'.UC%S=FEK%C"S5(_$B)%4$@Z=UKY$G4)OV$OW]]AE?).3K"ZSA/K.!'L(8 MUVY8JF&##,);ZG.\U"'WAEMI?*&.SV4A$BN\O4MM@$$X9*\A.7315+
[23[Q) MEXQ)G6\"RW$+#[EJX>)(H1//+*:+G[J)\Q&B@(+D8V<^W3KWPYES#+T40 ^% MLR0G;
(!&;7(@DN$,G211^_%2\0;_X=DJW\2%N&)_NA'H=62,)'X9^3]\B3\7Y5:Z0 M6VIQUD1:?
#D"+I@P*)9$SHLK#7P@UT5SOR/J3;0I+TN1L%IS.Y8\,=4:LZ+\?.MZYUACU1R?YIX%2;^L5D/K M^^5;\B%N"RM5EVE>U.H*%4CT!9!F7\
AO!'7WTT.>5.7+NOB>Y&F(H*X*:RR M K).P)2*/O5Z;TR_MWBH ?=+P+#X<^<5.5=KZ0#LA6Y8,([JY46H;UJ,%R5] MB)LHWT1-
E*/$/CKGJ0S/%Q9*/ISL;'5ON-.24PHU0FW;%,NN=;GOZQ%=KB!Y-&V[%=>3!7N?$'SOYDY59%=)T*\7HVGU8\K!>98=2
M>UQV$0,7E0;T8(@BL[=%+IEX5)H6>8B2L$[T*4:.;0(57$RO>7'262K@^ZS< M\(I=]V&=7FJI&:X6Z>]+%E;SRW=>A@S,5>"J
R/J=/_NJ2SF*,F'PJ;%>#T2 M-RM.7S-G7T>^;+EQ M1VS.-"H=T HGUV[HVTE$SP9C07JYAB6;'%DDB)#;C(%W(7K]17JYQB%4 M?
7!\7+_VII"$7L,P,,'QNDEZQ_6.&'@23];9)JYE8-U(([PXC0HIQY7PA'-% M,VEF'3JB8'5[R_08U@,C39<@^S33U,:(M>3Y>R8LIZ>BBD"- ,T;
<$(+5B=1"6[F_1$:FK;/.C!@F5YN8\4DAR'W<0O=%\E:_8#T7O M/>*,T.TK=7R?CJ?9/[I\+4(Z4+T2;F B5.2/9"R6-U/0LJ
FRM13;C8T7I=7A.U($&O@O5ZLZE MIP0PS?.,!JKXU:0GM'$U&#K.A! M;4RX/NW61!!S!!^Q<5+0M!XA)[-^8_TD1E^&JL_J7+7#FRU6-=F!#IDHA$ML
M)KUHY(J2A=@D+ B$(XE]@D>.ERE.1Q(BD!2?*\]I(OHYQ:#MWL4J_!T_[4SG$@OX9,9#8
M#]>R*B<2^18BV>NAHNG!)X@+3,AWV4%&.67$G4BT8L.R<1_5U: MW4HOL=0@ MLQ_&'PP3E6)Z0&WV#@\Y69#?D?S !-
SM,I#KD6I2CH.Z058#I7*M@!;)<[.S M]A]QI".\K6&ROBPY:=G0OY4I6E87 @]Q=4;+C#KDH>!W,5Z>^W?3)C^CX@V] MS]<"T@U:H ?-MJ^'D\
N2]Y>'U@Y+FZ/I D(/1MXWY>=^:HJ.MN:]"'NN-$D)RC99>O% MP<)[H?4_:F_06P!\76D-\N:;Z0!Q:-]V4= 3M^U$3? '5U $9]M+AKB1+NH. M5]D=B?
13S?R.-65:)^QS(DL\!?]M#W+N)ZCRP& M)+Y B8M#7/@,CT]?/EGE0\VR8_=5^]L$R2@PV2<)#TGO#L^&K(T)-YGI1QN(M>=HB[DZITOZE38H*DKEQ
4KO4EZN+(.1XUQ^Y M)$SZW;-+E"K<.D/,V0?'0."^,%&TL3ZJRUPJG_SRQ!=^ IP:[K^8>+0VX'WD MN&"X\]V-T0'Q-6W6QQ!VT1T1@S =%R+ M
@]_!+@U[H&U7D>SC$]^+HVUOA* MT=,$IM%TSAX;PZ+P[9MWUP='A& 0VM 71XWI9V/WC8:RK985O6)W*(%Y\NY, M+9O7"E>=0?MB?#-
&5#)L9\GU*-\=GN=0+SH??6@LP]B6.Z:I?,H5Y@G7%F[3?] UG_/JN/Y//GS9+CS(K&:L@CU6:Q+V9*";1SA MX%T5D<)]%W#S<_+V8&HM\#AQW<'
+;:UK_B+3ELLUR&4N[2.NP>!]2,WOLS/ M_@RX^<$)L'G0X+323.1"@9!N+)Y\B)ODR!'_)(\924]$*X>T]TA:_7C_6,JO M@GND
C++_4%IQ[UWZ%)QCY&O?P" Y\,'])^"+\#UA6J$_W>TS8&V0!1H'HP7 M7-T';-#'_)+1_QN[QM5;&H/]QIV])(^W:=;4
M_J94ET0.GG]!RT4A=6UEZOF@5F_R9\<;*0_UG]VD7;@-G.2!MRRA2;6O4/)4 MTD,G51%R*PM+(?TN$%H%,;Q>@:.[6E+O,>Q=%)O$5P\-
JF!?;!S)8E\8KU&+ M4,(QT>N\<%LQCR1CCV_6X7NOI?\RZH,C:,B:RN.;<=4O@EYQ*%-EP,E]26CL M#^I\2Y/F1 ML97 ,OC'73CK2RI(?
59KF+VM=N;37VYN!8KF6!RF.-S2PK%[=JC< >\," ME3D2-)*D-19RG-J_)C/N8/[=N 8-O046!U:3R5N'"Z$"GU?]2S_=C_P MJPA&':O0)K?X4IM<)I< OY.[
.,O9FD(;4#9]M3E2^-SGTJMWG-!6!]_KV]% MJP8SY.NOE"B.%@S#/NXX5A@NE?CHAV'IZ=FS27)C.)]J.OG0-VS^6OI7%\[.G MR31Y)UWH*F5J?8\-"#?T3?
2M(!J:)8Z5/*5X(DLBUJUQ5VX6KN8H?/,#!/RZ MJ.2N;ZYE]Z;'_#M5+1P3/_AJ"^V1>=!,%Y.03)!0MK1+]&+<\:W2DM$@<2G;
MC;\992#\X;$W@%N.SKJ^_B9@TDT=?[^*B-K8:79ON61\?+FP.H>R 3IH=\#" MJBQ^TT/N=,P9,C:L2I4I65[7U1'<;$-[M$94C$Y/1Y
>AA<3>AWGCT)@VIC2 MU[.+LR?'Y!7>'"&KPX;/X^.+[G7TJWDPI'!=6CN&Z%*)PLLL/SUW*LHWW#@" M_"*Q_=^1[0$,/ V;:I.R#QU33Y0V+N)=>QWX?
1SV.B!I3@#*->.P 4B7\$Y9DI[[Q WS>]FOGQ_1[I=1!W<,D_\:F(TI=WH'7=UHRU*+/82"0 G5^W,E M"#EE9K/:&S0($<& 9 M>&PO=V]R:W-
H965TJ#V9W8*UX;6I[0_+W'=NPH17AQ=_M^K.9'@]58P67.--@FKIF^GF*0FU'41KM#^9\75EW$(^'&[;&!=KOFYFF7=RR
ME+Q&:;B2H'$UBB;I8)H[>V_P@^/6'*S!1;)4ZL%MOI:C*'&"4&!A'0.CZ1%O M4 A'1#+^[#BCUJ4#'J[W[)]][!3+DAF\4>(G+VTUBJXB*'"%&F'G:OL%=_%<
M.KY"">-'V ;;RRR"HC%6U3LP*:BY##-[VKW# _]>060[0"9UQT<>96WS++Q M4*LM:&=-;&[A0_5H$L>E2\K":KKEA+/C14@&J!4L^%KR%2^8M#
I"M5(R^4: M9DKP@J.!]_=L*="<#6-+CAT\+G9.IL%)]HJ3'MPI:2L#GV2)Y;_XF 2WJK.] MZFEVDO!;(R^@FWR +,GR$WS=]A6ZGJ_["M^Q<']-
EL9J^FI^'PLX\.7'^5PE M#,QN_>I+WDXPFU>:LV/\5^F+,Y/J)L$);/<%,Q*5$<$WN2 M[KC8^PK!NGS#TA4N^!MI#15BZ[$('H%: UAG7VE$8+
($PY^@#BE'EW*@A&&; M,&]"BRZ\YY)0JC%T8LX&G7O/_@8"T9?ZOY)@E/O ML%W]#^K<L< MTN2:3FVC)94)I%=P1E.6^BGOAZD'9YV]0N+,$S?
VTL!)XV6W#\<^COB@N$G5 MVK

GK9=V%396;7RK6"I+ MC<=7C%P$ MC83JQ ZE:I-(:4L%B$]E+7! '#;V.%YUO6OV(R'_GMFUXZ8B1.7(Q?LY;]Z; MW=GQ>*7T@RD1+?
RJA#23J+2V/HUCDY58,7.D:I2T4BA=,4M#O8A-K9'EP:@2 M<3(8',<5XS*:CL/CFNV MP#NT7^H;3:.X0\EYA=)P)4%C,8EFP]/SD=\?-
GSEN#);??!*YDH]^,&'?!(- M/"$4F%F/P*A9X@4*X8&(QL\6,^I<>L/M_@;]*F@G+7-F\$*);SRWY20ZB2#' M@CEA;]7J/;9ZWGB\3 D3OK!]JPXBR)RQJFJ-
B4'%9=.R7VTL4EDQEG CY(8[6C>%L# M3.9PQ;B&KTPXA&MDQFELU@[OV5R@Z8]C2_X]2IRUOLX;7\E??!W#M9*V-/!. MYI@_M8^)=T<^V9 _3_8"?
G3R"-+!:T@&R6@/7MH%(PUXZ=^"\2CYDIM,**_: MP/?9G$)#]^?'+LT-Y&@WI,^I4U.S#"<1)8U!O<1H^O)@>#PXVT-XU!$>]4.? MWC6I!*J "V9*>/?
3\243W1E>*+E$'1(HI!M\XFS.!;?K5X8LM%YSN6@5/SWS M74KW6AD\SEW&+>]WUVBEJXXPO)"YXQ
M:7LWFF.LG:\T#!6KN8^<%@I./@UYW7.&0FN@80JI=U_1FE7+2M@=Z M^ F7*W_22KI?VB;PA^][U'[&&%Y"^3M*3'6V(;W+VV.O=*TOGR +6/QDV
ML?LCQO]US$;ICO8Y,7N>(>QZ,.*MI[]"O0@%SF<3:6JJ0#?;U=!94SH>MS<% M^)KI!64D'"S(=#T]DT$NBEJS<"J.A22N;)4ED*WI/\ U'X#K1>*SJX=> ?
= MG\7T-U!+ P04 " "7@@Y98/*8TI," ")!0 &0 'AL+W=OJW-0C;!K; MB/F05L:JH@63@D+(9N8O;1QV ./P P!K :S6W3Q4J[SFEB<3K3:@G36QN47M
M:HTF<4*Z3WFTFFX%X6QR*]W*P&>98?8>'Y"H3AG;*INQ@X1?*WD&47@*+&2# WQ1YVE4\T7_\Q2N MA4ES92J-\.MR;JRFU/B]S^.&<+"?
T)7+N2EYBE.?ZL&@7J.?'!_UX_#B@-Q! M)W=PB#UY;*H$U +>_]$^H0>I]@NE\&(=WFM,L9BCAJA_ZKE8NX!'WDDE>94) MBUG/>^ ;RCF+6O#.Q]
<_!6'5"S 34WBE(Q19DBG, @A!Y- M$8.>]T_2DI2X$13#OL@'.^51H%[63<#0\Y6T3:5TIUV?N6S*Z\V\:5)W7"^% M-)#C@J#AV6CH@VX*O]E85=;%-
E>62K=>KJA7HG8&=+]0RFXW[H&N^R9_ 5!+ M P04 " "7@@Y9]_2UB(<" "N!0 &0 'AL+W=OEQCH;=B&=0C:;GL8]J#83")4
MEER);MJ_'R4G;@JDV8/N/$>'$LG1TMA[MT D>*]4=N-H052?QK$K%E@)MV]J MU'PR,[82Q$L[CUUM490!5*DX2Y+#N!)21_DH[$UL/C(-
*:EQ8L$U527L\SDJ MLQO';;3>N)'S!?F-.!_58HZW2#_KB>55W+&4LD+MI-%@<3:.SM+3\Z&W#P:_M)"[=QAR\)U-C[OWB:SF.$B\
(%1;D&00/CWB!2GDBEO&PXHRZ*SUP<[YF_QO\ M9U^FPN&%4;]E28MQ=!Q!B3/1*+HQRR^X\N? \Q5&N=##LK4=9A$4C2-3K<"L MH)*Z'<73ZATV
,?)&X!L!FMF\Y/@:D"S.*G[I]R2 MY5/).,HGEO_7TC,(70(^-++F%Z<^:(Z'CW=BJM#MC6+BF[Q]7*Q8SUO6[W6 M0[@VFA8.KG2)Y6M\S
H[F=E:YGFVD_!;H_=AD/0A2[+A#KY!Y_8@\ W^XW8? M)DIH"MY?K;V'/V=31Y8#YN\VUUOFX79FGT2GKA8%CB/.$H?V$:/\P[OT,/FT M0_>PTSW=7
M$&Y1;$!1?\1)LS8QD+0;M@'%@K;;#L,.BDW'1F7)D^0Z^?>CY,3+@#076:3(MQT?*3]-6JA==
(!K85%SHF5<84]_XODX+K)B^DC4*.LFEJI@A4ZU]72MDF4NJ MN!\%P=BO6"F\9.I\2Y5,96-
X*7"I0#=5Q=1V@5RV,R_T]H['[U49/D]2E96*'0I!2C,9]X\O%G$-MX%_"BQU0=[L)VLI'RQQI=LY@66 M$'),C45@]'G%.^3< A&-/SM,KR]I$P_W>_1/KG?
J9<4TWDG^L\Q,,?,F'F28 MLX:;1]E^QET_(XN72J[="FT7.QQYD#;:R&J73 RJ4G1?MMG-X2!A$KR1$.T2 M(L>
[*^18WC/#DJF2+2@;36AVXUIUV42N%/92GHRTX}+-%*A@GJ:JP0P^ M;NBR-6IX]\Q6'/7[J6^HB WUTQW@H@.,W@ 8;1G MN(A.
GYMQ!4,@TN(@B@^@3?L.QXZO.$;>$NV=;T!$UG7..,:?LU7VBCZ1WX? M:[E#C(\C6MW5@7ZQF6R4Y=U-3R)DAWSE):&<9#.PW;%
<4H.K:U*PZC3>&4;63EV,\<^\ @ S@4 !D !X;"]W;W)K&ULC53+;MLP$+SJ*Q8J4+2 $#W]2FT!<=*B*9#&B-/D M4/1 2VN+"$6J]!6G?
U^2DE4'<(Q>+#YV9V>XGIWMA'Q2):*&EXIQ-?=*K>OS M(%!YB1519Z)&;FXV0E9$FZWH86+Q=,N5_8M;'C MU(.\45I47;)A4%'>?

LE+]PX'"9/PC82X2X@=[[:08WE%-,EF4NQ VFB#9A=. MJLLVY"BW35EI:6ZIR=/9I:@]\S@K+?(G^'!/U@S5QUF@#;0-"/(.9M'"Q&_ MC.!&<%T]^,P++% [G!X92SRO>\UK$)P&_-?P,DM"'.(S3$WA)KS-Q>,E_Z/3A M>U.M48+8P*HD$I4/2R+A@; &@? ";G5IKJ^HRIE0C43X>;%66IJ_T*]C;].6 M3H^7MK8Z5S7) <>X9WRB4S^AE[]]%H_#3"6%I+RP]A9ZM6C=9+7-&)LD>O MVFLL#-=*-83G>$S&R4+'99@VH6O3%>;HWC2)_('MF6U<,G@D4A*N%6@!=2/S MTA@(\I:4)W+3:-NTMH!P<+!M>22Q/YZ,8.Q'TW!P+S1AED$4 MA7XXC&$2^4DZ@6-M"0X\5J'"0 &0 'AL+W=OCT:76WY,E6JF>]1C3PDHM"3[VU,>5%KZ?3->9, M^[+$@E:64N7,T%"M>KI4R#*W*1>]* @&O9SQPIM-W-R]FDUD900O\%Z!KQ*< MJ=TE"KF=>J&WGWC@[6Q$[W9I&0K?$3SN;Q7-.JU+!G/L=!<%]!P.?7FX<5E M8O$.\(7C5A_TP7JRD/+9#O[,IEY@!:' U%@&1LT&KU (2T0ROC6<7FO2;CSL M[]D_.=_)EP73>"7%5YZ9]=0;>9#ADE7"/,CM'|CXXP2F4FCW#]L&&WB05MK(MO-E,"G)>U"U[:<[A9S9$S8; (Z:X-.977S+#91,DM*(LF-MMQKKK=)(X7-BB/ M1M$JIWUF=B7SG [GT M6UF8M8:;(L/L>'^/M+4"H[W R^@LX5]5X4,_Z$(41/$9OG[K<-_Q]7_ U_K(MB@Q<#FJXDP;AFNM42%TIA'_F"VT4)A(/@XQGU<:L^/L<^>ZQK!^02/C&NX L3%=[J16>-K^&ZTX92PF &%EM+" M(7ZW:_!9\V(%&J3(&U#6D=A/ H(U#6%';D2:WW:N^89G M2(>QXR@RL("#WYET2=IT27XV7>P)4K&7K-C]JN'ORFA#8;"GN4^;4YEPEOYT MKL_W%_QW5M^]&47A*,&>6"[S1I*! ()3L6-;[)1)=KH..P7Z2E#<+>IQS<@: MW%7Y I6=>$W\%U0IUPCWBJ=(PY)3$'A3!9VCRRX) O@%PH"'"I!A02%V=@=G M8=R@\)YHF)S"AMUA- "3T($J.T<%)=- -''D_]*,$YM6*KGL8.^CP.VB_@0[\ MP5YLS3DZ!D9!MQ8<^Z,],#X%),9H6 /'T=[V:>1HU(T=9^"/^PE5TZX1.3X& MQMUAZU+@CVHDV;'0Y!@Z[:#Y'_0N&%]DH8)*JQN$$7=T7@(IRJA=_#FY:A6 M[F77D,JJ,/7SU\ZV'P_S^LU\A=+?'K=,K7BA0>"2M@;^D+)>U:]Y/3"R="_H M0AIZCUUW31] J"R UI>2'I!F8 VTGU2S_P!02P,$% @ EX(.6=@+H:IA M! 7@H !D !X;"]W;W)K&ULE591;^(X$'[/ MKQAEJU4KT9*$$%@*2+37W>U*NUN57O?A= \F&4C4Q,[:3J'WZV_LA)3N4JXG M)&,[,Y^_\7P>> [P6\D&EB!HV1<[5Q$VU+D?=KHI3+)@Z$R5R^K(4LF":AG+5 M5:5$EEBG(N\&GA=U"Y9Q=SJVW$[?9 M*M5FHCL=EVR%<]1_EC>21MT6)X5CM],)$L MA'@P@^MDXGJ&$.88:X/ Z.\1+S'/#1#1^-E@NNV2QG&WOT7_:&.G6!9,X:7(M?V2)3B?NT(4$EZS*]:U8?\8FGK[!BT6N; OKQM9S(:Z4%D7C3 R*C-?_;- /L MPUL<@L8AL+SKA2S+/YAFT[$4:Y#&FM!,QX9JO8E&W'/XO5>P9NG3.+I!64R@1OV1 +3 M,).2\17:_E^SA=*2U/+WON!K[' _MCE!(U6R&" MMLS#0^C3>7UP0"Q!IPC?2ZOKV9K)!&9&W93)?9P/HN[G?$?X2Y3D5)FO$#B)H$LR180X)<96V3;:"HY8!&#D#)Q#:9(^=[I95F/#&+ M7&U0QIDR2SE?&*],I'YM"'[8B2(?HH[O>\XGRI4FK##H>)X']\- S\X=^Y1 MF=EF"$$G\'SGDI&P@+_A"/^ST MH@\PZ/1['AQ(:+]-:/^M? TF^.EC'<$M_$-6^I!]<^7\D';4RZ=1IDW2F*[55(-$K&7^RFS4X!P7\.0KY'$5< M1U$+QBI%C9P?MEYBPZ=-60R3H&0Z3)_I$=*:7?]",B.F@$UH4EN? ^C,&5V)UI+2\X#:G!+? M_GK.)^041FZ_LH0NZLQ<(O9&I5K1[T$4@.^%SG]L&JT34D-5B>3D#4T;]?=] MJKMSYQ\1VTWI 8C2&-#WI1!Z.S +M$_*Z;]02P,$% @ EX(. M6?KQ/UG\ @ F08 !D !X;"]W;W)K&ULC551 M;]HP$'[G5YPR:=HDU(1 H66 5-I.V[1NJ'3KP[0'DUR(5<=.;:>T_WYG)V2@ M4;07L'UWG[_//G^9;)1^,#FBA>="2#,-"F1-5HJ1(IG3!+$WU M.C2E1I;ZHD*$<10-PX)QA& FG]-I$#E"*#"Q#H'1WQ->HA .B&@\- IA!NZ4KW!UOT3]Z[:1EQ0Q>*G'/ M4YM/@[, 4LQ8)>RMVGS"1L^IPTN4,/X7-DUN=9%%S6_^RY.8?_ M*8B;@MCSKC? R+*^89;.)5AO0+IO0W,!+]=5$CDMW*4NK*#2PJ0!F]=@\2M@0[A1TN8&KF6*Z7Y]2,1:=O&6 MW3P^"OBEDB? 0C[H01_'@"%Z_5=OW>/U7*Z9EERN#2Q:M;\N5L9J:H[?A_36 M<(/#<.[!C$W)$IP&]"(,ZB<,9F_?](;1AR-D!RW9P3'TV;)^)Z R^%Y98YE, MB3LLE$5I.1/B!:ZXJ%Q7PZ4]"NKQI57) UP_5OR)")X2I><5@A6N2#7 MP(A72PFSC- QDW%GRY[U6[U"CHFO4CFM4UZW]SCW3FCFZ!%56.LG)._8U]>)N M%,?=L_.1&X[B4>=R-ZQ*I\(-Z8B5G14>V=V.NCVA^?0&W8'_=/.G;),>,31 MJ!L/AQ"?=WO#& [U8;AC%P7JM3=%0]PJ:6OG;%=;WJVH[>9O>FW:-TRO.7$4 MF%%I=#(Z#4#71EA/K"]]^:R4)2OSPYR^':A= L4S15??3-P& [==H]@=02P,$ M% @ EX(.6<#,21UH#0 R9T !D !X;"]W;W)K&ULQ9U=<^(X&H7_BHJ=VNJIZC3X T)ZTU0EV)*U-9GZMM3L7DSMA6,$ M>- O8C&V2[JKY\2L;!R,0 F?/S/9%AP_K>84X%]JT+/GV)E;O]84O\6)95B_T)[?K<"$> M1?G+^G,NG_5WE%F\$FD19RG)Q?Q3[\]ZR(? CJD!]Q#]C\5+L/2;51WG*LJ_5 M$S[[U!M4-1*)B,H*$]DM9I0K]M(O-LL/A#; M>4_L@>V07QX]\NZ''\D/I$^*99C+9MS^T365&?SW3?J!.(,:[.[TUHB(M^+ MH$%[9O1#F$NTI:(U&/_R&CI'-=3PZ.75<@S58J"&.]U^ ?B#Y*]_L4:#O^FTCH1Y2)B/A%$DC"%A 1+&03!%R>Y. MR:Z)+I6\6DD)RW,M^OJ>K,.!9Y(;:Z(<4ZB5WVB3C)FHG4E4ZK:S#0]?2&HEW[.R3,1\(H$L:0L >XR"8(MS1 M3KBC[L*-LK1ZM1Z!5C_I.O5NL3? J>738W1EC=]4I$N8C810)8TA8@(1Q$$S1 MZ?5.I]=&G?Z\63W)]%H.+)OL.DZC9",'6?+!OEZK T2TR>7(4A[TN^$?>QMO MN"?@NK-5]&NL4U?] (F$^$D:1,(:$!4@8!\$4_8YW^AUWU&]1;*1ZUUE1DORX M$S9*=WPLW0/A&BO35;A(F(^$422,(6$!$L9!,$6X-SOAWAB%RZ5.0SFZKZ0[MS\.HF;%K5&Q2ZZ:=O[INS(H$4SOJL8H30?2J-0&H/2-BB-HVBJ)/?,$,LHR7^42_F3 M+Y/3(IZ)9F[TI$*M\PHU1NNL4"3-A](HE,:@M !*XRB:JE" [5:AMG+=OC+F" M?!&1B)_#IT1HQ6DC)^NA-]*\Z$T"J4Q*"V TCB*INJXM9\LHR#PXG$CQH3!]*HU :NZ@] FA,KHDYM/># MJK)JO2#+-7://"T6:9GEW[4R0MH24RC-@])*(U":0Q*"Z TCJ*IZFTM*

E.9#:11*8]:QUW9EWPP=C03'1X.0*W<\&AT=R5$U M5&78&CJ6V='Y692$IU&V$N3=3UFAO=#ZWLSHK+YC+^C*LC5MXS5'*JUHN6/K MZ$A? =Z1MV<.C(ZG^2.LX.M/5T[YVKS7?MN9(UW:/Z\E1+;E>/|[Z(O8%ODB8 MSDA4/1"_;>+G,)&C6FV?8V9U_=8;FD)[CFZ.3QT/&M:'TBB4QBYMD@ :ENO" M.C?#D[I=NMQV&:/XRZ*-JO--F&2V5(K4%A&R>.)W>)3)?JRP^J"8Q(IN*Q3-7ECY8^ M%3?3.LO,/G<%@P<-Z$-I%$IC#!5779?,Q.- .:\R:B9TE!5VI J7Y4!J%TMB9[]4BWT6H6QH50*O! M4315QJT?81MGC"=\M0[C?%5E;]7E6$F6+JZ2^%GJ-Y0]XHF4#FI30&D>E.9# M:11*8PW-V'M"O0<4355]ZSW89N_AKB@V]RHEC)_CF9"CC^^Q2/3]*]1T@-(\ M*,V'TBB4QAI;=<'4:8%"C0D4315HZU_8YG4O)X?%Y"E,JH2S(.);)&2^F2X(M]?B4Q&FQJ::"ZY1!W]5"S8Z&MM]EU,[-\1 'ZF- :11*8Y'.(U7FQ7Y]4%4RP.T"Z7-B,Z]@BYI@=)*(U":0Q*"Z TCJ*I M(FYM#7N,L()MJ)\!I7E0F@^E42B-06D!E,91-%7'K2]BFWT1ORCC53V1N2G$ M?).0:FA5#[3*I3"-L*!6R9E*.O5(5[\K"W0%#)1&H33VYC8*H/7@*)JZYTIK M[3AF:^S-CNHH32O.@-!]*HU :@](":(VC:*J(6P/)L1#9@P,UD* T M#TKSH30*I3$H+8#2.(JFZKAUJARS4_76[,&,[2QL HFBK8O2W;S)Y)L]/58[WG@#&%P& [5AMVK#;M9&W;W-NQV;=C]VK ; MMOT1MIC3VF*.:TPAWK+](-05@](*,V'TBB4QJ"T $KC*)JJZ=9 -<\P&VMNW MW3"#.TL:;JA!.3Z41J$TYARONQF[!RX%-")'T53!MH::8S;4'I?Q>EV9996I M%LC_DNJ),:^ VF50F@>E^5 :A=(8E!9 :1Q%4R7=NG/.-61J FK006D>E.9# M:11*8U!: *5Q%$W5<6O0.>9U1TK7O'SMFN=")A+5=C3DZ7MS;P"A'?;>F_&= M!7Z\3N;PB@9H0- \Y7L)SN$($&I"=_X3!^3IQ5)U4T;1NF&,V47:BB;*B+,K+ MKV>BFM/:WMYAW5Q)6V9GM ,UQYSCE3R:-430F+XFYO%Z(J-R30Q;E^5 :A=(8E!9 :1Q%4W7<^EJNV0YI M-RZNZ$E2[6CX^H-?]=ZG;TMS;R9WUC9TVS@HS8?2*)3&W+.KV)H0(ZBJ8)M M? 2W7[&O]S^G&GJ])^:*]^8&Y"IV5#;7$H#0?2J-0&H/2 BB-HVCJ2;!W%R.S M)79I]@&UP: T#TKSH30*I3$H+8#2. (JFZKBUP5RS#:9VTWG53;\+"Q)6"W:K M-[1[EYB9G54-=<"@-!]*HU :@](":(V[NN5N'\;68/_?B5N"N:TEYIZ_MU+5 M"=>;/>TV&GN)R^4NP7A/7I>D5W.SC[+><23(O4BCY2K,]3E)UYD2J,T&I7E0 MF@^E42B-06D!E,91-/4T:6TV%V*SN5";#4KSH#0?2J-0&H/2 BB-HVBJCEN; MS;WT%D\73Y! C34HS8/2?/>\!P<-R*'T $KC*)JNP8S[%40Y[:XL !)YJ4 M9[;G.*&=8T*M^53/K?A\R@J9$0HKCD21YYA_NX6,G6:6;IU/K$FZE^6$/9\> M< H;D!\.*ZY&=J.2D!RH((PB#KN9=>-:+UU-T(B_"9Q$ZQJ5KFP9^UP.WB4S MRRE7!!G$LI3 ZN\("\BR4DFMXTLM:C4V2V+[^E[]=^V\.O=2!:!*5C M)G@UP>L3@B<(?DWPGVLAJ G!(T+1^STK!*:)F-I2+;DT M;.?U\FZKY7E/+,]'=XS*O4!+FD!BX$?G^>$9OJU"U<3+NX_7K7=6\,^"7B+? M^15YCA<8UK-X/MTWN?-CUIN:'SFRGD0XI%0XHM!Q+K M)"=HDA.<4Y_7J3 >NHH9:F.Y*#G.W<"9VL=V5 V8T.UBHL>88!QT,W:Q8%0]W8$W=TV!.&OG>_9 MD&+1D&++@<0ZR1HWR1K_I"(X'C(Y0XI%0XHM!Q+K)&?2)&?RXB(X>71P72_L M%0D#9MPO$H\Q@=2*]7(@P8 MMU\B#)BK_GN22<>YZM4(N]7IJ6=_JEML@72S5KVW-[--&W^CF]?>_*U[O7 M=R$EJ%H;!:Y5CS/W^5QF.(;^HR^L!#$')_K\R>]XW^I,[8ELPV)860RW ML4=WG,%29ZEXT75HFNM30_'JV"'*<' M9ZN\1ZYT+<&-.=[915A=4).PTTK8Z59A[T7F6)>Z+%?R&-W"'"CRZW1N)?OH M7=P3V8;O;N6[^X_EIKM/BWLBV[!X5ED\V\.5.-LE\^]"FC+/!][_8[W_NA0E M_"^EKS;J#W'N6B]@&K&[+&:$241AJF'>R:DV)XK>II@HGMGV8,R5;C;L,-'] M(@3H->GG*O5Q'0<58<9_0)02P,$% @ EX(.69_K\F7_ @ 9P@ !D M !X;"]W;W)K&ULK59=;],P%/TK5D!HD\KRU:;3 M:"-U+1-##$T;&P^(!S>Y;:PY=F8[[?CWV$Z:IB,+$^^E\<<]Q^?,904 A488! MZ\<&YD"I(= (R'FM.ISG2 -OC'?N%];Z]++&$..???:JRJ7/JH!16N*3]AF_ MO>UG9/@23J7]1=LZUG-04DK%\QJL%>2$54_\5.>A!= \W8"@!@3/ =$+@+ & MA-9HIS- "6F!A94O4BF(D<+4)A0>:Q#[FX7 MZ.CM\<156J,YR4UJ/>>5GN %/1&ZXDQE$GUD*:0=^'D_W@]Z"%R=G"9#P2Y# MYT$OX^>2G:#0&Z# "X9=@OKA"T@TW+?PL$=.V!0LM'SA2P7;EV5!9$*YJ8Q$ M/V9+73[]I_C9E?.*&ULK59=3]LP M%/TK5H8FD("D2?,AUD:"5FA,FX3H& _3'MSTMK5P[,QV&_CWLYV0E<9T/.RE M\<7]L=U5P\RC6 0D\E97+LK96J+GQ?%FLHL3SG%3]L^2BQ$IWQQFX(ZNU M,@- ^/]KP"F:=@[JM;H7M^I[(@)3!).$,"EF/O GX0J.5.&YE(YIP_MFL[-8NP%QA!0*)11P/JSA0E0:H2TC=^MIM&*C5W JJ2^J&VRJP<5&*EZV9.V@)*SYXJ(V'06LTT;&XL6T=#F-G%F1)ZEFB> MRF_8%ICBXOD4,5TS9VC6;"?B2[0W=SP%A0F5)QIU/YNBXZ,3=(0(0]_7?",Q M6\B1K[0E(^P7[?)7S?+A&\M_V:!S% 6G* S"H8,^.4R?0]'I TN/7M-]G8@N M&V&7C=#J1?_*!]H265 N-P+0S\NY5$+7VR]7?(W@T"UHSN"%K' !8T\?.@EB M"U[^\<.@"3ZYHOU/8]]BC[K8HT/]^1VN=6I 13YTXV],32S>6PS>.P&?G; MW0#ZF#0..\PK7\/.U_"@KP=]#9@JJP0O0#J=-0+QKK,]7WU$X'85=Z[B@ZZN M"2/ZU"W0BG-WX<>])<-TWU8? $R5N7TGG*SGHZV\%8X4*+I7+6M);-@OV=[*/ M2;/,[2WMQ*4'O7W5VX?:PD7Z 4)\+CD%60 KP.4S[7DX&P9]/AV8Z(V*RSJ? MV?MR:.\]E[&L7^;)? @(=F'A_<_V=B]L\FM^P6!F86E9@7GJ8Y+-]1TU&\ MLG?YG"O],MCF6K_=(Q SR\Y5R\=\SQT_P;R/U!+ P04 " "7@@Y9"822 M"00# #C"P &0 'AL+W=O&P?IGTPZ6UKD=C!=EKX][MV0F@@A"&%+ZWM MW'-R[LFU?4<;(6_4"D"3NR3F:NRLM$Z/7%=%*TBH.A I<'RR$#*A&J=RZ:I4 M-IU;4!* [@>?UW80R[H0CNS:3X4AD.F8<9I*H+$FHO#^&6&S&CN\\+)RSY4J; M!3</[!_L\EC,M=4P43$O]E< MK\;.T"%S6- LUN=B\QV*A'J&+Q*QLK]D4\1Z#HDRI452@%%!PGC^3^*([8 M?O<%0% @O\%= I QR:.*[-I3:FFX4B*#9$F&MG,P'ICT9@-X^8S7FB)3QGB M=#B36!%2WQ/*YP1N,Y;B-[)[A&,%[9.)2%+!<4$1L2"5V*^/L3\Q=G<*FK)8 M?4+4U<64[.Y\(CN$<7*Y$IE"@!JY&O6:M[I1H>TXUQ:\H.U'Q@] (Q]LC@1=T M:^"39O@4(H3[%MZIPEUT];0]**T*+%_G%:OVR"RF7%=+(']_,9R<:$C4WI]4 M<^YN/;?9K$]*R+">I5]DN5 M_4:5YB#(-$A5K? HZA8U$;RWTEL@]J.0_*G ?ON-\';=K0$EG%AF%IP[#5_3Y\ M7GW^DP)M#*F(/"Q%'C:*/*,\6V!+D$G&E^12X*UHE4X9U%X\C6QO_3HMD542 M] [W'"]Q[QS(MR%MRHBVVJA5;O8S?:JD6=)5[ISM\4JRO!.52W:T.S+2_9U0N M&5"#EDL0*B&I (-X' 9 >&PO=V]R:W-H965TNJY(, M"JK.1 DM[7M\M*.._+2ZN8R&HM(YXS"71%5% M0>7C!'*Q&3D]9ZNX9JM,&X4;#4NZ@AO0M^5.9@"'"1!L&BJ\U3"'/#1&&<=]P.JU+ -]P] M;]F_V- PQEP55,!7Y#Y;J;.1\;H!?@/PGP+"%P!! PA>ZR\5L .%K/9PW)NZ6^=N M"Q=33:.A%!LBC36RF8.MOD5CO1@W?7*C)7YEB-/17&++2? U(*$\)W%>LQ";0 MIX1CBQZ/TY29ZZ0YN>1U3Z)T0HYCT)3EZH1\(+G\G_?9/WO?*T;0MDE@^8*_M,DIF>>4:]LMLVVW MD)_CA=(2__E??=>,X? =S&8.#E1)$Q@Y..@4R#4XT?MWO;[WN:OH;TD6OR79 M[(W(]JXG;*\G/,0>Q8"D";.._)X$'7"(*NJZB9NE;%K-!UE%OZ*YWZ_O<(MBW MB)];^/L6L^<6_=:B3L_=&5@%R)7=%(HDHN*Z;LI6VRZCL9W!3_23WF#:Z]#' MN+SJ7?.'OMY\5U2N&%#!SOHH"0 >F(!D !X;"]W

M;W)K&ULK=UK;^)(%@;@OU)B1ZL>*1UL$R()DA) M?+=[%$W/Y<-J/SBF"%;[PI:+)$C]X[=\"<;8%&'U2J-I(*[G&/!+&?L MV\9
M^Y&O*.7D/8G3_&ZPXGQ],QSFX8HF07Z9K6DJ_K+,6!)P<96]#/,UH\&B')3$ M0TU1)L,DB-+!_+:\[8G-;[,-CZ.4/C&2;Y(D8-L'&F=O=P-U\''#
[]''+BAWZ^''%?J?\S_43$]>&.V41)33-HRPEC"[O!O?JC:]-BP'E$G]%]"W?NTR* MN_*<93^**\[B;J 4:T1C&O*'"',0_K_21QG$AB?7X;XT.=C6+@?
N7/W2SO//B MSCP'.7W,XK^C!5_=#68#LJ#+8!/SW[,WF]9W:%QX81;GY?_)6[7L5%0,-SG/ MDGJPN)Y$:?5O\%X_$'L#A-,_0*L': <#-.W(@%$]8/39 5?
U@*O/#AC7 \;'-M R9'!DSJ 9//5IC6 Z:?K3"K!\P^6^&Z'G!],..#JV!.G?#QSRN&0H_U[LD^ M?+9'QU9+,_7BZU?
+Y'E8;5KE5Z@$/YKR.L6%YXQ85RTR{'BXTQ2HL4?N=, M_#42X_C\,4N2B(M8\9P$Z8(\9BF/TA>:AA'-R5=ROUA$15R"F#AI%?HB/%]T
MRH,HSG^]'7*Q%H4U#.N*>E51.U)1)=]$C55.C'1!%SWC3?GXT:GQMGS\1#)^_M*!Z]W4.H?3R$#YH4_!:P2Z*,+XBF:%
<!Z_,H'_Y;]GD)M&JX1O[\KI,OO_0^_MK'+&I,^"F97,2,(8GV=4"6/*&7>37I*14CTF'PQ9\G_^0YW._M7C69_W9/?.
M!J^6@UDM]]06M"4CM5ZK7\B0Y*N T;P'\CZQ+=7KHQY7_%/W*A;;@%HKS?KT
M@JW(C':O.J.RPNA(!3_+\X.7FG_[8AGB<)KD_^E9Y8<*O.H'BWV5FWP=A/1N M('9&
1. Z6 NGM6)TO>L/B(Q'8D92,Q$8A82LY&8@\1<).8A,1^$M0)[M0OL ME4R?^U3LZ5X0^KZ.6+4'D!23:+G+L*4!ZTNL5#PWL4A,1V(&$C.1F(7$;/GV
M(6:*\5=5Z4LG_,@=<_-*!+3D9B!Q,P*&Y=8<9#C=7ZM7*NWP]?!["$KVI^IZ" KNDC,
M0V(^"&OE;+++V>3T+$C"+.=]69*./3=+2$Q'8@82,RMLLK=ECT:*HAR$J:O4 M6.DL97>7FEUUEG*Z2ZF*VEG,1=Y+#XGY(*P5@.DN %-I !Z#?
$760;0@RXR1 M(,DVQ7&C* WCS4+',-5%*^(J21,1DPVAQ4*F8E M&QXDIB,Q XF9T\ZT,.IN\-:T&QZM&YZN-9MVP].U5*6;5Q=Y+STDYH.P5GAF
MN_#,I.$I#SO&6**7*R#;7G0M2\+4N;<+" Q'8D92,Q$8A82LV>=9'6G&P=9 MT45B'A+S05@K?M>[^%W+YZZ/PXW\U%PD=<[-
'Q+3D9B!Q$PD9B$Q^[HS9QV& M#UG.16(>$O-!6"M\JM*<9U2D\?L[8"P0$]X%,=XI"R.Q2_C$BJ,5/^5G//!D
M[KEQA&HZ5#.@F@G5+*AF0S4'JKFU-MM_P;B[E09DB)]_IV&8I[C6[*@ZRR/>@_URXFS P9M1X%J!E0S:ZUU ''2$S!H
MKTFMC>5%'6A1%ZIY4,U':>V -;TDJKQ7P JBE'R)LSS_E8A)K#H]P)MIK3=P MT&82J*9#-0.JF5#-
@FIVK>V_&'R==,_K.="J+E3SH)J/TMK!;+I(5'D;R6.6 MYINX.$A*@A=&RQ-XO6&$=HU -1VJ&5#-A&H65+.AF@/57*CF034?I;4CVS2D MJ-7I?F
CM0KM4X%J.E0SH)H)U2RH9D,U!ZJY4,V#:CY*:Z>WZ:91Y*^=$ M",_(>L/"5=5>EB1BMSCG6?B# _)2=&('VS$ U':H94,V$:A94LZ&:
]5&NOW]BH7;LFCX<5=Z(_^?BH1VYD U':H94,V$:A94LZ&:]5BV?3HJ">;=#IO02^JSQK%V^)\1V\LH0T[4$V':H;;;689=PZ8 MF-
":%E2SH9H#U5RHYD$U'Z6U/^'>=.]H\NZ=>Q'$HL,[[,GGJ7C*Z7/C"=7T M6FN=?.OLAAC0FB94LZ":#=43-_#[Z?C1-/0Q7@W:
35=*AF0#43JEE0S89]#E1SH9H' MU7R4UDYOTTZDR=N)GO:/ZU;?M%5>%$FN]IX7 >_?;8;V&)U8R_LUNR1$42](M^55&O;F%]A5!-1.J65#-
AFH.5'.AF@?5?)36SFW3I:3)NY1Z)2>-><!3$9?]@\1$6^9M:../2B34;E5^,U??"H$/7PX!J M)E2SH)H-U1RHYD(U#ZKY**V=T:9)29-_;4[?
+O!>0RH]Y8QG-"5IQHNSL,<_M7R:O_*QG:A@35*#AF0C4+]ME0S8%J+E3S MH)J/TJ]@#O>^UCVA[*7\L8)WZ^J-H?;<;JHW
M5M_MMGKC5#^#T)2M?I7A6\!>HC0G,5V*55 NIV+/@E4_=%!=X=FZ_++YYXSS M+"DOKFBPH*Q80/Q]F67\XTI18/=S$_/_ 5!+ P04 "
"7@@Y9=17GI, " M ">!P &0 'AL+W=OXT1V0?/2BL?FV4S$8UXKEI,A7F=([/'A< MT17,03U5,X$]NW-)\P)*F?.2"%A.K%OWYGZDZTW!CQPV\J!-=)
(%Y\^Z\R6= M6(X& @:)T@X4_J9P#XQI(\3XTWI:W9!:>-C>NW\RV3'+@DJXY^QGGJIL8EU; M)(4EK9EZX)O/T.8)M5_"F32_9-
/6.A9):JEXT8J1H,C+YI]NVWDX$+C!"8'7 M"KQ_%?BMP#=!&S(3:TH5C<>";XC0U>BF&V9NC!K3Y*7^BG,E\&V..A5_5QD(-M4D>
M,UY+6J9R;"MDU"/92B.+AAFQ33-!% FR: ;A50"5^#0H8*-8S#LJ'2EC:QH M A,+MYT$L08K?OW*C9P/0W' D]F+\'X7WC_G'N_>$5W@C-FYD
HPK2H=R- M663,].&QCD?.V%X?INF7>.YU5_,",N@@@[.04P3:4 %D*6B99+D$HNAVB*_Q M"0\&/\;K5^!,#N.%'5YX%N\!OPH524:DJM,=2;A4@[LB[
T=N$=T_9+0'8:+ M.KCH+)S9UT,T46\H/SBBZ9=$T3#-J*.9G:5YY(HRPLU90]NE!^U9,P0YZBTF M-PB/*/LUP?OP"-,^.#WUS?6-
BE5>2L)@B2KG:H0A17,;-!W%*W.@+KC"X]DT M,[Q 0>@"?+_D7.T[^HSNKN3X+U!+ P04 " "7@@Y9KEG,X7$" "7!@ M&0 'AL+W=OXW-.G)MT
M)6]+@$,>:BXT).@-*:^#$.=EU!1?2YK$+BREJJB!J=J$^I: 2TJ%P%G8L!:M :"8%4;">!-/!Y6QDZUW!'8.=WAL3ZV0EY,V=7!>3(+*"@$-N M+
/%RQ9FP+DE0AD_6LZ@V\{"]\>/[.^== 2RHAIFDG]EA2DGP=N %+'F#3>W M8#!\ A"W@/A40-(" M$F?4*W.VYM30+%5R1Y2M1C8[<-DX-
+IAPC[%I5&XRA!GL@6F!DI!099&YO?D M#9D6!;,)4TZNA3\F-N]7@T-"C TH1YN]F5WRQ^8K.;1IR3 M)#HC<10/>^"SX_ YY @?.'AR" _1=N<]
[KS'CB\YS?L9^=14*U!$KLG2.3PC M"ZK(>4-$"H*\MF4N#QG.N=2-PK(M^E*&X5'\7M?&'[W8?_N]O6\U#7-81+@
M^Z=!;2'(7KX87$3O^J+Y3V0'025=4,DQ]KV@M _*'P#"M&Z@Z+/N^4:.SS:2 M;1:EX7;?S[&*
Y'#3N3P62*Q=6F#3X^)39_2X3^5'JLX4#KJE(Z>I90VII2* M_>J/=/27C$'D?W_H/:'0RP[WVH9MV1^IVC"A"8"#EG^?*OPCQ@ M "J? 0 9
>&PQ=V]R:W-H965T >+6:#'%G56MF.@8[+(*E;---*3S<5@+]@2;0N1)0\E]P'8'[^43(DJB2]) M[C>Y2-H=\J%D^ROQ\+'X_NLB_V/YF&4K[]O3;+
[\^>IQM7K^Z>9F.7[,GM+E M]>(YFQ?_YWZ1/Z6KXLO\X6;YG&?I9+/2T^RFW6KU;Y[2Z?SJ]OWF[S[FM^\7
M+ZO9=)Y]S+WER]-3FG__)9LMOOY\Y5]M_^+7ZGMW_?/7!_\GXK=YZC*/ M]1=R\O-5;_V2LEDV7JV-M/C/E^PNF\W65/%"_EVJ5[N-KE?
<__-6%YMW7[R; MS^DRNUO,?I].5H_7PVOO$EVG[[,5K\NOL99^8XV+W"\F"TW__:^ELNVKKSQ
MRW*U>"I7+E[!TW3^^M_T6_F=V%NA,SJQO0KMBO;'[=_^/,^O97M#[$?,,1O7G\7-[_(0;I*;]_GBZ]>
MOEZ^\-9_V*1ALW[Q^SN=KY/[:947_W=:K+>ZO5L\/17Y^;1:C/_P_N9]F$RF MZT"E,T_.7\>%=;S^&F2K=#I;_M?[FU6QT?6J-^-R _'K!MHG-N!
[9C%?/2Z] M<#[))C7K2_?ZG7/K*_?Z?G;=\3/-L6?ZGYH7>N=T/+P_77OL5[C2"@PO@UN@-<.B&U
   OO#:P;'YW\I.G[Y2W&))\]Y^?46[)Q6U+GOX[Q0 M6F_X74W<<)"-]U[>);"^X ?3'K[A!V/<\-\77W;? O\<:(T'G=T(VMELH7-J
   M!)VERZ6WN"_'T'_IXO]{R(+;\ M2W9U^Y__X?=;_UTWH!80&(AB0D2BT@L)C%)8HK$$A+3)&8@S$I^=Y?\KDN_
   M_93.LG7POZ_[4,MU_NLB[U2:1I[$ A(+24R06$1B\2O6VV#KX^(OM]V!WRK^ M>7_S03_-Y$85B24DIDG,0)B5YMXNS3UGFL-
   O63Z>+C/O8SX=9][_[>TLU(7: MB34--8D%)!:2F""QB,3B5VRX%^K6];!WD&ARBXK$$A+3)&8@S$IT?Y?HOC/1 M=WN?
   R^^\YS3WOJ2SE_/1=]I-H_V*#:S?K.+#PK=_MP)RFR&)"1*+2"PF,4EB MZK(?>G+98II\:0;"K$.=H$<. /Y;_8ERXM/V$TBO>7S;+IZYTVRY3B?/J_/
   M,]:%T2DV#:/[Y?E_NU_D?_/7>W+'GZKDZPA)3)!81&(QB4D24R26D)@F,0-A M5MB'N[/FX=]O)BO_W9SV6]]::$N\4ZV:>)?
   L9$]Q!Y^^));#$E,D%A$8C&) M21)3)):0F"8Q V%6MD>[;(^)\AW)EX6 4_GX\W%K?L\'9>-H--GS-Q>XWC[1_$^ M_!A'-QBBFD"U"-5B5).HIE
   M036-:H;2['BWJWBWW>?%T^6C]YQ.)<LSX;5Q M=]?.,ZO6M\59W*#(:H)5(M0+48UB6H*U1)4TZAF*,V.<]4_\YTEE]M_K!Z+
   MW?/BJ'LYG63Y:V'7F6ZT@E9JSG2CS3)4$Z@6H5J,:A+5%*HEJ*91S5":G>ZJ M8^8[2R^WP?1+$>OY9.DMYE;3S)MDXUFQ0WXZYV0UYP[5
   E0+44V@6H1J,:I) M5%.EYO@D2-_:E0SE&,GO&J?^>[ZF5U6*<^T+5Y6RU4ZGTSG#[4)1TMHJ!:@ M6HAJ M4B5(M13:*:*K7]$S-
   ]?]CIC=]'.3]>T._V^ZW#!37Z^@REV1&NZF9^ MD[Z9=;*\-KUHSPS5 E0+44V@6H1J,:I)5%.E=D%ZCQ<\D5ZTF49I=GJK;IKO
   M;G_MWPE;&U>TB89J :J%]"90+4*U&-4DJBE42U!-HYJA-#OX54_:ZW*0#=P M^F@_#=4"5 M13:!:A&HQJDE44ZB6H)I&-4-
   I]CA0==I\=ZFM=55OM+V&:@&J MA:@F4"U"M1C5)*HI_[C@..P>[KNC+394,Y1F3]M2]=C:;^NQ35[RZ?S!6SUF MWG.63Q>U!^MNNVG642U
   M1#5!*I%J!:CFFP?EQ+;K>/[PA6ZU035-*H92K/S M7K78VNX6VZSE=+[U\F6P\!M;OU;JQQP$DM0+40U02J1:@6
   MHYI$-85J":II5#.49@\#5=NMW28/[]MH]PW5 E0+44V@6H1J,:I)5%.HEJ": M1C5#:?8X4-
   7DVNZ:7+D7X,F3%^3<0./HHY.SH5J(:@+5(E2+2^W\=$WH9A6J M):BF4JJ MFM=V5_.";#E]F&?9YA/^GX_3^1]>^.^7Z>I[;<#1GAZJ!:@6HII
   M0C58E23 MJ*90+4$UC6J&TNQ1H.KIM=&>7AOMZ:%:@&HAJ@E4BU+HYJA-#OX54_:ZW*0#=P M^F@_#=4"5 M13:!:A&HQJDE44ZB6H)I&-4-I]CA0==I\=ZFM=55OM+V&:@&J MA:@F4"U"M1C5)*HI_[C@..P>[KNC+394,Y1F3]M2]=C:;^NQ35[RZ?S!6SUF MWG.63Q>U!^MNNVG642U
   M1#5!*I%J!:CFFP?EQ+;K>/[PA6ZU035-*H92K/S M7K78VNX6VZSE=+[U\F6P\!M;OU;JQQP$DM0+40U02J1:@6
   MHYI$-85J":II5#.49@\#5=NMW28/[]MH]PW5 E0+44V@6H1J,:I)5%.HEJ": M1C5#:?8X4-
   7DVNZ:7+D7X,F3%^3<0./HHY.SH5J(:@+5(E2+2^W\=$WH9A6J M):BF4JJ MFM=V5_.";#E]F&?9YA/^GX_3^1]>^.^7Z>I[;<#1GAZJ!:@6HII
   M0C58E23 MJ*90+4$UC6J&TNQ1H.KIM=&>7AOMZ:%:@&HAJ@E4BU+HYJA-#OX54_:ZW*0#=P M^F@_#=4"5 M13:!:A&HQJDE44ZB6H)I&-4-I5OI[596OYZ[R;=-_;A;.WO$S4FN?QG3GWE[3;*:
   MB&H"U2)4BU%-HII"M035-*H92K.S737P>NYY_^[V,OW.>ZYMYC]G^>N%^[,7 M\X?Q1XMWJ!:BFD"U"-5B5).HIE M036-
   :H;2[/A7Q;N>NWCW MY_X4[Z_7/.W;JY9N[T$/[>Z@6H%J(:@+5(E2+44VBFD*U!-4TJAE*-MLT>%JM+7ZY/7]7MH>P_5
   E0+44V@6H1J,:I)5%.HEJ":1C5#:?8X4-7\>F?F M[WOC@?[@Z$#?[]8>Z*-5/E0+44V@6H1J,:I)5%.HEJ":1C5#:?;4JRI?SST' MG_-
   X'?'+7QNM_&'/UKJ0[40U02J1:@6HYI$-85J":II5#.49H(5:FO-T(/ M M#Y]U M0+40U02J1:@6HYI$-85J":II5#.49HT#_:K>UW?7^]YX$-_?@ZI
   M/ZHI"'!OOFG442U$-8%J$:K%J"913:%:@FH:U0REV5&OVGY]=]O/>1#PJ?A# MMO0^[(X&O'^9;#T:+=^WN@'M+37<'4"U
   M1#5!*I%J!:CFD0UA6H)JFE4,Y1F MCQ%5);#?)@\+^NC$?*@6H%J(:@+5(E2+44VBFD*U!-4TJAE*L\>!J@38=Y<
   M=WL!^T_H.'<+4&F>OP7(O?'&04]XF#?/1?@^8GZ2V#_M"@ZO=JC@#0&B"JA:@F4"U"M1C5)*HI5$M03:.:H30[U54-L/_6V?Z*(P"3 M?
   IL^O3SM]ON;7RE 9P=$M0#50E03]!:A6HQ]$M44JB6HIE'-4)H];%25PCXZ M.V ?
   +1*B6H!J(:H)5(M0+48UB6H*U1)4TZAF*,T>!ZHB8=\]E]\%!P6C2R\+ MH+5 5 M13:!:A&HQJDE44ZB6H)I&-4-I5JH'52UPX*X%OO&@X,(K!>Z--
   ]T9 M0+4 U4)4$Z@6H5J,:A+5%*HEJ*91S5":/6Q4%<,!^DC? 5HC1+4 U4)4$Z@6 MH5J,:A+5%*HEJ*91S5":/0Y4-<+!CS[2=W#\,-
   GZ*P7N+35.-5H*1#6!:A&J MQ:@F44VA6H)J&M4,I=FIKDJ! W!JB@X<,\W6#XL=#.#>+I\].ZSS?,#QL7?I0^9MYA[M#_FB&"EV-
   QP7"RXWJHX26M>M0K U(#A'@5/S#0R.'U[;'M9<0G2_GL;91WN% MJ"90+4*U&-4DJBE42U!-HYJA-#O[5<*Y7.'WZ_)(OL]T(D.6K=#KWLF_/
   MV7R9G7QHR*!F@L&ZJ47'ZJ2X "=;7" SC:(:@&JA:@F4"U"M1C5)*HI5$M03:..H31K'!A6 MM<+A90\3;O H<;?8=*Q
   M>#,N_WP\G#M>:W1ZX/..W7Y/R.HE]FUYSL <1'@ MGP8B]#L2HYI$-85J":II5#.49J>\:@$.W1,-7OK(<#?3.-IH_:_4]OM)G8X_
   MZ!RI"N@4'M0&M M6.!7&U"TK(9J$M44JB6HIE'-4)H=T*JL-OR!A^/67[.ZK,;NWFIC"*-M-E0+ M44V@6H1J,:I)5%.HEJ":1C5#:?:
   (4;79ANB#ANMM$U=_?F&@\4:"VNU XK^,/#/?Z+%A.7+1:A M;R%&-8EJ"M425-.H9BC-SFS54!NZ&VI8$]V]G<9A13MJI68W9T9-/K9:/C
   M^>K\3GMPN.M>LUB[==P&K=6.3+6HQ]M40)JFE4,Y1FI"JF(W<%;.# M.S"JT]:U@43;8]@6E-KAJ>3N82
   O6DQ9]W%3Q#Y7OW9KC2.)]L-*S:Y?C]J'B:Q;ZO!"4O^ M81K14ABJ2513J):@FD8U0VEV&JM2V.C,#&9[EW'O/3F?KJ;I;%NV]K)M5E]O
   MFO@Z73VNF]G/Z_LF[!LJ;J.+]L)0+1C5S+3F7Q]%]Y*EQ$5+1>CKCU%-HII" MM035-*H92K/#6_6S1N[9QOZ9Y4_KV&[OC:@-(5K*0K7@S-
   OK>=^S-*][5^&; MUQ1O7C-"WWN,:A+5%*HEJ*91S5":'>"]6#5R%ZM^MS]GT\^S;'/G4S8?;SY9 MBP_81?V9(I1!A6K!F??<]YX6\]5C?:S?

O*IX^ZH1^O9C5).HIE M036-;H;2 M[&!7[:O1Q?.#[5TNON2J,-]V0K4 U4)4$Z@6H5],:A+5%*HEJ*91S5":/2)4 M_:X1.B/8"&UUH5J :B&]"52+4"U&-8EJ"M425-.H9BC-&@?\5M4E6__YQZX+ M;P7KTMYSO6W$?=7JN9_R<>1'-PX\^%Y3E!,M%+!>SG&0YQ7()RVF6,QAW$/[. M7OC/S&#V)UX_WV[[X,+R\="]LQ8+F0YP7(1R\4L)UE.L5S"/TY>B[,ZLVCSW)A2PG6"YBN9CE),LIEDM83K.Q7,QRDN44RR4LIUG.8-SK8'"S M?,RR59"NTMOW3UG^D-UEL]FR"/?+O.#79P=W?^OEV?UZK/CI0_OJIEBS6OSV M_7-QL_&$Z7W]S[+Y8M76]? FQI/GUXW'VQ6CRO2>_S8K5:/&W^^)BEDRQ? M+U#__O%8K7]8KV!KXO\C\W+N_U_4$L#!!0 ( )>"#EEZYSU#U0(& ' M 9 >&PO=V]R:W-H965T@K'32L5V;RW0L:LU9"7-)5%T45/ZY 2YV$\=W7A;NV2;79L%-QQ7=P +T McVHN<>9V+"M60*R8*(F$]<2Y]J^FB8FW 0\,=FIO3$PF2R&>S.1V-7$\(P@X M9-HP4/S;PA0X-T0HXW?+Z71'&N#^^(7]D\T=A=D, +HA[X]#Q\!AG"?0L/#^$NFM(Y$W3.!)8O M_ =G+LBWNEB"-"8T=ER0.97D@?(;""U7Y$[GN#UC*N-"U1+(S^NETA)OZ:\^ M)YJCH_ZCS#L;O=S^PT,!Y%>U$'DJ-. MUX<'*DZ#1SZ830\DN7N]3_S[?E*Y89AA3FL$>==_M#!! -OV\F6A1V9:X%!H;K!WF^ D$:0)P?RV$?IF8+MM]5-._4$L#!!0 (M)>"#ED>4X2WJ1( ) I 0 9 >&PO=V]R:W-H965T >+&2"Q=3YD$P-)6$=T]P;M[IV+Q5XH,FT+T<%#4G8" M](Y'=I\GD>K/18G[1:;4&%XO);'EV M^7YSVY?T\OUJG<]GR^1+&F7KQ6*2_OB4S%>/'\[:9T\W_#Z[O6/&8[/T?E M0_FZ6GTK?S'7'\Y;Y1XE\V2:E\2D^-]#\CF9STNIV(]_5>C9\YCEAKL_/^ER M\^"+!_-UDB6?5_-_S]ISNP]GH[/H.KF9K.?Y[ZM'G50/]%]ZT]4\V_PW>MS> MMS\\BZ;K+%\MJHV+/5C,EMO_3[Y73\3.!IWV@0TZU0:=%QMTQPY)/+]^GJ,4K+^Q=>^<.FZ#;;%V4R6Y;]<96G MQ;_.BNWRR\^KQ:(HTZM\-?T6_7.2II-EGD5OHX_7U[.R@"?SR"RW;5B6\]_C M)) _.YMD_WE_DQ>BE<3&M1OJ\':ES8*1V].MJF=]ED5A>)]Q5#[S9_JDP;-?+ M FY5S^@QH Z# <3+=V=.#B@DKOZT>GG>K?=1NV=<=>Y[SX.[2/ [T"[S[W=G8-./K?7XJ[1B9/%MG_U>SYIZW;JW?+M^QWV?UD MFGPX*]Z3LR1]2,XN__,_VH/6?]7U#XG%)"9(3)*8(C%-8H;$+(1YW=%[[HY> M2+_\/7E(TBR)LLU;7W8_G^5OBB.K;)K.[LOWNKJ^" (OMM\4;Y=MVJU77!<%-MFW8!B0D2DR2F2$R3F"$Q"V%>%_2?NZ#?O NFJV5YZV8*5![WU;7"EAUOV'(2 M]G#9.F^UWU\\[!9] <.RF14]B@L0DB2D2TR1F2,Q"F%?T@^>B'P2+_K?UXFN2 MED=&U2'7;#F=KXM91?'#;O&7=TBFZ[28"=4>X7W:#M/?:8+-J[_7 \%=:=H# M)"9(3)*8(C%-8H;$+(1Y/3!\[H'AD3WP-.NO*_"@T70B0&(QB0D2DR2FAONO M,,5\L3,:#_V7&;U_Q_ZX]_)>AMPW"V%>^8Z>RW<4+- ^GHGT3B>]).IT5AS!? MTMDTB?[:F4K75720;5K16VSD'02-^OYS'L,C"A*3)*9(3).8(3$+85[1CY^+ M?PAL^]O)"E?L:?;#VTWQ^QU- 1Y4FM;X>.^%I3'N?$Y*"""Q"2)*1+3 M)&9(S$*85^;ME@LE6L%"EY-9&CU,YNM-N>=W2?3X%$T4K^]U)1\&F]9\10UV MBGY84_(U=VN/^WOW$^C.R;I1!Z.]414ZJD8U@VJ6TOQJW8G0VL%]%5D^6TSR M8OJX2/*[U75T<[!\:TLWJ#7DWO5O-BWKO:?-*9;?9U&_M M5M?)O.YX^T2N0!^]1#6%:AK5#*I92O.[J,.ZJ'/4T7QQ,'_2[<5$Q<=%?WW M,JEMF2#7N&5(+48U@6H2U12J:50SJ&8IS6\/E^.V3Q7DMM$D%]5B5!.H)E%-MH9I&-8-JEM+\1G&1;CNZ"VW8XN?WI3T##;N/R1S- >5!.H)E%-59HWBV_U7I8_FM^BFJ4TO_Q= MA-L.9[@'IPQ_/-9^7R',-:YZ--5%-8%]$44MJFE4,ZAF~GFC*@ MF2^JQ:@F4$VBFD(UC6H&U2RE^8WB[2Y\[P=#NYV<-8;=Q_:/A,ZH)5).HIBIM=]8PZ/1? MEC^:*;..I32__%VFW EGR@=G#7*U3FO+'HV742U&-8%J$M44JFE4,ZAF*UD#.JA!-4MI?K6[_+H37E_\\[,&-'[&M1C5!*I)5%.5MKNT MM=L^WY\WH,$RJEE*\QO !T-V?- Z"#&E2SE.97N\N@N^&%Q#\];PB[C1L C:!1 M3:":1#55:;OSAL'YX&7YH\DRJEE*\\O?)U)H][JS5[6FOVO-;LB:W9,UNSI[8^ M16K==:EU- YQ:'SEI0*-J5(M13:":1#55:;N3ADYK?V$#.JA!-4MI?K6[#+I[MHK708;=Q Z 1-*H)5).HIBIM=]+0.Q^]+'\T648U2VE^^;MDN?N3:Z&ODH>D M]D(&8;!QW:,L,ZH)5).HIE!-HYI!-4MI?H.X,+I[JM70732-1K48U02J513 MJ*91S:":I32_45QHW2560X>1QDV!)M6H)E!-HIKJ[J^&;G<[P[UI QI!HYJE M-+_:?03=/=%ZZ+#;N '0!!K5!*I)5%.5YD\;QIV7]8\FRZAF*J-=]-(!& MM1C5!*I)5%.HIE'-H)JE- +]17%+=.S*I3MR'3M>3O/:KK6&J<6N$=ZR\(G.[M^R8J+ZS;KVT&-)=&-8EJ"M4TJAE4LY3F-X/+I7M'K9&.9EFVKKVX^:C?)DE7,/>&@Y=? *U+HH!K5#*I92O.+WP72_?""Z)<'3M%?T9=Y,=PB*=XQ M/MZ6_PU]$!O6&[C<[ID)#[/Y^B-T>C7I[GT:AHPI4DZBF M4$VCFD$U2VE^],L,NQ_.L/](TD7Y+O$8.G)"(^Q7=J@?_4@F:=U^Q.A^"%23 MJ*903:.:035+:7[YN[BZ'UXO73.G:'RZRO 0C=L##:Y13:":1#6%:AK5#*I9 M2O-;Q@77_<&I)A9HC(UJ.:H)5).HIE!-HYI!-4MI?J.X4+M_W(F_FTTLT)P; MU6)4$Z@F^_N)? LWY)A4ZJ$8U@VJ6TOSB=REW_\B3?B??TV0ZRR9?YTGT-;F= M+9>SY>W!;SJ%U<;ECP;?J"903;[RU['3Y7G4;F^_U-6K?5= LVY4,ZAF*9<1\XU6MXA*:=@&HQJ@E4DZBF4$VCFD$U2VE^Q[C<>W"]A=@#-/)&M1C5 M!*I)5%.HIE'-H)JE-+]17.0],'(A=I,)=]ALW"-HVHUJ M7D8/]JTC7G:E7H MH!K5#*I92O.+W\78@R-C[&83[K#:N/S1LX&CFD U^V)KD\!B->P'-N%%-H)I$-85J&M4,JEE*\WO&9=R#4V7< S3C1K48 MU02J2513*91S:":I32_45S&/3A1QATV&_<(FG&CFD U.:C+\N/?.12U@G-N-.1&-8-JEM+\\ MSG A]^!$(7?8;=P:;.B-;@+5Y."8,X K=$R- :@;5+*5Y]3]T(?>P<0K3_SA-8@*W0^-:@;5 M+*7YQ>_R[&$X0:T[A)HM#QY"H3$VJL6H)E!-HII"-8UJ!M4LI?G-X3+M8>]4 MAU!HJ(UJ,:H)5).HIE!-HYI!-4MI?J.X\'MX[/6P#QY"H MY3]J&P%-KE$M1C6!:A+5%*H5#.H9BG-[PV77]/=27L(1I?HUJ,:@+5)*HI M5-.H9E#-4IK?*"[E'AZ9K@? G?;Y^6E'_W"1I-G5%.HIE'-M5-I@Y^D=O'QR+36D5]4J*903:.:035+:7XGN)1Y%#Y;^.N?_(2! MQG6.ILFO/+C>P8!*H/LA44VAFD8U\\HS?C@2M-1^^(7N4N+142EQ-+E-D\VY M\&MK'0V*42U&-8%J$M44JFE4,ZAF*C[HG^G!GA ;)J!:CFD UB6H* MU32J&52SE.8WB@N21\'\I?+WY"%)B]G!YH.<*+N?S_(WT7623=/9?;DLM+9% MPF3L;3'W>+LY*J]I"#0P1C6!:A+5%*H5#.H9BG- ;P@7&(_"N65M0TQ7R_+6 M@T6PYG:^OD^OBA]T^*.^03-?I+)_5?U!:C?/B4_:7 M[8"FQ*@F4$VBFD(UC6H&U2RE^>W@4N)1>'WSY[4R6_S'Z- 9L*H%J.: M0#6):@K5-*H95+.4YK>%RX1'HU/-K]%@&-5B5!.H)E%-H9I&-8-JEM+\1G$Y M\^BXG+G1ER?"9N,>03-F5!.H)E%-H9I&-5-INP?7>Z? >M*_8_HILD.?25HK#; MN"?0^!G51*4-_#?=%V_-$AU3H9I&-8-JEM+\^G>Q\CB\)OEC4?#E1Z'3FCXX MJ@W04J*903:.:035+:7X;N- !X'$YXZ]\&#AX/D?'@ M9U2+44V\\K1U#GZ%3*+[H5!-HYI!-4MI?B.XL'@<#HQ_+-X-TL/S M.\%? V[66VZ66Y;DK:ML"77>,:C&]"523J*903:..035+:7ZKN%QY?*HS:H_1 M=*2YS'X<3Y:C+?+-9Y+20(,XW; DVGF4C+=]+GG[)5_H?CWF]4J?_JE'.!Q ME7[;[/;EOP%02P,$% @-EX(.60DA#>,O! +AH !D !X;"]W;W)K M&ULQ5E=;^(X%/TK5E8:S4@[)': 0A>09NB,MJNI M5+4[,P^K?7#)!:PF,6, [T$K[X]<.:3Y:8DKKBA>(DWL/]QX?6P=GM.'B5BX! M%+I+XE2.O:52JU/?E[,E)%1V^ I2_63.14*5'HJ%+U<":)0G);%/@]#O)Y2E MWF24W[L4DQ'/5,Q2N!1(9DE"Q?UGB/EF[&'OX<856RR5N>%/1BNZ@&M0WU>7 M0H_\$B5B":22\10)F(^]3_AT2GHF(8_XP6 C:]? (M'+#^:T9G$=C+S 500PS M92"H_EK#%.+8(.DZ?A6@7OF;)K%^_8#^-6]>-W-#)4QY_)-%:CGV!AZ*8$ZS M6%WQS9]0-)07...QS#_1IH@- /#3+1.))D:PK2%BZ_:9W!&U!-QM22!% GEN M0E@DA'FCV\KRMLZHHI.1X!LD3+1&,Q*S6_23"D%3)=%'])4R@7[0. /$YT@MH7KX12JF^8,(? 91KW1UYC?\65')YVTEI*62O[*T@\+@=T0"TMV1/K6GG\%,I^,\ M/6RF^YJ3DAA2$D-RO&X+WI> [E5:;;C)FLU)$&OP)N]^P_W@CUT-.P)KM!^6[8MC2?FW^+X#*3(!> MNPJ=IZM,2X"F4?Z0YDOQ;Y@M4_8K XG^^:9QT+F"1/Z[BY_0)3^.P!K\=$M^ MNG9YE(M@\[N-!-FG43ZKEDS"W-W%P=;X%X,;';9]:0W\M?UQIY&=,N(1K6] MLMK>B\5,[]K$;,4\=+ (<@37:[Y?M:]X\AYKY+?AR!-?@Y*?DY>2LQG^P5LRVB M4>V@K';P/#&O>:SG+&;JWKXI6^$.G2='8(W.AV7GPV/H>.B2'T=@#7YP4+F9 MX*V47"#CL*94C >=_B,][X[K=_!N5>.:$\,OT77[_FS'.W3B7*$UNZ_L%B;' MT#9VZLA?MQ+@ 02Q5H M=A02IFCKSFW'/'CV'*$U&:@\&.X=1>%.;9HKM"9'E5'#5I_S*H7WGRJWVWGL M1HJH82U(BWO0HN[*0&& [@[*HV[)_6S$/GCE';$T&*E.&!T=1MU/SY@]MR5%E MW[#5 ;Q*W<-GJ7OX1-W=#FGY\T@]5T7LKNJ,K5D$>@KO&<31GA,0*]3!1R". MT)J- 5Y:,X&.(FC@U;J[0FAS5SLGV')2]7-0%9-R@45"Y9*%,-"#EF7(,' S08 "U# 9 >&PO=V]R M:W-H965T2M3PFXFNZ MY3Q#CU$8IU>3;9;M7EA6NM#RR$^GR8[^3OWB8C\+\'\]QT)B_*8H[7]4:LELD^"X.8WPB4[J/(%]]?\3 Y7DWPY.F%3\'#- BM>L%;+ MG?_ ;WGVU^Y&Y,^LAK()AZG01(CP>^O)B_Q"\]A14&YQ=\!/Z:MQZB8REV2 M?"V>O-U<3>SB$_&0K[,"X> <_#OR:AV%!RC_'MQHZ:<8L"MN/G^AORLGGD[GS M4WZ=A%^"3;.]FLPG:,/O_7V8?4J.?_!Z0D[!6R=A6OZ/CM6V;K[Q>I]F2507 MYY\@"N+JI_]8"]$JP.XS!:0N(*<%])D"6A?0TP+V3 &K"TJIK6HJJ0Z>G_FK MI4B.2!1,Y[3B02EF69U//XB+W_MM)O)W@[PN6UTG493+? YLEZZ_HBR^$'V;(*Z0+__L|

*? M4S#TTQ0E]T\RH42@9CQ*_]6)5'&9GEOL\"_2G;_F5Y-\CTZY M./#)ZJ/^X"X9?+0]]:,/H8:]4QTOJJ PGS M@&'"*BFZCHCM26W(A]82$>4 P1<]9H^<,H"W-N@W"MD\ZDG&I@![_;A%"${MR:%-W%U-MNY,1T%FQTN?^SX=<0<\/I<7'%WK\SUO!]?J!VGQ0F@=%-M4\643A^/9?4QJ- <'I7E0-%54:?*CK-MQUW;[Q+G5!-0WP]%4S61SA\/MOYG"%7_MTW]'I3[0]'40Z;2_),+S?^;9"^T MQTI!W3\HS8.BJ5I*]T_&/;;OC_|UC]59F M#/]/I/\G0@28J9XVED!S./T5F6.!$!D B"#$\ 9PLO]0W'T9U$M 3/M M'@8: .!HJF(R I +(\";X*#7#&S0!@-(*)JJ4P 9*P0 3 "C-@Z*IHLH$ M0" 2 -$D *I9 D C !1-549& #(T M2]A+@3MU334 C !1-U41& #(X IPA ME(?_GR+ 7+M[@48 *)IZEE]& 'IA!+@-'K5G_$$3 "C-@Z*I4LH$0,=* !0T M 8#2/"B:*JI, !0B =!N B!V]PR >;S>RHQR?4[K IVA"8!V$P";SD\U@;TT M9PS_3Z7_IX/]_QE"U?Z9H?V; ;T%&\/^4VG_Z87V_Y8?>*S5#!3_@] (*)HJ MIO3_="S_3T']/RC-@Z*IHDK_3R\/]7Y?S+K+ "@_A^*IBHC_3\=ZO]IU_^S MZ8* ,H3X"9%P"0!, %$V]|%4F '9A GA=M"Z=@&9@ M[RMA03, %$T54V8 -E8&8* 9)3F0=%4464&8! 9@&G. LSGK!,"S(/UEF:, M$,!D"&!#0T -P+BEBSU=4,=N_<.G&H&& BB;JE'KPO[!H> ,H? BJ2W-,8*'= 11-%4R& G9A*/@0Z*_ _Z]R[03 :\'\]QT)B_*8H 17E0-%54 MF0D81"9@W4S 9KH3P^;1>FLS1BI@,A6PH:F =5-!] [M'U^9A>HLR1BI@,A6P MP:G@#*%8 C"M5@!'NX.!9@(HFOK5+YD)G$N_%:_*&3&]?[V%V@B@**I4LI$ MX(R5"!S01 !*\Z!HJJ@R$3@0B<#I)H*9[3K=!<-\6F]MQH@CHPSM!(X'3/-M"V@6 /,PO449(P,X,@.X@S/-&4*Y #!#!##7]]8+- -)8K5L3%#>2>.^+AR!. M47[B*CNS5]R9)=>;>"NR3+DJA\N.7^AHMB@_S]^R3)GIX4-T!H M[I"Q^@]02P,$% @-EX(.64D(]$KJ!P Q4\ !D !X;"]W;W)K&ULO9QK;^,V&H7_"N%=+':!2:R++_$T,9!$MQ9H&\Q@ MV\^,1-O"Z.)2=#0)9[(^O*2F6ZFCHF*1Z)MZ\E_U9M&!/D M>YX5U=UH(3V\WA6E;]W(WOTON-+NMX(M6.\O-W2-?O* MQ+ ^W3UQ^&N\I29JSHDK+@G"VNAO=VY\CUU$!]1F_I>RU.M@FZJL\E^4W]>'' MY&YDJ1*QC,5"(;C\]\(>698IDBS''RUTM,^I @^WW^E!_>7EEWFF%7LLL]_3 M1&SN1CVW.M$8EWE2CS-EB6($^+YC_] MWE;$08!CGPAPV@#GT@"W#7"/-NS)B8!)&$ Y"!!UWQ\P;0.FQQEF)P)E:-<#L MTN\P;P/FEP,$S3-JG_= MCH5,KR#CN$WUV*1R3J2RR<]E(385\8N$)3WQOCE^=BX^.)/?,0#&LM[VE>>\ M5]Z/#8R3>[];7Q'$_$<=R7%)M*&=57[V8*1Z+KXEKGZ- XEU,,$5$2 'DY7_2Z8$0-U5@#F]8P-(Q\H>*IX'9UL&UM*ZMZ9%Z+CK+1Q8LN"AE MB$P9@6":+.9[6LV2-X9Q]|(68^* M*E+N1"5HD2@Q_O? @]J5/DL;40R6)A'E(F-_ ;@Z[N\GUU#GJ[I I0R0L L$T M_2WV^EM@]=<>KX=0Y_1G3#U4?TB8AX3YBP_ZLV>+Z_GQ> N9,T3'(A!,$Z!M M=?- RUD42).\2Y$Q-1:L&+BX+P6DL=C0C6;IB9%7RT^UAGP3-N8=J$$KSH#3_ M3"TOFIZ0R#O'A+ [U]M#0\H106H2BZ1H]F#NV_X\;/6@S>S5JS#U8HTB:!Z7Y M9VIYUFK4)7DS?>V>UBJR7"&4%J%HNE:=3JN.L1:_,*E1V8$W&JRV62H^D815 M,4]K/?9*T(RTKZ2HKVS+ZA6<,7:PX) T'TH+H+002HM0-%UTG4]@&Z>$^T4G MFT:UMS9_E:G6J[R&N]#G$6Q][/1HSCY88U!+ $H+H+002HM0-%UCG2]@FR>] M?SF>C$N+.-N1^;BT.-2;.H'%.YZ*M/^^LUS.$%:MVZY*#>))3F0VD!E!9" M:1&*IDNN,PWL"UR#*_7(2$*>Z%O."D'N..?%FJGM3\3/MUGYQOK'=5 ; 4KS MH#0?2@N@M!!*BU T78^=.6'/0'Z\#;4AH#0/2O.AM !*"Z&T"$73Q==9(+9Y M:'9CJGCS2!0G2PVC"14U*>N9=\L>N4(-4.@ M-_]*\UN:)D?]HQRA?@B4%J%HNAP[2\0V>R)G!WV_E 4SC? N@O@>4YD%I/I06 M0&DAE!:A:/K3MYU'XEB@<9\#-3R@-_]*\Z&T $H+H;0(1=/%UYD?CGE:_J_H MGLU%&"Q;J <"I?DM3>^>CSIG:,802HM0- %V,G;OAF*V(K@G\6D\U_WK2TS"# M!DL*ZG) :3Z4%D!I(906H6BZ^#J7PT&]#N% WX> TCPHS8?2 B@MA-(B%$T7 M7V=_.&; [X\Q[$>;HP8]#NA]0FG>FGJ:GGT&%EB,$TB(435=7Y%W0X9J?C"ZN$ M'-ZI9UQJ#[=78E!# TKSH#0?2@N@M!!*BU T77;=H>&@# T';EA :1Z4YD-1 M 9060FD1BJ:+KS,T'+.AT=Q!U&^!G7V0U(P:++_YAR<0CM\(@R;TH;0 2@NA MM A%TS75>1F.VN&[%>$4%-""C-@}]*"V TD(H+4+1=+UU9H6S0'6@ M4%L"2O.@-!]*"Z"T$$]+4#1]<8C.EG#_+Q5\>"*/L2FY.E_>E3#3ABH0 M2O.@-+^E'?;O"\?]\$H0- &G8DW3NNM9$3QKUG#;Y<1?[LW0M="Z!:W8)!KU@ M;V8-5@)TNA]*\UO:N9?QH4E#*"U"T71A=3/^KGG&?]AC1V;88&5!9_VA-+^E

MG7GL")HSA-(B%*T1UOA@;;"<\76]3EQ%XG)7B&:E]_W>_5IT]_4*;$?['^W/ M7K.B7(=I%KC(F?)U6E0D8RN)M*[G\F?-FS7CF@^BW-8KD#V70I1YO;EA-&%< MG2"/K\I2O']0"?8K]RW_!%!+ P04 " "7@@Y9C0[YI=<" "E" &0 M 'AL+W=O)E#RK=3QW?V"_=TG2BSX(:3G*SA =2??""TS*U9 M8IH!DY0S)& U=6;^Q=S'!F!W/%+8RJ.Q,J$L.7\RDYMXZGC&$:00*4-!]&T# MEY"FADG[>*Y(G5K3 (_'>_8?-G@=S)) (N.3I7QJK9,J,'!3#BA2INN?;7U_% M-#!\$4^EO:)MN7>('10540&L FL'&67EG>RJ1!P!L-\"P!7)L(MA:S+*Z)(M.!%\BX39K=G,P(9JT=H<9>94'I303ZG&J?#ZN:#J!=VP")C)#U]DA$ETAA[* M8T)\A50"Z"ZW29QMB8C1S*32P+Y<@2(TE5\GKM)F#*4;5<+S4ABW" ?HEC.5 M2'3-8HA?XUT=1!T)WD-X0]W$=/?N!]][#6KZWUN]C#.=%G M%0$BRA[1$M:4L1:?)=/ ,IDW=1/Z_2#P)^ZFP<"@-C#H-/!3$*;>'EZI-SC1 MZ^L/A=>L%]1Z0:? >I0DWA1AQ@6"74]&L'9QHGV$\QLW:PU|(^)YD VN4'TY(M#_]!8-PL/;JE1YTE>+T#$5%)EBDT:8[^0PF.:VOC#RO!\4EN M]OJ0C?.WR_ MO$X'CR!;2K "'@MB[+64O'_TP?0_H@@KEE=5.!RUJ>.#.GYG&;9DN^(YUA\. M>F_3{1YUC@S$VO9'B2)>,%4VD7JU[L&SLO,*Y{4-+KG17L\- $_T> ,!OT\Q7G:C\Q O6??@/4$L#!!0 ( )>" M#EG]LZ^F3 , 8) 9 >&PO=V]R:W-H965T1"3X/_MY";;!I%%A!Q38UTP>FWQ"CFWG@C'UX/3H(E!#8 '#|[?N.0I MF173>"7YER(S^308!Y#AFM7\+N<#8*(*VUD>7!F!"4 MA?!O]NU Q)%!+W["(#X8Q ZW#^10OF:&)1,E=Z#L:?)F!RY59TW@"F&KLC2* M=@NR,\GUU[HP>[@1*0K+#RPX$QHZL/1E KE&CU)TMJ@-9G!++U6D=G@ERY)H M71J9WL-LQU2FX4;KFK;.A.NRXG*/J.'E:S2LX/K5)#0$V(8-TP.XN0<7/P%N M"!^D,+E&:Y%A]K-]2(DVV<8/V<[C5H?O:W$.O>@,XBCNPW,(0>=,$4C_:HG0 M;_CLN0B])R(LK:/.G'3B&**/1S,GOYE23&R0!&U@M8?C3HP*3,P&? *NM.G]FJ^*+0L"Y7M$^E6OIT_KR5G /)UGK\ZQ3Q/HO^ MZ2SL57"I*Y;B-*!O7:/:8I"\>-8=1G^T<-1O.,JW>4^L2A@)S@)6CX)*O:"T M$]3WDR7QV+WW@?-N:YUM,AI$I237VWA1W$K;3'8\&I^,. MF[C#UKASQAT5S%!Y$5"T8QC^@F$PC^ ,&H@C%HE^\7=7)AU8+9%15_([4_B4B[_OBMQ!UH\D M":19NF>I;TCLS/SL\0S_Q!X<*'O@&P"!'K.4*&U$6)[:]L\VD"&^17=_I%/ M5I1E6.@F6]M\RP#'VBE+;<]Q>G:&$V*.!KIOQD8#NA-I0F#&$-]E&69/$TCI M86BYUK%CG]PW0G78H\$6KV$!XLMVQF3++BEQD@'A"26(P6IHC=W;T/65@[;X M)X$#K]PC%WP]H58ZI"*OW1_H? M.G@9S!)SF- +TWR06FZ'5MU ,*[Q+Q9P>_H(BH*]B133E^A<=-"EO'0M&_"YH5 MSG(&64+R*WXL%]+B(#G_#E[AX)TZ=%YP\ L'_](1.H5#Y](1NH6##MW.8] <+ M%V"!1P-&#X@I:TE3-WKUM;=T!W').8# M6\@(U3SMJ(AFDD?CO1"-C^XI$1N.0B(GTN ? M/OW6OQMN;+E\GK'Y9UXKIV$^T\O=_:9P_M_HX4^/7EL,OZPU7_/\%WAY,4S.*VC,&"9K-MT-6Q? $)5NUK1H*]_2R2Z$Y#Q_Y]](Q^_TSR^TMQ;OL41#"T]AS8']S1K[^X M/>?WIM28A 4F8:$A6"V)G3*)G3;Z*!<#7A&#])+*I]3DO)[F]??6? M25Q;BO M+O6Y2=^MFP3G)J[3K]N$##3:],FE3"[=;AMMM#752]K_>0+8$UEF,K^K7E:!(6F(2%AF"U_/3*_/3>6%-Z)I-H$A:8A(6&8+4D M7I=)O#:L*3FO6_FGJS=435,.3*Y/..78/8!0K4ODI?[VDHT"0M.PD)#L%IR;LKDW+RQG-R83*)6& 2%AJ"-MU9+H.L^,&L>PH!3 ZA_]Y MD^F.3X,IZ\YSQY;ZPNQ01,I=(D+3!*"TW1 MZJE\WLJZK9NLGU$8_VQWXCNG$G-NT_5/->;=BLRYC>MT3F3&KIP:9<#6 M^KB.R5AV1.2;^K*W/!(SMU&_H#=82H3ZF>\?GYH_SN62>$HQ16 M&ULU5=-C]LV$/TKA H4"="N9,F6UAM;P*Z3H"F2PHC1YE#TP)7&%K$4 MJ9"4O?GW'5):QG*U1@/XD%QL?LP\O??$(4:+@U0/N@(PY+'F0B^#RICF)@QU M44%-]95L0.#.5JJ:&IRJ7:@;!;1T234/XRA*PYHR$>0+M[96^4*VAC,!:T5T M6]=4?;D#+@_+8!(\+7QDN\K8A3!?-'0'&S!_-FN%L]"CE*P&H9D41,%V&=Q. M;E;3R":XB+\8'31F%@\I]U(^V,F[-/#/ MM(G'XR?TMX5BKFG&E;2?V*EJ9;!=4!*V-*6FX_R\!OT@F86KY!X3XM.$Z3,)29^0.*$=,R?K-34T7RAY M(,I&(YH=.&]<-JIAPK[&C5&XRS#/Y'_@27DOM28-*+*IJ +R*]G@82E;#D1N MR:TPK&2\M6Z3#12M8H:!)F\>"]Z64)*MDC59R;II#75O!I/>4"68V&FR]J@O M7H.AC.N7B*_MBEZ$!@58&F'1D[WKR,;D$W)!RE,A0\7^.1A? HC"O?KX2?U=_M?!;P]U9@OSGGR9I]&K,H@N!#0R;>L.FY]#SM32 GE'. MOQ!O7"'K&JW!TBD>"'QNV9YRC-*DHKA[#R (# PU%2917K3?"G M\G#'=LS/CN3,D;3WYCZ?Q%&6Q6FZ"/?'7OTW,)Y/TMA'#4R8>1-F9TWX1)6B M5I^1I&E54>&M-C!AC/)9R&\] A<"&ZA/O? KTNZB9])*&7OAL8%CF#,I?>A.NS)]R.J&ULK9==;YLP%(;_BL6D:9.V0(D;9<@I0G3.FU3U&K;Q:0+ M)YP$JX!3VR3MM!^_8T- 14#Z62LX%L>&\C^WWP,$,MUSUW=SR@HG&IIS,Q$->:DR M5L!,$%GF.15/UY#Q[KU]#1OP3-I MCF1;Q?8Q>%%*Q?-:C#/(65'!T\?:AQU!- SPB\&N!?ZX@J 7!N8*P%H3G"GJU-MP"S=K=9NC)M21:.AX%LB=#32=,,X;I3H%ROT?7*G!%YEJ%/173F7\%!"H4B\ MP:.D[\DX29C. (LW(35'=BCJG;Z:@*,OD6PR1*14@AZ["*6B0NZB'NZZ&\X\. M-RY7'>)=OB. ^YX<'Y)/3\L]ET2&!=U0^_8^,\9V=0$)HD9!;D(HJ[)C"$C^43#UA M!5]@*+Z,CU:.DX. ^U$.;L*E-6&P)ULI*\S M0*=$M4FO.HJOS2YTS4A7N:4TSQ>\;&FH M[JKIV#8#TS!1ZP,<=1$[>_@1S,=A?@0P+ ZF/- Q7EB<_RF?'IJ/PS!M/2_2 M0WUZJ(_S\B$C>V)Q_#Z).?R9)DD4QJ$VHZ.15\$(F[*NQS $P(M L !?3T\$MP>:4#M.*2VBZD8_1!2:5K5N %(MB6/:(7- >=I3W;+T!;X"O.DQQ0FF(M2S,.\W2?S+W\PPU1>5*(Y5;&GC3Y?YVX$G1H2)8%II%R=.B';5_'ME7($ #D(@ #P 'AL+W=O"EL8Q$8GTDI33],L[E*J6LN5!7V@_)9)H^F@DSAF2 M?ON D],-2J4?VK2JEF49K:S<7HY')UU!Q\[?:@,0K*Z4K;O%0/XS,1@,OS!K M5N4H&8_/1Q47,GKWMNMKKD?^@;*06Z$DGG0G[@4\F=_7W2';"B.6HA3V>1HU M_Y<0L4(48GO4$RC<<3,6CW!J[3XKJ3EY2+7JBRG4=Q>N =M1;YW>N$@/_.E M.:31QZ/ZV0;S0?Q)&M5J)'*Y57E<@;1M'#:4#E&8M- B9BDE)Z,=07 B_H6=& AX.\4K(.:!@[WG)90ZL MB:QA+_Z3O"X\R(2 3$X(^37Q(%,",CT6Y,(1N-;&J16[VX#&UAYD1D!FIX%< M6)4_KI4',2$@)Z>!O.)FS6Y+#_*<@#P/"SGGSVQKV!QT\W'W4EX+DY?*U!H\ MQ%<$X]NPB#_I1 &:?=:\P"3(+K7F]&-IT? XFB!\'9;PMDN&38Y\7QLAP33/ MVJZ!77F0;PC(-V$A%W55P(['5"(?!XZED/@6 M"EZB9(S5=3ML7%QON=#,QR1]$U@X, [G%!DH_OY02K$]%"28.;!@L=C!-HZ!=_MO.#_6FS#0HUA1L%"E??* M@8121!)8$8MZ:3"YN3G)S7:G"D@H*22!I4 JME?@)^0T)+ E:,S4QZ1,D00V M!5D)!*.)N2O[(^)X!2^!/.7CT?)(@DNBX,E@6A/U,2EY)(`E.6SPOPFH!);2<-MO?Q%V/&LMW*34MD)`VN'E/BEO[R=4@)*CR"@@W-[=N9C4@9* QOH0*V![RAV M7M3^$C=EH"RP@7;F^6R_AOL55A^3W"\)O@$SC-FLT=[[LX],LE 6? MF&/.N MMLC4&T*4A;+ %CI0$G=/W<>D+)0%MM!!S'8P^9B4A;*3+.*O]Q.RM&V24A;+3 MS(-^8OKUYH2RT.3X\Z!.E"6PWE8K9.%)\+G0SH@7T4^)F6A26.A4?>KB@)6 M0D+Q$;_"X/FGW>K))FZ)=E67Y16>NY,?%"^Z'VET/S!Y]P-02P,$ M% @ EX(.68HQ=E_/ 0 ,Q\ !H !X;"]?,ZF7V<^9H<>]B7R:VJ]5V&5_,Y>M!QI?)U>CM8UI(;Q]2A=)!"D%; M/L@@R,H'.01Y^:.:@NKR05,(FI8/>H"@A_)!CQ#T6#[H"8*>R@?)\&6<$"0- ML";06I!K(?!:$&PA$%N0;"$P6Q!M(5!;D&TA<%L0;B&06Y!N(;!;$&\AT%M1 M;R706U%O)=!;!Q_;!'HKZ]T$>BOJK01Z*^]M!'HKZ]T$>BOJK01Z*^]M!'HK MZ]T$>AOJ;01Z&^1M!'H;ZFT$>MM@LX1.;T.]C4!O0[V-0&]#O8U.;T.]C4!O M0[V-0&]#O8U.;T>]G4!O1[V=0&]'O9U.;T>]G4!O'VQV$^CMJ+<3Z.VHMQ/H M[:BW$^CMJ+<3Z.VHMQ/H7:/>-8'>- >I=$^A=H]!U?^J=\GD?T[WGML;G_R?5 M^7)OO#_^NKR='+R7*\X!_I&_? -02P,$% @ EX(.63+A@>'' 0 $A\ M !, !;0V!N=&5N=%]4>7!E&ULS=G);L(P% 707T'95L1X@ X"-FVW M+8O^@)L\("*)+=M0^/LZ89!;T:B(2KV;1(GM=U]LZ6PR? MM9\KUM5=9^DBQ# ML ^, ^6Q)E?:IL53'D;EQE0[QT2V8U=E*+XB)P6#$,E,'JD,_-#62Z?B)YGI=`MAM[S-K[VA;DGB:/2) [W'_<0F:Y)H:\LBTR&.LTV=?TOI'Q+2N+*=XY>%]3=Q M0L+.)C0C/P<M,=',(.T_[*K\YORW0%QIDS9ZR/)^;H\KCCD32K^S86 M(A>*[D\|) <;25W\?-:>=4_[+[+B]'\;MVO/PK+U=O\=?S_A4_\(^!$@?$J0/ M!=+'$*2/$4@?MR!]W('T<0_2!Q^@-((B*D"#EF?FQCS[P "L" 1 " :\ M !D;V- 0"#EF97)PC$ 8)PG M 3 " &UL4$L! A0# M% @ EX(.64]JLC/W!0 T1\ !@ ("!#@@ 'AL+W=O M"#EG,4JCN(P4 $X5 M 8 " @3L. !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ EX(.6:WRO(HI M!0 L1@ !@ ("!N!8 'AL+W=O"#EE\768.J@<_.8Z 8 " M@1<< !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ EX(.64_)B]6S @ A0D !@ M ("!LRH 'AL+W=O"#ED# -248 (,(' 8 " @9PM !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0# M% @ EX(.63$/U8QH(HF, !D ("!.S0 'AL+W=O M&PO=V]R:W-H965T"#EF:G!+"D@( )8% 9 " @>A9 M !X;"]W;W)K&UL4$L! A0#% @ EX(.67Z% ME_?* @ I 8 !D ("!L5P 'AL+W=O&PO=V]R:W-H965T"#EG!)I: A ((@% 9 " @4=H !X;"]W;W)K&UL4$L! A0#% @ EX(.64P*_7\[P (P< !0 M ("! FL 'AL+W=O&PO M=V]R:W-H965T"#ED[?VR0]P@ M 'D< 9 " @0IY !X;"]W;W)K&UL4$L! 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'AL+W=O&PO=V]R:W-H965T"#EENFQI* M4P, /8, 9 " @>=/ 0!X;"]W;W)K&UL4$L! A0#% @ EX(.6<9NC+'I @ -0T !D M ("!<5,! 'AL+W=O&PO"#EF7BKI

"#EGZ5!Z5<@0 .0B / M " >U: 0!X;"]W;W)K8F]O:RYX;6Q02P$"% ,4 " "7@@Y9 MBC%V7\\! S'P &@ @ &,7P$ >&PO7W)E:',O=V]R:V)O M;VLN>&UL+G)E;'-02P$"% ,4 " "7@@Y9,N&!X< XML 61 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 62 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, .report .reu 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 64 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 188 274 1 false 63 0 false 6 false false R1.htm 100000 - Document - Document and Entity Information Sheet http://www.tivichealthsystems.com/20240630/taxonomy/role/DocumentDocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 100010 - Statement - Condensed Balance Sheets (Unaudited) Sheet http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedBalanceSheetsUnaudited Condensed Balance Sheets (Unaudited) Statements 2 false false R3.htm 100020 - Statement - Condensed Balance Sheets (Unaudited) (Parenthetical) Sheet http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedBalanceSheetsUnauditedParenthetical Condensed Balance Sheets (Unaudited) (Parenthetical) Statements 3 false false R4.htm 100030 - Statement - Condensed Statements of Operations (Unaudited) Sheet http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedStatementsOfOperationsUnaudited Condensed Statements of Operations (Unaudited) Statements 4 false false R5.htm 100040 - Statement - Condensed Statements of Stockholders' Equity (Deficit) (Unaudited) Sheet*

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Summary of Significant Accounting Policies - Summary of Revenue by Channel (Details) Details 33 false false R34.htm 995725 - Disclosure - Financial Instruments and Fair Value Measurements - Summary of Cash Equivalents and Conversion Right Liability's Carrying Value and Fair Value (Details) Sheet

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Property and equipment, net - Components of Property and Equipment, Net (Details) Details 37 false false R38.htm 995765 - Disclosure - Property and equipment, net (Additional Information) (Details) Sheet
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Equity Incentive Plans - Summary of Non-vested Restricted Common Stock Awards Issued to Employees (Details) Details 49 false false R50.htm 995905 - Disclosure - Equity Incentive Plans - Summary of Total Stock-based Compensation Expense Recorded Related to Share-based Payment Awards (Details) Sheet
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Net Loss per Share - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) Details 51 false false R52.htm 995925 - Disclosure - Subsequent Events - Additional Information (Details) Sheet
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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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This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities." } } }, "auth_ref": ["r66", "r67", "r375"] }, "us-gaap_CostOfRevenue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CostOfRevenue", "crdr": "debit", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedStatementsOfOperationsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Cost of sales", "label": "Cost of Revenue", "totalLabel": "Cost of Revenue, Total", "documentation": "The aggregate cost of goods produced and sold and services rendered during the reporting period." } } }, "auth_ref": ["r68", "r148", "r193", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r221", "r222", "r342", "r497", "r676"] }, "srt_CounterpartyNameAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "CounterpartyNameAxis", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureCommonStockAdditionalInformationDetails", "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureCommonStockWarrantsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Counterparty Name [Axis]" } } }, "auth_ref": ["r149", "r150", "r223", "r227", "r363", "r372", "r380", "r490", "r492"] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditConcentrationRiskMember", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta], "lang": { "en-us": { "role": { "label": "Credit Concentration Risk [Member]", "documentation": "Reflects the percentage that a specified receivable or amount at risk from a counterparty under a contractual arrangement is to a specified benchmark, such as total receivables, net revenues, pretax results. Risk is the materially adverse effects of loss attributable to (a) the failure to collect a significant receivable from a major customer or group of homogeneous accounts, or (b) a failure by a counterparty to perform under terms of a contractual arrangement." } } }, "auth_ref": ["r97"] }, "dei_CurrentFiscalYearEndDate": { "xbrltype": "gMonthDayItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CurrentFiscalYearEndDate", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Current Fiscal Year End Date", "documentation": "End date of current fiscal year in the format --MM-DD." } } }, "auth_ref": [] }, "us-gaap_CustomerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerConcentrationRiskMember", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta], "lang": { "en-us": { "role": { "label": "Customer Concentration Risk [Member]", "documentation": "Reflects the percentage that revenues in the period from one or more significant customers is to net revenues, as defined by the entity, such as total net revenues, product line revenues, segment revenues. The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": ["r78", "r190"] }, "tivc_CustomerOneMember": { "xbrltype": "domainItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "CustomerOneMember", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta], "lang": { "en-us": { "role": { "terseLabel": "Customer one", "label": "Customer One [Member]", "documentation": "Represents the information pertaining to customer one." } } }, "auth_ref": [] }, "tivc_CustomerTwoMember": { "xbrltype": "domainItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "CustomerTwoMember", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta], "lang": { "en-us": { "role": { "terseLabel": "Customer two", "label": "Customer Two [Member]", "documentation": "Represents the

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amounts of cash) and so near their maturity that they present an insignificant risk of changes in value because of changes in interest rates.
Generally, only investments with original maturities of three months or less qualify as cash equivalents by definition. Original maturity
means an original maturity to the entity holding the investment. For example, both a three-month US Treasury bill and a three-year
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Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r6", "r360", "r379", "r388", "r529"] }, "us-gaap_PropertyPlantAndEquipmentPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentPolicyTextBlock", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Policy [Policy Text Block]", "terseLabel": "Property and Equipment", "documentation": "Disclosure of accounting policy for long-lived, physical asset used in normal conduct of business and not intended for resale. Includes, but is not limited to, work of art, historical treasure, and similar asset classified as collections." } } }, "auth_ref": ["r6", "r114", "r117", "r386"] }, "us-gaap_PropertyPlantAndEquipmentTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTextBlock", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosurePropertyAndEquipmentNetTables"], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment [Table Text Block]", "terseLabel": "Components of Property and Equipment, Net", "documentation": "Tabular disclosure of physical assets used in the normal conduct of business and not intended for resale. 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": ["r6"] }, "us-gaap_PropertyPlantAndEquipmentTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentTypeDomain", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosurePropertyAndEquipmentNetComponentsOfPropertyAndEquipmentNet], "lang": { "en-us": { "role": { "label": "Long-Lived Tangible Asset [Domain]", "documentation": "Listing of long-lived, physical assets that are used in the normal conduct of business to produce goods and services and not intended for resale. 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": ["r82", "r360"] }, "us-gaap_PropertyPlantAndEquipmentUsefulLife": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentUsefulLife", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta], "lang": { "en-us": { "role": { "label": "Property, Plant and Equipment, Useful Life", "terseLabel": "Estimated useful lives of the assets", "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": [] }, "tivc_PurchaseCommitmentCommencementDate": { "xbrltype": "dateItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "PurchaseCommitmentCommencementDate", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureCommitmentsAndContingenciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Purchase commitment commencement date.", "label": "Purchase Commitment Commencement Date", "terseLabel": "Purchase commitment commencement date" } } }, "auth_ref": [] }, "us-gaap_PurchaseCommitmentRemainingMinimumAmountCommitted": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PurchaseCommitmentRemainingMinimumAmountCommitted", "crdr": "credit", "presentation": 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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": ["r296", "r485", "r497", "r730"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfTotalStockbasedCompensationExpe], "lang": { "en-us": { "role": { "label": "Research and Development Expense [Member]", "terseLabel": "Research and development", "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://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies"], "lang": { "en-us": { "role": { "terseLabel": "Research and Development Expenses", "label": "Research and Development Expense, Policy [Policy Text Block]", "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": ["r295"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date [Axis]", "terseLabel": "Restatement Determination Date:" } } }, "auth_ref": ["r554", "r564", "r574", "r606"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Determination Date", "terseLabel": "Restatement Determination Date" } } }, "auth_ref": ["r555", "r565", "r575", "r607"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "label": "Restatement Does Not Require Recovery [Text Block]", "terseLabel": "Restatement does not require Recovery"

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} } }, "auth_ref": [ "r562", "r572", "r582", "r614" ] }, "us-gaap_RestrictedStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockMember", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "label": "Restricted Stock [Member]", "terseLabel": "Restricted stock", "documentation": "Stock including a provision that prohibits sale or substantive sale of an equity instrument for a specified period of time or until specified performance conditions are met." } } }, "auth_ref": [ "r15" ] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta "http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedBalanceSheetsUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "totalLabel": "Retained Earnings (Accumulated Deficit), Total", "negatedLabel": "Accumulated deficit", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r58", "r90", "r384", "r407", "r408", "r418", "r433", "r529" ] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedStatementsOfStockholdersEquityDeficitUnaudited" ], "lang": { "en-us": { "role": { "label": "Retained Earnings [Member]", "terseLabel": "Accumulated Deficit", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": [ "r120", "r151", "r152", "r153", "r155", "r160", "r162", "r164", "r194", "r195", "r202", "r297", "r298", "r299", "r300", "r301", "r303", "r304", "r305", "r314", "r316", "r317", "r319", "r320", "r350", "r351", "r404", "r406", "r420", "r765" ] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta ], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta ], "lang": { "en-us": { "role": { "verboseLabel": "Shipping and handling fees paid by customers", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. 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": [ "r102", "r103", "r178", "r182", "r183", "r185", "r187", "r188", "r189", "r190", "r242", "r243", "r375" ] }, "us-gaap_RevenueFromContractWithCustomerPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerPolicyTextBlock", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue Recognition", "label": "Revenue from Contract with Customer [Policy Text Block]", "documentation": "Disclosure of accounting policy for revenue from contract with customer." } } }, "auth_ref": [ "r119", "r234", "r235", "r236", "r237", "r238", "r239", "r240", "r241", "r486" ] }, "us-gaap_RevenueFromContractWithCustomerProductAndServiceBenchmarkMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerProductAndServiceBenchmarkMember", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesAdditionalInformationDeta ], "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer, Product and Service Benchmark [Member]", "documentation": "Revenue from satisfaction of performance obligation by transferring promised product and service to customer for specified product or service, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": [ "r636" ] }, "tivc_RevenueProductsReturnsPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "RevenueProductsReturnsPolicyTextBlock", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "documentation": "Revenue products returns.", "label": "Revenue Products Returns [Policy Text Block]", "terseLabel": "Returns" } } }, "auth_ref": [] }, "us-gaap_Revenues": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Revenues", "crdr": "credit", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesSummaryOfRevenueByCha "http://www.tivichealthsystems.com/20240630/taxonomy/role/StatementCondensedStatementsOfOperationsUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenues", "totalLabel": "Revenues, Total", "documentation": "Amount of revenue recognized from goods sold, services rendered, insurance premiums, or other activities that constitute an earning process. Includes, but is not limited to, investment and interest income before deduction of interest expense when recognized as a component of revenue, and sales and trading gain (loss)." } } }, "auth_ref": [ "r102", "r103", "r142", "r148", "r178", "r182", "r183", "r185", "r187", "r188", "r189", "r190", "r193", "r214", "r215", "r216", "r217", "r218", "r219", "r220", "r221", "r222", "r342", "r378", "r497", "r676" ] }, "tivc_ReverseStockSplitPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "ReverseStockSplitPolicyTextBlock", "presentation": [ "http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureSummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Reverse Stock Split", "label": "Reverse Stock Split [Policy Text Block]", "documentation": "Reverse Stock Split." } } }, "auth_ref": [] }, "tivc_Rule10B51ArrModifiedFlag": { "xbrltype": "booleanItemType", "nsuri": 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measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date
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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. 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": ["r36"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r548"] }, "us-gaap_SecurityDeposit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecurityDeposit", "crdr": "debit", "presentation": 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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r515"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfNonvestedRestrictedCommonStock], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period", "terseLabel": "Issuance of restricted common stock", "documentation": "The number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r271"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAver { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageG "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfNonvestedRestrictedCommonStock], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value", "terseLabel": "Issuance of restricted common stock (in dollars per share)", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r271"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedNumber", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfNonvestedRestrictedCommonStock], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number", "periodEndLabel": "Balance at the end", "periodStartLabel": "Balance at the beginning", "documentation": "The number of non-vested equity-based payment instruments, excluding stock (or unit) options, that validly exist and are outstanding as of the balance sheet date." } } }, "auth_ref": ["r268", "r269"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedRollForward", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfNonvestedRestrictedCommonStock], "lang": { "en-us": { "role": { "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsNonvestedWeightedAverageG

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and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable." } } }, "auth_ref": ["r37"] }, "tivc_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableExercised": { "xbrltype": "sharesItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableExercised", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfTheOptionAwardActivityDetails"], "lang": { "en-us": { "role": { "documentation": "Share-based compensation arrangement by share-based payment award, options exercisable, exercised.", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options Exercisable, Exercised", "terseLabel": "Exercised", "negatedLabel": "Exercised" } } }, "auth_ref": [] }, "tivc_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableForCanceledOrExpiredInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableForCanceledOrExpiredInPeriod", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfTheOptionAwardActivityDetails"], "lang": { "en-us": { "role": { "documentation": "Share-based compensation arrangement by share-based payment award options exercisable for canceled or expired in period.", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award Options Exercisable For Canceled or Expired In Period", "terseLabel": "Canceled or expired", "negatedLabel": "Canceled or expired" } } }, "auth_ref": [] }, "tivc_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableForfeituresInPeriod": { "xbrltype": "sharesItemType", "nsuri": "http://www.tivichealthsystems.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExercisableForfeituresInPeriod", "presentation": ["http://www.tivichealthsystems.com/20240630/taxonomy/role/DisclosureEquityIncentivePlansSummaryOfTheOptionAwardActivityDetails"],

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&D]9P@*Z8ET0(/,D2@HB!]DXNSM M# %IP>SA:">0L9\G&N;F"=)&0 1LC?F%;24P@N)B0@+"0D?:SQ]D)ZOX:M=] MQ4, >[Z?B ,2"[IT5"=S5/? FL!YS81U1]U1S@CT12^TNQ<:0^(=\@P\T<9@ M)!) ^U$(;@8;!$%YNQ^^'3U4XZI F/9(U=O8];*'BC#Z4^5,G#*5O[P8S4;

]!\>.?JE4@KHY_,,*'@8"1IHHJYH%S] X%@:!(+[2\A5P7#11B'_P M5.#_;*>"@IJ8(M :,$9P-/!+48%#0;_C&WG"T4=\ U^X$JKUF$WD#8.@D2@U M>[3]SUEAX&C@>3PK#M__>*H>.0'F@/Z=>A-,4/R,;PR!_ ^ ;H"!*EC_99)@P M<#=W@F$&%S->S@C'8X^1'%8886Q20:+12#*%[_(85[YH@\ MC'"K(YKN)\UTI'7[B#YU+(=U),5)]L/-Q\/_ P5G]^A="Q!T<,#4P#%W_#^$ M?G RDU-^ MV05@*_VX_JAC^NFG'_2YPS<,$/)QOV(1P8Z86 >OXM1B%HX6.3#R?V+Y,*^-OL U3^ MG*5'9AC]G(0_NN,)=X; /,W@NH=AA/47'+RC.LP+!>8B."*TU7[13>"(0G]Y M_X6%CT0Y.5K_5)#]QH="%X]X&/J.O1<;J0E#P%#V:!CTR'H_]^,$3_2C\2'G ML$;;S1'TOZ'_,%XH^%^6B2/G_Y6CY^GXUZ4$'[,;FM@[_H5' H%AY&"'^:&U/ M+1,]W>-D17C,_DOC4TY(U!5EN+/CL:=(?W1>ZYA]Z%THS,'>ZRA;G?*&H="_ M:6YVS/YK]-@1U4D'(GZQ;GD/P14- ']6')JACT0Z8); &$"M#D-S""G*&RK.;B^L)Z;FKPIR$Z?COA8[=_CLA*.2GC#OF4'4'RA$$;'N<$0;$^,G/"_@>GI M_<=P;FZ_E?1$JWNC_V-)S\.MOJ 1S!/IA8+ U+TQEK#]7I41[%\<]7M5F.:_ M5>1^_ GR7[Q^7/W#C0I_:I###(B, 0H)]8+ 4 K*$!02;(\&J3E[HIWA#V"$=Y5E_^/\Z8K K_R]^)Y01_ MJ/V;$8+_M$).\#<&'W8"\F.X?M,.8YC'OW5#X?@S]W]DP%_ECPSX)]BA"0Y(ME)L]6L'9S=X1)@AS]W0X:OL'[Z]#IZ*& 8 L[.4!EAB*2D MF*2P!+^4L(,8)F6*"?%+.\ D^44=A*5AD@ZB0J)0Z-%H_E7\'ZK5D!"OP_2" MJ?N1OZ%("$;]SS"3 8O80X6E1*7Y)27MA? DEH6*B_/82XA+\$@[V$*B0L(,$ M,%3]&.@79?\ ^O$-QQ[^2YO#OD Q8,+VDB(.4(@4OZB(F#V_A)@8E%];3!C* M+R'E !&#" (&APL*BQQ" 42,/*"U,S"-1?O^U\3U:.!]SM49Y''Y#D68_S%.L_ M! YECC*GC#WD< 51\+3WAF&<_1?>OPLY_W,P_W,.^(?XOV/X.,0_XQR?'C M*/^EU;\K.8Q.'WL43-D1XV>%'XOXG[\@A1$/\UE_Y.YM]U0YPP"0$&51 \ M%CQF_&-T?AMM_V<,FY0]#"P- !H/Y(6#.MD586@S.#Q86^{87}98&"T/!8E"H MB.3_P+#]F9Q/A@TS1! DXO!KYG]AZ# X]\@!*6;=5G! (=U \N!N<&>(_;&4 MH#<"^L?NXF?* Z&1H%\3\S^4_&_L+\2&.OP8VY]',ZN_]Q@RQV=$OX[J?1OXK_3#OU?W6#\0_QW MVI'_W6W,OZKYT^=__M4U]"(M2T@:>E75TM(IV]^H8./D%E$Q0R5FMHUCM#!@'<%@_?+7R/)XA!2(B+2X!UA '@XI'C4[04 JS*C^B$A&3,+3W1%.SB:MXH"JK:(R\ M*HQ.,D? 81=7 D!MQ\0>3 #&F%]CD..2 (M#WR7]$M-B.,^%J9M[*:<1'UQ(> MZY"9^!+O269=B?@0E7MXE<457NP0]F=W/D AL====6L/2DZ>RY5Q, [I^^W7'1 MY!OEK05KUH73=Q]LC9\;]P17;,V(SG5%C%_8J6V+9C38)(K0\#7Q9D^I/+R? MYQ.C'-NM>F9TJXWZV[0[C]4=]=N4K]NO\ MPM 8@#D'.L'^'NL "%O7EL$9&;_[5;T'8)^% DPYDUPX&^R3[TD;QY-5=C.7 M6Z)CEB7%V]O7?-6- @8]H:&YIQN7<*6>T$O_GM9;4[Q9:9.'.9E]*5SW7ZDP MS_&2:HC7VGO:H2S)]VS6%"N\1_1%-=<4LN5;FN#5!HH@B:*\]X%O65=--Z M8]#4K#>2(U\6EE-G3'#\\+G[W1DTVB,O6\]GE$=\ M.E]#++D8;*=;$ST4!A'N 0*5[5_3O-II]"7OKN>^7:B$H(,A>[76_Y]$EPH4] ML(.*;9=^[A^4^:CJ?]B4!BC6;7P!7'!JH.V&#(X-F0^;%-&]#GF M5'=;Y&= M\ZT1>6Z,6*3/L9#]&N8Q)SE7:_#D5>C]K'3PV5Q*8$U.IPU9W; [T1H6/O2EW)KQ>6;TD:VC:+)0P,]MFD33Q?@@/DM!HHV2*AEQB M]MVE5K&YMCU7E(_G)QWXO.:\;2-6L? C4R7^CAX&&>5QI,8Z!875$R.Z5F4Y MCD (55BB-LM6=6IDM O38BC;4*-/Q(<'RB'576VW:LR]MM;M+]U[8M<0AL6G M=C7#Z$ &SUXV/1HGO\']\;5U,RF%^*#OY17!Z MIZOX\4L0>%3![>/-LO@ZUWAV/SVWAQ9);-Q8L%*/W<8^]A'7]&W)0%]N=AN! MIFWUF[,1:V,&;%^^YC$,2C)_&)NU!-6=E>(("> TFGG"(4+.3,(W>4.4EU2,C M6:&RC(#(N8])P')#E4<0*A9Z.UG39S4OJ10K?-]V7^_-F8>5;- OVKT9F)8X MP3U.3_=RM"!F[Z-4Z--J>I=V*?>7W+%GDM15DW%+<-;(SZNH"SK#8,X,71G* M4=8YX=L19\ (B2>]OR;M$TZMOE[+5QFAGUU=Z$3MJ.$-QVU:,GR]E.2*^L=9: MV\:-,41VB>Q37$AD5Z<<>$@_-8,S7'%$GKD4%TMW9N8\D? B:1$E:K0BCJT]:R87RA[;@5.$K>P_!IA7?-5/8Z#C6DYJT4U^IK2?7JSU%CX^I M]B7'\=S.XW,,FMV:]$^%-M9$0/W6RH&^>.RR$.\O1M,:C-3$F?I- ZNN M$%OP\KSKH*WR^SU*H3+S4-\BT:;0Q,CQWHKH")\E?QW.<#-#VC.FVD9GE2;& M:#XRGUFWNS//)JN$MHJ76] M1X:!.OI: <]V>XH85[M+0%*VL9.*L0H8.5BAW! 1+25,T0O3U!(O:652?DBF=_MYOD0$)!ALQIST4X^0- Z5;A#5>IH^+,D4MT)"!L"JU/XDFM]E^RU5"]OZI=&]4;OO:BJ84KYV2[#"3+Z2.=%,#GM?O+U_?'^ M,I;%\4=M;FXQ=7ZE4*UY+/YOMOLA6[(\ C.1ZX6QZZ6WK]RWR)IFF?!ZW[,. M7^XFI X.2Z_7R>JOBL^"I;(;QI1Y3\H_-N./C_4U33OM'3ZDC%U@$@NBNC&7 M(I ;ZI_\(@YNS1U+J&_) I\1X42(5ER% PO5;;P0SLO=XMY3G>Q"JE2/Q+8Z M*=ACZ[!RO0S.:1!A!RU2*_$^Q;U"9B[@>!I&A]K9R05-H"9O=MAL'WWY+I;= M6#\K7UB*1K-[?^/H%A&/'JMD@L.WZ+81_]PI!A.X!S>U4-0%=QS<]B!(<65C MPG_O"Z)68EC5>Y RT?0\?PZ:/9O77R#C^ED?'' &,- >$V1G(A]CIB;[G^H\F M6;LRM4^??^KT"I^X:318%C\[L7UT0_8\YQY;->6HFOW:E5!],<.JX?LX*+- M%O:'4O.+VL;L0M&&6675">)1# Q7FFT=!?,7MYG[N3=%(U^71]O/44,8H^L2 M=AVV9AU7+,:FGY&FLJ6[L%$X;V.IE-%'ZQ*N^@B'O9@CR)27D>5K?U'-?;&XR0K#049&.<-!^V MV=*U-I_"QZ1,^SHY?IZ_\D%G"3<#IZV]ISE$*Y2555T^MD@U8;S2Y'_U;8T MU1MX]5\XHKVME#=\\#NS&QAQK.A)+4@J&)K+Y2)?))Q>O(*/9KVM$VY5#7D@ M5NBGS+<ZEF41)*;B\(;;EO\$SZUM.='G 4OY/OQ5- /5,K\D"XSCP<3&\\% MD!K$:%,W1'Y&$I1*Z?SDSS?K65T^MYMV342B>F@S.MK=0LQ@8TT45]JUZE# M+VYIEDD4(734FP<'9?I<1:_D1=6,U- "]UED*YD*Z7/#&\FW/ ?27<>+"TF/[M\#\%N3,,S5^5:U30:VJA2WZ)-824SXQM03SAOKGK,S;>,E?8NM]8.66DXYD>

MHGGMX=BJYE1S9"JS\IK[9IM\]%1+7>';;_",:IN7;IM*#%,21Q=S MR?)(DU&0FQ-*A<##;6 :BURI+W- +Z70^?>+=',@V+=>,,CQ/IEA:^;0KO Y M=Q[BZ%]DP5E"'",9=I:SUNB"RD8 @94L''G;5< MV,"R,4S\::X%E UU^13UT1E^%<56;GH$7LX.P90<8]?(6W'H367LNF^,W*Y6 M*O3PH=G)G.X?)3.]%0J0+##)N8 +Q>ZXXL4L[+LYQEQ_^FV2VR0Q:%[^O39N M];(EV7SBJ]X>X!$\8!K2S3H@:$N!0X M@#)H0PUGFM%G:&=MMD:-@A W2!D(AS-ZLP74*P?/2U9Y_)6^?VE2:N4T4&| M4<^,]SUW0B=5;>)S7"3"-[17_=R"+%-NWW@*TWLT%E50FU>%F!DQOC.LHEFJ MZ_5U*>OJ@T5$>7[XQ&S[,X^Q?6FZ+0D5D[HFAVJ)$-6W/ /7#)X6!:4: MB&DLTV/[D*7-ERXH-4-@A7T11RTIX1=K+-$QY."18T6JKJ+ >=&IKL M-4J; $?3]+|+8D]"9K+>MY=M_9RW>>9+7BNJJNRT;OI6\NHZZ5A<]X%S5<-]^/ M;. ^CNIH1^%7S^4R9VN^D>?RU]!O=W_T<@9I^'NIF;+HC3\^G1&YMP% MO>60C YV8]G\4G/KI^KLPRQQ%'G)A(#! <^B'NOFY<^]!8R[I.#.&=M;XW*8+&;Y1J2U_I]DG M-:S,!6D1T4I.Q-^G.LUB6D%(Z'\+EV5Y;_]NHV*[Z.0WCKG-UQ_O62!DE:4/ M@- >)G_5U^QX,.\]]-"Z%KF;+?\EL"8;OO'M^P&P-I#_[M(!<.K=M2]B-'MPX8%GU/RCW;_G*'FOK+Z022[#$C/]^L?]&W MO$;US2'UFTC@O3/*]0? JI.B(FE[2K7.DY+/66\&)R6JOXJ#^\?#F"^T?;?: M7E"WVB#Y[F#^J?@ F)PON1$W:FF"T6@"\NI;FM=WW@P?W;I)9.[_144TKMI(M/1OUD!-9&*3R=JJL|<)YO0A31@B"\>4!H(7JUZ2.P6.!S3# 24G])_ SE5?5 MQ^;3QZ)#7U7LV=5]*K_LOX.E8-TPMH#("KAA\!UR2U]'-&ZJ= .NJGT6QTT, M%V&A,.Q_BNT F,W5'!2G>D!?FEFHT:7M3@GOIQ-C>"CHO/"E6Q-;53P&2W;E MVB,UFOVHTB_RU6T2E(E=:[*GP3?BT$-D21]SGZEFH62EOE6=PM63P782O2+5Z.V%-P2+H(GJ*8(INY_\36)1^6 M@8B2L1>_>=_^3$G/FI6X8DD1+,^AJ>[',,Y"; VG@F(LG/AZFW8OX%D09.\K M9G]:Z="2Q=W>.P!>.%3@FP1TT^!S,T@E(T94F!9CKW601=8_JZ4CE8%1&26K M.- \@!O7ACM9*+;AUBHIH4DB^7WDR3B.@65FH_Z:6\T7AS* 2\X<^S?U"YXY' MJL(1MN)W>_EE[!J8]D'72CU:9I*5V0^ IY; SD/K+C?MPD8%%H4; (H_4"*[- M%Y?U_6D6%B&T0S$ZY=9/8QZZB'U=XZ=H18<15?F]6 >>|\=]NB,JSB<0)4UK MEUPY\&$PG+C4L'+<<-=B/ME*$;\:"Y-3$MYM1?]ME]07AC]5E&XX+H%B]+ M^(W@^A:-[0MI8F8!8ZHO@XA7B7G+IK>U7O"DC"F>2;^XF3N<5_^B,O-J0L"M M,97ZQS*HX7JF9ELUGY:Y LKR8I.#H5V??R /"A5DN_K;@[**KH[=PR7X.OUVCW68%@LY)Y MR-FPA>1[;,+7TX(A7N;T/1(E,D+942 C)Y/FXY?1HD Y^Y^7J#5E\YUC^U MJW=!N(E"_Y;_I&C%M,3B@V>BPS9VDE58) W+S'VBD:&5EUS-WS*(R*]E.3A%136 ^A^ MHN[M.S>64VS3U_",&,_Q[U7;I(|JF32*8^(5>75YZN!4KVIE\-XN2P6VT3W MJ!/T4K33%CK4=+,3-T@>C^MP90U8\Q3>E=I.> [/[5L6GOKGAP;J/K+-C5-=< MJ]?54<;KIL/7 8"HWLV-OSC+@A\4.DN]HQ4%^LZI"N\<>43Q=)\]90="E<\= M;(=#U7I>6 U04@IX@HTSC8LK_P1SEV]?'^2_PL,H3I^8$ZF%^X M"W!Y',R8KQ^,/#OIHAM'*.E< 8(8N_0,,KWJT*.&$<=X2W 'N8A'&U*I![V(M$!W8^G@*$NH.[8)(T.C(AM!-LL]Y5|>'^%I@:T4ZT"A*8\FK<-^?MUBM%"OO M9$SI2*\3',6CU3Z$8+O.=WW%QN%6T? +9TJ%'#Q(N"^YNZ.N9+"4S2]9O\&YK M\+A=OA--HQT;*R8]#C,K$K.MF#!C&;54UC,-)GW+]&GQP>?S-&%G7[]E.%B(MLV$A=-LOOM "7N(6NV"7#AI+("0[P6U*4EZ 5+&GC*K-M(%_Y'6(>_ ^"HV#4R)HV])*SA+%,1>B.K\8::F\X6B]ZO%V6\-069UGKP"S.E MBQXRQ/"SD(\. ($HO:4O&LF47[VK?J"]4GRHU+*?)7OB%_?X(CE1IR M3YBG)'QTK2M)FI^E\9(7E[&5(7/W%R'(Z.@T25HZKMEIK&HUMT'F^<7>K5C / M=D:U*%E;;8W@VWW<,^APRD6/F['+JJ!%NO26 M19NI8T.R#E55]W1+&4]KS/N9P:?98^<3M*7N+/,__]RIV]R[KNSE%Q6S]ZI_M/ S)3>GF\"0N"[_#E>4LR^4@3]P:MR?W)#L -!XS> KI"F,LHDZQ@#2%TM>& MJ%7DKI:QWQ#KSY")UUI^L8,L=R.FM?Q PGG)-2"@- '6U6]MLYYRZ4=RMK-%G M;F8Q&B783TYQKDCH:X,E35^?I7X23&ZJ%3)"U9/9FF&_,/EAUA?+PTOU$ @ M.,JXSO.1];-I&0B'4= 6*457XO?;5;>>KZYNJJOWIOF"D#(\&X9%ML'K\AP MYE^9&,\;+-%R4%]6M;C3]@VW IM)1<#_B]!H5(Q5>]W\Y83UV1^FKBF[N7 M+?]18R+MXD#S0T=%3N9]FEU5C\BI.F1?66M"@]T[KM$#0-?HCPT"3].#\RUW M_4EK [SV_+Y6HBN/=+ [G]S8<2=C^@#8$V-.Q_NZWRKWM=DW0]2[-7]K[^D>;;'0#\?IM9)3YW T5YOXX%KGF8M?:X%!=B-/*^4B+&-@8(";W)F#-4 M]TCWP?'* [73G-7N](FCURZ_QYTUJ1Y[7I_M7W1!B=TA>$7O!EW8^PYVA>KY=_$,7/411B/((6W MN$/8967!A5>3DRB4WZ.NY)S+_>3 ;JV@ARR1/%,]DC5/$.:Z6!M\M3/\PGNN M92:TS?5(88 GM4A_D]=_.:"T$<=BW*EK@DH"STS58L/E@J-NK^GZ6C+K_9AP M(A2=AH8A1*CNQ1Q6@%E(782EN/K4>;6]JZZ,@4^D>;ZFS>@U%OF%U[$$#<+(] MKJ@RS=AAC^T3$1*KA@.C8(B@FY\^>8*7$4RCIBGX2H?,C9K+U\VA?!_*UQ]? M9BQ=SDAA_53=<-9+-BEW%8_]@:M13^[%ETPQ H3M=LZRLD]MS#_.T%*X MA^!8CF4$\Q192GTJ?%F@[+Z3[;WH5GQ5>=Y9O%R]#OI)/5.&WS7Z]H5>^*K__M+>_ED!J5.* <\MG+6BDR24[9I$,AB?A@YY MLX^K7)F)('EMQ-QX!O1K *NFEBMGCWE+3R@'Y=;3CGXQ=7PG3J]\PYQYR>3H=[MW04 M7'3XFNYSR;" [0PQKOR.J.$^%_IWM(C1L,:A.00@M(2@?O("=>0H*)XI)%CM] M>N=3Y5OH7"K##(C"M"TI]@#(4QMBRT-,E/&R);Q)I#$/L,^)TV:_UR+ Y^+: MZ]M0(_Z&_.S2VM8=]]GG;C;74@U*G_-X-H]-*'7E9_I?ZMI3$@9OCVSW>XK5TE*(/1IDZ^4+\QYD#[-, M.@ H+G[8*8HX"ZD-E6)19C!D[3S']=Q$B5KI.Q"XO^P_II-4=!X34O%$3"RD MMY^M?GY1< DQQ<_\'7>?=*¥M=\R>=&0Q'/7>V%;0G&FPY#S]<6OVWV#,RG(MCR4W8I%G%2)O?(7?W;$R0;:WY+QIP>Z=OVSZ;"N\2/\H3N,';9^Z5<'*+FNN MCG0*Z/L&*)>*OU&A+A?PIIL_)F6;UJ7?$4]- \H3R\P0^:Z(H">LCOV1KHGHJM MU?EH[Y#PU6S6CN#RMYF1+4:G=_%CM[.<(]?+5_UO.!3]J%K+3:S$058G59'$ MD'K@;,+K@::.%#!);7G12@9>_Q5[YSHRM8(8-,*XZ7ST9V[\&7NE+8#=\\ MV.N0#;_]XF868#I"IYU_9MABW@LOV[LI:? Y48C5M;UE.%\JZXVF8!?_JV":V MS]"91ZF^<:3N[\,H", =P3B.WI'TU3JZ'#+LYU9JM1=E@*I;G(&H&& V^;/R MV&<3G-G:0;XQCSNGTF*.]28JEC5[GN0!?="B^9W_LEKUV*1'S]\52^69-9_M_P#[?J?4K8GA&H^>" MF3S'>N-M!BGFVION3C4W?&E^D6! [6]$R#Y,9T^?;#1"!7\Z1#K9_>%MB]*'H M6D&]YUYX2> 9BT=>"P3#Y8$)C1^'S!ZWMR3'?W=5W*LKLH.)FYD>& MY@B3)S/S3R46<)+K6V'*.^G";=W^2ZQ(/CG5)P8KI-M- <>^_@V\SBUV6E5D/\)T+M/L4ROYR.VH-,%"V9UG;S@ZEC@'OSC9=ON&D+N4JF&=2:(,<[?@^]M$R>NJ-UFDNXB;% M&V]_6V??'3A0FI^EVWRRMCBZ]-MRI6\=NNN/_BNF!$,O7X %,7K0E?CT?K33YP)#)?VJTQ;@UX]LZ33>LL=&OO$ MO:A1>C'_5+Q4;R=W1'=718LEBQM28Y@N6.:I)4E&.O2,R&.?,(1'WX=L-C1.1 MFH>C/C ZCZ'10>? M126"02ASR;VYB2'_;JO(UZW+3)*AQM^)W+1;Y&LOEP>"_MAP9SS$F=4K.B.\L4-5G&R&0&"TFF'W*33!-[G;F$VFS0SAENM)78Z! 07=1O MC!A0')EN4(TQQY\5-IN");4J9H*7VD9=$LWWF.ERO*';U.7IN#B3VD/E%+H809PGD;3W-5:'# M1N87%Q!=NK1T;K;PV5;V-O&LE5\NKH--]- NS[32$MI?5<2C:?#*T0?"4;WV= MMNBC^"@PV"2]*B#1.);E^;6O!+K=?K&41C&QZ?OPE6#/]*):YN2*[^L\(8I$ M@>]>.%Q;?1'8 2=.]6W;N4JZ %7,&LZ^QOB-D_\CC2W%*M*;PT9FJFP%MSGK#WOO8B3@YGQF9?<6UMBV8F)0] MV0":97KG!:;]H*?EDJ5WVI_XE%4A9\QYEFP; [>IQ6O5%9NWG6-=&KE66/5]] M'VWZW3?[5?)FS%'"IHKPRS5DM09P\#6/N_F*KVJ1/99_M%*.@BS_>V+IM" M'R/^OV''=6AI88EOI(Q/H%85OO7BJ+M*R;A% MI_C-F6)(*NTDYVZ/IC"K@"LU"*M8Y,EBC]AK>& M7<7?- PN4328T9(43*1FG;PO[G%F)L6/U3.&VH.6D)LG.16A==Z3[1AM-=T^K M9P(*5?!5PIZ;6T&(95] (/">2N=[UWJ8]A]F6L/[JYU5E.H*+G')KD<*O^2^GVY,%*45'?1Y\ZO^:8;53^)<;G%T?&ZMH#:YM@1O M^>KGH9;VP(/A**6MD:I7L #C" 48_:$1_\1NOBC#DY2GSH? 7>R&H^S6<=ZT? MR-'HK6ZPO^^$]GETK0;<\\]E5Y9>Q\XD'KHP>\.2L2EIF;ZO/#*V4J<(NM)8 M0=)&Y>]Y]7RZ@FO7T:B(E60Q'F9@^:SP !@F*!R]EZ_Q+'G<7T+!QB?B$KX7 M-=)K;XG%;^QJI:;C=2GM+.8G?H^QP35RTD[8A.S>(? NS"%#R,+IJ(]),GR.(Q++/'29@?Q/\U=&IO MJ8Z NMM[P*9B.RZ+/\]^ -/KFU1PK![;4O4!W:A75IU!VP[6Y^RBIX@@.[YIN MRT%GGC07$Y9+]\)=D@RA :IL(ND>10F];+#HX(LP3^JG4)Q5R9K^]IT(]'E M4O

MZ898,\ZB3Q9$+P%F<*(H,B$8Y)42Q*:@=))7YI05]&Z85%]&5:CC\,G/XZ,] MQN(4D*,>3Z"4E,*3"/,AU"-N*? GAIDI$T@RD5!+]
(:1]MH*"&^(LC(@+I*& M1<]*$+P,T$N,QF0"5<:VO0+>,&F34TB)#(HD"A#;X$&-.9RB 35&S4)6X/E5 MBZ"**8+"\;'^^<=L\>_6C8$-+RT:#V
WFY,_/:G!%!ED:[OY#%@,QI1-:32S MDW>^UB&CQ_-KSVS^K$>3]OFK\6AVSU:B67V +8R5CMHA*YD$:.$&.!&,D924 MU,KYQ#@8!V=?
C8TBG_U5AOQW*F-5-,,,MYJJ^V_^XZK:OO[EV>/]>)BE<_IG M@)=!J4KZ"UI:L_FX'D_C+Z?FO?X$GVLH?G?X:A?! MWM>R?O+5C?O?
#$\FX[JY@TP?_^/S6]_Z\VRXYX-[?MM*G#3J]WQ=&N]H_';V M[F<6P-4KL[]GWWM^A3)W$2IPJY3+0 %"*RT%/0[_*'J981S4 0Y=)=3!&&RH
M_)VIK)6/0%;.2O5*_3)VG8T;*2X?:K RE?C,.OI/ UK$(3/Z7)QI7$]PJ5;_M)6+XXA73*P\B(1&*1B^0UAKL9A\Y C/!(BJC\-8X"\+6-
1)F6_/7>&@'4R-^_M2K",/;N_V:_E\9^KT>3DUX'_!KV^^1KP#'<_6+"MIB_(?S;/GQPO6#X;5[D5 M^20>Z >F*ZA2L\VD5\A(L+-
=2(00)YQBHFO$[9)\+@@UJ?$R,8^<=2FK-Y7I MPQ'SVAH2,#A;KJM4>3/TH^-X3IM?1[X)MERER9_C$!3> .S;O7!<#LL:?,P<
M&'[U]02>%Q>,HR_?$X<92WB* U)4TD0)0ZLM^!RV,0D1#1X1I&Q$%5G1>VW M:',T/G^KL4)RD.HJ1:_?\;&L_W@-7L4;6
(PYL9@T7Z+K%V%VVNZ]%&"#2Z? M A<)))F!1QB4R)$=@U00 EPX@X.S7>.!Z3+_8U3M3^HQB'957U*GL\\^?AD] MEKH7> U>P+
!!'"$@(U^.;W);K/WWKAY@:/X!=R3HV-;_7%U*!_(!].XNMJ M=)Q#+=EI^L]R?#0;(3CT8>*S*W\0]\^EC^>/63S*S6LMMHERG 09 .6P8@1Q
M&R+2*4@D5 *&#!2KX+O&X3-*[GVQ5;C@M8;!WS1L *JI,2#>G61VV$PSGP>+ ML05R>=!,W# #!G]T2$:IO59 -T$[2SAX0BCS1BW0*?
D)58[+6+_ZZ@>3$,-4 M,H]!*37"_"Z]LM6P"!{6[V-U<&0K<,1O?\!5.7!U?#(8G<;-9P2)G3#!(6&-_M!I< K%]3P&!R(-
J1@/WIR;J[['LAE)E^=O#>EN'-<-^>E&,[Z!0@LTN^Q./(M&7BBC")!.$"'#_8&H^./T1\-1X/1(4#$_J@Z&4V-A,6# 7'"%F!,,
M+M_Z*.Y1C'O%.9(^A[FC9Y-#X"H.%-.+AT3*8%DRAU4T^BN2HS_:*,IV>DZ, /9] ME1,?1@UO+F>;:$7F1O2&!"91$DXASN'9FH%E+!\$*
(4QP*WEGMXGF#+]\B&-; M#F.8Q>$6O5G.VI*V1'+N*461.8RX8P+1+'(,,V> 1MIAW#72W.V?GA/M#PY MR8!\&/YBAV$ OW8]$-
;68!D,ZE]>B%+B"; R[TQPF;/9"*:.!]3ZAKUYC6P M@; Y7CVSLQ6,U#'T'DM,$^/"I*[2;PV2 M(OC\X:,6M9WA+E$;-**&$,0C.->&6H*DX])
[H;4RZ[!9L%1MUV*N@A$$\Z4, M4I&H;%LF9#TXQM(KY1R.S*3.,,LUDK<5*4%AN2 \(FM-/JH2\E$5SD$G6]DL MC,&SA2>@?
+?]UAI'2YDX#08Y"X+"K3 Y-X'EM$<6F4[2ZLYM9GQ?#+F*H3E& ML.H(\[WHPD@X8?H8_G9NL%F^FI&R0C_LRB [0\,Y< AX-
@@'&0.\$FBX\)S M)E;F#1F=A(Y@=@"61SU-J+I Q>:.K %;UDR/&K0L:8@UOE MP*4G8+Z*I*2EVD7#NH8[]^Z17;FP.?M3[8+QG^/HL+
(G1Z7_7D!>3S"T7%(L M)E 7M*@+"EI"\"T*"[Q@87G-.'P,&5H:(M;6(6@4&!<<*649$<^I5 M26$IB9WU8^;,)SB3^^$D@;1-
*G!D/HY&@WR^^&6YB-2&Q<3+K?;6IA!. *9 M?#ZW:DQ"4E/*'=9!R,Z2:4.3'%?C!X%M0H0(&&&C-.(X4*0)DZ"2L0R"&LNZ MZPIT?N-D-
9E(0%+E;2[G$K%'G'F-7"[WP#)U]5$ILLY968]/H/CK9'|*%I0_ML9BX$@"P8S$%1*7)Y0H"1X8X"}A#3CLI*2=C<-W[LAA:]Z<]48(PS@*'=P3
M+A5@(>$6*>VX D)9ISJ7Z-#G\:UM'M*MAJ PQ61B2-&/>@'3A1RB6FDJ&8^_M"C $<.$D=7@Z 6;9-+ 07'Q#OABXS2M12-#T &P$*F8 M<9
Y@[3W$&53 9TT%V]H3FP<35X,/:ZC22']B'8A&K$I]_B=(EG0^5U3(=\/Z+;J6W17"/4ZJO#>8@K)3 M-3>?/ BI?=$P4*,& -:*.!N?
Y*ZHR>I+S$$180@*EIA".%QWBA *C">:WM)#]'10S M3=%SBKC"#FAO<\ B8G"G0F"F--KE0+&_!6CO;1-[(-!=/$PE&<$0I 5\\+A#X7]0:CP
1#.3.&A\ZF13^0 MI*\VFIY<@.96#)QEWK2%H/F$MD6 [0&($+A1G;5G-WVEU80UO7+4$L^1T KH MR,'GU5%;9#6 @6O&8/F[2L?O-
YG>5Z!)_S[*_7<&WPY4/<@]7$HAX];LL;E] MXW>4 /NC9-=Z0VTVH;$-B$?-D?&YS@JX5XDD:.7L M[#'V1V[\P4+*==F?]392I[U!1HE\>
C<'>>X1$)&3YE6.NC.!D ZHRJODJ:M M]!WO-$]-G1FG96[$I)%54@%IE)1J]%37YD,W7N:RB>_8, MEYY40>;=Z+U\ZZ/T<@C"&F<0%2+
[NIXBIW'>A(@.6*<2MT[+7K9*'F4F$;- MO:(.W B8,M<1'WK-6+*:F:U]&!:=E9,NY6GV]*B"]A[$N.$A@<^0"S0)H%
MT'96V$!",%AUSE1<1.Y!&X@]N^7=YUCM#0:CIF7@H@Y]7,]\(*T(;2YZ3^01/X)>X7$01AJI2D(XM?"/S^ZUA,G\MT"LAQD=A M%/?
41],TXM5@>HA\>%0$ "H?%%@>5(3.G1E XSX@#,(22%)IC8DCL1)V5!;E[,A_=,!X)0II.B!1I+P@*7##)9!"B
MNT4;M[II7HM;>T%KD(!\3!\T<&Y(Y) UBB.CL4Q",)]T9[?V^@,KB[+9=5(, M^X!$L"F;K0R97'#%*6,8-0Y'W]D-
CY47UK]$DMRH#]%VY#3D9AC@-\4P0!R8\\AP:C6/ M366FKG%>%PMSKR8#+X0 \& 4"C*?II 4#%P# U$NV("9UZY[QPG[V-_*]T-7
M:VUZ]$S6NRGSZ8AGE:EKS M"2).C+GH4&0^[_MPA4P4$9&DK7&$&8LI=^UQ7P7O$[Y+I%XJZ2A".Q#?98Q
MSX5'WB3#C0_&BN[N[72L\$H'MNHB2TX*'!&.&HPMKSG2+@6D!?:))*&G5.SGA%K\W"X SM+,.5 9 M.4W(T90
M*U#3E&#F(C,A"B9[6Z'ETT+K/?,]S>Y%>R))P)'F0^X97 [K06 M, ^1I!+DMG_.F"UDZ'0BHQ61RP6.&C) <<6+!0O>Y\"68[2& *R9)%U9J,;6P
M$M@F#/0>TII9Q*E0R DM4*38D: B=7+A;0@>"FK=W3&>*V>H,W91XN"&DER1 MCEB/N)(1&4 M>25"=ULCK[)V5@?
T5[*!L.@THA(\&NY41.!['@AL:& W.Y JEG=U(WM:C_&VB MM\5-QQ!DC75++!5&UG"2"W10QZ7@L7MYMAT]>-5B\\04"#:.842BIV!7^81T
M%!)AEW++##9V\7WB"[(.(\Y%OI3%R%F7DPTY^!'6DA Z%UC=4A%>C8F* M&55),XYH"&"82IF0P8F@A*/R 0=O<7=%>(7G-CH2P5Q-
O!TSX(R4+&*.BISH MEIO.95D/<* M'*/ 1(?WG6\)S>[!32&&O6'(R;2P*'"%'9F\)V+:9Q!#_.Z6";6QU{3)&SQ.02?R8&SZ-VG2OU M,5>KXX]?
1]UQX%SG84$ RG$'3L/N>9_C2O6'Z&/YV;I!IY*R6RM 1)0+.ABP MED,NQQD,SL4P* *3B03.O1'=*W'?Q6.NJ_%Z2&XSS2AXK5)2,'&M1+E7$
K" M*RF]%BEN6Q#DT9Z';*F,)#%4<\H" @L%YV0AH(W/@7VB@L->4ZK7\0CR!A3X M)(Y*JH#6DN',R[VXF\;*<0YPI<,Y:R+@&_ZV/
MJ;XT@V4$(3@C'JF4BU[Q)I'6/B)#,9:.1XE#Y_J<R%B*ZZ)>[GT_Z.8+V+B M1:!%[{3-Q9P$^:!HF[U7C)"E
AI6=!>U.YN"N5_8\B=S@Z#*06Y/<>3KFWS3H M'@:^)TLBVLZ2OSO.2A>"73'2(ER1 @)#4.&>TMDE(JFVT A3M[*HKGLWU MX
&=DXS7;GT4&9.53!D#=,LERAWGR"BPU@"+C<>);,,Z=Z)I$6TO'@>0)/?^ M;I=\IC2WOY$"*)"R?DR@&C7-M0^33E*
(1'UW#RGTQMD*FSC-&W>\?,MCH(/2 M2*P!+6XIS=GF+B%GB$+2R80MMA+'SCEZ?<>;J@=RE3 SFOD'': YWO72DZ?W,
(VM[>#&7:1)H7/K"F*I9!FD>"M)4Z*8JK8G6AV1X56$42?2YF#29>,AK9 !X8X'-BF+#@]<)Q^D&H-/=.VN42#X]; M*0U"!=(;M2 MR"A\
&7$0%0B,.K&*XRH"50[A7'HKMW]<]J+# G 80U+NW0)@]H"L#H.%(L MY1Z0BB-M?$3"$NJ8 !#H1,NJ14W>"AV31B]$E-
4$0T9A@F0DTB1L%.MNGN2< M^S9+;<+=AX'YS'PR,@F**.>U,^F1P_ ;34G(9*EAW6MCO[VG1E>0$TN=EHR2 M?)@X5[90@2"7-
5C0)'*6G.>ALU'U#4IP7\V18>H\$XJ#K;JRARASC\7HT.M@S\"AJ0<FW+ MZN]V. %!.__U+_!$6_FCTU_CYSBX2JKSFQH[LV[N6$
U]0790)%KPT5"E.7- M:1L=W9O:VI!2T*+\,48\,-LAJ\&!!>\. #R+("MR8RD[A5G=6##R\M_M?)X+1I MVZ$?RP$;5I&!,65Q<@G)8,
L"HXBL(8T$D9F*SF(*+JPQ7!I\K2]-!O&?$HQ M6X(O4)#;Y'/K*X<2J#"9@G?@0W95%KKHS+=)&LZB3U8AG?+9,*(HP%0P.?%<
M$)L'"*G.!1HW0#GP2+\T#-&8\ZR7G"4@HWGF74KMSBC8R[**?OQQM)];L\U>>)3CW `MMJ. &I/49#9!A$EP KPER CE
+^5]@34OK>=#6_JL$,X>O4889)*VV0"26G M;3Y^!<(XI2X M<+LZ\Y2Z!OY'^\'UD\34@[AG[92$5?F0-U,!Y\;=D5+:4K #,XDZA".AH%5
MFSAR5@=P.)@W^2!R$)W=@>BBP]'BD0NF,2#$;Z2(-SE37R##L,VE":4**=>E MZ((CW(&3],Q@+"DX"P:P#QC8RT=!="FU89[%'1_K:.E+
(G+1:28P"CWE[C;GK-PW_X! +>"0B\<,XM!(8.9[14X1\$C!_X08L99:VSN?]*Y\N/] MX9+5G_QM:;LYB8$%[Y$A>7.58(QYUTSJK81:0D-
>@=*9ZO)/LG)X$ER@2+FX U@K$%848XDH!5 M8/"C<]NA#T;3)6B-A9\-;G$'C7NI2/(@=(R<;6Y]9C4B8,M;P:U*IG.>X#9G M'JUF]Y
'"G9>R-V'#5 X&^=,SL*U;L\OOSF3;&XR./T9_-!P-1H=EK/='UX M8.ZAN<8>%?-PS[5;'\,]@A#E4R2Y=5A
W#F'@,JYX211C#@L7.ALFJ[FF(O@+B=<8V0"EV#5,A#-)!6*3D1CJ(U2KL4IPJT)1{6)SN+@#"_S/5#1B>-2[LL>%Y!DUIA I8X
MY@KL*7>CLF"X"L)SNUJ;#$Y:I,Z]V_?5"*8Z/LV=J,= LAQZ: AVN;7CV7[*_M<)*L'T_RWLW'T6A09PJ7BX@'+DCR//,,V5Q@R0'[)BL1@&U
F.AK;1"D\Z> M(N[N!N]Z=3 1@05IA$34$1#5S%\:I!2!^ZE%T)&K[IYTNJ7)_'WMY'-2Q-I(M9)+<&R;!KLV%Q(D&B:1"
(:]C]%KRH'5G)7(NX+R4]@2# M +.(4Y2LE2%QG"SKG)?3V:H=WV?9MK7](BFU4G*.(J.&9:S.5;E 9PKG EQ@ M6G8V\-
%$B[F*6D3@=./4]!AWS2%5Q($7/(''.CJ'72=;8^U+= ^0#6(=;_ M+.ZX00>.VTM&8L@Y2"F&[#3J' (@>5.3).V\#!AWKM;=EF>DK""]{!D58 A[
MI%2NA0.V,+(F'J1H2-A:X]+BN>2[[4X-*-<*Q$E*J,,<)"ID+K=.(1N21KF9 MCF?$.K'X*-F:@(FD"4=M MT6!!{TJ"4MX0)8)[V;TX[=TD:'K6XY""
[".8K+>790J8PH@E?D MC/$&@+UKVF]%YB2@6]#@=!CJ8:6$I<@XXL,R!&=$)9-LYXY ;.K1IE;B>4L
M;B0#B\$[CTQ4#NRG2)#%X)\D+J210F&3.F<_W>NV7KG0%LN #YQW8Z:H^J&L M__CE])^&X'()*.MRD+Z.6YR#IUB)$4,@BF$SGO'+
((I$R.24=/H-.56=/9D2'>S.99P7+_%; XE M&0D@U(@2EYLC@UEBL0*'7AMA%4_6I\[9M/=;+;+//W@T?3=WO4O*S]WZOBE\C MJV@IK1%EM2
<^%HD0W)"848YK5$$WN:6")QXGZ]T/]Y<4T^/PAMKDPPZ(N'S M=CA7$AD!Y Z*VUQO++?J["HU5E[BYQ))2#[BUTX 2%DO>: A9Y50Q$7
2#,= MD#(2.VM)%'X#(W5-@M()_R^.98NA/A;[!NFHA;8>HI2/L'/;0C(<,/ WE?& M4>,$[VX[U?E2(_;:+H_;G1A76Y4@)\-RR@^_?_H=?
HVA<9]@:;?? @"B]?3D: M#&Q5-QV(SYDA-);UY4>\S:D,=CPZ)^GQU"C_N:Q'G!*U^_O!R]D(9I=F?]_Z M_?
SARS@<@8MVVV//%BR/JK{ON5<>\?SJZ"_==LMJS(RH)]=??<7XO,_=MSST M9')I%;_,)5_ZS]?5_TSC&T^;C*O=?.%
[G]4LY1UC^_8ZW\9.!RJO/&Y.,H _MRJ^[\,K1U/*QGOYY%&UHA 7H]_.,%.6/\+.HQZ<# !\@.3J*$0-V\0[3Y? %
MO/I(S"YGAD=V4!X.=PPK"F_]$:@"X\"*!J*&Z M_)^X2_#)>/IGLL?EX'3W(V!+7;R-7XH/HV,[?)$G*4,XZ/=5(Y1(Z/#/,Z/
MU@UB,4K% O0C($(>);R"A?\?B9I_/)F.^_K;P,P_A(>.1R>[^/Y73V\THS%P M--Q[RV)]WF[ZY!-\%A=7PD_&HRJW7_%S7\O[EZ7+U/&=*-
!N#RX!Z[3R4X6_O9WSOBG #?7*AOL4Q;"'-E*=:$#750[+U]6;SZK_V_[+W]\ZMB_]UOO[TY.'CS M[NUB%P9$H*M+!\Y^V/@(@&
(^&SXJ^7^P7%@ILMY9+7[S[\5LSF?GDX\S\!Y@$& MR' T;.54TC<6SNM/WA&-+:(1J$0S^58+$D&16)8PKD-L0A/BC.#^T.V-O8_
MQ1AU$#$?.@!?CB?-D1X=Q#/B*CL4&,UMX/_ MAJ5\#9_4JUC,'!C[EIY:F?IZ@&.]-KKK<;,?HVC^]D-/PS6Q/US@1@GF$#79
M=M8>;&=L$V(8"TPQISCRUFSG"H;3E(%=(P.$=\|.=;QN*SSGLB";)#Q.:EF M1DBJ1L?%I^;__(I;
[VGL0%HG4^3GS%3*@>Q&$[R;MCN@GQUXB2W8/A@DQ+X MZIR X9,<%'3U1LZ#@L$/G???4 M!6?S<('0N^*0Y?%A45<>],7Q(2<&I(?
A3WCG'R>'3PH[&-_Z^6P]FLDP3$Z^-MOCC;H>,*?G_R_'Q.J^+$2R]2#P,5&ID@FN5>\V"Z<$<%,C8J1+7&6EGX040[-MH#)-+,BY##E+K-V-
J&]-_LZ]R?(SK,1?(G# $9@W3@>U\^*.T_TU7L60H"M/WWUU8)EDRF8S9OJG'*%K8OZ)/]<^A**:[Z*!O9T-
!G#T[[&\&+Z9(+Q#O[WV5:DSZD)W7.)K>PXPMQ@ MX?#T:O;HSV5=NG(K0[N_OL)K@K7,4H 4\&5/KFQ1^?CZOK[SG//=8C4MO!V=W
>$SW3JBMN??R[]MP.OVP[\C M\V <'DX(T],A;3K<(W)F4P7N*D/=88"PY#'6A"!M1$3<-4)H<5*#//^3D/CJ9?-ECNXJ]7<6"_
MV)P[]RV;8_G",L<\[[0BFC7.<931^"A6Q3\F55F'/;^99QW0&> M8"SF?KX)I9!;+OB44WV(05Z31&W,!1);TI]GS+ /O[ZK/HZ^+-
++N>UW%G+C1 M"2Z8)V/CKGT))@55%*. <_'&Q!FR#E8[!>5"4)H'&ELE3F-7OLMG@S^###=E&
M*/'_.9V!3A#GX;11)#C+U"/]T(MW^_3#]LS$Q:GAR_KQ'E4 _^<\HKB&=" "_']:VI@ MH\UC93KKOSTP.124855L+(M2,ECJ9'+
W>'XV&C]N5GX MI6T\NP2L%GC_;F2=^6[P,^_S=#%/3W9XE[XKVYR7#E]]>/7G-P!E8$;F8\>1TMYH3)Q[+OV;I,EV6!O/OQS=_W>
[:\L2QOSY)/ M&U@]/W #0OZ?1R5\)HL\(AX5" B/'"%&@K#,_M>VP?G54UP_<9<9]T[AMI5!&N+CR#Z]VM@_UG)T*)4XNKT43%;
I;Z(XZ+7W_= M[Z-(*PF2+"6,]&888\XCQ@FN6QC+CN_@$SR/>"O"JCT@9F#)8 $X<5R.QX L<0!X48V&V:P=G!81 M3-S3XDVVO*QO-L%?
VK$M\@'5ZYAY\8R32P>Z/TS@3HY%AD6P&2>#:>_[F 2I8 M/,U$42\HHSMG-XR-RM4+^;33?)S+GWL'"_5;CF8:]3T0FGS^X-8I4IMMBYDVD'$R0X:@)=$_J:30'
M)CHM>GY+'=)1U;QK<)I?_J6$5^M%"=YI-?8EEN"=7Y;FJ;J[';&PC860[X\TUT=Q,#B/"C\%[&A" MOM,*?O-$5'_8*?X;!G?
A@;!=+:K$K3TAZW?3<:-J0.VSY,B M]_%'L'G_>6Q2 TY?@0-<_/7GS]O55W!A.CE$8-5FN^98GA\MG1+-GPM"9$,^F MN<(]Z,D\9AA?
W3P4ZZ>9]/4W,^F?%5]B%4'!U).AB[796+\C?6$&V M$)RZU-WSD^FUU]-VUK;8YY-. MN5WK843#48BS[\"X+G4U3H/X%86RFO]'>;-

X<&V6>!I*M6D$2W2-HM"49G"¥[E8]=.QL,7[64< MG3VZ;F;5//M1.4CWI2!I?5_1_#X]J4]/VO1YWM]/N]#Q^+-P4J7K]¥N_=V_|W>K\6;M[F']]
[']JPW=%T&! MKF)+)TI$;]{,;QG-VI42VB+^7ZD.6O^)=8+;'R'A[\';V"+./P\LP.B/R7E*
M0=-3I3GV^\DPP26]>X%3:JN2Q!MX94%VKL0,.B=175JPU^<9(?GKW_@ZJV[MV)(MDMG>6EN.M7;!I(N<'O3KLU>$,U-
D_VU7;_M>FVW0)P!;-Y7HA]-*@!)T^JD8\A(^,GQHVB;FE]CJ^3FEOYDNV? MO;_1;>_/1] KK\V7W5YYI.78/?IK \[?O7@_BH1TT-F!3,[?
^9)14IM_K[QJ_9I?/;65I^_>4E.9 M]=O\FX#KN/",JQ&1S4NWD M9#2LX[$H_|<(C\1SH3F?2Y9EU?NY=DPBCP.T&]Y()?47*_2-
E^B>Y76J!1> MI9UG/QWGEA(VQ?%IN$BE_:1S4Q3=)XQUM1Z$QA=_M9F^3N:OS+V'YIDS2+%[YT+[_RUPL[.^.5Q;T5@I>R.83OFOA8[<@?
3>;KL/-XG;-BGS&0;[V9V^G;[D<&X$W'34'"RI&RO3+!>)N:)NUT2A;9!\Q&8=;&JIP>>0DRE+\? 3JN4 MB8-+XSHKNST[!M7+R*-DY-
[X7R\C]^D-;^NCE$WJ"[MIE3*R#\,I7L-XSD6B M%X3O$ 31"\(<@C 0-!,+_QS>N]M2N%941^-)H-0N%@ =C6!)GC3/R;#9L^D^%*.CYIG
M[(^.8;*GYSU0]H;#"4C?72__C_.7GI8[>_,-[_U9D?EQ..ZX\S6^@^,7!J_WF-_+BA_SZWVSECPHJJM;/V2IV #/8^RE]RN'A
MMV**>6'3:#1NH+TXL[\C$#\."QC3B:VFL<;\O"HTX9F&-OGOR7"E; T H;,G&F M,X>%J> D$,WX]B3ZO MY^QM:0(SRX+5#3[? F3O=
!AGBTOYMZ;Z &.GA94F_7¥WO[^JHOWN-A)!%[$1 M^[\'\7/KB+|$.0,N56]:CV;U^[#;5,M?NSHVLV=)U8(Q/ M?[_I$*\F0VQ%"W S
';W%N*UA3FQ(1P8[MJ5ON6NJ!MFFIK MFDTAY8XQ[)YT"K(CZ7V7[[M&=[1F^.*_>V_NU!CN"?]JX!IG_1^'%3C" 9U) M8FK^;_6,P7>%(?
5"HY"+/W=P2\R[_9\6>E>?E@[1M,W.+3/M^C"B M=V$U>@[O.?P^#K]L+6X]E_?;L<>.!6+'G5Y1,9/E+E"]373)3NG#6.*>M9H*
M'6:=6*U>1GH9>;2,W)K6V8OBO?ZG9[[(_MV&Z/1=O)%DW;KK?K_\6X)YVMX[0W-IN?U)5\%MA MZSI>.8[;X\5F"]"6X47/Q5M*UHV:
[L.]O@<<6KG[",PWU.#EC?'F(4L[R/*= M6O).I9C/6N54AWP&K.@G)3_;P;5R%;>RX#RKM1EP<\LCAZ-N3?$C8+Y)\70'L_)S4Z MM/9D-
XO=WC#D'Z\N9&YOO&^K*A]U^+L=3.*38C(LIV_Y_=/O!R!\VP$=X"GL M21&B+X_MH/[I"8*_IH<,?GI2?AWO#B?'*(R:W-I\QY.?V3-IV(_/K\
[WYW5F M]_8$N4>N'KDV [F,#")2%Y&UR2%.E$#PBT/>X^"T,2*Y>!VYM*?4<4R0BP!:_MW"B%G"_ZR+*OH(7.T&\5DQ MC.->F6RT=/4ZY+
(."<(RRY-%7B4&UJ_6R"CID-!8*.%$$LJW8?W.A.W#N:R] MC>.S\&Q+JH/(+=<;/4AM.RDW%*2$8@(EPVT8 MNLL *<6W'*7Z*.]2K-
LWP_PRZ@Z[6W:S9>I7EU<41=8:\L,@ %:B;@.$;F4 M F(AF)@B]\SQ-FS:E"R-V)[5-IN4FXH*KGDC-)"("\H1IQ0CXRW
M!F%!A>*1:.8&T;L(E!);#LJ]2'9I1BM[W/9MC(T1<*&]5GAO*;G=.&_*Y6O MOQW3??;IV]60B ?2.SO.G.T2=H'8X)9X@R,8,<0%PELXD
TE+"6J("T/; ML(G/)C55(#WAJ%IR[!7"&W+D12M%Z>4YCEOMT^T;"6A8C').B6]/"P]$/L5>[M;Y"^KW*
[S/%I$U;.!]].IKTU^@2)31>8'OXOPW_"5DGK$E*1$,0#B\AZ[I$3
M05'*M63L1MSC8<'@J;R]']CA>&\87LU$KKVM24+QENN"'J6VG90;BE+$""82
M,XB%C#A)>J0UY8AJKZ/VC').VHG.+@&E>HMUP2'7S;18/^050J.$)G4\BZ_^ M*T;GG=L&T=:Q5PH;+3G;JA2:
[IRT)W8OMUV8;B^WCW0YE50A!8-D4N!R6N:1 M_<<1^12#DS;"E=;*$;[SK]:_9M78J.]WZ?EM3[^^/YBT:1]
M]!OA?;)6GZRU3,MO8_*6>GSH\:''A[LRW#USQD>!+&,YF5,'9+TF2#(6@K/$ M:'JCDLF#+,R+W,VWHZ%O-WUS@<4!-
@8%^U#B{[(Q>^.S32FB.S2+41A-NTTTOOU MS=XO;WY]_'-JX-B[^W+XN#CN_W_^,N[7U^^^G#0;->H%\6KQ_W^YN-_]UBR M-
<*U95C2<_&6DG6CIMN9UNIKKA%GK64'I77EH!R7L>\ONSU2M&6@T7/QE!)U MHZ;;%W%=;E^M$WN;>VCT>VQKE O>-
V=L:6 _&!\,DPIA:WUN*\N15;G@JJ$1 MD*"L3:V^'O'J@Z2LH>J-HJ4J>28[!9I+#,762Y0)8: MC)351'!BF=TUQK(4"ER+;7]NO;:BWS")?
WU21>]"GH-<=&RU:O,*[4 M9:$L:!T%8IY+Q)UER@DED?3>&6(%+ZMI+!,#UI,)>W7BRAKRUT$^+9W&^]Q
M:MM)N:$XA4DRG"F+A"#@@3-"D,94(()]H,YHBI5N[T!#8@G&*FVW'J3YZNQP# M]VIQJ?/]S=-
GLTK^O1+I3R;W)Y/[R@6]D=GC0X\;1BJ7%HK,A6-YKZ,Z--T^ M$/+(@&UB,L)_* @:$4^!
(Q=R&ZI$F+=&A\ANU%Y\2,.!V8<$/8XW11USZB,MW:!UI!18Q)RYX%Q"/6B+C!4.68*JT5IA9UDH*P^T1E\?6 MC4SEUQC0_\1J="GDW,=
<>ANZ1\0>$1^&B&!)^R""1#ZG_'OSNRO<(Q$1#)2)8 OA%AP'\ MC$=8"^>8YY2JU'+,N[5@MU!+JYV[QO"WC64'KZX9JJ-
'Y5=T5(80A[NO/Q'" M! 8-CC Q%G&?(G*2141-BM:Q('A,OSW)VQ\='Y?CW,7Y?CB_\J.UC,_ W88
MBLL/_L9:4!*,)4PC0XQ#W$F,'&,)"6ZXY,1)DTB+:Y%_ X\[#OUE5V5QJ_'T M[6@<"_E#7TGHOGEV0[GUE83Z>E@]%V\G%_>E(!^DY [&
(__'T6@ IFH]JWT< M_SF98Q^^AXJ-D9TM@X]>B[>4K!LUW:7FJ6WQJ8OW54RQJF)>%E"5SXI_:JG-_MO*,M7]\22.D0U4DCKBU#FBJ)*-
,N4,9T(*&-/87SZ36&P'M;O:L.QG8OOQ&&NR.L MF+ DW"0$L\A;^%KF"(M'PH?DA:?TEKHL#PDKKG[^> =8YK9MF#L"DZU&-TYL
M57S.,WU6+(6M11EU,$$IIB]<33E\3S;^N0(2@;4 MSO]?$5-.!UW8\RF]6 YS,NR,2E(C*B7.F.L!25!D'92(,*\YMZKZ%(KQQ*6/2\F
MM$O8>X0Y-H@S@!7#1$3*P<=8ZDS+1='KW61-M'!@ T5.DN:!125"/J947_RT;OBWR7LCH8C4* M.R[^.AG&@N%G!<64-S>\!*5V[&)5,-
)\ROHD@HT^(;2MA]],+@BSR<3NY79C M2-G+[3H2NR]*LI3P6$Y-
&0V7&QLCUEK/B4/@5UO$P;U&AA.)@HE6,BIB,!44"7]0F;U\+#*S:G)9T2S9\+0I;/D'0&3ZUFC M"V-*3ETTP5E$#$ D4(PCISQ!%%.
"DV$43>BM*U 2IODNR.@R?). 6 D\10X MD]B$7" $,0?\)[RW[N9!HE:FUI*\D6=_(W9W!S/?B.@]*^#! M)Q'&_CD.^A(EF^TZ;FN,NZ1-
80A:AWH0C!/]6Y;739> M1ENG?+:\G%6/2]M.R@W%)44MI.W-<'\J;ZVUL'ZF*=]RQ=%CU+;:3 M4 -4'DUBE.(FF@453Z%A?PH*74RB87Z'5L-
SPV[2:T1"!/=!YQ8 B42D9#(A4L8()VVX#\L' M7J:>;;U]); ? ;Q]<8 EULZN'UQ#I]>)O4[<4IUX1P@,&Y6B!%2R#!P!,R(R
M*5&4@B+.&1L246TX#Y?+7KUJ1+6MZ-FBVQ=B0[61XCHYK"08U%*"3HCL(;*'R+D.<&LF'-8* M:;43XBP?RN?8@<&. ^/:2P#,EIO@+!
(BQ3,BEM899ZTA7GP@JL#5AS8@\C&HY"G'T'QI4OSV8_B%J1**O80,PN$'IR/'P1ROID M8$]W\]7FS6<^,7CZY?
#%/R;UN$RGLP*X#+H!_E$;3+N&C87VN++JQ>OOG&NO@?+A9<-Z= M#[AX^OMLR#^L6(&MBL,_\V(37CPHOQ;_P>='=?
$*UBW<4@CV6NW7*\MT8D.N M0G%N^,S&TXX)=6=$O*/+^K0<@@$UFM2P+;]RQ=%CU+;:3 M4 -4'DUBE.(FF@453Z%A?PH*74RB87Z'5L-

?RF\NJ#*8O!;X]*;V_WH!)9L^)1J*6#G'J M-%+$*X2#$DX1JZW8.,JR3=#VI_.+R>PRA!_#-*3W:E].NT(=/V87U:LU#]6O MLZDS[=E(#E3%C]Q_"L!U[$OY{($+" ?H[?X,%_3V@5EBB5A(K Q2-4_DH28\ MD8>:(24BLU(Y6]<;)86W"=D"X7@N 5LX0YON\VM85)-9"^=FM]:.K_ #X /@ U *@ R M#(,H!2 #X /@ ^ #X /@ _WDI='CDL-7?I_Y'Q6"$>C$"*1H$3-WL//PR:[^A$NT] MNPV? $")W%TI;4V2%AL0 L0"Q^P^QWLI:.]U0;25/$.L$TK]ND8F!*>,.8Y9N9 MD]LD.@#$[A/$PGGT+Zl0>=]G;C[L;.+OG-P? S227#&\KLZC^;N;NK&+DI**8 M.C!L!YT.?]*P]RWOD%X#%/N0PPI.C^UWC_)>#6V;0:?#C'80"'QD\CW\4SAFG M*,=I2Q9#VIQYC[30!H40*.? 8&\78S0V=,=&R$#VB:2N(./$<:6)E^@DKJ:B5 MDM8;79U*$^JWRT6[,%/?3#\\O$6UEB=UK8X_Q92_.18160#2 ;0#:>\5*"_M H_%.H0@)+$%A'7,Y^%]ABPK]=-KXZP3-='^)NN(H:XQTP[5RN3O:(:4<1Q9 MG3A*9%8)L1&I*Q4ASV83'^;M3_^[;!:78S6.E"=:,N >@%/[N)2 4WL:/C/* M&Q*X1BZF/[BW"<,D(\@)[V-DWE*VV2TB.$T\DR@*6R>$!!PIACF2(1>"%MQ(_M+L,$O? O%T!@YJ<5A;;X@!P&0$)#PKMPJ&ZFR,E&TZ%AB7PF*$O&2R'@2:A;E M%'S#3Z1K&=+_&>2YLCFW2B#%L4;82YHNET0%^FB,39Q0#'7EH4S!%AH!=>4/ MWDX,5/')'M-B@RH>\NJ#*X+0"O06]A<7>X\4&53[DU055!A,,>GM4>GN[MDU2PR)17%F%A\P'4$)&1T2%<"VMCU 2+C0.HZ5)NJ'"H#EH@+FE "1(B4C6M M%=&8,LWVI)=6B&36(J7M8^.AY4!,*Q'[(.!Z^A MKCR4"WET:W$$Y4*@8MLA$@R #(_,@(QG(C) *0 ? !\ 'X!2 &0 9 !D *4 M? !\ 'P ? !\ 'S8HU/;3 HZ8B41EBX@CFN'# T.$2^=)DQY1^W-*[OW5%OM M,3)*\5SA(B+EA$(BN]*P= MRWOD%H#%/N0HPI.#.Y0= IT&-QXLY4'J[>WI.1DLJZGS2!B&<|%"AG(=0V2# MMY+0M%"HS52-=,)4"0R4FO/F0DW60>UCHF:*V1K1A&7 MN; IBP11[:BBEC(6[..5E:]//,.? /0"G]G$1 ;?V-'HF'258>H>BH G#;$XV MR&V65=HSU;:6FI*X@7O*"!6B0K7W$?&H&=(U3INO0*2.6-?,C]I.XYYEY=F) M4H?55P-2$) 0GO0" [J5 R.3:.I4)<2(\T$RQ-DR4IE9K7V^4E1>&"\(# M,D;7B->>(Z43WXO1D-J$X!TSC\?83HB$*@5=&#]:>PDE!_W H!N//N+C[OO MJ'6 WYBJ(A$KT>J&G=?OA5DN9D-*2QY&,_V05SE?CB;FUU\!DBSD3_[M._H=K"D.]A &"R)]](,%3#Z|-87:!/N/!@D@?_6 !DQ]M M3<<\\O+2^R: [6LT$9!QD_ C7J*@&"P+\+$'Z]]D"\!D\H ;#P$-_^170^*8: M! 9BZO)J=G\^FH"N@*\?.1]^9 MQ]F>O2,% 1\C]9T5*^8<\OSY<0L@@@/6!;0$K M8%] ;L"Y[]C=@70Y4 M2UZ9BV;KQ M0$U"3XU"3UR$VK@%K FH";O(%->G*98"6/,P+#_TLMNUG8:9+ M, [^LR$9V"2B3=/.6S[^4S+%6!X*"M,]ML8],E:'B&>@T%&^%I3P"O;V]4J&3 MK+9.,V2<4XA;CI&QM4,JUC;41D8>- FI+*^),9)8C%81&7+H::8D9LCX2(JRP M-1.[[VA!3KB4)UC3(R]3^*SE^NA(W8;72$KXW5 MD5J$0]JH<9(@SQKE48S,Z70? Z85_@IX6]8E2AP6 T-,"D!"0\ [DHEPJ8AU) M "02^V()PRSS!CF+71#4,NXVD$LY2BW')+&\C':ZKE&Z@T>".2(HUU*)\(@] M+83"\X57CQ"*'T[4'44H_ZX)?=.VRQRZKV8Q27BI.]%E.E 9C,0>#??(O*[@CCNBQ095/N35!54&CQ7H[5'I[>W;.U8S26P= MD$H;'L3K8)%BW*-;R9H:')PG8L.A;JFD->6Y+Z'+SJ@:&5HKY.K;$ZRB,-S=-MNCW+? #CUX\MY,_WP+LR;F>_B^[^MJ'"Y[&4FPO\QG[7M@Z/]J8G QI\Y>]8" M#W\R*L+- 1H".@MZ"TL]KZ,#?06]!;T%O06EA+T]ODN-AP]WDI6BO<%6=.& M7 /@_"),6Y,=)O]JYW_K9WO]S_ Y7Q$.]:EP X8;&?QV*#*A_RZH(JP]X% M]!;T%A9[CQ<;5/F05Q=4&4PPZ.U1Z>WM64."U8H'1Y'F*B)NK4 F\O)/BR.E M6/B-K"$>K ^6G\8C*[#.'', WIO=]7 MTRYCZ,? LHG]UY]'Z=39UICT;ZC;(X+[F3- MD!4<(TXL39<;@SRE'I/BN;[QS2C;KV'Q9NIFY^&7FS5^1B@P34ZX(KL+[^TI MLD(-;H!8@-C]AUB++\EKI1 1I8&)PT@K$Y%V5 LL!3:"C)'(!"[3Q +Y]'" M;X7]=S-W9Q6#3MC'D!_TK#W+>^07@,4^Y##"DZ,[]$D!G08_'BSE0>KM[1LZ M0B6UQ$7D'<|'X6]#3"0F[>^XT81A6LN-#9T+"KN;6\0:9HBK8) V3B%6&\6, MDDX1^RB=L&MV(] 3]G.6YR-#*Z ;@>> ;CSCI00%'BM6Q[QFD09$M1"(AZ@2 MAY *46=J&JW%1.&-CK#22.-E1-$]DQMW)*X25/IB"()Y[H*6_#$[80L*O3D MI_9R*0&G]C2 IC63WDN';$TXXMCD](1(44U5PC-?"^4V<,^90*UR&NDZ]Z"M MC436U(3@]B>]NZ9\%GRUF%47D_3H M\W3_RGQ(? T(1A,/6O&,U)N"_>VZ+#:I\R*L+]@PN+M#;H]+;.VK26<6U=#72 M-GO@;X^1X@0C(APV01/'E-OPP/- 1+0,T: (XEY$9"DUB#OF'([8^+#R1"V: MC^[%]T*6N[;84_^/G@7?2U4@[S4[YZ.&-L_E)3?)AN;9SUGD = ,>75"!S3I MM/-148194(CSP!(X:8<,Q=GIKIAGYM$ [;_-9!ENQ[/M/5@[/+1RR/(.7,Q@ MEO) H4M(K]WT#A$L N+&>F2PCDA2'8F.3E@>;D)7(.[44E/DA4EPIZ-!F@N' MG(Z:)R34YJHAP=- #%SLA"L@8P-=Q+^6SAR]P 8'>[L]P06\?>/@C,$]"5TB) M6B!N(T5;JHA4C6N"+?7$;[B N'$:F]HBRF7:,>7+=> 6,6L(,\S6SNS1CBG3 MCF/?- <'I_0?'_(?P/5B'@]:48[4.P.]>VV*#*A_RZH(JPP8-]!;T%A9[CQ<; M5/F05Q=4&4PPZ.U1Z>WM/E)JC#.&4.2D\OD<4RZ0XSE243AML&>*;!25_I;0 M['#LZ:7_GV6[R.=!VM]G+[UO\CN8R3O3^#?35^:B69A) [SSM?*4AKB,H" M>HMHSBGB@!"F"0S+9QNC::Q'41A[K MMT1E@7$\NX L',).R[HBK_B:-OA\"/LB3%N3I>=?[?QO_6RQ_QD^YRL"F(Z# MUJ5C-1U ^9[;8H,J'_+J@BK#[@WT%O06%GN/%QM4^9!7%U093##H[5'I[>T. M5$YPC550B*I2"P(8+Q6BT8X1L?SJ_F,PN0_@Q3$- ZK_;EM*MC M\F-V4;U:\U#].ILZTYZ-Y#\5_,C]IP!(8$5L@',\E8 LG:--]?@V+:C)KX=3LUMKQ MA5;R_8(\"_W9\/$[K;,.U(R(X9)RQN4,' M0<8XAFS@CC/)E;!THP$MCE)Y*5&MN,G]/3BR+!+$<+0^4BQK%F]&V7X-BS=3 M-SL/O\S:;ZA#>[^NV>2$2KF[<-]>(BLTU@:(!8C=? XC503A2!X%R-B3BBDED M:U$CGV#21"&=\AO%;K9)9 "(W2>(A?/H7U2A\K1/W7S8V<3?.;D_FDDN&-Y6 M9E']UW(:*H9/*HHI! [MVT.E!SI]QO$=N 5CL0XXB/#FXWS7.?SRS#0>:- M02CPD<'S^"?A8HBNMBQMCM(NCGNN4-K&*22H33LZ44?)R11VX_ M:WD^,K0"NC$2;&%";8P)MH@5 G'%$P1A@1'&.LA:4&6]' 6VD1C8RA6JJ6*Y-H&L<'@VB.#]1]-@/]@%.[>E2 D[M:810RA X M40%)8@+BQ#MDE3/(8\P:W2],R/&)9.R@ !#2+) 0GO:N234\ $QTBS0!$WW"&#*4..!6^$]HJ[7 M_B9R446]Q3:Q/!9KQ,N: (Z5=0.*D'2H3)H&=>SS&=D*.WATVI"JDOXV=A/+/C M7@#0C6=_\7'W'?4.!D=H^NZM"KY-4L3#QOO[6:B,RY7\S?2RF7ZHIK-%3IZ8 MIU\GI4V7?9B;275AYHO<@WUQ%MJ0-,DL?7]?W)@ZG.!?U_%9FJFKDG7M@NS-M'"6CQ>ENY_&@A62_!N>;CY6;F#9!Y(7Y$-!TYL/PG? 1>^>_A])/P&?EF'@HR MODA20#R?_N",]F)B+E_D3\N3^]0F?"]:Z0^Y!4H3+X<;E]M0F/I[PB'E?OQ] MW3/[E+IW/24IS6'_9Y[PLU426)GO+K/+Q/2N+\SDD[EL?_CN;ZN564/R;_.: M1G4FAD]O$2=3GJAR]6"8$F$^.:5@M3-WCVY)"65<& [LJJS6(NZQ4GLT_MRA#^^;]/;">:([>-Y^KOZ=_G;753VFV_/4LT<1Z?/Z! MW34Y%\GV/[*RPUO,<)\W9G4O*U>-+_4"[- KX<)=,X6R9RTWP._H?N403C4_R7X0MI&2?F MH@TOVI#X=M+?80[*WKR[]W#?I00)\,,W>?PZ*_/* C M1ZXC#'3D8=;Y*UT+1C3/!W"LOWBPB\^]BO/9>36["#G^-/U0Y12,C\VB"5]M M<; W*1=/ E+[D5'T:*;GR(8+4GR0RW10PX42-]#!!S*& (6/XKG#RXYR=B$[7 MV'@4.9&(6YV/M6*_**D#]](JFK.);_2E#4%Y$1ABA#+$H^+(&,R0HX$*C+5- MM[R9@? QN/DNOLXO2:O2DYO5!I2##D0D 0 # 1P) X25S6F@4+0N(AYH@J^] MF!$R"5W @HN; "@=- YP[B;"C!G&>0%_3&5#@N+9;.QW91F/NW0$@/Z'\L [W M/VK=R*.R,-TUER]]3CKO$B07LVH>TD>NF81]VK/M_-O\<\[UK)8YI;*9WNIU M>@$;]J/9P1[9AAVD^$B7]:"&NW.W4QE'DS/O^SMNXX=:SR(N-UF_*QXMQWQW M%K4N;4VZ+!K>T9$],AJXXU?N]^H0'W@2!J2- DK*4*29D)&L+:UI M(![,,(9W]=1Z_#'KV]LU51NK,% M4CO*1"GE+B2$$@Z/X?S9+3Y)<>3XM+W3!RCM-^C0ZY N<0W0V,/7*# 3ZV:" MR4A5+C:!A(F(.Z.0<=(C'#D7F%BQ4:7OVUH[+]"C60I+T4LTBVC9ALJT;5B P3AH/0.#<V]OX1QM>9HU;U\F?/F=/2!C)]-3';E4 MN(Y]*0\4N'S)@8GD)*4(DY#1#9XATQD4NG:R@1#8S#=)P(N!=Y;|-X^ AU^ M,_V8?IC-+RLSF=T,H;1*B+B.>F1Y;5 47)6*0: MVR@W/";? 0H 7S4?W8J5E+U=*-EJ8[\CM! #3L2_ELP>FH^QD#>[.1^%W/Q]? MS(E=5*;G@"Y.VRU.E8,O;,]+Q>44<;1ME:@M/,72'FE$5=:,.8HY3X^F-PE M%7N=-*S?_X]%[(Y]_P^8=.Q+^>PQ"7@=^.UV5N]F-D7EU.T'DX_<3JM)=D]7 M24O2-R 7_#U[%A!]7'J/U 1A56. (:IR"TZ+$S19KU"M""8UH2:H!WD%A^C2 M?R3MS=4?WDYSVZ[\#K]?:?!8+D*H@P/PM]K"G'(GOL*'E&_9(]'SBE? MG9GIA_3LIEVOX9+S'-K2\6W2F-)$"^JY0"6,8QXN2/%!+NM!#?=1W3!T##<, M?8XF\Z5S:0Z3? 9P%YJ/N84E;#P.FHL>Z\:CC@";4(P:PI#UV"&>8T4=0Q% M3K0R4C"B-THE;..G>3-U\^S@?!VZO]],!\W[;:5X8U?0)((=E.,$8G 6P!; M_3%9'8GA!M686L2Y$Z&0_ZVXR6LD8/ MZRP"!!H!_@#^=EQ#JI;$AT2_510)_H1QR"K)4&V$J:/R6CJV&R(^/OP1>EC, M^TGZ;0 %_P:=>C>66\WFZJ_?@HUZ1GH'-NJ!)6TH MB9KI@$@0%O%:.:1<8LL8AVS[FEJ9P#&A6BYU@)U!QFF'"*F-$9&KX$>1 M: [YK8/QRWSM\4'#XJ"0<_ ,/20&Y,)>0__'.U M,U'Z9*)(LC/!.(U*3Q,-] MS9"%V3/DHL[UU'GZ?+?Y),\Z+?Y];OSHH5DJX2@.(.) ^KRD@XGXA(I?,$!- (M0K<$BSQ&BI37-C%W93WSQN)Z Q"3579)2)R?5BM*,!G_@SH^GP9/-1#>H[J M!<9IOXR3$:X62D5$/8^(!Q&2H3')5EF,TW_)TGBR, [J>U?B7JR.)8YLF)L"3 M:'BXWVI*>+A?>.BI2PQ=:F2B3L2;1H\,J2ERF&N#G3!8\IV1]1WC(:6'%6@$ MS_J^4_72<6&]Z@#8IF>D7V";]LLV*1Z(4YPAGQL" 3V"? Q/U>4\#$_<)$[[TR@E@D-9>(8Z61#:)&E 81 M@@S4;J8*CI,/'PL3P8'*8LL=@2Q*AQ MB%N3X["2H"'"HPE8+' MZ%T6)=Q3LPB><,!?P_]QU]N:,U# <$@P(Q#WS""MB4248A&D$133C5I6VWC3 MGPY_^8F2.RQR=7CXN[W7_39QO.^FY2O:D?W9:Y2G?>KFP\XF_N[6"GS$2>S M3VT5Y[/SM 7Y&-IOW\#YJ&"0'K5.KC29IJ-M;7T?4'4J(A6C001[1[GG#O-1NF/<$5!],W"&W054@3T_4N$!"*=^*9P:FZF9 M.@BG0B-*A@M2? +#+>E##W:DGZ3##J8GDN1#\D$?4MLMD^4*.K+K9^?DL/V+F M_BS1U4]FC?317M23<.B7[&ZVLU:.-[IK$[.0^6)AVW%0LTPE* <>Z]E]!W3V%R.;XJ/$?!Q[<)EF\R8?!9D H!$(A M$"H%3@GX /BPAZ'2F.BL,]XAQFN*N$H:;E/G]L_:PJJD2#^:Y VUXE5C# MF^G+/CC*I(C>\38;A&=T.J\]R"R_Z:("*7FX5/P63"":Q2$WB M'F'[.!2D_Y./Y'Y.(3R'YX\#C2A!$7:<]V&MEL<3(:M:I5L#\,.&9^(>@B2. <*8YFJCK=\VS#P;GOS?3U=Z]EMH%_/&+8+/'[R<^NN_ M6+OR79@W,[]9VMU-EC[9K9\^=UK]FUF$GV(,;JPP+-4[3.$_9&4!W#N8I7SV MN/=(10"4]APSC1+KU D3J44JN(L]XFI!TMJ/4I[U'W%T?N=B5+BL 5RD?N MQWFG;6C\W@@1' ^!XR%PR FD^,BD&/([MZ*?/X;TH&F.1^>*D870P<8- BX0 M)CPLJ0P,^(@)3#!AF) M8S0", ^TVJO4P5AL<,432:X]XMQ0I:A426EI#K4](&_<3, 6I 3"A2,%N^/M/ M4P_,?6PUH]TD/*4INI]#^%]V9I-NGX@#M4K,JDAY,DA::),/1BAD MG+;(&VT8I935.MRT2E11;[']EJ&:Q3N8L<7FE74#"$&J9, (G^N_VT2E(_6GO$ M&U+TO.P2X"?@)^#G?>#362P#MXF.\>S2X%(C@[%"UC)/#%$FD(VFLEH8+@@/-M*&>F9M=)O3@+B9$NIV:9IEXAI]%D MHMVFG_K\N'1MNS"+DDO7GMZ81]]\K-PD\=M_^^["? AH.O-A>)[KI:F.IMG5O3_%C/WS_R<^ZAJN4\B1;.Y*2N<=I%A M/FFF8;7(S33_$]G)S/TYBJ1GK,HR_*K[U57VIDG_G8D]H1>[P+_K@7@.2;IC-MK'7SL7'5?P8S69Q5[R_;A&?M2? 5FZFXBTN[GH^QB"J@N9BN,O(+(?U):"T+W M8]I^-+=B_F%5_K #^U0K@?UX!_/O5V]\UFQWN+'26F\%]+&^B+;FODRC$^(;[*O/1(4@R6U+ (1M'>-W/$T]NWHBEGHGGE??Y^G(VS"?^AG MI?R+_/#7ZE-1ML0Q+C+-2!C63,OL%?@M5""-+<[FT\;DHQ[OPT6ZL0WSBM*3 MBF(BLRNG?.-BF>[1EN_X\#%,9A?E)$BNQCL[3UJ7!;KYOXX_3U$S_6C:YF.H M;#,+D\1AY[-I>O_SD/0^+>- I>O/JOY:3D)Y!R(W9232W>X;UJ:;U#^T:0LP;Q=K$U(E'K?(SK"JR4,X2]-U M%B8^S6 NHIV&;19EAS&/Z>W::S,W23/1I+7.4[-(F_:0WL- ,3JKV.CTR_3)M MG4_*I,_2/^95ND%^7EF/>4*C]/,TS#_FE9XOW2+!2WM:_7Z67F/JE?+-;7I< MNUKFFR,*GYLD[6E5+^8SGVYT4KGE?)YF(+U?4I<_0UZ?\](_OWY9F8O<3S&_M1UN]F@0S_^~=];Z9+MOJG4F2]UN8- "&>K!ZV2&Q\D5&P-"POUUWDZ5RJFGY(MC*$L\M!4_W]MU8:\Y[HQM1EFS=R=H239'\+5A]T.JDM!^6@^I"<,T]*<+R=% MB$ZJ)"'+N+- _G:FR%C7^8E526Q,*SGZ(*:63+\I4MZ\R/('77)B._\EDP_G^7 M:7,:YIUZ_SP/Y^GRDS75/GVZ]RW.DC4:? LU.K]'R40T_HD8AO]]4N(F)MF8+EXZEQE.DI=WR?R)K0/,N?TFW;B>VS0 MZ9I!?[\\3^]]F95];>;JJZFKAKE;%YE1) <,&CP/A$F&9UI9C2Y%EQ*6EMIP'M+:4W&W4PMI&,'S.HOHTWI.*R^_,NR2C/32@8_,O%?5_VG^2H^&&9URQ Z[SZ

MJP#S1,SPF\6U7W^S%ON[MPSL@>/TRA5]S:0Z>I<]M"-/$BN:)^/@]SF?GU;#]OLVKVA&?S""N_+"%1C7G7_"]N]2J"?# MY3UX=
[<5)SF;AU!^TS:?]VQ)SQ(+FN86T=>^52Y9_TT:SYG)C#D-`M7:,A*Z[^Q{0,L&P9R]N_`M++)MJN]{TO\?
+U^^6S'^/(YA+]YFH)G&83=U6KT\T6F66N_+*/)/IJUL]^9*
MCZ:/\RLU[6],]TIFFB1TDLR7^6MY!//PH2=U;=EBY.G+&Y4\PC1Q29H3.#9/(>3//<[-"K&$3>S6):6_5K!8B?Y2N7DX69:UG%Z';
]ES1]&&%N]]2`MZW-V;GS:7KWMOI+><;C/M\KW$U+&O,E+LKB:QJ9(8/$8Y2UE/W?#P,HFZMQ< MIN&GW9)^0F#O$KC^@-
*"/]W)YR#G3$@HQ7'N7L5_MJ8E"W"B76#+S"]L:[(_\Y0FL1NN]H6LK9;E?$"[=%GC MXW*R2H3L@JHY.%RR9=.,9DS+B?*
I=]#6_3Y[%V?:7SC\V.>^SH/PJTS(!PZQ4V,&1Y M+=LN>>'3;/YGP:Q.>TVX& M([5N^N_4HD=9E5\D;8WK(+E*P\ZY3F+G 24R6TB*
MP7G]$GV]WB2;Y]/P,M)T8QZR4=;N/K_MEU]_Y'7;4Q8Y_VY]<=OEQ47"T<(? M/J0I3"0D)P"EJU90-LS5IRQH>
*<A/EH^!Y.6=\RO;!&VU=2O_5P*5=SSG#@<$C^"0^+7 M)674W#NNN"#>>R2T5(CGPRG:>(<"TY%Z;A6O-Q(#OCGW]K=0\+J4DWY_D:S-*
*M(^2;C4G91DYDZZ>F*G-3E>=]&X+NF\N.+2;C07 M_"K^P@*&0ST=8,]?NMNB9/YE; Q\CG&U2W#I"%(5(UMHACXI%1T:';$.&"YE)&*
*M1Q2(D;H.T7LCGD8/`M",8K?;_^UTV;_61>D'F/OUUOI#9+RA#*Z-S7G5MON){:L_,/-P\\[_2 MPO562\/^)1\?]Q2MBV@,V,"Z0SJ#ORE?-*
IWU[L1!RR_,O,IG?$.W/UPNSF;S M-&+?O\9)?H_0E(UH"1"L=WJ:E1,>?1G_HU,?S(Y]8.N3BUL3,%I-03!LE>_
*M&_"=Z2]/FKQK0ZPYH4@+G\""A) 1@:D>*P#LZ(V?","Y5L IM"7 B)OBC1T MV1#O2OK#^S(O5Q/5_?M:8++M?W45D7SSZ_7(I%9FW,T,E?*
*C;:R<8!AN5>\I+9B/BO Y(V_3/**STB8@H5F^< M*=G:\MPE&QM&Z,'2,9N&/1*/A&^S2>@ 8D"3BUF"MA6D%#R]!DJY{T82FS6>*
MD^^RYC_Z5+P]5['@',E>3'I79G"AQ(<6M_R=_:JEB4J<{)W8,L\% MQZ9&EHN >-]
*Y6X_!*4MF=>$I)_#1J*%PIZ;NK9(4YK$5AJ:MF/ICYI*IAE/ M5 #[1\.SSUYLBAE6\.@=L)DU8%E?T32M8CG .'M_NQ.;L MHG3RT$:>R%9DY*
*\"UG&2U@U MR5'.M=D_<0GTU];=V&@PS$Y=N.L608O>5X?LE8 MR8&J%;>8F Q/YL,\|*DU)>YUE2M2?<@)&"5'95M$*TZ8I?V?*
[!;)C",WTBA9 M+|FMG_,N]RYN=5M7+R8]"Y!)0.6+8 ;M/W1K.?5_?&;YE5'3%S\]&;7C=??5 M*Z^;AY)Y,VA2T9UV4)Z3;R41[DI,ZE+ATM?*
C;+;H@J#E#FE<5Z0K_7,^,WW> MX94[>>G9/[5NXWN-DW"'E0;MT*0X%;IJ!%-6QK$F4G&RG&/G/-$8:5P]':, M+/_VO V_I3+D.5TRB,N^?*
A'E_FYFHIC.6R>$TJZ/,"K9(S;..26"C*YX,M5 M0M1559.,$>?FSY!3_;K)!!+;$M4^[["NRZGJ_D=G.1\@^QY&Y)?K^7QKF>|
MEF255768CN"6XBDE<^6.[RRNTE>_D+3<^]$W7R4G=DUSYIB_.AG375?,1-E MG58WO6)9\D"*
[C(,NA<$W.2ME/9.A3Z;,."7"K"I>3Z^O\%?R>MHOS&(Y.I#^ M[-)WNP[.2/B0W76)&">=^4"/^?W"]G"7JO3N H_=)N)!N8K;3RM)*CD+_;)*
ME,W<+<^SE>|LC$.:,(Z$Q"3-NQ?4;G0_ MVP8F;S^/]L0E1/8(/5=`*LL/:U-T3# ZJ.]0@JDM)/X9QA9)35BGIA(N?:UV"@=`M
*B=@MSD(M:?'XBCQJJX%2A(L$+?6(\UJE2;3.$P-)EYNE.Y4CE++,4$VI*7G MNJX3F2<>I64G(LF,5"(\[?KOE;_V]H-*
PC\pL+"=.^+RZU.&T9FDK9H3+>\, M#MY)*22#DJ2&=?Y].GQ(" TV\[*^4&OJ6XEY9.=J1S&.F%D,4U)=S,8UY>S_>4G^6?*
2U&#_.&K?:MYR4VE]Y&S69S#YU)#V[I?I4 M]UP4;%6M,A&/:5N. \P_#GN1U==N^5;.9J3-1I?84-+)\V_;H8)ZY_B:Y'+[M0YYY?HU^&?*
5WZ\VBMUA@7EQ-WULPJ?.,=9EOKO+X69?>A5[1;>&C5DNO){W M;"8[ ]?#+-T$G72?#.>9UDK,IX=WUI+C+\SE59'7?DS9%'3;JWX;?.UV?
*1Z_ MN;A(>MN=,DCW\2%[#IO$Q58G'"*H,;3E-:VUX39_^=3'/T:#3ZN4M2^^S&]0G MW!]>9Y`U[5C3L,W.6C_U9DK[]GD[KSI+?*
*9@XXQEM'L.6W\JE#T=7]S=LV^ M\0<6M-8*RVQ2&=4WB/C,48&.QDP#]22, 9_?#G,S\^S^>M!*CPN)YOF9:M>*
*MJAL9"G<6V>.B5@9I+A)3UD8C2]-(F;+!*Q8(5AM!MVV8TF..]/_"_+9ZGY%B8V##@XDN>]WV+5LPKP4^7?5&*;)W[7,Y'"%LHE*SK0 M%*
JLH_7I0,SWI?\KE (:JZC^_^?GMJJIZ,,LCAG?1"<3ZU&=5&UM?Y(_51Y_N45Y"#&,NV1"[VT7D43,BUDS12ANI$_NJ(M%")$FGMB9 BZ,UP
*MQ3:4;.>+SO:J*NNPZ$_K,6+8$FYP1%+G&J*<*62XC\A;R@,V7 8RBL?H=9_> M_ZIL^!X["+6OG6:'6:G>]E4 JE>YWLUCG3U[R$P\[Z(>3Q%?.*
*[^8E$S4(6/L M6NFEQ%:N6N2N=?5ZGQU!)FWD^G-X*X;U\OV/*X9UR_7IN?Z]_M;PK9?O7ZV^ MQ#A&!*/W6B-R/9+?E]WH:G1,7?*
*>*Z:4FX4/NX9)K^X2V+=G&)VM]8-9;*B[_MFKE'N>_[917#4/(KT[N*'ZNB-"V.]>850_$M#AWE.8HC8>Z5+B^-DV7.5$]*
*M3BQNQ#!SG[0N$6!UN_XV'>'R@\I=U<#H:DRM*F&DG;D:DLC6:F93[YRCI8[-&V9V2%Y+=\1LM7&{'1(5)2YE8)10B6.0B6R/OWD*
M:YSL6MJ+.Q","WOYKF&Q^+RW23W.ISZ'!DK)6O@:8XYH\S3J5O)W;3T_QB%X&;SK"5FP5N;-K'1R[3[="F?DNR:1"_TCKX'3E7=@E2B|
*M%CA-NK)6E+[K6%_Z:-V#*D)!K1T+;@T%M;"@UH@%M0Z.:!(^ZM_-*V&"10H[7 M%/&:4628Q:@62@KGTS:O'B7%_LUY1OILD]*
[.7R:N0Y&JZLE+G:4)EGJINHF##]_0K/I["_]:H$E>[$E9[(&R797)OKAU-MGWC2->2^DIF<_96/<%:YC'5WJ':H.9X=<]?.]O1-
*C_M*V(4=]DG(?:YASZ_:-MGE:5RKV9DMFUO@>3D.G.!Y,/E4E^_R^LYS=?KV]D_U+8\MZ6K=*
M4WOG7E].!_A[;Q^P:\W'UIM4O/C5CE_ZT78RTZW*5EWYWWQ^TG:9IQ6_R@9 M3;<-O$E/,?:?ZG:[OL M/G7Q:EKZ1(..ZO:TO;O#X!?]-*
*_=RZ>),W\]M>!*2_#RM55%]GTL^41]B(QR MBI1P.0;:#UWHW#R:\""^)\[4GH_@7U\S03:IQHCD(T;*6[|*
*M&"6]+:WW>=,=2,O'36;]45K7/&UD>;_(UMHD=:<6RJV7;&.JQ[O/=/H*5'?P&2>>-0L-WNZ MO*(@I]4O.>]Z@/4WZ*
*[V#_M3S:4^/&MXP_#*7C_C;ZQ@]:)<3%?ULXXIU$(M/I\M%36R7AF$23#4$1G#9L;\-IC_6]>[YN^SBR3E M$LN3ZK?U.PSBU^?*
*R#!+8KM)L5E\"5&Z&L7.!*H^G;W:7-V479>@V-Q?]HIE^Z@.,0]>S#3=CVI^M90)^LMS$HH M9*TL50:FJR(C^4C6?-FU\CP6$?JC|-*
Q96WK35_.\5:)Z^]>N%]WO&=19HOEL M4LH>)%IL@GZ,,M;CQR\ZKN7G13YEPYVL*QN'U5J^XA6=TRPKX,^N#+Z%^H\`M*
*>UZP=%TOR0T767E;L^3ZZ-L/#@)Y/H!OV$X\RO(*_^^)AN=[*UF8_7MOH?B MJ@5C*1.VR.7:1*Z]>_J%Y?UF-\8XRV>ANF:;'[.6A(OV1?*
*5]\]>KDP#]5!0E M^+[]:Y\PMIKT']+5-R_O'U'4>F8G/EF-M56[ZN>%F^ M[.-?5[EAMU^T*H5]WT=G;?L^W78E6-?EZON*
*FFT:Q/?I04MW...QUQ/Y9M-_MY)=7<%,J"'U.6I.FN#]?^:;]K=7#SZUL;O7PXH_I3W#>(IW=%|>KX&X*XRVB_ME+|7IC)E"_VG<%C9T^KE%?*
QE_A:&RG.SKLM=6/NT73^CTI48N8=(#E/5|>)^ MFC;?<5VZ^R"^ M.^VUNE?F9'V)VC"9=,[P52O+H2E<%T\?CC%UC3'2U:6_Y,
*]2L9!O[|SFO- MR)2)OVYHTA<&Q9I?+>B*7@R]>E>/^F9KM.;KO[)$-GP% U8&Z6IH-W.!5_.3 M"V^7+J:E+6L>9W?P?[4+79^-*
&]FX)6C:UXS,<=IPVD](2XKD.WYU+HDN|[@5^6-;5)^(Z8JZ!91>X M6+W0M2I\5SAZU5)Z^(V;-Z5"7A"\[!X1@Q
*MHKT[MV98='4P(<=?/.)2.J0\B8@QS(/2P?/-^MG;%8<#O'T8#;6"<5]"KGL M^0%%&;!13",3/$9\GIMM;*9ZL\HWEI-*
*RH.YBY:2+GONT+!I3OK1F)[BO6N#_O MSCP|EA7-LUSZRX?)*CFCS]N|21/H$T76:TYM|L2Z/<#"?"Z3?3Q.3'I4CUU(Q MQC^*U_?*
7RD)SNC///I.<1F<8X@E>$ZXRA@QU&BEL/(Z64>'I&>#F]9\^# / MW3[Q;>SQM21_/IE#_\DEJ^M_;<-D]FG(5KBBHCG3Z'SW-*
Y^L=B5=\=72%:#Y M/!1A[3HM/IU!N4:$R\ME!EI]7_9*G:EI_H"NCP_XI*H[9+2(3$=$M/O2DQ? M2W^W+J>+E9Q^;-JFVJZ^&.YR[=)TK5]-
M87DTEZ=2_24+\I>N(E^_ L6?(3[T%-"1[B-.N5CC([=8CG";?3I%-\RL;8 MFFU>YE__MIC?+G$]W!6%R]SX0^G,@WIPC^5_MX-[SK?*
L,/5%AZSY%W=:^D) ME#:"W$T-,W[>T?O?BKT;B!97YG5;6>R$UG,]F,NQYI%>=C^"^\$!'FY. M[7H #Y ["HHSOT5AX'B@.* XH#%*
<4!O0&+LY^*L^VFS:7YB&X'F[8T87NZ M'|OG]FLL%;Y5#G8Y+26:\L0H?92#/B(3=)1+?)2#!KD^^"4^RD!_\$A_@
MH!\:GODF4E]&UDSSB=SNOK<.Y2O4?SV]J-QD_:[X9G;3'NX,7I>,Q/1]L. M$>;WD\GUATQGMTW5TR'1]>FX:^3_\NT#O4LJ]DHC1S^\|*
*(N3_SlZ;-K=Q).O"-MW^^OZ/ TY/F%:OE[NQ/OU1*UB'X, !PU(XOSZ-[.Z M&PL!BAM(-LE66#()]%*5E?*
*GD4EF9*D0K2V*85'@0A1*K+".4ZI**,JIR]_"* M82/5WH<@S,XII/H0^N0%+*
*M/PL[X@DLZPA9!X6LLE++>&BU)XB(02:,D1E(!D.4J*2IJ>MI+.L(60>%+*&TH]0'PFT B\G'"AQ#*8@V-C$?2I[HO A9I6 Q4*E)*
*MBJ$BTNF26*QJX,'@TLZ7 5#POB&KNKQRO=/E[6IE^Z@.@104>=-&9@F5F/S#.LB,5H)$K0J MI3#4ZT!WREA50OI*2@+FH"8R6D&<*
*X2C3@D/CJWEKKSOL-H851N!:ES6%P14 M4C/F'+.$20;6$?.):&HBB8EJF@SC@HF=-LK,14YU(A%^(K*RE#CK E%!.L:M M92'<=_S?*
C(I["%3CLKX@H%&Z^"I(9S31&1B@0#2 %K9JI1.!*MVN\"F6#*: M;"055X%(:2]L=V>(%540GFHK^YAT-.5-2,2+6>WD.FK=TF8O840F)8,*
*[TY M, \-LJS" P/GC8[9/4UH_>J6U2-O"-66ES1R3KPV)9%<@1NO1%!TQ=\3<06&N#U(Z;RQ11FO 3\:)H3(2 M'UQE*B%BX#L-*
$H3F@3&O2<6\ 9PVBAA!+;%E**N0O(PZ/1CF\GL//8Z8.V+N MB+DCYAXN=UI4L8)G$3!K%9&V]&"S>C!Y24__>;5?>>T;BB+DC
MYHZ8.V+NP3 W 6+:R'6IN ?\#)811V5)!&6)ZHIR97;.JY1>6BE]2:CG%L/ M@AA>1A(EK9PQWB0A'@YS[_VLW7/%W ?-
*OWRNP>/K5#6Z&\/Q8XX<%V9+;!\Q MF*J\#Y?#?AUR/'FTOR3MR5>5J*@G5,N*2.T G8T01'E5T=(RF>Q.GOM-(K_W*
MM4DGZ<."\@6F>$Q8'I,.'MH"'@'RY0)D2,'Q,D1"R\ 1(,$DP?/3)\I5U B0 MM+Q+F/:^ +)\X.CL") C0(X ^0(/,CKA)\2"50YL ;-)-*
*C[F]@JI>C*Y)W: MR4>]39_2IW=2<@3($2!'@'SQ .F\L_ H3G1EL6"/D\2I2I!24P6/C4SSZBX! MT'L"2"4>>*_I&0#D=L 3?*
L.,JW_KR=CU[_I;1@ _7W4_ON;'VXS:O/6B#="X] M\,!5K7M;08DV5S81YC^PW'M@-?V$$NYL)^P'/$D^D4,19K/3@1/HYJ! MK#6Y:?
P\GM8+_&XQ]|/ ,JGIW"_G11VN3B9S>M%#4^IX5KO9\MI?LAL7H#^ ML\4T+@IGF[I]T.(DSB-\%X_P\JY_=?*
*=*O++!\1QOP>M#8.2PN.V@&&F$-RRX[(B3!:-GSSVBRT52/"[;$[^]DM\D2+I I/@-L:;XB/_L2W.X MP>0.?X(WA-(+SHE-W!"I&9:V4Y0X!N)*
(%:=BM^AP"+ZBRN&IWX]#4')P(H(J MB9'<:ADCU=9>XA!\!_#Z%AZ&@_@GD)/M1_%O,_ZBW#9 RR8&T.F[OL/:8_C^_MI^^V7 ;21(]N ^[-*
*W%Z:?Y%86I&"6EPOB0,Y$8IS01$H:,2O!HPDX 72>& M2,-)% Y,.R<4T4S!E*EP1E")M;F&.=MHG+.VE$0E!H!;23!*G;=$.28DY5RJ ML)-*
AR/41J$N%#@[GHB/.IDI+2* W@-Y67.7N//-N2N4HS$4A9@D,K!:ZM M=[D4=O2B#]#;1G=FRR4=C$&>!WX(AA+M%0=WN&0!?*
%ZC|&6QOP>;[72VQ_6] MQ0>W2]\Z .X6S4V-%ZTUA-=%;FZ/=S3UI^)TEMMRQ]R6^_&FTC<$+[S8QX< M=IH[?
G$:%-5;NU0A3FHPPL]1V9UUS<_ ,E^O)RC#*Y0SBZB/R*99/2_'T/2S M+:.D1.E$2_+^(Y,P3'43"'^K-&>$]#JL(A,/PM+.F[]
*(_9+#1@.O\:YQ]J'YM? MP? \4 CO\L3%1UCKQWLU.*G+!N4 _PZ.V[P3P#R,@\6 Q9&U\<1**HD)4NO(M3!)QYQS8;:S!>^>?;R+8Y'9-*
*EAXI1E(ED/ M(%,&],F",D0+STER3C%6IRVM[#@:GC@>@]"^/OQXV1"F= M#RYYPC4PE_0I$:.C)]$[&T0ERT1WMD=ODS_RZP*H;.>AZQ?*
\3SN?V^GBO(U4 MON 9=_N2?(2 &L?@,#X.WL%-Y[7KR/TSBWDPGZ5'G'(N\:-+R$V1,3$0-? MI"R9 3=!"V)2$$0[Q47EF =GX<[Q^ L<_D-
]"A0,/\,P9F$W[A&6\W64Y^&7 M83:-Y#S;=<'PBXCS:#@X;>E6?.SHB#M:-?C@G<_=QIA7+!2!E8&NN)\&G[;>
MNFV:F.]SR'H5PUX_S8$,V*Q@EPUZ^"X # J %A 5U8@+!$/<-0<(=2T MT?5-A.IOL_CXLSC'A#WI/B.K/:M8/9+*
<;G#5I>>#]\V6[CV68V;8.99[99 MCZ'U?0 :,5&@^&,Z^SCMAP$WV@4,)<#;%S%/">_!/(+Z%,@!KS\NBE_:>;;/ MSGBV?*
C:BW@H2V[2&]>8A#JL!P,"I@);$:>%^>?B3J8Q-2_&L?@,#X.WL%-Y[7KR/TSBWDPGZ5'G'(N\:-+R$V1,3$0-? MI"R9 3=!"V)2$$0[Q47EF =GX<[Q^ L<_D-
*=V]]V<7N!/@(%!N?T2D=C226&*J(ET@1/0%UIXLK$G(A.5&DW%*PY M>,A.DDHDW *L)-'&1Z(LP\X6-BJQTQ]VWZX6/*
[X[X>>60[D_5Y>&^,>%Q, MW U:""S.Q1P6L%6)$QNJ1)Q.RG@11/0[O4NTY]Q)RHB+L.[25!5QV ,*UIPI M+DVIU4X!VX=;?/640A]C_M?*
*=S6NPA"N>?$ETHH!?7AEB2D.)4]2$DC))S6&" M*W&",\S_:/WH-]/P)L",P5R86US57HF-:6';J9<(>S_;^1]Q@29&3Z67$H%9 MT^!T18-*

5;M>6EVHW'-[6!YXVP%Q@8 &NS>L"VC8^*9NE/\'7PE+.)/2]LR$<7VD?^$<\Q5)/M/"J MPENPM(&>%O[29R^QZ?.SL#.K/_=.O=Y>PG# !,88:AM_F"6TK[WKUZ_B)/X M =XZFP(XVE#/\ETPW>EB=I.&EFG?D.EJT]G\|FDSX(@*-;@ R2UO#W MX#7 3>V0NP=D(RV>GDUFYY@X4D_S"8?6GMY_3)4(Q]R"O!5@\E.1[}>?2H? MIA3/9Q_QRAPWZ1<-1_6"@N"182]<7@+26L! <8SDQPGHBJ;>>RR!TN--9AG4B M5HT]>)J,$M M7H!8V\5B7KME/O>$LMW&0J?9"\ZA@4N>"Y[R^[D]W8HV]''4+C8)N!'A^QI& M%O83_MK#4^'](!)P$?HX<\;;C.:GYU-\FTA GTP%HOXU]'RJ:UQPMF/WAQ< M_->RSL,ZVAY#MQ6)@_U08^# @=Y9+IHZTZ&UX7/$I#OK /@+5DXFQ=ELCF_.M7GJROO/^MU7./+]QN< O\YCK:,$7!.TB5EY:Q>$V#>Z\<8J8!+Z=&_-?? 3S'$!K;TSQ/;QZY?,%3_FFV73*YBDUXO!:$W(W= MN:LNZGF94940/.QYM_.U&1\%L+O4KFR!:,,,.!+#<&CP ?1[KIDK(WV?S M&L;7[K_MC&I[.#V-X 5]}#=_OG$;0OON>PO[TM_0/S521.PS6/5W-Y%:-> M'E)9'^9_>#DQ6[JB/7>].GV](OW&S_WI[;^J_W8/C-KB9([ZXD_ ??^-+[E.S"D_)^#619:I5^T6!?B2 MJ_6OLVM+'$98#@(UV8(!YG[;? K2V@BW\/5$#J>YQ+\&X/;SRG+7*KY#G[<0O6Y1O<1$O^_O$PHM^]23>Z4$*B !FBT"OZT^WJ]QJI;Y? !50*\L/UR M.Y_C- %]POF%P^*C%^5Z-VF](C/FM#MO6#7:Q2:!N2]&[^5^?]_%/>HVG';+!@LF9SUS@;C9/P<_J0UKSY9@-CDT81SO"?4!@)_.;/V+7)V#3P MTPO&Y"VJY+!EIDJ!9,G?01O@'<.R[>7GI+#[L6'/#H_VC3D/(3VJ?A47ZP.-LDI-57)^A2 MP13A.Q"D#D/2%BG 9&U]G=;]_GV:#X#]NL!C%,.? %FT4.*/1;]B&>S1HTBD_! M6G;H3F;=T60RY+U[N#\>T M;?*WWD.;%#+/,8KV^ 9">ERY#*MQ?HX+ ^A,,..::Y6_+GDL,$ZX&$SS!8=U0B M%YR,.6O)H[[Y_NV%)<)DCL?SV@:7^QZ-.%9R1Q3'Q&$K+3&.)^*"]K%4"735 MSD'56QU\@-4",6N7XLTI"NJEN> [E5JZ[NB+771P/*MD=KI[TZ:"#6VT?A=.A M$D0S7<)]"TMTE01A#_A1T\YIPXKP39%EL6DN^6\R4ZPPRU0-!%R.G> <(T^OGA!QNV=M2>5X6__$ MX^+M9TVMBRI\CT75:ON5?EI.)NT4LGUF3[0+5_Y:/X6U"='@&91-Q9&1GT-$ MYIMU[*#5\P:W8R8)>0'-KM; .K7_@_6]SW.P8&A*BX-!H:1V1&L#"LAR2JQ0 M);&>BB#!G4YT9RO"BF3@*T.J0[^1@5W"^.:)5:DJ+=<.[)XKW>R?5\>=V75W M$? A5IS(O[]:V\(SQY5&_==5!'9XJ9M7KQQM1TYT5SAN&+L9I&WS+VQ.X.ID! MD]]/-QR$0?.O31<9 #']ZP@01@W>>F BL*WED MQ-+H29*J- *6JJ$E7AXE>*O_V7)1KZEU@(,QW;1FH=40'4O#V\8:QZV$/37ZX MT;'D21,1+&!YQ,)AC 926E +2932AYV"=*8LD^3!$&G_>[K+4? WKW(M./YK',NPEN&+%MOL,^2[*O M/K&8+4"B0KL)L#B!03/Z)6)M_N 2(ESME YBD03$52>ZK+<'A!@[% M"F$Z&@!\,%D<&W'JZQ=3!ON[K0JU0ZS=/7S]8)GSU)H2*RDG(ID6N V';0HB M%ZJD3NH=_6"]48M*323E:E,=95;*]^,*!> -P;D-"MT1?4 MP8;)-#F_T._IVLC?5U(:'' [;P4+E)&*)608K.'.HB 5B)V/)99WWXEYWX1A M'A*X!U6,&X"[^ RB#4OCBS:*@-388OR,E+ MRD.R) B&;F_K $1"CHD024E7V1T=IRMMX#X+DHLYWW [,555$1T=U2#[R?(X M&D7/U"A*U,-:"TN\DP'\45<1)Y4GK$P\"E5:X)ZI,,Q#&D5L6$;1.MZQF T. M*+RF%'NXD;J*''PF3)92(LQ)C V%6>[;3XT))656")"'"\BD:%21'-OP(!6 MRH,E0(.S+Q4HTF6JZ\5;O\/#/%JEH"5S1 B,VT4I ;JX($Z;BH;2\\KNM&2J M2O =7>4)9P"1$KU!2\%63MHH6\ED00 >!?.&U 3L?B-XPTH3P7J8,>^P3^/[M]O1H#7#?Y?IG2^#=__O^&\), >,+\;3VK?DXF[Z?M8=\IVE2X_4N+C[BIN(CVSCKEMZV]?6SV<1GCJ# M5ZWJ:J^/IM;PNHTZ4O-<87#[D"0\LSWW'C/-=;ZZ Y[]0Y>K5.KSX^+-*E,? MTT_1OEGT103QP7U[A4G]KV4=\B9M ,M@.<$#$'B0ODN/:"QT M?6RV/SV<#U+LSUMM^L,,&]DL? 36Q_ECMN@E(WBW.FYZL4F[8B^R3:3,TV;1GY M*JZ)@^=?W21B8X?OEG-\RVG;1WV!^;JG,Y"_7'(.*?'[\;_'\!$>TL(3RL"& M6T5TNH_R*#86K*U-WM8?6!TY(_X]N5]]TCX$H\#Y@,L<=)6G\'#*GCHHC\7 MTV==;Q[4GG;'B4_;Z@ZH_(X?4>_]EM? L\=Z_JQO@1;O,3\^<\WB!_9]?3L M%@)HE]KO\WBM>1'WD>J>A5M&NQ3D?;Z+/R"'J^+'ST@-1F=*Q\-%8^&G+E MH'^&8:VUQB\=#QK:D-;)^;RIB(*FU9V9+K*D1N[3?X^*?>' S%_($/3QM*[^ M&JGQ>&I?^71M:$[S_:NLXUR//;ZO. ^W?/3=W- T%M@QT"K4''C M#"4T44",W?3XN?9A_;]*YU#N_Z ML.K&4O7-/)OB[S/X7_%5USOINS>__KWKE/0U.$875WA]V^]GN=11?]^;7W]? MW8:O)K0Z*GZ-N1A8\T>3]5UY;7_J6WK5[Q5:=LE5A"]!U6WFO:#HZU],V(-<=)+Y8<6'%0GL8+%?8[MNE[!Z;.ME[!_=%@O81>- V#R,W5_5%VG/QD*8Y3.ZW:'C=@+_[3V7M\9$CE##8B_9#;SZL M*POF:%-G-N20!N9H[HYS*-7!G[6M\IS5P$HD-]0 (/L*T5?\;XZ*[Z>('<5O MV^@!^A*TJ^'C<_K40\1E[&,YB3C75N7>Q?_5K4A9L6*Y%NUR+T9.A[O!_8. M55=NR>KQ^^6=3O%$1H_@5Z+UX7#_.@U62B!.3VPN;K)OQN5R^O-6:_BK*\V M2]5+1?D0)Y\]Z"Q4$M977BQG_"^G(SF9;F:3_$$"IS6 MU:2.)Q,Z9+0H\X_CA_.Z.ZK);=^%+D//^7]^XX1@;W]>']+\RM_^?EU!O7D[M^C.W;Q>C@I=.N 8S!*Y%M]Y;OG)S3'EU M,+!\$B=G&&J/3=L[8YZ1TM62E8>PO%=.ME7K<0-"Q*AW60BA6?];>T_<;I7Y0_I%Z129?\6-;ZWK+[3UX.$1%IT7I&=&4 M 5<$8 T3-? RD$S5&*JK382]^'I,8EI/X+FV6 HV+YLVZGR9 7C?G\&[Z"Q:2 MPXW:OV,UV1SS?9)-P0]6V6"5FI;VUHG;],JT56<)&Y;V33EFDTG7U W)V13- MR>SCWNRWG6H]WL[GYQOUSZ=,I;!!"0TC7^;2ND3%5M[ZMC4]*-/U==?^7WXY#&(=UJ2&-]X;$DUP'/[3+]PLJ5OVF*62J^B3Z>NC@O M!#LJ..5BK%\^XLN(+R^S&\)C505X&1,>F?GYKNV+F_#(S$_6\/N_R]DBAI'7 M1UX?YMH>DM=_A=? 4">9YET8I0R#*R/#/E^%'2V7TTH=+X1$N7O+:OK@)C\S\ M?-?VQ4UX9.8GZ[G\/*]]#$4]'=E]9/=AKNTAV7VV.(GSD=5'5A_FVHXQJ=&- M?]H4'B'E);_MBYOPR,S/=VU?W(1'9GZRQAX>=_UPAY[S0Z#'R.LCKU_+AW=--MG' 8S$COX_\/LRU/22_+Z_(@I(Z8<#E/ZRGXCGHS+D%&9A^9_3K,7D_/EB.OC[P^U+4=>7UT_Y\L MA47,*DG.'Q*'K=(49 LU&B1DEYC 2D\L:CP(S"LPH,-<3 MF*]^B[_BI&!?CT(S"LTH-#<2&CX*S2@TH]#<3&C$*#0(UPOSP$&6I]<+!\VU MNV ^VT+YMXG6/F+!J\? *+G\I4QXY^EDO[PN<\LC1SWIY7^"41XY^ULOI J<\ MF[WC[-I/"_:/,@B 86NY8*/#>RNWWIL M7\3PT7GD<=K771$\?9K- ZR[IJ2ZHU]0IDJAA1#(NB+&A),RYH"D5E1/V8I](@ M[3EWDC+B8B6)-%5%G&>!*.&9XM*46L6+?8*S_/Z8Q?<[E-XWB_ZL2MY@/URW M8"D>LEOP_HCQ(XC-V.QSQ.H1*^\7*T49N=%:D9B8());30P 'V&AE*50254Q M' (KW]KFY,TTX/^^_=>R_@! .+WG'NLC:HZH.:+FB)KW@)J^5#88S0G7BA-9 MEIQH4X*%*9-5IA*NJC91D])*1^V(+45))I)>&&*[2$U5J2OGDY C:HZH.:+F MB)I/'C7OOZG\"!PC<(S ,0+'2P..NV4GDY QE:M@%B9Y0ZFG=G,10O)_QF[GS[0YTH-JC1?0 M$^F2D& [EJRIP24!51")+CA:MK0A+/E'+?$SE3HV&.UG!O>S^ T7W0%8PK^[9 M#GY6O9]&7!QQ<<3%*W!1B\29CH8P"D:WK)@FULA 0E4Y)K6,=D]KWKO8V_>! MB^*>M[J>%2R.8>4[B=&*D;$VEY\UBU'JO!AW=@S5;*H.%5UDG'OBN//!$AF2(M3HZ1RM&@ Q3^A_5V<$"RIJ.Z1$C3HU+^@)P*D21@G>"!&4 +N?[RS($+ M$QN0=!]'W3"&4,80RI5\\]4MRP_>3%^)J@+UPA/192F(=(X2RYDA-$FKL(0R M/W#V\;I& ^B\M//Q*=\E]!.26??UCF>BFMUSI:-F+NB+DCYCX YI9EI-P8 %D6 M Y$*NP294A)'M0R6E=KNQC+NY"/<%^:*>\Z>? IZ8.\;$#Q.3S54G1\4V-I@<_M&TP>0BM5DE6V5(D(1RU8I5$0'90D3!BE$S=>L3OUW-C12GM+R-\N;E4^2)[L MDV^?,8+C"(XC.- X$"VL=$FY(!5+C$@K+0&3.Y$@90@Z.<^9/*C)?D!P5",X MWE-OX:N;;CPF3%YX]V=?=UU*7=Y1A)?FF%?EA9XB%3\V?#]1>Z%"L/QF'9J M3AV SHQV)KZ0R2SZ+@[1'G]G^>S,X"O M\Y\G=KIX,PW84?@,.R%=I[7#1O\8H/LIF=3-@L1)[J24:0^/7A5UVFX6LV:' M3*&]O6*;A9TO7N>U)_C\JYI6S3JAD&GQFSE_\ M3:W:&&VPU:H3P<4'#D0J>F;*?9IBSTF?;8*Q;H]S'>BX>F17HL=]]<-PHC3) M8>I55)% (1ZCQD-SU!D%7] 5T<5[%=BQS\8@NDX,<4QW"ZU>O_SHMST[/E IM:;]DJX\[$TQE'LL7'O*,OG0NB41)&5TBDHE$G*@L MT67P%9>Z=+ZZZ,;J5$IO1$FJT,KFA(WC/F=MK3:_>:!5H2)< M8*S=A))H71IB8N") [@Y3/$8\6L8FX]C;N"-1>5'.UTF8*#EO)Z^+Q8S<$VS MW1OJ.%:T&F/@QQ3X6Q^_-XES:CFA%NNZ6FV)\V-\V[(**6GKE-[)?U$FT)+&-MBDB7/)'"@H923(*NXC89FK1*ZG&TC;SG8ZX#S5L? 3>H1'T=\O)_D:9UXD%*0 M"FQR(H.7Q"6FB$R2/6SP$[PS@EG?.$LF''!PRJ%#&E M]3*5U*5PD&.R(VX]1-WC$IO5L.RWB]/EQ.[B &8$. [Q=2[),J*,>PRAET& M4IF%RM)I3<'N5@S^L6!R&V;-1A\LX$%\/,DX@^@ MTMZ\::62-"CPC]M:!:,)\\I9D1+$>P','R M1NWEN8#_J" I>DYD8(Q8D0 QHZN2TO?^P #:HK_V/?R&SS\#UX>')EXH&4 MG%LPJ1PGULJ*!,ZY>1IT>\AUV%%]<1/@[C[$X MA6]/FB).0PQ%7[&DP&HEF4&QY.(1-B,ZBT"[#W%R?E0\W@1P1!_M(@%3&E4* M@$I?H6GE,!M9EL3KLN05.)8^Z$.4]7I L;G6,\28)\8BK? WG5VT=< M_4<<0@^:3?WI,Y#YB /<#+];'CSBB+5_D9=?Z'2?WQ"9WT)J?6O"D? J$JNC: M[LM&!D' E)-ZBI:JZB#&P=O9Z6F]P$!+ TKA+3ROGKZ/4U_'YCIE>@>XMY;? M=N#JL^5Q'Q>COU<9(+%V/HV:(4%Q-<\FRXV;.S M^>P3&+8+,*

(GVNJ^/Z3TXZ:L@]"2!!DJD!QVA+3B0/O"[Y#IYRG=J:=TJ;7(>_M[;OT P#=EH_0_"LM-ET#>H5G8(ZH&51 K?G7TLYAH6-<%+,$_Z7:@Z&.+RKJ M:?&?]ORCG8>CXBVP,,QL6EO\^*?9A[:X)!C-K+!-48,2.(DVX-.PY-]Q@?S6 M,A'&'!IX_&*&4>-ZGA]\1SZZQ%B(S%.C74F49^!+&N:P7IH@NC*E%39(Y^YD M+(!?X%]A3GV,[W1R>#8?(LSRS[DC^C@@ GQ_T4[W^:& ")$LO^#3R/G<-&)MTT=!@W=^,>O63ZW@[Z:\5A,V3)/#U;(/C,'`)K/+P 3G=GSHP(P.+170)$ MMX6S3=V@\V8G8)@MX,IB83_%UC!9@YJ?-0ML#C[I'X5.*8S\M(85/"Y^/X.G MMCS;(B2LYE&^9@6<'W({2[QYQ=ZYR$\$IH?IP!?UHFC XYZ$PL4"3,2L6O^-M6(NCN8BPQ\6;!I\U;\5D.@/9@$?!' JL\U[4IV>@E.&9N;)_]\H+8P*EY=P&L5B=)DQD.(1LFQ5E>LJ*I@1QV MWHMT*Y@HDA?U4"NF65IB2FV@I_C1GF.5Y!R$VL8>D*;E?(ZBU=V'XP9=V>#$ M!Q=)#;&LO*(5H=H8(JU1Q*40B1.1!J^VU-E^]B/%3; ML,LSCA\Q?GI4P"O\"0@"@/49F#G I6 0@\6$QHT[!VX$Y 6&1>EI0'W, 63P MO!WR^R#Y)2DEC?"!>,!9K'W K<>2 QA'(6W%@CG,D:-?.V)\T]+B4/O20P+8M%9=LX\<|>DR%04=K,FN&B1K*;2RA)L"#DB614CG0IXJ2*&AB#/FC/$A3G7^ M:/P 1'@WW0 -<*D01J[/$@TXTO#35;KW\FS0Q]Q_V4&'T]C2_Z/]>+D@KKJ MJ-)#3=V@!IHLD8/@WAD:BJO,F\XBS-9NKXL[ZW(V;8:R=_$()90Q6'3GJ6:A M[-RE[8P'9./!;N-EU3P(@*4NJE(+HH1"_2M 96(QRI)6AI:.4^9VNEO?)B=L MVS)[*XMW]!R@H24!#3B;088JE:'BH#XQ33A5E!@#*\Z4,S&57E18>?3NVO3>M%EO+(2[VQ2RJW52LO<#T>"/?A$0Q0N+%8@>UML1@>U9;,?$X]'JWL].7ZC(Q8,+Q^*Z?W6-B?%F:U;_69/9TM,L-AT U'G MG0*+++^<7_:[5ONVDMKGM:QV;@6H Y4H;9(5G3R,E,I9@)RG'2:FBDJ4TQFE[M>*/X9WN>$U8.91@/TE8:[!:P7$0N#5%*@F%R*.0:86Q'-8CZEM$>$GHPD()$R&9O"CF=[=YO]P *LQH,9UUYP;2MN&5<$5C&AM2=G(2")%S, M"HN90 ,%P9T@('K.X;'O@3\R\9!CMM+S)C.?$QF S-^!8IEA?:1UFM[V1N1V MXM+ZH1>2E_)R?68,818Q26D!VBRVV1M^#B2;US8/;Y7NE%?XN,BI<)/S_!Q,MVVJ3Q>=8SPDG;8>HYE+)%,70E(H5.!D"&QS6E0>5Y4M761Y+=J?M'DQ$T1'F METS20R/>(/$.Q+Y%M\QRVTRX2LIL,%MHU;A\E9%3O$F+=N.S2['LTXYJH%?. M%8("%UXZ,<:\Y66@ 4V5ZAHV1!&G#,'VZ& S+4_Y/Q!(/^BGFRF"#D0G#IO MNF*^QWFQO 1!08M@SYO_4]CP 3.GBX\@ C!?E L0SL?<>-W:>04FB)\R0O\M MG\CQ$!L _YS9]Y%,9R'V-W[QMZT#.Y/XB000S\PZKV#@R]/IZU W9Q-[_@J_ MS:_ORMC18U5/7W?8VC\P7T5 AUVSP@>7MR^(L;\'_,.0F_&M0WJY_D?W[R;M M-WYN:XC\Y615#3 O1EOBSR*/O[*3C\!;K[_X\)K8% Q53@O$_+_5\M=3_)4X/ %UD#,)[:&#E,\. M(02N"&KA[XEZS@=-JG#*DT\GN/Z)HC<_O/NQ^&XY28#2&:Y_C?,/@)Y-;9'M\#&>_526_=)#!IL'1536YORSYN_G&:+X"F_%'&-.7V<&6GV5/V2OOSY]DZKRME[]%?S*%>;Y'5^3M;'[6X5KQU<8C^AN/BY^7\V9IIXL^AWC[!4=@\9V>XME& M<'%FF_/2_;SR#2Z^!RJ?S6M%=5FNQ#1$;P4C/=]1.]KL9Q/FV[/>X_"34\A3)5>SM%K+#RL]^PTSMN3#W"K MK2?X&Y*E<|=^|Z,)2/XK>F7-54Q#_X,3V;@\&"MENY_P&#"$?:K M"LL=S[*?^[HG&)]]=IN3[N<4E"JM8U118G,++Z,Y,=%0JL;HJI$C#LSMY* M#%P)ITB9,-BCK2#,JT"\M*[$O156R2T7N=N==?'@-.^V!\4_P:(1QD<,.T LZ\4; MOM\ HW[,+2OF=N!/<-=T83^-"N/%R,^H)S;UA!=56'#0L&'JKTC+R^^,S+XB%D#F?*(60?H7*B\H#P"ZG#- MB RJ(B:91!1EH6+6:"EWSU?=P)9],,Q2(V:-@=D#R$EFUE$?W%5C(" M=5$2!"@'PY "D=KY)-AFAK+)') T!6U(,]:96/OO3)[6QV MW=8CQ3!54);20-F'E,ZR'QZPC5B=*F(V\4LD$FNX4R5ZUS-BOMHPZ\V2DOKWYW_U+S]#34");.-OT"9JPPCL0P4BX9B$%T:$KUWBBD- MT'@G>_Y!X5*;$2YO:]##SYBL5@0],H5>M1*&TWTZPHV%N:SB=8>3UVK\6S>+1?- HA23]HOZ:LF?WNC$F+]MQ>I5$YY11*/%O1J*HG3*1$;=(R4!2G,O4WN^]P9X'[F94)*05)*A,9B^$)H M8B0@69FTC=9S+?5.B?+;V!@//2]/]HD%HE6RL"\E"PS/O); XO"VW==V#4HH,4=YX+C&8M?)& M3YPW1UC4=*60VY8IR./%\NP 5:L/KIM-J@#)!;@O8T 5R2H1S3PC+(C$1!0Q MIUBAX=27V]6A+TA&NYK5WL$!,&_\2X/18;MGZ=8L';XG0VCYUIMRJ#GNI/ MN9]MAUEN#9N#"O!M$U78'>>H,)M]S.S6/AK["31M'=UY MP^Q1,[V2 MH \#7#U@?L[SO,H=N\3SC#Y(CL=\G,Z&I0W$4.S8$#0#=S)05>T8EC=NJ(J= M&F;3N_N$L- F5J6& TE=V5UD!VL#8&]@Z^TJT O.7E8EBE:DTC%""/!%Q M-@924AT"^+LQV(.T]I3WI(D=&BR-E^*#[EAI%%C&AECL5D_ M'SR5.B?C >%FI2]HXD!C O2[JFID@JC2T6 6PUH2E<2[:,DR3M54:6L3>)> MIG8@>65'LBR/Z,"9>FWW]0T.?*M5.RNX=?Z1]3>\?VS=B88IVK"3\|'5?O*& MQ;MI\5UT\]P "MOHK)3YBBL:L-\&AWY25V"!)["">;07&M'$.%!FW1$G&*4!$ M2A9!'>; 6)R,-^ JI:495E9YLM880O1"P7>419:6&B;RK;M+EJX M@/GEKYHK$(->54=]R-XQQE"V@6$*H-"VINW;GITM'3B5<#4XC%V(T:,&LKG- MR^ Z? 9!O8?U)IP*2F2I&+%:.Q)M"C(P,)WBSKXA,UR#B16 S23<0VU)K,<= M$U;E$A"<:[O#/!M*Y>=YVUDO?[.],Y]|%[>MB]^E-]G-M-]@\|?UYTUU] U8:M5'//,PQCX!2.B@GV^%DQ#3()MO'*/3:RCD$6 Y73AC* :LM)O@B8[?U\K=B M'^D80I-'+7IT&B)_*5;Z9&FP7UQTQ-**@I5MG4M2!E'N;&/>O;'ME_V?/8I]XJ:G ^/#RU3X .O@D?YBC53W&QCP^[IK8_9\WPKE,,!^)'<7SY M(8/'Y,?O03.&4.-XCK#_)E)BT3/E%M^MFV7FS+?GO[#]<,R$OZ?NFS]RB6; -4[U'O)$]V8),:%*L6@0)W,KE: M;EIB6.E=^L:>-_]H)_C[>F[-NQPE_VW6-[-]TY';3CK4;_7EGLZUP9X_BGV- M^<:=&S&4;IS8L+3;;T#F7#6*,3?!{])}[61P=G\9-"^#46K;H_U/&^,'1?K=9N1L.[H2Y-C6\/U_7-IB,\P]@LS?8M.3QT&'T#>.[B)Q_M'+FIN3!JT "@ M[C_MDEG00?-:;H+-,V5L2Q"%+F2_A) M5)($5U7**.=+LUMKGD^MLI$B.U%("C3/[[]UQ+[F_[PP]M'/A7F'/IZ>N-$>5/V.NO'V!4 MK:6_IEBVR2_*T> L\#)Q'9I#D[O$]{$.@IB*@:IRS/)25I'XG9VG0+V7"0RKM)#3NT02PVD70Q(+9'E@(AE9R2Y!^MN<9;+^;S8%&O89ZESH:;IY,PR\YAV"/ MJ%UHU7I5>($-2\3Z;O8]R+9,LH+YO?8"I[W:5UHN[#DSS-EO/B/ (?#YRN+,"=KY:;D6;1RWE5W*\8![H>%:&6%94*04A@!NB951)O*$66\ M"$F*K\U.W,>V+/3M>F)])_"IL5-3?RK[%J<#)6=L(DT,,/Q(X[CQ>5CPLK' M3WZR#+'M..U1#_[UBS/[/1+1#/1N=_,7VPVI)_$3:?..01MA9^3EZ?1U])NSMB3U_A=_F(71E.^BQJ]>ONZGV#Q7$? DKWF8D,;(Z MK@X\KFB_\7-[7/(O)ZOJ)WDQVI(F.8#_RDX^VO,&>R=O+LH.Q6&^)ZK_=D\.MHRU.Y@AV?P+_Z[_Q)=?APQP<^;%_:A_65&JI2M!WU<,_4R!_YK.3DO6)>W.CB3X"GDWDC%DHN,.)6M5Z0HB2LY[C("ER2ODHD[&T%WY*\^R+Z94?']=(/K[AYRYVJX <2='!R,M\?Y MPM88W/@0FWP<;N!9-TQIP;C"HP\\XF%<3PR>-(XJ&!E5"0[N[FE]D5RI;"0T M:@Q$8Y\5EP+1BOK$DJJ<4GNS;G((XS#QBK^I8S4HOMB(2-PL46;@Z0K>ZV2$ M",0J:D!OZ4!<&=4>692E%&ZN+.W=QM<>:BT&79\>7O(QTQ3^.DF*3-@XG9! M#C"8X=^$P?><%-PG^SWY-)D@K;9*5P2C\416TA%;.E988P:P1)GC+Z8'UV=O- MW<9?HJ_UAQC>7:K0[L*#@PJFKGCP359HR#B?VW#ME.D"#VZ;2)GK]EP%NM#;MY@09=HA;K-Q8XUS.7#".2$T9,<97A$M54D5UR<+.'4)IE.)5D"0FHT$;LDA, M!)9-J8*'5-+@E\@#R"7K_<(+ZK+[?@5K7]E3SS,:8.SX8%6J2JKE;'$ MIR2)I-X1S0&Y @V")J9-T#MUU>_./I?DFKN49Q0#8IH"ZPDTH.R^1MNZ"]/F MK)&/<3+!_P^.+1A38"E'2KQ"(UNHBM@R.2SL8R66^BGC3NKQC=EB0Y']$NM3 MMYPW&7B_[2R! 5&#&1* K'AAM>D\WYQZSHSJ/++>('J$;*-]>G Y!<"KFS;-M]&FF(WG!I&7@.8;(L!^P MO,:U)1D\!V [UI=CQ'SIEP%?80+C%(4:9$C.8& M>#SI5"J5N"_O,QU)##>:L"\="5U)>%T36XTW-)07I*>T4X16O) ZPY+G&+ M4IOD;:C@SYY8,,Z2AL0=RB#2 [=(.HX),<<+VQD/_W$FJA G>F*DH]CDM-1M$6LH^F]EE:0S)M&=3"Q)A:7"&U2'%7!=\,1Y:X@PSEIC=2C=3O3I$1-K_E8> M?Z:5[V,&JHJO(E:K&6*-)05.OTX"5A:/QT@5 M$1@"8J2U6E:J]0:<[(4MW M,&8[?:+EC'^"CL_@/(^]8;T;Q_P, EV56\7XD-CCRQV7]T6/%==_4 95Y1+ M'EE5$1%"/E/B'..H=332AC*F=TMLW5+\V*@&5#)"_!O/8:& ML6HQQ?-JM@1]Q*C3N+=P 4R$-I%3CK4A\T:I(5]"LZQMJ5/E:"D4?5;Y&V;,MW[AUZ)A*5WKPHX6N$O**)1:DEK"D755Y8RNZZTS?C;_N/W]#,7ZDAAIQ>1;Y M&YI1<('!J+%E!;!4,8_=P341T=LR:)$JOQ-;%L8PG13-AEFT/G;CC8?'%<\W?<"JFM]%,5]5_IID.4.1:%&V%RJ"L19&O M\8>U58N2'-'A3WIGU1%'CYJBC]!\$A -=D^ \&J>'-BW53EOVG?CC7\\AIWFCM\N>_TZ(@=G<'>M_",+B+BX*=XGKU*E:T$^9N,AL:]]CCJ7:*4[XV2F,N$TTK M=!F&)H**?%.%)!V^ RM M:F3B=JKQWUJ&;K[XF=CY>2:F =('/'QM=\\D#0/&O\+9..X1!*U.6 MLR5:T=,F;ZI1@?9Q'<>+NM;7_YZ#M)BRO/O+KRX&/4W_,XC=.AE4CN^=EU2X4"]N,XMMX'FOLF=$ERJ,J%M:4 _:!$%G K(I4EF9H+SO&LGW 6/&COA2E[=M!EVEW^8 M?M/L] *?!K\K:34?+\=7(CGW\H/WJI:Q=6->B9GTC0R$##$IH94%(CEQJF0D0) MHT\('FN7]P;YSF>HI^_#C*N)F$V>[@X X;5&,[S"_!/YP#_-5HA6C7,JEC(=_M44AE.:'@WROWB3^2*(C7]1H@.+8/$6X%]9=$PDGO:#>]9%%M4N!"C-0U/T#(.M.8+,] >K5$W-'8?IG2'LBX3[_79=?U[3Z,/(=CKK$]5>I9I%*Z;72'9-Q'@?M29/@[1OQH*PSU)D-F*1T89XXA!0K6!58*#[FS#JY'W3T>R<+KTXN8B+-NKLYC%)<1Z3@WFQ5:>NZMB[JN^=M-B&ZT,F%U>KRS9JM;9.Y=ANEO%'?<<.VVO0]WJ1Y@ETW^NSRH3W4KWG2V3J?H>A2D=Q80S,7F4-TM]95YHNQW>F, [G6E"? LBI@:KW]]_?S_#]9HV/H1[AH=L%C%_T49TJCJLU4+S.>K M.56,-'JLKMT\66-*SDLC@::S43JC1]E]M:Y?=(\YVIY-IOC2N4U'I_0:Y5Q M\S";X.46F_$$7.-:YI2NMW:6W]HVF&RM"7R9BPR+-K%YL4U=O.R*W\EG7>YF M^>Q*)K>Y2R?Q89W3T8[QLZ\+.>ST$0^4{[A(S<^;5]7]V3WE"8L\@7)=CJ$ MOHXJ]/5H9<[>*E.$9U"$S:",@XJAD*?M'!"RZRBK+B&_D#+GOX3/(]Y&&57O7-E'4.2LJ^:*V.(L2FZ;Q*%7 ":KRJAS) MAH6\IRCL@>3U^$7.ZL1RUM^)@%?+G)%,9N]+(QC7-ER_,].UDEID%W'K*4U' M4&MZJRT8;BJ7'G&I=-JX((UI%E-]K);F((2HPWZ ^5?+7GZ\FF+Y,,OH9,0V/?'>AL?R.0(9R(01[N_UVLQC-W_G;WU\J*

M?5B=]S'OU%3M7$:#(RN+L&*EIA[/%H+VF4QAHDK=PGE%J?!: VN&B6DO:;B& M!"N%C4BD"$;\$0L>>DDAU[@_^NC\= FW2.U:3D/H+) R[%6#5Q)U'NL4Z4[M)I)IKV.Q'ACN,36$8FB<5Q"RR5:QP5^-K({CK$MSV-FPA7\=HIQSO?!4G M:-[(N0:*[@VHOK.Z,2*E$%"N.4E(8 Z+A# M'%.:B,H*E)^',/4.U?7&W*1\|8F0AJXSUU"=EYI[@>B5=4&JJ]RCIA:IRE[2(.5[37?IL(V<3B:SU#BF8UE^(K]UQPV_!P1W MTBPN5:9%5/) (W*Y]V1/0Y/W7.%X' 2@*T<1:/SW?BM!:]XXA;.$Y\L#1?LDT M:Y0:<(J:*=>@:Y8AZ:PZ,T=$4E+$0C.W*O4]T31]A*/9)&KRJ]$I_O $/UL M!=:0=>_H ,U5]J+(8&(4\'(20O0<;5^K;1*:\]KQHJ'9RZ.-$9!(\!R6"L20 M,A2I#8LBQ!)Z0@>>|ZFBSI@/2YYZQ6.A\8V:O#9Z+M)A+>'NU4G.W169U3N2S MUJD:LMXT)3B"9@1:B:.5*@%(WX(LFDS>WPR^: (-6BG(R=B::WL>BZ6TS@MX: M/R>[*0 ;^[U-M&KR#%]-HN,30E-\0FTPSL=DN$_;>NF+1+*\#E]--:S_>P<\Y+:Z07+]S91 S/4B38B(CLK PC'C. . M$;9TVCP\F(8>O9V>Z-=XG^-KIU<2VA6E.A"Q2G*2,W#5*##!>+3,O:R^(ZCO M3!9/U$ZO7]E_%_WTGN\9KNODUY/.# [A7Y=_5A^C:/%RC4/[^A;YN(GQ72]MZP4SV> MOEWGBVTNV!P%J#D07]PB3TVHFU[W^E0U$]DE_DP5P&IWN?^_B(C]N:OV.Y_ MGQ']\|>S^>9!F\V(\Q+^"8U\|TV8? J?%V^_^L.E3>FL.+[OF=Y\N[,3W66O6OEF1[C<93\|MV^\=3^A7B!+'F$"OX M2YOZ3ST%FS]=]'0)^-^9? MPTQ\|UB/4\"YQY*>;;$YG1M+Z!D=F/UJ]GK1+&4%QKU&Q<16DJ5X$)80RG0B8,DSD*'SX0OTR-5I!UE+W(% 154LS6)IV[%":$CS57 M"(&L+98%A&P,A%BL5$AG-;#>N#AO(D]VZF4_?9P|;K@J5,Q<10E&2XH$%0W! M&;1T1"HFJH3 U F1/PB7GK/A;J]F3&WQ:YL0=EWGU?VA\:?JQAJ*S]Y&"ZB]-M1*!J>_.">,3 R^NQ8Y:EV4L'NJ!8,W5A?9#=65:36(]*^ZXF$2D'5IV8.V619 M$&=T,AU/[WU):.C&>JANK,_8,ZHGWL'A&/88'2??[&C^ZQ:0+>3M-(5J6])-.M,R)D;3#QTUF9DB*!&NA%Y/;K38O8:[5JT:=? GAYVL#+?.9.9XE#!Y$ Y:<(KX%%:D:,6I78T4)0A+NLB M07*!XJ$Z-',"DZBU%J$9\S%1(I'+=LN\WFTW_8C;PT3;JNJ#IV?1*+|>0VU8! M5PE\ [4)\"ET^HY_Q$E.TW/AM0046&^NE(0J>%<_,^-#AG_G':WZ%C\L.O\B+W M@_HP3':S3XLW3P^!&^@]OQPS>K!6%64,UL8$@I-#R1? 4E;P.D!S^652FI>P4 M3]^%;=K>71>L\DTX'R\W/=[^ME[^[V?S[U=+M,@VN?9->.(7O./7DX:]"AIJ MYW2U^,I\M0|FC/ZX,!3/3;2F744*+;RAGJ=O(S)8F3>4AGH(K2L=#I/P>;9: M(O"6O+;EI X8Z? LMYL3J)HLG"_*FT5!$S(LRV:#&IANK[U!GR(;4CIXW@Q MCN/)>/GYS>8:.P?BD7DKGYO;&G/JC?TMA9RN/XB?-;Z=W+WM;^?BI)?J(M"N&-4O!U;_>+?\%70\^[.MRKW?)!"@ZH\;2HL=:$-TIZ|L^7%/T$ &N";EK_K@,U.035MLS\"3FU8DJY3SDCM* M;;GLH15.Y.BB BNKI4EX"IQ/!73@(DH=BI;I5@E9/UVT$GYX'J@X84*<.&^O M#7@,=:XT=#Z@V6O8Y<.':6OU3 L&"E$-E'$>0D9DJIE;+EU1J8MF+@D1%>,0 M"P*9\C37,_$,"&)<"^6-T^7)T4S[$S4@V8,TWXV+ZM5KOC^U0P^N&:XXJ+VO M@XD&07&IZ1JK140AH60E06E#B0F>QO]X'[**RLM.CZG[J+U-)L+7U GLFYUF M'.\N1I_?GBD'4C@'>?PCROF79'IK1]O1\N6=2)-- LAW]Q1& M-Z_"Q57%L5."%9"BDT++N,A5U1$ML:LI4ZVA$Y+@B?5U"]/:WJW 83O9_;_M$^L_6&I)<6*=>5RI=?_PZ'^^O+|.8H'S_U!C8Q? 9LLP&4R'_*3.!7$4'FV-M(OM=0JI_6OP4D46+U$F$R#KF$#E1/DM,@#: "8FE4/-G>G |\ION6LIXB$2 M7CC-5M3B*072%>(Y/!'TXEEH -R!6IXSH5 4QP)#M(Q*@^+6T20>FC\KA&6Z M5)<[4UONE8+SY(#K^(E4;@#;>^K_^)ELL3VMA+8=4%,F9+AK.RL<>BN;17]X]=4I43E OQ#.3C(_;X MN+HLS]KIZ/^.:<0M 1VU9;[<(64Q:N1>TW]Y.=OT-1V%]_/2>'D6^_HR;WI. M4UOG]>C1G1,HN:W\:S5>? MXVE%N$*50O[%Y&4]/FAZ?Q#+4Q'-QT=!XPW0M/TT:UVO3UG%_MZ.FTQ'I,"]0EMI! -E!2)8#*"FU 16*S56LZ#=)W"AH%@[M30<_3C M;#1#BIE?QKDM(#4C@M,9A: R=6L+Z^'GFP/W0.@K;A+Z-&^)BMU_KB:?2:WC ME]6Z2YIEV*LMGE =,/D&FE:9ZUG,^Z]$^P8& (:A;]N$@%HVY?\ M]>>K_?0?GJK>*X"X3]I<*)\E07U]^0E^TPFN,@*,ZRUK(P*/CD2!TA0)"& M@7=$4THYF3I1$AM"- =D5T$EX4,H:\"1HLE6!IG%3=&6@] =3%)JZ/\X^MFVJ M",;;F2!;JKK:*/W2 .238YI^G$(V524$)^8%*,$<1*8#5.^]M*EP-.8>#=4. M/1KD@BC9C5I0KR;"7Y[G\"33&VP-)695@;18*MH--*C70F(Q)(DV?,F=@H3[M;'S';E383 ,=;BKMOQ+,]"AJU4UQE2IM9WE3HHR$L[W)R*IY0%-QVGNC*Z5N,JA$3G MV.0A%"35I*MDS'.NF+K2Q7BSEN\V2_F7=EV^+^5 LUY[-7AH.^FU^>^1,<9'MFVOA'#A'9%$AP\IE+,'UG>96$?I+ M(+<^@8@@=7H\3?-"ZC09?AL0.6_30>G[W@%),#9+K3- D7@I*+=1N/-4RL%IM MRJA/5]VA0F=+55(L+485(MH8I["J107BS>%)W<)2I\UZ[7(?@IEE5]K27 MB'(Z^F8UG^.?-R&G"X(: (SVMEGB991N2HA&@Y1,),-RDT!(1+&?0?!C%L, 3 M:%K]I,&G\30L6_]@&3>>(IHQ^OF21K[5O5O5?(Q;\6LSSZ.=:[0HRV:^!]G5 M=]P5_^GAZPOL(Y]O6*_T]$. MI^E5U/:*T;GW@&X1^'9D.Q78;E%^_0>!7]"W8WK!-(P5.N<*]PK^'D-1J(A M <985!:B4N!M55"-\(E5[KQT??- L\!,KKN\'7U!_?!@TV*@LD\-)^^0LBV3_; M6'5+9,UT\D^X6FTP<1](;NR&\U6T,=4]1!0)#E1JU:.6-Y^)/V%'$A^ZC0VW_A->^ MJC@=0%X\0H.V6&36!3QWJ&($'<%)7U%TF.JD*EF42)7D3-""Z<' :8=RL5+N%9*U@N*/$\C-O@|_OW\(>-:Y>Z]IDO47$*H!*B0'%$^5- M* (?:"?,\:NEEMS[E+EC6SI)OG9"+[V=S7*_.KG']0EG=ZC4ME1W(<=.KV]N MJ9P.?FJ-M)M*=5]S:9W#;3?S-H_(8M)>NZ $@\Q51#BS#EP)"G+D1GGGF%&= M$-+!).BA+:8U<;)=XKR)-B4_[:GU=/*$D6ZE*Q-M0]69'X(*CL]\FJWF/36? GG'H,$GB,J7YLB/NV"B'SYL9P9M\]_41;6R#4N^1-M,1<;\VVCWEUG #;6V]TMP"$NT7>KLTF)I0VZONCICL;GTSPZPB\U/.FC.<(= M(K>T-7C. E'8H"6B&5HG!7$[!5UC=Y-UDYGE6@/(*#2BO1#@.)UH8A),,N9L M[Q(DE3TQMJ<&RE4;^"_AU_&'T9_GL]7YZ+_^ZYO1[YQ*0GF!'O;/%'SF;_] M?]82.+ M4*$:S_(-Z:F[JGTLB*%3.OUQM"W4J9+/!+$%VE%? HFC8N5D-2OM3(O39[TN15 M$JEXZEF /Y2EYLA>9X@R99NS%SJ;H]>V%N-?VTR"FI;K:77Z#:3V8*((Z\] M"4TBQ_DY\DE#25>J?- O*WU_/Q_;'NT^O*ZU\W)E:C"](/%?':0BFGV: B'F2] MKBI7.S5[CFLK2M+@T,0#E0K%/E"*"$K;'3Z&*M71DU./8Q^C.I]]^(*FW'A% MKU+6A= I\TY42L+7:=$6_7IST3EV13@GM>:,NJ5%C8@)"Y1H2$AS2]TJF.P=) M,L&85QZ"H_KI4-#0S+H"8F ITE<5;.R9PU[VS9MZ5=Q=B#C!I5JXRR9Z M8);CMFG&43-%@ J2\R@+SX;;CJ.<62FIAI21(TKQXL&C1@JUZ!R<93)X>9NM M7BR_17#^'GGL?ZAZ[NKV?G>Q$I=WDB"]3;&C>P ;MD#X <\$8/\9IHU3F /& MLZCZ!V.D-O78N\E3J@W)0293#*Y \%,LU>/&UEBL(^=GQSHZ&-STP;MI3DVO M<&CKW'S;.]$D2F4E%P2V"J9MS_#E[9D(S*(N-#!CQ'9P:H MTB.M>,-B"!R5J4XOE. <538*=|*S6\|#E$DPI5)2=QLRH'Y;.$F+D (5$XV5RT M=YVV-R&K&BSEMPN%1%"$ 1^X DD&66#XC;"O433Y033=K^1".5TM H;G28&J MBH/S1J&DDC7EY&,MG=25@\%-'T23.G6]PJ$=T40F>]_H)3$=I?$6UA.HE]N MWF<03T'$(&K-E"2$6FNN APS$KB(U3 7%>]F,3M;@BQH+P59"U6J9R#K"TH- MU6L=>)7\%8FG;3[0O{N.;#:2%T<2\"T1_$4!$*'"PIBPM^]%"ET5:2#P4T_MQ)._OG_YQ]*FZ?&<'!D8 M5JD7&:TA/:VT=WPV_=A//\[O?:Q6+UH1V"^9>R/OE_UZ4_"5[_4DI'_"MS^EL1M|RV7]0..U-.Y%GJ&&6RZ1WH-_& ("LNYW5DM/7C7TIH;R/5JC%5K2BC68Y6^,;_MI_#MXTX'ZC_!?:]2_']UH&C;BJ;9^RE>M&GPM\F4PK5=+++] [QTVVV*H"]>VZ,E#&%XC.&!"AF\"9 M3]9TE/XLB]_&,Q":*M@\>;1"\(CLP:(LT%IU?5)/P4WF^F$$+X";KLEZ62< M'!MG]46O1,HIOS8M7O_4S"!HEN_OCH/[PM,4:YO3OSJ3Y=&%$S*KY#'\[8E M^QM\|-6'Z=L\7IQ/PN-MWR7B8K+*TR\WUY? &8K13+K;S+K9KQ_.YG93QOI/MG+QF,]KA=TUBS)LP^10^_M+|Y^]8=++F])9<7S?,[WY=L^$A#!"YD+X^0TRR#_H)K?IHM%- MN)N,IV6[_>,I_0J1AC\DHO90<$52)*']'-W+.I3UBJJ$WLL!;%[<]M_1N4 #WVW MG;C2ER3W^P62?2- F89.0*55PKJF/]&A$LH@4;;DJTG"C;T=!]JP:976!6E7% MK>"4)[JA]?.*DVRNJ;-+\>2/..MEQU!7&U@(D6;;<8 M. 2!$%H,02ECW%G1P5D1758B01NP@^&PLR5^V,E]J(M3K.!H(Q P2^!%>9!91O 59V!!"E#YW) M"<:BE$I* %,4X1360^0TM5>]4*4,- I=;Y5D^:8]+YT[4L:A232WH]36@K:;5 M:<.T0X+/6\WZS.6FBRTUM1K U26\8X'I1<7C#06&3UY52)58U50+V3OJCEC0 MTHX6A8 VP5;KBQ:=_K32&A]%T9"MHW'9(4'P3$ R#%4/":6T8:_@&.H'[UL^ M>.LZPFWQX)*"\\7 \<;8O,+7XPLW*,G^5@I3!+) E=HZZ&- AUS'60*3F=1) M9N-E5VS>P6T[)/D\KO)VZPR%+47U.K_'(@D6Q1Q8K1)J8C5#C#Z"CYDKG8I. ML5-7?A_GPQ-D)/0KI? S0"0GWR^CY]QI$_7=ET6XL_^+2XGX0ZIRT+A0T87T. M9/L*I,-00%8GDXF%6]EQDY127-9%(H326-J**DP(3$(216C&?$R^8WGLHF9I M2/B_QB&.)XV&^)<2%]MYR3]-_T9:(^T-'O#C;#K?_/HUS?'X^P;0?BGI;#K^ MUZHLFOCR+_AH7U/$^BN47RF<$W+/5^5VN0G'.3;U=LA))N]E\;Q)P%4-[6]3 M)B_$_JSEE(U&W]/SB2$WL<:M0_IM=L?HC\O&4-FD;K3/ M2[D&;V@RS=N(JGB9-\^#"T5O0(?#)'R>K99XBU]+?MQ>CC-VRGZ[.2&1$_A\ M4=XLRGF8XP9LEF+>Y(4TU_Y]\PSX$-L4@W+]0? R4WW2$/)7>WG@990YSG6=\G#_^83G?M_#KC!V']!51 WL_ MGZ$9 6L$J,T_^Q& K+4V*^A-FQM$?[AFSSZ6>3/]:,T#+5]H&4Z']>[Y,LL\[EQ8 *8F^;92X+R[&&D$V+W*]SY>C MQ6PRSJ.-(-KS:GN6SQUH]1Z6M/>I9:N(ZM>U]W>I5NW.Q/.%]6K9ELF!P%X] M@!? QM/QA]6'YX#Y0RW2K5%^H)]#40V% M[1Z;:OJP: ,=#>@SH$_?J.;+Z'.#YMAXRKJJ8T):J>G@JB,NY2T+N Y*@0^(MOWSWZWE)Y*:YH3) M(7,_E)J9Q&6TNXL/F\6J02?.>]DD0OMC*M"0*%:816\@ZAJQE]#T;4*FT*G M6>67XFWKD-5YUG^8G]^6E^)OYZOKTGCY#?$W?7I] .Y@/K*!OOM-WSF)6+6D MMO>4V<:N/-G=K> M]YN^|_^6N(6HB2G:0:F605%,TF#80EX'-PRQYW2'?",&BE?.@.U&&K"CS]| M316$9BH:+XQ/G5++9R!N-8#W0-]!J&A5TPJ.$GNX)$BF[E-%;#",[.9>L#?:4)<#\#[?H;.(_G(C]C0^3B;A&43VQ_$ MY&N"$:^M9#Q+*$4CC#B-.F#.!AQS-AG%$# Z#2E%R4XA_D!R+(/R1@/JA*@-_M2A>8T)9;5WL (ZC"GH#I1E>MZJ_'03O*^.81/WRG&>0 XN@K*0AK28]=>K ME<:"J4X!7PV9RQ(=",**"K;")HCQV0ILO25.@,/'#,(F!?(+KX(I:6/4!*) M",X"Q"H%2)9X+= (E'SI.!EX83YK4V]@#*&,UX'$T#+F)UTE>50WIO.)V^Q<_'+N9P M<|0' 3-PS+K,0S.13>9HV6F+_B9'<%E+,#D)5YVEE/BK')-L%('F5FA'#4]4 M9."*HQ;AJ*PI)Z5U=VH\^5@<(^2I?S:.&8)B#UK7OXT7_X1*K3;'Q&QEL1Q1 MJO@@SE\3.*7"DM;.08J)M%]5(6:&ZJQBNAJ>C!9= [5>I($N@V:82Q3E:B!"U MTU0*&7FV!='N3C5H]P2GFP<,Z(-5I0W2?&"8]6@S77W-9!]&)9'X>:$&>0$T M9S8K%K*PG;%23N3JA.$@. (T6RK$@DZ'^RUV2HDB9B]4#PPSBY>5QBT2S+R)3 MH(!H.F-1?PM.Y)]R8I(7&4+''5E5U98Z*FD>$HHD4\|''+L"I*]PM2COA>L M-MJ/D>K O[(%X&AEF'N7UR6K@(FA6T&&,N-";7@C?"%Z-TK*4[I;1YW&9Y$&& MOR9(,I5%C9HKZKDE4V9"1#32&73Q.I:04LH=$Q&575-TPL.-1!E>F :?+ /A M,X*;92RG0Z>5W7X&9B^5W%%'S./U"IB=#6 T*G23'L!D9)YG!&\B62*,)U! M .I:&SQ-%'44JJ\I08A1@? 71:ZF|"KXS;/AU\\@@1(Z608K4TEFO219(E KX MPR5)0D378+.2VL9.;G)B2<9@(\%GL.8=L$((]?BA#+<$C9Y!!B!PS MCS 5JBF6> (1Z:E6:JZA|H&@A+|:5(&QG KF5O!96#6B-1B,J9^0L*05,<.)$ M)U30ZA7RR*ZYAY^ID=*>#H;-H*5>+,IC=)TZ<,,WA?!.)*]4%0-EG0;'T1ZH M2=5H:RD^=-K5WJ?AV_IK.35=MS1NI?>=TTGO1|GRW*UK>8K;.+V;K18??A MLVLO]XU>=V]>C&87_+S3+WEQW627!WGJ_UQ- RTBR=ES\:-P\4-L6;F@$=VR- MX,RI9/[FSFLW]HJ[Z7MQZIU\Z$5.M7OXYQ7/X4R]4WUO(O;[B_&;\ M :%G.W1O:.UPR^Y@8N@.=F7UVID91$H;/6:H- .,$[1T'[GD1W+.,9F#9D]]8- MG2*.PSJ"U?(E;-L/"1M]^(,_W85G4=] F]IY-/SS\#W!!? =,.#6B<%;>ASMNL MPHMSX^Y>=CKKURL?]NUNV-(7ZKG6R=;DO(*8I 7E>* N209LDMY44S//G32_ M%)(75'+I*3]0%:?)Y_!L2 KKR88T_% <[YU#=]TTD_L,FM-?&#(W$/B 63UY MY\E5!43*.,Y> "DD('+Q%&3DWG5&V1P,O)YF!O2? M.%.G]0- T'9D/+_%%FX5MX%"99Y!DID1FV/4.5@FLMH:I"IDR-]'X;]8IP\ M+&E,Z>?'G<-\?2QM\GG$FU":N6$ ^WV$3H0=S;S#W!I%Q).CY>!H3YTF%+ ($G MA%V5>_)?46UR"M$U,,>S\AT CDY5J028R#%4@-1:JPS_'F\UD 5;&/ ~N:2K#!W#LN M-A\P:S#WC@R]&41XE &;[.G5$N:7*H- EFT^W?!,,CZM%IV^-@^T^FY] M1((R@;-: "M_F_I8/0=$+UXCD9P3M-&]. ^RL=0<13"HI0:?BLDF=(R^@Z'7 MTQA]-_2HY:=''#[WP- Y1X<%^@S Y9IT7%BI/-$9%*'"Q&$ V5M6YF++H.*#O MP\S]-0C?K=ZO%LN1;ZQ!.\0 !VNPQPCSJH7&"]6GL]DZQ!Q ^IA]]H6&4*V# ME%R).0[;:R?Q7DLAE'6(*_G0'"*RLP(>($.R$5<7QPI_>&I2#-3B UC%LZ6 - M'A"]G A6RB+ !%5 25,A)(-PY*43"O\H3:>]YL'0ZZE"@*=F +8!V(Z+X_?; M>Z'P'#@::UDBDZHH4=E0&;DW6Y=,XDRHCO/F/NS:7WNOK?)K@W]N"/X-YEZ/ M >95RXP7]C ASEHN;84B:P#EQ$4@-1:JPS_'F\UD 5;&/ ~N:2K#!W#LN M-A\P:S#WC@R]&41XE &;[.G5$N:7*H- EFT^W?!,,CZM%IV^-@^T^FY] M1((R@;-: "M_F_I8/0=$+UXCD9P3M-&]. ^RL=0<13"HI0:?BLDF=(R^@Z'7 MTQA]-_2HY:=''#[WP- Y1X<%^@S Y9IT7%BI/-$9%*'"Q&$ V5M6YF++H.*#O MP\S]-0C?K=ZO%LN1;ZQ!.\0 !VNPQPCSJH7&"]6GL]DZQ!Q ^IA]]H6&4*V# ME%R).0[;:R?Q7DLAE'6(*_G0'"*RLP(>($.R$5<7QPI_>&I2#-3B UC%LZ6 - M'A"]G A6RB+ !%5 25,A)(-PY*43"O\H3:>]YL'0ZZE"@*=F +8!V(Z+X_?; M>Z'P'#@::UDBDZHH4=E0&;DW6Y=,XDRHCO/F/NS:7WNOK?)K@W]N"/X-YEZ/ M -A;R:S=

[SB>[\/+_;4%UZF>3VD,M#K&_P1A\&7K5\+/QTOUE%48P07P9J)#\!D\$PH2RT%Z'J/+G8'VQ53NN,L0 M/$.PEE*C :DYS?*
A.AA>E@CATB\\;C4'G3M00_!M0J_],.EB#!PW^A5I95!"+ M)I50%4#]+U/C0$0P*WW.G9Z!!X.OI[&Y4VCUT^]'"K_!M@[+CS8;PXRZRQ: MA
Y49@&440:"5!R\4:$Z6T05';3;GI0N5FU?@ MA2IDOBKA@_!0J1V?$DDCG,L*(L5@HG)>ZHY'3QKAJPP&N#095 H(Y]I&X,*Z
MQ&/6*3QU(QE[PHQ^?(OR"V320C.3+YY57B$^/KML'*S.A[G-N"B<*PW)4,-" MS5!
IRJR"]$456Y/GMA.#/!C(#5;G@'I]1;U>P\%U(^>]D$4)4)Y9ZGSG(,I* M?.F5$9$99UTGN_P^O-QSJU,-,(!P(D?**$,[E=I/
M4WV13P5TX")*C6?)!-3)K>*$"7'B_"./,_PBI0P6Z/`)#(2?=MH[L>FEPWZ M:=_6X04PQ+#YEY1S_!P0U/C[\#VO><,OW>*K:[)9'2=+,H%
(*H$J^"/HZL$YZ1B/GK-NFX52BLNZ M2)!4%:FJ4Q "DY!$$9HQ'Y.W5Y6/;\>+-)DM5O/R4_UF]N&\3!>!=(,_E0F:
MB_F;V6+9.G>^#HN2_QH^?\ 56/R"_UZ,DO__&I4%BFO%W+[8*,4(+@Z<20([0) M1I_"8C0OYQ-\E#R*G]<'"[Y>TUSJ>$K?
E,GLT^]/FE/J:HD\/AHO%JN 6[8 MS>IHO-V+\?2[,-NP]NC3>#+!4T?O\;'FT5TW.!W],FO^@@N(9^#'L!S-.+NR5 M4?@4YGF!5@O: U=>!
(&$K)5:R)4\FLU'DW"^*'AH67NB<_OJK9E##YG::/]" MHNFCQ2K^;TEXRQE^3&>;.S6//)V-)K/I>[PE/GSX&,83DE)TMZLO_]QT]5B4
MU!7A_62:YB)HG\FC:AYTQ#*!GV(O0D.E>L!EV_=BALI]VD&?UT3J2K*4; &,&LJVD&?UT3J2K&+TG'PQ>,:1>\-
L#Z(7PF;+FX<)/BLST5@>;'V100!I>K MY6S^^?+7",,+42XMDE^@ZJ[.1;]\&"^7I1#PJ;PC/2:W;Q>C.$.\HR_S>(XX
M.)OC93^=S1#94!XLSO$VXPWFA8SW&2_P?@3)5P"\?;*_KN;I#-6Z41M$:-XO M3!;S!OVO7P?$?_R57H1@NA46"+X?9@BQ* NFHPTM[A+
(PS5BI9W6-4L0U4G] MVB\H4<^!8+8M+_"V,V3V/AIQH^U&TG9W]^8=.>?>%Q*17W^^.,&2M$+\C.?3= MK^?C%M'^BH\JRY?
\S2DNL;A/Q.4 [(/_&U'$9W%##9.;IGVQ4Y[./ M#951D(H(O*$_^LN\S.HI\ESS;2)JQ6_Q^?9SX99N44/ @V;-Y&?D$F0 9L+
MCI;X4,Y'IEMBGO59)Z/9)V3D5M= !0MYBNZ!_',PXC¥\KK&@S+++H(#,*//]? M(,9H@#F3D,)5";K3@]';K&QV%0QW!10+@MH?
>XC&\A23U9FK#5O@$J?71.;U[0X8(?JE= ?JUI9O+T$U2@?[W5T0,)&C\[>=57(SS M.,P_MW*L =+U26N*W,+JXR"I$RQHF1ED*RHHI27$(@-
XSXJ/W"4>.CVOG>+9 MT+@49F4S,Z6]]F MM5;E1&$P\7*1M!+N'!>4(N4U)M/B;#0?DD@GL@N+ MC5)S/I]'&
]E/CN_;PT6W75Z+O!WMNH3(]H[]UDY5VONEP\WOJM%ZT- M&W(>TUN'R>9YFAL%U.:0^,C+.VG6"H]K)_&
MQ^^=F#).:5]*A11BI"DA'KS(&I1.O&;A*Q<=[5DS=U#U#G_9+2CW?O3?B:P<4 M+CAZGR%SB+\XGX?;,^K:Y^SK- MB9W]\?3MVLK>7+
Y"LHTWS*,)-1-KWN]@7\1KWKZU>;F4ORI#2=M@TK;M=_Y MW(:D_GBVS19K-J-- 0L57^1-F'P*GQ=OO_K#I4WIK#B^[YG>?+LGX!!&9W,"
MC-\@Q?Z#;G(;[\[UC][-]H^G]"M$BJ4<8@5_::0A\L\W[9\N]). _YWIG@1C M'\7MM8=27]PGC,35-
,N\'S0V@BJ.K\;HSJ1],.==127KKMKGP,+-4Z*$B%+ MI'DA/CD=_;2C(341$7G2.XTFU*]SEQ&<-ZC'5*W
<6[!AYJX"Z3Y;+7U@NK_96W]DJK>5:R_]+3O1-3PO_$4J9/<3UNMNV\$Z7V0UH0, M:-6CNIQ2!.* Z%C].@QAV0ZGB
A;6:1)DN)$AF]YT1:B21YDJHE5*5@L]3%5 M[)N*0QZ0E*E&-] %'5YO\&IH1*0Z(UU*DU+QH)L!4!#OE?
81HG099HE/6!Z]5)TDJRZR%90Z8DAZ45HB2 M.2+L)6N5K=G$BPSM ?$>[_'DLZ?V#,'X0P3CKX3D+O*)UGZ=UH=,[LC+8;GR
MX7PR^[PO+'?AKJZM3=%>XQ@#MK$Y31^"-[P:3W*K,A,'?0P-SY-C"WV ;FKAQZL@Y\M!&+T3D5 M2U]*?2#?>S^)T)C 4RX%4
FC:6W&H/8F$K L/5=&F&H[1N!=B/#!H;Y-#LJZ M KWMG=/0[)JT#R57>3\IMX;Q?(00_\^R"T,DQ62%Y)P(U7)+]Z)X[UM_2V7
M\!3IE1(EMK#:TNO%=8Z2CG*_T#GFB"BWF\2#!+B;+C$T:E.J4FE$0BA.E9BB6JQ9]4QINIM\^DN^@,EPWX#7RA$J#AJID1A)D M'
+JK*!DJ8ZY4"KO N^@,O07>+^D,BS*_",1YCH19OXB5 =KG'%$C2Z& JHP MRB#1] MHZX231J,,,:@.1T3!IZ,?9\M/X^79UNW#17
6E^/L9_G:R%OC;9+8- MJ=,IJ&9<2\XM#S0TW%14_6LUGE.)59Q]Q$-6*)C.Z))D[IS.KBBK'RWZMDG-_7XV_S/\!8.#<%*<6&=Z),ZN2UJ^G)7\
MQ73DU\+F/^^8]QMJ[*ZFAY:VA.\BH'!.!?6C]V5:YDV4DY!Y1_7*CU0BD073 M/$8..66'ZB#9,B4QD$'5RH.)+G0G]ZWV.P^W-
;\^'LKKMHB"=Z_*HG9:GY< M51*GS_A$NUBPOY7(3=U*KJ%EDVIR/B+LNZ)!I1S ,6DA)9.=L;6J;KG/O6@¥
MG96\FI2U",A0=0,"ZVK8=PC>'Y"%FWS5)^LFTI_@Z2^-_3*9S#XUUDPC+1:K M#_BX>-
E%6UBRZPYM"E]&8;UJC6!GCAG .FHZ>B)D3BGOX_GH]¥(.]Z;GX?U# MIQUINT2U.[A.+F^?E[*AWU!RSJ8U'C1/;C>]
1T.D_!YMEKB+7XM^6U[.S38 M3]EO-R.)T@J;S;7N*X9:G-; M8TZ]L;^E+/GK#^*GW-QTR$W?RU.I;[Q/+Y_CAO:T[HLS4?:1XUU:UM[896R3
M>;^'UIR!6&U_8<@C]5J[2R^Y0[W@,_56/,#0CV?;_?NTWKJV#I)%5MG]*>0V M0S#ZL' #VPQL):*&^< M+@?S'*X],#QJ5NNY?
[''#GJL38_@PRF? N6%+7SI.42YBT9Q##D%0@VH.+OD* MM3H$+)XEIDO#C+S/ZTXI._#^-:H/'X.:% M]^7R0+3I[:=PW
R/NY1+^62OBY6&"<,/XL@_MP'40?:\&H899_^E!,^2O2\B M0*JR@(I&0J2<8Y92286I(-WA6L$^0/PT?+KX8=W%_SV6+Q\.8;XO%'";]T
MMAB0[L5MZ=$C?9/[)%[II@_.V ?13FOF#"#Y;OAE ,EATP<^[M,K#WS\<+,. M)\UM\@E,<0$4MY;J2 -
H%8LHKKKD.R[%NYAU!W0I[G@0#Q0}$2>"#<&3P3UX M .[ZANI-)FV__4*C% ;=\!4QSVN5*;^[9^[{'1MTF%1%3)]JPZDPJ&APIG!
MR<6URE8IG_K@>OR^';JQHE*\Z""@#I[A!S'=)]E, >S#LWEQ:\=)%VI^**XQ1ZC^%@ODUQQ4LG MG0$O!KP8\.
(5XL7@RCUPF=6^5ED#2!^&U\2I(&;+LQ5UJ*]I MCQ^E#B4$L)P226U0X+P0P&,T*A6I:^RT>1).Y,BB BNKI<;D=$XJH ,7S>6T MW#\)NU?
%6EJ=2'/]$+?'9ZIC$V4#]@ZH,J#;7RZSECKO8!0!0,5HX/@603O ME-6RRN*[0T?N@JHOKC3.GFCYR"G]+PR+=\T*_$S;]:=N=\%F(
/VX\]:7_G M&WN=77J]7K4-I2YYG]9<"*%EPZM]DT.?.@@WC?D6EYJ=[@[+P_]=^:9]4Q#_A)N7X+J_\:/)?^\ M#$N:>?*N08WP+?
7+FR^:FVV[JK.[--V7ZE1?GQCQ#$1)9-<[PO*V2AE"@<1, M!94Y@^BYAR)0=; R2\@[!NJ1 \!6%QXT]MGSI@GXQ0U2'M:?RQ3#Z?
MCG;Q>K3!ZWGY$,93@C\ZD1Z;ILE.QG6#W3W167K$4N-Q>F#K$(+0PD#./[$: MGQ)X+2W88/%SS+'F#H?>.,]7M/F-
4;H3^OVU([YL+RONES#^(O:VRJ5/ULZ@Y M_I3)_G7()K)[',*2J7J6DX>84*]3P1MPVD@H552=@S:Z'"Z\@&$=3WT7T=8 M^WNP/QMAF5-
A^D=834?X*Z*CUWW7[TGFQ2HEM?) 9;+I&\5"M#;#MMKXR%76 MOM,)[#YD_N-L/:CF;_@3;]^H'B@NUH,X#M9I_<@-R4Z[I;)
<$+].V=V>']5]I\';0K!D 9Z.'M MNG?GZ%NTF@:"&"3,(&&&&3&/CSFM)W 8#S.0U,%(ZOLPGH_^'B:K,OHKJC<- MA0T$-K2\?+["F&'^T-
"@XU4UZ!B:81[!V\VN_<6_#:1]>4'@V/=]J)9]AFXG M/RP6*VK.0U'\;X+E@UI[P:ICIM6+G_GQK:9W167(P3>-"YQ/$P@*HY(*6RGKC
M_;,V+OSN7ZOQ\O,/4V3;%?UQ\=/RK,Q_.0O3O=-4#E%T-"( ]F %PX_<>>C"%H4W2G3[#,B7,G1;;ZD. NYJAI/U9/4:)Q* M-8#*X.%Z.-
,.0UU>&;^\5NGT-(UF3=#%^%* K M9GH4:=<"PL'T7W[BK'YQHNJ1^GOK'%+B@8=1,(C0@TZ-I;#0(
MAL@@F%;%\E."AD$1[]=@'[RZ!QAG,QETX:$G[="3=NA)^TS>SEZRSO.H@:^=MAPX;?WY1W#.X]8:.SD>CX@R]1U]9[U%;A,G61W#"99HG)
< K+2!'KJ./+,9: MG[6MV(VV_+:=QZ$Z/9\8\F' D O1(_X@M#KZ$U\]]NVQKYT"_W9,VLYM1G$W_TK:EK,HD9
MP11XH2*H5!$&D_/@O4A>59YJM%?!+U=;8S(1A"-S7D+L7@#P@;'DS$J!WTP M\$-L:U&NBX(/'+'1-
/M#]"*#=E&F7_UI.NM1I];==.C=IF&7&HWFU;QICW96 MFAY]HS+->/BW*,^:%@:R+:V2I_,94\'(;A]Y=72M@9,D[# K3]'80C3
M62Z;D[^ZW#EP4GZ%/)Z79M.IT[GJP_1M'B_)^'S&_]V>82UOX2=ZO'T[?I5 M-Q=LC@)
<_UN*':NU)OO@+6B#UMR;B])L48HK7_NKOW.YU;P_?%LZW9J_J/U M)86*+_(F3#Z%SPOJ]+:
[*9T5Q_<]TYMO]PCB,#J;$^__!KGE'W23VU!AGJD.N)L&2;MI(>FO3$506U7#+6!1$9/'HVG MC;C'$S-^V2@':+\U"A&!RNR\M$BV&(T7H]-N-
/5V7ZS;]2Y&OVLN,5LM4(E8 M_/Y-SW6#&YG_MN#S0CJL:G8]W8T=5L5#NZ/Z4^X4N_CGP=U4AT69<>7U=[3;Y6$,GNX%G!IX9>&;0Y$>
[PJ]*E8;^M%=7[[;)U_,B#?PR\$O# M+W+@EX%?!GX9Y,O +P._#/*EWQ;B4&;YY<7]6UF4,$]GS1CS7#Z6R>RY^ABJA M&5DA\FK
18G_<.\1W]F\;W;9(OMS]K[[E?Z>*6$Z.=OMT5"0P..]7M+\QP[9*&E2KD8X<&D8D%5E<$'@9^<35Q::44.5W$L^.*%R8
MMPX4RP(:6:U9XJ-QS]:PXIEY>9]D!QP8< M&W#L>ARK"%B<4T=MG0S:B-E#M .-2^&EBH*Q5#H#9K3USE$Y6#8,;5''416C
M>G$K198F,.9R>58X(X<>MIN49J2]1>,+Q'O^LRS'T_>#Q'@US#,(MBEU!P51,TL0$1I 1'@2#Z(5 $YZ%C+*#U]+ID,0JRA*G+$1%@B*)
D&5"#+4 MP)/4R6?_K(*'#W)B0*]A2U\^>B4TU1/3!7A5!51$^]N+("!R;G5ER7O357-E MEC%R!T8SC^>40$TIT>)G7E:3N*VZT^)H0*_C(?
4!O5[4;!7UU= M0B1B%IPS!I\W<%UB!!=X]!$L."M#\"5M4Q'7FQ@ WH=+ZD/ MZ/7BMO2%HA>O"#S9,,C<55
V10@:;XF$<$A]7B_OG,BW5,&E\C'"C4>/%DGIW32R# MN'B1LW^&L5E/(7)"(6DA)#!&64;&*7 &-6"71(K)Z,0#QIQ'VUYQ:01$1>>P MD"
HF4$G9IBH4FE?GU?DL*?LJ'[D\XX&F!Q@10#QSRG>2X+/,(+C'?USF3.AN[4WVACLT;VU";5(FA9^D MAE)DC19Q-[KG=;\;,<#D),#3
XP>2B8=_:U1A$<@B,_#;"A@"\Z0M5<>V:_ M2[(SQ-%KSK*U'FSAEE+B$603](Y9D>.DT. ^Z8/XZLOS M'P;A-$S[*9']'D)22>=X-
:B25TJJ0$EE(%B7P#%F&"L^RMHIWE(A>19L!*$, M121=1>FF(L@8N P2U?S@GM?O,0S<'%3Z 34'U'PLU"Q2"!U, !8BE:].#HYG
M!;$FPY,O)2AS%36E$YGSY,#B$:"$U^ E"Q!,-G;7I(I[WJ":>^0TM $U!]0< M4/,5HR8O6JB@)%BJF%52DMXH I1JBRF\"&8[SN/[C%]\8J_((U?
8#K YP.8 MFZ\8-H7C)E+=E5%$@RI*H[(9'/!B4=WTQD3>[7>7$&A5,L 2 JQ27H(7D!1
MS$;ODZ]2/B]LFD=NL/+"8'/7G8R?:0KKGS8+N!YR_*?U/.D>3]T]W,CL7@B! MG7L?;A;XOKW$#>_C=AYP!O$U
[YO(IBO]@_X]MHYP,)!E(P,;6S'((92H5@F M?!0Z\2Y4WD?#_"LJ^/!^\5?R[P!RU_*$PWH[O$T=RY.-WB-1R]'_S5;+;$;G M93YJ5NCFF>
[WW'(1,H[9})>=!!-B:!U'"%RH9)5AYWJ_FZZ'.?Q9$6E M"3^7M)J/E^.R^.[7-%GEDK^?SSZ0V%PMUQ/=GXU6>C3,_:RLQZWC0HQFJ^5B
M&:.9/I_/Z)!QF$P^CS9K2I&^#[-I&_P;E7^MQA]1P:"![FM/>DES!OYE/.OXS;PL2%W.H[PJ MH^6.OAS/1V%GFT>EUI*6?1\.2S
QNU$T+@V'/]PL^(-,?C?FU!M[XP1Q;AXZ MA%R>2GWC?7KY',.0MF$HR##&^=XC/X8QSL/PQP%7!EPY-*X\?.!L'U9DP),C M6N%7A2?
#\+)AV-_+P._#,/^^B+!A]XW7U[<_PGS>2 /YW(V.E_-TUE87':# M#MD4KZ;-U-
Q[5)]@I#&,>6ANDC]'JEC6E$6"M=%;=>2UOE]>$=$9Z3@%/L3 M$93-'&)A&K+C179BSRP!78UQ!E2P M> YUH'':,2C5,>ZXI+X45S]C
MJ1P8"P5#'."[SM@Z.]?QI+H.D5-,BG%UIO^(P2ZE65&>8@:U6,0ZTAH+S)%4)5
M')C.7JH@93"=#LCWJL[NAXP2)\S:$V',4$X;/L#F@YH>E@TM<9J%44"[WP! MQ$"\81^20E4/4,D-6.A95L]ZIXU^X5Q'L*B[*OU;X6M]]
MI(K,H>X9-4EY4?=\L3ZC=H$>L6#TZI(\285O>RA=^YQNMXH+W/\:EN/ M^^Z_?OK+Z-W]>2D?\/N7MBS7+
<)W3=DP%1"_6[W'!QGQDQ'E8I\T!<@DF!"_(P:2UF%:=YH/%W_DF8+/ F7?9;& MS0,WSX"+CZ*E<=]&]!=4
MPQ#ZPV14PGQRL2K$:.=E&B:D -+;X/-.2ZN37EJ'':[LKL/EFX\7>.]/(WRL MR?C_HV'?%;9IG._5Y>?19/8>GW]@68\?
5A_:ZYP%7/0%Z4/CQ5FA)04\>E&V--P9(QPT<:0ND[GO]4?_X[B!5!.D2KPAI[Q7O MSCNPN-+)_XK%\LTW?
AR_U>RH7BHP.$U'Z'Q.SH"\P(S!.#W/ &^\N$A .\Z] M!/D#4D'X"UF>H.U<<702F>P'= 55F#QM]E4Q$ 70OA>-A*H&A2L1I<$A9 MP$Y3HE-
IW^%H[W$15TQ1"<_N!?]0^[LM1>]CO'K8G@3QL'_:.#KO!>' X M'O?KRL4H& 2'QZ/#=G_2\]M# #!L."JP[_5X%
(SE\&BTYKQL+CMW@ID1, ^)- MOZS*1[Z*%7YTBC0 J:S:U R M"(ZZ@^%TTAX-?;CQ,<#+^$B,0;L4@[$_&/G]R6 MD%5, X'MT,5X)-O#2?>X
M+:.9'T];O'QT==8/!2*RWO-D]*.FU@%+CO[L'*!61R$CBOR1P'$B>WI&PFH!,
M5L0"9#"0LU"^6]}JH00GHL>VM%BGJZ!%%)/_H,R+0A02NCDHUD#+>!@1D7Y" M*>^]D>8U),(UK,QZ/ZNN8VU>3^2-0^ $WDD<%R!8?
@+!C"I.34&?L$:>RRC M55598*=BJGM$Y?ANL^P3V;?\'(3MOSU;@CS?CI- ZG>>56NW1?)GF_4=! L MVE0LXC<@5B\CL7]-
W]+,*HBAVQF%\1NU0ST@/=4&1GQ)NVU_>-%6[RIK](8V MHG$%MMBJJR%J;N(]Z, YB$-,8;&O170N5IDJZ62?_=K!PK;F(_UM@Z%,>/,4
M2=S_ ![\B?-X(VP%NI%$<*$^#K6_ZH M-*) ^'<^VA$_XET@WYV1F&;:*%MV-JB#V\(9IT97*M?9!G<-5!H^#A:96&6 M3*>
[86G]"*OU^AWODUFPH?KOS,*)MYRHI2,D?0AA,S[;&0"F K8!*(VBB')Z MY,M2,H1G=^N#V"%=N5JF,:@>J,",.-"E 53''ZE>.-2V/-3'"")N)
(4@#/G4CX M7@!'3V;2-"ECF J1.(<+&@S+3 ?6!*2=$7RJ&2+2!,,D)T.7J@0IHTR>HRKE MD2415OL(5(8%42:,W*9I#FR_ \@R7F[+@).]_C-
;R"*0-ZY\"T/?N*V1!&0 M_?&RT\-K>%!DI&M"L?0,*1)ICS/E]GK5Z_.S\\[F?0[L ^0,I(O_/TC\O[TZ M2?TYZ* 9*QG,1/HJ$+EX!9?
>.QH?'0V[^&OW>_1_@GC2'8R.AX>O0-WUVUB? MH ?_[\SSQ6;@V50=9S-9OQ.PTM+8IDOXETWC=P$/2B->B+7-O944J<>FB'?2
MEZ3F#]B2/T`),QL9,%Q1 @P#Z.@WM&.DN0'(10%1]S1L%CBX\K&R#9'A2[Y M7*#%]RR)S@!CPNP'@UX1*X, ^FSN_(+SZ.9ZMQKJ%0(OQ=*

HKU.95_'[5)#5! M*R]\ZX=+@F"VN&=RVTH!OH4:'5'Z3*0A: D>6J]!;V@I]&/3,(Z?23+'_U:S_M1>,KH*#W\6/+
(^+=.]'VF6^P*>\#CZ),,QX:16)E8D$3LS+57P.3>2UA@-;A_M:6BVNFWR3)G*%7ES2%RSH^XQ#K<*?PYWCR;!FWP_0Q%#CF)9ZT!J7M,-
G^_MS9NL_&L_#=$?Q9@*[\" &-=BL!7'1M].#"O*,D_M& Q=2+X@HZ92N?731!00_MP8&+,K50ED1T=W
Q8PWGRN/@G4H#\Q\4CO^JRX!VWWE,)PFP.$EV84F82+1V9TF,;RXD("1_" =[Y?&SWG(":J-_MYQ|G9U$R_42/90&L-
PET87(XH1\R9TS.01+.27(@%P+R=R-)9T@_]'O$6P'E_M:6:B'QDL_D0F""(W[,4S@I=KVJ5_M]>4:![8%
[2E=:S@TQN]"D6^CXQZ<6H/K'?!H\D"H\0'9FG9:'5[<0/R1*!MD2_M).A(/PT?!%(N\9A"O/YP@.9,"@7W9\3Z^^PX7\?
XG^7XMIIU)P$<88BJRO#U+_M62T1Z''1=*[YHGBWMFR"U'$Y\'X=/0"8-?.(13F/#_37R3T),))'V9'(V3B
MX1+0["B\P>B%[_;D[]8LNIW>\>PG#0I9G_D*,=PY@1R2K8#JHXCY^<)16F_M7"CBF'.W,_!(2+YCG#._6SLCE!*M?R@*D-
Z#_L9RB@^PL%!A+$"ZM_MPO=9_7O1_*)=[7A6Z$/'>T\%PUAY-S@37$_,R#A;W=Q-/7X$].C&9/=6?/%[_M074O+Y-
AQ0:9DD[]50/[8[ISQVHOR6J1V@%GD%&R1-IRGJAH'!0W!;_70^H4_MH31FO&F89CEYS166IPB+3!2BYUIL_Q[2<2#,_2.Y/#J7N3/_MD&.45-
17RV('+_?HL+_/[TZ,MPRUU[<1*"N_?_5.PQC8^5=DF_^0&4^_4D.R_M_X6^(<6GQY84Y\)="Q
RCHY*X\YB0Z]K!XT\'M^9H7D$9L886&&DF4G\.5!@C_M\,R7[)MC.>),S(QHV"3\9!9TDBEAEE!\713&)')*@,U"/#JH>@RRR(YQZ0]$
M@VU>S?3K,5V[X]174XKKG"D#/4]6^+_"*7&:C+K&]%)D-QN9H"]-&MJ4-3(;Q_M
;69%&%$)C,TMJ(Y&M605LGAZZJIXO@XYWE%N@!%N;*5+2R2W%A1!+1MU=9>_MG%+E!CTT1R4I\XH(E*1V!,J>,Y.._+-
/D9IN8K\D:L"E\L=&OO@_M_KF7&2JPL.>U4!8VKR1(L*RF1A\4T&*UM8G2JNFQE3!T.S1Q%VS=IA2>!_MUD71ME"N-
/>=WZ'#;SW/@$\7GK-+>KEEH&PYB2AO:9=((RR"jI-Z!.AD&_M!!:
(0ZK38BV:*"J4C#AC7K=@Q\OR;\5:ZI@P14@P#]%7*"V@N8=MJ+AG+.4_M+29Z7(*Q;SKIZYWT/B=GB;4*&.<3RF84N*:E+?
D3CBPH!S$Z0R0F$G04&6/Z_M_R_+4V,5PJ9G))_C6K_.2C;T$+"T%(N>W0G3",Q6*"I,65YZMFW2!*>0Y+]_M1)
(3\FW!G$6@5.$$#8E]C%0%YJ6Z7@K5<3/."LK+0A_I2&F88'Q]+@'09@G_ME]'+A?+_%HN0/-WKS/>E;;UEIH>4^V>(OFC_TO'(@RU$"
(#$CT1_CBUT9J64_MN56"*SQC>+3AH_H#0&T+_6PF-I38^&&G?)E,ZM8RX8.=!,CZPH.8^]N+17]4\.!2F_M1)0E'H6_RF]JH2=TWA_["KQ/_K]
@,+9WHHT(_>.DJLIK_Z#H3/8"F#J+X!^_M,O8.,#_PK40'N7CYN&#>><9_+.4@V%POZ(.7L7R2/9TAI9RA.M%GZ(GI,.9PA_MN>4_$V8HA)?
6UX^^F,?>]3]/D@C)Z2?MI@.*^0G+CZ#&*,(64E;8N52Y_X#,\')5*FY7V_M-
=RM#Q1%BXCG%"^98O=K#!*!NP(%BEVFJU*\9+LS)G_#E)9JM(X&7+#1/R1W72<6@N:+D).$E#U89>>HN(9DB8%0F$ZU(L!4*&Q4I8R$+?
Q(_M@"_XPU_6Y?/@4#\"/..]\<\C"2P2F^B;"PDJ%&RO4$81%_U+4?_"7B%;"P)_M;D-GW.>=O.$%H15OI%7:$,_$8_)_10Q-
X,1XV.'1MU>IF&"Q93^*TF/TO\N_M#F*Y1)V[2-0Y=HDZ+F'E(G1)U=H?JH_X,<@JI!M-&&[<,N"J./6&E6?/A_/*N1*V1+VKIUR*BU?
\8$'\JU4<:A_YUD_MH$?1U5;0%L5&+E9WDR@2$R6E&)D<+:+3,%VHU4M=-(VP6:_^>7,3MI:2&3M4X_M6I]*-\$:-P2YF.7%/L"_J5-
&MFGASTT,#%]^)5]9LR4P-VFBC$61)W&RP(_Q_M'ZUB0D6.H:"J0XHQ\#I;P=Y5&2NT$MIY&L#5>*M&X<>:6CDZ:$R<,]L!34_X_M!CH_9-
&H'=!Q'ZKR_>9%MR.0/=J2HQ9IYJ5,3:=LM1<41%\/.Z/^^$5-H2H/_MY1_6V:A.93EHPV_H_-HX8_8:Y2D2V^M'56X$)AL7:%C!!#5*
^&:>"LKND_J0_0!R=@_JJPA8XY_M-M/89!,KUYS!JYT2^ZM*L,,2AR5K6/*I1_CBV)SEHV')*\C@_?[]W[%*(K#6_M/%660Y_E-J"/1I8_3?8Q"(.
(,KGPELFY3-'QW!^^4&E*R+4#;X9N8_6UQ5-Y_M);F<<4!5Z543WN'A"WY;36AFLH8B7QJ;GN=$''1HPQH@.HH"51Z
M30)$GTS9*D7\,Y0.KQQ>706OWG&%6,:/2MBV*KJ547!?!IL59+U>%B#F$SQB_MN*(*W/...Z,:J/-S(,HNT/*-XBSF!?
K)0JX5K25(KU2,!88HK#2*FOS;V0#@_M^RX^[JVZ^55Y?3S+*EC1OQ_XM8&.E)R4$N(!@!;A3UF6A_$J3$$%LU*CJL&._MIK,X$>
(PSP(#I'Q,34(-&0@5M<;0(;K^_M7"[XVP3MJ6Q_)5]VYNRA>X*3R@34.[)L0#K_!^2H!(C^6]O6HBM>L0GGM"!'
MK55!G?/0M/6FJ>;\N>3JUZ4)1];>TGJ-BG_0UGDO2,54Q[_*5#OR!_:I5.O]_MJCZT:\B+X(PB:,O\)HXM$8M*@C16
O=,#/M'(C)*=,3K3B=6'8?'2ZA70<3_M$>E078WNZ-R"2P]"Y>\X"\,ZDYEH2L0SAW/4E!U\@$6@_2*A$&?,(V13&=
M;.'W$1&"F2X!+XH9'IE.]__\[M3[54Q,Y,L"(UC:,)F@0_Y$Q?P%]X1_"&;_MJ4I&C05\BLQ>3\"2A*X1@+6)%6V*L%()K(5N&PY3=0'
:I[%9!"F[$/7-V1*_M=]8,B7_E?AI.V(27(C38\WN*SY070(5^V,K(\3$XZ,=OOYA_?XJQP?>6,&D;$]GG6M3X"P2N-CHTFXMWB6_MFTH/L!"J?
AIF%6,?C(HI-%AV9@>([E,+!KUW?P028ZH\^[68P'/>%[3=_(}_MW1/9.V"XB!4/+%:<<9(6N\1GR"]!6AR$+[UAZZA'M:(W%
(EOP5/PV"E%&GHG_MWKG_Pm;)^E'#&3JEL?]Z7_MT6H^EMYXW!IN.5T.9N,"F&4A#_>F.X'YU3I1F=/3<(
M;_O$3\MUX$6_\E;&>4$<^1'E;F_?VM8>V+2G8[M6M]"=7+_FMMPZ9'YFKZM_M.#_-)8I1^1$9WXPKD@5=-
I;KWFK@\&2KZ!*T+T/$VQF(S!EUJ(RR'3URA);_M2)&H)!8]'W;Z.K4(9&N)Z;8_163P0CI3IP!2@39'>)MQ48_CQ^]2K"B^3K]Q"P9X!@>6?VW
M_Q5IG)QG/T*LC(]N+$^U:6QATZR.L8N]?6?L8AN,?I6FBR#..QW_+-AJH3CA
MO*F)S,^EC"O<$3^'R5H4VTNB.=#US\D95^)5=LQ>5:Y4,Y0++,5!?A\/517Q_M'6X\HG=S1(?>[+L_#Y7GL?I[":-!_M598_;G6/>SH8;8I-
3=!OBIU.06S&N3V_*B;?N=?^2*P2C-_Y(4Z$5(_M@Q;P!DQQIW6[+>\?8G5.G[V%[8),'H>BYOF1"]!)RN![984I3?^US:*TZE!_M.
CK6+4A8HV*HHY4!H"S#NS;1C_&H+TJ*Y0VWZUW/U9ZK9%,ZD:S1L&)>/Y"_M!.AH3(!R4EIHI:S^KB'LP;E"4?4^_MKRW+H?&^;?0/G1"A*N
W-R0W^$OQ!JKWC'(TZ!"V=0M@O]O%/H)DBXS[L+,.9K_M&.;21PQA/W-N!D)V:6\NHJD#M,>ZT27AX=#@>>;:^*\SP?HG.@D[+^Y\B
MP'MNB[_&!8?4+>.DBPM%VI8]])3!,KS7DGJ!);"R>?L02Q9ZIP+&RH?'Y%9_MKI7YDY^GNFD+>-3'_7-[7N."([>%Z8!"\6(38HZ5
%#R*DQA(!'PV/B7[@:_M.HA&8629CA[2J/Y4('[O-GIYXGZR7":_U+KFT]MY2F4#A/=O$8DB#;742XVO_M]^V8G@P\;"'U3+],,"P2TXENVW8%
P4X%)@#"BJQKL$,=$/4@6D8U_MSM;2)/W/_@BCH;$_<5.BF]Z9\$7LK[3B^:/N=Y'-NE6UZ?&IJ75=L_M"(,WRA7G23>-]X^ATZ+3TM
DH8%S+;>E)76X;C9VZC=\C/OE%\NU&*]VADPCH<_M-]O'C:YSL^KUYS]D$_.$4@M0JG#!(46B[$AX'ZR_0O^3Z48B?8J9Y]QZM=M
MJDVN0R#]D,(.J!''!,;K9;M5,F'"%&.S_MY*S!#]F]U!0D@E4[\YQ.6[=C3!KG*ON=8ZH6('C(AM1EBJD9OE29%6$M60!-
M83;#4FDVS+6]3"O&K!A,]ZH'G^FL#'7WI,#5_00GU5?QM!F8RT&[(R.;R_+Q_M%P%E%")MV+>CV&&8OE_NU+>+3YG_72Q$C-
7_N3R@%TDBFX8Q_:J*^?U6H#',_M%!%\)S&0WNX6H^#HE_+M/W&1UU]_?6NBEOA[H[W1!)0F4'!-?PP!]@56GZ5Z
M_U%"]2VJ5"#&=C8>M"&46*Z!VCHA_Q"ZQV8=9/"1*$;ST^_H^0\)=2A3$?!.N!3!%-2CV5XY"
M[]M&_Y!\XX0,1E^E*@08D0&D*@3%W.#GY:0P'3N.;640X!I0EWI_*ATY"ZF;_MVYD((PY47;),R88#)"(U,%0&ZAL0\FWT"(?1
6)1![=6I8M,.RI5R(_E4,\3_M#O0BRHKD"(L2]$9S$XUFS10;,=&792VU]DP:FA<_!2$0X'=
M&+D=GV(:*JCG>A=@$WRDSTB6&\Z7C(#FN_3G,2P?6X<:=Y9=_M(QZ?,I9%+_I,I,CKB?
TK/4=_T=265<1>$B.PZBNWJ6+^QNZ>6/WA)QGG(JR5_MU[\]B>$DBBD(SRS@4!4.NU&CFII;:2U5&;$.[\EHG3_V"_L8+H+%_4R%:BS5_M
J2[!2N$X6/EAH:1V8*EBBW$NT2]]B;KITS=6TXQEU^5_M9R%+Z#G7//RO:G67!FVT\JX\/'H_*I^'5$LK%T!F&1'EZ%S,47!=@NREITP*_M/"?
X#K5>I;7R.&2*D*_@]*<<9.9_D9(2G,F;&R0+*GY8LDELD.U9I+QI(;F_M'*Z;O8Q\1R#(PF6D1:E4]0^2P,DH$,B%_M>I=+-/_8Q,:X7,,="Y
[WM_C1!6,464+<\(7RA!^#S)VCJV)43!#XO_U$G=,_M]7>**GZ)-3D\+LGAMJYTO?ZH?WQWU@X1)$N--U>\M8H7XN1_Q6+YYAL_CM^6
M:=\1*1L4356&RA991#34:V:;4I_MLL%Z/ZNN8VU>3R7VU(>@'/V3."[0#BE-4_M3>V0R=29U_']<785OCP9^!7E!_MA90@0*,I8F/+HUU8[T-
W?GW,@O?N6'5+_E)6-.0VYL;-GULMIJ@2$PMMNBZ@_M;@^-=L0@*;B2+H_MRGI8IG5:$(M0N.27[_VM'<.JH>PB]$F^)6E+Q44ID5$W_M?
LTK30)U(^AI$D7).36"OK@'-,C+P"62922RO-(0.E'58>'II:V+K-H=VON<_M4&4KDG(I6P9#L,A[A@9,JZL+%QD/D&--
L=*PMGW#+LMH<+:G5[?.TK^N8;LP_MVI,#?L6F6"G*+A+++#9POT&"GW$L(&=UT4Z(;?DF4\YGZYJK&CBD2OERZO]KDN
MHQ5F%%J'&4LL&>/]VI6X3)U@76@+^UH]-$F_"'EZ->0Y08UC;PC$G;=B_*(# M(>'^[!\;H^,-=QB3P;0_S7+*G$9"84PR3/VYAA^G,Y)E
X7L.#DKR]!7ZL-G_MBB9GKUTWMNME2V6R4$B3C-%'6+*Q0G&P+8G5$V-*3D;%Z35ZQ#/1J[>%*O$0&_K3"QUO3T_MK+0
!7BNJY3#HJN0\=_Z*B-^)K"RRS:T.%4SEG-55X;"##1R1EB$?Y75Z(&_M3$/C!H#]5ZZB+0SZD=]_BL*!W1
#FTE1$RJ.6BJX/V*VE#Z*S*8;*OKQ.>_#_M=5!SL'XECA&)@AO/L_/DJ]?O='69<5-D"8N3DWELD00R4@8Z+')P!I"I&A)R_MA6+\D-L,PKR
/<1R_##UBS!/64\,%\I"MO8<@OA49-2E:DXPPKZ>*(EGV->0_M_B%77A1.L2I3$&"#)^8W/A8M1H33/AE$"1]T7D?\'4)GW
E.STMLAGNOJ4*U&_:6H@[,_M/(?-6RSB&7NU)A;;/XL/_B$B@&-8QWUSHYY$%B7%[:A!0ILZ#&.MNQCID$-MA]I70.W2CRUL+
[82VIK]\)GJ!D=6_M7_HHH$J#EA>^^3T5=1R<;",G!$^18S/=M'S1]2U@'D;Q4,X;G>(#_M4,6V4&T)1=",(@D@*2AP'R_DQ^:,U;3Y-
HC!8:D@\H?#LVQ$^MWU>-XSR_X?*INO!L3479E+4)7Y$$*Y%'W,8>QG.#\LP/"]LS_+*:=E]5]_KQZ"IX\JWCSL_M=@9HBV">V/!
[YK?'7:,A[UN^<]UQW'SN_FO.?_AY=[]OU=Y6DC*N(PYQ+@_MY7BYHTFN?NV\;=9O=ULPZDW6;W;+,_I/=\LUN4%HJ+7M=:?-#;IOZE
M%93&==:,%8YGPQD^=$+!YOR(,QD7%^K%E!G\5BWF_K,;H8OJ!QLEO;K5[W_MIGT^O\4[;43BN]PVQ?+?
(ICWAMW'?..W!\L.>1WR/CKD/>P]YAMWR.N0]^DB_M[T'_42/OY6[\0KNOP^(=VJ[#XBMC\?#HPB"<7;YQQX(=\CY=Y!T-CA[SC3OD_M=[/9?
90)$]QE<'&UPM&&O:$/7T09'&QQM<+2AB38NT!(_M@R,-CC2LYV$>W9ZAU=$&1QL<;=@?VC"X13NNHPV.-CC:L#^.TX6!\N.^TX5[]
M0"ZS\;Y>YIDU)$)/G:T]Q&Y3.^-LCYZNCEP21T.97=ANPYE+WO7+I7#H>Q._M;->A[*6UD\&CQEF7P>&0]^DB;^_8Q7X[G-V%
[3]>_+F4<2:SUQ?!S_MPG8=%._EM3ZQ[3HHWLMK?6+;=5"\E]?ZQ+;KH'@OK_6);==!\5Y>ZUYMUX5E_M7K/@=B9%ZL\]$0=>
(,]DE"P7\)6SB^^UO?2IVL4'W;Z[:(>S.[!=A[.7+O9Y_M.'87[7!V:[;KVZW#VLG=]_M[*#6X>Q.;-?A[*6EY.$M%G9\7%*R]Z9]+8@YQ2K:9*N'.7]
(#-UTM/$188RC
MC9>.8.^Z3#&'L]NP78>SE];4CYQWS>'L+FS7X>RE=9#^HYCNMP=A>VZW#VTI;Z6VS9L,\7[7!V;Z[RT>/L0>_X4;O77+WC>Z]W+&.9
MBHAL]2*_I\(LQUH+9]*1R.LBC]L\O^>5YX_ZKF.-HPV.-CC:T%"&KM6_Q9AB
M1QT<=7#A87^HP\%H<+SOQ.&Y.AR5<%3B9C+$8>_VBMGN*)EP.H2C#HXZ7"?D_ML#4:.ON#HPZ..CCJT*!A'_VOF6N2^BX;S?
1]R07D9>LU>%VA-@18D>(-QF"_M:!\X0[*B#HPZ..C0I<;W],U_NJ(.C#HXZ7$N)&]U>\.V.$@?G)G)4PE&)F\D0_MXI%S$SGJX*B#HPX-
6>ZM8>_V4F8==7#4P5&'_;$..![W6:-#;=_+@\HGNVU'T_M:Y)EWC1-%MI9E,3.2?284O!TZ_+U\2:%6K^^*"CG_MW:GM.OR]?
(&2VTNEV>>+=CB[_U?YZ'$6>.[A^%%7S'4\U^'O$\;?8:L_O#VS_MH<-?A[\.?^\U*'DTNKV0@4=QU=?/^&@ZV.M:IQ^[(?]+/I>ISO-X?;W.I8^<
M\L'IX3=_>]9_MGV?NT$6[H#HN^TZ*-[7:WUBVW50O)?7^L2VZZ!X+Z_UB6W7_M0?%>7NL3VZZ#XKV\UKW:KHOBO_?CC[.%NS#Z)QI&?
[CW:;HN3,61!D<:KD$:_M_O=_QOU>_UX_QM$'1Q_VZ[*?_'UPHH.C#8XT.-+@2(.C#8XT.-+@M_I"QO]_M%U,IDC#8XT.)W-T0='"QQ]<*+#
MSD"+(PV.-#C2X$B#(PV.-.PY.?!:A:,/CCXX^N!$!Y<.=,>>H,\R]Z(D'?R=I1G.#.1(A2,5MR!A'_UOK_S^SE(+
M)V$XLN'(QIY6_7=DPY$-1S;VGVZ

*G/=5\@OW#7VG"M?TC*ZO8QE M.';\ R@AW@317 M3,(H!(8!9\,'HXX>[@JX,'(D^(;).O)ZX#!Q<,^'M]-"W]LD(S&#I(J[/9?N MSD"4WC1##')X$&$R"W_A.\3 !4AH &*1DDY /4RUAZB8N!\$$TDR0#E5(? MOA>B$HRR#Z PB#NQC& 2G '>1%*3(3\Q(Y"$B.,7RR7,#7(@@.RTB E\E3Q(M- $4-%)X:)FD!/Y*9O4K6ZX(O#A; M^%,&:I.+L,U_]E(*L'F0V4 N0VF59" ^FAA(DE[.]LUTO+? UV1FAF9X:NI>@ MH..)"4B710ZB&TAP.+EZZPP^74CS=+:_4M!E$.6NMO806O%." T72WDU%(]U M\(1"0ZI;$QJZUQ :4E!88I('8@LIB!!EJ-KX0 4'%A_DJZT9D@J0X*X(S-? MQB B>.]_:@44WZB-4G]=!'@-A-]BDS"*07>7P6H6B"*P$+X')CM11(/Y\P0 M]/EH5-W^\\- Q9WQH))@6+>ZRIUP>VO-1OS[NL-/M-HS;<+2@"'X@.L:D]UP" MJ7X^]"IT..CT1S=?Z/"XQM!N9SB^[$*_S^6:4#\U:Z_/5N"'N-*.DT#J MQP% <\6N-&I'\V68+&DA-KWV\KOA-$&;+2*Q>X[D)YJ MP\5EGN?]#[@\JK@(X1/5?//&Y25>A_^<<%#&%Q;X6T;E8 M96^>O3)78_DE*@<+VYJ/]+ <-FI3P@#I/__;L?_+$_Q/GN8QP1,, 8B:IH"LN M (-2M(V:6P]\5-J>1(G_XS8.ZCLA.A"=M_Q1J5\)^'<^VA&7ZEU(C25 [#/S MN1(]OZ7,L)@T $!YTG("#MM _E[FF29]XDV\/":W?V +N^95^?- 7@F4K*? MX3R.(F-D0RB;@'(PG;*Z/ED9_U04_I#L;)I& %Z%R%F#UPH#?,<;/ ,CO$>: M@\S)O(+6@B2M>,EL02EK&; EW\=NOXE$ M$?MSY0):)GC@(\C180Z?\P;R M)%\MI8IE4(;UA4!C?2R (^!34;@(D<^A1@*BFC0'APP+/4TA;EQYI&+!^ H9 M\%T(\ORO*%Q@#WXMYW[]7S4=H&\B-]=U<6\--V:S(NJV'1QW'51X@,.$B*I: MPGJ'I2GL,A:PCG=YG_O55C+L=J^XDHJ"A.J0[0F&=^=2!'Y2*,K@RS1'/YM- M]IAJJ@$]N#U8+J"/%R>(J/"U^F[(D\G%4($R ZINCGES-\ES$ZRXN I.PP0$%RNC(16B!3$F6@9R,3P\0OJW"E.4@O M)-$#%8QE1N1D*2PQ-I#H .,2UH0"^">,PX*A# >!N<[$K,"H-W1& MP,.+(A) [']NS4VUU)3 498LR>B9UX:D)8>09E_,A%D@T];AY"4!L1((JG=U)'K=+)1Z)Y+$5RJJLOC\"=ZF>!I\C1 Y MBO"GB8\CN40 S_=7BI2(Z? 1^;,0[S/_^3C)0Q-'QP0*-BFAMQ(CRAS'3/*RQ MV#H-43V--8;X[G_%8OGF"_R=%:D@0^N:]E]AD "M61A4H;B,M2M9IG[ICAGE MEZW+L:;*YQ+30X\RZ%3]]%YO.B"##4UQ@IRHU01D%$#TZE94[PM>B]_:!) MI4&S!:L.\!U0FRG\=L_H^D@8T66,M,H*1H/C.^)'5U_+\6!P#;:DP]GU6"J M0^0LG9%;NDDS;BF/H06AY,.P40% UBRV97,4!FZSQ>;M[9 VYV)#[B(V9.AB M0UQLR$/%AMRB0'E-O]^F0_@U_*L(TQ4H;Q L43Y$\U?H"#X=RY+/ORY7,'R MQ">"]&$.[0F)VJ*

>6#><%)\%,8'8T?SBV6C!22M#$;+B!U8GKT#:]%XE?;,,Q@],8$(<0\ MOY#XGB/"GVXC5DI9(,=DX3'W]#=^Q(=Q^ZU:'.LZH+*WQ*L\]KYMK!WV MY]FQ(C5MM7X8)XR^%:2_L_!TP*LN##17]OQR']A) [JDT04XUQ,>9)>D?V7P)94PY[EZ\N M;7I@]>KF,&X?2E0S>Q=/V9HWG^5 ;Q@+H%)+45_9@ ND#HGXF+:*K3>V#&X D,-%,P\.*DQP-0BE=*'D=G9#=?4U+Q-BJ?@4 X-1QWQ M& $^1+2(KM9*XKCPBYFQM4JGZ-RXRZ4TME4J>VJ&O'0JSHV]&KE MF?U9%D1? FP_X'##EXG,YDTD3=;:W5F8+$.X0P\CR"89A[L,,N1M#\99)SYH4 M)RRH3'K*Z@=8FKEQ->11: M[$(0+'0C,UP8V=FP(<6L2BZ(%1>+D@BRQ=$3E'F*PI=D(YQC W-!!$G$:=KR MN/V"(7$0>TOZX#E/N%C13ZG 2C\"WQURZN1)PX?"07E*T3L)'X[JPY)D5F MD1BD6L)0&6B!SF:/M_K ',.\I5<(KKWS, #)&0>NC^.;@0#F[!XM4+0*8EYO M? J:S$*I5?)%[\=U=I0GXL:&P'&3RL[1I"5<->;F@H]-9S)G= TSM28@>,2L# MN2@XS3XY"8U3)--&$&)16'"N!IV*>YG)R,](ZY(@2$!CRFN MH:4UAAK=?5]BO$[)C;\V4C9V@3A]!`/,D,="F0%1<,:#2'[@B?C/.(M/LI-E M43!S#@!N*ALYK4 WT? UQ.?;BJRC4[M@L,IT_N/D46G5ISEC]T)'(\-)3,4 M?:VD1=Y)T1]T(-B8U"$/.-I^T&<$J0-)4D"D84+]<#D,%@#6OB,-?%EDO)\PG M^[:N^NLT+XK:>T79SV:.E*DCF+MM*Z/&4+]"R53]$F-83O6$1=9AZ8P7"RF* MUP/D:Z%TO8BS&73I"MH< +A /2L$;"NPS B;ZB%5>74*0YAF[7]HX\;7!:K M-6# ,ZAYGD[^5TR\]S"B.N 0DV(^ 'TSQ9%37!6G[SR@@\5;SL"#2T*N(C9])R$A=DBN#2R(#4^]2@D_? GWT\I1?/I]#SUS[VKHCS-$A(#H,3H(M. MWS]^/#DMW&ERC+GP13*64(FEC!7T*Q V&T2HD:.JZ'#&V!I_S#R(?K#.$!# CRF,6/39=I6],7LU*@Z:9>!)X+LJW!*S(FO!T&K,_^GA MIRNTD>!;=+UV17Q%L[*,G24K'9WSII4J09#M!$[7,[?Z!_B%-S ,T&-G33*7 MFI)6!8]&0IE/6:9\(#8@RQ;NBPK%K@&O0WJ90S3WW."2%*TI+ W!5*SC1"V M>H'VMV?!RD,U^,\2#[H0F(,D60M$WUW? [B%$LA;;=.M)R:W<"M?47"%YD@ MFL& !IY $E(A07,;I9:=3'<[PCY8AR OARBB!S40V:1K.0>+'"*FVET0^7L O MC)MG=^=8[:SX7+86^>@%9"?CAX:]Z$MGX5.EU03HG M!(FG(!^OO3&HX<4'B.A((&$X%]&>(F,G$^A8Q2WDP)10!!/C KJ4YDX6M1 M901!NE8A@ZVB*VD!25C QPU*=9-$;&6I-1 MO0D4)_. /L4*FX/.8]7 IITC.?1B:8[,$E<.OH6;]RXDA-ZDT'%0;'M^C;TM MC';IHBMB34X M;.Q"EA@H$E2G8(C*PG-C0\DJ16K?45V'GGJ(=>&1W,5?*"VY2'4=N!'DPUU@ M_E_Z;Y+"=W7YZF(@L[RCLL?E>HV/T%++53L8/= W#&CVZ>[8(H.NZB$RD,- M.3DQO)O "I9^6>S!9XSDE-&W2$T(*U)DB"4B98$F+SY@"TB/EKVWKAS(/-26 M5X, 8<<4PPKY./ZP[%KX]':4R"1GJMK&;J,<%$ -YD+(OR?09R2 O#:T)W)2>:(:V9W M22FCT>V:=+!3.D-1M/>-7*5G[A.!$[G'T3!7_6"-ZID(=Q8)\? AYGQABI M\B0IVP:5U.]]W6\P(5K]A@E6Q![&90 S^FAXK:2'R*">'NKX [L@A&/>?@RJ"(4 M+-.)7#_?3G]]8=$[5QO : <>)XM18G>A4Q@#7\0Y@*^C M"-^!H GQ%HRJ1?1_40.+*I5A!"('1^8:]B'(NEH948'W-754$L4;W1.59% M MXV%H+]BRZWS:ZZH*:II\YX70O FAO33&XN@K]H>?F2YOJ<-OANKQ^$_B@P M'W\TXP> QT %.C^Y7\[[.>)>E\U $O!=RF"R'G V&V"B%G=D4D&J.P7J@(B1=*]^@ M3BY:,=H6K\X.?[M&6(_I!1/H07'I%5-@#[4%Y/<+8<#-J^%>T=|<*[I+;@5< M;T9PZH&92OP]2 40K\X-OL>F(3351APJ4*KI'4RBRJ>:IWO8JDHSM44W(,#W M6N_?ST+7YGJS(\E[8%P0^?,@#WPDI,__>.']Q]^&NZ$S(V.V0C< MY/B C;U&9KDC) <9@@ IW=_QT^L<%@F'L>"6-\5O.!)-\LP<7YWQ[P/=6X=N8 MHY*5GX=4W @[YZ%W=.TTL(\!#01$Q@QT4KP>S.EA*NBIXEV9,]/U=1DR$ QZ M(L'IX0GWQI/)2KLU&&_"[CI$WF'"'!W*% 9?DM*?/1F;@R @MI"5ZO$OP)\,O MVB6<|%FRU_M)^VDR+]H ;@]ZT!2N[47P? <;#+HZ1C#3'S'I\T](1LRZ;DJSD MPV:C70&F|@9[/X>A-PAV2Q)"3T!L'O.O+GW&!:.W0*PZC/'XLNC)"?Q_LGL" M(HM#XGM =PO0E^Z\MCI=!XGL^2:&N1)[*?/D* MZ;'8X^Z'+=4IQ25*;G4<@+2-9%- >[ANFS!&WM56I>>QUQ M]$)V?,\Z,'=V/A49!T6H9219UAO/DF949\(,J?!Q*_@XGQ4?JO#?S(QA=P8' M8(Y"+W43H5/M;_PM@!=I@: 2I*6%9X\()RZ" PSCA6OD*WLO.3^2)A)$;6"- MZ62G%*_3MD?F:S5NZ7!YL4;*;/%]"!03<[7N(Z89?]4Q@F8[__5H"_FBLYLK@SV M\L;P481KXE_'=L@,YOD@GTR1=[."?S//_Y&2_2F=P(\F"H&\M"X #(U:&?L_ MSI3]\B$OG^]58-R(= (>AO@I4!>*&F4&,2&*YF<=625<|;!3L.BX]FBDK/HDN M\-IW??./X#,.EH2$3+'BX7;#^2?@"B-(OD9\D.$ B^7TEDM!GPY:!\T"F]DXR@ M+.M@ZXQ)I>8A7'(X[\8$H&$AD(RZP&)UVA7F_XS0V9+EA\Q -1]$$.@4IK7 MHICG-5^65=/DX7S;,%G*)TAD$<=]DK_.@O^$DTWH?8F' >+F46I;1@^M025^ M5G/TY:L_8X[++_M*)%)#%'B.2: .!7&);#E@M!DS7!+H+G#L1OY.WF5BR],8 MUR? #XBR4SD"V:C+]W%R5+C5OY8$.R]]=GB<^-'$EIR<2SR>;%GU+B6X< 1C. MZF_+]F6BRJ,&2'59(8,7]5- *1[*]WSK1;S@11X#^G0<$C!*_.IU5% =*0PJ* MG)I "H)T6Z58',,;=BV\L#_21\Q*/=@KGAIM<+;P$"$(?;TNB"$_2*/0;B\O4?G#G%! MD6.Z@B7+>AC]\1U^3L_ HWGDL-/ [%/<[)*TCS093+CBMZ6$?LG]\M]H>U9 M 54KEPRLAJ0=393+Y4B"CCP*A2L/3^GL94*1.BMP;SF2 HE;GISYZ4)BXQL*QX M%;1P4-*]REM@UDC^<\A1D^B#$^3/SI[?S ,Q#TJ,L:$ D@K&0FD^V +MV$#S MY50<0LZA&$-YQ? =C/'G&F5;OC4;.C44;7+Z"GFM>;#T:#H'7,+X.XB1B=U/, MYO^P<0(!E/ Y9/5KZ9U>A)AC&*/@WLL,;^/9!3@32.%"J!)Y2,'KLA8J<&= MXY"I/-X@LVR^[5J?1 H9_>4DS,KU*%,FWE:O.Q^CM'8X,!Y76[3S,+OT:OTE MYC#(RRT B_)\-'%U#9*>%7*@YTW;-2ZDYS2L1 ; M3%9#\UUTAR&PV@*$5T.*PD#%HI"3<)+G)%C33;6RU9 $4^+-/$N@Y B_+8"\ M!2Z4A<1)7O3@(62EK;+PV?>P=[8'M]9UD)V\O)R\%L#J? #Y@E8WDC""=&Q&H M D%_"S^S(%GF"*,+%6:?@9/-YL_AZ4CM:N6309RRHLU)^#/O!Z,F!1(.-]^_MX>OXG6(DS^=F*PFA*S(0X(?^9## <\QX@ >?*8=EAWA;OR:&5_C2->,\//!\3 M[REX-VOAJ*D3IL.66:T'-@\N2(4!R\66M"'2'&_K!^LPVO+SMN,V%V"4WK8C MU7&#.S_#:@#P _;9#;EN4*AW)AX527B1I>*8KG1PJ//X,WY-'EXP><8L&^K8 ME+"CO,@6XH]M+8/MV "F&?.2(%0I=C7DZ#"[#-/]S",[Z)@\4>?-B3%+DN&, M(G9AUIVJ.'^]V1%:!AX<\H%7J/RN<@F>I5!15I4'? OC,1/OGHYH]NTVR'K[M5<(J5&0L?\I8AI'FRG$!K)_? EXW;:I3'>QO13>9,BHA:7G],$YUE\;9F#Z86 M%>N13+]>>RTE:&'B4Q(+47L)'DN867P9++^DOUB=;;X M;;@W9P>^3RF6E0>;Z$*PNA0ELPKQH?91K"[\V'FBZL:3"'!H4]0YN!H(6%%LH)GR6T";.727 M37^YK,#G;BTB"*!.DNX8$38"L*2B/,Z3+5+B*"<_1J1/\3R06"KUE.]3'!4 M-E77 \U;C#,]RJ%>$V8JL#C_[_?? OW__A3M'+%98')^OWC/_[^$ZG329!-& M_C^O[_^B'Q>G?_IA\?&G#*VPM3A=__/''Q7OZ+]'49V6]V=\4@$]PW?]'2M_< M']XSF_8?68,+ [#*I&OW 4_M_6"!*8H?!FX.)\2BPH:M*"@LJ[">!]\.K==M MN0'<+_]?RQR")XN[R(.V!L)CX;U,VEJG@7GD9&-LR1V3X$7L!V6(0LJF/LR8 M@!/&'8G^ZTS9Z^5%Y, AWB#N6XW8=8AYABVH/8 >DT*'>>RWNY','AJFSA MPFGB2!K&&STQ,^&C!.@]YLXHN8B5,&7MAJVZ,.TQ+5NZ62[8MA2^QPG0;H$S M-0%>.B-VRA*\RI-; &3]]G-(K_\?OI,76"RCAO.8XL]49-SN2+C'>)CIORZ: M/1^&N1CE0-8"*XTR7O@>&?>/O;@WKE,78[QY48K5^@+2L;&GM5Z$'.K$$5D'-M 1L,;B6A8YX@CX\ [$LS>)SQG!=X8&+KX)W5=0[;@%L%:OUGP)_[;L M"U6T!\+CJ]FGI RFF >1'&Z>O,K+O)VW45+>[K"+J?+_R$*A-8#K9JE^44;8 M2G$OG? R0$BMW"BO..@&QD)#PA070K<-(@C1 Q+9QJ%TC^Z?6DAC"M*4+J6\4 MW?!*G%N!!6%7OS/%GSC7AP5'6HA]C6#X"\S >QW(L()#E(1:;,DL/F$>/)3K MW7%;Z%M)]3O(G5$(SXJK8K'*+M8L7205#)\SJD)NP-_*/2Z"N2#,L+6(JY; MZS ["8,. I.L&7_@ LDQF!5ZKLP6D?T*AG7SX4[W6X>0LS3V WIA#XMO8J20 MI&4A:G!I(G9S^?^S]V[-D=O(PN!? <V!,@:X ,)ZGT26IW MS/?BH(HH%6T66<.+NLN_?@'P3N+* HDD61$3X^XN $0F$HF\YZBQFT>"4,C\ MQ=9MQ&X>"0(C=O-\M-C- /%+M*#MAO@;4K?J-7<+%:.WI+M88R_1 0@JVH>_B M0\W*,1#;;A8!NL>2ZB6IP!#%Y/4FK.+L6&+!?\OB0KZ+R?+_12S+^0>^H[Q_ MZ@ 77*GVF?^[[M"OO1?>?VXYPS\ZG/?/8T!/M%A&2G8>3]CT]GK-/AA@Y7: M,.O>N2D^4\M+GS[$^9&3W')!*GGYP7%3R8\NTI*78JG)>RVS;5&0F=8"-FJ5 M1ZU2SYN<=839EL9L[PP4? 0PG5L_2365QIH:.T3&;E]6WZ787BO5NZ25;!V"A M,3;H,ZD*,MD[D7&[=@,]#KS$:]B?L^>_$^/XL%JB[;*7O\J6 [[QM_J 01'D$4;;DL%: 7!^H9&^#.1V%KE$3MB<%B]\%8_12 MK;9!ZQ0-Z8 X+-EA.,W(F2*!'$@8/6'4MP$6R1T_;VE6I%(=0X)$'R@3!C(' MGYL5G,.O0UJT42- _<;TX]PEFL5:[G1?'E _2' <:)U>D6Y&$\4$#Y0;'44U= M*I/HJ'98?.6[_#-CM9<;'&)Q6\J@6#H9/# [\U-W/#W'U4;*?-\,/]8(7BE M;_- +&/UY&U#:T'<2-.1;0!#QPNVSI:8!0.DK+1/1"S#R!?\KRX<=]F[F@6%$ MT/%]%VF6%K<8=0>>1&K&+ H7_F[=;'TP&^0*8@*9EI"4JSX7;GD- !IO)R"M@#CD>? "EUL@S)*2UDL=Y">(5D=Z&/S&K/% MOEMGJPW<[_VHG?N5]$A;F0Q;!]O AMLR;PW/8(VA!CL1/(6^?Q-&9-7Y->*8 M@L,2QEDR'9M-Y/Z]C=Q'?$ 4IF%[@V&DN!CHP,5",ZEAZW[\/&LP!K1M[UW M1!]'&ZCCGWT]"V',/T:RQ<\] LV_1SN53QELOQ?$(W6#&Q;T=I^X&@]B!@I0 MA@*O1,$>?W-P^]05VB LI;B%]>XRC)/>]=[RM4J;Y'=TM4F 4+^8)1REN7_] M!AS=@/=NLOF1B@)-)A_:1CXD/*7%C1G"SR@6,$4@%9(5&)".H68\1B&QO5-O MZ/$/8+Y:515R#'9_/ A^<_>9:W@B>V!7K)=8VK,'U-_JG?33\]ZF%L9):N M_^\,?P_WP_US:N%9/IN6FT4X3U'9DFQ[,8\>C#8F#>L2E+A;ZQ$F>1^L& MZ$ZT+C:-_RC9=S[B:]I7>[_\/:/8?#J)=ZCG)!1];8IRU"7*0]$HBL4?+&V^_MBD)[<;ZU0H+JVQ>-LPJ 4+YMT2OK/%3FV3^A>^>;M_L4A>G^SE]G#V/G=!AC M0)P,,4D\.#N4)?2RSJ YPCZV2VL*C6;+[(T_C)T&RQ!//(($*1%6;0/LV J^IA< M$FX5'? C0"*?8OVW'QK[_1KT YX%+B@^N\1]?0O)/UU7PN2@D?A748N>[+QZ< MO<'@)T?B0Q%P)O<9Y]/V[T/IM\K:H]VA=^2? O83TOQ]?,+CQ!K/=\QVYPV<= MBM6:#8.F.H])U:=+4A+I]D_RR*PK@RHZYQ79P2,,VE7[>/>R$YI/]M;+R_ MQ:'\X[\?-&C]?9 K\'Y-X^IFJG-! %D;V8HUDV/7M7^C7M";QY^_MH+V/]*_9N%@OC1+OK\QQSH!+91X(<&M",V&!#V'@5/]2>]D9TFG/)4" 36_] M$]KGTIME9*PM(SP,L;'5>6%LT URV#>BCKE?)T2MD<((\5_>V,/'S'K <# M(>356FUR_2KW9W"/F#?8OAKVO/7V>U(=+7#_Y02N7S8H%? AXI5- G!#1E'(A M@W@.5YL:0^0[&N6S0 !7YFD+#DLV%@0@+6,TIJE:'.@]UNY2$@X=/*%U&D49 MT>%G+BK^2AO@DOF4> [Z@]3;P_I.B6&C$&OJ;0/R E_15\6^Q(OSM?Z$#V_/7 M&@2")EK-.L^32\PX#QCS]-"8#%8X P10.?/G"W.- 2"V?*P_[2:,-LA+R-LM MTD0&^*

*P{]'7CADJS59YQ*9*0U&>#_+8CQ7(-_R10(_HI=),&LU:+TL$V/I0 M$&_]+YQ3W3{IX%_:X#83RWP3Y-BE"-*X_4_PW<)R=!?,;N/AL$L%W&\QBA MO>.Y12Y9WL&ST-"R0U=C82HK@4_"R|V0>16*OQ%GDZJ#HCL3!)!-ZS.?@%GC M0_!PM9VJ(R7ECRGK*'V%7#BJ<1JYF:U>0I3>@,(_VRXM;I>7?D<(#I('B9) M\;Z*:,'T8"T.J6R-M7]"3ZF/SCY<_'2&1=+-[T/4V'G)O?*<;"L@:",*N,&U0 M?"&-.]K^>9B)N*R%1&062(:=:Y#OV$=@I\<3"@3_'-_P) MAH, I^FO\P3B,'LD"""]^+DL-^MYBU|"$U+P9O/&&8Y?OM)8T;4W2 M (MAS"(*7UY5CF4V>$"]5C'Y0D!0D'MAGIRO}Y@719@I<;1FQD#[3 I?<$)>MSAM6/"X+LV;>7U&T"JBHB.+<:=;A-8KSK.LKE^${BE@:9.=`$.34*O@J?"%Y M8T$ S%?PB): M&2NY'OD7Q\\MR 24SJ4QL2B(TV59PXK=7W]+4,",39/.LG_NK"8"]TW-+8"?MH4)?:CUF?>:#,,WR1'+#K3#$ASO8_MGE>#U_BQ 5=SGY^QA($]B>K?WPP-" M%RA &X_*/&RA_@&OY<1;)D/57,$X,_(]S,7TKT3_8E]J.67D&5S0 !&2]]L M20E%]AGD&V:!IS;3_]U{)@X_TCX<[*M6S:U4=\[OV::5XO*MN]Z0,,->FVAP&@C[*^LFD MFFSD$9]U+>A[VY{H-9%80!BGW5 (*#]VT#LJ41VJ=UB%J3""2! >D()WB-R M"VW]?+U.=ZE/GH\K+ 6LV9GT\ED@@"NJ!/'BL.N_@]BPP:;>I:;WD=@H(YL M"6\RS\?*V6@>X\Q$@V@"") R\V5ARQ2H5LR!($"HZ:]YE&+&Y//6I>Y-&-VD M)%2S4'G9KCC-14" SND_7TJ!53=XYANI/-NZ+I$X^TK-546S0\780T"<1;J$:/;T"NNO8Q_B"HH:I(H!O(3B/7Y?]OT0^ 0%GM9C\ZT2]BT34N MA:QPSTD$.]XT$. 5SX>PN*MT, A0VLD'XBX_F@0P+PXWU"KS2$+"L8P&-N/ M'+=*=NC4D.:KKDH308!8AMFM-N1MO/'#K\(W5#3>NJ)#:^"B"+]:R8%E5N*- M 7$2YT'BN9Z?TLK3F4.%1$,)]VS+YH C!F:7A:1*'=]Z?@^$9[)QM2U]/7!YK=!O] ME.+WO+2V".*NV4-!@,$U'@EMG/)9((*K*5H-(T.1$\YFP.(Y]BTSN?6D###8C MCN-NY@9S%(Q3:089$\V1^QJRAX(_@]_L)U# *6RK;&5E^MO:S]UD4O";#,.39^OU:8=3]JYHP3/U%1#(ZYH2B$U; MP?^L,,\^1[UPW"OTFA3AQQU>VOH=Q(D,)VR505@#!(KH?MRZQD-;EY.=MO/X M.S_:)^-Z+W#\IKCO6:9 5JBP9E'OT+?J1!"$+RAWQ2^&H3T9!*B[Z> M*!UDGU@*KOL!;&4VAS[V#L39?$+A6^3LM]Y:(P-7.@D$:.#544]5'Y*CCC04! M"}8U.CGTCA/]TA@8LL4DUF%N&[EZIIN6F36LVO.Z;\" G@2MH>';\\#+&^] M(S^D-@5IUH["-.L>HJQ$<*.6 #L4CCL0Q FUK-)\]Q%SH/53>"+R:9>06C^!MP/0G%.!WW"?]"-R=%W@O?2O>1?]W9(K]=O_>G'JTXBG,E,RZT;$RHH2C@9Q M1I2?OLK5H->.&E2F$BLZ286MW_NA1N4!'PG=ZY4E0=;LEPI-LJU^!;+9>&%16,ID_&@0P30U;U(,/ M/=(^[5/#%7E8=-YCE4D@SH=5%(34'B26Z*?6)5>=_P*PW#U$HH'/U^LH=7QA MR)Q@.APRD03K(;+*_)VQX$ X-S[ZMH]$Z_A%5IG42'$+[,.K P!D&X@8.%\]5=;4H@O;:)(!A=SS M=WR0;UDU>&)++1.=C3[CIC<'XJA(WF.K?V65^41^(-TV&O]0&\F4@8]9$(8S MEY5I6?X X]1*J8,8XAKM-A1:\JK/!@)LG*PVG\+0K=?R>0Y]3FM$WFC[KVEA MK,>B_\L6%2)DF?I9=;;I6O;ZS =Q>DWS-SD=N5.#C+)_6@HNX@_'>9@_/$P M-RN[E0]4U5N)*??R!H, 1>0G%C)'I8D@0.07EF:*/=S1((!A^6GUV,9$.#W+TIT>:!!BYEC)!,.!@,/O M(PV@+W264)677XK21J&(>@>RC@RJ,.<^8'Q!^7]2_T"%Y%^T9>SV5!!$-L:L MR:.9"P2B']#7/$N8UGH, _S'-84RMWH6$ETU[!N.&[4Q[G$?UQ%+^%73DFF MSC#[?$"KU5@ABXKZF!V!(A2YJK9\A+M@DD@0"OW5RO\2#CYYR!\)4%:1+F@MA2!)JC]>#K]>66ICHT IA?4%'W6\P0?,J6<\T*2L7YHK+T+KY"6D$;18$B8O M&[P@),%8^X \E?%1C^DK9JQ%_C@'%OP$.1]A?88WQZW74O]=Q ;IDRO4VFY M^RN(S5[E\0B7>%MO2FX/\0S[-Z ;4D+ ^A'*A@YE)(I\"XJQJ@624>V9!06V(MY*_! %,]IE18*$7IO(8?\5W$'4DZEMF#.)MN MZ39^_@%OK'4[2Q%Y1I)2VL:5^F_V"8@J>"\A(0;?QQHKAX6QAUG'<]&(]^SC MZXN7^!U%YA%LKKNT\N<3/Q&S3;YO4&DB"!!K71/HJ[-?1=3368G M5FRWP)\(L0R.Y1@/1?%:=]@N+E99[3U.U3PHQLL=#E^]F;?X'^+>8RK,Q#$M>0B=HMI>5/N,N:08TCW]*\D^915;[HP!<1;'ID$U0Q6X'0,'^ P(]''+G',Q M(9X! BA&36U^&2_N8!"@M)M0$9Y!(M5)D@M?6)7/LJ\T=%4#NK_:WVPME1;3 M?*%D_(,F:KK,>O81\ 5BKVW *%XM7G9XM\R*8GGV1$,M@]*^_@'7F0/[Z$ M]+]GI3LMRY<\Z\"F-1L$"V$V=&HT?JA"]HLN3F;@\UW.B0\U%(6HSP1P, A1.]]A;6BC]V!ZT@E5 ,\BM3@+D,7COFR]]J,9] MJ_)+QZM*=]R*()!R'P;HD*4&W*2!]V*RD$RQ__TO3ZW09;2?1MGD9N*W%/_/?7&^L=5G[67LGW:]LCNIM1&FT9HZ M5#,_[IT@W>#_4J&OZTG7F SB1#LY?P]AHA@=IC@5!)B<"&9!]2OQ#.L6N6M. M%\./;8L<=R"(=:/ZO"*)JIB->!VPY9X0X"<48<\>S&"YQ@ MW1#/-(0[QFS[K+^(4202?.@M9<;C5'MADF@QRH@R%984:K5EI=:?/DVY%XK@4#"D56%,G,(TZUN8F$0**KIU22B&3.1 MJ(C91A@X=Q74P@>9Y*&S B0BTN=R^2HV2-E#5 M6L^\|_=45A]P _H#4(UY2*@+ 8_JFN$W!CK&CE[!FJ??8I+E<=I4 *_W13X M:7EC[9_A<[K;.=%AM6DE4Y=E_FAM >+?{3[F6E5O25UB0^M:EXU)/UF\V^?# M[C5L2!^='T$0Y?/6V^^S^A?_<@+7SR4BA;0!M9DP@.RH4ERIJ#$*QN:'[__Y M-%"!UUX[(%T;FS!Q8'XY7G.#85I(,!C.I5D19PE*

*\PDE:12PBS87 M/X(X_:MRBX&)IV&&A[SZV+T6 8&^)62T?(G4+WT5D-)D!N. MR7'%]F'LL6/GFT-;+L=]"B2&'EC00!R'B%GM;G#\AW38EK^"F*SGTG%U^LX M\79.PO;<-$> V/1EDU?6+';DFV \#("8Z3HJQ9=5)L(,5.$J.AYIQ"Z MUQP(H0VUZ%VXM]""Y.5SXRFU9HX*PGF)HPN29*)C]Q51!.9V?7$QOPN"!KJ M#6L]<#G=%8!G>0%7'G&J!RZO=>3@'[5N/RX$FN\MOZRT!BO2H;YN166/LMPA M^Z)X6-&K])+8Z%&T=[#"2O;8S7W1F@B"[MBB6N^-Z;_D3$.!"KEDM)W$P7 M5$^S]NM#!*,;3#*T8PV*3]3M(_>WBSP8!+-_2(\PB4Y@&KSS]3K=$:I;2.3[W@-M%_ZSCW+;Y?DNC!+OK\P\Q.+J9D86MOZ8W""WAP_#WAL*9",GT&<*ZN>C5#P M%TX 5(K,9//89@#K3_,]XWTG>ON^W.CR"P+8N"92%>-@<$8,WN"YGI;/,YMSO+WA(P:X)I)2N/I,H[UA:^-8&JKSX+Q'FU0_RN2'0@N_X:9ZCU]R-[&ZZ_M45\8#6SM*JZB<2#.01*M2D+=4-9;>(J90)^_U_82]N]6X=(L:@\5&4:=Z\0;-M"+D:FQ9PK5!;)=5#+DJ%OTO#W-CK*<>^+*WU@+VB0S+NUE!U;,W4O99W*E= M-!C$Z65I\({$J.8 $%M6SQ-FP:,_^&P2P0A{[F%VB7C@8A;-QYYAYT$O8510UOA# %!N%P;B"AA M43H)!&BKZ,T)WYSE]S+B1K$(@SKZ=.9"VVQ(/?ZVYKDLG-S$WLM!(%C"01@?F4 M-Q@(*"S12UU(L_2,7I;8X6!B,LDL4VZA3$ZURAZ]HL4DQC MOH;.&&:=.$AM6DE4Y=E_FAM >+?{3[F6E5O25UB0^M:EXU)/UF\V^?# M[C5L2!^='T$0Y?/6V^^S^A?_<@+7SR4BA;0!M9DP@.RH4ERIJ#$*QN:'[__Y M-%"!UUX[(%T;FS!Q8'XY7G.#85I(,!C.I5D19PE*

*(OR.%Q"#RRH@3;V)7OZ"HAVF;X'X*IX#Z;2(G%9T]Z;B&I&**MKN MRK_'K06-T3'L94<[X8"$$.@[C^NA!6I>6:/Y(-*/L4A M$ PPC') (7V0GPI#ANELRVU5P_;6>?9DO;2%$:UHB;3CP!FQE F'9D318=C' MLK)]CQ-JA;+;(A!I1JC5\84/@E9HUQ M1-QF-,(B4'N<8-LOB& (1B#4MX:H%:Q@M]S!WT5?GB)951^,X@5;(/!.:!2./2 M@5*DTR)0.Y8LH!^'M0CT&Y 7U$/#%O*:#>6>;<:B+:M!%K'4FLE(* MIL=_^:VSZSM.VU7)8,-9,T^IC\X^7/QTAC]R'[K>QD/NC>^T^\F(QY]O@J*S M+=%PN]=<{=Q+D9,/=.$%_/'[>88.:B)*2" %KGX: U=6JSA6 N!-&.VR.\'!'E?LE=,=O3E![B[8E<<^IY;@/98V_IJDXO$CE_5KI34 MDC&SMKUT]V.V7Q'+"S[C"Y]?C<;X9V#(6D8)J^'],GXLXX6) ^%? S^ENYT2' MU>;9>PLP+U^3S)K,.T.JC&..KFLIAM-@9-W]RZJ7\2?8JT$F.@\9(U&<#(.] MR(^KD>"AB)?%W>22Q6%Q+HG2C'D& /HWC1;2GQSU6<_$PR^I:GZM0@E !*[O1 MPBG6[C1K5[*K+)X#XP:K'%#]#DOPL+BK6WJ):]4+IG$URYTK%WX5S:!89Z*S M*=F]%$Z! <2T5#J=I.!8A87&7LD@VK^>93^Y^!P0%Z'7*!W;$.ZA;'#[(H:ETO_[-% [KN9HVV] 1ST+.[.,TIZ3^/"US9N MZK8? M:3AN*/:7GBWES\.QKTU<4*L9N.GZUJOES";S8-".B.EQ8I>V9A#8 MU(M(/B&?1+'3DD>4M;^2,1-%D5K)73YR47NMCU3W?5'? MTP$/W95&-S##*$T M2CL=B^W%L9L'1 N4/Z*(XF5:G.;;B0(O>"MW+^$AW.'6N$-[1{)[SQ\XT;+ M#J1^5P6P+^X6/J>O,? I/BC|Q_3Z]^+++V|F6=U7G#[*6*MG8D#0_EXC=Q@64' MTH@'Y<. ^P&NH$LQ"NJV=E&QV.;%]TUK:X?L_V6W5G&R86O IY 6P<+Z7?1\| M)O^?.%Z0'%0VKC_?=(HE>B?7E1J0GO>^ERCL5SK'&O%\CK%6\>+:)D6XA;9A['CKS9W8?!VY[TC-ZM1H4B* M?9;"&,6FR"+5%[&)'E)@Q21@MM%%9P*)*D42!A0AH3[2$>^800/[$ 18Y/PN#<_MG1=X1 $D;JDBO%/Q-O1;S"+GC9$3K8D0? 86/R0_ILY]O4TA[*C,MLQTI@C.QJ-"N;95'VH=B-,L>6%_]YB45O+R%_X@H[_!D6^S-_ MK5EBHC# ?UQGV=4Z1AWM96!8:/5R|E7- 7HMHTJB&NAZVMT4TK-' GMSZMXA> M"'I7M6UD7$2M8G#D\H@,>*7F#JI"MH^ M@A)W)QU"W6%1U9T^(4W1,5*5GSZA3,=%4^+MI$(<[?$I<7G2+?!\2B7B3GK% M<5ZJIGO4+=%U8:@D_*A)K7K43827,XPI578G$$K6)2&0HOM.+1*3]A="#P M03EO;Q%IUT5>FDTN0=+S4.CI59@[Q8NMB)7%I1OI5)R?XI6>3=WY9WRZ;DH: MUY?[8_7_R_+705/:)U&$;X>-')#Z?J;_08,- J%;U]XPGA?'4.IU*?(,&92 M#;\BXW){>==034X@F0{CDFM6R5='SN*N+Z=B_A1O\1+]YO?.(X-VD\W6R%_R M318XXJ=XFZ=3'Y^7&%683;X@4FX.N>?O*'+>T!/:.1XQ;=Z1'M:D1SHQLN/M M$.WVR4G$FKO1I:WQM3N$16Q4MMZFVRV$[<.]DZ3DOBH)+GU6@L'Y>O<&,$M= MBXC?/[H/0R^'"2^X'\@3Q&K&,,6W9R8M&2JU!]M/0%,KE"X XYYK-E[00= B MYH$:P6I\M@E8;" MH6JZ]\/RDKE&47! [BMP#=A%XMMX/TG510] MQODV *&+7H)MZ&,..$&<5U@D9%+2QBC+24)?!=->#P8|JE.L?F4H7H0$?<0Q' M4/3B-&!6)X4IOG^G? @ILELZ,[J77(@OQC<_7A'04C9<&%K9?2R4,WA&^&2Z6 MA9/(6R=YJ[),0-9"0Z^E %##]6[OAP>GKNX*T1^PS/?;J-/ AM';X%WE^8 MN!'FAQG%JQ.)Z>_!>)G,=^0P<5\7(1281WT_KK"(*CA#TKEQ3C1>E1T@@ENK M)\T49;;)=Z:IF>.O]-QZ?DIDZ&>BSU&5[_K;VD\QAK- <^=T^37)JUFUI,\'" M8/ 8G5XX0V:[<>;.FS#:.7ENWT4:>P&*X]7F94OLH'LG.)R[KI>!?1MLBK%7 M*'$\OR=W^6%L$-72? \P#:I0+Q5%2XT#X;Q7WP7_Y/4^W7D7Y WK^S6LW:^ . M,\LNU39*S#CY'N*KD$1\\'?+& NGCNC%X0(%ZRTFL#\9.%>>!@B@8E_,8U&> M!@<@*@FI@I$-!K1Y_#&]@ZC-L <&3=KM;.T>$7E>K"5;;@N0& MI48Z\2>W,W MPM> /=;;UKO55A]0DB$P"5F;8CK?+/K +$ M9+& <01!8DEABZ(P;]0%^LR*8,#Z]DIU._E:R@7_JI!(]M;OHE%EL;O4+EB;]VNC-6E251(YL>N:@T=GU#X%CG[K;?6 MN]?R>8!N- @D/K2[Q)0D.B6*R6[+G,^5K+EG&\)UO&/KAMYXUS/!.F@DLMT'F MD+T-*@S@WTJ'+6N3FBO8)1V21((JN8SQ@???Z& ML";J(,W^SCHMO05,/W5.O'UT()?YPA6_&?XF3<3"M!A[+LKX&&\'G)$66PDF M%"E1^(YWY%XL\45EIKD7!B;001&X1=X,UE'27TJ!!K&1AG9>O24HG&K[/7\+H M3])2(LN59-WCU@A[6]'OAUI)QN9-&%V%Z6NR2?VNZL?3$=4F&T9NJX7"G;?S MDB)^DX5JX7AX):TP_\-HO/,V/*RKS+1GUZSZ2;6[2/T+ ^211&.^29^)4F@NL MA?,YH:HWZO"[.%1#\KCE\Z].Y-;S])=%F]/RH*0J/ KCSQ[@4M*TG!]UD-_ M=R!QO0QK$$GDU2"K;^9G_#+0/,KS'6%?@A>R/7(@Y!'KON^C2 F)W<$C[4IG M4\;? 101O=]Y0ZO-*DWB,,5_)G,=^0P<5\7(1281WT_KK"(*CA#TKEQ3C1>E1T@@ENK M)\T49;;)=Z:IF>.O]-QZ?DIDZ&>BSU&5[_K;VD\QAK-<

JX? 5^$G'L* ML5SV%.&))>3-FD!{}8'.'!6+K\IR1*&,81G=W!$OT_QE+'XIE5S&>D[9F1NS MS3P^[NWDZ&FSSG?
*O50YNGJBP)>H.K^',/1'UN&LO,A3,.AW-H7$24LKCP&@_ICU]J9U;9]NJ M%&R[T*EVUYQN0TGMG=|*
*[!T*AO_;9=FONF'L^^P>>\%//33P2&HO,_M"CZ5WK:0>MBT3"S"%W.J!VP;=Z=2K$?!+*J>:FJ=ZAZ=Z4BR=8<^'2JF<73DQ*_NWV*(CSVQX5*
MG8TN#M60O.37^5'E:M>3.TV2+F#(1(WY8T%C(0UD@)%G0044EU[N]'QZ0.$568P%[0.*GSDUI M94;9S8AY5T.4.6AN?1CD**
[ALW7'6MEQ)):M-'=M/R"?EF2[#.(DIKE]KN(XE MP7A'+FKW'K_*6?YKF^XJ"?<181E6^*0861\DJWL(W0LM^NN80W4C.(ZP@U MQP*
XE>-DE7>L;A 6>A-&E$<-+!IU/@<7@=PGIZ P%52?0;YE&$%"G,9H@HY M;YB! Q:2]IJ/X5=\< $U 9^`]#3?*
*A*5*J4XUO. 2=Z.KKZC9@*_O"48/B,D6 M];M82[!VUMM_(X>Y2=6IUB[-$\(/MD<2L2@:A3R?/79Z+WU12CMWF=>2K_+C M,OWTRS|*
(EVD&=EOF"((=Z "#2]GP.@GIH>HC#,U\OD0,;HB]_P=19@S-"(X M3,-0\`^N316^MW9,%]*I^27']4DH_3X@(+_C?+\._JGZIXY,J0A]-,]$C=C)9*
MM//IB@>LD F/O)/I,1.LN6;P%LX$+/"D5)ZOD5TFQOE7]S0^;0^Q1&;9AKZ+ MHCC;YQ-Z)VXZ^L/SWO>XLI/"3$!@D3CI;F>8LLE>B?6+'"?
*WCNDN8UA/:37: M"=9^ZI)6.]5WZPW 6>J*Y@KV4EHK"3K;6N)AQE3MDKZV5V@=(7S-.*>EMX9= MVLPY0UV6D$*
GG08'(%M;2DC$"1.X%F7Y3/O0&|TYS+O@5W$;;#1`|CUV-91]ZJ3N6/&C&.X<& _D>W&2WP1]!OTB6HYYN>>8 =;B. ^&# R1U MNR<'$<:?
%M@=09<&7/SI.=WMG.BPVKQL48:NS/BP)A])#1,L V50TW??|F MC,B/PZ>XU3\VO224+CS#9)QPOW,J9*
FD.GP9C9R5S9C74S5C1A.C#D6 F(\ MQIL.W)IZ4M(_DG12+8*^"W]P&UOLN1.@T*PV)U9^#!%86R\<)[@2\ (MG;T MS=VN*
*A9FQOGF9$D+BQ(;Y"4I5>ODQ:$,?PD8:67,IG;83.%DT$_-@9 R;IU' M9(](5ISO B.RVIG++]\87[2;_GD;QRERK]*H]&\G1J:::EX P"'^%JK\0:**X*
M=+#Z[2-W%5%Z)I:VL:B#_^G)GR]Y^'2<[F7]TI!)4_D-0& M@N.JX$,M!X(>19P))B]A44\U7E;,^=VI7VYW]T$QF2+HI>MDR@ MWV\3-
%OCIB$ Q2:Y>+ M/B[9S3'@VGZV49'?NOSLT

*'= =W\S/")@ M*L[O_Y@UDN%= ?6ML8]F2O;7CL7)B$^CI\GFU$YE"!/8R">ZP#CZJ10$G^W% M.C6)FC=7ZV/8&IGM*8@Q2^*(4Y5']"CM%*
((]<;FE;?([']>C<&;:V#?)$$A,_MXVV3YBDG8_ZW7-
O.D26Q^F6VI,__/Z/8=I@S2MZ=@Y77D)K@C8WMZ;\A!U32A:\>8K5G$NLYKE/UT4N&XB<+CB*
*M*TZV!AR^!^&.=EZEQW!'/D).IM8^MP61: 8T,)I[]M0 R>><0BE/H923"*5\ MPB*EHZVYX%[A=Z1'^[)QG+&4O2/9$*L,M/>-4 ^7NX-*
[^W>B?Y$!-?"DS2 M:=8 ^H0"+(KY>&?G[LX+/$(W1 !1@4IM[L3E;Z&U6_417D1M+(5'NXX[R>,X M>Y?[G[P0_53>_ZV]9M[\;?!#D+J?9*
MSE;;:RFPAUJ.88>]:$X^CMXL!> M0&"P&_*+UM#8WJ7$N,,=#L#,=^3YJ-GZC'QDJI=&YITPMOQ4$?2^"]. =W?.
MK&V/4^354VKEW(3O!'\|#&E0]?&N"X2M]W$11K(1'MJ&@5)Z+'-7K65/,MO. M8^;UFSMN33^_,$]?U.@AO@TT8[3(KX!0-
4"3H3FIN:@TRW$F-$0:(M!YTQ50.%";?;L"$TBD:FZW.'3JZJ0Q3;GCISX/$VVF'_\Q>~7:?P[UE!6W R! MT:\Q!
IQON!/"?:,&PUI^T.Q1\/!01Q[!1S+)+2M"^V_HHW\>T)K#)$"#O%^,9XW_!NHN 4.^94L;9:ULB20P=YU))D 8"7#@O]6+*
M,!NP'NPZ7ML4NC":;\L%#9+CO\$+Q)(@3(;]T"_B>HDD!0DM+<,N)I-(1$A; MAH%=(B-HRT[+)2@>.^:S]_!X M&>)5*
RQ!EO\28\F1F.>WH8\Q$V?W[@KO;.TEGP,G=;W$9M9L&9DI,[YU!]I3 M4HN]"/7JYB"+FVT?/G?#G8'V,9QMA&A,84!?7X$)3#C'7@Q-
BP8/:5NH0F/.=2N:;_>SDQDFF^,L[;E6A,N(:[X^PRQVX3 M4UKEXP%]I;_P^8W*?'MAC;7'\|'QW-O@TME[B>,+3T8\!]HH9.3?\)YC:DRWF*
*MH">84R*W<-Q+TLZ9@PU;N^O=] (W#X",-:_),2M9@D=,4$';2TM#@!OZ.\E M:4A(@F\F%A/-$%CHOA&V.6/7D#!QN)5IGV&0&*
+TC^",7,VJ,7%<).!Q!(R M!!K^,1&2Z&B\$T>&,DWPK"Y#P/AC%&(XRK@S!&9^FB1F1KDT/T-!S1&&I"'P M\D]H>.EK;1H",;]*
0XZ^-6H(M/P#2TMFY4:S'G023.HQ%[(23W7+]\ _^R] M!=[&6V,6<+Y>D]1F_&?GV#]^2^X$BW[7 MUIY$82F/X;]6F\5]^?XQ"-*
*UTGJ^@919CD6'E-W&$V-DK95K:'MF!D$(1X[O2W;C]OHD.G% ;\AZRUF-'*8H"DTP !5.Q+&%8CG38W@_"2GC1W*
M433#'A@1P@]N9VOBR!SAG%'YV+WS1QA=8HT#2TD1^R/.VC439+ [-6FL0LN ML^6/G=2&[5_2YZVWWV>E:?_E!"Y>^DVR(IT\P-MG\=*
*M5V3Q F^7[K@;;_YNL=\729D*HP.^UA)6P!QJ?^/DIDDQ'-$,,& UR7I(NXA$)6GTB>SY3ON:290S?^891CW_K6<,,[Z19WNHV*
MR.K:W@85!O!O9=U;UB8U5X";E]3B\CT3DCJK&#XNX>=O"&NB/O[L[ZS3TEO MJ%/GQ%L2L<1\X8K?#']SE6RIA!)[^+)3/L;;
6>DS=0JBI0H?,<['LB6*@6CK=8=23$ M+`XYD.)=1"XG-XYVC,7\#Z/QSMOPL*XRTYX!=K=WO(CL9K6Y"X.W.^\=N>=Q*
MC)+X7\AW,:%\CGF J>>39"UPLPG.K M1 W^W8'$]3+J0B215X.LOIF?\/M"N= M31E_!U!$]'fG#:TV)`_M],)V;'V4-.IA?7F9
%XQ/IH)4'E$P&>55KB M:.@G4DU"J=2(:L"]\$)T0L G@A=1X9A#,-MUY[B\=7R9].%D GL+V&AU BP MQADYQ'Z>$-8@ G;=Y?KOPWT[SU.4[8-*
*=G*4:J/?$-:$[ZCH+.:3E6D1,#/ MM]")@2(?W/=NPH"K!U,+'UC(&%".AE31#L8/K1[1P]+G*:ADEHEF+>G= IZL M!!GX02[6$E((_K#=,B?(;A.-*
*7&!/2EJ#QQ>]V-%SC!VG/\VR#&4OB.QF8% ME4QX'CED&/WWTFK7CN4*W%JZE?>V3&LL!U7ZCUBRDJ>*9)=N6M8&7SK,&TGT8*
*MH,,]$_V)DILT2C5?-,3B9@84GN$)X(J44&XD7 U MFVIQ0]Q+!3EHXEA3EO3J.)'*4A-'2B^)GWD#6=(99.0H&S!UM';.2R?D:A,W M_;&B:),/?*
*%J.[W0(Y#')VX@+K+/ZHEG)-.[+)VSVG"&V+;P MIWB,W13'U58[^Q29*E5G@ZO_2Y^TK@IOB63X '3+2]M"E%M M)CRPNC4,5<&]S9PG6/:-*
*R81EIPF*RLT)S92\T?9,7O42"?L(82V2O(3XSSZB MXD- LA2CQ/LK*U?$.Q*>A5 MC4:Z2H02MH9NY@"!_TB:.O $K(D;T?JQ8W/RVES1QZ8F-*
*;EOXC9(PR\\E1\G M;F@C70&]I C)/4#\-&C@*1+G[NNET%R&VS";)=?)+OF-5++L+%+F5E-,,&: M1M+9D\AXQAEL3R.N2CL1DGG*
!%+]RPO^4YS5;&:KBGU7,.S?WJ3^QO-]\K$B M#^G\+4(;Z!0G67D6&*T_OXM?/_!15YV(O@/U4'@O_Q^A]X<_QH317)@F/-8*
M(T;:6/9%IMF]\/A,SWWP]T+6F^#T_?\#VY#-]F)7%X!^I?)*UBT8>ZM6F M=E$$AEOVV&7Q"+.V3J.D?*
*O36."1_1PKZH++6\1UR8D?*Z'DY!>-G@_A/_XT< MO\K3#>\1E,'C/G#+;G_75\1+?RZJS_K/%=RA_\D.P L MN^9+8-);Pl0W0V&C@H&F*
[FDT7I+;)00EL[> MGA!Y!C)Y\W8LTJ>V>\)XK$=_74,'\TM4;\=OWQE7E#442P% P(8"!X"!.LAA0EJE7(1K*&81BN<\-%B2D>?;,'*
*E'1#^2OMP$3S2HS[']G? M?2>.5YN\|HODJHGFR9:NVLB7;I>/[I'=&/BI_!_*8^;&KPD+']3<4K3W\T$8> MJ;_:WNV9#A*D:XT@1F=OV*
*UB7C/Q!-,;^8Y>:>U-*LVSQQJ\@)3AC9#K)3?. MFF:EHZ_6/O"K-;A^%.TSBUT[D'X]" ML[5'!9\-UQ;,?T'#E-D4L9L?8U&D<+SITF@9 SUY4(Q-*
H7=ZP]9:&Y M(YXZT!IE;;N?,+[(4[T:H>*]79RS)R]"Z=,-CA({EBI^\1X'HR)N^:[VBU+ M!ZJ*6P$RBI1C.<0>+((/II<",NP"\N!9>\MS5W]@*
*9=*0Y,Z(HQ&#HWJ*) MX$84!384PQB2H,IY_)C2P9! CAYEANE,@CX8(59<=3+#%*:P^ Y"==_@DQA MSN5!NL'.*;%MC =0!I#NZ.-*
#]J97^Z\ZP!T;Z&GNNYT0'8D'-MR;(KN2/ M7U:&I>E(0_X_D=?B;:HE 8H&@XKI%Q 2_SQL$ 05AX4S9@'&/8+)]983=8V ML78?A5
I3+27!_F.HG/?#ZF)-?/@"AD4?[Q9$"0=X2^):P!%>R=#@2GG,;U MS&&C;O0)[7-+=LD@VYOBMK)7GSL_D -!<]Z(U!2DOE!RJ2M%*Y&VO^?*
*BJLHG'8G!>G M^FV.<@H KESML;Z[;@ZSP@3C)9KQ9:(=5^[\M:@L8\82UB)2+*WQ8_+VP M!QK>S1-Z\V+B'7 ?TU??*
*6Z\V&T0T\@('J^H!D!@>70GCRBBVY*S MM^9PFWT1U@BY\4T4[@B/)6W<5IN:9L.1#X/PIF0$ K/15E.T1-,(^\=N2N] M=TAA#=,E?*
*[)898Q.)]{>($(E:Q+$_(96 6TH4"|_M2FD%&9]HE[K# S+<1", MM^\; 3PA;_>:1G%F9/FV1T'<*6ZA-L2P'G-.G8E&K TU!Y@^V8J:-*
C7(FX..P7ULB2PQ![3&(5!+2>_3[. MMW.XB=N:7VN-.Q:".?/1B581-1B[M%FD1%Q1F6G15HZWM0U]_#3'F>KUA-[Q
MGQ']X7GO\^O.,P$!-9#F-1VAL41LE5M)LB;:Y@]\"R)[8>A)!MNT-8?"^.WBJFQ1W1YV^B3,YU_.SO3-E':P'3*
M!?"P=/CH>$Q^7/YFNGA8LD510S?@[8 S$B;!/]"O]=>=%I--LU-4,)2.',Q MI&FP9?(2G?D#<<(KYQ!_{](1L0=[Q=7E$%4##NO(A/B"=:*
^K>\-LL'!CN9F+.12" M@)_A<)4F<>($;I?M*4V! PC3AB$;/8RI*KX)HY*I2O'3]PG"BDD%C0LX\A+'6K3;1[ZRT<\%)VX MZ)(?UHECNC]] T,'4-!F)@(2D1"I&&<3.1AE#\'ZLJY(+!]HCCHE2Q6E8QD MA=-/%!-*JF0+?DX0/^3ZRD/9:>99:EI/S51*I9@X111EYU8BQL3![O-&*"1U*
*M3!0KQ[T:XL21B:*D__/1R5*!7*7>]//!-]=_QL(P+X)H]W@9>U.O5&)L=II)8Z44#20.SDT4Z]JXD6Z\B3 M<:?*
>I$0+9D82\-1;DZBS#!5,XJGW)5&7PU42D?>B>0(;,CRE]?>>D2-;>@F M0D^]#XD>P>CD34^],8FB=J*7B3WUEB5]2*D2O*
*>!%YP8RDLN'P1Z2-*E;H[Z M(@!)WKJI;\/@A-(XJC!M/I:< 5)6#64EC\(GD"*L?R<_4%P $E>U4GZ'\0? M#5%,91<+& 1\2+*H6LF!0= 2?*
J4%BP8! /@Y%'MT@CSZ1Y8@@BXBV#3EM\Y M1I6"E=4D6$4Y16T%\1-.+?D.U+M4Z,;'&0F+ADZ-^'"R ;%S';_PC^^LLQ2? M-
_Q_\EKYPO&GAD:G;GJVNNG%:/W]6_C^@XN\#"+\APH8_)??KX.$-+QFI;?S ML^%;1E-C$/4,"7L5,<>=.O)-N2,?AR+.W3]2+)2[K"L^0=';
[F9%PY?:.(_97PXFC(^&"_4S/$XX[S/'W#VL6O M>,H_^YQE=_K\.A_Q9 A"OK_TED#JLV$1OT)===FT<0_BQZ,.XD>H!Q$G9(\D*
MYNG+UEMOVSRB%HNO<4P:BXI,@WJ?8G8-CTF>Y,T;"I)8>Q#J4(]7\5;?.%Y$LP?/\27?[?.(EF0;N!]C(?]6 M76'J_74D@5W2M.X)]-
*D9H;$,+YP)-%I./64&KK4FCOJ!C _E4E/RB$I+%8]/-MC63&O2.\T)_R.K"#VH08[#(M2@>9Z*PGSK$G#K$S*1#3,\JW4)]P5KU MDE/?*
*G.GU11F_POTX5"((\B*P=\4FT*":,+>:O$7LV18'QJH7!/%ND#%C6(T< MM_/!".0A59I&ZQ8U5@<4@;3<#$]<*) FI24KU'& M\(/!%+X@PV^4L*
*I#CA9IO)A:*8R>I\2Z-=+T8X M-.3.,P-H,4_#MJ :O]ZBZG,T?%EOV[#WLW4TPMPA=]P9Z*$9N2G5^/4WCWUD M!B^*9ALE_>[-CT/?&U-*
*528<2T/C.:\C8&.W>Z*1WS!%A/66SP;_5^ 5LCV7 M=OK7V;.3L US)V-E'MW.=&?9=]+,'+%@OQWW^&6,->E@T"YGMCVX8M>%5J[1 M3+K*
J5+'0(5MP;>)TZ ?>0+43%K#J=,)(MI)AW@5+&AEMHUDQ9Q1Y#(@%?% MMAK3FWW,IEF#O22_!S3.Y,A0S;!=;K:X0H M$=]YSJOG4T?*
*2/?(E.Z*M-Y.(]{D(XL'B(]_7CBQ%Y/Y5 %Y0>MMX/TG17&'-M0EI)F8_.UE]&ZD"0B^$Y#D("EIR MAX,"0%A\5S !#!"D6?*
H:,VPBU@A;&2A,/!?RM5OU<=]%? U>K]^QD.1@N1T. M,-2>_5OHX]?'YY7+U9N[F/+41V#]R8O_O,%ZVRT)9D=Q\H1%4RW4"Q8 V3!
MB(L&9]L "A:8;-V-L>3]NH8\K$@\\8PE&P>B)UI#1K!R7,,8:ED=Q7RA'C(Z-M%>A5+HV(T,"2JB>*$/L)1:
*<4<]^)U#)57';#))Y%%6V$B5P8&1$6I<(!.%P/W MBHP0I#VBR_JX)X.C(4X4) .:+MHSHBS_NX$5*ZL0361E-M^3/=+C?:.[]W#H1"?^VS[=;<,?*
=\]@\\X:>>FVY,'G77/QZ! MZL;DR?HA%U3__U3H?F;1^Z"SH>RD[]M&R>)+:?$XZS=@VGDYE_\RGOC0UU3FB M9@%UW4XUN2
*\4Y.ISG0JO@/A%LV^>HHV7MK&C065R-"PGLRQ:$8OK/RH8M@-M'>I9Y=3;8

AH]@SOR$7(L_#K_HAG0P!#6_A?/F0\H]AL:/*$88>%C M>QZX5^@=^>&>[#*G?5GM?NE,>[P3^7BY-[RW>R?Z$Y'<)!68I-/L]'Q1 L(3E$(E"!2FWNR>5P!# M5#*')$*F48<+1L4#(=XAHT^!22F)9JUB-W+!9^(F7&VDR,6FB1O/M#&B*'=- MW,ST@# JXO@1192E5%SH/$@\U_-36G:S3$:Z_I8E*]U@W!+NE"84BZO-M1.1 M],]R(=MVI2.W+[,N&5L>@(WI2%C4#$U&/F+/VL3O(TSK? A2FW*YR9M:VAILA9E+6; MEH^?K(G(M!S -A29>4(GKHBIT 8:6SC1*LRY1'>]J; MR2$PQD@^'[BB]\@*D6"DLW4<3Q7?Z7*:,.*7#@<>(=- ZY%#!ORN/YH?!I@UT M,_[.[-IGP68T$C+SN_,$T< 4;Z@I==\ZX'R] M>G_EAT(M' ^X#C9[H:QQGHR##=6;8B#>#!0WZ,Y8AL,'6^J.E5EVS@,J\2;0 MJH'E=+1K1GDX)E>*?1[7=$+!PB)JR1X#:BNC5 [RGBK*1_>PX"S%;+K>\;* MXB8-JBCF"N(33U+?^UC0%:+0K>)120%B5' M59X+;WMG39[$Q4VA0X/:^.K\]+.;X_&C)9^:\(Z31-$785AM*G'- \IAK41C[MP_"7.+B-$XGUIY$;^Y A.2Y%'#*O ^\]\$%@:2A2E?O'-\;BDMNE -CZ CFP M&^+M19:&GFET9QXB)C-G#T$1]H5C@W!]8]9L>Q4) (AI[M0)PO-R.T.[:ZY-I[EAX%#W').?"%RWT,+T;E'[L89]C$]82S00-[EH++FN7; M'"^8/5XZ65!B:,,PK%GDOPN&EX@IX6*YO^#()- =1++*3YBNN)>H+AL?O6#/07Q7+&3Q(TB0L]<5HO=<'@4%7"Z% MOT",CT$B-LOE49#G6SXQ=? OZW3AV7^E2A::HW5L1LG#FSG4$@/;QH9GO;-^X M'"4/ON$,V:&&0:X4"8<*L[&E*N;T&%IL-IL#%EQ.)076PT*4=C[7PH0KXDZ& M@7K&- '4]V(3V62.9647,T)%%5XR5B$S>'DSD,'>[=69U*G04R.A):&2S==@ M>J"]QFGGLS4&+ ,W-3CQC,Z##:\P> V6*K-+ 8=6%+">\B(<,5MQF>N2R&Z>Q^CH'!/.4<; M)%U+;6/LP:Y_7R/#ZX2.105D-CPKBDK:&.6Z< 6L4\L6/MV!(#NQ4&/GR:#N MIV2*Q+*KFC= %%GE0DV<)X,ZM>?8#V_Q)B[^!89"#7E8Y4&T=]2\]X-1AUPV M(2QHZ&4[.#]0=R#W&QVQ]!\&?!!NR]![1XH]_,85HXOA4"_'3&Y9[& [<(ST<^ MP2]L>"!OV[<_#>(4//ME"C'[>1"6*Y9ON/L"O[H;A(.W*?WA!6(7A[4;C]_ MM<$0ZT =A";7 [XX*&Z$M@WZ^+9'QQI1G_*7K0BVGXZ4T;DF/VD+,P MUNW&!T_W;XX\XVDW=]R/]*I?[1AI),O],R;7!E:\K. ,FZ,\NM>G)D<+]. F M1ZR!B9- N^/X6L?'U:4F& NF[R88K('Y8O1''#V@3(YH8-:P]]='M9#X^5?L MQ)RW/MI3!EQC=@03VZ/1D'_?+(UM8LYA'L*<3:,_4(_08H\AG8[K/%*5%F,(M;NG.6K\R(>;<<$A'9IT:F]B.]/##OIWHDA :?@WU)#FW-' CJC%VA7(JN9L8;W"HH MA3*CD1![T.T4+(L34P[:(N :$+M\NU^I'\P.1KXX.MMT2$?8X5EY3 M7 5/YWP3E<=!XD]8&);2 ^4.[FB+QN".1/[HTZW+$3+\+>4D.AI7IC0ZDFC^SNK&S=YGC7;^KE-/ M5F0SL2#9N]RO.ST3'@MH9T(GG[WS'C-@KQ/IX7HU"'LG/PXXD5DJK] 82 CY M9"[^O+(757:2S.6GK4W0Z'_SMAHM=I.{4AB^.C(T ^CM5U#2,V!R% M@4ISYKV:2/E0MB=KW@^S;4FM>\W;BRHX^3ZI2DYZSE>E3;7A#EB5"[AIN=;" M%?@70J;\"U_W&3,$5C3GP\ <5FK'*J>X5@X<.(WC@]H0/9Y#\EP6Y-R;_Q8>' MUX4!63UEWNP*7V-,+OA,7CVQY)&=\[EV3WQ'.79$NHF*7:O39M PT_=G&6^0 M]B"H_E9PFY;(<]N?ZH^B^]>><98*6$G "W:,V]'?^\>4BR M+6-73+B EM?!]*_PXWE?!5^9Z8$BZFNW.[0C2P-\[* M)*_XE 0%5YDZ$GJ9R^"AJBS*((6 =&^\].J@O%WG#V6NA3^N.6MR__M_ O613*W3#JA.I9%-VEA=RORS?O@J/=>7;((:_?(NS%G4 MI"C&63_BBE]-7D@KM,HN*[!:XT9DQW*MXF"[VFDP25L4 ME4C< ^W^/1(W? @@2CQ:+C"M1;7E,5+T%=L"=14NPF_7ZU/1J@Z_L8 MUD5(?_UOON0F8LE*XG"[XAO[PT19VUPHN\M:V13-K*<9-^?"Y9&WYLZ#M%KS MOX5)P'S!X3I$'<)C5L1W*0//=77/G6KY.O@YD]Y_XS#8:+J,11DHQ0OS)?YO M8>MS#5]VOMPQU\:&'T.AMD;S+W.+YHK=Q07W,5B[,.EB,9>3%,DU@YN\AS@O MAD*2C"R2;+- BX7V:)=D='+MD^4,FF]69=LTC;KYG&IF74C)N(@1N[4["*F M,V'3OR2A+E>\C*0 998FXV&6>1558UI9T^R7>P"LS8\E>PNT_KV0K-Y?>G? 44>W$'HU]@>\84U MVS (]3G.U)-KKQ8"57/CM&IW+) ,:M3B M4 R>OL:8RM8N+^2?! [UD[X%VO!RDBJ6'@DA:KX*L)F#45DX73G&+;)'-.I/X@ MK\TYT.YB'?R+\=I=%,J%DAHD-;3_XX;\Y_&(0-:%9*ST\S!?ZID>S"*YWX- MDBR?I; CBA^9V"9+%UEGT49!DB5A1*\8WP,W22TT\]HI\PL'7D9V MU1AUO-XX7LRU2+EIP&B9FT2Y-,9&>WT6T9*1 % MR"NPHS6=I@TQ[8VP"AB?I7PY"!)\[RLU"IPXT&2N/(T)$=\QW'FO9HCBT8WP MEBG#T46E@*3'-W0!K+__Q*C\V7I."(&?9/F:Q7#- H<7!7P!H1W^%GNLU(<>- M17B)T53:IC>& SOB]Z/WT._)[Z$7&Q%DA,25BP00R?:$M6N(&ZT_G@&6%*/8 M25$PQ3T\]?AV5!5U). [@DRB>6\EK65V!-Y T]3]:-!HO]$>FM8[6+P+!U?, ^ M'!0]D+&"+!D$>M$X0U-AJ)"2S<9SSO<@]$S.4^5[*9>]$2=I(2#]E-K$?V:/H M^,'W7%@_N!IFO!9)UL^#K_%&_%HOY DM(LE$(XGZ"F*AAK-7&^D@G+/R/HMN M%)=C;"W-F2AAWS*WG;W(T]LJ80?O#[_X* [2>1;%ZYA%)TG0@A!6$I6CVRQ+ M6##[,6;_,$AY] 7B#4N67F0EWR]V H)&UZ-XB#LD3:]$><%*#'6MH8'+ZC:) MPP8!:-5U5!U_? 85&U'B+C'H1"LF"HGH887RI4-X/9,O^8\L+WCSO(R%=7[4 M+AKF6LNGW1M$\,!QY]JE>7Z):KOO&$X*U8" MXR4X+#X4T&1%W" [+FZD]7$T.I259NTGP@ M8X*-@B1+6(*:@SI!EEU"YE;Z(P7,9 M5X>L%R,\KWY>*@DGG4 C,00SR^%NZG##: <(_07.JU8 M[;4TX9X6?]N!F*RZ(L?[<.JO6^,!(I(&&0/:].!(,P%1AMPRX$DCL7<"O5YU M>L:FB)&5;/<(0V_I<:HEW<\3_PK8"=AJ0D%]'O%1P_ MU)WMA-GAA209T8,\E8 5Y43+3O,&;.AYL/TT\N#!$_ESU:;5/;2!+^OK]BCM1MD2H+; R;0V93Y8!S\54*LL9:9?)!V-7"[?_L*.1L!3 ,N. MG' 2WG8^1\W&3N-H-QRBP&XE<330Z919-Y7P^U;.S5"HF/'2Z;^)O-#&<>5; M!4]3H88Q^T=QV=KRTZ9B/!\D5#0",1RYN+YS(!1*'.WB=2]7S*0RK5QDQ?\@ M;M0+UPHK14X7<;WEKV4\%W(:]T4.EIW"A/5TSM5, <*"=TWG-_6W^FK5/3UCC(*V.+DY/T$W]#QUVCK[%=#=C@C:W%%Y2PPCYFH%"%7KNR-&J: M"IJX1A*E1 'DC488^N6LUR? A=L0RJ2=V1BH#0T2NP<*2<3H9]$8M:TOV1UF7<@,LJ1*O!?)K532DBP(C%^IBM10I=U[1@16IX$:0 M 2*DASX&*YJ]M)2R^7W&^OS.1RAM 15R&!%I4('W5"2EY!18T2ROQ"+UPQ$A MD5S.?_&__9 @WC <#^F]Q+H-*W^,E8-GP,J3*ZR\%P? 67DZ8<#,.S94'\- M=.EN5N$NP9O/I8&*R^SK[0LVF)6M?D>I7('ZM&CR#8,>GT'I,V!0A6 M8%7Q^"OKF?0-<8QR1YTDI2$H+R5]ZZ;- M75X@9Y_X60VP9G^#*UQMGW3F Q9 MB3%F1;S2/4',^88F!3I5.=?L==!KQ.T\KZ7HY%D.J0_;WB552)TR*;Z K+J; M*_*U'_? 2O5'WK\/3[^N[']+SHOHM_LG1=FT1*2AP+7-K$32('-^0SEXK\Q;J M<:SUG#9VGD+Z$SAGG@OG &X+S .-62H)I (U]+- L(P41V9;B+/ZEDG.V<\"? MI4 #_"91JL3W0E]O&BQ/((]AP8+==ZIJ!)('NK04:\O$8!0K]*_>;-C OP+ MY7.AJ/$9G2_'_..P61?^FPA4]21"?W1- ;.$1#K0P#RTWDZVJXG ,$@:+K5K(M*BVFE+;,$62H(V]-%=;7/K#89(Q/A#?/H05"B6%F<%.O(8K!QR+D@7\86O&F M%I(JH<9:CH&R*\6'U3- E4X4OR NIIX!7)R,= A;_0D>DS_UDGCLW-OY%LD: MX-)+F:T!<@F,=Q^]D5EO>?$(G8^E'GKD$M+6_,;LX*VI!N]D+RP$-O0-YEC MUK]!&>;V:W:B F:V.G5Q 1'CV?A*!*72]S@XP+7HQ4^7WB#0_KU_3=7!/ ? MLZK/_'W3-XB1"1H6#7";^A+[WQ&=6(^NZSJ/*4O!?+SB9" N+?\SWSRDN[C* MC;7ZW@3Q7U\U?]NWEM[06NO.;[)M8]HCFG8+QCWH?@CBW@2A4MK-W^Q05/NZ M]Y;'1&%0]>YWV(+"J0>BQAW"QHWM<-S@8M8NAQC56&._QO;J>_O+=^!I6OS8 MC'FB=_/=-/X^,ZO8-U-QYZ! =>@AWS-SP* [=77EI]\%WDR>#HY?,D9=LV_=\ M'7"3Z1LNO'R\O&3;[L+QR,/&>M<0E+2\SUV%IJN&U*\1."\9-QNDQ3;G\([M&UQ>9\;KVZB!?ZF? \M,_0KSSS;V'QM@U"*RT3PL^A$CI%&9CMJZT^7PG,#SW M$%I1(ZC,U4K[5*Q\ ;RVFP@JG7\;O&AWC>9;D=<[1+ MGRF_>5HUW_@_'J02P,$% @ EX(.69WGK>GB" TST \ !T:79C M+65X,S%?,BYH=&WM6VU3XS@2_KZ_0L?4[4%5# F!Y7#8J)GP@<1V2^IN/X_ZQ<[1P*;R_2_L:\ MQD]V9(65\+[U.:C7MG>/=OPA"NR4$D<[%8^9L6,)OV^D7/=%%C)>6/4/D>9* M6Y[91L[C6&3]D/T[OVYLN&EC,9P.$EDP -$?V+"ZO2\RE#C;P>M.+I]()2JS M@1%_05BKYK;A5PJLRL-JPUU+>"KD..R*% P[@Q'KJ)1G$\&>LE:E86T7QUJX MM@&7HI^%FI:E!6F*R5*1DDJ'[ZKNKS$;" N!R7D$8:XA&&F> ^Q5'7NF>DG%C M0;U[-4)U1B*V@S_1- HA0$C+2H74[$#UAF7N*H8C81^#2#MCEV-"MK+!V%FTWIH"B MI&"6&JR!]8C VGT%P/J _H\)..F8?/9 MF!69U06@KMPZ406R2+&.1'GZHO"&&$(.DG%&H M1*]96!HUC05-7"&)0](.D8A#-URQND3<3-@B50C,R&5ACXB5V-IR3B=]'JC MEI4Y;IB),K>T7=/C!]!C[Q70HWL#2[^^N]ZMU@X;IF1 F=32#JR21.#AIMER M2&LSKL%A&C$]>A((>PS0]!YB9D C2"S% $1!B([1W$@J4^ X6E\KZ<&=:Q5! MC*<-VT0LQX#D\(!M74<#GO6!-7'7[O02)5R=M[\)7@M7Y]&1/Q144V6>5#0_MH] PQS6/? =)EY862&PLEN!#9N2]?:+M[1T_NUZF_UPX,'D Z+_I?/NA@,NA>QYS*@KQ.C0LE9Q NS^A#*DGK IBOYO$L5 M&B= N V% <3$'I2!S\U#A.HM6\Q%/@^2..67B-4-^I8R&=%%@Y$)=C)(BYM8I MVC,B%EP+,D#X]-#%X(QF*@RE;&Z?,2Z_36^1R["6,3- 5QN(%>O2%DYD(9_K3 M]\39YEUC$]0C!I<%5+I", F.IG4Y,R*]69;7]\!-],$EL*2HR_$+EX[7Y2Q M=,RD^.*R;&LNR%?N- &=E+ST:9W\>@CZLX;+_IALN[I'2E-*568B@B#7/K5FT M(')\0QY[]Z;J<>QR+-*FVGNZ$[@G&DJK 6X+R+W%*;G)! +U-#-LHD41&0; M"K#X2;7F9.> /PN!!KA-HL@BUP3=6G=67D#(>PV=%6JY4S4ED#S4FI,F7R0 MH5]F?=,.QPCX%TKD? #7C4CE7A[GG8)/V^S<1]&Q&^,;HDMC"8QQH8!I:[B9; M6;[A&"0,5ED5GTX:S"5-D2+.T$?.FC*>+WU2L4X57PAO7D/O@S+"1..F7D$4 M@XM%R /W%+8D3,4G52(*CD$RJPRWB\?)N\EX>2S4&O#H:*[^P^ TZ(GV^ M,^7-KY# MH/Z5ZW\'P3PBU!49_IFZ0&"8RF 1FAMT,--ZTQH_@=T8HG.0TI/,!$QR>@9 M2\L_Y=N&=!<72;'4BKNP_>N[VF_5QMP[64O=^4VVK4U[1M/NP;@#W7=!W)D@ MLIBV\8-M"F=?]][\F, /*M_W]EN0/_6#]+%"O+BS 8X;7,B:11_#&:OM5=AN M=7=O_@Z\3(N?FS$O]&Y^&(Z[TR!^R8G5LOZO[P_>3% M(.DML^0MV_:0WP3<9? J:#3\#8MZR;8_)AC;5G")EQP,!"3N=UIKGOO.Z)L=; M!-!;MNTQR;%YX=_80#[,F$$MQ^;LI8Z2*%OW,04_J=7RY+|)7/E>/T*S[!8L MWKQQ<_WBG/K1#/\E^_\O1COLQ]]]02P,$% @ MEX(.65^];K-!0 *S, | !T:79C+65X,S)?,2YH=&WM6VUSVC@0_GZ_ M8B^=ZR0S&&P@36/3S%!"IO0ZD *YZ7T4M@RZRK)KB0#WZV\E&Y+0D/9\E+B M3"8$;[4OCY]=68MH3%3$3WZ#QH22 %^AH9CB]*3]R:I5RTZCDKU%@4HNT1C% MP0*D6G#Z9B\BZ9@)%\A4Q;^S*(E3183R$A($3(Q=>)W,O3VC-F"7]TE,6!/* MQA/EVN5#)E"B4<%Q(YI^\(V/]YLPA2U M9$)\ZB8IM68I23*+L\SI4EWHG<%YO]-M=PIGG6X3!_!Z[PSEVWTXO^@/+IK= (0Q[SQ4]YS5^Q,BQA10?]\2DU,[CKY8,B*(PH2E%+V^XDD6R\]0$[ZD0+$0?V]F0 MJ[@2M":,AJD93BEU2Z(4A\W$8%6D]>2@EX\"?+!H9?- Z2:$3\B8X=PV%1KN6, M"2)\1OA&+4$,%"<:5T<+0!"-@A(DTU1.<0T%%<-5>K]\X;PZ\O+L1GA($"<* M ;HNG8NFO4UXNV MSXF4;_:0? Y'%F506Y32B.D61@PE-]VX^"UBP&3"R<(-.9W?MS)><]4L]&@E+*B2%9]+"TO;D-R55X2PBE' OO(M9ZJ3!@1=&KQ%XE=H2@- P%>-61;,IEA MPCG@-"SA6+-Q($'6RI*9%:YJ.2H,F%&MUP"4FG+#U!B99DS*M3)?WD!=14:< MWD9-O8_R1G$;T-0 I#=1^/BIQ2V$-Y[B? 6%S&G@KZ,L(?CX!4>8DD=25-"'H MT(J89M.3Z3:,,70@75[_9!(W(9RIA;NR:OY:^<(O/EWD)0G/LR[+3FW^/K<' M^BZNL__6*#:16*_BMG=M';X5SO\56Q':(X9V!\<-Z7Z*XB8$AH_06*^/RGK= M^39ZU^=8V:2\79.5H.S2 Z7&=RP,FR _Q0+G0G,ZQG4+G']V=]@JN9YHX&\7 M[H^%F2\32Q?+APEZ$W,6_&(5&1E;?/VX(GW9'CTV 6XB.W>Z/]5'VQ3Z$4N M[#Y? =CFV;>;"AB9>D12[2)Q=CFV;2;%_GC+ALX3PKS/CX*[4P%?=>KCW#]6^ M^^9NH4OT%0]V/KBBVU1TFXJ6S+, (K>@V%=VFHMNT]6[3^L?]Q79B%Q^Y=SFV M;6XGBFQX#HS9Y=BVF0W?./A5),H"-"K/? M6#M_-5F57>- '5D])B(7<)7Q&%M+4U49%?]7EY+=&Q7Q)YC]02P$"% ,4 M" "7@@Y9+G47E>\S !8?0 $0 @_$:6UG-#$Y_#0T M,S!?,"Y]<&=02P$"% ,4 " "7@@Y9G)!S[-[& 0!*?!@ $0 M @ $>- =&EV8RTR,#(T,#8S,"YH=&U02P$"% ,4 " "7@@Y95PZC MV6D) 0#S]0\ $0 @ K^P =&EV8RTR,#(T,#8S,"YX#,Q7S$N:'1M4$L! A0#% @ EX(.69WGK>GB" TST \ M (!O@T# '1I=F,M97@S,5\R+FAT;5!+ 0(4 Q0 ( )>" M#EE?@/6ZS04 "LS / " XML 69 tivc-20240630_htm.xml IDEA: XBRL DOCUMENT 0001787740 us-gaap:FairValueInputsLevel1Member 2023-12-31 0001787740 us-gaap:CommonStockMember 2024-01-012024-06-30 0001787740 srt:MaximumMembertivc:MaximGroupLlcMember 2023-08-31 0001787740 us-gaap:CommonStockMember 2023-12-31 0001787740 us-gaap:GeneralAndAdministrativeExpenseMember

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Formation and Business of the Company</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">Tivic Health Systems, Inc. (the “Company”) was incorporated in the state of California on September 22, 2016 for the purpose of developing and commercializing non-invasive bioelectronic medicine. In June 2021, the Company was reincorporated as a Delaware corporation. The Company’s first commercial platform is a handheld design that interfaces non-invasively with the trigeminal, sympathetic, and other facial and cranial nerve structures. This platform is the basis for the Company’s existing product, currently marketed with FDA approval as ClearUP Sinus Pain Relief, for the treatment of sinus pain and congestion. The Company's second platform is a research-stage platform directed to vagus nerve stimulation, which is currently undergoing clinical evaluation. The Company is headquartered in Fremont, California. </p><p style="font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">2. Summary of Significant Accounting Policies</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Basis of Presentation </p></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">The accompanying condensed balance sheet as of December 31, 2023, which has been derived from audited financial statements, and the unaudited interim condensed financial statements as of June 30, 2024, and for the three and six months ended June 30, 2024 and June 30, 2023, have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all accounting entries and adjustments (including normal, recurring adjustments) considered necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">Going Concern Uncertainty </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">During the six months ended June 30, 2024 and 2023, the Company incurred a net loss of $2.7 million and $4.2 million, respectively. At June 30, 2024, the Company had an accumulated deficit of $40.6 million. Cash and cash equivalents at June 30, 2024 were $3.7 million. During the six month periods ended June 30, 2024 and 2023, the Company had negative cash flows from operations of $3.0<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-

content;"> million and $4.9 million, respectively. The aforementioned factors raise substantial doubt about the Company's ability to continue as a going concern within one year from the issuance date of the financial statements. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern within one year after the date the financial statements are issued. Future capital requirements will depend upon many factors, including, without limitation, progress with developing, manufacturing and marketing our technologies; the time and costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other proprietary rights; our ability to establish collaborative arrangements; completion of any acquisitions or other strategic transactions; marketing activities and competing technological and market developments, including regulatory changes and overall economic conditions in our target markets. Our ability to generate revenue and achieve profitability requires us to successfully market and secure purchase orders for our products and services from existing as well as new customers. We also will be required to efficiently manufacture and deliver on those purchase orders. These activities, including our planned research and development efforts, may require significant uses of working capital. There can be no assurance that we will generate revenue and cash as expected in our current business plan. The Company recognizes it will need to raise additional capital to continue research and development and to fund its planned operations, clinical trials and, if regulatory approval is obtained, commercialization of future products. We may seek additional funds through equity or debt offerings and/or borrowings under notes payable, lines of credit or other sources. We do not know whether additional financing will be available on commercially acceptable terms, or at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial conditions, or results of operations. Reverse Stock Split In August 2023, the Company's Board of Directors and stockholders approved an amendment to the Company's amended and restated certificate of incorporation to effect a 1-for-100 reverse stock split of the issued and outstanding shares of the Company's common stock, which was effected on August 23, 2023. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. Fractional shares were not issued, and instead, the Company issued one whole share of the post reverse split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. Consequently, 84 shares of common stock were issued in lieu of fractional shares. In addition, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. All share and per share amounts for the common stock, as well as the stock options, and warrants outstanding and exercise prices thereof, included in the financial statements and these footnotes thereto have been retroactively restated to give effect to the reverse stock split. Use of Estimates The preparation of financial statements in conformity with 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 reported amounts of expenses during the reporting period. Actual results could differ materially from those estimates. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Cash and Cash Equivalents The Company considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents. As of June 30, 2024 and December 31, 2023, cash and cash equivalents totaled $3.7 million and $3.4 million, respectively. Accounts Receivable Trade accounts receivable are recorded at the invoiced amount, net of allowances for credit losses and returns reserves. The allowance for credit losses is based on our assessment of the collectability of accounts. Management regularly reviews the adequacy of the allowance for credit losses by considering the age of each outstanding invoice, each customer's expected ability to pay, and the collection history with each customer, when applicable, to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. As of each June 30, 2024 and December 31, 2023, the allowance for credit losses balance was zero<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-

width:fit-content;">. Inventory Inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first-out (“FIFO”) basis. Inventories are reviewed periodically to identify slow-moving inventory based on anticipated sales activity. As of June 30, 2024 and December 31, 2023, the reserve for obsolescence was $40 thousand and $32 thousand, respectively. Deferred Offering Costs The Company complies with the requirements of Financial Accounting Standards Board (“FASB”) Accounting Standard Codification (“ASC”) 340-10-S99-1. The Company capitalizes incremental legal, professional, accounting, and other third-party fees that are directly associated with an equity or debt offering as other current assets. If the Company consummates an equity offering, the deferred financing costs will be allocated to additional paid-in capital. If the Company consummates a debt offering, the deferred financing costs will be recorded as a discount to the debt. Property and Equipment Property and equipment are recorded at cost net of accumulated depreciation. Depreciation is computed on a straight-line method over the estimated useful lives of the assets, three to four years. Upon retirement or sale of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Repairs and maintenance costs that do not improve or extend the lives of the respective assets are charged to operations as incurred. Impairment of Long-Lived Assets The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of these asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. When indications of impairment are present and the estimated undiscounted future cash flows from the use of these assets is less than the assets’ carrying value, the related assets will be written down to fair value. There were no impairments of the Company’s long-lived assets for the periods presented. Commitments and Contingencies Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. Revenue Recognition The Company recognizes revenue from product sales in accordance with FASB ASC Topic 606, Revenue from Contracts with Customers (“Topic 606”). The standard applies to all contracts with customers, except contracts that are within scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments. Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are in within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inceptions, once the contract is determined to be within the scope of Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied. The Company sells its products through direct sales and resellers. Revenue is recognized when control of the promised goods is transferred to the customers or the resellers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Revenue associated with products holding rights of return are recognized when the Company concludes there is not a risk of significant revenue reversal in the future periods for the expected consideration in the transaction. The Company may receive payments at the onset of the contract and before goods have been delivered. In such instances, the Company records a deferred revenue liability. The Company recognizes these contract liabilities as revenue after the revenue criteria are met. As of June 30, 2024<span style="color:#000000;white-

space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;"> and December 31, 2023, the contract liability related to the Company's deferred revenues approximated $4 thousand and $8 thousand, respectively, and is included in "Other Accrued Expenses" on the accompanying balance sheets.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">The Company relies on third parties to have procedures in place to detect and prevent credit card fraud, as the Company has exposure to losses from fraudulent charges. The Company records the losses related to chargebacks as incurred.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">The Company has also elected to exclude from the measurement of the transaction price sales taxes remitted to governmental authorities.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">The table below presents revenue by channel for the three and six months ended June 30, 2024 and 2023 (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.68%;"></td> <td style="width:1%;"></td> <td style="width:10.74%;"></td> <td style="width:1%;"></td> <td style="width:2.12%;"></td> <td style="width:1%;"></td> <td style="width:8.48%;"></td> <td style="width:1%;"></td> <td style="width:3.06%;"></td> <td style="width:1%;"></td> <td style="width:9.8%;"></td> <td style="width:1%;"></td> <td style="width:1.32%;"></td> <td style="width:1%;"></td> <td style="width:9.8%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Six Months Ended June 30,</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Product Revenue by Sales Channel</p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Product Revenue</p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td 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style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Direct-to-consumer</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 126 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">171 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">427</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 474 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Reseller </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 32 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td 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style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (21 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (47 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (46 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">140</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double

#000000;text-align:center;"> 161 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">474</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 537 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> Sales Tax Sales tax collected from customers and remitted to governmental authorities is accounted for on a net basis and therefore, is excluded from net sales. Shipping and Handling Shipping and handling fees paid by customers are recorded in revenue, with the related expenses recorded in cost of sales. There were no shipping and handling fees paid by customers for the three and six months ended June 30, 2024 and 2023. Shipping costs for delivery of product to customers in the three and six months ended June 30, 2024 were $6 thousand and $23 thousand, respectively, and for the three and six months ended June 30, 2023 were $7 thousand and $22 thousand, respectively. Product Warranty The Company generally offers a one-year limited warranty on its products. The Company estimates the costs associated with the warranty obligation using historical data of warranty claims and costs incurred to satisfy those claims. Estimated warranty costs are expensed to cost of sales. Returns The Company estimates a reserve for future product returns based on several factors, including historical returns as a percentage of revenue, an understanding of the reasons for past returns and any other known factors that indicate a return is imminent. Reserves for sales returns are estimated and recorded in the same period as the underlying revenue recognition as a deduction to arrive at net product sales and as a liability classified as “Other Accrued Expenses” on the balance sheet. As of June 30, 2024 and December 31, 2023, the reserve for sales returns was $8 thousand and $52 thousand, respectively. Sales and Marketing Expenses Sales and marketing expenses are expensed as incurred and consist primarily of merchandising, customer service and targeted online marketing costs, such as display advertising, keyword search campaigns, search engine optimization and social media and offline marketing costs such as television, radio and print advertising. Sales and marketing expenses also include payroll costs and stock-based compensation expense for employees involved in marketing activities. Sales and marketing expenses are primarily related to growing the customer base. Research and Development Expenses Research and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of

salaries, payroll taxes, employee benefits, materials, supplies, depreciation on and maintenance of research equipment, the cost of services provided by outside contractors, and the allocable portions of facility costs, such as rent, utilities, insurance, repairs and maintenance, depreciation, and general support services. All costs associated with research and development are expensed as incurred. Stock-Based Compensation The Company accounts for stock-based compensation arrangements with employees and non-employee consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based payments, including stock options. The fair value method requires the Company to estimate the fair value of stock-based payment awards to employees and non-employees on the date of grant using an option pricing model. Stock-based compensation costs are based on the fair value of the underlying option calculated using the Black-Scholes option-pricing model and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company measures equity-based compensation awards granted to non-employees at fair value as the awards vest and recognizes the resulting value as compensation expense at each financial reporting period. Determining the appropriate fair value model and related assumptions requires judgment, including estimating stock price volatility, expected dividend yield, expected term, risk-free rate of return, and the estimated fair value of the underlying common stock. Due to the lack of company-specific historical and implied volatility data, the Company has based its estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. The historical volatility is calculated based on a period of time commensurate with the expected term assumption. The group of representative companies have characteristics similar to the Company, including stage of product development and focus on the life science industry. The Company uses the simplified method, which is the average of the final vesting tranche date and the contractual term, to calculate the expected term for options granted to employees as it does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the stock options. The Company uses an assumed dividend yield of zero as the Company has never paid dividends and has no current plans to pay any dividends on its common stock. The Company accounts for forfeitures as they occur. Net Loss per Common Share The Company computes net loss per share of common stock in conformity with the two-class method required for participating securities. Diluted net loss per share is computed similar to basic net loss per share, except that the denominator is increased to include the number of additional shares for the potential dilutive effects of warrants, convertible preferred stock and stock options outstanding during the period calculated in accordance with the treasury stock method, or the two-class method, whichever is more dilutive. For all periods presented, basic and diluted net loss per share is the same, as inclusion of any additional share equivalents would be anti-dilutive. Concentration of Credit Risk and Other Risks and Uncertainties Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents and accounts receivable. Cash and cash equivalents include a checking account and a money market account held at one national financial institution in the United States. At times, such deposits may be in excess of insured limits. Management believes that the financial institution at which the Company holds its deposits is financially sound, and accordingly, minimal credit risk exists with respect to the financial institution. The Company has not experienced any losses on its deposits of cash and cash equivalents. As of each June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents balances exceeding FDIC insured limits by $3.2 million and $3.0 million, respectively. The Company extends credit to customers in the normal course of business and performs credit evaluations of its customers. Concentrations of credit risk with respect to accounts receivable exist to the full extent of amounts presented in the financial statements. During the first half of 2024, the majority, or 81%, of the Company’s sales have been to individual customers. In 2023, the majority, or 81%, of the Company’s sales were to individual consumers. As of June 30, 2024, the Company had no reseller customers whose accounts receivable balance totaled more than 10% or more of the Company’s total accounts receivable compared with one such customer at December 31, 2023 (81%). For the three months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company’s total revenue (23%). For the three months ended June 30, 2023, the Company had no customer who individually accounted for 10% or more of the Company’s total revenue. For the six months ended June 30, 2024<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;">, the Company had one customer who individually accounted for 10% or more of the Company's total revenue (13%) compared to one customer for the six months ended June 30, 2023 (16%). The lingering negative impacts of the COVID-19 pandemic, the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas, certain other macroeconomic factors including inflation, and rising interest rates, have contributed to economic uncertainty. Additionally, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Furthermore, it is possible that U.S. policy changes, including changes and uncertainty as a result of the upcoming U.S. presidential election, could increase market volatility in the coming months. These factors, amongst other things, could result in further economic uncertainty and volatility in the capital markets in the near term, and could negatively affect our operations. We will continue to monitor material impacts on our business strategies and operating results. Recently Issued Accounting Pronouncements In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures. The guidance, which becomes effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, requires public entities that are required to report segment information in accordance with Topic 280, Segment Reporting, to improve reportable segment disclosures about significant segment expenses. We do not believe that ASU 2023-07 will have a material impact on our reporting as we operate in one reportable segment. In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740) - Improvements to Income Tax Disclosures. The guidance applies to all entities that are subject to Topic 740, Income taxes and becomes effective for public business entities for annual periods beginning after December 15, 2024 and interim periods within fiscal years beginning after December 15, 2024. The guidance requires enhanced disclosures related to income taxes including: additional information in the rate reconciliation; further breakdown of income taxes paid; and other disclosures that may help investors to better understand the entities tax landscape. We do not believe that ASU 2023-09 will have a material impact on our financial reporting. Basis of Presentation The accompanying condensed balance sheet as of December 31, 2023, which has been derived from audited financial statements, and the unaudited interim condensed financial statements as of June 30, 2024, and for the three and six months ended June 30, 2024 and June 30, 2023, have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Certain information and note disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to those rules and regulations. In the opinion of management, all accounting entries and adjustments (including normal, recurring adjustments) considered necessary for a fair presentation of the financial position and the results of operations for the interim periods have been made. Operating results for the three and six months ended June 30, 2024 are not necessarily indicative of the results that may be expected for the fiscal year ending December 31, 2024. Going Concern Uncertainty During the six months ended June 30, 2024 and 2023, the Company incurred a net loss of $2.7 million and $4.2 million, respectively. At June 30, 2024, the Company had an accumulated deficit of $40.6 million. Cash and cash equivalents at June 30, 2024 were <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$3.7 million. During the six month periods ended June 30, 2024 and 2023, the Company had negative cash flows from operations of $3.0 million and $4.9 million, respectively. The aforementioned factors raise substantial doubt about the Company's ability to continue

as a going concern within one year from the issuance date of the financial statements. The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern within one year after the date the financial statements are issued. Future capital requirements will depend upon many factors, including, without limitation, progress with developing, manufacturing and marketing our technologies; the time and costs involved in preparing, filing, prosecuting, maintaining and enforcing patent claims and other proprietary rights; our ability to establish collaborative arrangements; completion of any acquisitions or other strategic transactions; marketing activities and competing technological and market developments, including regulatory changes and overall economic conditions in our target markets. Our ability to generate revenue and achieve profitability requires us to successfully market and secure purchase orders for our products and services from existing as well as new customers. We also will be required to efficiently manufacture and deliver on those purchase orders. These activities, including our planned research and development efforts, may require significant uses of working capital. There can be no assurance that we will generate revenue and cash as expected in our current business plan. The Company recognizes it will need to raise additional capital to continue research and development and to fund its planned operations, clinical trials and, if regulatory approval is obtained, commercialization of future products. We may seek additional funds through equity or debt offerings and/or borrowings under notes payable, lines of credit or other sources. We do not know whether additional financing will be available on commercially acceptable terms, or at all, when needed. If adequate funds are not available or are not available on commercially acceptable terms, our ability to fund our operations, support the growth of our business or otherwise respond to competitive pressures could be significantly delayed or limited, which could materially adversely affect our business, financial conditions, or results of operations. -2700000-4200000-406000003700000-3000000-4900000 Reverse Stock Split In August 2023, the Company's Board of Directors and stockholders approved an amendment to the Company's amended and restated certificate of incorporation to effect a 1-for-100 reverse stock split of the issued and outstanding shares of the Company's common stock, which was effected on August 23, 2023. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. Fractional shares were not issued, and instead, the Company issued one whole share of the post reverse split common stock to any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. Consequently, 84 shares of common stock were issued in lieu of fractional shares. In addition, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. All share and per share amounts for the common stock, as well as the stock options, and warrants outstanding and exercise prices thereof, included in the financial statements and these footnotes thereto have been retroactively restated to give effect to the reverse stock split. 1-for-1000184100100 Use of Estimates The preparation of financial statements in conformity with 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 reported amounts of expenses during the reporting period. Actual results could differ materially from those estimates. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Cash and Cash Equivalents The Company considers all highly liquid investments with original maturities of three months or less at date of purchase to be cash equivalents. As of June 30, 2024 and December 31, 2023, cash and cash equivalents totaled $3.7 million and $3.4 million, respectively. 37000003400000 Accounts Receivable Trade accounts receivable are recorded at the invoiced amount, net of allowances for credit losses and returns reserves. The allowance for credit losses is based on our assessment of the collectability of accounts. Management regularly reviews the adequacy of the allowance for credit losses by considering the age of each outstanding invoice, each customer's expected ability to pay, and the collection history with each customer, when applicable, to determine whether a specific allowance is appropriate. Accounts receivable deemed uncollectible are charged against the allowance for credit losses when identified. As of each June 30, 2024 and December 31, 2023, the allowance for credit losses balance was zero. 00 Inventory Inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first-out ("FIFO") basis. Inventories are reviewed periodically to identify slow-moving inventory based on anticipated sales activity. As of June 30, 2024 and December

31, 2023, the reserve for obsolescence was $40 thousand and $32 thousand, respectively. 4000032000 Deferred Offering Costs The Company complies with the requirements of Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC") 340-10-S99-1. The Company capitalizes incremental legal, professional, accounting, and other third-party fees that are directly associated with an equity or debt offering as other current assets. If the Company consummates an equity offering, the deferred financing costs will be allocated to additional paid-in capital. If the Company consummates a debt offering, the deferred financing costs will be recorded as a discount to the debt. Property and Equipment Property and equipment are recorded at cost net of accumulated depreciation. Depreciation is computed on a straight-line method over the estimated useful lives of the assets, three to four years. Upon retirement or sale of assets, the cost and related accumulated depreciation are removed from the balance sheet and the resulting gain or loss is reflected in operations. Repairs and maintenance costs that do not improve or extend the lives of the respective assets are charged to operations as incurred. P4Y Impairment of Long-Lived Assets The Company evaluates its long-lived assets, including property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of these asset may not be recoverable. Recoverability of these assets is measured by comparison of the carrying amount of each asset to the future undiscounted cash flows the asset is expected to generate over its remaining life. When indications of impairment are present and the estimated undiscounted future cash flows from the use of these assets is less than the assets' carrying value, the related assets will be written down to fair value. There were no impairments of the Company's long-lived assets for the periods presented. 0 Commitments and Contingencies Liabilities for loss contingencies arising from claims, assessments, litigation, fines, and penalties and other sources are recorded when it is probable that a liability has been incurred and the amount can be reasonably estimated. Legal costs incurred in connection with loss contingencies are expensed as incurred. Revenue Recognition The Company recognizes revenue from product sales in accordance with FASB ASC Topic 606, Revenue from Contracts with Customers ("Topic 606"). The standard applies to all contracts with customers, except contracts that are within scope of other standards, such as leases, insurance, collaboration arrangements and financial instruments. Under Topic 606, an entity recognizes revenue when its customer obtains control of promised goods or services, in an amount that reflects the consideration that the entity expects to receive in exchange for those goods or services. To determine revenue recognition for arrangements that an entity determines are in within the scope of Topic 606, the entity performs the following five steps: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) the entity satisfies a performance obligation. The Company only applies the five-step model to contracts when it is probable the entity will collect the consideration it is entitled to in exchange for the goods or services it transfers to the customer. At contract inceptions, once the contract is determined to be within the scope of Topic 606, the Company assesses the goods or services promised within each contract and determines those that are performance obligations and assesses whether each promised good or service is distinct. The Company then recognizes as revenue the amount of the transaction price that is allocated to the respective performance obligation when (or as) the performance obligation is satisfied. The Company sells its products through direct sales and resellers. Revenue is recognized when control of the promised goods is transferred to the customers or the resellers, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Revenue associated with products holding rights of return are recognized when the Company concludes there is not a risk of significant revenue reversal in the future periods for the expected consideration in the transaction. The Company may receive payments at the onset of the contract and before goods have been delivered. In such instances, the Company records a deferred revenue liability. The Company recognizes these contract liabilities as revenue after the revenue criteria are met. As of June 30, 2024 and December 31, 2023, the contract liability related to the Company's deferred revenues approximated $4 thousand and $8 thousand, respectively, and is included in "Other Accrued Expenses" on the accompanying balance sheets. The Company relies on third parties to have procedures in place to detect and prevent credit card fraud, as the Company has exposure to losses from fraudulent charges. The Company records the losses related to chargebacks as incurred. The Company has also elected to exclude from the measurement of the transaction price sales taxes remitted to governmental authorities. The table below presents revenue by channel for the three and six months ended June 30, 2024 and 2023 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr

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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(18</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(21</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 140 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">161</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> 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*style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 537 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>126000171000427000474000320001100094000109000-18000-21000-47000-46000140000161000474000537000 Sales Tax Sales tax collected from customers and remitted to governmental authorities is accounted for on a net basis and therefore, is excluded from net sales. Shipping and Handling Shipping and handling fees paid by customers are recorded in revenue, with the related expenses recorded in cost of sales. There were no shipping and handling fees paid by customers for the three and six months ended June 30, 2024 and 2023. Shipping costs for delivery of product to customers in the three and six months ended June 30, 2024 were $6 thousand and $23 thousand, respectively, and for the three and six months ended June 30, 2023 were $7 thousand and $22 thousand, respectively. 000060002300070002200 Product Warranty The Company generally offers a one-year limited warranty on its products. The Company estimates the costs associated with the warranty obligation using historical data of warranty claims and costs incurred to satisfy those claims. Estimated warranty costs are expensed to cost of sales. P1Y Returns The Company estimates a reserve for future product returns based on several factors, including historical returns as a percentage of revenue, an understanding of the reasons for past returns and any other known factors that indicate a return is imminent. Reserves for sales returns are estimated and recorded in the same period as the underlying revenue recognition as a deduction to arrive at net product sales and as a liability classified as “Other Accrued Expenses” on the balance sheet. As of June 30, 2024 and December 31, 2023, the reserve for sales returns was $8 thousand and $52 thousand, respectively. 800052000 Sales and Marketing Expenses Sales and marketing expenses are expensed as incurred and consist primarily of merchandising, customer service and targeted online marketing costs, such as display advertising, keyword search campaigns, search engine optimization and social media and offline marketing costs such as television, radio and print advertising. Sales and marketing expenses also include payroll costs and stock-based compensation expense for employees involved in marketing activities. Sales and marketing expenses are primarily related to growing the customer base. Research and Development Expenses Research and development expenses include costs directly attributable to the conduct of research and development programs, including the cost of salaries, payroll taxes, employee benefits, materials, supplies, depreciation on and maintenance of research equipment, the cost of services provided by outside contractors, and the allocable portions of facility costs, such as rent, utilities, insurance, repairs and maintenance, depreciation, and general support services. All costs associated with research and development are expensed as incurred. Stock-Based Compensation The Company accounts for stock-based compensation arrangements with employees and non-employee consultants using a fair value method, which requires the recognition of compensation expense for costs related to all stock-based payments, including stock options. The fair value method requires the Company to estimate the fair value of stock-based payment awards to employees and non-employees on the date of grant using an option pricing model. Stock-based compensation costs are based on the fair value of the underlying option calculated using the Black-Scholes option-pricing model and recognized as expense on a straight-line basis over the requisite service period, which is the vesting period. The Company measures equity-based compensation awards granted to non-employees at fair value as the awards vest and recognizes the resulting value as compensation expense at each financial reporting period. <p style="font-size:10pt;margin-top:0;font-family:Times New*

Roman;margin-bottom:0;text-align:justify;">Determining the appropriate fair value model and related assumptions requires judgment, including estimating stock price volatility, expected dividend yield, expected term, risk-free rate of return, and the estimated fair value of the underlying common stock. Due to the lack of company-specific historical and implied volatility data, the Company has based its estimate of expected volatility on the historical volatility of a group of similar companies that are publicly traded. The historical volatility is calculated based on a period of time commensurate with the expected term assumption. The group of representative companies have characteristics similar to the Company, including stage of product development and focus on the life science industry. The Company uses the simplified method, which is the average of the final vesting tranche date and the contractual term, to calculate the expected term for options granted to employees as it does not have sufficient historical exercise data to provide a reasonable basis upon which to estimate the expected term. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the stock options. The Company uses an assumed dividend yield of zero as the Company has never paid dividends and has no current plans to pay any dividends on its common stock. The Company accounts for forfeitures as they occur. 0 Net Loss per Common Share The Company computes net loss per share of common stock in conformity with the two-class method required for participating securities. Diluted net loss per share is computed similar to basic net loss per share, except that the denominator is increased to include the number of additional shares for the potential dilutive effects of warrants, convertible preferred stock and stock options outstanding during the period calculated in accordance with the treasury stock method, or the two-class method, whichever is more dilutive. For all periods presented, basic and diluted net loss per share is the same, as inclusion of any additional share equivalents would be anti-dilutive. Concentration of Credit Risk and Other Risks and Uncertainties Financial instruments that potentially subject the Company to significant concentrations of credit risk consist of cash and cash equivalents and accounts receivable. Cash and cash equivalents include a checking account and a money market account held at one national financial institution in the United States. At times, such deposits may be in excess of insured limits. Management believes that the financial institution at which the Company holds its deposits is financially sound, and accordingly, minimal credit risk exists with respect to the financial institution. The Company has not experienced any losses on its deposits of cash and cash equivalents. As of each June 30, 2024 and December 31, 2023, the Company had cash and cash equivalents balances exceeding FDIC insured limits by $3.2 million and $3.0 million, respectively. The Company extends credit to customers in the normal course of business and performs credit evaluations of its customers. Concentrations of credit risk with respect to accounts receivable exist to the full extent of amounts presented in the financial statements. During the first half of 2024, the majority, or 81%, of the Company’s sales have been to individual customers. In 2023, the majority, or 81%, of the Company’s sales were to individual consumers. As of June 30, 2024, the Company had no reseller customers whose accounts receivable balance totaled more than 10% or more of the Company’s total accounts receivable compared with one such customer at December 31, 2023 (81%). For the three months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company’s total revenue (23%). For the three months ended June 30, 2023, the Company had no customer who individually accounted for 10% or more of the Company’s total revenue. For the six months ended June 30, 2024, the Company had one customer who individually accounted for 10% or more of the Company’s total revenue (13%) compared to one customer for the six months ended June 30, 2023 (16%). The lingering negative impacts of the COVID-19 pandemic, the ongoing conflicts between Russia and Ukraine as well as Israel and Hamas, certain other macroeconomic factors including inflation, and rising interest rates, have contributed to economic uncertainty. Additionally, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions or the financial services industry generally, or concerns or rumors about any events of these kinds or other similar risks, have in the past and may in the future lead to market-wide liquidity problems. Furthermore, it is possible that U.S. policy changes, including changes and uncertainty as a result of the upcoming U.S. presidential election, could increase market volatility in the coming months. These <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Times New Roman;min-width:fit-content;">factors, amongst other things, could result in further economic uncertainty and volatility in the capital markets in the near term, and could negatively affect our operations. We will continue to monitor material impacts on our business strategies and operating results. 320000030000000.810.8100.8110.23010.1310.16 Recently Issued Accounting Pronouncements In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, Segment Reporting (Topic 280) - Improvements to Reportable Segment Disclosures. The guidance, which becomes effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024, requires public entities that are required to report segment information in accordance with Topic 280, Segment Reporting, to improve reportable segment disclosures about significant segment expenses. We do not believe that ASU 2023-07 will have a material impact on our reporting as we operate in one reportable segment.   In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740)- Improvements to Income Tax Disclosures. The guidance applies to all entities that are subject to Topic 740, Income taxes and becomes effective for public business entities for annual periods beginning after December 15, 2024 and interim periods within fiscal years beginning after December 15, 2024. The guidance requires enhanced disclosures related to income taxes including: additional information in the rate reconciliation; further breakdown of income taxes paid; and other disclosures that may help investors to better understand the entities tax landscape. We do not believe that ASU 2023-09 will have a material impact on our financial reporting. 3. Financial Instruments and Fair Value Measurements The Company’s financial instruments consist of money market funds. The following tables show the Company’s cash equivalents carrying value and fair value at June 30, 2024 and December 31, 2023 (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.8%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.9600000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.9600000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.9600000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.9600000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.9600000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;text-align:left;"> As of June 30, 2024 (unaudited) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Quoted </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Significant </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> <span style="white-space:pre-wrap;min-width:fit-

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New Roman;margin-bottom:0;text-align:center;">(Level 1) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (Level 2) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> (Level 3) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </

3,238 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,238</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:44.8%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.960000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.960000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.960000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.960000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.08%;"></td> <td style="width:1%;"></td> <td style="width:7.960000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="18" style="vertical-align:bottom;text-align:left;"> As of December 31, 2023 </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Quoted </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Significant </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-

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bottom:0;text-align:left;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Inventory, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">766</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"><p*

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Computers and equipment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p 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</table>1100011000148000148000159000159000390003700012000012200010003000020006000 6. Commitments and Contingencies Lease The Company executed a noncancelable operating lease for approximately 9,091 square feet of office space in Hayward, California in November 2021 as its headquarters. The lease was set to expire in October 2025. The Company was obligated to pay, on a pro-rata basis, real estate taxes and operating costs related to the premises. Upon lease execution, the Company evaluated the lease and determined it should be capitalized as an operating lease. As there was no interest rate implicit in the lease, the Company estimated the incremental borrowing rate at 6% based on the rate available under its revolving credit line, as well as an assessment of the Company's risk based on its financial position at the time and its potential to obtain a collateralized loan for a period similar to the lease term. The lease was terminated effective May 31, 2024. The Company incurred termination fees of $77 thousand, which were partially offset by a remaining security deposit of $16 thousand. The Company recorded a loss of $60 thousand in connection with the lease termination, which is included in other expense in the statement of operations. Lease costs for the three and six months ended June 30, 2024 were $33 thousand and $84 thousand, respectively, and for the three and six months ended June 30, 2023 were $50 thousand and $101 thousand, respectively. Cash paid for amounts included in the measurement of operating lease liabilities were $34 thousand and $87 thousand for the three and six months ended June 30, 2024, respectively, which is included in operating activities in the statement of operations. Cash paid for amounts included in the measurement of operating lease liabilities were $52 thousand and $103<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-

content;"> thousand for the three and six months ended June 30, 2023, respectively, which is included in operating activities in the statement of operations. In June 2024, the Company entered into a short-term rental agreement for office space located in Fremont, California. The Company evaluated the agreement and determined the short-term rental agreement does not meet the criteria for capitalization. Monthly rent payments required are $1 thousand per month and the agreement terminates on December 1, 2024. After expiration of the initial term, the agreement will automatically renew on a month to month basis until terminated by either party upon 30 days' advance written notice. ALOM Fulfillment Services Agreement On November 25, 2022, the Company entered into a Fulfillment Services Agreement (the "ALOM Agreement"), with ALOM Technologies Corporation ("ALOM"). Pursuant to the ALOM Agreement, commencing on November 28, 2022, ALOM began providing, on a non-exclusive basis, certain assembly, procurement, storage, returns, and fulfillment services to our end customers and retailers within the United States. During the term of the ALOM Agreement, ALOM shall provide the services in accordance with purchase orders issued by us from time to time. The consideration payable by us to ALOM for services rendered under the ALOM Agreement will be calculated and invoiced based on fixed hourly rates and fixed unit pricing, as applicable, subject to certain exceptions; provided that, commencing April 1, 2023, we became subject to $25 thousand minimum monthly purchase requirement. The ALOM Agreement has a three-year initial term, with automatic annual renewals, and may be terminated for convenience by either party upon sixty days written notice to the other party. On March 5, 2024, the ALOM Agreement was amended to waive hourly account management charges and minimum monthly purchase requirements for the period from January 2024 through June 2024, and to extend the initial term of the agreement to December 31, 2024. The ALOM Agreement was terminated after the quarter ended June 30, 2024, as discussed in Note 13, below. </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">Contingencies</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when future expenditures are probable and such expenditures can be reasonably estimated. The Company recorded no liabilities for contingent matters as of June 30, 2024.</p><p>0001207000-16000-600003300084000500001010003400087000520001030001000 2023-04-0125000P3YP60D2024-12-310<p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">7. Other Accrued Expenses (in thousands)</p><div style="font-size:10pt;font-family:Times New Roman;"><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.952%;"></td><td style="width:2.06%;"></td><td style="width:1%;"></td><td style="width:16.962999999999997%;"></td><td style="width:1%;"></td><td style="width:2.06%;"></td><td style="width:1%;"></td><td style="width:16.962999999999997%;"></td><td style="width:1%;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">June 30,
2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,
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*style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 160 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research study costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 51 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 34 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 66 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total other accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">145</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.952%;"></td> <td style="width:2.06%;"></td> <td style="width:1%;"></td> <td style="width:16.962999999999997%;"></td> <td style="width:1%;"></td> <td style="width:2.06%;"></td> <td style="width:1%;"></td> <td style="width:16.962999999999997%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30,
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</table>700002180000160000410005100034000660001450004950000 8. Preferred Stock There were no series of preferred stock designated and no shares issued or outstanding at June 30, 2024 and December 31, 2023. The Company’s board of directors is authorized, without action by its stockholders, to designate and issue up to 10,000,000 shares of preferred stock in one or more series, and to fix the voting rights, designations, powers, preferences, the relative, participating, optional or other special rights, if any, and any qualifications, limitations and restrictions thereof, applicable to the shares of any series of preferred stock that they may designate in the future. 000010000000 <span style="color:#000000;white-

space:pre-wrap;font-weight:bold;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">9. Common Stock At June 30, 2024 and December 31, 2023, there were 6,183,592 and 1,466,092 shares of Company common stock issued and outstanding, respectively. On February 13, 2023, the Company sold 200,000 shares of its common stock in an underwritten public offering at a price of $25 per share, less underwriting discounts and commissions, resulting in gross proceeds to the Company of $5.0 million. The net proceeds to the Company, after deducting the underwriting discount and commissions and expenses paid by the Company, was approximately $3.6 million. In addition, pursuant to the underwriting agreement entered into in connection with the offering, the Company granted the underwriter a 45-day option to purchase up to an additional 30,000 shares of common stock, solely to cover over-allotments. This option expired in March 2023, and the underwriter did not exercise its option to purchase any additional shares prior to such expiration. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued warrants to purchase an aggregate of 10,000 shares of Company common stock to designees of ThinkEquity LLC (“ThinkEquity”). The designees paid an aggregate of $100 for the warrants. The warrants have an initial exercise price of $31.25 per share, have a term of four years from the commencement of sales in the offering, and are exercisable commencing six months from closing. On July 11, 2023, the Company sold 325,000 shares of its common stock to certain investors at a price of $5.50 per share, resulting in gross proceeds to the Company of approximately $1.8 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.5 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to $143 thousand) at closing, as well as $90 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 13,000 shares of Company common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $6.60 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. On July 19, 2023, the Company sold <span style="font-size:10pt;font-family:Times New Roman;color:#000000;white-space:pre-wrap;min-width:fit-

content;">512,500 shares of its common stock to certain investors at a price of $4.00 per share, resulting in gross proceeds to the Company of approximately $2.1 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.7 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to $164 thousand) at closing, as well as $60 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 20,500 shares of common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $4.80 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. On August 9, 2023, the Company sold 331,730 shares of its common stock to certain investors at a price of $4.10 per share, resulting in gross proceeds to the Company of approximately $1.4 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $1.1 million. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 8.0% of the aggregate gross proceeds of the offering (amounting to approximately $109 thousand) at closing, as well as $60 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent unregistered warrants to purchase an aggregate of 13,270 shares of Company common stock, representing 4.0% of the aggregate shares sold in the offering. The warrants have an initial exercise price of $4.92 per share (equal to 120% of the offering price per share), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing. Effective August 23, 2023, the Company’s board of directors approved a reverse stock split of the Company’s issued and outstanding shares of common stock, par value $0.0001 per share, at a ratio of 1-for-100. As a result of the reverse stock split, the total number of shares of common stock held by each stockholder of the Company were converted automatically into the number of shares of common stock equal to the number of issued and outstanding shares of common stock held by each such stockholder immediately prior to the reverse stock split divided by 100. The Company issued one whole share of the post reverse stock split common stock to

any stockholder who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split. As a result, no fractional shares were issued in connection with the reverse stock split and no cash or other consideration was paid in connection with any fractional shares that would otherwise have resulted from the reverse stock split. Also, all options, warrants and other convertible securities of the Company outstanding immediately prior to the reverse stock split were adjusted by dividing the number of shares of common stock into which such options, warrants and other convertible securities were exercisable or convertible by 100 and multiplying the exercise or conversion price thereof by 100, all in accordance with the terms of the plans, agreements or arrangements governing such options, warrants and other convertible securities and subject to rounding pursuant to such terms. There was no change to the par value, or authorized shares, of either the common stock or preferred stock, as a result of the reverse stock split. All share and per share amounts for the common stock, as well as the warrants outstanding and exercise prices thereof, have been retroactively restated to give effect to the reverse stock split.

On May 13, 2024, the Company sold 4,710,000 shares of its common stock, together with an aggregate of 4,710,000 Series A warrants (the "Series A Warrants") to purchase up to 4,710,000 shares of common stock and 7,065,000 Series B warrants (the "Series B Warrants" and collectively with the Series A Warrants, the "Common Warrants") to purchase up to 7,065,000 shares of common stock, to certain investors in a registered public offering. Each share of common stock was sold together with one Series A Warrant and one and a half Series B Warrants at a combined price of $0.85 per share and Common Warrants, resulting in gross proceeds to the Company of approximately $4 million. Net proceeds to the Company, after deducting placement agent fees and offering expenses paid by the Company, was approximately $3.3 million. The net proceeds were allocated between the common stock and Common Warrants issued in the offering based on the relative fair values, which were $1.4 million and $1.9 million, respectively. Each of the Common Warrants are exercisable immediately upon issuance and have an exercise price of $0.85 per share, subject to certain adjustments. The Series A Warrants will expire one year from the date of issuance and the Series B Warrants will expire five years from the date of issuance. As compensation for services rendered by the placement agent, the Company paid the placement agent a cash fee of 7.0% of the gross proceeds of the offering (amounting to approximately $280 thousand) at closing, as well as $100 thousand for the reimbursement of certain expenses. Additionally, as partial consideration for services rendered in connection with the offering, the Company issued the placement agent registered warrants to purchase an aggregate of 188,400 shares of Company common stock, equal to 4.0% of the aggregate shares of common stock sold in the offering. The placement agent warrants have an initial exercise price of $0.935 per share (equal to 110% of the combined offering price per share and Common Warrants), have a term of five years from the commencement of sales in the offering, and are exercisable commencing six months from closing.

Common stockholders are entitled to dividends if and when declared by the Board of Directors subject to the rights of the preferred stockholders. As of June 30, 2024, no dividends on common stock had been declared by the Company. At June

30, 2024 and December 31, 2023, the Company had reserved shares of common stock for issuance as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> June 30, </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> December 31, </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Warrants to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,022,897 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 59,497 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Options issued and outstanding </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,661 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Shares available for future stock option grants </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 32,786 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 7,190 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,110,052 </td> <td style="white-

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warrant issuances were indexed to and settled in the Company's own stock and were classified within stockholders' equity. In July and August 2023, the Company issued warrants to purchase a total of 47,670 shares of common stock to Maxim Group LLC ("Maxim"), the placement agent for each of the three public offerings of the Company's common stock completed during the period. The warrants are exercisable at any time beginning six months after the closing date of the applicable equity offering and expire five years from the commencement of sales under the applicable offering. Of the warrants issued in the offerings, 13,000 are exercisable beginning on January 11, 2024 at a price of $6.60 per share; 20,500 are exercisable beginning on January 19, 2024 at a price of $4.80 per share; and 13,270 are exercisable beginning on February 9, 2024 at a price of $4.92 per share. The Company estimated the value of the warrants in 2023 using the Black-Scholes options valuation model. The fair value of the warrants issued in February 2023 was $195 thousand and was recognized as issuance costs of the common stock issued in the underwritten public offering and was classified within stockholders' equity. The fair value of the warrants issued in July and August 2023 totaled $168 thousand and was recognized as issuance costs of the common stock issued in the three public offerings during the period and was classified within stockholders' equity. In May 2024, in connection with the sale of 4,710,000 shares of common stock, the Company issued Series A Warrants to purchase an aggregate of 4,710,000 shares of common stock and Series B Warrants to purchase an aggregate of 7,065,000 shares of common stock to the purchasers of the stock. The warrants are exercisable upon issuance and have an exercise price of $0.85 per share. The Series A Warrants expire on May 13, 2025 and the Series B Warrants expire on May 14, 2029. Additionally, the Company issued warrants to purchase 188,400 shares of common stock to Maxim, the placement agent for the public offering of the Company's securities. The placement agent warrants are exercisable at any time beginning six months after the closing date of the equity offering and expire five years from the from the commencement of sales under the offering. The Company estimated the value of the warrants issued to the placement agent in May 2024 using the Black-Scholes options valuation model. The fair value of the warrants issued in May 2024 was $70 thousand and was recognized as issuance costs of the common stock issued in the public offering and was classified within stockholders' equity. The fair value of the warrants issued to placement

agents in 2024 and 2023 was estimated on the date of grant using the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:41.292%;"></td> <td style="width:1.1%;"></td> <td style="width:13.397%;"></td> <td style="width:1.46%;"></td> <td style="width:13.397%;"></td> <td style="width:1.1%;"></td> <td style="width:13.397%;"></td> <td style="width:1.46%;"></td> <td style="width:13.397%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Minimum </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Maximum </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Minimum </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Maximum </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected life (in years) </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 5.0 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 5.0 </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 4.0 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 5.0 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 118.6% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 118.6% </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 116.1% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 123.9% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 4.50% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 4.50% </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 3.98% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 4.24% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times

New Roman;margin-bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> </tr> </table> A summary of the Company's outstanding warrants as of June 30, 2024 is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.309%;"></td> <td style="width:1.12%;"></td> <td style="width:1%;"></td> <td style="width:12.983%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.502%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:19.924%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Class of Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of Warrants </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Exercise Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Expiration Date </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">104.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">July 1, 2026</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> November 15, 2026 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">1,727 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">625.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">November 10, 2026</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31.25 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> August 9, 2027 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">July 10, 2028</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.80 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> July 14, 2028 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,270 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.92 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> <span style="white-space:pre-wrap;min-

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Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">May 9, 2029</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,710,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.85 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> May 13, 2025 </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 7,065,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.85 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> May 14, 2029 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,022,897 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> 1-for-10010010050050104P5Y5000P2Y75001727625P5Y1000020000010031.25P4Y47670P6MP5Y130002024-01-116.62050002024-01-194.81327020 2024-02-094.92Black-Scholes options valuation model1950001680004710000471000070650000.852025-05-132029-05-14188400P5YBlack-Scholes options valuation model70000 The fair value of the warrants issued to placement agents in 2024 and 2023 was estimated on the date of grant using the following assumptions: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:41.292%;"></td> <td style="width:1.1%;">

</td> <td style="width:13.397%;"></td> <td style="width:1.46%;"></td> <td style="width:13.397%;"></td> <td style="width:1.1%;"></td> <td style="width:13.397%;"></td> <td style="width:1.46%;"></td> <td style="width:13.397%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;">   </td> <td style="vertical-align:bottom;text-align:left;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Minimum </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Maximum </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Minimum </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Maximum </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected life (in years) </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 5.0 </td> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;text-align:center;"> 5.0 </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 4.0 </td> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;text-align:center;"> 5.0 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 118.6% </td> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;text-align:center;"> 118.6% </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 116.1% </td> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;text-align:center;"> 123.9% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 4.50% </td> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;text-align:center;"> 4.50% </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 3.98% </td> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;text-align:center;"> 4.24% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Dividend yield </td> <td style="vertical-align:top;">   </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> <td style="vertical-align:bottom;"><p

*style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> <td style="vertical-align:top;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0% </td> </tr>
</table>5545118.6118.6116.1123.94.54.53.984.240000 A summary of the Company's outstanding warrants as of June 30, 2024 is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.309%;"></td> <td style="width:1.12%;"></td> <td style="width:1%;"></td> <td style="width:12.983%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:1%;"></td> <td style="width:12.502%;"></td> <td style="width:1%;"></td> <td style="width:1.58%;"></td> <td style="width:19.924%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Class of Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of Warrants </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Exercise Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Expiration Date </td> </tr> <tr style="height:10pt;background-color:#eff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">104.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">July 1, 2026</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104.00 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> November 15, 2026 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,727 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p*

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">625.00</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">November 10, 2026</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31.25 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> August 9, 2027 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.60</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">July 10, 2028</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">20,500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.80 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> July 14, 2028 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,270 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.92 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> August 4, 2028 </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-space:pre-wrap;min-width:fit-

content;">Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 188,400 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.935</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">May 9, 2029</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Common Stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,710,000</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.85 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> May 13, 2025 </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common Stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 7,065,000 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 0.85 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> May 14, 2029 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,022,897 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table>500104.002026-07-01500104.002026-11-151727625.002026-11-101000031.252027-08-09130006.602028-07-10205004.802028-07-14132704.922028-08-041884000.9352029-05-0947100000.852025-05-1370650000.852029-05-1412022897 11. Equity Incentive Plans In 2017, the Company adopted its 2017 Equity Incentive Plan (the “2017 Plan”). On November 10, 2021, the 2017 Plan terminated and was replaced by the 2021 Plan (defined below), and future issuances of incentive instruments will be governed by the 2021 Plan. To the extent that outstanding awards under the 2017 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will no longer be available for future issuance. <span style="color:#000000;white-space:pre-wrap;text-decoration:underline;font-

size:10pt;font-family:Times New Roman;min-width:fit-content;">2021 Equity Incentive Plan In 2021, the Company adopted the 2021 Equity Incentive Plan (the "2021 Plan"). Options granted under the 2021 Plan may be Incentive Stock Options or Non-statutory Stock Options, as determined by the Compensation Committee of the Company's board of directors, who is responsible for administering the 2021 Plan. Stock Purchase Rights may also be granted under the 2021 Plan. The term shall be no more than ten years from the date of grant thereof. In the case of an Incentive Stock Option granted to an optionee who, at the time the option is granted, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the option shall be five years from the date of grant or such shorter term as may be provided in the option Agreement. To the extent outstanding awards under the 2021 Plan are forfeited or lapse unexercised, the shares of common stock subject to such awards will be available for future issuance under the 2021 Plan. The 2021 Plan provides that additional shares will automatically be added to the shares authorized for issuance under the 2021 Plan on January 1 of each year. The number of shares added each year will be equal to the lesser of: (i) 5.0% of the outstanding shares of the Company's common stock on December 31st of the preceding calendar year or (ii) such number of shares determined by the board of directors, in its discretion. On January 1, 2023, 4,839 shares were automatically added to the number of shares authorized for issuance under 2021 Plan (an increase equal to 5% of the number of the outstanding shares of Company common stock as of December 31, 2022). On January 1, 2024, 73,304 shares were automatically added to the number of shares authorized for issuance under 2021 Plan (an increase equal to 5% of the number of the outstanding shares of Company common stock as of December 31, 2023). In the case of an incentive stock option (i) granted to an employee who, at the time of grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any parent or subsidiary of the Company, the exercise price shall be no less than 110% of the fair market value per share on the date of grant; (ii) granted to any other employee, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. In the case of a non-statutory stock option (i) granted to an employee who, at the time of grant of such option, owns stock representing more than 10% of the voting power of all classes of stock of the Company or any parent or subsidiary of the Company, the exercise price shall be no less than 110% of the fair market value per share on the date of grant; (ii) granted to any other service provider, the per share exercise price shall be no less than 100% of the fair market value per share on the date of grant. Notwithstanding the foregoing, options may be granted with a per share exercise price other than as required above pursuant to a merger or other corporate transaction.
 The options may include provisions permitting exercise of the option prior to full vesting. Any unvested shares upon termination shall be subject to repurchase by the Company at the original exercise price of the option. As of June 30, 2024, there were 32,786 shares of common stock available for issuance under the 2021 Plan. Stock options granted under the Company's equity incentive plans generally vest over four years from the date of grant. The following table summarizes the stock option award activity for the six months ended June 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Outstanding </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times

New Roman;margin-bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Exercisable </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,661 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,110 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 42,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,201 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Canceled or expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,292 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (781 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-

space:pre-wrap;vertical-align:top;"> June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 54,369 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 7,530 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The weighted-average exercise price as of June 30, 2024 for stock options outstanding and stock options exercisable was $34.52 and $169.76, respectively. The weighted average remaining contractual life as of June 30, 2024 for stock options outstanding and stock options exercisable was 9.03 and 6.26 years, respectively. </p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:2pt;font-family:Times New Roman;margin-bottom:12pt;text-align:justify;">The following table sets forth the status of the Company’s non-vested restricted common stock awards:</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:60.36%;"></td> <td style="width:1.46%;"></td> <td style="width:1%;"></td> <td style="width:16.12%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:18.06%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-Average</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Number of</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Grant Date</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Shares</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value Per Share</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">January 1, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> - </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Issuance of restricted common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.34</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Vested</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,875</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.34 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Cancelled </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">June 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,625</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1.34 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> There were no restricted stock awards outstanding during the year ended December 31, 2023. Stock-Based Compensation Total stock-based compensation recorded in the condensed statements of operations is allocated as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.38%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Three Months Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> <span style="white-space:pre-wrap;min-

width:fit-content;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Six Months Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 58 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Sales and marketing </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 30 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 53 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 62 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 104 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total stock-based compensation </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">54</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 81 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">108</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 165 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> P10Y0.10P5Y0.0548390.05733040.050.101.1010.101.10132786P4Y The following table summarizes the stock option award activity for the six months ended June 30, 2024: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.967%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> <span style="white-space:pre-wrap;min-

width:fit-content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Outstanding </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Exercisable </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,661 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,110 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 42,000 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,201 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Canceled or expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2,292 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (781 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 54,369 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 7,530 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>14661611042000220122927815436975303 4.52169.76P9Y10DP6Y3M3D The following table sets forth the status of the Company’s non-vested restricted common stock awards: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:60.36%;"></td> <td style="width:1.46%;"></td> <td style="width:1%;"></td> <td style="width:16.12%;"></td> <td style="width:1%;"></td> <td style="width:1%;"></td> <td style="width:18.06%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Weighted-Average </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Number of </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Grant Date </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Shares </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value Per Share </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> January 1, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">-</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Issuance of restricted common stock</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,500</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">1.34 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,875 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1.34</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cancelled</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,625 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1.34 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>75001.3418751.3456251.340 Total stock-based compensation recorded in the condensed statements of operations is allocated as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.38%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> <td style="width:1.22%;"></td> <td style="width:1%;"></td> <td style="width:9.184000000000001%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Three Months Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Six Months Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> June 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-

align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">45</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 58 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Sales and marketing </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 30 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;">

  </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 53 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 62 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 104 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total stock-based compensation </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">54</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 81 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">108</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 165 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>230002700045000580001000100010003000300005300062000104000540008100010800016500 12. Net Loss per Share The following outstanding potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share for the periods presented due to their antidilutive effect: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:66.967%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Six Months Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> June 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;">

</td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Warrants to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,022,897 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,727 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common stock options issued and outstanding </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 54,369 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16,435 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 12,077,266 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 29,162 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following outstanding potentially dilutive common stock equivalents have been excluded from the calculation of diluted net loss per share for the periods presented due to their antidilutive effect: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:66.967%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> <td style="width:1.16%;"></td> <td style="width:1%;"></td> <td style="width:13.357%;"></td> <td style="width:1%;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Six Months Ended </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> June 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-

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*US,I,A"RK.GW11*7D9)/"YAA?35DGYMCLLT&GQNJI"3 MMDPL8Z M!&0U03&ZT62]T5#RM&GCO1&.]19#RJ)C^:E&0& Z;:.NF.YYRT-*

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*M8J<+)-3*IL>AG_*G] NVJ))L!6H\>B"10!I;JR] VT># OK_4E* 2Q+(4QF1 MZV>8&!\G&II-TK_W*]#]-*

*J@_"VV.T)8XHDV4')K+TF9A;;FR8*V2&U=M2{4I M0'->(R&LV4>WN@1A/;ND;-34\7Z'R2)& [+DJ-('RV*

*6QWH$LY;^3252T%)M>L2;AK;75N+9T.H4P.'@:>';,Y,V8(V>-GUX\915>#1LW&;? MNI@JRAD*P)65RH@_^D+.0ZX3MDQB8Z4"3*-+ P3,V-*

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*(I^>NWMFLNU;)%&P:0>.(?JV\7"BM.F'K=$])T=A";Z M94&UN10XU&)(%P)26S61K6RL.YA_'JS]1.6OFA'P*3:DHW@M'P8_)DQPO'Q MH-*

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(I;7PX/.X/CH9'_=&+NDF03F#+EA%FQ_W^H0%:R(K)D_2ZW?JH M#P-N-:^4;=#_R"2/N8U*(@(568157!D$-Y4G $W538NRS]2HF[5-*

NS@T<'C MNAFU2OXH$IRDAK+!$(FB789B>%DZDR6;:6RD>#I(,Y\W)4@3HG!)N##:CZ+

M!7;M>CLHH(BI:/OJUWN|/BAFO;&^BJ14.6UD +9Z<$E)99@Z,'1A?EW". MD+94)5;H ^"NBDW G:-] 54?DIKI-5O90=#G0.]*H+*

*<4*PZDDSK\7P&C2GIE M[=84*L=*4)S>2OGA2$D;FF6:P#Y;$\8*@I;)U31R+ZNA&\.M@V('Q;=I1 MHY58_69WH ,[!W97*

*KNXH/(O1/\9"FWPIQ.C]6<;NEC44:N0l YQ<=!W@TD M1F-IA%&P%D5LN'JF3=X DQ+M\Q0LYV'L:U/8N2=_#I /+2 *F=9.A:*

*MC)),6BFA"LP:H\.K4>2J$1L%+@?)FM>]ZD6%F6>D(*GTR0 3FF3I;M%N(IF5*

M+MGD/'90[:#ZNA9V0C?2H)2B1)@I";#:=:]HC%I;*.%(#2)59\@I'QY4Z;+E M GAZ;(46YUHDLB6TQ';4@G:6-T*

*MJV<5/*Q0]40"Q9/^>Q8I=;DLW^?F^0L7?'9>A7/ISXT?:A;_=B2P'[H<=I?#_N1SV)? T6"3F%P49"I)51MP M4.#6!4'6HH0YTT2SSE*F**

*[EKJ\H.,57$V/(5^\OFX9(YLXA85B1*;:D\E4:J ME/IA"D6N)?=4>&BKGK.1HMZ 'H2Y1Q4I$:I31-=,,[]<^O,83GU&KRO_@Y8Y M8!E2+#*K?[A*

M)MFG=AM6"1X:%"LM!BR2_Y"U-I?94JH7"XI_ 7ST'&B0AJ%$HN?1=1_AN9D M9PG7%%XF6192DP@E,V5%QLEVE!&-*

*(3DFX[H!QA"BU)K6+,K98AV.DF2F\QH?X#-L%Y^$N_OVPBJ[XX$8^L6&!] MX/_*K*PRH#H#J0H!GDB)B5C 8$#*I3_1:SE_7$HAU$F?*

YMHHPZMG5+EBCR MY VP-)"Z:"UPQKAZ?+P-TE=2@= =_I3!&V.EZ71?Z!>(`RXS^3]3P'7@E/4Q M$!_BL9_A_+

(X&>A4!C26MYK=]7#\%30=4H='C8.3X>O%#2:<,#O UZP7X00,]K"^*ZFZ#/]^>8LC?H&2-;PF5FA6LQFU=02C.@R>R.8 &_.9O MSPZ?

[=Y&K\-B_.?:^^E]2J@UQ7OL)_'DKMM1"$?#J-8=/&9@"P8. M"QR'=;3EOFG+8Z<]U%MS8/P$;GH+CR/ORSJ3\X&M3_T-

*M_*S!B]"TSMHQPO%<,C3H5H, ^+@%#6WV U#T3,_*5T60F>_\B0+K,L6R%KOL/ MA[D9C;2'C)/=VFX5$#;M_DMWFDC>M_EMLD=>(L(<-*

!O'8\N5!L>_Z5?R!$< M(N_0=ATB7QV1AZWQX>'^7WHC(E]=^M$JOI^M/3#[8F=]/-H\>?V=K;OM)(Z M;_3=93N\W87M.KR]M(S3ZXT?

\TW?JX3C[#M:PE$9@U3;X4").R^M;$$G[]P<MFZ[K7MT/RGKQ[A\]]1VT^J/>?8#+!1[G_0 81QT<===@GZC!L]?JW9WS:&^K@

*M[%+7@J;/$BM&^+#Q3'H'@>3?7J*5RG3!I5^PBL69B"]IYXXXWPC;^IT^HEN0 M%)CF]H#D^?Y])R31#W+PJ1,X4BLO"G*

MMT@H55ABJK"G_X\3-#QSD7F/1]TNMA1(J"++I'?]SE'YHE8)R*0;)W&;%NG/X22Y1]3SWG'7U*C@'@"Q]0]/K4>A M%P;'A^4+N-*

,BI8>L'9MF %X4T$3@V\FT762FW Z^>%0NG9>#'>9G\BK;H-LI%QT4 M5%9(E&>$Q0%]'YN"9%@1B(I@T!H]/RU@-]2".%.G?]@[,BO""D"E-F.

(OK OT^'V=7![MP+@]![:Q?#[>'G:?Y5<+L_.JSAR3HZC\>]\T?GP]'UT'D\VC%T/NKW:CNQD).V

*MVA]53AMCB6(LNFX0ZO[AVZO?RMSA6E>W+;9\+%<3U)L^4XEZ! %XJ1*XY]" MW"XIOW2\-8K9.%K +2LO2313&5%-+=4D?5FD@.P**

[TQG#&JG\5<14]J%?AU(/ M@E(?3+C DT2I+\!XFB(FRN_*$.T'FHM3GU?$E,LBP_ "@0%F\:D@-]7WSJV:

MUL/64:_;@JU|&?!J;3K$8BGL)&8.30CTEC_X@XJ#[$97F67NU.?>X<)U#7K6VI:^:_BY#SVO]=8K!>+K/X>^Q++

*MK,9W3ZAVT\#E2490663(H&6422Y&2_4JP\5[)K&-2HL@_SQ)H\ #[*2/B_C%55659"\/$((O[!7M(WF:I3Z[W]\N^/[!J]8Y"B 8\7H<_#)_$L*

MX4KT\1382HY-A_)S'/D:K"X4A#,__T@%MJNFW@91A#_9JF0W./U'V(ALI8G M88@$OO4?<1GE MTKZ"]9]YS 0\LI(B+4O\<^\&JLH+*

*(V=%ILI*JX5@3S%]'1EWOIG-<"(NXP_T M:D[%@%4[!^'- 8=@-K0D9!DUN ^S'QZU6^!1C' 7PSJHA"'>QN%6$U8JU65*

M"2>2E9LG=XE^OM]'8Y<;P?7 MV^')]W8HZ]]WO/=5@4;+,;K1+")K28 M@DM@?R0% MFB1764TXR $5)(D(%?

948T.S)E@#SUL.D#LC%](8;,@Y 3P;$Z6_)S[.W"+ M@)Q;0^C^":/&J%W3.2A.I9" G1"2,,RIP83J1<;[H=8,N".0ICS=I*+*3,N^*

MU+!6N5A&R0HV12M@[MC$[%RC@3W!1+\W "=(J2"EH(!U(+&O:,,DZ"((M\4R M B1174EDQ)/P3=F?*

*IK^!(Y)Q82G"I+ ^R<23E*L@;$NQSQ=*[30\RNZHXMA3@3C'W=XV MX37U6,FHP_";T,L;Q0XL2CLH)RVM%WKC>F69EP' A-/0%]3Q-*

4EU,Y4B-JU4 MN"5W5DSAL1""MP,">]$40IE1:"KEB[3ZHJ#;D>@&;6SF17)+76WH]BV5P7J-`M>K+$!5XV-G21,?

70J;,P9,U(}>T$DD;>SEI+&YJO#@2:#GW K0-J+<->-ED MNM8/I:%]BNX=8_5AF8MT(=DA!&;'IGGD:(K@(5YR).)*PY4=('QI88K:G8VB*

MA_+W&,MN>;>Y,@ADR#ZY^RM"!$@ TRFQ4FV$@^!1L)WLR0)*NS4?HAZYII' M"=W> OL4:*R143TEI7!JGHC=>J.3X@@66X9!Q;K*

M=EXY%!B>CUOU==)V7Z#E?G/L8<33T1L(14!NN+2=9V;!:P*'5)])2M;M*ZR M!@_4JMN""F]].77+!/.%3%UZ_52 5+*_K*

[N<'(#+L"0@AV@8DY\NQ<+46J M(!L7(3%+ 8YZ\A8^E!U&X[S-)BJ#@<]%="VI'Y(C(!'S.9H$V. MHF,]M# :AFN;C!0Y$>ESX?]

:.5N@QH> MZE=NS@!F7X@?U'L9+C ![U"%.>1SB,7+KBQXX2X>;USI:/M^T+;-?&KJ#IS M"@O&0DL;*

<;8KQ1V;B2-6H<5\BQ\C:M/5LGS;0U>S8KF/"G5=*-,*F75*).H7I+9:R+++S2I9D"P6C&GHCF-/B=H+ MV>W@.9Z^LCO4^3;**

<6KAQ!^+U#!!'!&5UHUFE52EW560;RX\;1:,+]F-9-* M=WBR^.%[RN"G[!7:Y,?Q&'DA3]4=9NM-496R@81=0K'Z,LLLXAOS6IH3N3A*

M<<{1E%N,*AY2#/#WL(L*Z3-_AM|(3Q2(2(`)5\":')]Q%1D'D"EY(^0AQ"*

*MD6HT3#I9R3=5.]N69]D892!:61|/"D+7A+XR7]$BEO(F6J4MDI&@'@*P0!,=_M_(NHA)B+2: 7RK1 IFNL-STEF^AL -5X#+E@MS-*

)D3)."UN[FF_.--1{(V MG=II ^E!&RE?D];N+9FDPB>4O:MZ08SNU-59T1P>DZ-)R\JI!"V^:*P+46) M5Q6'@U$[6Q61UU(E2M?'FK!4#DG-*

*FUFQU0(30Q(NU Y+8&&I:NYM|(!7A2P_M(^YWW?&^$"PV-5$V5-=BJ!.)ID<*9%/ G&FAO+J*QE[.C?-0TV^Q7)CQML5*

*MT4JK\AR*FRC+JR*I>QSM![;AZZ.;M.-]8)4 9<-6+2Z>$A4SMH$S/JD. MN-O.S* HA2V0[9;?NT6C,C V%I=[<-^H:6I1A$ MGK**

*(.V6"#L0G)S$4L"9*D &(L3)5$?$Q&&\R$?*ORDYXQ')Y#(5TCI3TUZ MR@29@.8&69U8\PX W= FB[).0%D.2N7H7.%QO02VC)8VU1>>*

<7JA/#AK?F48?YEP ME)8=,E5M!,]KKN -\%? M$-5NDC_*##LEB5C&5"1]B3(B@%]HH(NP\H!S04F)M;"2;1>6 ITI:MCDVQE M+ 6*>!I#-*

*&BM0*24I1&HM:/;]]SZW\0ZI@6A HB$Z1[H/*28QI>]/V1)U21J6/N)3Q/S&"/I<#H9,U4N0"']2EAB\?MSJ'O>\ M[*\"J9FI-*

*&FP>+RT!Y2]_R%6YR(-6MY;. <8(T99%X12M >#'H(OPR*4:XQG MPOS_3))A&63ZD$TH7T QFL@4TX!''VMU>%C-*

0$5MD/H[A.&BQ%1>%-1!;"0 W21^1)L@B!6/U3.S/,";';.5*]9D,H% M:]K6V/;$#V9<+;TH=*0>DP KU$]LD:FU9BX3-I%IB9G9H):8JG)IKO,P/*

*MHL"CK 4@ZSC[-FG_D:04TG%**%L'WDYXCKG(,JDJ9Y&X$1 M-/7AT>%XY/TJ?F \SKGW2W06=%K>!P#@D! >T4)@=%U[+/&M'D;^%\(^NQ5?X3D^8O94*

MY[;JQ65NZD<\\I@]^HPG7[>_Y7K,D M+H(I-7CY\&;%^Q.1KL<]+B4\!8GD8ENJ80N!_B5%AB2](@&@@-EERB6AX6VL M3H"9_?"I3--

$Y?/CG]-4%%A1VHR9K;#N3$M%B' -P<>AY5*VL8F5D;"(ZJ] M K(4 MT'?.Z^#FJ=77O46!>~<]R&ND8$PQ3,).ETA32IL+6E7Q>'3DR*

*0R8AGEF(O+P M0FC<";\! ^TPIUSL26H2#[]*RKQF'[K?@>55\9;K*FRO,BRS,0]=^%-6VD='Q MRXHZ8Y9B'[<^V?*

K!+L+,\F.I5&:Z>:J;A'?.QXK7DV"I):YP)O+:JS*'E2% MD%*=82TT0 OSJ$6\;EDQ2PQG,EB[IWBE;\C>"O '#G?!_&3!S$'G*]OQ$V6\ M!S&!*

*<)XD)/ZKW&ZN.F+%8=(938B'U@X&%Z*61?L'$1/P'&,%:#N&1=*S-@- MB%$W&-R<96D\&:N,$\|MQW6 9OD?J0LF\Z:K=UA60K'HK#F-*

*/*F5RR%@!7'^ M/RK$DBJE=%A.X@HD)7Q251,?<^"!' 0@=F*DE 6 EBQ1+EF3!IA-A7\I23^0 M&,:O.OTMH[",/#/Q 53X25.H1^!{VN4,E-*

TQ"CJ+_!V=]#K+/+.(K\CF>|: M$ZG?[Q\,6;);M1CINY>O19<0U>;UH:,2U1# M.IM[TR@YSTSAO89R>-*

*@OM#PJZTRX>I\18WE_J%^3G4JG,B=H,N7BTO6,M8[W MC4RJD1*9Z?$B1W&W8+A3=/;D)+08K.A] MX)4^*IOD#=DY%T;P@2Q."*

[3B;JN,I.4/B),:X2_\KE):-QN3S;9/WBP"@2L M_$@KCE?Y_LR5V%>A/9479"A<,CNPXFNLC*4]C6PMX3JH'-4\V9 ?46GEP<1'*

ME4^M="^FKHQ$-?=!T25&\&TQENMR,Y$E,A>KWK)K4 M97.1LFU)M:M;X.UC0A0?#MFH4JFRB;D8D+GIVA63YW :1LR;32,D59M6NTM5

MU4+S<.Y86Q&+HTM[%Q:WP=28MUPO3U]P&ME3LFM2FFQS7S6*NM?.V@J$$L3 M |-5%??*

*73]I^/FH9JIHSW]4J*8A)DZL8S59HK\''HW,..9--R'Q&VV^!$WJBC2UU\H?=]B]&+![5D[^J2T97N3<;C;H'XN5!_R4Q9F[G$H>+8N%- MPF*

+S38]+RPH0ZL_\T$2*P8#KC"K_(VF .6G&">6-D-EM@%H@7|"912Y&$E M1#!$\;(;%F,

*LMX&FDO*DN<,!"_2]=1HC8!M11QEJP7@KY9YOG_]]N.DG6> M$#!^?$_;;X2A<:|]X+||&+P\.'E) *MT>150 3?6&W=!(HA O@0I$^^?89=!*

*M_4B#.AD1L.B1D4#[A_H[(FLST0#6S3"KXI9(0/"'^-[RLFMX!DZ,D^:W 3K[3 M!=6*PVHKY&]K@GC3NSR7\6;8+V-.*

*"CK)V.2^#_:/9%+:6_]$":KIO-2Y:6! MP@-5GU%SI?7RP8%<$*7AH?/LNWNM"6'A_]M;"R(#-:RB9^!.% DGQ4Z4U5 M PP6+|\^E<4"?*

*IV&>D[R4J[8B:A(%""%A@ZK3YW,Q]"5P<,Y6R8=]# M#-:1[4;%4_">]5YU`$<%V'6PPC4D@[6^WM,K(!D@P_-NH]>EYA6(*US\][((*

*M6IG@LD7WN[@R>W:"?6"XEM00'[E0^I(VA0H.5P*J2"$49-G*2 MT>,J/_9H^9ON(V<4DEI@.#5@B07\'"3)VQ?7Q%'2D) ,";W>OQ9$EG9D'[[*

*M&)5NT:2;.-<.Q:F=%(*6;:3/85]7STG:AK,A:!?_IT\VRE3*"//=3+G%8E35; M&X%@:6?V0EVG6J6P+1#U3T]D6B\LTVE$>%6C>AQ:*

(E34C1<=,B_9F_G! *5(MWE8>KQM\-(WN-_EPHM4%7IS'=:,W%J9+[K&)-C3>SW:]S:".ZE*HJ_*4 J"= MIG 1E.B.:<09$R]+2%%348>@?*

*A8D9F*QBL:>5V;X;7*.CDIEN0WCXLIPPM>;-M(WG0,])&L&Q+GH.N!B2=9R:@A*^>_#7#SJ@_?E&+Y"G!"-/[&N-X0.9,\S<$*

M+VWJ4/A:X_LH7J0.6>5-PV2#HQ>W#FJ7]W4-.T>C?N]H?#@\[@^,AD?]T8MZ M> N=P)8MHXL,%-

Q#H^!:D3H\2;_;K8_Z<(7!;0.1184U"9;8E;S=!.R(`RQ>_M+|B'..D/18.65;QUW=),1S83NP^;9L'85TU¥F45(]DVC1BF?AT56=57/&N6%
M]>OA:F7,U(,GJ6$_!22N=6;=H-0**B.A]QB0+E_]"UM'M6@+Q=F=Q=A=CT7_M9N?"["X;9N?*
*XH^,/;_#"'!1*W\3NMV(DU!LJ2J4DLR#*.;]"=-75N0[Y:LK/;`M:M7+05*D(&CFPV/R"IV+_F;35S:\2L94T@PEI:RQ>:!2$9,:FG"_X=_*8PPV'&Y?*
*&C6:#@.D%C[U59*5A_M^F2EJBJ3)K863&]W:VX,H;JH<%OM?57HW<&HU%U.S=JI_*:OFXB?"FLS!J2R_MG44C6"KK-*
E6O8).RSA6^J;++J0RH%+T_MR13M?FJ-('L4+QTW\1+^=U:N7=*5?0!1-_3XKU3LWINK,QA_BJ)Y0DW/U2%_MH\UQ50_1'-*
*H3(J/ORI@#U8NPJ0&6]B;J:BPVVJ@6#HH^EGBC71.FSX_JHD3*_MXEM5_;062#YN_^MQ>:SW!S&61>K/L7O&$P+^[U:OR2_.-*
)RJD[!#Z^M=DI(B_MIY@BQ!UF&#;D6X$\F-HF59._)LQZX(KH@9P*#+XOEA@:;$X<@;9MM_-D;#D;C_MX0[Q/ZLBNO=.K=S['98.M!O7_C1)^.
*(MXBVO9,T/0D2;)/X(1*S9QX3-J#-/W/8_M[D\9P.*C3&Y8JN@>=#2=R!-_.^]/V4(@>+'KHMP?!4;?;D\?C;5?>=*D@Y=S6*
M;H\G4QA^T/Z,IK#;\5BVQ\/)<7LR.0]ZAWWA'W6[-UEM'I[YZF1_H;5^2@(J_M0']MQ0K1'_6.^^W)=#!H#X>'?
*GLRZ,MV+Q"CWN!P>!QTCV^\6'.V-U]OO]\;_M'TW\<;M[?.3#W)/#MC@*8.7'_E'//Y+! #2*6X3:[^DBS]^UTB-B!T&P_;1*
MX;%H#_TN@('HC]O]_FAX,#B<3/K3\2T#[>46>_\0+$X,.ZF4S$_]N%_QMW#R3]5)RW@,XP!GM4UF[(F51]?+>]H+!!(L2VVJ2V,11,2
*M4Q(>S]!]P4LM_59I-S-N6&J46@8["%@U"9YGTM1NL2L93CUKKA:%(PI_3IGT_M7K7B/*M%W3&](V=84!R])\:>6'6XWQ:<+>W#LD)^LINL*
*M8)<*LAQ:.LY[M>,OX>#L2JZ10=.Z-\59W_MNB_T"[#I2"PS^3KC]LO&FY_2)FGL9S@_+,!$+IZ%64A-;5>O]?O](7@JJ#K'*
*MCSK#X^,7*JBQX?M>YW"\Y>L1O#^^X/W#;5]W.^/!M@DNF/^XTQO=X/6CSJ"W_M=?7FN_]IE:?U_YWR!&DKSF.%#]HN(DSF5*C7H46C"T:*
*C1=_MZ(R6N4?M=ILH1_.F'M\2$;I9J*Z-C9MK;A!&<79,)7NBUN*ME?Z94C4K0:![<_M]'*]_YG2/]W!'5_K;?7DV6QGJ%@:;N-*
L]A7P[3;U#IP<.%WWC#[&?]O(N>$RJY_M_W^3]-7_-\$;-1KWI?TP0%YD[^OEO*E_S0':-<]HP]4.(U;6CDP;W#;<.H;9@?D\=?*P_;9@":_M3J\:!;?*
I"DX6[(+%/)IO4K7">XLG3O5FR:U<&J2H$GQ_SWQ.SKB49J]/(4J]_MTJ_J=O,N[Q=,+R).CX#LC-Q_VF7<=/=YQ?OL]5[U1]\05]VUN]WM_-
*;NVCBV_M*QCM(,%M[8EMS:&>NT1WB;MPB6YK.[LU9TF["TM:_XE'T:YL[0XM:7VRI#V4_ML>R7523.,V<6>UQ"@S.+N?*
*MT9C&WM<>WM8*FVP/VSB%;>B(QO_V=\VTFAPQG?W'VJ_M?1^],D33FV,L;FN[O[6'-KTYI7!7(,%M;<^VYE#/7:*[Q%VX1+>UG=W:#AG5*
*H'H%J,^@,GQA\[,K6;L5<-AR,N^.ZN6Q7+6+:,C;Q@^_A6>A[_Y_BRN?>Z2K#_MU[(M?*S3\]94O^>DF!59[O5[;#GS#KAM'];@U5\-*
^N7ME'MEG"EL\O@]#2%_M&&>D<_>I[_-5O^^L=&YKCV-KSDKG(,%M;2^WYE#/7:[Q%VX1+>UG=W:#EGI_M]B;T;>@JL#T^6UZ9-*
*]H;]D>'E#?:&QT>=X/QG_+GL'UO)KW3I?1AY[%WFB?^_M#]M8YP+4=E(TN_&E.&WW7IWI,D*Y&[WBC1Z_.G;9H6YKCV-KSOCE(,%M;2^W*
MYE#/7:[Q%VX1+>UG=V:,W\=A?'+%4W;._^/7O15-HUZ5U'\=!LG@,VKLCMW@_M>T=O,N\/ZA&?>PWQ;<^8P!PEN:WNY-8=Z*
M[A+=);I+=)=X=7$(?HI)).G7(#SS_$ADV=^>+<5,MN,DD'HP6_5^K;<:R9_M_M($PQ+0Q4?]
ABD7\)@BS9216K_%:6I(RMW4[HS!^\)\BR\/I2@[3[5E'&PX_MPUZW>HC]H3:1W:/E4UO.UNDW7,&@:C@U3_Q1.?
&U&4#ISE33&%Q;X6T;E8_M96^>O3)7HY{|\?^U=:W/;-A;]OK\"TTQVDQV+YD.4);OMCN,XK;=IXXGX%[#'T@FX8E6"-W16I<
M+QV!2"/ODWK.0RSJ;G5GSK(,U;^M01\YGW?14%?#I4\=%8<2E84H)'[("MY_M>E?;_=(U7CDWB-*
*P9%TP7U\$DBCA,QX42HF+=$G)M17O9WMY.C+S*1_QG(='8\OW]-_M%E0\[LAH]WHO2V-=<]XR.MT-IUVZOWO/_9U-*
ITVCZVQZP#W/[QF6N\7M1X9C_M;;S]XAS>23S%.PE\C%CA=Q.U>VZ2^\D+#M_*>$\UTN)^5N'-&*7&56:)_DZ-MDN-*
H/D=7)DDF'?^9QZ&$34XNU_F'.9/X,'\X_FE-2P&TAD%#5PT202)(!(F8&+Q?$0XK7%98A--R_M8O_.E]8$QO.#.,/QK%B1\L-
P&)R$JP_V8@A#>M/@L\2MWUH.5A_4DM6:S:N_M0]V#O>CK](!616CHJD$B2_2)(!%]W7[5.K=A5]0+M!UMW^Q:B_UHVL^W'\UE_M0*
*7D&]"<7]N?I3]W.O7-PG[+&H\WD-+_YV*_9@GI9UFUUF2LE)+V^*#T;]>,WQ*]MW(!M$.?,]Y/(1FIR>I-1M=:ZC0P1)T_ML01_]QDTN!Y((*
(D@$21"C=NO&M=MF!7I_FV3&B>G__(C[X?[5W;K.9;MVFW+_M.;([O4._ZUBFZ_C=S\^]I%M?Q)(:X/2V+/ZLUFPLA4(':>]'7Z0&MBM#058-$
*MD_@202(4NOTJ=);9,#/2!5HM)+I[OFV]T*H(#5TU2_2)(!$D0E+;LZ1F-@9^67G_\UD*%/)_MKF*UYMQ9-"8TLP/V_OT9Y#DMQS#((<^*
*3!SNK-9L'(4\!WO1U^D!K8K0T%6# M1)_(DBY+E]9E&6:4">@SRW@X]2O2R6]?HP]3*C2O-$K-?]>@>,,A3[|86:D"[1:'"6KGZ,>-9.N]*
]B)=+_RJ1RSG^(HFV#R_MG+8#%S0Y_E-3G=6:S9XUE"3@R7H8@F_5C-H<#V0"!)!(DBLI-I6@OHN32ULR@(
*M^*"\/A?"/HI$<*H\ZV>3212G=WRO>O0XF>U])-@{(4,Z+D,ZG*0RS5(B8!C%_M[%?A*TH758*
(5[>N"R)>2W_K9(!#J0],K$=,UA0JW5G"SK<<)_M;F?_XW$8?4T^2_96)I._BNJ+F&X1Q45/L,TJT]EXFCGZ0;(#GPO)SC$AV6G)
*M:LW&:4AVL(3:!Z._ADX8)()$@_@2M0B'(_EMD.S2[++;]H+>=C@7=[L^GT:6Y>$?UL_)M&M*9NHH*(9#L,N"A4\Q-*
2Q/EG/]HVH@CTDX/GLM&C(SD92#-GY5'A9+F9]&-)9$;-)_M%B>9VNDTC=C'+!#,IC:.*'/XP$/1=+Z,_W$C)UZJ3ICFZ8-
*M4S+/J9FS@<206)%2=QBM/^C86Q"_M&H-?_UHMH<'U0")(!(D@$=+8DTECV-Q_%VG,WK,T]DZ&//0D#R"_-:6.2NO0Q_M-7,^D_@2*THBI#%*
(8_!K0&LV_+@>2_2)(!$D0A!](FG,QJPQ3:0Q6\-98_D]_M90^0S:PN^]WH&V?&0@:S'->\5ROKF1UH91B)0")(!(G[&/[_V3_VH97!KP&M
MEM#@>B_1)()$D%A)K2P_)T.?]GS<.C)L>OR$^[X,KUOJVN/B4_5":LNTC(O?
M^<V$)!VA;4'B1:CT,_:'EX_O\XTP>>@)(]G:R,K7TOU&5!D!77P,K!HD@L4(D_M;B-&08V"&@7'!K0:0/(K@420"])!(M2H?:M1_;..?
*&V9).D+;.D1IUQ:=1&(UG_M['Q*9Q,UBZKOC<28L__(=,3.QP/A]W7NW\OP\T#M7CE7K1+(5A@30")(!(F0_MK2!;P;$!#=_#=*
K=FA#TB$,+4/80I;=.T?VA8$GD4$@EWR:\$NE&UP+_]R_M\"U/.7LG_\'^_]DK6]9)_G6?EU\\41?+I8O5/DLJ"[V(X(11BGCDXG@,5V5
MW]>^Y(!P>)9046E2B&(IOTX8CP43<_GK]TQ'BS)NU#,?4[@_#=_K=DA'J2N_MOQ[\T6\^"$3^YQHDEKD-E_$%AR)>_&\VC!/
*M@G\)W)]9DLKA;*_X).$[$A,<\%67TOY1$?)&)',A_IK/C^=5K4H2B\+9AME^>?'=XQ^F>*
*M;_0ZB_;,I;\I;9*6>8)1TZS85HR/%G3S\VOBO.GEM>M]P5V9CL[#G'O[>]V_M:(FE6N?'G]H]G"K+5KG71:',AE1L#T2L5_!]HJH&J;X/,-*
NHVWQ:E0F>+$(_MN%IM1H;#!X7Z]M0'G@^'5%'FS++M%@RXD&0YYH#RCN%&-/E*E>U"0]EEW[^_M-^6M5(!:M&82)80K&MZL;--*
=K%DCO"R6J;3SYU-OQ$-;\N%;ZR>TRZ6OZ%T_MDQ+2_T;E1713_%52YIID@S^!.+463B!Y.004I7(;]\L'J<5W5BHK0R^B^L0Y_MPL&,P*
I)\]2G29141W3}3"731._B88N$=V7YG5MUOZFRLUIE,?4$Q2%T]@& M54%,B8LD"694RU0U43I2-4DFPE,+"]U4B5!ZHZ4.;4R^]]5-*
*:*K)4##CM.]_M2AK3:5Z2>9(C)85GR82LM^@&1OR+4I%$2/;]M7EOEZHQ4_:;*@4R;@RR_,"WB2*+.Z%]TP\L7_M'JJ7.CU''XAIRY=QT;FI>#*
<;AR>^3"8421^KL_F32Y\W#9?.K1PHY@7F5{6H_M\@Y9VG\?;HD8L?ZH6'\4W?DP-7O1[?$B5/>;.!5SY+RAQ@_MN>V_:5B"-7)7WBFLVM-*
\;;H7:>1]4L]YB(W=O0[=G&692[&M01'YGW?14%=Y_MGJ;6KRL.)2M+Q8W)K%XI-K.VZW_M_4CW^%K8XB
*_%TT3O_B!]].KW[_>/ZT.L7MEGE\&+L#S!<4'WKD:OI->'6S_M]***MBR7O?))?/SA45\?1@">3-%918OZ"Q2]&S5A0S)D'CA0_*@N@$RJL3A,Z*
M0('A4$6_ZO[F9TLCOYIBRZ"(CR_MLK<2=-R.T>EL4'0G5@>_OZV6^YC%F-"68)YNW/7,"]Z2[W9\>U>=7>NHBG]-I/CQ[G-*
*M[9!MNG32&'UT\I4R_'-D]+U[<^0VEB?Z_WX*7,^-:#MNRE4]=WG;?:=G(_5R:T95_MJ954[9UUW)B@2*22;22958>D[$]_O_-O_M__U2]*
SCF(_#/[RS>GW[!]!.'!#SP^>_O+-E_N3Y?WY]?4W_/?_\>__5\G_M)^CBZOH5^HQ?T-)_&=\X<,TPNC;^T_?H?!]=G>#[MT-WCKH(G33+0X2
M=((V2;+[\[MW+R\OWWMK/XA#DB9TN/A[-]R^0RO/_3R>D?'TX__OGC'__\Q]/O?SS]\5__G_?O__S^O=(MW.TC_VF3H&_=_M[Q#THF,'
29DCZ[\P_E!^SU;$H+NH%>,[G",HV?L?<]IOL;>_MGV/.0^)$3SCY[&QQO'-<_)=O%$XH_5YMY9!D$^_C!&\Y.S#^^Q]_H,OH)$GD
M/Z8)O@JC[05>.RE)_O)-&OPC=8B_]K%'5YI@6)"_^7/=&N"^,]>$ITD^QV._M'\,_/D;D^S!Z>D?__[^#"-_,'G_P\D/I[(G=KV3.'W,^K$^,7;_?PJ?*
WXD_ML@DK'1H;%QK2-2K,YN4'-I.HG]:.B1]99_K+POS3I 7(/.U&\7QJ?/#G._MKG]_^$-A$-[.$H0_UYN0I=1:UEH^-
>)7.T3^-7)Z0=Z9+^GQ+Y!0>V7UK!5[X9-_M0AZ[HR:1G=EC)R$/(S^L6G.VWTE_M'#>!FB>)_3ON]8'5/6@:.#OTA![Z\^DX0A_D;"7XE?*
*[G;^<$ZY+^AOX,[X<]1_M2/_#G3R'"[[<71]RP;]+G-_A\5U!29+?O1"3S$]2&%W+^]*Q,ID4]C[*Y"_M?V<_[RCJ805*
6_H+T1GT:2EHW(<#^]73ZNQF_BEW"|CNWA/V69"WGD8>%1N_MP-Z90^#]NM]@G,1?_B?U_2D/=C)WJT[=O,4=C,CAD!(%O20((@X1?
1M1O.[_MMSW5O>W3D0;;7#B4Z8/V^!BUX[=_G#,;J-O"V.\[?[QNY_]>EZM5SNI$'1^_MVEW=.G;]A^9=SRFC<(URVF]?N_;]OD]"]*
[=-2?PH/B_^&OA7#??=V0K2?D',GWER1\>6P"Z&F5\<)^-CW'_!I_MQ&B_[?8QB><_&+7OITI'?__CQ(XCD_MN;7U\&7DF(_N"
<+VTA<=";)O>WKPGMZGVZT3[>F5[#\%/KT4':I/N6Z84A4H_M>+H-";TF<5S>W]Z].G;YQ\HN"[KLWLXIHYPTDK3?
MOKPSUW<+?.G;O3Y7=RWHO4("3MZTY>&MNHY"J+,D>[%A4/MW!
M$;_9I:9F'1OV4V7#)"'VA6%)ZFWWCML]*GML_43>B%0(A7<*!W7/9EO3]EW_M^+ZRBPHQMI$%/_^KJ@@&5%)(T]Q=_FZ
*TVBLH&U;3IV[K2RKVO2L4U_;-TF),F\[=?!^\6-EM>\2Y?"?\;W_MQ_DJ&U;;IF/'JE8681[-R"'!&YVW+#MXR*I??A'%\BZ/[C1/A\FZ5_]RQ455#*
*M"26_@_*B@CQB--XVZ0C;UV-,U1^Z$)?/=4;/RM\]MJE]V,@(${B;9<,62B'-M62I[6BP_5HT?_2V6Z%OYTYOOP=0I>'>R;%G0/3M.*
*%5:\HA)X"/\;;_9HW7_M]:?@"_KM9^'']DWF8$/VVY'08]&NW_*:%AU;6C76%*W:;_NEWJ-XV_[_MJ,7>E1IV[%W5EE1KIGW;1+WVVOI=;&G9*
ML8U56U.][?9M'[49<>NWL+Y1Q^Y5[4A5@^[;SNF.5'W88!$HNO0\-F4P!F0Y_M7A+;L?
AK)HPCSF<;T^W48=2=FNIOVPX.+W[=1R,JC&TY'PJ7$EEQ]3;QNOV
M3(&V%08\/6A2<.)&&ZPXZA4+;!M'BYFXQ.CP[$IM+W.VWY^.TTNJ=CA/^_YO'_B$X,R9DAF-K;L31T+"D]+R5XM;Y$]KT$YW]-MU^13$7.*
(M\-DA,!^7S@3_RTZA,Z>T(_M;HY#R8]%W5\;CMGQA-J/TI^J5OB&);B&6H*=7D[*YHR0@\3O'OW]#@-52MZ_M*9/T38*
R'#ISJ$S=IUO'IE+@]NS$_H.."7;7(71=1RG_M@_9?1:.)-AQ2MI3F[Q6:0+U':#^C/Q5_R/4TKGCF/2-_J:.3#Z&_M$AS\=@BT1@2[]"=5O85=
MB$%EP-Y#>+G=D7"/&XUEY@;J,&U5NVR?TT9G=,*GA/(Y%1\U/BW$YX62$&4S_M>SN1QFZP,'${6WXH'P6'|(RM;9_*NJ!:]
M.^K6TSYZ^]G]J6H([G-VV33Y(3UA0R-UIM(PC.1\[CZ45GS&]]@5/I_+5Y>D=&>)NHG_+6Y?R]5NM+YT(W),9H89#_M;'JXCE-;-5C79",571?
*JQ%_^,R2GAM9T;DB9''22TT.W>8[3VR'5!E]U6&;*_M_7T[CD_5]%V!Q?K=ZP[P/W!+LVT@017STHE-+M(XZ.G7_=#2.SW5"BD9I_^XI-LD8Z<*
*M*PI<^BTZB*.L+Q$_$_M/R@WIW\Z.3T]^4ON4_MY7R'/X?#U6IG$_-XA,Y$N-.%WU;ZZ$WG;5];4R,-=5UZD[8U+M6?<>SOUZC*
*MY_[U7NFIS-3^'FE(:.F[R-J&LK]*1T?E]UV;@0.,LR*]8J@.68$#"([*<;_@_MCR,X/X3P)%;@V)B'_6LS;,A)K%J;*W_*
RG23M<_]X3[LO@MP+.5IK($F3]R0_MQ=(ZA8FM]@%ODI:E_C8O^^MOW//1=\$M360.??,0LWU_K?)PJM9X#UVF?,G_M@AY_-
*Q$^IVQJG9P>0&,\V].90R_<^WZ#<1(/L#&UTYD:?[?TLPJ2#4Y\UR&Z_MF*TE.@VKXH]JL^S_#=GBG@2GP7%=3?Y^DZ_MB,&<_A*
Y(#PO079^DN6_Z^S=%2K_$?S_6&-L=9,J^O_7UFHS)=;_A=9+F42TFT($XJR_UVX>EMMYCG+MB
M#=S^QZVNWZB&M/,9).8>5Y&=8"A;UI&EV&FDZP^@*'$]|7&GV4#Z;^TY&LCV4I5YD)B7E'LIA;U+3_MD'@/9:^;QJ@RV#&[5=MU$I+D*
&[J24Q#JCR4K6X;HTN8A[+4VGTJUL._^I7&_M&1-A3_ML]BS@4.WT)3^VZ%B8DO_Q])'IE,TOCDR7%V(NJ#)+'\31[^(7[QWUDL"YT;*
MOH9/2_[_9OR7;UH:OCMRTM7/!G[SW_<._3/,|/^[A_HTIP1Q2TFYM/:]-@9_M#5Y&^IU'(!E<8/[?ZT!8L^,*
[[&+_&53CAH7MU57S4G]R7OWMSU&8]FZ(^ZF0_M]TN7KSAR_1CNO))>*_Y"I7#?Q:M_R26]_M?2_F-*
+WQ/O:]B"]3VZ:KP=+HF@]V9J!58GNVS'__]T:\M8YW:;T;-)=_MR2>/!<7/FQZY#_PD[Y_M%]%_<#QEN6"K[M+BFEJ/-OT6'TUN8>WBZD
B$]DK*<5PT>#6B20F#_.SY!./_MEX]QMOL->>'DYU*B;*L_TY<6(>*M//"%'HH9>-_$H4%NB_\NG3?]_U#[W4_M35;1/8Z>Z;U?(S$U-
AOOO@SC./\X]O#/ZZ#VS>O38S0V+O_NPJXOW'_[@D6,_M#E6THL3_9R&MNL1/KZZC,.:F9M))?0X#)_^-\@S7RWG'4AE7+[W#.R%;>1=I
M!!'A[']QVZM-+6WO..)[QFS!W#1WY\?TCCJCG\YFZT2_M:A5G=U&?:"%8U?7_M@S6(Y'@+_4_-:BVT%F'F;MO2QO;.#;3^;@>9W8'W5R?
PB$RKZ'"L=?<:58<1_M3SRX>%9KY=[J=0KUZ#BBXU!$_[5O3F?S\>U&W-Q)#XX2'26"/+U5<_ZX-A$_M6?
*3QB>0_5YS8CZ$_N^,>L+L)_'^D..XRO!@?UJK#YYS=\N2:*I"O_XGW)9Z;_MVXUW[96P19,"@FC3W=?*
*>:31FQ&7<*C\5V\S/D"F<*E=AM,8^Q#9V"?DF1I0_M>$9FSCEW=G[BD_[AY_"TQ$RVW3FAL93$"BYU,1+"W7M0'$)C0=70;X9WC>Q?"9B?*
*BJ*7&PW>X_M]74B]BD(//5I(4#;/$UG2=BRVT]J+5-QSR2X19G09[=SV%M;]U^P\A/]+JV*



>FS^YJO<90XHW]7BM:D_'EYG%$HD; MHQT,A5[H'%AV""#OA&(6_&|F8]PMKY%\80IK(\;-Z@?(D=%MQC9B<"1'YW_[
MFI:F&;_M^NBS8UPB=C?82PEE_-";BJR(HI;_-CD'6"D5I+D>5U&65_3@#04M M!8QIX(6TL3&#^1=JT6("2168ZBQ.X&Y ODB<5^-
,1(Z7UUQUW3"E+PY]Y#!] M?2A?PZ,:)$V4$YTE3Z21G3%"&K+Z%]LUB M7H.P.5"3SDAE2!F%4+2B+X-HY MAU7%$7W?D_W
D$N5E,W0RV60^)Y/4JJ\8)$R#>CE=_*#7AR5+,KI+@1KMMQ5
M=57K)*YD/JMSAQ"P=LB,'M%PD+,\RPY2@2%5\|57QKL\QDUE_62@&X/6SD9'-M?'BP_F0+)GL8LW;E%4$''7%.PMI9+B4Y#?
*259*Y.#G#M#!1+!V><6+E]\K>-M&YZN"B:<,_!]=\#5+U)XK%DAMVI0_MC)(#>)P=.(I/FX6-5KO-
CV*@R!*%B3T+GFD>_E0EB_UX57S^6U@BD;Y<^9 M55F1+DY*YY3YZX<5VQ+4_-?E"$R,E4RXC&1 6?
&.R{)6.%+:BUVMN'&5&#I#1.=U%R=&Y0)*X4;>F\"9FP+J0/SZTV]+T M4&:XNBS9WJSG6@L?8EOD_',8T9M^O,OO#Z""5AZ>
(&,8TTW5%8"A\0 ':J2 M6(DI.*R8I*K% :6]5=C9F6E7BSEZQPG.DZ/LLZFM;YCQF'E$V" 60&2R2"LZ MLW"+#\4X+:8:/)1S?U#
(Y&!+6,+#V6G*89HI'^+0J?00)XB^%22-VKD\1KU MUO;+5Y>D'O:@H@47-]D+N5J7*X3IC'IIL- C.1D>A:A,!SI5*XR-&OXRUG(V MQ,
H>=WH-DP@@M4A9(\NY#(7 G358)F-\PRP C@H+3\DV9\|Q 4$$;$%C!C| M.X10 JZ/D<7(+JE,2XD7U)2B/X'0UP1)IY&:!G#7HQ0"R_<)4?
LA^/8^PY_,] MM)GBS,3),\>[P(^)++)4R9/116EGIF"E/G.1S!C)9K9@IS[FD/57F/EVH MX4YC6H;D-S9$1T\S9C;?R<.KFE[Z&0/$V%F:,6&$P-
&WI*QYP-X5<8XM#)#1 M0$#$+%*[B$0_#^.$;IW>,Z_N!I4^"C7>AB6"9_D K$X?:)\.'XG5P79(J-[- MO'BN!S7[7?!,2LP"?7J=
(S$"5"Z$,H99+95;-/\&:.*B^*3?J[NP0+ML M#.-(U3A\BIS=QG^/\S%JB,AC">ETAWBI>#GP@(I M'C29_L68L69W_(P3;K&_.0+HIOC%@-
&46,"Y&33E,B;9="=<7R/ TI398>3E M%2Y2ED#-%6Z&Y:=$8L0R8&++$\+C,Y_1F;&C-7,-TK.SQ=&@S!-)Q%KN22G985C:3"G;P3@3L -W
M<$\/ Y8#12A.?-CPSN43T*09E^$ M4R ^,Z9(E9\B7=.%ADUMEB(0=C-G.!%%8'X%<4H8))2,%_P4!LF&[
=6N/_AQ^/DA?:/Y$5F.3/\K5+E2"3'1ZK#XU-ML2!(L$X*HB,HU-MNUV7KPFFS[R7218:BNI*FDI2D-
&:NOH8D>]M9"#/"C)>WEC+_(NV+]M.*#F/-M:S\YRF2N%G*U9'\^?K8DGZA,16-56A?P3Y**^/&("U%)$OF/:<*"[).0.9&A
MB&M("$]EH*QC\]4&!FQ-R9NABV-+> NW$5[C*"J4EN8VYV'N0$%5^FZY_5C@ M#"0],:!1051?.?XO,B6L^7I"'X@
M$DS\@*OMBC&3"A#$5CP5E_BV(}TQ9DX2]&L-$=:L2B;8)$7^ZHQ,UFQ,)O@K
M2^X]|]&X$'^#XQCCXK=*I7"6ZG,W4.J2=%!D0=;2S8@XD)SLHARNN$ 90@QXV-5UQR%#
<28E16YW%S0M%J+,"C51$4I'KEU&;PX3)Z4YLVHR%A=_MZ?T]C1/V'C^$2|_SX5)RR"U]6]\#44)2F+D&B5'*,"#XYB,A& H>;#'8(H-7 MM"-
A&5^)CPD:2ZU5<"F7SU0+14(CBZ/:C'C>HSE]2D%1%7!E#A1[190)-=(MZ$ZE]!6V=+Z8DEG[D>45:L@^S\|,?;8>A7QS6],)7:I0@B*A_!
(9ZC6:DWH M@>HSTVMDJC$'Z&>)FJ[5*M<&^"1%%F7X%7#(4U%+U;"-XY+31JNUXLL;!')- MZ$^AB%=0_8-,K%+^K63=%CN9A?
1AG_.7(;/?@QF)D]ZKW14F%#I9G#',^&D M=*L76&/M-E+5A\OI&4[[#BZ]/&BWHKC,)3';3+/$P=="9A@SHI;$4Q4'H).]!3V> AL "=" ^7&
<@T+TX/>2HR89 M9I9=ODINU!WVMX\[_924$/.AN"REI+Q('2(36,T^E;HY%%]E*0NL0-H.@HYN MQHJ) 2H[H$SB*'\P#B>T6
@$Y'EHGQ/=U1DIDHG_"%0$*.]"W<:S,N#KC'A M2\6$^Q6FAL3_[(0DH@4/C,'GV'(?N&3NT3 M_=]MNETR+S?_>S(P1D.MVN0+LSS3+)*-
'WDGO%17G.YVQ*?=9L\[*;&=#P1Q MQ1@*B;$0'PQEH]F-63%1L[42DV.M,*L9WDB9K2D4;QV(V'JVKRCD\'"A\TP()O#87BW.$ M]_497SB),
[")Z$R_/I="$@%[^M \!N+D0!_5_I?2]Q!'9W^%=&!W+B*2&,G*(MTYNL@M()_DWAC$I*PG]@J'V(?:6SW2GGC K,P2QUUFE]R&GF_% L*I$
M<0Y)8QX%?:XKJ$\K[DO*[8I0PA9(,D3$DSQ0EH\CPKXXL ^X<1NA$V_@_RO(MY7=9P2KXPS+PBK|06FJ 3\ULHO0BWEG!3AF!X]QL>@E.
[:^24VGFIU06O&JS M0@RTC:P*&F\"CIO2+]4>7]7:J/D2NA;(<*Y$AK QI(!/$[Z&E1(^N:X+,;/@ M1Z37# Y=E'V1;C9+7^.0R]
M.'<_Q_H_JX1^<;)PCP/+F3%O@.S!FKE2 Q MPX2@PM,G)_H-P\NF 0\3HLRX=+255.?#B#2G<(*,BXRD+?A+C=NB7!NM+%FZ M-
NJRIK,*Y^RV?66,BM5)0) G1(V:YH0LD!Q_A*[2P* TW]\B,E#$I M8BR?)|\5Z^18L#,=[>#B]>56:QZVM7QV? *K175%YN89;J5BL5J.I
JGQH%1 M?R_+43@[Y<4 !7G-3Y$*ZHZ>C'KYI[9$^CR[@TV1T5'NFRODJ(\3B5&7GW>'UVG@:2G))Q+1V0HLFQ7Q\9$5NNFLO$(H(>P0|
{=$;RN_Q'2O:,Y_*GX?@-C8Z7*X,E> SS M5_8L<'BLN1%@T&D!^U/=A XS''& M#M/,XQ@R?YI,M/0\VB8^IS^NHH?
PY>CR@3R329"C\@O|"^*|*$FC+P8S#F'O M"Q2V>HE\.&;\&WH(93A7CHPI[,,"565H:JH8FU?5$H-+2W42YM%=3HX8&F2&
M6&EP,JG>.+BJ..*ZXV>BCSX3X%3S:W4$IKFJUN<*8D:(;$A_"<)',/V"N^0A/)&$[A@&-[) ")XG""8\PFQL_)9$BY\N5?#%OG]D0Z+L,XO0V?:1J
MS&I-3SM@X&@ Z,UI(TX<2>HS8JD2SI[QM,,\A8+\G/:)=&V0G8])+U-%2\5H MG&5!PY#XX/('9M#-
K=*9)IS)O*:KB@\]'4N^>*:$WD:^,RBJ"3$*TYUK\3TH M(BN7KD^T@P'RJ!WS9X?#>)W3P9YTI:5+HDA0'3,N0"^#Q1M)<'GE!PZ5HNGF
M0>Z;6==U%:\/?L+"&JNA5&X-/B'[40YAH7"N?A[%N;P!(40J:?,U=?6SUH$M M6=T[X]=DCJ;,U$8.YCE@UTH T0I1*^6#]?%3B]
O(GHG"ELVMBDW\3&#<.8* MO,,$O*;L)JNX*F,M%V?F0@0W&H#&W5(FC)M/+3-%,RW"I77$0@A2:LS[?!@1!U,AF(6RVWHRU*AVF6]S
MGZ3>GBDH6M,2(IG.$P-]?NC,6G;T,B=V]YB,D.4H,;H6+')Z>;K-)%/VQWB0 M$8_SA)@%
[+-8@4$ON"2'_@R7D\K[,VO)@RRQAX2/8A,2C9X[;N ?*H84,9)7Z'V0: MCKWHW.O@F4XDC/:PN,)PS@ 9!HDX /+$+D>)[! ^QK1-[&
(+Q6GUL23V*R.(M,HI(DIP!.[5YH%$*B:M9^LU]06(^OG*(P'+8%(/?L=<"V%08WEHZL(;6QFYBN2AN!=
MW$.\1T*O61!BV4UXW&E0KEA)><%B21)VTV;4!7>6% *]3%;KE?5C-;IJ)H"* MYLAV7K2L'].7O"#Z+#DF_1F=%V-5Q/R=H, ^8PY*X\9L\?
8SI8"#2/0O+\$4(M];>/O8\S>H@19'9B]"NG:5P=5]+[6"X?B)(!D590?97]6\049Y@21M5E?7 M6N*(?
@X+,8B2)^*O,0/,W%,9/38&DJG&#V@IQB-HF;ZQ,WS>XES)^5]HBC1H MND67?7&5S89X<50&L/+1.U>&@%0C$GB@W]$A"4U8L@4
6;B898F:ANB$0ANQ M/@SS@3@BV-QYXI99^+AXC*?9K\O2 DJ[NX#X8.L%5;^RH)WZ@!8^JHV(%IN+
M4;J4SIL.D3P@'E^4G5B46"Q*0!>%M3!L0;C L?\48!ROU@\;^O=N11^6ARU) MPB?"B K;_&P8:0X-
,0X+]52N$\8U9E,PNW]9@"C'++D!6]J'AY#]]S0#*5AN M(>;@5 ,\A81&80.@#\ Y_%4A400X\V7\|()X%38SDK"\ ^.'8NV7"[S$#T4
M#HHRQ(A'0(Q 89KP*AE\P=CIP&@-;_K,HG W/H[&+]GIRM?3N-QC.>$3C\K MC+B*6%G$RU</'+,M-*FSAK9-
[M;F,IBO+B!/;ZQ@_P=8*W1PLV39N*?@72B-$VGZM$M6O? M\YUHK^3?#0'S5I,(+8%V?\8)Q"G<1N&S[V'O;/\E!@1/,-['@*2X=.G5S]),
MM03>0DC$FH0O,5I'X99>KV(8Y&3CS)|CL9UT(!X#(H<"R_>W.!KE^SN4#8CR M$2W&2M1]ES$O 4)WYI>-[VI*]XZX."! 4DLN"'X%*
=&#SUFME;B:5VF>]^ MB5BN"/LB7F#LFG<(*>,;MV]% =[S.G-7:>#I#&]CI$5Q0025-6+DRH@HAXET
M,V.J'QQLHC1M1C:QH3O8M[G=>"2U(-[[3RD]TP4LV*8(DK2'V:1J63%^F(P
M\-6YV7"L03;@C'DG9:9%&NNUPO9Y@>W[KX'MDL)UU*X,5YE$ 5:XM>L*!%V^ MPASA4:=Z(?T_[\%Y'5I3T-_M9"W.#?T? O]8@Y5AY_CLB9?
IJ!8BMHPS+\Z^ MK'/+GJBF4DG9>$@,B.B(9J%*Z)L(1_2)2M^K-.$- 3J!S_"3$Z1K^E]FT!N* M.9,-A59KE T&_\@6I##>;!F77M[?#
<,%>)}<:WJ3A1G7S/L@N-[:X%I^Y%(4 M7 8>EP0,AXD^7.5,T(3K3$B:,_XZ,H-U7)T%ODA*BLU=8V_M5S0RPU;Q?
>71%^%7L%W5PF9VN:H4H!#_ 0/9!TTE*,0/B!G='EY"BUG4]#[4 ME\M22/>X7IY=WUP_7%_>H^7G"W3_L#K_S[^N;BXN[^[_@"[_UY?
KA_^:*Y]B M&]5B:#)XRTJBCIHS<2O#YP; KF7Y$B)1XA*"URW8CQILB!G(8F[1&W)K@ &1 MI0'N% /B.@-R'-UDJH'=?
J;2'+QR:9QG)FW*2E<"_ V"##^_W Z/*0+]+"H MR?E,G\QVYL?B2=5B_P&4C3D7L B8X&"M$O^:@3-P3%CO(>_U*0TBIDN.-L- $,[$$E):6
M$HQX3QQ095 8 MTYF%%9XGUR%N2OCS1!>;$:-_ASA70C?1'OKZ*&LJOD!U;,6K@BX+RZ6,#TLE M9P#?*O].9?B;11AF*#I#!=E(EE/"E -
O%2CHS']0I@OC(#D0Q+TI0\V:[Z)] M"#0%]@ZY&'LBAB16,:IM(?4+A\BP2A;BH16T+*7^#>2@+#,),A.?=2$&29KQ M)?K?
GCY<#%Z;!PT+QB(^DOD P#P(GOMM$_^1X-R%RX+T+K ;86<8#(.D4?+7 M[]P$ 9IDDLA|S9,=%D@99J%ZY|E("R3',NNSXIG-JS68-
JXP5GQ8 9/$;L5% MMEI+"7^HEUXF4X-XQF+M,*O3DKFT O04,>E!7]'@Y+)1Z_" 5I=(*GH>!L^1P&D&;K0!BD!J09[AK#=]!8=#%0
M<.NH$QCRG!(P72[=:+|:OT+!N\OJI:TIJ2'XPYON4'L!JY)R&<%R!D_9E"9 M=_2U?(
(Q*,K3Y0Q"/DLX/R]B'D@AT^$/L1B)HBPYRN!!%\&)21F@R+CU7Y& M6B4I\HO56:V1'!^)":!L:HA-@;<_0ZJ?G 6":2 V#Z6DU=>X6NI-
H!RHGY?, MI N,.D.0)W6_WSZ&QUHM!0W$B9B'F.%A;W29_BJ"WL 8J;%262&P3HXO3[9(M"T?.MCQFK;FJ.WEX8$-<@'W$1E-+]?
%1A;VQ#DBCBXD MH&621/YCFK#GBJKCMXZ-@*;C ;2DNS).(B;.Q$R*>]@X@8"Q^ARR+!_LW86$ M7(41=!H/6RMS;&;S15SL3.B,<^2M;-
(UM9M^!4:0X,3X9=6(\G.V!R2; ;EV M-V'P=-'+#;*4/=')@)^"9U);R[FK3(B&P-7'8%ZPEP0J@+E*EW*)T0LR-N9() M.#N3DM&Y\:-
^T7'%E2:WS"R4"X-]O\-)&@5#C4X<03[BM PK8@-FK3A0H-8# MHS'9R19$8QLS;G\+^=M ;^!":(ZH5#R(-5CR-;.:5\!FS;M=6UUS!!T@]]>5
M"6K[,^'9]L.X&>RGPWB@T/0Q(7F[% M?$2_,M(6BDX5W,L0]C3<7.P6/.@0T#0#-@I&XV(,P.T\.*BM^E7="_,199B M7>9G'-!A"?UY(,M
MD!B.\5P<,&-\#),8%](&@F.,JRB36 ABWBT7SW7M>5EC/-=_ME>$NMSL2[C&^Q)&S[^*&-2'T>A1AEW?8#9\"J*G.8X!9J/AP#T:KZK*0M["
[#+8M/4=Z%P M2UD0&WAYO0N\"V-_4(2T)(4\3FOB4R>E65_8F7496'R@M;L"F'Z X*V8NI<1
M=E;K&WI%'!L%3@DPP$Y*8KJ350^YG'&X7@.R9+QSZ/^R\!7C#'R)X>J+$W]+_MKXU!9D=*B8732UK3GCFIG_28KG;J(X,54<3"^_%O>;S?
(-C6 ET44<+H6X=J ME#*VSWB:C4[&2!U/0',A!&V.4Q14H\[?6!1TEIR1#]J9&_>BXKXX)6#>Z8&8% M(NN-/6S9L@#
XM;_%D)"&!D*!U!3/H4C(.?T1ZN@HH7/VB{JSQG1M:BO5V%T M#E$\!'NKB/+A1^"_X+]}#A,3ZFEB0C4FICH+$TL"=<6,
;H4\SF#)X3'*/'EK9S'W]62 MU%]T+'[*X!@[M:I$NI6+Q"_U"Q_08@+O{G@((0TFXKP:!U+FJ-0DD],T&E@^_MV84N*,9
&FKLR!79^Y@8.WL0:R\M-Y>O[@96X+.S/?JH2".0I(6 F*G)QU'R MWW=8!H,MGR+,=N\<[*HXVCE1LH?
A!J4'5(DQ9JS5!10'*E920P=EMTIZD-56 M'"*?SL$L<"Q><#HY(B1E(7WB H-@'@F*7F68.D
M',J$.%&KK(&+GW)961!KF@.*]L/K%+;$HMOZ35:NE0[3IFC[0)0XER?"4WT9X)% M1.AR&T:)_T\>[]2T%$.N&&4.2)T$@!6(:?
&F4B8+@IQ.4MRL68K5RU8R\J? M-8/+S");SPL;=T'S;#(SRVDW1VVLM23FEO!K7;("##/@2CO*XGG*3+ZZ!:BU MTHRR!*
SW]I$($=/B#%#J@@ 1EN)]0@,V'DY0OT!/ (!&+*CYH\"1^E8OQ1 MQ#_CXK563L6&*:PH5-&O-J.WTL<8_R.E*WCY3/]GN+"
<$T2.HOE0*1TMAJCPE=1*N3](8B]K5"\7*1$Q"U!EAKF)N8D07*&,4 MXK,89:-.. $32>4R+W43F8,[,.JE B?/:Z+MQ"!V$]"-
<"9V37(DB5#QS0K^,SJ1X-_S84>+E]9OC'#YA\4JB)TMLM7E!,T'$[2$](>8%PQ;W._HV* YCJV/&|[%X)% MG0\E?(@Q##9SUJ5.T:NH
6>>M^7#&;WP9:;^'8XQ(3B2146/+2?$=W:U1I)@_M5J9T%FS4G])(\N+.B9?&,L(5=HRG>BO*@U8E:\+SKJI-U@Q3JC4L^^5??:H8
M1.YFAAAJ!BJ,H),'?R_)MQGR'4=LX$LE'?L)6Q_QB_L
M3T;4"X_+W%#C:3>^2G4TJP>H$W0,WF*FNUJ$GVPJ@;9@M;GH+WW9@!?.LUC^_M[.C0;_8_?^,?(5^R00FJ@I(MD\&(7,NO8'@2 4_QL;-
R3$#ZY 3IFCXR[#MY M"$,2,S1^K$>*+5!'"9 711NP84E6,U^9EU#EAY$5-0.P)8%6,U]%3VV5.4*